

Category: BOARD POLICY – BOARD PROCESS	
Title: GUIDELINES AND POLICIES Long Term Board Renewal Plan	Reference Number: AB 210
Approved by: PHSA Board of Directors	Effective Date: April 15, 2004 Last Revised: June 12, 2008

1. INTRODUCTION

The responsible discharge of the Board’s mandate requires that it develop, in conjunction with the Government, a plan and process for the orderly long-term renewal of its membership. This will involve decisions as to timing of appointments and the identification of qualified new members.

While the right of appointment rests with Government, the Authority is permitted to recommend candidates. By extension, it may be assumed that this includes recommendations as to the timing of appointments and expected duration as may be necessary to ensure continuity in the Board’s experience and its relationship with Management.

In fulfilling this obligation, the Board will be assisted by the Board Governance and Human Resources Committee, which is charged with ensuring the development, implementation and maintenance of an effective and efficient approach to corporate governance.

The Committee will have a close working relationship with the Office of the Managing Director of Board Resourcing and Development, Government of British Columbia (“BRDO”), which office is responsible for overseeing the appointment process and the recommendations to the Minister.

2. NEW DIRECTOR CANDIDATES

Bylaw Article 4.1 provides that the Government will designate the Chair of the Board. That appointment may or may not be made from among the candidates recommended by the Board. The role of the Board Governance and Human Resources Committee, in conjunction with BRDO, will be that of identifying and proposing candidates at large who:

- (a) are qualified to discharge their obligations in respect to the duty of care and duty of loyalty; and
- (b) will, together, most effectively fulfill the mandate of the Board in the stewardship of the Provincial Health Services Authority.

This process will be guided by a Director Profile which sets out the general qualifications to be used in the identification of individual potential candidates, and a long-term Board Composition Plan, which sets out goals in terms of an appropriate mix of experience and skills.

3. DIRECTOR PROFILE

In the identification and evaluation of suitable candidates, the following general profile will apply:

1. Education and experience

- (a) Advanced formal education, desirable but not mandatory.
- (b) Breadth of business background in successful organizations or an achiever in his or her particular chosen field.
- (c) Previous Board experience, highly desirable.
- (d) Proven financial sense and a working familiarity with accounts and reporting systems.

2. Occupation/Special Skills

- (a) General business skills with exposure to policy formation and strategic/operational planning.
- (b) A particular functional background where this will enhance the overall capacity of the Board and is in keeping with the Board Composition Plan.

3. Personal capacity to contribute

- (a) Ability to listen, focus on key issues, organize thoughts, and make a concise, clear and objective contribution.
- (b) Financial independence from the Authority.
- (c) Ability to judge people and their personal contribution qualitatively and quantitatively.
- (d) Intellectual independence without prejudicing loyalty to colleagues and the Board.

- (e) Constructive in expressing ideas and opinions, even when critical.
- (f) Ability to perform effectively as an individual when divorced from the structure and props of his or her own organization.
- (g) Evidence of inter-personal skills and the ability to participate effectively in group activities.
- (h) Positive in making statements and proposals, and unwilling to acquiesce in silence.

4. Diversity

- (a) Qualifications will govern in all cases.

5. Ability to fulfill time commitment

- (a) Minimum 15 days availability annually with sufficient flexibility to maintain an excellent attendance record at scheduled Committee and Board Meetings and to attend occasional special meetings. This excludes the time required to review materials in preparation for Board meetings.
- (b) Willingness to schedule out-of-town travel across the province once or twice per year.
- (c) The term of appointment is three years with the possibility of reappointment.

6. Independence/Conflict of Interest

- (a) No evident general conflict of interest as defined.
- (b) No apparent impairment of ability to represent the interests of all stakeholders in the enterprise.
- (c) No employment history in the Provincial Health System during the past five years.
- (d) No active involvement in elected public office.

Candidates will display wide differences in background and strengths and this profile is intended as a guide only. Discretion and judgment will apply and the “qualifications” of a potential candidate will generally be evaluated against a combination of six broad criteria – level and discipline of education, business, experience, special skills, previous board experience, the ability to work with others; and independence, real or perceived.

4. BOARD COMPOSITION PLAN

In the final selection of candidates who are to be recommended to the Board and the Government for appointment, consideration will be given to the present membership of the Board and those qualifications that should be added and/or strengthened over time to maintain a Board of Directors that is in harmony with the evolving needs of the Authority.

This objective will be most likely achieved by a body of Directors which:

- (a) Represents the widest possible range of general and special skills, which can be brought to bear in providing the guidance and support required by management. The Bylaws also require the appointment of a representative from the University of British Columbia.
- (b) Continues to effectively perform the role and responsibilities of a Board of Directors, particularly in the contribution of an external perspective to the strategic and tactical planning for the Authority
- (c) Reflects a gender diversity without need for any criteria other than individual qualifications
- (d) Maintains a broad age spectrum, balancing younger, qualified directors who bring a fresh perspective to the discussions with more senior directors who bring proven qualifications and who, because of their personal circumstances, are able to contribute additional time to Authority affairs where this is required
- (e) Understands and is comfortable with evolving information technology which will play a significant and increasingly important role in the effective discharge of the Authority's mandate
- (f) Displays a high level of energy and maintains an active involvement
- (g) Plays an effective part, within the role assigned to the Board and Board Directors, in developing and maintaining critical relationships between the Authority and its many stakeholders
- (h) And, finally, maintains a clear, independent focus on the best interests of the Authority and its several stakeholders.

The Provincial Health Services Authority serves the Province of British Columbia, and the Board Composition Plan must also recognize the need for Directors with different regional perspectives and knowledge.

5. ORGANIZATION OF THE CANDIDATE SEARCH

The scope of the Health Services operation and its financial impact on the provincial budget demand the highest possible Governance standards and a continuing, diligent effort to recruit well-qualified, dedicated Board members. The high profile of the

Health Services activity also requires that any and all qualified candidates be considered and that the selection process be open and prudently managed. In this situation:

1. The BRDO will be informed, through the Coordinator, Societies Section, Ministry of Health, as early as practical, of pending Board vacancies together with any special qualifications or functional skills required to maintain the Board Composition Plan. The following paperwork will be completed and forwarded to the Coordinator, Societies Section:
 - Notice of Vacancy
 - Request for Appointment
2. The BRDO will review with the Minister of Health the Notice of Vacancy and once approved, will place this Notice on the BRDO website inviting individuals to apply within a designated timeframe. Once the deadline to apply has been reached, the BRDO sends a summary of applicants back to the Chair of PHSA for discussion and review.
3. Throughout this process the BRDO will keep the members of the Government informed through established channels and will advise the Board Chair of any potential candidates identified who appear to have the desired qualifications.
4. The Authority will announce the vacancies through its website, in addition to the BRDO process and website.
5. Current Board members will be encouraged to identify potential candidates known to them through personal or community contacts.

6. INTERVIEW POLICY

1. All candidates identified will be considered and evaluated against the desired Director Profile and current Board composition needs.
2. All candidates finally determined to have the desired qualifications will be interviewed.
3. The BRDO will be advised of all scheduled interviews and may choose to participate, the ultimate goal being to bring to the Board recommendations that will ultimately gain Government endorsement.
4. Recommendations for reappointment of existing Board members, or appointment of new Board members, will be forwarded to the BRDO for consideration.

I. POLICY REVIEW

Both the Director Profile and the Board Composition Plan will be reviewed on a periodic basis or as judged necessary.