

AMENDED BYLAW FOR ALBERTA HEALTH SERVICES ESTABLISHING HEALTH ADVISORY COUNCILS

Article 1- Statutory Basis of Bylaw

1.1 Statutory Basis of Bylaw

Alberta Health Services, a corporation established under the *Regional Health Authorities Act*, R.S.A. 2000, c.R-10, hereby enacts the following Bylaw governing the organization and functioning of Health Advisory Councils as described in this Bylaw and under the provisions of the *Community Health Councils Regulation*, A.R. 202/97 and the *Community Health Councils (Ministerial) Regulation* AR 193/971, and amendments thereunder and other legislation as may be applicable.

1.2 Binding Effect

The Bylaw binds the Councils and all present and future members of the Councils to the same extent as if each had signed, sealed and delivered to each of the others a promise to comply with and be bound by the Bylaw and all acts, decision, proceedings and things done and taken under the Bylaw.

1.3 Conflict with Act or Regulation

The Bylaw is subordinate to the Act and the Regulation and is not intended to conflict with the Act and the Regulation. In the case of conflict, the Bylaw is to be interpreted to the extent possible so as to eliminate the conflict. If it is not possible to interpret the Bylaw, the conflicting provision of the Bylaw shall be considered as separate and severed from the Bylaw, the balance of which shall remain in force and be binding as if the conflicting provision had not been included.

1.4 Severability

Each provision of the Bylaw is intended to be severable and if any provision is determined by a court of competent jurisdiction to be illegal or invalid or unenforceable for any reason whatsoever, such provision shall be severed from the Bylaw and will not affect the legality or validity or enforceability of the remainder of the Bylaw or any other provision hereof unless it affects the entire intent and purpose of this Bylaw.

Article 2 - Definitions

2.1 Definitions

In this Bylaw:

"Act" means the *Regional Health Authorities Act*, R.S.A. 2000, c.R-10;

"AHS" means Alberta Health Services, a corporation incorporated under the Act;

"Board" means the governing board of AHS;

"Board Committee" means the appropriate Board committee that is authorized to recommend to the Board matters relating to this Bylaw;

"CEO" means the President and Chief Executive Officer of AHS;

"Council Coordinator" means a member of the AHS Community Engagement and External Relations team who works with Council(s);

"Chief Zone Officer" means a Chief Zone Officer of AHS;

"Council(s)" has the meaning ascribed to it in Article 3.1;

"HAC Terms of Reference" means the Health Advisory Council Terms of Reference as described in Article 15 of this Bylaw;

"Legislation" means the Act, the Regulation, the *Community Health Councils (Ministerial) Regulation*, Alta. Reg. 193/1997, and any amendments thereto;

"Minister" means the Minister, Alberta Health; and

"Regulation" means the *Community Health Council Regulation*, AR202/97.

Article 3 - Name

3.1 Name

In accordance with the Act and the Regulation, this Bylaw confirms that the twelve (12) entities being established hereunder as community health councils will be referred to as Health Advisory Councils (the "Councils").

Article 4 - Objective

4.1 Objective of the Councils

The objective of the Councils is to advise AHS on health care in the best interest of Albertans.

Article 5 - Functions and Duties

5.1 Functions and Duties

The primary functions and duties of the Councils are to:

- (a) gather information including public input respecting health, health needs and health services for the residents of the community served by the Councils;
- (b) provide advice to AHS about health issues, health needs and priorities, access to health services, the promotion of health and any other matters requested by AHS; and
- (c) promote and participate in activities that enhance the health of the residents of the communities served by the Councils.

Article 6 - Communities Served

6.1 Communities Served

The Councils are set up on a geographical basis across the Province of Alberta, in accordance with the map attached as Appendix A to the Bylaw. There are a total of twelve (12) Councils, with the following names:

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|----------------------------|--|
| Health Advisory Council 1 | True North Health Advisory Council; |
| Health Advisory Council 2 | Peace Health Advisory Council; |
| Health Advisory Council 3 | Lesser Slave Lake Health Advisory Council; |
| Health Advisory Council 4 | Wood Buffalo Health Advisory Council; |
| Health Advisory Council 5 | Lakeland Communities Health Advisory Council; |
| Health Advisory Council 6 | Tamarack Health Advisory Council; |
| Health Advisory Council 7 | Greater Edmonton Health Advisory Council; |
| Health Advisory Council 8 | Yellowhead East Health Advisory Council; |
| Health Advisory Council 9 | David Thompson Health Advisory Council; |
| Health Advisory Council 10 | Prairie Mountain Health Advisory Council; |
| Health Advisory Council 11 | Palliser Triangle Health Advisory Council; and |
| Health Advisory Council 12 | Oldman River Health Advisory Council. |

Article 7 - Council Membership

7.1 Membership

- (a) There shall be eight (8) to fifteen (15) members on each of the twelve (12) Councils; and
- (b) Notwithstanding Article 7.1(a), when in the opinion of the Board circumstances require that one or more Councils consist of less than eight (8) members, a Council may consist of fewer than eight (8) members for a period of time that the Board considers reasonable to accommodate the circumstance. AHS shall inform the Board of recruitment efforts undertaken to achieve a full complement of members.

7.2 Eligibility

- (a) No person is eligible to be or remain a member of a Council unless that person is ordinarily a resident in the geographic area defined in the map attached as Appendix A to this Bylaw.
- (b) The following persons are not eligible to be or remain a member of a Council:
 - (i) all members of the Board;
 - (ii) the CEO;
 - (iii) all AHS management personnel who report directly to one or more members of the Board;
 - (iv) all AHS management personnel who report directly to the CEO;
 - (v) all remaining AHS management personnel who report directly to management personnel referred to in (b)(iv); and
 - (vi) all persons who are engaged in a fee for service basis in a management capacity referred to in any of clauses (b)(ii) to (v).
- (c) The following persons are eligible to be members of a Council, but not more than one-third of the membership may consist of such persons:
 - (i) employees of AHS, other than persons referred to in (b) above;
 - (ii) independent health service providers who, directly or indirectly through a corporation, partnership or other association, receive income through the provision of health services from the Government of Alberta or AHS;
 - (iii) employees of persons referred to in (c)(ii);
 - (iv) other persons who rely in whole or in part on contracts with AHS as a means of earning their livelihood; and
 - (v) directors, officers or employees of a corporation that is a person referred to in clause (c)(iv) or partners or employees of a partnership that is a person referred to in (c)(iv).

7.3 Member Nomination Process, Selection Criteria and Appointment Process

- (a) All nominations shall meet the eligibility requirements set out in Article 7.2 and the following selection criteria:
 - (i) the individual resides within the geographic service area outlined in the map attached as Appendix A to the Bylaw;
 - (ii) the individual is 18 years of age, or older;
 - (iii) the individual has a demonstrated interest in the health of the community and in health issues generally; and
 - (iv) the individual submits a complete, signed application form, as appropriate.
- (b) Vacancies will be advertised internally and externally to communities throughout Alberta through media and stakeholder organizations. Applications will be vetted by an interview panel comprised of the Council Chair, Chief Zone Officer (or delegate) and the Council Coordinator, with interviews of top candidates.

(c) AHS, in consultation with the interview panel, shall put forward recommendations for appointment of members, and such recommendations shall be considered for appointment by the Board Committee. The Board Committee shall forward the nomination slate to the Board for approval.

(d) The successful appointee(s) shall be notified, by mail, by the Board.

7.4 Term of Office

The term of office for members of the Councils shall be for three (3) years, up to a maximum of six (6) consecutive years, unless otherwise determined by the Board. For clarity, each Council member must be re-nominated and reappointed, in accordance with Article 7.3 of this Bylaw, for any second and subsequent terms as determined by the Board. Former Council members may reapply to the Council after two years have elapsed following completion of their final term on the Council.

7.5 Council Chair

(a) Members of each Council shall elect from their respective membership a Council Chair in accordance with the HAC Terms of Reference and Roberts Rules of Order election process for one- or two-year terms. To ensure adequate succession planning, a member may not serve as Chair in the last year of their second three-year term as member.

(b) The Board shall submit, in writing to the Minister, the names of the Council Chairs and members of each Council.

7.6 Remuneration

Members of the Councils are not entitled to remuneration for acting as members; however, the Board Committee may authorize the payment of expenses incurred by members of the Councils in the course of acting as a member, which, in the opinion of the Board Committee, are reasonable. Payment of such expenses shall be pursuant to the terms set out in the AHS Travel, Hospitality, and Working Session Expenses - Approval, Reimbursement, and Disclosure policy #1122, as amended from time to time.

7.7 Termination and Resignation

(a) Pursuant to section 6(2) of the Act, the Board delegates its powers under section 7 of the Regulation to the AHS VP of Community Engagement & Communications.

(b) The AHS VP of Community Engagement & Communications may, for cause, terminate the appointment of members of the Councils, with support from the Community Engagement Committee of the Board, by notice in writing. This includes, but is not limited to:

(i) Non-compliance with this Bylaw; and

(ii) Lack of attendance and participation at Council meetings. Should lack of attendance and participation at Council meetings be a concern, AHS, in consultation with the Council Chair, will review with the member their ability to continue as a member.

(c) A member of the Council may resign, by notice in writing to AHS.

(d) The Board shall receive notification annually of all resignations and terminations by AHS.

7.8 Vacancies

Vacancies on the Councils shall be filled by the Board pursuant to the process referred to in Articles 7.2 and 7.3 of this Bylaw.

Article 8 - Conflict of Interest

8.1 Conflict of Interest

(a) This Article 8 is in addition to the Conflict of Interest provisions as set out in s. 6 of the

Regulation, and is not intended as a substitute for s. 6.

- (b) No member shall take part in a decision in the course of carrying out the member's office or powers as a member knowing that the decision may, or may potentially, further a private interest of the member, a person directly associated with the member or a minor child of the member.

8.2 Declaration of Conflict

A member must make a verbal declaration of that interest and must withdraw forthwith from the meeting without participating in the discussion, or voting on, the matter where:

- (a) a matter for decision is before the Council, or a committee of the Council; and
- (b) a member has reasonable grounds to believe that the member, a person directly associated with the member, or a minor child of the member, has or may have a private interest in the matter, whether real or perceived.

8.3 Power to Influence

No member shall use the office or power of a Council or as a member to influence a decision to be made by, or on behalf of, the Council or the Board to further a private interest, whether real or perceived, of the member, a person directly associated with the member, or a minor child of the member.

8.4 Information Use or Communication

No member shall use or communicate information not available to the general public that was gained by the member in the course of carrying out the member's office or powers as a member to further or seek to further a private interest, whether real or perceived, of the member, a person directly associated with the member, or a minor child of the member.

Article 9 - Meetings of the Council

9.1 General

The Councils shall hold a combination of four (4) public meetings and public events per year, with no fewer than one such public meeting being held. The meetings shall be conducted in accordance with the HAC Terms of Reference.

9.2 Public Meetings

A meeting of the Councils must be open to the public unless the members determine that holding the meeting, in whole or in part, in public can or will result in the release of:

- (a) information that will, or may, impair the ability of AHS or the Councils to carry out their responsibilities; or
- (b) information relating to the personal interest, reputation or privacy of any person.

In determining whether to hold a meeting or part of the meeting in private, the Councils shall take the following considerations into account:

- (a) whether holding the meeting, or part of the meeting, in public would result in the release of information that would prejudice measures protecting health, safety, security or the maintenance of the law;

- (b) whether holding the meeting, or part of the meeting, in private is justified in order to permit the Councils to carry out their responsibilities in an effective and efficient manner; or
- (c) any other significant and relevant consideration as determined by the Councils.

9.3 Closed Meetings

- (a) Where a Council has determined that a meeting, or part of a meeting, shall be held in private, the Council shall ensure that the minutes of the meeting indicate:
 - (i) the nature of the subject matter to be discussed in the closed meeting; and
 - (ii) the reason(s) the Council deems it necessary to hold the meeting, or part of the meeting, in private; and
- (b) Where a meeting, or part of a meeting, is held in private under Article 9.3 (a), no resolution related to the subject matter that was discussed in the closed meeting may be passed unless the meeting reverts to a public meeting.

9.4 Quorum

A quorum shall consist of fifty percent (50%) plus one (1) of the members then in office. A resolution may be passed, or action taken on any matter, only where a duly constituted meeting has been called and a quorum is present at the time the resolution is put forward. In the event that a quorum is not present, the meeting may proceed; however, any action or resolution shall be deferred to the next meeting where a quorum is present.

Article 10 - Minutes of Meetings

10.1 Minutes of Council Meetings

- (a) Each Council shall record the minutes of its respective meeting.
- (b) At each meeting, the Councils shall adopt the minutes of the previous meeting.
- (c) The Council shall forward a copy of the adopted minutes from each meeting to AHS within seven (7) days after the meeting at which the minutes are adopted by Council.
- (d) AHS shall make the adopted minutes of the Councils available for inspection by the public during normal business hours of AHS.
- (e) AHS may exclude from the minutes made available to the public, any matter that related to a meeting, or part of a meeting, that was held in private, other than a resolution that was passed in respect of that matter at a public meeting of the Councils.
- (f) The Councils and AHS shall keep a copy of the minutes of each meeting of the Councils in accordance with the legal requirements to retain such records.

Article 11 - Fiscal Year

11.1 Fiscal Year

The fiscal year of the Councils shall be 01 April to 31 March of the following calendar year.

Article 12 - Annual Report

12.1 Annual Report

- (a) The Councils shall provide, in September of each year, an Annual Report of its activities for

the previous fiscal year to the appropriate committee of the Board.

- (b) The appropriate committee of the Board may require the Councils to submit the Annual Report in the form and containing the information as specified.
- (c) The appropriate committee of the Board shall make the Annual Report of the Councils available to the public.

Article 13 - Amendment to Bylaw

13.1 Amendment(s)

- (a) The Board shall approve, and submit to the Minister for approval, any amendments proposed to this Bylaw.
- (b) Such amendment(s) have no effect until the amended Bylaw receives written approval of the Minister.

Article 14 - Disestablishment of a Council

14.1 Disestablishment of a Council

In the event that the Board wishes to disestablish a Council, it shall submit to the Minister a proposal for the disestablishment and the winding up of a Council's affairs. Upon written approval of the proposal by the Minister, the Board shall pass a bylaw to disestablish the Council in accordance with the approved proposal. The bylaw to disestablish the Council has no effect until such bylaw has been approved in writing by the Minister.

Article 15 - Terms of Reference

15.1 HAC Terms of Reference

The Councils shall have Terms of Reference approved by the Board. The Terms of Reference shall comply with, and are subordinate to, the Legislation and this Bylaw, including their respective limits of authority. The Terms of Reference are not intended to conflict with the Legislation and this Bylaw. In the case of conflict, the Terms of Reference shall be interpreted to the extent possible so as to eliminate the conflict, having regard, firstly, to the paramountcy of the Legislation and, secondly, to this Bylaw.

Article 16 - Effective Date

16.1 Effective Date

This Bylaw replaces the "Amended Bylaw for Alberta Health Services Establishing Health Advisory Councils" dated January 26, 2021.

This Bylaw comes into force and effect upon signing by the Minister.

This amended Bylaw is passed by resolution of the Board of Alberta Health Services, this 15th day of December, 2021.



Gregory Turnbull, QC, Chair
Alberta Health Services Board

This amended Bylaw is approved by the Minister of Health, this 7th day of March, 2022



The Honourable Jason Copping
Minister of Health

Appendix A –

Alberta Health Services
Zone & Health Advisory Council Map

