

TERMS OF REFERENCE COMMUNITY ENGAGEMENT COMMITTEE

(Approved July 29, 2016; Amended September 28, 2017, December 12, 2018)

A. PURPOSE

The Community Engagement Committee (the **Committee**) is a standing committee established by the Board (the **Board**) of Alberta Health Services (**AHS**). The purpose of the Committee is to consider, monitor, oversee, and make recommendations to the Board related to AHS' community engagement strategy and engagement approach. The Health Advisory Councils (HACs), the Provincial Advisory Councils (PACs), and the Wisdom Council will have a reporting relationship to the Board through the Committee. The Committee will also oversee AHS strategy related to foundation relations and approve foundation appointments for "established foundations" and "continued foundations."*

*Established foundations are those foundations for which AHS appoints all voting trustees for foundation boards. AHS appoints one voting trustee to the boards of a continued foundation. AHS has no ability to appoint trustees to exempt foundations. Status of foundations is outlined in Foundation Bylaws.

B. SCOPE

1. Committee Approval and Recommendations

The Committee may consider and provide feedback relating to matters forwarded by management, HAC Chairs, or the Board, or on its own initiative, and:

- (a) may approve matters which are administrative and non-substantive in nature such as those customarily made to: confirm the accuracy and completeness of the Committee's own minutes; conduct all or a portion of the Committee meeting *in camera*; and approve the Committee's meeting agenda and changes to the agenda;
- (b) may refer matters to another committee of the Board for further consideration; and
- (c) may make recommendations for approval to the Board on matters of a substantive nature.

2. Community Engagement Vision and Strategy

The Committee shall oversee AHS' community engagement strategy, including regular reports on the scope and reach of activities, incorporation of community inputs to planning and decision making, and feedback to communities.

Alberta Health Services' Health Advisory Councils, Provincial Advisory Councils, and the Wisdom Council will report to the Community Engagement Committee, with organizational reporting to:

- i. Health Advisory Councils and Provincial Advisory Councils – Community Engagement and Communications; and
- ii. Wisdom Council – CEO.

The Committee members will help further alignment, communications, and relationships with foundations, trusts and auxiliaries.

C. Governance Responsibilities

The Committee shall:

- (a) evaluate, on an annual basis, its performance and review its Terms of Reference and shall, as it considers appropriate, propose any changes to the Governance Committee for recommendation for approval by the Board, as required;
- (b) ensure adequate resources and support are in place to enable the Committee to fulfill its duties effectively and efficiently; and
- (c) fulfill such other duties as may be assigned to the Committee by the Board.

D. MEMBERSHIP

1. Members

The Committee comprises:

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

- (d) the President and CEO (**CEO**) shall be a non-voting *ex officio* member of the Committee and all other Members not appointed by the Chair of the Board shall be non-voting members of the Committee. The CEO may appoint another individual to attend a Committee meeting as an *ex officio* non-voting Committee member in his or her absence.

2. Term of Office

The terms of individuals appointed under D.1.(b) shall be determined at the time of appointment.

3. Committee Chair and Vice Chair

The Chair of the Board shall appoint a Committee chair and a vice chair from among the voting members of the Committee. In the absence of the Committee chair, the vice chair shall chair the meeting.

4. Vacancies

The Chair of the Board may appoint a successor to serve for the balance of a vacated Committee member's term.

5. Advisors

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

E. MEETINGS

1. Confidentiality

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

2. Frequency

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

3. Quorum

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

4. Notice

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

5. Report and Recommendations

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

6. Minutes

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

7. *In camera* Discussions

The Committee shall meet *in camera* with management in separate sessions to discuss any matters that should be discussed privately with the Committee.

8. Rules of Order

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