Retirement Homes Regulatory Authority

Board of Directors Nomination Policy

Nomination of Candidates for Election to the Board

Purpose

The purpose of this policy is to set out nomination procedures for selecting candidates for election as directors of the Retirement Homes Regulatory Authority (RHRA) Board of Directors.

Definitions

"Advisory Council" means the committee established under section 7(29) of the RHRA's Memorandum of Understanding with the Minister;

"Board" means the Board of Directors of the RHRA;

"Experience Matrix and Qualification Criteria" means the matrix in Schedule G of the RHRA's Memorandum of Understanding with the Minister (and included as Schedule A to this by-law);

"Director" means a director of the Board;

"Minister" refers to the Minister for Seniors and Accessibility or any other member of the Executive Council to whom responsibility for the administration of the *Retirement Homes Act, 2010* is transferred under the *Executive Council Act*;

Legislative Reference

Section 14 (2) of the *Retirement Homes Act, 2010* (the "Act") requires the Board to make a by-law regarding who can serve as directors elected to the Board, the criteria for their nomination, the process for their election, the length of their term and whether they can be re-elected.

Section 4 of *RHRA By-law Number 2* (Election of Directors) states that the nominating committee of the Board will nominate individuals for election to the Board to fill any vacancies in Directors in accordance with the nominating policy or procedure the Board prescribes from time to time.

Policy

The nominating committee will identify candidates to fill each vacancy among Directors and select the most appropriate candidates for election to the Board.

Procedure

1. These procedures are subject to the provisions of RHRA by-laws. If there is any conflict between these procedures and the by-laws, the by-laws prevail.

2. The nominating committee may publish a call for candidates. The nominating committee may use the services of RHRA staff or outside consultants in searching for or completing background checks on candidates.

3. To be eligible for election, candidates must provide the following information to the nominating committee:

    (a) A cover letter and résumé; and

    (b) Two (2) letters of reference.

4. The nominating committee may require candidates or certain candidates to provide the following:

    (a) A signed declaration stating consent to act as a Director;

    (b) Criminal reference check; and

    (c) A completed conflict of interest form.

5. The nominating committee or its representatives, together with any Directors the nominating committee considers appropriate, will interview candidates considered most qualified to fill the vacancies.

6. The nominating committee will prepare a slate of candidates for election as Directors using the names of the individuals responding to the call for candidates, in addition to the names of individuals brought to the attention of the nominating committee by other means.

7. Subject to the direction of the Board, the slate of candidates may contain a number of candidates equal to the number of all vacancies of Directors on the Board, or a greater number of candidates than vacancies.

8. In preparing the slate, the nominating committee will apply objective criteria in determining the appropriate candidates for election to the Board. In making its decision, the nominating committee will consider the following:

    (a) The criteria set out in section 5 of *RHRA By-law Number 2*;

    (b) The criteria set out in section 11 of this policy;

    (c) the fundamental principle of the *Retirement Homes Act, 2010*; and

    (d) the RHRA's mandate and goals for the upcoming three (3) years.

9. The nominating committee will make the slate of candidates and the qualifications of the individuals on the slate available to the Board at least ten (10) days before the meeting at which the election of directors will take place. The nominating committee will present the slate of candidates along with a recommendation that the Board elect directors from among the individuals whose names are on the slate.

Input from Consumers and Individuals Representing the Retirement Sector

10. The nominating committee will provide to the Advisory Council the number of upcoming vacancies on the Board and the Experience Matrix and Qualification Criteria. The Council may give input to the committee about the nomination process and selection of candidates, including input with respect to the desired skills, experience, personal qualities and diversity of candidates. The input may be at an Advisory Council meeting or through another process.

Principles to Guide the Nomination of Current Directors

11. The nominating committee will consider current Directors whose term is expiring and who wish to stand for election or re-election in the same manner as other candidates, taking under consideration the Director's performance during his or her term, including consideration of the following factors:

    (a) Understanding and support of the RHRA's objects and goals;

    (b) Attendance at Board and Board committee meetings;

    (c) Effective communication, including contribution at Board and committee meetings and on behalf of the RHRA as requested;

    (d) Preparation for and participation at Board and committee meetings;

    (e) Support of Board decisions and actions, regardless of how the Director voted;

    (f) An open mind to the views of others and the ability to change or adjust positions after hearing them;

    (g) Ability to express a dissenting or independent opinion, or challenge the majority view in a respectful and constructive manner;

    (h) Commitment to continuing education both on an individual and Board basis, and ability to use this education to inform Board deliberations; and

    (i) Compliance with governing legislation and by-laws, particularly conflict of interest, confidentiality and duty of care provisions.

Review and Revision

12. The Board will review this policy on an annual basis. The Board will submit any revisions to the Minister.

History

- March 28, 2012 – Nomination Policy approved by the Board of Directors.
- December 10, 2020 – References to Interim Board and section addressing the nomination process for first election of Directors were removed.