

Manual	Board of Directors	TERMS OF REFERENCE
Section	Terms of Reference	
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Approved by	Board of Directors	
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TERMS OF REFERENCE - NOMINATING, GOVERNANCE & HUMAN RESOURCES COMMITTEE

Purpose and Scope

The Nominating, Governance and Human Resources (HR) Committee (the Committee) shall oversee, monitor and where necessary, make recommendations to the Board on aspects of corporate governance and key HR matters for the Corporation.

The Committee shall manage the process for nominations to the Board, its committees, and for OHA Board appointments to other organizations. The Committee’s mandate does not limit the Board’s ability to determine the membership of Board task forces, working groups, or appointees to internal or external bodies.

The Committee is responsible for monitoring the CEO and Chief of Staff (COS) performance, compensation and succession plans; overseeing people risks, human resource strategy, and key initiatives that support the achievement of the HR & Governance components of the HRH strategic plan.

1. Nominating Functions

- a) The Committee will recommend to the Board nominees for election to the Board to fill any vacancies on the Board, and in doing so;
 - (i) Endeavour to provide for community representation after considering the list of Elected Directors and ex officio Directors;
 - (ii) Consider the names of all persons submitted as nominees; and
 - (iii) Consider the potential contribution of any person nominated in relation to the functions and strategy of the Hospital;
- b) in selecting Directors for consideration by the Board for election or appointment as Officers of the Corporation, the Committee shall facilitate an effective annual performance evaluation of each Director and the members of the Standing and Special Committees of the Board and the Board as a whole. Such reviews will include but not be limited to
 - (i) the overall contribution of such Directors to the Corporation;

- (ii) whether the duties and responsibilities undertaken by such Directors have been effectively discharged;
- (iii) the Director's participation and attendance; and
- (iv) the extent to which such Directors have endorsed and enhanced the vision, mission and core values of the Corporation.

2. Governance Functions

With respect to the Governance function, the Committee will ensure processes are established and monitored for,

- a) the establishment and regular review of the Hospital's mission, vision and values;
- b) the annual evaluation of the Chief Executive Officer's performance and approval of his or her compensation and setting of his or her goals and objectives;
- c) the annual evaluation of the Chief of Staff's performance and approval of his or her compensation and setting of his or her goals and objectives;
- d) an effective Board orientation program and continuing education of the members of the Board;
- e) the regular evaluation of its own performance in relation to its responsibilities and periodic review and revision of the governance policies, processes and structures as appropriate;
- f) the resolution by the Board of issues of concern raised in the annual performance evaluation of the Board and in the Accreditation process; and
- g) a regular review of By Laws and governance structure of the Hospital.

3. Human Resources Functions

With respect to the Compensation and Incentive Plans:

- a) Review and make recommendations to the Executive Committee and then to the Board of Directors related to significant policy matters impacting executive and management compensation.
- b) Monitor market trends in compensation and benefits including regulatory requirements (*eg; Broader Public Sector Executive Compensation Act, 2014, (BPSECA)*) relating to compensation and human resources governance matters.

With respect to Talent Management:

- a) Annually review, monitor and measure key targets related to human resource strategy and key talent initiatives.
- b) Monitor the health of the organization (e.g. engagement surveys, and review resulting action plans).
- c) Review labour relations strategy as required.

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- d) Oversee the development and implementation of succession planning including emergency replacements and a recruitment approach for CEO/COS and other key positions.
- e) Review and recommend to the Executive Committee CEO/COS accountabilities and position descriptions every 3 years.
- f) Oversee compliance with statutory obligations relating to employees including the *Employment Standards Act and Workplace Health & Safety legislation*.

Reporting Relationship

The Nominating, Governance & Human Resources Committee will report to the Board of Directors.

Membership and Voting:

All Committee members are voting members unless indicated below:

Chair of the Board;

At least three (3) of the members of the Board appointed by the Board.

Chief Executive Officer (non-voting);

Chief of Staff (non-voting);

Senior Executive responsible for Human Resources (non-voting)

Staff Support

The President and CEO will provide staff support to the Committee as required.

Quorum

A quorum shall be a majority of the voting members.

Meeting Frequency

The Nominating, Governance & Human Resources Committee will meet at the call of the Committee Chair.

References

HRH Bylaws

Revised: May 31, 2018