



## **GOVERNANCE CHARTER**

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## Introduction

The Saskatchewan Health Authority (“Saskatchewan Health Authority” or “Board”) is responsible for the planning, organization, delivery and evaluation of health services it provides within the province of Saskatchewan. The Board derives its authority and responsibility from *The Provincial Health Authority Act (“the Act”)*, *The Provincial Health Authority Administration Regulations (“the Regulations”)* and any other applicable legislation.

Building on *the* provincial document ‘*Minister of Health and Saskatchewan Health Authority Mandate Charter*’ (*under development*), the Saskatchewan Health Authority Governance Charter details the roles and responsibilities, functions and structures of the Saskatchewan Health Authority that are interlinked with the Ministry of Health Plan and the Saskatchewan Health Authority strategic plan.

The Board is accountable for overall management and control of the Saskatchewan Health Authority and is accountable to the Saskatchewan Minister of Health to achieve the provincial goals and objectives for health services.

The Saskatchewan Health Authority is responsible for health services as identified in *the Regulations*.<sup>1</sup>

The Saskatchewan Health Authority Governance Charter replaces all former Regional Health Authority Board governance policies and/or governance charters in effect prior to amalgamation. The Board shall review this Governance Charter every two years or as substantial changes arise.

## Governance Philosophy

The governance philosophy of the Board provides the foundation for the Board’s work. Governance is the process whereby strategic goals are set, key relationships are maintained, assets of the organization are safeguarded and, within the Saskatchewan Health Authority, where we advocate and champion quality care in accordance with best practices, service excellence and national performance standards. Our governance philosophy is based on trust, respect, public accountability, transparency, participation and integrity.

The Saskatchewan Health Authority governance philosophy is guided by the following governance principles:

- The Board provides strategic leadership.
- The Board adheres to the highest ethical and legal standards in the conduct of Board business.
- The Board makes decisions on the best available evidence.
- The Board’s approach to governance is open; open to information that will enable the Board’s work.
- Members are to act in the best interests of the Board as a whole.
- The relationship between the Board and the Chief Executive Officer is based upon trust, collaboration and a clear understanding of roles and responsibilities of the Board and the Chief Executive Officer.

The Board is committed to overseeing ongoing improvements to healthcare recognizing the diverse nature of our province. We are responsive to the expectations of the public (accountability). We are open and transparent regarding the decisions we make (transparency).

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<sup>1</sup> *The Regulations*, s. 2(4)

Each voting member of the Board is required to actively participate in the decision making process and to work towards obtaining consensus (participation). Above all, patients, residents, clients and families are at the center of service and the Board's governance philosophy.

Board members monitor activity and focus on stewardship of assets (fiduciary role). Board members and Senior Leadership work together to develop priorities and strategies; there is openness to addressing big picture questions (strategic role). Board members provide a source of leadership through a strong committee structure that focuses on oversight of the organization.

Board members engage in constructive dialogue that explores all sides of the situation as they relate to our mission, vision, values and strategic directions.

Governance at the Saskatchewan Health Authority also takes place via a network of inter-related activities through which the management, staff, affiliates and community participants articulate their interests and influence the decision making process.

The Board recognizes the paramount importance of quality healthcare to every patient, resident and client in the province. Our highest priority is to make available the best culturally responsive and equitably accessible healthcare possible, in a manner consistent with the strategic directions of the Ministry of Health. The Board will continue to streamline and review its governance role with this priority in mind.

## **Our Composition<sup>2</sup>**

Board members form the governing body of the Saskatchewan Health Authority. The Board consists of not more than ten (10) members. The minister may appoint additional persons to be non-voting members. Members of the Board, including the Chairperson, Vice-Chairperson and non-voting members serve at the pleasure of the Lieutenant Governor in Council.

## **Term Lengths and Limits<sup>3</sup>**

Board members hold office at pleasure for a term not exceeding three (3) years and until a successor is appointed; members are eligible for reappointment. In accordance with *the Act and Regulations*, the Lieutenant Governor in Council formally appoints members of the Board, the Chairperson, and Vice-Chairperson through an Order-in-Council.

Board members must advise the Board at first available opportunity if the member no longer meets the requirement to hold office (see *the Regulations*, s. 4(2)).

## **Attendance Requirements<sup>4</sup>**

Board members attend meetings regularly and are adequately prepared to participate meaningfully in discussions. Members may participate in a meeting by way of conference call or video conference or other method as approved by the Board. A member may be disqualified from holding office if the member absents himself or herself from three or more consecutive meetings of the Saskatchewan Health Authority

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<sup>2</sup> *The Act*, s. 3-6(3) and s. 3-11(1)

<sup>3</sup> *The Act*, s.3-6(5), s.3-10, the *Regulations* 4(2) and the General Bylaws, s. 6(3)

<sup>4</sup> *The Act*, s. 3-10(b) and General Bylaws, s. 10(2)

without the authorization of the Board. The Board must report attendance matters to the Minister of Health.

## Roles and Responsibilities

The Board shall provide strategic direction and effective oversight of healthcare in Saskatchewan. The Board is responsible for administering the affairs and conducting the business of the Saskatchewan Health Authority and ensuring the Saskatchewan Health Authority meets its objectives and purposes.<sup>5</sup> The Board will govern in alignment with *the Act, the Regulations*, the Mandate Charter, the General Bylaws, the Practitioner Staff Bylaws, current Accreditation Canada governance standards and any other direction provided by the Minister of Health.

The Board is responsible for the planning, organization, delivery and evaluation of the health services the Saskatchewan Health Authority provides. Our key responsibilities are to<sup>6</sup>:

- assess the health needs of the residents of Saskatchewan;
- prepare and regularly update an operational plan for the provision of health services;
- provide the health services that the Saskatchewan Minister of Health has determined that it is to provide;
- coordinate the health services it provides with those provided by others;
- evaluate the health services provided;
- promote and encourage health and wellness;
- assist the Saskatchewan Minister of Health in the development of and implementation of health policies and standards, health-information systems, human-resource plans for the health care system and other provincial health-system initiatives;
- meet any standards established by the Minister of Health respecting the quality of health services that it is to provide;
- comply with any directions, policies or guidelines issued or established by the Minister of Health with respect to the health services it is to provide and the administration of those health services;
- implement any health services plans and any other plans required by the Minister of Health;
- provide any reports that the Minister of Health may require; and
- undertake any other activities that the Minister of Health may direct.

The Board fulfills its responsibilities by<sup>7</sup>:

- providing strategic direction and leadership including setting culture and tone;
- establishing the vision, mission and values consistent with the strategic direction provided by the province;
- assessing the health needs of the residents of Saskatchewan and working with stakeholders;
- establishing the directions, key expectations and performance measures;
- developing and regularly updating the health plan for the provision of health services (including a contingency plan(s));<sup>8</sup>
- allocation of resources (includes assessment of risks and benefits and evaluates impact on quality, safety and patient, resident, or client experience)<sup>9</sup>;

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<sup>5</sup> General Bylaws, s. 5(1)

<sup>6</sup> *The Act*, s. 4-1(2)

<sup>7</sup> The Ministry of Health Mandate Charter, 2017 (*under development*)

<sup>8</sup> Accreditation Canada, Governance Standard, s. 9.8

<sup>9</sup> Accreditation Canada, Governance Standard, s. 9.6 and 9.7

- providing, coordinating, monitoring and evaluating the health services it provides;
- establishing policies and procedures;
- hiring and evaluating the Chief Executive Officer;
- promoting and encouraging health and wellness;
- complying with Ministry of Health directions, policies and guidelines;
- meeting established standards and reporting as required;
- undertaking any activities that the Minister may direct; and
- evaluating Board effectiveness.

The Board shall appoint a secretary (“Board Coordinator”) pursuant to the General Bylaws.<sup>10</sup>

The Board is responsible to administer the practitioner staff bylaws.<sup>11</sup>

The Saskatchewan Health Authority has a unique relationship with practitioner staff and oversees practitioner staff relations. The Board grants practitioner staff privileges in healthcare facilities but does not employ all practitioner staff. Practitioner Associations are also a critical part of our relationship with practitioner staff.

**Roles and Responsibilities identified in Practitioner Staff Bylaws will be added at a later date.**

### **Code of Conduct<sup>12</sup>**

A Code of Conduct, as established by the General Bylaws, governs the conduct of Board members, individually and collectively. Board members demonstrate determination and commitment; annually each Board member signs a statement acknowledging his or her commitment to and compliance with the Code of Conduct (see [Appendix A](#)).

Board members are required to abide by *The Health Information Protection Act* and *The Local Authority Freedom of Information and Protection of Privacy Act*. All Board members enter into a privacy and confidentiality agreement and are subject to the General Bylaws<sup>13</sup> and Saskatchewan Health Authority’s policy on Privacy and Confidentiality.

### **Decision Making<sup>14</sup>**

The Board makes decisions that are consistent with the vision, mission and values of the Saskatchewan Health Authority and are aligned with a culture of patient and family centred care. The Board uses an ethics checklist for decision making (see [Appendix B](#), Ethics Checklist).

The Saskatchewan Health Authority shall have an ethics framework that is evidence-informed and based on stakeholder input (*under development*). The Board will approve, adopt and follow the ethics framework for the Saskatchewan Health Authority.

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<sup>10</sup> General Bylaws, s. 9

<sup>11</sup> Practitioner Staff Bylaws

<sup>12</sup> General Bylaws, Appendix A and Accreditation Canada, Governance Standard, s. 2.8

<sup>13</sup> General Bylaws, s. 18

<sup>14</sup> Accreditation Canada, Governance Standard, s. 1.3, 3.0 and 3.1

## Conflict of Interest<sup>15</sup>

Board members have legal obligations established by *The Interpretation Act*. Any member who has a direct or indirect interest in any matter before the Board, or any of its committees or who has an associate who has a direct or indirect interest in any matter before the Board or any of its committees, shall declare his or her interest and shall excuse himself/herself from the meeting until discussion and voting, if applicable, on the matter has been completed. Board members shall provide annual and on-going notice(s) of conflict of interest.

## Governance Processes<sup>16</sup>

See [Appendix C](#): Conflict of Interest

See [Appendix D](#): Gift Acceptance

## Strategic Framework

The Minister of Health is responsible for the strategic direction of the health care system in Saskatchewan. This strategic framework is established in *The Act* (Part II). The Board specifies and guides the overall direction of the Saskatchewan Health Authority, regarding:

### Strategic Planning

The Board establishes the mission, vision and values<sup>17</sup> consistent with the strategic direction provided by the province.

The Board determines health service strategic priorities and internal direction taking into account the opportunities and risks facing the province. The Saskatchewan Health Authority's Strategic Plan highlights the Ministry of Health strategic direction and priorities which include:

- Better Health: Improve population health through health promotion, protection and disease prevention and collaborating with communities and different government organizations to close the health disparity gap.
- Better Care: In partnership with patients and families, improve the individual's experience, achieve timely access and continuously improve healthcare safety.
- Better Teams: Build safe, supportive and quality workplaces that support patient and family-centred care and collaborative practices and develop a highly skilled, professional and diverse workforce that has a sufficient number and mix of service providers.
- Better Value: Achieve best value for money, improve transparency and accountability, and strategically invest in facilities, equipment and information infrastructure.

### Fiscal Management and Reporting

- Ensure that key financial objectives and indicators are developed for Board's approval and in line with the strategic plan and the Ministry of Health Plan.
- Monitor performance against the financial objectives.
- Maintain a high level of risk management.

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<sup>15</sup> *The Interpretation Act*, s. 16 and 17 and the General Bylaws, Appendix A, Code of Conduct

<sup>16</sup> Accreditation Canada, Governance Standards, s.5.5

<sup>17</sup> Accreditation Canada, Governance Standards, s.4.0 and 5.0

### **Relationships**

- Establish mechanisms for collaboration with health system stakeholders and partners.
- Ensure that the importance of community engagement is reinforced through Community Advisory Networks.

### **Quality Management**

- Ensure quality goals and performance indicators are in place.
- Ensure that exemplary public service is provided.

### **Monitoring, Evaluation and Reporting**

- Monitor indicators of clinical outcomes and quality of services.
- Periodically evaluate strategy programs and services through management's reporting regarding progress towards goals related to programs and services.
- Report on the Saskatchewan Health Authority performance in addressing the health needs in the strategic priority areas.

### **Management and Performance**

- Employ the Chief Executive Officer and monitor his or her performance.
- Approve compensation for the Chief Executive Officer.
- Review and monitor succession planning.
- Support a quality workplace and high performing work team.
- Ensure that a safe working environment is created for staff and practitioners.

In addition to the Strategic Plan, the Board has an operational plan that specifies the overall direction of our organization.

## **Performance**

The Board will specify and monitor performance indicators set out in the Ministry of Health Plan which will target results to assure the organization is fulfilling its mission and values. The Board clearly communicates and evaluates the strategic priorities and performance indicators of the organization.

The Board shall ensure that the Saskatchewan Health Authority is meeting the desired outcomes and established targets related to performance indicators. The Board will do this by setting regular intervals throughout the year in which the Chief Executive Officer will report on performance related to the indicators.

The Board is accountable for monitoring variances related to the indicators and ensuring that the province has developed measures to improve and enhance the performance of the province.

The key responsibilities of our individual members regarding performance monitoring include:

- Being diligent and adhering to the Saskatchewan Health Authority's mission, vision and values;
- Owing a fiduciary duty and duty of care to the organization. Members exercise care, diligence and skill that a reasonably prudent person would exercise in similar circumstances;
- Representing the interest of Saskatchewan and the people it serves rather than the specific interest of any individual, constituency, association or organization; and
- Keeping informed about matters relating to the organization, the community served and other health care services provided in Saskatchewan.

The Ministry of Health's *Accountability Document and Performance Management Process* outlines how the Board specifies and monitors healthcare performance in the province.<sup>18,19,20</sup> (under development). Information about the quality performance of the organization is also used to make resource allocation decisions and set priorities and expectations.<sup>21</sup>

Annually the Board will also:

- establish Chief Executive Officer performance objectives in partnership with the Chief Executive Officer;<sup>22</sup>
- review conditions of employment and conduct a performance evaluation of the Chief Executive Officer;<sup>23, 24</sup>
- ensure the appropriate types and amounts of insurance coverage carried by the Saskatchewan Health Authority are in place, as established by the Regulations;<sup>25, 26</sup>
- review and sign a statement acknowledging his or her role and responsibilities, including expectations of the position and legal duties as well as review and declare compliance with the Board's Code of Conduct;<sup>27</sup>
- establish the directions, key expectations and performance measures to ensure the effective and efficient governance of the Saskatchewan Health Authority;<sup>28</sup>
- establish a plan<sup>29</sup> and budget for Board and Chief Executive Officer professional development;
- establish Board goals and evaluate its own performance<sup>30</sup>; and
- submit a *Conflict of Interest Declaration* to the Ministry of Health and Saskatchewan Health Authority Chairperson.

## Meetings

### Public Meetings<sup>31</sup>

The Board will hold a minimum of four (4) public meetings in any fiscal year.<sup>32</sup> All meetings are recorded and conducted according to *Bourinot's Rule of Order*.<sup>33</sup>

Meeting agendas are managed to ensure alignment with Accreditation Canada Standards; there is an appropriate balance between information to monitor management activities, hold management accountable as well as make informed decisions.

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<sup>18</sup> Accreditation Canada, Governance Standards, s.6.3

<sup>19</sup> Accreditation Canada, Governance Standards ROP, s.12

<sup>20</sup> Accreditation Canada, Governance Standards, s. 12.1.4 (quarterly)

<sup>21</sup> Accreditation Canada, Governance Standards, s.12.1.5

<sup>22</sup> Accreditation Canada, Governance Standards, s.7.4

<sup>23</sup> General Bylaws, s. 5(3)(3)

<sup>24</sup> Accreditation Canada, Governance Standards, s.7.4 and 7.7

<sup>25</sup> General Bylaws, s. 21 and Regulations s. 14

<sup>26</sup> The Regulations, s. 14(1) and (2)

<sup>27</sup> Accreditation Canada Governance Standards, 2.8 and General Bylaws, Appendix A

<sup>28</sup> General Bylaws, s. 5 (3)(b)

<sup>29</sup> Accreditation Canada, Governance Standards, s.2.9

<sup>30</sup> Accreditation Canada Governance Standard, s. 13

<sup>31</sup> General Bylaws, s. 10

<sup>32</sup> General Bylaws, s. 10(1)

<sup>33</sup> General Bylaws, s. 14(1) and includes committee meetings

Standing Board meeting agenda items are as follows:

- Quality,<sup>34</sup>
- Strategy, and
- Patient and Family Centred Care

All business must be transacted during a public meeting where a quorum of the Board is present; a majority of Board members that are voting members constitute a quorum.<sup>35</sup> All decisions of the Board shall be by the majority of the voting members in attendance.<sup>36</sup> Voting by proxy is not permitted.

The Board Coordinator ensures that notice of the time and place of public meetings, the agenda and all necessary resource material are provided to Board members no less than five (5) days prior to the meeting.<sup>37</sup>

Annually at a public meeting, the Board shall present and approve:

- an operational plan and financial and health service plan<sup>38</sup> for the upcoming fiscal year, including identification of any significant changes to existing Saskatchewan Health Authority health services;
- the budget;<sup>39</sup>
- a report for the preceding fiscal year<sup>40</sup>, subject to the Regulations,<sup>41</sup> and
- the auditor; appoint and fix the remuneration of an auditor;<sup>42</sup>
  - A person or firm is eligible to be appointed an auditor only if the person is, or, in the case of the firm, if the firm has at least one partner who is, a member in good standing of a recognized accounting profession that is regulated by an Act.<sup>43</sup>
  - The auditor shall hold office for a one-year term.
- audited financial statements for the Saskatchewan Health Authority.<sup>44</sup>

#### **Non-Public Meetings<sup>45</sup>**

The Board may schedule non-public Board meetings to discuss issues including, those items that would reveal information relating to:

- proposals for contracts or negotiations or decisions with respect to contracts;
- plans or proposals of the Saskatchewan Health Authority involving future budgetary decisions;
- risk management issues or patient care issues;
- collective bargaining or human resource management issues;
- security measures being undertaken by the Saskatchewan Health Authority; or
- fall within the scope of any prescribed circumstance.

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<sup>34</sup> Accreditation Canada, Governance Standards, s. 12.1.2

<sup>35</sup> General Bylaws, s. 12(1) and (5)

<sup>36</sup> General Bylaws, s. 12 (8)

<sup>37</sup> General Bylaws, s. 10(3)

<sup>38</sup> *The Act*, s. 7-1, 7-2

<sup>39</sup> General Bylaws, 3(j)

<sup>40</sup> *The Act*, s. 7-5(1)(a)

<sup>41</sup> The Regulations, s. 12

<sup>42</sup> General Bylaws, s. 17(4)

<sup>43</sup> The Regulations, s. 13

<sup>44</sup> *The Act*, s. 7-5(1)(b)

<sup>45</sup> *The Act* s. 6(8)(2)

### Special Meetings<sup>46</sup>

The Chairperson may call a special meeting of the Board at any time. The Chairperson must call a special meeting of the Board on written request from any four (4) Board members and the Board Coordinator shall convene this special meeting within seventy-two (72) hours (three calendar days) of receipt of the written request.

The Board Coordinator shall ensure that notice of the date, time and location of any special meeting, the agenda, business to be conducted, and all necessary resource material available are provided to Board Members not less than forty-eight (48) hours prior to the meeting.

Public notice and accessibility of the special meetings will be provided, unless the business to be conducted is permitted by *the Act* to be held in private, as determined by the Chairperson.

### In-camera

At the discretion of the Chairperson, other Saskatchewan Health Authority officials may be invited to attend all or part of an in-camera meeting, as required. The Chief Executive Officer will be excluded from in-camera sessions when the Board is to review the performance or compensation of the Chief Executive Officer or when the Saskatchewan Health Authority wishes to have only Board members present.

### Meeting Attendance

Attendance at meetings should be as follows:

Public Board Meetings	Non-Public Board Meetings	In-camera Meetings (subject to the requirements for non-public meetings)
Board Members	Board Members	There are two types of in-camera meetings:
Chief Executive Officer	Chief Executive Officer	➤ Board Members only, and
Saskatchewan Health Authority staff and/or parties invited to attend and present at any meeting of the board or part thereof <sup>47</sup>	Saskatchewan Health Authority staff, invited at the discretion of the Chairperson	➤ Board Members and Chief Executive Officer and/or Chief Audit Officer
Members of the public	Non-Saskatchewan Health Authority representatives by invitation only	

- Special Meetings may be public or non-public as noted above
- Non-voting member(s) are notified of and may attend all meetings of the Saskatchewan Health Authority, but are not permitted to vote at the public meeting.<sup>48</sup>

**Governance Processes** (see work standard, [Appendix E](#): Public Meeting Notification)

<sup>46</sup> General Bylaws, s. 11

<sup>47</sup> General Bylaws, s.12(4)

<sup>48</sup> *The Act*, s. 3-11(3)

## Public Accessibility

The Board values transparency in its governance role and encourages public/community participation in the health system process and decision-making. Members of the public can participate in Saskatchewan Health Authority decisions by making presentations at public meetings regarding health issues/concerns and/or writing to the Chairperson on issues of concern. Board members recognize their responsibility and accountability to the public and provide opportunity for interaction with those who are served by the system. Part or all of each regular meeting of the Saskatchewan Health Authority will be open to the public.<sup>49</sup>

The Bylaws of the Saskatchewan Health Authority and minutes of public meetings are available to the public during the normal office hours<sup>50</sup> and on the Saskatchewan Health Authority public website. Patients, residents, clients, families and members of the community are welcome to advise the Board on issues related to the health of the community as well as assist the Board to understand the needs, experiences, preferences and priorities of the people and communities we serve.

The Board welcomes formal presentations with time allotted for the presentation, questions and discussion with all members of the Board in attendance. There will be a maximum of two public/community presentations at each public Board meeting.

While the Board will make every effort to hear from individuals who want to present or speak, it is important that the discussions be productive and respectful. The Saskatchewan Health Authority reserves the right to deny some access to the public meetings if there is a more appropriate avenue for discussion or constructive debate. In most cases, the Saskatchewan Health Authority will not make a decision or agree to specific responses or actions at the meeting or at the conclusion of the presentation.

The Saskatchewan Health Authority has established a process that allows for public presentations at its meetings.

**Governance Process** (see work standard, [Appendix F: Public Presentations](#))

*The Request to Present Form and Frequently Asked Questions are available on the public website here<insert link>.*

## Board Communication

Communication and information linkages are necessary to promote the effective exchange of directives, information and ideas among government, the Board and management as well as to ensure accountability for responsibilities delegated to the Board by the government. The Saskatchewan Health Authority works with the Chief Executive Officer to establish, implement and evaluate a communication plan for the organization.<sup>51</sup>

The Board, as individuals and collectively, shall communicate with all persons, groups and organizations in ways that support the vision, mission, values, goals and priorities of the Saskatchewan Health Authority. The Board shall communicate in a manner that is fair, truthful, timely, clear and appropriate. Interaction with the public permits the Saskatchewan Health Authority to share information with the public and to receive comments and suggestions from the public.

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<sup>49</sup> *The Act*, s.6-8(2)

<sup>50</sup> *The Act*, 6-6 and 6-7(1)

<sup>51</sup> Accreditation Canada, Governance Standards, s. 11.3, 11.4 and 11.5

The Saskatchewan Health Authority will receive and provide information in a manner that:

- respects both public transparency and individual rights to privacy;
- is as timely, accurate, consistent and complete as possible;
- promotes individual and community health; and
- supports effective action by care and service providers.

The Board communicates with the public only on matters that fall within the purview of the Board. The Board shall receive necessary support for its communication activities from Communications and the Chief Executive Officer.

**Governance Process** (see work standard, [Appendix G](#): Board Communication)

## **Responsibilities of the Board Chairperson and Vice-Chairperson<sup>52</sup>**

The Chairperson and Vice-Chairperson shall be designated in accordance with the Act.

### **Chairperson**

The powers and duties of the Chairperson include, but are not limited to, the following:

- chairing meetings, ensuring that its processes are effective and providing leadership in Board development;
- setting board meeting schedules, work plans and agendas in consultation with the chief executive officer and the secretary;
- monitoring meeting attendance;
- recommending the chairperson and membership of individual committees, and working with committee chairperson to coordinate committee work plans and meeting schedules;
- calling for votes to confirm consensus decisions or to decide issues;
- ensuring the corporate approach to board governance and effective board performance;
- managing conflicts of interest should they arise;
- building and maintaining a sound working relationship with the Minister of Health and other government representatives;
- reporting regularly to the board, issues that are relevant to their governance responsibilities; and
- serving as the board's spokesperson or delegates as appropriate.

### **Vice-Chairperson**

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.

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 numbers to act as the Chairperson, and that member may exercise all the powers and must perform all the duties of the Chairperson.

## **Board Remuneration**

The Chairperson and Board members shall receive remuneration for services rendered and be reimbursed

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<sup>52</sup> General Bylaws, s. 7

for expenses incurred on behalf of the Saskatchewan Health Authority. Remuneration shall be consistent with, or less than, the current Order-in-Council, Government of Saskatchewan.

**Governance Process** (see work standard, [Appendix H](#): Board Remuneration)

## Professional Development

Board members receive ongoing education to help them fulfill their roles and responsibilities as a governing body.<sup>53</sup> Board members will take responsibility for engaging in Board development activities, which will assist in carrying out roles and responsibilities. There are several levels of Board development:

- New member orientation;
- Development of the Board as a whole; and
- Individual member development.

On joining the Board, each member is provided with an orientation to the Board and information which outlines:

- The context in which the Saskatchewan Health Authority operates (*The Act*, the *Regulations*, Mandate Charter, Bylaws and relevant former Regional Health Authority and Ministry of Health reports/information, management structure/organizational charts, etc.). See Board Resource Manual.
- Information pertinent to current and on-going discussions (strategic planning, clinical/financial and operational risk management matters, Board member contact lists/meeting schedules, access to recent minutes, etc.).

Initial orientation and on-going onboarding enable Board members to:

- Fully understand their responsibilities;
- Recognize opportunities to contribute to improving health;
- Understand the health services and operations in the province; and
- Develop individual skills.

On-going education/onboarding shall be provided to Board members as part of regular Board meetings. Individual members who identify other educational opportunities that will assist them in their role as a member shall submit their request in writing to the Chairperson outlining the objective for attending. The Chairperson will review and make a recommendation to individual members.

At the Chairperson's discretion, this may apply to educational/professional development events in the province which are available to all Board members. On completion/attendance at an educational/professional development event, the Board member will provide a written report to the Board. If time permits, an opportunity may be provided on the Board meeting agenda for a brief verbal report.

**Governance Process** (see work standard, [Appendix I](#): Conference/Seminar Evaluation)

The Saskatchewan Health Authority also supports and commits resources to the ongoing professional development of the Chief Executive Officer.<sup>54</sup>

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<sup>53</sup> Accreditation Canada, Governance Standards, s. 2.9

<sup>54</sup> Accreditation Canada, Governance Standards, s.7.5

## Committees

Committees support and assist the Board in carrying out its governance roles and responsibilities.

Standing Committees of the Board are:

- Audit, Finance and Risk Committee<sup>55</sup> Terms of Reference ([Appendix J](#))
- Governance and Human Resources<sup>56</sup> Terms of Reference ([Appendix K](#))
- Quality and Safety Committee<sup>57</sup> Terms of Reference ([Appendix L](#))
- Practitioner Liaison Council<sup>58</sup> Terms of Reference ([Appendix M](#))

At times, standing, ad hoc and special committees may also be established.

Committee Chairpersons are recommended by the Chairperson of the Board based on skill set, expressed interest and input from committee members. Committee Chairpersons, Vice-Chairpersons and membership are formally appointed by the Board.<sup>59</sup> The Chairperson of the Board may attend any committee meeting.<sup>60</sup>

The general terms of reference, duties and composition of each committee shall be as set out in the 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<sup>61</sup> or Terms of Reference.

Each committee shall annually review, evaluate and prepare its own Terms of Reference that is approved by the Board. Committees will forward any changes to the Governance and Human Resources Committee for review prior to review and approval by the Board.

Occasionally, with prior approval of the Chairperson of the Board, committees of the Board may contractually engage external resources such as consulting advice and legal counsel.<sup>62</sup>

## Stakeholders and Partners

Saskatchewan Health Authority recognizes the importance of developing and maintaining positive functional relationships with stakeholders and partners. The Board and Chief Executive Officer have identified a broad array of relationships and recognize that, as a body overseeing the governance of a publicly funded health care organization, it is responsible for including the opinions, ideas and voices of many stakeholders in the work that it does. Saskatchewan Health Authority believes:

- Opportunity for engagement with the public and organizations affected by the activities of the Saskatchewan Health Authority is beneficial to decision making at the governance level;
- Stakeholders have a vested interest in the process of governance of the Saskatchewan Health Authority as a publicly funded organization;

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<sup>55</sup> General Bylaws, s. 15(1)(a)

<sup>56</sup> General Bylaws, s. 15(1)(b) and (e)

<sup>57</sup> General Bylaws, s. 15(1)(c)

<sup>58</sup> Practitioner Staff Bylaws

<sup>59</sup> General Bylaws, s. 15(3)

<sup>60</sup> General Bylaws, s. 16(2)

<sup>61</sup> General Bylaws, s. 15(2)

<sup>62</sup> General Bylaws, s. 16(3)

- Transparency and accountability of the actions of the Saskatchewan Health Authority are paramount and best fulfilled by engaging with those affected by decisions and directions to be undertaken;
- The Saskatchewan Health Authority values stewardship of the resources it controls and recognizes that stakeholder and partner engagement is critical to effective stewardship.

Saskatchewan Health Authority works to build and strengthen relationships with stakeholders, partners and the community.<sup>63</sup>

The use of the Board name, the name of any agency thereof, the corporate logo or trademark requires Board approval.

## Community Engagement and Sponsorships

### Engagement

Community engagement is essential to the design and delivery of optimal healthcare services. The Saskatchewan Health Authority is committed to engaging individuals and strengthening relationships that represent the diversity of the population served. Patient, resident, client and family membership on Community Advisory Networks, advisory councils and committees promotes active citizen participation in decision making as well as support the Saskatchewan Health Authority's commitment to client and family centred care.<sup>64</sup> Various advisory councils and committees are actively participating and advising the health system within the province.

All Community Advisory Networks established under *The Regional Health Services Act* will continue until revised, replaced, amended or disestablished<sup>65</sup>. Community Advisory Networks will be established subject to *the Act* and *Regulations*<sup>66</sup>.

See [Appendix N](#): Standard Terms of Reference for Community Advisory Councils

### Sponsorships

Saskatchewan Health Authority, as a Board and corporation, do not use Saskatchewan Health Authority funds or resources for political donations.<sup>67</sup>

Political donations include, but are not limited to:

- Monetary contributions (e.g. political party membership fees and/or participation of events sponsored by a political party); and
- In-kind contributions (e.g. free use of Saskatchewan Health Authority staff, office space, and/or other material).

The Board will enhance community engagement and partnerships and support health-related community events within the province.

**Governance Process** (see [Appendix O](#): Sponsorship Requests)

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<sup>63</sup> Accreditation Canada, Governance Standards, s. 11

<sup>64</sup> Accreditation Canada, Governance Standards, s.5.3

<sup>65</sup> *The Act* s. 8-1(1)

<sup>66</sup> *The Act* s.(8)(1)(1)(2)(a)

<sup>67</sup> Canada Elections Act, s.s.404(1)

## Evaluation

Evaluation allows the Board to highlight successes, learn what processes are working well, self-improve and creates an opportunity to take any corrective action that is necessary. Annually, Board members conduct a self and/or peer evaluation to assess the collective performance of its members and its committees as well as the Chairperson<sup>68</sup>. The results are compiled and used to develop learning plans.

The Saskatchewan Health Authority also conducts a Board evaluation using the Accreditation Canada *Governance Function Tool* once every accreditation cycle.<sup>69</sup>

Given the Board delegates responsibility to the Chief Executive Officer for the management and operation of the organization, the Chief Executive Officer is accountable to the Board. The Board shall conduct periodic informal evaluations and an annual formal evaluation of Chief Executive Officer. This evaluation is set against the Chief Executive Officer's performance objectives and job description and with the input from Saskatchewan Health Authority Senior Leadership.<sup>70</sup>

**Governance Process** (see work standard, [Appendix P](#): Annual Evaluation(s) - *under development*)

## Executive Responsibilities

The Board shall employ a Chief Executive Officer who is responsible, in accordance with the directions of the Board, for the general day-to-day management and conduct of the affairs of the organization. The Chief Executive Officer must be approved by the Lieutenant Governor in Council.<sup>71</sup> The Board shall set the conditions of employment and review them annually. The Chief Executive Officer is the Board's link to the administration. The Chief Executive Officer is accountable to the Board as a whole and all communications on behalf of the Board are through the Chief Executive Officer. The Chief Executive Officer exercises all powers delegated by the Board.

In the context of the above relationship, the Board shall:

- direct the Chief Executive Officer to achieve results, reflective of the strategic directions and plan, incorporate performance indicators and performance monitoring processes established by the Board;
- provide parameters for achieving results;
- direct the Chief Executive Officer to provide and report on a succession plan annually to the Board;
- delegate authority to the Chief Executive Officer to conduct the business and operations of the Board;
- authorize the Chief Executive Officer to delegate authority to approve and implement directives, policy, establish procedures, make all decisions, take all actions, establish all practices and direct all activities for the Board;
- ensure that only decisions of the Board acting as a single body are binding upon the Chief Executive Officer; and
- authorize the Chief Executive Officer to enter into employment agreements with staff, as established in *The Act*<sup>72</sup> setting out terms and conditions of employment and salary and benefits.

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<sup>68</sup> Accreditation Canada, Governance Standards, s.13.6

<sup>69</sup> Accreditation Canada, Governance Standards, s. 13

<sup>70</sup> Accreditation Canada, Governance Standards, 7.7

<sup>71</sup> *The Act*, s.4-6(2)

<sup>72</sup> *The Act*, Part IV, Division 2

## Chief Executive Officer<sup>73</sup>

The Chief Executive Officer of the Saskatchewan Health Authority is responsible, in accordance with the directions of the Board, for the general management and conduct of the affairs of the corporation. The first Chief Executive Officer will be appointed by the Lieutenant Governor in Council. 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. The Board shall select the Chief Executive Officer in accordance with its succession plan<sup>74</sup> and approved selection process. Subject to *The Act*, the Board shall, on appointing a Chief Executive Officer, set the conditions of employment and review them annually. The Board may at any time revoke or suspend the appointment of the Chief Executive Officer.

Chief Executive Officer compensation shall be competitive and reflective of the market in order to attract and retain qualified applicants. Chief Executive Officer compensation shall align with the compensation pay grades established by the Ministry of Health and administered by the Saskatchewan Association of Healthcare Organizations (SAHO).

See [Appendix Q](#): Chief Executive Officer Position Profile.

See [Appendix R](#): Chief Executive Officer Authority, Expectations and Conditions.

See [Appendix S](#): Chief Executive Officer Management of Human Resources.

## References

Accreditation Canada, Governance Standards, February 2017 (for surveys after January 1, 2018)

The Ministry of Health Mandate Charter, 2017 (*under development*)

The Ministry of Health Accountability Document and Performance Management (*under development*)

[The Provincial Health Authority Act, Saskatchewan](#)

[The Provincial Health Authority Administration Regulations](#)

[Saskatchewan Health Authority General Bylaws, 2017](#)

[Saskatchewan Health Authority Practitioner Staff Bylaws, 2017](#)

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<sup>73</sup> General Bylaws, s. 8

<sup>74</sup> Accreditation Standard, 7.8

## Annual Attestation Letter

<insert date>  
<Recipient Name, Title>  
<Organization Name>  
<Address Line 1>  
<Address Line 2>  
<City, SKPostal Code>

Dear <Recipient Name>,

**Re: Annual Self-Attestation for <year>**

As outlined in the *Saskatchewan Health Authority General Bylaws*, there is an annual requirement that I review and affirm in writing my commitment and compliance with the Code of Conduct<sup>75</sup>.

I have read, understand and agree to comply with the Code of Conduct as appended to the General Bylaws. Appendix A, in it's entirety.

As outlined in the Accreditation Canada Governance Standards, there is also an annual requirement to attest to the following<sup>76</sup>.

I understand and attest that in exercising my powers and in performing my duties, I shall:

- act honestly and in good faith with a view to the best interests of Saskatchewan Health Authority;
- remain committed to being informed about the Saskatchewan Health Authority programs and services and representing the interests of the Saskatchewan Health Authority; and
- exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

I acknowledge and understand my role and responsibilities, my fiduciary duty and duty of care to the Saskatchewan Health Authority, including the expectations of the position and legal duties as outlined in *The Provincial Health Authority Act*, *The Provincial Health Services Administration Regulations*, the Bylaws, the Mandate Charter and the Saskatchewan Health Authority Governance Charter.

I understand and agree to attend meetings regularly and will be adequately prepared to participate meaningfully in discussions.

I understand and will comply with the Saskatchewan Health Authority's ethics framework (upon approval) and as a member, will use the approved Ethics Checklist for my role in Board decision making.

I understand and agree to comply with communication requirements and expectations established by the Board regarding my interaction with other members, the media, Saskatchewan Health Authority Leadership, patients, residents, clients, families and the community.

I am committed and will participate in self-evaluation and Board evaluation. I am also committed and will participate in any Board orientation and ongoing education as required.

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Member Name (please print)

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Member Signature

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<sup>75</sup> General Bylaws, Appendix A, Code of Conduct

<sup>76</sup> Accreditation Canada, Governance Standards, s.2.8

## Ethical Decision Making Checklist

Ethics is about making “right” or “good” choices and the reasons that we give for our choices and actions. Ethical decision making frameworks help guide decision making and actions about ethical issues that arise from the bedside to the boardroom. This checklist is based on Fair Process Principles (Accountability for Reasonableness) and considers procedural fairness during the decision making process. Although this Checklist can be used separately, it is imbedded within the IDEA<sup>77</sup>: Ethical Decision Making Framework, which allows for an ethical analysis based on values and principles leading to evidence informed decisions.

No.:	Conditions:	Condition Met:	Condition Unmet:
1	<b>Empowerment:</b> Have there been efforts to minimize power differences in the decision making context and to optimize effective opportunities for participation? <sup>78</sup>		
	<ul style="list-style-type: none"> <li>• Have relevant stakeholders been included and provided with an opportunity to participate, reflect and engage?</li> <li>• Have concerns about power imbalances (real or perceived) been addressed?</li> <li>• Have concerns about cultural safety been addressed?</li> </ul>		
2	<b>Publicity:</b> Are the process, decisions and their rationales transparent and accessible to the relevant public/stakeholders? <sup>79</sup>		
	<ul style="list-style-type: none"> <li>• Has the decision making process been transparent and accessible to the stakeholders?</li> <li>• Have concerns about fairness/justice been addressed?</li> <li>• Has a conflict of interest or a personal bias/issue of conscience been declared?</li> </ul>		
3	<b>Relevance:</b> Have decisions been made on the basis of reasons (i.e., evidence, principles and arguments) that “fair-minded” people can agree are relevant under the circumstances? <sup>4</sup>		
	<ul style="list-style-type: none"> <li>• Have the discussions been based on facts, principles, legislation, and/or evidence?</li> <li>• Have reasonable efforts been made to gather contextually relevant facts?</li> <li>• Has a cost/benefit analysis or a harm/benefit analysis been completed?</li> <li>• Is the decision evidence-informed with a publically defensible rationale?</li> <li>• Is the decision the most ethically justifiable when considering the organization’s mission, vision and values?</li> <li>• Is there consensus on this decision and are we comfortable with it?</li> </ul>		
4	<b>Revisions &amp; Appeals:</b> Have there been opportunities to revisit and revise decisions in light of further evidence or arguments and is there a mechanism to challenge and contest the decision? <sup>4</sup>		
	<ul style="list-style-type: none"> <li>• Is there a process to re-evaluate the decision?</li> <li>• Is there a process to resolve a contested decision?</li> </ul>		
5	<b>Compliance (Enforcement):</b> Has there been a stakeholder (or public) review process to ensure that the other four conditions have been met, as part of evaluation and continuous improvement? <sup>3,80</sup>		
	<ul style="list-style-type: none"> <li>• Have the other four conditions been met throughout the decision making process?</li> <li>• If not, are we able to articulate good reasons to our stakeholders?</li> </ul>		

<sup>77</sup> The IDEA: Ethical Decision-Making Framework was developed by the Regional Ethics Program based at The Credit Valley Hospital and Trillium Health Centre. Modified and used with permission from Dianne Godkin, RN, PhD, March 22, 2012.

<sup>78</sup> Gibson, J. L., Martin, D. K., & Singer, P. A. (2005). Priority setting in hospitals: Fairness, inclusiveness, and the problem of institutional power differences. *Social Science & Medicine*, 61, 2355-2362.

<sup>79</sup> Gibson, J., Mitton, C., & DuBois-Wing, G. (2011). Priority Setting in Ontario's LHINs: Ethics and Economics in Action. *Healthcare Quarterly*, 14(4), 35-46.

<sup>80</sup> Daniels, N., & Sabin, J. (2002). Setting limits fairly: Can we learn to share scarce resources? *Oxford: Oxford University Press*.

## Conflict of Interest

	<b>Name of Activity:</b> Conflict of Interest		
	<b>Role performing Activity:</b> All Board Members		
<b>WORK STANDARD</b>	<b>Location:</b> Saskatchewan Health Authority	<b>Department:</b> Saskatchewan Health Authority Office	
	<b>Document Owner:</b> Committee Chair, Governance and Human Resources	<b>Organization where this Standard Work originated:</b> Saskatchewan Health Authority	
	<b>Date Prepared:</b> November 11, 2017	<b>Last Revision:</b>	<b>Date Approved:</b> December 4, 2017

### Work Standard Summary:

The purpose of this governance process is to establish a consistent process for Board members faced with an actual, potential or perceived conflict of interest situation.

### DEFINITIONS

**Associate means** a relationship including:

- A corporate body of which that person beneficially owns, directly or indirectly, more than 10% of any class of voting equity securities of the corporate body that are outstanding at that time;
- A partner, other than a limited partner, of that person;
- A trust or estate in which that person has a beneficial interest or serves as a trustee or in a capacity similar to a trustee; or
- Any other person who has the same residence as that person.<sup>81</sup>

**Conflict of Interest** means any situation (actual, potential or perceived) in which a member of the Board uses their position on the Board to benefit themselves, their related persons (such as families or relatives) or their friends.

**Material Interest** (Financial Conflict) means a direct or indirect financial interest or benefit from any entity while in a position to influence a decision (related to the other entity). Examples include, but are not limited to: 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.

**Representation interest** means when Board members act for their representation or interest group even though such action conflicts with their duties to the Board as a whole. Board 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, union or partnership, or the interests of a person to whom the member owes an obligation.<sup>82</sup>

<sup>81</sup> *The Interpretation Act*, 1995 s.17(1)

<sup>82</sup> General Bylaws, Appendix A

## 1. Principles

- 1.1 The Board is committed to preserving public trust. The integrity of the Board depends on the avoidance of bias arising from actual, potential or perceived conflicts of interest by members of the Board.
- 1.2 Actual, potential or perceived conflict of interest lies in the mind of the beholder, not in the conduct of the member.
- 1.3 The atmosphere the Board desires is one where members are comfortable asking questions relating to conflict of interest without feeling awkward or accusatorial and where recusing oneself from participation in discussions that might be perceived as constituting a conflict is the norm rather than the exception.
- 1.4 All members of the Board have a responsibility to disclose and raise questions related to actual, potential and/or perceived conflicts of interest without reprisal.

## 2. Disclosure Requirements

- 2.1 Conflicts of interest (both material interest and representation interest conflicts) must be disclosed in writing<sup>83</sup> by annual written submission and as situations arise.
- 2.2 Disclosure for all actual, potential or perceived conflict of interest situations is required as follows:
  - for the Chairperson of the Board, Vice-Chairperson;
  - for Board members, the Chairperson<sup>84</sup>; and
  - for the Chief Executive Officer, the Chairperson.

Task Sequence	Task Definition
<b>ANNUAL DISCLOSURE to the Saskatchewan Health Authority and the Ministry of Health</b>	
1.	All members complete a <i>Saskatchewan Health Authority General Disclosure of Conflict of Interest</i> form annually (see attachment to this work standard).
2.	Members submit form pursuant to the disclosure requirements above. <ul style="list-style-type: none"> <li>➤ Disclosure forms are compiled and stored in the Saskatchewan Health Authority office and are made available upon request.</li> <li>➤ Copies are forwarded to the Ministry of Health.</li> </ul>
<b>SELF-DISCLOSURE (actual, potential or perceived)</b>	
1.	Members review meeting packages prior to meetings and consider if there is an actual, potential or perceived conflict of interest.
2.	➤ Each member reviews his/her personal situation and updates his/her declaration on a regular basis as it relates to a specific agenda item.
3.	➤ If there is a conflict, the member completes <i>Saskatchewan Health Authority Conflict of Interest Declaration</i> form (see <a href="#">Appendix B</a> ) and brings it to the meeting.
4.	➤ Chairperson asks members if there are any conflicts of interest at the onset of each meeting (public and non-public).
5.	➤ Member makes verbal declaration at Board meeting <sup>85</sup> (e.g. "I declare a conflict of interest with agenda item X.")
6.	➤ Member submits Conflict of Interest Declaration Form to Chairperson.
7.	➤ Chairperson/Member requests to have entered into the minutes that a conflict of interest exists. <sup>86</sup>
8.	➤ If a conflict or potential conflict situation exists, it is required that the conflicted member absent themselves from the meeting while the Board discusses the matter (agenda item) and not vote on the matter.
9.	➤ If circumstances warrant, the conflict can be discussed with Board members in-camera.

<sup>83</sup> *The Interpretation Act*, s. 17(2)

<sup>84</sup> General Bylaws, Appendix A, Code of Conduct

<sup>85</sup> *The Interpretation Act*, s. 17(3)(a)

<sup>86</sup> *The Interpretation Act*, 17(2)

10.	The Saskatchewan Health Authority <i>Conflict of Interest Declaration</i> form is retained by the Saskatchewan Health Authority office.
<b>Potential or Perceived Conflict of Interest of another member</b>	
	<p><b>Consideration</b>  <i>Would you be comfortable seeing the interest revealed on the front page of the newspaper?</i></p>
1.	<p><b>Disclose</b>  The member shall immediately bring his or her concern to the other members' attention and request that the conflict be declared.</p>
	<ul style="list-style-type: none"> <li>➤ If the other member refuses to declare the conflict, the member shall immediately bring his or her concern to the attention of the Chairperson<sup>87</sup> (by completing and forwarding (side 2 of the attached) to the Chairperson).</li> </ul>
	<ul style="list-style-type: none"> <li>➤ If there is a concern with the Chairperson, the issue shall be referred to the Vice-Chairperson (by completing and forwarding side 2 of the attachment to the Vice-Chairperson).</li> </ul>
2.	<p><b>Assess</b>  Disclosure recipient assesses the severity of the situation (risk assessment) and may discuss the matter with either member.</p>
	<p>Consider likelihood of undue influence:</p> <ul style="list-style-type: none"> <li>• What is the value of the interest?</li> <li>• What is the scope of the interest?</li> <li>• What is the extent of discretion?</li> </ul> <p>Seriousness of possible harm:</p> <ul style="list-style-type: none"> <li>• What is the value of the interest?</li> <li>• What is the scope of the consequences?</li> <li>• What is the extent of accountability?</li> </ul> <p>Disclosure recipients may seek advice from legal and/or the Policy and Governance Committee for input into the review and assessment, however, disclosure recipients have the Board to determine if a conflict of interest situation exists.</p>
3.	Disclosure recipient makes a decision.
	<p>Disclosure recipient advises member in writing to:</p> <ul style="list-style-type: none"> <li>➤ Recuse – advise member not to participate in and/or influence any decisions for the Saskatchewan Health Authority related to the conflict; <b>or</b></li> <li>➤ Divest – advise member to remove the conflict.</li> </ul>
4.	<p><b>Reporting</b></p> <ul style="list-style-type: none"> <li>➤ Disclosure recipients review the potential concern received and provide a written decision.</li> <li>➤ The disclosure and the written decision are forwarded to the members involved and the Saskatchewan Health Authority Coordinator for storage at the Saskatchewan Health Authority office.</li> <li>➤ Conflict of interest decisions for the Chairperson are forwarded to the Chairperson/Member and the Policy and Governance Committee.</li> <li>➤ After Policy and Governance review, these are forwarded to the Saskatchewan Health Authority Coordinator for storage at the Saskatchewan Health Authority office.</li> </ul>

# Gift Acceptance

<b>WORK STANDARD</b>				<b>Name of Activity:</b> Gift Acceptance  <b>Role performing Activity:</b> Board Members		
	<b>Location:</b> Saskatchewan Health Authority			<b>Department:</b> Saskatchewan Health Authority Office		
	<b>Document Owner:</b> Chair, Governance and Human Resources			<b>Organization where this Standard Work originated:</b> Saskatchewan Health Authority		
	<b>Date Prepared:</b> November 17, 2017		<b>Last Revision:</b>		<b>Date Approved:</b> December 4, 2017	

## Work Standard Summary

The purpose of this document is to establish the governance process for Board Members when presented with a gift. The intention is to ensure disclosure of gifts and avoid appearance of making decisions influenced by gifts.

## DEFINITION

**Gift** means the transfer of property from one person to another, when it is done without recompense/compensation; includes hospitality or other benefit. Examples include, but are not limited to: any tangible products, gift certificates, invitations to meals, tickets to sporting, theatrical, cultural or political events.

Board members and members of their immediate families are not to accept gifts, hospitality, or other benefits in exchange for or as a condition of inducement of the exercise of their duties or responsibilities with the Saskatchewan Health Authority.<sup>88</sup>

Members may accept gifts, hospitality or other benefits associated with their official duties and responsibilities if such<sup>89</sup>:

- are within the bounds of propriety, a normal expression of courtesy or within the normal standards of hospitality;
- would not raise questions about the Board member's objectivity and impartiality; and
- would not be reasonably perceived to compromise the integrity of the Board member or the Saskatchewan Health Authority.

Board Members are not permitted to accept prize winnings from Saskatchewan Health Authority funded tickets to functions.

Task Sequence	Task Definition
<b>1.</b>	Prior to any gift acceptance, consider: <ul style="list-style-type: none"> <li>➤ the circumstances under which the gift(s) were offered and accepted; and</li> <li>➤ the gift and the associated monetary value.</li> </ul>
<b>2.</b>	If there is any uncertainty, disclose the circumstances and associated monetary value to the Chairperson for guidance.
<b>3.</b>	Multiple gifts received from any one source over a one-year period are considered borderline cases and Board members must file a disclosure statement to the Chairperson within ten (10) business days or receiving a gift indicating:

<sup>88</sup> General Bylaws, Appendix A, Code of Conduct

<sup>89</sup> Ibid

	<ul style="list-style-type: none"> <li>➤ The nature of the gift or benefit; and</li> <li>➤ Its source.</li> </ul>
<b>4.</b>	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 Saskatchewan Health Authority. <sup>90</sup>

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<sup>90</sup> General Bylaws, Appendix A

## Public Meeting Notification

	<b>Name of Activity:</b> Public Meeting Notification  <b>Role performing Activity:</b> Saskatchewan Health Authority Board Coordinator		
	<b>Location:</b> Saskatchewan Health Authority	<b>Department:</b> Saskatchewan Health Authority Office	<b>Organization where this Standard Work originated:</b> Saskatchewan Health Authority
<b>WORK STANDARD</b>	<b>Document Owner:</b> Saskatchewan Health Authority Board Coordinator	<b>Date Prepared:</b> November 16, 2017	
		<b>Last Revision:</b>	<b>Date Approved:</b> December 4, 2017

### Work Standard Summary:

Information about the public meetings is communicated to the public regularly.

Task Sequence	Task Definition
<b>Public Meetings</b>	
1.	Annually the Board determines the meeting schedule for the following year. <ul style="list-style-type: none"> <li>➤ The first meeting schedule will be determined at the first meeting of the Saskatchewan Health Authority.</li> <li>➤ Board Coordinator posts the annual meeting schedule to the Saskatchewan Health Authority public website.</li> </ul>
2.	Notices of the time and place of a public meeting are made available to the public at least one week prior to the meeting. <sup>91</sup> <ul style="list-style-type: none"> <li>➤ Board Coordinator updates information regarding public meetings (1) week prior to each public meeting by posting a copy of the public agenda to the public website.</li> </ul>
3.	Board Coordinator forwards agenda to Communications one (1) week prior to the Public Meeting.
4.	Communications prepares standard news advisory and forwards the news advisory and public meeting agenda to media outlets as per standard process.
5.	Forty-eight hours (48) hours prior to the public meeting, the Board Coordinator posts the public meeting package to the public website.
<b>Special Meetings (open to the public)</b>	
1.	Board Coordinator convenes a Special Meeting within seventy-two (72) hours (three calendar days) of receipt of the request. <sup>92</sup>
2.	Board Coordinator forwards agenda to Communications.
3.	Communications prepares standard news advisory for Special Meetings open to the public and forwards the news advisory and agenda to media outlets.
4.	Board Coordinator provides agenda and material (available) to all Board members and posts to the public website forty-eight (48) hours prior to the meeting.

<sup>91</sup> General Bylaws, s. 10(2)

<sup>92</sup> General Bylaws, s. 11(2)

# Public Presentations

<b>WORK STANDARD</b>				<b>Name of Activity:</b> Public Presentations		
				<b>Role performing Activity:</b> Presenters, Board Coordinator, Chief Executive Officer, Directors/Vice Presidents (as appropriate)		
	<b>Location:</b> Saskatchewan Health Authority		<b>Department:</b> Saskatchewan Health Authority Office			
	<b>Document Owner:</b> Board Coordinator and Chair, Governance and Human Resources Committee		<b>Organization where this Standard Work originated:</b> Saskatchewan Health Authority			
<b>Date Prepared:</b> September 25, 2017		<b>Last Revision:</b>		<b>Date Approved:</b> December 4, 2017		

## Work Standard Summary

The purpose of this work standard is to establish the process for public presentations at public meetings and Saskatchewan Health Authority response. Information regarding requests for public presentations are also available on the public website.

Task Sequence	Task Definition
1.	Interested presenters complete the <i>“Request to Present to the Saskatchewan Health Authority”</i> form, and submit one month prior to the meeting date requested to present your issue. <ul style="list-style-type: none"> <li>➤ Attach any background information you feel is important for the Saskatchewan Health Authority to read before your presentation.</li> <li>➤ If the request process listed is not possible or suitable for the requested presentation, presenters may contact the Saskatchewan Health Authority Office at (306-519-4699).</li> <li>➤ The Board Coordinator will recommend a Director or Vice President to provide assistance in facilitating the request for a presentation to the Board.</li> <li>➤ Directors or Vice Presidents keep the Board Coordinator apprised of public presentation requests and inquiries.</li> </ul>
2.	The Board Coordinator confirms receipt of the request as per standard process.
3.	All requests are considered and reviewed by the Board Chairperson <ul style="list-style-type: none"> <li>➤ Some potential presenters who may have particular issues or concerns may be directed away from a public presentation to the Board and provided alternate lines of communication and/or contacts within the province to assist with getting the appropriate attention to the matters.</li> <li>➤ It is the right of the Board (or designate) to ascertain the appropriateness of the presentation matter before time is set aside on the agenda for presentations.</li> </ul>
4.	Interested presenters will be contacted by the Saskatchewan Health Authority Board Coordinator to confirm whether the presentation has been accepted, and if yes, the presentation date, time and location.
5.	Presenter(s) must provide presentation material ten (10) business days prior to the date of the meeting. <ul style="list-style-type: none"> <li>➤ Presentation material may be in either electronic (e.g., power point) or hard copy format.</li> <li>➤ Presenters will be provided 5-10 minutes to present the issue (inclusive of any electronic presentation).</li> </ul>

<b>6.</b>	Presenters attend and present at the designated Saskatchewan Health Authority public meeting. <ul style="list-style-type: none"><li>➤ Following the presentation, presenters may be asked questions from members of the Board.</li><li>➤ In most cases, the Saskatchewan Health Authority will not make a decision or agree to specific responses or actions at the meeting or at the conclusion of the presentation.</li></ul>
<b>7.</b>	Typically, the Saskatchewan Health Authority will respond to any questions in the presentation no later than four (4) weeks following the presentation. <ul style="list-style-type: none"><li>➤ If presenters do not hear from the Saskatchewan Health Authority by four weeks, please contact the Saskatchewan Health Authority Board Coordinator at 306-519-4699.</li></ul>

# Communication

<b>WORK STANDARD</b>				<b>Name of Activity:</b> Communication		
				<b>Role performing Activity:</b> All Board Members		
	<b>Location:</b> Saskatchewan Health Authority			<b>Department:</b> Saskatchewan Health Authority Office		
	<b>Document Owner:</b> Board Chairperson			<b>Organization where this Standard Work originated:</b> Saskatchewan Health Authority		
<b>Date Prepared:</b> September 11, 2017		<b>Last Revision:</b>		<b>Date Approved:</b> December 4, 2017		

## Work Standard Summary:

This governance process provides Board members with direction and guidance on how to manage various communications issues.

## Principle

Communications about the Saskatchewan Health Authority and its activities will be approved in advance and will be provided to Board members for information.

Task Sequence	Task Definition
<b>1.</b>	If Board members have questions or require information, they will contact the Chairperson for appropriate follow-up. The Chairperson may consult with the Chief Executive Officer, as appropriate.
<b>2.</b>	If Board members receive requests for media interviews, advertising or promotion they will direct those requests to Communications and ensure the Chairperson is informed of the request (if applicable).
<b>3.</b>	Service concerns/complaints from patients, residents, clients, families and staff usually involve the quality of service delivery, but also can involve confidential patient/resident/client personal health information.  Board members will not express their opinions on these matters directly to a health service recipient and/or the recipient's family member(s), friends or Saskatchewan Health Authority staff/practitioners. Board members will refer any such concerns/complaints to the Chairperson and/or Chief Executive Officer for follow-up.

## Board Remuneration

<b>WORK STANDARD</b>				<b>Name of Activity:</b> Board Remuneration Work Standard		
				<b>Roles performing Activity:</b> *Board Members *Board Administrative Assistant		
	<b>Location:</b> Saskatchewan Health Authority		<b>Department:</b> Board			
	<b>Document Owner:</b>					
<b>Date Prepared:</b> November 21, 2017		<b>Last Revision:</b>		<b>Date Approved:</b> December 4, 2017		

**Standard Work Summary:** This governance process provides Board members with direction and guidance regarding remuneration matters. Remuneration shall be consistent with, or less than, the current [Order-in-Council](#), Government of Saskatchewan.<sup>[1]</sup>

### DEFINITIONS

- Retainers are an agreed to amount payable to the board member on a monthly basis. Payments can be paid based on a schedule or based on a submitted claim. Retainer payments are taxable.
- Per diems are paid based on an hourly or daily rate and based on travel time to meetings, attendance at meetings or other board approved work. Payments are made based on a claim form. Per diems are taxable.
- Reimbursement of expenses is paid based on the board standard fee schedule; rates are established for mileage, hotels, meals, conferences, education and parking, etc. Payments are made based on a claim form. These expenses are a reimbursement and non-taxable.

### PRINCIPLES

- All Board members will have position control numbers generated by Finance.
- All communications with Board members relating to processing pay shall flow through the Board Administrative Assistant.

Task Sequence (Order in which tasks occur)	Task Definition (Brief summary of task )
1.	Board members will provide the Board Administrative Assistant with banking information to facilitate electronic fund transfer (EFT) through payroll system.
2.	Board members will use the designated claim forms (attached). The claim forms are also available via the board administrative assistant.
3.	All board members will submit claim forms for per diems and/or expenses at minimum quarterly to the Board Administrative Assistant.
4.	The Board Administrative Assistant will check claim forms for accuracy and completeness and verify that a per diem claim is valid due to attendance at a meeting.
5.	The Board Administrative Assistant will facilitate approvals for all board claim forms. The Board Chair will approve all board member claim forms. Board Chair claim forms will be approved by the Board Vice-Chair.

<sup>[1]</sup> OC 242/2017

<b>7.</b>	The Board Administrative Assistant will submit approved claim forms to Finance for processing and payment. In the event an item is not approved or requires clarification, the Board Administrative Assistant will facilitate communication or amendment to the claim form.
<b>8.</b>	The Board Administrative Assistant will be responsible for records management of board payroll and claim forms.

## Education Session and/or Conference/Seminar Attendance

<b>WORK STANDARD</b>				<b>Name of Activity:</b> Education Session and/or Conference/Seminar Attendance <b>Role performing Activity:</b> All Board Members		
	<b>Location:</b> Saskatchewan Health Authority		<b>Department:</b> Saskatchewan Health Authority Office			
	<b>Document Owner:</b> Chairperson, Governance and Human Resources		<b>Organization where this Standard Work originated:</b> Saskatchewan Health Authority			
	<b>Date Prepared:</b> September 25, 2017		<b>Last Revision:</b>		<b>Date Approved:</b> December 4, 2017	

### Work Standard Summary:

This governance process provides Board members with direction and guidance regarding attendance at conferences and seminars.

Task Sequence	Task Definition
1.	Members submit their request in writing to the Chairperson outlining the objective for attending an education session, conference or seminar.
2.	If approved, member(s) attend education session, conference or seminar.
3.	Member prepares <i>Conference/Seminar Evaluation form</i> and submits to the Saskatchewan Health Authority Office for inclusion in next Board meeting package.
4.	Expense reimbursement is subject to the Remuneration Order In Council.

**TERMS OF REFERENCE**  
**Saskatchewan Health Authority**  
**AUDIT, FINANCE and RISK COMMITTEE**  
(under development)

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**TERMS OF REFERENCE**  
**Saskatchewan Health Authority**  
**GOVERNANCE AND HUMAN RESOURCES COMMITTEE**  
(under development)

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**TERMS OF REFERENCE**  
**Saskatchewan Health Authority**  
**QUALITY and SAFETY COMMITTEE**  
(under development)

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**TERMS OF REFERENCE**  
**Saskatchewan Health Authority**  
**PRACTITIONER LIAISON COMMITTEE**  
(under development)

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# Standard Terms of Reference

## Saskatchewan (Provincial) Community Advisory Networks

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### Purpose

The Saskatchewan Community Advisory Networks will be charged with active involvement in community needs assessment and developing multi-year community health plans based on consultation with local leaders, residents and community organizations. These Networks will provide advice and information to the Saskatchewan Health Authority on specific community perspectives, trends, issues and priorities related to health status. The Community Advisory Networks will bring stakeholders together in a collaborative approach to promote fair, needs based, equitable and culturally respectful care in Saskatchewan.

### Objectives

Each Community Advisory Network will:

- I. be reflective of the ethnicity and culture of the community it represents and include local leadership.
- II. support senior leadership within the service integration areas by informing local health care needs and delivery of services and seeking ways to improve the patient experience, with the goal of achieving a patient- and family-centred health system.
- III. improve health system transparency and accountability with patients, residents, clients, families and the public.
- IV. serve as local engagement mechanisms to ensure that the Saskatchewan Health Authority continues to hear local voices.

### Key Roles and Responsibilities

#### *System Wide Leadership*

- Receive input from the vulnerable communities, Patient and Family Centre Care (PFCC) representatives regarding their expectation of improving health status in the province, with a specific focus on XXXXX communities.
- Provide advice and information to the Saskatchewan Health Authority Board to facilitate setting of clear and consistent strategic direction for community participation in improving health status.
- Recommend adoption of national and local best practices, processes and guidelines, known to improve community engagement and participation in healthcare.
- Form sub-committees and working groups and commission other activities necessary in response to emerging health and/or community issues in the province including issues that may periodically be referred to the network by the Board and/or the Ministry of Health.
- Promote the inclusion of community engagement and participation in the curricula of health professionals and administrators.
- Promote improvement of health status in the community.

#### *Measurement and Evaluation*

- Assist the Saskatchewan Health System in the development of indicators related to community engagement and participation.
- Perform self-evaluation annually.

#### *Information and Communication*

- Recommend strategies to inform the public as active participants in their own health.

- Provide advice on strategies to improve health system transparency and accountability to patients/residents/clients and to the public regarding community engagement and participation in healthcare.

## **Composition of the Networks**

The Community Advisory Networks will each consist of a maximum number of xx members and no less than xx members, including a Chair appointed by the Board. For each Network, the Chair and members are selected for their personal credibility, outreach in their community and experience as it relates to improving health status and health status ownership in the community. The members will represent a cross section of communities spread through the province. There will be appropriate representation from the First Nations & Métis communities of the province.

Each Community Advisory Network will select a Vice-Chairperson from its membership. In the absence of the Network Chairperson, the Vice-Chairperson shall have all of the delegated roles and responsibilities to perform all the duties of the Chairperson.

## **Responsibilities to the Board:**

Each Community Advisory Network receives its mandate from, and is ultimately accountable to the Saskatchewan Health Authority Board for the manner which it carries out its affairs.

The Lieutenant Governor in Council may make regulations respecting the establishment and composition of community advisory networks and any other matters respecting community advisory networks.

The Chairs of each Community Advisory Network shall report quarterly to the Saskatchewan Health Authority Board Chair (through her/his delegate) on the work their respective Network– or more or less – as desired.

The Community Advisory Networks will each prepare an annual report for the Saskatchewan Health Authority Board.

The Community Advisory Networks may need to revise the Terms of Reference from time to time as they feel necessary. Any proposed changes to the Terms of Reference must be submitted to the Board for final approval.

## **Term of Membership**

The term of membership will be three years, with provision to change the term for purposes of maintaining continuity. The Networks will strive toward a minimum turn-over rate of no more than x% of membership to maintain continuity if possible.

## **Resources**

A Community Advisory Network is not a Corporation, and individuals who participate in a Community Advisory Network are not entitled to remuneration or reimbursement for expenses with respect to that participation, except as authorized by regulations.

The Lieutenant Governor in Council may make regulations respecting the establishment and composition of Community Advisory Networks and any other matters respecting Community Advisory Networks that the Lieutenant Governor in Council considers necessary or advisable. The Saskatchewan Health System will provide secretariat support. Staff members will act in an ex-officio capacity with the Network.

## **Meeting Management**

Meetings will take place at minimum four (4) times a year or as determined by the Network.

Meeting materials will be distributed as early as possible in advance of meetings.

## Sponsorship Requests

<b>WORK STANDARD</b>				<b>Name of Activity:</b> Sponsorship Requests (under development)		
				<b>Role performing Activity:</b> Board Members		
	<b>Location:</b> Saskatchewan Health Authority		<b>Department:</b> Saskatchewan Health Authority Office			
	<b>Document Owner:</b> Chair, Governance and Human Resources			<b>Organization where this Standard Work originated:</b> Saskatchewan Health Authority		
<b>Date Prepared:</b>		<b>Last Revision:</b>		<b>Date Approved:</b>		

### Work Standard Summary

Task Sequence	Task Definition

## Annual Evaluations

 <p><b>Putting Patients First</b> <i>Transforming Health Care through Lean</i></p>	<p><b>Name of Activity:</b> Annual Evaluations (under development)</p> <p><b>Role performing Activity:</b> Board Members</p>		
<b>WORK STANDARD</b>	<p><b>Location:</b> Saskatchewan Health Authority</p>		<p><b>Department:</b> Saskatchewan Health Authority Office</p>
	<p><b>Document Owner:</b> Chair, Governance and Human Resources</p>		<p><b>Organization where this Standard Work originated:</b> Saskatchewan Health Authority</p>
	<p><b>Date Prepared:</b></p>	<p><b>Last Revision:</b></p>	<p><b>Date Approved:</b></p>

### Work Standard Summary

Task Sequence	Task Definition

## Executive Responsibilities

### TITLE: Chief Executive Officer - Position Profile<sup>93</sup>

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#### Primary Focus

The Chief Executive Officer (Chief Executive Officer) is a key leader in Saskatchewan health care, partnering with system leaders to achieve our province's health care goals. Reporting to the Board of Directors, and working closely with the Deputy Minister of Health, the Chief Executive Officer is accountable for providing strategic and operational leadership of the Saskatchewan Health Authority (Saskatchewan Health Authority).

#### Job Context

The Saskatchewan Health Authority is the largest employer in Saskatchewan with a budget of over \$3.4 billion, employing approximately 43,000 staff and is responsible for the delivery of healthcare to the province.

The Saskatchewan Health Authority infrastructure and services consist of, but is not inclusive of:

- 64 hospitals with 2,500 acute care patient beds
- Approximately 9,000 long term care beds
- Provincially coordinated quality, patient-centred care services, such as Acute hospital-based care, Long Term Care, Mental Health and Addiction Services, Primary Health Care, Public Health and many other community-based clinical programs designed to promote and maintain health of the population

Operating in a complex and dynamic healthcare environment, the primary accountabilities of the Chief Executive Officer include:

- Supporting the Board to fulfill its governance role
- Implementation of the strategic plan and directives
- Providing leadership and direction to the organization's vision, mission and values
- Ensuring management/administration of all health services and programs under the direction of the Board

In delivering on these accountabilities, the Chief Executive Officer will:

- Be a champion of Patient- and Family-Centred Care;
- Be politically astute and knowledgeable regarding government processes
- Ensure the organization is in compliance with all relevant legislation and other directives as outlined in the Saskatchewan Health Authority Governance Framework
- Build and champion the Saskatchewan Health Authority brand and reputation to build trust and confidence
- Demonstrate the highest level of leadership effectiveness consistent with the LEADS in Caring Environment capabilities
- Demonstrate advanced knowledge of financial management practices and budgeting processes
- Foster a positive, engaged, learning culture
- Demonstrate a commitment to a diverse, culturally competent and culturally safe health system and representative workforce

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<sup>93</sup> Used for Chief Executive Officer recruitment, 2017

- Ensure the Board, Minister of Health and Deputy Minister of Health are informed of all emergent issues with financial and/or public relations and/or legal and/or patient safety implications in an appropriate and timely manner
- Motivate, inspire and empower Saskatchewan Health Authority employees to perform to their greatest potential
- Champion health care sustainability by encouraging innovation, best practice and collaboration. Work with others to enhance the Saskatchewan Health Authority's reputation for excellence in care, research and education and promotion of healthy lifestyles.

## **SPECIFIC ACCOUNTABILITIES**

### **Enabling the Board to fulfill its governance role**

- Support the Board in defining Board roles, responsibilities and competencies
- Support the Board to develop Board evaluation, monitoring and accountability processes
- Support the Board to develop a framework/processes to deliver on key accountabilities (ie: governance framework, succession planning process, strategic planning, etc.)

### **Implementation of the strategic plan and directives**

- Support the Board to develop a multi-year strategic plan
- Develop, implement and monitor an annual business plan and budget that will support the delivery of the strategic plan
- Ensure supporting frameworks are in place for planning, implementation and monitoring, which includes integration with operating and capital budget process and Integrated Risk Management process. Specific activities include:
  - Consistently monitor and analyze the changing economics and trends of health care nationally and provincially
  - Achieve a balanced budget, while meeting provincial health care strategic goals
  - Ensure a disciplined approach to compliance work, internal and external audits, and health privacy legislation
- Participate and provide leadership in advancing provincial priorities. To support delivery on this accountability, the Chief Executive Officer will:
  - Ensure there is opportunity for increased participation and involvement of physicians in the leadership of the Saskatchewan Health Authority
  - Foster strong multi-level relationships (elected officials and Ministry of Health) with the Saskatchewan Government on issues related to funding, and accountability mechanisms
  - Engage in active relationship management with key stakeholders
  - Establish and maintain relationships with multiple stakeholder groups including the Ministry of Health, Saskatchewan Medical Association (SMA), 3sHealth, eHealth, Health Quality Council (HQC), Saskatchewan Association of Health Organizations (SAHO), Physician Recruitment Agency of Saskatchewan (PRAS), affiliates, foundations, unions, regulatory bodies, municipal governments, and the academic community
  - Engage the community through public consultation and partnerships
  - Take an active role as the "visible executive leader" daily, as well as at key events and in critical internal and external communications. To successfully fulfill this expectation, significant frequent travel throughout the province is required
  - Expand visibility of the organization and demonstrate an executive presence when engaging with public and media
  - Support foundations in key fundraising initiatives and capital campaigns
  - Take a leadership role in intersectoral collaboration

### **Providing leadership and direction to the organization's vision, mission and values**

- Ensure process in place for the development and annual review of vision, mission and values
- Develop plans to support culture: Culture of Safety, Patient- and Family-Centred Care, Culture of Accountability and Quality Improvement. In particular, ensure the plans:
  - Enable striving towards an environment of zero harm for all
  - Involve the patient and family voices and perspective
  - Enable a culture of accountability in which leaders have clear expectations and are supported in achieving the outcomes expected
  - Enable continuous quality improvement at all levels in the organization

### **Ensuring management/administration of all health services and programs under the direction of the Board**

- Develop an organizational structure that supports delivery of clinical and support services
  - Ensure the ongoing evolution and adaptation of the organization structure to meet the changing health care opportunities and landscape
  - Build successful physician relationships by enhancing co-leadership, partnerships, collaboration, accountability, and alignment around organizational priorities and patient care
- Develop an effective structure for Senior Leadership Team (SLT) with clear deliverables and outcomes
- Ensure evaluation, monitoring and accountability processes are in place
- Develop a process to select high functioning senior leaders
- Develop a process for ongoing SLT development and assessment
- In particular, the Chief Executive Officer:
  - Leads a high performing executive team who can forecast, plan, implement, achieve and evaluate the Saskatchewan Health Authority strategic priorities
  - Influences the team by demonstrating proficiency in the LEADS in a Caring environment capabilities
  - Supports SLT leadership development
  - Ensures a robust performance management system is maintained and leveraged through the LEADS framework
  - Supports the creation of cross-functional projects to build team capability and capacity
- Develop an SLT succession plan
  - Ensure SLT succession planning is aligned with the overall Saskatchewan Health Authority succession planning framework that includes physician and leadership succession planning
  - Ensure alignment of the organizational succession planning framework with the organization's talent development framework for staff and physicians
  -

### **Organization Structure**

**Supervisor's Title:** Chair, Saskatchewan Health Authority Board of Directors

**Direct Reports** (updated September 2017)

- Chief Operating Officer
- Chief Audit Officer (joint reporting relationship with the Board)
- Vice President and Physician Executive, Integrated Northern Health
- Vice President and Physician Executive, Rural Health
- Vice President and Physician Executive, Urban Health

- Vice President and Physician Executive, Provincial Programs
- Vice President Quality, Safety and Strategy/Chief Medical Officer
- Vice President Human Resources
- Vice President Finance and Chief Financial Officer
- Vice President Infrastructure, Information and Support
- Executive Director, Community Engagement and Communications
- Executive Director, Governance and Policy
- Executive Assistant

## Dimensions

Provincial Population: 1.14 M

Budget: \$3.4B

FTE's: approximately 43,000

## Working Conditions

### Physical Effort & Environment:

This position operates in a normal office environment where some physical effort is required to carry equipment/materials to various sites for meetings. Frequent walking to various locations is required in this position and may also require extended periods of time in a sitting position during travel across the province as well as the number of meetings that s/he will be required to attend. The work requires considerable amounts of time at the desktop computer with extended periods of visual concentration at a display monitor. Frequent travel is required throughout the province.

### Sensory Attention:

High level of attention to detail is required for legislation, budget, communications, contracts and statistics. Much of the time is spent in meetings where focused attention is required to understand and identify the real issues and to resolve conflict. Considerable creativity, problem solving and decision making is required to collaboratively establish vision, values and strategic direction. Considerable concentration is required with a number of key priorities that have tight timelines to have sustainable results achieved.

### Mental Stress:

The new Saskatchewan Health Authority will be a very dynamic, highly complex and rapidly changing environment. This position requires the ability to manage stressful situations, and resolve conflicting and demanding issues and priorities. There may be a high level of public, professional and political scrutiny on the decisions made by the incumbent.

## Appendix (For Accountability Agreement Purposes)

### Qualifications:

You are a leader who:

- Is committed to delivering on Patient and Family-Centred Care
- Is committed to quality and safety, striving towards an environment of zero harm
- Has extensive relevant experience in a senior leadership role with a proven track record of success in a complex, dynamic organization. 15+ years in Health Care Management/ Administration with

at least five of these years as a Chief Executive Officer, Chief Operating Officer or Senior Executive in a health care environment

- Has significant experience overseeing human, fiscal, information and program resources with the ability to integrate strategies with resources available
- Has advanced knowledge of financial management practices and budgeting processes
- Demonstrates and is recognized for strategic leadership that includes articulation of mission, vision and strategy and charts a path forward
- Mobilizes people, inspiring and setting examples for staff, physicians and other health care stakeholders
- Exemplifies ethical practices, professionalism and personal integrity
- Promotes innovation, guides change and is committed to continuous improvement
- Has a proven ability to collaborate strategically with a wide variety of stakeholders to balance the needs and interests of these diverse groups within the corporate agenda
- Exemplifies ethical practices, professionalism and personal integrity
- Has extensive knowledge of the healthcare system in Saskatchewan and across Canada. Certified Health Executive (CHE) designation is considered an asset.
- Holds a minimum Masters-level preparation in Health/Public/Business Administration, Medical Degree, Healthcare Professional and/or equivalent combination of experience and education.
- Has a proven ability to build strategic partnerships with government, Physicians, unions, academic institutions, interprovincial/external relationships, professional associations and other health care organizations.

## **Behavioural Accountabilities**

As the leader in the Saskatchewan Health Authority you must demonstrate an awareness of and be responsible for actively promoting a respectful workplace by supporting Patient- and Family-Centred engagement and care in all that you do.

This is accomplished in part by demonstrating through actions the five principles of the LEADS in a Caring Environment: [www.leadersforlife.ca](http://www.leadersforlife.ca)

### **1. Lead Self by:**

- Being aware of one's own assumptions, values, principles, strengths and limitations
- Taking responsibility for their own performance and health
- Actively seeking opportunities and challenges for personal growth and development
- Modeling qualities such as honesty, integrity, resilience and confidence in all your daily work
- Raising personal standards to a higher level
- Accounting for the human side of change

### **2. Engage Others by:**

- Supporting and challenging others to achieve professional and personal goals
- Creating engaging environments where others have meaningful opportunities to contribute and ensure that resources are available to fulfill their expected responsibilities
- Inspiring people to exercise initiative, make tough decisions, experiment with new ideas, to make and learn from their mistakes
- Listening to and encouraging open exchanges of information and ideas
- Building environments based on collaboration and cooperation

### **3. Achieve Results by:**

- Inspiring vision by identifying, establishing and communicating clear and meaningful expectations and outcomes
- Integrating organizational missions, values and reliable evidence to make decisions
- Strategically planning for the workforce that is required to meet long term plans.
- Acting in a manner consistent with the organizational values
- Measuring and evaluating outcomes
- Holding themselves and others accountable for their actions and their results

### **4. Develop Coalitions by:**

- Creating an environment of mutual respect and instills confidence that all words and actions are the truth
- Demonstrating a commitment to clients and service
- Demonstrating concern for the overall well-being of everyone
- Encouraging open exchange of information
- Using quality evidence to influence actions
- Being politically astute
- Negotiating through conflict and mobilizing support

### **5. Systems Transformation by:**

- Thinking analytically and conceptually
- Questioning and challenging the status quo
- Designing and implementing effective processes across systems and stakeholders
- Scanning the environment for ideas, best practices, and emerging trends that will shape the system

#### **Safety Accountabilities**

- Ensuring safety is part of the organization's everyday standard work and expectations surrounding safety behaviours are in accordance with the Safety Management System.
- Achieving a safety incident and injury/harm free environment is a fundamental part of overall accountability.

#### **Quality Improvement Accountabilities**

- Applying strong leadership through coaching, teaching, and transferring quality improvement tools and skills
- Ensuring standard work is built into daily work and everyone is accountable to this standard work
- Actively engaging others in daily improvement
- Ensuring measurement of the right things and making it visible.

**DOCUMENT OWNER:** Chairperson, Governance and Human Resources Committee

**Approved by the Board:** December 4, 2017

**Revision History:**

# Executive Responsibilities

## TITLE: Chief Executive Officer - Authority, Expectations and Conditions

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The Board defines the authority, expectations and conditions of the CEO related to financial planning, financial management, asset protection, risk management, purchases and contracts and communications.

### 1. Delegation of Authority

- 1.1 The Board delegates responsibility to manage the business and operations of the Saskatchewan Health Authority to the Chief Executive Officer.
- 1.2 The Chief Executive Officer is authorized to approve or delegate approval of administrative policies, make management decisions and take actions consistent with Board direction and relevant legislation and regulations.
- 1.2 The Board, in consultation with the Chief Executive Officer, may change its policies, thereby shifting the respective responsibilities of the Board and Chief Executive Officer. The result may be a change of degree in administrative latitude or authority given to the Chief Executive Officer.

### 2. Financial Planning

#### 2.1 Expectations

- 2.1.1 The Chief Executive Officer shall present an annual Operational Plan and Financial Health Services Plan for operating and capital expenditures for the approval of the Board.
- 2.1.2 The Chief Executive Officer shall ensure that financial planning for any fiscal period or the remaining part of any fiscal period shall:
  - 2.1.2.1 Align with the Board's approved vision, mission, values and goals;
  - 2.1.2.2 Contribute to the advancement of priorities established by the Board and by the Ministry of Health; and
  - 2.1.2.3 Support responsible fiscal management.

#### 2.2 Conditions

- 2.2.1 Present the annual budget for operating and capital expenditures for the approval of the Board which:
  - 2.2.1.1 Contains sufficient information to enable reasonable projection of revenues and expenses, separation of capital and operational items, cash flow analysis and disclosure of significant changes in the financial position;
  - 2.2.1.2 Describes significant planning assumptions and risks; and
  - 2.2.1.3 Complies with financial directions defined by the Board and the Ministry of Health.

### 3. Financial Management

#### 3.1 Expectations

The Chief Executive Officer shall:

- 3.1.1 Adequately and prudently manage the financial resources and assets of the Saskatchewan Health Authority.
- 3.1.2 Ensure that appropriate and effective processes exist for financial management of the Saskatchewan Health Authority's budget.

- 3.1.3 Monitor expenditure and revenue management throughout the fiscal year.
- 3.1.4 Regularly provide information to the Board comparing actual revenue and expenditures to budget and shall report on variances from the budget.
- 3.1.5 Receive, process, or disburse funds using appropriate controls and processes.

### **3.2 Conditions**

The Chief Executive Officer shall:

- 3.2.1 Manage financial resources within the limits established by the annual budget for total operating and total capital expenditures subject to 3.2.4, 3.2.5, 3.2.6, and 3.2.7.
- 3.2.2 The Chief Executive Officer shall inform the Board on financial management issues of materiality or significance (i.e., liability exposure, public profile or future impact) or a major change such as the elimination of a program or service that is significant, prior to executing any agreement or contract related to the issue.
- 3.2.3 The Chief Executive Officer may make individual program and service budget adjustments and reallocations within the fiscal year to address unplanned and/or necessary variations (both increases and decreases) in expenditures and revenues.
- 3.2.4 When program and service expenditure or revenue adjustments and reallocations are material, the Chief Executive Officer shall inform the Board; and
- 3.2.5 When material expenditure or revenue adjustments and reallocations cannot be accommodated within the total approved annual budget for the Saskatchewan Health Authority, the Chief Executive Officer shall require the Board's approval for the change.
- 3.2.6 The Chief Executive Officer shall require the Board's approval to use any internally restricted reserves for other than their designated purpose, except for those that are not significant (e.g. less than \$100,000).
- 3.2.7 The Chief Executive Officer shall require the Board's authorization for procurements greater than \$20,000,000 for single year expenditure commitments, and \$20 million per year to an aggregate of \$60 million for multi-year expenditure commitments.
- 3.2.8 Ensure responsible management of the financial resources and assets of the Saskatchewan Health Authority.
- 3.2.9 Ensure that appropriate and effective processes exist for financial management of the Saskatchewan Health Authority's budget.
- 3.2.10 Monitor expenditure and revenue management throughout the fiscal year.
- 3.2.11 Provide monthly reports to the Board comparing actual revenue and expenditures to budget and report on variances from the budget.

## **4. Asset Protection**

### **4.1 Expectations**

- 4.1.1 The Chief Executive Officer shall ensure that assets are reasonably protected, adequately maintained and are not placed unnecessarily at risk and to the extent possible, ensure the Saskatchewan Health Authority or staff are not exposed to claims of liability.

## **4.2 Conditions**

The Chief Executive Officer shall:

- 4.2.1 Obtain reasonable insurance against theft, fire and casualty losses, with an appropriate deductible;
- 4.2.2 Obtain reasonable insurance to the appropriate extent against liability losses to Board members, staff and individuals engaged in activities on behalf of the Board;
- 4.2.3 Insure to the appropriate extent against losses due to errors and omissions on the part of Board members or staff;
- 4.2.4 Insure Saskatchewan Health Authority is in compliance with insurance requirements as set out in the Regulations.

## **5. Purchases and Contracts**

### **5.1 Expectations**

- 5.1.1 Ensure that the processes for the purchase of equipment, supplies, services, property leases or clinical agreements are appropriately defined; and
- 5.1.2 The Saskatchewan Health Authority complies with its procurement obligations and guidelines under the various domestic and international trade agreements which it is subject to.
- 5.1.3 Ensure that all Saskatchewan Health Authority contracts including those for clinical or surgical services comply with relevant legislation and regulations, including appropriate reporting to the Board.
- 5.1.4 Keep the Board informed of any significant risks e.g. matters of public sensitivity or irregularities related to purchases and contracts.

### **5.2. Conditions**

The Chief Executive Officer shall:

- 5.2.1 Approve and sign contracts, agreements, engagements and undertakings (referred to as "Contracts") on behalf of the Board.
- 5.2.2 The dollar value of contracts signed by the Chief Executive Officer shall be within the limits established by relevant legislation, regulations and SHA policies.
- 5.2.3 The approval of contracts by the Chief Executive Officer must be within the limits of the approved operating and capital budgets.
- 5.2.4 The Chief Executive Officer shall notify the Board prior to approving procurements that have material risks or irregularities.
- 5.2.5 The Chief Executive Officer shall receive Board approval prior to acquisition or disposal of real property or leases not contemplated in the Board approved annual plan.
- 5.2.6 The Chief Executive Officer may further delegate signing authority to Saskatchewan Health Authority management personnel.
- 5.2.7 Ensure policies and processes are in place to ensure compliance with all Acts, legislation and regulations that are applicable to the Saskatchewan Health Authority.

## **6. Enterprise Risk Management**

### **6.1 Expectations**

- 6.1.1 The Chief Executive Officer shall ensure that the organization effectively manages organization-wide risk by identifying, analyzing and evaluating whether the risk should be modified by risk treatment in order to satisfy the organization's risk criteria.

### **6.2 Conditions**

The Chief Executive Officer shall:

- 6.2.1 Ensure efficient and effective processes and systems are in place to

manage all aspects of risk within the organization and to provide reasonable assurance that the Saskatchewan Health Authority is meeting its objectives while maintaining a safe environment for its patients, staff and public.

- 6.2.2 Ensure that mechanisms are in place to control risk in a systemic way by developing and implementing an enterprise risk management framework and implementation plan.
- 6.2.3 Ensure necessary linkages to existing (and potentially new) working groups and committee structures to effectively manage risk.
- 6.2.4 Ensure that the organization is effectively managing risk by identifying, analyzing and evaluating whether the risk should be modified by risk treatment in order to satisfy the organization's risk criteria.

## **7. Communications**

- 7.1** The Board Chairperson and the Chief Executive Officer are the designated spokespersons for the Saskatchewan Health Authority.
- 7.2** Statements made by the Chief Executive Officer shall align with established Board policy or directions.

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## Executive Responsibilities

### TITLE: Chief Executive Officer - Management of Human Resources

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The Chief Executive Officer shall ensure working conditions which are compliant with applicable legislation, fair, dignified and safe and comply with the Board's approved statement of values, legislated employment standards and negotiated collective agreements.

**The Chief Executive Officer shall:**

- a. Operate with and ensure staff is aware of written personnel policies and procedures which clarify working conditions and expectations for staff.
2. Ensure compliance with policies regarding acceptance of compensation, reward, or gifts from a client, client's family or supplier.
3. Strive for compliance with the Accreditation Canada human capital standards.
4. Submit Collective Agreements for ratification by the Board and provide for effective handling of grievances.
5. Operate with fair hiring practices that support the development of a representative workforce.
6. Ensure human resource practices do not discriminate against any staff member or volunteer for expressing ethical dissent, or on the grounds of age, gender, ethnic background, religion or sexual orientation.
7. Ensure employees have access to the 3sHealth dental, life insurance, retirement, disability and extended health plans.
8. Ensure continuing education opportunities are available to staff.
9. Develop a staff recognition program.

**The Chief Executive Officer shall not:**

1. Allow employees, consultants or contract worker to change their own compensation and benefits.
2. Promise or imply life-long or guaranteed employment.
3. Establish compensation and benefits which deviate materially from the geographic or professional market for the skills employed, create obligations over a longer term than revenues can be safely projected or are discriminatory.
4. Enter into employment contracts outside of the standard senior management agreement unless authorized by the Board.
5. Negotiate any changes to pre-existing senior management contracts unless authorized by the Board.

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