

**The Board of Directors of
The Saskatchewan Cancer Agency
BOARD CHARTER**

1. Introduction

The Saskatchewan Cancer Agency (SCA) Board of Directors (The Board) is responsible for the governance of the organization. The Board derives its authority to act from *The Cancer Agency Act and Regulations*, *The Provincial Health Authority Act and Regulations*, *The Health Information Protection Act (HIPA)*, and *The Freedom of Information and Protection of Privacy Act (FOIP)*. Saskatchewan Cancer Agency Policies and General Bylaws govern the conduct of the Board.

This Charter details the roles and responsibilities, functions and structures of the Board. The Board shall review this Charter on an annual basis.

Pursuant to *The Provincial Health Authority Act* and *The Cancer Agency Act*, the Board is responsible for oversight of the planning, organizing, delivering and evaluating of health services provided within Saskatchewan and any other area that may be directed by the Minister of Health. The Board is accountable for the overall management and control of the SCA and is accountable to the Minister of Health to achieve the goals and objectives for the provision of cancer care in Saskatchewan.

The SCA is responsible for providing the following:

- the education of health care providers and Saskatchewan residents respecting cancer and the prevention of cancer;
- the prevention and screening of individuals for cancers;
- the detection, diagnosis, testing, treatment, and monitoring, including follow-up care of individuals with cancer;
- cancer research and studies, including statistical analysis, performance outcome analysis and assessment of treatment outcomes;
- any other prescribed matter.

2. Composition

In accordance with the Act and regulations, the Lieutenant Governor in Council appoints the members of the Board through Order-in-Council, and designates the Chair and Vice-Chair. The members of the Board form the governing body of the organization.

3. Meetings

The Board shall meet as scheduled by the Board Chairperson. As per Bylaws Part III (1) the Board shall hold a minimum of four regular meetings in any fiscal year.

For regularly scheduled meetings, an agenda and other necessary documentation is provided to Board members at least seven days in advance. Meeting agendas are set by the Chairperson, in conjunction with discussions with the CEO, and are structured throughout the year to ensure that significant responsibilities and goals of the Board are addressed. Members attend meetings regularly and are adequately prepared to participate meaningfully in discussions.

The Chairperson calls special meetings of the Board and the secretary makes best effort that notice of the special meeting and its agenda are provided to the Board not less than 48 hours prior to the meeting. Unless otherwise specified, all decisions of the Board shall be by majority vote of the members at any meetings where a quorum is present.

4. Our Duties and Responsibilities

The Board shall provide strategic direction and effective oversight of the SCA. The Board shall govern in alignment with current corporate governance best practices. In general, key responsibilities include:

I. Strategic Planning and Direction

- ensure there is an overall strategic direction and strategic framework for the SCA including Vision, Mission and Values, strategic priorities, and measurable outcomes related to the strategic priorities;
- ensuring that Management has a comprehensive annual strategic planning cycle;
- participating in an annual review and update of the strategic plan.

II. Financial Stewardship

- overseeing the financial management and reporting of the organization, including identifying any areas of financial or potential financial risk.

III. Stakeholder Engagement and Relationship Building

- establishing and maintaining relationships with key stakeholders (for example Patient and Family Advisory Council (PFAC), Cancer Foundation of Saskatchewan (CFS), Saskatchewan Health Authority (SHA)), and developing partnerships to better advance the strategic direction of the organization.

IV. Ensuring Service Quality and Safety

- monitoring the overall quality and safety of services and programs for both patients and staff;
- identifying any related areas of risk for the organization.

V. Monitoring organizational performance and the achievement of the strategic goals

- assessing the overall performance of the SCA against outcome indicators related to the strategic priorities and Saskatchewan Health Indicators;
- in collaboration with Management, monitoring the impact the SCA is having on the health status of Saskatchewan residents related to cancer prevention and treatment;
- ensuring Management has appropriate indicators to monitor the outcomes of the strategic plan;
- establishing procedures for monitoring compliance with the requirements of *The Provincial Health Authority Act and Regulations*, *The Cancer Agency Act and Regulations*, and other applicable legislation.

VI. CEO Recruitment and Evaluation

- ensure continuous coverage of the critical CEO duties that are vital to the Agency's sustainability in the circumstances where there is a short term or permanent CEO vacancy;
- conduct the recruitment and hiring process for a permanent CEO;
- ensuring CEO roles, responsibilities and expectations are congruent with the strategic plan and are clearly defined through governance policy and a current position description;
- establishing and implementing an annual CEO evaluation process;
- ensuring a CEO succession plan is in place.

VII. Maintaining Effective Governance

- evaluating annually the performance and effectiveness of the Board, Board Chair, and Board committees;
- participating in developmental activities to enhance Board governance and effectiveness.

VIII. Risk Management

- ensuring executive leadership regularly identifies the principal risks associated with the SCA's operations and ensure that management has an effective risk management process

in place. Management's responsibility to ensure the Board and its committees are kept well informed of changing or emerging risks;

- ensure the principal mechanisms through which the Board reviews risks are through the strategic planning and integrated risk management processes, and through the work of the Quality, Safety and Risk Committee as well as other committees.

5. Roles and Responsibilities for Board Members

The key responsibilities for Board members include:

- to be diligent and adhere to the SCA Vision, Mission and Values;
- to owe a fiduciary duty and duty of care to the organization. Members should exercise care, diligence and skill that a reasonably prudent person would exercise in similar circumstances;
- to represent the interest of the residents of Saskatchewan rather than specific interests of any individual or organization;
- to participate as a member of at least one Board committee;
- to keep informed about matters relating to the organization, the SHA, the health care organizations and other health care services in providing cancer care services to the residents of Saskatchewan;
- to attend all Board and committee meetings. Board members who miss three consecutive meetings without reason will be deemed to have resigned their position on the Board;
- to assess their individual performance and the performance of the Board in conjunction with the Board Self-Evaluation Survey.

The key responsibilities of the Chairperson (Chair) of the Board include:

- foster the development of a Board culture characterized by active and constructive Board engagement, commitment to transparency, commitment to practicing good governance, and commitment to ethical practices and decision making;
- provide leadership for Board development;
- ensure full utilization of individual capacities and optimum performance of the Board and each of its committees;
- ensure the corporate approach to Board governance and effective Board performance;
- build and maintain a sound working relationship with the Minister of Health and other government representatives;
- build and maintain a sound working relationship with other Boards and organizations in order to promote the vision and mission of the Agency.

The key responsibilities of the Vice-Chairperson (Vice-Chair) of the Board include:

- performing all the duties of the Chairperson in the absence of the Chairperson, together with such other duties as are usually incidental to such a position or may be assigned by the Board from time to time.

6. Professional Development

Board members will take responsibility for engaging in Board development activities, which will assist the Board in carrying out its duties. A plan for Board professional development shall be established annually, and the Board expense budget shall incorporate such development. There are several levels of Board development:

- new Board member orientation;
- development of the Board as a whole;
- individual Board member development.

On-going education is also part of development and shall be provided to Board members as part of Board meetings and as part of the Board's annual educational event. At the provincial level, the Board shall avail itself of, where possible, developmental opportunities on matters of governance.

Individual members who identify other educational opportunities that will assist them in their role as a member shall submit their request to attend the opportunity in writing to the Chair outlining the details of the educational opportunity and a statement of how this education will assist the member in fulfilling his or her mandate for the upcoming year. Upon completion of the education, the member will be responsible for sharing the information with the Board as a whole.

7. Committees

The Board has established standing committees as required to advise the Board. At times, ad hoc committees may also be established by the Board. Our standing committees are:

- Finance and Audit Committee;
- Quality, Safety and Risk Committee;
- Governance and Human Resources Committee.

Committees support Board functions and each committee is delegated certain tasks as determined by the Board. Each committee shall annually review its charter and make recommendations for approval by the Board. Occasionally, committees, with prior approval of the Board, may engage consulting advice and/or the input of legal counsel. The committees' specific objectives are identified and evaluated annually.

The current committee charters shall be applied in concert with the Board Charter and be kept current. The Board shall appoint a Chairperson (Chair) and the membership of each Board committee.

The Chairperson of each standing or ad hoc committee shall submit the minutes, reports, and any recommendations of the standing or ad hoc committee to the Board on a regular basis, or as directed by the Board, and, at the request of the Board, be present to discuss all or part of any minutes, reports or recommendations of the standing or ad hoc committee.

Membership and designation of the Chair for each standing committee shall be reviewed on an annual basis, and amended by the Board as necessary or desirable.

8. Evaluation

Evaluation allows us to highlight successes, learn what processes are working well, self-improve, and provide an opportunity to take any necessary corrective action. The Board shall annually assess the performance of the Board, Board members and standing committees.

9. Division of Responsibility between the Board and Management

The Board shall appoint a CEO who is responsible, in accordance with the directions of the Board, for the general day-to-day management and conduct of the affairs of the organization. Subject to *The Provincial Health Authority Act* and *The Cancer Agency Act*, the Board shall set the conditions of employment and review them annually.

The CEO is the Board's link to the administration of the SCA, and is accountable to the Board as a whole. All communications on behalf of the Board is conducted through the CEO. The CEO exercises all powers delegated by the Board through the corporate governance policy. The Board shall:

- direct the CEO to achieve results reflective of the strategic plan, corporate performance indicators and performance monitoring processes established by the Board;
- provide parameters for achieving results;
- direct the CEO to provide and report on a succession plan annually;
- delegate authority to the CEO to conduct the business and operations of the Agency;
- authorize the CEO to delegate authority, implement policy, establish procedures, make all decisions, take all actions, establish all practices, and direct all activities for or on behalf of the Board;
- ensure that only decisions of the Board acting as a single body are binding upon the CEO;

- authorize the CEO to enter into employment agreements with staff, setting out terms and conditions of employment, and salary and benefits, subject to any applicable provincial or ministerial guidelines.

10. Ethical Behavior

The operations of SCA are driven by our values. We have adopted a Code of Conduct that governs the conduct of the Board members, individually and collectively.

We shall act always in the best interest of the organization and uphold our fiduciary responsibilities and duty of care. This involves not disclosing confidential information, avoiding real and perceived conflicts of interest, and favoring the interests of the organization over the interests of others or individual Board members or the Board as a whole. We will act honestly and in good faith in a manner that is in the best interests of the organization.

We shall abide by the rules of Conflict of Interests section 17, *The Interpretation Act*, 1995. As provided in *The Provincial Health Authority Act* and *The Cancer Agency Act*, we shall not receive any profit or personal financial benefit from the position of member other than remuneration and reimbursement for expenses that is authorized pursuant to the Act.

In order to facilitate ethical behavior in governance and decision making, the Board will utilize established ethics guidelines and an Ethics Checklist when required at all meetings of the Board or its standing committees, and shall sign an annual declaration of understanding of expected ethical practices.

11. Code of Conduct

In addition to fully engaging in the roles and responsibilities of the Board, members will model the following Code of Conduct:

- keep the discussion focused to the topic at hand and Board accountabilities;
- engage in respectful discourse where diverse points of view are respected and heard;
- engage in open dialogue (listening and understanding other perspectives) prior to moving to healthy debate and decision-making;
- ensuring balanced participation of all members and that all perspectives are considered prior to decision-making;
- ensuring each member is accountable for putting forth relevant and important information which may be critical for sound decision-making;
- hold each other accountable for modeling Board Governance Policies, the SCA Code of Conduct, the Board Charter, addressing issues of conduct when they are breached, and apologizing to other Board members when a breach of conduct has been made.

12. Conflict Resolution

Diverse opinions and healthy debate regarding issues is welcomed and encouraged by the Board to facilitate effective decision-making. Conflict may be positive or negative:

- Positive Conflict - constructive discussion that reflects diverse opinions and reaches conclusion by consensus or majority vote; or,
- Negative Conflict - disrespectful of other Board members, personal, confrontational/aggressive, incongruent with values of the organization, advances personal interests or violates the conflict of interest policy.

13. Board Member Conflict

Negative conflict does not lend to a supported decision as a whole, nor is it in the best interest of stakeholders. If such conflict occurs:

- individual Board members who are party to the conflict will endeavor to resolve the conflict amongst themselves one-on-one so as to not disrupt other Board members;
- other members of the Board may identify nonproductive conflict and facilitate resolution;

- if unresolved, the Chairperson will attempt to mediate the conflict or facilitate conflict resolution by a third party dispute resolution process;
- if not resolved using the above steps, the Chairperson may have a conversation with the Minister of Health regarding the conflict issue.

14. Chairperson Conflict

If the Chairperson becomes engaged in negative conflict:

- individual member(s) may have a conversation with the Chairperson to resolve conflict;
- members may raise the concern at an in-camera meeting to resolve conflict;
- the Vice-Chairperson may be asked to mediate the conflict if unresolved;
- if not resolved using the above steps, the Vice-Chairperson may have a conversation with the Minister of Health regarding the conflict issue.

15. Procedural Conflicts or Questions of Process

Should procedural questions or conflict arise during any meetings of the Board, then the Board will utilize *Roberts Rules of Order* for appropriate resolution.

<p>Revisions recommended for Board approval by Governance and HR Committee June 8, 2023 Revision(s) Approved by the SCA Board on July 27, 2023</p>
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