

**Canadian Healthcare Association
Association canadienne des soins de santé**

BOARD MANUAL

Last updated – November 2011

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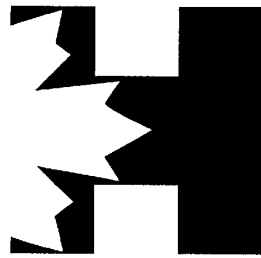
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SECTION 1

CHA'S VISION, MISSION AND VALUES

VISION:

The Canadian Healthcare Association is the recognized champion for a sustainable and accountable quality health system that provides access to a continuum of comparable services throughout Canada, while upholding a strong, publicly-funded system as an essential, foundational component of this system.

MISSION:

The Canadian Healthcare Association is a leader in developing, and advocating for, health policy solutions that meet the needs of Canadians.

VALUES:

CHA always works in the public interest:

Collaboration:

- CHA works in a collaborative way with health stakeholders, governments and community groups.

Honesty and Ethics:

- CHA works honestly and ethically and engenders trust and respect from its members, partners, staff, governments and the public.

Credibility and Pragmatics:

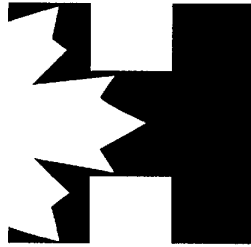
- CHA works in a way that is credible, practical and realistic.

Consensus Building:

- CHA works with civility and integrity to build consensus within and without the organization.

Unity:

- CHA speaks with one voice on behalf of its membership while respecting different provincial and territorial realities and environmental changes in the provinces and territories.



SECTION 2

HISTORY / BACKGROUND

- 2.1 CHA's History
- 2.2 CHA's Activities and Services
- 2.3 CHA's Current Strategic Directions



2.1 CHA'S HISTORY

2.1.1 Past-Chairs

2.1.2 Past President and CEOs



2.1 THE CANADIAN HEALTHCARE ASSOCIATION'S HISTORY

The Canadian Healthcare Association (CHA) is Canada's only federation of provincial and territorial health associations and organizations. Through its members, CHA represents a broad continuum of care, including acute care, home and community care, long term care, public health, mental health, palliative care, addiction services, children, youth and family services, and housing services. These services are provided through regional health authorities, hospitals and other facilities and agencies that serve all Canadians and are governed by trustees who act in the public interest.

CHA was founded in 1931 and has historically represented provincial and territorial hospital associations at the national level.

In 1995, CHA's name was changed from the Canadian Hospital Association to the Canadian Healthcare Association to reflect the broadening scope of the Association's membership. In June 2006, CHA and the Canadian Association for Community Care (CACC) announced their decision to join together, effective December 1, 2006, under the historical banner of the Canadian Healthcare Association. Over the years, CHA has provided a strong pan-Canadian voice for a universally accessible health system, bringing the realities of provincial/territorial needs to the attention of the federal government. In 2006, CHA celebrated its 75th anniversary, published a complete history of the organization, highlighting its policy and advocacy role over the years.

Regarded as one of the major health organizations at the national level, CHA has had considerable impact on the key issues of federal funding and health system change. It has also participated in many significant health-related events including the First Ministers' Meeting in September 2004, where CHA contributed to the deliberations that resulted in the *Ten-Year Plan to Strengthen Health Care*.

CHA, together with its members, continues to play an influential role in shaping Canada's health agenda, as governments and health system leaders' work to achieve realistic solutions to ensure that the health needs of Canadians are met throughout the country. CHA will continue to lead the way in promoting pan-Canadian solutions for delivering a range of high quality, flexible, responsive, and accessible services across the continuum of care.



Canadian Healthcare Association Association canadienne des soins de santé

17 York, Ottawa, ON K1N 9J6 Tel/Tél. : (613) 241-8005 Fax/Télec. : (613) 241-5055 www.cha.ca

2.1.1

CANADIAN HEALTHCARE ASSOCIATION ASSOCIATION CANADIENNE DES SOINS DE SANTÉ PAST CHAIRS / ANCIENS PRÉSIDENTS

- * F.W. Routley, M.D., 1931-1935 (Ontario)
- * W.R. Chenoweth, 1935-1937 (Québec)
- * Father Georges Verreault, 1937-1939 (Québec)
- * George Findlay Stephens, M.D., 1939-1945 (Québec)
- * A.J. Swanson, 1945-1949 (Ontario)
- * R. Fraser Armstrong, 1949-1951, (Ontario)
- * O.C. Trainor, M.D., 1951-1953 (Manitoba)
- * Angus C. McGugan, M.D., 1953-1955 (Alberta)
- * J. Gilbert Turner, M.D., 1955-1957 (Québec)
- * D.F.W. Porter, M.D., 1957-1959 (New Brunswick)
- * Stanley W. Martin, 1959-1961 (Ontario)
- * Judge Nelles V. Buchanan, 1961-1963 (Alberta)
- * A.H. Westbury, 1963-1965 (Québec)
- * C.E. Barton, 1965-1966 (Saskatchewan)
- * Judge Chaiker Abbis, Q.C., 1966-1968 (New Brunswick)
- * R. Alan Hay, 1968-1969 (Ontario)
- * L.R. Adshead, 1969-1970 (Alberta)
- * Gaston Rodrigue, M.D., 1970-1971 (Québec)
- * William A. Holland, 1971-1972 (Ontario)
- * Mr. Justice E.N. Hughes, 1972-1974 (Saskatchewan)
- * Leo P. Chiasson, PhD, 1974-1975 (Nova Scotia)
- * G.C. Sherwood, 1975-1976 (Alberta)
- * Lucien Lacoste, 1976-1977 (Québec)
- * Gordon Frith, 1977-1978 (British Columbia)

- William A. Kilpatrick, 1978-1979 (New Brunswick)
- * F.W. Lamb, 1979-1980 (Alberta)
- Sister Mary Lucy Power (Mrs. Dobbin), 1980-1981 (Newfoundland)
- Albert G. Ayers, 1981-1982 (Saskatchewan)
- J. David Innes, 1982-1983 (Ontario)
- Claire Labrèche, 1983-1984 (Québec)
- * Gustave Gingras, M.D., 1984-1985 (P.E.I.)
- Ted I. Bartman, 1985-1986 (Manitoba)
- Peter Carruthers, 1986-1987 (Ontario)
- Jacques Nolet, 1987-1988 (Québec)
- Margaret (Peggy) Davison, 1988-1989 (Nova Scotia)
- Thelma Sharp Cook, 1989-1990 (British Columbia)
- Elma Heidemann, 1990-1991 (Ontario)
- André Brousseau, 1991-1992 (Québec)
- Michel C. Leger, 1992-1993 (New Brunswick)
- Robert J. Smith, 1993-1994 (British Columbia)
- Jim Saunders, 1994-1995 (Alberta)
- Gaston Levac, 1995-1996 (Ontario)
- Dan de Vlieger, 1995-1996 (Saskatchewan)
- John Baker, 1997-1998 (Newfoundland)
- Jean Graham, 1998-1999 (Alberta)
- Garth Pierce, 1999-2000 (Ontario)
- Edward Bergen, 2000-2001 (Manitoba)
- Ken Ezeard, 2001-2002 (Prince Edward Island)
- Lorraine Grant, 2002-2004 (British Columbia)
- Mary Lapaine, 2004-2005 (Ontario)
- Alex Taylor, 2005-2006 (Saskatchewan)
- Garnet Burns, 2006-2007 (Nova Scotia)
- Lynda Cranston, 2007-2008 (British Columbia)
- Ruthe Anne Conyngham, 2008 – 2009 (Ontario)
- Larry Hogue, 2009 – 2011¹ (Manitoba)

¹ CHA amended its Bylaw to allow for the Chair to sit for a 2-year term.

* Deceased



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2.1.2

**CANADIAN HEALTHCARE ASSOCIATION
ASSOCIATION CANADIENNE DES SOINS DE SANTÉ
PAST PRESIDENT AND CEOS /
ANCIENS PRÉSIDENTS, DIRECTEURS GÉNÉRAL**

* Dr. G. Harvey Agnew	1931-1950
* Dr. L.O. Bradley	1950-1952
Dr. A.L. Swanson	1952-1954
* Dr. W.D. Piercey	1954-1966
* Dr. Bernard Louis Persilliers Brosseau	1966-1977
Jean-Claude Martin	1977-1989
Carol Clemenhagen	1990-1996
Tim Julien	1996 (Interim)
Joyce Bailey	1997 (Interim)
Sharon Sholzberg-Gray	1998-2007
Pamela C. Fralick	2008-Present

* Deceased



2.2 THE CANADIAN HEALTHCARE ASSOCIATION'S ACTIVITIES AND SERVICES

The Canadian Healthcare Association's core services are policy development, advocacy and communications, professional development (*CHA Learning* - distance learning), and conference services

Policy and Communications

In consultation with its members, CHA's Policy department works to find pan-Canadian solutions to health system challenges by developing policy positions on a variety of issues, and conveying these positions through meetings with senior political representatives and government officials; appearances before Standing Committees of Parliament; representation on governmental/non-governmental committees; and participation in federal/provincial/territorial processes. Communications disseminates CHA's messages to government, CHA member organizations, health stakeholders, the media and, by extension, the public, through a variety of tools designed to facilitate information-sharing and advocacy.

CHA Learning

Serving Canada's healthcare professionals since 1952, CHA Learning is dedicated to providing professional development leadership opportunities to Canadian health service providers, regardless of their geographical location. Upon completion of their courses, graduates receive a certificate issued by the Canadian Healthcare Association.

CHA Learning's distance education programs follow the standard academic year of Canadian schools, colleges and universities and offer a variety of one and two-year certificate courses in:

- Risk Management and Safety in Health Services
- Continuous Quality Improvement
- Long Term Care Management
- Modern Management
- Health Services Management
- Food Service and Nutrition Management
- Health Information Management
- Nutrition & Diet Therapy Refresher
- Cultural Competence and Cultural Safety in Health Services
- Medical Terminology Short Course

A full calendar is available on-line at www.learning.cha.ca/educ or by calling (613) 241-8005, ext. 212 or 262. Interested individuals may also e-mail CHA Learning at learninginfo@cha.ca.

CHA Conferences

CHA Learning plays a leadership role in managing CHA's input into the National Healthcare Leadership Conference (NHLC), a bipartite initiative between the CHA and the Canadian College of Health Service Executives (CCHSE). The NHLC is held yearly and is the largest national conference of healthcare leaders in Canada.

Through CHA Conferences, CHA Learning has organized other conferences on topics such as Health System Effectiveness, continuing care, and contributed to an annual conference on wait times: The Taming of the Queue. In addition, CHA participates on a bi-annual basis as a partner in the Nursing Leadership Conference. In recent years, CHA has also partnered with Health Canada, other organizations and international associations on large conferences and events.

CHA Publishing

CHA Press has produced a number of publications aimed at the health care community over the last number of decades. Changes in the publishing industry and consumer behaviour led us to close down this arm of CHA in 2008. CHA will continue to distribute the titles it has on hand and maintain some titles indefinitely, but current plans do not include any further publishing.

CHA also publishes print and electronic versions of the best-selling *Guide to Canadian Healthcare Facilities*. For almost 60 years, the *Guide* has tracked Canada's health system, noting changes in government, personnel, geography and system restructuring. It is a trusted, reliable keeper of the nation's health history, documenting statistical information on Canada's healthcare facilities across the continuum of care.

To access a complete list of CHA's publications, please go to www.cha.ca. Titles can also be purchased by calling Customer Service at (613) 241-8005, ext. 201, Monday to Friday, 8:00 a.m. to 3:30 p.m. E.S.T. Alternatively, orders can be faxed to (613) 241-5055; e-mailed to custserv@cha.ca or via the website.



2.3 THE CANADIAN HEALTHCARE ASSOCIATION'S CURRENT STRATEGIC DIRECTIONS AND POLICY PRIORITY AREAS *

The following are areas of focus for CHA's policy work, as approved by the Board in June, 2010:

- Funding
- Health Human Resources
- Pharmacare
- Wellness (Health Promotion/Disease Prevention)
- Continuing Care (Home, Long-Term, Respite)
- Leadership

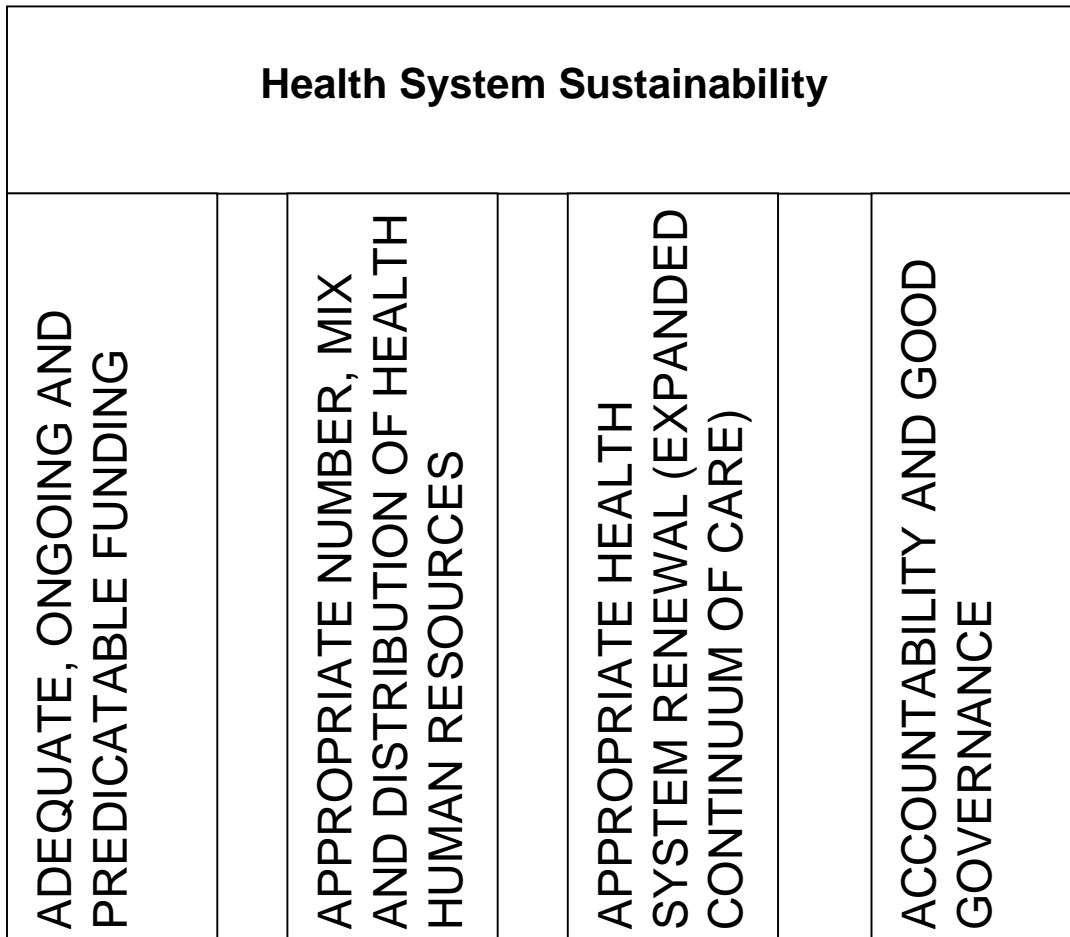
The above list guides the policy, advocacy, and communications work of the Association. From time to time, some individual subjects assume greater importance than others, and under the Board direction, staff will focus more time in those areas. To a major extent, the year's activities are determined by the government's calendar – e.g. the federal budget consultation process and pre-budget brief preparation, Budget day, elections (preparation of platform comparison document), government -generated consultations and meetings, etc. CHA maintains a 'monitoring watch' on new, emerging, or urgent issues, and will shift its focus as required/appropriate.

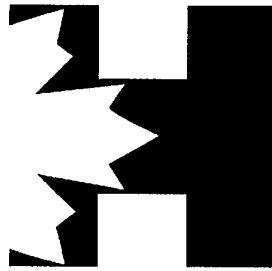
The above list of priority areas fits within the Mission Statement of the Department of Policy and Communications and its Four Pillars of Sustainability (on the next page).

Policy and Communications

The Mission for CHA Policy and Communications is to provide a pan-Canadian voice for Canada's health leaders and trustees, and to communicate their positions, in advocating for a sustainable health system based on: adequate, ongoing and predictable funding; appropriate health system renewal; an appropriate number, mix and distribution of health human resources; and accountability and good governance.

FOUR PILLARS OF SUSTAINABILITY





SECTION 3

ORGANIZATIONAL INFORMATION

- 3.1 Current Board Members
- 3.2 Senior Management Team
- 3.3 Member Organizations
- 3.4 Chief Executive Officers of Provincial/Territorial Organizations
- 3.5 CHA Partnerships



3.1 CURRENT BOARD MEMBERS

CHA BOARD MEMBERS

<p>MS. ALICE DOWNING CHA Chair</p> <p>Past Chair Health Employers Association of B.C. 2239 Churchill Street Prince George, British Columbia V2K 1C5</p> <p>Tel: (250) 562-1902 Cell: (250) 612-1054 E-mail: adowning@telus.net</p>	<p>MR. LARRY HOGUE CHA Past Chair</p> <p>Chair Brandon Regional Health Authority 150A – 7th Street Brandon, Manitoba R7A 7M2</p> <p>Tel: (204) 727-7942 Cell: (204) 573-1233 Fax: (204) 726-5397 E-mail: hoguel@brandonrha.mb.ca</p>
<p>MS. BETSY GIBBONS (BRITISH COLUMBIA)</p> <p>Chair Health Employer's Association of B.C. #3300, Four Bentall Centre 1055 Dunsmuir Street, P.O. Box 49206 Vancouver, British Columbia V7X 1K8</p> <p>Tel: (604) 608-6515 E-mail: betsy.gibbons@kornferry.com</p>	<p>MR. GREG KOBYLKA (SASKATCHEWAN)</p> <p>Chair Saskatchewan Association of Health Organizations 29 Stewart Crescent Yorkton, Saskatchewan S3N 3J4</p> <p>Tel: (306) 783-2005 E-mail: gabkobyłka@sasktel.net</p>
<p>MR. JOE MACGILLIVRAY (YUKON)</p> <p>Chief Executive Officer Whitehorse General Hospital 5 Hospital Road Whitehorse, Yukon Y1A 3H7</p> <p>Tel: (867) 393-8755 Fax: (867) 393-8707 E-mail: joe.macgillivray@wgh.yk.ca</p>	<p>MR. KEN EZEARD (PRINCE EDWARD ISLAND)</p> <p>Executive Director Health Association of Prince Edward Island 10 Pownal Street Charlottetown, P.E.I. C1A 3V6</p> <p>Tel: (902) 368-3901 Fax: (902) 368-3231 E-mail: emholmes@ihis.org</p>
<p>MR. KEN HUGHES (ALBERTA)</p> <p>Chair Alberta Health Services 10101 Southport Road SW Calgary, Alberta T2W 3N2</p> <p>Tel: 1-866-943-1120 Fax: (403) 943-1124 E-mail: ahsb.admin@albertahealthservices.ca</p>	<p>MS. MARGARET MACDONALD (MANITOBA)</p> <p>Chair Brandon Regional Health Authorities (RHA) Vice Chair of the Council of RHA Chairs 150A 7th Street Brandon, Manitoba R7A 7M2</p> <p>Tel: (204) 727-8112 Fax : (204) 237-3240 E-mail: macdonaj@mts.net</p>

<p>MS. RAJ DOWNE (NUNAVUT)</p> <p>Assistant Deputy Minister, Programs & Standards, Department of Health & Social Services Government of Nunavut P.O. Box 1000, Station 1000 Iqualuit, Nunavut X0A 0H0</p> <p>Tel: (867) 975-5711 Fax: (867) 975-5705 E-mail: rdowne@gov.nu.ca</p>	<p>MR. RON WILLIAMS (NOVA SCOTIA)</p> <p>Chair Health Association Nova Scotia 2 Dartmouth Road Bedford, Nova Scotia B2A 2K7</p> <p>Tel: (902) 562-5948 E-mail: ronwillbe@bellaliant.net</p>
<p>MR. TONY GENGE (NEWFOUNDLAND AND LABRADOR)</p> <p>Chair Western Health 89 Brookfield Avenue Corner Brook, NL A2H 2R5</p> <p>Tel: (709) 634-3445 E-mail: asgenge@yahoo.com</p>	<p>MS. ELMA HEIDEMANN DIRECTOR-AT-LARGE</p> <p>180 Glebe Avenue Ottawa, Ontario K1S 2C6</p> <p>Tel: (613) 233-5943 E-mail: ehaidemann@rogers.com</p>
<p>MS. SUSAN ANTOSH CEO FORUM CHAIR</p> <p>President and CEO, Saskatchewan Association of Health Organizations 600 – 2002 Victoria Avenue Regina, Saskatchewan S4P 0R7</p> <p>Tel: (306) 347-5535 Fax: (306) 359-0630 E-mail: susana@saho.org</p>	<p>MS. PAMELA FRALICK</p> <p>President and CEO Canadian Healthcare Association 17 York Street Ottawa, Ontario K1N 9J6</p> <p>Tel: (613) 241-8005 ext. 202 Fax: (613) 241-5055 E-mail: chapresident@cha.ca</p>

PARTICIPANT/OBSERVER

<p>MME LISE DENIS (QUEBEC)</p> <p>Directrice générale Association québécoise d'établissements de santé et de services sociaux 505, boul. de Maisonneuve ouest, Bureau 400 Montréal, Québec H3A 3C2</p> <p>Tel: (514) 282-4200 Fax: (514) 282-4271 Email: lise.denis@aqesss.qc.ca</p>
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3.2 CHA SENIOR MANAGEMENT TEAM

Pamela C. Fralick, President and CEO

Telephone: (613) 241-8005, ext. 202
Fax: (613) 241-5055
Email: chapresident@cha.ca

TBC, Director, CHA Learning

Telephone: (613) 241-8005, ext. 228
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Email: cteeter@cha.ca

Keith Denny, Director, Policy and Communications

Telephone: (613) 241-8005, ext. 234
Fax: (613) 241-5055
Email:

Phil Dresch, Director of Finance and Administration

Telephone: (613) 241-8005, ext. 227
Fax: (613) 241-5055
Email: pdresch@cha.ca

Randall Holliday, Director of Information Technology

Telephone: (613) 241-8005, ext. 244
Fax: (613) 241-5055
Email: rholliday@cha.ca



3.3 MEMBER ORGANIZATIONS

- **ALBERTA HEALTH SERVICES**
- **GOVERNMENT OF NUNAVUT – DEPARTMENT OF HEALTH AND SOCIAL SERVICES**
- **HEALTH ASSOCIATION OF PRINCE EDWARD ISLAND**
- **HEALTH ASSOCIATION NOVA SCOTIA**
- **HEALTH EMPLOYERS ASSOCIATION OF BRITISH COLUMBIA**
- **NEW BRUNSWICK HEALTHCARE ASSOCIATION**
- **NEWFOUNDLAND AND LABRADOR HEALTH BOARDS ASSOCIATION**
- **REGIONAL HEALTH AUTHORITIES OF MANITOBA**
- **SASKATCHEWAN ASSOCIATION OF HEALTH ORGANIZATIONS**
- **YUKON HOSPITAL CORPORATION**

Association Québécoise d'établissements de santé et de services sociaux (AQESSS) (not represented at present – strategic alliance between CHA and AQESSS).

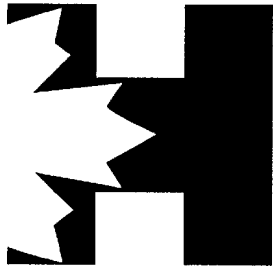


3.4 CEOs OF PROVINCIAL/TERRITORIAL MEMBER ORGANIZATIONS

CEOs of Provincial/Territorial Health Organizations

<p>Ms. SUSAN ANTOSH CEO FORUM CHAIR</p> <p>President and CEO Saskatchewan Association of Health Organizations 600 – 2002 Victoria Avenue Regina, Saskatchewan S4P 0R7</p> <p>Tel: (306) 347-5535 Fax: (306) 359-0630 E-mail: susana@saho.org</p>	<p>MR. CHRIS MAZURKEWICH</p> <p>Executive Vice President and COO Alberta Health Services 10101 Southport Road SW Calgary, Alberta T2W 3N2</p> <p>Tel: (403) 943-1141 E-mail: chris.mazurkewich@albertahealthservices.ca</p>
<p>MR. JEFF CARTER</p> <p>Vice President, Operations and Support Services Horizon Health Network 155 Pleasant Street Miramichi, New Brunswick E1V 1Y3</p> <p>Tel: (506) 623-5512 Fax: (506) 627-7514 E-mail: jeff.carter@horizonnb.ca</p>	<p>MR. JOE MACGILLIVRAY</p> <p>Chief Executive Officer Whitehorse General Hospital 5 Hospital Road Whitehorse, Yukon Y1A 3H7</p> <p>Tel: (867) 393-8755 Fax: (867) 393-8707 E-mail: joe.macgillivray@wgh.yk.ca</p>
<p>MR. KEN EZEARD</p> <p>Executive Director Health Association of Prince Edward Island 10 Pownal Street Charlottetown, P.E.I. C1A 3V6</p> <p>Tel: (902) 368-3901 Fax: (902) 368-3231 E-mail: emholmes@ihis.org</p>	<p>MME LISE DENIS</p> <p>Directrice générale Association québécoise d'établissements de santé et de services sociaux 505, boul. de Maisonneuve ouest, Bureau 400 Montréal, Québec H3A 3C2</p> <p>Tel: (514) 282-4200 Fax: (514) 282-4271 Email: lise.denis@aqsss.qc.ca</p>

<p>Ms. MARY LEE</p> <p>President and CEO Health Association Nova Scotia Bedford Professional Centre 2 Dartmouth Road Bedford, Nova Scotia B4A 2K7</p> <p>Tel: (902) 832-8500 Tel: (902) 832-8514 (Direct Line) Fax: (902) 832-8531 E-mail: mary.lee@healthassociation.ns.ca</p>	<p>Mr. MICHAEL MARCHBANK</p> <p>President and CEO Health Employers Association of British Columbia 1333 West Broadway 2nd Floor, Suite 200 Vancouver, British Columbia V6H 4C6</p> <p>Tel: (604) 736-5909 (General Line) Tel: (604) 714-2277 (Direct Line) Fax: (604) 736-8193 (Private Line) E-mail: MichaelM@heabc.bc.ca</p>
<p>Ms. MONIQUE VIELFAURE MACKENZIE</p> <p>Executive Director Regional Health Authorities of Manitoba 2 – 203 Duffield Street Winnipeg, Manitoba R3J 0H6</p> <p>Tel: (204) 833-1720 Fax: (204) 940-2042 E-mail: mvmackenzie@rham.mb.ca</p>	<p>Ms. PATRICIA CONRAD</p> <p>Executive Director Newfoundland and Labrador Health Boards Association 20 Crosbie Place, 2nd Floor Beothuck Building St. John's, Newfoundland A1B 3Y8</p> <p>Tel: (709) 364-7701 ext. 317 Fax: (709) 364-6460 E-mail: pconrad@nlhba.nl.ca</p>
<p>Ms. RAJ DOWNE</p> <p>Assistant Deputy Minister, Programs & Standards, Department of Health & Social Services Government of Nunavut P.O. Box 1000, Station 1000 Iqaluit, Nunavut X0A 0H0</p> <p>Tel: (867) 975-5711 Fax: (867) 975-5705 E-mail: rdowne@gov.nu.ca</p>	<p>Ms. ALICE DOWNING CHA Chair</p> <p>Past Chair Health Employers Association of British Columbia 2239 Churchill Street Prince George, BC V2K 1C5</p> <p>Tel: (250) 562-1902 Cell: (250) 612-1054 E-mail: adowning@telus.net</p>



SECTION 4

CHA BYLAWS

**ARTICLE ONE
DESCRIPTION AND HEAD OFFICE**

DESCRIPTION AND HEAD OFFICE

- 1.0 The Association was originally incorporated under Part II of the *Companies Act*, R.S. 1934, Chapter 38, by letters patent granted August 7, 1936, under the name of the Canadian Hospital Council. By supplementary letters patent dated October 9, 1953, the Association changed its name to Canadian Hospital Association. By additional supplementary letters patent dated June 26, 1995, the Association changed its name to Canadian Healthcare Association. The head office of the Association shall be in the City of Ottawa, in the Province of Ontario, and at such place therein as the Board of Directors of the Association (hereinafter referred to as the "Board") may from time to time decide.

**ARTICLE TWO
SEAL**

SEAL

- 2.0 The seal, an impression of which is stamped in the margin, shall be the seal of the Association.

**ARTICLE THREE
CLASSES OF MEMBERS**

CLASSES OF MEMBERS

- 3.0 These shall be the following classes of members in the Association:

- (1) Active Members;
- (2) Associate Members;
- (3) Personal Members;
- (4) Honorary Life Members; and
- (5) Corporate Members.

ACTIVE MEMBERS

- 3.1 The Active Members of the Association shall be comprised of the provincial or territorial health or hospital organizations from each province or territory of Canada, representing the health regions, hospitals or health system of that province or territory as the case may be.

- (1) There shall be only one (1) Active Member per province or territory

- (2) Only those members who have paid full membership dues may continue to be Active Members and have full voting rights in the Association and input into the policy-making and business processes of the Association.
- (3) An organization which ceases to be an Active Member and/or ceases to pay full membership dues shall cease to have the rights and privileges of an Active Member.

ASSOCIATE MEMBERS

- 3.2 The Associate Members of the Association shall be national or provincial organizations that represent associations, health facilities, agencies or services along the continuum of care and that are admitted as Associate Members from time to time under terms and conditions which are established by the Board of Directors.

PERSONAL MEMBERS

- 3.3 The Personal Members of the Association shall be those individual health service trustees, executives and managers who, from time to time, may be admitted to Personal membership by the Board.

HONORARY LIFE MEMBERS

- 3.4 Honorary Life Members of the Association shall be those persons who, in the opinion of the Board, have served the Association in a meritorious fashion and who, from time to time, may be admitted to Life membership by the Board.

CORPORATE MEMBERS

- 3.5 Corporate Members of the Association shall be those organizations which, from time to time, may be admitted to Corporate membership by the Board.

RESIGNATION

- 3.6 An Active Member, an Associate Member, a Personal Member, a Life Member or a Corporate Member may resign from the Association by resignation in writing delivered to the Chair or the President of the Association, in the case of an Active Member, on or before June 30 in any year and, in the case of any other class of member, at any time, and such resignation shall take effect:
 - (1) where given by an Active Member, at the end of the fiscal year of the Association in which such notice was given; and

- (2) where given by any other class of member, upon the delivery thereof as aforesaid.

TERMINATION OF MEMBERSHIP

- 3.7 The membership in the Association of any class of member may be terminated by the Board upon at least six (6) months' written notice to the member of the proposed termination of that member's membership in the Association.

SUSPENSION OF MEMBERSHIP

- 3.8 The membership in the Association of any class of member may be suspended by the Board for such period of time as may be determined by the Board.

ARTICLE FOUR BOARD OF DIRECTORS

BOARD OF DIRECTORS

COMPOSITION

- 4.0 The affairs of the Association shall be governed by a Board of up to twenty (20) directors (a "Director" or the "Directors"), who must be individuals eighteen (18) years of age or more with power under law to contract, as follows:
 - (1) Chair of the Board
 - (2) One Director, to be appointed in the manner hereinafter set out by each of the Active Members;
 - (3) up to three (3) at-large Directors, to be appointed by the Board based on the skills and competencies needed by the Association for a one-year term, renewable twice for a maximum of three years to be served;
 - (4) one person, being the Immediate Past Chair and, by virtue of such office, an ex officio Director;
 - (5) one person, being the Chair of the CEO Forum, and
 - (6) the President & CEO, as an ex-officio member of the Board.

In the event that a Director is unable to be present at a Board meeting, the Active Member having appointed such Director may name a guest representing the Board appointee's provincial or territorial association to

attend the Board meeting, subject to the discretion of the Board to admit guests. Guests at Board meetings are non-voting. At-Large Directors may not appoint a substitute to attend Board meetings.

PARTICIPANT-OBSERVERS AT MEETINGS

- 4.1 The Board, at any time, may appoint non-voting participant-observers to the Board to benefit from their specific expertise or representation.

APPOINTMENTS

- 4.2 At least twenty (20) days before each annual general membership meeting, each Active Member shall appoint the person or the persons who it is entitled to appoint as referred to in Section 4.0. Each such appointment shall be made in writing to the President of the Association and shall be given twenty (20) days or more before the annual general membership meeting to which such appointment relates. In default of such appointment from an Active Member, the Directors who are appointees of such Active Members shall continue to hold office as Directors, and should such persons be unable or unwilling to act as Directors, then the Board shall name the Directors of such Active Members for appointment to the Board.

FURTHER RIGHT OF APPOINTMENT

- 4.3 If, between the date upon which an Active Member appoints a person as provided above and the date of the annual general membership meeting, the appointee becomes unwilling or unable to act as Director, the Active Member who appointed such person shall have the right at any time, up to and including the annual general membership meeting, to appoint a replacement in the manner given as aforesaid.

TERMINATION OF OFFICE

- 4.4 A Director of the Association shall cease to be a Director and his or her office shall be automatically vacated:
- (1) if the Director resigns by written notice delivered to the Chair or the President;
 - (2) if the Director dies;
 - (3) if the membership of the Active Member of which the Director is an appointee is terminated or suspended;
 - (4) if the Director has been identified by the Board as having failed to perform his or her duties, and the Board, by resolution passed at a meeting of the Board duly called for the purpose (among others) of considering such resolution, has declared the term of office of such

Director to have ended and his or her place at the Board to have become vacant; or

- (5) if an Active Member delivers written notice to the Association that it wishes to remove an appointee of such Active Member, which appointee is also a Director of the Association. The term of office of such Director shall be deemed to have been terminated effective the day such written notice is received by the Association. Such written notice shall stipulate the name of the replacement appointee and shall state whether the replacement Director is to replace the removed Director until the next annual general membership meeting or until the end of the replaced Director's term.

VACANCIES

- 4.5 Should a Director cease to be a Director, the Board shall request the Active Member (provided the Active Member is in good standing) whose appointee the Director was, to appoint a delegate to fill the vacancy for the duration of the term or to the next annual general membership meeting as specified by such Active Member.

REMUNERATION

- 4.6 Members of the Board shall receive no remuneration from the Association for their services as such but shall be entitled to be reimbursed for reasonable expenses.

NOTICE OF MEETINGS

- 4.7 The Chair of the Board, the Chair-Elect, or the Board may at any time, and the President or the Secretary, if there be one, by direction of the Chair of the Board or of the Chair-Elect or of the Board, convene a meeting of the Board. Notice of any meeting of the Board shall be delivered or mailed or otherwise sent or transmitted as below set out to each Director at least fourteen (14) days (exclusive of the day on which the notice is delivered or mailed but inclusive of the day for which the notice is given) before the meeting is to take place. Such meetings may be held at any time without formal notice being given if all the Directors are present, or if a quorum is present and those Directors who are absent have signified their consent in writing or by other means as below set out, to the holding of a meeting in their absence, and any resolution passed or proceedings or action taken at such meeting shall be valid as if such meeting had been duly called and held. Notice of any meeting of the Board or any irregularity in any meeting of the Board or in any notice thereof may be waived by any Director. A majority of the Directors holding office shall constitute a quorum at any meeting of the Board of Directors.

MEETINGS

- 4.8 There shall be a minimum of three (3) meetings of the Board held in each year, which meetings may be held at such places as from time to time may be determined by the Board.

VOTING AT MEETINGS

- 4.9 Notwithstanding any other provision hereof, all members of the Board in accordance with Section 4.0 have the right to vote at Board and all committee and members meetings, with the exception of the Chair and the President. Questions arising at any meeting of the Board shall be decided by a majority of the Directors present at the meeting and voting upon the question. The Chair does not vote except in the case of a tie vote. Each Director, other than the Chair and the President, shall have one vote on each such question. Questions arising at any meeting of a committee established by the Board shall be decided by a majority of committee members present, including participant observers, on the basis of one vote per individual.
- 4.10 If all the Directors of the Association consent thereto generally or in respect of a particular meeting, a Director may participate in a meeting of the Board by means of such conference telephone or other communications facilities as permit all persons participating in the meeting to hear each other, and a Director participating in such a meeting by such means is deemed to be present at the meeting.

DUTIES

- 4.11 The Board of Directors shall govern the affairs of the Association, including, but not limited to:
- (1) setting objectives and strategies;
 - (2) establishing annual membership fees and approving the annual operating plan and budget;
 - (3) ensuring that objectives are met and that organizational performance is satisfactory;
 - (4) recruiting and appraising the Chief Executive Officer;
 - (5) reporting on the organization's effectiveness; and
 - (6) fulfilling accountability obligations.

**ARTICLE FIVE
COMMITTEES OF THE BOARD**

COMMITTEES OF THE BOARD

5.0 The Board of Directors shall establish those committees and entities it requires to conduct the business of the Association. These may include but not be limited to:

- (1) Executive Committee
- (2) Finance and Audit Committee
- (3) Governance Committee
- (4) Chief Executive Officers Advisory Committee

**ARTICLE SIX
OFFICERS**

OFFICERS

6.0 The officers of the Association shall be the Immediate Past Chair of the Board, the Chair of the Board, the Chair-Elect of the Board, the President of the Association, and such other officers as from time to time the Board may appoint. The elected officers shall hold office subject to articles 4.4 and 4.6.

CHAIR OF THE BOARD

6.1 The Chair of the Board shall be elected or reaffirmed by the voting Directors appointed pursuant to Section 4.0(1) as a Director and current Chair of the Board at a meeting held immediately after the annual general membership meeting in each year. The Chair of the Board shall assume office as a Director and Officer when he or she is elected as a Director and Chair of the Board and shall hold such position for a term of two years. In the event of a vacancy in the office of the Chair of the Board occurring during the course of the year, the Chair-Elect or Immediate Past-Chair (without prejudice to his or her right to be elected Chair of the Board in the case of the Chair-Elect) shall become acting Chair of the Board for the balance of the unexpired term. Any person so elected shall hold office for the balance of the unexpired term. The Chair of the Board, if present, shall preside at all meetings of the Board. The Chair shall sign all documents which require the signature of the Chair of the Board and shall perform duties incident to the office of Chair of the Board and shall have such other powers and duties as from time to time may be designated by the Board. Upon completion of the term of office as Chair, he or she will complete one additional year in office as Immediate Past Chair.

CHAIR-ELECT

- 6.2 The Chair-Elect shall be elected by the Board from among the Active Directors appointed pursuant to Section 4.0(2) at the first meeting of the Board held after the annual general membership meeting in the years which require a new Chair-Elect. The Chair-Elect shall assume office when he or she is elected and shall hold office for a term of one year. In the absence of the Chair of the Board, the Chair-Elect shall possess all the powers and shall perform all the duties of the Chair of the Board. The Chair-Elect shall have such other powers and shall perform such other duties as may from time to time be designated by the Board.

IMMEDIATE PAST-CHAIR

- 6.3 The Immediate Past-Chair assumes this role immediately upon completion of the Chair's term of office. The Term of office of Immediate Past-Chair is one year. The Immediate Past-Chair shall generally assist the Chair, and in the absence of the Chair, the Immediate Past-Chair shall possess all the powers and shall perform all the duties of the Chair of the Board. The Immediate Past-Chair shall have such other powers and shall perform such other duties as may from time to time be designated by the Board.

PRESIDENT

- 6.4 The President, the Chief Executive Officer of the Association, shall hold office during the pleasure of the Board, and shall perform such duties as from time to time may be designated by the Board. As an ex-officio member of the Board, the President shall attend all meetings of the Board and of the Board Committees. The President shall also attend all meetings of members convened by the Association. The President of the Association is an employee of the Association remunerated and subject to removal from office according to the terms of an employment contract.

SECRETARY

- 6.5 The Secretary of the Association (if there be one) shall perform the duties usually pertaining to the office of the Secretary, including the preparation of all minutes of meetings of the Board, the Board Committees and the members, and the keeping of the same in an appropriate minute book, the safekeeping of the Association's seal, the preparation and maintenance of a register of Directors and of members of all classes and the maintenance of other corporate records. The Secretary shall perform such other duties as from time to time may be designated by the Board.

TREASURER

- 6.6 The Treasurer (if there be one) shall prepare and maintain proper books of accounts, financial statements, financial reports and the like and shall perform such other duties as from time to time may be designated by the Board.

OTHER OFFICERS

- 6.7 The Board from time to time may appoint such other Officers as it deems fit and may designate to such Officers such duties and responsibilities as it may determine.

ARTICLE SEVEN MEETING OF MEMBERS

QUORUM

- 7.0 A majority of the authorized delegates for any meeting shall constitute a quorum at such meeting.

ANNUAL GENERAL MEMBERSHIP MEETINGS

- 7.1 The annual general membership meeting shall be held at such place in Canada on such date in each year as the Board by resolution shall determine and if no place or date is prescribed by the Board, at the annual conference each year.

OTHER MEETINGS

- 7.2 Other meetings of members of the Association, whether special or general, may be convened at any time and place in Canada by order of the Chair of the Board or the Chair-Elect of the Board or the Board.

NOTICE

- 7.3 At least thirty (30) days (exclusive of the day on which the notice is sent but inclusive of the day for which notice is given) before the date of every meeting, a written, printed or otherwise mechanically produced notice, stating the date, hour and place of the meeting and the general nature of the business to be transacted, shall be delivered or sent by mail, postage prepaid, to every member of each class of members of the Association, directed to the last address of each such member appearing in the books of the Association. Where special business is to be transacted, the notice of meeting shall contain sufficient information to permit members to form a reasoned judgment on decisions to be taken.

OMISSION OF NOTICE

- 7.4 The accidental omission to give notice of a meeting or the non-receipt of any notice by any member shall not invalidate any resolution passed or any proceedings taken at any meeting.

AGENDA

- 7.5 The agenda for any annual general membership meeting shall be sent to each member, along with the notice of meeting. Special Business may be raised at the Annual General Meeting by an active member of the Association in accordance with the "special business" policy adopted by the Board from time to time.

AUTHORIZED DELEGATES AT MEETINGS OF MEMBERS

- 7.6 The authorized delegates of an Active Member at annual, special or other meetings of members shall be the elected Chair of the Active Member or his/her designate, and the member of the Board who is an appointee of the Active Member as set out in Section 4.2. Members of the Board unable or unwilling to attend an annual general membership meeting cannot be replaced by a further delegate.

RIGHT TO VOTE

- 7.7 Duly authorized delegates of Active Members (that is full dues-paying organizations) and Board appointees of Active Members shall have the right to vote at any meeting of members. Each Active Member has one vote.

VOTING AT MEETINGS

- 7.8 Unless the Act or this Bylaw provides otherwise, questions arising at any meeting of members shall be decided by the votes of a majority of the authorized delegates present at the meeting and voting on the question. The Chair shall not be entitled to vote at members' meetings except in the event of a tie vote where he/she shall have a casting vote.

PROXIES

- 7.9 Authorized delegates to any meeting of members may not be represented by proxy at such meetings.

REQUISITION OF MEETINGS

- 7.10 A member may requisition the Directors to call a meeting of the members for the purposes stated in the requisition. This requisition shall state the business to be transacted at the meeting and, where special business shall be transacted, this notice shall contain sufficient information to permit the

members to form a reasoned judgment on the decision to be taken, and such notice shall be sent to each Director and to the registered office of the Association.

- 7.11 On receiving the requisition referred to in Section 10.10, the Directors shall call a meeting of members to transact the business stated in the requisition unless the Directors themselves have called a meeting of members and have given notice thereof in accordance with this Article 10.
- 7.12 If the Directors do not, within twenty-one (21) days after receiving the requisition referred to in Section 10.10, call a meeting, any member who signed the requisition may call the meeting. Such a meeting shall be called as nearly as possible in the manner in which meetings are to be called pursuant to this Bylaw and this Article 10.

ARTICLE EIGHT BANK ACCOUNTS, CHEQUES, DRAFTS AND NOTES

BANK ACCOUNTS, CHEQUES, DRAFTS AND NOTES

- 8.0 The bank accounts of the Association shall be kept in such chartered banks or trust companies carrying on a banking business as the Board from time to time may determine. Cheques on such bank accounts, drafts drawn or accepted by the Association, promissory notes given by the Association, acceptances, bills of exchange, orders for the payment of money and other instruments of a like nature may be made, signed, drawn, accepted or endorsed, as the case may be, by any one of the President or by such officers or persons as the Board may by resolution from time to time name for that purpose. Cheques, promissory notes, bills of exchange, orders for the payment of money and other negotiable papers may be endorsed for deposit to the credit of the Association's bank accounts by any one of the President or by such officers or persons as the Board may by resolution from time to time name for that purpose or the same may be endorsed for such deposit by means of a stamp bearing the name of the Association.

ARTICLE NINE AUDITORS

APPOINTMENT OF AUDITORS

- 9.0 At each annual general membership meeting of the Association, the members shall appoint a duly licensed chartered accountant or a duly licensed firm of chartered accountants to act as the auditor of the Association, to audit the accounts of the Association for the current fiscal year, and to make a written report thereon and on the balance sheet of the Association to the members of the Association at the annual general membership meeting next following the

appointment of such auditors. The Active Members may authorize the Board to fix the remuneration to be paid to such auditors.

ARTICLE TEN EXECUTION OF INSTRUMENTS

EXECUTION OF INSTRUMENTS

- 10.0 The Board shall have the power from time to time to appoint by resolution any one of the President or any officer or person for and on behalf of the Association and in its name either to sign instruments in writing generally or to sign specific instruments in writing. The Association's seal, when required, may be affixed to any instrument in writing. The term "instrument in writing" as used herein, without limiting the generality hereof, shall include contract documents, agreements, deeds, mortgages, hypothecs, leases, charges, conveyances, transfers and assignments of property (both real and personal), tenders, releases, receipts and discharges, transfers and assignments of securities, including bonds, shares and other forms of obligation and all paper writings.

ARTICLE ELEVEN POWER TO INVEST

POWER TO INVEST

- 11.0 The Board shall have the power from time to time by resolution or by delegation to the Finance and Audit Committee:
- (1) to sell, transfer, assign, exchange, convert or convey any and all shares, stocks, bonds, debentures, rights, warrants or other securities owned by or registered in the name of the Association and, in that connection, to sign or authorize to be signed all assignments, transfers, conveyances, powers of attorney and other instruments which may be necessary for the purpose of selling, assigning, transferring, exchanging, converting or conveying any such shares, stocks, bonds, debentures, rights, warrants or other securities; and
 - (2) to invest the moneys of the Association not immediately required for the purposes of the Association in such manner as it shall see fit.

ARTICLE TWELVE ANNUAL DUES

ANNUAL DUES

- 12.0 Each member of each class of members, except Honorary Life Members who shall be exempt, shall pay to the Association annually such dues as may be fixed by the Board. Such annual dues shall be payable on January 1 in each year but may by arrangement be payable in quarterly installments.

ASSESSMENTS

- 12.1 From time to time the Board may determine that it would be in the best interest of the Association, or that it is necessary for the well-being of the Association, that further revenues be raised for the purposes of the Association by the making of an assessment against each Active Member. No such assessment may be made unless 75 percent of the Directors then in office approve the making thereof by resolution passed by the Board at a meeting duly called and held or signed by all of the Directors then in office. Upon notice of an assessment being given to the Active Members, the amount of the assessment payable by each Active Member shall be payable in the manner designated by the Board.

FISCAL YEAR

- 12.2 The fiscal year of the Association, until changed by the Board, is the calendar year.

ARTICLE THIRTEEN DIRECTORS' AND OFFICERS' LIABILITY

INDEMNITY

- 13.0 Every Director and Officer of the Association and every member of a committee of the Association and their respective heirs, executors, administrators and assigns and estate and effects, shall from time to time and at all times be, and they are hereby, indemnified and saved harmless out of the funds of the Association from and against:
- (1) all costs, charges and expenses whatsoever which such Directors, officers and committee members sustain or incur in or about any action, suit or proceeding which is brought, commenced or prosecuted against them for or in respect of any act, deed, matter or thing whatsoever made, done or permitted by them, in or about the execution of the duties of their office; and

- (2) all other costs, charges and expenses which they sustain or incur in or about or in relation to the affairs thereof except such charges or expenses as are occasioned by their own wilful neglect or default.

ARTICLE FOURTEEN MONIES AND SECURITIES

BORROWING OF MONEY, ISSUING OF SECURITIES

14.0 The Board of Directors of the Association may from time to time:

- (1) Borrow money upon the credit of the Association;
- (2) Limit or increase the amount to be borrowed;
- (3) Issue bonds, debentures, debenture stock or other securities of the Association in such amounts and upon such terms and pledge or sell the same for such sums and at such prices as the Directors may deem expedient;
- (4) Secure any such bonds, debentures, debenture stock or other securities or any other present or future borrowing or liability of the Association, by mortgage, hypothec, charge or pledge of all or any currently owned and subsequently acquired real and personal, movable and immovable, property of the Association; and the undertaking and rights of the Association; and
- (5) Delegate to such one or more of the Officers and Directors of the Association as may be designated by the Directors, all or any of the powers conferred by the foregoing clauses of this bylaw to such extent and in such manner as the Directors shall determine at the time of each such delegation.

ARTICLE FIFTEEN COMMUNICATIONS, VACANCIES AND OTHER MATTERS

COMMUNICATIONS, VACANCIES AND OTHER MATTERS

- 15.0 (1) Communications:
Any notice, notification or communication (collectively, a "communication") required or permitted to be given or sent under the provisions of this Bylaw shall be given in writing and shall be given, sent or transmitted by personal delivery, or by prepaid post, or by facsimile copier, electronic mail, or by any other form of transmitted or recorded communication.

(2) Vacancies:

Subject to the foregoing, any vacancy in any committee referred to in this Bylaw or in any committee, or subcommittee which from time to time may be constituted by the Board, shall be filled by the Board between meetings of the Board.

(3) Procedures:

Board members shall conduct meetings according to Robert's Rules of Order.

**ARTICLE SIXTEEN
REGULATIONS**

REGULATIONS

16.0 The Board from time to time may pass such regulations for the management of the affairs of the Association as it considers necessary or desirable and from time to time may alter or repeal any such regulations.

**ARTICLE SEVENTEEN
AMENDMENT OF BYLAW**

AMENDMENT OF BYLAW

17.0 The Board from time to time may enact bylaws, including bylaws amending or repealing any other bylaws. No such bylaw shall have force and effect until:

- (1) confirmed by a written resolution or consent signed by all of the Active Members of the Association; and
- (2) if the consent of the Minister of Industry Canada or other minister or department of government having jurisdiction is necessary, such consent has been received by the Association.

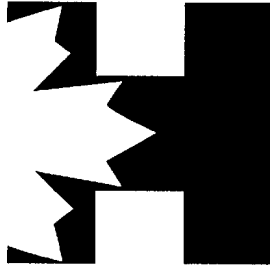
Approved by the Active Members at Whistler, British Columbia, this 5th day of June 2011. *

WITNESS THE CORPORATE SEAL OF THE ASSOCIATION

Chair

President and CEO

*To be confirmed by written consent.



SECTION 5

BOARD POLICY MANUAL

- 5.1 Framework Policies**
- 5.2 Board Self-Governance Policies**
- 5.3 Operational Policies**
- 5.4 Advocacy Policies**



5.1 FRAMEWORK POLICIES

- 5.1.1 Language Policy**
- 5.1.2 Membership Fee Policy**
- 5.1.3 Member Relations**
- 5.1.4 Organizational Linkages**
- 5.1.5 Special Business Procedure**
- 5.1.6 Conflict of Interest Guidelines**
- 5.1.7 Code of Conduct**



POLICY 5.1.1 LANGUAGE POLICY

POLICY

1. The Canadian Healthcare Association respects the existence of two official languages in Canada and shall endeavour to use both in all of its public, member and corporate communications.
2. Communications shall be in the language preferred by the recipient wherever possible.
3. Public documents shall include press releases, CHA pamphlets, a CHA newsletter, the program for the National Healthcare Leadership Conference and other documents or executive summaries of documents for which funding is obtained.
4. Internal documents such as Board documents shall not be translated.

Date Approved: June 1999

Date Last Revised: February 2011



POLICY 5.1.2 ***MEMBERSHIP FEE POLICY***

POLICY

The membership will be assessed an annual fee which shall be set by the Board of Directors and based on the most recent population figures in each province and territory.

PROCEDURES

1. Quarterly membership fee invoices shall be sent to the Canadian Healthcare Association's member organizations in January, April, July and October.
2. Quarterly payments of membership fees shall become due on the first day of each quarter (upon receipt of invoice), and interest will be charged on payments received 30 days or more after the due date; the interest rate shall be equivalent to that paid by the Canadian Healthcare Association to borrow against its line of credit to cover the late receipt of membership fees.
3. The formula used to calculate the membership fee is attached hereto.

Date Approved: June 1999

Date Last Revised: February 2011

CHA ACTIVE MEMBERSHIP FEE FORMULA

The CHA active membership fee formula is based on four factors: (please note that the word “active” applies to full dues-paying provincial/territorial member organizations that appoint Board members and have voting rights at the Annual General Membership Meeting).

1. Population of Canada
2. Rate per thousand
3. Sliding Scale Method
4. Application of a Minimum and Maximum membership fee

1. **Population of Canada**

The active membership fee formula is based on the most recent Canadian population census from Statistics Canada. Updated census information may be used, in the five years between each census, to update the population figures; these figures are broken down by provinces and territories.

2. **Rate per Thousand**

The annual rate per thousand will be set by the Board through the annual budget approval process.

3. **Sliding Scale Method**

Once the basic rate per thousand is determined and a calculation is set according to the population of each province and territory, a sliding scale method is applied as follows:

Population Census by Province and Territories

1	-	500,000	Full basic rate per thousand
501,000	-	1,000,000	Less 20%
1,000,000	-	1,500,000	Less 40%
1,500,000	-	and over	Less 60%

4. **Minimum and Maximum Membership Fee**

The annual minimum and maximum fee will be set by the Board through the annual budget approval process.



POLICY 5.1.3 ***MEMBER RELATIONS***

POLICY

Each Active Member of the Canadian Healthcare Association shall appoint a Director to the Canadian Healthcare Association Board.

PROCEDURES

1. Active Members of the Canadian Healthcare Association have voting privileges as indicated in the Bylaws.
2. There is a provincial/territorial CEO Forum which meets regularly.
3. A Chair of the CEO Forum is selected in accordance with the Terms of Reference for the Forum in Section 6.4 of the Board Policies and Procedures Manual.
4. The Chair of the CEO Forum speaks on behalf of the CEO Forum at Board meetings and brings recommendations on policy and priority issues from the CEO Forum to the Canadian Healthcare Association Board.
5. Member organizations are regularly requested to provide input and make recommendations regarding policy, advocacy and representational issues of the Canadian Healthcare Association.
6. Member organizations may bring specific issues to the Annual General Meeting of the Canadian Healthcare Association through the Special Business Procedure of the Canadian Healthcare Association.
(Policy 5.1.5)

Date Approved: June 1999

Date Last Revised: February 2011



POLICY 5.1.4

ORGANIZATIONAL LINKAGES

POLICY

The Board may seek membership in other national and international organizations, participate in coalitions, and invite participant-observers to the Canadian Healthcare Association Board Meetings where such relationships enhance the achievement of its mission.

PROCEDURES

1. In considering these relationships, the Board may look at the degree to which this will further the mission and goals of the Association, the benefits compared to the cost of membership, and opportunities to work with others on specific projects.

Examples of organizations that the Canadian Healthcare Association belongs to or could consider joining or may choose to work with:

Accreditation Canada, Canadian Patient Safety Institute, Canadian Homecare Association, Policy Public Forum, Health Action Lobby, Canadian Caregiver Coalition, among others.

2. The Canadian Healthcare Association works in partnership with the Canadian College of Health Leaders (CCHL) to sponsor the National Healthcare Leadership Conference, and may participate from time to time in other joint conferences and workshops with CCHL or other organizations.
3. Where organizations are granted participant-observer status at the CHA Board meeting, those organizations shall cover the expenses of their representatives.

Date Approved: June 1999

Date Last Revised: February 2011



POLICY 5.1.5 ***SPECIAL BUSINESS PROCEDURE***

POLICY

Any active member of the association may make a request to add an item of “special business” to the agenda of the Annual General Meeting.

PROCEDURES

1. Such request shall be submitted to the Governance Committee 30 days prior to the date of the Annual General Meeting.
2. The Governance Committee shall examine the request from the active member, and if it is of the opinion that the matter to be raised will have financial implications for the Association or may contradict the principal policy directions of the Association, the Chair may discuss these issues with the member wishing to raise the matter of “special business”. If the member still wishes to raise the matter of “special business”, the concerns referred to above may be noted by the Chair at the Annual General Meeting at the time the matter of “special business” is addressed.
3. Any request for the addition to the agenda of an item of “special business” not submitted within the period set forth above may not be raised at the Annual General Meeting except with the unanimous consent of all active members present.

Date Approved: June 1999

Date Last Revised: February 2011



POLICY 5.1.6 ***CONFLICT OF INTEREST GUIDELINES***

POLICY

The Canadian Healthcare Association aspires to the highest ethical and professional standards and therefore, all business of the Canadian Healthcare Association, including co-sponsorship activities, shall be conducted in accordance with the Canadian Healthcare Association Conflict of Interest Guidelines.

GUIDELINES

1. Conflict of Interest:

Every Director and staff member must avoid any situation in which there is, or may appear to be, potential conflict which could appear to interfere with that person's judgment in making decisions in the Association's best interest.

The Association requires full disclosure of all circumstances that could conceivably be construed as a conflict of interest. If a Director or the President/CEO is in doubt whether a situation involves a conflict, he/she must immediately seek advice of the Board Chair. A staff member who is in doubt whether a situation involves a conflict must seek advice of the President/CEO.

2. Disclosure:

Board and staff shall be responsible for disclosing any situation where the individual believes there is, or might be, or appears to be, a potential conflict of interest in the acquisition of goods or services, or the conduct of the association's business.

3. Product/Company Endorsement:

The Canadian Healthcare Association ensures an arm's length, unbiased relationship with potential commercial sponsors by not endorsing the use of any given health care product, service, equipment and/or any one individual health care supply company.

4. Commercial Sponsorship/Co-sponsorships/Donations:

Sponsorship/co-sponsorship arrangements and/or donations shall not place nor appear to place the Canadian Healthcare Association Board, staff members and/or delegates to the Canadian Healthcare Association events in any situation where they are under obligation to any person/supplier who might benefit from or seek to gain special consideration or favour based on the sponsorship/co-sponsorship/donation.

Sponsorships/co-sponsorships/donations shall be disclosed in promotion materials and, in the case of invitational educational events, particular care is taken by the Canadian Healthcare Association to ensure that participants are aware of the nature of the suppliers' contribution to the Canadian Healthcare Association event, either financial or otherwise.

Wherever possible, it is preferable for the Canadian Healthcare Association to involve more than one sponsor to avoid any misunderstandings as to the Canadian Healthcare Association's endorsement of a particular product or company.

The nature of the understanding/co-sponsorship agreement shall be clearly articulated in a written document signed by all concerned parties.

5. Report

When a potential or actual conflict of interest situation concerns a Board member, the Board member shall disclose the situation on a conflict of interest declaration form (contained in section 9 of the Board Orientation Manual). In order to facilitate such disclosures, the matter of conflict of interest shall be a standing item on Board meeting agendas.

Date Approved: June 1999

Date Last Revised: February 2011



POLICY 5.1.7 ***CODE OF CONDUCT***

This Code of Conduct which applies to all Directors, including at-large and ex officio, describes the conduct that is expected from the members of the Board.

CHA POLICY:

Board members are responsible for the effective governance of the association and shall conduct themselves according to the Rules of Conduct as follows.

EXPECTATIONS:

Each member supports the mission of CHA and accepts the fiduciary duties of Board membership that include avoiding any conflicts of interest and acting ethically and in good faith to ensure the best interests of the CHA.

CONFIDENTIALITY:

All members are expected to exercise their utmost discretion and retain as confidential any sensitive information that comes to them through their duties as a member of the Board.

RULES OF CONDUCT

1. Board members must acquaint themselves with the bylaws, vision and mission, policies and organizational structure of the association.
2. Board members must regularly attend Board meetings and the annual membership meeting of the association.
3. Board members must ensure that they are fully informed on issues requiring their decision.
4. Board members must not use their position of trust or information to secure special privileges or gain for themselves or any other persons.
5. Board members must declare any conflict of interest using a declaration form, in accordance with the Conflict of Interest Guidelines and absent themselves from discussions or votes on matters in which they have declared a conflict of interest. In order to facilitate such declarations or disclosures, the matter of conflict of interest shall be a standing item on Board meeting agendas.
6. Board members must not accept gifts, favours, or services from individuals, organizations, or corporations doing business with the association, other than normal exchanges of hospitality or tokens of gifts exchanged for reasons of protocol or participation in public functions.

7. Board members must carry out their responsibilities in a prudent and conscientious manner.

I acknowledge that I have read and understood the Code of Conduct and Conflict of Interest Guidelines for the Board of Directors of the Canadian Healthcare Association and agree to conduct myself in accordance with these guidelines

Date

Member Signature

Date Approved:



5.2 BOARD SELF-GOVERNANCE POLICY

5.2.1 Role of the Board of Directors

5.2.2 Role of the Chair

5.2.3 Role of the President/CEO

5.2.3.1 Evaluation of the President/CEO

5.2.3.2 Emergency and Future Succession Plan for President/CEO

5.2.4 Responsibilities and Rules of Conduct of Members of the Board of Directors

5.2.5 Board Expense Guidelines

5.2.6 Communications Policy

5.2.7 Finance Policy

5.2.8 Equity & Investments Policy



POLICY 5.2.1 ***ROLE OF THE BOARD OF DIRECTORS***

POLICY

The Board of Directors:

1. establishes the vision and mission of the association;
2. sets policy directions and delegates operations to administration;
3. recruits the President/CEO and monitors the performance of the President/CEO;
4. monitors and regularly assesses the organization's performance.

PROCEDURES

The Board of Directors:

1. ensures that the policy and advocacy positions of the association regarding Canada's health system are communicated to government, the media, other organizations and the general public;
2. ensures that the Canadian Healthcare Association operates in a fiscally responsible and prudent manner;
3. reviews its strategic directions every three years or as needed;
4. develops a plan for strategic leadership;
5. establishes policies and procedures and monitors the results achieved;
6. evaluates its own performance.

Date Approved: June 1999

Date Last Revised: February 2011



POLICY 5.2.2 ***ROLE OF THE CHAIR***

POLICY

1. The Chair shall provide leadership to the Board and shall ensure that its deliberations are relevant, timely, fair, orderly, thorough, efficient and consistent with its own rules.
2. The Chair shall have the powers and duties as from time to time may be designated by the Board.

PROCEDURES

1. In accordance with CHA Bylaw 6.1, 6.2 and 6.3, the Board Chair is elected by the Board of Directors (appointed by the Active Members of the Canadian Healthcare Association) for a four-year role. This is comprised of one year as Chair-Elect, a two-year term as Chair, and finally a one-year term as Past-Chair. The election takes place at the first meeting of the Board held immediately after the annual general membership meeting.
2. The Chair or designate presides at all meetings of the Board, the Executive Committee and the membership of the Canadian Healthcare Association.
3. The Chair signs all documents which require the signature of the Chair.
4. The Chair develops meeting agendas in collaboration with the President/CEO and may review the minutes of meetings prior to distribution.
5. The Chair or designate is authorized to present the Board's positions and decisions to outside parties.
6. The Chair or designate is authorized to represent the Board of Directors at formal occasions and meetings.
7. The Chair is accountable to the Board of Directors.

Role Description

CHA's Chair is a leader among leaders, with a strong track-record of accomplishment, an expressed commitment to CHA's vision, mission and mandate, and the dedication to undertake this high-profile, important volunteer role with enthusiasm, skill and professionalism. This individual is the embodiment of integrity and fairness, open to all views, and possesses superior capacity to guide his/her fellow board members to policy decisions and actions which contribute to the health of Canadians.

Of primary importance to this position, the Chair must possess superior competencies in relationship building, and the management thereof. The Chair plays an active role as the key intermediary between the Board and the President/CEO, and understands the needs of this special relationship in an organization such as CHA. The Chair is critical to ensuring this relationship is both constructive and harmonious, enhancing the organization's ability to reach and exceed its goals. This capacity extends to nurturing the relationships between and among all Board members, as well.

Therefore, in addition to the general requirements of all members of the Board, the ideal Chair will exhibit the following strengths:

- Has demonstrated strong, respected leadership in past roles
- Is an accomplished communicator – both interpersonally, in presentations to large audiences, and with the media
- Understands and demonstrates how to effectively lead meetings
- Has good financial competencies
- Is able to facilitate/create an environment which encourages engagement of all members, including encouraging and managing respectful dissent
- Is comfortable with addressing difficult issues
- Has a collaborative/cooperative work style
- Has good negotiation skills
- Understands the importance of, and can nurture, a strong relationship with the President & CEO.
- Personifies and upholds the values of the organization
- Is able to dedicate the 4 years necessary for all 3 roles (Chair-Elect, Chair, Past-Chair) and is committed to the demands of the role

Functional Responsibilities:

- Presides at all meetings of the Board and of the Members.
- Has advanced knowledge of board governance
- Is well versed in board accountabilities and risk management
- Signs all documents which require the signature of the Chair of the Board
- Performs duties incident to the office of Chair of the Board.
- Has such other powers and duties as from time to time may be designated by the Board.

- Develops meeting agendas in collaboration with the President/CEO, with input from the Board and may review the minutes of meetings prior to distribution.
- Is authorized to present the Board's positions and decisions to outside parties.
- Is authorized to represent the Board of Directors at formal occasions and meetings.
- Provides leadership to the Board and ensures that its deliberations are relevant, timely, fair, orderly, thorough, efficient and consistent with its own rules.
- Is able to accompany the President/CEO to presentations, meetings and events, as requested.

Date Approved: June 1999

Date Last Revised: February 2011



POLICY 5.2.3 ***ROLE OF THE PRESIDENT/CEO***

POLICY

The President/CEO is accountable to the Board and is authorized and required to take actions and carry out activities to implement Board policy, and shall ensure that the Board is kept fully informed on all relevant policy issues.

PROCEDURES

1. The President/CEO shall work to achieve the mission and goals of the Canadian Healthcare Association.
2. The President/CEO shall ensure that all organizational practices, activities, and decisions are conducted in a manner which is prudent, legal and in accordance with commonly accepted business and professional ethics.
3. The President/CEO shall protect and promote the Association's public image and credibility and ensure that the Board's policy positions are accurately communicated to appropriate audiences.
4. All Board authority delegated to staff is delegated through the President/CEO, so that all authority and accountability of staff, as far as the Board is concerned, is considered to be the authority and accountability of the President/CEO.
5. The President/CEO shall work with the Board to develop strategic policy directions and goals for the Association for the upcoming year. The achievement of these goals and directions will form the basis for the President/CEO evaluation.

Date Approved: June 1999

Date Last Revised: February 2011



POLICY 5.2.3.1 ***EVALUATION OF THE PRESIDENT/CEO***

The President/CEO performance appraisal is a governance task essential to ensuring high levels of executive management performance and is the basis for the interdependent relationship between governance and management within the organization. The President/CEO's performance appraisal will be conducted/overseen by a committee of specifically named positions within the Board structure. In addition to working with the President/CEO as a leadership partner, the Board must evaluate the President/CEO's performance as an employee.

Further, the evaluation process offers the President/CEO an opportunity to participate in open, candid dialogue with the Board regarding issues which will move the organization forward. A thorough process will promote greater understanding of the mutual responsibilities and expectations of the Board and the President/CEO. The appraisal process serves as a bridge between the specification of expectations shared by the Board and the President/CEO, as well as the determination of specific outcomes, within a specified time frame, affecting the goals and objectives of the organization and the individuals of/and involved with the organization over which the President/CEO exercises control and direction.

Criteria for the Performance Appraisal

The actual performance appraisal instrument will be developed to be distributed to a comprehensive, representative group of stakeholders both internal and external. The following elements will be contained:

- Specifics of the board's most important expectations – a clear articulation of the areas of focus that are essential for the President/CEO to place the greatest emphasis and effort on in order to accomplish the major goals and objectives of the organization.
- Incorporation of operational descriptions or quantitative benchmarks of performance where possible.
- Expectations should be subjective (such as quality of relationships) as well as objective (those that can be directly measured)
- Focus should be placed on those things (outcomes and means) over which the President/CEO has a high degree of personal and direct control and influence.

- There should be a balance between the short, intermediate and long term goals and objectives and priorities.
- The values held by the organization will be a base point for evaluation criteria.
- Typical areas of focus will include, but are not limited to Planning, Human Resource Management, Fiscal Accountability, Effective Advocacy, Leadership, (internal and external) Relationships (internal and external) Communication

The President/CEO will be involved in the process recognizing the most useful and meaningful expectations are the result of dialogue.

Evaluation Committee

An Evaluation Committee will be established each year by the Governance Committee to conduct/oversee the annual President/CEO evaluation process.

Membership:

The Evaluation Committee will be comprised of:

- the Chair of the Board, who shall Chair the Committee
- the Chair-Elect or Past Chair; and
- one other, Board member

Mandate

1. On behalf of the Board, establish performance goals and objectives with the President/CEO on an annual basis.
2. Conduct an annual performance review through the use of a performance appraisal instrument based on industry best practices.
3. Review and confirm appropriate President/CEO succession planning is in place.
4. Review/Recommend compensation for the President/CEO to the Board.

Procedure

This is an ongoing, yearly process following the Board year calendar. Performance evaluation/appraisal is improvement focused and enables the Board to focus on supporting exceptional organizational leadership.

1. **February** - a meeting of the Evaluation Committee will be convened to initiate the review process, determine evaluation method/instrument and process, develop list of participants and highlight specific areas of importance to be included in the review. The Evaluation Committee should review any previous performance appraisal recommendations or directives (if any) to ensure improvement initiatives have been accomplished. The Evaluation Committee will seek Board input regarding specific areas of concern or interest to be considered for inclusion in the

survey. The President/CEO will have developmental input into aspects covered within the appraisal instrument in an effort to ensure effective, constructive and beneficial feedback is incorporated into the review process.

2. **March** – Request the President/CEO develop a comprehensive written overview of accomplishments related to the goals and objectives presented to the board the previous May, as well as other noteworthy related organizational activity not included in the goals and objectives document.
3. **March** – The Evaluation Committee will consider all input and confirm factors to be considered for evaluation. The list of stakeholders receiving the President/CEO Performance Appraisal criteria will be confirmed
4. **April** – Review evaluation instrument and conduct the Performance Appraisal. (2 weeks)
5. **May** - The President/CEO will develop a Goals and Objectives document reflecting the future work and focus of the organization in the coming year. This document will be reviewed by the Evaluation Committee to ensure alignment with strategic directions and future focus for the organization. The President/CEO Goals and Objectives document is presented to the Board at the meeting, prior to the AGM, for discussion, and acceptance. These goals and objectives will form the basis and serve as criteria for the performance appraisal for the coming year.
6. **May** – The Evaluation Committee will receive performance evaluation/appraisal outcomes report and determine appropriate response and communication plan. (A written report of the performance appraisal will then be prepared either for, or by, the Evaluation Committee with the explanation of the evaluation and any resulting direction to be taken or other recommendations.)
7. **May/June** – Present a high level report to the Board for discussion and to provide the opportunity for individual Board members to comment on the appraisal.
8. **May/June** – Initiate a meeting with the President/CEO to review the results of the evaluation, as well as elaborate on activities, strengths and weaknesses of the relationship and the manner in which his/her responsibilities were carried out.
9. A copy of the performance appraisal letter will be placed on file.

Goal Setting

Immediately following the formal performance appraisal in April:

1. May - The Evaluation Committee and the President/CEO shall participate in a goal setting exercise, ensuring the directions from the Board are clearly articulated, precisely expressed and contain explicit organizational goals and personal performance expectations.
2. Goals and objectives for the President/CEO will flow from the Organization's Strategic Plan as well as any other goals and objectives articulated by the Board.
3. The President/CEO will add her/his objectives and personal performance expectations with appropriate dialogue to ensure understanding, alignment and agreement. The actual performance appraisal as well as future goal and objective setting must incorporate planning which assists the President/CEO to improve effectiveness and personal performance.
4. A clear opportunity shall be presented to the President/CEO by the Evaluation Committee which allows the President/CEO to provide feedback to the Board, through the Evaluation Committee and assure there is a mutual understanding of expectations.
5. Subject to approval by the Evaluation Committee, the President/CEO's goals and objectives will then be presented to the Board for discussion and approval.

The President/CEO's appraisal file records, retained by CHA in safe custody to protect confidentiality, shall include the following:

- The President/CEO's original employment contract and any contract amendments.
- Record of correspondence received specifically referring to the President/CEO's positive performance.
- Record of correspondence which contains a negative tone or is of a nature requiring action by the board. Such correspondence will only be placed in the file after a thorough investigation with findings which substantiate the correspondence.
- A copy/ record of all Performance Appraisals.
- An approved statement of the President/CEO's current performance objectives, goals and plans.
- Any written communication between the President/CEO and the Board.

Date Approved: June 2010

Date Last Revised: February 2011



POLICY 5.2.3.2

**EMERGENCY AND FUTURE SUCCESSION PLAN
FOR THE PRESIDENT AND CEO**

Emergency and Future Succession Plan Regarding the President and CEO Position at the Canadian Healthcare Association

A) Emergency Succession Plan

- (1) An emergency succession plan is required in the event that the President/CEO resigns or departs with short notice or without notice.
- (2) This resignation or departure without notice or with insufficient notice could be the result of a number of circumstances, including but not limited to the following:
 - (a) death or serious illness of the President/CEO
 - (b) changes in personal circumstances that might require the immediate resignation of the President/CEO e.g. family illness or death, relocation to another city, etc.
 - (c) a difference of opinion between the President/CEO and the Board of Directors on policy directions of the association
- (3) The contract between the President/CEO and the association may be terminated by CHA at any time and without notice for just cause, which would result in the need to implement an emergency succession plan.

Options for the appointment of an acting President/CEO in an Emergency Situation

- (1) An acting President/CEO can be appointed from the existing Senior Management Team.
- (2) A short-term contract President/CEO can be appointed.

Advantages of appointing someone from the senior management team:

- Knows the organization and its mission and vision
- Knows and has worked with the staff, Board and member organizations

Disadvantages

- Other Senior Management Team members may not be pleased with the selection of their colleague.
- The operations of the person's department will be compromised.

- If the acting President/CEO wishes to be a candidate for the permanent position, this could discourage competent outside candidates. Of course, a senior staff person who is not interested in seeking the President/CEO position can be selected.

Recommendations

In an emergency situation (that is the departure of the President/ CEO with little or no notice), an acting President/CEO should be appointed from the Senior Management Team as soon as possible, in order to maintain internal and external confidence in the association. This could be for an extremely brief period or for the entire recruitment period (which could be six months).

If for a number of reasons it is not possible to keep someone from the Senior Management Team as acting President/CEO for this length of time, CHA should quickly proceed to hire short term contract President/CEO.

B) Succession based on six months notice to terminate during term of the contract

The President/CEO/CHA contract requires six months notice to terminate on the part of either party. Therefore, assuming that neither party would terminate the contract with less than the six months notice required by the contract, the issue of an acting President/CEO is not applicable in this circumstance. The President/CEO would continue in office during the recruitment process for a successor and the emergency plan would not come into play.

C) Renewal/Non-Renewal of Contract

Discussions regarding the renewal of the contract should take place between the President/CEO and members of the Governance Committee at least six months prior to the expiration date of the contract. If one or both parties decide not to enter into a new contract, the process for choosing a successor would begin forthwith and the existing President/CEO would continue in office until the end of the contract. This is not an emergency situation since the new President/CEO could begin when the existing contract ends and there would be an orderly succession.

In cases B and C, if the notice period is less than six months or if it takes longer than six months to select a new President/CEO, the emergency plan could be implemented.

PROCEDURES TO TAKE IN THE EVENT OF A VACANCY IN THE CEO POSITION

If the President/CEO position becomes vacant due to a sudden resignation or termination for any reason whatsoever, the following procedures should be followed:

- (1) As soon as the Board Chair becomes aware of the vacancy, he/she should inform the Board immediately by e-mail or telephone.
- (2) An urgent teleconference meeting of the Governance Committee should take place as soon as possible, preferably within 24 hours.
- (3) The Board Chair should immediately contact all members of the Senior Management Team (that is the Departmental Directors) and ask them to carry on their departmental responsibilities as usual. If a problem or a crisis arises in the short term and before an acting President/CEO is appointed, Departmental Directors should contact the Board Chair to seek help to resolve the problem or crisis. While contacting each Departmental Director, the Board Chair may informally seek advice on the President/CEO vacancy situation.
- (4) The Senior Management Team should meet on an urgent basis in order to ensure that the operations of the association continue and to reassure staff. The Board Chair is responsible for ensuring that this meeting take place and he/she may participate in it by teleconference or in person.
- (5) The Board Chair should send a message to Board and Staff apprising them of the situation, and reporting that a Governance Committee meeting will be held forthwith and that departments should carry on their work in an orderly fashion under the direction of the Departmental Directors.
- (6) At the teleconference meeting of the Governance Committee, a decision on the appointment of an acting President/CEO or a process for choosing one will be taken, with reference to the analysis and options presented in the first part of this document. This decision will be communicated immediately to the Board of Directors, whose ratification will be requested within 24 hours.
- (7) Until the acting President/CEO is appointed, the Board Chair will be the final decision-maker on management issues, particularly regarding the resolution of problems or crises referred to in (3).
- (8) All of the logistics required to support the implementation of the above procedures will be handled by the Executive Assistant in the President/CEO's Office, with the support and assistance of the Director of Finance and Administration, if required.

FOR THE SELECTION OF A NEW PERMANENT CEO, THE FOLLOWING PROCEDURES SHOULD BE FOLLOWED:

- (1) According to CHA's Terms of Reference for the Governance Committee, the members of the Governance Committee shall provide oversight of this process. This Committee shall ensure the creation of an appropriate selection committee for the purpose of choosing a President/CEO.
- (2) The selection committee shall meet by teleconference in a timely manner and establish rule and procedures, an up-to-date job description if not available, and objectives for the position, as well as an advertising process for the position which is open, transparent, inclusive and cross-country. The selection committee may decide to use an Executive Search firm to assist in the process.
- (3) All of the rules and procedures determined by the selection committee shall be communicated to the Board.
- (4) After the selection process has been completed to the point where the selection committee has identified a preferred choice (or several choices) there must be ratification of the preferred candidate by the Board of Directors.
- (5) Only at that time can an offer be made and negotiations commenced.
- (6) If the first choice does not accept the position, then, with the approval of the Board, the second choice can be approached.
- (7) If there is no other candidate that the Board wishes to pursue, the process must begin anew according to procedures established by the selection committee.
- (8) The acting President/CEO will have the full authority of the President/CEO during the selection process.

Date Approved: May 2002

Date Last Revised: February 2011



POLICY 5.2.4

RULES OF CONDUCT OF THE BOARD OF DIRECTORS

POLICY

Board members are responsible for the effective governance of the association and shall conduct themselves according to the Rules of Conduct as follows.

RULES OF CONDUCT

1. Board members must acquaint themselves with the bylaws, vision and mission, policies and organizational structure of the association.
2. Board members must regularly attend Board meetings and the annual membership meeting of the association.
3. Board members must ensure that they are fully informed on issues requiring their decision.
4. Board members must not use their position of trust or information to secure special privileges or gain for themselves or any other persons.
5. Board members must declare any conflict of interest using a declaration form, in accordance with the Conflict of Interest Guidelines and absent themselves from discussions or votes on matters in which they have declared a conflict of interest. In order to facilitate such declarations or disclosures, the matter of conflict of interest shall be a standing item on Board meeting agendas.
6. Board members must not accept gifts, favours, or services from individuals, organizations, or corporations doing business with the association, other than normal exchanges of hospitality or tokens of gifts exchanged for reasons of protocol or participation in public functions.
7. Board members must carry out their responsibilities in a prudent and conscientious manner.

Date Approved: June 1999

Date Last Revised: February 2011



POLICY 5.2.5 ***BOARD EXPENSE GUIDELINES***

POLICY

CHA uses the National Joint Council guidelines (formerly Treasury Board of Canada guidelines) for transport, accommodation, meals and incidentals. <http://www.njc-cnm.gc.ca/directive/travel-voyage/index-eng.php>. All board expense claims shall also adhere to the additional guidelines below.

GUIDELINES

1. Travel:

Board members are encouraged to book air travel in advance to achieve best costs. Economy fare is to be used. Any upgrades to business class will be at Board members' own expense.

Appropriate ground travel costs will be covered.

2. Accommodation:

There is centralized hotel room booking through the Canadian Healthcare Association. Board members are requested to take advantage of this in order to secure the negotiated room rate.

3. Meals and Incidental Expenses:

Where breakfasts, lunches or dinners are provided or arranged by CHA, no claims for replacement meals will be accepted.

4. Chair's expenses:

There is a \$1,000 budget for the Chair's special expenses, and expenses are reimbursed based on receipts.

Travel costs for the Chair's spouse will not be defrayed.

5. Expense claims:

These must be submitted within 30 days of meetings on the Canadian Healthcare Association approved expense claim.

Original receipts are mandatory except for items less than \$10.

Accounts not submitted within 90 days will not be considered.

6. Other:

Board members who are appointed as delegates to other organizations that reimburse their travel costs (e.g. American Hospital Association) must attach a copy of the expense claim submitted to the other organization with the expense claim submitted to the Canadian Healthcare Association (The Canadian Healthcare Association will reimburse the relevant unpaid portion only).

Travel expenses for spouses accompanying delegates are not defrayed by the Canadian Healthcare Association.

Date Approved: June 2000

Date Last Revised: February 2011



POLICY 5.2.6 ***COMMUNICATIONS POLICY***

POLICY

Using effective communications, the Board of Directors will work to ensure that the Canadian Healthcare Association is recognized as a solid organization, and a strong voice for a sustainable, publicly funded, accessible healthcare system.

PROCEDURES

1. The Canadian Healthcare Association will use sound evidence and research to develop policy positions and to support its advocacy activities.
2. The President/CEO shall present and communicate positions to the media, government, the public and other organizations that are consistent with the policy directions set by the Board and further the Canadian Healthcare Association's mission.
3. The Board approves the communications style and image that is presented to them by management, and monitors its implementation.
4. The Chair or designate is authorized to present the Board's positions and decisions to outside parties, and at formal occasions and meetings.
5. From time to time, an individual who possesses specific knowledge or expertise, shall be authorized to present or communicate the Canadian Healthcare Association's decisions or positions to the media or before Parliamentary committees or at other formal occasions.

Date Approved: June 1999

Date Last Revised: February 2011



POLICY 5.2.7 ***FINANCE POLICY***

POLICY

1. The Board of Directors shall ensure that the financial affairs of the organization are managed in a prudent and fiscally responsible manner and in accordance with acceptable Canadian accounting practices.
2. The Canadian Healthcare Association shall adhere to a “no deficit” policy.
3. The Board of Directors shall approve the budget, as developed by management, and monitor its implementation through regular and timely financial reports.

PROCEDURES

1. The fiscal year of the Canadian Healthcare Association shall be the calendar year.
2. Financial statements shall be presented for receipt/information at all regularly scheduled Board Meetings.
3. The Audited Financial Statements and the Management Letter shall be presented to the Board of Directors, shortly after the yearly financial audit.
4. Monthly financial statements comparing actual results to the Annual Budget shall be presented to the Finance and Audit Committee.
5. Capital Expenditures:
 - a. Capital expenditures are equipment and furniture valued at \$1,000 or more.
 - b. The Annual Budget and Operating Plan shall be submitted to the Board of Directors for approval at the Fall Board meeting.

6. Investments

Short-term investments shall consist of low risk investments in T-bills or GICs for which the fair market value approximates cost.

7. Accounting Practices:

- a. Inventories shall be recorded at the lower of cost and net realizable value. Cost is established using the first-in, first-out method.
- b. Capital assets shall be stated at cost. Amortization of specialized software, computer equipment and furniture shall be calculated on a straight-line basis over two, three and five years respectively. Leasehold improvements shall be being amortized on a straight-line basis over the terms of the leases, up to 35 years.

8. Leasing Commitments:

The Association rents the land situated at 17 York Street, Ottawa, under a lease which expires September 30, 2031, currently assessed at an annual rent of \$12,500.

9. Signing Authorities:

Each year at the first meeting of the Board following the Annual General Meeting, the Board confirms the legal signing authorities for the Association.

10. President/CEO Expenses:

The Director of Finance and Administration will review all President/CEO expenses to ensure that they are in accordance with the applicable CHA travel policies and/or the approved budget.

The Board Chair and the Finance and Audit Committee Chair will review and approve all President/CEO expenses during the year in conjunction with the regularly scheduled Board meetings. The Director of Finance and Administration will provide the Chairs with a file containing the details and supporting documentation of all President/CEO expenses for their review and approval.

Date Approved: June 1999

Date Last Revised: June 2011



POLICY 5.2.8
EQUITY & INVESTMENTS POLICY

POLICY

1. The Canadian Healthcare Association's goal is to build and maintain a minimum 1 -1 Working Capital Ratio.
2. The Canadian Healthcare Association's goal is to build and maintain a reserve level equivalent to at least three months operating expenses.
3. The investments of the Canadian Healthcare Association are to be in a low-risk, highly liquid form. Low-risk is defined as Short Term Papers Issued or Guaranteed by the Canadian Federal/Provincial Governments and the major Canadian banks (e.g. T-Bills, GICs).

Date Approved: May 2002

Date Last Revised: February 2011



5.3 OPERATIONAL POLICIES

5.3.1 Budget Policy

5.3.2 Human Resources Policy

5.3.3 Volunteer Policy



POLICY 5.3.1 BUDGET POLICY

POLICY

The Canadian Healthcare Association's budget shall contain sufficient information to enable accurate projection of revenues and expenses, and shall consider sustainability of the organization in future years.

PROCEDURES

The budget will:

1. Disclose planning assumptions;
2. Plan the expenditures in any fiscal year so that they remain within projected revenues;
3. Estimate revenues conservatively and expenses realistically;
4. Provide funds for the Board's direct use during the year, such as costs of the fiscal audit and board meetings.

Date Approved: June 1999

Date Last Revised: February 2011



POLICY 5.3.2 ***HUMAN RESOURCES POLICY***

POLICY

1. The Canadian Healthcare Association shall have fair and equitable personnel, employment and human resource policies based on standards and norms of national non-profit associations, and shall not contravene existing legislation.
2. There shall be a work environment that fosters teamwork, communication, efficiency, effectiveness and mutual respect and civility.

PROCEDURE

1. There shall be written personnel policies and procedures dealing with issues such as recruitment, assessment, employment equity, compensation policy, benefits, leave, absenteeism, holidays, working conditions, and compliance with legal standards.
2. All staff will be provided a copy of CHA's HR Policies and Procedures Manual, and be advised of any changes or new policies. HR policies shall be reviewed with all new staff.
3. Staff shall have appropriate job descriptions and be informed of the performance standards by which they will be assessed.
4. Policies and procedures must be in place to protect workers from harassment or discrimination.
5. Staff shall be provided with continuing education and development opportunities within budgetary constraints.

Date approved: June 1999

Date Last Revised: February 2011



POLICY 5.3.3 ***VOLUNTEER POLICY***

POLICY

The Canadian Healthcare Association supports and values the contribution of volunteers.

PROCEDURES

1. The President/CEO shall be responsible for the appropriate use of volunteers' skills in the operation of the Canadian Healthcare Association national office.
2. Volunteers' contributions must provide value added to the Canadian Healthcare Association, and must be respected and recognized.
3. Volunteers' working conditions must be fair, dignified and safe, and their duties must be clearly described in writing.

Date approved: June 1999

Date Last Revised: February 2011



5.4 ADVOCACY POLICIES

5.4.1 Advocacy Policy Development Process

5.4.2 The Advocacy Role of the Canadian Healthcare Association and its Provincial/Territorial Members vis-à-vis the Federal and Provincial/Territorial Governments

5.4.3 Process Regarding Representation Requests



POLICY 5.4.1 ***ADVOCACY POLICY DEVELOPMENT PROCESS***

The Canadian Healthcare Association proactively develops policies on issues it identifies as critical to the delivery of health services in Canada. The Association also reacts to issues of the day, as presented by the federal government, the media and other organizations.

The Canadian Healthcare Association policy development process honours the past work of the Association and its members, enables the Association to respond effectively to current issues, and prepares the Association and its members for future challenges.

Overview of the Canadian Healthcare Association Policy Development Process

Regularly and as needed, the Canadian Healthcare Association Board of Directors reviews and approves the Strategic Directions and advocacy policies of the Association.

The policy development process undertaken by the Canadian Healthcare Association Board of Directors is as follows:

- Identification of key issues through ongoing environmental scanning
- Regular progress reviews to identify any changes or additions in priorities, processes or time frames due to new issues arising, shifts in government policies and/or other factors.
- Board policy discussions to review and refine current and proposed policies, as well as consultations with external stakeholders.

1. Issue Identification and Priority Setting

The Canadian Healthcare Association Board of Directors identifies issues through a variety of venues including:

- *Individual provincial and territorial Board members:* Members can bring issues directly to the Board table through their Board representative. At-large members may also bring issues directly to the Board table. The Canadian Healthcare Association staff sends Board document packages to all Board members, CEOs of the member organizations and at-large members, in sufficient time to allow for consultations of the respective Board representative, CEO, and at-large members, prior to each Canadian Healthcare Association Board meeting.
- *CEO Forum:* The Canadian Healthcare Association Board welcomes the issues and recommendations brought forward by the CEO Forum.
- *Committees of the Association:* From time to time, advisory committees may be formed regarding a specific issue and may make recommendations to the Board regarding follow-up action and/or policy direction.
- *The Canadian Healthcare Association Staff:* The Canadian Healthcare Association staff constantly scan the environment and bring results forward to the Board through specific agenda items Scanning involves:
 - *reviewing journals, research projects, and the media;*
 - *being members in coalitions such as HEAL;*
 - *meeting with federal government officials and members of Parliament;*
 - *participating in workshops, meetings and joint projects;*
 - *liaising with the Canadian Healthcare Association representatives involved in reviews and consultations; and*
 - *networking with provincial and territorial members through the staff teleconference and through issue-specific discussions.*

The Canadian Healthcare Association Board makes informed decisions regarding policy priorities and strategic directions through an understanding of the issues and their implications as raised by the CEO Forum, committees of the Association and the Canadian Healthcare Association staff, and as understood through the Board members' own expertise and experience.

2. Policy Development

- The Canadian Healthcare Association staff is responsible for developing appropriate policy responses such as briefs and presentations - in consultation with provincial and territorial organizations.
- Member organizations are asked to provide input at the beginning of the policy development process, in terms of clarifying the issues from a provincial and territorial perspective, and/or members are asked to review material as it is being developed. In seeking this input, the Canadian Healthcare Association provides as much time as possible to enable member organizations to undertake their internal consultation processes.
- It is understood that in some cases, the policy issue, while a priority for the Association as a whole, may not be relevant to a particular member. In these cases, the member(s) simply inform the Canadian Healthcare Association staff that they are not participating in the development of that particular policy, or that they have identified others who will participate on their behalf.
- Experts in the field may also be asked to provide input and feedback to a particular policy being developed by the Canadian Healthcare Association. This input may be provided as an individual reviewer, or an Advisory Committee may be established to provide direction on an issue-specific basis. Board members and Member organizations will be asked for membership suggestions when Advisory Committees are established. In most cases, Advisory Committees will meet by teleconference and will exchange information by e-mail and fax, thus reducing the financial burden for the Association.

3. Policy Review and Approval

- Prior to policy documents being approved by the Canadian Healthcare Association Board, draft documents are reviewed by the provincial and territorial members and their comments are incorporated into the final draft document and/or summarized and shared with the Canadian Healthcare Association Board for their review.
- At the time of the Canadian Healthcare Association Annual General Meeting, there are opportunities to gather input from the CEOs and Chairs of the member organizations, through their regular meetings, and through a joint meeting with the Canadian Healthcare Association Board which focuses on key Canadian Healthcare Association policies currently being developed and refined.
- A final policy document, incorporating the changes suggested by Board members, CEOs and Chairs of member organizations, and experts in the field, as appropriate, is reviewed and approved by the Canadian Healthcare Association Board of Directors at one of their meetings each year.

4. Advocacy

- Following approval by the Canadian Healthcare Association Board, policy documents are sent to the appropriate government representatives, partner national associations, and other key stakeholders.
- In preparing and presenting advocacy documents for a particular audience, the Canadian Healthcare Association staff may combine text and/or principles from existing policy documents. These new documents will not require Board approval if they incorporate policy directions and positions previously approved by the Canadian Healthcare Association Board or Executive Board.
- The Canadian Healthcare Association Board members and CEOs of member organizations also receive copies and are encouraged to identify ways in which the document could be used in advocacy work in their province or territory.
- In addition to distributing the policy document, the Canadian Healthcare Association staff identifies key advocacy opportunities including media coverage, appearances before federal Standing Committees, meetings with key government officials, joint action with partner national associations, and follow-up activities in the provinces and territories with the Canadian Healthcare Association members.
- The effectiveness of the policy document and related advocacy initiatives is assessed as part of an ongoing, informal evaluation process within the Association.

Date Approved: November 1998

Date Last Revised: February 2011



POLICY 5.4.2

**THE ADVOCACY ROLE OF CHA AND ITS PROVINCIAL/
TERRITORIAL MEMBERS VIS-À-VIS THE FEDERAL AND
PROVINCIAL/TERRITORIAL GOVERNMENTS**

1. As a general rule, the CHA advocates on behalf of its provincial/territorial members at the federal level. CHA also advocates, makes representations to, and relates to f/p/t/ processes (e.g. First Ministers' Meetings, f/p/t Health Ministers' Meetings, f/p/t Deputy Health Ministers' Meetings, f/p/t Finance Ministers' Meetings, and f/p/t Advisory Committees). Its positions will reflect the consensus or majority view adopted by the Board of CHA, and will encompass the views of its members, through an ongoing policy development and consultation process. This is the role of CHA as the "national voice" for the CHA federation and health system issues in Canada. There is at least one annual scan of the policy environment, to ensure the currency and relevance of CHA's priorities and positions. CHA's broad objectives and strategic directions are reviewed regularly.
2. As a general rule, CHA does not advocate on behalf of their members vis-à-vis their provincial/territorial governments.
3. From time to time, provincial/territorial members of CHA may wish to be in contact with the federal government (either with the bureaucracy or the political level.) Unless the contact is a routine request for information or involves a federal government program in which there is a direct relationship with the provincial/territorial member (e.g., employment training programs, direct funding of services like veterans services, etc.). Both CHA and the member organization should be informed if CHA is informed in advance of the contact. In some situations, a joint approach (CHA together with its member organization) may be more beneficial, or the provincial/territorial organization may discover that CHA is already working on the issue. The underlying principle should be collaboration, communication and partnership, and CHA members should keep CHA fully informed in advance when pursuing initiatives or making representations at the federal level.
4. There may be occasion where there is divergence between a CHA position and a member's position which would require discussions to develop complementary messages. The principle is that CHA and its members should work together to find compromise wording in the event of difference of opinion, recognizing that there are sometimes unique provincial/territorial realities that need to be expressed.

5. Similarly, if CHA wishes to initiate contact with a provincial or territorial government, it must consult first with the relevant provincial/territorial member.
6. When making representations to the federal government, CHA should seek the participation or collaboration of one or more of its provincial/territorial members.
7. The objective of advocacy at the federal level and federal/provincial/territorial processes should be the promotion of the policy goals of the CHA federation, maintaining a high degree of visibility for health as a national issue, securing adequate federal funding for Canada's health system, preserving and strengthening Canada's health system, and, generally, to enhance CHA's mission and vision.

Date approved: November 2003

Date Last Revised: February 2011



POLICY 5.4.3

PROCESS REGARDING REPRESENTATION REQUESTS

The Canadian Healthcare Association receives a number of requests from the federal government and national associations each year to send a representative to a meeting or appoint a representative to a committee. The following steps are followed in identifying the appropriate individual:

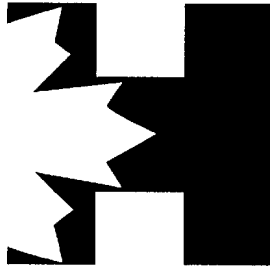
1. The Canadian Healthcare Association's President/CEO reviews the representation request to ensure that it is relevant to the mission and priorities of the Association.
2. If the request is not appropriate, a letter declining the Association's participation is sent, explaining the current the Canadian Healthcare Association priorities.
3. If the request is appropriate, the Canadian Healthcare Association's President/CEO determines if a staff person, Board Member or "field expert" should attend. A "field expert" is an individual whose day-to-day work provides extensive knowledge and experience relevant to the issues being discussed. If it is unclear who should attend, the President/CEO requests additional information from the sponsoring organization. In some cases, the representative being sought must be familiar with the day-to-day operations of the Association — in this case a staff person attends. With only a few staff people available to attend meetings, caution is taken to preserve a balance of meeting attendance vs. resource development. If the other participants of the meeting are officials of other organizations and there is a small "p" political tone to the meeting, then a Board member is asked to attend.
4. If a "field expert" is the most appropriate representative, the Canadian Healthcare Association's President/CEO sends out a memo to the CEO of each member organization and to all Board Members requesting suggestions. Background regarding the meeting, including information that would facilitate members identifying appropriate candidates, is provided in the memo.

Often, little time is provided by the sponsoring organization to name a representative, but as much time as is possible is provided for the Canadian Healthcare Association members and the Board to reply. It is not expected that all members will have suggestions for each request.

5. For all requests, the Canadian Healthcare Association's President/CEO asks that travel and accommodation costs be covered for the Association's representative. In a growing number of cases, the sponsoring organization will not cover these expenses. In these cases, the Canadian Healthcare Association's President/CEO will still share the request with member organizations, noting that funding is not available to cover costs. In some cases, with prior authorization from the board, a member organization and/or the Canadian Healthcare Association may wish to cover the costs and suggest a representative.
6. Suggestions are submitted to the sponsoring organization by the Canadian Healthcare Association. Once the Canadian Healthcare Association representative has been assigned to the meeting or committee, the Canadian Healthcare Association's President/CEO calls the individual and follow-up with a letter. This letter is cc'd to the member organization that suggested the individual. The letter thanks the representative for their participation; provides background information on the Canadian Healthcare Association; outlines the roles and responsibilities of a Canadian Healthcare Association representative, including not having decision making powers; requests a one page summary of the meeting highlighting information relevant to the Canadian Healthcare Association members; and offers ongoing support from the Canadian Healthcare Association President/CEO. In the event that an individual is not chosen as a representative, the Canadian Healthcare Association informs the member organization who put forward the suggestion. All Board members and member organizations are informed of the Canadian Healthcare Association's representation on a variety of initiatives through updates of the Representation grid provided at each Board meeting.
7. The Canadian Healthcare Association's President/CEO continues to advocate for more meaningful involvement in federal government consultation processes, including providing an adequate lead time to identify a suitable representative and providing funding to enable regional representation.
8. The President/CEO reports to the Board on a regular basis concerning activities undertaken.

Date approved: November 1998

Date Last Revised: February 2011



SECTION 6

BOARD COMMITTEES

- 6.1 Terms of Reference of the Governance Committee**
- 6.2 Terms of Reference of the Finance and Audit Committee**
- 6.3 Terms of Reference of the Chief Executive Officers Advisory Committee**



6. BOARD COMMITTEES

Guiding Principles

1. The Canadian Healthcare Association Board of Directors operates as a Committee of the Whole. Accordingly, major discussions and decisions take place at the Board level and not at the committee level.
2. The Executive, Governance, Finance and Audit, and Chief Executives Advisory Committees shall be the only standing committees of the Canadian Healthcare Association Board. All of these committees are available for the Board's work by virtue of the Association's Bylaws.
3. Currently, the CHA Board of Directors has chosen to not have an Executive Committee, deciding to work as a Board of the whole, or delegate to one of the other three committee structures open to it.
4. The Canadian Healthcare Association Board of Directors may establish ad hoc committees as necessary.



6.1 TERMS OF REFERENCE OF THE GOVERNANCE COMMITTEE

Committee Purpose:

- To ensure the effectiveness, credibility and viability of the organization through the development, maintenance and growth of appropriate accountability structures and processes.

Committee Guiding Principles:

- Recommendations of the Committee should be created to enhance CHA's transparency, accountability, equity and efficiency.
- The Committee will take its lead from the strategic planning directions/decisions of the May Board meetings – “Form follows function”.
- The goal of any and all recommendations of the Committee will be to enhance CHA's credibility with its members, governments and the public at large.
- The work and recommendations of the Committee must reflect the values of CHA's members, and respect for the organization's history.

Committee Membership:

- The Committee will be composed of a Chair and up to 5 additional members of the Board, including Directors At-Large. Members of the CEO Forum may also be considered for membership, but the majority of Committee members must be Members of the Board.
- The Chair will be the Chair-Elect or Past-Chair of the Board.
- The remaining members of the Committee will be appointed annually, at the first meeting of the Board following the Annual General Meeting. Members of the Committee will reflect the diversity of the Board and be nominated by the Chair of the Board.

Meetings:

- Meetings will be held at the call of the Chair of the Committee, or as directed by the Board, and will be sufficient to address the responsibilities of the Committee. The Committee will meet at a minimum three times per year.

Quorum:

- Quorum will be a majority of the members of the Committee.

Governance Committee Roles and Responsibilities

1. To monitor trends and best practices in corporate governance, periodically review the corporate governance guidelines and recommend changes as it deems appropriate in those guidelines, in the corporate governance provisions of CHA's By-Laws, and in the policies and practices of the Board.
2. To oversee the nominations and election processes of the Board.
3. To annually review and make recommendations to the Board regarding its process for evaluating the effectiveness of the Board and its Committees. The Committee shall oversee the annual assessment of Board effectiveness and report to the Board.
4. To ensure that all meetings of the Board are effectively evaluated.
5. To provide results of these evaluations to the Board for appropriate action.
6. To periodically review and make recommendations to the Board regarding new Director orientation and Director continuing education.
7. To advise the Board on succession planning.
8. To ensure an appropriate and relevant process is in place for evaluating the performance of the President/CEO.

Date Revised: February 2004

Date Last Revised: June 2011



6.2 TERMS OF REFERENCE OF THE FINANCE AND AUDIT COMMITTEE

The Board of Directors shall appoint a Finance and Audit Committee in accordance with the following terms:

COMPOSITION

1. The Finance and Audit Committee of the Board shall consist of six (6) persons who shall be the Chair of the Board, the Chair-Elect or Past-Chair, the President/CEO, and three (3) other Directors elected or appointed by the Board. The Committee Chair shall not be the Board Chair or the Chair of any other Committee created by the Board.
2. All Committee members must be experienced in interpreting financial documents, including a balance sheet, an income statement and a cash flow statement prepared in accordance with Canadian Generally Accepted Accounting Principles (GAAP). In addition, at least one Committee member should possess sufficient financial knowledge to be able to analyze and understand complete financial statements, including notes and auditors' assertions respecting the statements and other financial matters, prepared in accordance with Canadian GAAP.
3. Committee members must be independent, having no direct or indirect material relationship with the Canadian Healthcare Association or the external auditors.
4. Committee members shall hold office until the first annual general membership meeting following their election to office.

OBJECTIVES

The Finance and Audit Committee shall oversee the fiscal affairs of the Canadian Healthcare Association with the following objectives:

1. To provide financial advice and information to the Board, as necessary, so that the Board can fulfill its obligations.
2. To ensure that the financial transactions of the Canadian Healthcare Association are conducted in an effective and businesslike manner.
3. To ensure that longer-range planning and forecasting are undertaken to enable informed decisions on financial matters.

4. To ensure the Board that satisfactory accounting procedures, controls and audits are in place to record all financial transactions and that subsequent reports contain adequate financial information to demonstrate effective financial management.

MEETINGS

1. There shall be a minimum of three (3) meetings of the Finance and Audit Committee held in each year, such meetings to be held at the call of the Chair.
2. The Committee shall maintain minutes of its meetings to record its discussions and shall provide a report thereof to the next meeting of the Board.
3. The external auditors shall be advised of the names of the Committee members and may attend Committee meetings and be heard at those meetings on matters related to the external auditor's duties.

RESPONSIBILITIES AND DUTIES

The Finance and Audit Committee has the following responsibilities and will perform the following duties:

A. Financial Information

The Committee will:

1. review, advise and recommend that the Board approve the annual audited financial statements;
2. ensure that the Board receives on a timely basis, meaningful financial information regarding current financial results and up-to-date forecasts that provide information required for decision making;
3. review and advise the Board on:
 - a. the appropriateness of accounting policies and financial reporting practices and any proposed changes thereto;
 - b. any new or pending developments in accounting and reporting standards; and
 - c. significant estimates contained in the financial statements and other financial information.

B. Financial Plans and Budgets

The Committee will review operating and capital financial plans and budgets including:

1. the validity of fundamental assumptions and estimates; and
2. the overall consistency of all financial planning and budgeting information particularly with reference to strategic financial and operating deliverables and initiatives.

C. External and Internal Audit Activities

The Committee will:

1. assess the performance of the external auditor and review and recommend that the Board approve the engagement or reappointment of the external auditor each year.
2. oversee the activities of the external auditor by:
 - a. reviewing, assessing and receiving assurances as to the independence of the external auditor;
 - b. reviewing and approving the provision of non-audit services performed by the external auditor and advise the Board accordingly;
 - c. reviewing and approving the external audit plan including the engagement letter, materiality limits, staffing, timetable and proposed fees;
 - d. meeting at least annually with the external auditor without management present and permitting the external auditor to attend meetings of the Committee on request;
 - e. reviewing and advising the Board with respect to the conduct and reporting of the external audit with particular reference to any difficulties encountered or restrictions imposed by management; and
 - f. receiving, reviewing and advising the Board with respect to the external auditor's:
 - i. audit report;
 - ii. findings with respect to the appropriateness of accounting policies, management estimates and significant accounting and/or reporting issues;
 - iii. management letter including managements responses thereto and the evaluation of the internal control system; and
 - iv. other matters of relevance identified in the audit.

D. Internal Control, Risk Management and Information Systems

The Committee will review and advise the Board with respect to:

1. the system of internal control;
2. financial policies;
3. the strategic and operating risk assessment process to ensure that key strategic and operating risks are identified, assessed and risk mitigation strategies are implemented;
4. the information technology plan to ensure that it effectively supports or provides for current and future planning, operational and financial activities;
5. the security of financial information, financial information systems and disaster recovery plans; and
6. compliance with financial statutory obligations.

E. Investment Management Activity

The Committee will review and advise the Board with respect to the Canadian Healthcare Association's investments including policies and performance.

F. Insurance Coverage of Significant Risks and Uncertainties

The Committee will review and advise the Board with respect to the adequacy of insurance programs and coverage for significant risks and uncertainties.

G. Material Litigation

The Committee will review and advise the Board with respect to management's assessment of any material litigation risks; and the adequacy of provisions and estimates made in financial information including the financial statements relating to any material litigation issues.

As appropriate, the Committee may request that legal representatives attend Committee meetings to review significant litigation risks without management in attendance and may engage independent counsel and other advisors as required.

H. Terms of Reference for the Committee

The Committee will review its terms of reference and assess its effectiveness in meeting the needs of the Board each year.

Date approved: March 2010

Date Last Revised: February 2011



6.3 TERMS OF REFERENCE OF THE CHIEF EXECUTIVE OFFICERS ADVISORY COMMITTEE

MANDATE

The CEO Forum was created to function in an advisory role to the CHA Board, as well as to provide a networking opportunity for the chief staff officers of Members and to interact with CHA staff. The CEO Forum will provide advice to the CHA Board upon request, and proactively bring issues to the attention of the Board for further discussion.

COMPOSITION

The Chief Executive Officers Advisory Committee (the “CEO Forum”) shall consist of

- the President of the Association
- the Chief Executive Officers of each of the Active Members or their designate
- other CEO representatives as the group as a whole deems appropriate

CHAIR

The Chair of the CEO Forum will be elected by the CEOs for a two-year term, and confirmed annually.

A Chair-Elect will be identified at the end of the first year of the Chair’s two-year term to ensure continuity and stability of the Forum. The Chair-Elect acts in the absence of the Chair.

The Chair of the CEO Forum is a voting member of the CHA Board, as the representative of the CEO Forum.

MEETINGS

The CEO Forum shall meet at least once in each year, such meeting to be held at the call of the Chair of the CEO Forum at such place within Canada as such Chair shall determine. A meeting of the CEO Forum shall be called and held if a majority of the members of the CEO Forum request that a meeting be called.

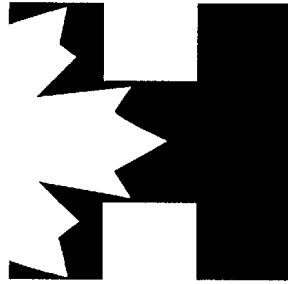
DUTIES

The CEO Forum shall:

- (1) consider such matters as the Board may request it to consider and, through the Chair of the CEO Forum, make recommendations to the Board thereon;
- (2) consider such matters as it may wish to consider and, if it considers it necessary or desirable to do so, forward recommendations through the Chair of the CEO Forum to the Board thereon.

Date Approved: June 2010

Date Last Revised: February 2011



SECTION 7

FINANCIAL INFORMATION

7.1 Current Budget

**7.2 Most Recent Audited
Financial Statements**



7.1 CHA 2011 Budget

For a copy of these documents, kindly contact Phil Dresch at pdresch@cha.ca or Roxanne Maynard at rmaynard@cha.ca



CHA 2011 Operating
Budget.xls



CHA Finance 101
Presentation

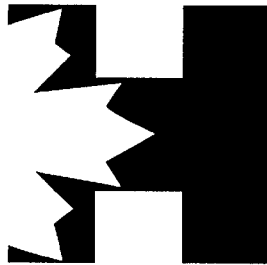


7.2 CHA 2010 Audited Financial Statements

For a copy of this document, kindly contact Phil Dresch at pdresch@cha.ca or Roxanne Maynard at rmaynard@cha.ca



CHA 2010 Audited
Financial Statements.



SECTION 8

INVENTORY OF POLICY BRIEFS, POLICY STATEMENTS, POSITION PAPERS AND PRE-BUDGET BRIEFS

For a copy of these documents, kindly contact Joyce Davy at jdavy@cha.ca or Roxanne Maynard at rmaynard@cha.ca



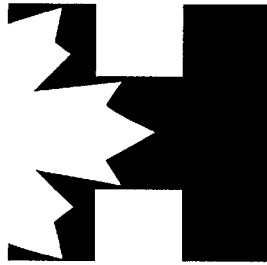
ARCHIVED Policy
Statements.xls



Policy Position
Inventory.xls



UPDATED Policy
Statements.xls



SECTION 9

CHA FORMS

9.1 Board Meeting Evaluation Form

9.2 Board Expense Claim Form

9.3 Declaration of Conflict of Interest

9.4 Code of Conduct

MEETING PROCEDURE

B.1	AGENDA	1	2	3	4	5
B.2	DISCUSSION FOCUSED	1	2	3	4	5
B.3	TIME ALLOCATED FOR DISCUSSION	1	2	3	4	5
B.4	TONE OF MEETING	1	2	3	4	5

COMMENTS: _____

STAFF SUPPORT

C.1	AGENDAS	1	2	3	4	5
C.2	BRIEFING NOTES	1	2	3	4	5
C.3	STAFF INPUT AT MEETING	1	2	3	4	5

COMMENTS: _____

MEETING FACILITIES

D.1	ROOM SETUP	1	2	3	4	5
D.2	CATERING	1	2	3	4	5

COMMENTS: _____

Factors that facilitated the Board's work

Factors that hindered the Board's work

What information/training would you find helpful in undertaking your responsibilities as a CHA Board member?

Additional Comments and Suggestions for Improvement

Thank You!

9.2 Board Expense Claim Form

For a copy of this document, kindly contact Phil Dresch at pdresch@cha.ca or Roxanne Maynard at rmaynard@cha.ca



Travel Expenses
(Blank Form)

9.3 CONFLICT OF INTEREST DECLARATION

CONFLICT OF INTEREST DECLARATION

Agenda item _____ deals with a subject matter in which I have the following potential conflict of interest. (Describe potential conflict of interest)

Signature: _____

9.4 CODE OF CONDUCT

CODE OF CONDUCT FOR THE BOARD OF DIRECTORS OF THE CANADIAN HEALTHCARE ASSOCIATION

This Code of Conduct which applies to all Directors, including at-large and ex officio, describes the conduct that is expected from the members of the Board.

CHA POLICY:

Board members are responsible for the effective governance of the association and shall conduct themselves according to the Rules of Conduct as follows.

EXPECTATIONS:

Each member supports the mission of CHA and accepts the fiduciary duties of Board membership that include avoiding any conflicts of interest and acting ethically and in good faith to ensure the best interests of the CHA.

CONFIDENTIALITY:

All members are expected to exercise their utmost discretion and retain as confidential any sensitive information that comes to them through their duties as a member of the Board.

RULES OF CONDUCT

1. Board members must acquaint themselves with the bylaws, vision and mission, policies and organizational structure of the association.
2. Board members must regularly attend Board meetings and the annual membership meeting of the association.
3. Board members must ensure that they are fully informed on issues requiring their decision.
4. Board members must not use their position of trust or information to secure special privileges or gain for themselves or any other persons.
5. Board members must declare any conflict of interest using a declaration form, in accordance with the Conflict of Interest Guidelines and absent themselves from discussions or votes on matters in which they have declared a conflict of interest. In order to facilitate such declarations or disclosures, the matter of conflict of interest shall be a standing item on Board meeting agendas.
6. Board members must not accept gifts, favours, or services from individuals, organizations, or corporations doing business with the association, other than normal exchanges of hospitality or tokens of gifts exchanged for reasons of protocol or participation in public functions.
7. Board members must carry out their responsibilities in a prudent and conscientious manner.

I acknowledge that I have read and understood the Code of Conduct and Conflict of Interest Guidelines for the Board of Directors of the Canadian Healthcare Association and agree to conduct myself in accordance with these guidelines

Date

Member Signature

Date Approved: