

Title:	Board Recruitment and Nominations  SOUTH BRUCE GREY HEALTH CENTRE CHESLEY DURHAM KINCARDINE WALKERTON		
Category:	<i>Board Policy</i>	Issue Date:	<i>Aug 2, 2024</i>
Policy #:	<i>BOD-P05</i>	Revision Date:	<i>Dec 3, 2025</i>
Version:	<i>2.1</i>	Last Reviewed:	<i>Nov 17, 2025</i>
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PURPOSE

One of the Board's key governance objectives is to recruit a knowledgeable, diverse skills-based, independent, and qualified board whose members are identified through a transparent, board-approved selection process.

BOARD COMPOSITION

In accordance with the Corporation's articles, by-laws, and the *Public Hospitals Act*, the Board shall consist of eleven (11) to seventeen (17) Directors; seven (7) to thirteen (13) elected Directors and four (4) *ex-officio* nonvoting Directors. The *ex-officio* Directors shall be the president and chief executive officer, chief nursing executive, chief of staff, and president of the medical staff.

TERM OF OFFICE

An elected director may be elected for a term of up to three (3) years, provided that the director shall not be elected or appointed for a term that will result in the director serving more than twelve (12) consecutive years. The director may also be eligible for re-election for another term or terms (to a maximum of six (6) consecutive years) if at least one (1) year has elapsed since the termination of their last term. In any case, a director's total years of service as a director is limited to eighteen (18) years. In extenuating circumstances, the Board may approve an exception to the maximum years of service limit.

Ex-officio directors are members of the Board by virtue of their position within the Corporation and serve on the Board according to the applicable terms of the particular office.

In order to adhere to the requirements of the *Public Hospitals Act*, in which four (4) Directors must retire (subject to re-election) each year, director appointments shall be staggered, and any mid-term vacancy shall be filled by the Board for the balance of the vacated term.

PROCEDURE

A. Board Recruitment Committee

The Governance and Executive Committee ("G&EC") shall ultimately be responsible for identifying and recommending new individuals to the Board to become directors. The Board, in consultation with the G&EC, shall establish a Board Recruitment Committee ("Committee"), which shall be responsible for identifying and recommending individuals to the G&EC to become directors.

The size and composition of the Committee shall be determined by the Board from time to time and may include non-directors. The Board shall appoint the chair of the Committee, who shall be a director. To the extent practicable, the Board should appoint individuals to the Committee from amongst those directors not seeking reelection to minimize the perception of conflict.

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Nomination Process

The *Public Hospitals Act* requires that four (4) directors retire each year. This means that four (4) positions on the Board must be up for election or re-election each year. If a director has not yet completed their maximum number of terms, they may stand for re-election.

Normally board renewal is conducted through an annual recruitment process with appointments to become effective at the Annual Meeting, usually held in June.

However, recruitment is fluid and mid-term appointments to the Board may occur at the discretion of the Board. The Board maintains an Evergreen list of individuals who have expressed an interest in serving in this volunteer role.

Advertisements occur in advance of the selection process.

The Board shall identify qualified candidates through the following process:

- The timeline for the annual process is outlined in Appendix A.
- The criteria to fill vacancies shall be identified by conducting a skill-set analysis to initially determine appropriate candidates.
- Directors shall be evaluated based on their performance as a director (renewal shall not be automatic), while balancing the need to ensure retention of institutional knowledge, expertise, and orderly succession planning.
- A call for nominations shall be made and interested parties shall be encouraged to submit applications.
- Vacancies shall be advertised through print media and social media, as well as on the Corporation's website. If required, communications shall be sent to targeted businesses or organizations.
- Applications shall be submitted to the chair of the Committee or via the Corporation's online application portal and reviewed by the Committee.
- A short-list of candidates shall be developed by the Committee of those individuals who meet the criteria as outlined in Appendix B and Corporate By-law Article 3.3. Short-listed candidates must be interviewed by the Committee.
- Reference checks shall be completed by the chair of the Committee, or as delegated.
- The Committee shall recommend suitable candidate(s) to the G&EC.
- The Committee shall also recommend suitable candidate(s) to the G&EC for the positions of Chair, Vice- Chair(s) and Committee Chairs.

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B. Elections Process

- Election of directors is normally completed each year as part of the Annual Meeting or as determined by the Board from time to time.
- The G&EC shall recommend to the Board the candidate(s) for approval by the Members in accordance with the Corporate By-law Article 2:
 - at the Annual Meeting or
 - at a Special Members Meeting

If the number of candidates equals the number of vacancies, subject to the Act, the Members may be asked to vote for or against the slate and, if such a vote does not carry, the vote shall take place for or against each nominee individually.

If one or more recommended candidates are not elected, the Board shall determine an appropriate process to bring new candidates forward for election.

DEFINITIONS

“Act” — the *Not-for-Profit Corporations Act, 2010* (Ontario).

“Annual Meeting” — the annual meeting of the Members.

“Board” —the Corporation’s board of directors.

“Committee” — the Board’s recruitment committee.

“Chair”—the individual who is a director serving as chairperson of the Board.

“Corporation”—the South Bruce Grey Health Centre.

“Director” —an individual elected or appointed to the Board.

“ex-officio Director” an individual who is a director by virtue of their office. At the time of this policy’s approval, the Corporation’s *ex-officio* Directors are the chief executive officer, chief nursing executive, chief of staff, and president of the medical staff.

“G&EC” —the Board’s Governance and Executive Committee.

“Members”—the members of the Corporation as described in the corporate by-law.

“Vice Chair”—the individual who is a Director serving as a vice chairperson of the Board.

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REFERENCES

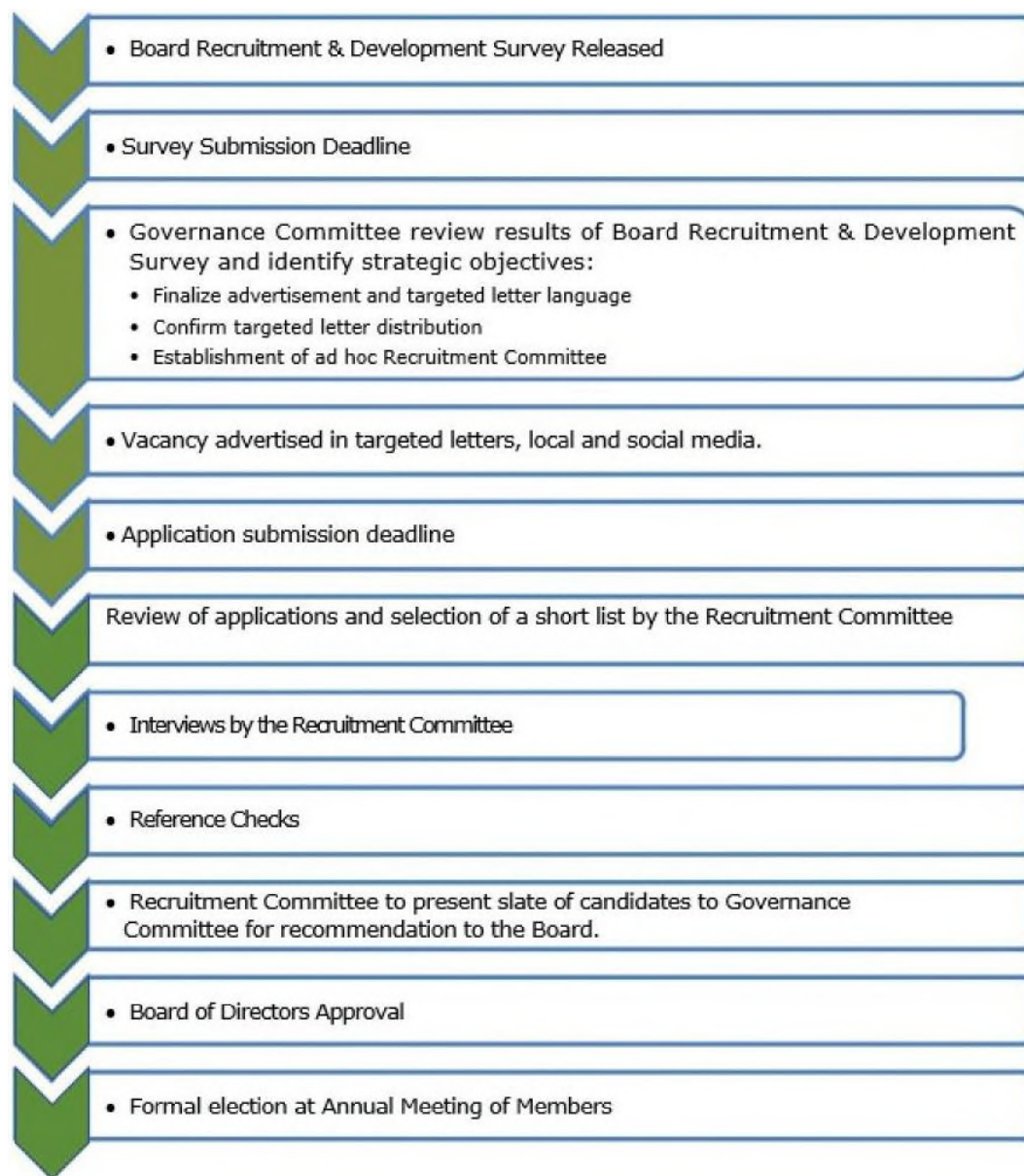
Corporate By-law Article 2 and 3
 Guide to Good Governance (Fourth Edition) Chapter 7
Not-for-Profit Corporations Act, 2010 (Ontario)
Public Hospitals Act 1990 (Ontario)
 BOD-P41 Terms of Reference – Board Recruitment Committee

VERSION HISTORY

Version	Review Date	Changes Made By	Brief Summary of Revisions Made
1.0	Aug 2, 2024	By-Law and Policy Review Sub-Committee	Initial version. Reviewed by BLG LLP as part of transition to the new Ontario Not For Profit Corporations Act.
2.0	Nov 17, 2025	By-Law and Policy Review Sub-Committee	1. Updated the “Purpose” statement from the Guide to Good Governance – Fourth Edition 2. Minor changes to document that the Board may initiate a selection process for new directors at times other than the Annual Meeting process by utilizing its Evergreen List. 3. Clarified that appointment of directors by the Members at times other than at the Annual Meeting may be done via a “special members meeting” in accordance with By-law Article 2. 4. Added a Diversity, Equity and Inclusion section in the Director Selection Guideline (Appendix B)
2.1	May 24, 2026	By-Law and Policy Review Sub-Committee	Minor revisions to add the template header and footer. Added the Version History. No changes to policy content.

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APPENDIX A Selection Process Timeline



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APPENDIX B

Director Selection Guidelines

Diversity, Equity and Inclusion

The Board Recruitment Committee will consider age, gender, ethnicity, culture and history, sexual orientation, and other personal characteristics to help ensure that a broad range of perspectives exist on the SBGHC Board.

Skills and Experience

The skills-based Board will reflect a complementary mixture of knowledge, skills and experience. The skills and experience the Board will consider in selecting members include the following:

- Accounting designation
- Board and governance expertise.
- Business management
- Clinical experience
- Construction and project management
- Demographic characteristics
- Education
- Ethics
- Financial expertise
- Government and government relations
- Health and Safety expertise
- Health care administration and policy and health system needs, issues and trends
- Human resources management
- Information technology
- Knowledge and experience in research
- Labour relations
- Legal expertise
- Patient and health care advocacy
- Political acumen
- Public affairs and communications
- Quality and performance management
- Risk management
- Strategic planning

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Personal Attributes

The Board requires all of its members to possess the following personal qualities:

- An understanding of and commitment to the vision, mission and core values of the Corporation,
- Honesty and integrity,
- An understanding of governance,
- An understanding of a director's role and fiduciary duties, and the role of the Board,
- An ability to think strategically,
- An ability to work as part of a team,
- An ability to communicate effectively,
- Financial literacy appropriate for health care,
- A willingness to devote the time and effort required to be an effective board member including attendance at board orientation, board retreats, board meetings, committee meetings, and Hospital events and
- An absence of potential conflicts and ability to recognize and manage potential conflicts of interest.