



Health and
Wellness

Santé et
Mieux-être



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April 30, 2021

Mr. Derek D. Key, Chair
Health PEI Board
16 Garfield Street
PO Box 2000
Charlottetown, PE C1A 7N8

Dear Mr. Key:

As per your letter dated February 10, 2021 I have reviewed and I approve the Health PEI Bylaws/Board Self-Assessment as submitted.

Sincerely,

Ernie Hudson
Minister

/sla

c: Mark Spidel, Deputy Minister, Health and Wellness
Denise Lewis Fleming, CEO, Health PEI

HEALTH PEI - BOARD OF DIRECTORS

BY- LAWS

INTERPRETATION

1. In these By-Laws, unless the context otherwise requires:
 - (a) "Board" means the Board of Directors of Health PEI;
 - (b) "Chair" means the Chair of the Board appointed by the Minister pursuant to the *Health Services Act*;
 - (c) "Director" means a member of the Board appointed by the Minister pursuant to the *Health Services Act*;
 - (d) "Minister" means the Minister of Health and Wellness;

PURPOSE

2. The purpose of the Board is to manage and control the affairs of Health PEI. The Board shall achieve this purpose by:
 - (a) conducting itself in the manner provided for in these By-laws and the Health PEI Governance Process Policy;
 - (b) delivering services in keeping with and as specified by the Provincial Health Plan, and such other services mandated by the Minister, the *Health Services Act*, and other provincial legislation; and
 - (c) achieving organizational results in line with the Health PEI Strategic Direction and Operational Expectations Policy.

BOARD OF DIRECTORS

3. The Board is constituted in accordance with the *Health Services Act* and shall be responsible for controlling and managing the affairs of Health PEI, subject to the provisions of the *Health Services Act*.
4. The Board may adopt such rules and policies, not inconsistent with the *Health Services Act*, as may be deemed advisable to carry out its purpose.
5. The Board shall consist of seven (7) Directors who are appointed by the Minister and shall serve for such a term, not exceeding three (3) years, as determined by the Minister in accordance the provisions of the *Health Services Act*.
6. A Director may be reappointed by the Minister at the end of the Director's term, but shall not serve more than two consecutive terms.

7. In accordance with the provisions of the *Health Services Act*, a Director ceases to be a member of the Board:
 - (a) if the Director has resigned from the Board by notice in writing delivered to the Board, on the later of
 - (i) the day the notice is delivered, and
 - (ii) the day the resignation is to take effect, as specified in the notice;
 - (b) on the Director's ceasing to reside in Prince Edward Island;
 - (c) on the death of the Director; or
 - (d) on the revocation of the Director's appointment, as specified in the revocation.
8. A Director is deemed to have resigned immediately after being absent from three consecutive, regularly scheduled board meetings, or from 5 meetings in a year, if the Director has not provided a reasonable explanation. Following the deemed resignation, the Cahir shall submit a notification of the resignation and vacancy to the Minister.
9. A serving Director continues to be a member of the Board after the expiry of the Director's term, until:
 - (a) The Director ceases to be a member of the Board in accordance with By-law subsection 7 or 8;
 - (b) The Director is reappointed; or
 - (c) The successor is appointed.
10. The appointment of a Director may be revoked by the Minister in accordance with the provisions of the *Health Services Act*.
11. Where a Director ceases to be a member of the Board prior to the expiration of their term, the Minister may appoint a replacement Director to hold that office for the unexpired portion of the term.

OFFICERS

12. Unless otherwise specified by the Board, the officers of the Board shall include the Chair and Vice-Chair, and Secretary
13. The Chair, appointed by the Minister in accordance with the provisions of the *Health Services Act*, shall have general supervision of the activities of the Board and shall preside at the meetings of the Board and perform such other duties as set out in Board Policies or as may be assigned by the Board.
14. The Board, in consultation with the Minister, shall appoint a Vice-Chair. The Vice-Chair shall perform the duties of the Chair during the absence, illness, or incapacity of the Chair. The Vice-Chair shall also perform other duties, or exercise other powers, as may be specified by the Board from time to time.

15. The Board shall appoint a Secretary on an annual basis from among the Directors. The Secretary shall be responsible for:
 - (a) keeping the minutes of the meetings of the Board;
 - (b) maintaining records of the Board;
 - (c) all correspondence to or from the Board;
 - (d) such notice as is required by these By-laws of all meetings of the Board;
 - (e) such publishing as is required by these By-laws of minutes or other public information;
 - (f) performing such other duties as set out in these By-laws or in Board Policies.
16. The Secretary may, by a motion at any meeting of the Board, designate an employee of Health PEI to assist the Secretary with their role.

ANNUAL AGENDA

17. The Board shall follow an annual cycle beginning on November 1st of a given year. The Board shall begin its annual cycle by developing its annual agenda for the following calendar year, and shall conclude its cycle on October 31st of the given year, such that administrative planning and budgeting can be based on accomplishing a one-year segment of the most recent statement of Health PEI's Strategic Plan.
18. The annual agenda shall consist of the following:
 - (a) The schedule of regular meetings for the following year;
 - (b) An annual strategic business plan;
 - (c) An annual budget operational plan;
 - (d) An annual governance work plan;
 - (e) An annual Board Operational Policy review;
 - (f) An HR medium-term plan (completed every 2 years);
 - (g) A Strategic Plan (completed every 3 years); and
 - (h) A Board Planning and Development day.
19. The Board shall approve an annual capital and operational budget, which shall be prepared and submitted to the Minister prior to the next fiscal year.
20. A public annual meeting shall be held within 6 months of the Board approving the financial statements, each year.

21. The Board shall complete a CEO evaluation no later than November of each year, with self-evaluation including feeding and open communication with CEO.
22. The Board shall make preparations in the final quarter of each year such that it can begin carrying out each of the following in the first quarter of the following year:
 - (a) Consultations with selected groups, or other methods for gaining stakeholder and ownership input, to be determined and arranged in the 1st quarter and continued for the balance of the year;
 - (b) Governance education and Strategic Directions education, to be arranged in the 1st quarter, and held during the balance of the year;
23. Each Director shall undertake an annual review, in a form to be determined by the Board, which shall report to the sitting Chair each Director's opinion on the strengths and weaknesses of the Board. The reporting form shall be developed by the Board in a manner that, where possible, maximizes its effectiveness in creating measurable metrics for comparison year-to-year. Directors' reviews shall be held by the board for a minimum of 8 years, but shall not be publicly reported.

MEETINGS

24. The Board shall make publicly available the schedule of its regular meetings, including the date, time and location for each meeting.
25. There shall be at least eight (8) regular meetings of the Board per year, plus such other meetings as required to fulfill the annual agenda.
26. The Secretary, or the Secretary's designate, shall record minutes of all Board Meetings, and shall publish and make available all minutes to the public within 30 days of their approval. The minutes shall be published in a manner approved by the Board. Notwithstanding this subsection, the Board reserves the right to develop criteria which would exclude subject meeting information from being published, which criteria will be published in Health PEI's Governance Policy # 3.11.
27.
 - (i) At least fourteen (14) days before each regular meeting, the Secretary shall cause minutes of the previous meeting and a notice of the deadline for submission of agenda items for the next regular meeting to be posted or otherwise delivered to each Director.
 - (ii) The Secretary shall make all reasonable efforts to ensure Board materials are provided to the Directors not less than five (5) business days in advance of each regular meeting.
28. In addition to the Board's regular meetings, other meetings of the Board shall be held as often as the business of Health PEI may require and shall be called by the Chair, the Vice-Chair, and any two (2) Directors at any time. Notice of all other meetings, specifying the time and place thereof, shall be given either orally or in writing to each Director not less than seven (7) days before the meeting is to take place.
29. The agenda for each meeting of the Board will be developed by the Chair, or in their proposed absence, the Vice-Chair, in collaboration with the CEO.

30. The Chair, or in their absence, the Vice-Chair, shall preside as Chairperson at every meeting of the Board. In the event the Chair and Vice-Chair are absent, the Directors present shall choose someone of their number to be the Chairperson for that meeting.
31. A majority of the Directors constitutes a quorum of the Board. No business shall be transacted at any meeting of the Board unless a quorum is present. Any decisions made by the Board in the absence of a quorum will not be considered binding on the Board.
32. When circumstances dictate and with permission of the Chair, any Director may participate in a Board meeting virtually. Virtual attendance is valid attendance for the purposes of constituting quorum.
33. Directors may pass resolutions at any public Board meeting. By resolution, and subject to the *Health-Services Act*, the Board may propose By-laws to the Minister, create policy, set annual agendas, set or amend a strategic business plan, set or amend a budget operational plan, set or amend a governance work plan, approve Health PEI budgets and financial statements, create Standing Committees or Task Groups, direct the CEO in conducting the business of Health PEI, and conduct any other business relevant to controlling the affairs of Health PEI.
34. At any meeting of the Board, every Director shall have one (1) vote. Unless otherwise provided in these By-Laws or the *Health Service Act*, every question at a meeting of the Board shall be determined by a majority of the votes cast on the question. In the case of equality of votes either on a show of hands or on a ballot or on the results of electronic voting, the Chairperson of the meeting shall have a second casting vote.
35. At any Board meeting, unless a poll is demanded by a Director, a vote, a declaration by the Chairperson that a resolution has been so carried, and an entry to that effect in the book of the proceedings of the Board shall be sufficient evidence of the fact, without proof of the number or proportion of the Directors recorded in favour of or against such resolution.
36. If a poll is demanded in the manner aforesaid, the same shall be taken in such manner as the Chairperson may prescribe and the result of such poll shall be deemed to be the resolution of the Board.
37. Subject to the *Health Services Act*, resolutions passed by the Board shall be binding on the CEO and on Health PEI.
38. Subject to these By-Laws, Board policies, and the provisions of the *Health Services Act* (especially subsection 7.1(3)), meetings of the Board shall be open to the public and members of the public are entitled to attend.
39. The Board may hold a meeting or part of a meeting in private in accordance with the provisions of the *Health Services Act* and Board policies.
40. If a meeting or part of a meeting is to be held in private, the Board shall:
 - (a) make a motion which clearly states the nature of the matter to be discussed and the reasons for public exclusion from the discussion;

- (b) record the motion and rationale as part of the public record; and
 - (c) hold the discussion related to the excluded topic(s) in a portion of the meeting closed to the public. This portion of the meeting will be identified on the agenda and in the publicly released minutes as "in camera".
41. Records of "in camera" meetings shall be prepared. Such records will include records of the discussion and submitted reference materials. These records will be maintained by the Board, but the Board may exclude from public release any records that relate to a meeting or part of a meeting that was held in private.
 42. Pursuant to the *Health Services Act*, no resolution may be passed during an "in camera" meeting. If the Board wishes to pass a resolution on a subject which was discussed during an "in camera" meeting, the Board meeting must revert to a public meeting and the resolution must be passed publicly.

BOARD COMMITTEES

Standing Committees

43. The Board may, by resolution, establish Standing Committees. A Standing committee shall have a defined purpose which serves an ongoing role or function.
44. The Board shall establish the Terms of Reference and powers of each Standing Committee by resolution, and may amend the Terms of Reference and powers from time to time. The Terms of Reference shall establish the role or function of the Standing Committee, and shall describe the Committee's structure, reporting duties, quorum, membership, rules for appointment and removal, and other terms relevant to its creation and scope.
45. The Secretary shall keep an accurate record of the Terms of Reference and powers of each Standing Committee, including amendments.
46. Standing Committees may be furnished with Directors, with Minister appointees pursuant to subsection 5(2) of the *Health Services Act*, or with any person whom the Board deems have the relevant interest, qualifications, or skill to contribute to the committee's purpose as defined in the Terms of Reference.
47. The Chair shall be an ex-officio member of all Standing Committees. The Chair may deputise the Vice-Chair to act in this capacity on either a full-time or ad-hoc basis.
48. Each Standing Committee shall be merely advisory to the Board unless, and to the extent that, the Board specifically grants it decision-making authority.
49. Subject to the Terms of Reference and direction of the Board, each Standing Committee may from time to time fix its own rules of procedure.

Task Group

50. The Board may, by resolution, establish a Task Group. A Task Group is a committee struck to serve a defined and limited set of tasks.

51. The Board shall establish the Terms of Reference or Project Charter of each Task Group by resolution and may amend the Terms of Reference or Project Charter and powers from time to time. The Terms of Reference or Project Charter shall establish the role or function of the Task Group, and shall describe the Task Group's structure, reporting duties, quorum, membership, rules for appointment and removal, and other terms relevant to its creation and scope.
52. The Secretary shall keep an accurate record of the Terms of Reference or Project Charters of each Task Group, including amendments.
53. Task Groups may be furnished with Directors, with Minister appointees pursuant to subsection 5(2) of the *Health Services Act*, or with any other person whom the Board deems to have the relevant interest, qualifications, or skill to contribute to the Task Group's purpose as defined in the Terms of Reference or Project Charter.
54. The Chair shall be an ex-officio member of all Task Groups. The Chair may deputise the Vice-Chair to act in this capacity on either a full-time or ad-hoc basis.
55. Each Task Group shall be dissolved upon completion of the assigned task. Each Task Group shall provide to the Board for approval a final report upon completion of the assigned task.

CONFLICT OF INTEREST

56. As set out in the provisions of the *Health Services Act*, a Director shall not vote on or speak to a matter before the Board if:
 - (a) the Director has an interest in the matter, distinct from an interest arising from his or her functions as a director;
 - (b) the Director has a direct or indirect pecuniary interest in the matter;
 - (c) a parent, spouse, brother, sister or child of the Director has an interest in the matter; or
 - (d) the Director is an officer, employee or agent of a corporation or an unincorporated association, or other association of persons that has an interest in the matter.
57. As set out in the provisions of the *Health Services Act*, where a Director is in a conflict of interest, the Director shall disclose to the Board the nature and extent of the conflict of interest either in writing to the Board, or in person at a Board meeting, b requesting to have it entered into the minutes.
58. A Director shall, in accordance with the provisions of the *Health Services Act*, disclose a conflict of interest:
 - (a) at the meeting where the matter giving rise to the conflict of interest is considered; or
 - (b) if the director is not in a conflict of interest at the time described in clause (a), at the first meeting that is held after the conflict of interest arises.

59. Each Director shall submit an annual conflict report, in a form to be determined by the Board. Each Director shall be responsible for ensuring their conflict report is complete and accurate.
60. Each Director shall sign an enduring confidentiality agreement, which agreement shall be held by the Board for a period not less than 10 years.

MISCELLANEOUS

61. Subject to approval by the Minister, the Board has power to repeal or amend any of these By-Laws by resolution of the Board.
62. These By-Laws may be inspected by any member of the public during normal office hours upon 48 hours notice, in accordance with the provisions of the *Health Services Act*.
63. The accidental omission to give any notice to any Director or the non-receipt of any notice by a Director or any error in any notice not affecting its substance shall not invalidate any action taken at any meeting to which the notice pertained.
64. These By-Laws shall be effective from the date approved by the Minister.