

## ***Board Chair and Vice-Chair Selection, Role and Board Spokesperson Policy***

<b>Policy Number</b>	<i>BOH109</i>	<b>Approved Date</b>	<i>February 20, 2019</i>
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### REVISION HISTORY

<b>Reviewed</b>		<b>Amended:</b>	March 20, 2024
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### ***Purpose***

This policy provides guidelines to ensure that the selection process for the chair (the “**Chair**”) and vice-chair (“**Vice-Chair**”) of the board of directors of the Corporation (the “**Board**”) is systematic, transparent, accountable and fair.

### ***Scope***

This policy applies to the selection of the Chair, the Vice-Chair and the Board spokesperson.

### ***Regulation***

#### **a) Process for Election of Chair**

The incoming Chair shall be a current director of the Corporation (a “**Director**”), in accordance with the by-laws of the Corporation, and the selection of the Chair shall follow the steps as set out below:

- At the first Board meeting of a calendar year, the Medical Officer of Health of the Corporation (the “**MOH**”) shall call for nominations. Each nominee shall accept or decline the nomination.
- If more than one candidate is nominated and accepts the nomination, the MOH shall hold an election for the office by secret ballot. Each Director shall be entitled to cast one vote and the MOH shall tabulate the votes. The candidate who receives the most votes shall be elected the Chair.
- Where there is a tie vote, a second secret ballot will be given to the Directors and the same procedure set out above shall be followed with respect to the two directors subject to the tie vote. This process will be followed until one nominee receives a plurality of the eligible votes cast.
- The results of the election of the nominee for the office of incoming Chair shall be communicated to the Board by the MOH.

#### **b) Skills and Qualifications of Chair**

It is desirable that the Chair possess the following qualities, skills, and experience:

- Proven leadership skills;

- Good strategic and facilitation skills; ability to influence and achieve consensus;
- Ability to act impartially and without bias and display tact and diplomacy;
- Effective communicator;
- Political acuity;
- Must have the time to continue the legacy of building strong relationships between the Corporation and stakeholders;
- Ability to establish trusted advisor relationships with the Medical Officer of Health and other board members;
- Governance and board-level experience in the sector;
- Outstanding record of achievement in one or several areas of skills and experience used to select board members.

### **c) Role of the Chair**

The Chair is the leader of the Board. The Chair is responsible for:

- ensuring the integrity and effectiveness of the Board's governance role and processes;
- presiding at meetings of the Board;
- representing the Board within the Corporation and the Corporation to its stakeholders; and
- maintaining effective relationships with members of the Board, management and stakeholders.

### **Responsibilities of the Chair**

#### **1. Board Governance**

The Chair ensures the Board meets its obligations and fulfills its governance responsibilities. The Chair oversees the quality of the Board's governance processes, including:

- ensuring that the Board performs a governance role that respects and understands the role of management;
- ensuring that the Board adopts an annual work plan that is consistent with the Corporation's strategic directions, mission and vision;
- ensuring that the work of the Board committees (the "Committees") is aligned with the Board's role and annual work plan and that the Board respects and understands the role of Committees and does not redo Committee work at the Board level;
- ensuring Board succession by ensuring that there are processes in place to recruit, select and train Directors with the skills, experience, background and personal qualities required for effective Board governance;
- ensuring that the Board and individual Directors have access to appropriate

education;

- overseeing the Board's evaluation processes in place from time to time and providing constructive feedback to individual Committee chairs and Directors as required; and
- ensuring that the Board's governance structures and processes are reviewed, evaluated, and revised from time to time.

The Chair shall be elected annually and shall be eligible for re-election provided that the Chair shall serve no longer than two (2) consecutive years. Notwithstanding the foregoing, where a Director has served two (2) consecutive years as Chair, the Board may, by Special Resolution, provide that such member is eligible for re-election as Chair provided, however, that in no event shall such member serve longer than four (4) consecutive years as Chair. (Board Bylaw, Article 9.1)

## **2. Presiding Officer**

The Chair is the presiding officer at Board meetings. As such, the Chair is responsible for:

- setting agendas for Board meetings in consultation with the MOH, and ensuring matters dealt with at Board meetings appropriately reflect the Board's role and annual work plan;
- ensuring that Board meetings are conducted according to applicable legislation, by-laws and that Board meetings are conducted according to the Board's governance policies and rules of order;
- facilitating and forwarding the business of the Board, including preserving order at Board meetings;
- encouraging input and ensuring that the Board hears all sides of a debate or discussion;
- encouraging all Directors to participate and controlling dominant Directors;
- facilitating the Board in reaching consensus;
- ensuring relevant information is made available to the Board meetings in a timely manner and that external advisors are available to assist the Board meetings as required; and
- ruling on procedural matters during Board meetings.

## **3. Relationships**

- The Chair facilitates relationships with, and communication among Directors and between Directors and senior management.
- The Chair establishes a relationship with individual Directors, meeting with each Director at least once a year to ensure that each Director contributes his/her special skills and expertise effectively.
- The Chair provides assistance and advice to Committee chairs to ensure that they understand Board expectations and have the resources that are required for performance of their terms of reference.

- The Chair maintains a constructive working relationship with the MOH, providing advice and counsel as required. In particular:
  - The chair works with the MOH to ensure he or she understands Board expectations; and
  - The Chair ensures that MOH annual performance objectives are established, and that an annual evaluation of the MOH is performed.

#### **4. Other Duties**

- The Chair performs such other duties as the Board determines from time to time.

##### **a) Board Spokesperson**

Unless otherwise specifically authorized by the Board, only the Chair or such other representative designated representative by the Chair, may speak on behalf of the Board with respect to all governance and operational matters.

Directors and employees shall be permitted to discuss programmatic and public health policies, provided that such representations are consistent with accepted positions and policies of the Board, unless otherwise directed by the Board.

##### **b) Media Contact and Public Discussion**

News media contact and responses and public discussion of the Corporation's policies and affairs should only be made through the Board's authorized spokesperson(s). Any Director, officer, or non-Board committee member who is questioned by news reporters or other media representatives should refer such individuals to the Board's authorized spokesperson(s).

##### **c) Process for Election of Vice-Chair**

The incoming Vice-Chair shall be a current director of the Corporation (a "**Director**"), in accordance with the by-laws of the Corporation, and the selection of the Vice-Chair shall follow the steps as set out below:

- At the first Board meeting of a calendar year, the Chair shall call for nominations.
- Each nominee shall accept or decline the nomination.
- If more than one candidate is nominated and accepts the nomination, the Chair shall hold an election for the office by secret ballot. Each Director shall be entitled to cast one vote and the Chair shall tabulate the votes. The candidate who receives the most votes shall be elected the Vice-Chair.
- Where there is a tie vote, a second secret ballot will be given to the Directors and the same procedure set out above shall be followed with respect to the two directors subject to the tie vote. This process will be followed until one nominee receives a plurality of the eligible votes cast.
- The results of the election of the nominee for the office of incoming Vice-Chair shall be communicated to the Board by the Chair.

#### **d) Skills and Qualifications of the Vice-Chair**

It is desirable that the Vice-Chair possess the following qualities, skills, and experience:

- All of the personal attributes required of a Director;
- Leadership skills;
- Strategic and facilitation skills;
- Ability to effectively influence and build consensus within the Board;
- Ability to establish a trusted advisor relationship with the Chair and other Directors;
- Ability to make the necessary time commitment and required flexibility in work schedule to meet the requirements of this leadership role;
- Ability to communicate effectively with the Board, senior management and stakeholders; and
- Record of achievement in one or several areas of skills and expertise required within the Board.

#### **e) Role of the Vice-Chair**

The Vice-Chair shall assume the duties of the Chair in his or her absence. If the Chair is unable to represent and be a spokesperson for the Corporation due to a real, potential or perceived conflict of interest, the Vice-Chair will fulfil this responsibility.

#### ***Amendment***

This policy shall be reviewed and approved by the Board every two years, and may be amended from time to time as the Board deems necessary.