

TERMS OF REFERENCE ALBERTA HEALTH SERVICES BOARD

(Approved: October 27, 2016; Amended September 28, 2017, December 12, 2018)

A. INTRODUCTION

The Alberta Health Services (**AHS**) Board is appointed by the Minister of Health (the **Minister**) in accordance with the *Regional Health Authorities Act* (Alberta). The Board fulfills its governance role by overseeing and providing direction to the President & Chief Executive Officer (the **CEO**) or the CEO's designate with regards to the conduct of the business and affairs of AHS.

B. SCOPE

1. Stewardship

The Board is accountable to the Minister for the governance of AHS. The Board shall act in the best interests of AHS and is responsible for its stewardship on behalf of the public including, but not limited to, promoting the vision, mission and values and ensuring good governance.

2. Legislative Responsibilities

The Board is responsible for the governance of AHS in respect of the following matters:

- a) promoting and protecting the health of the population in Alberta and working toward the prevention of disease and injury;
- b) assessing on an ongoing basis, the health needs of the population in Alberta;
- c) determining priorities in the provision of health services and allocating resources accordingly;
- d) ensuring that reasonable access to quality health services is provided to the population in Alberta; and

- e) promoting the provision of integrated health services in the best possible manner.

3. Governance

The Board has the responsibility for enhancing and ensuring effective governance of AHS (and where applicable, the health advisory councils, foundations, trusts and other entities for which AHS has a financial obligation or legal obligation or both) including:

- a) complying with relevant governing legislation and governance practices to contribute to the operational success of AHS;
- b) reviewing as required, significant governance and strategic documentation, roles and responsibilities and the corporate governance structure of directly or indirectly wholly-owned subsidiaries;
- c) performing such other functions as prescribed by law, or identified as emerging best practices in governance (particularly public sector governance) or in the Public Agencies Governance Framework;
- d) overseeing, by direct accountability and reporting to the Board, the offices of the AHS Chief Audit Executive and the AHS Ethics & Compliance Officer;
- e) overseeing matters related to human resources management, strategy and planning, compensation philosophy, and workforce engagement;
- f) overseeing management's administration on the following:
 - financial sustainability;
 - health and business planning, including operating and capital budgets;
 - unaudited financial reports;
 - capital submissions including facilities, equipment and information management/information technology;
 - banking, borrowing and investments;
 - contracts and agreements; and
 - financial risk management oversight.

- g) overseeing management's administration of the following matters:
 - enterprise risk management and compliance;
 - external financial reporting;
 - internal controls over financial reporting;
 - internal audit; and
 - external audit;
- h) overseeing management's responsibility to promote an environment of decision-making for clinical operations that ensures the quality and safety of health care, builds a culture of trust for patients and health care providers, provides equitable access to provincial health services for all Albertans, optimizes health outcomes and adheres to the Alberta Quality Matrix of Health;
- i) overseeing matters related to AHS' community engagement strategy and engagement approach, including those related to foundation relations, and establishing, disestablishing, amending the bylaws of health advisory councils, foundations and trusts in accordance with the legislation;
- j) overseeing management activities to ensure that the organization promotes regulatory and legal compliance;
- k) ensuring that policy and decision making activities support the foundational strategies of AHS; and
- l) ensuring adequate resource support is in place for the effective and efficient operations of AHS.

4. Relationships with Alberta Health, Health Professionals, and Other Key Stakeholders

The Board is responsible for establishing and maintaining effective relationships with Alberta Health, health professionals, and other key stakeholders, including:

- a) reporting through the Board Chair to the Minister as appropriate;
- b) fostering a collaborative and productive relationship between the Board, the CEO, Alberta Health, the Minister and the Government of Alberta;

- c) ensuring that the Board has effective communication processes with the Minister, Alberta Health, health professionals, and other key stakeholders; and
- d) receiving information from and providing information to key stakeholders regarding the Board's goals and objectives.

5. CEO and Executive Leadership Team

The Board:

- a) is responsible for the recruitment, direction, evaluation and dismissal of the CEO;
- b) shall delegate the day-to-day operations of AHS to the CEO;
- c) shall approve the compensation of the CEO;
- d) shall oversee the succession planning for the CEO and members of the AHS Executive Leadership team.

C. ADMINISTRATION

1. Terms of Reference

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.

2. Committees

The Board has the responsibility for establishing committees to assist the Board in carrying out its roles and responsibilities.

3. Investigations

In accordance with any applicable AHS policies or procedures or other similar documents, the Board:

- a) shall have the power to conduct or authorize investigations into any matters within the scope of its responsibilities;
- b) is empowered to retain counsel, accountants, forensic accountants, computer security specialists or other experts to conduct investigations on its behalf;
- c) can meet with or seek any information it requires from AHS employees (all of whom are directed to cooperate with the Board's requests) or external parties; and
- d) can meet with, external auditors or outside counsel as necessary.

4. Meetings

- a) Confidentiality

The nature and subject of discussions and deliberations on matters before the Board are confidential until such time as an item is approved by the Board and released publicly.

- b) Frequency

The Board shall meet at least 6 times each year at the call of the Chair of the Board.

- c) Quorum

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

- d) Notice

Notice of the time and place of every meeting of the Board shall be given electronically, or as agreed to by the Board Members, at least seven days in advance of a meeting. In the event the Board Chair determines an urgent requirement to meet, notice of the time and place of the meeting may be given electronically or

by telephone at least 24 hours in advance. Notice may be waived by a Board Member in any manner, including by unanimous consent of all Board Members. Attendance of a Board Member at a meeting is a waiver of the notice of the meeting, except where the Board Member attends for the express purpose of objecting to the transaction of any business on the grounds that the Board Member was not given adequate notice of the meeting.

e) Minutes

The Corporate Secretary or such other person acceptable to the Board shall act as recording secretary to attend at every Board meeting to take minutes. Minutes shall be approved by the Board at its next meeting.

f) Rules of Order

Unless provided otherwise in the AHS Amended General Bylaws or these Terms of Reference, Board business and conduct of the Board Members shall follow Robert's Rules of Order as may be modified by the Board Chair.