

BOARD APPOINTMENTS, NOMINATIONS AND ELECTIONS POLICY

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Approver of Related Procedures	Governance Committee	Approver(s)	Board of Directors

1.0 PURPOSE

1.1 To identify principles to be followed when selecting candidates for director nominations, and to define the election process.

2.0 SCOPE

2.1 This policy applies to all appointments and elections to the HDC Board of Directors (Board).

2.2 This policy enacts the Bylaws of the Health Data Coalition (HDC) and will be updated if those Bylaws are changed.

3.0 POLICY STATEMENT

3.1 The HDC appoints Board Directors through a process that is transparent, orderly, ensures accountability to the Members of the HDC, and promotes the best practice of ensuring that collectively the Board has all the competencies required for good governance of the organization.

4.0 EXCLUSIONS

4.1 The Board Director nominating process should not be confused with the election to serve as a Board Officers, which is determined by the Board itself by simple vote.

4.2 Where this policy and the Bylaws conflict, the Bylaws have precedence.

5.0 DEFINITIONS

5.1 “Board Director” is a director of the Health Data Coalition.

5.2 “Board Officers” include the Chair, Vice-Chair, and Secretary-Treasurer.

6.0 POLICY DESCRIPTION

A. Election of Directors

6.1 Directors will normally be elected by the Members at the Annual General Meeting (AGM).

6.2 The Board will appoint a Nominations Committee Chair and at least two other Board Directors to serve as the Nominations Committee.

6.3 Board Directors who are standing for re-election may not serve on the Nominations Committee.

6.4 The Nominations Committee must carefully review the eligibility requirements and see that all the nominees meet these requirements. If anyone is elected, and it is discovered after the election that the person is not eligible, the election of that Board Director is null and void.

6.5 Nominations must align with categories as defined in the Bylaws, which are:

“SECTION 2 - DIRECTORS

2.1 Number of Directors

(1) The Board shall consist of a minimum of eight (8) and a maximum of twelve (12) Directors. Quorum is the majority of the currently appointed directors.

The composition of the Board must be:

- (a) a minimum of six (6) directors are to be physicians;*
- (b) at least one (1) of the six (6) physicians must be a specialist;*
- (c) up to three (3) director positions reserved for public directors (non-physicians); and*
- (d) one (1) flexible director position that may be filled by a physician or a non-physician, as determined by the Board to meet the needs of the Corporation.”*

6.6 Nominations must be submitted in writing, preferably by email, to the Executive Director. Nominations must be received at least 60 days before the election.

6.7 Nominees must nominate themselves and cannot be nominated by someone else. This is to ensure that each nominee is fully prepared to take on the responsibilities of a Board Director of the HDC.

6.8 Nominations from the floor will not be accepted.

B. Appointment of Additional Directors

6.9 If a vacancy exists, the Board may appoint one or more Board Directors, who shall hold office for a term expiring not later than the close of the next AGM of the Members. The total number of Board Directors so appointed may not exceed one-third of the number of initial Board Directors, or number of Board Directors elected at the previous AGM of Members, as the case may be.

C. Term of Office of Board Directors

6.10 Except where an election is held to fill the unexpired portion of a term, newly elected Board Directors shall be elected for two-year terms.

D. Disqualifications

6.11 The following persons are disqualified from being a Board Director of the HDC:

- a) Anyone who is less than 18 years of age;
- a) Anyone who has been declared incapable by a court in Canada or in another country; and
- b) A person who has the status of a bankrupt.

E. Elections

6.12 Board Directors will be elected by the voting Members at an AGM and will take office commencing at the close of such meeting.

6.13 The election must be chaired by someone who is not a candidate in the election.

6.14 If the Chair of the AGM is running in the election, he or she will appoint another representative to run the election.

6.15 All Members in good standing with the HDC and in attendance at the AGM are entitled to vote.

6.16 The appointed representatives will vote on behalf of their organizations. Each Member is entitled to one vote.

6.17 As participation in the meeting may be a combination of in-person and virtual, voting will be by a combination of show of hands, electronic vote or voice vote recorded by the secretary of the meeting, except that, at the request of any two voting Members present at the meeting, a secret vote by written ballot will be required.

F. Voting Participation

6.18 All Members, Member proxies or Board Directors participating in an AGM by teleconference will be deemed to be present in person at the stated location of such meeting and, notwithstanding the foregoing Bylaws, will be entitled to vote by a voice vote or electronic vote recorded by the secretary of such meeting. This method of voting will from time to time be used for passing resolutions.

G. Onboarding New Board Directors

6.19 Newly elected Board Directors are required to participate in a Board Orientation and commit to participation in the annual Board Retreat.

6.20 By the end of the second Board meeting following the election of a new Board Director, that Board Director must complete:
a) Conflict of Interest Disclosure Form; and
b) Confidentiality Statement.

H. Absences and Resignations

6.21 As absences compromise the ability of Board Directors to exercise their fiduciary duty and may affect quorum, if a Board Director must miss more than two meetings in a calendar year, it must be authorized by the Board Chair.

6.22 To resign a position, written notice of resignation must be submitted to the Board Chair.

6.23 An exit interview will be facilitated by the Board Chair; and an exit agreement will be identified and signed.

6.24 The HDC will gain valuable insight in regard to its own affairs through the exit interviews with departing members.

6.25 All HDC property must be surrendered at the time of resignation.

7.0 ASSOCIATED PROCEDURES

7.1 Procedure No. 1.2.1 – Board Appointments, Nominations and Elections Procedures