



POLICY

Title:

Number: **A 12**

BOARD OF DIRECTORS - SUCCESSION PLAN

Approval Date: October 19, 2016

Revision Date: March 16 2022

1.0 Purpose:

To outline the process for the recruitment, selection, election, and orientation of new Board Directors and the responsibilities of the Nomination & Governance Committee of the Board.

2.0 Policy Statement

Klinik Community Health (Klinik) is governed by a Board of Directors which is accountable to the communities for which services and support are provided. The Board of Directors shall demonstrate a commitment to be policy and competency based, and should be reflective of the diverse communities for which services are provided throughout Manitoba.

The size and composition of the board is in accordance with Klinik Bylaws (Article D.4). Any Manitoba resident who subscribes to the Vision, Mission and Values of Klinik may be nominated to the Board. Directors are elected for a two-year term beginning at an Annual General Meeting, and may be renewed to a maximum of four terms. When mid-term vacancies are being filled, the term of the incoming Director may be shortened to match that of the outgoing Director.

Recruitment of Incoming Directors

The recruitment and nomination of Directors to the Board is the responsibility of the Nomination & Governance Committee (Bylaws Article E). Recruitment begins in January of each year (when required). Notice for soliciting candidates for the position of Director from the community at large may be placed in the local newspapers, website and social media throughout the recruitment period and solicitation of candidates through personal contacts is encouraged (Bylaws Article E.6).

The Committee is responsible for reviewing and interviewing appropriate applicants and providing the proposed slate of nominees to the Board of Directors no later than the day of the Annual General Meeting (AGM) (Bylaw Article E.8).

Competency Based Selection

Prior to recruitment, the Nomination & Governance Committee shall develop and recommend to the Board of Directors competency-based criteria to be used as a guideline for recruiting and electing board members. This process may identify short and long-term recruitment needs by analyzing a matrix that displays the board's competencies, current members who fill each competency, and "gaps" based on anticipated vacancies and emerging subject area needs.

Competency criteria shall be grouped into two categories:

- “Universal competencies” that all directors should possess, such as commitment to the mission; leadership skills; communication skills; teamwork abilities; personal integrity; strategic and critical thinking skills; and a demonstrated understanding of the difference between governance and management.
- “Expert competencies” that one or more members bring to help the Board execute its responsibilities effectively. Expert competencies include backgrounds in board leadership, healthcare, accounting, quality improvement, law, and community health needs.

In the event of an unplanned vacancy on the board, the Board of Directors may request that the recruitment committee make a recommendation to the Board for appointment of a known candidate based on the above criteria. It is recommended that a list of prospective board members is kept by the chair of the committee.

Orientation of New Directors

The thorough orientation of new Directors is fundamental to the building of a strong and cohesive board. All newly appointed Directors will receive an orientation package prior to attending their first Board Meeting, and will be required to attend an orientation session with the Executive Director, Board Chair, and Senior Staff.

Election of Board Officers (Bylaws Article F)

The nomination of a slate of Board Officers is the responsibility of the Nomination & Governance Committee to develop and present at the first meeting that occurs after the AGM (on a biannual basis in alignment with Board term years). In addition, any eligible Board member may put their name forward at that time to stand for any Board Officer position, excepting the Past Chairperson. The Board Officers to be elected are:

- Chairperson
- Vice-Chairperson
- Secretary-Treasurer

A maximum of three – two year terms will apply to any Board Officer position, although this requirement may be waived by majority vote of the Board (Bylaws Article F.8).

It is the expectation that all Board members, exclusive of staff representatives, will during their time on the Board of Directors, serve a term either as a Board Officer or as a committee chair.

As incoming Officers are identified, current Board Officers will be encouraged to provide mentorship and guidance. For example, the current Secretary-Treasurer will mentor and guide the incoming Secretary-Treasurer. Guidelines for mentorship should be tailored depending on the Office and the incoming Officer’s background and experience.

In the event of a resignation or termination of an Officer, the Nomination & Governance Committee will convene in advance of the next Board Meeting to consider nominating a replacement.

Committees

The election of Committee Chairs will be approved at the meeting following the AGM. In general those Directors elected to Chair Committees will be Directors who have shown or continue to show the capacity to lead and direct while remaining part of a team. A Director may Chair more than one Committee, but such a circumstance should not be considered the norm. A Director may be re-elected as Chair any number of times, although the re-election should be based upon merit and should serve the best interests of the organization as a whole. In the event of a resignation of a committee chair the position will be brought back to the Board of Directors for nomination. It is recommended that committee appointments are a minimum of two years.

Nomination & Governance Committee

The Nomination & Governance Committee shall be comprised of at least three (non-staff) Directors (Bylaws Article E.2), including the Chair of the Board, who shall be the committee chair. The remaining Committee Members shall be appointed by the Board of Directors. In general, whenever possible, the committee members shall be members of the Board who have spent more than one term on the Board, and have demonstrated an interest in governance issues. The committee will include at least one other Board Officer in addition to the Chair of the Board.

The mandate of this Committee will be to direct the Board in matters related to Board Governance, and in particular to those matters governed by the organization's policies on Recruitment and Succession Planning. In addition, the Committee will lead the Board in the ongoing review and development of policies and bylaws.

Re-Election and Officer Succession

Directors who are eligible for re-election shall be asked to confirm their interest in re-election and reaffirm their commitment to the vision, mission and values of Klinic and the required time commitment of serving on the Board of Directors.

The Nomination & Governance Committee should ensure there is a line of succession for future board chairs, officers and committee chairs through continual review of positions and board candidates. By the end of the first term of each Officer there should be an identified succession plan with an incoming Director.