

1. Purpose

The purpose of the Governance and Human Resources Committee (the Committee) is:

- to assist the Saskatchewan Health Authority Board (the Board) in carrying out its roles and responsibilities related to matters of policy and procedures in the areas of governance and human resources of the Saskatchewan Health Authority (SHA); and,
- to undertake other duties, as directed by the Board from time to time, to assist the Board in delivering exemplary governance practices.

2. Membership - Attendance

- 2.1. The Committee members and Chair of Committee will be appointed by the Board.
- 2.2. The Committee shall consist of a minimum of three (3) members of the Board.
- 2.3. The Committee shall be chaired by one of the appointed Committee members.
- 2.4. The Board Chairperson sits on the Committee as a voting member.¹
- 2.5. Where a vacancy occurs at any time in the Committee membership, it may be filled by the Board and shall be filled by the Board if the membership of the Committee is less than three (3) members as a result of the vacancy.
- 2.6. A quorum for meetings shall be a majority of the Committee members entitled to vote². Committee members may be present either in person or by telephone or other telecommunications device that permits all members participating in the meeting to speak to and hear each other.
- 2.7. The Committee may invite such members of management and staff of the SHA, as it may see fit from time to time, to attend meetings of the Committee, it being anticipated that there will be regular attendees from management who may be asked to leave the meeting before a vote is taken.³ As defined by Bourinot's Rules of Order and by virtue of the office and position, the Chief Executive Officer (CEO) may attend as ex-officio.

3. Authority

- 3.1 Except where specifically so authorized by the Board, the Committee is not a decision making body.
- 3.2 The Committee is accountable to the Board and conducts its business through processes consistent with the governance philosophy and decision making model.
- 3.3 The Committee will provide effective oversight on matters of Board governance and human resources strategies and ensure compatibility in these areas with the SHA Strategic Plan.
- 3.4 The Committee members hold office by appointment from the Board and at the discretion of the Board.

¹ August 21, 2019 Public Meeting, Board Motion SHA 45-19

² General Bylaws, s. 16(8)

³ General Bylaws, s. 16(5)

4. Responsibility and Accountability

A. Governance Matters

4.1 The Committee will:

- 4.1.1 Lead a review of the Bylaws and SHA Governance Charter (every two years) encompassing all material documents relevant to the Board governance structure and governance processes; and ensure consistency with mandate, roles, responsibilities, accountabilities, and the organization's Ethics Framework⁴;
- 4.1.2 Provide advice and recommendations to the Board regarding matters of Board governance;
- 4.1.3 In collaboration with the Board Chairperson, act as an ethics advisor to the Board members;
- 4.1.4 Lead the Board in addressing Accreditation Canada governance standards;
- 4.1.5 Monitor and review Board performance⁵ on an annual basis and conduct a formal Board evaluation;
- 4.1.6 Identify, address and initiate any action required on Board evaluation results⁶;
- 4.1.7 Forward to all Board members the skills matrix; this is to be reviewed as required;
- 4.1.8 Help facilitate the education and professional development of the Board and its members; this includes organizing and developing retreats and/or planning days;
- 4.1.9 Review proposed revisions to Board Committee Terms of Reference on an annual basis;
- 4.1.10 Monitor Board compliance with the requirements of *The Provincial Health Authority Act and Regulations*;
- 4.1.11 Review, recommend and monitor the Board's sponsorship policy; and
- 4.1.12 Review new governance policies brought forward by other Board Committees before they are forwarded to the Board.

B. Human Resources Matters

4.2 The Committee will:

- 4.2.1 Ensure that human resource strategies are aligned and positively correlated with provincial shared services initiatives as well as the strategic plan;
- 4.2.2 Set human resource initiatives that align with the strategies for Committee work as an annual standing item at beginning of each fiscal year;
- 4.2.3 Receive, review and comment on reports, progress reports and implementation strategies related to employee safety and to convey this information to the Board as a whole at each meeting;
- 4.2.4 Ensure that the organization has a sound plan for management succession;
- 4.2.5 Review and comment on reports related to labour relations matters, make recommendations to the Board as necessary and receive progress reports on implementations;
- 4.2.6 Conduct and approve of CEO recruitment searches in conjunction with the

⁴ Accreditation Canada, Governance Standards, 1.5 and 1.6

⁵ Accreditation Canada, Governance Standards, 13.10

⁶ Accreditation Canada, Governance Standards, 13.8.2 and 13.10

Chairperson of the Board.

4.2.7 Develop CEO performance objectives together with the CEO, the Chairperson and the Board;

4.2.8 In collaboration with the Board Chairperson plan and facilitate an annual comprehensive performance evaluation of the CEO including:

4.2.8.1 Review and make appropriate recommendations to the Board regarding evaluation tools and processes for conducting the evaluation;

4.2.8.2 In consultation with the CEO, invite such members (if any) of management and staff of the SHA as it may be determined, to participate in the evaluation process; and

4.2.8.3 Conduct a 360⁰ evaluation⁷ at least every 3rd year.

4.2.9 Recommend to the Board, the Chairperson and the CEO areas of focus for improvement following the annual CEO evaluation.

5. Function

The Committee will provide effective oversight on matters of Board governance and human resources strategies including CEO recruitment and evaluation.

6. Commitment

6.1 The Committee will meet at a minimum on a quarterly basis, in advance of a scheduled Board meeting.

6.2 The Committee will meet for special purposes as required.

6.3 The Chairperson will establish agendas for Committee meetings in consultation with the Executive Director – Governance and Policy and other Executive Leadership members as appropriate.

6.4 The Chairperson will submit minutes, reports and any recommendations to the Board,⁸ on a timely basis following any meeting of the Committee.

6.5 The Committee will meet in-camera for a portion of each meeting.

7 Resources

Administrative support will be provided by the Board Associate.

DOCUMENT OWNER: Chairperson, Governance & Human Resources Committee

Approved by the Board: November 21, 2018

Revision History:

September 26, 2024
September 28, 2023
September 28, 2022
September 29, 2021

⁷ Accreditation Canada, Governance Standard, 7.5

⁸ General Bylaws s. 15(4)

August 19, 2020