



Saskatchewan  
**Health Authority**

# GOVERNANCE CHARTER

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## Introduction

The Saskatchewan Health Authority (SHA) (“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. The SHA works in the spirit of truth and reconciliation, acknowledging Saskatchewan as the traditional territory of First Nations and Métis People.<sup>1</sup>

Building on the provincial document ‘Ministry of Health and Saskatchewan Health Authority Roles and Responsibilities in a Restructured Health System (Mandate Charter)’, the SHA Governance Charter details the roles and responsibilities, functions and structures of the SHA that are interlinked with the Ministry of Health Plan.

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

The SHA is responsible for health services as identified in *the Regulations*.<sup>2</sup>

The SHA Governance Charter replaces all former Regional Health Authority (RHA) Board governance policies and/or governance charters in effect prior to December 4, 2017. The Board reviews its 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 SHA, where we advocate and champion quality care in accordance with best practices, service excellence and national performance standards. Our governance philosophy is based on safety, accountability, respect, collaboration and compassion.

The SHA 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 (CEO) is based upon trust, collaboration and a clear understanding of roles and responsibilities of the Board and the CEO.

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. We are open and transparent regarding the decisions we make.

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<sup>1</sup> [Commitment to Truth and Reconciliation](#)

<sup>2</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. 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. Board members and executive leadership work together to develop priorities and strategies; there is openness to addressing big picture questions. 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](#) of “*We work together to improve health and well-being. Every day. For everyone.*”, vision of “*Healthy People, Healthy Saskatchewan*”, and values of “*safety, accountability, respect, collaboration and compassion*” and strategic direction.

Governance at the SHA also takes place via a network of inter-related activities through which management, staff, patient & family advisors and health partners 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 continues to streamline and review its governance role with this priority in mind.

### **Culture of Safety<sup>3</sup>**

The SHA Board of Directors is committed to providing physical, psychological, social, cultural, and environmental safety. Every day. For everyone.

Our objective is to advance a culture of safety and continuous improvement that provides patient and family centred care and services, proactively focuses on the elimination of preventable harm and has a climate of psychological and cultural safety. In order to achieve this objective and our vision, mission and values, everyone must take responsibility for their role in supporting a safe environment.

The Board commits its leadership and the SHA to advance a culture of safety and continuous improvement by:

- Ensuring that safety for everyone is our first and highest priority.
- Understanding that workplace safety for employees and physicians is directly linked to safety for patients and families.
- Providing leadership to build our capability to understand if we are safe today and how we can be safe tomorrow.
- Fostering an environment that is psychologically and culturally safe, allowing us to be compassionate, creative, and learning-based.
- Integrating quality and safety into daily operations to provide patient and family centred care that is safe, timely, effective, efficient, and equitable.
- Guiding the organization to co-create SHA policies and procedures with patients and families to standardize safe and reliable processes and clarify roles and responsibilities.

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<sup>3</sup> Safety Charter

- Ensuring reporting of harm and/or concerns is easy and followed up with understanding what harm occurred, why it happened, sharing the findings and improvements, and learning as an organization.
- Providing the opportunity for all employees, physicians, patients/families, and other stakeholders to participate and collaborate in the process of continuously improving safety strategies and outcomes.

## **Our Composition<sup>4</sup>**

Board members form the governing body of the SHA. 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>5</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 *the 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>6</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 SHA without the authorization of the Board Chairperson. The Board Chairperson must report attendance matters to the Minister of Health.

## **Roles and Responsibilities**

The Board provides strategic direction and effective oversight of healthcare in Saskatchewan. The Board is responsible for administering the affairs and conducting the business of the SHA and ensuring the SHA meets its objectives and purposes.<sup>7</sup> The Board will govern in alignment with *the Act*, *the Regulations*, the Mandate Charter, the General Bylaws, the Interim 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 SHA provides. Our key responsibilities are to<sup>8</sup>:

- Assess the health needs of the residents of Saskatchewan;

<sup>4</sup> *The Act*, s. 3-6(3) and s. 3-11(1)

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

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

<sup>7</sup> General Bylaws, s. 5(1)

<sup>8</sup> *The Act*, s. 4-1(2)

- Prepare and regularly update an operational plan for the provision of health services;
- Provide the health services that the 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 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>9</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>10</sup>
- Allocation of resources (includes assessment of risks and benefits and evaluates impact on quality, safety and patient, resident, or client experience)<sup>11</sup>;
- Providing, coordinating, monitoring and evaluating the health services it provides;
- Establishing policies and procedures;
- Hiring and evaluating the CEO;
- 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 has appointed a Board Secretary (“Executive Director, Governance & Policy”) pursuant to the General Bylaws.<sup>12</sup>

The Board is responsible to administer the Interim Practitioner Staff Bylaws.<sup>13</sup> The SHA has a unique relationship with practitioner staff and oversees practitioner staff relations. Practitioner Associations are also a critical part of the relationship with practitioner staff. The Board grants practitioner staff privileges in healthcare facilities but does not employ all practitioner staff. The Board has delegated appointments and uncontested reappointment processes to the Chief Medical Officer (CMO).

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<sup>9</sup> The Ministry of Health Mandate Charter, 2017

<sup>10</sup> Accreditation Canada, Governance Standard, s. 9.8

<sup>11</sup> Accreditation Canada, Governance Standard, s. 9.6 and 9.7

<sup>12</sup> General Bylaws, s. 9

<sup>13</sup> Interim Practitioner Staff Bylaws

## **Code of Conduct<sup>14</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, General Bylaws, Appendix A<sup>15</sup> (see [Appendix A: Annual Attestation Form](#)).

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>16</sup>.

## **Decision Making<sup>17</sup>**

The Board makes decisions that are consistent with the vision, mission and values of the SHA and are aligned with a philosophy of patient and family centred care. The Board approved and follows an ethics framework and utilizes an ethics checklist (see [Appendix B: Ethical Decision Making Checklist](#)) for decision making ([Ethics Framework](#)).

## **Conflict of Interest<sup>18</sup>**

Board members have legal obligations established by *The Legislation 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, must declare his or her interest and excuse himself/herself from the meeting until discussion and voting, if applicable, on the matter has been completed. Board members provide annual and on-going notice(s) of conflict of interest (see [Appendix C: Conflict of Interest](#)).

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 (SHA) (see [Appendix D: Gift Acceptance](#)).<sup>19</sup>

## **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 SHA, regarding:

## **Strategic Planning**

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<sup>14</sup> General Bylaws, Appendix A and Accreditation Canada, Governance Standard, s. 2.8

<sup>15</sup> General Bylaws, Appendix A

<sup>16</sup> General Bylaws, s. 18

<sup>17</sup> Accreditation Canada, Governance Standard, s. 1.3, 3.0 and 3.1

<sup>18</sup> *The Legislation Act*, s. 2-39 and 2-41 and the General Bylaws, Appendix A, Code of Conduct & Accreditation Canada Governance Standards s.5.5. Change from *Interpretation Act* to *Legislation Act* necessary due to change in Legislation.

<sup>19</sup> General Bylaws, Appendix A, Code of Conduct

- The Board establishes the mission, vision and values<sup>20</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 SHA'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**

- The Board ensures that key financial objectives and indicators are developed for Board approval and in line with the strategic plan and the Ministry of Health Plan.
- The Board monitors performance against the financial objectives.
- The Board maintains a high level of risk management.

#### **Relationships**

- The Board establishes mechanisms for collaboration with health system stakeholders and partners.
- The Board ensures that the importance of community engagement is reinforced.

#### **Quality Management**

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

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

- The Board monitors indicators of clinical outcomes and quality of services.
- The Board periodically evaluates programs and services goals through management's progress reporting.
- The Board reports on SHA performance in addressing the health needs in the strategic priority areas.

#### **Management and Performance**

- The Board employs the CEO and monitors his or her performance.
- The Board approves compensation for the CEO.
- The Board reviews and monitors CEO succession planning.

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<sup>20</sup> Accreditation Canada, Governance Standards, s.4.0 and 5.0

- The Board supports a quality workplace and high performing work team.
- The Board ensures that a safe working environment is created for staff and practitioners.

## 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 ensures that the SHA 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 CEO will report on performance related to the indicators.

The Board is accountable for monitoring variances related to the indicators and ensuring that the SHA has developed measures to improve and enhance the performance of the health care system. The key responsibilities of our individual members regarding performance monitoring include:

- Being diligent and adhering to the SHA'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 Mandate Charter outlines how the Board specifies and monitors healthcare performance in the province.<sup>21,22,23</sup> Information about the quality performance of the organization is also used to make resource allocation decisions and set priorities and expectations.<sup>24</sup>

Annually the Board will also:

- Establish CEO performance objectives in partnership with the CEO;<sup>25</sup>
- Review conditions of employment and conduct a performance evaluation of the CEO;<sup>26, 27</sup>
- Ensure the appropriate types and amounts of insurance coverage carried by the SHA are in place, as established by *the Regulations*;<sup>28, 29</sup>
- Review and sign a statement acknowledging his or her roles and responsibilities, including expectations of the

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<sup>21</sup> Accreditation Canada, Governance Standards, s.6.3

<sup>22</sup> Accreditation Canada, Governance Standards ROP, s.12

<sup>23</sup> Accreditation Canada, Governance Standards, s. 12.1.4 (quarterly)

<sup>24</sup> Accreditation Canada, Governance Standards, s.12.1.5

<sup>25</sup> Accreditation Canada, Governance Standards, s.7.4

<sup>26</sup> General Bylaws, s. 5(3)(3)

<sup>27</sup> Accreditation Canada, Governance Standards, s.7.4 and 7.7

<sup>28</sup> General Bylaws, s. 21 and *the Regulations* s. 14

<sup>29</sup> *The Regulations*, s. 14(1) and (2)

position and legal duties as well as review and declare compliance with the Board's Code of Conduct;<sup>30</sup>

- Establish the directions, key expectations and performance measures to ensure the effective and efficient governance of the SHA;<sup>31</sup>
- Establish a plan<sup>32</sup> and budget for Board and CEO professional development;
- Establish Board goals and evaluate its own performance<sup>33</sup>; and
- Submit Board members *Conflict of Interest Declarations* to the SHA Chairperson.

## Meetings

### Public Meetings<sup>34</sup>

The Board will hold a minimum of four (4) public meetings in any fiscal year.<sup>35</sup> All meetings are recorded and conducted according to *Bourinot's Rule of Order*.<sup>36</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.

Standing Board meeting agenda items are as follows:

- Quality;<sup>37</sup>
- Strategy; and
- Patient and Family Centred Care.

Except for the exclusions outlined in 6-8(2) of the *the Act*, 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>38</sup> All decisions of the Board are made by the majority of the voting members in attendance.<sup>39</sup> Voting by proxy is not permitted.

The Board Administrative Assistant 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 seven (7) days prior to the meeting (see [Appendix E: Public Meeting Notification](#)).<sup>40</sup>

Annually at a public meeting, the Board presents and approves:

- Operational and financial plans<sup>41</sup> for the upcoming fiscal year, including identification of any significant changes to existing SHA health services;

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<sup>30</sup> Accreditation Canada Governance Standards, 2.8 and General Bylaws, Appendix A

<sup>31</sup> General Bylaws, s. 5 (3)(b)

<sup>32</sup> Accreditation Canada, Governance Standards, s.2.9

<sup>33</sup> Accreditation Canada Governance Standard, s. 13

<sup>34</sup> General Bylaws, s. 10

<sup>35</sup> General Bylaws, s. 10(1)

<sup>36</sup> General Bylaws, s. 14(1) and includes committee meetings

<sup>37</sup> Accreditation Canada, Governance Standards, s. 12.1.2

<sup>38</sup> General Bylaws, s. 12(1) and (5)

<sup>39</sup> General Bylaws, s. 12 (8)

<sup>40</sup> General Bylaws, s. 10(3)

<sup>41</sup> *The Act*, s. 7-1, 7-2

- The budget;<sup>42</sup>
- An annual report for the preceding fiscal year<sup>43</sup>, subject to *the Regulations*,<sup>44</sup> and
- The auditor; appoint and fix the remuneration of an auditor;<sup>45</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>46</sup>
  - The auditor holds office for a one-year term.
- Audited financial statements for the SHA.<sup>47</sup>

### **Non-Public Meetings<sup>48</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 SHA involving future budgetary decisions;
- Risk management issues or patient care issues;
- Collective bargaining or human resource management issues;
- Security measures being undertaken by the SHA; or
- Any matter falling within the scope of any prescribed circumstance as outlined in *the Act*.

### **Special Meetings<sup>49</sup>**

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

The Board Administrative Assistant ensures 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 SHA officials may be invited to attend all or part of an in-camera meeting, as required. The CEO will be excluded from in-camera sessions when the Board is to review the performance or compensation of the CEO or when the SHA wishes to have only Board members present.

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<sup>42</sup> General Bylaws, 3(j)

<sup>43</sup> *The Act*, s. 7-5(1)(a)

<sup>44</sup> *The Regulations*, s. 12

<sup>45</sup> General Bylaws, s. 17(4)

<sup>46</sup> *The Regulations*, s. 13

<sup>47</sup> *The Act*, s. 7-5(1)(b)

<sup>48</sup> *The Act* s. 6(8)(2)

<sup>49</sup> General Bylaws, s. 11

## 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: <ol style="list-style-type: none"> <li>1. Board Members only; and</li> <li>2. Board Members and CEO and/or Chief Audit Officer and others as deemed appropriate</li> </ol>
CEO	CEO	
SHA staff and/or parties invited to attend and present at any meeting of the Board or part thereof <sup>50</sup>	SHA staff, invited at the discretion of the Chairperson	
Members of the Public	Non-SHA 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 SHA, but are not permitted to vote at meetings.<sup>51</sup>

## 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 SHA 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 SHA will be open to the public.<sup>52</sup>

The Bylaws of the SHA and minutes of public meetings are available to the public during the normal office hours<sup>53</sup> and on the SHA [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 SHA 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 SHA will not make a decision or agree to specific responses or actions at the meeting or at the conclusion of the presentation.

<sup>50</sup> General Bylaws, s.12(4)

<sup>51</sup> *The Act*, s. 3-11(3)

<sup>52</sup> *The Act*, s.6-8(2)

<sup>53</sup> *The Act*, 6-6 and 6-7(1)

The SHA has established a process that allows for public presentations at its meetings (see [Appendix F: Requests to Present to the Board](#)). The Requests to Present to the Board Form is also available on the [public website](#).

## **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 SHA works with the CEO to establish, implement and evaluate a communication plan for the organization.<sup>54</sup>

The Board, as individuals and collectively, communicates with all persons, groups and organizations in ways that support the vision, mission, values, goals and priorities of the SHA. The Board communicates in a manner that is fair, truthful, timely, clear and appropriate. Interaction with the public permits the SHA to share information with the public and to receive comments and suggestions from the public. The SHA 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 receives necessary support for its communication activities from Communications and the CEO (see [Appendix G: Communication](#), [Appendix H: SHA Board of Directors Event Attendance and Speaking Engagement Requests](#) and [Appendix I: Request for Event Attendance and Speaking Engagements](#)).

## **Responsibilities of the Board Chairperson and Vice-Chairperson<sup>55</sup>**

The Chairperson and Vice-Chairperson are 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 CEO and the Secretary;
- Monitoring meeting attendance;
- Recommending the Chairperson and membership of individual committees, and working with Committee Chairpersons 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;

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<sup>54</sup> Accreditation Canada, Governance Standards, s. 11.3, 11.4 and 11.5

<sup>55</sup> General Bylaws, s. 7

- 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 has all the powers and performs 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 receive remuneration for services rendered and are reimbursed for expenses incurred on behalf of the SHA. Remuneration is consistent with, or less than, the current [Order-in-Council](#), Government of Saskatchewan (see [Appendix J: Board Remuneration](#)).

### **Professional Development<sup>56</sup>**

Board members receive ongoing education to help them fulfill their roles and responsibilities as a governing body.<sup>57</sup> Board members 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 and onboarding;
- 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 SHA operates (*the Act, the Regulations, Mandate Charter, Bylaws and relevant former RHA and Ministry of Health reports/information, management structure/organizational charts, etc*).
- 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 is provided to the Board as part of regular Board meetings. Individual members who identify other educational opportunities that will assist them in their role as a member may submit their request in writing to the

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<sup>56</sup> Board Resource Manual

<sup>57</sup> Accreditation Canada, Governance Standards, s. 2.9

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 (see [Appendix K: Conference/Seminar Evaluation](#)).

## Committees

Committees support and assist the Board in carrying out its governance roles and responsibilities. Standing Committees of the Board are the:

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|--|---|
| • Audit, Finance and Risk Committee <sup>58</sup>        | Terms of Reference ( <a href="#">Appendix L</a> ) |
| • Governance and Human Resources Committee <sup>59</sup> | Terms of Reference ( <a href="#">Appendix M</a> ) |
| ○ CEO Recruitment and Succession Committee               | Terms of Reference ( <a href="#">Appendix N</a> ) |
| • Quality and Safety Committee <sup>60</sup>             | Terms of Reference ( <a href="#">Appendix O</a> ) |
| • Practitioner Liaison Committee <sup>61</sup>           | Terms of Reference ( <a href="#">Appendix P</a> ) |
| • Board Practitioner Hearing Committee <sup>62</sup>     | Terms of Reference ( <a href="#">Appendix Q</a> ) |

At times, ad hoc 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. The Board formally appoints Committee Chairpersons and membership.<sup>63</sup> The Chairperson of the Board is a voting member on all Board Committees.<sup>64</sup>

Each committee annually reviews, evaluates and prepares its own Terms of Reference that are approved by the Board. Committee Terms of Reference reflect duties and composition as set out in the Bylaws. Committees will forward any changes to the Governance and Human Resources Committee for review prior to annual 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>65</sup>

## Stakeholders, Partners and Community Engagement

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<sup>58</sup> General Bylaws, s. 15(1)(a)

<sup>59</sup> General Bylaws, s. 15(1)(b) and (e)

<sup>60</sup> General Bylaws, s. 15(1)(c)

<sup>61</sup> Interim Practitioner Staff Bylaws

<sup>62</sup> Public Meeting of December 14, 2017 approved Standing Committee

<sup>63</sup> General Bylaws, s. 15(3)

<sup>64</sup> August 21, 2019 Public Meeting, Board Motion SHA 45-19

<sup>65</sup> General Bylaws, s. 16(3)

The SHA recognizes the importance of building relationships and strengthening relationships with stakeholders, partners and the community.<sup>66</sup> The Board and CEO 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. The SHA believes:

- Opportunity for engagement with the public and organizations affected by the activities of the SHA is beneficial to decision making at the governance level;
- Stakeholders have a vested interest in the process of governance of the SHA as a publicly funded organization;
- Transparency and accountability of the actions of the SHA are paramount and best fulfilled by engaging with those affected by decisions and directions to be undertaken;
- Stewardship of the resources it controls is essential and recognizes that stakeholder and partner engagement is critical to effective stewardship.

Community engagement is essential to the design and delivery of optimal healthcare services. The SHA is committed to engaging individuals and strengthening relationships that represent the diversity of the population served. Patient, resident, client and family membership on advisory councils and committees promotes active citizen participation in decision-making as well as support the SHA's commitment to client and family centred care.<sup>67</sup> Various advisory councils and committees are actively participating and advising the health system within the province. Community advisory structures continue to evolve.

## **Sponsorships**

The SHA, as a Board and corporation, do not use SHA funds or resources for political donations.<sup>68</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 SHA staff, office space, and/or other material).

## **Foundation Events and Fundraising Activities**

Foundations are separate corporate entities from the SHA. Foundations are a registered charity, established as public organizations that conduct philanthropic and fundraising activities and events on behalf of the SHA.

The SHA, as a Board and corporation, recognize the critical role Foundations play in raising funds that benefit patients, residents, clients and families as well increase community engagement.

Foundation events and activities include, but are not limited to any Foundation event or fundraising activity that raises funds for SHA programs, facilities or equipment purchases.

Given the unique philanthropic role of these organizations, use of SHA funds to enable Board members to attend the fundraising events and activities of these organizations is permitted under the following conditions:

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<sup>66</sup> Accreditation Canada, Governance Standards, s. 11

<sup>67</sup> Accreditation Canada, Governance Standards, s.5.3

<sup>68</sup> *Canada Elections Act*, s.s.404(1)

- A specific invite has been received from a Foundation requesting one or more Board members attend a Foundation event or activity;
- Written confirmation from the Foundation that they will expense the SHA only for the cost incurred rather than the full ticket/entry price;
- Verification that no more than two Board members are expensing costs for a single Foundation or fundraising event;
- Approval of the Board Chairperson.

Once approved, Board members are eligible for reimbursement of all costs associated with attending the event. Expenses will be paid consistent with the principles and processes set out in the Board Remuneration Work Standard (see [Appendix J](#)).

Expenses for spouses or family members are the responsibility of the Board members and may not be expensed to the SHA.

A budget for these activities will be established at the beginning of each fiscal year.

It is the choice of individual Board members if they wish to forgo this process and pay the full costs of attending these events personally.

## Evaluation

Evaluation allows the Board to highlight successes, learn what processes are working well, self-improve and provides opportunity to take any corrective action that is necessary. Regularly, Board members conduct an evaluation to assess the collective performance of its members and its committees as well as the Chairperson<sup>69</sup>. The results are compiled and used to develop learning plans.<sup>70</sup>

The Saskatchewan Health Authority also conducts a Board evaluation using the Accreditation Canada *Governance Functioning Tool* once every accreditation cycle.<sup>71</sup>

## Executive Responsibilities

The Board employs a CEO 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 Board sets the conditions of employment and reviews them annually. The CEO is the Board's link to the administration. The CEO is accountable to the Board as a whole and all communications on behalf of the Board are through the CEO. The CEO exercises all powers delegated by the Board.

In the context of the above relationship, the Board:

- Directs the CEO to achieve results, reflective of the strategic directions and plan, incorporate performance indicators and performance monitoring processes established by the Board;
- Provides parameters for achieving results;
- Directs the CEO to provide and report on a succession plan annually to the Board;
- Delegates authority to the CEO to conduct the business and operations of the Board;

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<sup>69</sup> Accreditation Canada, Governance Standards, s.13.6

<sup>70</sup> Board Evaluation Process

<sup>71</sup> Accreditation Canada, Governance Standards, s. 13

- Authorizes the CEO 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;
- Ensures that only decisions of the Board acting as a single body are binding upon the CEO; and
- Authorizes the CEO 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.

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

The CEO of the SHA is responsible, in accordance with the directions of the Board, for the general management and conduct of the affairs of the corporation. Subsequent to a Board short list interview and recommendation process, the first CEO was appointed by the Lieutenant Governor in Council. The Board is responsible for the selection and appointment of subsequent CEOs of the corporation. The Board selects the CEO in accordance with its succession plan<sup>74</sup> and approved selection process. Subject to *the Act*, the Board, on appointing a CEO, sets the conditions of employment and reviews them annually. The Board may at any time revoke or suspend the appointment of the CEO.

The SHA also supports and commits resources to the ongoing professional development of the CEO.<sup>75</sup>

CEO compensation is competitive and reflective of the market in order to attract and retain qualified applicants. CEO compensation aligns with the compensation pay grades established by the Ministry of Health and administered by the Saskatchewan Association of Healthcare Organizations (SAHO).

The Board conducts periodic informal evaluations and an annual formal evaluation of the CEO. This evaluation is set against the CEO's performance objectives and job description and with the input from executive leadership.<sup>76</sup>

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

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

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

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

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

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

<sup>75</sup> Accreditation Canada, Governance Standards, s.7.5

<sup>76</sup> Accreditation Canada, Governance Standards, 7.7