



Canmore & Area Health Care Foundation Organizational Policies

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CAHCF – FINANCE POLICIES

OVERVIEW: FINANCE POLICIES

The Canmore & Area Health Care Foundation (CAHCF) has adopted the Canadian Centre for Philanthropy's Ethical Fundraising and Financial Accountability Code as its policy. In so doing, members of the Board of Directors commit to being responsible custodians of donated funds, to exercise due care concerning the governance of fundraising and financial reporting, and to ensure to the best of its ability that the CAHCF adheres to the provisions of the Code.

It is hereby confirmed that each member of the Board of Directors has received a copy of the Ethical Fundraising and Financial Accountability Code, and that a copy will also be provided to each person who is subsequently elected to the Board of Directors.

The Board of Directors is committed to carrying out all fundraising activities on behalf of the CAHCF in accordance with the provisions of the Canadian Centre for Philanthropy's Ethical Fundraising and Financial Accountability Code.

Directors shall be responsible to ensure that the CAHCF has policies in place that address the Ethical Fundraising and Financial Accountability Code, that they commit to good stewardship of donated funds, that they exercise due care concerning the governance of fundraising and financial reporting, and that they ensure to the best of their ability that the CAHCF adheres to the provisions of the Code.

1. RESPONSIBILITIES OF THE EXECUTIVE DIRECTOR IN RELATION TO FUNDRAISING

The Executive Director shall ensure that the CAHCF:

- Abide by the Alberta Charitable Fund-raising Act, the Canadian Income Tax Act, and any Board-approved policies that apply to the Ethical Fundraising and Financial Accountability Code;
- Record and address any complaint received from a donor in accordance with the actions outlined in section 2 of this policy;
- Inform any unsatisfied donor of their option to appeal in writing to the Board of Directors pursuant to Governance Process policy;
- Use all restricted or designated donations that are subject to the conditions of limitations by the donor or fundraising appeal for the purposes for which they are given, or if alternative uses are required, as the approved operational policies require;
- Not pay any fundraiser finder's fees, commissions, or other payments based on either the number of gifts received or on the value of funds raised. Compensation will be through a salary, retainer, or flat fee for service; and/or
- Not sell, exchange, rent or share donor lists.

2. COMPLAINTS REGARDING FUNDRAISING ACTIVITIES

If the Executive Director of the CAHCF is unable to address a donor's complaint or concerns, the unsatisfied donor may appeal in writing to the Board of Directors or designate and will be advised in writing of the decision

of the appeal by the Chair of CAHCF. If the complainant is still unsatisfied, the Board will inform the complainant that they may contact the Canadian Centre of Philanthropy in writing.

Any complaints received by a Director or Executive Director of the CAHCF shall be brought forward at a regularly scheduled Board Meeting, at which time the Board shall discuss and agree upon a course of action. A formal response will be made by the Board to the Complainant. .

3. ALLOCATION OF UNDESIGNATED FUNDS

20% of all undesignated funds and investment income received during the year shall be allocated to an endowment fund the community foundation designated by the CAHCF as the steward of its endowment fund and acknowledged by way of a record in the Financial Statements of the Foundation labelled as 'Internally Restricted'.

The purpose of the endowment fund is to provide sustainable funding for the future of the Foundation. At each financial year end, the amount to be applied to the endowment fund shall be determined.

The approved amount shall be transferred to the endowment fund within 30 days of the financial year end.

4. ALLOCATION OF ADMINISTRATIVE EXPENSES FOR FUNDRAISING PROJECTS

The Board must determine whether administrative expenses for each fundraising project are to be covered by the administrative budget of the CAHCF (that is, from the operating grant received from Alberta Health Services (AHS) and or proceeds from the endowment fund or covered by the funds raised from the project.

- The expenses for any of the Foundation's fundraising projects (not including the expense of the Executive Director and general expenses of the Foundation) shall be covered from the funds raised by the project.
- If any new fundraising projects are contemplated by the Foundation, the Board shall determine at the outset of each project the amount, if any, of the administrative expenses that will be covered by the administrative portion of the Foundation's budget.
- The Executive Director is to monitor income and expenses for each fundraising project and report to the Board the earnings and expenditures to ensure that expenses are minimized and that funds available for fulfilling the mandate of the Foundation are maximized.

5. CRA GUIDELINES FOR FUNDRAISING BY REGISTERED CHARITIES

Canada Revenue Agency's (CRA's) guidelines for fundraising ratios for organizations annually is 35% or less, meaning fundraising expenses should not exceed thirty-five cents for every dollar raised.

[Fundraising by registered charities - Canada.ca](http://Canada.ca)

The CAHCF will comply with CRA guidelines with administrative charges as follows:

Fundraising Activity/Method	Average Cost to Raise One Dollar	Percentage
Capital Campaign/Major Gifts	\$0.05 to \$0.10 per dollar raised	5-10%
Corporations/Foundations	\$0.20 per dollar raised	20%
Direct Mail Acquisition	\$1 to \$1.25 per dollar raised	100-125%

6. INVESTMENT OF HOSPITAL FOUNDATION FUNDS

The value of funds invested and the length of time for which the funds are invested ("locked in") shall be determined by the Executive Director, Chair, and Treasurer, with input from the Senior Executive Leader of the Canmore Hospital.

Factors to be taken into consideration when determining the value and length of investment include:

- timing of proposed expenditures;
- level of proposed expenditure; and
- maintaining a level of liquidity for unforeseen expenditures.

The investments shall be linked to the Foundation's main bank account so that funds can be transferred between the investment account and the bank account. All transfers require approval from two signing officers of the Foundation. The Executive Director shall have access to complete the transfers electronically (that is, via the internet, telephone, fax or other means); however, any such transfer must be approved in writing by two of the signing officers.

The Executive Director shall report regularly to the Board regarding the levels of investment and the return on investment.

Donations of securities will be liquidated to cash as soon as possible upon receipt. Tax receipts for donations for the donations of securities will be issued subject to market fluctuations.

7. PURCHASES FOR THE HOSPITAL

The Hospital is able to purchase equipment without incurring GST expenses. Thus, it is more advantageous for the Hospital to make large item purchases and for the Foundation to reimburse the Hospital for such purchases. In the event of a large item purchase, the Board of the Foundation must make a motion to direct the Administrator of the Canmore Hospital to purchase specific equipment. Upon receipt of the equipment, Alberta Health Services (AHS) or the Canmore Hospital will present an invoice to the Executive Director of the Foundation who will then prepare a cheque for Alberta Health Services.

When requesting funds for the purchase of equipment or programs, the hospital's Senior Executive Leader must provide a brief description/request to the Board, which is to include the following:

- amount/value of the request
- a description of the equipment to be purchased
- an outline of the fund from which the purchase is to be made
- reason for the purchase
- benefits that will come from the purchase and confirmation that the purchase fits within the approved needs plan of the Hospital. If the purchase does not fit within the approved needs plan, then an explanation is required to explain the need.

8. APPROVAL AUTHORITY SCHEDULE

The Approval Authority Schedule establishes the authority that is required for each functional role, to approve procurements of goods and services related to operations and the approval of requests for funding at different dollar thresholds.

- Table #1 – Operational Expenses Approval Schedule – Purchase of Goods and Professional Services
- Table #2 – Funding Approvals Schedule – Response to requests for funding

Table 1. The purchase of goods and professional services must align with the operational budget. The annual operating budget is created and monitored by the finance committee and approved by the full board on an annual basis.

Table 2. Consideration of funding requests must be reviewed by the executive director and for requests exceeding \$10,000 by at least one member of the board's executive. Requests must also be discussed with the Director of Rural Health. Documentation of all requests and decisions regarding approvals must be provided to the board at the next board meeting. For all requests over \$25,000 funding decisions cannot be made without full board consideration of the request.

Approval Authority Schedule

Table 1: OPERATIONAL EXPENSES APPROVALS		
Amount	Procurement Method	Approval Authority
\$1 - \$100	Cash, cheque, or corporate credit card	Executive Director or Board Chair
\$101 - \$5,000	Cash, cheque, or corporate credit card	Executive Director or Board Chair
\$5,001 - \$10,000	Invitational Competitive: 2 quotes recommended	Executive Director and Board Chair
\$10,001 - \$25,000	Invitational Competitive: 3 quotes required	TWO OF: Board President, Treasurer, Vice President, and/or Secretary
\$25,001 - \$100,000	Invitational Competitive: 3 quotes required	Board President, Treasurer, Vice President, and/or Secretary
>\$100,001	Open Competitive	BOARD RESOLUTION
Table 2: FUNDING APPROVALS		
Request \$	Voting Method	Approval Authority
Up to \$2,000 (any amount)	None	Executive Director *In consultation with Director of Rural Health
\$2,000 - \$10,000	Email	TWO OF: Board President, Treasurer, Vice President, and/or Secretary *In consultation with Director of Rural Health
\$10,001 - \$25,000	Email, video conference, or electronic vote	Board President, Treasurer, Vice President, and Secretary *In consultation with Director of Rural Health
>\$25,000	In person, video conference, or electronic vote	BOARD RESOLUTION *In consultation with Director of Rural Health

DONOR AND GIFT RECEIVING POLICY

1. CAHCF DONOR STATEMENT

The Canmore and Area Health Care Foundation (CAHCF) will ensure its donors:

- Are informed of the CAHCF's mission donated resources are solicited and received, the way the CAHCF intends to use donated resources, and CAHCF's capacity to use donations effectively and for their intended purposes.
- Are informed of the identity of those serving on CAHCF's Board, and to expect that the Board will exercise prudent judgment in its stewardship responsibilities;
- Have access to the CAHCF's most recent financial statements;
- Be assured that their gifts are used for the purposes for which they were given;
- Receive appropriate acknowledgement and recognition;
- Be assured that information about their donation is handled with respect and with confidentiality to the extent provided by law;
- Expect that all relationships with individuals representing CAHCF are professional in nature;
- Are informed whether those seeking donations are volunteers, employees of CAHCF, or hired solicitors;
- Have the opportunity for their names to be deleted from mailing lists; and
- Feel free to ask questions when making a donation, and to receive prompt, truthful and forthright answers.

1. CAHCF DONOR AND GIFT RECEIVING STATEMENT

- CAHCF seeks outright gifts, gifts-in-kind, future gift commitments, and sponsorships that are consistent with its mission and acceptable to the Canada Revenue Agency (CRA).
- Gifts will generally be accepted from individuals, partnerships, corporations, organizations, government agencies, or other entities without limitations unless such gifts originate from a source that is inconsistent with the beliefs, values, and mission of the CAHCF.
- The CAHCF accepts gifts in support of its mission and strategic plan. This policy applies to all fundraising activities of the CAHCF, including endowments, scholarships, planned gifts, campaigns, program-based initiatives, and any arm's length bodies conducting fundraising on behalf of the CAHCF.

2. CANADA REVENUE AGENCY GUIDELINES

The CAHCF follows all CRA guidelines as it relates to donor and gift receiving.

- [Gifting and receipting - Canada.ca](#)
- [Receiving gifts - Canada.ca](#)

3. GIFT ACCEPTANCE

The CAHCF encourages and solicits contributions of cash, securities, and personal and real property, either as outright gifts or as through planned gift vehicles in accordance with the CRA. At all times, CAHCF shall reserve the right to accept or decline a donation. The following conditions may justify such an action, although other situations may also occur if the gift constitutes a non-gift via CRA rules:

- The gift could not be fairly assessed and processed prior to a calendar year-end as per CRA gift-in-kind guidelines, and the donor wants the gift accounted for in that specific year;
- The gift could financially or morally jeopardize the donor and/or the CAHCF;
- The gift or terms of the gift are illegal;
- An appropriate fair market value cannot be determined, or if determined will result in unwarranted or unmanageable expense to the CAHCF;

- There are physical or environmental hazards to the CAHCF in accepting the offered gift;
- The gift involves false promises on the part of either party;
- The gift could jeopardize the CAHCF's CRA status;
- The gift could improperly benefit an individual; and/or
- There are conditions attached to the gift or an understanding sought by the donor, which are unacceptable to the Foundation.

In addition to the above terms, the CAHCF will not accept gifts from individuals or entities whose support may be perceived as undermining the Foundation's nonpartisan status, such as gifts from political parties and elected officials. Where appropriate before acceptance, relevant information about the gift shall be ascertained, including a copy of an appraisal secured by the donor where appropriate/required. The CAHCF reserves the right to secure and rely on its own appraisal.

4. GIFT ACKNOWLEDGEMENT

- Eligible gifts will be acknowledged with a charitable tax receipt and a pre-printed card or personal letter, depending on the level of the gift.
- All donors shall be offered the opportunity to remain anonymous. Their wishes will be strictly adhered to and confirmation of receipt of their request will be acknowledged in writing.
- A thank-you card will be provided for all gifts valued between \$1,000 and \$20,000 CAD.

5. GIFT DESIGNATION

All gifts, regardless of value, form, or designated use, should be made payable to the CAHCF. Donors may choose to have their gift fully expended in the current year, endowed into the future, or directed to a program or project provided that:

- No benefit accrues the donor;
- The directed gift does not benefit any person directly connected to the donor; and,
- Decisions regarding use of the donation within a program rest with the charity, although, where possible, the CAHCF will act in concert with, and be respectful of, the donor's wishes.

In certain instances, a gift may be declined because of the limitations proposed by the donor.

6. TAX RECEIPTING

CAHCF issues official donation receipts in accordance with [Issuing receipts - Canada.ca](https://www.canadahelps.ca/issuing-receipts). Receipts are only issued for funds that the CAHCF will be responsible for spending.

Each receipt is prepared in duplicate, has its own serial number, and will be signed by the Executive Director or the CAHCF Board Chair. In instances where a donation is property and not cash, the fair market value of the property, and the name and address of the appraiser is required.

The CAHCF aims to send out thank-you letters and appropriate documentation (such as charitable tax receipts) to donors within three to five working days of the receipt of gifts. All charitable tax receipts will contain the mandatory elements as listed below, as required by the CRA checklist.

7. OPTIONS FOR DONORS TO DONATE

DONATE ONLINE: CANADAHELPS

- The CAHCF offers donors the option of using CanadaHelps, a secure online processor that allows users to donate to the CAHCF. CanadaHelps immediately processes and e-mails a tax receipt to the donor.

ATB CARES

- By using the secure online site for ATB Cares, donors can make gifts even bigger. ATB, an Alberta-focused organization, will match 15% of a donation up to \$20,000 per month, and up to \$240,000 per fiscal year. The CAHCF may receive up to \$5,000 of matching funds during ATB's fiscal year.

CHARITABLE BEQUESTS

- A charitable bequest is a gift from an estate to a charitable organization through a last will and testament. There are different kinds of bequests, and each kind requires a specific language. To show the precise direction of their assets and to successfully carry out their final wishes, donors must be sure to name the recipient accurately. For example, a bequest to "The Cancer Society" might go to national headquarters instead of to the intended affiliate organization in a donor's community.

PLANNED GIVING

- Legacy gifts are often referred to as planned gifts because they are typically organized over a long period of time by the donor. Planning a gift can often result in a significant contribution to a charitable organization as it has been carefully considered and prepared over time. CAHCF accepts legacy gifts.

[Ways to Give — Canmore Area Health Foundation \(canmorehealthfoundation.com\)](http://canmorehealthfoundation.com)

8. DONOR RECOGNITION POLICY

The CAHCF has a donor-centered approach to its fundraising program. Donor recognition guidelines and processes are based on donor needs and wishes, and allow the flexibility required to respect the individuality of the donor, the donation, and the receiving area. The key purpose of donor recognition is to sincerely show respect for, and appropriate gratitude toward, donors who support the CAHCF. Donors should be recognized and thanked in ways that are meaningful to the donor while simultaneously striving to ensure each donor is involved and engaged with the CAHCF.

The CAHCF recognizes and appreciates the generosity of individuals, businesses and organizations that invest in its programs and research. CRA compliant gifts received by the CAHCF are acknowledged in a manner acceptable to the donor and to the Foundation. It should be noted that gifts that do not comply with CRA guidelines will not be accepted.

Donor recognition benefits are based on the level of the gift. The CAHCF believes that it is important to recognize all financial investments made by supporters as they demonstrate the importance of partnerships in the fulfillment of the Foundation's mission.

Donor recognition shall equitably acknowledge the support of governments, foundations, associations, corporations, and private individuals. Individual donors are required to give consent prior to the CAHCF's public recognition of their gifts, as required by Alberta's Freedom of Information and Protection of Privacy Act (FOIP).

At a certain level, acknowledgement will consider each individual donor's specific needs and wishes, which may include:

- Formal financial reporting on the status of the program, event and/or policy to which the donation was made; and,
- A research update or formal report on the CAHCF's impact on health care in the Bow Valley

Donor recognition will be considered at the conceptual and detailed planning stages of new projects and the re-development of existing ones.



CAHCF – HUMAN RESOURCES POLICY

RECRUITMENT AND SELECTION

OVERVIEW: RECRUITMENT AND SELECTION

- The Canmore and Area Health Care Foundation (CAHCF) shall establish job descriptions for every employee position to be utilized for employee recruitment and selection, and for performance management.
- The Executive Committee shall be responsible for establishing a job description for the Executive Director.
- The Executive Director, with Board approval, shall be responsible for establishing job descriptions for direct report employee positions.
- Job descriptions shall include a detailed inventory of tasks and responsibilities for each position, as well as the required level(s) of education, experience, certifications, and licenses necessary for performing the job role.
- The Executive Committee shall be responsible for recruiting, interviewing, checking references, and recommending a suitable candidate for the position of Executive Director to the Board as a whole.
- The Executive Director shall be responsible for recruiting and selecting all other employees; however, the Executive Director may seek one or more Board members to assist.
- The CAHCF shall provide a written offer of employment to successful candidates. Offers of employment will be written in accordance with Alberta Employment Standards and Occupational Health and Safety Legislation.
- The CAHCF requires existing employees and Board members to declare if a candidate for employment is related by family (defined as any relative), to avoid any conflict of interest.

1. Recruitment Procedures

- Every effort shall be made to find the most suitable candidate using the most appropriate talent acquisition strategies.
- The Executive Director shall be responsible for all aspects of recruitment and for the selection of all employee positions; however, the Executive Director may request the involvement of the Finance and HR Committee where appropriate

2. EMPLOYMENT OFFERS

- Offers of employment will be written and shall include all terms and conditions of employment, including job title, start date, rate of pay, pay period and pay review information, overtime compensation (if applicable), vacation and statutory holiday entitlements, leaves, benefits, hours of work, and details of the probationary period.
- The offer of employment shall also include a relevant reference to Alberta Employment Standards legislation.
- The offer of employment shall be signed by the Board Chair when hiring for the position of the Executive Director and signed by the Executive Director for all other employee hires.
- All offers of employment to new or rehired employees shall be contingent upon the provision of a satisfactory criminal record check before the commencement of employment.
- The costs associated with the provision of the criminal record check shall be borne by the new or rehired employees.

3. CONFLICT OF INTEREST – BOARD MEMBERS AND EMPLOYEES

Board Members and Employees of the CAHCF are expected to adhere to the highest standards of personal and professional integrity and shall protect the interests of the CAHCF. Personal gain must not conflict with any duty to the CAHCF.

- Should a potential conflict exist due to a CAHCF Board member or employee's personal interest in a matter, the Board member or employee shall immediately advise the Executive Director or the Board (as appropriate).
- A CAHCF Board member and/or employee shall be considered to have a potential conflict of interest when they have a direct or indirect financial interest in a matter involving the CAHCF; and where the employee(s) could influence, or appear to be able to influence, the CAHCF on a decision or matter.
 - This includes acceptance of personal gifts beyond moderate courtesy, purchasing decisions for personal gain, and/or written public statements in conflict with the CAHCF.
- CAHCF Board members and employees, and related firms or suppliers are not precluded from selling goods, materials, or services to the CAHCF, provided this activity is consistent with generally accepted competitive commercial practices. Such sales must always be identified at the earliest opportunity to the Executive Director and/or Chair of Board

4. PERFORMANCE PLANNING AND REVIEW

- Employee performance planning and reviews shall be based on an annual cycle and set to impact the development of the annual budget.
- Employee performance shall be in keeping with the standards set by the Board and in alignment with the CAHCF's Strategic Plan.
- In November of each year, the past year's performance shall be reviewed and a work performance plan for the coming year shall be developed in collaboration with employees.
- Informal progress meetings shall be held throughout the year as needed; a minimum of one such meeting is mandatory in the month of May each year.
- The Executive Director's performance plan and review will be conducted by the Executive Committee of the Board. All other employees shall plan and review their performance with the Executive Director.
- Pay reviews and associated increases will be provided based on the results of each performance review and will be awarded by April 1 of each year.

5. PROFESSIONAL DEVELOPMENT

- All employees shall be encouraged and enabled to undertake professional development with the intention of acquiring new skills or enhancing their existing knowledge, expertise, and skills.
- Prior approval for professional development is required from the Finance and HR Committee.
- Upon the recommendation of the Finance and HR Committee, the CAHCF shall allocate specific funds in its annual budget to be made available for employee professional development purposes.

6. EMPLOYEE COMPLAINTS / CONCERNS

A complaint under this policy shall include, but is not restricted to:

- Employee complaints involving an employee's wages, hours, or conditions of work;
- Specific allegations of unlawful discrimination on the basis of Alberta Human Rights Code;
- Board Member concerns; and/or
- Bullying and Harassment

The Board intends, whenever feasible, that complaints be raised, documented, and resolved at the administrative level. Should the complaint not be resolved to the satisfaction of the employee, the following procedure shall be followed:

- An employee who has a complaint shall request a meeting with their immediate supervisor by submitting their complaint in writing.

- The supervisor shall hold the meeting within two (2) business days following receipt of the written request.
- The supervisor shall have two (2) business days following the meeting within which to respond in writing to the employee's grievance.
- If the outcome of the meeting with the supervisor is not to the employee's satisfaction or if the time for a response has expired, the employee may request a meeting with the Board Chair or designate to discuss the complaint.
- The request shall be in writing and must be filed within four (4) days following receipt of the written response from the supervisor, or, if no written response is received, within four (4) business days of the response deadline.
- The Board Chair or designate shall hold a closed meeting with the employee within seven (7) business days following receipt of the written request and shall respond within two (2) business days.
- The Board Chair or designate shall convene a meeting of the Executive Committee to review an employee complaint and, if deemed necessary, shall provide the Executive Committee with copies of the employee's original grievance and all responses in relation to it.
- Timelines may be adjusted based on circumstances of the complaint.
- Outside investigation and/or legal counsel may be sought based on complexity of concern.

7. HARASSMENT AND VIOLENCE

The CAHCF is committed to cultivating a positive and productive work environment that is free of harassment and violence. The CAHCF is:

- Committed to eliminating the hazard of harassment and violence in our workplace;
- Will investigate all incidents of harassment and take corrective action to address them;
- Will disclose only the minimum amount of necessary personal information required to inform workers of a specific or general threat of violence or potential violence; and
- Will not disclose the circumstances related to an incident of harassment or the names of the parties involved (including the complainant, the person alleged to have committed the harassment, and any witnesses) except where necessary to investigate the incident or to take corrective action, to inform impacted parties of the results of the investigation and any corrective action taken, or as required by law.

The harassment prevention policy is not intended to discourage a worker from exercising their rights pursuant to any other law, including the Alberta Human Rights Act. Everyone is obligated to uphold this policy and to work together to prevent workplace harassment. Every employee must work in compliance with this policy and the supporting procedures. All employees are required to raise any concerns about harassment and to report any incidents to the appropriate person. If an employee feels that they are being harassed, they are encouraged to address the harassing behaviour with the harasser if appropriate and where safe. In circumstances in which the employees is uncomfortable addressing the behaviour with the harasser, the employee should report the matter to the Executive Director, the Board Chair, or any member of the CAHCF Board. In all circumstances, any harassing behaviour should be reported to the Executive Director and the CAHCF Board of Directors and Board Chair.

- An employee complaint will be kept as confidential as possible, consistent with the need to conduct an investigation in compliance with provincial legislation.
- Any employee who is aware that another employee is being harassed because of race, religious beliefs, colour, physical disability, mental disability, age, ancestry, place of origin, marital status, source of income, family status, gender, gender identity, gender expression and sexual orientation should report the harassment to the Executive Director, Board Chair or Board of Directors.
- Violation of this policy will subject an employee to disciplinary action, up to and including termination of employment. Supervisors and managers are covered by this policy and are prohibited from engaging in harassing conduct in violation of this policy.

- No individual has the authority to suggest that an employee or applicant's employment or advancement will be contingent upon a personal relationship.

8. EMPLOYEE RESIGNATION AND TERMINATION

In accordance with Alberta Employment Standards Code, employees must provide the CAHCF with written notice of their intention to resign as follows:

- One (1) week's prior notice is required if an employee has more than three-months' to two-years' (3-months' to 2-years') service; or
- Two (2) weeks' prior notice is required if employees have two (2) or more years of service.

The Executive Director shall conduct an exit interview with all resigning employees. In the event of the Executive Director's resignation, the Board Chair will conduct the exit interview. The CAHCF shall follow all Alberta Employment Standards legislation if it wishes to terminate the employment of an employee.

9. PRIVACY POLICY

The CAHCF's practices and procedures for protecting the personal information collected from donors, employees and Board members shall be based on and in compliance with the Alberta Personal Information Protection Act (PIPA).

Personal Information shall not be used for purposes other than those for which it was collected. Personal Information collected may be used for:

- Receipts
- Event Tickets
- Sharing of information regarding the CAHCF's activities, events and charitable work (e.g. newsletters and reports)
- Contact for service issues or questions
- Employment and regulatory records

Personal Information shall not be distributed in any form to other organizations or individuals.

- The CAHCF shall publish a Donor's Privacy Statement, which will be posted on its website and in the main office, and will be generally made available to anyone who requests it.
- The Executive Director is responsible for establishing written operating procedures regarding the protection of personal information that are compliant with PIPA and the policies above.
- The Executive Director is the primary contact for privacy matters.
- The Board Secretary shall conduct an audit of privacy procedures as carried out by employees in the month of May each year. This audit shall consist of a meeting with the Executive Director who will review procedures with the Secretary. The Secretary will report the findings of the audit to the Board at the June meeting Board meeting.
- Personal information shall not be stored on portable memory devices or portable computers.
- Paper documents containing personal information shall be stored in secure, locked cabinets located in a lockable room.

CAHCF – BOARD RESPONSIBILITIES AND DECISION MAKING

1. BOARD RESPONSIBILITIES AND EXECUTIVE DIRECTOR APPOINTMENT

- The Board shall be formed in the manner set out in Article 6 of the Canmore and Area Health Care Foundation (CAHCF) bylaws.
- The role of the Board is to provide strategic direction to the CAHCF to inform the CAHCF's policies.
- The responsibilities of each Board Member are outlined in the CAHCF's accountability statements.
- The responsibilities of each of the Board's Committees are detailed in the Terms of Reference documents of the established committees.
- The role of the Board of Directors is to approve policies that have been developed by the Executive Director and the CAHCF Board's Committees.
 - The role of the Executive Director is to propose policies, to establish and implement procedures, to identify policy shortcomings and/or needs, and to propose procedures to assist the Directors.

2. APPOINTMENT OF THE EXECUTIVE DIRECTOR OF THE CAHCF

- The recruitment, selection and appointment of an Executive Director is a key accountability of the Board of Directors.
- The responsibilities of the Executive Director are detailed in the Executive Director Accountability Statement.
- If a vacancy is present in the position of Executive Director, the Board will utilize the Finance and HR Committee to establish the recruitment and selection process to hire a new Executive Director.
- The Finance and HR Committee will also develop a search process (including advertising, short-listing of candidates, and interviewing) for the Board's review and approval. Advertising for the position is required by Alberta Health Services (AHS).
- Upon executing the search process, the committee will recommend to the Board (with rationale) its preferred candidate.
- A majority of at least 75% of the members attending the Board meeting must approve the appointment of the Executive Director.
- The chair and/or committee chair will then be authorized to negotiate the employment agreement and hire the new Executive Director.

3. TERMINATION OF THE EXECUTIVE DIRECTOR OF THE CAHCF

- Based on the recommendation of the Executive Committee or a motion approved by at least half of the Directors, the Board may consider terminating the employment of the Executive Director.
- On receipt of such a recommendation or motion, the Chair must call a special meeting of the Board within three weeks wherein the termination of the Executive Director is the only item of business.
- Quorum for this Special Meeting must be sixty percent (60%) of the Board.
- Termination can only occur if approved by at least sixty percent (60%) of the Board members attending the Special Meeting.
- The Board is required to follow Alberta Employment Standards legislation in the execution of the termination of employment.

4. EXECUTIVE AUTHORITY OF THE EXECUTIVE DIRECTOR OF THE CAHCF

The Executive Director is responsible, within the parameters established by the Board, for determining the methods by which the Board's directions and policies will be executed and its desired outcomes achieved. For a detailed description of the role, please review the Executive Director Accountability Statement.

The Executive Director shall be accountable to the Board for operating the CAHCF in accordance with approved policies consistent with the requirements of any legislation, CAHCF bylaws or regulations. The Executive Director shall ensure that all staff members are knowledgeable of, and act consistently with, the approved policies and procedures.

- The Executive Director shall report to the Board Chair.
- If the CAHCF decides to hire additional employees, the Executive Director is responsible for delegating responsibilities to the staff.
- Communication between the Board, committees or individual Board members, and employees will ordinarily be through the Executive Director.
- Requests for organizational resources or staff time will be made to the Executive Director.

5. EXECUTIVE DIRECTOR – PERFORMANCE EVALUATION

The Executive Director is the sole official link between the Board and the Foundation that it governs. The responsibilities of the Executive Director lie in delegated authority and compliance of the parameters established by Board policy and directives, and as defined in the Accountability Statement.

The Executive Director's job contributions can be expressed as performance in the following areas:

- Achievement of Annual / Fiscal Plan for each financial year, and
- The good stewardship of the Foundation in compliance with organizational policies.

The Board Chair shall ensure that the process of evaluation will occur in a manner that is fair and transparent. The Executive Director will be provided with an opportunity to develop annual objectives / goals to guide the annual performance within the identified strategies of the Board.

- The objectives / goals will be agreed upon by the Board and the Executive Director as the basis for the performance evaluation. These objectives can be changed during the year with the approval of both parties.
- At the beginning of each fiscal year, the Executive Director will draft objectives for the coming year and discuss these with the Executive Committee. The agreed upon objectives will be presented to the Board for its approval.
- At the end of the fiscal year, the Executive Director will complete a written self-evaluation of progress on meeting objectives, complete a report on overall foundation performance during the year, and summarize the highlights of this feedback in a report. These reports will be provided to the Board Chair.
- During the year, observations made by Board members regarding the Executive Director's performance should be shared regularly with the Executive Director.
- The Chair will seek input from officers of the Board, Committee Chairs, and other Board members, and prepare a written evaluation of the Executive Director's performance utilizing the information submitted by the Executive Director and Board members. This evaluation will be presented to the Finance and HR Committee for discussion and/or for recommendations when and if applicable.
- The Finance and HR Committee will provide a summary of the performance review to the Board as close to the year end as possible. The Board will meet in-camera without the Executive Director for the specific purpose of reviewing the performance evaluation.
- The Executive Committee will meet with the Executive Director to review a written record of the performance evaluation, and to address any recommendations arising from the Board's feedback (including areas of outstanding performance and areas for improvement).

6. DECISION PROCESSES

The Foundation will strive for collaborative decision-making and consensus, but if consensus cannot be reached, decisions will be made by a majority vote. The CAHCF's bylaws and governance policies will be kept current and available to both Directors and to the public.

- The Chair of the meeting will vote only as the deciding vote in the case of a tie.
- Copies of the CAHCF's bylaws and the policy manual are to be maintained on the Foundation's website, and Board members are to be informed whenever changes to the documents on the website are made.
- Changes to the policy manual are to be made by a Board decision.

7. ELECTRONIC VOTING

Periodically, matters arise that must be addressed prior to the next scheduled Board meeting. At their discretion, the Chair may initiate an electronic discussion and vote to address such a matter. Electronic votes should not be used for complex or controversial matters.

- An e-mail describing the matter and the proposed action will be sent to all Board members by the Chair (or designate). Wherever possible, the proposed action should be in the form of a motion.
- This initial message will invite discussion of the matter and will specify the date and time at which a vote will be taken. This timeline will normally be five (5) days from the date of the original email message, but the time may be shortened if greater urgency is required or if the motion is routine.
- When discussions are taking place, members shall use the "Reply to All" e-mail function.
- At the deadline, the Chair will send out another e-mail message calling for the vote. A secure online voting platform will be used to conduct online votes. When a majority of available members have voted in favour of a motion, or a majority has voted against a motion, the Chair will declare whether the motion has passed or was defeated in a final e-mail message.
- The e-mail discussion and voting process shall be included in the minutes as if the process were a special meeting of the Board. These minutes shall be formally adopted at the next regular meeting.
- If a matter becomes more controversial or complex than expected, any Board member may request a meeting to decide the matter. The original motion shall be on the floor when the meeting begins.
- If a member does not have ready access to e-mail, the Chair will communicate the motion by phone or fax and relay any comments to the rest of the Board.

CAHCF – BOARD RECRUITMENT POLICY

OVERVIEW: BOARD RECRUITMENT

The ability of the Canmore and Area Health Care Foundation (CAHCF) Board to help an organization reach its goals depends entirely on how and by whom decisions are made; as such, the CAHCF Board will evaluate its own needs and priorities and build its Board accordingly. Considerations such as commitment to the organization, professional skills, philanthropic spirit, and experience with complex organizations are specific skills the Board will look for in new Board members. Equally, the CAHCF will be looking to advance its Diversity Equity and Inclusion (DEI) commitments in Board recruitment. Diversity on the CAHCF board is essential to ensure varying opinions, approaches, attitudes, and solutions for the work in which it is engaged.

1. TALENT ACQUISITION

- A Recruitment and Selection Committee will be created, and will include the Board Chair, the Executive Director, and one other Board member.
- Board job postings will be created using the Board Member accountability statements.
- The job postings will be advertised through the local newspaper, popular job boards, and through LinkedIn.
- Board Members are also able to refer contacts to the Recruitment and Selection Committee

2. SELECTION

Once applications are received, the Recruitment and Selection Committee can review all the applicants and determine which candidate(s) with whom it is interested in speaking. Interviews will then be arranged.

- If the CAHCF is interviewing several potential candidates, the CAHCF will use a rating sheet outlining key issues with which to compare candidate applications.
- During the interview process the CAHCF will present the candidates with the Board Member accountability statement and discuss any specific expectations of qualifications, such as involvement in fundraising or providing professional advice related to board decisions.
- The candidates will be told how often the board meets and what is expected regarding meeting attendance and committee work.
- Potential applicants will also be provided with a general sense of how much time their appointment requires, and the Board will provide them with a schedule of board and committee meetings.

3. APPOINTMENT DECISIONS

- Once the Selection Committee has made its decisions, recommendations should be presented to the Board on the candidates who have been identified as new Board Members
- This nomination process will take place at a Board Meeting

4. APPOINTMENT AND ON-BOARDING

- Based on the nomination decisions, a member of the Selection Committee will reach out to the candidates and advise them of their appointment or confirm the decision not to appoint.
- The CAHCF will provide a thorough orientation to board service; an introduction to the organization, its mission, and programs; clarification of time commitments for the role; and an opportunity to get to know other Board members.

New Board Members will be provided with:

- An accountability statement relevant to their role;
- A copy of the annual report;
- A meeting schedule; and
- Financial statements.

All CAHCF Board members are expected to participate in the CAHCF orientation.

Overview: Occupational Health and Safety

The Alberta Occupational Health and Safety (OHS) Act establishes minimum standards for healthy and safe practices in Alberta workplaces. The Canmore & Area Health Care Foundation (CAHCF) Board and Executive Director shall ensure, as far as it is reasonably practicable for the employer to do so, the health, safety, and welfare of worksite employees, of employees present but not performing work at a work site, and all other persons including contractors at or in the vicinity of the work site who may be affected by hazards originating from the work site itself. The “work site” includes any location where tasks are being performed under the direction of CAHCF.

Employees, managers, directors, and contractors at every level are responsible and accountable for the CAHCF’s health and safety performance. Active participation by everyone, every day, in every job is necessary for the safety excellence the CAHCF expects.

As part of CAHCF’s obligation to ensure health and safety, it will not tolerate harassment or violence. This includes harassment and violence during working hours but may in certain circumstances also include harassment and violence outside of working hours.

- “Harassment” means any single incident or repeated incidents of objectionable or unwelcome conduct, comment, bullying or action by a person toward another person that may cause offence or humiliation, or adversely affects another’s health and safety.
- “Harassment” includes conduct, comments, bullying, or actions based on race, religious beliefs, colour, physical disability, mental disability, age, ancestry, place of origin, marital status, source of income, family status, gender, gender identity, gender expression, and/or sexual orientation.
- “Harassment” also includes sexual solicitation or advances.
- “Harassment” does not include any reasonable conduct of a manager in managing workers or a work site.
- “Violence” refers to any threat, conduct, or attempted conduct that causes or is likely to cause physical or psychological injury or harm. Violence can also include domestic or sexual violence.

The commitment to communicating health and safety issues will be outlined during onboarding and orientation, Board and Executive Committee meetings, and in CAHCF materials. The Executive Director will provide an Occupational Health and Safety Program (policy), ensure job procedures, safe work practices, proper equipment, and training. All employees and contractors of CAHCF are required to be familiar with the [Alberta Occupational Health and Safety Legislation](#) as it pertains to their work processes.

1. HARASSMENT AND VIOLENCE

CAHCF is committed to cultivating a positive and productive work environment that is free of harassment and violence. CAHCF is:

- Committed to eliminating the hazard of harassment and violence in our workplace;
- Will investigate all incidents of harassment and take corrective action to address them;
- Will disclose only the minimum amount of necessary personal information required to inform workers of a specific or general threat of violence or potential violence; and
- Will not disclose the circumstances related to an incident of harassment or the names of the parties involved (including the complainant, the person alleged to have committed the harassment, and any witnesses) except where necessary to investigate the incident or to take corrective action, to inform impacted parties of the results of the investigation and any corrective action taken, or as required by law.

CANMORE AND AREA HEALTH CARE FOUNDATION BYLAWS

Article 1 - Name

1.1 Name

The name of the health foundation is the Canmore and Area Health Care Foundation.

Article 2 – Interpretation

2.1 Definitions

In these bylaws, unless the context otherwise requires:

- (a) “**Act**” means the *Regional Health Authorities Act*, R.S.A. 2000, c.R-10, as amended from time to time;
- (b) “**Board**” means the governing Board of Trustees of the Foundation;
- (c) “**Chair**” means the Chair of the Board of Trustees of the Foundation;
- (d) “**Communities**” means the following communities served by the Foundation: The Bow Corridor Service Area which includes an area that extends from Cochrane and the Stoney First Nation Reserve west to the British Columbia border. The population of the area is approximately 75,000 people;
- (e) “**Enactments**” means the Act and all regulations thereunder, or an enactment that is made applicable by a regulation under the Act, as each may be amended from time to time;
- (f) “**Foundation**” means the Canmore and Area Health Care Foundation , deemed to be a corporation under the Regulation;
- (g) “**Fundraising Plan**” means a plan, as required by section 3(1)(h) of the Regulation and described in section 3(1)(f) of the Regulation, that sets out the specific purposes and effects of the Foundation’s fundraising, and is approved by the Board;
- (h) “**Minister**” means the member of Executive Council charged with responsibility for the Act, currently the Minister of Health, as determined under section 16 of the *Government Organization Act*, R.S.A. 2000, c.G-10;
- (i) “**Regulation**” means the *Regional Health Authorities Foundations Regulation*, AR28/2007, as amended from time to time;
- (j) “**Relevant Regional Health Authority**” means Alberta Health Services, unless another regional health authority is designated by the Minister; and
- (k) “**Trustee**” means any person who is appointed as a member of the Board.

Article 3 – Statutory Basis of Bylaws

3.1 Statutory Basis of Bylaws

The Relevant Regional Health Authority hereby enacts the following bylaws governing the organization and functioning of the Foundation under the provisions of the Regulation.

The Foundation is not a trust corporation for the purposes of the *Loan and Trust Corporations Act*.

3.2 Binding Effect

These bylaws bind the Foundation and all present and future Trustees of the Foundation to the same extent as if each had signed, sealed and delivered to each of the others a promise to comply with and be bound by the bylaws and all acts, decisions, proceedings and things done and taken under the bylaws.

3.3 Conflict with Act or Regulation

These bylaws are subordinate to the Enactments and are not intended to conflict with the Enactments. In the case of conflict between the bylaws and the Enactments, the bylaws are to be interpreted to the extent possible so as to eliminate the conflict. If it is not possible to so interpret the bylaws, the Enactments prevail and the conflicting provision of the bylaws shall be considered as separate and several from the bylaws, the balance of which shall remain in force and be binding as if the conflicting provision had not been included.

3.4 Severability

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

Article 4 – Objects

4.1 The Objects of the Foundation are:

- (a) to solicit and receive by gift, bequest, devise, transfer or otherwise, property of every nature and description;
- (b) subject to any prior trust conditions imposed on the use of the property, to hold, use and administer the property generally for the benefit of:
 - (i) the Relevant Regional Health Authority generally;
 - (ii) each health facility located within, or to be located within, the Communities that is owned and operated by the Relevant Regional Health Authority;
 - (iii) each health program located within the Communities and operated by, or to be operated by, the Relevant Regional Health Authority; and
- (c) to further health care education for the residents of the Communities.

4.2 The profits, income and other property of the Foundation, if any, shall be applied solely toward the promotion of the objectives of the Foundation and no portion shall be paid or transferred or be available directly or indirectly by way of bonus, dividend or otherwise, howsoever for the benefit of any other objective.

4.3 In the event that the bylaws of the Foundation are amended, in accordance with section 12.1 of these bylaws, the Foundation shall ensure that funds accumulated, acquired or pledged before the effective date of the amendment are used solely, in accordance with any applicable trust conditions, to carry out the purposes of the Foundation as they existed immediately before that date. Funds raised subsequent to the effective date of the amendment shall be directed to the amended purposes of the Foundation.

4.4 The Foundation shall operate as a charitable organization only.

Article 5 – Powers and Duties of Foundation

5.1 Powers and Duties

The Foundation:

- (a) shall take such steps as the Board deems necessary to enable the Foundation to acquire, accept, solicit or receive legacies, gifts and grants, settlements, bequests, endowments and donations of any kind whatsoever for the purpose of furthering the objectives of the Foundation;
- (b) shall adhere to any trust conditions attaching to any real and personal property that it has received;
- (c) shall carry on its business without the purpose of gain of its Trustees and shall not pay dividends or remuneration of funds to its Trustees;
- (d) shall apply the profits, if any, and other income of the Foundation to carry out the purpose and objectives of the Foundation;
- (e) shall conduct and administer the affairs of the Foundation and generally exercise all such other powers and such other acts and things as the Foundation is authorized by the Board to exercise and do;
- (f) may enter into contracts and do all other things that the Board determines necessary, desirable or expedient to carry out its objectives;
- (g) may employ such persons at such salaries and other remuneration as the Board may from time to time consider appropriate;
- (h) shall take such steps as deemed necessary by the Board to develop an annual Fundraising Plan in partnership with the Relevant Regional Health Authority;
- (i) may, subject to and in compliance with prior trust conditions, transfer any of its property to the Relevant Regional Health Authority; and
- (j) notwithstanding anything in the bylaws to the contrary, the Foundation shall not incur debts other than debts for current expenses, debts incurred with respect to the purchase and sale of investments and debts incurred in the course of administering charitable activities.

Article 6 – Board

6.1 Board Composition

The Foundation shall be governed by a Board consisting of Trustees appointed by the Relevant Regional Health Authority in accordance with the Regulation and the following provisions:

- (a) There shall be not fewer than five (5) to a maximum of 15 trustees, who shall be voting Trustees of the Foundation. The voting Trustees, other than persons who are members of the Relevant Regional Health Authority, shall be chosen from:
 - (i) a list of persons compiled by the Relevant Regional Health Authority, pursuant to a public nomination or appointment process implemented by the Relevant Regional Health Authority; or
 - (ii) a list of persons nominated by the Board; or,
 - (iii) a combination of both lists described in sections 6.1(a)(i) and 6.1(a)(ii) of these bylaws.
- (b) At least one (1) Trustee must be a representative of the public and who is not a member of the Relevant Regional Health Authority.
- (c) The Relevant Regional Health Authority may appoint additional persons as non-voting Trustees of the Board.

6.2 Eligibility

- (a) No person is eligible to be or remain a voting Trustee of the Board unless that person is ordinarily a resident of Alberta;
- (b) To be eligible to be a Trustee of the Board a person:
 - (i) must be at least 18 years of age with the power under law to contract; and
 - (ii) must have a demonstrated interest in the health of the Communities and in health issues generally;
- (c) A majority of the voting Trustees of the Board must ordinarily be residents of the Communities;
- (d) The following persons are eligible to be a Trustee of the Board, but not more than one-third of the Trustees may consist of:
 - (i) employees of the Relevant Regional Health Authority;
 - (ii) independent health service providers who, directly or indirectly through a corporation, partnership or other association receive income through the provision of health services from the Government of Alberta or the Relevant Regional Health Authority;
 - (iii) employees of persons referred to in 6.2(d)(ii) of these bylaws; or
 - (iv) other persons who rely in whole or in part on contracts with the Relevant Regional Health Authority as a means of earning their livelihood.

6.3 Term of Office

The term of office for Trustees of the Board shall be determined upon the appointment of each Trustee and shall not exceed three (3) years. The total length of service for any Trustee shall not exceed nine (9) consecutive years.

6.4 Chair

The Chair shall be elected by and from the voting Trustees of the Board. The Chair may serve a maximum of 2 consecutive terms.

6.5 Officers

At the first meeting, and every year thereafter, the Board shall appoint such officers (e.g., Chair, Vice-Chair, Secretary/Treasurer, executive and administrative officer) as the Board may determine from time to time, and who shall have such titles and authority and shall perform such duties as may from time to time be determined by the Board.

6.6 Committees and Advisory Councils

- (a) The Board may, by resolution, establish such committees or advisory councils as deemed necessary for the purpose of providing assistance in carrying out the duties and responsibilities of the Board;
- (b) The members of such committees or advisory councils shall hold office at the discretion of the Board;
- (c) Committee or advisory council members shall not be entitled to vote or receive remuneration; and
- (d) All committees or advisory councils shall report to the Board with respect to activities undertaken to assist the duties and responsibilities of the Board.

6.7 Remuneration

Trustees of the Board are not entitled to remuneration for acting as Trustees but the Board may authorize payment of disbursements properly incurred by a Trustee in the course of carrying out the duties of a Trustee.

6.8 Termination and Resignation

- (a) The Relevant Regional Health Authority may, by written notice, terminate the appointment of a Trustee of the Board in the event that the Trustee ceases:
 - (i) to be ordinarily resident in Alberta, in the case of a voting Trustee; or
 - (ii) to meet any of the qualifications or other eligibility requirements set out in these bylaws.
- (b) A Trustee of the Board may resign by notice in writing to the Board. Such resignation shall be effective upon receipt of notification by the Board. The Board shall, in turn, advise the Relevant Regional Health Authority of the resignation.
- (c) The position as a Trustee of the Board shall be automatically vacated upon the death of the incumbent.

6.9 Vacancies

Vacancies on the Board shall be filled pursuant to the process referred to in sections 6.1 and 6.2 of these bylaws.

6.10 General Powers and Responsibilities of the Board

The Board has all the power and authority granted to it in the Enactments and the fact that a matter is not specifically addressed in these bylaws shall not detract from the power and authority provided to the Board by the Enactments. Without limiting the foregoing, the Board shall manage and administer the affairs of the Foundation and have all the power and authority to carry out the objects of the Foundation as set out in the Enactments and these bylaws, including making or causing to be made for the Foundation, in its name, any kind of contract or other obligation which the Foundation may lawfully enter into and save as hereinafter provided, generally exercise all such other power and all such other acts and things as the Foundation is authorized to exercise and do.

6.11 Specific Powers and Responsibilities of the Board

Without limitation to the powers set out in section 6.10 of these bylaws, the Board shall have the following powers and responsibilities:

- (a) Acquisition of property
 - (i) acquire, accept, solicit and receive legacies, gifts, grants, settlements, bequests, endowments and donations of any kind whatsoever for the purpose of furthering the objects of the Foundation;
 - (ii) purchase, lease or otherwise acquire any property and convey, transfer, sell, exchange or otherwise dispose of shares, stocks, rights, warrants, options and other securities, lands, buildings and other property, moveable or immovable, real or personal, or any right or interest therein owned by the Foundation, for such consideration and upon such terms and conditions as the Board deems advisable; and
 - (iii) acquire and hold any real property upon or in respect of which the Foundation may, from time to time, have held security, if in the Board's opinion the acquisition or holding of such real property is in the interests of the persons beneficially interested; and
- (b) Utilization of property

- (i) pay from the property held by the Foundation, all reasonable costs and expenses incurred for managing and administering the affairs of the Foundation and provide for such reserves as the Board considers prudent;
- (ii) expend the capital or the annual income of the Foundation's property or so much thereof as the Board considers appropriate (subject always to any restrictions on the expenditure of capital imposed by any donor) in support of the objects of the Foundation;
- (iii) pay from the property held by the Foundation:
 - (A) all brokerage fees, transfer taxes and other expenses incurred in the sale and purchase of investments;
 - (B) all property taxes, income taxes or other taxes of any kind at any time levied or assessed upon the Foundation or any asset thereof;
 - (C) all taxes, income or otherwise, as may be applicable by persons receiving payment or payments from the Foundation;
 - (D) all or any reasonable portion of the fees or salary of any investment counsel, investment analyst or officer retained in connection with the property of the Foundation, whether such persons are employees of the Foundation or not; and
 - (E) any approved expenses of a Trustee;
- (iv) withhold all or any payment as the Board may in its discretion deem proper to protect the Foundation and the Foundation's property against any liability or claim on account of any income, estate or other tax or succession or other duties of any character, and the Foundation may use all or any part of any amount so withheld to discharge such liability or claim;
- (v) compromise or submit to arbitration any claim by and any debt or obligation due from any person, firm or corporation to the Foundation or to any person, firm or corporation from the Foundation, modify any rights or obligations of the Foundation in connection therewith, and take appropriate measures by way of proceedings at law or otherwise to enforce or realize on any investment of the Foundation;
- (vi) insofar as it may be necessary, desirable or expedient to effect the objects of the Foundation to:
 - (A) borrow money upon the credit of the Foundation upon such terms, for such period of time and at such rates of interest as the Board, in its discretion, deems to be in the best interests of the Foundation;
 - (B) issue, reissue, sell or pledge bonds, debentures, notes or other evidences of indebtedness or guarantee of the Foundation, whether secured or unsecured as the Board, in its discretion, deems to be in the best interests of the Foundation; and
 - (C) charge, mortgage, pledge or otherwise create a security interest in all or any currently owned or subsequently acquired real or personal, movable or immovable property of the Foundation, including book debts, rights, powers, franchises and undertakings to secure any such bonds, debentures, notes or other evidences of indebtedness or guarantee or any other present or future indebtedness or liability of the Foundation.

Subject to subparagraph (A) of this paragraph (vi), nothing in this paragraph (vi) limits or restricts the borrowing of money by the Foundation on bills of exchange or promissory notes made, drawn, accepted or endorsed by or on behalf of the Foundation.

Notwithstanding the foregoing, no benefit given, devised or bequeathed in trust to or to the use of the Foundation for endowment purposes, shall be pledged, transferred or assigned to obtain credit or to receive funds; and

(c) Foundation investments

- (i) subject to these bylaws, establish an investment and borrowing policy and/or guidelines from time to time;
 - (ii) exercise voting privileges personally or by proxy, relative to any stocks, shares, bonds or other securities, and give general or special proxies or powers of attorney, with or without power of substitution; exercise any conversion privileges, subscription rights or other options in connection with any stocks, shares, bonds or other securities, and make any payments incidental thereto; consent to or otherwise participate in corporate reorganization, or other changes affecting corporate shares and securities which may be issued as a result of any such corporate reorganization or change; and generally exercise any of the powers of an owner with respect to stocks, shares, bonds, securities or other property held by the Foundation; and
 - (iii) register any investment held by the Foundation, in the name of the Foundation or a corporate nominee for the Foundation, that the Board may designate, provided that the books and records of the Foundation shall at all times show that all such investments are part of the Foundation; and
- (d) Other
- (i) appoint a person in charge of the administrative and executive functions of the Foundation who shall be designated as the Executive Director, President and/or Chief Executive Officer. The Board may delegate to this person full or partial power to manage and direct the business and affairs of the Foundation (except such business and affairs of the Foundation as must be transacted or be performed by other officers, by the Board and/or by the Trustees) and to employ and discharge agents and employees of the Foundation. Such authority may be more specifically defined in a position description approved by the Board from time to time;
 - (ii) authorize one or more Trustees, officers or employees of the Foundation to make statements to the media or public;
 - (iii) make, execute, acknowledge and deliver any and all documents of transfer and conveyance, and all other instruments that may be necessary or appropriate to carry out the powers herein granted;
 - (iv) employ or otherwise secure the services of agents, lawyers, accountants, and other advisors and assistants deemed by the Foundation to be necessary for the proper management and administration of the Foundation both in or outside of Canada, and rely and act on information and advice furnished by such person; and employ or otherwise secure the services of secretarial and office staff, space, equipment and supplies as may be deemed necessary by the Board for the proper management and administration of the Foundation;
 - (v) make operational bylaws respecting the conduct of the business and affairs of the Foundation that are consistent with the Act, the Regulation and these bylaws;
 - (vi) establish and maintain a process for the Foundation to annually consult with the Relevant Regional Health Authority in connection with the specific purposes and effects of fundraising approved by the Board;
 - (vii) approve annually, fundraising and financial plans;
 - (viii) approve a budget each year for the Foundation, including budgets for fundraising and financial plans;
 - (ix) establish and maintain business operating rules with respect to the accumulation and disbursement of annual surpluses approved by the Board;
 - (x) establish and maintain effective internal controls and procedures, including borrowing and investing practices, in connection with the Board's powers hereunder;
 - (xi) commence, defend, adjust or settle suits or legal proceedings in connection with the Foundation; and
 - (xii) comply with all applicable legislation as may be enacted from time to time.

The exercise of any one or more of the foregoing powers separately or in combination, from time to time, shall not be deemed to exhaust the right of the Foundation to exercise such power or powers or a combination of them thereafter from time to time.

Article 7 – Conflict of Interest

7.1 Conflict of Interest

No Trustee shall take part in a decision in the course of carrying out the powers as a Trustee knowing that the decision may, or may potentially, further a private interest of the Trustee, a person directly associated with the Trustee, or a minor child of the Trustee.

7.2 Declaration of Conflict

A Trustee must make a verbal declaration of any interest referred to in section 7.1 of these bylaws and must withdraw forthwith from a relevant meeting without participating in the discussion, or voting on, a matter where:

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

7.3 Power to Influence

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

7.4 Information Use or Communication

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

Article 8 – Meetings of the Board

8.1 Annual General Meeting

- (a) The Board shall meet at least annually, no less than 60 (sixty) days after each fiscal year end of the Foundation, at such place and on such day and time as the Board may determine.
- (b) In addition to any other business that may be transacted, the business to be transacted at an annual meeting of the Board shall include:
 - (i) presentation of the Foundation's annual report and financial statements for the previous fiscal year;
 - (ii) presentation and approval of the Foundation's annual Fundraising Plan;
 - (iii) appointment of officers;
 - (iv) where required pursuant to section 16 of the Regulation and in accordance with section 11 of these bylaws, report of the auditor for the previous fiscal year;
 - (v) where required pursuant to section 16 of the Regulation and in accordance with section 11 of these bylaws, the appointment of the auditor for the Foundation.

8.2 Regular Meetings

Meetings of the Board may be held at any time and place to be determined by the Trustees, provided 48 hours written notice of such meeting is given, other than by mail, to each Trustee. Each voting Trustee is authorized to exercise one vote on all matters brought before any meeting of the Board.

8.3 Alternate Forms of Meetings

A Trustee may participate in a meeting of the Board or of any committee of the Board by means of telephone or other communication facilities that permit all persons participating in the meeting to hear each other, and a Trustee participating in a meeting by those means is deemed to be present at that meeting.

8.4 **Quorum**

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

8.5 **Minutes of Board Meetings**

- (a) All meetings of the Board shall be recorded.
- (b) At each meeting, the Board shall adopt the minutes of the previous meeting.
- (c) A copy of the Board adopted meeting minutes shall be forwarded to the Relevant Regional Health Authority within seven (7) days after the meeting at which the minutes were adopted.
- (d) The Foundation and the Relevant Regional Health Authority shall keep a copy of the minutes of each Board meeting in accordance with the legal requirements to retain such records.

Article 9 – Indemnity and Liability

9.1 **Indemnity and Liability**

- (a) To the extent permitted by law, the Foundation shall indemnify and save harmless each of its Trustees and officers and all former Trustees and officers and each of them and each of their heirs, executors, administrators and assigns from and against all actions, costs, charges, losses, damages and expenses (including legal expenses on a solicitor and client basis) which they, or any of them, shall or may incur or sustain by, or by reason of, any act done, concurred in, or committed in or about the execution of their duties or supposed duties in their respective office or trust or in carrying out any other acts by reason of being or having been a Trustee or officer of the Foundation or in connection with the defence of any action, suit or proceedings in which they or any of them are made parties or a party, by reason of being or having been a Trustee or officer of the Foundation and against all judgments and costs and settlements made in face of such proceeding, if:
 - (i) the Trustee or officer acted honestly and in good faith with a view to the best interests of the Foundation; and
 - (ii) in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, he or she had reasonable grounds for believing that such conduct was lawful.
- (b) No Trustee or officer of the Foundation acting honestly and in good faith with a view to the best interests of the Foundation shall be liable for acts, receipts, neglects or default of any other Trustee or officer or for any loss, damage or expense happening to the Foundation through the insufficiency or deficiency of title to any property acquired for or on behalf of the Foundation or the insufficiency or deficiency of any security in or upon which any of the monies of or belonging to the Foundation shall be placed out or invested or for any loss or damage arising from the bankruptcy, insolvency or wrongful act of any person, firm or body corporate with whom any monies, securities or effects of the Foundation shall be lodged or deposited or for any loss occasioned by an oversight or error in judgment on such Trustee's or officer's part or any other loss, damage or misfortune which may happen in the exercise of

(or failure to exercise in a timely fashion, or at all) such Trustee's or officer's respective duties or in relation thereto.

- (c) Without limitation to the foregoing, Trustees and officers may rely upon the accuracy of any statement or report prepared by the Foundation's auditor and shall not be responsible for or held liable for, any loss or damage resulting from acting on such statement or report in good faith.
- (d) Trustees shall not be liable for any debt or liabilities of the Foundation, due and payable, accruing due and payable, contingent or otherwise.

Article 10 – Fiscal Year

10.1 Fiscal Year

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

Article 11 – Annual Report

11.1 Annual Report

- (a) The Foundation shall provide to the Relevant Regional Health Authority and to the Minister an annual report of its activities of the previous fiscal year. Such annual report shall be submitted to the Relevant Regional Health Authority and to the Minister no later than July 31 immediately following the fiscal year that is reported.
- (b) The annual report must contain financial statements for the previous fiscal year:
 - (i) that are audited if the gross contributions¹ received by the Foundation in that year were \$250,000 or more; or
 - (ii) that are in a form satisfactory to the Minister if the gross contributions received by the Foundation in that year were less than \$250,000; and
 - (iii) any other information specified by the Minister in a notice, in writing, to the Foundation.
- (c) In accordance with the Regulation, the Foundation must submit its financial statements approved by the Board to the Relevant Regional Health Authority and to the Minister no later than June 15 immediately following each fiscal year.
- (d) The Relevant Regional Health Authority may make available to the public the annual report of the Foundation.
- (e) Notwithstanding section 11.1(b) of these bylaws, a Foundation must, on the written request of the Minister, forward to the Minister records, reports and returns specified by the Minister in the request.
- (f) The Minister may issue to a Foundation written directives respecting the form, content and timing of any information to be provided under section 11.1(b) and 11.1(e) of these bylaws.

Article 12 – Amendment to Bylaws

12.1 Amendments

¹ As defined in the *Charitable Fund-raising Regulation*, AR108/2000.

- (a) The bylaws of the Foundation may be repealed or amended by a majority of voting Trustees at a meeting duly called for the purpose of amending the bylaws and will require at least thirty (30) days written notice to the Trustees of the Board, except where amendments are required by legislation.
- (b) In the event that legislation requires amendments to the existing bylaws of the Foundation, the Relevant Regional Health Authority shall advise the Board of the required amendments and the Board shall comply with the legislation and sanction the amendments at a meeting duly called for the purpose of amending the bylaws.
- (c) Amendment(s) to these bylaws shall be by resolution of the Board and shall be submitted to the Relevant Regional Health Authority for ratification.
- (d) The Relevant Regional Health Authority shall submit the amendment(s) to the Minister.
- (e) Such amendment(s) have no effect until the amended bylaws receive written approval of the Minister.

Article 13 – Winding up of the Foundation

13.1 Winding Up

In accordance with the Regulation, a Foundation may not be wound up except by an order of the Minister. The Minister may order that a Foundation be wound up in any of the following circumstances:

- (a) On the request of the Relevant Regional Health Authority;
- (b) If the Foundation contravenes the Act, a regulation thereunder, or any order or direction of the Minister;
- (c) If the Relevant Regional Health Authority ceases to exist;
- (d) If the Minister is satisfied that the Foundation is inactive;
- (e) If the Minister is satisfied that the Foundation is not carrying out or is unable to carry out its objectives.

13.2 Property Disbursement on Winding Up

In accordance with the Regulation, on the winding up of the Foundation, the property shall be used:

- (a) firstly, in the payment of costs incurred in the winding up of the Foundation;
- (b) secondly, in the discharge of all liabilities of the Foundation;
- (c) thirdly, to give effect, as far as possible, to any outstanding applicable trust conditions; and
- (d) fourthly, the balance, if any, shall be disposed of in accordance with the Regulation.

Article 14 – Effective Date

14.1 Effective Date

These bylaws hereby amend the Foundation's bylaws dated 2008, and come into force and effect upon written approval of the Minister.

These bylaws are endorsed by resolution of the Canmore and Area Health Care Foundation, this 18 day of September 2018.