



Five Hills Regional Health Authority

Bylaws

December 2010

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Part I

Title

1 These are the Bylaws for the Five Hills Regional Health Authority.

Purpose

2 These Bylaws are developed and enacted in order to:

- (a) provide an administrative support structure for the governance of the affairs of the board;
- (b) promote the provision of quality health care services; and
- (c) improve the health standards of the residents of the health region through the provision of quality health services.

Definitions

3 In these Bylaws, the following definitions apply:

- (a) "Act" means *The Regional Health Services Act*;
- (b) "ancillary groups" means any volunteer group that has been established to further the objectives of the board;
- (c) "board" means the board established pursuant to the Act responsible for administering the affairs and conducting the business of the regional health authority;
- (d) "chief executive officer" means the person employed by the board as chief executive officer within the meaning of the Act, responsible to the board for the general conduct and management of the affairs and activities provided by the board at its facilities or delivered through its programs and services;
- (e) "facilities" means an addiction treatment centre; health centre, hospital, residential treatment centre and special-care home within the meaning of *The Facility Designation Regulations*;
- (f) "health region" means the Five Hills Health Region established pursuant to section 13 of the Act;
- (g) "member" means a member of the board appointed in accordance with the Act;

- (h) “Minister” means a member of the Executive Council to whom for the time being the administration of the Act is assigned;
- (i) “officer” means an employee of the board;
- (j) “policies and procedures” means those policies and procedures that have been enacted by the board or by an officer of the board with the authority to enact policies and procedures on behalf of the board;
- (k) “practitioner staff” means those individuals whose applications have been approved by the board of the regional health authority and whose privileges have been delineated by the board;
- (l) “quorum” means a majority of the members of the board;
- (m) “regulations” mean the regulations made by the Lieutenant Governor in Council pursuant to the Act.

Interpretation

- 4** (1) In these Bylaws, unless the context otherwise requires, words or phrases defined in the Act, as amended, shall have the meaning defined therein.
- (2) The headings, sections and subsections in these Bylaws are inserted for convenience or reference only and shall not affect the construction or interpretation of the provisions of these Bylaws.
- (3) In these Bylaws, unless the context otherwise requires, words importing the singular number or the masculine gender shall include the plural number of the feminine gender, as the case may be, and vice versa, and references to person(s) shall include firms, regional health authorities and health care organizations.

Part II

Powers of the Board

- 5 (1) The affairs of the corporation shall be conducted by the board. In conducting such affairs, the board shall have all the powers prescribed in the Act and the regulations and any other applicable legislation.
- (2) The board shall determine the policies and procedures and assume responsibility for guiding the affairs of the corporation.

Responsibilities of the Board

- 6 (1) The board shall be responsible for the governance and management of the affairs of the corporation.
- (2) The board shall be responsible for, without limitation, as follows:
- (a) overseeing the establishment of the overall strategic direction and strategic framework for Five Hills Health Region including Vision, Mission and Values, strategic priorities, and measurable outcomes related to the strategic priorities that align with the Ministry of Health's strategic directions;
 - (b) establishing, in consultation with senior management, an annual strategic planning cycle;
 - (c) participating in an annual review and update of the strategic plan;
 - (d) approving the strategic plan;
 - (e) monitoring progress on the strategic plan related to the expected outcomes;
 - (f) establishing, on an annual basis, goals, objectives and values to ensure the effective and efficient governance of the corporation;
 - (g) monitoring and evaluating the overall performance of Five Hills Health Region against outcome indicators related to the strategic priorities and Ministry of Health indicators;
 - (h) ensuring mechanisms are in place to monitor the impact of Region strategies;
 - (i) monitoring, in collaboration with management, the health status of residents;
 - (j) monitoring compliance with the requirements of *The Regional Health Services Act*, regulations, other applicable legislation and Ministry of Health directives;

- (k) establishing policies and procedures which will provide the framework for the management and operation of the corporation;
- (l) evaluating annually the performance and effectiveness of the Board and the governance policies, processes and structures and periodically review and revise same as appropriate;
- (m) participating in developmental activities to enhance Board governance and effectiveness;
- (n) establishing a process for recruiting and hiring the CEO in compliance with ministry directives regarding contract terms and negotiations and hiring a CEO in accordance with the process;
- (o) delegate responsibility and related authority to the CEO for the management and operation of the corporation and require accountability to the Board;
- (p) ensuring CEO roles, responsibilities and expectations align with the strategic plan and are clearly defined through governance policy and a current position description
- (q) annually conduct the CEO's formal performance evaluation, review and approve his or her compensation and set his or her goals and objectives for the coming year;
- (r) ensuring that the CEO establishes an appropriate succession plan for both management and practitioner staff members;
- (s) revoking or suspending the appointment of the CEO at any time;
- (t) ensuring mechanisms and policies are in place to provide a high quality of care for patients in the health region
- (u) ensuring that quality improvement, risk management and utilization review methods are established for the regular evaluation of the quality of care of patients in the health region and that all board services are regularly evaluated in relation to generally accepted standards and require accountability on a regular basis;
- (v) ensuring mechanisms are in place to identify and manage any principle areas of risk for the organization;
- (w) ensuring quality goals and performance indicators are in place;

- (x) ensuring that mechanisms are in place to provide exemplary customer service;
- (y) appointing and reappointing physicians, dentists, chiropractors, midwives and nurse practitioners and to delineate their respective privileges after considering the recommendations of the Practitioner Advisory Committee, the board's resources and whether there is a need for such services in the community;
- (z) overseeing the financial management and reporting of the organization;
- (aa) approve the annual budget for the corporation;
- (bb) establishing mechanisms for collaboration with health system and community partners; and
- (cc) ensuring mechanisms are in place to hear the voice of the customer.

Responsibilities of Board Members

7 (1) Members of the board shall be appointed to the board in accordance with the Act and the regulations.

(2) Every member, in exercising his powers and in performing his duties, shall:

- (a) act honestly and in good faith with a view to the best interests of the corporation;
and
- (b) exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances and comply with the Act and the regulations and any other applicable legislation.

(3) In contributing to the achievement of the responsibilities of the board as a whole, each member shall:

- (a) be diligent and adhere to the board's mission, vision and values;
- (b) develop broad knowledge about the roles and responsibilities of members;
- (c) work positively, cooperatively and respectfully as a member of the team with other members and with management and staff;
- (d) respect and abide by board decisions;
- (e) read all of the material for discussion in advance and participate actively and effectively at board and committee meetings;

- (f) keep informed about matters relating to the board, the community served and other health care services provided in the health region;
- (g) participate in the initial orientation as a new member and in ongoing professional development;
- (h) participate in the annual evaluation of overall board effectiveness;
- (i) participate in the evaluation of the board, chairperson, chief executive officer and individual members as required;
- (j) represent the interest of the whole health region rather than the specific interests of any constituency, association or corporation;
- (k) compliance with all applicable legislation/regulations and the Code of Conduct and Ethics;
- (l) avoid real and perceived conflicts of interest;
- (m) maintain appropriate confidentiality with respect to corporate matters;
- (n) disclose to the chairperson any information the member might obtain that could be considered material to the board's business or operation;
- (o) respect the responsibilities delegated by the board to the chief executive officer, avoiding interference with their duties but insisting upon accountability and reporting mechanisms for assessing organizational performance;
- (p) regularly attend board and committee meetings; and
- (q) represent the board, when requested.

(4) A member may resign his position on the board by submitting a letter of resignation to the Minister. The resignation shall be effective on the date the letter of resignation is received by the Minister.

Responsibilities of the Board Chairperson and Vice-Chairperson

8 (1) The chairperson and vice-chairperson shall be designated in accordance with the Act.

(2) The powers and duties of the chairperson include, but are not limited to, the following:

- (a) chairing meetings, ensuring that its processes are effective and providing leadership in board development;

- (b) ensuring that processes are in place to monitor the evolution of legislation and practices that change the duties and responsibilities of the members of the board;
- (c) monitoring meeting attendance;
- (d) recommending the chairperson and membership of individual committees, and working with committee chairpersons to coordinate committee work plans and meeting schedules;
- (e) calling for votes to confirm consensus decisions or to decide issues;
- (f) attending board committee meetings where appropriate;
- (g) counseling collectively and individually with board members, ensuring full utilization of individual capacities and optimum performance of the board and each of its committees;
- (h) working with management by:
 - (i) building an open working relationship between chief executive officer/senior management and the board;
 - (ii) ensuring that communications with management support the early identification of policy and organizational issues that should be addressed by the board; and
 - (iii) representing the stakeholders and the board to management;
- (i) ensuring the corporate approach to board governance and effective board performance;
- (j) managing conflicts of interest should they arise;
- (k) building and maintaining a sound working relationship with the Ministers of Health and other government representatives;
- (l) reporting regularly to the board issues that are relevant to their governance responsibilities; and
- (m) serving as the board's spokesperson (or designate).

(3) The vice-chairperson shall have all the powers and perform all the duties of the chairperson in the absence or disability of the chairperson, together with such other duties as are usually incidental to such a position or as may be assigned by the board from time to time.

(4) In the absence of the chairperson or vice-chairperson, the members of the board who are present at a meeting and who constitute a quorum may designate one of their members to act as the chairperson and that member may exercise all the powers and must perform all the duties of the chairperson.

Appointment of the Chief Executive Officer

9 (1) The board shall appoint a chief executive officer who is responsible, in accordance with the directions of the board, for the general management and conduct of the affairs of the corporation.

(2) The board shall appoint the chief executive officer in accordance with its approved selection process.

(3) Subject to the Act and Ministry directives, the board shall, on appointing a chief executive officer, set the conditions of employment and review them annually.

(4) The board may at any time revoke or suspend the appointment of the chief executive officer.

Responsibilities of the Chief Executive Officer

10(1) The chief executive officer shall:

(a) be responsible for developing and implementing/operationalizing the board's strategic plan;

(b) be responsible to the board for its management in accordance with its policies and direction;

(c) ensure financial performance and appropriate systems and structures are in place for the effective management of the corporation;

(d) demonstrate integrity and ethical leadership in support of the board's responsibility with respect to development and periodical review of the board's mission and objectives;

(e) recruit and select management team members, train and monitor the senior management team and assess the performance of other management staff so as to ensure a good management team is in place;

(f) promote and support the board's values, culture and philosophy;

- (g) be responsible for the board's allocation of the valuable capital, human and technical resources;
- (h) represent the corporation externally to the community, government, media and other corporations and agencies;
- (i) ensure compliance with all legislative and regulatory requirements;
- (j) identify, monitor and manage risks and report results; and
- (k) attend board and committee meetings as required.

Appointment and Responsibility of the Board Secretary

11(1) The board shall appoint a secretary who shall:

- (a) maintain the minutes of all meetings of the board and any committees thereof;
- (b) maintain all correspondence to and from the board;
- (c) maintain custody of all minutes, records and documents of the board;
- (d) maintain the corporate seal of the board;
- (e) give such notice, as required in these Bylaws, of all meetings of the board and any committee thereof;
- (f) maintain an attendance record of those attending all meetings of the board and any committee thereof;
- (g) perform such other duties as ordinarily pertain to this office and as the board may from time to time direct; and
- (h) not be a member of the board.

PART III MEETINGS OF THE BOARD

Regular Meetings of the Board

- 12(1) Meetings of the board pursuant to *The Regional Health Services Act* and the Bylaws must be held in public. Meeting notices for the public must be published throughout the health region one week prior to the meeting.
- (2) Regular meetings of the board shall be held at such intervals, times, places and means, including by conference call, as the board may think fit. Members who participate in a meeting by conference call will be considered as in attendance.
- (3) The chairperson shall determine the order of business to be followed and otherwise regulate the meetings.
- (4) Other representatives of management and/or parties external to the board may be invited to attend any meeting of the board or part thereof as necessary. Non-members may be asked to withdraw for all or any part of any meeting.
- (5) Unless otherwise specified herein, no business shall be transacted at a meeting of the board unless a quorum of the board is present.
- (6) Unless otherwise specified herein, all decisions of the board shall be by majority vote of the members at any meeting where a quorum is present. A majority of the quorum may exercise all the powers of the board notwithstanding a vacancy among the members.
- (7) Each member shall have one vote.
- (8) There shall be no voting by proxy.
- (9) All motions duly moved and seconded at any meeting of the board or any of the committees thereof shall be decided by a majority of votes.
- (10) In the case of an equality of votes, the decision on a motion shall be made according to the rules of order established by the board from time to time.
- (11) All votes at any regular meeting of the board shall be taken by a show of hands unless any member present requests a ballot.
- (12) Subject to clause (11)(1)(e), the secretary shall ensure that notice of the time and place of any regular meeting, the agenda for such meeting and all necessary resource material are provided to the members in the manner established by the board, not less than five (5) days prior to the meeting.
- (13) Notice of a meeting shall not be necessary where:
 - (a) all the members entitled to vote at the meeting are present in person and approve of the transaction of business considered at the meeting; or

(b) all the members entitled to vote at such meeting who are not present waive in writing, either before or after the meeting, notice of the meeting and consent in writing to the business transacted at such meeting. Such waiver and consent shall be attached to the minutes of the meeting.

(14) The following order of business shall be observed at regular board meetings:

- Call to Order
- Public Presentations
- Declaration of Conflict of Interest
- Approval of the Agenda
- Approval of the Minutes
- Business Arising
- Reports
- Informational Items
- Correspondence
- Other Business
- Notice of Motion
- Date and Time for Next Meeting
- Motion for Adjournment

Special Meetings of the Board

13(1) The chairperson may call a special meeting of the board at any time and the secretary shall, upon direction of the chairperson, convene such a meeting.

(2) The chairperson may call a special meeting of the board on written request from any four (4) members of the board and the secretary shall convene such meeting within seventy-two (72) hours (three calendar days) of receipt of such written request.

(3) The secretary shall ensure that notice of the time and place of any special meeting, the agenda for such meeting and all necessary resource material are provided to the members in the manner established by the board, not less than forty-eight (48) hours prior to the meeting, unless such material is not available. Phone, fax, email or personal delivery shall be used to give notice to each member.

(4) The following order of business shall be observed at all special meetings:

- Reading of the Notice of Meeting
- Establishment of Quorum
- Transaction of the business for which the meeting was called; and
- Adjournment

(5) Where all members of the board are present at a special meeting and unanimously agree, business other than the special business included in the agenda for such meeting may be discussed and transacted.

Rules of Order

14 Any questions of procedure at or for any meetings of the board or of any committee, which have not been provided for in this Bylaw shall be determined by the chairperson or the chairperson of the committee as the case may be, in accordance with rules of order as adopted by resolution of the board.

Part IV BOARD COMMITTEES

Standing Committees

15(1) The Board shall establish the following standing committees:

- (a) Executive Committee - to assist the Board in fulfilling its fiduciary and oversight responsibilities relating to specific executive governance matters.
- (b) Planning Committee - to carry out the functions of Audit, Finance, Governance/Nomination, Human Resources, Quality, Safety Risk, Strategic Planning and other functions as may be required.

(2) The responsibilities and duties of the above standing committees are outlined in the Committee Charters.

(3) Only members of the Board may be members of the standing committees.

(4) Notwithstanding clause 15(3), officers of the Board and/or other persons may assist the standing committees but may not have voting privileges.

(5) The members of the Executive Committee shall be the Board Chair, the Board Vice-Chair, and one other member of the Board, as appointed by the Board

(6) The membership of the Planning Committee will be the Board of the Whole.

(7) With the prior approval of the Chairperson, standing committees shall have the authority to engage consulting advice and independent counsel.

Ad Hoc Committees

16 (1) From time to time, the board may establish time-limited committees to deal with specific matters, which are a priority at a particular time.

(2) Ad Hoc committees shall consist of a minimum of three members of the board.

(3) Senior management and outside consultants/experts may be invited to attend committee meetings but are not entitled to vote on any matter considered by the committee members.

Special Committees of the Board

17 (1) The board may, at any meeting, appoint any special committee and appoint the chairperson and the members of the special committee.

(2) The board shall prescribe the terms of reference for any special committee.

(3) The board may, by resolution, dissolve any special committee at any time.

Procedures for Standing and Special Committee Meetings

18 (1) Only members of a Standing Committee, Special Committee or Ad Hoc Committee of the board may attend meetings of such committees.

(2) A Standing Committee, Special Committee or Ad Hoc Committee of the board may, by resolution, approve that individuals such as external legal counsel, presenters and board staff be permitted to attend the meeting but may be asked to leave the meeting before a vote is taken.

(3) Meetings of the Standing Committees, Special Committees or Ad Hoc Committees of the board shall be held at the call of the chairperson, the chairperson of the committee of the board or at the request of any two (2) members of the committee of the board.

(4) Business arising at any meeting of a Standing Committee, Special Committee or Ad Hoc Committee of the board shall be decided by a majority of votes, provided that:

(a) votes shall be taken by a show of hands, in which case:

(i) the chairperson shall have a vote; and

(ii) if there is an equality of votes, the chairperson shall not exercise a second vote in order to break a tie.

(b) notwithstanding clause 18(4)(a), votes shall be taken by written ballot if so requested by any voting member present in which case:

(i) the chairperson shall have a vote; and

(ii) if there is an equality of votes, the motion is lost.

(5) Minutes shall be recorded for all meetings of the Standing Committees, Special Committees and Ad Hoc Committees of the board.

(6) A quorum for any meeting of a Standing Committee, Special Committee or Ad Hoc Committee of the board shall be a majority of the members of the Standing Committee, Special Committee or Ad Hoc Committee entitled to vote.

PART V GENERAL PROCEDURES

Financial Matters

- 19** (1) The board may from time to time, by resolution, appoint any officer, member or other person on behalf of the board either to sign contracts, documents or instruments in writing generally or to sign specific contracts, documents or instruments.
- (2) The board shall cause “true” accounts to be kept of the sums of money received and disbursed by the board, the matters in respect of which said receipts and disbursements take place, all sales and purchases by the board, any assets and liabilities of the board and all other transactions affecting the financial position of the board.
- (3) The books and accounts shall be kept at the office of the board or at such other place as the board may designate.
- (4) The board shall appoint an auditor who shall conduct an audit of the financial statements of the board on an annual basis. The auditor shall hold office for a one-year term. The board shall fix the remuneration of the auditor.
- (5) The board’s audited financial statements shall be received and approved by the board.

Confidentiality

20 No information concerning the board or any patient, client or resident of a health region or in Saskatchewan shall be divulged by a board member, or any officer of the board, except in accordance with the law.

Conflict of Interest

- 21** (1) Members are expected to disclose to the board any actual or potential conflict of interest, which may exist or be thought to exist as soon as they become aware of the issue.
- (2) Members are expected to take any necessary and reasonable measures to try and resolve the conflict and must comply with the provisions of *The Interpretation Act, 1995*.
- (3) If a conflict or potential conflict situation exists, it is required that the conflicted member absent himself from the meeting while the board discusses the matter and not vote on the matter, unless the other members who do not have a material/personal or representation group interest in the matter have passed a resolution that states that those members are satisfied that the interest should not disqualify the conflicted member from voting or being present.

Corporate Seal

22 The corporate seal shall not be affixed to any instrument except by authority of a resolution of the board and in the presence of a member and the chief executive officer or such other person as the members may appoint for the purpose, and that member and the chief executive officer or other person as aforesaid shall sign every instrument to which the corporate seal is so affixed in their presence.

PART VI ASSOCIATIONS OF THE BOARD

Voluntary Associations

- 23** (1) The board may sponsor the formation of a voluntary association(s) as it deems advisable.
- (2) Such voluntary associations shall be conducted with the advice of the board for the general welfare and benefit of the board and the residents of the health region and Saskatchewan.
- (3) Each such voluntary association shall elect its own officers and formulate its own bylaws but at all times the bylaws, objects and activities of each such voluntary association shall be subject to review and approval by the board.
- (4) The board may determine a mechanism to provide for representation by the voluntary association(s) on the board.
- (5) Each unincorporated voluntary association shall have its financial affairs reviewed by an auditor for purposes of assuring reasonable internal control.
- (6) The auditor for the board may be the auditor for the voluntary association(s) under this section.

Ancillary Groups

- 24** The use of the board name, the name of any agency thereof, or the corporate logo or trademark by an ancillary group requires board approval.

PART VIII Adoption and Approval

25 (1) The board may propose amendments to these Bylaws at any time. Notice of such amendment shall contain the content and rationale of the proposed amendment.

(2) The resolution proposing an Amendment to these Bylaws shall require the approval of at least 66.66% (two-thirds) of the board members. If passed, the same shall come into effect upon approval of the Minister.

(3) These Bylaws and any amendments shall replace any previous Bylaws and shall become effective when confirmed by the board and approved by the Minister.

26 The Bylaws of the Five Hills Regional Health Authority are adopted and shall replace any general bylaw previously enacted by the Five Hills Regional Health Authority or its predecessor and shall become effective when adopted by the board and approved by the Minister of Health for the Province of Saskatchewan.

ADOPTED by the Five Hills Regional Health Authority the 22nd day of December, 2010.

Velma Geddes
Chairperson

Cheryl Craig
Secretary

APPROVED by the Minister of Health the _____ day of _____, 2011.

Don McMorris
Minister of Health

(corporate seal)

APPENDIX A Code of Conduct and Ethics

In Saskatchewan, board members have legal obligations set out in *The Interpretation Act, 1995*. They are seen as fiduciaries to the corporation and thus are expected to demonstrate high standards of personal and professional conduct to maintain public confidence in their behaviours or actions. These standards include the need to avoid a conflict of interest.

A general responsibility of the members is to act in the best interest of their board. To discharge this general responsibility, it is suggested that the board have in place a code of conduct and ethics for all the members to follow.

For the purpose of this guide, the term “code of conduct and ethics” is used in a broad sense that addresses the following issues:

- standards of behaviour, including fiduciary responsibilities and duty of care;
- conflict of interest, including both material interest and representation group interest;
- the obligation to report to the board any breach of the code of conduct and ethics, or any illegal or unethical behaviour;
- the protection and proper use of the board’s assets and opportunities;
- confidentiality of information obtained through the member’s role; and
- compliance with legislation and regulations.

Fiduciary Responsibilities and Duty of Care

Best practices in members’ code of conduct and actual experiences of the board indicate that the following are common elements regarding members’ standard behaviour:

- members owe a fiduciary duty as well as a duty of care to the board;
- a fiduciary duty requires members to be loyal and to act honestly, in good faith and in the best interests of the board;
- members are bound by their fiduciary duty to the board to maintain the confidentiality of information received by them in their capacity as members;
- information that is confidential, proprietary to the board must not be divulged to anyone other than persons who are authorized to receive the information;
- the duty of care to the board requires that members exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances; and
- members are responsible to ensure that systems are in place to provide members with the information they need to make informed decisions, and that board decisions are sound and made pursuant to proper procedures.

Conflict of Interest

The term “conflict of interest” includes both material interest and representation group interest. A conflict of material interest usually exists for members who use their positions on the board to benefit themselves, their related persons (such as families or relatives), or their friends. A conflict of representation group interest often exists when members act for their representation or interest group even though such action conflicts with their duties to the board as a whole.

Legislation provides that no member of the board shall directly or indirectly receive any profit or personal financial benefit from the position of member other than the remuneration and reimbursement for expenses that is authorized pursuant to the Act.

Even if no actual conflict of interest exists, board members need to be aware of the perception of such a conflict. The suggestion of any conflict of interest could generate an appearance of interfering with the board’s ability to making judgments in the best interest of the organization.

There are several situations that could give rise to a conflict of interest in the board context. The following are examples of the type of conduct and situations that can lead to a conflict of interest:

- influencing the board to lease equipment from a business owned by the member’s family;
- influencing the board to allocate funds to an affiliate or hospital where the member’s family or relative works or is involved;
- influencing the board to make all its travel arrangements through a travel agency owned by a family member or relative of the member; and
- influencing or participating in a decision of the board that will directly or indirectly result in the member’s own financial gain.

Common actions that help to avoid a conflict of interest are as follows:

- board members must act in accordance with *The Interpretation Act, 1995*, and *The Regional Health Services Act* and avoid any conflict of material interest, or the appearance of a conflict, by placing the interests of the board ahead of their own personal interests, or the interests of their associates (as defined in *The Interpretation Act, 1995*) and related persons; and
- although members may be appointed to the board as a representative of an interest group or region, they should hold the same duties to the board even when those duties conflict with the wishes of the interest group or region.

Disclosure

Full disclosure enables members to resolve unclear situations and gives an opportunity to dispose of conflicting interests before any difficulty can arise. With respect to disclosure, the following principles should be followed:

- a member should, immediately upon becoming aware of a potential conflict of interest situation, disclose the conflict (preferably in writing) to the chairperson; (This requirement exists even if the member does not become aware of the conflict until after a transaction is complete).
- if a member is in doubt whether a situation involves a conflict, the member should immediately seek the advice of the chairperson;
- if appropriate, the board may wish to seek advice from their legal counsel;
- unless a member is otherwise directed, a member should immediately take steps to resolve the conflict or remove the suspicion that it exists;
- if a member is concerned that another member is in a conflict of interest situation, the member should immediately bring his or her concern to the other member's attention and request that the conflict be declared. If the other member refuses to declare the conflict, the member should immediately bring his or her concern to the attention of the chairperson. If there is a concern with the chairperson, the issue should be referred to the Governance/Nomination Committee or equivalent committee that deals with governance issues;
- a member should disclose the nature and extent of any conflict at the first meeting of the board after which the facts leading to the conflict have come to that member's attention. After disclosing the conflict, the member:
 - should not take part in the discussion of the matter or vote on any questions in respect of the matter (although the member may be counted in the quorum present at the meeting);
 - if the meeting is open to the public, may remain in the room, but shall not take part in that portion of the meeting during which the matter giving rise to the conflict is under discussion, and shall leave the room prior to any vote on the matter giving rise to the conflict;
 - should, if the meeting is not open to the public, immediately leave the meeting and not return until all discussion and voting with respect to the matter giving rise to the conflict is completed; and
 - should not attempt, in any way or at any time, to influence the discussion or the voting of the board on any question relating to the matter giving rise to the conflict.

Outside Business Interests

With respect to outside business interests, the following principles should be followed:

- members should declare possible conflicting outside business activities at the time of appointment. Notwithstanding any outside activities, members are required to act in the best interest of the board;
- no member should hold a significant financial interest, either directly or through a relative or associate, or hold or accept a position as an officer or member in an organization having a material relationship with the board, where by virtue of his or her position in the corporation, the member could in any way benefit the other organization by influencing the purchasing, selling or other decisions of the board, unless that interest has been fully disclosed in writing to the board;
- a “significant financial interest” in this context is any interest substantial enough that decisions of the board could result in a personal gain for the member;
- these restrictions apply equally to interests in companies that may compete with the board in all of its areas of activity; and
- members who have been selected to the board as a representative of a stakeholder group or area of the health region or Saskatchewan owe the same duties and loyalty to the board and when their duties conflict with the wishes of the stakeholder or residents of the area of the health region and Saskatchewan, their primary duty remains to act in the best interests of the board.

Confidential Information

With respect to confidential information, the following principles should be followed:

- confidential information includes proprietary technical, business, financial, legal, or any other information, which the board treats as confidential;
- members should not, either during or following the termination of an appointment, disclose such information to any outside person unless authorized;
- similarly, members should never disclose or use confidential information gained by virtue of their association with the board for personal gain, or to benefit friends, relatives or associates; and
- if in doubt about what is considered confidential, a member should seek guidance from the chairperson or the chief executive officer.

Outside Employment or Association

With respect to outside employment or association, the following principle should be followed:

- a member who accepts a position with any organization that could lead to a conflict of interest or situation prejudicial to the board interests, should discuss the implications of accepting such a position with the chairperson recognizing that acceptance of such a position might require the member’s resignation from the board.

Entertainment, Gifts and Favours

With respect to entertainment, gifts and favours, the following principle should be followed:

- it is essential to fair business practices that all those who associate with the board, as suppliers, contractors or members, have access to the board on equal terms;
- members and members of their immediate families should not accept entertainment, gifts or favours that create or appear to create a favoured position for doing business with the board;
- any firm offering entertainment, gifts or favours as inducement should be asked to cease;
- similarly, no member should offer or solicit gifts or favours in order to secure preferential treatment for him or herself, or the board;
- gifts and entertainment should only be accepted or offered by a member in the normal exchanges common to established business relationships for the board;
- an exchange of such gifts should create no sense of obligation on the part of the member;
- inappropriate gifts received by a member should be returned to the donor; and
- full and immediate disclosure to the chairperson of borderline cases will always be taken as good-faith compliance with these standards.

Responsibility

With respect to responsibility, the following principle should be followed:

- the board should behave, and be perceived, as an ethical board;
- each member should adhere to the minimum standards described herein and in the board's code of conduct, and to the standards set out in applicable policies, guidelines or legislation;
- integrity, honesty, and trust are essential elements of the board's success. Any member who knows or suspects a breach of the board's code of conduct and ethics has a responsibility to report it to the chairperson; and
- to demonstrate determination and commitment, each member should review and declare compliance with the board's code of conduct and ethics annually.

Breach

A member found to have breached his/her duty by violating the minimum standards set out in this document may be liable to censure or a recommendation for dismissal to the Minister of Health.

Where to Seek Clarification

Normally, the chairperson is responsible for providing guidance on any item concerning standards of ethical behaviour.

Ethical Guidelines

The ethical guidelines discussed below help to prevent members from getting into a conflict of interest. In fulfilling their duties and obligations as board members, they should adhere to the following guidelines:

- members should act at all times in full compliance with all applicable legislation and regulations;
- a member should not use his/her position with the board to pursue or advance the member's personal interests, the interests of his/her family member or relatives, the member's associate, corporation/corporation, union or partnership, or the interests of a person to whom the member owes an obligation;
- a member should not directly or indirectly benefit from a transaction with the board over which a member can influence decisions made by the board;
- every member should avoid any situation in which there is, or may appear to be, potential conflict which could interfere with the member's judgment in making decisions in the board's best interest;
- after members cease to serve on an board, they must refrain from taking improper advantage of their previous membership;
- every board should have a policy governing the circumstances in which a member is authorized to speak publicly, where such public comment could be perceived as an official act or representation of the board; and
- unless the policy states otherwise, the chairperson should act as the spokesperson for the board. Members should not speak publicly where their comments are likely to bring the board into disrepute or adversely affect its services/programs/activities.