



Ministry of
Health

Saskatoon Regional Health Authority General Bylaws

Table of Contents

PART I.....	1
Purpose	1
Definitions	1
Interpretation.....	2
PART II. Organization of the Authority	2
Powers of the Authority	2
Responsibilities of the Authority	3
Responsibilities of Authority Members.....	4
Responsibilities of the Authority Chairperson and Vice-Chairperson	5
Appointment of the Chief Executive Officer	7
Responsibilities of the Chief Executive Officer	7
Appointment and Responsibilities of the Authority Secretary.....	8
PART III. Meetings of the Authority	8
Regular Meetings of the Authority	8
Special Meetings of the Authority	10
Rules of Order.....	10
Part IV. Authority Committees	11
Establishment, Membership and Responsibilities of Authority Committees	11
Committee of the Whole.....	11
Ad Hoc Committees	11
Special Committees of the Authority.....	11
Procedures for Standing and Special Committee Meetings.....	12
PART V. General Procedures	12
Signing Officers.....	12
Financial Matters.....	13
Confidentiality	13
Conflict of Interest	13
Corporate Seal.....	13
PART VI. Associations of the Authority	14
Voluntary Associations	14
Ancillary Groups.....	14
PART VII. Adoption and Approval	14
Amendments.....	14
Adoption of the Bylaws.....	15
APPENDIX A.....	15
Code of Conduct and Ethics	16
Fiduciary Responsibilities and Duty of Care	16
Conflict of Interest	17
Disclosure	18
Outside Business Interests.....	19
Confidential Information	19
Outside Employment or Association.....	19
Entertainment, Gifts and Favours.....	20
Responsibility.....	20
Breach	20
Where to Seek Clarification.....	20
Ethical Guidelines	21

GENERAL BYLAWS

PART I

Title

1 These are the General Bylaws (Bylaws) for the Saskatoon Regional Health Authority.

Purpose

2 These Bylaws are developed and enacted in order to:

- (a) provide an administrative structure for the governance of the affairs of the Authority;
- (b) promote the provision of quality health care services; and
- (c) improve the health standards of the residents of the health region through the provision of quality health services;

Definitions

3 In these Bylaws, the following definitions apply:

- (a) “Act” means *The Regional Health Services Act*;
- (b) “ancillary groups” means any volunteer group that has been established to further the objectives of the Authority;
- (c) “Authority” means the Authority established pursuant to the Act responsible for administrating the affairs and conducting the business of the regional health authority;
- (d) “chief executive officer” means the person employed by the Authority as chief executive officer within the meaning of the Act, responsible to the Authority for the general conduct and management of the affairs and activities provided by the Authority at its facilities or delivered through its programs and services;
- (e) “facilities” means an addiction treatment centre, health centre, hospital, residential treatment centre and special-care home within the meaning of *The Facility Designation Regulations*;
- (f) “health region” means the Saskatoon Health Region established pursuant to section 13 of Act;

- (g) “member” means a member of the Authority appointed in accordance with the Act;
- (h) “Minister” means a member of the Executive Council to whom for the time being the administration of the Act is assigned;
- (i) “officer” means an employee of the Authority;
- (j) “policies and procedures” means those policies and procedures that have been enacted by the Authority or by an officer of the Authority with the authority to enact policies and procedures on behalf of the Authority;
- (k) “practitioner staff” means those individuals whose applications have been approved by the Authority and whose privileges have been delineated by the Authority;
- (l) “quorum” means a majority of the members of the Authority;
- (m) “regulations” mean the regulations made by the Lieutenant Governor in Council pursuant to the Act.

Interpretation

4(1) In these Bylaws, unless the context otherwise requires, words or phrases defined in the Act, as amended, shall have the meaning defined therein.

(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, regional health authorities and health care organizations.

PART II. Organization of the Authority

Powers of the Authority

5(1) The affairs of the corporation shall be conducted by the Authority. In conducting such affairs, the Authority shall have all the powers prescribed in the Act and the regulations and any other applicable legislation.

(2) The Authority shall determine the policies and procedures and assume responsibility for guiding the affairs of the corporation.

Responsibilities of the Authority

6(1) The Authority shall be responsible for the governance and management of the affairs of the corporation.

(2) The Authority shall be responsible, without limitation, as follows:

- (a) establish and review on a regular basis the mission, vision, values and strategic plan in relation to the provision, within available resources, of appropriate programs and services in order to meet the needs of the residents in the health region and in Saskatchewan;
- (b) establish goals on an annual basis to ensure the effective and efficient governance of the corporation;
- (c) establish procedures for monitoring compliance with the requirements of *The Regional Health Services Act* and regulations;
- (d) establish policies and procedures which will provide the framework for the management and operation of the corporation;
- (e) establish the selection process for the engagement of a chief executive officer and to hire the chief executive officer in accordance with the process;
- (f) annually conduct the chief executive officer's formal performance evaluation, review and approve his or her compensation and set his or her goals and objectives for the coming year;
- (g) delegate responsibility and related authority to the chief executive officer for the management and operation of the corporation and require accountability to the Authority;
- (h) at any time to revoke or suspend the appointment of the chief executive officer;
- (i) appoint and reappoint, physicians, dentists, chiropractors and midwives and to delineate their respective privileges after considering the recommendations of the Practitioner Advisory Committee, the Authority's resources and whether there is a need for such services in the community;
- (j) ensure mechanisms and policies are in place to provide a high quality of care for patients in the health region;
- (k) ensure that quality assurance, risk management and utilization review methods are established for the regular evaluation of the quality of care of patients in the health region, and that all Authority services are regularly evaluated in relation to generally accepted standards and require accountability on a regular basis;

- (l) approve the annual budget for the corporation;
- (m) evaluate its own performance in relation to its responsibilities and periodically review and revise governance policies, processes and structures as appropriate;
- (n) work collaboratively with other community agencies and institutions in meeting the health care needs of the residents in the health region;
- (o) ensure that the chief executive officer establishes an appropriate succession plan for both management and practitioner staff members.

Responsibilities of Authority Members

7(1) Members of the Authority shall be appointed to the Authority in accordance with the Act and the regulations.

(2) Every member, in exercising his powers and in performing his/her duties, shall:

- (a) act honestly and in good faith with a view to the best interests of the corporation; and
- (b) exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances and comply with the Act and the regulations and any other applicable legislation.

(3) In contributing to the achievement of the responsibilities of the Authority as a whole, each member shall:

- (a) be diligent and adhere to the Authority's mission, vision and values;
- (b) develop broad knowledge about the roles and responsibilities of members;
- (c) work positively, co-operatively and respectfully as a member of the team with other members and with management and staff;
- (d) respect and abide by Authority decisions;
- (e) read all of the material for discussion in advance and participate actively and effectively at Authority and committee meetings;
- (f) keep informed about matters relating to the Authority, the community served and other health care services provided in the health region;
- (g) participate in the initial orientation as a new member and in ongoing professional development;

- (h) participate in the annual evaluation of overall Authority effectiveness and represent the Authority, when requested;
- (i) participate in the evaluation of the Authority, chairperson, chief executive officer and individual members as required;
- (j) represent the interest of the whole health region rather than the specific interests of any constituency, association or corporation;
- (k) compliance with all applicable legislation/regulations and the Code of Conduct and Ethics (Appendix A);
- (l) avoid real and perceived conflicts of interest;
- (m) maintain appropriate confidentiality with respect to corporate matters;
- (n) disclose to the chairperson any information the member might obtain that could be considered material to the Authority's business or operation;
- (o) respect the responsibilities delegated by the Authority to the chief executive officer, avoiding interference with their duties but insisting upon accountability and reporting mechanisms for assessing organizational performance; and
- (p) regularly attend Authority and committee meetings.

(4) A member may resign his position on the Authority by submitting a letter of resignation to the Minister and a copy to the Chair of the Authority. The resignation shall be effective on the date the letter of resignation is received by the Minister.

Responsibilities of the Authority Chairperson and Vice-Chairperson

8(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 Authority development;
- (b) ensuring that processes are in place to monitor the evolution of legislation and practices that change the duties and responsibilities of the members of the Authority;
- (c) setting Authority meeting schedules, work plans and agendas in consultation with the chief executive officer and the secretary;
- (d) monitoring meeting attendance;

- (e) recommending the chairperson and membership of individual committees, and working with committee chairperson to coordinate committee work plans and meeting schedules;
- (f) calling for votes to confirm consensus decisions or to decide issues;
- (g) attending Authority committee meetings where appropriate;
- (h) counselling collectively and individually with Authority members, ensuring full utilization of individual capacities and optimum performance of the Authority and each of its committees;
- (i) working with management by:
 - (i) building an open working relationship between chief executive officer/senior management and the Authority;
 - (ii) ensuring that communications with management support the early identification of policy and organizational issues that should be addressed by the Authority; and
 - (iii) representing the stakeholders and the Authority to management.
- (j) ensuring the corporate approach to Authority governance and effective Authority performance;
- (k) being responsible for regular Authority, chairperson, committee and member evaluations (sharing responsibility with the Policy and Governance Committee if the Authority has such a committee);
- (l) managing conflicts of interest should they arise;
- (m) building and maintaining a sound working relationship with the Minister of Health and other government representatives;
- (n) reporting regularly to the Authority on issues that are relevant to their governance responsibilities; and
- (o) serving as the Authority's spokesperson (or designate).

(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 Authority from time to time.

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

Appointment of the Chief Executive Officer

9(1) The Authority shall appoint a chief executive officer who is responsible, in accordance with the directions of the Authority, for the general management and conduct of the affairs of the corporation.

(2) The Authority shall appoint the chief executive officer in accordance with its approved selection process.

(3) Subject to the Act, the Authority shall, on appointing a chief executive officer, set the conditions of employment and review them annually.

(4) The Authority may at any time revoke or suspend the appointment of the chief executive officer.

Responsibilities of the Chief Executive Officer

10(1) The chief executive officer shall:

- (a) be responsible for facilitating the development and implementing/operationalizing the Authority's strategic plan;
- (b) be responsible to the Authority for its management in accordance with its policies and direction;
- (c) ensure financial performance and appropriate systems and structures are in place for the effective management of the corporation;
- (d) demonstrate integrity and ethical leadership in support of the Authority's responsibility with respect to development and periodical review of the Authority's mission and objectives;
- (e) recruit and select senior management team members, train and monitor senior management team members, and assess the performance of senior management team members so as to ensure an effective management team is in place;
- (f) promote and support the Authority's values, culture and philosophy;
- (g) be responsible for the allocation of the valuable capital, human and technical resources;
- (h) represent the Authority externally to the community, government, media and other corporations and agencies;
- (i) ensure compliance with all legislative and regulatory requirements;

- (j) identify, monitor and manage risks;
- (k) attend Authority and committee meetings as required; and
- (l) appoint the Senior Medical Officer.

Appointment and Responsibilities of the Authority Secretary

11(1) The Authority shall appoint the President and CEO as secretary who shall:

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

PART III. Meetings of the Authority

Regular Meetings of the Authority

12(1) Meetings of the Authority pursuant to *The Regional Health Services Act* and the bylaws must be held in public. Meeting notices for the public must be published throughout the health region at least one week prior to the meeting.

(2) Regular meetings of the Authority shall be held at such intervals, times, places and means, including by conference call, as the Authority may think fit. Members who participate in a meeting by conference call will be considered as in attendance.

(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 Authority may be invited to attend any meeting of the Authority or part thereof as necessary. Non-members may be asked to withdraw for all or any part of any meeting.

(5) Unless otherwise specified herein, no business shall be transacted at a meeting of the Authority unless a quorum of the Authority is present.

(6) Unless otherwise specified herein, all decisions of the Authority shall be by majority vote of the members at any meeting where a quorum is present. A majority of the quorum may exercise all the powers of the Authority notwithstanding a vacancy among the members.

(7) Each member shall have one vote.

(8) There shall be no voting by proxy.

(9) All motions duly moved and seconded at any meeting of the Authority or any of the committees thereof shall be decided by a majority of votes.

(10) In the case of an equality of votes, the decision on a motion shall be made according to the rules of order established by the Authority from time to time.

(11) All votes at any regular meeting of the Authority shall be taken by a show of hands unless any member present requests a ballot.

(12) Subject to clause 11(1)(e), the 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 Authority, not less than 72 hours prior to the meeting.

(13) Notice (to Authority Members) of a meeting shall not be necessary where:

(a) all the members entitled to vote at the meeting are present in person and approve of the transaction of business considered at the meeting; or

(b) all the members 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.

(14) The following order of business shall be observed at regular Authority meetings:

- Call to Order
- Public Presentations
- Declaration of Conflict of Interest
- Approval of the Agenda
- Approval of the Minutes
- Business Arising

- Reports
- Informational Items
- Correspondence
- Other Business
- Notice of Motions
- Date and Time for Next Meeting
- Motion for Adjournment

Special Meetings of the Authority

13(1) The chairperson may call a special meeting of the Authority at any time and the secretary shall, upon direction of the chairperson, convene such a meeting.

(2) The chairperson may call a special meeting of the Authority on written request from any 4 members of the Authority and the secretary shall convene such meeting within seventy-two (72) hours (three calendar days) of receipt of such written request.

(3) The secretary shall ensure that notice of the time and place of any special meeting, the agenda for such meeting and all necessary resource materials are provided to the members in the manner established by the Authority, not less than forty-eight (48) hours prior to the meeting, unless such material is not available. Phone, fax, email or personal delivery shall be used to give notice to each member.

(4) 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 the business for which the meeting was called; and
- (d) adjournment.

(5) Where all members of the Authority are present at a special meeting and unanimously agree, business other than the special business included in the agenda for such meeting may be discussed and transacted.

Rules of Order

14(1) Any questions of procedure at or for any meetings of the Authority or of any committee, which have not been provided for in this Bylaw shall be determined by the chairperson or the chairperson of the committee as the case may be, in accordance with rules of order as adopted by resolution of the Authority.

Part IV. Authority Committees

Establishment, Membership and Responsibilities of Authority Committees

15(1) The Authority shall establish such standing committees and ad hoc committees as required to advise the Authority.

(2) The terms of reference, duties and composition of each standing and ad hoc committee shall be recorded in the rules and regulations, policies and procedures or minutes of the Authority.

(3) The Authority shall appoint a chairperson of each standing committee and each ad hoc committee.

(4) The chairperson of each standing or ad hoc committee shall submit the minutes, reports, and any recommendations of the standing or ad hoc committee on a regular basis, or as directed by the Authority, and, at the request of the Authority, be present to discuss all or part of any minutes, reports or recommendations of the standing or ad hoc committee.

Committee of the Whole

16(1) Notwithstanding the establishment of any standing committees pursuant to Section 15, the Authority may at any time act as a Committee of the Whole and carry out the responsibilities of one or more standing committees.

Ad Hoc Committees

17(1) From time to time, the Authority may establish time-limited committees to deal with specific matters, which are a priority at a particular time.

(2) Ad Hoc Committees shall consist of a minimum of three members of the Authority.

(3) Senior management and outside consultants/experts may attend committee meetings, but are not entitled to a vote on any matter considered by the committee members.

Special Committees of the Authority

18(1) The Authority may, at any meeting, appoint any special committee and appoint the chairperson and the members of the special committee.

(2) The Authority shall prescribe the terms of reference for any special committee.

(3) The Authority may by resolution dissolve any special committee at any time.

Procedures for Standing and Special Committee Meetings

19(1) Any Authority Member may attend any Standing Committee, Special Committee or Ad Hoc Committee meeting. Non-Committee Members do not have a vote at said meetings.

(2) A Standing Committee, Special Committee or Ad Hoc Committee of the Authority, may by resolution, approve that individuals such as external legal counsel, presenters and region staff be permitted to attend the meeting, but may be asked to leave the meeting before a vote is taken.

(3) Meetings of Standing Committees, Special Committees or Ad Hoc Committees of the Authority shall be held at the call of the chairperson, the chairperson of the committees of the Authority or at the request of any 3 members of the committee of the Authority.

(4) Business arising at any meeting of a Standing Committee, Special Committee or Ad hoc Committee of the Authority shall be decided by a majority of votes, provided that:

- (a) votes shall be taken by a show of hands, in which case:
 - (i) the chairperson shall have a vote; and
 - (ii) if there is an equality of votes, the chairperson shall not exercise a second vote in order to break a tie.

- (b) notwithstanding clause 19 (4)(a), votes shall be taken by written ballot if so requested by any voting member present in which case:
 - (i) the chairperson shall have a vote; and
 - (ii) if there is an equality of votes, the motion is lost.

(5) Minutes shall be recorded for all meetings of Standing Committees, Special Committees and Ad Hoc Committees of the Authority.

(6) A quorum for any meeting of a Standing Committee, Special Committee or Ad Hoc Committee of the Authority shall be a majority of the members of the Special Committee, Special Committee, or Ad Hoc Committee entitled to vote.

PART V. General Procedures

Signing Officers

20(1) The chairperson or vice-chairperson or chief executive officer jointly shall sign on behalf of the Authority and affix the Corporate Seal to all contracts, agreements, conveyances, mortgages, or other documents, as may be required by law or as authorized by the Authority.

Financial Matters

21(1) The Authority may from time to time by resolution appoint any officer, member or other person on behalf of the Authority either to sign contracts, documents or instruments in writing generally or to sign specific contracts, documents or instruments.

(2) The Authority shall cause “true” accounts to be kept of the sums of money received and disbursed by the Authority, the matters in respect of which said receipts and disbursements take place, all sales and purchases by the Authority, any assets and liabilities of the Authority, and all other transactions affecting the financial position of the Authority.

(3) The books and accounts shall be kept at the office of the Authority or at such other place as the Authority may designate.

(4) The Authority shall appoint an auditor who shall conduct an audit of the financial statements of the Authority on an annual basis. The auditor shall hold office for a one-year term. The Authority shall approve the remuneration of the auditor.

(5) The Authority's financial statements shall be received and approved by the Authority.

Confidentiality

22(1) No information concerning the Authority or any patient, client or resident of a health region or in Saskatchewan shall be divulged by an Authority member, or any officer of the Authority, except in accordance with the law.

Conflict of Interest

23(1) Members are expected to disclose to the Authority any actual or potential conflict of interest, which may exist or be thought to exist as soon as they become aware of the issue.

(2) Members are expected to take any necessary and reasonable measure to try to resolve the conflict and must comply with the provisions of *The Interpretation Act, 1995* and Appendix A.

(3) If a conflict or potential conflict situation exists, it is required that the conflicted member absent himself from the meeting while the Authority discusses the matter and not vote on the matter.

Corporate Seal

24 The Corporate Seal shall not be affixed to any instrument except by authority of a resolution of the Authority and in the presence of the chief executive officer or such other person as the members may appoint for the purpose, and the chief executive officer or other person as aforesaid shall sign every instrument to which the Corporate Seal is so affixed in their presence.

PART VI. Associations of the Authority

Voluntary Associations

25(1) The Authority may sponsor the formation of a voluntary association(s) as it deems advisable.

(2) Such voluntary associations shall be conducted with the advice of the Authority for the general welfare and benefit of the Authority and the residents of the health region and Saskatchewan.

(3) Each such voluntary association shall elect its own officers and formulate its own bylaws, but at all times the bylaws, objects and activities of each such voluntary association shall be subject to review and approval by the Authority.

(4) The Authority may determine a mechanism to provide for representation by the voluntary association(s) on the Authority.

(5) Each unincorporated voluntary association shall have its financial affairs reviewed by an auditor for purposes of assuring reasonable internal control.

(6) The auditor for the Authority may be the auditor for the voluntary association(s) under this section.

Ancillary Groups

26(1) The use of the Authority name, the name of any agency thereof, or the corporate logo or trademark by an ancillary group requires Authority approval.

PART VII. Adoption and Approval

Amendments

27(1) the Authority 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 66% of the Authority members. If passed, the same shall come into effect upon approval of the Minister.

(3) These Bylaws and any Amendments shall be replace any previous Bylaws and shall become effective when confirmed by the Authority and approved by the Minister.

Adoption of the Bylaws

28(1) The Bylaws of the Saskatoon Regional Health Authority are adopted and shall replace any General Bylaw previously enacted by the its predecessor and shall become effective when adopted by the Authority and approved by the Minister of Health for the Province of Saskatchewan.

Authority Approval

29 ADOPTED by the Saskatoon Regional Health Authority the 5th day of June, 2013.

Jim Rhode
Chairperson

Maura Davies
Secretary



APPROVED by the Minister of Health the 8 day of October, 2013.

Dustin Duncan
Minister of Health

APPENDIX A

Code of Conduct and Ethics

In Saskatchewan, Authority members have legal obligations set out in *The Interpretation Act, 1995*. They are seen as fiduciaries to the corporation and thus are expected to demonstrate high standards of personal and professional conduct to maintain public confidence in their behaviours or actions. These standards include the need to avoid a conflict of interest.

A general responsibility of the members is to act in the best interest of their Authority. To discharge this general responsibility, it is suggested that the Authority have in place a code of conduct and ethics for all the members to follow.

For the purpose of this guide, the term “code of conduct and ethics” is used in a broad sense that addresses the following issues:

- standards of behaviour, including fiduciary responsibilities and duty of care;
- conflict of interest, including both material interest and representation group interest;
- the obligation to report to the Authority any breach of the code of conduct and ethics, or any illegal or unethical behaviour;
- the protection and proper use of the Authority’s assets and opportunities;
- confidentiality of information obtained through the member’s role; and
- compliance with legislation and regulations.

Fiduciary Responsibilities and Duty of Care

Best practices in members’ code of conduct and actual experiences of the Authority indicate that the following are common elements regarding members’ standard behaviour:

- members owe a fiduciary duty as well as a duty of care to the Authority;
- a fiduciary duty requires members to be loyal and to act honestly, in good faith and in the best interests of the Authority;
- members are bound by their fiduciary duty to the Authority to maintain the confidentiality of information received by them in their capacity as members;
- information that is confidential, proprietary to the Authority must not be divulged to anyone other than persons who are authorized to receive the information;
- the duty of care to the Authority requires that members exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances; and
- members are responsible to ensure that systems are in place to provide members with the information they need to make informed decisions, and that Authority decisions are sound and made pursuant to proper procedures.

Conflict of Interest

The term “conflict of interest” includes both material interest and representation group interest. A conflict of material interest usually exists for members who use their positions on the Authority to benefit themselves, their related persons (such as families or relatives), or their friends. A conflict of representation group interest often exists when members act for their representation or interest group even though such action conflicts with their duties to the Authority as a whole.

Legislation provides that no member of the Authority shall directly or indirectly receive any profit or personal financial benefit from the position of member other than the remuneration and reimbursement for expenses that is authorized pursuant to the Act.

Even if no actual conflict of interest exists, Authority members need to be aware of the perception of such a conflict. The suggestion of any conflict of interest could generate an appearance of interfering with the Authority’s ability to making judgements in the best interest of the organization.

There are several situations that could give rise to a conflict of interest in the Authority context. The following are examples of the type of conduct and situations that can lead to a conflict of interest:

- influencing the Authority to lease equipment from a business owned by the member’s family;
- influencing the Authority to allocate funds to an affiliate or hospital where the member’s family or relative works or is involved;
- influencing the Authority to make all its travel arrangements through a travel agency owned by a family member or relative of the member; and
- influencing or participating in a decision of the Authority that will directly or indirectly result in the member’s own financial gain.

Common actions that help to avoid a conflict of interest are as follows:

- Authority members must act in accordance with *The Interpretation Act, 1995*, *The Regional Health Services Act* and avoid any conflict of material interest, or the appearance of a conflict, by placing the interests of the Authority ahead of their own personal interests, or the interests of their associates (as defined in *The Interpretation Act, 1995*) and related persons; and
- although members may be appointed to the Authority as a representative of an interest group or region, they shall hold the same duties to the Authority even when those duties conflict with the wishes of the interest group or region.

Disclosure

Full disclosure enables members to resolve unclear situations and gives an opportunity to dispose of conflicting interests before any difficulty can arise. With respect to disclosure, the following principles shall be followed:

- a member shall, immediately upon becoming aware of a potential conflict of interest situation, disclose the conflict (preferably in writing) to the chairperson; (This requirement exists even if the member does not become aware of the conflict until after a transaction is complete).
- if a member is in doubt whether a situation involves a conflict, the member shall immediately seek the advice of the chairperson;
- if appropriate, the Authority may wish to seek advice from their legal counsel;
- unless a member is otherwise directed, a member shall immediately take steps to resolve the conflict or remove the suspicion that it exists;
- if a member is concerned that another member is in a conflict of interest situation, the member shall immediately bring his or her concern to the other member's attention and request that the conflict be declared. If the other member refuses to declare the conflict, the member shall immediately bring his or her concern to the attention of the chairperson. If there is a concern with the chairperson, the issue shall be referred to the Policy and Governance Committee or equivalent committee that deals with governance issues;
- a member shall disclose the nature and extent of any conflict at the first meeting of the Authority after which the facts leading to the conflict have come to that member's attention. After disclosing the conflict, the member:
 - shall not take part in the discussion of the matter or vote on any questions in respect of the matter (although the member may be counted in the quorum present at the meeting);
 - if the meeting is open to the public, may remain in the room, but shall not take part in that portion of the meeting during which the matter giving rise to the conflict is under discussion, and shall leave the room prior to any vote on the matter giving rise to the conflict;
 - shall, if the meeting is not open to the public, immediately leave the meeting and not return until all discussion and voting with respect to the matter giving rise to the conflict is completed; and
 - shall not attempt, in any way or at any time, to influence the discussion or the voting of the Authority on any question relating to the matter giving rise to the conflict.

Outside Business Interests

With respect to outside business interests, the following principles shall be followed:

- members shall declare possible conflicting outside business activities at the time of appointment. Notwithstanding any outside activities, members are required to act in the best interest of the Authority;
- no member shall hold a significant financial interest, either directly or through a relative or associate, or hold or accept a position as an officer or member in an organization having a material relationship with the Authority, where by virtue of his or her position in the corporation, the member could in any way benefit the other organization by influencing the purchasing, selling or other decisions of the Authority, unless that interest has been fully disclosed in writing to the Authority;
- a “significant financial interest” in this context is any interest substantial enough that decisions of the Authority could result in a personal gain for the member;
- these restrictions apply equally to interests in companies that may compete with the Authority in all of its areas of activity; and
- members who have been selected to the Authority as a representative of a stakeholder group or area of the health region or Saskatchewan owe the same duties and loyalty to the Authority and when their duties conflict with the wishes of the stakeholder or residents of the area of the health region and Saskatchewan, their primary duty remains to act in the best interests of the Authority.

Confidential Information

With respect to confidential information, the following principles shall be followed:

- confidential information includes proprietary technical, business, financial, legal, or any other information, which the Authority treats as confidential;
- members shall not, either during or following the termination of an appointment, disclose such information to any outside person unless authorized;
- similarly, members shall never disclose or use confidential information gained by virtue of their association with the Authority for personal gain, or to benefit friends, relatives or associates; and
- if in doubt about what is considered confidential, a member shall seek guidance from the chairperson or the chief executive officer.

Outside Employment or Association

With respect to outside employment or association, the following principle shall be followed:

- a member who accepts a position with any organization that could lead to a conflict of interest or situation prejudicial to the Authority interests, shall discuss the implications of accepting such a position with the chairperson recognizing that acceptance of such a position might require the member’s resignation from the Authority.

Entertainment, Gifts and Favours

With respect to entertainment, gifts and favours, the following principle shall be followed:

- it is essential to fair business practices that all those who associate with the Authority, as suppliers, contractors or members, have access to the Authority on equal terms;
- members and members of their immediate families should not accept entertainment, gifts or favours that create or appear to create a favoured position for doing business with the Authority;
- any firm offering entertainment, gifts or favours as inducement should be asked to cease;
- similarly, no member should offer or solicit gifts or favours in order to secure preferential treatment for him or herself, or the Authority;
- gifts and entertainment should only be accepted or offered by a member in the normal exchanges common to established business relationships for the Authority;
- an exchange of such gifts should create no sense of obligation on the part of the member;
- gifts received by a member must be disclosed and documented; gifts shall be reviewed on a case by case basis for appropriateness; and
- full and immediate disclosure to the chairperson of borderline cases will always be taken as good-faith compliance with these standards.

Responsibility

With respect to responsibility, the following principle shall be followed:

- the Authority shall behave, and be perceived, as an ethical Authority;
- each member shall adhere to the minimum standards described herein and in the Authority's code of conduct, and to the standards set out in applicable policies, guidelines or legislation;
- integrity, honesty, and trust are essential elements of the Authority's success. Any member who knows or suspects a breach of the Authority's code of conduct and ethics has a responsibility to report it to the chairperson; and
- to demonstrate determination and commitment, each member shall review and declare compliance with the Authority's code of conduct and ethics annually.

Breach

A member found to have breached his/her duty by violating the minimum standards set out in this document may be liable to censure or a recommendation for dismissal to the Minister of Health.

Where to Seek Clarification

Normally, the chairperson or the Policy and Governance Committee is responsible for providing guidance on any item concerning standards of ethical behaviour.

Ethical Guidelines

The ethical guidelines discussed below help to prevent members from getting into a conflict of interest. In fulfilling their duties and obligations as Authority members, they shall adhere to the following guidelines:

- members shall act at all times in full compliance with all applicable legislation and regulations;
- a member shall not use his/her position with the Authority to pursue or advance the member's personal interests, the interests of his/her family member or relatives, the member's associate, corporation/corporation, union or partnership, or the interests of a person to whom the member owes an obligation;
- a member shall not directly or indirectly benefit from a transaction with the Authority over which a member can influence decisions made by the Authority;
- every member shall avoid any situation in which there is, or may appear to be, potential conflict which could interfere with the member's judgment in making decisions in the Authority's best interest;
- after members cease to serve on an Authority, they must refrain from taking improper advantage of their previous membership;
- every Authority shall have a policy governing the circumstances in which a member is authorized to speak publicly, where such public comment could be perceived as an official act or representation of the Authority; and
- unless the policy states otherwise, the chairperson shall act as the spokesperson for the Authority. Members shall not speak publicly where their comments are likely to bring the Authority into disrepute or adversely affect its services/programs/activities.