

## Board Governing Policy

### 3.3 Board Composition

Policy Number	3.3
Policy Title	Board Composition
Date First Approved	April 16, 2010
Date Reviewed	November 30, 2020
Date Revised	December 9, 2020

**Preamble:** To set and assist in fulfilling Covenant Health, Covenant Care and Covenant Livings (hereinafter referred to as “Covenant”) Strategic Plan and to operate as a highly functioning Covenant Health Board, Covenant Care Board and Covenant Living Board (hereinafter referred to as “Board”), the Board recognizes the importance of identifying the required competencies.

**Purpose:** This policy outlines the skills, experience, and knowledge required collectively (Board competencies) to set and assist in fulfilling Covenant’s Mission, Strategic Plan, fiduciary, legal, stewardship and advocacy responsibilities.

**Policy:** The Board shall nominate prospective candidates to Catholic Health of Alberta for appointment to the Board (as per the Covenant bylaws and the *Board and Committee Member Recruitment Policy #4.7*) with the necessary Board competencies outlined in this policy. The Governance Committee is responsible for reviewing these competencies annually.

**Board Experience:** prior or current experience as a board member for a significant organization, with a current governance mindset, including a focus on Corporate Social Responsibility.

**Financial Expertise:** experience as a CPA, CFO or CEO in financial accounting and reporting or corporate finance.

**Legal:** experience and knowledge of not-for-profit legislation and by-laws, general law and legal processes.

**Business Judgment:** track record of leveraging own experience and wisdom in making sound strategic and operational business decisions; demonstrates business acumen and a risk oversight mindset.

**Managing/Leading Growth:** experience driving strategic decisions and leading growth of an organization, preferably including the management of multiple, significant projects.

**Human Capital:** experience in the oversight of significant, sustained succession planning and talent development and retentions programs, including executive compensation.

**Industry Knowledge:** knowledge of the health care industry, especially factors influencing the health care system.

**Government Relations:** experience in, or a thorough understanding of government workings, public policy, and decision-making processes, especially in Alberta. Contacts with current or former political leaders and bureaucrats an asset.

**Leadership:** willingness and availability to serve in Chair roles: Board Committee Chair, Board Chair /Vice Chair.

**Theology/Catholic Mission** - a broad category referring to particular experience, insights and knowledge about the Catholic Church and/or its mission in health care. This does not necessarily mean formal training in theology.

**Cultural/ Social Diversity** -ability to properly represent population groups based on personal attributes or in-depth experience/relationships with populations of interest.

**Geographical:** ability to represent a specified geographical area.