

**MARY FREE BED REHABILITATION HOSPITAL
GOVERNANCE/NOMINATING COMMITTEE COMMISSION**

OBJECTIVES OF THE COMMITTEE

The Board Governance/Nominating Committee is commissioned by the Mary Free Bed Hospital Board of Trustees to advise the Board of Trustees on overall development and effectiveness of the board, its members and standing committees; and to oversee the nominating process. During its selection process for community members, the Committee shall seek and encourage nominations from all populations represented in our community. And to select, by majority vote, a proposed slate of nominees and officers for election to the Board of Trustees.

COMPOSITION

The committee chair shall be appointed by the Committee Selection Team. The committee shall be comprised of:

- President/CEO
- Four Community Members
- Four Guild Members (two from the Board of Trustees)
- Additional non-voting hospital resource staff

MEETINGS

In compliance with the Bylaws, agendas, meeting notices, meeting minutes, and roster will be maintained in the President/CEO's office. The Governance/Nominating Committee shall meet as often as necessary, but at least two (2) times per year.

RESPONSIBILITIES

1. Along with the Board Chair, ensure board member development and recommend changes that advance the organization in the board development area.
2. Along with the Board Chair, engage all board members in the process of strengthening and replenishing the Board.
3. Support and strengthen the standing committees of the board through planning, training, evaluation, and achievement of their objectives.
4. Advise the Board Chair on the appointments of committee chairs.
5. Evaluate the engagement of the board and its individual members annually and make recommendations for board retirement.
6. Review all Board Governance documents, including Bylaws, Board Member and Officers Expectations, Conflict of Interest Policy and Committee Commissions on an annual basis and revise as necessary.
7. Recommend committees and task forces to the Board Chair and Trustees.
8. Recommend board member exits to the Board of Trustees before their term ends.
9. Shall periodically review the attendance of trustee members at Board meetings and determine if action is to be taken.
10. As part of the Officer nomination process potential Board Chairs, Vice chairs, and treasurer need to be interviewed by the nominating committee.
11. Submit the proposed community member slate, including Officers to the sole Corporate shareholder in March. The sole Corporate shareholder shall have the right to object to any nominee at any time prior to the annual meeting of the Board of Trustees and, upon exercise of this right, the name of the nominee shall be stricken from the proposed slate.