



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

HDRN Canada Board Nominations Policy



Purpose

The Health Data Research Network Canada (the “Corporation”) Board of Directors (the “Board”) has a responsibility to ensure renewal of its Membership in a manner consistent the Corporation’s Bylaws and policies. The purpose of this policy is to describe the process by which candidates are identified for consideration for possible inclusion in the Health Data Research Network Canada (HDRN Canada) Board and its Committees as set out below.

Application

The Nominations Policy applies to all Members of the Board and members of Board Committees, including those serving on such Committees who are not Members of the Board.

The Board shall initiate a transparent recruiting process to fill positions made vacant by Directors as set out in this policy. The Scientific Director and CEO may participate in any part of the recruiting process, excluding the final selection of candidates.

Policy

Section 6.04 of the Bylaws contains provisions with respect to nominations that must be strictly adhered to. In addition to the Bylaws, the process set out in this policy shall be followed when nominating Members to sit as Directors on the Board and as Board Committee Members.

At each annual meeting of Members at which an election of Directors is required, Members will elect Directors for the term provided by the Bylaws. The first Board shall consist of the incorporators of the Corporation provided for in the articles and the incorporators shall hold office from the time of incorporation until the next annual meeting of Members whereby Directors will be confirmed and/or elected.

The recruiting process should support succession planning to ensure that the Board Membership includes those skills and perspectives required by the Board to meet needs of the Corporation and its Members.

The Board will recruit Members with diverse perspectives and life experience across geography, languages, culture, ethnicity, gender and other factors. The Board will have the capacity to conduct its work in English and French, and will have the infrastructure (e.g., live simultaneous interpretation services) to support the full involvement of Directors who speak French. The Board will have at least three Members who have French as their first language, at least one of whom will reside outside of Quebec.



Definitions

Applicants: Individuals who submit a completed application form to express interest in joining the Board.

Board Resolution: Resolution passed by a majority of the Directors of the Corporation at a duly constituted meeting of the Board.

Candidates: Applicants nominated by any HDRN Canada Organization or officer or Director of the Corporation to the Secretary, or such other Director as the secretary may appoint in his or her place, as Chair of Nominations Committee for consideration at the annual meeting of Members.

HDRN Canada Organization: Organizations prescribed in a list maintained by the Nominations Committee that includes those that manage the distributed resources that carry out the work of the Corporation.

Continuing Board Members: Members of the Board of Directors whose current term extends beyond the next annual meeting of Members.

Sitting Directors: Board Members who are serving during the year in which recruiting for Board Members occurs.

Role of the Nominations Committee

The Nominations Committee is responsible for facilitating the election or acclamation of the Directors at the annual Members' meeting or until the full Board has been populated, up to the maximum number of 15 Members as set out in the Articles of Incorporation. The Secretary, or their delegate, will serve as Chair for the Nominations Committee and will report to the Board on a regular basis with respect to the actions of the Nominations Committee. Until such a time as the Nominations Committee is struck, the Secretary, or their delegate, shall fulfill duties set out in the Annual Recruitment section.

The Nominations Committee shall 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.

Process

Vacancy

1. Sitting Board Members will complete a self-assessment using the skills and competencies matrix in Table 1 (below).



2. When a Director position is vacant due to initial set up of the Board or becomes vacant between annual Members' meetings (a "casual vacancy"), the Board Chair, Secretary or their delegate, and CEO and Scientific Director will:
 - a. Determine skills and competencies of focus to fill the vacancy, and
 - b. Request that HDRN Canada Organizations and officers and Directors of the Corporation identify potential candidates
3. Individuals to be considered for nomination may be submitted by any HDRN Canada Organization or officer or Director of the Corporation to the Secretary or their delegate.
4. The Chair, Secretary or their delegate, and Scientific Director and CEO will identify a short list of candidates to fill vacancies, and will make recommendations to the Board, of the preferred candidate(s) to be confirmed through Board Resolution. Vacancies can be filled by Board Resolution except if the vacancy resulted from an increase in the number of Directors or a failure to elect the number of Directors provided for in the Bylaws. A Director appointed or elected to fill a vacancy holds office for the unexpired term of their predecessor, subject to the affirmation vote of the Members at the next annual meeting of Members.
5. Prior to the first annual meeting of Members, it will be proposed that Directors are to be elected at the meeting for terms provided for in the Bylaws, and the list of proposed Directors will be attached.

Annual Recruitment

1. Annually, continuing Board Members will complete a self-assessment using the skills and competencies matrix provided in Table 1 (below) that will inform deliberations of the Nominations Committee to identify potential areas of focus for recruiting for recommendation to the Board for approval.
2. To support succession planning, the Secretary or their delegate, on behalf of the Nominations Committee, will provide to the Board information about the experience and perspectives self-identified by Directors who are expected to leave the Board in less than two years.
3. The Secretary or their delegate 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.



4. The intentions of these Directors regarding a subsequent term will inform the number of vacancies determined to be filled through the recruiting process that will be reported to the Board for the subsequent Board year.
5. Having considered the recommendations from Nominations Committee, the Board will determine the focus of recruiting and the number of positions to be filled.
6. The Nominations Committee will develop an application package for Board vacancies that includes appropriate background, context and areas of focus to enable applicants to self-assess their suitability for Membership and their fit for the Board.
7. The Secretary or their delegate will issue the Call for Applications and assign an appropriate timeframe. The Call will be distributed to HDRN Canada Organizations with a request that they solicit potential candidates for election as Directors of the Corporation. The Nominations Committee will also identify other distribution channels appropriate to the specific search criteria.
8. Nominations for prospective Directors and supporting information may be submitted to the Secretary or their delegate in accordance with the Bylaws, by any HDRN Canada Organization or officer or Director of the Corporation.
9. The Nominations Committee will do a preliminary review of applications and where appropriate, will arrange introductory meetings with each applicant and the Board Chair together with the Scientific Director and CEO.
10. Applications will be reviewed by the Nominations Committee, who will select those to be interviewed and forward list of proposed interviewees to Board Chair and Scientific Director and CEO for input
11. The Nominations Committee will determine interview questions, conduct interviews, check references (as required), and select applicants for nomination as candidates to the Board, using the skills and competencies matrix identified below.
12. No later than the last regularly scheduled Board meeting prior to the annual meeting of Members, the Nominations Committee will present recommendations to the Board of candidates for nomination at the annual meeting of Members.
13. All applicants will be notified of the disposition of their application by the Secretary or their delegate.



14. At each annual meeting of Members, the Members will formally elect the Directors by ordinary resolution from candidates to hold office for the term provided by in the Bylaws. If the Board determines the meeting of Members at which Directors are to be elected may be held by Electronic Means, the notice of meeting of Members will include the details of how to vote by such means.
15. If there are more candidates for election as Directors than there are positions that will become vacant at the close of the next annual Members' meeting, the election will be conducted by secret ballot with the name of each candidate appearing individually on the ballot. Candidates shall be deemed to be elected in order of the candidates receiving the most votes. No Member shall vote for more Directors than the number of vacant positions for Director, and any ballot on which more names are voted for than there are vacant positions shall be deemed to be void. In the event of a tie in which the chair voted, and the resolution being voted on shall be deemed to have failed and the vote shall be repeated until ordinary resolution has been achieved.
16. The Nominations Committee shall oversee the election of Directors at the annual meeting of Members and tally any votes in respect of the election of Directors. The Nominations Committee shall 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.
17. Each newly acclaimed or elected Director will take office beginning at the close of the meeting of Members at which he or she was appointed, provided that the newly acclaimed or elected Director:
 - a. was present at the meeting when the election or acclamation took place and did not refuse to hold office as Director; or
 - b. was not present at the meeting of Members at which he or she was elected or acclaimed, but consented to hold office as a Director in writing before the election or acclamation or within 10 days from the date upon which the election or acclamation occurred.

Term

The term of office of elected and acclaimed Directors shall normally be three (3) years and will continue to be a Member until he or she ceases to be a Director as stated in section 6.07 of the Bylaws. The Board shall determine by Board Resolution that one of each of the first Directors appointed to the first Board hold office for staggered terms.



Elected and acclaimed Directors may be elected to two (2) consecutive terms but then must but then must cease to be an elected Director for at least one year before being eligible for re-election.

Board Committee Membership

1. In accordance with the Bylaws, the Board will have a Nominations Committee and Finance Committee.
2. The Board may also establish and populate additional standing or ad hoc Committees of the Board it deems necessary or appropriate to which it will delegate powers it sees fit, subject to the Canadian Not-for-Profit Corporations Act.
3. Committees of the Board may include members who are not Directors or officers of the Board up to a maximum of one third of Membership from outside the Board. Each Board Committee will provide guidance on the skills and competencies sought in its external Members.
4. The Scientific Director and CEO, with input from the Chair of the Board 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.
5. 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.

For clarity, these terms do not apply to the HDRN Canada Strategic Advisory Council or other advisory groups established to support the Board, which will be populated with people who are not Members of the Board.



Table 1: Skills and Competencies Matrix of the Health Data Research Network Canada Board of Directors

Note that the characteristics described below refer to the 3-15 Elected or Appointed Directors of the Board as allowed for in the Bylaws

	Sitting Directors				Candidates for Directors				
	Director 1	Director 2	Director 3	Director 4	Director 5	Director 6	Director 7	Director 8	Up to 15 Director positions
Demographics									
Gender									
Age range 18-24, 25-34, 35-44, 45-64, 65-84, 85+									
Location of primary residence									
Preferred language									
Self-identified ethno-cultural background									
Skills and Competencies									
Each to be self-assessed on a scale of 0 (limited) – 1 (moderate) – 2 (high) levels of competency									
Governance Skills Sufficiently developed through education or experience to contribute as Members of the Nominations Committee.									
Legal Skills Developed through education or experience to enable bringing a legal perspective to Board deliberations, noting that Members with legal skills are not expected to provide advice on legal matters.									



	Sitting Directors				Candidates for Directors				
	Director 1	Director 2	Director 3	Director 4	Director 5	Director 6	Director 7	Director 8	Up to 15 Director positions
<p>Financial Skills</p> <p>Sufficiently developed through education or experience to be Members of the Finance Committee, at least one of whom should have a professional designation or CFO experience or strategic financial experience.</p>									
<p>Health Care Experience</p> <p>Related experience in health care either working in a hospital in a senior position or within the community with significant exposure to clinical services.</p>									
<p>Research Experience</p> <p>Background or experience in health services, policy, clinical or quality improvement research, ideally with related experience directly involved in data-intensive health research activities.</p>									
<p>Strategic Planning</p> <p>Significant expertise in strategic planning either in a CEO, CFO or consultant role.</p>									
<p>Management/Operational Experience</p> <p>Experience at the senior management/CEO level.</p>									
<p>Executive Compensation Skills</p> <p>Competency developed through experience serving on other</p>									



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	Director 1	Director 2	Director 3	Director 4	Director 5	Director 6	Director 7	Director 8	Up to 15 Director positions
Boards or through a senior human resources role.									
Communications/Public Relations Experience developed through specific related background to assist the Board in communications/PR strategy.									
Government Relations Experience in government relations at the Provincial or Federal level, ideally with exposure to the health care/research agendas at both levels of government.									
Board Experience Board experience prior to joining the HDRN Canada Board (recommended to be 2/3 of HDRN Canada Board).									
Commercialization Directors who have been involved in the commercialization of products.									
Grant and Research Funding Experience Experience with large-scale research funding applications.									
Equity and Access Awareness and experience with strategies to increase equity, diversity and inclusion.									



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Amendment: The Board may amend this policy.

Last Revision:

Last Review:

Approval Date: July 23, 2020