

Governance Committee Report

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“Deep Dive into the SASWH Bylaws”



1.1 Definitions

Original language:

“WCB G22 rate code” means a specific group of employers classified according to the Saskatchewan Workers’ Compensation Board.

G22 is the group of health service providers in the province including, for example, health regions, private care homes, emergency services, and long-term care homes. The current list of G22 members is available through WCB and in the Saskatchewan Association for Safe Workplaces in Health (SASWH) Policy Manual.

Changes:

Remove reference to the types of health service providers in the Province.

Amended language would read as follows:

“WCB G22 rate code” means a specific group of employers classified according to the Saskatchewan Workers’ Compensation Board. The current list of G22 members is available through WCB and in the Saskatchewan Association for Safe Workplaces in Health (SASWH) Policy Manual.

Rationale for change: Simplifying with no change to intent.

3.1 Membership

Original language:

Membership **will be open to** every employer in the WCB G22 class of employers as defined by the Workers' Compensation Board classification system, provided that such employer is registered pursuant to *The Workers' Compensation Act*, has a firm number and in good standing with the Workers' Compensation Board.

Changes:

Revise definition of membership to: "Membership is every employer in the WCB G22 rate code".

Amended:

Membership is every employer in the WCB G22 class of employers as defined by the Workers' Compensation Board.

Rationale for change: Clarifies who would be within the G22 rate code without listing all the firm members.

5.4 Adjournments

Original language:

Any meetings of the Organization may be adjourned to any time and such business **may be transacted at such adjourned meeting as might have been transacted at the original meeting from which such adjournment took place. Unless the members decide otherwise, notice of such adjournment is not required.**

Changes:

Changed wording to more clearly communicate the purpose of this section without changing the intent.

Amended:

Any meetings of the Organization may be adjourned to any time and such business that was not covered may be brought forward to the next meeting.

Rationale for change: Simplifying language.

5.8 Business at Annual Meeting

Original language:

The business transacted at the annual meeting of the Organization shall include:

- a) The consideration of bylaw additions, amendments and/or repeals made by the Directors during the preceding year;
- b) Consideration of the Auditor's report;
- c) **The election and appointment of Directors;**
- d) The appointment of the Auditor;
- e) The consideration of financial statements.

Changes:

Point c) changed "election" to "selection".

Amended:

The business transacted at the annual meeting of the Organization shall include:

...

- c) The selection and appointment process of Directors;

Rationale for change: Bylaw s. 6.1 Board Structure states that there is no election of Directors at the AGM. However, it remains accurate to share with membership the selection and appointment process of Directors.

6.1 Board Structure

Original language:

b) The Board of Directors shall consist of the following:

Four (4) Employer Directors appointed by the **Council of Chief Executive Officers (CEOs)** as follows:

- One (1) Regina Qu'Appelle Regional Health Authority
- One (1) Saskatoon Regional Health Authority
- One (1) Regional Health Authority/Saskatchewan Cancer Agency other than 1 or 2 above
- One (1) Regional Health Authority/Saskatchewan Cancer Agency other than 1,2 or 3 above

Two (2) Employer Directors **as elected at the Annual General Meeting:**

- One (1) Director at Large
- One (1) Director at Large

Changes:

Employer Directors to be appointed by the Saskatchewan Health Authority CEO.

Directors are not elected at the Annual General Meeting.

Amended:

b) The Board of Directors shall consist of the following:

Four (4) Employer Directors appointed by the Saskatchewan Health Authority CEO.

Two (2) Employer Directors at Large.

Rationale for change: Updated to current language and to reflect current practices.

6.2 Election and Term of Office

Original language:

- a) The term “Directors” used in this section shall mean those persons who are elected or appointed to the Board of the Organization.
- b) Directors shall be appointed for a term of two (2) years. There is no limit on the number of terms. Board composition consists of a minimum of six (6) and a maximum of twenty (20) Directors. For vacant Director positions on the Board, **elections/ appointments for Board positions shall be held annually and there shall be no more than 50% Board turnover at one time.**
- c) Nominations will not be received from the floor of a meeting of the membership. **Any and all nominations for Directors must be submitted through the Board of Directors, who will accept nominations prior to presenting the nominations to the meeting. Calls for nominations will be communicated to the membership no less than thirty (30) days in advance of the Annual Meeting.**

Changes:

Language changed as there are no elections to board positions.

Amended:

- a) The term “Directors” used in this section shall mean those persons who are elected or appointed to the Board of the Organization.
- b) Directors shall be appointed for a term of two (2) years. There is no limit on the number of terms. Board composition consists of a minimum of six (6) and a maximum of twenty (20) Directors. For vacant Director positions on the Board, appointments for Board positions shall be filled according to 6.1 and there will be efforts to avoid no more than 50% of Board turnover at one time.
- c) Nominations will not be received from the floor of a meeting of the membership.

Rationale for change: To reflect current practices.

6.8 Quorum of Meetings

Original language:

- a) A quorum at a meeting of the Board shall be no less than fifty percent (50%) of the Directors, to be comprised of a minimum of fifty percent (50%) Worker Directors and fifty percent (50%) Employer Directors.

Changes:

Included the option for motions to be passed via email motion, with the same quorum requirement as in-person motions.

Amended:

- a) A quorum at a meeting of the Board shall be no less than fifty percent (50%) of the Directors, **or through the alternative voting method to use email with responses**, that must be comprised of a minimum of fifty percent (50%) Worker Directors and fifty percent (50%) Employer Directors.

Rationale for change: Due to conflicting schedules, achieving quorum at meetings is not always possible.

6.9 Non-Quorum Meetings

Original language:

- a) The business of the meeting may be conducted without quorum, however the decisions made during the meeting must be ratified during the next Board meeting with quorum.

Changes:

Included the option for alternative voting mechanisms to be set for meetings where quorum has not been reached.

Amended:

- a) The business of the meeting may be conducted without quorum, however the decisions made during the meeting must be ratified during the next Board meeting with quorum **or through an alternative voting mechanism determined by the executive that must be ratified by no less than 50% of Directors.**

Rationale for change: Due to conflicting schedules, achieving quorum at meetings is not always possible.

6.12 Calling of Meetings

Original language:

Notice of the time and place of every Board meeting called shall be given in the following manner to each Director:

- a) At least fourteen (14) days before the time when the meeting is to be held **if the notice is mailed, e-mailed, delivered personally, or is delivered/sent by any means of transmitted or recorded communication;**
- b) **Provided that no notice of a meeting shall be necessary if all Directors are present or if those absent waive such notice of or otherwise consent to such meetings being held;**
- c) **Provided a quorum of Directors is present, each newly elected Board may, without notice, hold its first meeting immediately following the meetings of members at which such Board is elected.**

Changes:

Removed a, b & c.

Amended:

Notice of the time and place shall be given to each Director at least fourteen (14) days before every Board meeting.

Rationale for change: Simplifying language.

6.13 Errors in Notice

Original language:

No error or omission in giving such notice for a meeting of Directors shall invalidate such meeting or invalidate or make void any proceedings taken or had at such meeting and any Director may at any time waive notice of such meeting and may ratify and approve of any or all proceedings taken or had thereat.

Changes:

Remove 'Errors in Notice' section from bylaws.

Note: Removing this section sets off a re-numbering requirement of the bylaws.

Rationale for change: Confusing language, and this section did not add value to processes for SASWH.

8.3 Fixing Renumeration

Original language:

The Board may fix or delegate a **reasonable** remuneration for all employees and agents of the Board.

Changes:

Remove the term 'reasonable'.

Rationale for change: Simplifying language.

9.1 Executive of the Board – Election and Appointment

Original language:

Immediately following each annual meeting, the Board shall elect Directors, by a majority vote amongst themselves, to fill any vacant positions on the Executive of Board. These positions are two year terms and include the Chairperson, Vice-Chairperson, and Treasurer.

Changes:

Remove 'immediately following each annual meeting'.

Amended:

The Board shall elect Directors, by a majority vote amongst themselves, to fill any vacant positions on the Executive of Board. These positions are two-year terms and include the Chairperson, Vice-Chairperson, and Treasurer.

Rationale for change: The composition of the Board is decided and communicated to membership well in advance of the AGM.

9.3 Executive of the Board – Executive Duties (1 of 2)

Original language:

The Executive of the Board shall:

- a) Exercise the full powers of the Directors in all administrative matters to the extent permitted by law and report all material actions taken at the next meeting of the Directors;
- b) **Examine at regular intervals the administrative organization of the Organization and make recommendations for any changes to the Board;**
- c) Study, examine, advise and make recommendations to the Directors on any matters of policy and on any other matters as directed by the Directors;
- d) Ensure all minutes and actions of the Executive are **presented for approval** at the next Board meeting;
- e) Require a quorum for all meetings which shall be a majority of its members.

Changes:

Under a), the Executive of the Board shall exercise their full powers to the extent permitted by law **and the governing policies of the Organization.**

Remove b), which affects numbering of items.

Create new item, clarifying that minutes are first presented for approval and then must be accepted by the Board.

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9.3 Executive of the Board – Executive Duties (2 of 2)

Rationale for changes:

- a) To apply full powers of the Directors with reference and alignment to the 'governing policies of the Organization' provides more clarity to the Board in understanding the powers of the Board.
- b) The Board would not be involved in the administration of the Organization.
- d) Updated language to reflect current practices – minutes are presented for approval then must be accepted by the board.

Amended:

The Executive of the Board shall:

- a) Exercise the full powers of the Directors in all administrative matters to the extent permitted by law **and the governing policies of the Organization** and report all material actions taken at the next meeting of the Directors;
- b) Study, examine, advise and make recommendations to the Directors on any other matters as directed by the Directors;
- c) Ensure all minutes and actions of the Executive are **presented for approval** at the next Board meeting;
- d) Ensure all minutes of the Executive are **accepted by the Board** at the next Board meeting;
- e) Require a quorum for all meetings which shall be a majority of its members.

9.7 Chairperson Duties

Original language:

Chairperson shall:

...

- c) Sign such contracts, documents or instruments in writing as require their signature and shall have such other powers and duties as may be assigned to them by motion of the Board **or as are incident to their office.**

Changes:

Remove 'or as are incident to their office'.

Rationale for change: Simplifying language.

9.8 Vice-Chairperson Duties

Original language:

Vice-Chairperson shall:

...

- a) Perform other duties prescribed by the Board **or incident to their office.**

Changes:

Remove 'or incident to their office'.

Rationale for change: Simplifying language.

9.9 Treasurer Duties

Original language:

Treasurer shall:

...

- e) Perform other duties prescribed by the Board **or incident to their office.**

Changes:

Remove 'or incident to their office'.

Rationale for change: Simplifying language.

10.1 Committees of the Board – Committee Appointments and Procedure

Original language:

- a) The Board shall establish a Standing Committee of Finance/**Audit.**
- b) The Board may establish such other committees as it deems necessary **such as governance, nominations and/or member relations.**

Changes:

Update name of 'Finance/Audit Committee' to 'Finance Committee', and remove examples of committees that may be formed by the board.

Rationale for change: Simplifying language.

10.2 Committees of the Board – Standing Committees

Original language:

a) Finance/**Audit** Committee

The Finance/**Audit** Committee shall:

- Review and recommend compensation policies and benefit plans **for employees**;...

Changes:

Updated Committee name to 'Finance Committee' throughout this section.

Update 'employees' to 'employees of the Board'.

Amended:

a) Finance Committee

The Finance Committee shall:

- Review and recommend compensation policies and benefit plans for employees of the Board;

Rationale for change: Updated to current name for this committee. Adding 'of the Board' clarifies that the Board has one employee and does not suggest employees of the Organization.

Bylaws

The Board is asking for the confirmation from the membership on these changes to the Bylaws.

The Bylaws require *two-thirds (2/3) majority vote* of the members in attendance at the AGM.