



PBC Health Benefits Society

**Terms of Reference for
the Pacific Blue Cross
Nominating Committee**



Terms of Reference for the Pacific Blue Cross Nominating Committee

I. Purpose

- a) The purpose of the Nominating Committee is to assure that Board vacancies are filled at election in accordance with the bylaws and to seek and nominate potential board members with the expertise required on the Board for the effective governance of the Society.

II. Composition

- a) The Committee is a sub-committee of the Governance Committee.
- b) The Committee shall consist of three directors who are members of the Governance committee who are not standing for election.
- c) The Society Secretary will be secretary to the Committee.

III. Duties and Responsibilities

- a) The Committee will abide by the following bylaws:
 - i. The Board shall appoint a Nominating Committee which will consist of not less than three (3) directors who are not standing for election. The Nominating Committee's mandate is to ensure that vacancies on the Board are filled in accordance with these bylaws and to seek and recommend for election eligible nominees having the expertise required on the Board for the effective governance of the Society.
 - ii. Subject to Section 5.5 of the bylaws, when recommending nominees for election to the Board, the Nominating Committee shall take into consideration the desired competencies being sought for the Board at the time of election, including Financial Literacy, and the Board policies regarding recommended board composition to achieve desired competencies. The Nominating Committee may recommend any number of nominees and may communicate its recommendations and the reasons for its recommendations in any manner it deems fit.
 - iii. The Nominating Committee shall provide the names of all nominated persons eligible for election as an elected director who have agreed to let their names stand for election to the Secretary of the Society at least thirty (30) days prior to each annual general meeting.
 - iv. The Nominating Committee shall also submit to the annual general meeting the names of members in the Society whose nomination has been proposed in writing by ten (10) members in good standing and filed with the Secretary not less than thirty (30) days and not more than forty-five (45) days prior to the annual general meeting accompanied by written consent of the member agreeing to stand for election.

IV. Accountability

- a) The Committee will report its discussions to the Board or if necessary, by written summary, at the next meeting of the Board.
- b) The Committee will liaise as necessary with other PBC Board Committees.
- c) The Committee will review, on an annual basis, its Terms of Reference and refer any recommended changes to the Governance Committee.

I. Specific Skills and Experience

The Pacific Blue Cross Board has concluded that it is most effective when at least the following knowledge, experience, skills and characteristics are represented on the Board, with each director contributing in at least one or two of the following categories.

Skill	Requirements Overview
Financial	<ul style="list-style-type: none"> • Being financially literate with experience managing the financial activities of an organization, including financial reporting and risk management. “Financial Literacy” means having the ability to read and understand a set of financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of the issues that can be reasonably expected to be raised in PBC’s financial statements.
Strategic Planning	<ul style="list-style-type: none"> • Experience in the preparation, execution and/or oversight of strategic plans, the strategic planning process and oversight of implementation.
Insurance/Benefit Industry	<ul style="list-style-type: none"> • Experience in the insurance or benefits industry as a major provider or user, preferably including health care benefits. This experience need not be at the director/professional level; for example, a deep functional knowledge of insurance and/or benefits would qualify as expert.
Board Governance	<ul style="list-style-type: none"> • Experience as a board director overseeing the management team of an organization, including knowledge of the board’s duties and responsibilities, and experience at the board level with how a board functions, strategic planning, risk management and CEO evaluation/recruitment. Experience in member-based organizations an asset.
Information Technology	<ul style="list-style-type: none"> • Experience in information technology and security with either direct responsibility for information technology and security, or oversight of the information technology and security function either as a director/trustee, or in a management capacity. Experience with an organization’s information technology activities, including large project implementation, cybersecurity, leveraging new technology platforms, and data analytics would be an asset.
Investment	<ul style="list-style-type: none"> • Experience working with investment management, either directly as an asset manager or overseeing asset management firms (e.g., as a regulator or client).
Labour Relations	<ul style="list-style-type: none"> • Experience working within the labour relations community, reflecting both management and labour perspectives.
Health Care Professional	<ul style="list-style-type: none"> • From a health care profession with experience related to health insurance issues.
Actuarial	<ul style="list-style-type: none"> • Experience relating to the analysis of risk, reserving, pricing, re-insurance, and profitability.
Legal	<ul style="list-style-type: none"> • Experience and knowledge relating to legal principles, processes and services, including corporate law, insurance law, interpreting and applying legislation, litigation as well as an understanding of the legal dimensions of organizational issues.

Skill	Requirements Overview
Regulatory	<ul style="list-style-type: none"> • Experience in a regulated industry as well as an understanding of regulatory compliance and general practices.
Leadership	<ul style="list-style-type: none"> • Experience as a leader, leading a management and/or functional team for an organization.
Risk Management	<ul style="list-style-type: none"> • Experience in risk management with either direct responsibility for risk management, or oversight of the risk management function either as director/trustee, or in a management capacity. Experience with the identification of material risks, risk assessment, internal risk, mitigation and controls and risk reporting in the insurance/benefits industry would be an asset.

Director – Guiding Principles

I. Business Development/Marketing

- a) Business development/marketing experience from an industry that is similar (i.e. credit unions, ICBC, etc.).
- b) Knowledge and experience of selling products through an intermediary at a commercial level.

II. Co-operative/Not-For-Profit

- a) An understanding and appreciation of the co-operative/not-for-profit environment.
- b) An understanding of commercial co-operative cultures (i.e. The Co-operators, Credit Unions).
- c) Environment where communication and an understanding of members is critical to success.

III. Leadership

- a) Access to appropriate networks within the provincial and municipal governments.
- b) Access to knowledge of the labour movement in BC.
- c) Profile with the major plan holder groups.
- d) Recognized community leader.

IV. Diversity

- a) Consideration regarding diversity, to reflect our community and membership.

V. Healthcare

- a) Knowledge and understanding of our healthcare system and our role in its delivery.

Board Skills Matrix

Director Names	Financial	Leadership	Strategic Planning	Insurance / Benefit Industry	Board Governance	Information Technology	Investment	Labour Relations	Actuarial	Legal	Regulatory	Risk Management
Total												

- Rating Scores:**
- 1 = Minimal/None (little understanding or experience)
 - 2 = Knowledgeable (some working knowledge)
 - 3 = Sophisticated (superior experience and working knowledge)
 - 4 = Expert (as outlined in the Requirements Overview)

