



**NORTHERN  
HEALTH REGION**

**NORTHERN REGIONAL HEALTH  
AUTHORITY**

**RHA GENERAL  
BY-LAW**

**No.1**

GENERAL BY-LAW NO.1

INTERPRETATION .....3  
REGISTERED OFFICE .....3  
CORPORATE SEAL .....3  
DIRECTORS .....4  
BOARD MEETINGS .....5  
ANNUAL PUBLIC MEETING.....7  
OFFICERS .....8  
CHIEF EXECUTIVE OFFICER .....9  
COMMITTEES OF THE BOARD .....10  
AUXILIARY OR VOLUNTEER ORGANIZATIONS.....12  
CONFIDENTIALITY..... 13  
CONFLICT OF INTEREST..... 13  
NOTICES.....13  
FISCAL YEAR .....13  
AUDITOR..... 13  
BANKING .....14  
SIGNING AUTHORITY .....15  
ENACTMENT, AMENDMENT OR REPEAL OF BY-LAWS.....15  
FINAL AUTHORITY.....15

## **GENERAL BY-LAW NO.1**

A By-Law relating generally to the regulation of the business and affairs of the Northern Regional Health Authority.

*BE IT AND IT IS HEREBY ENACTED* as a By-Law of the Northern Regional Health Authority as follows:

### *INTERPRETATION*

#### I. In this By-Law:

- a) "Act" means *The Regional Health Authorities Act*, S.M. 1996 c.53, as amended from time to time
  - b) "Authority" means the Northern Regional Health Authority
  - c) "Board" means the Board of Directors of the Authority
  - d) "Crisis Situation" means a situation which must be dealt with immediately and in which any delay in action to enable the holding of a Board meeting could have a significant negative impact on the Authority
  - e) "Director" means a Director on the Board
  - f) "Health Corporation" has the meaning given to it in the Act
  - g) "Health Region" means the Northern Health Region established under the Act
  - h) "Health Services" has the meaning given to it in the Act
  - i) "Minister" means the Minister of Health of Manitoba
  - j) "Regulations" means the regulations under the Act as published or from time to time amended
2. Any word or term contained in this By-Law which is not defined in this By-Law but is defined in the Act or Regulations has the meaning given to it in the Act or Regulations.
  3. The headings used in this By-Law are inserted for reference purposes only and shall not affect the construction or interpretation of this By-Law.
  4. In this By-Law, where the context so requires, the singular includes the plural; the plural includes the singular; the masculine includes the feminine; and the word "person" includes individuals, bodies corporate, corporations, companies, partnerships, syndicates or any number or aggregate of persons.

### *REGISTERED OFFICE*

5. The Registered Office of the Authority shall be at the location approved by resolution of the Board.

### *CORPORATE SEAL*

6. The Authority may adopt a corporate seal and the corporate seal may be affixed to contracts, documents, and instruments in writing signed as provided in clause 61 of this By-Law or by one or more Directors, Officers or persons appointed as provided in clause 61 of this By-Law by

resolution of the Board, but any such contract, document or instrument is not invalid merely because the corporate seal is not affixed thereto.

## *DIRECTORS*

7. Qualifications – The management of the business and affairs of the Authority shall be directed by a Board of Directors. A Director shall meet the eligibility requirements established by the Minister.
8.
  - a) Composition – The Board of Directors shall consist of up to 15 individuals appointed as follows:
    1. Up to 12 Directors may be appointed by the Minister from the list of nominations received from within the Health Region
    2. 1 member recommended by the Minister of Health Saskatchewan
    3. 1 Director may be appointed by the Minister from the community at large
    4. The Board may recommend 1 individual to the Minister for appointment to the Board. The Minister shall appoint the individual recommended by the Board if that individual meets the eligibility requirements established by the Minister.
  - b) Term of Office – A Director's term of office shall be determined in accordance with the Regulations.
9. Filling Vacancy – Upon the occurrence of a vacancy on the Board, where the vacancy is the result of the resignation of a Director or a Director ceasing to meet the eligibility requirements established by the Minister, the Director, or in all other cases the Board shall notify the Minister, and the Minister may appoint a new Director to fill the vacancy for the balance of the term remaining. If the vacancy occurs in the office for which the Board recommended an individual for appointment pursuant to clause 8(a)(iv), the office shall be filled in accordance with clause 8(a)(iv).
10. Vacation of Office – The office of a Director shall be automatically vacated if a Director:
  - a) Resigns his office, and any resignation of a Director shall be effective at the time it is sent in writing to the Authority or at the time specified in the resignation, whichever is later
  - b) Is judged by a court of competent jurisdiction to be a person incapable of managing his affairs
  - c) Dies
  - d) Unless otherwise approved by the Minister, ceases to meet the eligibility requirements established by the Minister
  - e) Misses three consecutive regular meetings of the Board or fails to attend 80% of the meetings of the Board in any 12 month period without approval by resolution of the Board

11.

- a) Duties – A Director shall carry out his responsibilities in accordance with section 17 of the Act.
- b) Removal – A Director may be removed from the Board by the Minister, in consultation with the Board, where such Director has failed to observe or abide by the Act and the Regulations, the By-Laws of the Authority, the policies established by the Board and/or is not carrying out his responsibilities as a Director.

#### **BOARD MEETINGS**

12.

- a) Frequency: Time and Place – The Board Chair shall convene at least 10 regular meetings of the Board in each fiscal year at such times and places as the Board Chair may think fit.
  - b) Public Accountability – Reasonable opportunity shall be provided for members of the public to make appropriate representations to the Board in a fair and responsible manner. In addition, the Board shall provide reports on its activities and decisions to the residents of the Health Region through appropriate means, and, with the exception of those meetings, or portions thereof, which are held *in camera*, shall make the minutes of Board meetings available to residents upon request.
13. Regular Meetings: Notice – Subject to clause 17, the Board Chair shall ensure that notice of the time and place of any regular meeting and the agenda for such meeting are provided to the Directors prior to the meeting in the manner specified in clause 55 of this By-Law and in the time determined by the Board.
14. Regular Meetings: Order of Business – The Board Chair shall determine the order of business to be followed at all regular meetings of the Board.
15. Chair of Regular Meetings in the Absence of the Board Chair and Vice-Chair – In the absence of the Board Chair and the Vice-Chair, the Directors present at a regular meeting shall, by a majority of votes, choose another Director to act as Board Chair.
16. Special Meetings: Convening, Notice, Order of Business – A special meeting of the Board may be called by the Board Chair at any time to transact business in between regular meetings of the Board and, the Board Chair shall call a special meeting on written request of any four Directors of the Board.

The Board Chair shall ensure that notice of the time and place of any special meeting, the agenda for such meeting and all necessary resource material are provided to the Directors, in the manner specified in clause 55 of this By-Law, not less than 2 days, where reasonably possible, (exclusive of the day on which notice is delivered or sent but inclusive of the day for which notice is given) prior to the meeting.

Except as provided in this clause, the following order of business shall be observed at all special meetings:

- a) Reading of the Notice of Meeting
- b) Establishment of Quorum
- c) Transaction of business
- d) Adjournment

Where all the Directors are present at a special meeting and unanimously agree, business other than the special business included in the Notice for such special meeting may be discussed and transacted.

17. Where Notice of Meetings Not Necessary – Notice of a meeting shall not be necessary where:

- a) All Directors entitled to vote at the meeting are present in person and approve of the transaction of business considered at the meeting
- b) All Directors entitled to vote at such meeting 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
- c) The meeting is a reconvening of an adjourned meeting of the Board and the time and the place of the reconvening is announced at the original meeting

18.

- a) Quorum – Subject to the Regulations, a simple majority of the Directors of the Board holding office at the time of the meeting shall constitute a quorum. No business shall be transacted at a meeting of the Board unless a quorum of the Board is present.
- b) Minutes
  1. Minutes shall be kept for all meetings of the Board and these shall be circulated among all Directors.
  2. Minutes of Board meetings shall be made available to residents of the Health Region in accordance with clause 12(b).

19. Voting

- a) Unless otherwise specified in the Act, Regulations or this By-Law, questions arising at any meeting of the Board shall be decided by a majority of votes. In the case of an equality of votes, the Board Chair of the meeting, who shall ordinarily have no vote, shall cast the deciding vote. All votes shall be taken by a show of hands unless a ballot is requested by any Director present. A Director may rescind his request for a ballot at any time.
- b) Notwithstanding clause (a), the Board may, by resolution establish specific items for which more than a majority of votes is required for assent.
- c) There shall be no voting by proxy.

20. Telephone Participation – A Director may, if all Directors present at the meeting consent, participate in a Board meeting or a meeting of a committee of the Board by means of such telephone or other communication facilities as permit all persons participating in the meeting to hear each other, and a Director participating in the meeting by that means is deemed to be present at the meeting.
21. Resolution in Lieu of Meeting – Notwithstanding any of the foregoing provisions of this By-Law, a resolution signed by all the Directors entitled to vote on that resolution at a meeting of the Board or any committee of the Board is as valid as if it had been passed at a meeting of the Board or of any committee of the Board, and is effective from the date specified in the resolution, but that date shall not be prior to the date on which the first Director signed the resolution.
22. Questions of Procedure – Questions of procedure at both regular and special meetings which have not been provided for in this By-Law shall be determined in accordance with the rules of order established by the Board from time to time.

#### *ANNUAL PUBLIC MEETING*

23. The first Annual Public Meeting of the Authority shall be held within 18 months of the date on which the Authority was established. Thereafter, the annual public meetings shall be held once each fiscal year in accordance with clauses 24 -27.
24. The Board shall in each fiscal year call and conduct within the Health Region an annual public meeting. Every resident of the Health Region is entitled to be present and to be heard at the annual public meeting.
25. At least 21 days prior to the annual public meeting, notice of the meeting shall be:
  - a) Posted on the authority's website and in various public locations throughout the Health Region
  - b) Inserted in issues of all newspapers published in the Health Region
  - c) If deemed appropriate by the Board, communicated through other means including, without limitation, radio or television or another medium which will ensure that the information is widely disseminated throughout the Health Region
26. The order of business at the annual public meeting shall include the presentation of:
  - a) The annual report of the Authority
  - b) Information about the Strategic Plan of the Authority
27. Within 30 days of each annual public meeting, the Authority shall prepare and make available upon request minutes of the meeting.

*OFFICERS*

28.

- a) Appointment – The Board Chair shall be appointed by the Minister from among the Directors to serve for such term as the Minister determines. The Minister may appoint one or more Vice-Chairs from among the directors to serve for such term as the Minister determines.
- b) Election – If the Minister chooses not to appoint a Vice-Chair, the board shall elect at its first meeting in each fiscal year, from among its directors, in accordance with clause 30, a Vice-Chair who, subject to clause 3I (b) shall hold the office for one year.
- c) The Board may elect from among its Directors, in accordance with clause 30, a Treasurer.
- d) The Board may elect from among its Directors, in accordance with clause 30, or appoint an individual who is not a Director to serve as a Secretary.
- e) Notwithstanding clause (c) and (d), a Director may be elected to serve as Secretary and Treasurer.
- t) A non-Director appointed to the office specified in clause (d) shall not be entitled to be Directors or to vote at meetings of the Board or any committees of the Board by virtue of their appointment.
- g) The Treasurer and/or Secretary shall serve for such terms as determined by the Board.

29. Reappointment/Re-election – A Board Officer whose term has expired is eligible for reappointment/re-election.

30. Election – Where Board Officers are to be elected by the Board from among its Directors, election shall be by ballot if more than I individual is nominated for any I office.

3I. Removal

- a) Unless the Minister otherwise determines, only the Minister may remove the Board Chair or the Vice-Chair appointed by the Minister and appoint a Director in his place.
- b) If the Vice-Chair is elected by the Board, the Board may remove the Vice-Chair before the expiry of his or her term by resolution. Where the Vice-Chair is removed pursuant to this clause, the Board shall elect from among its Directors, at the meeting at which the Vice-Chair is removed, a Vice-Chair to fill the vacancy for the balance of the term remaining in accordance with clause 30.
- c) The Board may remove the Treasurer by resolution at any time, and may elect a Director to fill the vacancy for the balance of the term remaining.
- d) The Board may remove the Secretary by resolution at any time, and may elect or appoint a Director or other individual to fill the vacancy for the balance of the term remaining.

32. Vacancies

- a) If the office of the Chair or Vice-Chair is vacated, other than is set out in clause 3I (a) or (b) of the By-Law, the Minister shall appoint a Director to fill the vacancy for the balance of the term remaining.



- b) If the Vice-Chair was elected by the board and the office of the Vice-Chair is vacated other than as provided in clause 31(b) of this By-Law before the Officer's term expires, the Board shall, at the first meeting of the Board following the vacancy, elect a Vice-Chair to fill the vacancy for the balance of the term remaining in accordance with clauses 28 and 30.
  - c) If the Office of Secretary or Treasurer is vacated other than as provided in clause 31(c) of this By-Law, the Board may elect/appoint a person to fill the vacancy for the balance of the term remaining in accordance with clauses 28 and 30.
33. Board Chair – The Board Chair shall: call and preside at all meetings of the Board; be an ex-officio member of all committees; report to the Minister breaches of the Act and this By-Law; act as spokesperson for the Authority as determined by the Board; and, perform such duties as may be assigned from time to time by the Board by resolution.
  34. Vice-Chair – The Vice-Chair shall perform such duties as may be assigned from time to time by the Board by resolution and during the absence or disability of the Chair shall have the powers and duties of that office.
  35. Treasurer – Unless otherwise determined by the Board by resolution, the Treasurer shall: conduct the banking business of the Board; advise the Board on the financial matters of the Board and the Authority; ensure that all funds of the Authority are kept in proper and safe custody; ensure that monthly financial statements are prepared and submitted to the Board at the regular meetings of the Board, or at the request of the Board or the Board Chair; and perform such other duties as may be assigned from time to time by the Board by resolution.
  36. Secretary – Unless otherwise determined by the Board by resolution, the Secretary shall: give or cause to be given notices of all meetings of the Board, and, as directed by the Board, of meetings of committees of the Board; prepare, in consultation with the Board Chair, and distribute the agendas of Board meetings, and, as directed by the Board, of committees of the Board; attend all Board meetings, and, as directed by the Board, of committees of the Board, and record and circulate to all Directors the minutes of such meetings; maintain a record of Directors' attendance at meetings of the Board; conduct correspondence as directed by the Board; maintain custody of the corporate seal of the Authority in the event that the Authority has a corporate seal; maintain the minute book of the Authority; and, perform such other duties as may be assigned from time to time by the Board by resolution.

#### *CHIEF EXECUTIVE OFFICER*

37. In accordance with the Act and the policies and directions issued or approved by the Minister, the Board shall recruit, appoint and evaluate the performance of the Chief Executive Officer who shall administer the affairs of the authority. The responsibilities of the Chief Executive Officer shall be as set out in, and determined by the Board in accordance with, subsection 21(2) of the Act.
38. The Board may, for just cause, by resolution, revoke or suspend the appointment of the Chief Executive Officer.
39. If the Chief Executive Officer is unable to act in his capacity, the Board may, by resolution, appoint an individual to temporarily assume the Chief Executive Officer's responsibilities.

**COMMITTEES OF THE BOARD**

40.

- a) Standing Committees of the Board – At the first regular meeting each year the Board shall appoint the Members of the following Standing Committees:
  - 1. Executive Committee
  - 11. Finance Committee
  - 111. Audit Committee
  - IV. Quality and Patient Safety Committee
- b) If a vacancy occurs in one of the Standing Committees established pursuant to clause (a) in the course of the year, the Board shall appoint, at its next regular meeting, another person to that Committee.

41. The Board shall establish an Executive Committee – The Executive Committee shall:

- a) Consist of the Board Chair, who shall serve as Chair of the Committee, the Vice-Chair, the Chair of the Finance and the Chair of the Audit Committee and such other Directors as the Board may determine.
- b) Exercise the full powers of the Board in any crisis situation arising between Board meetings, reporting every action at the next meeting of the Board
- c) Review and make recommendations to the Board in relation to any reports regarding perceived breaches of this By-Law
- d) Study and advise or make recommendations to the Board on any matter as directed by the Board
- e) Perform such other duties as the Board may direct

42. The Board shall establish a Finance Committee

- a) The Finance Committee shall consist of the Treasurer, the Board Chair and the Board Vice-Chair and at least two other Directors. Both the Board Chair and the Vice Chair shall be voting members.
- b) Notwithstanding clause (a), where the Board does not appoint/elect a Treasurer, the Finance Committee shall consist of at least five (5) Board members, which will be inclusive of the Board Chair and Vice Chair.
- c) The Treasurer shall serve as the Chair of the Committee. If no Treasurer is elected, the Chair of the Committee will be appointed by the Board Chair.
- d) The Finance Committee shall advise and make recommendations to the Board on:
  - 1. The annual budget for capital and operating revenues and expenditures for the ensuing fiscal year
  - 11. The monthly financial statements and annual report to be presented to the Board pursuant to this By-Law

- 111. The management of all Authority funds in accordance with relevant legislation, and policies and procedures established by the Board
  - 1V. The policies and procedures to be established for investment, banking, insurance, donations, bequests, endowments, tendering and purchasing
  - e) The Finance Committee shall meet annually with the Audit Committee to discuss and review the audited financial statements prior to making recommendation to the Board.
  - f) The Finance Committee may make a recommendation to the Audit Committee on the appointment of the auditor.
  - g) The Finance Committee shall perform such other duties as directed by the Board.
43. The Board shall establish an Audit Committee – The Audit Committee shall:
- a) Consist of at least five (5) Board members, which will be inclusive of the Board Chair and Vice Chair. The Chair of the Committee will be appointed by the Board Chair. Both the Board Chair and the Vice Chair shall be voting members.
  - b) Recommend to the Board, in consultation with the Finance Committee:
    - 1. The appointment or termination of the external audit firm and the associated fees for the related engagement
    - 11. The appointment of external advisors and the compensation thereon
  - c) Review the audit plan and results of the external audit, including the auditors' engagement letter, scope of the audit and areas of audit risk
  - d) Obtain reasonable assurance from discussions with management and external auditors that the financial systems are reliable and internal controls are operating effectively. If necessary, direct the auditors' examinations to particular areas.
  - e) Review the statutory and regulatory obligations, including timely remittance of income and other taxes and other payroll withholdings
  - f) Monitor policies for engaging external consultants and advisors
  - g) Discuss specific legal liability issues with legal counsel for financial implications, as required
  - h) Monitor policies related to financial reporting and controls
  - i) Review management's plans, processes and systems as necessary to obtain reasonable assurance that financial risk is being effectively managed and controlled
  - j) Perform such other duties as directed by the Board.
44. The Board shall establish a Quality and Patient Safety Committee
- a. The Quality and Patient Safety Committee shall consist of the Board Chair and the Board Vice Chair and at least three other Directors appointed by the Board. Both the Board Chair and the Vice-Chair shall be voting members.
  - b. The chair of the committee will be appointed by the Board Chair.

c. The Quality and Patient Safety Committee shall advise and make recommendations to the Board on:

1. Standards and practices to improve quality, patient safety and innovation in health care
11. Policies and standards for Board approval
111. Structures and processes to monitor and review performance related to quality, patient safety, patient and community input and feedback, and compliance with accreditation standards
- IV. Communication systems for key quality and patient safety messages

45. The Board may, by resolution, establish and empower ad hoc and standing committees of the Board in addition to the Standing Committees to be established pursuant to clause 40, as the Board may, from time to time, deem appropriate.

46. The Board shall establish advisory committees in accordance with the Act and guidelines approved by the Minister and as the Board may from time to time deem appropriate. Committee members shall receive no remuneration.

#### *AUXILIARY OR VOLUNTEER ORGANIZATIONS*

47. With the approval of the Board

- a) Auxiliary or volunteer organizations may be established in the Health Region
- b) Such auxiliary or volunteer organizations may use the name of the Authority in describing themselves and in the course of their activities

48. Any auxiliary or volunteer organization established in accordance with clause 47 shall prepare a by-law governing its activities, which by-law shall become effective upon approval by the Board.

49. The activities of an auxiliary or volunteer organization established in accordance with clause 47 may include:

- a) Stimulating public interest in the activities and operations of the Authority
- b) Providing services to clients of the Authority
- c) Assisting the Authority with projects approved by the Board
- d) Raising funds for capital projects to be undertaken in the Health Region or for other purposes approved by the Board

50. An auxiliary or volunteer organization established in accordance with clause 47 shall report to the Board as determined by the Board.

51. The Board shall have the power of veto over all resolutions taken by an auxiliary or volunteer organization established in accordance with clause 47.

52. The Authority shall use any funds raised by an auxiliary or volunteer organization for the purchase of equipment, furnishings or supplies in consultation with the auxiliary or volunteer organization which raised the funds.

*CONFIDENTIALITY*

53.

- a) Every Director, Officer and employee of the Authority shall respect the confidentiality of matters brought before the Board or before any committee of the Board *in camera*, or that is sent to Directors on a confidential basis, and any such information shall not be communicated to any person not entitled by law to that information. For greater certainty, such information may be communicated within the RHA, by management and staff, on a confidential need to know basis for operational purposes. Unless otherwise required by law, any information to be communicated as required by law, shall be communicated by a person(s) designated by the Board. For greater certainty, any information covered by *The Personal Health Information Act* or *The Freedom of Information and Protection of Privacy Act*, shall only be disclosed in accordance with those Acts.
- b) Any breach of this provision shall be reported to the Minister by the Chair of the Board.

*CONFLICT OF INTEREST*

54. Conflict of Interest – Every Director shall adhere to the conflict of interest policy developed by Manitoba Health which is attached to this By-Law as Appendix A. Any departure from the policy shall be reported by the Board Chair to the Minister.

*NOTICES*

55.

- a) Service – A notice or other document required by the Act, the Regulations, the Articles or this By-Law to be sent to any Director shall be delivered personally by hand or prepaid courier or sent by prepaid mail or by facsimile transmission or any electronic delivery to any such person at their latest address as shown in the records of the Authority; provided always that notice may be waived or the time for the notice may be waived or abridged at any time with the consent in writing of the person entitled thereto.
- b) Deemed Receipt Any notice delivered by hand or prepaid courier shall be deemed to be received on the date of actual delivery thereof. Any notice sent by facsimile transmission or any electronic delivery shall be deemed to have been received on the next day following the transmission. Any notice sent by prepaid mail shall be deemed to have been received on the seventh business day following the date on which the notice was mailed.

*FISCAL YEAR*

56. The fiscal year of the Authority shall be from April 1 of one year to March 31 of the next succeeding year.

*AUDITOR*

57. The Authority shall appoint an external auditor who shall audit the records, accounts and financial transactions of the Authority annually.

58. The Authority shall not appoint a person as auditor, and no person shall act as auditor of the Authority, if in the fiscal year in which the appointment is made, or in the preceding fiscal year, the person:
- a) Is or was a Director on the Board of the Authority or a director or member of the board of a Health Corporation providing health services in the Health Region.
  - b) Has or had a direct or indirect interest in an agreement or contract entered into by the Authority, other than a contract respecting the audit.
  - c) Is or was employed by the Authority in a capacity other than as auditor.

### *BANKING*

59.

- a) The Board may, from time to time, by resolution designate such chartered banks or credit unions as the Board deems appropriate at which the banking business of the Authority shall be transacted.
- b) The Board may, by resolution, designate and authorize an appropriate Director or Directors, Officer or Officers or other person or persons to transact banking business on behalf of the Authority pursuant to such agreements and instructions as the Board may from time to time prescribe or authorize.

60.

- a) All withdrawals from deposits at an institution designated by the Board pursuant to clause 59(a), and all payments on behalf of the Authority, shall be made by cheque signed by at least two persons designated by the Board by resolution for this purpose.
- b) Notwithstanding clause 59(a), as an alternative to the issuing and drawing of cheques and other banking documents on paper, the Board may, by resolution, enter into agreements relating to electronic funds transfer systems, and authorize the use of such systems.
- c) As an alternative to the manual signing of cheques, any cheque on the authorized bank accounts of the Authority shall be sufficiently signed if the facsimile of two authorized officers are printed, lithographed or otherwise impressed thereon by an automatic cheque signing machine or device provided, always, that the use of such machine or device shall be subject to proper controls and that any such machine or device so used and the controls of the use thereof, shall both be approved in writing by the Chief Executive Officer of the Authority.

*SIGNING AUTHORITY*

61. Contracts, documents or instruments in writing requiring the signature of the Authority may be signed by:

- a) The Chair of the Board, or the Vice-Chair, together with
- b) The Secretary or Treasurer or any other Director or person designated by the Board by resolution

And all contracts, documents or instruments in writing so signed shall be binding upon the Authority without any further authorization or formality. The Board of Directors may from time to time by resolution appoint any Director or Directors, Officer or Officers or any person or persons, on behalf of the Authority either to sign contracts, documents or instruments in writing generally or to sign specific contracts, documents or instruments in writing.

*ENACTMENT OR AMENDMENT OF BY-LAWS*

62. This By-Law and any other By-Law of the Board and any amendment thereof comes into force on the passing thereof by the Board and the approval in accordance with section 18 of the Act.

*FINAL AUTHORITY*

63. In the case of any conflict or inconsistency between this By-Law and any other By-Law enacted by the Board, this By-Law shall govern and shall be the final authority.

Approved by the Board of Directors of the Northern Regional Health Authority this 30th day of May, 2012.

A handwritten signature in cursive script, appearing to read "Beaupre", written over a horizontal line.

Chair

Approved by the Minister or other delegate pursuant to clause 18(2) (b) of *The Regional Health Authorities Act*, C.C.S.M., c. R34 30th day of May 2012.

A handwritten signature in cursive script, appearing to read "Milton Sussman", written over a horizontal line.

Milton Sussman

Deputy Minister



**APPENDIX "A"**  
**CONFLICT OF INTEREST POLICY**

**PART I- GENERAL PRINCIPLES**

Directors of Regional Health Authority (RHA) Boards (Directors) are charged with the responsibility of allocating and managing community health resources including the spending of public tax dollars. Thus, Directors are expected to maintain high standards of integrity, impartiality and ethical conduct. Directors must be vigilant to prevent any actual or perceived misconduct, predisposition or conflict of interest. Further, Directors should conduct their personal business affairs so as to avoid an obligation to any person who might benefit from special consideration or favour on their part.

It has been recognized that Service Providers (see definition of "Service Provider" below) can be a valuable addition to RHA Boards. However, due to their unique situation, confusion may arise as to when such individuals are in a conflict situation. This policy seeks to provide some clarity in this regard, attempting to minimize conflict situations, while enabling these individuals to have meaningful participation on the Regional Health Authority Board.

**PART II- DEFINITIONS**

I. In these Guidelines:

**"actual or perceived conflict of interest"** means a situation in which a Director has an employment, business or personal interest which results or appears to result in an interference with the objective exercise of his/her duties.

**"Associate"** means

- (i) a corporation of which the Director beneficially owns, directly or indirectly, more than 10% of any class of voting equity securities of the corporation that are outstanding at the time;
- (ii) a partner, other than a limited partner, of the Director;
- (iii) a trust or estate in which the Director has a beneficial interest or serves as a trustee or in a capacity similar to a trustee;
- (iv) a parent or child of the Director; or
- (v) any other individual who has the same residence as the Director.

"person" includes individuals, bodies corporate, corporations, companies, partnerships, syndicates or any number or aggregate of persons.

"Service Provider" means individuals, who provide health services in the health region of the RHA, including employees and members of the Medical Staff of the RHA or a health corporation in the RHA's health region or a community care organization substantially funded by the RHA. (NOTE: RHAs that do not have health corporations and/or substantially RHA funded community care organizations in their health regions may delete references to such entities in their policies)

### **PART III- ACTUAL, POTENTIAL OR PERCEIVED CONFLICT OF INTEREST SITUATIONS**

Examples of actual, potential, or perceived conflicts of interest include, but are not limited to:

#### **A. General**

(i) A Director or an Associate of a Director holds any office, or has a significant beneficial interest in any firm, corporation or other entity which conflicts with the Director's duties to the RHA.

(ii) A Director accepts any fee, commission or other compensation for representing the interests of another person in a matter before the RHA.

(ii.1) An Associate of a Director, lobbying the RHA on behalf of any person or in relation to a matter or representing the interests of another person in a matter before the RHA.

(iii) A Director or an Associate of a Director has investments, agreements or undertakings with a supplier, customer, company, organization, corporation, partnership or other commercial entity which has a business interest present or prospective with the RHA.

(iv) A Director or an Associate of a Director is a contractor or consultant for the RHA or is an employee, contractor, consultant, guarantor of a surety for, or a creditor of any supplier, customer, company, organization, corporation, partnership or other commercial entity which has a business interest, present or prospective, with the RHA. This would not include Service Providers.

(v) Acquisition or considering the acquisition of real or other property of present or prospective interest to the RHA by a Director or an Associate of a Director.

(vi) A Director or an Associate of a Director seeks or accepts loans, services, payments, commissions, fees, entertainment or gifts, either directly or indirectly, from a supplier, customer, company, organization, corporation, partnership or other commercial entity which has a business interest, present or prospective, with the RHA. *This does not apply to loans from banks or other financial institutions at terms and conditions generally available to the public.*

(vii) A Director:

\*Using or appearing to use, or revealing without approval of the RHA Board to persons outside the RHA, for personal gain, any confidential or restricted information acquired during the course of an individual's service which is not generally available to the public;

\* Using or permitting others to use the RHA's assets, resources, staff, property, equipment, materials or time for personal gain;

\* According preferential treatment to friends, relatives or to organizations in which friends or relatives have an interest, financial or otherwise;

\* Acting in any official matter where there is a personal interest which is incompatible with an unbiased exercise of judgement;

\*Using the influence of his/her office in such a way as to lend credence or prestige to the sponsorship of a political party or cause or endorse without proper authorization of the RHA Board, a product or service of a supplier, customer, company, organization, corporation, partnership or other commercial entity which has a business interest, present or prospective, with the RHA;

\* Using the influence of his/her office in such a way as to interfere with the objective exercise of another Director, employee or contractor's responsibilities.

(viii) An Associate of a Director:

\* Using or appearing to use, or revealing without approval of the RHA Board to persons outside the RHA, for personal gain, any confidential or restricted information that would have been acquired by the Director during the course of his or her service which is not generally available to the public;

\* Using or permitting others to use the RHA's assets, resources, staff, property, equipment, materials or time, where the Associate is not employed by or otherwise authorized by the RHA to do so;

\* Stating that the RHA and/or the Director will accord preferential treatment to friends, relatives or to organizations in which friends or relatives have an interest, financial or otherwise: \_

B. Service Providers

(i) Participating in decisions regarding issues that are specific to the office, facility, and/or place of work of the Director and/or the program in which the Director works, including:

\* disciplinary action, performance issues, etc. relating to an employee or member of the Medical Staff at the office, facility, and/or place of work or who provides services in the same program as the Director

\* hiring of individuals with whom the Director will have a direct reporting relationship

\*audits, reviews, investigations, etc. relating to the office, facility, place of work and/or program of the Director

\*restructuring in the office, facility, place of work and/or program of the Director

This would not include matters that are of a general application in the health region.

(ii) Discussions relating to collective bargaining that will impact on negotiations with the bargaining unit representing the Director.

(iii) Where the Director is employed by, and/or is a member of the Medical Staff of a non-devolved health corporation within the health region, discussions/decision-making relating to negotiations with non-devolved health corporations of the same type.

## **PART IV- REQUIREMENTS FOR DISCLOSURE**

Directors of an RHA Board are responsible for disclosing any situation where they may have an actual, potential or perceived conflict of interest.

In relation to matters which are discussed and voted on by the Board, e.g. contracts and transactions and/or proposed contracts and transactions, disclosure of actual, potential or perceived conflicts of interest shall be made by a Director:

- (i) at the Board meeting at which the matter involving the actual, potential or perceived conflict is first considered; or
- (ii) if a Director is not in an actual, potential or perceived conflict of interest situation at the time described in i), at the first Board meeting which is held after s/he becomes aware of the actual, potential or perceived conflict; or
- (iii) where an actual, potential or perceived conflict of interest situation arises with respect to a contract or transaction after it is made, at the first Board meeting held after the situation arises; or
- (iv) if an individual who is not a Director but who would have an actual, potential or perceived conflict of interest if s/he were a Director later becomes a Director, at the first meeting after s/he becomes a Director.

Where an actual, potential or perceived conflict of interest comes to light during a meeting of a committee of an RHA Board, the Director shall report the matter to the committee, and the committee shall decide whether the Director should be excluded from any discussion and vote on the matter within the committee until the Board disposes of the matter. The committee Chair shall report the matter to the Board Chair, who shall decide whether to hold a special meeting to dispose of the matter or to wait until the next meeting of the RHA Board.

All potential, actual or perceived conflicts of interest which do not pertain to matters which would be the subject of any discussion or vote by the Board, e.g. a Director who has used his/her office in a manner which compromises the integrity of the Board, shall be reported in writing by the Director to the Board Chair as soon as s/he becomes aware of it or shall be acted on by the Board as soon as the Board becomes aware of it.

Where a Director is unsure if there is an actual, potential or perceived conflict of interest, it is his/her responsibility to seek clarification by submitting the matter to the RHA Board for review.

## **PART V - DISPOSITION**

In dealing with an actual, potential or perceived conflict of interest reported by a Director or that was not reported by the Director, but that the RHA Board feels could be a conflict of interest, the RHA Board (with the exception of the affected Director) shall decide by majority vote whether an actual or perceived conflict of interest exists.

If the Board finds that an actual or perceived conflict of interest exists in relation to a matter that is to be the subject of discussion and vote by the Board, the Board (with the exception of the affected Director) shall vote on whether the conflict is of a nature that would require the exclusion of the Director from any discussion and vote on the matter to maintain the integrity of the Board. In order for the Director to be allowed to participate in the discussion and vote on the matter, the Board, by a 2/3 vote must find that the actual or perceived conflict of interest does not require the exclusion of the Director. Where the Board considers it necessary, the Board shall also vote on what additional action should be taken to maintain the integrity of the Board.

Where the Board finds that an actual or perceived conflict exists in relation to a matter which would not be the subject of any discussion and vote by the Board, the Board (with the exception of the affected Director) shall vote on what action should be taken to maintain the integrity of the Board.

Any resolution to recommend the removal of a Director from the Board because of a conflict of interest must be approved by a 2/3 vote of the Board.

All actual, potential or perceived conflicts shall be recorded in the minutes of the meeting at which they are reported and dealt with, and in a separately filed summary report which outlines: the general nature of the actual, potential or perceived conflict of interest, and the RHA Board's disposition of the matter.

Disclosures of conflict of interest situations must be reviewed and updated once annually at an RHA meeting and, must be updated immediately by an affected Director where a change occurs which alters the nature or degree of the conflict, subsequent to a declaration being made.

### **Appeals**

A Director who disputes the findings and/or instruction of the RHA Board following a conflict of interest disclosure, may appeal to the Minister.

The Minister may rule on the appeal, refer the matter to another agency, such as the Manitoba Health Appeal Board, or appoint an independent arbitrator to review the matter and the basis of the appeal.

A Director at his/her option may have a representative present at the appeal.

### **PART VI - DISCIPLINARY ACTION**

Departure from any of the constituents of this policy by a Director, without the specific prior approval of the RHA Board, may be cause for removal of the Director from the Board.