

TERMS OF REFERENCE COMMUNITY NOMINATIONS COMMITTEE

I. PURPOSE

The purpose of the Community Nominations Committee (the “Committee”) of the Toronto Central Local Health Integration Network (the “TC LHIN”) is to support the Board of Directors (the “Board”) in fulfilling its responsibilities to:

1. Give notice to the public of vacancies on the Board of Directors and inform the public about the objects and the role of the LHIN;
2. Identify potential Board appointees through a local community nomination process; and
3. Make recommendations to the Board about potential appointees to the Board of Directors.

II. COMPOSITION AND OPERATIONS

1. Membership:

The Committee shall be composed of a minimum of five (5) members:

- Board Chair
- Two (2) additional members of the Board
- Two (2) members of the community.

The Board Chair shall be the Chair of the Committee and its members shall be appointed by the Board and shall hold office at the pleasure of the Board.

A community member’s position is voluntary and to be selected by the Chair. In recruiting committee members from the LHIN community, it is expected that the Board will take into consideration the geography, culture, ethnicity, socioeconomic status and interest groups in the area in order to appoint a diverse committee. Community members are to sign a Non-Disclosure Agreement with the TC LHIN. (**Appendix A**)

2. Term of Office:

Members of the Committee will be appointed annually.

3. Quorum:

A quorum shall be a majority of voting membership, and no business shall be transacted by the Committee except at a meeting at which a quorum of the Committee is present.

4. Number of Meetings:

Meetings of the Committee shall be held at the call of the Chair and/or upon the requirement that there is a Board member vacancy and/or business required to be conducted as delegated by the Board.

5. Guidelines:

The Committee shall operate in a manner that is consistent with the **Board Composition Guidelines** outlined in Tab 4 of the Governance Manual provided by the Ministry of Health and Long-Term Care (MOHLTC) dated January 24, 2006. (*Appendix B*)

The **Conflict of Interest Guidelines for Community-based Board Nominating Committee Members** has been developed for committee members. It will assist you in the selection of appropriate community members to participate in the nomination process. These guidelines are modeled on the conflict of interest guidelines for LHIN board members. (*Appendix C*)

III. DUTIES AND RESPONSIBILITIES OF THE COMMITTEE ¹

1. Evaluation of Current Board Membership

An evaluation of the current Board membership should be able to identify qualities and skills required of the candidates to recommend to the Minister's office.

Each LHIN Board shall perform an evaluation exercise of their current Board membership. A worksheet has been developed to assist in understanding the Board profile, and in highlighting areas of skill or expertise where the Board may be less experienced.

This exercise involves the rating of generic Director qualities such as understanding of governance, judgment, and communication skills. The LHIN Board is a skills-based Board, so the exercise also involves the identification of the specific skills and expertise required of the Board as a whole.

There are two supporting documents for this evaluation process:

- a. The **Guidelines for the Selection of LHIN Directors** outlines the guidelines used by the Ministry to select LHIN Directors. (*Appendix D*)
- b. **LHIN Board Profile Worksheet.** This worksheet can be used to evaluate current Directors and compare candidates for future Directors. This worksheet is supported by explanations provided in the Guidelines. (*Appendix E*)

In the assessment, also refer to the MOU, which outlines the requirements for who can be LHIN Board members in sections 1.3.4 through 1.3.6.

¹ Instructions for Recruiting Community-based Board Members, Local Health Integration Networks, August 2005.

2. Advertising

Advertising for vacant Director position(s) shall be run in community and local newspapers and will also appear on the public appointments website. Applications must be submitted through the government's Public Appointments Secretariat, at www.pas.gov.on.ca.

Advertising shall also be run through health service providers, non-health service providers and community agencies and posted on the LHIN website, at www.lhin.on.ca.

3. Receiving Applications and Assessing Candidates

Applications for Board positions be initially assessed against the **Candidate Qualification Checklist** and then using the **Guidelines for Selection of LHIN Directors (Appendices F and D)**. The particular Board requirements for candidates will arise from the earlier exercise done with the **LHIN Board Profile Worksheet (Appendix E)**.

To be eligible for LHIN Board membership must be in accordance with:

- a. The Conflict of Interest Policy for LHIN Board Directors dated May 12, 2006; and
- b. The requirements outlined in the Local Health System Integration Act, 2006.

Applicants shall be interviewed by the Committee.

There are two supporting documents for the assessment of candidates:

- a. **Candidate Qualification Checklist** provides a quick assessment of whether a candidate meets the minimum criteria for Board members. **(Appendix F)**
- b. **Recommended Interview Guide for Board Candidates** may provide you with specific questions or general guidance for interviewing. **(Appendix G)**

When the assessment process is complete, the Committee shall make a recommendation to the TC LHIN Board.

4. Recommending Candidates to the Minister's Office

After the TC LHIN Board has met and agreed upon candidate(s) for recommendation to the Minister's office, it is the role of the LHIN Chair to make recommendation(s) of candidates in a letter to the Minister's office. The candidate(s)' resumes and applications shall be attached to the recommendation letter.

There is one supporting document for recommending candidates to the Minister's office. **Sample letter for submission recommendations** can

be used as a model for submitting candidates for consideration by the Minister's Office. (*Appendix H*)

IV. ACCOUNTABILITY

The Committee Chair has the responsibility to report to the Board, as requested, on board member recruitment and selection status relative to Board membership and recruitment.

The Committee shall report its discussions to the Board by maintaining minutes of its meetings and providing written recommendations on Board membership and recruitment status at Board meetings as required.

V. EVALUATION

The Committee shall conduct and present to the Board an annual evaluation of the performance of the Committee and its members. The Committee shall report to the board on the proceedings as required and, on an annual basis, report on the performance of the Committee in the fulfilment of its duties under the mandate delegated by the Board.

Reporting will include the adequacy of the terms of reference and recommend any proposed changes to the Board for approval.

APPENDIX A

To: [Insert name of LHIN] (“LHIN”)

And to: Her Majesty the Queen in right of Ontario, as represented by the Minister of Health and Long-Term Care (the “Minister”)

WHEREAS the undersigned has been invited to become a member of a nominating committee to assist the LHIN in the identification and recommendation of prospective members of the board of directors (the “Committee”)

AND WHEREAS during the course of my participation as a member of the Nominating Committee there may be disclosed to me certain confidential information, including but not limited to information concerning the LHIN, the nominating process, applications and personal information collected in connection with such applications (“Confidential Information”).

Now therefore, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, I agree:

1. that I shall not during, or at any time after the termination of my participation on the Committee, use for myself or others, or disclose or divulge to others, and Confidential Information;
2. that upon the termination of my participation on the Committee, I will return to the Chair of the Committee all documents and property of the LHIN and all Confidential Information including but not necessarily limited to all copies, notes or abstracts of the foregoing that I may have made;
3. the term “Confidential Information” does not include information that:
 - (a) was known to the Recipient prior to receiving the information from the LHIN;
 - (b) has become publicly known through no wrongful act of Recipient; or
 - (c) is required to be disclosed by law; provided that the Recipient provides timely notice of and consults with the LHIN prior to any disclosure in accordance with applicable law; and
4. this agreement shall be binding upon me and my personal representatives and successors in interest, and shall inure to the benefit of the Minister, the LHIN and its successors and assigns.

AGREED TO AND ACCEPTED BY:

WITNESSED BY:

Print Name:
Print Address:
Print Date:

APPENDIX B

Board Composition Guidelines

The Local Health Integration Network (LHIN) is governed by a Board of Directors, consisting of persons nominated by the Lieutenant Governor in Council.

The Board of Directors is a members-only board, and no more than nine people will be directors. Three positions on the board will be designated as “community” positions, recommended to the Minister’s Office through the community-based board nomination process as outlined below.

The members and directors of the LHIN corporation shall consist only of persons who have a background in one or more health care, public administration, management, accounting, finance, law, human resources, labour relations, communications, or information management who are nominated by the Lieutenant Governor in Council and who shall be the members and directors of the Corporation by virtue of them being qualified Lieutenant Governor in Council nominees.

Unless otherwise permitted by the minister, no person shall be a member and director of the LHIN if such person is:

- a. A member of the board, the chief executive officer, an officer, staff or employee of:
 - i. any corporation, agency or entity that represents the interests of persons who are part of the health sector and whose main purpose is advocacy for the interest of those persons;
 - ii. the College of a health profession or group of health professions as defined under the *Regulated Health Professions Act, 1991*; or
 - iii. an entity that receives funding from a LHIN;
- b. an employee of the Ministry of Health and Long-Term Care;
- c. an employee of the Corporation;
- d. an associate of any person referred to in a), b), or c).

In addition, each member and director shall:

- i. be at least eighteen years of age;
- ii. not be an undischarged bankrupt;
- iii. be a person interested in furthering the objects of the Corporation; and
- iv. attend directors meetings on a regular basis.

Board Committees

Subject to any directions by the minister, the LHIN may appoint one or more other committees of the Board and delegate to any of the powers of the Board. The Chief Executive Officer or his or her designate shall be a member of each such committee and shall be a non-voting member.

APPENDIX B (Continued)

Community-Based Board Nominations

Three positions on each LHIN board are designated as community positions, and replacements for these positions will be recommended to the Minister's office by the LHIN board. The following section outlines the process that will be used to identify candidates for these designated positions.

The LHIN Chair must work directly with the Public Appointments Secretariat and the Minister's office throughout the process. When a community position is vacated, the LHIN should inform the Minister's office and contact the Public Appointments Secretariat before beginning the process.

The process includes three main steps:

1. Establish a Nominating Committee

When required, a LHIN will establish a Nominating Committee, which shall be made up of the Chair of the LHIN, one member of the LHIN board, and three members of the LHIN community. The LHIN Chair will act as Chair of this Committee. The three members of the LHIN community who are selected to sit on the committee will be selected by the Chair. The Chair should follow the *Conflict of Interest Guidelines for Community-based Board Nominating Committee Members*, distributed in September 2005.

It is important that the LHIN Board and potential committee members recognize that this is an ad hoc committee, and will disband after the recommendations have been made to the Minister's Office.

2. Recruit Community-based Board Member Nominees

In order to recruit community-based board member candidates, a LHIN will work with the Ministry communications group to develop content and manage the placement of all advertising. The positions and the process being used to recruit the board members must appear in local papers, websites, and other media outlets as identified by the Ministry.

Each LHIN will then hold public information meetings to provide information about the role and mandate of the LHIN, the role and responsibilities of board members, the skills sets being sought, and the restrictions on who may apply to be a board member in keeping with the conflict of interest guidelines.

3. Recommend Community-based Board Member Nominees

All applications for the community-based board member positions will be received by the Public Appointments Secretariat and forwarded to the LHIN Chair. The applications will be reviewed by the Nominating Committee who will choose and recommend up to six candidates to the LHIN board. The LHIN board will review the recommendations and make the final recommendations to the Minister's Office.

APPENDIX B (Continued)

Detailed information about the process of community-based board member recruitment was provided in the *Instructions for Recruiting Community-based Board Members*, distributed to the Board Chairs in August 2005.

Board Renewal

The responsible discharge of the Board's mandate requires that it develop, in conjunction with the government, a plan and process for the orderly long-term renewal of its membership.

APPENDIX C

Conflict of Interest Guidelines for Community-based Board Nominating Committee Members Local Health Integration Networks, August 2005

Under direction of the Ministry of Health and Long-Term Care (MOHLTC), the LHIN (Local Health Integration Network) Boards are to appoint a committee to recruit and recommend candidates for LHIN Board membership to the LHIN Board, who will subsequently be recommended for nomination to the Minister's Office for nomination to the LHIN board by the Lieutenant Governor in Council. Membership of this committee is to be made up of the current LHIN Board Chair, one LHIN Board member and three members of the LHIN community at large.

These Ministry guidelines on conflict of interest have been developed to support appropriate selection of community members to serve on the Nominating Committees. The guidelines include situations of actual, potential and perceived conflicts of interest for members of Nominating Committee.

A conflict of interest is a perceived or real impediment to a Committee member's responsibility to assist in the recruitment and selection of candidates for Board membership that will support the organization's collective goals and interests, due to the Board member's affiliations, obligations or other associations and relationships outside the organization.

The following persons are excluded from being a member of the Community-Based Board Membership Nominating Committee of LHIN:

1. A person (as well as person's associates, including immediate family members, including common-law or same-sex partners, who reside with the person) who is a member of the board, chief executive officer, an officer or an employee of:
 - a. any corporation, agency or entity that represents the interests of persons who are part of the health sector and whose main purpose is advocacy for the interest of those persons;
 - b. the College of a health profession or group of health professions as defined under the Regulated Health Professions Act, 1991;
 - c. an entity that does or may receive funding from a LHIN.
- d. Staff of the Ministry of Health and Long-Term Care (as well as their associates, including immediate family members, including common-law or same-sex partners, who reside with them.)
- e. Staff of the LHIN (as well as their associates, including immediate family members, including common-law or same-sex partners, who reside with them.)

APPENDIX C (Continued)

These requirements do not apply to individuals who resign a current directorship or other excluded capacity prior to accepting membership on the Nominating Committee.

If any of the exclusions apply, it is expected that the individual will declare him/her self ineligible for committee membership. Failure to declare a conflict of interest that would have excluded a committee member will be cause for forfeiture of committee membership.

APPENDIX D

Guidelines for the Selection of LHIN Directors Local Health Integration Networks, August 2005

Balance within the Board of Directors

- The Board of Directors as a whole should be seen by the communities it serves, government and the provider community as capable, experienced and well able to lead the LHIN and health system integration within the LHIN.
- The overall composition of the Directors should ensure a balance of perspectives and specific skills and expertise.
- The membership of the Board should reflect the geographic diversity of the LHIN catchment area so it can maintain the confidence of all it serves.

Profile of a Director

The generic qualities/personal attributes expected of all Directors include:

- an understanding of governance, including the roles and responsibilities of the Board and individual Directors and the difference between governance and management
- ability and willingness to commit to the necessary time to participate in Board orientation and continuing education, Board meetings, committee meetings, retreats, community events and meeting preparation
- ability to provide knowledge, experience, perspectives and insights at the strategic and systems levels
- personal and professional integrity and informed judgement
- ability to work and communicate effectively as a member of the team with other members of the Board and management
- ability to be and/or be seen to be free of actual or perceived conflicts of interest
- effective communication skills to engage with communities and provider organizations within the LHIN

Board Profile

Beyond the generic qualities expected of all Directors as outlined in the Profile of a Director, the Board Profile reflects the LHIN's current needs with respect to the specific skills, expertise and experience among the Directors including:

- Health Care
- Public Administration
- Management
- Accounting
- Finance
- Law
- Human Resources
- Labour Relations
- Communications
- Information Management

APPENDIX F

LHIN DIRECTOR QUALIFICATION CHECKLIST

Name of Candidate:

Name of LHIN:

Qualification	Required Answer
1. Is the candidate 18 years old or older	Yes
2. Is the candidate an undischarged bankrupt? (an “undischarged bankrupt” is a person who has been declared bankrupt by a court and has not been “discharged” by a court – i.e. found no longer to be a bankrupt)	No
3. Does the candidate have a background in any of the following: (a) Health care (b) Public administration (c) Management (d) Accounting (e) Finance (f) Law (g) Human Resources (h) Labour Relations (i) Communications or (j) Information Management (Circle the relevant qualification and state why it applies)	Yes (Circle the relevant qualification and state why it applies)
4. (1) Is the candidate, (a) A member of a board, the chief executive officer or an officer of, i. Any organization that represents the interests of persons who are part of the health sector and whose main purpose is advocacy of the interests of those persons; ii. A College of a health profession as defined under the <i>Regulated Health Professions Act, 1991</i> ; or iii. An entity that receives funding from a LHIN; (b) Employed by the Ministry of Health and Long-Term Care; or (c) Employed by the LHIN. (2) Does the candidate reside with an immediate family member who is a person listed in (1)(a), (b), or (c), including a child, sibling, parent, spouse, common-law partner or same-sex partner?	No (to all questions)
5. Is the candidate prepared to regularly attend meetings of the board of the LHIN?	Yes

APPENDIX G

Recommended Interview Guide for Board Candidates Local Health Integration Networks, August 2005

Opening Questions

1. What is it about this opportunity with the Local Health Integration Network (LHIN) that interests you?
2. How long have you resided and/or worked in the geographic area of the LHIN?

Knowledge of Government Mandate

3. What do you understand to be the mandate of the Local Health Integration Networks as set by government?

Understanding of Health Care Issues and Trends

4. What do you see as the community health issues, priorities and needs of the region in which you live?
5. What do you see as the major external forces that will influence the LHIN over the next three years?
6. What do you see as some of the broader trends and policy issues in health care that need to be addressed?

Governance Experience

7. What do you see as the role of the Board? The Chair? The CEO?
8. How would you characterize the elements of a highly productive relationship between a Board and a CEO?
9. What other boards have you served on, either corporate or not-for-profit and what was the greatest leadership challenge you faced either as Chair or as a member of the board?
10. What would you do if the Board made a decision with which you fundamentally disagreed?

Leadership Experience and Expertise

11. Tell us about your experience in leading a large complex organization through change and transition. How would people you've worked with describe your leadership style?
12. What aspects of your professional and volunteer experience have prepared you to take on the role of a founding director?

Strategic Thinking

13. What do you see as some of the key issues the Board of Directors needs to focus on in the "start up" phase in order to be successful?

APPENDIX G (Continued)

Leadership and Relationships

14. How would you apply your leadership and communication style to the LHIN Board of Directors in order to be an effective member of the Board?
15. The LHIN will operate in a high profile public environment with a wide range of stakeholders all with a keen interest in the activities of the LHIN. What experience do you have in an environment that parallels this and what helped you be a success?
16. What significant interaction and relationships with government, community organizations or health care providers have you had? How would those you dealt with describe the effectiveness of your relationship with them?

Additional Questions

17. What operational or technical expertise that is relevant to the operation of the LHIN do you bring?
18. How would you rate your financial literacy?
19. Do you have sufficient time to devote to being a member of the Board of Directors?
20. Are you aware of any conflicts of interest that you might have?

APPENDIX H

Mr. Gerry Hawes
Community Liaison & Appointments
Minister's Office
Ministry of Health and Long-Term Care
Hepburn Block, 10th Floor
80 Grosvenor Street
Toronto, ON M7A 2C4

Dear Mr. Hawes:

As Chair of the Health Integration Network of ****Ontario****, I am pleased to present for your consideration three candidates for Board Membership on our Board.

Joseph Brown

President, Brown's Communications

Mr. Brown has extensive experience as a director in the not-for-profit sector, relating specifically to children's issues. In addition, Mr. Brown will provide the Health Integration Network of ****Ontario**** with communications expertise, as he currently runs a successful communications firm in our community. Mr. Brown has declared that he would have no conflicts of interest, should he be appointed to the Board.

Jane Wood

Retired

Ms Wood is a retired RN and former Manager of Patient Services at the Ontario Community Hospital (OCH). With over 35 years of health care management experience, Ms Wood is well known in our community for her leadership in this area. During her tenure at OCH, she successfully worked with other providers to develop the community's integrated paediatric services network. Ms Brown has declared that she would have no conflicts of interest, should she be appointed to the Board.

As required, we have attached CVs for each of these candidates. Each candidate has been informed that he or she has been put forward for consideration by your office.

I look forward to discussing this with you.

Sincerely,

Cathy Chair, Chair
Local Health Integration Network of ****Ontario****