

TERMS OF REFERENCE HEALTH ADVISORY COMMITTEE

A. PURPOSE

The Health Advisory Committee (“**Committee**”) is a standing committee of the Board. The purpose of the Committee is to assist the Board in overseeing management’s administration of:

1. community health councils (hereinafter referred to as “**health advisory councils**”) established pursuant to the *Regional Health Authorities Act* (Alberta) and the *Community Health Councils Regulation AR 202/97* and *Community Health Councils (Ministerial) Regulation AR 193/97*; and
2. foundations established pursuant to the *Regional Health Authorities Act* (Alberta), the *Regional Health Authorities Foundation Regulation AR 28/2007* and *Alberta Cancer Foundation Regulation 70/2009* (“**Foundation Regulations**”).

B. FURTHER DIRECTION

The Committee may direct any of its Members or management, to perform any responsibilities of the Committee itself. This direction will include a reporting accountability back to the Committee.

C. SCOPE

1. Recommendations for Board Approval

The Committee may consider, discuss and provide feedback relating to matters brought before it by management, the Board or on its own initiative and:

- (a) may approve matters which are administrative and non-substantive in nature such as those customarily made to: confirm the accuracy and completeness of the Committee’s own minutes; conduct all or a portion of the Committee meeting *in camera*; appointment of a vice chair of the Committee; and approve the Committee’s meeting agenda and changes to the agenda;
- (b) may refer matters to another committee for that committee’s further consideration; and

- (c) may recommend a particular course of action relating to matters that are substantive in nature, to the Board for the Board's further consideration or approval, but may not itself approve matters which are substantive in nature or require Board approval.

2. Health Advisory Councils

The Committee shall oversee Senior Executive's administration of health advisory councils, receive reports, and, if appropriate, make recommendations to the Board for approval regarding:

- (a) establishment, disestablishment, and amendment of health advisory councils in alignment with the health plan and the Board's commitment to provide effective and efficient health services for all Albertans;
- (b) identifying, monitoring and making recommendations relative to the oversight and administration of health advisory councils;
- (c) bylaws applicable to health advisory councils;
- (d) the appointment and removal of health advisory council members, including the process by which approvals and removals are received and reviewed;
- (e) establishing requirements for annual reports from health advisory councils, communicating the requirements to the health advisory councils, and reviewing completed annual reports; and
- (f) establishing processes for an annual engagement and relationship-building opportunities with the health advisory councils, the Committee, Senior Executive, and other key participants to facilitate the exchange of information and advice regarding community health needs, issues, priorities, access to services, health promotion, and other matters as determined by the Board.

3. Foundations

The Committee shall oversee Senior Executive's administration of foundations, receive reports, and, if appropriate, make recommendations to the Board regarding:

- (a) establishment and winding-up of foundations taking into account the Board's commitment to ensure that healthcare facilities, programs, and services benefit Albertans;

- (b) identifying, monitoring and making recommendations relative to the oversight and administration of foundations;
- (c) bylaws applicable to foundations;
- (d) the appointment and removal of foundation board members, including the process by which approvals and removals are received and reviewed;
- (e) reviewing completed annual reports, including financial statements, submitted in accordance with the Foundation Regulations and directives of the Minister;
- (f) requests that the Board's Audit and Finance Committee review financial statements submitted by foundations; and
- (g) establishment of the process by which foundations consult annually with the Committee, Senior Executive, and key stakeholders regarding the specific fundraising purposes and effects as approved by the foundation board.

4. Governance Responsibilities

- (a) The Committee shall:
 - (i) evaluate, on an annual basis, its performance and review its Terms of Reference and shall, as it considers appropriate, propose any changes to the Governance Committee for recommendation for approval by the Board, as required;
 - (ii) ensure adequate resources and support are in place to enable the Committee to fulfill its duties effectively and efficiently; and
 - (iii) fulfill such other duties as may be assigned to the Committee by the Board or the Chair.
- (b) The chair of the Committee shall annually provide input to the CEO, through the chair of the Human Resources Committee, with respect to the responsibilities and performance of members of Senior Executive whose responsibilities are within the mandate of the Committee.

D. MEMBERSHIP

1. Members

The Committee shall be comprised of:

- (a) a minimum of two Members appointed to the Committee by the Board, each of whom shall have voting rights and one of whom shall be appointed by the Board as Committee chair;
- (b) the Chair of the Board shall be an *ex officio* member of the Committee and shall have full voting rights;
- (c) the Vice Chair of the Board shall be an *ex officio* member of the Committee and shall have full voting rights;
- (d) the CEO shall be an *ex officio* member of the Committee, but will not have any voting rights; and
- (e) any other individuals who are not Members, and are appointed by the Chair, whose voting status will be determined at the time of appointment.

2. Term of Office

Committee Members shall be appointed annually by the Board, as required under the General Bylaws. The terms of individuals appointed by the Chair under section D.1. (e) above, shall be determined at the time of appointment.

3. Committee Vice Chair

The Committee members shall appoint a Committee vice chair from among themselves. In the absence of the Committee chair, the vice chair shall chair the meeting.

4. Vacancies

The Chair may appoint a successor to serve for the balance of a vacated Committee member's term, or until their successor is appointed.

5. Advisors

The Committee may request the participation of advisors from time to time, including but not limited to AHS' employees, management, or external consultants, to provide advice or information to the Committee or to its members independently, with respect to any matter before or related to the Committee, at AHS' expense.

E. MEETINGS

1. Confidentiality

The nature and subject of discussions and deliberations on matters before the Committee are confidential until such time as a report is presented to the Board at a public meeting.

2. Frequency

The Committee shall meet at least four times each year at the call of the Committee chair, or at the discretion of the Chair.

3. Quorum

A majority of Committee members entitled to vote shall constitute a quorum. Committee members may participate in person or by any other method that permits them to hear and participate in the meeting.

4. Notice

Notice of the time and place of every meeting of the Committee shall be given electronically, by postal service, or as agreed to by the Committee members, at least seven days in advance of a meeting. In the event the Committee chair or Chair determines an urgent requirement to meet, notice of the time and place of the meeting may be given electronically or by telephone at least 24 hours in advance. Notice may be waived by unanimous consent of the Committee members or by the Chair. Attendance of a Committee member at a meeting is a waiver of the notice of the meeting, except where the Committee member attends for the express purpose of objecting to the transaction of any business on the grounds that the Committee member was not given adequate notice of the meeting.

5. Report and Recommendations

Subject to confidentiality requirements, the Committee shall submit an overview report on the business conducted at each meeting, and shall make recommendations, if appropriate, to the Board at its next public meeting.

6. Minutes

The Corporate Secretary, Assistant Corporate Secretary or such other person acceptable to the Committee shall act as recording secretary to attend at every Committee meeting to take minutes. Minutes shall be approved by the Committee at its next meeting. Minutes of each meeting shall be provided to all Members for information.

7. Rules of Order

Unless provided otherwise in the General Bylaws or these Terms of Reference, Committee business and conduct of the Committee members shall follow Robert's Rules of Order as may be modified by the Committee chair.

F. DEFINITIONS

Capitalized terms appearing in these Terms of Reference have the meanings ascribed to them in these Terms of Reference or in the Board approved definitions document.