

**Purpose:**

The function of the Governance/Human Resources Committee is to advise and make recommendations to the Board on matters related to Board performance, succession, education, risk, human resources and bylaws.

**Responsibilities:**

Ensure processes are in place and recommendations made to the full Board on the following matters:

- Board recruitment and succession planning, including recommendation of Chair, Committee Chairs and Officers;
- Board/Committee performance evaluation;
- Annual awards/recognition;
- Board orientation and education;
- Risk evaluation (Culture & Wellness Capital);
- Human Resources.

**Board & Management Succession Planning:**

- Review the skills matrix for the Board to determine the necessary recruitment needs
- Oversee Board recruitment and nomination process including recommendation of board candidates, community committee representatives
- Ensure succession planning for Chair; oversee and implement the process for selection of the Board Chair
- Make recommendation for appointment of committee chairs and annual slate of Officers
- Review the senior management and physician succession plans (does not include CEO/COS plans)

**Board/Committee Evaluation:**

- Ensure annual Board/Committee/Chair performance evaluation is conducted
- Ensure appropriate Board/composition, size, structure, membership is in place
- Maintain/update governance policies & procedures as required
- Review bylaws (administrative & professional staff) as required

**Board Orientation/Education:**

- Ensure an annual comprehensive orientation session is provided to all Board members
- Ensure processes/opportunities are in place to ensure appropriate education is provided to all Board members on the issues of governance, health care, hospital operations, human resources
- Provide input into annual retreat agenda/planning
- Provide oversight of relevant Enterprise Risk Management reports (as noted above)

**Membership:**

The Chair of the Committee shall be a voting member of the Board of Directors. Other members to include:

- Board Members (2)
- President & CEO

**Term:**

The term of appointment shall be for one year (renewable up to 3 years maximum).

**Management Resource:**

- Director, Board Relations & Volunteer Services

**Quorum:**

Majority of members present.

**Accountability:**

The Committee will be accountable to the Board of Directors.

**Meeting Frequency:**

The Committee will meet at *least twice* a year or at the Call of the Chair.