



Board Recruitment Policy

Approved by the Board of Directors - October 29, 2025

1. PURPOSE

- 1.1 This policy exists to guide the process of recruitment of qualified individuals for nomination to the Board of Directors (board) that will ensure that the board possesses the collective competencies required to govern the OMA effectively.

2. POLICY

- 2.1 The board is responsible for the recruitment of qualified individuals to be nominated to the board for election by the members.
- 2.2 The board will fill any vacancy in the board membership, in accordance with this policy and the Single Election Period Policy and Procedure (Elections Policy). On the advice of the Immediate Past-President, board chair, and staff, the Governance and Nominating Committee (GNC) shall determine whether to fill a vacancy or not.
- 2.3 The board shall ensure that vacancies on the board are addressed through a transparent and appropriate process. When a director's term concludes naturally, the board will initiate the recruitment process outlined in this policy. In other circumstances, the board may use other mechanisms available under the bylaws, legislation, or the Elections Policy to fill the vacancy. Whatever approach is taken, the board will be transparent with the membership about the process used and the rationale behind it.

3. PROCESS

Annual Recruiting

- 3.1 The OMA will use a neutral third-party to support the board recruitment. The selection of the third-party will be done in compliance with all financial and procurement policies.
- 3.2 The neutral third-party will encourage candidates from diverse backgrounds to seek office, determine whether interested candidates are eligible to serve or not, and conduct a screening process to evaluate their skills and experience.
- 3.3 This screening process will evaluate candidates based on:
 - Experience required for the board, aligned with governance best practices, identified in this policy;
 - The preferable knowledge and skills outlined in the Individual Board Director Charter; and

- An annual skills prioritization process, led by GNC, to identify focus and priority areas based on the current board's composition, performance, and workplan.

3.4 Based on these evaluations, the third-party will make recommendations for a shortlist of two to four candidates per open position for GNC to review and approve, including eligible incumbents who apply through the regular process and meet the required skills, experience, and performance standards.

3.5 All candidates must agree to a third-party social media check and transparently provide the third-party with all social media account names that the candidate uses. This check is not to evaluate a candidate's political or personal opinions being expressed on social media, but to ensure a candidate's conduct aligns with the expectations set out in the OMA's Code of Conduct and Civility, which all OMA leaders are required to adhere to.

3.6 The approved list of candidates will be presented to the membership for election during the Single Election Period.

3.7 The third-party recruiter will also develop candidate online biographies and develop strategies to further diversify board membership.

3.8 Continuing board members will complete regular evaluations that include board-as-whole, peer, and self-assessments at least annually. In combination with reviews and evaluations conducted by the third-party recruiter, this information will inform GNC on the current competencies of the board and if any gaps in board competencies exist that need to be addressed in the next annual recruitment of candidates. An annual summary report of board competencies will be made available to the membership in advance of the Single Election Period.

3.9 The board chair will approach each sitting director whose current term ends at the next Annual General 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. The intentions of these directors regarding a subsequent term will be reported to GNC to support the recruitment and nomination process and shared with the neutral third-party. The GNC will report to the board the number of vacancies to be recruited for the subsequent board year.

3.10 Board candidates who are excluded from the shortlist have the right to receive from GNC or its designate formal feedback on their application.

Non-Physician Board Member Recruitment and Reappointment

3.11 Non-physician members are actively recruited to bring specific skills to the board. Recruitment efforts are guided by the annual skills prioritization process and are intended to complement the physician directors, ensuring the board has the right mix of governance, financial, legal, strategic expertise and other identified skills to meet its mandate.

3.12 The board chair, in consultation with the third-party recruiter, will assess whether a non-physician director position should be presented to the membership for re-election through a

yes/no vote or whether an open recruitment should be undertaken. Final recommendations will be brought to the board for approval. The individual non-physician director shall recuse themselves from the board's discussion and approval.

- 3.13 This review will be based on a variety of data points, including:
 - Eligibility status
 - The individual's most recent annual director assessment, compared to the board's median performance
 - Whether the individual's skills and expertise continue to align with the board's current and anticipated needs
 - Any strategic priorities or external factors influencing board composition, such as diversity and inclusion goals or emerging risks
 - Feedback from the board chair, other board members, and staff regarding the individual's contribution to board culture and effectiveness
- 3.14 Only those non-physician members initially elected by the membership during the Single Election Period are eligible for yes/no re-election.

Member-Proposed Nominations for Election of Directors

- 3.15 In accordance with the Ontario Not-for-Profit Corporations Act, 2010 (ONCA), members may submit proposals nominating individuals for election to the board.
- 3.16 Such proposals must be signed by at least five (5) per cent of voting members entitled to vote. Proposals should be submitted in writing to the OMA at least 15 days before voting begins to allow members to make informed decisions.
- 3.17 Submissions will be reviewed to confirm they meet the required eligibility, documentation, and signature thresholds. Valid nominations will be added to the final list of candidates presented to members for voting.
- 3.18 The board will confirm whether any proposals meet the requirements of ONCA, the OMA's bylaws, and relevant policies.

Vacancies

- 3.19 As long as there is a quorum of directors in office, any vacancy occurring in one of the director positions may be filled for the remainder of the term by the remaining directors by appointment or via a by-election.
- 3.20 Where a vacancy occurs on the board and, following such vacancy, there is not a quorum of directors in office, the remaining director or directors shall call a meeting of members to fill the vacancy and, in default, or if there are no directors then in office, the meeting may be called by any member. Such requests are to be directed to the CEO or their designate.

- 3.21 Any person elected or appointed as a director of the OMA may at any time resign by providing notice in writing to the Secretary of the OMA. The resignation shall be effective immediately upon the receipt of such notice by the Secretary, unless the notice specifies the contrary.
- 3.22 If the resignation is effective prior to the time the person becomes a member of the board, the board may not fill the vacancy until the term was set to begin.
- 3.23 The fact that a person has previously resigned a directorship shall not of itself prevent them from becoming a director as a result of another election or appointment.

4. REQUIREMENTS

Term

- 4.1 Individual directors will serve a two-year term (except in the situation of a by-election or mid-term appointment), with a maximum cumulative service of 6 years (irrespective of whether such service is continuous). Term limits for board directors include previous years served on the board prior to May 2021.
- 4.2 If a director reaches their term limit part way through their two-year term, they continue in the position until the entire two-year term is completed.

President-Elect

- 4.3 Any board director who is eligible to run for President-Elect is permitted to do so in year two of their two-year term without immediately impacting their role on the board.

Requirements

- 4.4 **Non-physician members** of the board:
 - Must not have been convicted of an indictable offence under the Criminal Code of Canada.
 - Must have ICD.D (Institute of Corporate Directors), C. Dir (Chartered Director), or equivalent designation or experience.
- 4.5 **Physician members** of the board must meet all requirements outlined in the OMA Bylaws Right to Hold Office, notably:
 - Is a member (an Ordinary Member, Honorary Member, or Life Member who was an Ordinary Member immediately before being elected to Life Membership or an Ordinary Member who is an undergraduate medical student enrolled in one of the accredited medical schools in the province of Ontario),
 - Resides or practices in Ontario,
 - Does not hold a certificate of registration that is suspended or has been revoked by the College of Physicians and Surgeons of Ontario (CPSO),
 - Has not surrendered, resigned or not renewed their certificate of registration within one year of an investigation by the College or a suspension of their certificate by the College,
 - Does not hold a certificate of registration that is restricted by the College of Physicians and Surgeons as a result of a finding of professional misconduct,
 - Has not been convicted of an indictable offence under the Criminal Code of Canada

4.6 Any director who ceases to meet the above requirements will cease to hold all elected offices.

Evaluation of Knowledge and Skills

4.7 The OMA relies on the skills of individual board directors to ensure good decision-making and successful outcomes for the organization. Individual directors contribute from personal, professional and life experience to the work of the board.

4.8 The third-party's evaluation process will consider a core set of skills and competencies required to govern a complex organization, with the following types of experience considered preferable:

1. Formal Governance Roles (board or equivalent)
 - Previous service on a board of a large non-profit, regulatory body, or advocacy organization with a fiduciary mandate.
2. Committee or Oversight Leadership
 - Chairing or serving on a committee with fiduciary, legal, or strategic oversight (e.g., audit, finance, governance, quality, and risk committees).
 - Leading a committee or working group with a broad mandate.
3. Executive or Operational Roles with Fiduciary Responsibility
 - Holding a formal executive or senior management role (e.g., Medical Director, Chief of Staff, Chief/Chair of a department) in a hospital or health system, where responsibility includes financial oversight, performance monitoring, or governance.
 - Leading health-systems transformation or managing public funds or large-scale contracts on behalf of a health region, government agency, or medical association.
4. Elected or Appointed Leadership in Complex Organizations
 - Serving on a constituency group executive with policy-setting or governance duties.
 - Holding elected office or senior administrative leadership in a university, academic health sciences centre, or research institute.
5. Other External Equivalent Experience
 - Serving on a tribunal, commission, or advisory council with decision-making authority and fiduciary obligations (e.g., judicial appointments, public health panels).

4.9 These areas will be considered alongside the preferable knowledge and skills outlined in the Individual Board Director Charter.

4.10 Candidates will also be evaluated against a set of skills identified annually by GNC, that focus on priority skill areas based on the current board's composition, performance, and workplan.