

BOARD MANUAL

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| SUBJECT: Nominating Sub-Committee Terms of Reference | NO.: 2-A-09 |
| SECTION: Structure, Roles and Responsibilities | |
| APPROVED BY: Board of Directors | DATE: May 7, 2025 |

1. Application

Under direction of the Governance Committee of the Board, the Nominating Sub-Committee of the Board has the primary responsibility for recommending candidates for election as Directors and for appointment as non-Director committee members based on their qualifications, competencies, and ability to contribute effectively to the governance of the Corporation as outlined in policy 2-D-20 Recruitment, Selection, and Nomination of Directors and non-Director committee members.

2. Composition

The composition of the Nominating Sub-Committee is recommended annually by the Governance Committee to the Board of Directors and shall be comprised of Board members and selected non-Director members of the Governance Committee

In addition, the Board will approve the membership of the Interview team which shall be comprised of the Nominating Sub-Committee and a board member from a community partner agency and a member of the Patient and Family Advisory Council, if available.

3. Meetings

The Committee shall meet as necessary to fulfill its responsibilities.

4. Specific Duties and Responsibilities

The Sub-Committee shall make recommendations to the Board through the Governance Committee with respect to the appropriate structure and composition of the Board and its committees, consistent with policy 2-D-20, so that the Board may fulfill its functions and comply with all legal requirements and Board policies.

(a) New Applicants for Election to the Board

The Sub-Committee shall:

- (i) receive applications from persons eligible and interested to be elected as Directors;
- (ii) review prospective candidates against the Board Skills profile;

Nominating Sub-Committee Terms of Reference
Board Manual 2-A-??
Cambridge Memorial Hospital
May 7, 2025

- (iii) develop a short list of candidates for interview;
- (iv) organize interview team(s) and undertake interviews of candidates to assess the prospect's interest and qualifications against the Board's needed competencies;
- (v) select and provide the Board, through the Governance Committee, with information about the recommended candidates for nomination for election as Directors;

The decision of the Board as to whether a candidate is qualified to serve on the Board or committee shall be final.

(b) Appointment of Non-Director Committee Members

The Sub-Committee shall:

- (i) receive applications from persons eligible and interested to be elected as Directors;
- (ii) review prospective candidates against the Board Skills profile;
- (iii) develop a short list of candidates for interview;
- (iv) organize interview team(s) and undertake interviews of candidates to assess the prospect's interest and qualifications against the Board's needed competencies;
- (v) select and provide the Board, through the Governance Committee, with information about the recommended candidates for nomination for election as Directors;

The decision of the Board as to whether a candidate is qualified to serve on the Board or committee shall be final.

5. Guidelines for Nominations and Recommendations of Appointment

The Sub-Committee shall:

- (i) make certain that a balance is maintained among skills, experience, and personal qualities
- (ii) consider the need for ongoing expertise on the Board and succession planning

- (iii) make certain that candidates possess universal competencies such as commitment, effective communication, integrity, and analytical decision making
- (iv) strive to achieve collective competencies including leadership, strategic planning, governance practices, business acumen, finance, health field experience, risk management, public affairs, patient advocacy, community involvement, etc.
- (v) consider a diverse range of skills, experiences, and personal qualities that reflect the demographics of the communities served by the Corporation. This includes but not limited to considerations across various demographic factors such as age, gender, ethnicity, cultural background, economic status, geographic location, and linguistic diversity. The goal is to build a Board that not only possesses the necessary competencies but also mirrors the tapestry of the community it serves. By actively seeking candidates who bring varied perspectives and backgrounds, the Corporation can enhance its decision-making processes and better address the needs of all stakeholders within the community.

6. General

The Sub-Committee shall:

- (a) report to the Governance Committee on material matters arising at Sub-Committee meetings following each meeting of the Sub-Committee;
- (b) maintain minutes or other records of meetings and activities of the Sub-Committee;
- (c) perform such other functions and tasks as may be assigned from time to time by the Governance Committee

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| DEVELOPED: May 7, 2025 | | |
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