



# GENERAL BYLAW

Improving Healthcare Together





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## SECTION 1 - INTERPRETATION

### 1.0 Definitions

- a) “**Act**” means the *Health Quality Council of Alberta Act*, S.A. 2011, c. H-7.2, and any regulations made under the Act;
- b) “**Board**” means the board of directors established under the Act;
- c) “**Council**” means the Health Quality Council of Alberta;
- d) “**Bylaw**” means this Bylaw;
- e) “**Chair**” means the Member designated as the Chair by the Minister and includes a Member acting as Chair under this Bylaw;
- f) “**CEO**” means the person appointed as Chief Executive Officer of the Council;
- g) “**Committee**” means a Committee established by the Board;
- h) “**Corporate secretary**” means the employee of the Council appointed by the Board as the Corporate Secretary;
- i) “**Deputy Minister**” means the Deputy Minister of the Minister and includes a delegate of the Deputy Minister;
- j) “**Employee**” means any individual employed by the Council;
- k) “**Member**” means a member of the Board;
- l) “**Minister**” means the Minister assigned responsibility for the Act under the *Government Organization Act*;;
- m) “**Officer**” means an Officer of the Board appointed under clauses 3.2;

Unless otherwise defined in this Bylaw, all words and expressions used in this Bylaw have the same meaning as in the Act.

### 1.1 Conflict with Act/Unenforceable Provisions

If any provision of this Bylaw is determined to be void by a Court, the provision is severed from the rest of the Bylaw, and the remaining provisions of the Bylaw remain in effect.

## SECTION 2 - BUSINESS OF THE COUNCIL

### 2.0 Fiscal Year

The fiscal year of the Council is from April 1 to March 31, unless otherwise directed by the Minister.

## **2.1 Execution of Instruments**

- 2.1.1 Subject to clause 2.1.3 the Board may by resolution delegate general or specific signing authorities to Members or employees as the Board considers appropriate.
- 2.1.2 The Board shall establish policies for the delegation of signing authorities in relation to financial matters.
- 2.1.3 In exercising its discretion to delegate signing authorities in relation to financial matters, the Board shall comply with the policy that has been established under clause 2.1.2 and shall comply with any Bylaw directly addressing financial matters

## **SECTION 3 - MEMBERS AND OFFICERS**

### **3.0 Action by the Council**

- 3.0.1 The Board may act by Bylaw or resolution.

### **3.1 Chair**

- 3.1.1 The Chair shall:
  - a) call and preside over the meetings of the Board;
  - b) establish the agenda for Board meetings with input from the Members, the CEO and the Board's Committees; and
  - c) be entitled to participate in and vote at all Committee meetings and shall be counted in the quorum of the Committee when the Chair is in attendance.

### **3.2 Officers of the Board**

- 3.2.1 The Board may, from time to time, elect a Member to act as Vice-Chair, in which event the Board shall determine the roles and responsibilities assigned to that Vice-Chair.

### **3.3 Acting Chair**

- 3.3.1 In the event that the Chair is absent from any particular meeting of the Board or unavailable to exercise his or her authority or the position is vacant, and no Vice-Chair has been appointed under clause 3.2.1 the Board shall designate one of its Members to be the Acting Chair.
- 3.3.2 The Acting Chair shall have the same entitlements and responsibilities as the Chair while the designation is in effect.

### **3.4 Conflict of Interest**

In the event of a conflict between the terms of this Bylaw and any Bylaw enacted by the Board to govern Member or Employee conduct or conflict of interest, the latter shall prevail.

### **3.5 Fair Value Principle**

- 3.5.1 Neither the Council nor the Board shall confer a benefit on or transfer property or money to any person unless Council receives fair value in exchange for the benefit or transfer.
- 3.5.2 Nothing in section 3.5.1 restricts the Council or the Board from returning
- a) unexpended grant monies provided by the Minister, or
  - b) property provided by the Minister
- to the Minister or to another person at the Minister's direction without regard for the need for fair value in exchange.
- 3.5.3 Nothing in section 3.5.1 restricts the Council or Board from
- a) disposing of property that has no material value by gift;
  - b) providing grants, subsidies or benefits to a person, approved by the Board, for the purpose of advancing the mandate of the Board and the Council
- without regard for the need for fair value in exchange.

### **3.6 Chief Executive Officer**

- 3.6.1 The Board shall appoint a CEO by resolution.

### **3.7 Corporate Secretary**

- 3.7.1 The Corporate Secretary shall be responsible to:
- a) attend all meetings of the Board unless excused by the Chair;
  - b) serve notice of Board meetings;
  - c) record or cause to be recorded in an appropriate manner the proceedings of the Board and Board Committee meetings;
  - d) receive and attend to all correspondence of the Board;
  - e) act as custodian of all records and reports of the Board and of all Committees;
  - f) assist in ensuring the business of the Board complies with legislative and legal requirements, and
  - g) perform such other duties as usually pertain to the office of Corporate Secretary or as are assigned by the Board.
- 3.7.2 In the absence of an appointed Corporate Secretary, the Board shall appoint one of its Members or an employee of the Council to be responsible for the recording of minutes of meetings of the Board.

### **3.8 Board Vacancies**

The Chair shall immediately advise the Minister in writing of any vacancy on the Board.

## **SECTION 4 - COMMITTEES**

**4.0** Annually at a meeting in September, the Board shall appoint members to the following standing committees:

- 4.0.1 Executive Committee
- 4.0.2 Audit and Finance Committee
- 4.0.3 Quality Assurance Committee, and
- 4.0.4 Board Education Committee

**4.1** Before the meeting of the Board in September, the Chair shall submit to the Board a proposed slate of Committee Chairs and Committee Members for the Board's consideration and approval.

**4.2** The Board may at any other time appoint such other Committees, including standing Committees, as the Board considers appropriate.

**4.3** No Committee may bind or represent the Board unless the Board has authorized that particular Committee to do so.

## **SECTION 5 – BOARD MEETINGS**

### **5.0 Meetings**

The Board may meet at such places and at such times as the Board deems fit, however not less than 8 times per year.

### **5.1 Regular Meetings**

The Board may appoint a particular day or days in any month for regular meetings of the Board at a place and hour named.

### **5.2 Special Meetings**

Special meetings of the Board may be called by the Chair, on notice provided to the Members and the Deputy Minister in advance of the meeting.

### **5.3 Organizational Meeting**

If the number of Members appointed by the Minister since the last regular meeting of the Board is such that 50% or more of the Members are new to the Board, then the Board shall hold an organizational meeting no later than 60 days after the effective date of the last appointment by the Minister.

### **5.4 Meeting by Telecommunication**

The Board may meet in person, by teleconference or by any other communications technology that permits all persons participating in the meeting to communicate with each other.

## **5.5 Calling of Meetings**

The Corporate Secretary shall convene a meeting of the Board on:

- 5.5.1 the direction of the Chair; or
- 5.5.2 the delivery to the Chair, the CEO and the Corporate Secretary of a written request made by any 2 or more Members, provided that such written request, together with a proposed agenda, is delivered to the Chair, the CEO and the Corporate Secretary at least 5 days before the date proposed for the meeting.

## **5.6 Notice of Meetings**

- 5.6.1 Notice of a meeting of the Board may be given by:
  - 5.6.1.1 providing written notice of the time and place of meetings to each Member and the Deputy Minister not less than 3 days in advance of a meeting.
  - 5.6.1.2 providing each Member and the Deputy Minister with a set of minutes from a meeting of the Board in which the Board adopted a schedule of regular meetings under 5.1.
- 5.6.2 The proposed agenda and supporting material for a meeting of the Board shall be given to each Member and the Deputy Minister not less than 3 days before the date of the meeting.
- 5.6.3 A Member may waive notice of or otherwise consent to a meeting of the Board, in which event such waiver or consent and the manner of communication of such waiver or consent shall be recorded in the minutes of that meeting.
- 5.6.4 Notice of a subsequent meeting may be given orally at a meeting of the Board, provided that such notice is confirmed by written notice to the Members and the Deputy Minister as soon as possible thereafter.

## **5.7 Method of Notice Under the Act or this Bylaw**

- 5.7.1 Any notice required by the Act or this Bylaw shall be sufficiently given:
  - a) if delivered personally to the person concerned;
  - b) if delivered by electronic transmission to the email address of the person concerned, provided that the email address has been provided to the Council for that purpose;
  - c) if delivered by electronic transmission to the facsimile number of the person concerned, provided that that facsimile number has provided to the Council for that purpose; or

- d) if mailed to him or her at his or her address on record with the Council by prepaid mail.

5.7.2 In the event of delivery of notice in accordance with paragraphs 5.7.1 b. or c., the sender must have proof of receipt in order for notice to be sufficiently given.

5.7.3 A notice delivered by mail pursuant to paragraph 5.7.1 d. above is deemed to be received 3 business days after the date it is postmarked.

5.7.4 The presumption of notice received by any means other than personal delivery to the person concerned may be rebutted by the person concerned.

## **5.8 Quorum**

5.8.1 The quorum for any meeting of the Board is a simple majority of Members.

5.8.2 The quorum for any Committee meeting is 50% of the voting members of that Committee.

## **5.9 Chair to Preside**

5.9.1 The Chair shall preside at meetings of the Board.

5.9.2 In the absence of the Chair, the Vice-Chair shall preside at a meeting of the Board.

5.9.3 In the absence of the Chair, and the absence of a Vice-Chair, then the Acting Chair shall preside at a meeting of the Board.

## **5.10 Conduct of Meetings**

5.10.1 The Board may establish the procedures to be used at Board and Committee meetings.

5.10.2 If the Board does not establish procedures under 5.10.1, the provisions of Robert's Rules govern the procedures at Board and Committee meetings.

5.10.3 If, Robert's Rules govern under 5.10.2, the Board may waive these requirements for one or more meetings.

## **5.11 Votes to Govern**

At meetings of the Board and Committees, questions shall be decided by a majority of the votes cast on the question. A Member or member of a Committee, as the case may be, present at a meeting shall be taken to have consented to the question put to a vote unless he advises the meeting of his or her abstention or dissent.

## **5.12 Resolutions**

5.12.1 A Board or Committee decision of any matter requiring its approval shall be signified by a resolution.

- 5.12.2 A resolution of a Board or Committee may be passed at a meeting under article 5.12 or through a written resolution.
- 5.12.3 A written resolution is as valid as if it had been passed at a meeting if it is:
- a) provided to all members of the Board or the Committee, as the case may be; and
  - b) signed by a majority of Members, or a majority of the Committee, as the case may be.
- 5.12.4 For the purposes of section 5.12.3:
- a) “written” includes email communication and other forms of electronic communication that is accessible so as to be usable for subsequent reference;
  - b) “signed” includes an electronic signature that comprises unique electronic information that a member creates or adopts in order to sign a record and that is in, attached to or associated with the record.
- 5.12.5 The Board may adopt verification and security protocols that apply to:
- a) the use of electronic communications in the distribution of resolutions, and
  - b) electronic signatures.

### **5.13 No Proxy**

Members and members of Committees may not vote by proxy.

### **5.14 Adoption of Minutes**

- 5.14.1 At each meeting, the Board shall adopt the minutes of the previous Board meeting, and shall:
- a) share a copy of all adopted Board minutes with the Minister within two weeks of being adopted.

## **SECTION 6 - RECORDS, INSPECTIONS**

**6.0** Subject to the Act, the Council shall prepare and maintain records containing the following:

- 6.0.1 the Act, copies of any Bylaws made by the Board and approved by the Minister, the Orders of the Minister appointing Members;
- 6.0.2 minutes of the meetings and resolutions of the Board;
- 6.0.3 copies of financial statements, reports and information required by the Act to be delivered or submitted to a named official or legal entity;
- 6.0.4 such further and other records and information as the Board may from time to time require to be recorded.

**6.1** The Council shall make public any Bylaws made by the Board and approved by the Minister.

## **SECTION 7 – INDEMNIFICATION AND LIMITATION OF LIABILITY**

### **7.0 Definitions**

In this section,

- a) Member includes a former Member,
- b) Officer includes a former Officer; and
- c) Employee includes a former Employee.

### **7.1 Indemnity**

Except in respect of an action or claim by or on behalf of the Council against a Member, Officer or Employee, the Council shall indemnify any Member, Officer or Employee, his or her heirs and legal representatives, against costs, charges and expenses, including any amount paid to settle an action or satisfy a judgment, reasonably incurred by that person with respect to a civil, criminal or administrative action or proceeding to which that person is made a party by reason of holding such a position if that person acted honestly, in good faith and with a view to the best interests of the Council, and in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, if that person had reasonable grounds for believing that the conduct was lawful.

### **7.2 Limitation of Liability of Members, Officers and Employees**

No Member, Officer or Employee shall be liable for any loss, damage or expense incurred by the Council unless the loss, damage or expense arises from or as a result of the Member's, Officer's or Employee's fraudulent conduct, dishonest conduct, bad faith conduct, or breach of fiduciary duty.

## **SECTION 8 - COMING INTO EFFECT**

This General Bylaw is effective upon approval by the Minister of Health, and replaces the General Bylaw approved by the Minister of Health and Wellness on November 16, 2006.

Adopted by members of the Health Quality Council of Alberta Board this 28th day of October, 2020.

**<Original signed by B. Windwick>**  
\_\_\_\_\_  
Brent Windwick, Q.C., Chair

Approved in accordance with the Enactments, this 26th day of January, 2021.

**<Original signed by T. Shandro>**  
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Tyler Shandro, Minister of Health