OMA Ontario Medical Association

Board Recruitment Policy

Approved by the Board of Directors - October 28, 2026

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

<u>Annual Recruiting</u>

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 an evaluation process to determine their skills and experience.

3.3 This 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 Social Media

3.4.1 Candidates for election to the Board may provide the OMA with links to their public social media accounts for inclusion with the candidate information made available to voting members.

3.4.2 The OMA will publish the links as provided by the candidate and will not screen, assess or provide commentary on the content of the identified social media accounts.

3.4.3 A candidate is responsible for identifying the public social media accounts they wish to have included with their candidate information.

3.5 The full list of eligible candidates will be presented to the membership for election during the Single Election Period. Candidate names for board director and president-elect will be made available following the close of nominations.

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

3.7 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.

3.8 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.

Vacancies

3.9 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.

3.10 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.

3.11 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.

3.12 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.

3.13 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 Directors 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

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

Evaluation of Knowledge and Skills

4.6 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.

4.7 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).

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