

General Bylaws for the Saskatchewan Cancer Agency

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GENERAL BYLAWS

PART I.

Title

These are the General Bylaws (Bylaws) for the Saskatchewan Cancer Agency.

Purpose

These Bylaws are developed and enacted under *The Provincial Health Authority Act* in order to:

- 1) provide an administrative structure for the governance of the affairs of the Board;
- 2) promote the provision of quality health care services; and
- 3) provide for the planning, organization, delivery and evaluation of cancer control services throughout Saskatchewan.

Definitions

In these Bylaws, the following definitions apply:

- 1) "Acts" means both *The Cancer Agency Act* and *The Provincial Health Authority Act*, unless otherwise stated;
- 2) "ancillary groups" means any volunteer group that has been established to further the objectives of the Cancer Agency;
- 3) "Board" means the Board established pursuant to *The Cancer Agency Act* that is responsible for administering the affairs and conducting the business of the Saskatchewan Cancer Agency;
- 4) "Cancer Agency" means the Saskatchewan Cancer Agency continued as a not-for-profit corporation pursuant to *The Cancer Agency Act*;
- 5) "chief executive officer" means the person employed by the Cancer Agency as the chief executive officer within the meaning of the Acts, responsible to the Board for the general conduct and management of the affairs and activities provided by the Cancer Agency at its facilities or delivered through its programs and services;
- 6) "member" means a member of the Board appointed in accordance with *The Cancer Agency Act*;
- 7) "Minister" means a member of the Executive Council to whom for the time being the administration of the Acts is assigned;
- 8) "officer" means any person appointed to be a corporate officer by the Board;
- 9) "policies and procedures" means those policies and procedures that have been enacted by the Board or by an officer with the authority to enact policies and procedures on behalf of the Board;
- 10) "quorum" means a majority of the members of the Board;
- 11) "regulations" mean the regulations made by the Lieutenant Governor in Council pursuant to

the Acts; and

- 12) "voluntary association" means a group of individuals who enter into an agreement to form a body or organization to work together for a common purpose.

Interpretation

- 1) Subject to subsection (2), in these Bylaws, unless the context otherwise requires, words or phrases defined in the Acts, as amended, shall have the meaning defined therein.
- 2) Where the same word is defined in both Acts with different meaning, unless the context otherwise requires the definition of the word in *The Cancer Agency Act* will apply.
- 3) The headings, sections and subsections in these Bylaws are inserted for convenience or reference only, and shall not affect the construction or interpretation of the provisions of these Bylaws.
- 4) In these Bylaws, unless the context otherwise requires, words importing the singular number or the masculine gender shall include the plural number or the feminine gender, as the case may be, and vice versa, and references to person(s) shall include firms, health care organizations and other entities.

Priority and Conflict

- 1) These Bylaws are enacted in accordance with *The Provincial Health Authority Act* and are subordinate to and not intended to conflict or be inconsistent with any requirements of the Acts or regulations.
- 2) If there is any conflict or inconsistency in these bylaws with:
 - a. the Acts, regulation or any legislation:
 - i. the requirements of the bylaws will be interpreted to the extent reasonably possible to eliminate the conflict or inconsistency; and
 - ii. if it is not possible to interpret the bylaws to remove the conflict or inconsistency, the Acts, regulations or other legislation will prevail and that portion of the bylaw will be considered to be of no force or effect.
 - b. any policies or procedures, including any Board committee charters, the provisions of the bylaws will prevail.

PART II. ORGANIZATION OF THE BOARD

Powers and Responsibilities of the Board

- 1) The business and affairs of the Cancer Agency shall be conducted by the Board.
- 2) In conducting the business and affairs, the Board may exercise any of the powers provided in the Acts and the regulations and any other applicable legislation.
- 3) In accordance with the Acts, the Board is responsible to:
 - a. establish and review on a regular basis the mission, objectives, values and strategic plan in relation to the provision, within available resources, of appropriate programs

- and services in order to meet the needs of the residents of Saskatchewan;
- b. establish, on an annual basis, goals, objectives and values to ensure the effective and efficient governance of the Cancer Agency;
 - c. establish procedures for monitoring compliance with the requirements of The Acts, and other applicable legislation or regulations;
 - d. establish policy direction which will provide the framework for the management and operation of the Cancer Agency;
 - e. establish the selection process and secure by contract the employment of a chief executive officer in accordance with The Acts and to hire the chief executive officer in accordance with the process;
 - f. annually conduct the chief executive officer's formal performance evaluation, review and approve their compensation and set their goals and objectives for the coming year;
 - g. except where limited by the Acts or regulations, delegate responsibility and related authority for the management and operation of the corporation to any committees, councils or to the chief executive officer and require accountability to the Board;
 - h. at any time to revoke or suspend the appointment of the chief executive officer;
 - i. ensure mechanisms and policies are in place to provide high quality cancer control services to the residents of Saskatchewan;
 - j. ensure that quality assurance, risk management and utilization review methods are established for the regular evaluation of the quality of cancer control services provided by the Cancer Agency and any of third parties contracted by the Cancer Agency;
 - k. evaluate its own performance in relation to its responsibilities and periodically review and revise governance policies, processes and structures as appropriate;
 - l. work collaboratively with the provincial health authority and health care organizations (as defined under *The Provincial Health Authority Act*) in meeting the cancer control service needs of the residents of Saskatchewan; and
 - m. participate in the ongoing assessment of cancer control services throughout Saskatchewan.

Responsibilities of Board Members

- 1) Members of the Board shall be appointed in accordance with *The Cancer Agency Act* and the regulations.
- 2) Every member, in exercising powers and in performing duties, shall:
 - a. act honestly and in good faith with a view to the best interests of the Cancer Agency;
 - b. exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances and comply with the Acts and the regulations and any other applicable legislation; and

- c. notify the Board chairperson of any reasons or changes in circumstances that would cause a disqualification or a failure to meet or cease to meet any qualification for being a member set out in the Acts or regulations.
- 3) In contributing to the achievement of the responsibilities of the Board as a whole, each member shall:
- a. be diligent and adhere to the Board's mission, vision and values;
 - b. develop broad knowledge about the roles and responsibilities of members;
 - c. work positively, co-operatively and respectfully as a member of the team with other members and with officers, management and staff;
 - d. respect and abide by Board decisions;
 - e. review all of the material for discussion in advance and participate actively and effectively at Board and Committee meetings;
 - f. keep informed about matters relating to the Board, the Cancer Agency, the Saskatchewan Health Authority, health care organizations and other health care providers in providing cancer control services to the residents of Saskatchewan;
 - g. participate in the initial orientation as a new member and in ongoing professional development;
 - h. participate in the annual evaluation of overall Board effectiveness and represent the Board, when requested;
 - i. participate in the evaluation of the Board, chairperson, chief executive officer and individual members as required;
 - j. represent the interest of the residents of Saskatchewan rather than the specific interest of any individual(s) or corporation;
 - k. comply with all applicable legislation/regulations and the Code of Conduct and Ethics;
 - l. avoid real and perceived conflicts of interest;
 - m. maintain appropriate confidentiality with respect to information they have received in their capacity of members of the Board which is not otherwise publicly available;
 - n. disclose to the chairperson any information the member might obtain that could be considered material to the Board's business or operation;
 - o. respect the responsibilities delegated by the Board in accordance with these Bylaws, avoiding interference with their duties but insisting upon accountability and reporting mechanisms for assessing organizational performance; and
 - p. regularly attend Board and Committee meetings.
- 4) A member may resign their position on the Board by submitting a letter of resignation to the Minister and a copy to the Board Chairperson. The resignation shall be effective on the date specified in the Acts. Where no date is specified in the Acts, the letter of resignation is

effective on the date received by the Minister.

- 5) A member is disqualified from holding office as a member if the member fails to meet or ceases to meet any qualifications set out in the Acts or regulations. The disqualification is effective as of the applicable date specified in the Acts or regulations.

Responsibilities of the Board Chairperson and Vice-Chairperson

- 1) The chairperson and vice-chairperson shall be designated in accordance with *The Cancer Agency Act*.
- 2) The powers and duties of the chairperson include, but are not limited to, the following:
 - a. chairing meetings, ensuring that its processes are effective and providing leadership in Board development;
 - b. ensuring that processes are in place to monitor the evolution of legislation and practices that change the duties and responsibilities of the members of the Board;
 - c. setting Board meeting schedules, work plans and agendas in consultation with the chief executive officer and the secretary;
 - d. monitoring meeting attendance;
 - e. calling for votes to confirm consensus decisions or to decide issues;
 - f. ensuring a process is in place for recommending the chairperson and membership of individual committees;
 - g. attending Board committee meetings where appropriate;
 - h. counselling collectively and/or individually with Board members, to ensure full utilization of individual capacities and optimum performance of the Board and each of its committees;
 - i. working with management by:
 - i. building an open working relationship between chief executive officer/senior management and the Board;
 - ii. ensuring that communications with management support the early identification of policy and organizational issues that should be addressed by the Board; and
 - iii. representing the stakeholders and the Board to management.
 - j. ensuring a consistent approach to Board governance and effective Board performance;
 - k. ensuring a process exists and is followed for regular Board, committee chairperson, and member evaluations;
 - l. managing conflicts of interest should they arise;
 - m. building and maintaining a sound working relationship with the Minister of Health and other government representatives;
 - n. reporting regularly to the Board issues that are relevant to their governance

responsibilities; and

- o. serving as the Board's spokesperson (or designate).
- 3) The vice-chairperson shall have all the powers and perform all the duties of the chairperson in the absence or disability of the chairperson, together with such other duties as are usually incidental to such a position or as may be assigned by the Board from time to time.
- 4) In the absence of the chairperson or vice-chairperson, the members of the Board who are present at a meeting and who constitute a quorum may designate one of their number to act as the chairperson, and that member may exercise all the powers and must perform all the duties of the chairperson.

Appointment of the Chief Executive Officer

- 1) The Board shall appoint a chief executive officer who is responsible, in accordance with the directions of the Board, for the general management and conduct of the affairs of the Cancer Agency.
- 2) The Board shall select the chief executive officer in accordance with its approved selection process.
- 3) Subject to the requirements of the Acts, the Board shall employ a chief executive officer and set the conditions of employment by contract. Goals and performance will be reviewed annually as required.
- 4) The Board may at any time revoke or suspend the appointment of the chief executive officer.

Responsibilities of the Chief Executive Officer

- 1) The chief executive officer of the Cancer Agency is responsible, in accordance with the directions of the Board, for the general management and conduct of the affairs of the Cancer Agency.
- 2) The chief executive officer shall:
 - a. be responsible for developing and implementing/operationalizing the strategic plan as approved by the Board;
 - b. be responsible to the Board for management of the Cancer Agency in accordance with its policies and direction;
 - c. ensure financial performance and appropriate systems and structures are in place for the effective management of the Cancer Agency;
 - d. demonstrate integrity and ethical leadership in support of the Board's responsibility with respect to development and periodical review of the Board's mission and objectives;
 - e. recruit and select the senior management team members, train and monitor senior management team, and assess the performance of the senior management team so as to ensure an effective management team is in place;
 - f. promote and support the Cancer Agency's values, culture and philosophy;

- g. be responsible for the allocation of the capital, human and technical resources;
- h. represent the Cancer Agency externally to the community, government, media and other corporations and agencies;
- i. build and maintain a sound working relationship with the Ministry of Health;
- j. ensure compliance with all legislative and regulatory requirements;
- k. identify, monitor and manage risks; and
- l. attend Board and committee meetings as required.

Appointment and Responsibilities of the Board Secretary

- 1) The Board shall appoint a secretary who shall:
 - a. maintain the minutes of all meetings of the Board and any committees thereof;
 - b. maintain public access to approved Board minutes;
 - c. maintain all correspondence to and from the Board;
 - d. maintain custody of all minutes, records and documents of the Board;
 - e. give such notice, as required in these Bylaws, of all meetings of the Board and any committee thereof;
 - f. maintain an attendance record of those attending all meetings of the Board and any committee thereof;
 - g. perform such other duties as ordinarily pertain to this office and as the Board may from time to time direct; and
 - h. not be a member of the Board.

PART III. MEETINGS OF THE BOARD

Regular Meetings of the Board

- 1) The Board shall hold a minimum of four regular meetings in any fiscal year. The schedule of Board meetings will be made publicly available.
- 2) Regular meetings of the Board shall be held at such intervals, times, places and means as the Board deems appropriate.
- 3) The secretary shall ensure that notice of the time and place of any regular meeting, the agenda for such meeting, and all necessary resource material are provided to the members in the manner established by the Board, not less than seven days prior to the meeting.
- 4) Notice of a regular meeting shall not be necessary where:
 - a. all members entitled to vote at the meeting are present and approve of the transaction of business considered or to be considered at the meeting; or
 - b. all members entitled to vote at such meeting who are not present waive in writing, either before or after the meeting, notice of the meeting and consent in writing to the

business transacted or to be transacted at such meeting. Such waiver and consent shall be attached to the minutes of the meeting.

Special Meetings of the Board

- 1) The chairperson may call a special meeting of the Board at any time and the secretary shall, upon direction of the chairperson, convene such a meeting.
- 2) The chairperson must call a special meeting of the Board on written request from a majority of members of the Board, and the secretary shall convene such meeting within seventy-two (72) hours (three calendar days) of receipt of such written request.
- 3) The secretary shall ensure that notice of the time and place of any special meeting, the agenda for such meeting and all necessary resource material are provided to the members in the manner established by the Board, not less than forty-eight (48) hours prior to the meeting, unless such material is not available.
- 4) The secretary will, where reasonably practicable, make publicly available a notice of the time and place of any special meeting, unless, in the opinion of the chairperson, the business to be conducted is permitted by *The Provincial Health Authority Act* to be conducted in private.
- 5) Where all members of the Board are present at a special meeting and unanimously agree, business other than the special business included in the agenda for such meeting may be discussed and transacted.

Conduct of Board Meetings

- 1) Except where permitted by *The Provincial Health Authority Act*, meetings of the Board will be held in public.
- 2) The Board may hold a meeting or a part of a meeting in private if, in the opinion of the chairperson, the related criteria under *The Provincial Health Authority Act* for holding a meeting, or part of a meeting in private are met.
- 3) No business shall be transacted at a meeting of the Board unless a quorum of the Board is present. Members who participate in a meeting by conference call, or other electronic means as may be approved by the Board, will be considered present.
- 4) Approved Board meeting minutes will be maintained by the Secretary and made publicly accessible. Matters discussed in private may be excluded from the minutes required to be made public by *The Provincial Health Authority Act*.
- 5) The chairperson shall determine the order of business to be followed and otherwise regulate the meetings.
- 6) Other representatives of management and/or parties external to the Board may be invited to attend any meeting of the Board or part thereof as necessary.
- 7) All decisions of the Board must be made in public and shall be by majority vote of the members present.
- 8) Each member, including the chairperson, shall have only one vote.

- 9) There shall be no voting by proxy.
- 10) In the case of an equal number of votes for and against a motion, the motion is lost.
- 11) All votes at any meeting of the Board shall be taken by a show of hands, or verbal expression, unless any member present requests a ballot.

Rules of Order

- 1) Any questions of procedure at or for any meetings of the Board or of any committee, which have not been provided for in this Bylaw shall be determined by the chairperson or the chairperson of the committee as the case may be, in accordance with rules of order as adopted by resolution of the Board.

PART IV. BOARD COMMITTEES

Establishment, Membership and Responsibilities of Board Committees

- 1) The Board may establish standing committees or special committees as required to advise or provide recommendations to the Board for decision.
- 2) Except as otherwise provided in this bylaw, the responsibilities, duties, membership and voting privileges of each standing committee or special committee shall be set out by the Board in the charter applicable to the committee contained in the resolution or motion applicable to that committee.
- 3) The Board shall appoint a chairperson for each standing committee or special committee.
- 4) The chairperson of each standing committee or special committee shall submit to the Board the minutes, reports, and any recommendations of the standing committee or special committee 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 committee or special committee.
- 5) The Board may, by resolution, dissolve any standing or special committee at any time.

Committee of the Whole

- 1) Notwithstanding the establishment of any standing committee or special committee the Board may at any time act as a Committee of the Whole and carry out the responsibilities of one or more standing or special committees.

Standing Committees of the Board

- 1) Standing Committees deal with specific matters which are a priority of an ongoing nature and generate recommendations to the Board for decision.
- 2) Standing committees shall consist of a minimum of three members of the Board with such additional members as identified in the charter which establishes the standing committee.
- 3) Where deemed appropriate by the standing committee, non-committee members may be invited as non-voting guests to attend standing committee meetings or portions thereof.

Special Committees of the Board

- 1) Special committees deal with specific matters and generate recommendations to the Board for decision.
- 2) Special committees shall consist of a minimum of two members of the Board with such additional members as identified in the charter which establishes the special committee.
- 3) Where deemed appropriate by the special committee, non-committee members may be invited as non-voting guests to attend special committee meetings or portions thereof.

Procedures for Standing or Special Committee Meetings

- 1) Any Board member may attend a meeting of any standing committee or special committee of the Board.
- 2) Meetings of standing committees or special committees of the Board shall be held at the call of the chairperson, the chairperson of the committees of the Board or at the request of any two members of the committee of the Board.
- 3) Recommendations to the Board arising at any meeting of a standing committee or special committee of the Board shall be decided by a majority of votes. Votes shall be taken by a show of hands, or verbally, and:
 - a. the chairperson shall have a vote; and
 - b. if there is an equal number of votes for and against a motion, the motion is lost.
- 4) Minutes shall be recorded and submitted to the Board for all meetings of standing committees or special committees of the Board.
- 5) A quorum for any meeting of a standing committee or special committee of the Board shall be a majority of the members of the special committee or special committee entitled to vote.

PART V. GENERAL PROCEDURES

Signing Officers and Financial Matters

- 1) The Board may from time to time by general resolution, specific resolution or through delegation or policy appoint any officer, member or other person on behalf of the Board either to sign contracts, documents or instruments in writing generally or to sign specific contracts, documents or instruments.
- 2) The Board shall cause accounts to be kept of the sums of money received and disbursed by the Cancer Agency, the matters in respect of which said receipts and disbursements take place, all sales and purchases by the Cancer Agency, any assets and liabilities of the Cancer Agency, and all other transactions affecting the financial position of the Cancer Agency.
- 3) The Board shall appoint an auditor who shall conduct an audit of the financial statements of the Cancer Agency on an annual basis. The auditor will be reviewed on an annual basis and any recommended changes will be determined by the Board. In the event the auditor is not the Provincial Auditor, the Board shall fix the remuneration of the auditor.

- 4) The Board shall approve the annual budget for the Cancer Agency.
- 5) The Cancer Agency's financial statements shall be received and approved by the Board.

Confidentiality

- 1) Each member of the Board shall maintain the confidentiality of the following information maintained by the Cancer Agency and/or brought to the Board or any of its committees:
 - a. all sensitive corporate information which includes proprietary technical, business, financial, legal, or any other information of the Cancer Agency or third parties which the Cancer Agency treats as confidential; and
 - b. all personal information or personal health information as defined in *The Local Authority Freedom of Information and Protection of Privacy Act* and *The Health Information Protection Act*.

(in this section collectively called "sensitive information").
- 2) No sensitive information of the Cancer Agency shall be divulged by a member, officer or employee except where:
 - a. in situations where the sensitive information is governed by law, such is authorized by law and permitted by the Board or Cancer Agency policies; or
 - b. in situations where the sensitive information is not governed by law, such is permitted by the Board or Cancer Agency policies.

Conflict of Interest

- 1) Members are expected to disclose to the Board any actual, potential or perceived conflict of interest, which may exist or be thought to exist as soon as they become aware of the issue.
- 2) Members are expected to take any necessary and reasonable measure to try to resolve the conflict and must comply with the applicable provisions of *The Legislation Act*.
- 3) At the commencement of any meeting of the Board or its committees or councils, a member shall declare an actual, potential or perceived conflict of interest where one is believed to exist. If a member is temporarily absent from a meeting when a matter is introduced in which he or she has or may have an actual, potential or perceived conflict of interest, the member shall, immediately on return to the meeting, or as soon thereafter as the member becomes aware that the matter has been considered, disclose the general nature of his or her interest in the matter.
- 4) The member shall disclose the circumstances of the actual, potential or perceived conflict of interest to the other members and excuse him/herself from the meeting. Where it is found that:
 - a. a conflict of interest exists; or
 - b. the potential or perceived conflict is of a nature that the member should exclude him/herself from further participation;

the affected member shall not participate in any discussion, decision-making, or voting, and

shall be excused from the meeting until the discussion, decision-making, and voting, if any, on the matter are concluded.

- 5) The Board may from time to time, by resolution, establish a Code of Conduct and Ethics for members.
- 6) Members shall:
 - a. comply with the Code of Conduct and Ethics; and
 - b. on an annual basis, acknowledge in writing their compliance with the Code of Conduct and Ethics.
- 7) The Board shall annually review the Code of Conduct and Ethics for members.

Indemnity

- 1) Section 2-40 of *The Legislation Act* applies with respect to the indemnification of the corporation's directors and officers and former directors and officers for their actions.

Insurance

- 1) The Cancer Agency shall purchase and maintain such insurance for the benefits of its Board members, officers and employees as it may consider necessary and advisable.

PART VI. ASSOCIATIONS OF THE BOARD

Voluntary Associations

- 1) The Board may collaborate or sponsor the formation of a voluntary association(s) and or stakeholder groups, including fundraising foundations as it deems advisable.
- 2) Such voluntary associations shall be conducted with the advice of the Board for the general welfare and benefit of the Board and the residents of Saskatchewan.
- 3) The Board may attach such terms and conditions associated with its collaboration or sponsorship of a voluntary association as it determines appropriate.

Ancillary Groups

- 1) The use of the Cancer Agency name, the name of any agency thereof, or the corporate logo or trademark by any group requires Cancer Agency approval.

PART VII. ADOPTION AND APPROVAL

Amendments

- 1) The Board may propose Amendments to these Bylaws at any time. Notice of such Amendment shall contain the content and rationale of the proposed Amendment.
- 2) The resolution proposing an Amendment to these Bylaws shall require the approval of at least quorum of the Board members. If passed, the same shall come into effect upon approval of the Minister.
- 3) These Bylaws and any Amendments shall replace any previous Bylaws and shall become effective when confirmed by the Board and approved by the Minister.

Adoption of the Bylaws

- 1) The Bylaws of the Saskatchewan Cancer Agency are adopted and shall revoke, supersede and replace any General Bylaw previously enacted by the Saskatchewan Cancer Agency or its predecessor and shall become effective when adopted by the Board and approved by the Minister of Health for the Province of Saskatchewan.

ADOPTED by the Saskatchewan Cancer Agency the 19 day of May, 2023.

Effective Date

These general bylaws of the Saskatchewan Cancer Agency are approved by the Minister of Health

on the 14 day of August, 2023.



Honourable Paul Merriman
Minister of Health