

2019

NTHSSA Leadership Council Governance Manual



Part A: Introduction

A.1	Introduction	2
A.2	Overview of Northwest Territories Health and Social Services Authority	4

Part B: Governance Structure

B.1	Governance Framework	6
B.2	Council Terms of Reference	9
B.3	Council Chair Position Description	14
B.4	Vice Chair Position Description	16
B.5	Committee Chair Position Description	17
B.6	Council Member Position Description	19
B.7	Finance Committee Terms of Reference	22
B.8	Governance and HR Committee Terms of Reference	28
B.9	Quality Committee Terms of Reference	32

Part C: Governance Practices and Key Review Processes

C.1	Council Meeting Guidelines	34
C.2	Council Committee Operating Guidelines	37
C.3	Council Member Orientation and Professional Development	40
C.4	Council Member Appointment Process	42
C.5	Strategy Development	46
C.6	Risk Management Oversight	47
C.7	Council and Council Member Evaluation	49
C.8	CEO Evaluation	52
C.9	CEO Succession Planning	54
C.10	Reporting and Accountability	56
C.11	Communications Overview	57
C.12	Council Remuneration and Expense Policy	58

Part D: Standards of Conduct

D.1	Council Code of Conduct	59
-----	-------------------------	----

Part E: Legal Framework

E.1	Governing Statutes Summary	68
E.2	General By-Law	69

Part F: Appendices

F.1	Administration and Information	89
F.2	Form of Acknowledgement	91
F.3	Council and Committee Forward Calendar	92
F.4	Organizational Chart	95
F.5	Glossary	96

A. 1 INTRODUCTION

1. Introduction

This Governance Manual has been prepared for the Council Members of the Leadership Council (Council).

The Governance Manual sets out the governance framework, structure, practices and policies pursuant to which the Council exercises its responsibilities and carries out its duties of stewardship and accountability. Amongst other things, it sets out the responsibilities of the Chair, Council Members and includes the Council's Code of Conduct.

The contents of this Governance Manual, as a whole, and each of its component parts and policies, are reviewed by the Governance and Human Resources Committee on a regular basis. The Senior Advisor, Governance, after consultation with the Council Chair, may make and publish amendments to this Governance Manual that are minor or administrative in nature.

To support the Northwest Territories Health and Social Services Authority (NTHSSA/Authority) in the delivery of its legislated mandate, the Governance Manual incorporates the Council's responsibilities as set out in the legal framework where relevant.

The Governance Manual is divided into the following sections:

A. Introduction – provides an overview of the Authority.

B. Governance Structure – sets out the responsibilities of the Council, Council Chair, individual Council Members, the CEO and Senior Advisor, Governance, and the terms of reference for Council Committees.

C. Governance Practices and Key Review Processes – sets out the policies that are used by the Council:

- To guide its functioning, including operating guidelines, Council Member orientation and professional development, Council Member appointment Process, Council & Committee Evaluation and the Council Member Remuneration & Expense Policy; and
- For overseeing the performance of NTHSSA as a whole, including: strategy development, risk management oversight and CEO evaluation and succession planning.

D. Standards of Conduct – sets out policies that guide the Council in the conduct of their activities as a Council Member.

E. Legal Framework – includes a link to:

- The Hospital Insurance and Health and Social Services Administration Act (Act);
- Supporting regulations/orders to the Act; and
- NTHSSA's Corporate By-Laws.

F. Appendices - includes the Council and Committee forward calendars, the Governance Authority Matrix, organizational chart and the Council Member contact list which is updated from time to time. A list of frequently used acronyms has also been included here.

Upon joining the Council, each Council Member is provided with a copy of the Governance Manual and must return to the Chair a Form of Acknowledgment as set out in **Section F.2** of this Governance Manual, acknowledging the Council Member has received the Governance Manual, and that they have read and understood the contents of the Governance Manual.

Council Members must review the Governance Manual (and any updates) and sign this acknowledgement annually.

A.2 OVERVIEW OF NORTHWEST TERRITORIES HEALTH AND SOCIAL SERVICES AUTHORITY

1. Overview

The Northwest Territories Health and Social Services Authority (NTHSSA), established on August 1, 2016, is an agency of the Government of the Northwest Territories (GNWT) and responsible for the operation and delivery of health and social services in the Northwest Territories.

Working collaboratively with the Hay River Health and Social Services Authority, the Tłı̨chǫ Community Services Agency, and the GNWT's Department of Health and Social Services, the NTHSSA is part of an integrated Northwest Territories (NWT) health and social services system working towards a one-system approach to provide quality care to NWT residents. The three Authorities combined deliver services across a vast geography of 1.2 million square kilometers and serving approximately 43,000 people, including First Nations, Inuit, Metis, and non-indigenous people.

The NTHSSA provides health and social services including diagnostic and curative services, prevention and promotion services, protection services, mental health and addictions, continuing care and rehabilitation services that are delivered by more than 1,400 health and social services staff.

The NTHSSA is responsible for the delivery of care and services in accordance with the Department of Health and Social Services system strategic plan (the Territorial Plan) set out by the Minister of Health and Social Services (Minister). Specifically, the NTHSSA is responsible to:

- Plan, develop and deliver programs and services to NWT residents;
- Ensure operational policies, guidelines and standards of care within the context of legislation, regulation and broad Department of Health and Social Services policies are in place;
- Provide budget development, funding allocation, monitoring and financial reporting to the Government of the NWT (GNWT);
- Manage quality and risk management of its operations;
- Ensure recruitment, supervision and retention of professional staff;
- Ensure staff are trained and support professional development; and
- Report and be accountable in accordance with legislation, regulations and agreements to the GNWT.

2. Vision, Mission, Values

NTHSSA's vision, mission and values are set out below.

Vision

- **Best Health** – Support the health and wellness of the population;
- **Best Care** – Care and services responsive to children, individuals, families and communities; and
- **Better Future** – Build a sustainable health and social services systems.

B.1 GOVERNANCE FRAMEWORK

1. Department of Health and Social Services

The role of the Department of Health and Social Services (Department) is to support the Minister in carrying out the mandate by:

- Setting the strategic direction for the system through the development of legislation, policy and standards;
- The establishment of approved programs and services;
- The establishment and monitoring of system budgets and expenditures; and
- Evaluating and reporting on system outcomes and performance.

The Department is responsible for ensuring that all statutory functions and requirements are fulfilled, ensuring professionals are appropriately licensed and managing access to health insurance and vital statistics services.

2. Northwest Territories Health and Social Services Authority

NTHSSA is one of three Health and Social Service Authorities of the Government of the Northwest Territories (GNWT). The other two Authorities are the Hay River Health and Social Services Authority (HRHSSA) and the Tłıchq Community Services Agency (TCSA).

While the Tłıchq Community services Agency operates under a separate board and Hay River Health and Social Services Agency does in the interim, the NTHSSA will set clinical standards, procedures, guidelines and monitoring for the entire Northwest Territories. Service Agreements are established with these boards to identify performance requirements and adherence to clinical standards, procedures, guidelines and policies.

Under the direction of the Minister, the NTHSSA is established to move towards an integrated delivery system as part of the Government's transformation strategy.

While the NTHSSA is responsible for the design and delivery of territorial health and social services planning across the Northwest Territories, the Health and Social Services Authorities of the Hay River and Tłıchq regions remain distinct entities and continue to deliver the health and social services to their respective communities but remain important partners of NTHSSA.

The Act sets out that NTHSSA's purposes are to:

- Deliver, provide the delivery of, or coordinate the delivery of:
 - Types of health services and social services approved under the Act
 - Health and wellness promotional activities
- Manage, control and operate each facility, health service and social service for which the Authority is responsible; and
- Manage the financial, human and other resources necessary to perform its duties.

3. Council

The Council's role is to oversee the conduct of the business and affairs of the Authority and provide direction to the CEO and senior management. The Council's role is one of stewardship and ensuring the Authority fulfills its legislated mandate. The Council delegates responsibility for

the day-to-day operations of NTHSSA to the CEO. This governance structure is prescribed by the Act.

4. Committees

The Corporate By-Laws permit the Council to establish committees with a mandate to:

- Provide advice to the Council in respect of a particular aspect of the provision of health services or social services; and
- Exercise particular powers, or perform particular duties or functions of the NTHSSA or Council, in respect of the provision of health or social services.

The Council has established the following Committees to support its work:

- **Finance Committee** – To assist the Council in fulfilling its obligations and oversight responsibilities relating to financial planning, the audit process, financial reporting, the system of corporate controls, and risk management;
- **Governance and Human Resources Committee** – To assist the Council in fulfilling its obligations and oversight responsibilities related to NTHSSA's governance and human resources philosophies, structures, policies and processes; and
- **Quality Committee** – To assist the Council in fulfilling its responsibility to ensure excellent quality of patient, client, and resident care throughout the Authority, advising the Council on the Authority's progress and population health performance.

The Council has established terms of reference that sets out the responsibilities of each of the Committees. These terms of reference are set out in **Sections B.7, B.8 and B.9** of this Manual.

The Council may from time to time establish task forces, advisory committees or other temporary working groups to address time limited projects.

5. Chief Executive Officer (CEO)

The CEO provides overall leadership to senior management in executing NTHSSA's long and short term strategies and business plans; and manages the overall business to ensure strategic and business plans are effectively implemented and financial and operational objectives are attained. The CEO is responsible for supporting the Council in fulfilling its governance functions. The CEO is accountable to the Council and attends and participates in Council meetings.

Key responsibilities of this position include:

- leading and managing the Authority within the parameters established by the GNWT and the Council;
- providing counsel, advice and recommendations to the Council in identifying and addressing issues of concern relative to the Council's mission, vision and strategic plan;
- managing the Authority by ensuring that the strategic and annual planning is effectively implemented, performance is monitored and reported to the Council and financial and operational objectives are attained;
- identifying and reporting principal risks to the GNWT and the Council and implementing appropriate systems to manage these risks;
- developing and maintaining a sound, effective organizational structure; and

- fostering a corporate culture that promotes the Authority's values and guiding principles, ethical practices and encourages individual integrity and social responsibility.

6. Senior Advisor, Governance

The Senior Advisor, Governance of the NTHSSA provides professional support and guidance to governing bodies of the NTHSSA on all governance and related policy matters. The Senior Advisor, Governance also plays an important advisory and coordinating role within the Northwest Territories health and social services system, particularly in supporting the activities of the Council, and ensuring effective relations between the Council, the executive team, and among all participants in NTHSSA's governance.

The Senior Advisor, Governance, is appointed by and reports to the CEO and the Council Chair.

Key responsibilities of this position include:

- acting as the key administrator of corporate governance;
- developing and advancing a governance framework and decision-making procedures of NTHSSA;
- facilitating the smooth operation of the Council; and
- acting as a liaison between the Council, Regional Wellness Councils and the NTHSSA.

7. Regional Wellness Councils

The Regional Wellness Councils (RWCs) are advisory bodies. Members are appointed to represent the views and perspectives of residents in the area served by the Councils¹ and to provide advice and feedback on the programs and services provided by the NTHSSA. The RWCs provide advice to the Council in respect of health and social services, including:

- Priorities under the Territorial Plan;
- Promotion of health and wellness; and
- Matters referred to it by the Council.

RWCs serve as a forum in which matters related to the regional delivery of health and social services can be discussed and strategies to improve the effectiveness can be identified. Further, the RWCs serve as a forum in which public representatives can identify issues and concerns and discuss such matters with NTHSSA staff members. The RWCs serve as a critical link in supporting health and wellness activities at the community level.

RWCs do not have direct authority regarding the operations of the NTHSSA programs or staff members.

¹ Six areas that include: Beaufort Delta, Deh Cho, Fort Smith, Hay River, Sahtu and Yellowknife.

B.2 COUNCIL TERMS OF REFERENCE

1. Role

The Council's role is to oversee the management and affairs of NTHSSA and to take reasonable steps to ensure that NTHSSA achieves its legislated mandate. The Council delegates responsibility for the day-to-day operations of NTHSSA to the CEO.

2. Responsibilities

The Council's responsibilities are set out below according to major areas of responsibility:

a) Strategy

- Contribute with the Minister in the development of and approve long term strategic priorities and goals for the Authority;
- adopt the GNWT's vision, mission and values;
- provide advice to the Minister on strategic directions for particular health and social services and programs;
- monitor the performance and implementation of the NTHSSA's strategic plan, ensuring overall alignment of capital plans and budgets with the Northwest Territories Health and Social Services strategic plan (NWT HSS Strategic Plan); and
- take reasonable steps to ensure the implementation and integrity of the Authority's performance metrics (including areas such as utilization, risk and strategy) against which the strategic planning, and operating and capital budgets can be measured.

b) Operational Capital Plans and Budgets

- approve NTHSSA's annual operational plans and budgets subject to approval by the Minister;
- approve NTHSSA's capital plans and budgets subject to approval by the Minister; and
- monitor the performance and implementation of the operational plans and capital plans and budgets, including overseeing resource allocation decisions as part of the planning cycle, and the impact of such decisions on quality, safety and client experience.

c) Human Resources

- appoint and replace the CEO;
- in partnership with the CEO and Deputy Minister of Health and Social Services (Deputy Minister) set performance goals and objectives and review on an annual basis;
- annually participate in the review of the CEO's performance led by the Governance and Human Resources Committee;
- set the CEO's compensation, within the GNWT parameters, in collaboration with the Deputy Minister;
- oversee CEO succession planning and ensure there:
 - are processes to respond to an unplanned situation which require an immediate replacement of the incumbent CEO; and
 - is a professional development plan of the CEO in place

- monitor and review the development of the Authority's talent management succession planning programs;
- provide advice and counsel to the CEO in the execution of the CEO's duties;
- adopt and oversee the Authority's human resources strategy; and
- approve the Authority's senior management compensation philosophy in accordance with policy and in collaboration with the Deputy Minister.

d) Risk Management

- understand NTHSSA's process to identify its key financial and non-financial risks;
- with the advice of the CEO, understand and review the Authority's key risks;
- take reasonable steps to ensure, through regular reviews and assessments, that management has established appropriate systems and processes to identify and manage these risks and that these systems and processes; and
- oversee and obtain reasonable assurance from the CEO that NTHSSA is in compliance with applicable laws and regulations.

e) Financial Information, Systems and Internal Controls

- take reasonable steps to ensure the implementation and integrity of the Authority's audit, accounting and financial reporting principles;
- take reasonable steps to ensure that internal financial and operational controls and information systems are in place and functioning satisfactorily;
- review and approve the annual audited financial statements and ensure financial results are reported fairly and in accordance with generally accepted accounting standards;
- subject to the approval of the Minister, approve the appointment of the external auditors and approve the external auditors' fees; and
- liaise with NTHSSA's external auditor as required.

f) Medical Staff

- ensure that management, in consultation with the medical staff, develops and implements the necessary by-laws, rules, structures and policies to manage and monitor the provision of health and social services;
- ensure that management has systems in place to verify that members of the medical staff are meeting established practice standards whenever they provide care or services in all facilities operated by the Authority; and
- approve Medical and Professional Staff by-laws.

g) Monitoring and Reporting

- monitor NTHSSA's financial and operational results;
- review the quarterly quality report;
- report to the Minister on NTHSSA's financial and operational results; and
- report to the Minister in a timely manner on any developments outside of the ordinary course of business that have a significant and material effect on the Authority.

h) Material Commitments

- approve financial or other commitments outside of the ordinary course of business that may have a material impact on the Authority.

i) Code of Conduct and Conflicts of Interest

- develop, and update from time to time as required, a Code of Conduct for Council Members and monitor compliance therewith;
- develop a process to understand, identify, declare and resolve Council Member conflicts of interest; and
- approve and monitor compliance with all significant policies and procedures by which the Authority is operated.

j) Communications

- ensure the Authority has in place a policy and guidelines to enable management and the Council to communicate effectively with the Minister, clients and families, stakeholders and the public generally;
- ensure the financial performance of the Authority is adequately and promptly reported to the Minister and stakeholders;
- ensure timely reporting of any other developments that have a significant and material effect on the Authority; and
- report annually to the Minister on the Council's stewardship for the preceding year.

k) Council Effectiveness

- approve any changes to the Corporate by-laws to the Council subject to the approval of the Minister;
- on the recommendation of the Governance and Human Resources Committee, appoint Committee chairs and members;
- arrange a periodic assessment of the Council, Council Chair and Committees performance;
- review periodically its terms of reference and, as appropriate, approve changes to the Committees terms of reference; and
- approve the overall levels of insurance for Council Members.

3. General Responsibilities

The Council is responsible for directing management to ensure legal requirements have been met, and documents and records have been properly prepared, approved and maintained.

Council Members are under a fiduciary duty to the Authority to carry out the duties of their office to act:

- honestly and in good faith;
- in the best interests of the Authority; and
- with the care, diligence and skill of a reasonably prudent person.

4. Council Budget

The Council determines and approves an annual budget to support the work and activities of the Council considering the following elements:

- Council Member remuneration
- Meeting expenses and related costs
- Council Member education
- Consultant and advisory services
- Senior Advisor, Governance expenses and related costs

5. Council Timetable

The timetable for the Council’s activities is reflected in the Council’s annual calendar set out below.

Council Calendar				
Description of Activity	Q1	Q2	Q3	Q4
Business to be conducted at each meeting: <ul style="list-style-type: none"> • Minutes of previous meeting • Action items list • Business Review: <ul style="list-style-type: none"> ○ Financial results ○ Operations Review ○ Quality, Safety and Client Experience ○ Risk Management ○ HR Strategy ○ Forecast for remainder of the year ○ Progress against Strategic Plan • Committee Reports, as necessary 				
Approve of annual audited financial statements				
Appointment of External Auditor				
Approve Annual Report				
Assess performance of CEO, including succession planning and talent management succession program				

Council Calendar				
Description of Activity	Q1	Q2	Q3	Q4
Assess Council's performance				
Approval of compensation for CEO and review of compensation philosophy for senior management				
Approve Medical & Professional Staff By-Laws	Every 3 years – next in June 2021			
Approve Corporate By-Laws				
Approve Council Code of Conduct				
Develop annual Council budget				
Approve Council Member Insurance				
Approve committee chair(s) and members				
Set dates for ensuing year's Council meetings				
Review of Terms of Reference and Calendar				
Review of risk management and internal controls – under development				
Approval of capital and operating budgets for upcoming year				

B.3 COUNCIL CHAIR POSITION DESCRIPTION

1. Appointment and Term

The Council Chair is appointed by the Minister in accordance with the Act and the Territorial Board of Management and Territorial Authority Regulations. The Council Chair is appointed for a term not exceeding three years.

The Council Chair may be appointed for up to six consecutive years. Terms are not consecutive provided at least one year has elapsed between the terms.

2. Role

The principal role of the Council Chair is to provide leadership to the Council. The Council Chair is accountable to the Minister, acts as a direct liaison between the Council and the CEO, and represents the Council internally and externally, including acting as a spokesperson on behalf of the Council.

3. Responsibilities

The Council Chair:

a) Working with the CEO

- acts as a liaison between the CEO and the Council;
- acts as a sounding board, counsellor and mentor for the CEO;
- ensures the CEO is aware of concerns and expectations of the Council, the Minister and other stakeholders;
- participates in the Governance and Human Resources Committee led review of the CEO's performance, and ensures implementation of the talent management succession and development plans of the CEO; and
- seeks to ensure that the CEO presents to the Council all information necessary to allow the Council to effectively discharge its responsibilities.

b) Council Operations

- recommends to the Council an annual schedule of Council meetings;
- in concert with the CEO and the Senior Advisor, Governance, develops and sets the Council meeting agendas;
- calls Council meetings;
- presides over Council meetings;
- ensures Council meeting materials are provided to the Council Members five days prior to the meeting in conjunction with the Senior Advisor, Governance;
- conducts Council meetings in an efficient, effective and focused manner;
- ensures proper minutes are recorded and presented to subsequent meetings;
- develops for approval by the Council, and monitors expenditures of, an annual Council budget;

- oversees issues raised with respect to conflicts of interest;² and
- signs documents on behalf of the Council as authorized by the Council.

c) Council Effectiveness

- leads the Council in fulfilling its governance responsibilities as set out in the Council Terms of Reference;
- builds consensus and develops teamwork within the Council;
- fosters ethical and responsible decision making by the Council and Council Members;
- ensures that each Council Member is contributing to the Council's work;
- makes himself or herself available to individual Council Members for questions, counsel and discussions relating to NTHSSA;
- ensures new Council Members gain from an effective Council orientation program;
- keeps the Council up to date on all significant developments at NTHSSA, both at and between meetings;
- participates in the Council and Council Member evaluation process;
- participates in Council succession planning with the Minister;
- meets one-on-one annually with each Council Member to exchange views on the Council's effectiveness and the Council Member's contributions; and
- provides advice to the Minister on the performance of individual Council Members.

d) Relations with the Minister and Other Stakeholders

- acts as the principal interface between the Council and the Minister; and
- ensure that the Authority's communications protocol addresses, as effectively as possible, the needs of all stakeholders.

4. Council Chair's Absence

In the absence of the Council Chair, the Vice Chair shall perform the Council Chair's duties.

5. Council Chair Succession

The Minister considers Chair reappointment and succession planning.

² Actual or perceived conflicts of interest with respect to the Council Chair are to be raised with the Chair of the Governance and Human Resources Committee.

B.4 VICE CHAIR POSITION DESCRIPTION

1. Appointment and Term

The Council elects one Vice Chair from among the appointed Council Members to serve a one-year term as Vice Chair. The nomination of the Vice Chair shall be endorsed by the Minister.

A Council Vice Chair may be reappointed for an additional year. Terms are not consecutive provided if at least one year has elapsed between the terms. Notwithstanding that, the Council may reappoint the Vice Chair whose continuous service exceeds two consecutive terms in the event the Council is satisfied that there are no other Council Members who are qualified to serve as Vice Chair.

2. Role

The Vice Chair is responsible for supporting the Council Chair in carrying out the Chair's responsibilities and assisting the Council Chair in coordinating and providing leadership to the Council.

3. Responsibilities

The Vice Chair:

- assists the Council Chair in coordinating and providing leadership to the Council;
- performs the Council Chair's responsibilities in the Chair's absence, or at the request of the Chair;
- assumes leadership responsibilities for key initiatives or activities, as assigned;
- attends community and other events, at the request of the Council Chair and/or CEO, or joins the Chair in representing the Council at such events; and
- performs such other duties as may be assigned by the Council.

B.5 COMMITTEE CHAIR POSITION DESCRIPTION

1. Appointment and Term

The Committee Chair is appointed by the Council following recommendation by the Governance and Human Resources Committee. The Committee Chair serves for one or two-year terms as practicable, and may serve consecutive terms.

2. Role

The principal role of the Committee Chair is to provide leadership to the Committee on which they serve. The Committee Chair is accountable to the Council, and acts as a direct liaison between the Committee and the Council.

3. Responsibilities

The Committee Chair:

a) Committee Operations

- recommends to the Council an annual schedule of Committee meetings;
- in concert with the CEO/member of the executive that supports the Committee/the Senior Advisor, Governance, develops and sets the Committee meeting agendas;
- calls Committee meetings;
- presides over Committee meetings;
- ensures Committee meeting materials are provided to the Committee Members five days prior to the meeting;
- conducts Committee meetings in an efficient, effective and focused manner; and
- ensures proper minutes are recorded and presented to subsequent meetings.

b) Committee Effectiveness

- leads the Committee in fulfilling its governance responsibilities as set out in the Committee Terms of Reference;
- builds consensus and develops teamwork within the Committee;
- fosters ethical and responsible decision making by the Committee and Committee Members;
- ensures that each Committee Member is contributing to the Committee's work;
- makes themselves available to individual Committee Members for questions, counsel and discussions relating to NTHSSA;
- keeps the Council up to date on all significant developments at NTHSSA, both at and between meetings;
- in consultation with the Governance and Human Resources Committee leads and/or participates in the Committee evaluation process;
- participates in Committee succession planning; and
- meets one-on-one annually with each Committee Member to exchange views on the Committee's effectiveness and the Committee Member's contributions.

4. Committee Chair's Absence

In the absence of the Committee Chair, another Committee Member (as determined by the Committee) performs the Committee Chair's duties.

5. Committee Chair Succession

The Governance and Human Resources Committee, as part of its review of Council composition, considers Chair reappointment and succession planning.

B.6 COUNCIL MEMBER POSITION DESCRIPTION

The role and responsibilities of the Council as a whole are set out in the Council's Terms of Reference. This position description sets out expectations and responsibilities of individual Council Members.

1. Standards of Conduct

In discharging their responsibilities, each Council Member should:

- act honestly and in good faith with a view to the best interests of NTHSSA; and
- exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

In keeping with these responsibilities, a Council Member should:

- act in the best interests of NTHSSA and not in their self-interest, nor in the interest of a particular entity or group;
- comply with Council policies, including the Council Code of Conduct;
- make full and timely disclosure of any actual, potential or apparent conflicts of interest in accordance with procedures set out in the Council Code of Conduct; and
- keep confidential information, including all information associated with *in camera* meetings, confidential until the Council decides that the information may be disclosed.

2. Council Activity

During Council and Committee meetings, a Council Member is expected to:

- be prepared and well-informed on relevant issues (through pre-read materials or otherwise);
- bring his or her own experience, wisdom, judgment and influence to bear constructively on issues;
- interact with fellow Council Members and management in a respectful and constructive manner;
- speak and act independently while remaining a team player;
- express opinions in a clear and respectful manner;
- express points of view for the Council's consideration even if they may seem contrary to other opinions previously expressed;
- listen to, and exercise tolerance for, others' perspectives;
- be adaptable, flexible and open-minded in the consideration and implementation of change;
- exercise a logical, rational approach to problem solving;
- analyze issues from many perspectives, considering the impact of decisions on NTHSSA's internal and external environments;
- whenever possible, advise the Council Chair and CEO in advance of introducing significant and previously unknown information;
- understand the difference between governing and managing, focusing inquiries on issues related to strategy, policy, implementation and results rather than issues relating to day to day management; and

- once Council decisions are made, support those decisions in a positive manner.

Between meetings, each Council Member should be available as a resource to the Council Chair as reasonably requested by the Council Chair.

In carrying out their responsibilities, each Council Member is expected to be actively engaged in and add value to the Council's work.

3. Attendance

Council Members are expected to maintain an excellent Council meeting attendance record. Ideally Council Members are expected to attend meetings in person but may attend meetings by teleconference/videoconference/audioconference. A Council Member may be removed from the Council if they are absent from three consecutive meetings of the Council, or are absent for one quarter or more of the meetings for the Council in any twelve month period, unless the Member has been excused from attendance by the Chair.

4. Relationship with Management

Each Council Member should be available as a resource to the CEO and other members of senior management as reasonably requested by the CEO.

Council Members may direct questions or concerns on the Authority's performance to the CEO through Council or Committee meetings, the CEO or the Council Chair.

Council Members must respect the position of the CEO and the organizational structure of management. A Council Member has no authority from their position as a Council Member to direct any staff member.

5. Communications

The CEO (or delegate) is the primary spokesperson for NTHSSA and the Council Chair is the primary spokesperson for the Council. The Minister is the primary spokesperson for the Ministry of Health and Social Services. The Council speaks with one voice and no Council Member should speak on behalf of the Council without the explicit authority of the Council Chair.

6. Information Requirements

Council Members must devote the necessary time and attention to be able to make informed decisions on issues that come before the Council. Council Members are expected to be knowledgeable about the Authority's strategy and operations. Council Members must also maintain an understanding of the community, business and political environments within which NTHSSA operates.

7. Orientation and Professional Development

Council Members are expected to participate in NTHSSA's Council Member orientation program and ongoing education.

8. Compensation

Council Member compensation is based on the GNWT honoraria rates for public agencies

All Council Members are entitled to be reimbursed for reasonable expenses incurred in relation to their services as a Council Member as set out in the Council Remuneration and Expense Policy (see **Section C.12** of this Governance Manual)³.

9. Removal

A Council Member may be removed from office by the Minister.

10. NTHSSA Property

Upon a Council Member's term ending, he or she must return all materials and other items belonging to the Authority received in their capacity as a Council Member, including confidential Council materials.

³ As per Article 45 of the UNW Collective Agreement

B.7 FINANCE COMMITTEE TERMS OF REFERENCE

1. Introduction

The Leadership Council (“Council”) has primary oversight responsibility for financial stewardship, including financial management, financial accounting systems, risk management, internal controls and compliance for the Northwest Territories Health and Social Services Authority (“Authority”).

The purpose of the Finance Committee (“Committee”) is to assist the Council in fulfilling its obligations and oversight responsibilities relating to financial stewardship, and, when required, make recommendations to the Council for approval.

2. Composition

The Committee should be composed of five or more Council Members, but not less than three Council Members.

The Council, on the recommendation of the Governance and Human Resources Committee, appoints the Committee members and chair.

In determining Committee composition, consideration will be given to Council Members’ who are financially literate.⁴

3. Responsibilities

Subject to the powers and duties of the Council, the Committee shall assume the following responsibilities:

a) Strategic Financial Planning

- review and make recommendations to the Council in respect of:
 - the financial plan forwarded to the Council for approval, including:
 - financial plans;
 - annual and multi-year operating and capital budgets (if applicable).
 - the appropriateness and validity of any material assumptions and estimates used in the preparation of such plans;
 - the consistency of the plans with policies, objectives and initiatives approved by the Council;
 - financial plans involving major initiatives;
 - spending level authority for operating and capital expenditures; and
 - any significant assumptions, forecasts, targets or performance goals used by management in the preparation of the plans and/or budgets.

⁴ “financially literate” means that the Council Member has the ability to read and understand a set of financial statements which present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of the issues that can reasonably be expected to be raised by the Authority’s financial statements.

b) Strategic Reporting

- review the Authority's financial reports and related information to ensure that any material deviation from budget, or any material indication that actual results will fail to meet budget expectations, are addressed by management;
- recommend financial reports (including the quarterly reports with year-to-date financial information, forecasts and projections) for approval or disapproval to the Council. The Committee will provide an explanation if it cannot recommend approval;
- review the financial statements and reports and recommend their approval or disapproval to the Council. The Committee will provide an explanation if it cannot recommend approval;
- determine whether appropriate accounting methods are being applied;
- discuss with management and with the external auditor:
 - all proposed changes in accounting policy;
 - the impact and presentation of all significant risks or uncertainties;
 - compliance with accounting standards;
 - significant adjustments arising out of the audit process and related party transactions; and
 - all estimates or judgments of management that may be material to financial reporting.
- review and discuss spending level authorities for operating and capital expenditures and the Authority's compliance with such;
- question management and the external auditor regarding significant financial reporting, recording or presentation issues discussed during the fiscal period and the manner of their resolution; and
- examine the audited annual financial statements in conjunction with the report of the external auditor, which may include determining whether the statements:
 - properly reflect the significant accounting policies selected;
 - reflect estimates and other financial statement elements that are reasonable and consistent;
 - adequately disclose all major transactions and issues;
 - disclose all post-year-end significant events; and
 - are understandable, relevant, reliable and comparable.

c) Resource Management

- review any asset and investment practices, as applicable.

d) Accounting Systems & Internal Control

- through discussions with management and the external auditor, obtain reasonable assurance that the Authority's accounting systems are reliable and internal controls are operating effectively. The Committee may wish to direct the external auditor's examinations to review particular areas. This may include:
 - reviewing the Authority's financial controls and policies;
 - obtaining reasonable assurance that the systems of internal controls are properly designed and effectively implemented through discussions with and reports from management and the external auditor;

- review management steps to implement and maintain appropriate internal control procedures including a review of policies; and
- monitor compliance with statutory and regulatory obligations.
- review the evaluation of internal controls by the external auditor, including any recommendations for improvement of the Authority's accounting procedures and internal controls, together with management's response.

e) External Audit

- oversee the external audit process and the relationship with the external auditor, including:
 - reviewing and recommending to the Council, for approval, engagement of the external auditor (ensuring the independent requirements have been met);
 - reviewing the terms of the external auditor's engagement and the appropriateness and reasonableness of the proposed audit fees;
 - review the annual external audit plan;
 - determining whether the performance of the external audit is satisfactory, effective and meets the Authority's requirements;
 - reviewing issues or matters brought to the Committee's attention experienced by the external auditor in performing the audit, including any restriction imposed by management and all significant accounting or financial reporting issues;
 - meeting with the external auditor to discuss the Authority's annual financial statements and the external auditor's report including the appropriateness of accounting policies and underlying estimates;
 - reviewing the post-audit opinion or management letter containing any findings or recommendations of the external auditor including management's response thereto and the subsequent follow up to any of the significant identified internal control weaknesses;
 - reviewing the non-audit services to be provided by the external auditor's firm or its affiliates (including estimated fees), and consider the impact on the independence of the external audit;
 - meeting periodically, and at least, annually, with the external auditor without management present; and
 - assessing the performance and consider the annual appointment of external auditors for recommendation to the Council.

f) Risk Management

- receive updates with respect to categories of risk for which the Committee is directly concerned;
- review management's systems to manage risk;
- receive from time to time, independent reports of the external auditor or other outside advisor; and
- as required, receive regular reports on the management of material risks to the Authority.

g) Other Responsibilities

- review on a regular basis the expenses of the Council Chair and individual Council Members;
- review on a regular basis the expenses of the CEO;
- monitor actual Council spending relative to the annual Council budget;
- confirm that monitoring processes are in place that comply with applicable laws and ascertain their adequacy and the levels of compliance; and
- review such other finance-related matters that the Committee or the Council deems advisable or timely.

4. Meetings

The Committee shall operate in a manner that is consistent with the Committee Operating Guidelines.

The Committee shall meet at least four times each year. Additional meetings may be held as deemed necessary by the Committee chair.

5. Reporting

The Committee receives its authority from the Council.

The Committee shall report its discussions to the Council by maintaining minutes of its meetings and providing a written report at the next Council meeting.

6. Committee Support

The Senior Advisor, Governance, or designate, acts as secretary to the Committee and the Chief Financial Officer provides support to the Committee as a non-voting management resource.

7. Committee Timetable

The timetable for the Committee’s activities is reflected in the Committee’s annual calendar set out below.

Finance Committee Calendar				
	Q1	Q2	Q3	Q4
Strategic Financial Planning				
1. Review financial plan				
2. Review annual and multi-year capital and operating budgets				
Strategic Financial Reporting				

Finance Committee Calendar				
	Q1	Q2	Q3	Q4
3. Review quarterly reports				
4. Review audited financial statements				
5. Review accounting policies, financial reporting practices and proposed changes thereto				
Resource Management				
6. Review asset and investment practices and policies				
Accounting Systems and Internal Controls				
7. Review internal controls and ensure adequacy				
8. Review compliance with statutory and regulatory requirements				
External Audit				
9. Review Auditor’s engagement and fees				
10. Review External Audit plan				
11. Review year-end audit report and management letter				
Risk Management				
12. Receive updates with respect to categories of risk				
13. Review management’s report on identification and management of material risks				
14. Receive from time to time, independent reports of the External Auditor or other outside advisor				
Other				
15. Review CEO, Council Chair and Council Members’ annual expenses				

Finance Committee Calendar				
	Q1	Q2	Q3	Q4
16. Review annual Council spending relative to the annual Council budget				
17. Review terms of reference for the Committee and make any recommendations to the Council				
18. Procedures for compliance with applicable laws				

B.8 GOVERNANCE AND HUMAN RESOURCES COMMITTEE TERMS OF REFERENCE

1. Introduction

The purposes of the Governance and Human Resources Committee (“Committee”) are:

- to provide a focus on governance that will enhance the Northwest Territories Health and Social Services Authority’s (“Authority”) approach to overall governance, including to provide direction on processes and practice to support effectiveness of the Leadership Council, Committees and Council Members; and
- to assist the Leadership Council (“Council”) in fulfilling its obligations relating to the Authority’s human resources matters, including performance evaluation and development of the Chief Executive Officer (“CEO”).

2. Composition

The Committee should be composed of at least two Council Members, the Council Chair and the Deputy Minister, Health & Social Services.

The Council, on the recommendation of the Governance and Human Resources Committee, appoints the Committee members and chair.

In determining Committee composition, consideration will be given to Council Members’ who may be familiar with good practices in human resources and governance.

3. Responsibilities

a) Governance Functions

Subject to the powers and duties of the Council, the Committee has the responsibility to:

- review annually and recommend to the Council for approval a governance manual outlining the governance policies and procedures by which the Council will operate and the terms of reference for the Council, Council Chair, CEO, Council Members and Council Committees;
- recommend to the Council, and implement, an appropriate evaluation process for the Council, Council Chair and Committees and assume responsibility for recommending an individual Council Member evaluation at the appropriate time;
- annually review and ensure the adequacy of the Council Code of Conduct;
- address Council Code of Conduct issues as may be delegated to the Committee by the Council;
- consider the composition of the Council as a whole and maintain a profile of desired experiences and skills for future potential Council Members;
- ensure programs are in place for and make recommendations regarding Council Member orientation, education and ongoing development;
- recommend to the Council any reports on governance that may be required or considered advisable;
- recommend to the Council any changes to the Council Meeting schedule;
- at the request of the Council Chair or the Council, undertake such other governance initiatives as may be necessary or desirable to contribute to the success of the

Authority, which may include to initiate discussion on topics for Council strategic sessions;

- prepare and recommend any changes to the corporate by-laws to the Council for approval (pending Ministry approval);
- periodically review Medical and Professional Staff by-laws and, as appropriate, recommend any changes to the Council; and
- assume other related responsibilities as assigned to the Committee by the Council.

b) Human Resources Functions

Subject to the powers and duties of the Council, the Committee has the responsibility to:

- annually review the performance evaluation process for the CEO and update as required;
- review and provide input into the development of the CEO's annual goals and objectives for recommendation to the Council;
- lead the CEO's annual performance and compensation review and recommend to the Council any changes to compensation which the Minister should consider;
- review succession plans for the CEO and be apprised of the succession plans of the other senior members of management and report on these matters to the Council at least once each year;
- review with the CEO any significant outside personal commitments being considered prior to a decision being made, including commitments to act as a Council Member or Trustee of for-profit and not-for-profit organizations;
- review management resources and plans, including recruitment, and training programs, to ensure that qualified personnel will be available for succession to executive positions at the Authority, and report on this matter to the Council at least once each year;
- review reports related to human resource matters;
- ensure the Authority follows human resource and compensation policies and when appropriate recommend amendments, additions or deletions; and
- review the Authority's health and safety, environmental and other policies that may affect Council Members' responsibilities and liabilities.

c) Strategy

Subject to the powers and duties of the Council, the Committee has the responsibility to:

- ensure that corporate plans, practices and guidelines are consistent with legislation, regulation and directions received from the Minister; and
- oversee the execution of the operational plan and ensure its alignment with the NWT HSS Strategic Plan.

d) Other Responsibilities

Subject to the powers and duties of the Council, the Committee has the responsibility to report to the Council at least once a year on Committee findings and any significant governance and HR related issues.

4. Meetings

The Committee shall operate in a manner that is consistent with the Committee Operating Guidelines.

The Committee shall meet at least four times each year. Additional meetings may be held as deemed necessary by the Committee chair.

5. Reporting

The Committee receives its authority from the Council.

The Committee shall report its discussions to the Council by maintaining minutes of its meetings and providing a written report at the next Council meeting.

6. Committee Support

The Senior Advisor, Governance, or designate, acts as secretary to the Committee and a NTHSSA Executive Director provides support to the committee as a non-voting management resource.

7. Committee Timetable

The timetable for the Committee’s activities is reflected in the Committee’s calendar set out below.

Governance and Human Resources Committee Calendar				
	Q1	Q2	Q3	Q4
1. Review Governance Manual				
2. Review Terms of Reference and Position Descriptions				
3. Oversee orientation for new Council Members	As Required			
4. Recommend and lead professional development for Council Members	As Required			
5. Review Council and Council Member evaluation processes and recommend appropriate process for upcoming year; lead evaluation process. a) Council evaluation started b) Council evaluation completed				
6. Review Council Code of Conduct				
7. Obtain Council Code of Conduct Declarations				

Governance and Human Resources Committee Calendar				
	Q1	Q2	Q3	Q4
8. Review and lead CEO evaluation process and recommend appropriate process for upcoming year: <ul style="list-style-type: none"> • CEO self-evaluation • Council evaluation of CEO 				
9. CEO Selection process	As Required			
10. Review management succession and development plans				

B.9 QUALITY COMMITTEE TERMS OF REFERENCE

1. Introduction

The purpose of the Quality Committee (“Committee”) is to assist the Leadership Council (the “Council”) in fulfilling its responsibilities to provide oversight to the quality of relationship-based, person-centered care and equitable access to health and social services by monitoring performance targets, standards of care and service, guidelines and policies for the population serviced by the Authority.

2. Composition

All Council Members are a member of the Quality Committee.

The Senior Advisor, Governance will put out a call to all Council Members two weeks prior to the Committee meeting to determine who will be in attendance. The meeting will be deemed quorate if at least three Leadership Council members are in attendance.

3. Responsibilities

a) Quality Framework

Subject to the powers and duties of the Council, the Committee has the responsibility to:

- review and provide input to the Authority’s Quality Framework and the related annual work plan;
- regularly review and approve the quality scorecard system level indicators to ensure consistency, compliance and that policies reflect the philosophy and values of the NWT HSS Strategic Plan;
- regularly review the frequency and severity of safety incidents and use this information to understand trends, client and team safety issues in the Authority, and opportunities for improvement;
- review and provide input into integrated quality improvement plans;
- such a review will take into consideration the voices/opinions of clients and families, where appropriate;
- oversee the preparation and implementation of accreditation standards including readiness for accreditation surveys and compliance with all applicable standards (including Accreditation Canada); and
- from time to time, recommend to the Council changes in policy or process required to achieve the quality and patient/client safety strategy.

b) Other Responsibilities

Subject to the powers and duties of the Council, the Committee has the responsibility to report to the Council at least once a year on Committee findings and any significant quality-related issues.

4. Meetings

The Committee shall operate in a manner that is consistent with the Committee Operating Guidelines.

The Committee shall meet at least four times each year. Additional meetings may be held as deemed necessary by the Committee chair.

5. Reporting

The Committee receives its authority from the Council.

The Committee shall report its discussions to the Council by maintaining minutes of its meetings and providing a written report at the next Council meeting.

6. Committee Support

The Senior Advisor, Governance, or designate, acts as secretary to the Committee and the Executive Director, Clinical Integration and Territorial Medical Director provide support to the Committee as non-voting management resources.

7. Committee Timetable

The timetable for the Committee’s activities is reflected in the Committee’s calendar set out below.

Quality Committee Calendar				
	Q1	Q2	Q3	Q4
1. Review the Authority’s Quality Framework and related annual work plan				
2. Review and approve the quality scorecard of system level indicators				
3. Review of progress on system level indicators				
4. Review safety incidents				
5. Monitor accreditation activities including readiness for accreditation surveys and compliance with all applicable standards				
6. Review quality and patient/client safety strategy				
7. Review terms of reference for the committee and make any recommendations to the Council				

C.1 COUNCIL MEETING GUIDELINES

1. Frequency

The Council holds the following meetings:

- four regular meetings per year; and
- an annual general meeting.

The Council holds additional special meetings as required. Special meetings may be called by the Chair, Vice Chair or the CEO and shall be called within ten business days of receipt of a written request of four Council Members.

2. Notice

The Council meeting schedule is set a year in advance and notice of upcoming regular Council meetings is given at the previous regular Council meeting. Notice of each special Council meeting, specifying the place, day and time of such special meeting must be given to each of the Council Members at least five business days prior to the meeting. The Chair, Vice Chair or the CEO may call a meeting on less notice, provided that the majority of Council Members consent to such meeting.

3. Agenda and Supporting Materials

The Council Chair, in consultation with the CEO and the Senior Advisor, Governance, develops the agenda for each Council meeting. Under normal circumstances, the agenda and supporting materials are distributed to Council Members at least five days in advance of the meeting.

4. Meeting Procedures

The following describes general procedures regarding the conduct of meetings:

- each Council Member has equal voting privileges (one vote per Council Member), except the Chair who shall vote only when the vote would break a tie;
- questions arising at any meeting of Council Members are to be decided by a majority of votes. In the case of an equality of votes, the Chair of the meeting does have the casting vote;
- no Council Members shall vote by proxy;
- the Deputy Minister is not entitled to vote; and
- a quorum for meetings is a majority of Council Members.

5. Resolution in Writing

A resolution in writing signed by all Council Members (on paper or electronically) is as effective as if it had been passed at a Council meeting properly called and constituted.

6. Minutes

The Senior Advisor, Governance (or designate), will provide the Council Chair with the draft minutes of each meeting of the Council as soon as reasonably possible after each meeting. Once approved by the Council, the minutes serve as the official record of the meeting and are to be provided to the Minister and made available for review by the Public.

7. Council Deliberations and Confidentiality

The Council recognizes that any matter discussed in closed or an *in camera* meeting or session of the Council must remain in confidence by the Council. By resolution of the Council, any of the matters discussed at a closed or *in camera* meeting or session may be brought forward for discussion at a public meeting. Council Members respect the provision that the official record of the Council's deliberations is through the approved minutes of the Council meeting. The views or opinions of individual Council Members in attendance at meetings must be treated with respect and confidence.

8. Location & Attendance

Council Members are expected to attend meetings in person. However, a Council Member may participate in a Council meeting by means of teleconference, videoconference, audio conference or other communication facilities that permit all persons participating in the meeting to hear each other. In such instances, the Council Member is deemed to be present at the meeting and counted in quorum.

9. Open Meetings

All meetings of the Council shall be held in public, unless it is of the opinion of the majority of Council Members present that the matter under consideration raises issues that warrant a closed meeting. Issues that may be dealt with in closed meetings include but are not limited to:

- discussion of labour relations or the employment matters of the Authority;
- discussions and dealing with other entities or persons where the information being discussed may compromise the relationship of the Authority with them or its relationship with its stakeholders;
- financial, personnel, contractual and/or matters for which a decision must be made in which premature disclosure would be prejudicial;
- matters relating to civil or criminal proceedings;
- consideration of personal health information relating to an individual;
- consideration of child and family services records relating to an individual;
- receipt of advice that is subject to solicitor-client privilege; and
- any other matter permitted or required by statute.

Only a Council Member, the CEO, or other persons specifically authorized by the Chair, shall be allowed to address the Council during a meeting. Members of the public may not participate in debate at a Council meeting or session and no tape, video or other means of recording sound or images are permitted.

10. In Camera Meetings

The Council meets *in camera*, without the CEO at the beginning and/or end of each Council meeting.

The purpose of the *in camera* meeting is to provide Council Members an opportunity to meet without members of senior management in order to discuss matters including the following:

- sensitive matters within the jurisdiction of the Council (for example, management performance or evaluation);

- internal governance matters and functioning (for example, the Council’s relationship with the CEO or senior management); and
- to meet with certain external advisors or consultants (for example, external auditor) and to safeguard the independence of those individuals.

Following the *in camera* session, the Council Chair shall provide the CEO with a summary of items raised during the meeting, for the record of the meeting, as appropriate. The Senior Advisor, Governance may remain *in camera* unless recused by the Chair. The Minister may remain *in camera* unless recused by the Chair.

11. External Advisors

The Council, subject to the availability of resources and consideration of budgetary considerations, may engage the expertise of outside resources to fulfill its mandate.

C.2 COUNCIL COMMITTEE OPERATING GUIDELINES

1. Introduction

The Council has the power to appoint the Committees it considers necessary and advisable. Current Committees of the Council are:

- Finance
- Governance and Human Resources
- Quality

The Council may from time to time establish task forces, advisory committees or other temporary working groups to address time limited projects.

The Terms of Reference for each Committee are set out separately in the Governance Manual (see **Sections B.7, B.8 and B.9**). The provisions below set out the operating guidelines applicable to all Committees.

2. Purpose

The purpose of the Committees is to provide in-depth concentration in key areas of Council responsibility and to help the Council carry out its work.

3. Mandate

The Committees have the responsibility to periodically review their own Terms of Reference and, as appropriate, submit any changes to the Governance and Human Resources Committee for review and recommendation to the Council.

4. Accountability

Each Committee is accountable to the Council.

The Committees have no authority to direct management, speak for, or commit the Authority unless specifically authorized by the Council through the applicable Committee Terms of Reference or otherwise.

5. Composition

Committee Chairs and members are appointed by the Council, on the recommendation of the Governance and Human Resources Committee.⁵ A Council Member may belong to more than one Committee at one time. All Council Members will be a member of at least one Committee. Committee Chairs and members shall be appointed by the Council for one or two-year terms as practicable, and may serve consecutive terms.

6. Meetings

The Committee will meet at least two times per year or as otherwise specified in the Committee Terms of Reference. Meetings will be scheduled a year in advance, as practicable, in conjunction with Council meetings where possible.

⁵ Note: All Council Members are members of the Quality Committee

7. Notice

Notice of upcoming regular Committee meetings is given at the previous regular Committee meeting. Reasonable notice of each special Committee meeting, specifying the place, day and time of such special meeting must be given to each of the Committee members.

8. Quorum

The quorum for a Committee meeting is a simple majority of members, unless otherwise specifically required by the Council or law.

9. Alternates

Alternates are not permitted to attend Committee meetings.

10. Voting

Questions arising at a meeting will be determined by a majority of votes of the Committee members present, and in case of an equality of votes, the Committee Chair of the meeting does not have a second or casting vote.

Voting by proxy is not permitted.

11. Location & Attendance

Committees may hold a meeting by means of conference telephone or other communications facilities (not limited to videoconferencing) by means of which all members participating in the meeting can hear one another and provided that all such members agree, in advance, to such participation. Members participating in a meeting in such manner shall be deemed to be present at the meeting and to have so agreed and shall be counted in the quorum therefore and be entitled to speak and vote thereat.

12. Closed

Committee meetings are closed to the public.

13. Invitees/Guests

Committee meetings are attended by Committee members, Senior Advisor, Governance and management resource persons. Other individuals such as other Council Members, and external advisers may be invited to attend or participate for all or part of any meeting to assist in the discussion, as and when appropriate and necessary and as approved by the Committee Chair.

14. In Camera Session

Each regular Committee meeting includes an *in camera* meeting of Committee members (without management present). The Senior Advisor, Governance is permitted to attend the *in camera* session unless otherwise recused by the Committee Chair.

The purpose of the *in camera* session is to provide Committee members an opportunity to meet without members of senior leadership or staff, in order to discuss matters including the following:

- Sensitive matters within the jurisdiction of the Committee (for example, management performance or evaluation);
- To meet with certain external advisors or consultants (e.g., external auditor) and to safeguard the independence of those individuals; and
- Internal Committee governance matters and functioning.

15. Resolution In Writing

A resolution in writing signed by each Committee member (on paper or electronically) shall be as valid and effectual as if it had been passed at a meeting.

16. Recommendations

Each Committee will make periodic recommendations to the Council in respect of the subject on which it was created to advise. The Council will take into consideration, but will not be bound by, Committee recommendations.

17. Management Support

Each Committee will normally be supported by a non-voting management resource.

18. Agenda

Committee meeting agendas are developed through a process facilitated by the Senior Advisor, Governance, or designate, in dialogue with the Committee Chair and the CEO or a member of the executive responsible for providing support to the Committee. The Chair of the Committee is responsible for approving the agenda for each meeting of that Committee.

Typically, the agendas and supporting materials are distributed to Committee members at least five days in advance of a meeting, or as soon as practicable in the circumstances. Committee members who wish to suggest items for discussion at Committee meetings and additions to the agenda should contact the Committee Chair and Senior Advisor, Governance, or designate, at least two weeks in advance of the meeting. The Committee Chair may exercise their discretion whether to include the suggested item on an upcoming Committee meeting agenda.

19. Minutes

The Senior Advisor, Governance (or designate) will provide the Committee Chair with draft minutes of a Committee meeting as soon as reasonably possible after each meeting. Once approved by the Committee, the minutes serve as the official record of the meeting.

20. Reporting

At each Council meeting, the Committee Chair provides a written report that summarizes, at a high-level, what the Committee has been working on (since it last reported to the Council), what the Committee is bringing forward for discussion or approval, and what is coming up on the Committee's agenda.

21. External Advisors

A Committee may, subject to Council approval and availability of resources and consideration of budgetary considerations engage the expertise of outside resources to fulfill its mandate.

C.3 COUNCIL MEMBER ORIENTATION AND PROFESSIONAL DEVELOPMENT

1. Introduction

The Governance and Human Resources Committee, with the assistance of the Senior Advisor, Governance, ensures there is an orientation program for new Council Members.

2. Goals

The orientation is aimed at increasing a Council Member's familiarity with NTHSSA and equipping Council Members with sufficient information and resources that will support them in their role. The goals of the orientation program are to:

- a) ensure that each new Council Member has a clear understanding of NTHSSA's governance framework, including the role of the Council, its supporting committees, the expectations in respect of individual Council Member performance and the Code of Conduct, including its conflict of interest and confidentiality provisions.
- b) help each new Council Member build an understanding of NTHSSA and its legislated mandate, including:
 - its mission, vision, and strategic goals, including the NWT HSS Strategic Plan;
 - its organizational structure;
 - the financial, human and other resources necessary for NTHSSA to perform its duties;
 - the operational and financial performance, including key performance indicators, for each of the health and social service facilities for which NTHSSA is responsible for; and
 - ethics and patient safety.
- c) get to know and understand individuals involved with NTHSSA, including:
 - fellow Council Members;
 - executive and other senior staff;
 - key stakeholders such as the public, Government and employees.

3. Written Material

New Council Members receive access to a comprehensive set of briefing materials including:

- NTHSSA's Governance Manual;
- Accountability Framework of the NWT Health and Social Services System;
- the Authority's most recent strategic plan, annual operating plan and budget, and latest annual report;
- Minutes from the previous year's Council meetings;
- a schedule of dates for upcoming Council meetings and Committee meetings;
- a summary of NTHSSA's insurance, including liability insurance for Council Members; and
- details of any material litigation or disputes involving NTHSSA, if applicable.

4. Process for New Members

Each new Council Member is expected to participate in an initial orientation session with the Senior Advisor, Governance, and the Council Chair.

The session is scheduled as soon as possible after their appointment takes effect. The session includes specific orientation in respect of any Committees that the new Council Member will be joining. In their first year, new Council Members should attend one meeting of each of the other committees regardless of what committee they are a member of.

5. Professional Development

The Council is committed to ongoing professional development for Council Members.

The Governance and Human Resources Committee identifies professional development opportunities for Council Members throughout the year.

If a Council Member wishes to take advantage of a professional development opportunity not previously identified by the Council, and seeks reimbursement from NTHSSA for expenses related to the opportunity, the Council Member must obtain prior approval from the Council Chair or Governance and Human Resources Committee Chair. Council Members are expected to provide a report and/or share their learnings with the Council upon completion of the development opportunity.

Council Members should keep the following criteria in mind when considering possible development opportunities:

- Do they have sufficient time left in their tenure to make the best use of the opportunity?
- How will this opportunity benefit the Council and/or NTHSSA?

C.4 COUNCIL MEMBER APPOINTMENT PROCESS

1. Composition

The NTHSSA Leadership Council is composed of the following:

- The Chair as appointed by the Minister;
- The chairperson of each Regional Wellness Council;
- The chairperson of the Tłı̨ch̨ Community Services Agency; and
- The Deputy Minister (ex-officio and non-voting)

2. Term

All Council Members are appointed for three-year terms by virtue of their appointment as a member of a Regional Wellness Council. Council Members may be re-appointed for an additional three-year term. The Act prohibits the appointment of a Council Member for more than six consecutive years, unless the Minister is satisfied that there is no other qualified person available for appointment. The member acting as the chairperson of the Tłı̨ch̨ Community Services Agency shall hold a term of office no longer than four years.⁶

3. Key Considerations in Council Composition

The Act provides for the Minister to appoint the Chair of the Council and the Chairpersons for each of the Regional Wellness Councils.

a) Chair

The criteria to be eligible for appointment as Chair of the Council are set out in the Territorial Board of Management and Territorial Authority Regulations.

Individuals are eligible to serve as the Chair of the Council if they:

- are a Canadian citizen, or a permanent resident within the meaning of subsection 2(1) of the *Immigration and Refugee Protection Act (Canada)*;
- are a resident on, and for at least six months immediately preceding, the date of appointment;
- have attained 19 years of age;
- are knowledgeable about the purpose, roles and responsibilities of the Territorial board of management and Territorial authority;
- have leadership skills required for effective corporate governance;
- are experienced in financial and strategic management;
- understand the territorial and national contexts for the planning, organization and delivery of programs in respect of health services and social services;
- have high ethical standards;
- are a role model for healthy living; and
- are available for and committed to full participation on the Territorial board of management.

⁶ In accordance with the Tłı̨ch̨ Community Services Agency Act

Persons cannot serve as Chair of the Council if they:

- are employed in or under the Territorial Authority or a Board of Management;
- are an employee in the public service who works in the Department of Health and Social Services;
- are employed at or operate a facility that provides health services or social services;
- provide health services or social services at or for a facility that provides those services;
- are a medical practitioner, dentist or other health professional who has privileges at a facility that provides health services or social services;
- are an employee, financial advisor or official of an organization that represents any of the employees or other persons referred to above;
- are a spouse or dependant of a person referred to above;
- serve as an auditor or solicitor to the Territorial Authority, a Board of Management or a facility that provides health services or social services;
- are a member of the Legislative Assembly or the Parliament of Canada;
- are a judge of the Supreme Court, a territorial judge or a justice of the peace;
- have, within the previous three years, been convicted of an offence under the *Criminal Code* and sentenced to a term of imprisonment; or
- have a direct or indirect conflict of interest in respect of the Territorial authority or the Territorial board of management.

b) Individual Council Members

By virtue of their appointment as a chairperson of a Regional Wellness Council, the individual is appointed as a member of the Council. The criteria to be eligible for appointment as Chairperson of a Regional Wellness Council are set out in the Regional Council Regulations.

Individuals are eligible to serve as the Chairperson or another member of a Regional Wellness Council if they:

- are a Canadian citizen, or a permanent resident within the meaning of subsection 2(1) of the *Immigration and Refugee Protection Act (Canada)*;
- are a resident of the area served by the regional council on, and for at least six months immediately preceding, the date of appointment;
- have attained 19 years of age;
- are knowledgeable about the purpose, roles and responsibilities of the regional council;
- have experience of effective participation on one or more committees, councils or other bodies serving at a local, regional or territorial level within the Northwest Territories;
- have high ethical standards; and
- are available for and committed to full participation on the regional council.

To be eligible for appointment as the Chairperson of a Regional Wellness Council, a person must also:

- be respected in the area served by the regional council for his or her skills, knowledge and ability;
- have effective leadership skills, including skills required for the effective facilitation and management of meetings;

- have the ability to understand complex issues and the ability to discuss them with a wide range of interested groups;
- understand the legislative framework for the regional council; and
- be a role model for healthy living.

Persons cannot serve as Chairperson or another member of a Regional Wellness Council if they:

- are employed in or under the Territorial Authority in a management position, or are employed in the operations of the Territorial Authority in the area served by the regional council;
- are an employee in the public service who works in the Department of Health and Social Services;
- are employed at or operate a facility that provides health services or social services for people who reside within the area served by the regional council;
- provide health services or social services at or for a facility that provides services for people who reside within the area served by the regional council;
- are a medical practitioner, dentist or other health professional who has privileges at a facility that provides health services or social services for people who reside within the area served by the regional council;
- are a spouse or dependant of a person referred to above;
- are a member of the Legislative Assembly or the Parliament of Canada; or
- have, within the previous three years, been convicted of an offence under the *Criminal Code* and sentenced to a term of imprisonment.

c) Diversity

Within the context of the required Council skills, consideration is given to creating a Council that gives the Council a balance of perspectives. The Minister when appointing members to each of the Regional Wellness Council (and consequently to the Council) requires to satisfy themselves that the membership adequately represents the area served by the Regional Wellness Council. The Council will develop a profile of desired experiences and skills for future potential Council Members to guide the Minister in making its recommendations for potential Chair or members of the Council. Note: This responsibility is set out within the terms of reference for the Governance & HR Committee.

4. Committee Composition

Committee Chairs and members are appointed by the Council, on the recommendation of the Governance and Human Resources Committee.⁷ The size and composition of each Committee will vary depending on the responsibilities of the Committee.

In making appointment recommendations to the Council, the Governance and Human Resources Committee may consider the following criteria:

- the individual's knowledge, skills and abilities vis-à-vis the Terms of Reference of the Committee;

⁷ Note: All Council Members are members of the Quality Committee

- the potential for conflict of interest between the individual and the subject matters considered by the Committee in accordance with the Committee's Terms of Reference;
- the current composition of the Committee in terms of knowledge, skills and abilities; and
- other information that the Senior Advisor, Governance, deems relevant as part of composition considerations.

5. Casual Vacancies

Where, for any reason, a vacancy occurs in the Leadership Council, the Minister may appoint another member to fill the vacancy for the unexpired term of office of the Member being replaced. In the event of a vacancy, the Leadership Council continues to exercise all its power and shall perform its functions and duties.

C.5 STRATEGY DEVELOPMENT

1. Introduction

Planning is a critical component of good management and good governance. The Leadership Council is accountable to the Minister of Health and Social Services and provides advice to the Minister on strategic directions for particular health and social services and programs related to those services.

The Department of Health and Social Services strategic and business planning, and Budget process, guides the development of NTHSSA's annual operating plan and budget.

C.6 RISK MANAGEMENT OVERSIGHT

1. Introduction

The Council takes steps to ensure that Senior Management has a through and complete risk management program pursuant to which material risks are identified, that effective systems are in place to manage or eliminate those risks, and that those systems are regularly reviewed and updated. A material risk is defined as the chance of something happening, measured in terms of probability and impact, that may affect the achievement of NTHSSA's mandate and strategic objectives.

The following outlines the risk management roles and responsibilities for the CEO, the Council, and the Finance Committee.

2. Duties and Responsibilities

a) CEO

Primary responsibility for NTHSSA's risk management is vested in the CEO and overseen by the Council.

The CEO is responsible for ensuring processes, procedures and mechanisms are established by which key matters of financial and non-financial risk (including reputational risk) are identified, and ensuring that strategies are developed to manage such risks.

b) Council

The Council has responsibility to:

- understand the processes in place to identify and assess NTHSSA's risks;
- understand the key financial and non-financial risks of NTHSSA's operations;
- ensure, through regular reviews and assessments, that Senior Management has established appropriate systems to manage these risks; and
- receive regular reports on the management of material risks to NTHSSA.

c) Finance Committee

The Finance Committee supports the Council with respect to risk management. The Finance Committee:

- receives updates with respect to categories of risk for which the committee is directly concerned;
- review managements' systems to manage risk;
- receive from time to time, independent reports of the external auditor or other outside advisor; and
- as required, receives regular reports on the management of material risks to NTHSSA.

3. Annual Risk Review

At least annually, the Council conducts a risk review where it reviews:

- NTHSSA's material financial and non-financial (including reputational) risks;

- the adequacy of senior management’s policies and procedures to identify and manage risk; and
- the effectiveness of senior management’s risk management process.

4. External Review

Where appropriate (i.e., considering NTHSSA’s internal resources, budget, procurement practices, and the Council budget) and in consultation with the CEO, the Council may consult with an external consultant to provide an independent overview of NTHSSA’s key risks and risk management strategies.

C.7 COUNCIL AND COUNCIL MEMBER EVALUATION

1. Introduction

The Council is committed to Council evaluation, the purpose of which is to provide Council Members with an opportunity each year to examine how the Council, the Council Chair, the Committees and Committee Chairs are performing, and to identify opportunities for improvement.

2. Process

Each year, the Governance and Human Resources Committee recommends to the Council the specific evaluation process to be undertaken. The evaluation process will be appropriate to the Council's stage of development. The Governance and Human Resources Committee reviews the evaluation results and develops recommendations based on those results in a timely manner. The Governance and Human Resources will then report to the Council on the results and recommendations for discussion by the Council.

The Governance and Human Resources Committee may engage an outside advisor to assist in the design and implementation of an evaluation process, subject to the approval of the Council Chair.

3. Council Evaluation

The Council formally evaluates the Council's performance on an annual basis.

a) Objective

The objective of the Council evaluation process is to assist the Council to:

- assess the overall performance of the Council and measure the contributions made by the Council to NTHSSA;
- evaluate the mechanisms in place for the Council to operate effectively and make decisions in the best interests of NTHSSA;
- add value to NTHSSA; and
- achieve and maintain excellent governance practices.

b) Areas to be Evaluated

Council evaluation is designed to review the effectiveness of the Council. Typical assessments evaluate the following areas:

- the quality of Council meetings including appropriateness, effectiveness and sufficiency of: topics, time allocation, pre-meeting information packages and presentations;
- Council dynamics, including the quality of the discussion;
- the appropriateness and sufficiency of financial and operational reporting;
- the quality of the Council's relationship with Senior Management and the Council and the Regional Wellness Councils;
- Council's relationship with the Ministry;

- NTHSSA's practices with respect to conduct and ethical behaviour;
- Council processes with respect to risk management, CEO evaluation succession and compliance; and
- Council Member training and education

4. Council Chair Evaluation

The Council formally evaluates the Council Chair's performance on an annual basis.

a) Objective

The objective of the Council Chair evaluation process is to improve the overall performance of the Council Chair, and in turn, the Council.

b) Areas to be Evaluated

Council Chair evaluation is based on the expectations of the Council Chair set out in the Council Chair Position Description and covers such areas as:

- integrity and ethics;
- management of Council meetings;
- management of information flow between the Council and management;
- management of the Council's decision-making processes;
- relationship with the CEO;
- relationship with Council Members; and
- relationship with the Ministry.

5. Committee Evaluation

The Council formally evaluates the Council Chair's performance on an annual basis.

a) Objective

The objective of a Committee evaluation is to improve the functioning of the Committee and thus contribute to the Council's overall performance.

b) Areas to be Evaluated

Committee evaluation covers such areas as:

- the appropriateness of the Committee's mandate;
- the composition of the Committee;
- the contributions of the Committee to the Council's work; and
- the quality of reporting to the Council.

The Committee evaluation may include a component or a separate Committee Chair evaluation which covers such areas as:

- integrity and ethics;
- management of Committee meetings;
- management of information flow between the Committee and the Council;
- management of the Committee's decision-making processes;

- relationship with the Council Chair;
- relationship with management; and
- relationship with Committee members.

C.8 CEO EVALUATION

1. Introduction

The CEO performance review is carried out under the leadership of the Chair of the Governance and Human Resources Committee (Committee Chair).

The main objectives of the CEO evaluation process are to:

- assess the CEO's past performance;
- assess the CEO in light of the Authority's future leadership needs;
- provide the CEO with feedback on what is going well and areas for improvement;
- set the CEO's goals and objectives for the upcoming year; and
- strengthen the relationship between the CEO and Council.

While the Committee Chair provides a leadership role in carrying out the evaluation process, they do so in consultation with the Governance and Human Resources Committee, the Deputy Minister⁸, Council Chair, and input from the whole Council.

2. Performance Benchmarks

The benchmarks used as a basis to assess the CEO's performance include:

- key initiatives for the year related to NTHSSA's strategic and business plans; and
- specific annual goals for business outcomes.

3. Timing

The timing of the CEO's performance review is as follows:

- **[Q4]** – the Committee Chair establishes the CEO's performance review process for the upcoming year, in consultation with the Chair;
- **[Q1]** – the Committee Chair leads the review process, including gathering feedback from Council members, the Deputy Minister and others as set out in the current year's process;
- **[Q2]** – the Committee Chair and the Council Chair meet with the CEO to discuss the feedback;
- **[Q2]** – the Committee Chair reports back to the Council on the review discussion;
- **[Q2]** – The CEO proposes goals and objectives for the coming year; and
- **[Q2]** – The Council amends and approves the goals and objectives for the coming year.

4. Process

The CEO evaluation process involves the following steps:

- CEO prepares a written report on the previously agreed-upon annual goals and objectives and any other significant accomplishments or challenges;

⁸ Note: The Deputy Minister is a member of the Governance and Human Resources Committee and will have direct involvement in the CEO evaluation process by virtue of their membership of that committee.

- CEO's report is provided to the Committee Chair, the Deputy Minister and Council Members;
- Committee Chair obtains input from all Council Members and the Deputy Minister as to the CEO's performance. Feedback may be obtained by way of a written survey questionnaire, interviews, Council discussion or some other format;
- In addition to feedback from Council Members and the Deputy Minister, the Council may from time to time obtain feedback from various stakeholders including the CEO's direct reports. In certain years, the Council may consider it beneficial to conduct a 360° assessment of the CEO's leadership. The 360° assessment is designed to assess the CEO's performance relative to a number of behavioural-based qualities, such as leadership style, interaction with third parties, communication, community relations, teambuilding, etc. The 360° survey participants will be those that report directly to the CEO, the Chief Operating Officers, the Deputy Minister, Council, key suppliers, key community leaders, etc. This assessment will be for development purposes only and will not factor in any performance-related compensation decisions;
- all feedback is synthesized into key themes by the Committee Chair or an external third party and discussed in confidence with the Council before the Committee Chair and Council Chair meet with the CEO;
- following discussion by the Council, the Committee Chair and the Council Chair meet with the CEO to provide the CEO with a written summary of the Council's evaluation; and
- CEO, in consultation with the Committee Chair, the Deputy Minister and the Council Chair, prepares goals for the coming year and provides those to the Committee Chair for review and recommendation to the Council for approval.

5. Compensation Review

The Council annually reviews and determines the CEO's compensation for the coming year within the GNWT's parameters and recommends any changes to the Minister for consideration and approval.

C.9 CEO SUCCESSION PLANNING

1. Introduction

The purpose of succession planning is to ensure that, as NTHSSA grows and changes, the right leadership is in place for NTHSSA to achieve its strategic objectives. The Council is responsible for CEO succession planning and should ensure the CEO has appropriate succession plans in place for key executive leadership positions.

2. Overview

Planning for CEO succession involves a discussion of the following questions:

a) Long term Planned Succession

- Based on NTHSSA's strategic objectives, what skills and attributes will be needed in a future CEO?
- Who within NTHSSA are seen as potential successors?
- What development should be provided to potential successor candidates to prepare them for the future CEO role?
- If there are no internal candidates, what are the plans to prepare for emergency and planned transition?

b) Emergency Succession

- In the event the CEO is unable to perform his or her duties on an unplanned basis, what skills and attributes will be needed in an interim CEO?
- Who within NTHSSA is seen as the preferred interim CEO?
- If there are no internal interim CEO candidates, what alternate plans are in place for emergency transition?

The Council and CEO should be aligned in their views of potential internal candidates and their developmental needs. There should also be a communications and logistics plan prepared in anticipation of an emergency and planned transition.

3. Roles and Responsibilities

The roles and responsibilities of the succession planning process are shared between the Council and the CEO.

a) Council

The Council:

- ensures there is a succession plan in place for the CEO position that includes:
 - a description of attributes that are key to the CEO's position in the long term;
 - a description of the attributes that would be key for a person stepping into the CEO's role on an interim basis in the event of an unplanned departure of the CEO;
 - an assessment of potential CEO successor candidates against the long-term attributes;

- a talent management succession plan to support the development of potential CEO successor candidates; and
- an assessment of potential candidates who could fill the CEO's role on an interim basis should there be an emergency or unplanned departure of the CEO.

b) Governance and Human Resources Committee

The Governance and Human Resources Committee:

- in collaboration with the CEO, develops the CEO succession plan;
- reviews the CEO succession plan; and
- is apprised of the succession plans of other senior members of management.

c) CEO

The CEO:

- establishes internal processes for identifying and developing the Authority's leadership needs required by NTHSSA;
- contributes to the development of the CEO succession plan;
- develops a senior management team succession plan to ensure strong leadership at NTHSSA;
- designs NTHSSA's leadership assessment and development processes in keeping with the CEO's succession plan and talent management succession plan;
- reviews the talent management succession plans each year with the Governance and Human Resources Committee and Council.

C.10 REPORTING AND ACCOUNTABILITY

1. Background

NTHSSA is an agency of the GNWT and as such is accountable to the Minister of the Department of Health and Social Services, Government of the Northwest Territories. The political leadership of the GNWT, as a body of elected officials, is accountable to the citizens of the Northwest Territories to ensure the interests of its citizens are well served.

Operating in the public sector, NTHSSA works within a unique context that requires its affairs to be managed with both sound business practices but also in the public interest.

2. Reporting and Accountability

Each fiscal year, NTHSSA is required to submit a budget and an Annual Report to the Minister in accordance with the Financial Administration Act.

NTHSSA accounts for its actions through a number of mechanisms, which include:

- Meeting with the Council Chair and Minister at least annually;
- Reports to the Minister twice a year with a copy of the report provided to the CEO and Deputy Minister;
- Development and publication online of an Operational Plan approved by the Minister;
- Publication online of an Annual Report, approved by the Minister; and
- Maintaining NTHSSA's website and other appropriate communications media.

3. Measuring Performance

NTHSSA collaborates with the Department of Health and Social Services to provide performance monitoring of the NWT Health and Social Services System.

The Annual Report is the primary vehicle for reporting on financial performance of NTHSSA as well as how NTHSSA has performed in achieving its goals and objectives. The Annual Report contains the audited financial statements. NTHSSA's significant accounting policies are set out in the notes to the financial statements. Public reporting on the performance of the NTHSSA is a key part of fulfilling the Authority's mandate and accountability requirements. As such, NTHSSA continues to build upon this work to focus on the continued development of organizational performance measurement, monitoring and reporting to guide its operational planning. NTHSSA's financial reporting meets or exceeds all applicable financial disclosure requirements.

C.11 COMMUNICATIONS OVERVIEW

The Minister is the primary spokesperson for the Ministry of Health and Social Services, the CEO is the primary spokesperson for NTHSSA and the Council Chair is the primary spokesperson for the Council. Communications by the Minister, Council Chair and CEO should be consistent with each other.

Directions are provided to the CEO by the Council either at Council meetings or by the Council Chair acting on the direction of the Council.

No individual Council Member has authority to provide instructions to the CEO or any other employee unless so authorized by direction of the Council.

A stand-alone communications protocol has been entered into among the Minister of Health and Social Services, the Council and the Regional Wellness Councils that sets out the agreed meeting frequency, information exchange and level of reporting required among the parties.

C.12 COUNCIL REMUNERATION AND EXPENSE POLICY

1. Remuneration

As set out in the GNWT honoraria rates for public agencies, Council Members shall receive remuneration according to Executive Council classification and Financial Management Board Secretariat directives.

For Council Members entitled to honorarium, this is calculated as follows:

- Chairperson – up to \$400 per day;
- Member – up to \$325 per day;
- Chairperson and Members – 50% per half-day (i.e., 3.5 hours or less), for work on board business for each day of meetings; and
- For dedicated travel days – 50% of the above rates.

2. Expenses

Council Members are reimbursed by NTHSSA for travelling and out-of-pocket expenses necessarily incurred by them in the discharge of their duties. Such reimbursement will be consistent with guidelines established by Article 45 of the UNW Collective Agreement, which includes guidance on travel, accommodation, meals and incidental expenses. Council Members are required to follow any formal processes for approval of and reimbursement of expenses, as may be established from time to time.

D.1 COUNCIL CODE OF CONDUCT

1. Introduction and Purpose

The Authority is committed to the highest standards of ethics and integrity. The purpose of this Council Code of Conduct (the “Code”) is to establish minimum standards of conduct expected and required of all Council Members, and to support ethical decision-making at the Authority. In most situations, your personal values and integrity will guide you to the correct decisions and actions. However, the Code provides a practical framework designed to help you better understand NTHSSA’s values, and to fully appreciate what is expected in terms of appropriate practices and behaviour.

While covering a wide range of practices and procedures, the Code is not exhaustive, and it is acknowledged that no articulation of policies, guidelines and procedures to govern conduct can anticipate all situations. The Code applies to all Council Members of the Authority.

The provisions of the Code are in addition to, and not in substitution for, any Council Member’s obligation to the Authority imposed upon by common law, equity or statute. Compliance with the Code shall not relieve a Council Member from any such obligation. Consequently, a Council Member uncertain of their duties in any particular circumstance should raise this concern with the Council Chair in order to obtain appropriate guidance and advice.

The Code of Conduct will be reviewed by the Council from time to time to keep in pace with the regulatory environment. Any amendments to the Code must be approved by the Council.

This Code:

- outlines Council Members’ expected behaviours and duties
- explains conflict of interest and identifies potential conflicts of interest of a general nature
- provides guidance to all Council Members with respect to matters of compliance, conflict of interest, confidentiality, compliance with the Code and responsibility to disclose;
- outlines the consequences of a breach of the Code; and
- provides a Form of Declaration for Council Members to sign to confirm their agreement to comply with the Code.

2. Definitions

In this Code:

- a) **“private interest”** means a pecuniary or economic interest or advantage and includes any real or tangible benefit that personally benefits the Council Member or his or her associate;
- b) **“associate” includes but is not limited to:**
 - a spouse of the Council Member;
 - a child of a Council Member, regardless of age;
 - a relative of the Council Member who is living in the family residence;
 - a friend of the Council Member;

- a controlling interest in a corporation of which the Council Member beneficially owns, directly or indirectly, or exercises control or direction over, equity shares of the corporation carrying more than 10% of the voting rights attached to all equity shares of the corporation for the time being outstanding; and
- a trust or estate in which the Council Member has a substantial beneficial interest or for which the Council Member serves as trustee.
- “friend” includes an individual with whom the Council Member is connected by frequent or close association;
- “relative” means a relative by blood, adoption or marriage; and
- “spouse” means a person to whom the Council Member is married or with whom the Council Member is living in a marriage-like relationship, including a person of the same gender, but does not include a person from whom the Council Member is separated or living apart and with whom the Council Member has entered into an agreement to live apart or who is the subject of an order of a court recognizing the separation.

3. Statement of NTHSSA’s Vision, Mission, Values

NTHSSA’s vision, mission and values are set out below.

Vision

- **Best Health** – Support the health and wellness of the population;
- **Best Care** – Care and services responsive to children, individuals, families and communities; and
- **Better Future** – Build a sustainable health and social services systems.

Mission

To provide equitable access to quality care and services and encourage our people to make healthy choices to keep individuals, families and communities healthy and strong.

Values

- **Caring** – We treat everyone with compassion, respect, fairness and dignity and we value diversity;
- **Accountable** – we strive for outcomes that are measured, assessed and reported on;
- **Relationships** – we work in collaboration with all of our stakeholders, partners and staff; and
- **Excellence** – we pursue continuous quality improvement through innovation, integration, and evidence-based practice.

NTHSSA’s Vision, Mission and Values are a compass to guide Council Members in everything they do. By committing to the delivery of NTHSSA’s Vision, Mission and Values and adhering to the expected behaviours set out in the Code, Council Members contribute to the collective success of the NWT health and social services system through ensuring the delivery of the best possible health care to its residents and communities.

4. Expected Behaviours

Council Members are expected to conduct themselves in accordance with NTHSSA’s values.

Caring

NTHSSA is committed to providing its employees, individuals, families and communities with an environment where everyone is treated with dignity and respect. Our environment should be free from harassment, discrimination and offensive conduct and remarks.

Accountable

The GNWT is committed to meeting the Truth and Reconciliation Commission Calls to Action, including Call to Action #23. As part of that commitment, NTHSSA has adopted a Cultural Safety Action Plan to ensure that Indigenous peoples, families and communities enjoy physical, mental, emotional and spiritual health and wellness when accessing health and social services programs and services. NTHSSA is committed to ensuring that all aspects of the health and social services system are culturally safe and respectful for all NWT residents.

Council Members are committed to developing the NWT health and social services system approach, policies and organizational structures to embed cultural safety throughout the Authority.

Relationships

NTHSSA's operations may affect the lives and interests of its residents, including indigenous peoples and their families. When Council Members represent NTHSSA, they are expected to uphold NTHSSA's values and the Code, respect social and cultural perspectives, and treat everyone with dignity and respect.

Council Members are required to act ethically and be aware of their behaviour, and the perception of their behaviour, in a manner consistent with the Code. Our relationships are key to NTHSSA's success.

Excellence

Council Members are required to work collaboratively with the Hay River Health and Social Service Authority, the Tłı̄ch̄ Community Services Agency, and the GNWT's Department of Health and Social Services, to support the delivery of an integrated NWT health and social services system. Council Members are required to consider and promote the interests and needs of all NWT residents as part of:

- improving the coordination of services;
- ensuring community and regional input into Territorial programs;
- maximising the use of human resources, facilities and every dollar spent;
- making the system more responsive to the needs of NWT residents; and
- enhancing frontline and community-based patient-care needs.

Working collaboratively, towards a one-system approach, will support NTHSSA to share expertise and resources and improve the overall efficiency and quality of care to NWT residents.

5. Duties

Council Members' duties include the following:

- a) **Duty of Loyalty** – Council Members must act honestly, in good faith and in the best interests of the Authority. In placing the interests of the Authority ahead of their own personal or business interests, Council Members must:
- be honest in their dealings with the Authority and with others on behalf of the Authority;
 - avoid situations where they could profit at the expense of the Authority, appropriate a business opportunity of the Authority, or otherwise put themselves in a position of conflict between their own private interests and the best interests of the Authority;
 - avoid speaking against or undermining any decision of the Council, regardless of whether the Council Member agrees with or voted for that decision; and
 - avoid engaging in activity or speaking publicly on matters where this could be perceived as an official act or representation of the Authority unless specifically authorized to do so by the Council Chair.

Although Council Members are appointed to the Council by the Minister to bring a point of view to Council deliberations, the best interests of NTHSSA are paramount at all times.

- b) **Duty of Care** – Council Members owe a duty of care to the Authority and must exercise the degree of skill and diligence reasonably expected from an ordinary person of his or her knowledge and experience;
- c) **Duty of Confidentiality** – Council Members must not divulge confidential information that they receive as Council Members to anyone other than persons who are authorized to receive the information. The duty to maintain information in confidence continues after a Council Member ceases to be a Council Member;
- d) **Duty to Disclose** – Council Members must disclose information within their knowledge that is of significance to the Authority;
- e) **Duty of Compliance** – Council Members must comply with all applicable laws and regulations and with the Authority's By-Laws and policies applicable to the Council, including this Code; and
- f) **Duty of Knowledge** – Council Members must familiarize themselves with the relevant legislation applicable to the Authority and to Council Members and to satisfy themselves that appropriate safeguards are in place to assure the Authority of their compliance with that legislation.

6. Conflict of Interest

Council Members are required to comply with the Conflict of Interest Act. A conflict of interest is a situation in which the private interests of a Council Member conflict, potentially conflict or appear to conflict directly or indirectly with their duties to the Authority, including their duty to act in the best interests of the Authority.

An **actual conflict of interest** exists where a Council Member exercises an official power or performs an official duty, at the same time knowing that, in exercise of such performance, there is the opportunity to further a private interest.

A **potential conflict of interest** exists where there is some private interest that could influence the performance of a Council Member's duty or function or the exercise of power, provided that they have not yet exercised that duty or function.

A **perceived conflict of interest** exists where informed people might reasonably hold the apprehension that a conflict of interest exists on the part of the Council Member.

Each Council Member should avoid any situation in which there is an actual, potential, or perceived conflict of interest, which could interfere with the Council Member's judgment in making decisions in the Authority's best interest. When in doubt, disclose.

7. General Conflict of Interest Situations – Examples

The following examples have been developed to provide guidance to Council Members in areas where actual, potential or perceived conflicts of interest or other ethical issues may arise. They do not constitute an exhaustive list. All such situations, which raise any questions or doubts, should be brought to the Council for appropriate decision.

- a) **Outside Employment** – Council Members shall not work for or receive payments for services from any competitor, customer, distributor or supplier of NTHSSA without approval of the Council.
- b) **Family Members and Close Personal Relationships** – Council Members shall not use personal influence to make the Authority do business with an authority/institution in which his or her associates are interested. As a general rule, Council Members shall avoid conducting the Authority's business with an associate or with an entity in which the associate has any significant role. In case of conflicts, disclosure must be made to the Council and a prior approval must be obtained.
- c) **Use of Authority's Property** – The Authority's assets must not be misappropriated for personal use by Council Members. Council Members are entrusted with the care, management and cost-effective use of the Authority's property, including the use of the Authority's name, and should not make use of these resources for their own personal benefit or purposes. Council Members should ensure that any property belonging to the Authority assigned to them for business purposes is maintained in good condition, and should be able to account for such property. During the course of their appointment Council Members may need to utilize the health care services of the Authority. Council Members must never seek to use or leverage their role as a Council Member to gain an advantage for themselves, a direct relative or associate with respect to the delivery of health care services.
- d) **Gifts** – Gifts are not always physical objects – they might also be courtesies, services, favours or other items of value. Council Members shall not accept lavish gifts or gratuities or any offer, payment, promise to pay, or authorization to pay any money, or anything of value that could be interpreted to adversely affect decisions or likely to compromise their personal or professional integrity.

- e) **Position on the Regional Wellness Council** – Council Members should take reasonable steps to ensure that when speaking on behalf of their respective Regional Wellness Council, of which they are a member of, they are seen as speaking for that organization and not as a spokesperson of the Council.
- f) **Others** – It would be impracticable to attempt to list all possible conflict of interest situations and it is possible that other such situations, which are not enumerated above, may arise. All such situations, which raise any questions or doubts, should be brought to the Council for appropriate decision.

8. Protocol for Dealing with Conflicts of Interest

a) Declaration

A Council Member has an obligation to declare a real, potential or apparent conflict of interest as soon as reasonably practicable and, in any event, prior to discussion or decision of an issue at a Council or Committee meeting. The declaration should be directed to the Council Chair or Committee Chair, as the case may be.

b) Procedure where Conflict is Clear

Where the conflict is clear, the Council Member should leave the meeting until discussion on that item is completed and a decision, if any, is made.

c) Procedure where Council Member is unsure if there is a Conflict

Where a Council Member is unsure of whether they are in conflict, the Council Member should advise the Council of the potential conflict of interest and the Council as a whole will make a decision on the action that should be taken to manage the conflict. The Council determines by a simple majority vote on whether or not a conflict exists, and the Council Member with the potential conflict does not vote. The Council may seek the advice of outside Counsel in ascertaining whether a conflict exists or not, and what action should be taken to manage the conflict.

d) Refrain from Participation

Upon declaration of a conflict at, or prior to, a Council meeting, the Senior Advisor, Governance (or delegate), recording the meeting's proceedings notes the declaration and the Council Member must:

- refrain from further participation in any activities involved with the matter; and
- absent themselves from the proceedings during discussion or voting on that particular matter, contract or arrangement.

e) Conflicts Involving the Council Chair

For conflicts involving the Council Chair, declaration should be directed to the Chair of the Governance and Human Resources Committee and the Committee Chair will make a decision on the action that should be taken to manage the conflict.

f) Obligation to Raise Conflict of Interest Issues

A Council Member who perceives another Council Member to be in conflict should identify the potential conflict to the Council Chair at the first opportunity. A Council Member who perceives the Council Chair to be in a conflict of interest should identify the potential conflict to the Chair of the Governance and Human Resources Committee at the first opportunity.

9. Confidential Information

In carrying out their duties, Council Members may learn of confidential or proprietary information about the Authority and others, including but not limited to the Authority's clients, consultants, suppliers, and on the Authority's management projects, respondent and proponent teams and project Authority partners. Council Members must maintain the confidentiality of all information entrusted to them and must not disclose such information except when disclosure is authorized or legally mandated.

Confidential or proprietary information of the Authority includes any non-public information that would be harmful to the relevant Authority or entity if disclosed.

Council Members must not use confidential information to further any private interest or for personal gain or to benefit friends, relatives or associates.

Upon the end of a Council Member's term, the Council Member must return to the Authority all materials and other items belonging to the Authority and delete all information belonging to the Authority from any electronic devices. The duty of confidentiality continues after an individual ceases to be a Council Member.

10. Confidentiality of Council Deliberations

Council confidentiality is essential to ensure that full and frank discussion of issues deemed as confidential may take place in an atmosphere free from the risk of inappropriate disclosure. The Council and management recognize that certain materials for deliberation by the Council must remain in confidence with the Council. The official record of the Council's deliberations is provided through the approved minutes of the Council meeting. All information shared by Council Members and those presenting information to the Council in a closed meeting or session shall be treated with utmost confidentiality, except when it is clearly understood that the information is in the public domain. The views and opinions of individual Council Members or management shall be treated with an appropriate level of respect and confidence.

The Council may give authority to one or more of its Members or the CEO to make statements to the news media or public about matters brought before the Council. Council Members are advised to seek guidance from the Council Chair or CEO with respect to what is considered confidential and should not be publicly disclosed.

Council Members should remain cognizant of the on-going Duty of Loyalty that they must adhere to at all times, even after an individual ceases to be a Council Member.

11. Diversity, Harassment and Discrimination

NTHSSA is committed to maintaining an environment that supports diversity, and that is respectful and free from harassment of any nature. In particular, the Authority has adopted a Cultural Safety Action Plan to ensure that Indigenous peoples, families and communities enjoy

physical, mental, emotional and spiritual health and wellness and the Authority embeds cultural safety throughout the health and social services system.

Council Members shall act honestly and fairly, and without discrimination based on race, colour, religion, age, sex, sexual orientation, ethnic origin, disability or any other ground prohibited by human rights legislation. Any person who believes there has been an act of discrimination or harassment in breach of this Code, should bring the matter to the attention of the Council Chair or Chair of the Governance and Human Resources Committee.

12. Compliance with Code of Conduct

It is the duty and obligation of every Council Member to comply with this Code and acknowledge and affirm ongoing compliance with the Code on an annual basis. Any violation of the Code must be reported to the Chair of the Council. The Council Chair shall conduct (or cause to be conducted) such investigation as they consider appropriate and retain any documentation obtained as part of the investigation. The privacy of an individual who makes a complaint in respect of this Code will be respected as much as is possible in the circumstances. Senior leadership is responsible for ensuring that any individual who, in good faith, has made a disclosure of a breach or potential breach of this Code does not suffer any adverse consequences as a result. All disclosures will be kept confidential unless the matter disclosed constitutes an actual or potential threat of serious harm to the Authority, its clients or to the general public.

Compliance with the Code does not relieve Council Members from any obligations imposed on a Council Member by statutory or common law duties and obligations.

13. Breach

Should a Council Member be found to have contravened any provision in this Code, the Council has the power to impose punitive action, including making a recommendation that they resign from the Council.

14. Acknowledgement

Council Members must read and fully understand this Code and comply with the policies, procedures and principles contained therein. Upon appointment to the Council, and annually thereafter, every Council Member is required to read, sign and agree to abide by this Code by completing an acknowledgement set out below.

Acknowledgement

I, _____ (print name), declare that:

- I have read and understood the Council Code of Conduct (Code) and agree to conduct myself in accordance with the provisions of the Code.
- I agree to disclose real, potential or apparent conflict of interest at my earliest opportunity upon becoming aware of same.
- As of _____ a real, potential or apparent conflict with my duty as a Council Member may arise because:

- Other than disclosed above, I do not have any relationships or interests that could compromise, or be perceived to compromise, my ability to exercise judgment with a view to the best interests of the Authority.
- I agree to promptly provide an updated Declaration annually or as may be required by changed circumstances.
- I sincerely promise and swear that I will truly, faithfully and impartially, to the best of my ability execute the duties and responsibilities of my position as a Council Member.

Signature

Date

E.1 GOVERNING STATUTES SUMMARY

- [Hospital Insurance and Health and Social Services Administration Act](#)
- [Territorial Board of Management Order](#)
- [Territorial Board of Management and Territorial Authority Regulations \(Leadership Council Regulations\)](#)
- [Regional Wellness Council Regulations](#)
- [General Administration Regulations](#)
- [Hospital Insurance Regulations](#)
- [Hospital and Health Care Facility Standards Regulations](#)
- [Northwest Territories Health and Social Services Authority Establishment Order](#)
- [Deh Cho Regional Wellness Council Establishment Order](#)
- [Fort Smith Regional Wellness Council Establishment Order](#)
- [Sahtu Regional Wellness Council Establishment Order](#)
- [Yellowknife Regional Wellness Council Establishment Order](#)
- [Hay River Regional Wellness Council Establishment Order](#)
- [Hay River Health and Social Services Authority Order](#)
- [Beaufort-Delta Regional Wellness Council Establishment Order](#)

E.2 GENERAL BY-LAW

**Corporate By-laws of the Northwest Territories
Health and Social Services Leadership Council**

Signed by the Minister – July 13, 2017

Table of Contents

PREAMBLE 72

PART I: DEFINITIONS AND INTERPRETATION	72
1.1 INTERPRETATION.....	72
1.2 ACT IS PARAMOUNT	72
1.3 BY-LAW IS PARAMOUNT.....	72
1.4 DEFINITIONS	73
PART 2: ORGANIZATION AND OPERATION OF THE LEADERSHIP COUNCIL.....	74
2.1 COMPOSITION OF THE LEADERSHIP COUNCIL	74
2.2 RELATIONSHIP WITH REGIONAL WELLNESS COUNCILS.....	74
2.3 POLICIES AND PROCEDURES	74
2.4 QUALIFICATIONS OF LEADERSHIP COUNCIL MEMBERS.....	75
2.5 CHAIRPERSON	75
2.6 TERM OF OFFICE	75
2.7 CONFLICT OF INTEREST	75
2.8 DISCLOSURE OF PECUNIARY INTEREST	75
2.9 EFFECT OF NON-DISCLOSURE	75
2.10 ETHICS	76
2.11 CONFIDENTIALITY	76
2.12 CODE OF CONDUCT.....	76
2.13 VACATION OF OFFICE	77
2.14 REMOVAL OF MEMBERS.....	77
2.15 VACANCY	77
2.16 REMUNERATION	78
PART 3: ROLES AND RESPONSIBILITIES	78
3.1 ROLES AND RESPONSIBILITIES OF THE LEADERSHIP COUNCIL	78
3.2 DELEGATION	78
3.3 LEADERSHIP COUNCIL OFFICERS.....	78
3.4 ELECTION OF OFFICERS	79
3.5 VICE CHAIRPERSON TERM OF OFFICE	79
3.6 ROLES AND RESPONSIBILITIES OF THE CHAIRPERSON, VICE CHAIRPERSON,.....	79
3.7 APPOINTMENT OF THE CHIEF EXECUTIVE OFFICER (CEO)	79
3.8 ROLES AND RESPONSIBILITIES OF THE CEO	80
PART 4: MEETINGS OF THE LEADERSHIP COUNCIL.....	80
4.1 CALL FOR MEETING	80
4.2 AGENDA FOR REGULAR MEETING	81
4.3 SPECIAL MEETINGS.....	81
4.4 ANNUAL GENERAL MEETING	81
4.5 NOTICE OF A MEETING	81
4.6 RULES OF ORDER	81
4.7 MEETINGS HELD IN PUBLIC.....	82
4.8 REMOTE ATTENDANCE	82
4.9 QUORUM	82
4.10 VOTES OF THE LEADERSHIP COUNCIL.....	82
4.11 EARLY ADJOURNMENT OF MEETING	83
4.12 TEMPORARY CHAIRPERSON OR VICE CHAIRPERSON.....	83

4.13 MINUTES	83
PART 5: COMMITTEES	83
5.1 ESTABLISHMENT OF COMMITTEES	83
5.2 COMMITTEES	84
5.3 COMMITTEE TERMS OF REFERENCE	84
5.4 COMMITTEE MEMBERS	84
5.5 PROCEDURE OF COMMITTEES.....	84
PART 6: GENERAL FINANCIAL AND ADMINISTRATION	84
6.1 CORPORATE SEAL	84
6.2 EXECUTION OF DOCUMENTS	85
6.3 OTHER SIGNING OFFICERS.....	85
6.4 BANKING ARRANGEMENTS	85
6.5 FINANCIAL YEAR.....	85
6.6 INVESTMENTS.....	85
6.7 INSPECTION BY LEADERSHIP COUNCIL MEMBER.....	85
6.8 BOOKS AND RECORDS	85
6.9 NOTICES.....	85
6.10 COMPUTATION OF TIME.....	86
6.11 OMISSIONS AND ERRORS	86
6.12 WAIVER OF NOTICE	86
6.13 INSURANCE	86
PART 7: AUDITS AND ANNUAL REPORTING	86
7.1 ANNUAL FINANCIAL REPORT	86
7.2 ANNUAL TERRITORIAL AUTHORITY REPORT	87
PART 8: ADOPTING AND AMENDMENTS TO BY-LAWS.....	87
8.1 ADOPTING NEW BY-LAWS.....	87
8.2 AMENDMENT	87
8.3 EFFECT OF AMENDMENT	87
PART 9: TRANSITIONAL AND EFFECTIVE DATE	87
9.1 TRANSITIONAL.....	87
9.2 EFFECTIVE DATE.....	87

Corporate By-laws of the Northwest Territories

Health and Social Services Leadership Council

Preamble	
<p>WHEREAS the Northwest Territories Health and Social Services Leadership Council (the “Leadership Council”) is a body corporate established under the <i>Hospital Insurance and Health and Social Services Administration Act</i>, RSNWT 1998, c T-3 and the Regulations made under it, as from time to time amended (the “Act”) to direct the affairs of the Northwest Territories Health and Social Services Authority (the Territorial Authority”);</p> <p>AND WHEREAS power is given to the Leadership Council to make by-laws as may be necessary to direct the affairs of the Territorial Authority under s. 8 of the Act;</p> <p>NOW THEREFORE the Leadership Council enacts the Corporate By-laws as follows governing the organization, management, and operation of the Territorial Authority:</p>	
Part I: Definitions and Interpretation	
1.1	<p>Interpretation</p> <p>In these Corporate By-laws and any other by-laws of the Leadership Council:</p> <ul style="list-style-type: none"> - Unless the context otherwise requires, references to persons shall include firms and corporations and words importing one gender shall include the opposite. - The division of by-laws into parts, articles, sections, paragraphs or subparagraphs and the insertion of headings are for convenience of reference only and shall not affect the construction or interpretation of by-laws.
1.2	<p>Act is Paramount</p> <p>A by-law and any amendment to a by-law of the Leadership Council, including these Corporate By-laws, has no force or effect:</p> <ul style="list-style-type: none"> - unless it is approved by the Minister; and - to the extent that it conflicts with or is inconsistent with this Act. <p>In the case of a conflict, the by-law is to be interpreted to the extent reasonably practical to eliminate conflict. If such an interpretation is not possible, the conflicting provisions of the by-law shall be considered severable from the by-law and of no force or effect. The balance of the by-law shall remain in force and binding.</p>
1.3	<p>By-law is Paramount</p> <p>A by-law and any amendment to a by-law of the Leadership Council, including these Corporate By-laws take precedence over any current or future adopted rules, policies, procedures, practices, directives, and terms of reference of the Leadership Council, or any delegate of</p>

		<p>the Leadership Council.</p>
<p>1.4</p>	<p>Definitions</p>	<p>“Agent” means a person other than a Leadership Council Employee, Senior Executive, Member, or Public Administrator, who is authorized to bind or purports to bind the Territorial Authority, or who, directly or indirectly, controls Territorial Authority funds.</p> <p>“ATIPP” means the <i>Access to Information and Protection of Privacy Act</i>, SNWT 1994, c. 20, as amended.</p> <p>“Chairperson” means the chairperson of the Leadership Council appointed under s. 7.1(1) of the Act.</p> <p>“CEO” means the Chief Executive Officer of the Territorial Authority appointed under s. 9(1) of the Act.</p> <p>“Committee” means a committee established under Part 5 of these Corporate By-laws.</p> <p>“Deputy Minister” means the Deputy Minister of the Department of Health and Social Services, Government of the Northwest Territories.</p> <p>“Employee” means an individual in the service of the Territorial Authority, who is under a contract of hire or employment, express or implied, oral or written, where the Territorial Authority, as employer, has the power or right to control and direct the Employee in the material details of how the work is to be performed.</p> <p>“Facility” means facility as defined under s. 1 of the Act, and includes, but is not limited to, the Territorial Authority’s hospitals, clinics, offices and any other establishment operated by the Authority.</p> <p>“Member” means those persons comprising the Leadership Council as specified under s. 7(1) of the Act, and by Part 2 of these Corporate By-laws.</p> <p>“Minister” means the Minister of the Department of Health and Social Services, Government of the Northwest Territories.</p> <p>“Policies and Procedures” means the administrative, financial, human resources, clinical and professional policies and procedures of the Territorial Authority and includes policies and procedures adopted by</p>

		<p>the Leadership Council.</p> <p>“Practitioner Staff” means medical practitioners, dentists, nurse practitioners and registered midwives to whom the Leadership Council has granted privileges under these By-laws.</p> <p>“Public Administrator” means the person appointed by the Minister under s. 15(1) of the Act.</p> <p>“Regional Wellness Council” means a regional council established under subsection 4(1) of the Act.</p> <p>“Territorial Plan” means the territorial plan referred to in s. 2(1) of the Act.</p>
--	--	--

Part 2: Organization and Operation of the Leadership Council

2.1	Composition of the Leadership Council	<p>The Leadership Council shall be comprised of the following Members:</p> <ul style="list-style-type: none"> - The Chairperson as appointed by the Minister; - The chairperson of each Regional Wellness Council; - The chairperson of the Tłı̄ch̄q Community Services Agency; and - The Deputy Minister (ex-officio and non-voting).
2.2	Relationship with Regional Wellness Councils	<p>Each chairperson of a Regional Wellness Council shall:</p> <ul style="list-style-type: none"> - Represent the interests of their region and community at the Leadership Council; - Regularly report on any advice provided by their Regional Wellness Council in respect of health and social services to the Leadership Council; - Regularly report on the activities of their Regional Wellness Council to the Leadership Council; and - Regularly report on the activities of the Leadership Council to their Regional Wellness Council.
2.3	Policies and Procedures	<p>The Leadership Council may, from time to time, make such Policies and Procedures as it may deem necessary or desirable in connection with the management of the business and affairs of the Leadership Council and the conduct of its Members. Such Policies and Procedures must be consistent with the provisions of these Corporate By-laws, and any other by-law of the Leadership Council, the Act and any Directives ordered under the Act.</p>

2.4	Qualifications of Leadership Council Members	No person is entitled to be or continue to be the Chairperson or a Member if he or she does not meet or no longer meets the eligibility criteria prescribed in the Act.
2.5	Chairperson	The Minister shall appoint a Chairperson of the Leadership Council in accordance with the Act.
2.6	Term of Office	<p>The Chairperson and Members acting as chairpersons for the Regional Wellness Councils shall hold a term of office in accordance with the Act.</p> <p>The Member acting as the chairperson for the Tłı̨chʔ Community Services Agency shall hold a term of office in accordance with the <i>Tłı̨chʔ Community Services Agency Act</i>, SNWT 2005, c 7.</p>
2.7	Conflict of Interest	<p>In general, Members shall, where applicable, comply with the <i>Conflict of Interest Act</i>, RSNWT, 1988, c C-16 as amended.</p> <p>At the commencement of any meeting of the Leadership Council or its Committees, or at any time during a meeting, each Member shall be required to declare a conflict of interest where one is believed to exist. The circumstances shall be disclosed to all Members present, and where it is found that a conflict exists by the majority of the Members present, excluding the affected Member, the affected Member shall be excused from the meeting until the discussion, decision-making, and voting, if any, on the matter are concluded.</p> <p>The Member’s disclosure and abstention shall be recorded in the minutes of the meeting.</p>
2.8	Disclosure of Pecuniary Interest	<p>Where a Member has any direct or indirect pecuniary interest in:</p> <ul style="list-style-type: none"> - A contract or proposed contract with the Territorial Authority, - A contract or proposed contract that is reasonably likely to be affected by a decision of the Leadership Council, or - Any other matter which is before the Leadership Council for consideration, <p>the Member shall as soon as practical, disclose the extent of his or her interest to the Leadership Council. Following disclosure, the Member shall be excused from the meeting, and shall not take part in the consideration, discussion of, or vote on any question with respect to the contract, proposed contract or other matter, or attempt in any way to influence the voting on any such question.</p> <p>The Member’s disclosure and abstention shall be recorded in the minutes of the meeting.</p>
2.9	Effect of Non-Disclosure	Where the interest of a Member has not been disclosed as required by reason of the absence of the Member from the meeting or the interest having been acquired after the meeting, the Member shall disclose his or her interest as required at the first meeting of the

		<p>Leadership Council that is attended by the Member after the meeting or after acquiring the interest.</p> <p>The interest of a dependent, spouse, son, daughter or other relative of a Member shall be deemed to be also an interest of the Member if that interest is known to the Member.</p>
2.10	Ethics	<p>The Leadership Council shall conduct its business activities with integrity and in a manner that promotes public confidence. All Members shall act impartially, objectively and in good faith while maintaining the highest ethical standards.</p> <p>The Leadership Council shall promote ethical thinking and action in all aspects of health and social service delivery by the Territorial Authority. The CEO shall develop a clinical and organizational Ethics Framework for use by the Territorial Authority and its regional operations. The Ethics Framework shall include:</p> <ul style="list-style-type: none"> - Resources describing the ethical values and principles of the Territorial Authority, and support available to an individual facing an ethical question; - An Ethics Decision Making Process outlining the steps that can be taken to help identify when an ethical question arises, and how it may be addressed; - Any other materials that the CEO deems appropriate for the Framework. <p>The CEO shall have the overall responsibility of ensuring the implementation of the Framework, and shall review the Framework and report to the Leadership Council annually on any matters related to implementation and amendments to the Framework.</p>
2.11	Confidentiality	<p>Every Member, Practitioner Staff, Committee member, Employee and Agent of the Territorial Authority shall respect the confidentiality of all Territorial Authority matters, including but not limited to those brought before the Leadership Council or any Committee, dealt with in the course of an Employee’s employment or Agent’s activities, or dealt with in the course of the Practitioner Staff member’s activities in connection with the Territorial Authority. The Leadership Council may give authority to one or more of its Members or the CEO to make statements to the news media or public about matters brought before the Leadership Council.</p> <p>All information and written material brought before a closed session of the Leadership Council or Committee shall be deemed confidential and shall not be disclosed unless authorized in accordance with the Territorial Authority’s policies in respect of disclosure of confidential information.</p>
2.12	Code of Conduct	<p>The Leadership Council may establish a Code of Conduct to outline the principles and standards expected of Members in relation to their duties and responsibilities with the Territorial Authority.</p>

2.13	Vacation of Office	<p>All Members accept their position to the Leadership Council with the understanding that they must work within all governance Policies and Procedures, exclude their personal interests, and make collective decisions in the best interests of the Territorial Authority.</p> <p>The office of a Member shall be automatically vacated if a Member resigns his or her office by delivering a written resignation to the Chairperson or Vice Chairperson, or ceases to meet the requirements set out in these Corporate By-laws or the Act. For clarity, Members must also submit resignations to the Minister.</p> <p>The Leadership Council may continue to act notwithstanding one or more vacancies of its Members.</p>
2.14	Removal of members	<p>A Member may be removed from the Leadership Council if they:</p> <ul style="list-style-type: none"> - Are convicted of an offence under the <i>Criminal Code</i> and are sentenced to a term of imprisonment while in office; - Are absent for three (3) consecutive meetings of the Leadership Council, or are absent for one quarter (1/4) or more of the meetings for the Leadership Council in any twelve (12) month period, unless the Member has been excused from attendance by the Chairperson; - Fail to comply with the Act, Corporate By-laws or any other by-law, and Policies and Procedures adopted by the Leadership Council; - Are or have been engaged in conduct or activity that is, in the opinion of Leadership Council, contrary to the duties of a Member or has engaged in any conduct contrary to the best interests of the Territorial Authority. <p>If the Leadership Council believes that circumstances exist for the removal of a Member, the Leadership Council shall convene a meeting to carefully and impartially consider the alleged violation, and provide an opportunity for the Member under question to respond to the allegation in person.</p> <p>If the Member under question is the Chairperson, the Vice Chairperson shall chair the meeting.</p> <p>Should the Member under question not be in attendance at the meeting, he or she will have one other opportunity to respond to the allegation in person.</p> <p>At the end of the meeting, the Leadership Council shall vote and make a recommendation to the Minister based on the majority. The Minister shall consider the recommendation and make a decision on whether the Member in question should be removed. The Member under question is not entitled to vote and shall not be present for the vote.</p>
2.15	Vacancy	<p>Where, for any reason, a vacancy occurs in the Leadership Council, the Minister may appoint another person to fill the vacancy, in</p>

		<p>accordance with the applicable legislation, for the unexpired term of office of the Member being replaced.</p> <p>Until such replacement occurs, the remaining Members may exercise all the power and shall perform all the functions and duties of the Leadership Council.</p>
2.16	Remuneration	Members shall be remunerated in accordance with the Government of the Northwest Territories' Honoraria Rates for Public Agencies.

Part 3: Roles and Responsibilities

3.1	Roles and Responsibilities of the Leadership Council	<p>The Leadership Council shall provide overall leadership for the Territorial Authority and help facilitate the Territorial Authority's legislated mandate to:</p> <ul style="list-style-type: none"> - Deliver, provide for the delivery of, or coordinate the delivery of health services, social services, and health and wellness promotional activities within the NWT; - Manage, control and operate each Facility, health and social service for which the Territorial Authority is responsible; - Manage the financial, human and other resources necessary to perform its duties; - Perform any other activities assigned to the Territorial Authority by the Minister. <p>The Leadership Council shall provide advice to the Minister on strategic directions for particular health and social services and programs related to those services.</p> <p>Notwithstanding anything else contained in these Corporate By-laws, the capacity and the powers of the Leadership Council is subject, as of the effective date of these Corporate By-laws, to the restrictions and requirements contained in the Act and any other Northwest Territories statutes and regulations governing the operations of the Leadership Council.</p>
3.2	Delegation	Subject to any applicable legislation, and any by-law of the Leadership Council, the Leadership Council may, by resolution, delegate any of its powers and duties under the Act and these Corporate By-laws to one or more persons or committees.
3.3	Leadership Council Officers	<p>The Officers of the Leadership Council shall consist of the:</p> <ul style="list-style-type: none"> - Chairperson as appointed by the Minister; - Vice Chairperson; - Any other Officer designated by the Members and approved by the Minister. <p>The Leadership Council shall nominate a Vice Chairperson from the Members. The nomination of the Vice Chairperson shall be endorsed</p>

		by the Minister.
3.4	Election of Officers	<p>The Vice Chairperson shall be confirmed by resolution of the Leadership Council at their first meeting. If a vacancy occurs for the position of Vice Chairperson, the remaining Members shall nominate a replacement at the next regular meeting.</p> <p>The Vice Chairperson shall be subject to removal by resolution of the Leadership Council at any time.</p>
3.5	Vice Chairperson Term of Office	<p>The Vice Chairperson shall hold office for a term of one (1) year from the date of confirmation or until their successors are confirmed in their stead.</p> <p>The Vice Chairperson may be re-confirmed by the Leadership Council for no more than one additional consecutive term of one (1) year. Terms are not consecutive if at least one year has elapsed between the terms.</p> <p>Notwithstanding the above, if the Leadership Council is satisfied that there are no other Members who are qualified to serve as Vice Chairperson, the Leadership Council may reappoint the Vice Chairperson a Member whose continuous service exceeds two consecutive terms.</p>
3.6	Roles and Responsibilities of the Chairperson, Vice Chairperson	<p>The Chairperson provides overall leadership to the Leadership Council while remaining accountable to the Minister. The Chairperson shall call and conduct regular and special meetings of the Leadership Council. The Chairperson shall determine the agenda with input from the Members, and any other sources as the Chairperson may consider appropriate. It shall be the duty of the Chairperson to preside at all meetings of the Leadership Council.</p> <p>The Chairperson shall also:</p> <ul style="list-style-type: none"> - Take all necessary steps to see that the Officers and Members of the Leadership Council perform their respective duties; - Perform such other duties as the Leadership Council and Minister may from time to time direct; and - Carry out his or her functions as required by the Act. <p>The Vice Chairperson shall, in the absence of the Chairperson, perform the duties and exercise the powers of the Chairperson in consultation with the Minister. The Vice Chairperson shall also:</p> <ul style="list-style-type: none"> - Perform such other duties as may be assigned by the Chairperson; and - Perform such other duties as the Leadership Council and Minister may from time to time direct.
3.7	Appointment of the Chief Executive Officer (CEO)	<p>The Minister shall appoint the first CEO of the Territorial Authority, who will be accountable to the Leadership Council.</p>

		<p>The Leadership Council shall appoint or reappoint a CEO once the term of the first CEO and every subsequent CEO expires.</p> <p>Each term of appointment is at the discretion of the Leadership Council.</p>
3.8	Roles and Responsibilities of the CEO	<p>The CEO is an employee of the public service and shall be responsible for the implementation of policy established by the Leadership Council and report to and take direction from the Leadership Council.</p> <p>Additionally, the CEO shall provide the necessary administrative support to the Leadership Council, and ensure the necessary administrative support is in place for the Regional Wellness Councils. The CEO’s administrative duties include, but is not limited to:</p> <ul style="list-style-type: none"> - Ensuring the safe keeping and control of all securities funds, and financial records; - Causing to be prepared, and presenting to the Leadership Council, a comprehensive annual budget in accordance with the requirements of the relevant legislation; - Causing to be prepared, and presenting an annual report to the Leadership Council showing the financial position of the Territorial Authority, the results of the yearly operation of the Territorial Authority, and any other such financial reports as the Leadership Council may from time to time require; - In consultation with the Chairperson, preparing and distributing the agenda for each meeting of the Leadership Council; - Providing such notice as is required in these Corporate By-laws for meetings of the Leadership Council; - Maintaining a record of attendance at meetings of the Leadership Council; - Ensuring minutes of all meetings of the Leadership Council are prepared and distributed; - Being responsible for the safe keeping of the seal of the Territorial Authority and all minutes, records and documents of the Leadership Council; and - Carrying out all other duties as directed by the Leadership Council. <p>Subject to any applicable legislation, and any by-law of the Leadership Council, the Leadership Council may delegate any power or duty conferred or imposed on it to the CEO.</p>
Part 4: Meetings of the Leadership Council		
4.1	Call for Meeting	<p>The Leadership Council may meet for the dispatch of business, adjourn and otherwise regulate their meeting as required. Only</p>

		<p>Members may participate in and vote at meetings of the Leadership Council.</p> <p>The Leadership Council may choose one (1) or more days for regular meetings of the Leadership Council at a named place and time. A copy of the passed resolution of the Board fixing the place and time of the regular meetings shall be delivered to each Member at least (10) business days prior to the scheduled regular meeting, and no other notice shall be required for any such regular meeting.</p>
4.2	Agenda for Regular Meeting	<p>An agenda setting out the business to be conducted at a regular meeting shall be delivered to each Member at least (5) business days prior to the date of the meeting. A report from the CEO shall be an agenda item at each regular meeting.</p> <p>No item of business shall be dealt with at a regular meeting unless the item and supporting materials were included on the agenda delivered prior to the meeting or unless two-thirds (2/3) of those Members present approve dealing with the item.</p>
4.3	Special Meetings	<p>Special meetings of the Leadership Council may be called by the Chairperson, Vice Chairperson, or the CEO and shall be called within ten (10) business days of receipt of a written request of four (4) Members.</p>
4.4	Annual General Meeting	<p>An Annual General Meeting of the Leadership Council shall take place within six months from the end of the fiscal year. During the Annual General Meeting, the Leadership Council shall review the status and content of:</p> <ul style="list-style-type: none"> - the annual financial report of the Territorial Authority; - the annual report of the Territorial Authority to the Minister; - the annual reports of any Committees and volunteer organizations and foundations of the Territorial Authority; and - any reports on activities relating to the Territorial Plan.
4.5	Notice of a Meeting	<p>Notice of meeting, aside from a regular meeting, shall be given to all Members at least five (5) business days prior to the meeting, with an agenda setting out the business to be conducted at the meeting. The Chairperson, Vice Chairperson or the CEO may call a meeting on less notice, provided that the majority of the Members consent to such meeting.</p> <p>Additional business items may not be added to the agenda of a special meeting.</p>
4.6	Rules of Order	<p>Any questions of procedure at or for any meetings of the Leadership Council, the Medical Staff, or of any Committee, which have not been provided for in these Corporate By-laws, any other by-laws of the Territorial Authority, or the Policies and Procedures adopted by the Leadership Council, shall be determined by the meeting's chair.</p>

4.7	Meetings held in public	<p>All meetings of the Leadership Council shall be held in public, unless it is of the opinion of the majority of the Members present that the matter under consideration raises issues that warrant a closed meeting. In such instances, the Leadership Council may by resolution hold a private meeting to discuss the matter under consideration, but it has no power during such a discussion to pass any resolution except a resolution to revert back to an open meeting.</p> <p>Issues that may be dealt with in closed meeting include, but are not limited to:</p> <ul style="list-style-type: none"> - Discussion of labour relations or the employment matters of the Territorial Authority; - Discussions and dealings with other entities or persons where the information being discussed may compromise the relationship of the Territorial Authority with them or its relationship with its stakeholders; - Financial, personnel, contractual and/or other matters for which a decision must be made in which premature disclosure would be prejudicial; - Matters relating to civil or criminal proceedings; - Considering personal health information relating to an individual; - Considering child and family services records relating to an individual; - Receiving of advice that is subject to solicitor-client privilege; and - Any other matter permitted or required by statute. <p>Only a Member, the CEO, or other persons specifically authorized by the Chair, shall be allowed to address the Leadership Council during a meeting.</p> <p>Any member of the public who attempts to disrupt a meeting will be asked to leave and may be removed.</p>
4.8	Remote Attendance	<p>Any Member or member of a Committee may participate in a meeting of Leadership Council or of a Committee by means of teleconference, videoconference or other communication facilities that permit all persons participating in the meeting to hear each other.</p>
4.9	Quorum	<p>A majority of the voting Members constitutes a quorum for the transaction of business and where there is a vacancy in the membership of the Leadership Council, the remaining Members may exercise all the powers and shall perform all the duties and functions of the Leadership Council.</p>
4.10	Votes of the Leadership Council	<p>All Members, except the Chair, shall vote for, vote against, or abstain on all issues duly brought by motion, except where a Member has declared a conflict of interest. The Chair shall vote only when the</p>

		<p>vote would break a tie. No Members shall vote by proxy.</p> <p>Decisions of the Leadership Council shall be made at a meeting by a vote of a majority of those present in person or remotely, followed by a declaration by the Chairperson that a resolution has been carried or not carried.</p> <p>A vote on any question may be taken by secret ballot if demanded by any Member present and entitled to vote. Such ballots shall be counted by the chair of the meeting. Otherwise a vote shall be taken by a show of hands.</p> <p>The Deputy Minister is not entitled to vote at a meeting of the Leadership Council.</p>
4.11	Early Adjournment of Meeting	Where, at any meeting, a quorum is not present within 30 minutes after the time appointed for holding the meeting, the meeting shall stand adjourned and notice of the adjourned meeting shall be given to each Member.
4.12	Temporary Chairperson or Vice Chairperson	Where, at any meeting, the Chairperson, or Vice Chairperson is not present within 30 minutes after the time appointed for holding the meeting, the Members shall choose one of their own to act as the Chair for that meeting.
4.13	Minutes	<p>The minutes of each Leadership Council meeting shall be circulated to all Members and shall be approved by the Leadership Council. The approved minutes shall be provided to the Minister and be made available for review by the Public.</p> <p>Where a closed meeting has been held, the minutes may be redacted to address any privacy concerns before being made available for review by the Public. However, the minutes must include the reasons why the Leadership Council decided to close the meeting to the public, and the nature of the subject matter discussed at the closed meeting.</p>

Part 5: Committees

5.1	Establishment of Committees	<p>The Leadership Council may establish Committees with a territorial mandate to:</p> <ul style="list-style-type: none"> - Provide advice to the Leadership Council in respect of a particular aspect of the provision of health services or social services; or - Exercise particular powers, or perform particular duties or functions of the Territorial Authority or Leadership Council, in respect of the provision of health or social services. <p>The Committees shall either be:</p> <ul style="list-style-type: none"> - Committees, being those committees whose duties are normally continuous; or
-----	------------------------------------	---

		<ul style="list-style-type: none"> - Special Committees, being those committees appointed for specific duties whose mandate shall expire with the completion of the tasks assigned.
5.2	Committees	<p>The Leadership Council shall require the CEO to establish committees for the following functions:</p> <ul style="list-style-type: none"> - maternal and infant health; - morbidity and mortality; - admissions to long term care facilities; - quality assurance for health services; - quality assurance for social services. <p>The Territorial Quality Assurance Committee for Health Services and the Territorial Quality Assurance Committee for Social Services are established pursuant to s. 25.1 of the Act.</p>
5.3	Committee Terms of Reference	<p>The Leadership Council shall establish Terms of Reference defining the purpose, powers, responsibilities, organization and membership for each Committee.</p> <p>The Leadership Council may delegate authority to any of its Committees which would enable the Committee to approve matters which are administrative in nature, such as those customarily made to confirm the accuracy and completeness of the Committees' own minutes, to conduct all or a portion of the Committee meeting in camera, and to approve the Committee's meeting agenda and changes to the agenda.</p> <p>All Committees shall serve in an advisory capacity to the Leadership Council, unless otherwise determined by any by-law or resolution of the Leadership Council. All recommendations and reports of the Committee shall be submitted to the Leadership Council for further consideration and approval.</p>
5.4	Committee Members	<p>Committee members, including the Committee chairperson (or vice chairperson if deemed necessary), shall consist of Practitioner Staff and other members of Territorial Authority staff.</p>
5.5	Procedure of Committees	<p>Procedures for committee meetings shall be determined by the chair of each Committee.</p> <p>The minutes of each meeting of the Committee shall be provided to the CEO and further reported by the CEO to the Leadership Council for information.</p>

Part 6: General Financial and Administration

6.1	Corporate Seal	<p>The seal, an impression of which is stamped on the margin, shall be the seal of the Territorial Authority.</p> <p>Any signing officer appointed by the Leadership Council by resolution</p>
-----	-----------------------	--

		may affix the seal of the Territorial Authority to any instrument or document and may certify a copy of any instrument, resolution, by-law or other document of the Authority to be a true copy.
6.2	Execution of Documents	All instruments or documents signed by the CEO shall be binding upon the Authority without further authorization or formality.
6.3	Other signing officers	The Leadership Council may direct the manner in which and the person or persons by whom any particular instrument or class of instruments or document may or shall be signed.
6.4	Banking arrangements	All monies received by, or on behalf of, the Territorial Authority will be deposited in a Canadian chartered bank designated by the Leadership Council.
6.5	Financial year	The Fiscal year end of the Authority shall be fixed by the Minister in accordance with the Act.
6.6	Investments	Subject to the by-laws, Policies and Procedures of the Leadership Council, the Leadership Council or delegate is authorized to make or receive any investments which the Leadership Council in its discretion considers advisable.
6.7	Inspection by Leadership Council Member	Subject to the provisions of ATIPP and other relevant privacy legislation and at the direction of the Leadership Council and coordination by the CEO, all books and records of the Territorial Authority, with the exception of the health records of individual patients, Child and Family Services records of clients, and the personnel records of staff and Practitioner Staff, shall be open to the inspection of any Member.
6.8	Books and Records	Every Member, Practitioner Staff Committee member, Employee and Agent of the Territorial Authority shall respect the confidentiality of all Territorial Authority matters, including but not limited to those brought before the Leadership Council or any Committee, dealt with in the course of an Employee’s employment or Agent’s activities, or dealt with in the course of the Practitioner Staff member’s activities in connection with the Authority.
6.9	Notices	<p>When notice is required under these Corporate By-laws or any by-law of the Territorial Authority, notice must be in writing and given by:</p> <ul style="list-style-type: none"> - Registered mail; - Facsimile transmission; or - Electronic mail <p>to the Member, Officer, Committee member, or auditor based on the contact information as it appears on the books of the Territorial Authority.</p> <p>Notice sent by facsimile transmission or electronic mail shall be conclusively deemed to be received on the day the notice is</p>

		<p>transmitted. If the day the notice is transmitted is not a business day, the facsimile transmission or electronic mail shall be deemed to be received on the next business day.</p> <p>Registered mail shall be deemed to have been received on the seventh (7th) business day following the mailing thereof. If delivered by registered mail, a notice shall be conclusively deemed to have been received at the time of delivery. In the event it may be reasonably anticipated that, due to any strike, lockout or event involving the interruption in postal service, any notice delivered by registered mail will not be deemed received on the seventh (7th) business day following the mailing thereof.</p>
6.10	Computation of time	In computing the date when notice must be given under any provision requiring a specified number of days' notice of any meeting or other event, the date of giving the notice shall be excluded and the date of the meeting or other event shall be included.
6.11	Omissions and Errors	The accidental omission to give any notice to any Member, Officer, Committee member, or auditor of the Territorial Authority or the non-receipt of any notice by any Leadership Council Member, officer, member of a committee or the auditor of the Authority or any error in any notice not affecting the substance thereof shall not invalidate any action taken at any meeting held pursuant to such notice or otherwise founded thereon.
6.12	Waiver of Notice	Any Member, Officer, Committee member, or auditor of the Territorial Authority may waive any notice required to be given to him or her under the Act or the any by-law of the Territorial Authority, and such waiver, whether given before or after the meeting or other event of which notice is required to be given, shall cure any default in giving such notice. Attendance and participation at a meeting constitutes waiver of notice.
6.13	Insurance	Subject to any limitations as may be imposed by law, insurance may be purchased and maintained for the benefit of Members, a Public Administrator, Employees, as the Leadership Council may determine in its discretion from time to time.

Part 7: Audits and Annual Reporting

7.1	Annual Financial report	<p>The accounts of the Territorial Authority shall be audited at the end of each fiscal year by an independent auditor selected by resolution of the Leadership Council and approved by the Minister pursuant to the Act. The auditor shall provide a written report of the audit to the Leadership Council and report to the Leadership Council on his or her report, including any recommendations.</p> <p>The Territorial Authority shall prepare and submit an annual report to the Minister in accordance with the <i>Financial Administration Act</i>, RSNWT 1988, c F-4. The auditor report shall be included in the annual</p>
-----	--------------------------------	--

		report.
7.2	Annual Territorial Authority Report	The Leadership Council shall, for each fiscal year, prepare a report on its activities at the territorial and regional levels and submit the report to the Minister within six months after the end of the fiscal year.
Part 8: Adopting and Amendments to By-laws		
8.1	Adopting New By-laws	The Leadership Council may adopt new by-laws by a 2/3 majority resolution of the Members at a meeting of the Leadership Council and sanctioned by at least a majority of Members entitled to vote and voting at a meeting duly called for the purposes of considering the said by-law.
8.2	Amendment	The provisions of the by-laws of the Territorial Authority, including these Corporate By-laws may be amended or repealed by a 2/3 majority resolution of the Members at a meeting of the Leadership Council and sanctioned by at least a majority of Members entitled to vote and voting at a meeting duly called for the purposes of considering the said by-law.
8.3	Effect of Amendment	<p>The Chairperson shall send, or cause to be sent, to the Minister a true copy of all by-laws enacted and of all amendments, variations or repeals thereof. The by-laws, amendments, variations, or repeals will not become effective until approved by the Minister.</p> <p>Once approved by the Minister, the by-laws enacted, amended, varied, or repealed shall have full force and effect retroactive to the time the motion was passed, or such other time as specified in the resolution of the Leadership Council.</p>
Part 9: Transitional and Effective Date		
9.1	Transitional	All acts, proceedings, policies, directives, and decisions of the Leadership Council taken or implemented prior to the effective date of these By-laws are ratified and, until rescinded, shall continue to be effective under and for the purposes of these by-laws.
9.2	Effective Date	This Corporate By-law shall become effective as of the date of the Minister's approval.

Approved and adopted by the Leadership Council this ____ day of _____, 2019.

Chair of the Leadership Council

Minister of Health and Social Services

F.1 ADMINISTRATION AND INFORMATION

Authority	Contact Details
Northwest Territories Health and Social Services Authority	<p>Sue Cullen, Chief Executive Officer Sue_Cullen@gov.nt.ca (867)-767-9090 ext. 4000</p> <p>Allen Stanzell, Senior Advisor, Governance Allen_Stanzell@gov.nt.ca (867) 767-9090 ext. 40005 (Direct) (867) 445-4346</p>
Leadership Council	<p>Jim Antoine, Chairperson P.O Box 792 Fort Simpson, NT X0E 0N0</p> <p>Jim_Antoine@gov.nt.ca jantoine04@yahoo.ca (867) 447-0374</p>
Beaufort Delta RWC	<p>Ethel-Jean Gruben, Chair P.O Box 3295 Inuvik, NT X0E 0T0</p> <p>ejgruben@inuvialuit.com (867) 678-5275</p>
Deh Cho RWC	<p>Ruby Simba, Chair P.O. Box 4429 C/O Kakisa Lake Hay River, NT X0E 1G3</p> <p>kaageetu_manager@northwestel.net (867) 876-0286 (Personal) (867) 825-2000 (Work)</p>
Fort Smith RWC	<p>Patricia Schaefer, Chair P.O. Box 1462 Fort Smith, NT X0E 0P0</p> <p>patsy.schaefer@pc.gc.ca (867) 872-7913</p>

<p>Hay River RWC</p>	<p>Brian Willows, Chair 76 Miron Drive Hay River, NT X0E 0R2 bwillows1@gmail.com (867) 876-2552 (867) 874-4853</p>
<p>Sahtu RWC</p>	<p>Gina Dolphus, Chair P.O. Box 4 Deline, NT X0E 0G0 gdolphus@hotmail.com (867) 444-8167 (867) 589-3514</p>
<p>Yellowknife RWC</p>	<p>Nancy Trotter, Chair 5518 – 44 Street Yellowknife, NT X1A 1H9 dragonflytrotter@yahoo.ca (867) 444-0018</p>
<p>Tłı̨chǫ Community Services Agency</p>	<p>Ted Blondin, Chair TCSA tedbondin@gmail.com (867) 392-6313</p>

F.2 FORM OF ACKNOWLEDGEMENT

Form of Acknowledgement for Council Members

I acknowledge that I have received a copy of Northwest Territories Health and Social Services Authority Governance Manual. I have read and understand the contents of the Governance Manual.

Council Member's Name

Date

Council Member's Signature

F.3 COUNCIL AND COMMITTEE FORWARD CALENDAR

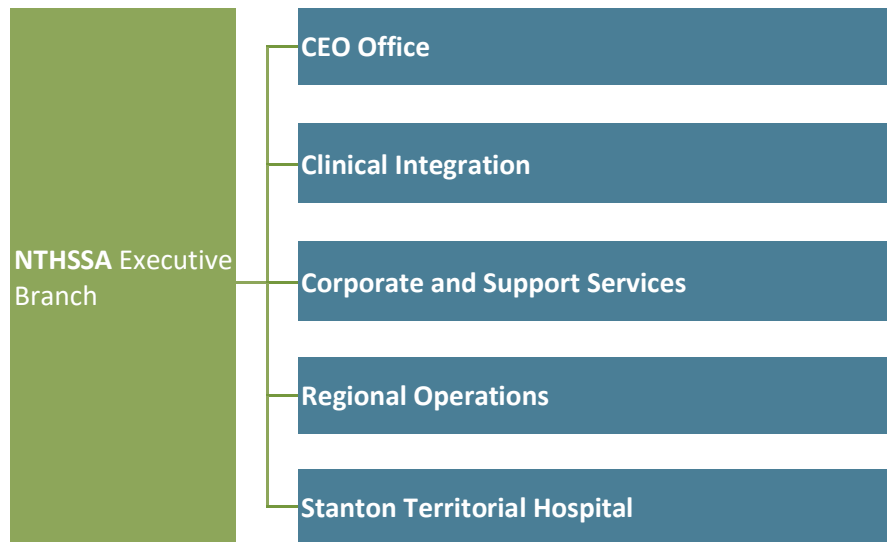
Q1			Q2			Q3			Q4					
APR	MAY	JUNE	JULY	AUG	SEP	OCT	NOV	DEC	JAN	FEB	MAR			
LEADERSHIP COUNCIL			<p><u>Agenda Items:</u></p> <ol style="list-style-type: none"> 1. Conflict of Interest Declarations 2. Approve Prior Meeting Minutes 3. Review Action Items List 4. Chair Report 5. Regional Wellness Council Reports 6. CEO Report 7. Deputy Minister Report 8. Committee Reports 9. Quality Report – Stanton, Chronic Disease, MHAR 10. Cultural Safety Action Plan Update 11. COVID-19, Emerging Wisely Update 12. Review Council Code of Conduct 13. Strategic HR Planning Update 14. Recruitment/Retention Plan 15. NWT Residency Program 16. Talent Management and Development 17. Approve Operational Plan 18. Annual OAG Fraud Questionnaire (or Finance Committee) 19. Year-end Audit Update with OAG (or Finance Committee) 20. AGM Planning 			<p><u>Agenda Items:</u></p> <ol style="list-style-type: none"> 1. Conflict of Interest Declarations 2. Approve Prior Meeting Minutes 3. Review Action Items List 4. Chair Report 5. Regional Wellness Council Reports 6. CEO Report 7. Deputy Minister Report 8. Committee Reports 9. Quality Report – Stanton, Chronic Disease, MHAR 10. Cultural Safety Action Plan Update 11. COVID-19, Emerging Wisely Update 12. Vice Chairperson Appointment 13. Year-End Financial Statements 14. Annual Report 15. OAG Audit Plan and Report 16. DHSS Infrastructure Update 17. Stanton Legacy Update 18. Records Practices and Process Update 19. AGM 20. Meet with the Minister, Letter of Advice to the Minister 			<p><u>Agenda Items:</u></p> <ol style="list-style-type: none"> 1. Conflict of Interest Declarations 2. Approve Prior Meeting Minutes 3. Review Action Items List 4. Chair Report 5. Regional Wellness Council Reports 6. CEO Report 7. Deputy Minister Report 8. Committee Reports 9. Quality Report – Stanton, Chronic Disease, MHAR 10. Cultural Safety Action Plan Update 11. COVID-19, Emerging Wisely Update 12. Strategic Planning Update 13. Strategic HR Planning Update <ul style="list-style-type: none"> • Recruitment/Retention Plan • NWT Residency Program • Talent Management and Development 14. Medical Professional Privileges Process – with Jurisdictional Review 15. Meet with the Minister 			<p><u>Agenda Items:</u></p> <ol style="list-style-type: none"> 1. Conflict of Interest Declarations 2. Approve Prior Meeting Minutes 3. Review Action Items List 4. Chair Report 5. Regional Wellness Council Reports 6. CEO Report 7. Deputy Minister Report 8. Committee Reports 9. Quality Report – Stanton, Chronic Disease, MHAR 10. Cultural Safety Action Plan Update 11. COVID-19, Emerging Wisely Update 12. Review Mandate Letter 13. Annual Planning Calendar – meeting dates/locations for following year 14. Operational Plan Update 15. Approve NTHSSA Operating Budget 16. DHSS Infrastructure Update 17. Stanton Legacy Update 18. Year-end Audit Planning with OAG (or Finance Committee) 19. Review Governance Manual 20. Meet with the Minister, Letter of 		

	<ol style="list-style-type: none"> 21. Council Self-Evaluation 22. Meet with the Minister 			<p>Advice to the Minister</p>
<p>FINANCE COMMITTEE</p>	<ol style="list-style-type: none"> 1. Review Work Plan 2. Quarterly Financial Update 3. Review Leadership Council and Committee Budgets 4. OAG Audit Update 5. Review External Audit Plan 6. Annual OAG Fraud Questionnaire 7. Forgiveness Request Process 8. System Sustainability Update 9. Operating Budget Update 	<ol style="list-style-type: none"> 1. Annual Audit and Year-end Financial Results Update 2. Meet with OAG and External Auditors 3. Review Annual Report 4. Quarterly Financial Update 5. Review Leadership Council and Committee Budgets 6. Forgiveness Requests Approvals 7. Prior Year Audit Update 8. Review Accounting Policies and Financial Reporting Practices 9. System Sustainability Update 	<ol style="list-style-type: none"> 1. Quarterly Financial Update 2. Review Leadership Council and Committee Budgets 3. Develop Leadership Council and Committee Budgets 4. Forgiveness Approvals Update 5. OAG Management Letter Update 6. System Sustainability Update 7. Review Signing Authorities 	<ol style="list-style-type: none"> 1. Review NTHSSA Operating Budget 2. Review Operational Plan 3. Quarterly Financial Update 4. Review Leadership Council and Committee Budgets 5. Review Work Plan 6. Review Committee Terms of Reference 7. Review Annual OAG Audit Plan 8. System Sustainability Update
<p>GOVERNANCE AND HR COMMITTEE</p>	<ol style="list-style-type: none"> 1. CEO Performance, Goals, Objectives 2. Review Training and Development Plan 3. Review Code of Conduct 4. Strategic HR Action Plan Update 5. Management Succession and Development Plans 6. Council Evaluation 	<ol style="list-style-type: none"> 1. CEO Performance, Goals, Objectives 2. Review Council Training and Development Plan 3. Orientation Process for New Members Presentation 4. Strategic HR Action Plan Update 5. Review Annual Report 	<ol style="list-style-type: none"> 1. CEO Performance, Goals, Objectives 2. Council Evaluation Process 3. Council Succession Plan 4. Review Corporate Bylaws 5. Review RWC Handbook 6. Strategic HR Action Plan Update 7. Review RWC Member Recognition 	<ol style="list-style-type: none"> 1. CEO Evaluation Process 2. Council Evaluation Update 3. Review Governance Manual 4. Review Council Professional Training and Development 5. Self-Assessment and Training Needs 6. Review Committee Terms Of Reference

QUALITY COMMITTEE	<ol style="list-style-type: none"> 1. Accreditation Update 2. Enterprise Risk Management Update 3. Review Quality Management Framework 4. Review Quality Scorecard of System Level indicators, Progress 5. Primary Health Care Reform Update 6. Quality Program Report 7. Child, Family and Community Wellness Update 	<ol style="list-style-type: none"> 1. Accreditation Update 2. Enterprise Risk Management Update 3. Review Quality Scorecard of System Level indicators, Progress 4. Primary Health Care Reform Update 5. Quality Program Report 6. Child, Family and Community Wellness Update 	<ol style="list-style-type: none"> 1. Accreditation Update 2. Enterprise Risk Management Update 3. Review Quality Management Framework 4. Review Quality Scorecard of System Level indicators, Progress 5. Primary Health Care Update 6. Quality Program Report 7. Child, Family and Community Wellness Update 	<ol style="list-style-type: none"> 1. Accreditation Update 2. Enterprise Risk Management Update 3. Review Scorecard of System Level indicators, Progress 4. Primary Health Care Update 5. Quality Program Report 6. Child, Family and Community Wellness Update 7. Review Committee Terms of Reference
--------------------------	--	--	---	---

F.4 ORGANIZATIONAL CHART

The NTHSSA is structured under five executive branches:



For a more detailed look at the organizational charts for all divisions please see: <https://www.fin.gov.nt.ca/en/services/position-and-salary-information/organizational-charts>

F.5 GLOSSARY

Below please find a list of common terms and acronyms used throughout the GNWT, the Authority and Council.

Acronym	Meaning
CHN	Community Health Nurse
CIHI	Canadian Institute for Health Information
CPAC	Canadian Partnership Against Cancer
DHSS	Department of Health and Social Services
DM	Deputy Minister of Health and Social Services
NIC	Nurse in Charge
NIHB	Non-Insured Health Benefits
NTHSSA	Northwest Territories Health and Social Services Authority
NUKA	A system of care that is a relationship based, customer-owned approach to transforming health care, improving outcomes and reducing costs. It is the approach that NTHSSA bases its model
RWC	Regional Wellness Council
SAG	Senior Advisor. Governance
Session	When Legislature sits to conduct business
The Minister	Minister of Health and Social Services