



Recruitment of Board Members

Approved by the Board of Directors – September 14, 2022

PURPOSE

This policy exists to guide the process of recruitment of qualified individuals for nomination to the Board of Directors that will ensure that the Board of Directors possesses the collective competencies required to govern the OMA effectively.

POLICY

The Board of Directors is responsible for the recruitment of qualified individuals to be nominated to the Board of Directors for election by the Members.

The Board of Directors will fill any vacancy in the Board membership, in accordance with this policy and the Single Elections Period and By-Election policy. The Board Chair shall determine whether to fill a vacancy or not.

The Board of Directors shall initiate a transparent recruiting process to fill positions made vacant by directors completing terms.

PROCESS

Annual Recruiting

The OMA will utilize a neutral third-party to support the Board recruitment. The neutral third-party will encourage candidates from diverse backgrounds to seek office, to deem whether interested candidates are eligible to serve or not, to develop impartial candidate online biographies, to recruit non-physician Board Directors, and develop strategies to further diversify Board membership.

The selection of the third-party will be done in compliance with all financial and procurement policies.

Continuing Board members will complete a self-assessment annually that will inform GNC on the current competencies of the Board and if any gaps in Board competencies exist that need to be addressed in the next annual recruitment of candidates.

The Board Chair will approach each sitting director whose current term ends at the next regular Members' meeting and who is eligible for election for a subsequent term to discuss their continued interest, performance, and suitability for continued membership on the Board.

The intentions of these directors regarding a subsequent term will be reported to GNC to support the recruitment and nomination process and shared with the neutral third-party. The Governance and Nominating Committee will report to the Board the number of vacancies to be recruited for the subsequent Board year.

Non-physician members are actively recruited to bring specific skills to the board. Where a non-physician member is eligible to serve a consecutive term, maintains their eligibility, and meets or exceeds the board's average annual director assessment, that member will be presented to the membership in a ratification vote rather than an open election. Where a non-physician member does not meet or exceed the board's average annual director assessment, that member may re-apply for the position as part of an open board recruitment.

Vacancies

As long as there is a quorum of directors in office, any vacancy occurring in one of the director positions may be filled for the remainder of the term by the remaining directors by appointment or via a by-election.

Where a vacancy occurs on the Board of Directors and, following such vacancy, there is not a quorum of directors in office, the remaining director or directors shall call a meeting of members to fill the vacancy and, in default, or if there are no directors then in office, the meeting may be called by the CEO.

Any person elected or appointed as a director of the Association may at any time resign by providing notice in writing to the Secretary of the Association. The resignation shall be effective immediately upon the receipt of such notice by the Secretary, unless the notice specifies the contrary.

If the resignation is effective prior to the time the person becomes a member of the Board of Directors, the Board may not fill the vacancy until the term was set to begin.

The fact that a person has previously resigned a directorship shall not of itself prevent them from becoming a director as a result of another election or appointment.

REQUIREMENTS

Term

Individual Board Directors will serve a two-year term (except in the situation of a by-election or mid-term appointment), with a maximum service of 6 years. Term limits for Board Directors include previous years served on the OMA Board of Directors prior to May 2021.

If a director reaches their term limit part way through their two-year term, they continue in the position until the entire two-year term is completed.

President-Elect

Any Board Director who is eligible to run for President-Elect is permitted to do so year two of their two-year term without immediately impacting their role on the Board. Should the Board Director be successfully elected, they are required to resign from the Board of Director before beginning their term as President-Elect.

Eligibility Requirements

Physician members of the Board must be eligible to hold office as outlined in the OMA By-Laws and not have exceeded the term limits for directors.

Previous Board and governance experience is an asset.

ICD.D (Institute of Corporate Directors), C. Dir (Chartered Director), or equivalent designation is an asset

Non-physician members of the Board must not have been convicted of an indictable offence under the Criminal Code of Canada and not have exceeded the term limits for directors.

Must have previous experience with a governance Board. Experience on the Board of an organization with a similar scale and scope as the OMA is an asset.

Must have ICD.D (Institute of Corporate Directors), C. Dir (Chartered Director), or equivalent designation or experience.

Knowledge and Skills

The OMA relies on the skills of Individual Board Directors to ensure good decision-making and successful outcomes for the organization. Individual Board Directors contribute from personal, professional and life experience to the work of the Board. Preferable knowledge and skills are outlined in the Individual Board Director charter.