SASKATCHEWAN HEALTH AUTHORITY

INITIAL GENERAL BYLAWS

November 2017
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GENERAL BYLAWS

PART I

Title
1 These are the General Bylaws (Bylaws) for the Saskatchewan Health Authority

Definitions
2 In these Bylaws, the following definitions apply:

(a) “Act” means The Provincial Health Authority Act;

(b) “board” means the members of the board of the corporation appointed pursuant to the Act;

(c) “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, activities, programs and services provided by the corporation

(d) “corporation” means the Saskatchewan Health Authority

(e) “directive” means a written directive of the Minister made pursuant to the Act

(f) “integrated service area” means those areas established to permit the efficient, effective and timely delivery and management of health services, consistent with and reflecting any organizational structure established pursuant to the Act;

(g) “member” when used in relation to the board, means a member of the board appointed in accordance with the Act and includes non-voting members appointed by the Minister;

(h) “Minister” means the member of the Executive Council to whom the administration of the Act is assigned;

(i) “officer” means the chair, vice chair, president, secretary or such other corporation officers as may be appointed by the board

(j) “policies and procedures” means those policies, procedures, rules and other directions that have been enacted by the board or by a designate of the board with the authority to enact policies and procedures on behalf of the board;
(k) "regulations" mean the regulations made by the Lieutenant Governor in Council pursuant to the Act;

(l) 'voting member' means a member appointed in accordance with the Act by the Lieutenant Governor in Council.

Interpretation
3(1) In these Bylaws, unless the context otherwise requires, words or phrases defined in the Act, and used in these Bylaws shall have the meaning provided for in the Act.

(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 or the feminine gender, as the case may be, and vice versa, and references to person(s) shall include firms, health care organizations and other entities.

Priority and Conflict
4(1) These Bylaws are enacted in accordance with the Act and are subordinate to and not intended to conflict or be inconsistent with any requirements of the Act or the regulations.

(2) If there is any conflict or inconsistency in these bylaws with:
   (a) the Act, regulations or any legislation:
      (i) the requirements of the bylaws will be interpreted to the extent reasonably possible to eliminate the conflict or inconsistency; and
      (ii) if it is not possible to interpret the bylaws to remove the conflict or inconsistency, the Act, regulations or other legislation will prevail and that portion of the bylaw will be considered to be of no force and effect.
   (b) any policies or procedures, including the Board Governance Charter, the provisions of the bylaws will prevail.

PART II. Organization of the Board

Responsibilities and Powers of the Board

5(1) The board is responsible for:
   (a) administering the affairs and conducting the business of the corporation;
   (b) ensuring the corporation meets its objects and purposes as set out in the Act.
(2) In conducting the business and affairs of the corporation, the board shall have all the powers prescribed in the Act, the regulations and any other applicable legislation.

(3) The board is responsible, subject to applicable legislation, for the following:

(a) establish and review on a regular basis the mission, objectives, values and strategic plan of the corporation in relation to the provision, within available resources, of appropriate programs and services in order to meet the needs of the residents of Saskatchewan;

(b) establish, on an annual basis, the directions, key expectations and performance measures to ensure the effective and efficient governance of the corporation;

(c) establish procedures for monitoring compliance of the corporation with the requirements of the Act, regulations, and any other applicable legislation or directives applicable to the corporation;

(d) establish the selection process for the engagement of a chief executive officer and to recommend the chief executive officer for approval or appointment in accordance with the process set out in the Act;

(e) all aspects of management of the chief executive officer including annual performance evaluation, setting goals and objectives, compensation levels, discipline and discharge;

(f) except where limited by the Act or regulations, delegate responsibility and related authority for the management and operation of the corporation to any committees, councils, the chief executive officer or other senior executive officials and require accountability to the board;

(g) as required by the bylaws, making appointments to the practitioner staff, determining privileges to be provided to those appointed and any amendments, suspensions or revocations of appointments or privileges;

(h) ensure mechanisms and policies are in place to provide a high quality and encompassing range of health care services for patients in Saskatchewan;

(i) ensure that quality assurance, risk management and utilization review methods are established for the regular evaluation of the quality of care provided to patients in Saskatchewan by the corporation, and that all services provided by the corporation or its contracted health care organizations are regularly evaluated in relation to generally accepted standards and require accountability on a regular basis;

(j) approve the annual budget for the corporation;

(k) evaluate its own performance in relation to its responsibilities and periodically review and revise its policies and procedures, processes and structures as appropriate;
(l) work collaboratively with other health care organizations and institutions in meeting the health care needs of the residents in Saskatchewan; and

(m) ensure appropriate succession plans exist for both management and practitioner staff members.

**Responsibilities of Board Members**

6(1) Members shall be appointed 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;

   (b) exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances; and,

   (c) comply with:
      i. the Act and the regulations and any other applicable legislation;
      ii. the Code of Conduct outlined in Appendix A as well as any additional criteria that may be set out in board policies and procedures; and
      iii. any other applicable board policies that may be established.

(3) A member shall advise the board at the first available opportunity if the member, for any reason, no longer meets any requirement to hold office under the Act or regulations.

(4) A member may resign his position on the board by submitting a letter of resignation to the Minister.

**Responsibilities of the Board Chairperson and Vice-Chairperson**

7(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) setting board meeting schedules, work plans and agendas in consultation with the chief executive officer and the secretary;

   (c) monitoring meeting attendance;

   (d) recommending the chairperson and membership of individual committees, and working with committee chairperson to coordinate committee work plans and meeting schedules;
(e) calling for votes to confirm consensus decisions or to decide issues;

(f) ensuring the corporate approach to board governance and effective board performance;

(g) managing conflicts of interest should they arise;

(h) building and maintaining a sound working relationship with the Minister of Health and other government representatives;

(i) reporting regularly to the board issues that are relevant to their governance responsibilities; and

(j) serving as the board’s spokesperson or delegates as appropriate.

(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 the members to act as the chairperson, and that member may exercise all the powers and must perform all the duties of the chairperson.

**Chief Executive Officer**

8(1) The chief executive officer of the corporation is responsible, in accordance with the directions of the board, for the general management and conduct of the affairs of the corporation.

(2) The first chief executive officer of the corporation will be appointed by the Lieutenant Governor in Council in accordance with the Act.

(3) Subject to the approval of the Lieutenant Governor in Council, the board shall be responsible for the selection and appointment of subsequent chief executive officers of the corporation.

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

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

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

**Appointment and Responsibilities of the Board Secretary**

9 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 that 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

10 (1) The Board shall hold a minimum of 4 regular meetings in any fiscal year.

(2) Regular meetings of the board shall be held at such intervals, times, places and means, as the board may think fit. Members may participate in a meeting by way of conference call or video conference or such other method as may be approved by the board. Notices of the time and place of a regular meeting must be made publicly available at least one week prior to the meeting in accordance with board policies and procedures.

(3) 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 5 days prior to the meeting.

(4) Notice to members of a regular board meeting shall not be necessary where:

(a) all the members are present and approve of the transaction of business considered at the meeting; or

(b) all the members 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.

Special Meetings of the Board

11(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 shall call a special meeting of the board on written request from any 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, business to be conducted, 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.

(4) The secretary or another official directed by the secretary shall, where reasonably practicable,
make publicly available a notice of the time and place of the special meeting in accordance with
board policies and procedures unless, in the opinion of the chairperson, the business to be
conducted is permitted by the Act to be held in private.

(5) At a special meeting of the board no business other than the business identified in the notice
may be conducted except where all members of the board are present and unanimously agree that
business other than the special business included in the agenda for such meeting may be
discussed and transacted.

**Conduct of Meetings**

12 (1) Except where permitted by the Act, meetings of the board must be held in public.

(2) When a majority of the members present are of the opinion that it is in the public interest to
hold a discussion of the whole or part of the board on any subject in private as permitted by the
Act, the board may, by resolution, move the meeting to a private session and exclude any person
or persons from the discussion. The board has no power during such a discussion to pass any
motion or resolution except a resolution to revert back to a public meeting.

(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 and present at any meeting of the board or part thereof as necessary.

(5) No business shall be transacted at a meeting of the board unless a quorum of the board is
present. A majority of the members of the board that are voting members constitutes a quorum.

(6) At the commencement of any business meeting of the board or its committees or councils, a
member shall declare a conflict of interest where one is believed to exist. The member shall
disclose the circumstances of the conflict to the other members, and where it is found that a
conflict exists, the affected member shall not participate in any discussion, decision-making, or
voting, and shall be excused from the meeting until the discussion, decision-making, and voting,
if any, on the matter are concluded.

(7) If a member is temporarily absent from a meeting when a matter is introduced in which he or
she has or may have a conflict of interest, the member shall, immediately on return to the
meeting, or as soon thereafter as the member becomes aware that the matter has been considered,
disclose the general nature of his or her interest in the matter.

(8) All decisions of the board, including motions and resolutions duly moved, shall be by
majority vote of the voting members in attendance.
(9) Each voting member shall have one vote. Non-voting members are not entitled to vote at board meetings.

(10) There shall be no voting by proxy.

(11) All votes at any meeting of the board shall be taken by a show of hands unless any member present requests a ballot.

(12) Minutes shall be taken of each board meeting. Matters discussed in private may be excluded from the minutes required to be made public by the Act.

Rules of Order

14(1) 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 in accordance with Bourinot's Rules of Order, or such amendment to those rules or other rules as the board may, from time to time, adopt.

Part IV. Board Committees

Establishment, Membership and Responsibilities of Board Committees

15(1) The board may establish such committees as required to advise the board, including without limitation, committees to address:

(a) matters of corporate finance, audit and risk;
(b) matters of policy and governance;
(c) matters of quality assurance and safety;
(d) matters dealing with the practitioner staff; and/or
(e) matters of corporate human resources.

(2) The general terms of reference, duties and composition of each committee shall be as set out in these bylaws, the specific bylaws which set up the committee or as recorded in the resolution to create the committee. Further detail regarding the responsibilities of committees will be set out in the applicable bylaws, board policies and procedures.

(3) The board will:

(a) determine the membership of each committee, including whether a person appointed to a committee will have voting privileges; and

(b) except where otherwise specified in the applicable bylaws or resolution which creates the committee, appoint a chairperson and vice chairperson for the committee.

(4) The chairperson of each committee shall submit the minutes, reports, and any recommendations of the committee as set out in board policies and procedures or as otherwise directed by the board, and, at the request of the board, be present to discuss all or part of any minutes, reports or recommendations of the standing or ad hoc committee.
Procedures for Board Committee Meetings

16(1) This section applies to all committees of the board except where the matters addressed in this section are also addressed in the specific bylaw or resolution which sets up the committee, and in such an event, the provisions of the applicable bylaw or resolution will apply.

(2) Except as otherwise provided in these bylaws, only members of a committee of the board and the appointed secretary of the committee may attend meetings of such committees.

(3) The chairperson of the board may attend any committee meeting.

(4) With the prior approval of the chairperson of the board, committees may contractually engage external resources such as consulting advice and legal counsel.

(5) Only the members of a committee with voting privileges may vote on any matter that is brought to the committee.

(6) A committee may approve that individuals other than those appointed to the committee such as legal counsel, presenters and staff be permitted to attend the meeting, but may be asked to leave the meeting before a vote is taken.

(7) Meetings of committees of the board shall be held at the call of the chairperson of the committee or at the request of a majority of the members of the committee.

(8) A quorum for any meeting of a committee of the board shall be a majority of the members of the committee entitled to vote.

(9) Where a vote is taken on any matter of business arising at any meeting of a committee of the board:
   (a) votes shall be taken by a show of hands, but may be taken by written ballot if requested by any member who is entitled to vote at the committee; and
   (b) the matter shall be decided by a majority of votes.

(10) Minutes shall be recorded for all meetings of a committee of the board.

PART V. General Procedures

Documents and Financial Matters

17(1) The board may, from time to time, by general resolution, specific resolution or through delegation or policy, 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 accounts to be kept of the sums of money received and disbursed by the corporation, the matters in respect of which said receipts and disbursements take place, all
sales and purchases by the corporation, any assets and liabilities of the corporation, and all other transactions affecting the financial position of the corporation.

(3) The books and accounts shall be kept at the head office of the corporation and/or at such other places as the board may permit.

(4) The board shall appoint an auditor who shall conduct an audit of the financial statements of the corporation 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 corporation's financial statements shall be received and approved by the board.

Confidentiality

18(1) Each member, employee or other agent of the corporation shall maintain the confidentiality of the following information maintained by the corporation and/or brought to the board, or any of its committees:
   (a) all sensitive corporate information which includes proprietary technical, business, financial, legal, or any other information of the corporation or third parties which the corporation treats as confidential;
   (b) all personal information or personal health information
      (in this section collectively called “confidential information”)

(2) No confidential information of the corporation shall be divulged by a member, officer or employee except where:
   (a) in situations where the confidential information is governed by law, such is authorized by law and permitted by the board or corporate policies
   (b) in situations where the confidential information is not governed by law, such is permitted by the board or corporate policies.

Corporate Seal

19 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.

Indemnity

20 The corporation’s directors and officers and former directors and officers may be indemnified for their actions by the corporation in accordance with section 16 of The Interpretation Act, 1995.

Insurance

21 The board shall purchase and maintain such insurance for the benefit of its members, officers and employees as it may consider necessary and advisable.
PART VI. Associations of the Board

Voluntary Associations
22(1) The board may co-operate with or sponsor the formation of a voluntary association(s), including fundraising foundations 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 residents of Saskatchewan.

PART VII. Amendments

Amendments
23(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 two thirds of the board members.

(3) Any amendment to these bylaws will be provided to the Minister for approval. No bylaw or amendment will be effective until approved by the Minister.

Revocation of Previous Bylaws
24(1) These bylaws of the Saskatchewan Health Authority revoke, supersede and replace:
   (a) the General Bylaws of any regional health authority; and
   (b) any other bylaw of a regional health authority that deals with the same subject matter which is addressed in these bylaws.

Effective Date
These bylaws shall become effective on the date that section 6-1 of The Provincial Health Authority Act is proclaimed in force.

These are the initial bylaws of the Saskatchewan Health Authority set by the Minister of Health the 27th day of November, 2017

Jim Reiter
Minister of Health
APPENDIX A
Code of Conduct

Responsibility
A general responsibility of the members is to act in the best interest of the corporation. To help
to discharge this general responsibility, a Code of Conduct has been established for board
members to follow. Further details of the requirements to be met by members of the board may
be found in the Saskatchewan Health Authority (SHA) Governance Charter.

The following principles guide the conduct of board members:
- the board will behave, and be perceived, as an ethical board;
- each member will adhere to the minimum standards described herein and to the standards
  set out in legislation, regulations, SHA bylaws and the SHA Governance Charter; and
- integrity, honesty, and trust are essential elements of the board’s success.

The Code of Conduct addresses the following issues:
- generally expected standards of behaviour, including fiduciary responsibilities and duty of
care and the protection and proper use of the corporation’s assets and opportunities;
- avoiding conflicts of interest and outlining requirements to declare outside business
  interests and disclose potential conflict situations when such become known;
- the acceptance of gifts and benefits; and
- the obligation to report any breach of the code of conduct or any illegal or unethical
  behaviour.

Standards of Behavior - Fiduciary Responsibilities, and Duty of Care

The following are common elements regarding members’ standard behaviour:
- members must comply with and fulfil the duties imposed upon them by The Interpretation
  Act, 1995 and The Provincial Health Authority Act.
- members owe a fiduciary duty as well as a duty of care to the corporation:
  - a fiduciary duty requires members to be loyal and to act honestly, in good faith
    and in the best interests of the corporation;
  - the duty of care to the corporation requires that members exercise the care,
    diligence and skill that a reasonably prudent person would exercise in comparable
    circumstances;
- members are to maintain the privacy and confidentiality of information received in their
  capacity as members and to not divulge that to anyone other than persons who are
  authorized to receive the information; and
- members are responsible to ensure that processes 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 established procedures.

Unless the board or its policy provides otherwise, the Chairperson will act as the spokesperson
for the board. Members will not speak publicly where their comments are likely to bring the
corporation into disrepute or adversely affect its services/programs/activities. The board will
adopt policy governing the circumstances in which a member may be authorized to speak publicly, where such public comment could be perceived as an official act or representation of the board.

Conflict of Interest
Members of the board have fiduciary duties to the corporation and 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 including situations which could be reasonably perceived to create a conflict of interest.

Members of the board have legal obligations set out in The Interpretation Act, 1995 to avoid, identify and report conflicts of interest that may arise with respect to themselves or their associates. Nothing in this Code or in the SHA Charter, policies or procedures, impacts or reduces a member’s obligation to comply with the requirements as set out in sections 16 and 17 of The Interpretation Act, 1995.

A conflict of interest exists when a matter before the board may result in a personal benefit for a member or a person related to the member (such as relatives, or corporations in which a member has a share interest of than 10% of the shares or hold a key position). Even if no actual conflict of interest exists, board members need to be aware of the perception of such a conflict where a matter may involve a close friend, former colleague or some other situation which may put into question a member’s allegiance to acting in the best interest of the corporation. Such situations can compromise public confidence in the board.

In fulfilling their duties and obligations, board members will adhere to the following:
- members shall not, directly or indirectly, receive any profit or personal financial benefit from the position of member other than the remuneration and reimbursement for expenses that they are authorized to receive for their duties pursuant to the Act;
- members will avoid conflicts of interest, or the appearance of a conflict, which could interfere with the member’s judgment in making decisions in the corporation’s best interest, and will place the interests of the corporation ahead of their own personal interests, or the interests of their associates and related persons;
- members will take steps to avoid outside business activities or interests which could conflict with their duties to the corporation;
- a member will 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; and,
- members will not take advantage of or use confidential information they learn about in the course of carrying out their duties for personal benefit or profit or to advance the interests of others mentioned above.

Disclosure of Conflicts of Interest
Full disclosure provides members an opportunity to resolve unclear situations and provides an opportunity to dispose of conflicting interests before any difficulty can arise. With respect to disclosure, the following will be followed:
members will, in accordance with the SHA Governance Charter, declare possible conflicting outside business activities, including:
  o any contractual relationships the member or an associate of the member within the meaning of The Interpretation Act, 1995 has with the corporation or which may compete with the corporation in the corporation’s business;
  o financial interests which are held by the member or by a member’s associate; and,
  o any positions which are held by the member or a member’s associate within another organization that has possible interaction with the corporation;

a member must, immediately upon becoming aware of a potential conflict of interest situation, disclose the conflict to the Chairperson. Where the Chairperson has the potential conflict, the chair shall disclose to the Vice Chairperson. If a member is in doubt whether a situation involves a conflict, the member will immediately seek the advice of the Chairperson/Vice 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 concerned that another member is in a conflict of interest situation, the member will 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 will immediately bring his or her concern to the attention of the Chairperson. If the situation is concerning to the Chairperson, the issue will be referred to the Governance Committee or equivalent committee that deals with governance issues; and,

a member will 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:
  o if the meeting is a public meeting 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;
  o will, if the meeting is not open to the public, immediately leave the meeting and not return until all discussion is completed; and
  o will 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.

Gifts and Benefits
Members and their immediate family members are not to not accept gifts, hospitality, or other benefits in exchange for or as a condition or inducement of the exercise of their duties or responsibilities with the corporation.

Members may accept gifts, hospitality or other benefits associated with their official duties and responsibilities if such:
  • are within the bounds of propriety, a normal expression of courtesy or within the normal standards of hospitality;
  • would not raise questions about the member’s objectivity and impartiality; and
  • would not be reasonably perceived to compromise the integrity of the member or the corporation.
In the event an improper gift or benefit is received, it should be returned to the person offering it as soon as practicable. If there is no opportunity to return an improper gift or benefit, or where the return may be perceived as offensive for any reason, the gift or benefit must, as soon as practicable, be disclosed and turned over to the corporation.

**Annual Attestation**

Annually each member will review and affirm in writing his or her commitment and compliance with this Code of Conduct.

**Where to Seek Clarification**

Normally, the Chairperson of the Policy and Governance Committee Chairperson is responsible for providing guidance on any item concerning Code of Conduct. Advice can also be obtained from legal counsel.

**Breach**

Any member who knows or suspects a breach of the board’s Code of Conduct has a responsibility to report it to the Chairperson. 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.