



MISSION AND GOVERNANCE COMMITTEE

TERMS OF REFERENCE

1.0 PURPOSE

- 1.1 To monitor, evaluate and recommend to the Board, mechanisms by which the Board can ensure that the Mission, Values and Visions of St. Mary's General Hospital and those of our sponsor, St. Joseph's Health System, are reflected in policy formation, decision-making, and oversight throughout the organization.
- 1.2 To ensure an optimal skill/ability matrix is developed for the Board with expertise in a variety of areas including but not limited to accounting, human resources, strategic development, mission integration and quality, and
- 1.3 To assist the Board in improving its own functioning, structure, composition and infrastructure.

2.0 OBJECTIVES

Mission

- 2.1 To assist the Board with the review and validation of the mission; framing the sacred and secular values, philosophies and beliefs that define the Catholic healthcare organization
- 2.2 To review how our policies, practices and behaviours express the Hospital and System's Mission and forward recommendations to the Board for consideration and action.
- 2.3 In keeping with the mission and commitment in service to all, ensure governance best practices are in place to address equity, diversity and inclusion.

Ethics

- 2.4 To educate and alert the Board to ethical issues, and to review matters of ethics if requested by the Board.

Policy Formation and Decisions

- 2.5 To undertake regularly, an assessment of all Board policies and decisions regarding governance performance. Draft policies and decisions for Board consideration and action

By-Laws

- 2.6 To ensure that the Hospital's By-Laws are current, appropriate, and reflect legislative requirements.

- 2.7 To review and recommend to the Board of Trustees, appropriate committee structures and Terms of Reference for Board committees.

Strategic Leadership and Stewardship

- 2.8 To ensure the review of the hospital Mission, Vision and Values, at least tri annually.
- 2.9 To ensure the review of the hospital's Strategic Design, at least tri annually and that the strategic plan is aligned with the St. Joseph's Health System's strategic plan, mission, vision, and values.
- 2.10 Aligned with mission and strategy, ensure a focus on diversity equity and inclusion in the work of the board.
- 2.11 To ensure an annual Board Workplan is in place.
- 2.12 To ensure a Board Retreat takes place regularly.
- 2.13 To facilitate processes and strategies to develop Board/Community linkages which assist the Board with its policies, decisions and actions.
- 2.14 To ensure that emerging issues and trends concerning health status requirements, capacities and priorities that address community and corporate needs are identified and brought to the Board.
- 2.15 At the request of the Board, to review the Board's decisions in accordance with its values, integrity and its own code of ethics.
- 2.16 To ensure there is an appropriate communications plan and strategy in place.

Appointment of New Members

- 2.17 To ensure that the nominating committee initiates its work.
- 2.18 To institute, without prejudice, policies for the appointment of Board and Committee members, and to recommend all appointments to the Board of Trustees.
- 2.19 To identify succession to Board leadership and make appropriate recommendations to the Board with respect to potential appointments to positions of leadership. Demonstrate a commitment to diversity, inclusion and equity by adopting practices that ensures board composition includes both the appropriate skills and reflection of the community served by SMGH.
- 2.20 To ensure there is a process in place for the appointment and performance review of the Chief of Staff.

Board Education and Orientation

- 2.21 To design and periodically assess the orientation process for new Board members.
- 2.22 To ensure that Board and Committee members receive appropriate and continuing education to assist them in carrying out their responsibilities.

- 2.23 To regularly review and facilitate Board learning and understanding of Mission stewardship and Board Governance best practices.
- 2.24 To ensure Board and committee members learn the philosophies, principles and practices of Continuous Quality Improvement and SMGH's Improvement Process Models.

Governance Performance

- 2.25 To conduct the assessment of the Board, Board committees and individual Board members annually and to review such assessments and make recommendations to the Board regarding ways in which governance performance and contributions can be enhanced.
- 2.26 To regularly review and recommend measures to be employed by the Board in assessing governance performance and contributions.
- 2.27 To monitor the ongoing autonomous status of the Board's fiduciary responsibility within environments of collaboration and partnerships with other boards or community groups.

3.0 MEMBERSHIP

The Mission and Governance Committee shall consist of:

- 3.1 The Chair of the Board. (voting)
- 3.2 Three (3) other Trustees, one of whom shall be the Vice Chair who will serve as Chair. (voting)
- 3.3 Up to three (3) members of the community at large. (voting)
- 3.4 One (1) physician who is a member of the Board or, if necessary, the Committee shall recommend the appointment of an alternative who is a member of the medical staff. (non-voting)
- 3.5 The President. (non-voting)
- 3.6 Resource persons will attend this committee as required. (non-voting)

4.0 PROCEDURE FOR APPOINTMENT

- 4.1 The Chair and members of the Board shall be duly appointed by the Board of Trustees.
- 4.2 New members of the Board shall be appointed after the Annual General Meeting of the SJHS Board of Directors.
- 4.3 The President shall be a permanent member.
- 4.4 Membership changes should be staggered so that continuity of function is facilitated.

5.0 MEETINGS

The Mission and Governance Committee shall meet a minimum of five (5) times a

year. The frequency of meetings shall be reviewed from time to time.

6.0 RESPONSIBILITY OF THE CHAIR

- 6.1 To ensure that a notice of the meeting shall be sent out to members at least one week in advance.
- 6.2 To ensure that the agenda of the meeting is determined in advance and stated in the notice of meeting. The agenda is prepared by the Chair with the assistance of the facilitator and resource person.
- 6.3 To ensure that recommendations from the Committee are forwarded to the Board of Trustees at their next regular meeting.
- 6.4 To ensure that the official copy of the minutes shall be kept in the office of the President.
- 6.5 To ensure that, while all members of the committee are entitled to vote, a minimum of fifty percent (50%) of the membership is present and that a majority of those voting are members of the Board of Trustees.
- 6.6 To ensure that in his/her absence, a Board member is delegated to chair the meeting.

7.0 RESPONSIBILITIES OF THE RESOURCE PERSON

- 7.1 The President will act as principal resource to the Committee:
- 7.2 The resource person:
 - 7.2.1 Assists the Chair in establishing the agenda.
 - 7.2.2 Ensures that the agenda and minutes of meetings are distributed.
 - 7.2.3 Ensures that minutes of the meetings are recorded.
 - 7.2.4 Provides information for ongoing monitoring of determined outcomes.
 - 7.2.5 Acts as liaison for Senior Management.
 - 7.2.6 Assists the Chair in compiling reports for the regular and annual meetings of the Board of Trustees.
 - 7.2.7 Ensures that the official copy of the minutes is kept in the office of the President.

Governance Committee

Approved: January 3, 1994; Reviewed: June 1995

Revised: October 1997, March 1999, November 2000, January 2001, May 2001, September 2001, October 2003, October 2004, September 2005, September 2006, September 2007, September 2008; September 2009

Mission and Governance Committee

Approved: September 9, 2010

Reviewed, Revised & Approved: May 12 2022
