

SAHTU

HEALTH AND SOCIAL SERVICES AUTHORITY

BY-LAWS

SAHTU HEALTH AND SOCIAL SERVICES AUTHORITY BY-LAWS

PREAMBLE

In keeping with the goals, mission, vision and values of Sahtu Health and Social Services Authority, and recognizing that the governing body of the Health and Social Services of the Sahtu Region, is responsible for providing and assessing adherence to the high standards of excellence and compassion in the endeavours of the health and social services programs, the members of the health and social services authority, hereby enact these By-Laws, which will regulate the affairs of Sahtu Health and Social Services Board and all it's programs/facilities, herein set forth in conformance with and complementary to the provision set by the Minister of Health and Social Services, an in accordance with the legislation of the time or the *Hospital Insurance and Health and Social Services Administration Act S.N.W.T. 1988, C.24.*

We the undersigned hereby declare that we desire to have a Board of Management under the *Hospital Insurance and Health and Social Services Administration Act S.N.W.T. 1988, C.24,* and the Board of Management shall comply with all Government of the Northwest Territories policies.

Approved and passed by Sahtu Health and Social Services Authority Board, in the Town of Norman Wells in the Northwest Territories on the 7th day of May, 2010.



Diane Bailes,
A/Chairperson



Chad Fehr,
Chief Executive Officer

Approved by the Minister of Health and Social Services, in the City of Yellowknife, in the Northwest Territories, on the 14th day of June 2010.



Honourable Sandy Lee
Minister of Health and Social Services
Government of the Northwest Territories

SAHTU HEALTH AND SOCIAL SERVICES AUTHORITY BY-LAWS

TABLE OF CONTENTS

| | | |
|--------------|---|---------|
| | Preamble | Page 2 |
| | Vision, Mission, Values and Guiding Principles | Page 4 |
| | Introduction | Page 6 |
| Article I | Definitions | Page 7 |
| Article II | Membership | Page 9 |
| Article III | Responsibilities of the Board | Page 11 |
| Article IV | Board Operations | Page 12 |
| Article V | Code of Conduct | Page 20 |
| Article VI | Responsibilities of the Chairperson | Page 22 |
| Article VII | Responsibilities of the Board Trustee | Page 23 |
| Article VIII | Responsibilities of the Chief Executive Officer | Page 25 |
| Article IX | Banking and Investment | Page 26 |
| Article X | Auditor | Page 26 |
| Article XI | By-Laws and Amendments | Page 26 |
| | Appendix | Page 27 |
| | Signatory of all Trustees | Page 28 |

SAHTU HEALTH AND SOCIAL SERVICES AUTHORITY BY-LAWS

Vision, Mission, Values and Guiding Principles

The Vision, Mission, Values and Guiding Principles are established to direct and guide all activities of an organization and its corresponding agencies and departments.

Our vision:

“People, families and communities of the Sahtu are mentally, emotionally, spiritually, and physically healthy, and are strengthened by the Sahtu cultures.

Our mission statement:

“To work together with individuals, families, communities, and partners to promote, maintain and enhance the physical, mental and social health of the people in the Sahtu, acknowledging the importance of personal spirituality of holistic health”

VALUES

- Respect – We respect people, differences of culture, tradition, values, and privacy.
- Honesty & Openness – We serve being honest and open, striving to earn the trust of the people we serve.
- Commitment to Education – We embrace both traditional and modern methods of education and learning, and recognize the importance of educating ourselves and the people we serve.
- Continuous Improvement – We continuously seek ways to improve the way we do things in our control, and meet or exceed national standards in all areas of operation and service delivery.
- Safety – We seek to keep the people we serve, and our employees safe.
- Creativity – We recognize that there are many roads to meet a destination. We focus on achieving the outcome, even if we have to deviate from the normal path to get there.
- Service – We serve with compassion, the people and our staff in the Sahtu.

SAHTU HEALTH AND SOCIAL SERVICES AUTHORITY BY-LAWS

GUIDING PRINCIPLES

- Universality:** All residents of the NWT should have access to the services they need, and should be treated fairly and with respect.
- Personal Responsibility:** Individuals and families should recognize their personal responsibilities to address their own health and social needs.
- Basic Needs:** Publicly-funded programs and services should address basic health and social needs when those cannot be met by an individual or family.
- Sustainability:** The health and social services system should operate in a way that does not threaten its ability to meet basic needs over the long-term.
- Continuum of Care:** Programs and services should fit together as seamlessly as possible and will be integrated with other GNWT services whenever possible.
- Prevention Oriented system:** All activities of the health and social services system should support the maintenance of physical, social and mental health, in addition to the treatment of illness and injury.
- People Oriented system:** All Activities of the health and social services system should support an approach that puts people first.
- Appreciation of Staff:** The knowledge, experience and contribution of Health and Social Services staff should be valued and respected.
- Culture and Tradition:** The cultures and traditions of the people of the NWT should be represented and respected throughout the service delivery system, including staffing.

SAHTU HEALTH AND SOCIAL SERVICES AUTHORITY BY-LAWS

INTRODUCTION

- a) The name of the Board of Management is established by order of the Minister of Health and Social Services (MHSS) for the Northwest Territories to be “Sahtu Health and Social Services Authority” (SHSSA). This reflects the role of the authority as an operating Authority with administrative and delivery responsibilities.
- b) The objective of the Board of Management is to manage, control and operate each health facility and social services facility for which it is responsible under the Authority of Subsection 13, of the Hospital Insurance and Health and Social Services Administration Act S.N.W.T.
- c) The regional office is responsible for the overall administration and management of health and social services program delivery.
- d) The facilities governed by the Board of Management are: Health and Social Services Centers, Stations and Wellness Centers will be the basis of the Health and Social Services system in the Sahtu Region. The centers are located in Norman Wells, Fort Good Hope, Tulita and Deline. The Health Station is located in Colville Lake.
- e) NWT Model of Trusteeship defines and describes the roles, responsibilities and accountability of Authority Trustees, and their relationship within the health and social services system. The model reflects NWT priorities, fosters Trustee cohesion and collaboration, will help to improve board functioning, and provides for essential training.
- f) From this point forward Board of Management will be referred to as the Board.

SAHTU HEALTH AND SOCIAL SERVICES AUTHORITY BY-LAWS

ARTICLE I: DEFINITIONS

| | |
|-----------------------------|--|
| Authority | Refers to Sahtu Health and Social Services Authority |
| Board | The Board refers to the Board Chair and Trustee members, of Sahtu Health and Social Services Authority |
| CEO | The Chief Executive Officer hired by the Board to be responsible for the general administration, organization and management of all the health and social services, programs and facilities under the direction of the Board |
| Client | Unless otherwise specified, any in-patient, outpatient or other patients of the health centers, nursing stations or any individual receiving services or affiliated with any social services or health program and/or facility |
| Code of Conduct | Code of Conduct respecting Conflict of Interest and Oath of Office and Secrecy For the Employees of the Government of the Northwest Territories; March, 2008 |
| Conflict of Interest | Conflict of Interest Act R.S.N.W.T. 1988, c. C-16 and Subsequent Amendments |
| Ex-Officio | Membership 'by virtue or because of an office' and includes all rights and responsibilities excluding proposal of resolutions and the power to vote |
| SHSSA | Sahtu Health and Social Services Authority |
| DHSS | Department of Health and Social Services, Government of the Northwest Territories |
| Facility | Health Center, Social Services, Long Term Care, or any other health and social services facilities or programs, operated or funded by Sahtu Health and Social Services Authority |

SAHTU HEALTH AND SOCIAL SERVICES AUTHORITY BY-LAWS

| | |
|-----------------------|---|
| Family | Refers to immediate family as father, mother, brother, sister, spouse, common-law spouse, child, step-child, foster child, father-in-law, mother-in-law, grandmother, grandfather, and any relative permanently residing in the employee or Board member's household or with whom the employee or Board presently resides. |
| GNWT | Government of the Northwest Territories |
| HIHSSA ACT | Hospital Insurance and Health and Social Services Administration Act R.S.N.W.T., 1988 c. T-3, and Subsequent Amendments |
| Minister | Refers to the 'Minister of Health and Social Services' of the Northwest Territories |
| Organization | Organization units of the SHSSA supplying health care and/or social services to an identified population of clients |
| STHA | Stanton Territorial Health Authority, in the City of Yellowknife, NT |
| Trustee | An elected or appointed individual from any one of the five (5) communities, in the Sahtu Region, who is charged with the responsibility of governing the SHSSA, pursuant to Section 10 (1) of the HIHSSA: "The Minister may, by order, establish a Board of Management for one or more health facilities or social services facilities". |
| Year | The fiscal year commencing April first (1 st) and ending March thirty-first (31 st) of the following year |
| Interpretation | Except where the context otherwise requires, or except where terms have been defined hereunder, all words used in this By-Law have the same meaning as they have under the Interpretation Act R.S.N.W.T., 1988, c. I-8, and Subsequent Amendments. |

SAHTU HEALTH AND SOCIAL SERVICES AUTHORITY BY-LAWS

ARTICLE II: MEMBERSHIP

2.1 Appointment

- a) The Chairperson and Trustees of the Authority are appointed, by order of the Minister, pursuant to Section 10 of the *HIHSSA* of the Northwest Territories.
- b) The Chairperson of a Board holds office during pleasure and, subject to subsection (2), the members shall hold office for a term of three years.
- c) The term of each of the Trustees are established by order of the Minister pursuant to Section 11(2) of the *HIHSSA* of the Northwest Territories
- d) Members of the Authority is composed of a Chairperson, and seven members; one member from each of the five communities in the Sahtu region and two regional representatives; an Elder representative and a Youth representative. Members are expected to represent the community at large, rather than one constituency or interest group.
 1. Norman Wells, NT
 2. Fort Good Hope, NT
 3. Deline, NT
 4. Tulita, NT
 5. Colville Lake, NT
 6. Sahtu Region Elder Representative
 7. Sahtu Region Youth Representative
- e) The Minister may, at the expiration of the term of office of a member of a Board, reappoint that member, but no person shall hold office for more than three consecutive terms
- f) Where, for any reason, a vacancy occurs in the membership of a Board, the Minister may appoint another person to fill the vacancy for the un-expired term of office of the member being replaced
- g) The following persons are not eligible for appointment to the Board; Section 10(6) of the *HIHSSA*: "Notwithstanding subsections 11(1) and (2), a person who is

SAHTU HEALTH AND SOCIAL SERVICES AUTHORITY BY-LAWS

1. An employee of a health facility or social services facility
 2. An employee of a person operating a health facility or social services facility and who performs any work at the facility
 3. A medical practitioner or a dentist having privileges at a health facility or social services facility
 4. An employee, financial advisor, or official of an organization that represent any employee mentioned in paragraph (1) or (2) in collective bargaining
 5. The auditor or solicitor of a health facility or social services facility, or
 6. A spouse or dependent of a person referred to in paragraphs (1) to (5), is not entitled to be or to continue to be the chairperson or a member of a Board or any other body constituted to manage the health facility or social services facility.
- h) Any person who, subsequent to their appointment, becomes a person to whom subsection (g) applies, automatically ceases to be eligible to be the Chairperson or a member of the Board, or any other body constituted to manage the health facility or social services facility and shall resign their position as such
- i) Where it is deemed necessary to consider removal, for cause, of a member from the Board, two thirds (2/3) of the appointed members must be in agreement
- j) The Trustee so recommended for removal will have an opportunity to present their case in person to the Board. The Trustee so recommended will be ineligible to vote in respect to the recommendation for their removal
- k) Where the Board votes to remove a Board Trustee for cause, the Board shall recommend termination of their appointment in writing to the Minister
- l) Any member who moves from the Sahtu Region or from the community, which they represent, shall be deemed to have resigned their seat on the Board and shall notify their nominating party of their intention.

2.2 Confidentiality

- a) Every Board Trustee, officer and employee shall respect and adhere to the confidentiality of matters brought before the Board
- b) The Board shall give authority to one or more Board Trustees or employees of the Regional Board to make official statements to the news media or public about matters brought before the Board.

SAHTU HEALTH AND SOCIAL SERVICES AUTHORITY BY-LAWS

ARTICLE III: RESPONSIBILITIES OF THE BOARD

3.1 Powers and Duties

The powers and duties of the Board shall be as set out in Section 13 of the *HIHSSA* of the Northwest Territories, and in any Agreement with the DHSS.

3.2 Responsibilities

The Board shall, subject to Article 3.1:

- a) Appoint a CEO who shall be responsible for the total management of the facilities for which the Authority is responsible, according to the policies and By-Laws established by the Board and any Agreement with the DHSS
- b) Appoint and annually re-appoint the members of the medical staff. STHA has the mandate to take on the role of a Territorial Credentials Committee. Territorial credentialing for the re-appointment of Physician Credentials will continue to be granted by the Health Authority governing the institution.
- c) Ensure that the health and social services, which are provided, have properly qualified staff, appropriate facilities, and equipment as are consistent with the needs of clients and priorities of SHSSA
- d) Prepare an annual report on the operation of the health and social services facilities for submission to the Minister
- e) Ascertain that methods are established for the regular implementation, monitoring and evaluation of the quality of care and cost effectiveness of programs in the health and social services facilities in relation to accepted standards, and
- f) Monitor and maintain adequate control of expenditures; to provide for the safe administration of all funds; and the maintenance of accurate financial records and related activities of the regional programs
- g) Shall maintain and review the Bylaws appropriate to the fulfilment of the responsibilities

SAHTU HEALTH AND SOCIAL SERVICES AUTHORITY BY-LAWS

ARTICLE IV: BOARD OPERATIONS

4.1 Annual Meeting

- a) Notice of an Annual Meeting of the Board shall be given by publication for two consecutive weeks in advance of the meeting, on the Norman Wells Community Channel, public bulletin boards, radio announcement and in each community's Band office and Land Corporation.
- b) The meeting is to inform the public about the Board's operation over the past year, and shall be open to the public
- c) The meeting is to be held as soon as it is practical after the Board Auditor's annual statement for the previous year's activities have been prepared
- d) The meeting may take place in a location other than Norman Wells.
- e) All Agenda items requiring an action shall be recorded as a Motion

Annual Meeting Agenda

The following order of business transacted at the Annual meeting shall include:

- 1 Call to Order
- 2 Annual Report on the health and social services programs
- 3 Report of the Board Auditor
- 4 Discussion, and
- 5 Adjournment

4.2 Regular Meetings

- a) Regular meetings of the Board shall be held at least 3 times per annum at a place and time to be determined by the Board
- b) Once a Regular Meeting has been called, it cannot be cancelled without two- weeks notice
- c) The agenda, relevant information and minutes of the previous meeting shall accompany notice of each regular meeting, and shall be forwarded to each member; extra copies will be available for the visiting public; a tentative agenda should be in the hands of the Trustees at least two weeks before the meeting, and
- d) Members of the public, employees, Trustees, etc., shall be able to place items of business on the agenda by writing or contacting the CEO 's office and outlining, in the request, the business to be discussed
- e) All Agenda items requiring an action shall be recorded as a Motion

SAHTU HEALTH AND SOCIAL SERVICES AUTHORITY BY-LAWS

Regular Meeting Agenda

The following order of business transacted at the regular meetings shall include:

- 1 Opening Prayer
- 2 Call to Order
- 3 Consideration and Adoption of an Agenda
- 4 Conflict of Interest Declarations
- 5 In Camera
- 6 Delegation
- 7 Adoption of the Minutes of the last Regular Meeting, and of all intervening meetings
- 8 Business arising from Minutes
- 9 Report of the Chief Executive Officer, which will include program areas under: Executive, Finance and Operations, and Risk Management
- 10 Report of the Director, Community Programs and Services, which will include program areas under: Health and Social Services core programs
- 11 Reports of Board members
- 12 New business
- 13 Correspondence
- 14 Open Discussion, and
- 15 Adjournment

4.3 Special Meetings

- a) The Chairperson may call a Special meeting of the Board at any time, and the Chairperson shall call a special meeting on the written request from any 3 members
- b) Reasonable notice of all special meetings shall be given in such form and at such time as the Chairperson may direct, stating the business to be discussed
- c) Special meeting may be attended in person at a designated location or attended by phone conference where and when appropriate
- d) All Agenda items requiring an action shall be recorded as a Motion

Special Meeting Agenda

The following order of business shall be observed at all special meetings:

- 1 Call to Order
- 2 Discussion and transaction of the business for which the meeting was called, and
- 3 Adjournment

No business other than that stated in the notice may be dealt with at a Special meeting.

SHATU HEALTH AND SOCIAL SERVICES AUTHORITY BY-LAWS

4.4 Executive Committee Meetings

- a) The Chairperson may call an Executive meeting of the Board at any time, and the Chairperson shall call an Executive meeting on the written request from any 3 members
- b) The Chairperson, Vice-Chairperson and an additional two designated Trustees will sit on the Committee. There will be no Trustee alternate
- c) The CEO or designate attends each meeting to provide executive support to the decisions and discussions of the committees
- d) The committee would act on behalf of the Board on issues which require attention and should not wait until the next regular meeting of the Board
- e) Minutes of the meeting will include all decisions and discussions by the committee; for inclusion on the agenda at the next regular meeting
- f) To perform other duties as the Board may direct

Executive Meeting Agenda

The following order of business shall be observed at all Executive meetings:

- 1 Call to Order
- 2 New Business
- 3 Discussion and transaction of the business for which the meeting was called, and
- 4 Adjournment

No business other than that stated in the notice may be dealt with at an Executive meeting.

4.5 Committees

The Board committees will be used only to support the Board's work:

- a) Board committee will not speak or act for the Board except when formally given such authority for specific and time-limited purposes. Such authority will be carefully stated in order not to conflict with authority delegated to the CEO
- b) Board committees will not be created to advise the CEO
- c) Board committees will not exercise authority over staff. Further, the Board will not impede its direct delegation to the CEO by requiring approval of a Board committee before CEO action. The CEO works for the Board, never for a Board committee or officer

SAHTU HEALTH AND SOCIAL SERVICES AUTHORITY BY-LAWS

- d) The committees will receive written Terms of Reference from the Board, which will include a definition of product and authorization to expend resources. For the requirements of accreditation, the Terms of Reference will be consistent with the standards of the accreditation body the Authority is a member of.
- e) The Board will use ad hoc committees, as required from time to time, for the purpose of gathering information to support the work of the Board
 - 1) Shall be chaired by a Trustee
 - 2) May include in the composition, members of the organization who are not on the Board
 - 3) Will receive written terms of reference from the Board, and
 - 4) Will be disbanded once they have completed the specific tasks assigned to them
- f) From time to time a Trustee may be asked to serve on a staff committee. The role of the Trustee on a staff committee is to bring membership and consumer input to the staff's decision-making process. When serving in this capacity the individual is not serving as a Trustee but as a volunteer advising staff. Nothing an individual advisor says can have instructional authority, consequently the staff may or may not take the advice. The Trustee does not have the authority or responsibility to provide the Board with reports or feedback in this activity
- g) The role of the staff on a Board committee is to provide consultation and support to the committee. Staff is ex-officio members of the committee. Staff will assist in the preparation of committee agendas and providing pertinent data required to operate an effective committee meeting
- h) If the Committee Chairperson is dissatisfied with the assigned staff, the Committee Chairperson makes the Board Chairperson aware of the problem; the Committee Chairperson will then contact the CEO; the CEO will become involved in resolving the issue. If an individual staff member is dissatisfied with the Committee Chairperson, the staff member will discuss the problem with the CEO; the CEO will inform the Board Chairperson of the problem and then contact the Committee Chairperson to resolve the issue

4.6 Quorum

- a) A member is entitled to vote when SHSSA has received the instrument of appointment signed by the Minister
- b) A quorum for any meetings of the Board shall be a majority of the members entitled to vote
- c) No vote shall be conducted, or motion passed in the absence of a quorum
- d) If a quorum is not present within thirty minutes after the time appointed, the meeting shall stand adjourned; or the members present may discuss agenda items and make recommendations only

SAHTU HEALTH AND SOCIAL SERVICES AUTHORITY BY-LAWS

4.7 In Camera

The Board may, upon a motion adopted by 2/3 of Trustees present, agree that the entire meeting, or any part thereof, be held In-Camera

- a) Prior to approving the agenda, the Board Chair or Trustee will request to have an In-Camera session
- b) The In-Camera will be added to the Agenda, in the appropriate section, as indicated by the Board
- c) The Board will make a motion and second the motion to go In-Camera
- d) There will be no recording of the minutes, or discussion outside the Board meeting of the contents of the In-Camera session
- e) The Board will make a motion and second the motion to come out of In-Camera

4.8 Conflict of Interest

- a) The provisions of the *Code of Conduct respecting Conflict of Interest and Oath of Office and Secrecy*, and *Conflict of Interest Act*, and subsequent amendments shall apply to members
- b) Members of the Board must represent un-conflicted loyalty to the interest of SHSSA. This loyalty supersedes any conflicting loyalty such as that to advocacy or interest groups and membership on other Boards or relationships to staffs. This loyalty also supersedes the personal interest of any trustee acting as an individual consumer of the organization's services
- c) A member must declare a conflict of interest if they or their families enter into any pecuniary (consisting of or pertaining to money) business arrangements with any matter before the Board
- d) The Chairperson of any meeting of the Board, or of any committee of the Board, shall request any Trustee who has declared an interest in any business or other financial arrangement with the Board, when being discussed, to absent themselves during the discussion of and vote upon the matter, and the event shall be recorded in the minutes
- e) If a Trustee is temporarily absent from a meeting when a matter in which they have pecuniary interest is introduced, the member shall immediately on return, or as soon thereafter as made aware that the matter has been considered, disclose the general nature of their interest in the matter

SAHTU HEALTH AND SOCIAL SERVICES AUTHORITY BY-LAWS

4.9 Voting

Every Trustee of the Board present at any meeting, shall be entitled to vote upon any question by the Chairperson:

- a) Trustees are required to vote on every question unless excused by the Chairperson for some particular reason. One reason acceptable to the Chairperson for absentia could be conflict of interest. If a Trustee abstains from voting without permission of the Chairperson, their absentia should be considered as a negative vote
- b) It is the responsibility of the individual Trustees to declare a conflict of interest when an agenda item is being discussed which places that Trustee in a conflict position
- c) Preceding the vote, two Trustees may require the recording of the yeas and nays on any question; any Trustee can request that their vote can be recorded in the minutes
- d) In order to vote on any motion the Trustees must be in attendance either physically or via teleconference at the meeting of the Board when the vote is called, and there will be no proxy votes
- e) During a debate on a motion, Trustees may call for the question and unless the majority of the Trustees decide otherwise, the Chairperson shall call the vote. Immediately before putting the question, the mover shall have the privilege of summarizing the debate, but shall not introduce new matters. A secret ballot can be held when agreed to by a majority of those present, and,
- f) Voting on a motion will normally be done by a show of hands.

4.10 Motions

To be a motion, "I Move THAT" is the correct phrase:

- a) A motion made must be seconded. The motion will be repeated distinctly by the Chairperson
- b) Any Trustee who shall have made a motion shall have the liberty to withdraw it, with the consent of their second, before any debate has taken place there on, but not after debate has begun without leave being granted by the majority of the Board
- c) An amendment may be moved to any motion, and shall be decided before the vote on the original motion; but no more than one amendment to an amendment shall be entertained. An amendment can only modify the motion, not change the intent of the motion
- d) Any person who disagrees with a decision of the Chairperson has the right to appeal by motion duly moved and seconded, a question, once decided by the Board shall not be reversed unless a motion of a proposal to reverse the decision has been given for consideration at the next meeting, and a majority of the total number of Trustees for the Board votes in favor of the reversal

SAHTU HEALTH AND SOCIAL SERVICES AUTHORITY BY-LAWS

- e) The Chairperson should speak just prior to the last speaker who will be the mover of the motion. The mover of the motion has the right to close the debate
- f) The Chairperson may speak to the points of order and shall decide questions of order, subject to an appeal to the Board duly moved and seconded
- g) A motion can be postponed, to a specific date and automatically appears on the agenda at that time
- h) A motion can be referred to a committee or tabled indefinitely. A tabled motion can be removed or reintroduced to the table by a motion and majority vote of the Board
- i) A motion for adjournment shall always be in order and shall be decided without debate, except that it cannot be entertained when the Board is voting on another question

4.11 Honorarium

An honorarium shall be paid to Trustees of SHSSA operating under the authority of HIHSSA within the following guidelines:

- a) This applies to all Trustees of SHSSA except employees of the GNWT unless they are serving in a private capacity;
- b) The honorarium entitlement shall be as follows:

| | |
|----------------|---|
| Chairperson: | \$400.00 per day (over 3.5 hours equals one day) |
| Trustee: | \$325.00 per day |
| Fifty percent: | (50%) per half days (half days 3.5 hours or less) |
| Travel Time: | Half day each way for those who travel |
- c) Trustees will receive an honorarium for each day actually spent on official Board business including travel time, at regular Board and Board related Committee meetings, or on Board business which has been specifically approved by the chairperson or designate;
- d) Honorariums are subject to NWT Payroll Tax; Canada Pension Plan and Income Tax deduction on each honorarium payment;
- e) Verification of attendance at Board activities is required to process honorarium payments. Attendance will be taken at all Board related activities for which honoraria will be paid;
- f) Board Trustee who does not wish to receive the honorarium, must notify the Board Chairperson in writing;
- g) Travel Expenses are separate from honorariums and shall be reimbursed according to GNWT duty travel allowances and limits as they are established from time to time.

SAHTU HEALTH AND SOCIAL SERVICES AUTHORITY BY-LAWS

4.12 Delegation

In order to make sound decisions which affect the Sahtu Region, SHSSA encourages members of the public to address the Board as a Delegation at Regular Meetings to offer suggestions, provide information and voice concerns

- a) On the agenda for each Board meeting time will be set aside for delegations to make presentations to the Board
- b) Delegations wishing to make presentations will inform the CEO in sufficient time to be included on the agenda and will outline the purpose of the presentation; if notice has not been provided, a delegation may be allowed to make a presentation provided there is agreement by the Trustees
- c) The Chairperson will make the delegation aware of that there is a maximum time allotment of ten minutes given to each delegation to address the board. Time extensions are at the discretion of the Board Chairperson
- d) During a presentation by a delegation, the Board Trustees should not express opinions, but should only ask questions for clarification. The Board should discuss the presentation during the normal course of the meeting
- e) The matter presented may be placed on the agenda, if agreed to by Trustees, under New Business; be placed on the agenda for the next meeting; or be considered as information to the Board which does not require action or discussion
- f) Issues that are specific to or refer to any Trustee or staff member of SHSSA will not be addressed in a public meeting;
- g) The Chairperson will provide a written response to the issue raised, to the delegation within a period of two weeks; or, outline further action to be taken.

4.13 Orientation

Board orientation is to acquaint new Board members with SHSSA, the Board and the role of an individual Board member. Orientation is an ongoing process. An orientation record will be kept for each Trustee.

- a) New Trustees will be orientated with the Board of Trustees Governance Manual prior to attending the first meeting. All Trustees will practice the Board of Trustees Governance Manual throughout their term.
- b) Each Trustee of good standing is encouraged to attend at least one conference, convention, workshop or exhibition per term that is related to the duties and/or responsibilities of the Board. When the Trustee attends an event, they will make a report to the Board. Board approval is required prior to travel.

SAHTU HEALTH AND SOCIAL SERVICES AUTHORITY BY-LAWS

ARTICLE V: CODE OF CONDUCT

- 5.1 Trustees are expected to conduct themselves in an ethical, legal and professional manner.
- 5.2 Trustees must represent loyalty to the interests of the general public:
- a) This loyalty is bigger than one community, special interest group, or membership on other Boards or workplace; loyalty is bigger than the personal interest of any Trustee acting as an individual user of the organization's services
 - b) This loyalty requires that information not be withheld if it is a matter of concern to the organization. An exception is when a Trustee learns *privileged information* while fulfilling duties for other organizations.
- 5.3 Trustees must avoid any Conflict of Interest with respect to their responsibility:
- a) There must be no self-dealing of private business or personal service between any Trustee and the organization, except as procedurally controlled to assure openness, competitive opportunity, and equal access to otherwise inside information
 - b) The Trustees must not use their positions to obtain for themselves, or for their family members, employment with the organization
 - c) Should a Trustee be considered for employment in the health services organization, he/she must temporarily withdraw from Board deliberation, voting and access to applicable Board information
- 5.4 Trustees must not attempt to exercise individual authority over the operation of the organization except as explicitly set forth in the Board By-Laws:
- a) Trustee's interaction with the CEO or with staff must recognize the lack of authority in any individual members or group of members; and, except for the authority granted to the Board Chairperson, Trustees interaction with the public, press, or other entities must recognize the restriction of any member to speak for the Board
 - b) Information must be kept confidential whenever required in the best interest of the organization; part of a meeting where sensitive issues or personnel matters may be disclosed shall be kept confidential; and, all Board members will sign an oath of confidentiality and will receive a copy of the *Conflict of Interest Act*.
- 5.5 Trustees will deal with outside entities or individuals, with staff, and with each other in a manner reflecting fair play, ethics, and straightforward communication.

SAHTU HEALTH AND SOCIAL SERVICES AUTHORITY BY-LAWS

- 5.6 Any use of illegal drugs or any behaviour that violates the Board's integrity or contradicts the mission or principle of the SHSSA is grounds for disciplinary action
- 5.7 Trustees must carry out duties in good faith with a high standard of diligence, care and skill. If a Trustee is deemed to be negligent in carrying out their duties, then the Board has the right to make and enforce its own policies to discipline the offender
- a) The Board Chairperson or person designated by the Board may censure the offending Trustee with a letter being sent to the Trustee, outlining the circumstances. The Trustee will have the opportunity to respond to the Chairperson or Board's designate
 - b) The Chair will notify the Trustee's nominating organization of all censure issues.
 - c) Continued offence will result in a motion of censure being brought to the Board. This motion may result in a voluntary withdrawal or corrective action
 - d) Continued offence by a Trustee will result in a recommendation by the Board to the Minister, for removal from office
 - e) In circumstances of an extreme nature, the Board will suspend the offending member from office immediately

SAHTU HEALTH AND SOCIAL SERVICES AUTHORITY BY-LAWS

ARTICLE VI: RESPONSIBILITIES OF THE CHAIRPERSON

- 6.1 The Board Chairperson's role is to ensure the integrity of the Board's operations. The Chairperson or their designate is the only person authorized to speak for the Board.
- 6.2 The Board Chair shall:
- a) Ensure that the conduct of the board is consistent with its own rules and those legitimately imposed upon it from outside the organization
 - b) Ensure meeting discussion content will only be those issues which, clearly belong to the Board to decide, not the CEO, and ensure Board discussion will be timely, fair, orderly and thorough, but also efficient, limited to time, and kept to the point
 - c) Keep in contact with all the Trustees, and keep well informed through effective communication
 - d) Attend meetings of the Board Executive Committee, determine the agenda with input from the Board and/or it's committees; report to each annual meeting of members of the Board concerning the operations of SHSSA, and perform such other duties as may from time to time be determined by the Board
 - e) Have their appointment evaluated every eighteen (18) months; ensure there is an evaluation of the Board's performance
 - f) Lead the CEO evaluation process
 - g) Be a positive role model
- 6.3 The CEO performance will be reviewed annually and will be coordinated by the Executive Committee. The committee will review the compiled monitoring reports for the previous year and subsequently report to the Board on the extent of compliance with policy during the review period, the significance of any non-compliance, and the follow-up provided on incidents of non-compliance. The member(s) conducting the review will provide a report to the Board in the form of a draft memo to the personnel file of the CEO. Once this document has been reviewed and developed as the Board sees it, it will constitute the CEO's performance review for that year.
- 6.4 The Chairperson's authority does not extend to making implementation decisions within the Strategic Plan or Operational Policy, each of which is the responsibility of the CEO.
- 6.5 The Vice-Chairperson authority shall have all the powers and perform all duties of the Chairperson in the absence of the Chairperson, and any other duties assigned by the Board
- 6.6 In the event that the Chairperson and Vice-chairperson are absent from a Regular scheduled meeting, the members present may elect a Chairperson among themselves for that meeting.

SAHTU HEALTH AND SOCIAL SERVICES AUTHORITY BY-LAWS

ARTICLE VII: RESPONSIBILITIES OF THE BOARD TRUSTEE

7.1 Review and Maintain Operating By-Laws:

- Directs the development and approves operating By-Laws to ensure that the business of the Board is conducted in accordance with relevant federal and territorial legislation and/or regulations, GNWT Policies, Directives, and Departmental policies, guidelines and standards
- Assess By-Laws annually to determine adequacy and suggest changes if required
- Provide input on the development of standardized By-Laws that apply to all Boards while allowing flexibility to include By-Laws that are unique to each Board

7.2 Develop Board Policies:

- Directs the development of Board policies to provide guidance to the Authority staff
- Annually reviews and approves assessments on the effectiveness of policies
- Reviews and approves amendments to all Board policies

7.3 Develop Strategic / Business / Operational Planning:

- Provide input and approve goals, objectives and strategic direction for the Board / Authority
- Review and approve changes to the Authority's Vision and Mission statements as well as its' stated Values and Strategic Objectives
- Directs the development of and approves the business and operational plans to support achievement of the strategic plan's goals and objectives in accordance with the community's needs and Department's planning requirements, including any new or enhanced programs and services
- Report major variances and mitigating actions to the Minister
- Submits approved Long-term Strategic Plan, business Plan and Operation Plan to the Minister for final approval and communicate plans to the public upon approval

7.4 Annual Budgeting and Financial Management:

- Review and approve the annual operating budget, based on funding received from the Department
- Submit the budget to the Minister for final approval
- Regularly reviews the expenditure and revenue reports and direct any necessary action needed to address significant variances from the approved budget
- Approve responses to any surplus or deficits
- Report to the Minister for final approval
- Review and approve the audited financial statements

SAHTU HEALTH AND SOCIAL SERVICES AUTHORITY BY-LAWS

7.5 Human Resource Management:

- Selects and appoints the Chief Executive Officer in accordance with GNWT Public Service terms of employment for Managers
- Provides CEO with clear direction on the CEO's areas of responsibility and accountability
- Evaluates the CEO's performance on an annual basis
- Undertakes disciplinary action (CEO only) when necessary

7.6 Performance Management: Although not involved in the day-to-day operations of the Authority, Trustees:

- Ensure that the Authority delivers programs and services that meet standards for accessibility, safety, cost, quality, timeliness, effectiveness, and efficiency within the overall parameters, directions and standards set by the contribution agreement between the DHSS and the Authority
- Actively participate in the annual Board self-assessment process and provide input for improving Board and individual Trustee performance
- Actively participate in Minister's annual review of Chairperson's performance

7.7 Communications:

- Trustees keep community informed of the Authority's programs and services and major issues and trends; and brings issues of the community to Board meetings
- Trustees ensure, through the Chairperson, that the Minister is informed of any politically sensitive issues
- Trustees approve, through the Chairperson, press releases and address media matters related to Board policy

7.8 Board Committees:

- Trustees may be asked to serve on a Board standing or special committees to provide oversight and direction to the Authority on issues facing the Board

SAHTU HEALTH AND SOCIAL SERVICES AUTHORITY BY-LAWS

ARTICLE VIII: RESPONSIBILITIES OF THE CHIEF EXECUTIVE OFFICER

- 8.1 The CEO shall, on behalf of the Board, be responsible for the general administration, organization and management of SHSSA; subject only to such policies, as may be adopted and such orders as may be issued by the Board.
- 8.2 Without limiting the generality of subsection 8.1, the CEO shall:
- a) Be responsible for the selection, employment and control of all SHSSA employees
 - b) Attend all meetings of the Board and be an ex-officio member of all committees of the health or social services facilities including all committees of the Board and Medical Staff.
 - c) Perform such duties as directed from time to time by the Board.
- 8.3 The CEO, in the course of conducting their duties as the CEO, shall not cause or allow any practice, activity, decision or organizational circumstance which is unlawful, imprudent or in violation of commonly accepted business and professional ethics.
- 8.4 When providing information and/or counsel to the Board, the CEO may not intentionally cause or allow the Board to be uninformed or misinformed.
- 8.5 With respect to the treatment of staff and/or clients, the CEO may not allow any condition, which is unlawful, inhumane, unfair or undignified.
- 8.6 The CEO shall not operate the organization in an unsound and impudent fiscal manner and may not cause or allow financial integrity of the organization to be damaged.
- 8.7 To protect the Board from sudden loss of the CEO services, the CEO may not cause or allow insufficient executive backup.
- 8.8 For the proper management of the organization's risk and care of the organization's assets, the CEO will not risk losses beyond those necessary in the course of daily operations.
- 8.9 Recognizing that the Board has ultimate responsibility for the operation of the organization, the Board supports the principle of delegation to the CEO so that the Board might be free from operational matters.
- 8.10 Where the CEO is absent or unable to act in their capacity, the Board shall appoint a person to temporarily assume the CEO's responsibilities.

SAHTU HEALTH AND SOCIAL SERVICES AUTHORITY BY-LAWS

ARTICLE IX: BANKING AND INVESTMENT

- 9.1 All monies received by or on behalf of a health facility shall be deposited or invested in such a manner as directed by the Board, by proper banking resolution.
- 9.2 The Board shall, from time to time, designate a chartered bank(s) in which the funds of the health facility are to be kept on deposit, and may authorize the opening of such account as may be necessary.
- 9.3 The Board shall approve a Financial Signing Authority Policy, which delineates and delegates signing authority to the CEO for contracts, licenses, agreements, transfers, or other documents, to board members and staff.
- 9.4 The CEO or their designate may perform banking arrangements as may from time to time be designated by the Board.

ARTICLE X: AUDITOR

- 10.1 An independent auditor appointed by the Board shall audit the accounts of the Authority annually.
- 10.2 The auditor appointed under this Article shall make a written report to the Board, and shall, from time to time, report through the CEO and/or the Director Finance and Administration on the audit work with any necessary recommendations.

ARTICLE XI: BY-LAWS AND AMENDMENTS

- 11.1 All previous By-Laws respecting the activities of the SHSSA are hereby repealed
- 11.2 The By-laws may be rescinded, altered, or added to by an "Extraordinary Resolution" passed by a majority of not less than two thirds (2/3) of Board members. An extraordinary resolution must be proposed in writing within fifteen (15) days, specifying the intention. The extraordinary resolution shall become effective upon acceptance by the Minister for the Northwest Territories
- 11.3 These By-Laws become effective when adopted by the Authority and the Minister of Health and Social Services
- 11.4 The Board will set aside a half-day annually to discuss and monitor the Board's own bylaws and operations. The responsibility for ensuring a fair, balanced discussion will rest with the Board Chairperson

SAHTU HEALTH AND SOCIAL SERVICES AUTHORITY BY-LAWS

APPENDIX

Code of Conduct

The Board shall comply with the Conflict of Interest and Conflict of Duty provisions in the *HIHSSA* Act and the "Code of Conduct" policy respecting Conflict of Interest and Oath of Office and Secrecy for the Employees of the GNWT March 2008.

Conflict of Interest Act

Consolidation of Conflict of Interest Act R.S.N.W.T 1988, c. C-16

Conflict Resolution

The Board shall comply with the GNWT "Workplace Conflict Resolution Policy", November 2000
Financial Management Board Secretariat

HIHSSAA

The Board shall comply with the Hospital Insurance Health and Social Services Administration Act S.N.W.T. 1998, c-24

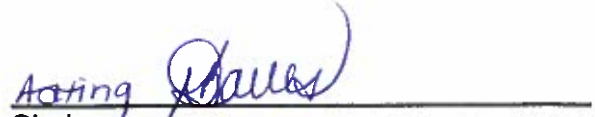
Indemnification

In particular, the Board shall comply with the indemnification provisions of the *Financial Administration Act* of the Northwest Territories and its Regulations.


SAHTU HEALTH AND SOCIAL SERVICES AUTHORITY BY-LAWS



Witness



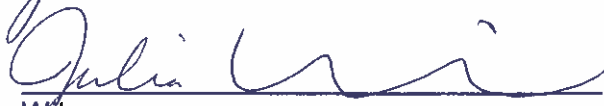
Acting Chairperson,



Witness



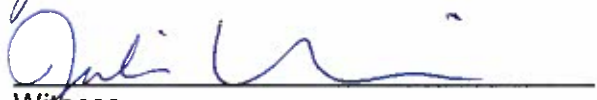
Norman Wells, Member




Witness



Deline, Member



Witness



Adherence Baenabey
Fort Good Hope, Member

Witness

Tulita, Member

Witness

Colville Lake, Member

Witness

Regional Elder Representative

Witness

Regional Youth Representative

DATED this 7th day of May 2010.