



Réseau de recherche sur les données de santé du Canada
Health Data Research Network Canada

HDRN Canada Nominations Committee

Terms of Reference - DRAFT



Introduction

Incorporated as a non-profit Corporation in 2020, Health Data Research Network Canada (HDRN Canada, the “Corporation”) connects individuals and organizations across the country to share expertise, identify opportunities for collaboration, and foster innovation in ways that respect public expectations and Indigenous data sovereignty. HDRN Canada is governed according to its Bylaws by a Board of Directors (the “Board”).

Purpose

In accordance with the Bylaws of the Corporation, there shall be a standing Nominations Committee, whose purpose is to facilitate the election or acclamation of the directors at the annual general meeting of members.

Role

The role of the Nominations Committee is to:

- Ensure the Corporation complies with the terms and activities set out in the HDRN Canada Nominations Policy, including but not limited to advising to Board on areas of focus for recruitment of new directors
- Solicit candidates to stand for election as directors and oversee the actual election of directors at the annual meeting of members
- Advise the Board of the results of the election and any acclamation of directors following each meeting of members at which an election is held

Accountability

The Nominations Committee is a Committee of the HDRN Canada’s Board of Directors. At a frequency determined by the Board, the Nominations Committee will provide to the Board an update of the status of its activities, and risks and opportunities identified in carrying out its mandate stated above.

The Secretary of the Corporation from time to time, or such other director as the secretary may appoint in his or her place, shall be the chair of the Nominations Committee, and shall report to the Board on a regular basis with regard to the actions of the Nominations Committee.

Membership

Members will include those self-identified during Board recruitment as having governance skills sufficiently developed through education or experience to contribute as members of the Nominations Committee. Special effort will be made to involve diverse members with perspectives and life experience across geography, language, culture ethnicity and other factors.

It is not required to be a Board director or member to be a Nominations Committee member; up to a maximum of one third of membership may be external to the Board. The Nominations Committee will provide guidance on the skills and competencies sought in its external members. The Scientific Director and CEO, with input from the Chair of the Nominations Committee, will identify potential individuals for consideration by the Nominations Committee, not later than the last regularly scheduled committee meeting prior to the annual meeting of members.



The Nominations Committee will include selected external candidates in the Committee memberships that it recommends to the Board at its first meeting following the annual general meeting.

The Scientific Director and CEO (or delegate) of the Corporation will attend meetings as a non-voting Observer. Where appropriate, and decided in conjunction with the Chair, select additional members of the Board or invited guests will attend Nominations Committee meetings, for all or part of the agenda, as observers.

Membership terms are staggered and will include up to two renewable three- year terms. Members are listed in Appendix A.

Quorum

At a meeting of the Nominations Committee, a quorum shall consist of a majority of the members at the time of the meeting.

In the absence of quorum, it is at the Chair's discretion if the meeting should continue, with items for discussion and review circulated to members who were unable to attend.

Decision Making

Resolutions of the Nominations Committee require vote from a majority of Committee members at a duly constituted meeting of the Committee to pass.

In cases where consensus cannot be reached, a summary of the views presented will be provided to the HDRN Canada Board for consideration.

Meeting Frequency and Agenda

The Nominations Committee will generally meet 1-2 times per year, at such time and at such place, or by Electronic Means, as the Nominations Committee determines from time to time. The meetings shall be planned by the Chair in consultation with the CEO and Scientific Director of HDRN Canada and the Chair of the Board.

Expectations and Obligations of Finance Committee Members

- Foster and contribute to open, collaborative and respectful discussions
- Read and review all meeting materials, and actively participate in all meetings, drawing on their own knowledge, expertise and experience to provide constructive advice to the Corporation
- Attend Nominations Committee meetings and participate in teleconferences; members unable to attend a meeting will be provided action items and any documented decisions and will be encouraged to provide written feedback. If a member is absent for two or more meetings, the Chair may review with the member his/her continued membership in the Nominations Committee, with resignation being one potential outcome. Any committee member may be removed by Board Resolution.
- At the beginning of each meeting, the Chair will ask members to disclose any potential conflicts of interest. Should a real or perceived conflict of interest arise, the member must disclose this conflict to the Chair whose responsibility it is to ensure conflicts are appropriately managed.



Administration

Secretariat support for the Nominations Committee will be provided by HDRN Canada staff. Action items and decisions made (if any) will be captured; detailed meeting minutes will not be kept. The Chair and members shall serve without remuneration. Travel expenses for in-person meetings of the Nominations Committee will be paid by HDRN Canada, as per HDRN Canada policies.

Membership and this Terms of Reference will be reviewed on an annual basis.

Amendment: The Board may amend this policy. Last Review:
Last Revision:

Approval Date:

Appendix A: Membership

Member	Organization	Location	Contact	Term (start and end date)