

LONG TERM BOARD RENEWAL PLAN

1. INTRODUCTION

- (1) The responsible discharge of the Board of Directors' (the "Board") mandate requires that it develop, in conjunction with the Government, a plan and process for the orderly long-term renewal of its membership.
- (2) While the right of appointment rests with Government, the Interior Health Authority's (the "Authority") Organization and Procedure Bylaws (the "Bylaws") Article 3.3 permits the Authority to recommend candidates to the Minister. Such recommendations must necessarily reflect not only the balance of skills, background experience and personal attributes needed to ensure effective governance, but also the timing and expected duration of appointments as may be necessary to ensure continuity in the Board's experience and its relationship with Management.
- (3) In fulfilling this obligation, the Board will be assisted by the Governance & Human Resources Committee (the "Committee") which is charged with ensuring the development, implementation and maintenance of an effective and efficient approach to corporate governance.
- (4) The Committee will have a close working relationship with the Office of the Managing Director of Board Resourcing and Development Office (BRDO), which is responsible for overseeing the appointment process and recommendations to the Minister.

2. NEW DIRECTOR CANDIDATES

- (1) Bylaws Article 4.1 provides that the Government will designate the Chair of the Board. That appointment may or may not be made from among the candidates recommended by the Board. The role of the Committee, in conjunction with BDRO, will be that of identifying and proposing candidates at large who:
 - (a) are qualified to discharge their obligations in respect to the duty of care and duty of loyalty; and
 - (b) will, together, most effectively fulfill the mandate of the Board in the stewardship of the Authority.
- (2) This process will be guided by a Director Profile which sets out the general qualifications to be used in the identification of individual potential candidates, and a long-term Board Composition Plan, which sets out goals in terms of an appropriate mix of experience and skills.

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3. DIRECTOR PROFILE

- (1) In the identification and evaluation of suitable candidates, the following general profile will apply:
 - (a) **Education and experience**
 - (i) Advanced formal education is desirable but not mandatory;
 - (ii) Breadth of business background in successful organizations or an achievement in his or her particular chosen field;
 - (iii) Previous board experience is highly desirable; and
 - (iv) Proven financial sense and a working familiarity with accounts and reporting systems.
 - (b) **Occupation/special skills**
 - (i) General business skills with exposure to policy formation and strategic and operational planning; and
 - (ii) A particular functional background where this will enhance the overall capacity of the Board and is in keeping with the Board Composition Plan.
 - (c) **Personal capacity to contribute**
 - (i) Ability to listen, focus on key issues, organize thoughts, and make a concise, clear and objective contribution;
 - (ii) Financial independence from the Authority;
 - (iii) Ability to judge people and their personal contribution qualitatively and quantitatively;
 - (iv) Intellectual independence without prejudicing loyalty to colleagues and the Board;
 - (v) Constructive in expressing ideas and opinions, even when critical;
 - (vi) Ability to perform effectively as an individual when divorced from the structure and props of his or her own organization;
 - (vii) Evidence of inter-personal skills and the ability to participate effectively in group activities; and

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- (viii) Positive in making statements and proposals, and unwilling to acquiesce in silence.
 - (d) **Age requirements**
 - (i) Have attained the age of twenty-one years.
 - (e) **Ability to fulfill time commitment**
 - (i) Minimum 25 days availability annually with sufficient flexibility to maintain an excellent attendance record at scheduled Committee and Board Meetings and to attend occasional special meetings;
 - (ii) Willingness to schedule out-of-town travel across the area served by the Authority; and
 - (iii) Commitment to a possible re-appointment for a second or part of a second term which could extend the time of service up to the maximum term set by Government policy, which is currently 6 years.
 - (f) **Independence**
 - (i) Freedom from any evident conflict of interest - real, potential or perceived;
 - (ii) Ability to represent the interests of all stakeholders without apparent bias;
 - (iii) An employment history which does not include recent direct involvement with the delivery of health services within the Provincial health services system, the supply of related goods and services, or the pharmaceutical industry. The Board may recommend exceptions to this guideline where the skills and experience of the individual involved would clearly enhance the overall capacity of the Board; and
 - (iv) No active involvement in elected public office.
- (2) Candidates will display wide differences in background and strengths and this profile is intended as a guide only. Discretion and judgement will apply and the qualifications of a potential candidate will generally be evaluated against a combination of six broad criteria – level and discipline of education, business experience, special skills, previous Board experience, the ability to work with others; and independence, real, potential or perceived.

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4. BOARD COMPOSITION PLAN

- (1) In the final selection of candidates who are to be recommended to the Board and the Government for appointment, consideration will be given to the present membership of the Board and those qualifications which should be added and/or strengthened over time to maintain a Board which is in harmony with the evolving needs of the Authority.
- (2) This objective will be most likely achieved by a body of Directors which:
 - (a) Represents the widest possible range of general and special skills which can be brought to bear in providing the guidance and support required by management;
 - (b) Continues to effectively perform the role and responsibilities of a Board Director, particularly in the contribution of an external perspective to the strategic and tactical planning for the Authority;
 - (c) Reflects a knowledge and understanding of different regions and perspectives in keeping with the geographical area served by the Authority;
 - (d) Maintains a broad age spectrum, balancing younger, qualified directors who bring a fresh perspective to the discussions with more senior directors who bring proven qualifications and who, because of their personal circumstances, are able to contribute additional time to Authority affairs where this is required;
 - (e) Understands and is comfortable with evolving information technology which will play a significant and increasingly important role in the effective discharge of the Authority's mandate;
 - (f) Displays a high level of energy and maintains an active involvement;
 - (g) Plays an effective part, within the role assigned to the Board and Board Directors, in developing and maintaining critical relationships between the Authority and its many stakeholders; and
 - (h) Maintains a clear, independent focus on the best interests of the Authority, its clients and stakeholders.

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5. CANDIDATE SELECTION PROCESS

- (1) Appointments to the Authority are carried out within the Appointments to Public Agencies guidelines (the “Appointment Guidelines”) (found at: http://www.fin.gov.bc.ca/brdo/appoint/AppointmentGuidelines_PublicAgencies.pdf)
- (2) The scope of the health operations and its financial impact on the Provincial budget demand the highest possible Governance standards and a continuing, diligent effort to recruit well-qualified, dedicated Board members.
- (3) The high profile of the health activity also requires that any and all qualified candidates be considered and that the selection process be open and prudently managed.
- (4) The Committee will work closely with BRDO to identify potential qualified candidates. BRDO will maintain a liaison between Government and the Committee with respect to all aspects of the recruitment and selection process.
 - (a) **Notice of vacancies**
 - (i) The Authority will inform BDRO as early as practical of pending Board vacancies together with the special qualifications or functional skills required to maintain the Board Composition Plan. The Authority will prepare a Request for Appointment outlining the required information and provide it to the Ministry and the BRDO.
 - (b) **Identification of candidates**
 - (i) The Authority will announce the vacancies through its website and, where judged necessary, publicly advertise the vacancies in the regional media. The Authority will provide BRDO with a notice of vacancy to be posted on the BRDO web site.
 - (ii) Current Board members will be encouraged to identify potential candidates known to them through personal or community contacts.
 - (iii) BRDO will advise the Committee of all persons who have expressed an interest in the vacancy including potential candidates identified by BRDO who appear to have the desired qualifications.

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(c) Evaluation process

- (i) All candidates identified will be considered and evaluated against the desired Director Profile and current Board composition needs.
- (ii) Candidates who appear to meet the established criteria may be asked to provide additional information to confirm their qualifications.
- (iii) All candidates finally determined to have the desired qualification will be interviewed by the Committee.
- (iv) BDRO will be consulted regarding the timing of scheduled interviews and may choose to participate, the ultimate goal being to bring to the Board recommendations that will ultimately gain Government endorsement.
- (v) All recommended candidates will be required to complete the due diligence process outlined in the Appointment Guidelines.

(d) Recommendations

- (i) After consultation with the Board, BRDO will provide a list of recommended candidates to the Minister for appointment.

6. DIRECTOR APPOINTMENTS

While ultimately it is the Government's responsibility to appoint directors, the expectation is that new appointees will have the skills, knowledge and personal attributes necessary to enhance the effectiveness of the Board and fit with the Board Composition Plan.

7. POLICY REVIEW

Both the Director Profile and the Board Composition Plan will be reviewed on a periodic basis or as judged necessary.