

**ORGANIZATION AND PROCEDURE BYLAWS****BRD 600****DEFINITIONS**

## 1.1 In these bylaws

- a. “Act” means *Health Authorities Act*, and the regulations made there under.
- b. “Board” means Northern Health Authority as designated pursuant to the Act and, as the context requires, also refers to the full board of Members for the Northern Health Authority (the “Board”).
- c. “Bylaws” means the bylaws of the Board.
- d. “Chief Executive Officer” means the President and Chief Executive Officer engaged by the Board to manage its affairs (the “CEO”).
- e. “Health Facility” means the facilities, agencies or organizations by or through which the regional services (as defined in the Act) are provided for the Region.
- f. “Health Services” means those services which the Board has agreed to manage or undertake through an agreement with the Province of British Columbia, and includes Housing Services.
- g. “Housing Services” means the acquisition, construction, holding, owning, supplying, operating, managing and maintaining of housing accommodation and incidental facilities.
- h. “Member” means a person appointed to the Board, by the Minister, pursuant to Act and in accordance with Ministry policy from time to time.
- i. “Minister” means the Minister of Health of the Province of British Columbia.
- j. “Other Acts” means all other statutes which pertain to the management and operation of the Health Services for which the Board has been delegated authority by the Minister and the regulations made there under.
- k. “Ordinary Resolution” means a resolution passed by a simple majority of the persons entitled to vote who are present in person, by telephone or by videoconference at a meeting of the Members.
- l. “Special Resolution” means a resolution passed by a majority of 2/3 or more of the persons entitled to vote as are present in person, by telephone or by videoconference at a meeting of the Members of which notice specifying the intention to propose the resolution as a Special Resolution has been duly given.

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- m. “Region” means the region designated for the Health Authority as determined pursuant to the Act.
- 1.2 The definitions in the Act on the date these bylaws become effective apply to these bylaws.
- 1.3 In these bylaws, words importing the singular include the plural and vice versa.

## ARTICLE 2 - NORTHERN HEALTH AUTHORITY

- 2.1 **General** - The Board shall have the powers and purposes as are set out in the Act and as defined in these bylaws and in the Other Acts, and the property and affairs of the Board shall be managed by the Board in which shall be vested full control of the assets, liabilities, revenues and expenditures of the Board.
- 2.2 **Contracts and Agreements** - The Board may by Ordinary Resolution designate that orders and other contracts which exceed a stated monetary limit may only be entered into on written authority of the Board. Additionally all contracts for the acquisition or disposal of real property shall be authorized by Ordinary Resolution. In respect of orders or contracts not involving real property or which cost or involve sums less than the amounts specified or limited by the Board, the CEO and other senior staff designated by the CEO shall have the power to make such orders and contracts on behalf of the Board.
- 2.3 **Banking** - The banking business of the Board shall be transacted with such banks, trust companies, or other firms or bodies corporate as the Board may designate, appoint or authorize from time to time and all such banking business, or any part thereof, shall be transacted on the Board's behalf by such one or more Officers or other persons as the Board may designate, direct or authorize from time to time and to the extent thereby provided.
- 2.4 **Board to Govern Operations** -The Board may make rules and regulations governing its operations and the operations of the Health Facilities, which are not inconsistent with the Act, the Other Acts, or the provisions of these bylaws.

## ARTICLE 3 - MEMBERS

- 3.1 **Appointment of Members** - Each Member will be appointed by the Minister to the Board in accordance with the Act.
- 3.2 **Vacancy on Board** - The Board will advise the Minister if a vacancy occurs on the Board for any reason.
- 3.3 **Nominations for Board** - The Board may provide the Minister with recommendations for new Members of the Board.

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- 3.4 **Remuneration for Members** - Members shall be entitled to such remuneration as the Minister shall determine but in no event shall Members be entitled to receive remuneration in connection with duties related to Housing Services. Members shall be entitled to be paid reasonable expenses in connection with the performance of their duties. No part of the income of the Authority shall be otherwise available for the personal benefit of any Member. The latter provision is unalterable.

## ARTICLE 4 - OFFICERS

- 4.1 **Chair** - The Minister will designate the Chair of the Board.
- 4.2 **Other Officers** - The Board may elect such other Officers for such other terms of office as the Board may determine and may fill vacancies in such offices as the Board shall determine.
- 4.3 **Secretary** - The CEO shall be the Secretary to the Board unless the Board otherwise determines. The appointment of the CEO to hold office does not entitle the CEO to be a Member, nor to vote at meetings of the Board or any of its committees.
- 4.4 **Officers** - The Board may decide what functions and duties each Officer will perform and may entrust to and confer upon such Officer any of the powers exercisable by the Board upon such terms and conditions as they think fit and may from time to time revoke, withdraw, alter or vary any of such functions, duties and powers.

## ARTICLE 5 - COMMITTEES OF THE BOARD

- 5.1 **Committees** - The Members may appoint one or more committees consisting of such Member or Members of the Board as they think fit and may delegate<sup>1</sup> to any such committee any powers of the Board; except, the power to fill vacancies in the Board, the power to change the membership of or fill vacancies in any committee of the Board, and the power to appoint or remove Officers appointed by the Board.
- 5.2 **Procedures of Committees** - All committees may meet and adjourn as they think fit. A quorum for any Board Committee meeting will consist of two or more Members of the Board. All committees will keep minutes of their actions and will cause them to be recorded in books kept for that purpose and will report the same to the Board at such times as the Board requires. The Board will also have

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<sup>1</sup> It is the practice of the Northern Health Board not to delegate powers of the Board to a Committee except in rare and well defined circumstances.

power at any time to revoke or override any authority given to, or acts to be done by, any such committees except as to acts done before such revocation or overriding, and to terminate the appointment or change the membership of a committee and to fill vacancies in it. Committees may make rules for the conduct of their business<sup>2</sup>. The CEO will act as official secretary for all Board Committees and through consultation with the Chair of the Committee, delegate this task as appropriate.

## ARTICLE 6 – MEETINGS OF THE BOARD

- 6.1 **Proceedings** - The Board shall meet at such times and as frequently as the Board shall determine. At the discretion of the Board, part or all of the proceedings of the Board at a Board meeting may be open to the public, but the Board shall exclude the public from a meeting or portion of a meeting if the Board considers that, in order to protect the interests of a person or the public interest, the desirability of avoiding disclosure of information to be presented outweighs the desirability of public disclosure of that information.
- 6.2 **Quorum** - The quorum for any meeting of the Board shall be a majority of the Members of the Board<sup>3</sup>.
- 6.3 **Participation by Telephone and Other Means** - A Member may participate in a Board meeting or committee meeting by telephone call or videoconference and is not required to be physically present to be counted as part of the quorum.
- 6.4 **Notice** - Notice of each meeting of the Board shall be given to each Member in writing or by fax or email delivery. Notice of committee meetings shall be reasonable notice in the circumstances.
- 6.5 **Right to Vote** - Each Member is entitled to vote at all meetings of the Board.
- 6.6 **Number of Votes** - Each Member, including the Chair, is entitled to one vote.
- 6.7 **Method of Voting** - Voting in a committee meeting or a Board meeting is by a show of hands unless determined otherwise by the Board for a particular resolution or to accommodate a Member participating by telephone call or video conference.
- 6.8 **Adjourned Meeting for Lack of Quorum** - In the event a meeting of the Board cannot be held due to a lack of quorum such meeting shall have been deemed to be adjourned to a future date set by the Members present at the meeting. The date of adjourned meeting shall allow sufficient time for notice of adjournment to

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<sup>2</sup> It is the practice of the Northern Health Board that Terms of Reference and Work Plans of Committees must be approved by the Board.

<sup>3</sup> 50% is a majority for the purpose of quorum.

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- be given to all Members. There shall be no quorum requirements for the holding of an adjourned meeting.
- 6.9 **Rules of Procedure** - Except where otherwise provided by the Board or these bylaws all matters of procedure at any meetings of the Board shall be decided in accordance with the most recently revised edition of Roberts Rules of Order.
- 6.10 **Appoint Chair** - The Chair or in his or her absence, the Deputy Chair, shall preside as Chair at every meeting of the Board.
- 6.11 **Consent Resolutions** - A resolution in writing signed by all Members shall be valid and effectual as if it had been passed at a meeting of the Members duly called and constituted. Consent resolutions may be validly passed by execution by Members, delivered in counterparts and by facsimile.
- 6.12 **Ordinary Motions** - All ordinary motions will be approved by a simple majority of Members present and eligible to vote.

## ARTICLE 7 – LIABILITY AND OBLIGATION OF MEMBERS/OFFICERS

- 7.1 **No Action** - No action for damages lies or may be brought against a Member or Officer because of anything done or omitted in good faith:
- a. in the performance or intended performance of any duty under the Act or Other Acts; or
  - b. in the exercise or intended exercise of any power under the Act or Other Acts.
- 7.2 **Disclosure of Interest** - A Member or Officer who is, directly or indirectly, interested in a proposed contract or transaction with the Board shall disclose fully and promptly the nature and extent of his or her interest to each Member and have such disclosure recorded in the minutes of the next meeting of the Board.
- 7.3 **Indemnity** - Subject to the provisions of the *Society Act* (BC), which is applicable pursuant to Order in Council #1236 under the Act, a Member of the Board of Directors of the Northern Health Authority and his or her heirs, executors, administrators and assigns may be indemnified against all costs, charges and expenses including any amount paid to settle an action or satisfy a judgment, actually and reasonably incurred by an indemnity in a civil, criminal or administrative action or proceeding to which such a Member is made a party by reason of being or having been a Member of the Board, including any action brought by the Board if:
- a. the Member acted honestly and in good faith with a view to the best interests of the Board; and

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- b. in the case of a criminal or administrative action or proceeding, the Member had reasonable grounds to believe his or her conduct was lawful.

## ARTICLE 8 - CORPORATE ADDRESS

- 8.1 **Corporate Address** -The Board will maintain one corporate address where all communications and notices are to be sent or delivered, and will advise the Minister of any change of corporate address.

## ARTICLE 9 - EXECUTION OF DOCUMENTS

- 9.1 **Authority to Execute** - All documents and contracts of the Board may be executed on behalf of the Board by the CEO or senior executives of the Board who are authorized by the CEO, provided that, in those instances in which the written authority of the Board to such document or contract is required under the terms of bylaw 2.2, the Chair or another Member designated by the Chair shall also execute the document or otherwise signify in writing the express consent of the Board to the execution of the document or contract on behalf of the Board.
- 9.2 **Routine Correspondence and Appointments** - In the absence of the Board Chair the CEO shall be empowered to execute on behalf of the Board routine correspondence and medical staff applications and appointments.

## ARTICLE 10 - GENERAL

- 10.1 **Certificates of Incapability** - The Board authorizes the CEO to designate persons as having authority to issue certificates of incapability under section 32 of the *Adult Guardianship Act*.

## ARTICLE 11 - ADOPTION OF BYLAWS AND AMENDMENTS

- 11.1 **Special Resolution Required** - The bylaws may only be amended by Special Resolution.
- 11.2 **Ministerial Approval** - Bylaws and amendments to the bylaws are subject to the Minister's approval.
- 11.3 **Members to have Copy** - Every Member shall receive a copy of every bylaw of the Board upon request.

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