

<b>Category: BOARD POLICY – BOARD PROCESS</b>	
<b>Title: TERMS OF REFERENCE: Officers of the Board</b>	<b>Reference Number: PHSA-AB 130</b>
<b>Approved by: PHSA Board of Directors</b>	<b>Last Approved: June 22, 2023 Last Reviewed: June 22, 2023</b>

## I. INTRODUCTION

- A.** In accordance with the Bylaws, the officers of the Provincial Health Services Authority (“PHSA”) are: the Chair, a Vice-Chair, the Secretary, and the Chief Executive Officer. Except for the Chief Executive Officer, each officer must be a Member. The Board may appoint the Chief Executive Officer as Secretary. At its discretion, the Board may reassign the duties and responsibilities of the Vice-Chair, in whole or in part, subject to the Bylaws.
- B.** The additional office(s) of Secretary does not entitle the Chief Executive Officer to be a Member, nor to vote at meetings of the Board or any of its committees.

## II. DUTIES AND RESPONSIBILITIES

- A.** The Vice-Chair will serve as the Chair . in the absence of the Chair. The Vice-Chair shall possess all of the powers and perform all of the duties of the Chair. The Vice-Chair will assist the Chair in the performance of his or her duties upon request of the Chair. The Vice-Chair will carry out special assignments for the Board, and represent the Board externally, upon request of the Chair.
- B.** The Secretary shall be responsible for causing PHSA to keep such financial records, including books of account, as are necessary to comply with the *Societies Act* and the Bylaws and for such other duties as the Board may determine from time to time.
- C.** The principal duties and responsibilities of the Secretary are to keep such non-financial records as are necessary to comply with the *Societies Act* and with the Bylaws and for such other duties as the Board may determine from time to time. The Secretary shall be authorized to delegate to the Board Liaison or the Corporate Secretary responsibility to do the following:
- i) under the direction of the Chair, prepare the agendas for all meetings of the Board, assemble the relevant supporting material, ensure timely

delivery to the Directors and schedule appointments for individuals and groups wishing to address the Board;

- ii) take minutes for all meetings of the Board and, when approved by the Board, sign such minutes jointly with the presiding Chair;
- iii) review and process for approval and settlement all Board retainer payments and expense claims submitted by the Directors including the Chair;
- iv) maintain an overall record of director attendance at Board and Committee meetings;
- v) hold the original copies of the Conflict of Interest declarations signed by the Directors;
- vi) causing Management to maintain the Board Reference Manual, ensuring that approved updates are posted to the confidential Board website and periodically review the website to ensure its accuracy and relevancy;
- vii) causing Management to maintain custody of all Board records including the minutes of all meetings of the Board and its Committees; and
- viii) causing Management to maintain custody of the seal of PHSA, if applicable.

**D.** The officers, other than the Chair, are elected annually by the Members at the annual general meeting in each year and shall hold office for a term of one year.

Policy Created on: December 15, 2005

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