

Terms of Reference: Governance & Nominating Committee of the Board of Directors

1. Purpose

The role of the Governance and Nominating Committee is to advise the Common Board of the Wellington Health Care Alliance (WHCA) (North Wellington Health Care Corporation and Groves Memorial Community Hospital (each a “Hospital” and collectively the “WHCA”) regarding Corporate and WHCA governance matters, and to consider and recommend improvements to the overall process and structure used to direct and manage the Corporate and WHCA’s operations and activities.

Also to recruit, review and recommend candidates to all volunteer governance positions and to always ensure that individuals who possess the skills, qualities and experience necessary to effectively govern the WHCA.

2. Guiding Principles

Representatives of both Hospitals shall embrace the spirit and intent of the governance model set out in the Common Board Agreement when carrying out their responsibilities on this committee, including working together in good faith with a view to the best interest of the Hospitals taking into consideration the interest of the WHCA with the goal to advance the effectiveness, credibility and viability of the WHCA.

3. Composition

- Membership shall consist of at least three (3) to five (5) directors, and the President and CEO.
- A sub-committee for Nominating must have three (3) directors eligible to perform the function and the President and CEO.
- From time to time the Committee may invite others to attend all or a portion of meetings.

4. Chair

- The Board vice-chair shall serve as chair of the Governance and Nominating Committee, and for certainty shall be permitted to vote on matters before the Governance and Nominating Committee.

5. Meetings

- The Committee shall meet at least bi-monthly, from September to June, or at the call of the chair.
- Quorum shall be a majority of voting members; and at least fifty percent (50%) of the members of the Committee who are members of the WHCA Common Board.

6. Resources

- The chief executive officer shall be the primary resource to the Committee, shall cause all minutes of the Committee to be taken and agendas to be prepared, and shall coordinate additional resources as required.

7. Procedures

- The Committee shall be empowered to establish its own procedures, processes, role descriptions and subcommittees, so long as such procedures, processes, role descriptions and subcommittees are consistent with the Common Board Agreement, the by-laws of each Hospital and these terms of reference.

8. Responsibilities

1. Governance Functions

The Committee has the responsibility to monitor and ensure processes are established in the following areas:

- WHCA Strategic Planning Framework and Cycle;
- Board Development/Education (annually);
- Board Evaluation (annually);
- Reviewing and Defining Vision, Mission, and Values of WHCA;
- Reviewing and revising Hospitals’ By-laws;
- Reviewing and revising Boards’ Policies (within a 4-year period);
- Managing the process of alliances and partnerships with other organizations;
- Communication Plan (annually);
- Accreditation Preparedness;

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- Annual Meeting Oversight; and
- 2. Nominating Functions
The Committee will recommend to the Board nominees for election to the Board to fill any vacancies on the Board and in doing so:
 - Be primarily responsible for ongoing succession planning in respect of all volunteer governance roles at the Hospitals (i.e. board, officer, committee, etc.)
 - Utilize an overall skills matrix to guide the Hospitals in nominating and recruitment of high-calibre candidates for all required roles, recognizing the central coordinating function of the WHCA.
 - Ensure public accountability through the development and implementation of appropriate public processes to solicit candidates from time to time.
 - Recommend appointments to various roles as required, including, without limitation: (i) a slate of nominees for election to the boards of directors of each Hospital at annual meetings, (ii) nominees to fill any interim vacancies that may arise from time to time, (iii) a slate of officers of each Hospital annually or as required; and (iv) committee chairs and committee membership.
 - Such other responsibilities as may be assigned by the WHCA.

9. Reporting

- Recommendations of the Committee shall be made to the Common Board.
- Minutes of the meetings of the Committee shall be made available to the Common Board at any time.

10. Review and Evaluation

- The Terms of Reference shall be reviewed annually and amended as necessary to ensure compliance with ONCA and other applicable legislation.
- Any changes must be approved by the full Board.

References

[1] [Guide to the Not-for-Profit Corporations Act, 2010 - Ontario.ca](#)

[2] [Transitioning to and Governing Under the New Ontario Not-for-Profit ...](#)

Reviewed: Governance Committee Meeting May 26, 2026

Approved: GMCH & NWHC Board Meeting June 9, 2026