

BOARD RECRUITMENT AND SELECTION

Approval Authority: Board of Governors

Established: 2013 03 20

Amendments: 2021 08 25, 2024 05 31

Category: Board

1. Purpose

The purpose of this policy is to define the method by which the Board of Governors will carry out the recruitment, appointment, and re-appointment of members to the Board of Governors. Additionally, this policy outlines the process by which the Board of Governors will address the election, appointment and succession planning for its committees.

Achieving excellence in governance and ensuring performance and accountability in the management of the affairs of the University is the primary mission of the Board. To meet this obligation, the Board has developed a policy that will:

- Establish membership and leadership for the Board that demonstrates a balance of skills, expertise, and knowledge, while reflecting broad demographic and cultural diversity.
- Support transparent and effective processes for the recruitment, review, appointment, and election of members to the Board and its leadership positions.

2. Scope and authority

This policy applies to the recruitment, election, appointment, and re-appointment of members to the Board as well as appointment of Chairs/Vice-Chairs to its committees. This policy and the related procedures are established in accordance with the Act and the By-laws as amended from time to time.

3. Process

The Governance Committee will be responsible for annually reviewing the Board composition and identifying any skill or competency gaps. This assessment will form the basis of recruitment of new members and recommendation for appointment to any vacancies.

Guided by bylaws, policies, role and responsibility statements, committee terms of reference and skill matrices and considering succession planning, the Committee prepares recommendations for consideration of the Board membership, the appointment of the Board Chair and Vice-Chair as well as the Committee Chairs and Committee appointments.

In fulfilling this role, the Governance Committee will develop and implement strategies that allow it to fulfill the Board's aspirations in relation to balance, EDI, and the strategic directions for the University. These strategies will address both the recruitment of new members and succession planning for leadership roles. The Board will look for active ways to increase the representation and inclusion of under-represented groups in positions.

The Governance Committee will pursue continuous improvement to its policies, processes, communications, and outreach to engage the interest and participation of individuals who bring valuable skills to governance. Particular attention will be given to measures that can cultivate and support diversity among elected members, with emphasis on the importance of reflecting balance and the diversity of Northern Ontario¹

Diversity “embodies inclusiveness, mutual respect, and multiple perspectives and serves as a catalyst for change resulting in health equity. In this context, we are mindful of all aspects of human differences such as socioeconomic status, race, ethnicity, language, nationality, sex, gender identity, sexual orientation, religion, geography, disability and age.”

[Source: [Association of American Medical Colleges](#)]

NOSM University is committed to creating a climate where learners, faculty, staff, and patients can expect the highest standards of respect, kindness and professional collegiality and civility.²

The over-riding consideration in identifying and confirming individuals to serve is merit and experience in relation to the governance needs of the University. All candidates must possess the qualifications, experience and commitment required to govern an institution of the size, complexity, and reputation of the NOSM University and should reflect the diversity of the communities served by the University.

4. Balance and Diversity within the Board

The Board should be skilled, credible, capable, experienced, and well able to lead NOSM University and will reflect diversity in the range of relevant background, experience, and professional skills.

The membership should be drawn widely to:

- achieve a balance of skills and expertise needed for the Board to fulfill its governance roles and responsibilities,
- reflect the geographic and demographic diversity of Northern Ontario (specifically) including indigenous, francophones and rural and remote communities and reflect the social accountability mandate,
- identify strategies to encourage representatives of institutional partner organizations and other external organizations and constituencies to provide suggestions of potential candidates, including those who would help meet the balance and diversity objectives.
- subject to exceptional circumstances, members should be residents of Northern Ontario

5. Personal Qualities of Individuals on the Board

- a commitment to the mission, vision, and core values with emphasis on the social accountability mandate aligned with NOSM University’s statement on equity, diversity, and inclusion,
- personal and professional integrity and informed judgment,

¹ <https://culture.nosm.ca/diversity/>

² <https://culture.nosm.ca/about/>

- understanding of governance including the roles and responsibilities of the Board as a whole, as well as those of the individuals on the Board and the difference between governance and management,
- ability to work positively, co-operatively, and respectfully and communicate effectively,
- ability to provide wise counsel and ask relevant questions at a strategic level,
- enthusiasm for the role and its demands,
- ability and willingness to commit the necessary time to prepare for and participate in orientation and continuing education, meetings, committee meetings, retreats, and selected NOSM University related events,
- a commitment to comply with the code of conduct and conflict of interest policies, and
- ability and willingness to represent and be an ambassador for NOSM University when called upon.

6. Skills, Experience and Knowledge

The University's Board of Governors is a competency-based Board, and its composition will reflect the knowledge, skills, and abilities necessary for it to govern effectively and meet the strategic goals of the University. Overall Board composition, and selection of individual members, will be based on the requisite skills and competencies set out in the Board Skills and Competencies Matrix (Matrix) as amended from time to time.

While the Board will give priority to recruitment of different skills, expertise and experience over time, the members should collectively possess a range of specific skills, expertise, and experience from among the following:

- University (higher education) policy, governance and/or management experience
- Governance, Political acuity, and government relations skills
- Financial management, planning and accounting preferably with professional designation.
- Human resources including labour relations.
- Legal expertise
- Quality Improvement and Risk management
- Strategic planning
- Health Policy and Administration
- Public Affairs and Marketing

7. Recruitment & Appointment of Governors

The Governance Committee will oversee the process of recruitment, screening, selection, election, and recommendation for appointment to the Board, in accordance with the Section 2.2 of the Board By-law

a) Lieutenant Governor in Council (LGIC) Appointees

Up to five individuals will be appointed by the Lieutenant Governor in Council. These shall not be a Student, a Teaching Staff member, nor a Non-Teaching Employee of the University.

The term of office for a Governor who is appointed by the Lieutenant Governor in Council shall be as specified in the appointment, which shall not be for a term of more than three years. (Regs. Section 5. (1))

b) Governors Elected by Their Constituent Bodies

This category encompasses University teaching staff, non-teaching employees and students, all of whom are recruited and nominated from within their respective constituency groups at the University.

As defined in the By-laws,

- “Teaching Staff” means professors, associate professors, assistant professors, lecturers, instructors, and all others employed or contracted to do the work of teaching or giving instruction at the University.
- “Non-Teaching Employees” means all University employees who do not fall within the definition of Teaching Staff.
- “Students” means all learners registered at the University.

The Governance Committee and University Secretary will be responsible for overseeing the recruitment, nomination, and election procedures for Elected Governors.

The respective constituencies will be provided with information regarding the requisite skills and competencies for Board members to facilitate the nomination and election of Elected Governors who can meet the needs and obligations of Board membership.

To be eligible for nomination or to remain as a Non-Teaching Employee or Teaching Staff Governor, individuals must be employed by the University. Such Governors automatically vacate their office if they cease to be employees of the University.

Teaching Staff on sabbatical (or other) leave must relinquish their membership on the Board of Governors. On returning from leave, the Teaching Staff member, wishing to serve, must nominate for a new election. Any exceptions to this must be approved by the Board.

c) Externally Elected Governors

- The Governance Committee will recruit, screen, and maintain a pool of eligible candidates for appointment to the Board, based on an assessment of the skills and competencies needed to fill any identified gaps.
- The Governance Committee will actively seek to broaden the demographic and cultural diversity of the Board when recruiting eligible candidates to fill any identified gaps.
- Candidates may be referred by any member of the current Board of Governors, University Senior Leadership, the Community, or members of the University community.
- Advertisement and election process will be determined by the Governance Committee in consultation with the University Secretary.
- Eligible candidates will remain in the “standing list” for three (3) years.
- Governance Committee will make recommendations to the Board from the “standing list” of eligible candidates for the appointment of new members.

Term Length

Term length for Elected Governors is defined in sections 5(2) of the Regulations and Section 3.3 of the By-laws which states 'shall be for a term of up to three years. The Board shall fix the term of office for these Governors.'

Term length for Student Governors is defined in sections 5(2) of the Regulations and Section 3.1 of the By-laws which states the term of office for a Governor who is a Student shall be one year. Each such Student Governor shall be eligible for re-election for one further term of one year. If a Student Governor graduates during their term of office, they may continue to sit as a Governor for the remainder of their one-year term.

8. Committee Recruitment

Each September, in preparation for the annual Committee Members recruitment process, the Governance Committee will compile a list of vacancies anticipated for the next Board meeting year (January-December). At this time, Committee may also review the results of the annual board and committee Skills and Competencies Matrix, to assess areas of need related to committee member succession-planning and recruitment. Between September and November, the Governance Chair will consult with current Committee Chairs to review upcoming committee vacancies and determine areas where additional expertise may be required through the appointment of Governor and Non-Governor Committee Members. A final review and recommendation to Committee membership and the appointment of the Committee Chairs and Vice Chairs will take place in November.

9 Committee Nomination and Selection of Committee Chairs

The process for the selection of the Board Chair and Vice Chair the process is outlined in the "Procedure for the Selection and Appointment of the Board Chair and Vice-Chair".

Committee Chairs and Vice Chairs will be selected from Governors who have demonstrated a high degree of commitment to the University, the Board, and its committees and who meet the desired skill and competency profile for leadership of the respective Committee for which they are being considered. Student Governors are not eligible for Committee Chair or Vice Chair positions.

The Governance Committee will also consider the following:

- For each committee, there will be one (1) Chair and one (1) Vice Chair who will normally be nominated and elected from the Board External Governors membership.
- Governors will have an opportunity, on an annual basis, to express interest in Committee Chair and Vice Chair positions.
- Incumbent Chair and Vice Chairs will have the opportunity to express interest in re-election to their respective positions, provided such person is within the normal term length for an External Governor.
- Except for new committees starting mid-year and replacements for unexpired terms, terms for Chairs and Vice Chairs begin January 1 and end on December 31 of each year.

At the conclusion of its deliberations, the Governance Committee shall bring forward a recommendation to the Board of Governors for approval no later than the last meeting prior to the end of year.

a. Review of Board and Committee Chairs and Vice-Chairs

The Board and Committee Chairs, and Vice-Chairs will be evaluated on an annual basis or as required. Annual evaluations will be used to support the ongoing improvement of Board processes as well as in the consideration of incumbent nominees for re-election to Board leadership positions.

10. Vacancies

Vacancies in membership that occur prior to the end of the appointment term of a Governor will be filled in accordance with Article 8 of the Act and Section 4 of the By-laws.

A vacancy in the Committee Chair position will normally be filled by one of the Vice-Chairs.

Vacancies in any of the Committee Chair/Vice-Chair positions that occur before the end of the appointment term will normally be filled on an acting basis until Governance Committee can recommend a new nominee for election or selection.

11. Relevant Legislation

- NOSM University Act 2022, Regulations
- Bylaws NOSM University
- Procedure for the Selection and Appointment of the Board Chair and Vice Chair

12. Authorities and Officers

The authorities and officers for this document are as follows:

- Approving Authority: Board
- Designated Executive Officer: Board Chair/Committee Chair
- Procedural Authority: University Secretary
- Procedural Officer: University Secretary

Review and Revision History

Review Period: 3 years or as required.

Date for Next Review: 2026 01 01