



## Governance and Nominating Committee

### Purpose of the Governance and Nominating Committee (GNC)

This Charter:

1. Sets out the mandate of the committee
2. Outlines the composition of the committee
3. Outlines the required knowledge and skills
4. Outlines the specific duties and responsibilities of the committee
5. Outlines the operating principles and procedures
6. Reviews the reporting and communications process
7. Outlines the committee's right for information and independent advice

### 1. Mandate of the Governance and Nominating Committee

The Governance and Nominating Committee ("GNC") shall assist the OMA board in gaining and maintaining reasonable assurance that the board's composition, structures, and practices will enable the board to discharge its oversight and other duties in a highly effective manner.

### 2. Composition

- a. The committee shall be comprised of six (6) voting members, and one (1) non-voting observer:
  - i. The OMA board chair (ex-officio voting)
  - ii. Three (3) OMA board directors
  - iii. The chair of the General Assembly Steering Committee (GASC)
  - iv. One (1) OMA member-at-large
  - v. The OMA president-elect (non-voting observer)
- b. Board Director Nominations: Board directors will be appointed to GNC in accordance with the board committee appointment policy and procedure.
- c. OMA Member-at-large Nomination: An expression of interest will be open to all OMA members in good standing. Those interested will submit an expression of interest that describes their skills relevant to the committee based on the eligibility criteria and required skills, recruitment strategy, and timelines determined by GNC and/or the board.

### 3. Knowledge and Skills

The following skill set is normally sought in the selection of GNC members:

- i. Understanding and knowledge of governance and governance best practices
- ii. Knowledge of the organization and its governance structure
- iii. Familiarity with the legal and regulatory requirements of directorships

- iv. Previous experience in candidate recruitment, selection, motivation, evaluation of directors, senior executive, and committee members
- v. Knowledge and experience related to equity, diversity, and inclusion

It is not necessary for any one member of the committee to possess all skill set items. However, each skill set item (and parts thereof) should be present in the committee's composition.

#### **4. Governance and Nominating Committee Responsibilities**

The GNC shall perform duties as requested or required by the board of directors. GNC will be specifically responsible for the following duties and responsibilities:

- a. Review the by-laws, governing policies, rules and procedures for the OMA and its structures, and, as appropriate, recommend changes to the OMA board for approval.
- b. Review and monitor all matters of corporate governance, making recommendations to the board as appropriate, on such items as the standards of performance for directors, size and structure of the board, charter and composition of board committees and other structures of the board.
- c. Develop and implement processes to assess the effectiveness of the board as a whole, the committees of the board and the contributions of individual directors, board officers, and other board committee members on an ongoing basis.
- d. Recommend to the board written position descriptions for all board positions and other constituency leader positions.
- e. Recommend to the OMA board individuals for appointment to its committees and subsidiary boards, various advisory committees, task forces, and working groups, external committees and other structures as requested by the board or CEO; and recommend the appointment of the chair and vice-chair of these bodies.
- f. Support the provision of adequate orientation, education and professional development opportunities to further OMA board directors and other physician leaders' knowledge and understanding of the nature and operation of the OMA's business and affairs.
- g. Recommend the creation, maintenance or termination of any board committees, board sub-committees, board task forces and other OMA committee, task forces, and working groups as needed.
- h. Review, monitor and where appropriate, make recommendations to the Finance and Audit Committee (FAC) and the board of directors on the OMA's exposure to risks related to corporate governance and ethics.
- i. Review the work plans of all board and advisory committees and task forces and consult regularly with OMA board and committee support staff.
- j. In collaboration with the board chair, management, and governance staff, fosters the development of a strong corporate governance culture and governance processes at the OMA, in accordance with governance best practices.

## 5. Operating Principles and Procedures

The GNC shall fulfill its responsibilities within the context of the following principles and procedures:

### a. Values

The committee will act in a manner that values the contribution of the staff and management of the OMA. Committee members are expected to operate in compliance with the OMA's Code of Conduct and policies and with all applicable laws and regulations governing OMA.

### b. Annual Work Plan

The committee shall develop and present to the OMA board and annual work plan, which amongst other things, will describe the activities in which the committee will engage for the purpose of carrying out its responsibilities as set out in this charter.

### c. Meeting Agenda

Committee meeting agendas shall be the responsibility of the chair of the committee in consultation with committee members, support staff and the CEO.

### d. Expectations and Information Needs

The committee shall communicate its expectations to support staff and the CEO with respect to the nature, timing and extent of its information needs. The committee expects that all reasonably required and available information relating to each matter to be dealt with at its meetings will be received within a reasonable time frame in advance of each committee meeting (e.g., 5 days).

### e. Committee Self-Assessment

The committee shall periodically review, discuss, and assess its own performance, role, and responsibilities, as specified in the charter, and recommend proposed changes to the board for approval.

### f. Meeting Logistics

- i. GNC shall meet at least quarterly or more frequently as circumstances dictate. Meetings shall be held at the call of the chair or upon the request of two (2) members of the committee;
- ii. A quorum shall be four (4) of the members;
- iii. The corporate secretary (or their designate) shall act as the secretary of all meetings of the committee;
- iv. In the absence of the chair, the vice-chair shall act as the chair;
- v. A copy of the minutes of each meeting shall be provided to each member of the committee and to the OMA Board in a timely fashion.

## 6. Reporting and Communications

The chair, and where warranted, other members of the committee, are expected to have direct, open, and

candid communications throughout the term with the OMA board of directors, the CEO, and other key advisors as applicable.

Reporting to the OMA board of directors, the committee, through its chair, shall report after each meeting all actions taken by the committee.

### **7. Information and Independent Advice**

The committee will have access to all existing OMA information, documents, and records that it determines is necessary to carry out its duties and responsibilities (except in camera records or restricted embargoed records), including any and all reports from external counsel including a lawyer, accountant, consultant or any other advisor/professional.

In contributing to the committee fulfilling its duties under this charter, each member of the committee shall be entitled to rely in good faith upon: (i) any report or advice of an officer or employee of the OMA, if it is reasonable in the circumstances to rely on the report or advice; or (ii) any report of a lawyer, accountant, engineer, appraiser or other person whose profession lends credibility to a statement made by them.