

CANCERCARE MANITOBA

(the “Corporation”)

By-Law 1- 2008

for carrying out the objects of the Corporation.

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APPENDIX "A"

Conflict of Interest Policy

CANCERCARE MANITOBA

(the “Corporation”)

By-Law 1- 2008

relating to the carrying out of the objects of the Corporation.

MISSION

CancerCare Manitoba is charged by law with responsibility for cancer prevention, detection, care, research and education for the benefit of the people of Manitoba. As a “centre of choice”, the Corporation is dedicated to excellence in cancer care, to enhancing the quality of life for those living with cancer and blood disorders and to improving control of cancer for the people of Manitoba.

ARTICLE 1 - DEFINITIONS AND INTERPRETATION

1.1 **Definitions.** In this By-law and in all other By-laws:

- (a) “**Act**” means *The CancerCare Manitoba Act*, C.C.S.M. c. C20, as amended and substituted from time-to-time;
- (b) “**Advisory Medical Board**” means the advisory medical board constituted by the Act and designated as a Standing Committee by Section 7.1(b) of this By-law;
- (c) “**Board**” means the Members acting collectively as a board pursuant to the Act for the purpose of directing the management of the undertaking, operation and affairs of the Corporation;
- (d) “**By-law**” means any by-law of the Corporation made from time-to-time and includes this by-law, as amended and substituted from time-to-time;

- (e) “**Chair**” means the chairperson of the Corporation elected as such by the Members pursuant to the Act;
- (f) “**Chief Executive Officer**” means the Officer appointed as such pursuant to Section 5.1(b) of this By-law and referred to in the Act as the “director” of the Corporation;
- (g) “**Communications and Partners Relations Committee**” means the Standing Committee constituted by Section 7.1 (a)(ii) of this By-law;
- (h) “**Community Advisory Council**” means the Standing Committee constituted by Section 7.1(a)(vi) of this By-law;
- (i) “**Conflict of Interest Policy**” means the policy of the Corporation from time-to-time governing conflicts of interest of Members and Officers;
- (j) “**Corporation**” means CancerCare Manitoba, a corporation continued by the Act;
- (k) “**Corporations Act**” means *The Corporations Act*, C.C.S.M. C225, as amended and substituted from time-to-time;
- (l) “**Crisis Situation**” means a situation which must be dealt with immediately and in respect of which any delay in action could have a significant impact on the Corporation;
- (m) “**Executive Committee**” means the Standing Committee constituted by Section 6.1 of this By-law;
- (n) “**Finance and Audit Committee**” means the Standing Committee constituted by Section 7.1(a)(i) of this By-law;

- (o) “**Foundation**” means CancerCare Manitoba Foundation Inc.;
- (p) “**Medical Staff**” means those duly qualified medical practitioners and duly registered dentists who are organized by their own by-laws to constitute the medical staff of the Corporation;
- (q) “**Members**” means the persons designated or appointed as members of the Corporation pursuant to the Act;
- (r) “**Minister**” means the Minister of Health of the Province of Manitoba and includes a person to whom any of the powers, duties and functions conferred or imposed by the Act on the Minister of Health may be delegated in writing pursuant to the Act;
- (s) “**Mission Statement**” means the statement from time-to-time published by the Corporation as defining its mission to the people of Manitoba;
- (t) “**Nominations and Governance Committee**” means the Standing Committee constituted by Section 7.1(a)(iii) of this By-law;
- (u) “**Officer**” means the Chair, Vice-Chair, Chief Executive Officer, Secretary, Treasurer and any other officer of the Corporation as shall from time-to-time be elected or appointed as such by the Board;
- (v) “**Planning Committee**” means the Standing Committee constituted by Section 7.1(a)(iv) of this By-law;
- (w) “**Quality Improvement Committee**” means the Standing Committee constituted by Section 7.1(a)(v) of this By-law;

- (x) “**Secretary**” means the Officer elected or appointed as such pursuant to Section 5.1(a) of this By-law;
- (y) “**Standing Committee**” means a committee of the Corporation designated as such by Section 7.1(b) of this By-law;
- (z) “**Treasurer**” means the Officer elected or appointed as such pursuant to Section 5.1(a) of this By-law; and
- (aa) “**Vice-Chair**” means the vice-chairperson of the Corporation elected as such by the Members pursuant to the Act.

1.2 **Interpretation.** In the By-laws:

- (a) all words and expressions that are defined in the Act shall have the same meanings respectively as defined therein, except where otherwise defined in this By-law;
- (b) the term “Members”, where used in the By-laws in connection with the Members directing the management of the undertaking, operation and affairs of the Corporation, means the Members acting collectively as the Board pursuant to the Act and this By-law;
- (c) the term “employee” includes a “servant” of the Corporation as such term is used in the Act;
- (d) the terms “include”, “including” and like terms shall not be construed as words of limitation;
- (e) unless the context otherwise requires, words importing the singular shall include the plural and words importing the masculine shall include the

feminine, as the case may be, and vice versa; references to persons shall include persons, firms, bodies corporate, companies, trusts, organizations and any number or aggregate of persons; and

- (f) the headings used in the By-laws are inserted for reference purposes only and shall not affect the construction or interpretation of the By-laws.

ARTICLE 2 - REGISTERED OFFICE

2.1 The registered office of the Corporation shall be located at 675 McDermot Avenue, Winnipeg, Manitoba.

ARTICLE 3 - CORPORATE SEAL

3.1 (a) The Corporation may by resolution of the Board adopt a corporate seal.

(b) The corporate seal of the Corporation may be affixed to contracts, agreements, documents and instruments in writing executed by one or more Officers as provided in Section 11.1 of this By-law.

(c) No contract, agreement, document or instrument in writing that is otherwise duly executed by the Corporation is invalid merely because the corporate seal of the Corporation is not affixed thereto.

ARTICLE 4 - MEMBERS

4.1 **Selection.** As provided by the Act, the Members shall be up to twenty-two (22) persons who are designated or appointed as such pursuant to the Act as follows:

- (a) the Minister;

- (b) the chairperson of the Advisory Medical Board;
- (c) one person appointed by the board of the Winnipeg Regional Health Authority;
- (d) one person appointed by the board of the St. Boniface General Hospital;
- (e) one person appointed by the Board of Governors of the University of Manitoba;
- (f) ten (10) persons, each from a separate geographical area of Manitoba, appointed by the Minister; and
- (g) seven (7) persons appointed by the Members, subject to the approval of the Lieutenant Governor in Council.

4.2 **Eligibility.** To be eligible to be a Member, a person shall have the qualifications provided for directors by the Corporations Act and, in the case of Members appointed in accordance with Subsections 4.1(f) and (g), shall meet any additional eligibility requirements established from time-to-time by the Minister.

4.3 **Expectations of the Corporation.** The Corporation's expectations of each Member shall include the following:

- (a) commitment to the mission of the Corporation as stated in its Mission Statement;
- (b) active and diligent participation with the other Members comprising the Board in directing the management of the undertaking, operation and affairs of the Corporation and serving as a member of at least one of the Standing Committees;

- (c) regular attendance at no fewer than three quarters (3/4) of all meetings in any twelve (12) month period of the Board, of the Corporation and of each committee of the Board to which such Member is appointed;
- (d) observance of and compliance with the requirements of the Act, the By-laws and the policies of the Corporation established by the Board from time-to-time, including the Conflict of Interest Policy;
- (e) support of and participation in fund-raising activities of the Foundation; and
- (f) carrying out any additional duties and responsibilities required of such Member by this By-law and, in respect of such Member acting collectively with other Members as the Board, such duties and responsibilities as may from time-to-time be required of a director by the Corporations Act.

4.4 **Powers, Duties and Responsibilities.**

- (a) The Members, acting collectively as the Board, shall direct the management of the undertaking, operation and affairs of the Corporation pursuant to the Act, the Corporations Act and the By-laws.
- (b) The Board shall exercise such powers, perform such acts and do such things as may be exercised, performed or done by the Corporation pursuant to the Act, the Corporations Act and the By-laws, including, after receiving a recommendation of the Executive Committee, the following:
 - (i) the appointment and re-appointment of the Chief Executive Officer and the approval of his agreement of employment with the Corporation; and

- (ii) the appointment and re-appointment of members of the Medical Staff.

4.5 **Designation as Board.** The Members, acting collectively as the Board pursuant to the Act, the Corporations Act and the By-laws, may be known and referred to in any By-laws, rules, records, proceedings, documents or instruments of the Corporation as the "Board".

4.6 **Terms of Office.** As provided by the Act, each of the Members appointed as such in accordance with Subsections 4.1(f) and (g) shall, subject to this Section and Sections 4.7, 4.8 and 4.9 of this By-law, hold office for terms of three (3) years from the date that their appointments become effective or until their successors are appointed, whichever is the later. The term of office of each Member may, but need not, run concurrently with the terms of any other Member. Notwithstanding the foregoing, the Board may appoint Members under Section 4.1(g) for terms of less than three (3) years from the date that their appointments become effective in order to stagger the expiration date of the terms of Members.

4.7 **Vacation of Office.** The office of a Member shall *ipso facto* be vacated:

- (a) if by notice in writing to the Corporation the Member resigns his office, which vacation of office shall be effective at the time that such resignation is received by the Corporation or at the time specified in such notice, whichever is later; or
- (b) if the Member:
 - (i) dies;
 - (ii) is adjudged to be a bankrupt; or

- (iii) in the case of Members appointed as such in accordance with Subsections 4.1(f) and (g), unless otherwise approved by the Minister, ceases to meet the eligibility requirements established by the Minister from time-to-time;

at the time the Corporation receives notice of any such event; or

- (c) if the Member:

- (i) is removed from office pursuant to the Act; or
- (ii) in the case of a Member appointed in accordance with Subsection 4.1(g), is removed from office by the Board by virtue of missing, without valid excuse, three (3) or more consecutive regular meetings of the Board or more than one quarter (1/4) of all meetings of the Board in any twelve (12) month period.

4.8 **Filling Vacancies.** A person designated or appointed as provided by the Act and this By-law to fill a vacancy created by the resignation, death or removal from office of a Member designated or appointed in accordance with Subsections 4.1(b) to (g) shall, unless the person sooner dies, resigns or is removed from office, hold office for the remainder of such Member's unexpired term and thereafter until his successor is designated or appointed pursuant to the Act and this By-law.

4.9 **Re-Appointment/Term Limit.** Subject to this Section 4.9, a Member, designated or appointed in accordance with Subsections 4.1(f) or (g), whose term of office has expired, is eligible for re-appointment as a Member for not more than one additional consecutive term as provided in Section 4.6 unless the Member has been appointed as Chair or Vice-Chair of the Corporation in which case the Member may be appointed to one or more additional terms in order to complete service as Chair or Vice-Chair. A Member whose second consecutive term of office has expired is eligible for re-

appointment once a period of one (1) year has elapsed from the date of expiration of such second consecutive term.

4.10 **Compensation.** Members shall serve as such without compensation and no person shall directly or indirectly receive any profit by reason of being a Member; provided that a person may be paid reasonable expenses incurred in the performance of any of his powers, duties or responsibilities as a Member and may also be paid reasonable compensation for the performance of services for the Corporation other than as a Member.

ARTICLE 5 - OFFICERS

5.1 **Elections, Appointments, Re-Appointments and Vacancies.**

- (a) The Officers shall be a Chair, a Vice-Chair, a Chief Executive Officer, a Secretary and a Treasurer and such other officers of the Corporation as the Board may from time-to-time elect or appoint as Officers. All Officers, other than the Chief Executive Officer, shall be elected or appointed by the Board from amongst the Members for terms of three (3) years each, which terms may, but need not, run concurrently with their terms as Members or the terms of other Officers. Each Officer, other than the Chief Executive Officer, shall hold office for the balance of his term, until he ceases to be a Member, until his successor is elected by the Members or until his death, resignation or removal from office, whichever first occurs.

- (b) The Chief Executive Officer shall be appointed as such by the Board for a specific term in accordance with an employment agreement, to be entered into by him with the Corporation, providing for his powers, duties, responsibilities and all other incidents of his appointment. The Chief Executive Officer shall hold office until the end of his term of employment

by the Corporation or until his death, resignation or removal from office pursuant to the provisions of his employment agreement, whichever first occurs.

- (c) An Officer whose term of office has expired is eligible for re-election or re-appointment as such or for election or appointment as any other Officer for not more than one additional term of three (3) years.

5.2 **Powers, Duties and Responsibilities.**

- (a) The Chair shall:
 - (i) preside at all meetings of the Board, of the Executive Committee and of the Members;
 - (ii) report to meetings of the Board, of the Executive Committee and of the Members as to the undertaking, operation and affairs of the Corporation;
 - (iii) act as a liaison between the Corporation and the Minister;
 - (iv) represent the Corporation to the people of Manitoba through the communications media, community meetings and otherwise; and
 - (v) perform such other duties, exercise such other powers and have such other responsibilities as may from time-to-time be delegated to him by the Board.

- (b) The Vice-Chair shall, in the absence or disability of the Chair:
 - (i) perform all of the duties, exercise all of the powers and have all of the responsibilities of the Chair; and
 - (ii) perform such other duties, exercise such other powers and have such other responsibilities as may from time-to-time be delegated to him by the Board or by the Chair.

- (c) The Chief Executive Officer shall:
 - (i) be the chief executive officer of the Corporation and, subject to the authority and direction of the Board and the Executive Committee, is hereby delegated the power and responsibility of managing the undertaking, operation and affairs of the Corporation;
 - (ii) provide the Board with all information that it may request concerning the undertaking, operation and affairs of the Corporation, subject always to the requirements of law applicable to the disclosure of personal information, including The Personal Health Information Act (Manitoba);
 - (iii) conform to all lawful orders received from the Board, the Executive Committee or the Chair;
 - (iv) subject to Section 8.8 of this By-law, attend and address all meetings of the Board, the Members, the Executive Committee and all other committees of the Corporation, ex officio, without the right to move or second resolutions or to vote;

- (v) exercise the power, duty and responsibility of the Corporation pursuant to the Act:
 - A. to employ clerks, employees and servants of the Corporation, including a chief operating officer of the Corporation, and to engage the services of experts and other persons; and
 - B. to pay out of the funds of the Corporation to Officers and to clerks, employees, servants, experts and other persons engaged by the Corporation, such compensation as the Chief Executive Officer deems proper or to delegate to other clerks, employees or servants of the Corporation the duty and responsibility of making such payments.
 - (vi) make recommendations to the Executive Committee as to qualified candidates for appointment and re-appointment as members of the Medical Staff and as to all matters concerning the Medical Staff and its members generally; and
 - (vii) grant temporary privileges to qualified medical practitioners and registered dentists pending their appointments as members of the Medical Staff, if in the discretion of the Chief Executive Officer the granting of such temporary privileges is desirable and in the best interests of the Corporation.
- (d) The Secretary shall:
- (i) give or cause to be given notices of all meetings of the Board, of the Executive Committee, the Members and of all committees of the Corporation to Members, Officers, auditors of the Corporation

and others as and when instructed to do so by the Chair or any three (3) Members;

- (ii) attend and be the secretary of meetings of the Board, the Executive Committee, the Members and all committees of the Corporation or delegate to a clerk or employee of the Corporation the duty and responsibility of doing so;
 - (iii) prepare or cause to be prepared and enter or cause to be entered in books to be maintained for that purpose minutes of proceedings of and decisions at all meetings of the Board, the Executive Committee, the Members, and all other Committees of the Board; and
 - (iv) perform such other duties, exercise such other powers and have such other responsibilities as may from time-to-time be delegated to him by the Board.
- (e) The Treasurer shall:
- (i) have responsibility for the care and custody of all of the funds and securities of the Corporation and shall deposit or cause to be deposited in the name of the Corporation in such bank or banks or with such depository or depositories as the Board may direct;
 - (ii) keep or cause to be kept the books of account and the accounting records required by the Corporations Act and at all reasonable times exhibit his books and accounts to any Member upon application at the office of the Corporation during business hours;
 - (iii) sign or countersign such instruments that require his signature; and

- (iv) perform such other duties, exercise such other powers and have such other responsibilities as may from time-to-time be delegated to him by the Board.

- (f) The powers, duties and responsibilities of any other Officers shall be such as the terms of their respective elections or appointments require or as the Board may from time-to-time delegate to them respectively.

ARTICLE 6 - EXECUTIVE COMMITTEE

6.1 **Constitution.** The Chair, the Vice-Chair, the Secretary, the Treasurer, the chair of each Standing Committee and such other Officers or Members as the Board may from time-to-time appoint or elect are hereby constituted as the Executive Committee.

6.2 **Powers, Duties and Responsibilities.**

- (a) The Executive Committee shall have all of the powers, duties and responsibilities of the Members acting collectively as the Board to manage the undertaking, operation and affairs of the Corporation in respect of any Crisis Situation arising between meetings of the Board, except such powers, duties and responsibilities as must by law be exercised or performed only by directors acting as a board.

- (b) The Executive Committee shall have in addition the following specific powers, duties and responsibilities:
 - (i) studying, advising and making recommendations to the Board on any matter and as directed by the Board;

- (ii) after obtaining the recommendations of the Chief Executive Officer, making recommendations to the Board concerning the appointment and re-appointment of members of the Medical Staff and all matters concerning the Medical Staff and its members generally;
 - (iii) reviewing and making recommendations to the Board in relation to any reports received regarding perceived breaches of the By-laws;
 - (iv) evaluating performance and compensation of and formulating plans for succession to the Chief Executive Officer and other senior employees of the Corporation; and
 - (v) making recommendations to the Board in relation to the appointment and re-appointment of the Chief Executive Officer and the approval of his employment agreement with the Corporation.
- (c) The Board may from time-to-time delegate to the Executive Committee any additional specific powers, duties or responsibilities to be exercised by the Executive Committee at any time or from time-to-time.
- (d) Each decision made and action taken by the Executive Committee shall be reported to and shall be subject to approval by the Board at its regular meeting next following the making of such decision or the taking of such action; provided that no decision or action of the Executive Committee which affects the validity of any act done or right, privilege, obligation or liability acquired by or incurred under, or the validity of any contract of the Corporation with third parties shall be subject to the approval of the Board, but shall be in full force and effect immediately upon being made or taken by the Executive Committee.

6.3 Meetings.

- (a) The Executive Committee shall meet at such place within Manitoba, upon such prior notice to its members and at such times as the Chair or the Vice-Chair or any two members of the Executive Committee shall from time-to-time determine.
- (b) A quorum for the transaction of business at each meeting of the Executive Committee shall be a majority of its members present thereat, which quorum shall include the Chair or the Vice-Chair. No business shall be transacted at a meeting of the Executive Committee unless a quorum is present thereat.
- (c) The Executive Committee shall meet for the transaction of business, adopt, amend and repeal its own rules and procedures for the transaction of business and the regulation of its meetings.

ARTICLE 7 - COMMITTEES

7.1 Formation, Membership and Quorum.

- (a) The following committees of the Board, in addition to the Executive Committee, are hereby constituted to advise and assist the Corporation in carrying out its objects, namely:
 - (i) Finance and Audit Committee;
 - (ii) Communications and Partners Relations Committee;
 - (iii) Nominations and Governance Committee;

- (iv) Planning Committee;
 - (v) Quality Improvement Committee; and
 - (vi) Community Advisory Council.
- (b) Each of the Executive Committee constituted by Section 6.1 of this By-law, the committees of the Corporation constituted by Subsection 7.1(a) of this By-law and the Advisory Medical Board constituted by the Act is hereby designated as a Standing Committee of the Board.
- (c) The Board is hereby authorized to constitute at any time, in addition to the Standing Committees, such special or *ad hoc* committees of the Board as it shall from time-to-time determine to be necessary or desirable to advise and assist the Corporation in carrying out its objects.
- (d) Except for the Executive Committee and the Nominations and Governance Committee, whose members and manner of election or appointment are provided for in the Act or elsewhere in this By-law, the members of all committees of the Board and of the Advisory Medical Board shall be appointed by the Board.
- (e) Subject to Subsection 7.1(d) of this By-law, the Board shall annually or more often as may be required appoint three (3) or more Members as members of each Standing Committee and of each special or *ad hoc* committee of the Board, together with any number of persons who need not be Members.
- (f) Except for the Executive Committee and the Advisory Medical Board, the Board shall also annually or more often as may be required appoint as

chairperson of each committee of the Board one (1) of the members of such committee who is a Member.

- (g) Any person who meets the eligibility requirements of the Minister from time-to-time, whether or not a Member, shall be eligible for appointment as a member of any committee of the Board and as such shall be entitled to attend and to address any meetings of such committee, to move and second motions and to vote.
- (h) The Chair shall be a member *ex officio* of each committee of the Board and as such shall be entitled to attend and address all meetings of each such committee, with the right to move and second motions and to vote.
- (i) Committees of the Board shall meet in accordance with the By-laws as often as is required for the transaction of their business.
- (j) Except for the Executive Committee, the Nominations and Governance Committee, the Finance and Audit Committee and the Community Advisory Council, the quorums of which are provided for elsewhere in this By-law, three (3) members of each committee of the Board present at a meeting shall constitute a quorum for the transaction of business thereat, which quorum shall include at least one member of such committee who is also a Member and at least two (2) members thereof who are not *ex officio* members of such committee. No business of any such committee of the Board shall be transacted at a meeting thereof unless a quorum is present thereat.
- (k) At the meeting of the Board next following each meeting of a committee of the Board, Members shall be entitled to receive minutes, draft or

otherwise, recording all acts and proceedings at the preceding meeting of such committee.

7.2 **Compensation, Duties and Functions.**

(a) **Finance and Audit Committee.**

(i) The Finance and Audit Committee shall be comprised of at least six (6) persons, of which:

A. at least four (4) persons, including the chairperson of the Finance and Audit Committee, shall be Members who are financially literate; and

B. at the discretion of and based on the needs from time-to-time of the Finance and Audit Committee, up to an additional two (2) persons who shall be independent of the Corporation shall have substantial financial management or audit expertise and shall not be immediate family members of a Member, an Officer or a member of the Medical Staff (collectively "Independent Members").

(ii) The term of office of each member of the Finance and Audit Committee shall be three (3) years, and each member may be reappointed without limitation as to the number of terms of office.

(iii) There shall be at least ten (10) meetings of the Finance and Audit Committee in each year.

(iv) The preparation of the agenda for all meetings of the Finance and Audit Committee shall be the responsibility of the Chief Operating

Officer, in consultation with the chairperson of the Committee. Agendas shall be prepared so as to incorporate the elements of any then current annual work plan of the Committee. Materials for meetings shall normally be circulated in advance of meetings.

- (v) A quorum for the transaction of business at each meeting of the Finance and Audit Committee shall include at least two (2) members of the Committee present thereat who are also Members and at least one (1) Independent Member.

- (vi) The Finance and Audit Committee shall initiate, consider, monitor, review, assess, evaluate, inform, report and make recommendations to the Board concerning matters including:
 - A. the financial position and policies of the Corporation in order to ensure its sound operation and long-term viability, including the management of its income, capital and investments;

 - B. the annual operating budget of the Corporation, including strategies to balance the budget;

 - C. the Corporation's system of internal controls, its accounting and financial reports and the internal and external audit plan;

 - D. the adequacy of the Corporation's accounting practices and the integrity of the Corporation's financial reporting practices;

 - E. the results of the external audit, including review of the annual financial statements of the Corporation as reported on by the external auditors of the Corporation, prior to

presentation of such statements to the Board, including direct access to the external auditors and the Auditor General of Manitoba;

- F. legal compliance of the Corporation with applicable laws and regulations and compliance with codes of conduct and standards for acceptable practices;
- G. procedures for the receipt, retention and disposition of complaints concerning accounting, internal control or audit matters and the confidential, anonymous receipt of information from employees of the Corporation regarding accounting, control or audit matters;
- H. the terms of reference of the Finance and Audit Committee on an annual basis, including any proposals for change that will incorporate best practices for finance and audit committees of bodies of the same or similar nature to the Corporation;
- I. annual work plans encompassing all of the key duties and functions contained in the terms of reference of the Finance and Audit Committee;
- J. funding submissions of the Corporation to the Foundation;
and
- K. the engagement of such experts and advisors as the Finance and Audit Committee may determine to be necessary or desirable in order to enable it to carry out its duties and functions.

- (vii) The Finance and Audit Committee shall on behalf of the Board oversee the relationship of the Corporation with the external auditors of the Corporation, including:
 - A. approval of their remuneration, whether for audit or non-audit services;
 - B. approval of their terms of engagement, including any engagement letter issued at the start of each audit and scope of the audit;
 - C. assessing annually their independence and objectivity, taking into account relevant professional and regulatory requirements and the relationship, as a whole, of the Corporation with the auditors including the provision of any non-audit services;
 - D. being satisfied that there are no relationships (such as family, employment, financial or business relationships) between the external auditors and the Corporation other than in the ordinary course of business; and
 - E. meeting with the external auditors in order to review the interim results, at the planning stage prior to the audit, to discuss the nature and scope of the final audit and, after the completion of the audit, at the reporting stage to review the audit results.

- (b) **Communications and Partners Relations Committee.** The Communications and Partners Relations Committee shall review, report and make recommendations to the Board relative to all matters involving

communications, both internally and externally, by the Corporation and relations with organizations that partner with the Corporation in one or more activities, the foregoing including: communicating to the public the vision, objectives, services, challenges and achievements of the Corporation; facilitating the receiving of input from the public through such means as a public website, annual report and other means; reviewing, reporting and making recommendations to the Board as to all matters concerning relations of the Corporation with other bodies, organizations and other collections of persons, including arrangements, agreements or contracts with regional health authorities, universities and such other bodies, organizations and collections of persons.

(c) **Nominations and Governance Committee.**

- (i) The Nominations and Governance Committee shall be comprised of two (2) Officers appointed by the Executive Committee and up to three (3) other Members appointed by the Board. None of the Chief Executive Officer, any employee of the Corporation or any member of the Medical Staff shall be a member or shall be entitled to attend any meetings of the Nominations and Governance Committee.
- (ii) A quorum for the transaction of business at each meeting of the Nominations and Governance Committee shall be at least three (3) of its members present thereat, of which at least two (2) shall be Members.
- (iii) The Nominations and Governance Committee shall initiate, consider, report and make recommendations to the Board:

- A. concerning candidates for election or appointment by the Board as Members and Officers and the filling by the Board of vacancies in the Board and offices of the Corporation, pursuant to Subsection 4.1(g) and Subsection 5.1(a); and
 - B. concerning candidates for appointment as members of committees of the Board and the filling of vacancies on committees of the Board pursuant to Subsection 7.1(e).
- (iv) The Nominations and Governance Committee shall initiate, consider, report and make recommendations to the Board as to all matters concerning the corporate governance of the Corporation, including: the orientation of new Members; the continuing education of existing Members; the performance of the Board and committees of the Board; governance concerns of individual Members; the Conflict of Interest Policy and other ethical guidelines applicable to Members, Officers, members of committees of the Board and employees of the Corporation; corporate governance policies and practices; and amendment of the By-laws.
- (d) **Planning Committee.** The Planning Committee shall initiate, develop, consider, report and make recommendations to the Board as to plans for the short, medium and long-term development of the Corporation, as well as for the provision, maintenance and modification of plant, facilities, equipment, furnishings and other physical property required for the undertaking and operation of the Corporation.
- (e) **Quality Improvement Committee.** The Quality Improvement Committee shall be responsible for ensuring that a comprehensive quality improvement program for the Corporation is at all times in place; shall

continuously monitor standards and performance under any quality improvement program in place from time-to-time in order to maintain the accreditation of the Corporation as a cancer care facility; shall monitor the accreditation process, and shall initiate, consider, report and make recommendations to the Board concerning all such matters.

- (f) **Community Advisory Council.** The Community Advisory Council shall initiate, consider, monitor, assess, inform, report and make recommendations to the Board as to matters concerning the relations of the Corporation and its employees with the community of Manitoba including: the Corporation's performance as it affects individual members of the community and the Corporation's patients; emerging issues that may affect the impact of the Corporation on the community; and relevant issues raised with the Community Advisory Council by members of the community. A quorum for the transaction of business at each meeting of the Community Advisory Council shall be six (6) of its members present thereat, of which at least two (2) shall be Members.

- (g) **Advisory Medical Board.** The Advisory Medical Board shall advise and assist the Corporation in carrying out its objects as provided by the Act.

ARTICLE 8 - MEETINGS

8.1 **Number.** There shall be at least ten (10) meetings of the Board in each year.

8.2 **Place.** All meetings of the Board and of the Corporation shall be held at such place within Manitoba and upon such day as the Board shall from time-to-time determine by resolution.

8.3 **Attendances.** The Board may invite to any meeting of the Corporation, in addition to the Members themselves, such persons as the Board shall determine by resolution, including employees of the Corporation, members of the Medical Staff and members of the Manitoba community generally.

8.4 **Quorum.** A quorum for the transaction of business at each meeting of the Board and at each meeting of the Corporation shall be a majority of Members present thereat, which quorum shall include in each case the Chair or the Vice-Chair. No business shall be transacted at a meeting of the Board or of the Corporation unless a quorum is present thereat.

8.5 **Business.** Subject to this Article 8, Members may consider and transact any business at a meeting of the Board or at a general meeting of the Corporation.

8.6 **Business at Meetings.** The Members may consider and transact at each meeting of the Corporation such matters as may properly come before a meeting of a corporation in accordance with the Corporations Act, including: consideration of the financial statements of the Corporation for the preceding financial year and the report of the external auditors of the Corporation thereon; with the written approval of the Minister pursuant to the Act, the appointment of external auditors of the Corporation for the ensuing financial year; the election or appointment of Members pursuant to Subsection 4.1(g); and, in addition, the report of the Chair and the report of the Chief Executive Officer as to the undertaking, operation and affairs of the Corporation.

8.7 **Representation of Medical Staff.** Subject to Section 8.8, the President of the Medical Staff Association shall be entitled to receive notice of and to attend and address meetings of the Board and of the Members, but without the right to make or to second motions or to vote at such meetings.

8.8 **Excusing of Attendees.** At the request of the Chair or of any three Members, the Chief Executive Officer or the President of the Medical Staff shall be excused from attendance at any specific portion or portions of a meeting of the Board, the Executive Committee, the Corporation or any committee of the Board.

8.9 **Notice.** The Chair or any three Members may call a meeting of the Board or of the Corporation by notice to the Members in accordance with this By-law.

8.10 **Content of Notice.** Notice of each meeting of the Board or of the Corporation at which business is to be transacted, including business to be transacted at a meeting of the Corporation pursuant to Section 8.6, shall describe the business to be transacted in sufficient detail as to enable the Members to understand the issues to be dealt with at such meeting. No business shall be transacted at any meeting of the Board or of the Corporation unless the relevant notice of such meeting shall have provided to Members, with a sufficient description of business as aforesaid. At no meeting of the Board or of the Corporation shall any business be transacted other than business of which notice has been given as aforesaid, except with the approval of all Members present at such meeting.

8.11 **Period of Notice.** At least forty-eight (48) hours notice in writing of every meeting of the Board and of the Members shall be delivered personally to each Member or shall be sent to each Member by facsimile transmission, by electronic mail or by courier addressed to such Member at his address last known to the Secretary.

8.12 **Omission of Notice.** No error or omission in giving notice of any meeting of the Board or the Corporation or of any adjourned meeting of the Board or the Corporation shall invalidate such meeting or make void any proceedings taken thereat.

8.13 **Waiver of Notice and Confirmation of Proceedings.** Any Member may at any time waive notice of a meeting of the Board or the Corporation and any Member

may also ratify, approve and confirm any or all proceedings taken or decisions made at any meeting with the same effect as if such Member had been present at such meeting and had voted in respect of such proceedings or decisions.

ARTICLE 9 - VOTING

9.1 **Voting.** Only Members can vote at meetings of the Board, of the Executive Committee or of the Corporation. Every Member shall be entitled to one (1) vote at each such meeting, subject to any provisions of this By-law to the contrary. Members of each committee of the Board shall also be entitled to one (1) vote at every meeting of such committee.

9.2 **Show of Hands.**

- (a) Subject to the provisions of the Corporations Act, any question which is the subject of any motion or other proceeding at a meeting of the Board, of the Executive Committee, of the Corporation or of any committee of the Board, shall be decided by a show of hands, unless a ballot thereon is required or demanded as provided in Section 9.3, provided that the vote of any person participating in any meeting by way of electronic conferencing pursuant to Section 9.4 shall be taken by voice indication of such person.
- (b) Every person present at a meeting in person or present by participating by way of electronic conferencing pursuant to Section 9.4 and entitled to vote at such meeting, shall have one (1) vote on a show of hands or on voice indication, as the case may be.
- (c) In the case of an equality of votes on any motion or other proceeding, the motion or other proceeding shall be conclusively deemed to be defeated. In such case, the chairperson of the meeting shall neither, on a show of

hands nor on a ballot, have a second or casting vote in addition to the vote or votes to which such chairperson would otherwise be entitled.

- (d) Whenever a vote on a show of hands shall have been taken at a meeting on any motion or other proceeding in respect of any question, unless a ballot thereon is required or demanded pursuant to Section 9.3, a declaration by the chairperson that such vote has been carried or carried by a particular majority or not carried, or an entry to that effect in the minutes of such meeting, shall be *prima facie* evidence of the fact, without proof of the number or proportion of the votes recorded for or against the motion or other proceeding in respect of the question.
- (e) The result of any vote so taken, whether upon a show of hands or on a ballot, shall be the decision of the meeting in respect of the question which is the subject of any motion or other proceeding.

9.3 **Ballots.**

- (a) Any person entitled to vote at a meeting of the Board, of the Executive Committee, of the Corporation or of a committee of the Board may require or demand the taking of a ballot on any motion or other proceeding proposed for consideration, whether or not a vote by show of hands has been taken thereon.
- (b) A ballot so required or demanded shall be taken in such manner as the chairperson of the meeting shall direct.
- (c) A requirement or demand for a ballot may be withdrawn at any time prior to the taking of the ballot.

- (d) If a ballot is taken, each person present and entitled to vote shall have one vote and each person participating pursuant to Section 9.4 shall have one vote by voice indication rather than by ballot.

9.4 **Participation by Electronic Conferencing.**

- (a) A person may participate in a meeting of the Board, of the Executive Committee, or of a committee of the Board, by any means of electronic conferencing as will permit all persons participating in such meeting to hear and speak to each other.
- (b) Any person participating in a meeting by electronic conferencing shall be deemed to be present at such meeting with the same effect as if such person was physically present thereat.
- (c) Each person participating in a meeting by electronic conferencing and deemed to be present thereat pursuant to this Section 9.4 shall be entitled to vote at such meeting if such person would be entitled to vote at such meeting if physically present thereat.

9.5 **Rules of Order.** In the case of a question or dispute over procedure to be followed in conducting a vote or in carrying on the business of any meeting of the Board, of the Corporation or of any committee of the Board, Robert's Rules of Order shall be followed, except where inconsistent with the By-laws, which shall govern.

9.6 **Availability of Minutes.** The minutes of meetings of the Board, of the Executive Committee, of the Corporation and of each committee of the Board shall be available to those persons who are entitled to attend such meetings and each of such persons shall be entitled to receive a copy of the minutes of such meetings.

9.7 **Application of Rules and Procedures.** Except as otherwise provided in this Bylaw or determined pursuant hereto, the provisions of this Article 9 shall apply to all meetings of the Board, of the Executive Committee, of the Corporation and of committees of the Board, mutatis mutandis.

ARTICLE 10 - CONFLICTS OF INTEREST

10.1 **Compliance.** Every Member, Officer, and member of each committee of the Board shall comply with the Conflict of Interest Policy, a statement of which current as at the date of this By-law is attached to this By-law as Appendix "A".

10.2 **Reporting to Minister.** Any known departure from the Conflict of Interest Policy shall be reported to the Minister by the Chair.

ARTICLE 11 - EXECUTION OF DOCUMENTS

11.1 **Signing Officers.** Subject to any approval of the Minister required by Section 9 of the Act:

- (a) Any one of the Chair or Vice-Chair, together with any one of the other Officers, shall be authorized to sign on behalf of the Corporation all material contracts, agreements, documents or any instruments in writing requiring the execution of the Corporation and to affix the corporate seal thereto and all contracts, agreements, documents or other instruments in writing so signed, with or without the corporate seal affixed, shall be binding upon the Corporation without any further authorization or formality.
- (b) Any one of the Chair, the Vice-Chair, the Chief Executive Officer or any one of the other Officers shall be authorized to sign on behalf of the Corporation all other contracts, agreements, documents or any instruments in writing requiring the execution of the Corporation and to

affix the corporate seal thereto and all contracts, documents or other instruments in writing so signed, with or without the corporate seal affixed, shall be binding upon the Corporation without any further authorization or formality.

- (c) The Board shall be authorized from time-to-time by resolution to appoint a specific Officer or Officers on behalf of the Corporation to sign specific contracts, agreements, documents and instruments in writing and to affix the corporate seal thereto.

11.2 **Registered Dealer.** The Board may authorize by resolution any registered dealer in securities to transfer and deal with any stocks, bonds and other securities of the Corporation.

ARTICLE 12 - FINANCIAL YEAR

12.1 **Time Period.** The financial year of the Corporation is the period of twelve (12) months ending on March 31 in each year.

ARTICLE 13 - PROTECTION OF MEMBERS, OFFICERS AND OTHERS

13.1 **Indemnification.**

- (a) The Corporation shall indemnify and save harmless any Member and Officer, any former Member or former Officer, any member of a committee of the Board and any person who acts or acted at the Corporation's request as a member or officer of a body corporate of which the Corporation is or was a member or creditor and his heirs and legal representatives, to the extent permitted by the Corporations Act.

- (b) Subject to the Corporations Act, the Corporation shall from time-to-time indemnify and save harmless any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Corporation) by reason of the fact that the person is or was an employee or agent of the Corporation, or is or was serving, at the request of the Corporation, as a member, officer, employee, agent of or participant in another corporation, partnership, joint venture, trust or other enterprise, against expenses (including legal fees), judgments, fines and any amount actually and reasonably incurred by him in connection with such action, suit or proceeding if he acted honestly and in good faith with a view to the best interests of the Corporation, and with respect to any criminal or administrative action or proceeding that is enforced by a monetary penalty, had reasonable grounds for believing that his conduct was lawful. The termination of any action, suit or proceeding by judgment, order settlement, or conviction, shall not, of itself, create a presumption that the person did not act honestly and in good faith with a view to the best interests of the Corporation, or, with respect to any criminal or administrative action or proceeding that is enforced by a monetary penalty, had no reasonable grounds for believing that his conduct was lawful.

13.2 **Successful Defence.** To the extent that a person who is or was an employee or agent of the Corporation has achieved complete or substantial success as a defendant in any action, suit or proceeding referred, that person shall be indemnified against all costs, charges and expenses actually and reasonably incurred by him in connection therewith.

13.3 **Right of Indemnity not Exclusive.** The provisions for indemnification contained in this By-law shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any other By-law, agreement, resolution of the Board or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, shall continue as to any person who has ceased to be a Member, Officer, member of a committee of the Board, employee or agent and shall enure to the benefit of the heirs, executors and administrators of such a person.

13.4 **No Liability of Members or Officers for Certain Acts.**

- (a) To the extent permitted by the Corporations Act, no Member, Officer, member of the Executive Committee or member of any committee for the time being of the Board shall be liable for the acts, receipts, neglects or defaults of any other Member, Officer, member of the Executive Committee or member of any committee of the Board or employee or for joining in any receipt or act for conformity or for any loss, damage or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired by the Corporation or for or on behalf of the Corporation or for the insufficiency or deficiency of any security in or upon which any of the moneys of or belonging to the Corporation shall be placed out or invested or for any loss or damage arising from the bankruptcy, insolvency or tortuous act of any person, firm or corporation with whom or which any moneys, securities or effects shall be lodged or deposited or for any loss, conversion, misapplication or misappropriation of or any damage resulting from any dealings with any moneys, securities or other assets belonging to the Corporation or for any other loss, damage or misfortune whatever which may happen in the execution of the duties of his respective office or trust or in relation thereto unless the same shall happen by or through his failure to act honestly and

in good faith with view to the best interests of the Corporation, and in connection therewith to exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

- (b) None of the Members, Officers, members of the Executive Committee or members of any committee of the Board for the time being shall be under any duty or responsibility in respect of any contract, act, or transaction, whether or not made, done or entered into in the name or on behalf of the Corporation, except such as shall have been submitted to and authorized or approved by the Board.
- (c) If any Member, Officer, member of the Executive Committee or member of any committee of the Board shall be employed by or shall perform services for the Corporation otherwise than as a Member, Officer, member of the Executive Committee or member of a committee of the Board or as a member of a firm or a shareholder, director or officer thereof, same shall not disentitle such person from receiving proper remuneration for such services.

ARTICLE 14 - BY-LAWS

14.1 **Approval of Minister.** The Board may by resolution make such By-laws, not inconsistent with this By-law, as it deems expedient from time-to-time; provided that any such By-laws shall have no force and effect until the written approval of the Minister has been obtained pursuant to Subsection 19(2) of the Act.

ARTICLE 15 - PREVIOUS BY-LAWS

15.1 **Repeal.** All previous By-laws, and amendments thereto are hereby repealed; provided that such repeal shall not affect the previous operation of any such By-laws or the validity of any act done or right, privilege, obligation or liability acquired

or incurred under, or the validity of any contract or agreement made pursuant to any such By-laws or any amendment thereto prior to their repeal.

ARTICLE 16 - EFFECTIVE DATE

16.1 **Force and Effect.** This By-law comes into force and effect on the day that it receives the written approval of the Minister.

MADE by the Board pursuant to the Act the • day of •, 2008.

Chair

Secretary

Approved by the Minister of Health pursuant to Subsection 19(2) of The CancerCare Manitoba Act, this • day of •, 2008.

Assistant Deputy Minister

APPENDIX "A"

CONFLICT OF INTEREST POLICY

PART I - GENERAL PRINCIPLES

The Members of CancerCare Manitoba, acting collectively as a board, are charged with the responsibility of allocating and managing community health resources, including the spending of public tax dollars. Accordingly, Members are expected to maintain high standards of integrity, impartiality and ethical conduct and must be vigilant to prevent any actual or perceived misconduct, predisposition or conflict of interest. Members are also expected to conduct their personal business affairs so as to avoid an obligation to any person who might benefit from special consideration or favour on their part.

PART II - DEFINITIONS

1. In this Conflict of Interest Policy, all words and expressions that are defined in By-law 1-2004 shall have the same meanings as where defined therein, except as otherwise defined below.

"Actual, potential or perceived conflict of interest" means a situation in which a Member has an employment, business or personal interest which results, appears to result or might result in an interference with the objective exercise of his duties or responsibilities.

"Associate" means:

- (i) a corporation of which the Member beneficially owns, directly or indirectly, more than 10% of any class of voting equity securities of the corporation that are outstanding at any time; or

- (ii) a partner, other than a limited partner, of the Member; or
- (iii) a trust or estate in which the Member has a beneficial interest or serves as a trustee or in a capacity similar to a trustee; or
- (iv) a parent or child of the Member; or
- (v) any other person who has the same residence as the Member.

“Members” means the persons designated or appointed as members of the Corporation pursuant to the Act and includes, for the purposes of this Conflict of Interest Policy, Officers and members of committees of the Board.

PART III - ACTUAL, POTENTIAL OR PERCEIVED CONFLICT OF INTEREST

Examples of actual, potential or perceived conflicts of interest include, but are not limited to:

A. General

- (i) A Member or an Associate holds any office, or has a significant beneficial interest in any firm, corporation or other entity which conflicts with the Member’s duties and responsibilities to the Corporation; or
- (ii) A Member or an Associate has investments, agreements or undertakings with a supplier, customer, company, organization, corporation, partnership or other commercial entity which has a business interest, present or prospective, with the Corporation; or

- (iii) A Member or an Associate is a contractor or consultant for the Corporation or is an employee, contractor, consultant, guarantor of a surety for, or a creditor of any supplier, customer, company, organization, corporation, partnership or other commercial entity which has a business interest, present or prospective, with the Corporation; or
- (iv) A Member or an Associate acquires or considers the acquisition of real or other property of present or prospective interest to the Corporation; or
- (v) A Member or an Associate seeks or accepts loans, services, payments, commissions, fees, entertainment or gifts, either directly or indirectly, from a supplier, customer, company, organization, corporation, partnership or other commercial entity which has a business interest, present or prospective, with the Corporation, other than loans from banks or other financial institutions on terms and conditions generally available to the public; or
- (vi) A Member:
 - (a) Uses or appears to use, or reveals without approval of the Board to persons outside the Corporation, for personal gain, any confidential or restricted information acquired during the course of the Member's service which is not generally available to the public; or
 - (b) Uses or permits others to use the Corporation's assets, resources, staff, property, equipment, materials or time for personal gain; or

- (c) Accords preferential treatment to friends, relatives or to organizations in which friends or relatives have an interest, financial or otherwise; or
 - (d) Acts in any official matter where there is a personal interest which is incompatible with an unbiased exercise of judgment; or
 - (e) Uses the influence of his office in such a way as to lend credence or prestige to the sponsorship of a political party or causes or endorses, without proper authorization of the Board, a product or service of a supplier, customer, company, organization, corporation, partnership or other commercial entity which has a business interest, present or prospective, with the Corporation; or
 - (f) Uses the influence of his office in such a way as to interfere with the objective exercise of another Member's, employee's or contractor's responsibilities; or
- (vii) An Associate:
- (a) Uses or appears to use, or reveals to persons outside the Corporation, without approval of the Board, for personal gain, any confidential or restricted information that would have been acquired by the Member during the course of his service and which is not generally available to the public; or

- (b) Uses or permits others to use the Corporation's assets, resources, staff, property, equipment, materials or time, where the Associate is not employed by or otherwise authorized by the Corporation to do so; or
- (c) States that the Corporation and(or) the Member will accord preferential treatment to friends, relatives or to organizations in which friends or relatives have an interest, financial or otherwise.

PART IV - REQUIREMENTS FOR DISCLOSURE

Members are responsible to the Corporation for disclosing any situation in which they may have an actual, potential or perceived conflict of interest.

In relation to matters which are discussed and voted on by the Board, e.g., contracts and transactions and/or proposed contracts and transactions, disclosure of actual, potential or perceived conflicts of interest shall be made by a Member:

- (i) at the Board meeting at which the matter involving the actual, potential or perceived conflict is first considered; or
- (ii) if a Member is not in an actual, potential or perceived conflict of interest situation at the time described in (i), at the first Board meeting which is held after he becomes aware of the actual, potential or perceived conflict; or
- (iii) where an actual, potential or perceived conflict of interest situation arises with respect to a contract or transaction after it is made, at the first Board meeting held after the situation arises; or

- (iv) if a person who is not a Member but who would have an actual, potential or perceived conflict of interest if he were a Member later becomes a Member, at the first meeting of the Board after he becomes a Member.

Where an actual, potential or perceived conflict of interest comes to light during a meeting of a committee of the Corporation at which the Member in actual, potential or perceived conflict of interest is present, the Member shall report the matter to the committee, and the committee shall decide whether the Member should be excluded from any discussion and shall determine the matter by vote within the committee until the Board disposes of the matter. The chairperson of the committee shall report the matter to the Chair, who shall decide whether to hold a special meeting of the Board to dispose of the matter or to wait until the next meeting of the Board.

All potential, actual or perceived conflicts of interest which do not pertain to matters which would be the subject of any discussion or vote by the Board, e.g. a Member who has used his office in a manner which compromises the integrity of the Board, shall be reported in writing by the Member to the Chair as soon as he becomes aware of it and shall be acted on by the Board as soon as the Board becomes aware of it.

Where a Member is unsure if there is an actual, potential or perceived conflict of interest, it is his responsibility to seek clarification by submitting the matter to the Chair for review.

PART V - DISPOSITION

In dealing with an actual, potential or perceived conflict of interest reported by a Member or that was not reported by the Member, but that the Board considers could be a conflict of interest, the Board (with the exception of the affected Member) shall

determine by resolution whether an actual, potential or perceived conflict of interest exists.

If the Board determines that an actual, potential or perceived conflict of interest exists in relation to a matter that is to be the subject of discussion and vote by the Board, the Board (with the exception of the affected Member) shall determine by resolution whether the conflict is of a nature that would require the exclusion of the Member from any discussion and vote on the matter to maintain the integrity of the Board. In order for the Member to be allowed to participate in the discussion and vote on the matter, the Board, by a two-thirds (2/3) vote must find that the actual or perceived conflict of interest does not require the exclusion of the Member. Where the Board considers it necessary, the Board shall also vote on what additional action should be taken to maintain the integrity of the Board.

Where the Board finds that an actual or perceived conflict of interest exists in relation to a matter which would not be the subject of any discussion and vote by the Board, the Board, (with the exception of the affected Member) shall vote on what action should be taken to maintain the integrity of the Board.

Any resolution to recommend the removal of a Member from the Board because of a conflict of interest must be approved by a two-thirds (2/3) vote of the Board.

All actual, potential or perceived conflicts shall be recorded in the minutes of the meeting at which they are reported and dealt with, and in a separately filed summary report which outlines the general nature of the actual, potential or perceived conflict of interest and the Board's disposition of the matter.

Disclosures of conflict of interest situations must be reviewed and updated once annually at a meeting of the Board and must be updated immediately by an affected

Member where a change occurs which alters the nature or degree of the conflict, subsequent to a declaration being made.

Appeals

A Member or Associate who disputes the findings and/or determination of the Board following a conflict of interest disclosure may appeal to the Minister by way of notice in writing, stating the basis of the appeal.

The Minister shall in his discretion, refer the matter to the Manitoba Health Appeal Board, or appoint an independent arbitrator to consider and determine the appeal. All such determinations shall be final and binding upon the Corporation, the Member or Associate and all interested parties.

A Member at his option may have a representative present at the appeal.

PART - VI - DISCIPLINARY ACTION

Departure by a Member from any of the elements of this Conflict of Interest Policy, without the specific prior approval of the Board, may be cause for removal of the Member from membership in the Corporation, the Board and its committees.