

Chief Executive Officer (CEO) Recruitment and Succession Committee Terms of Reference

1. Purpose

The purpose of the CEO Recruitment and Succession Committee is to:

- ensure continuous coverage of the critical CEO duties that are vital to the SHA's sustainability in the circumstances where there is a short term or permanent CEO vacancy; and
- conduct the recruitment and hiring process for a permanent CEO.

2. Membership – Attendance

2.1. The Committee members and Chairperson of the Committee will be appointed by the Board.

2.2. The Committee shall consist of a minimum of four (4) members including:

- 2.2.1. At least four (4) Board members including the Chairperson, Vice-Chairperson, Chairperson – Governance and Human Resources Committee (GHRC) and one GHRC member.
- 2.2.2. One (1) Executive Leadership non-voting member who holds the Chief Human Resources Officer position.

2.3. The Committee shall be chaired by the Chairperson – GHRC.

2.4. Where a vacancy occurs at any time in the Committee membership, it may be filled by a GHRC member appointed by the Committee Chairperson.

2.5. A quorum for meetings shall be a majority of the voting Committee members present either in person or by telephone or other telecommunications device that permits all members participating in the meeting to speak to and hear each other.

2.6. The Committee may invite such members of management and staff of the Saskatchewan Health Authority (SHA), as it may see fit from time to time, to attend meetings of the Committee.

3. Authority

3.1. The Committee is an advisory body and will make recommendations to the GHRC regarding an interim or permanent CEO.

3.2. The Committee is accountable to the GHRC and conducts its business through processes consistent with the governance philosophy and decision making model.

4. Responsibility and Accountability

4.1. The Committee will advise the GHRC on the CEO succession plan, the need for an interim CEO and the recruitment and recommendation of an interim or permanent CEO.

4.2. The Committee will:

- 4.2.1. Annually review the CEO's succession plan and provide feedback on it.
- 4.2.2. Support the needs of the interim CEO in the temporary role and provide feedback on a regular basis.
- 4.2.3. Assess the permanent leadership needs to ensure selection of a qualified and effective CEO that is compatible with the vision, mission, goals and values and has the required leadership skills.
- 4.2.4. Strive to develop a diverse candidate pool when seeking qualified, permanent CEO candidates.
- 4.2.5. Explore the interest of potential internal candidates for the permanent CEO role.

- 4.2.6 Consider the merits of an external CEO recruitment and selection process.
- 4.2.7 Develop a plan for conducting interviews with potential candidates and determine which other people should be involved in the interview process.
- 4.2.8 Oversee negotiation and establishment of employment contract with successful candidate.
- 4.2.9 Ensure that the new CEO has an appropriate onboarding/orientation process that may include participation by the current CEO, interim CEO or any other key management staff or Board members.

4.3 The Chairperson will:

- 4.3.1 establish agendas for Committee meetings; and
- 4.3.2 submit a report and any recommendations to the GHRC on a timely basis following any meeting of the Committee.

5. Commitment

- 5.1. The Committee will meet annually or as needed.
- 5.2. Meetings of the Committee shall be held at the call of the Committee Chairperson or at the request of a majority of members.
- 5.3. Annually, conduct an evaluation of the Committee, review its Terms of Reference and determine necessary revisions or recommendations to the GHRC.
- 5.4. All members are expected to inform the Chairperson if they will miss a meeting.

6. Term

6.1. Members are asked to participate for 3 years or for as long as they remain in a specific position identified in 2.2 as applicable.

7. Records Retention

7.1. The Committees' records are governed by the SHA's Records Retention policy.

8. Resources

8.1. Administrative support will be provided by the office of the Executive Director – Governance and Policy.

DOCUMENT OWNER: Chairperson, Governance and Human Resources Committee

Approved by the Board: December 8, 2021

Revision History: September 26, 2024
September 28, 2023