



Saskatchewan
Health Authority

GENERAL BYLAWS

DOCUMENT OWNER: SHA Board of Directors

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Table of Contents

PART I	3
TITLE	3
DEFINITIONS	3
INTERPRETATION	3
PRIORITY AND CONFLICT	4
PART II. ORGANIZATION OF THE BOARD	4
RESPONSIBILITIES AND POWERS OF THE BOARD	4
RESPONSIBILITIES OF BOARD MEMBERS	5
RESPONSIBILITIES OF THE BOARD CHAIRPERSON AND VICE-CHAIRPERSON	6
CHIEF EXECUTIVE OFFICER	7
APPOINTMENT AND RESPONSIBILITIES OF THE BOARD SECRETARY	7
PART III. MEETINGS OF THE BOARD	7
REGULAR MEETINGS OF THE BOARD	7
SPECIAL MEETINGS OF THE BOARD	8
CONDUCT OF MEETINGS	8
RULES OF ORDER	9
PART IV. BOARD COMMITTEES	9
ESTABLISHMENT, MEMBERSHIP AND RESPONSIBILITIES OF BOARD COMMITTEES	9
PROCEDURES FOR BOARD COMMITTEE MEETINGS	10
PART V. GENERAL PROCEDURES	11
DOCUMENTS AND FINANCIAL MATTERS	11
CONFIDENTIALITY	11
CORPORATE SEAL	12
INDEMNITY	12
INSURANCE	12
PART VI. ASSOCIATIONS OF THE BOARD	12
VOLUNTARY ASSOCIATIONS	12
PART VII. AMENDMENTS	12
AMENDMENTS	12
TRANSITIONAL PROVISIONS	13
REVOCATION OF PREVIOUS BYLAWS	13
EFFECTIVE DATE	13

Part I

Title

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

Definitions

2. In these Bylaws, the following definitions apply:
 - (a) "Act" means *The Provincial Health Authority Act*;
 - (b) "Board" means the members of the Board of the corporation appointed pursuant to the Act;
 - (c) "Board Secretary" means the person appointed in accordance with section 9 of these Bylaws.
 - (d) "Chief Executive Officer" or "CEO" means the person employed by the Board as chief executive officer within the meaning of the Act, responsible to the Board for the general conduct and management of the affairs, activities, programs and services provided by the corporation;
 - (e) "corporation" means the SHA;
 - (f) "directive" means a written directive of the Minister made pursuant to the Act;
 - (g) "integrated service area" means those areas established to permit the efficient, effective and timely delivery and management of health services, consistent with and reflecting any organizational structure established pursuant to the Act;
 - (h) "member" when used in relation to the Board, means a member of the Board appointed in accordance with the Act and includes non-voting members appointed by the Minister;
 - (i) "Minister" means the member of the Executive Council to whom the administration of the Act is assigned;
 - (j) "officer" means the Chairperson, Vice-chairperson, CEO, Board Secretary or such other corporation officers as may be appointed by the Board;
 - (k) "policies and procedures" means those policies, procedures, rules and other directions that have been enacted by the Board or by a designate of the Board with the authority to enact policies and procedures on behalf of the Board;
 - (l) "regulations" mean the regulations made by the Lieutenant Governor in Council pursuant to the Act;
 - (m) "voting member" means a member appointed in accordance with the Act by the Lieutenant Governor in Council.

Interpretation

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

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

Priority and Conflict

4. (1) These Bylaws are enacted in accordance with the Act and are subordinate to and not intended to conflict or be inconsistent with any requirements of the Act or the regulations.
- (2) If there is any conflict or inconsistency in these Bylaws with:
 - (a) the Act, regulations or any legislation:
 - (i) the requirements of the Bylaws will be interpreted to the extent reasonably possible to eliminate the conflict or inconsistency; and
 - (ii) if it is not possible to interpret the Bylaws to remove the conflict or inconsistency, the Act, regulations or other legislation will prevail and that portion of the Bylaw will be considered to be of no force and effect.
 - (b) any policies or procedures, including the SHA Governance Charter, the provisions of the Bylaws will prevail.

Part II. Organization of the Board

Responsibilities and Powers of the Board

5. (1) The Board is responsible for:
 - (a) administering the affairs and conducting the business of the corporation;
 - (b) ensuring the corporation meets its objectives and purposes as set out in the Act.
- (2) In conducting the business and affairs of the corporation, the Board shall have all the powers prescribed in the Act, the regulations and any other applicable legislation.
- (3) The Board is responsible, subject to applicable legislation, for the following:
 - (a) establish and review on a regular basis the mission, objectives, values and strategic plan of the corporation in relation to the provision, within available resources, of appropriate programs and services in order to meet the needs of the residents of Saskatchewan;
 - (b) establish, on an annual basis, the directions, key expectations and performance measures to ensure the effective and efficient governance of the corporation;

- (c) establish procedures for monitoring compliance of the corporation with the requirements of the Act, regulations, and any other applicable legislation or directives applicable to the corporation;
- (d) establish the selection process for the engagement of a CEO and to recommend the CEO for approval or appointment in accordance with the process set out in the Act;
- (e) all aspects of management of the CEO including annual performance evaluation, setting goals and objectives, compensation levels, discipline and discharge;
- (f) except where limited by the Act or regulations, delegate responsibility and related authority for the management and operation of the corporation to any committees, councils, the CEO or other senior executive officials and require accountability to the Board;
- (g) as required by the Practitioner Staff Bylaws (interim or otherwise), making appointments to the practitioner staff, determining privileges to be provided to those appointed and any amendments, suspensions or revocations of appointments or privileges;
- (h) ensure mechanisms and policies are in place to provide a high quality and encompassing range of health care services for patients in Saskatchewan;
- (i) ensure that quality assurance, risk management and utilization review methods are established for the regular evaluation of the quality of care provided to patients in Saskatchewan by the corporation, and that all services provided by the corporation or its contracted health care organizations are regularly evaluated in relation to generally accepted standards and require accountability on a regular basis;
- (j) approve the annual budget for the corporation;
- (k) evaluate its own performance in relation to its responsibilities and periodically review and revise its policies and procedures, processes and structures as appropriate;
- (l) work collaboratively with other health care organizations and institutions in meeting the health care needs of the residents in Saskatchewan; and
- (m) ensure appropriate succession plans exist for both management and practitioner staff members.

Responsibilities of Board Members

6. (1) Members shall be appointed in accordance with the Act and the regulations.
- (2) Every member, in exercising his powers and in performing his duties, shall:
 - (a) act honestly and in good faith with a view to the best interests of the corporation;
 - (b) exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances; and,

(c) comply with:

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

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

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

Responsibilities of the Board Chairperson and Vice-chairperson

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

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

- (a) chairing meetings, ensuring that its processes are effective and providing leadership in Board development;
- (b) setting Board meeting schedules, work plans and agendas in consultation with the CEO and the Board Secretary;
- (c) monitoring meeting attendance;
- (d) recommending the Chairperson and membership of individual committees, and working with committee Chairpersons to coordinate committee work plans and meeting schedules;
- (e) calling for votes to decide issues;
- (f) ensuring the corporate approach to Board governance and effective Board performance;
- (g) managing conflicts of interest should they arise;
- (h) building and maintaining a sound working relationship with the Minister and other government representatives;
- (i) reporting regularly to the Board issues that are relevant to their governance responsibilities; and
- (j) serving as the Board's spokesperson or delegate as appropriate.

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

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

Chief Executive Officer

8. (1) The CEO of the corporation is responsible, in accordance with the directions of the Board, for the general management and conduct of the affairs of the corporation.
- (2) Subject to the approval of the Lieutenant Governor in Council, the Board shall be responsible for the selection and appointment of CEOs of the corporation.
- (3) The Board shall select the CEO in accordance with its approved selection process.
- (4) Subject to the Act, the Board shall, on appointing a CEO, set the conditions of employment and review them annually.
- (5) The Board may at any time revoke or suspend the appointment of the CEO.

Appointment and Responsibilities of the Board Secretary

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

Part III. Meetings of the Board

Regular Meetings of the Board

10. (1) The Board shall hold a minimum of 4 regular meetings in any fiscal year.
- (2) Regular meetings of the Board shall be held at such intervals, times, places and means, as the Board may think fit. Members may participate in a meeting by way of conference call or video conference or such other method

as may be approved by the Board. Notices of the time and place of a regular meeting must be made publicly available at least one week prior to the meeting in accordance with Board policies and procedures.

- (3) The Board Secretary shall ensure that notice of the time and place of any regular meeting, the agenda for such meeting and all necessary resource material are provided to the members in the manner established by the Board, not less than 5 days prior to the meeting.
- (4) Notice to members of a regular Board meeting shall not be necessary where:
 - (a) all the members are present and approve of the transaction of business considered at the meeting; or
 - (b) all the members who are not present waive in writing, either before or after the meeting, notice of the meeting and consent in writing to the business transacted at such meeting. Such waiver and consent shall be attached to the minutes of the meeting.

Special Meetings of the Board

11. (1) The Chairperson may call a special meeting of the Board at any time and the Board Secretary shall, upon direction of the Chairperson, convene such a meeting.
- (2) The Chairperson shall call a special meeting of the Board on written request from any 4 members of the Board and the Board Secretary shall convene such a meeting within seventy-two (72) hours (three calendar days) of receipt of such written request.
- (3) The Board Secretary shall ensure that notice of the time and place of any special meeting, the agenda for such meeting, business to be conducted, and all necessary resource material are provided to the members in the manner established by the Board, not less than forty-eight (48) hours prior to the meeting, unless such material is not available.
- (4) The Board Secretary or another official directed by the Board Secretary shall, where reasonably practicable, make publicly available a notice of the time and place of the special meeting in accordance with Board policies and procedures unless, in the opinion of the Chairperson, the business to be conducted is permitted by the Act to be held in private.
- (5) At a special meeting of the Board no business other than the business identified in the notice may be conducted except where all members of the Board are present and unanimously agree that business other than the special business included in the agenda for such meeting may be discussed and transacted.

Conduct of Meetings

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

- (3) The Chairperson shall determine the order of business to be followed and otherwise regulate the meetings.
- (4) Other representatives of management and/or parties external to the Board may be invited to attend and present at any meeting of the Board or part thereof as necessary.
- (5) No business shall be transacted at a meeting of the Board unless a quorum of the Board is present. A majority of the members of the Board that are voting members constitutes a quorum.
- (6) At the commencement of any business meeting of the Board or its committees or councils, a member shall declare a conflict of interest where one is believed to exist. The member shall disclose the circumstances of the conflict to the other members, and where it is found that a conflict exists, the affected member shall not participate in any discussion, decision-making, or voting, and shall be excused from the meeting until the discussion, decision-making, and voting, if any, on the matter are concluded.
- (7) If a member is temporarily absent from a meeting when a matter is introduced in which he or she has or may have a conflict of interest, the member shall, immediately on return to the meeting, or as soon thereafter as the member becomes aware that the matter has been considered, disclose the general nature of his or her interest in the matter.
- (8) All decisions of the Board, including motions and resolutions duly moved, shall be by majority vote of the voting members in attendance.
- (9) Each voting member shall have one vote. Non-voting members are not entitled to vote at Board meetings.
- (10) There shall be no voting by proxy.
- (11) All votes at any meeting of the Board shall be taken by a show of hands or in accordance with Bourinot's Rules of Order unless any member present requests a ballot.
- (12) Minutes shall be taken of each Board meeting. Matters discussed in private may be excluded from the minutes required to be made public by the Act.

Rules of Order

13. (1) Any questions of procedure at or for any meetings of the Board or of any committee, which have not been provided for in this Bylaw shall be determined in accordance with Bourinot's Rules of Order, or such amendment to those rules or other rules as the Board may, from time to time, adopt.

Part IV. Board Committees

Establishment, Membership and Responsibilities of Board Committees

14. (1) The Board may establish such committees as required to advise the Board, including without limitation, committees to address:
 - (a) matters of corporate finance, audit and risk;
 - (b) matters of policy and governance;

- (c) matters of quality assurance and safety;
 - (d) matters dealing with the practitioner staff; and/ or
 - (e) matters of corporate human resources.
- (2) The general terms of reference, duties and composition of each committee shall be as set out in these Bylaws, the specific Bylaws which set up the committee or as recorded in the resolution to create the committee. Further detail regarding the responsibilities of committees will be set out in the applicable Bylaws and any Board policies or procedures, including the SHA Governance Charter.
- (3) The Board will:
- (a) determine the membership of each committee, including whether a person appointed to a committee will have voting privileges; and
 - (b) except where otherwise specified in the applicable Bylaws or resolution which creates the committee, appoint a Chairperson for the committee.
- (4) The Chairperson of each committee shall submit the minutes, reports, and any recommendations of the committee as set out in the committee terms of reference or as otherwise directed by the Board, and, at the request of the Board, be present to discuss all or part of any minutes, reports or recommendations of the standing or ad hoc committee.

Procedures for Board Committee Meetings

15. (1) This section applies to all committees of the Board except where the matters addressed in this section are also addressed in the specific bylaw or resolution which sets up the committee, and in such an event, the provisions of the applicable bylaw or resolution will apply.
- (2) Except as otherwise provided in these Bylaws, only members of a committee of the Board and the Board Secretary or designate may attend meetings of such committees.
- (3) The Chairperson of the Board may attend any committee meeting as a voting member.
- (4) With the prior approval of the Chairperson of the Board, committees may contractually engage external resources such as consulting advice and legal counsel.
- (5) Only the members of a committee with voting privileges may vote on any matter that is brought to the committee.
- (6) A committee may approve that individuals other than those appointed to the committee such as legal counsel, presenters and staff be permitted to attend the meeting, but may be asked to leave the meeting before a vote is taken.
- (7) Meetings of committees of the Board shall be held at the call of the Chairperson of the committee or at the request of a majority of the members of the committee.

- (8) A quorum for any meeting of a committee of the Board shall be a majority of the members of the committee entitled to vote.
- (9) Where a vote is taken on any matter of business arising at any meeting of a committee of the Board:
 - (a) votes shall be taken by a show of hands or in accordance with Bourinot's Rules of Order, but may be taken by written ballot if requested by any member who is entitled to vote at the committee; and
 - (b) the matter shall be decided by a majority of votes.
- (10) Minutes shall be recorded for all meetings of a committee of the Board.

Part V. General Procedures

Documents and Financial Matters

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

Confidentiality

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

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

Corporate Seal

18. The Board Secretary shall be responsible for the seal of the corporation.

Indemnity

19. Section 2-40 of *The Legislation Act* applies with respect to the indemnification of the corporation's directors and officers and former directors and officers for their actions.

Insurance

20. The corporation shall purchase and maintain such insurance for the benefit of its members, officers and employees as it may consider necessary and advisable.

Part VI. Associations of the Board

Voluntary Associations

21. (1) The Board may co-operate with or sponsor the formation of a voluntary association(s), including fundraising foundations as it deems advisable.
- (2) Such voluntary associations shall be conducted with the advice of the Board for the general welfare and benefit of the residents of Saskatchewan.

Part VII. Amendments

Amendments

22. (1) The Board may propose amendments to these Bylaws at any time. Notice of such amendment shall contain the content and rationale of the proposed amendment.
- (2) The resolution proposing an amendment to these Bylaws shall require the approval of at least two thirds of the Board members.
- (3) Any amendment to these Bylaws will be provided to the Minister for approval. No bylaw or amendment will be effective until approved by the Minister.

Transitional Provisions

23. (1) The replacement of a General Bylaw does not:

(a) affect the previous operation of the replaced bylaw or anything done or permitted pursuant to it;

(b) affect a right or obligation acquired pursuant to the replaced bylaw;

(c) prevent or affect any proceedings or actions underway pursuant to a replaced bylaw and such matter continues under that bylaw. For greater clarity:

(i) the composition of a committee under a replaced bylaw is not impacted and the committee composition continues until altered by the Board; and

(ii) any other matters that require adjustment shall continue as may be determined by the Board Chairperson or Vice-chairperson.

(2) The substitution of a replaced bylaw with this bylaw is deemed to have the following effect:

(a) a person acting pursuant to the replaced bylaw has authority to act pursuant to the new bylaw until another person becomes authorized to do so; and

(b) the procedure established by the new bylaw shall be followed as far as can be adapted in relation to the matters that happened before the replacement.

Revocation of Previous Bylaws

24. (1) These Bylaws of the SHA revoke, supersede and replace the December 4, 2017 Saskatchewan Health Authority Initial General Bylaws.

Effective Date

These are the general bylaws of the Saskatchewan Health Authority approved on the 25 day of may, 2021.



Minister of Health