

GENERAL BYLAWS

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GENERAL BYLAWS

A Bylaw relating generally to the business and affairs of Alberta Health Services

ARTICLE 1 STATUTORY BASIS OF BYLAWS

- 1.1 This Bylaw, governing the organization, management, and operation of Alberta Health Services, is made pursuant to the applicable provisions of the Enactments, including section 2(1) of the *Regional Health Authorities Regulation* (AR15/95).

ARTICLE 2 MISSION STATEMENT

- 2.1 To provide a patient-focused, quality health system that is accessible and sustainable for all Albertans.

ARTICLE 3 INTERPRETATION

3.1 DEFINITIONS

- (a) **“Agent”** means a person other than an AHS Employee, Senior Executive or Member, who is authorized to bind or purports to bind AHS, or who, directly or indirectly, controls AHS funds.
- (b) **“Alberta Health Services”** or **“AHS”** means a regional health authority for Alberta established pursuant to the *Regional Health Authorities Act*, R.S.A. 2000, c.R-10.
- (c) **“Alberta Health Services Board”** or **“Board”** means the AHS governance board appointed by the Minister in accordance with the *Regional Health Authorities Act*, R.S.A. 2000, c.R-10.
- (d) **“Chair”** means the individual appointed by the Minister in accordance with the *Regional Health Authority Membership Regulation*, AR 164/2004, as the chair of the Board.
- (e) **“Conflict of Interest Bylaw”** means the bylaw which governs the conflict of interest in respect of Employees, Senior Executive, Agents and Members, which is made pursuant to the *Regional Health Authorities Act*, R.S.A. 2000, c.R-10.

- (f) **“Corporate Secretary”** means the individual employed by AHS to assist in ensuring that the business of the Board meets with legislative and legal requirements, and who shall keep or cause to be kept the minutes of all meetings of the Board and its committees, and who is custodian of all records and reports of the Board and its committees.
- (g) **“Employee”** means an individual in the service of AHS, who is under a contract of hire or employment, express or implied, oral or written, where AHS, as employer, has the power or right to control and direct the Employee in the material details of how the work is to be performed.
- (h) **“Enactments”** means the Alberta statutes and regulations that govern AHS operations, including, but not limited to, the *Health Information Act*, R.S.A. 2000, c.H-5, the *Hospitals Act*, R.S.A. 2000, c.H-12, the *Mental Health Act*, R.S.A. 2000, c.M-13, the *Public Health Act*, R.S.A. 2000, c.P-37, the *Regional Health Authorities Act*, R.S.A. 2000, c.R-10, the *Emergency Medical Aid Act*, R.S.A. 2000, c.E-7, and all regulations thereunder, as each may be amended from time to time. For the purposes of these Bylaws, “Enactments” also includes Orders.
- (i) **“Ex Officio”** means by virtue or because of an office.
- (j) **“Lieutenant Governor in Council”** means the Lieutenant Governor of the Crown in the Right of Alberta.
- (k) **“Mandate and Roles Document”** means the Mandate and Roles Document required under the *Alberta Public Agencies Governance Act*, R.S.A. 2009, c. A-31.5, which is expected to be proclaimed in 2010.
- (l) **“Member”** means an individual appointed to the Board by the Minister in accordance with the *Regional Health Authorities Act*, R.S.A. 2000, c.R-10, including the Chair.
- (m) **“Minister”** means the member of the Legislative Assembly of Alberta appointed by the Premier to oversee the operation of the Ministry of Health and Wellness.
- (n) **“Orders”** means MO# 93/2008, MO# 17/2009, MO# 18/2009, MO# 19/2009, and such other supplementary or other relevant orders as may from time to time be made by the Minister or the Lieutenant Governor in Council.
- (o) **“President and Chief Executive Officer”** means the person appointed to such office by the Board and is the most senior administrator within the AHS organizational structure responsible for leadership and management including the day-to-day operations and who reports to the Board.
- (p) **“Senior Executive”** includes the President and Chief Executive Officer, Executive Vice Presidents and any other person so designated by the President and Chief Executive Officer or the Board.
- (q) **“Vice Chair”** means the individual appointed by the Members in accordance with the *Regional Health Authority Membership Regulation*, AR 164/2004, to serve as the vice chair of the Board.

3.2 BINDING EFFECT

These Bylaws bind the Board and all present and future Members to the same extent as if each had signed, sealed, and delivered to each of the others a promise to comply with and be bound by these Bylaws and all acts, decisions, proceedings, and things done and taken under these Bylaws.

3.3 PRIORITY OF DOCUMENTS

- (a) These Bylaws are subordinate to the Enactments and are not intended to conflict with the Enactments.
- (b) In the case of potential conflict referenced in Bylaw 3.3 (a), these Bylaws are to be interpreted to the extent reasonably practical so as to eliminate the conflict.
- (c) If it is not possible to interpret these Bylaws to eliminate a conflict referenced in Bylaw 3.3 (a), the conflicting provision of these Bylaws shall be considered as severable from these Bylaws and of no force and effect. The balance of the Bylaws shall remain in force and be binding as if the conflicting provision had not been included.
- (d) These Bylaws shall take precedence over any policies, directives, and terms of reference adopted by the Board.
- (e) These Bylaws take precedence over any existing policies, procedures, practices, directives, or similar instruments of AHS where, and to the extent that, such instruments are in conflict with these Bylaws.

ARTICLE 4 MEMBERS AND OFFICERS

4.1 MEMBERS

- (a) Members shall be appointed in accordance with the applicable provisions of the Enactments; and
- (b) Members shall serve with such remuneration and expense reimbursement as determined from time to time by the Minister or Lieutenant Governor in Council, as applicable.

4.2 OFFICERS

- (a) The Board Officers shall be the Chair, the Vice Chair and any other Officer designated by the Members.
- (b) The Chair shall be appointed in accordance with the applicable provisions of the Enactments.
- (c) The Chair shall call and conduct regular, organizational, and special meetings of the Board. The Chair shall determine the agenda with input from the Members,

Board committees and councils, the President and Chief Executive Officer, and other sources as the Chair may consider appropriate.

- (d) The Members shall elect a Vice Chair from amongst their number in accordance with these Bylaws. In the absence or inability of the Chair, the vice chair (or, in the absence of the vice chair, another Member) shall perform all of the functions of the Chair.

4.3 VACATED OFFICE OF A MEMBER

- (a) The Board may, by resolution, recommend to the Minister or Lieutenant Governor in Council, as applicable, that the office of a Member be vacated if the Member:
 - (i) by notice, in writing, resigns;
 - (ii) fails to attend two-thirds (2/3) of the Board meetings or two-thirds (2/3) of the regularly scheduled Board committee meetings in any twelve (12) month period, unless the Member has been excused from attendance by the Chair;
 - (iii) fails to comply with the Conflict of Interest Bylaw;
 - (iv) discloses information that might impair the ability of AHS to carry out its responsibilities, or information relating to the personal interest, reputation, or privacy of any individual;
 - (v) fails to meet the requirements set out in the Enactments, including the eligibility criteria set out therein;
 - (vi) is convicted of an indictable offence for which no absolute discharge or pardon has been granted;
 - (vii) becomes mentally incompetent to make Board related decisions; or
 - (viii) dies.
- (b) On the removal of a Member, the Minister or Lieutenant Governor in Council, as applicable, may appoint a person to fill the vacancy in accordance with the Enactments.

4.4 VACANCIES

The Board may continue to act notwithstanding one or more vacancies of its Members.

ARTICLE 5 POWERS AND DUTIES OF BOARD

5.1 POWERS AND DUTIES

Subject to the Enactments or other relevant law, and these Bylaws, the Members shall govern the business and operations of AHS, and may on behalf of AHS, do or cause to be done all such acts and things as are within the Board's capacity and powers. In order to further its statutory responsibilities and its mission statement, the Board shall, from time to time, approve principle statements and, if applicable, Board policies and procedures, and communicate those policies and procedures. Without limiting the foregoing, the Board may decide to:

- (a) elect a vice chair, if desired;
- (b) establish, continue or dissolve its committees and councils;
- (c) review, ratify, or amend the terms of reference for its committees and councils;
- (d) appoint committee and council chairs and members;
- (e) make such other appointments as are necessary;
- (f) appoint an auditor unless the Minister or Lieutenant Governor in Council has done so; and
- (g) conduct such other business as deemed necessary by a majority of Members present.

5.2 LIMITATION ON POWERS

Notwithstanding anything else contained in these Bylaws, the capacity and powers of the Board is subject, as of the effective date of these Bylaws, to the restrictions and requirements contained in the Enactments, which shall be observed by the Board.

5.3 DELEGATION

Unless the power to delegate is limited by the Enactments or any other relevant law, the Board may delegate any power or duty conferred or imposed on it under the Enactments or any other relevant law, to a committee, to a council, to a Senior Executive, to an Employee, or to an Agent. Such delegation shall be by resolution of the Board, or by other written directive issued by the Board. Unless otherwise stated in the delegation, the Board reserves the right to revoke such delegation.

ARTICLE 6 CONFIDENTIALITY

6.1 CONFIDENTIALITY REQUIREMENT

Each Member, Senior Executive, Employee or Agent shall respect the confidentiality of all confidential information and written material brought before AHS, the Board or its committees or councils, including all matters dealing with patients.

6.2 CONFIDENTIAL INFORMATION

All information and written material brought before a private session of the Board or Board committee or council, or which is otherwise designated as confidential by AHS, the Board, or Board committee or council shall be deemed private and confidential and shall not be disclosed unless as authorized in accordance with AHS' policies in respect of disclosure of confidential information.

ARTICLE 7 MEETINGS

7.1 ORGANIZATIONAL BOARD MEETING

The Board shall hold an organizational meeting at such time as may be required by the Enactments.

7.2 REGULAR BOARD MEETINGS

- (a) The Board shall hold regular public meetings at the time and place decided by the Chair.
- (b) The Corporate Secretary shall deliver a written notice of every regular Board meeting, together with an agenda setting out the business to be conducted at that meeting to the last known address of each Member at least three (3) days before the date of the meeting. The requirement of written notice may be waived by resolution of a majority of the Members.
- (c) The Corporate Secretary or another individual directed to do so by the President and Chief Executive Officer, shall provide public notice of the place and time of regular Board meetings.
- (d) No item of business shall be dealt with at any regular Board meeting unless the item and supporting materials were included on the agenda delivered prior to that meeting or unless two-thirds (2/3) of those Members present approve dealing with that item.

7.3 SPECIAL BOARD MEETINGS

- (a) Special meetings of the Board may be called by the Chair.

- (b) A special meeting shall be called within ten (10) days, if the Chair receives a written request for a special meeting signed by a majority of the Members.
- (c) The Corporate Secretary shall deliver written notice of a special Board meeting, with an agenda that sets out the business to be conducted at that meeting, to the last known address of each Member at least twenty-four (24) hours before the meeting. Such notice for a special meeting may be waived by resolution of a majority of the Members or by the Chair.
- (d) The Corporate Secretary or another individual directed to do so by the President and Chief Executive Officer, shall provide public notice of the place and time of special meetings when possible within the time available, except where the Chair or the Members who requested such meeting are of the opinion that, based on the considerations set out in the Enactments, that is advisable to hold a closed meeting.
- (e) Additional business items may not be added to the agenda of a special meeting.

7.4 CONDUCT OF MEETINGS

- (a) When a majority of the Members present is 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 provided for in the Enactments, the Board may, by resolution, exclude any person or persons from the discussion, but it has no power during such a discussion to pass any resolution except a resolution to revert back to an open meeting.
- (b) The Board may delegate authority to any of its committees which would enable that committee to:
 - (i) approve matters which are administrative and non-substantive in nature such as those customarily made to confirm the accuracy and completeness of the committees' own minutes, to conduct all or a portion of the committee meeting *in camera*, and to approve the committee's meeting agenda and changes to the agenda; and
 - (ii) recommend a particular course of action to another committee or to the Board, for that committee's or the Board's further consideration or approval.
- (c) A majority of the Members shall constitute a quorum at any meeting of the Board. Members may participate by teleconference, videoconference, or other similar methods that permit them to hear and participate in the meeting.
- (d) All Members, except the Chair, shall vote for, vote against, or abstain on all issues duly brought by motion, except wherein an individual has declared a conflict of interest. The Chair shall vote only when that vote would break a tie. Unless otherwise provided for in these Bylaws, a motion shall be adopted when the votes in favour exceed the votes opposed.

- (e) At the commencement of any business meeting of the Board or its committees or councils, each Member shall be required to declare a conflict of interest where one is believed to exist. The circumstances shall be disclosed to the 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.
- (f) 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.
- (g) The Member's disclosure and abstention shall be recorded in the minutes of the meeting.

7.5 RULES OF ORDER

The Board shall conduct its meetings in accordance with Roberts Rules of Order, as may be modified by the Chair, or such other rules as it may, from time to time, adopt.

7.6 PUBLIC CONDUCT IN MEETINGS

- (a) Only a Member, the President and Chief Executive Officer, the Senior Vice President and General Counsel, the Corporate Secretary or other persons specifically authorized by the Chair, shall be allowed to address the Board during public meetings of the Board.
- (b) No signs, placards or displays are allowed in the meeting room, unless previously approved by the Chair.
- (c) Any member of the public who attempts to disrupt the proceedings will be asked to leave and may be removed.

ARTICLE 8 BOARD COMMITTEES

8.1 ESTABLISHMENT OF BOARD COMMITTEES

The Board may establish one or more Board committees by resolution at any Board meeting.

8.2 ORGANIZATION OF BOARD COMMITTEES

- (a) Board committees shall have their terms of reference and membership approved, and amended if required, by the Board. The terms of reference shall include the purpose, duties, organization and membership for each Board committee and the terms of reference shall be approved by the Board.

- (b) The Chair shall be an *Ex Officio* voting member of each Board committee.
- (c) The President and Chief Executive Officer shall be an *Ex Officio* non-voting member of each Board committee.
- (d) Each Board committee shall select a vice chair from among the Members on the committee.
- (e) Individuals who are not Members may be appointed by the Chair for a defined term to Board committees. The voting status of these individuals shall be determined at the time of appointment.
- (f) If any vacancy occurs among Members of any Board committee by death, resignation or otherwise, the Chair may appoint a successor to serve for the balance of the term of the Member being replaced, except that successors may not be appointed to replace those individuals referred to in section 8.2(e).
- (g) Unless otherwise specified, the minutes of each meeting of the Board committees shall be provided to Members for information.

ARTICLE 9 PRESIDENT AND CHIEF EXECUTIVE OFFICER

9.1 APPOINTMENT OF PRESIDENT AND CHIEF EXECUTIVE OFFICER

The Board shall appoint an individual to serve as the President and Chief Executive Officer, who shall be accountable to the Board. The Board shall employ a President and Chief Executive Officer of AHS.

9.2 ROLE OF PRESIDENT AND CHIEF EXECUTIVE OFFICER

Subject to the Enactments, other applicable law, the Mandate and Roles Document, these Bylaws, and Board policies, procedures, direction, or resolution, the Board hereby delegates the general supervision over the business and affairs of AHS and may delegate any power or duty conferred or imposed on it to the President and Chief Executive Officer.

9.3 DELEGATION BY PRESIDENT AND CHIEF EXECUTIVE OFFICER

The President and Chief Executive Officer is hereby authorized to further delegate the authority delegated to the President and Chief Executive Officer, to Senior Executives pursuant to Article 9.2 and unless the delegation states to the contrary, the power may be further delegated by such Senior Executives. If the President and Chief Executive Officer delegates authority arising out of an Enactment, such delegated authority shall be purely administrative. This delegation in no way relieves the President and Chief Executive Officer of the overall responsibility to the Board.

ARTICLE 10 FINANCIAL AND ADMINISTRATION

10.1 AUDIT

- (a) Unless the Minister or the Lieutenant Governor in Council appoints the Auditor General for the Province of Alberta as the auditor, the Board shall annually appoint an auditor.
- (b) Any vacancy in the position of auditor shall be filled by resolution of the Board, with the replacement auditor serving for the balance of the previous auditor's term.
- (c) The auditor shall:
 - (i) conduct an annual audit of the books, accounts, and financial records of AHS, and all subsidiary health corporations; and
 - (ii) report to the Board on its audited financial statements.
- (d) The Board shall submit its audited financial statement to the Minister as part of its annual report.

10.2 FISCAL YEAR

Unless otherwise directed by the Minister, the Enactments, or other applicable law, the fiscal year shall commence on April 1 in each year and end on March 31 in the following year.

10.3 EXECUTION OF DOCUMENTS

Agreements, instruments, and documents approved or authorized by the Board, including, without limitations, cheques, negotiable instruments, and banking documents, shall be executed by such person or persons as the Board determines by resolution or policy.

10.4 CORPORATE SEAL

- (a) The corporate seal shall be as adopted by the Members, and may be affixed to an approved or authorized agreement, instrument, or document.
- (b) The number of corporate seals shall be determined by the Senior Vice President and General Counsel. One corporate seal shall be kept in the custody of the Corporate Secretary, and all other corporate seals shall be kept in the custody of the Senior Vice President and General Counsel or his or her designate.

**ARTICLE 11
PROTECTION OF MEMBERS, SENIOR EXECUTIVES AND OTHERS**

11.1 LIMITATION OF LIABILITY

Each Member, Senior Executive, or Employee, acting in good faith and with a view to the best interests of AHS, shall not be liable for, and is hereby released from:

- (a) the acts, neglects or defaults of any other Member, Senior Executive or Employee;
- (b) any loss, damage or expense happening through the insufficiency or deficiency of title to any property acquired;
- (c) the insufficiency or deficiency of any security in or upon which any of the monies shall be invested;
- (d) any loss, damage or expense arising from the bankruptcy, insolvency or tortious act of any person with whom any of the monies, securities or effects shall be deposited;
- (e) any loss occasioned by any error of judgment or oversight on his or her part; and
- (f) any other loss, damage or misfortune whatever which shall happen in the execution of the duties of his or her office or in relation thereto.

11.2 INDEMNITY

- (a) To the greatest extent permitted by law including s. 2.5(1) of the Regional Health Authorities Regulation, a Member, Senior Executive, Employee, a former Member, Senior Executive, or Employee, or a person who, at the Board's request, acts or act as a director, Officer, or employee of a body corporate in which the Board is or was a shareholder or creditor, shall be indemnified against all costs, charges, and expenses including an amount paid to settle an action or satisfy a judgment if reasonably incurred by him or her in respect of any civil, criminal, or administrative action or proceeding to which he or she is made a party by reason of being or having been a Member, Senior Executive, or Employee, or director, Officer, or employee of such body corporate, if:
 - (i) he or she acted honestly and in good faith with a view to the best interests of AHS; and
 - (ii) in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, he or she had reasonable grounds for believing that such conduct was lawful.
- (b) If a court order is required to provide the indemnity in 11.2(a), AHS shall proceed in good faith to obtain that order.

- (c) The indemnity provided for in 11.2(a) shall be deemed to have been in effect from the date AHS or its legal predecessors were established unless a later date is stated in the indemnity.

11.3 INSURANCE

- (a) Subject to any limitations as may be imposed by law, insurance may be purchased and maintained for the benefit of Members, Senior Executives, Employees, or others having the benefit or the indemnity provided for in section 11.2, as the Board may determine in its discretion from time to time.
- (b) Such insurance shall support and supplement the indemnity provided for in section 11.2, but the insurance shall not operate to limit the liability of AHS.

11.4 APPLICATION

The indemnity provided in section 11.2 shall:

- (a) not operate in limitation of any other indemnity which is otherwise available;
- (b) apply notwithstanding the fact that the person having the benefit of the indemnity may serve or has served in any other capacity; and
- (c) not be included, for the purposes of any supplemental bylaw dealing with debt obligations, guarantees, indemnity obligations, and capital leases, in the calculation of outstanding debt obligations, guarantee obligations, indemnity obligations, and capital lease obligations.

11.5 ADVANCE OF FUNDS

AHS may, upon such terms and conditions as the Members consider necessary or advisable in the circumstances, advance funds to cover costs, charges, and expenses which reasonably appear to be within the scope of the indemnity provided for in section 11.2, notwithstanding that the action or proceeding in question has not been fully resolved or determined.

11.6 DEEMED RELIANCE

Each Member, Senior Executive, and Employee shall be deemed to have assumed or agreed to continue in office, as the case may be, in reliance upon the right to indemnity set forth in section 11.2.

ARTICLE 12 AMENDMENTS AND ADDITIONS TO BYLAWS

12.1 APPROVAL BY BOARD

Any resolution proposed to amend or add to these Bylaws shall require for its passage the affirmative vote of at least two-thirds of the Members present for the vote.

12.2 APPROVAL BY MINISTER

Any amendment or addition to these Bylaws shall be provided to the Minister for approval and, once approved by the Minister, shall form a part of these Bylaws.

ARTICLE 13 GENERAL

13.1 TRANSITIONAL

All acts, proceedings, policies, directives, and decisions of the Board taken or implemented prior to the effective date of these Bylaws are ratified and, until rescinded, shall continue to be effective under and for the purposes of these Bylaws.

13.2 EFFECTIVE DATE

These Bylaws amend the General Bylaws approved August 13, 2008. These Bylaws are effective from and after the date approved by the Minister.

Approved and adopted by Alberta Health Services,
this 26th day of August, 2010.

"Original Signed By"

Ken Hughes, Chair

For and on behalf of

The Board of Alberta Health Services

Approved in accordance with the Enactments, this
15 day of December, 2010.

"Original Signed By"

The Honourable Gene Zwozdesky

Minister of Health and Wellness