

Policy Title: JBG Chair Position Description	Policy Number: 004-JBG	Pages 5
Date: September 29 2022	Supersedes: September 27 2018	
Cross Reference: SJHH, SJVD, SJHC Administrative Bylaws (available on the Board portal)	Issuing Authority: St. Joseph's Hamilton Joint Boards of Governors (JBG)	
Policy Sponsor : SJHH Office of the President	Policy Author: Senior Manager Office of the President	

1.0 Purpose

The JBG Chair shall provide leadership to the JBG, in the provision of effective governance by the JBG which supports the Mission of SJHH, SJVD and SJHC governance best practices as described in the following sections of the By-laws:

- SJHH Administrative By-laws – Article 10 and Article 19
- SJHC Administrative By-laws – Article 4.4 and Article 12.4
- SJVD Administrative By-laws – Article 10 and Article 19

2.0 Role of the Chair

To facilitate the achievement of JBG goals, the JBG Chair is responsible for:

- Ensuring the integrity and effectiveness of the board's governance role and processes;
- Presiding at meetings of the board and members;
- Representing the board to the organization and the organizations to their stakeholders; and
- Maintaining effective relationships with board members, management and stakeholders.

3.0 Responsibilities of the Board Chair

3.1 Governance

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Ensuring that the JBG performs a governance role that respects and understands the role of management.

- a. Ensuring a process is in place to effectively discharge the fiduciary responsibilities of the board according to applicable legislation, the by-laws of the Organizations and Governance policies.
- b. Ensuring a process is in place for establishing and updating (as required) the strategic plans for the Organizations and for reviewing the performance of the Organizations in achieving their strategic objectives in a timely manner.
- c. Ensuring a process is in place for establishing and evaluating an annual work plan that is consistent with the member organization's strategic directions, mission and vision.
- d. Ensuring that the work of the Committees of the JBG is aligned with the JBG's role, priorities and annual work plan and that the JBG respects and understands the role of Committees of the JBG and does not redo committee work at the JBG level.
- e. Ensuring JBG succession by ensuring there are processes in place to recruit, select and train trustees with the skills, experience, background and personal qualities required for effective governance.
- f. Ensuring that the JBG and site organization trustees have access to ongoing development and education.
- g. Overseeing the JBG's evaluation processes and providing constructive feedback to individual Committee Chairs and trustees as required.
- h. Ensuring that the JBG's governance structures and processes are reviewed, evaluated, and revised from time to time.
- i. Ensuring the relevance of the member organization bylaws and JBG policies.
- j. Ensuring in-camera sessions with Executives and JBG only take place after each JBG meeting.

3.2 Meetings

- a. To preside over JBG meetings, and any special meetings, ensuring each meeting functions effectively and achieves the objectives.
- b. To encourage participation and input from all trustees.
- c. To report to the St. Joseph's Health System Board of Directors as required.

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- d. The Chair shall have *ex-officio non-voting* status on all standing committees and ad-hoc committees of the JBG with the exception of the Medical Advisory Committee.

3.3 Board Members

- a. To ensure that the mandate of Committees of the JBG and individual Trustee assignments are effective in supporting the JBG's Mission, Vision and Values.

3.4 Representation

- a. To be the spokesperson for the JBG at public and official functions.
- b. To represent the JBG effectively to its various constituencies and in Ontario Health West governance related matters.
- c. To respond on behalf of the JBG as required.
- d. To represent SJHH, SJVD and SJHC in the community and to its various stakeholders.
- e. To represent the JBG, SJHH, SJVD and SJHC by attending and participating in events as required.
- f. To represent the SJHH, SJVD and SJHC in dealings with government and regulatory authorities.

3.5 JBG Education

- a. To ensure the ongoing development and education of Trustees in their role.

3.6 JBG By-law and Policies

- a. To uphold and ensure the relevance of the SJHS, SJHC, SJHH, SJVD and JBG policies. The Chair may not authorize any variance from JBG approved policy or operating plans.

3.7 Relationship with Management

- a. Establish and maintain an effective working relationship with each site President, the SJHH Chief of Staff and Chair of the Medical Advisory Committee and the SJHS President and CEO.
- b. In collaboration with the SJHH, SJVD, SJHC Presidents, ensure an understanding by all Trustees of the different roles of Trustees and management in leadership of each organization.

3.8 Delegation

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- a. To delegate the responsibilities of the Chair, as appropriate, to the Vice Chair, Committee Chair, Trustees and the site Presidents.

3.9 Linkages to St. Joseph's Health System

- a. To represent SJHH, SJVD and SJHC as a member of the JBG to the St. Joseph's Health System Board of Directors.

3.10 Communication:

- a. To report to the JBG and to ensure the availability of JBG and Committees of the JBG meeting minutes and any other relevant material necessary to fulfill their governance responsibilities.
- b. To maintain an effective working relationship with the site Presidents, the other Officers of the JBG, Trustees, and the Board of Directors, St. Joseph's Health System.

3.11 Duties of the Chair:

- a. As Chair, set agendas for JBG meetings and ensure matters dealt with at meetings appropriately reflect the JBG's role and annual work plan.
- b. Ensure that meetings are conducted according to applicable legislation, member organization by-laws, and JBG policies.
- c. Facilitate the business of the JBG, including preserving order at meetings.
- d. Encourage input and ensure that the JBG hears all sides of a debate or discussion.
- e. Encourage all trustees to participate.
- f. Facilitate the JBG in reaching consensus.
- g. Ensure relevant information is made available to the JBG in a timely manner and that external advisors are available to assist the JBG as required.
- h. Rule on procedural matters during meetings.
- i. Participate in the process established by the SJHS President and CEO to ensure that JBG Secretary and annual performance objectives are established for the President of SJHH and that the annual performance review is completed.
- j. In collaboration with the SJHH President, ensure there is a process in place for and participate in establishing annual performance objectives and completing annual performance evaluations of the Presidents of SJVD and SJHC.

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- k. Ensure a process is in place for establishing annual performance objectives for the SJHH Chief of Staff and Chair of the Medical Advisory Committee and that annual performance evaluations are performed.

3.12 Relationships

- a. Maintain effective relationships with JBG Trustees and Community Members of JBG Committees, management and stakeholders.
- b. Establish a relationship with individual trustees to ensure that each trustee contributes his/her special skill and expertise effectively.
- c. Provide assistance and advice to JBG Committee and sub-Committee Chairs to ensure they understand expectations and have the resources that are required for performance of their Terms of Reference.
- d. Maintain a constructive working relationship with the JBG Secretary and JBG site Presidents, providing advice and counsel as required.
- e. Maintain a constructive and supportive relationship with the Boards of Directors of the St. Joseph's Healthcare and St. Joseph's Villa Foundations in support of their fundraising efforts on behalf of the JBG.
- f. Maintain external relationships as may be required.

3.13 Other Duties

- a. The Chair performs such other duties as the Board determines from time to time.

4.0 Term

The JBG Chair shall hold office for a maximum of two (2) years or until a successor is appointed.

5.0 Policy History:

October 29th 2015; September 27th 2018; September 29th 2022

6.0 Next Scheduled Review Date: September 2025

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