

TERMS OF REFERENCE ALBERTA HEALTH SERVICES BOARD MEMBER

(Approved July 29, 2016; Amended September 28, 2017; Amended June 1, 2021)

A. INTRODUCTION

Each member of the Alberta Health Services (**AHS**) Board (**Member**) must be proactive and diligent in the performance of AHS Board duties, demonstrating expertise, knowledge, and abilities to enhance decision-making in support of the principles of good governance. For greater certainty, the Board Chair and Vice-Chair are Members.

B. SCOPE

1. Each Member is accountable to the Minister of Health and works collaboratively to ensure AHS fulfills its mandate and responsibilities.
2. Each Member:
 - a) acts honestly and in good faith;
 - b) demonstrates a commitment to the principles and values of public service;
 - c) serves the best interests of AHS, even when there is a conflict, or an appearance of a conflict, with personal, group, or constituency interests, and declares any and all such interests in accordance with the AHS Conflict of Interest Bylaw;
 - d) respects privileged and confidential information acquired in the course of fulfilling their duties as an AHS Board member, and maintains the confidentiality of the same; and
 - e) complies with the requirements of the applicable legislation, the Mandate & Roles entered into by Alberta Health and AHS pursuant to the *Alberta Public Agencies Act*, and any applicable AHS bylaws and policies.

C. DUTIES

1. Personal Development

Recognizing that sound decisions are made by well-informed Members, each Member shall:

- a) participate in orientation and development programs as approved or required by the Chair;
- b) maintain an understanding of the health, legislative, business, social, and political environments within which AHS operates;
- c) develop and maintain an independent perspective; and
- d) generally act as an ambassador of AHS.

2. Internal Communication

Communication is fundamental to teamwork and building mutual respect. Each Member shall:

- a) participate fully in deliberations and discussions of the Board and Committees, as appropriate;
- b) communicate with the Chair, between Board and Committee meetings, including providing advance notice of the intention to introduce significant or previously unknown information on a subject matter for the Board or Committee's consideration;
- c) demonstrate openness and willingness to listen to the opinions of others; and
- d) focus inquiries on governance issues related to strategy, policy, and results rather than issues related to the day-to-day operations.

3. External Communication

It is essential that public statements made by Members support and are aligned with the best interests of AHS. Given the involvement of many Members in their community and/or profession, it can be challenging for the public to know what "hat" a Member is wearing when the Member makes a public statement or attends a conference or event.

- a) The Chair is the public spokesperson for the Board;
- b) the Chair is the primary conduit for communication between the Board and the Minister of Health; and
- c) notwithstanding clause 3a, the Chair, at their sole discretion, may authorize another Member to act as public spokesperson for the Board in a specific situation where the authority has been requested and granted.

4. Board and Committee Meetings

To enhance the effectiveness and efficiency of Board and Committee meetings, each Member shall:

- a) read reports and background materials provided for meetings;
- b) request through the Board Chair, in a timely manner, any additional information necessary for responsible decision-making;
- c) become knowledgeable about the purpose, goals, process, and role of the Board and its Committees; and
- d) attend and actively participate in Board and Committee meeting deliberations and recommendations.

D. ADMINISTRATION

These Terms of Reference shall be reviewed annually by the Board's Governance Committee and any proposed changes will be recommended to the Board for approval