



# Board of Directors Governance Handbook

2021



Canadian Institute  
for Health Information

Institut canadien  
d'information sur la santé

All rights reserved.

The contents of this publication may be reproduced unaltered, in whole or in part and by any means, solely for non-commercial purposes, provided that the Canadian Institute for Health Information is properly and fully acknowledged as the copyright owner. Any reproduction or use of this publication or its contents for any commercial purpose requires the prior written authorization of the Canadian Institute for Health Information. Reproduction or use that suggests endorsement by, or affiliation with, the Canadian Institute for Health Information is prohibited.

For permission or information, please contact CIHI:

Canadian Institute for Health Information

495 Richmond Road, Suite 600

Ottawa, Ontario K2A 4H6

Phone: 613-241-7860

Fax: 613-241-8120

[cihi.ca](http://cihi.ca)

[copyright@cihi.ca](mailto:copyright@cihi.ca)

© 2021 Canadian Institute for Health Information

How to cite this document:

Canadian Institute for Health Information. *Board of Directors Governance Handbook, 2021*. Ottawa, ON: CIHI; 2021.

Cette publication est aussi disponible en français sous le titre *Manuel de gouvernance du Conseil d'administration, 2021*.

# Table of contents

Introduction . . . . .	4
CIHI overview . . . . .	4
CIHI's formation . . . . .	5
CIHI's funding . . . . .	5
Board structure and roles . . . . .	7
Composition . . . . .	7
Members of the Corporation . . . . .	7
The Board's role . . . . .	8
Officers of the corporation . . . . .	9
Individual responsibilities of directors and officers . . . . .	10
Director succession planning and appointment process . . . . .	10
Succession planning . . . . .	11
Director appointment process . . . . .	11
Terms of office and re-election . . . . .	12
Meetings . . . . .	13
Annual general meeting . . . . .	13
Work plan . . . . .	13
Agenda development . . . . .	14
Board committees . . . . .	14
Committee role and responsibilities . . . . .	14
Board processes and policies . . . . .	15
Board education . . . . .	15
Board evaluation . . . . .	15
Board policies . . . . .	16
President and CEO's performance and succession planning . . . . .	17
Evaluation of president and CEO's performance . . . . .	17
Succession planning . . . . .	17
Appendices . . . . .	18
Appendix A: CIHI Bylaw . . . . .	18
Appendix B: Position descriptions . . . . .	38
Appendix C: Committees' terms of reference . . . . .	42
Appendix D: Board policies . . . . .	46

# Introduction

The Canadian Institute for Health Information (CIHI) is an independent, not-for-profit organization that provides essential information on Canada's health systems and the health of Canadians.

We aspire to the highest standards of corporate governance. CIHI's Board of Directors is responsible for providing the strategic leadership necessary to establish and review CIHI's vision, mandate and corporate goals and objectives. This governance handbook is designed to provide directors with an overview of the structures and methods by which the organization is governed, as well as some context for those structures and methods.

## CIHI overview

Established in 1994 by agreement between the federal, provincial and territorial governments, CIHI provides comparable and actionable data and information that are used to accelerate improvements in health care, health system performance and population health across Canada.

Stakeholders use our broad range of health system standards, databases and metrics, together with our evidence-based reports and analyses, in their decision-making processes. We protect the privacy of Canadians by ensuring the confidentiality and integrity of the health care information we provide.

Although we play an integral role in providing data and analyses to policy-makers in Canada's health systems, we are objective in fulfilling our mandate and do not take positions on policy.

CIHI's core strengths include

- Identifying health information needs and priorities;
- Coordinating and promoting standards and data quality;
- Developing and managing health system databases and registries;
- Developing comparable measures of health system performance;
- Conducting analyses in the areas of population health and health services; and
- Building capacity and data literacy to support evidence-based decision-making.

Please visit our website at [cihi.ca](https://www.cihi.ca) for more information on the organization, our products and services, and our [strategic plan](#).

CIHI has an extensive network of stakeholders. Setting organizational priorities reflects a balanced approach to meeting the needs of our priority stakeholders:

- Senior government leaders and others involved in developing health policy in federal, provincial and territorial ministries; and
- Those who lead, plan and manage the delivery of health services locally and within regions.

We support quality improvement organizations, analysts who use the data locally, and health services and policy researchers — and we work with others such as data providers, privacy and security professionals, IT vendors and health records staff involved in collecting and providing data.

## CIHI's formation

The National Task Force on Health Information, chaired by former chief statistician of Canada Dr. Martin Wilk, released a report in 1991 that recommended the creation of a national health information coordinating council and a non-government institute for health information.

In September 1992, Canada's ministers of health approved in principle the creation of CIHI as "a concrete expression of the vision for health information in Canada." A year later, the Hospital Medical Records Institute (HMRI), The MIS Group,<sup>i</sup> Health Canada and Statistics Canada voted to proceed with incorporation.

CIHI started operations in February 1994. In 1995, selected health information programs from Health Canada and Statistics Canada were transferred to CIHI.

To reflect changes since then to the *Not-for-Profit Corporations Act* (NFP Act) and developments in best practice, we periodically update the CIHI Bylaw ([Appendix A](#)) and approach to governance (e.g., model, operations, committee structure).

## CIHI's funding

CIHI is funded through contribution agreements with the federal government and with the provinces and territories; the federal government provides the majority of CIHI's funding. The level of funding from Health Canada has fluctuated over time, while provincial contributions (based on a per capita model) have remained steady or have increased.

---

i. MIS: Management information systems.

## Federal funding

- In 1999, the Health Information Roadmap Initiative (Roadmap I) was launched when the federal budget provided funding to CIHI and Statistics Canada. This outlined a 4-year plan to modernize health information in Canada and to answer the questions “How healthy are Canadians?” and “How healthy is Canada’s health care system?” Subsequent Roadmap funding continued these objectives and aimed to further support federal, provincial and territorial reporting of comparable performance indicators, to address priority health information needs identified in the 2003 Health Accord and to improve data collection and reporting on health system performance.
- In 2007, CIHI was funded under the Health Information Initiative (a consolidation of Roadmap funding and the original Health Information Contribution Program); this initiative provided for sustained funding related to CIHI’s operations and the ongoing maintenance and enhancement of Roadmap deliverables.
- In 2017, CIHI renewed its funding agreement with Health Canada for 5 years (2017–2018 to 2021–2022). This included a set amount of additional funding for the government’s health care priorities.

## Bilateral agreements

CIHI provides a diverse and comprehensive range of products and services to provincial and territorial governments, health regions and health facilities; financing of these products and services is most efficiently served by a single comprehensive service contract: a bilateral agreement.

The minister of health in each jurisdiction contracts with CIHI for a group of products and services (the Core Plan) to be provided to the ministry and identified health regions and facilities. In exchange, the minister pays the Core Plan annual fee directly to CIHI. The essential elements of each bilateral agreement are identical, with some minor provincial-/territorial-specific amendments. Since 2006, all provinces and territories have had a ministry-signed bilateral agreement with CIHI.

# Board structure and roles

## Composition

CIHI's Board of Directors links federal, provincial and territorial governments with non-government health-related groups. It has 16 members; representation is proportional to create a balance among health sectors and regions of Canada:

- 1 director or designate from Health Canada (HC);
- 1 director or designate from Statistics Canada (SC);
- 11 regional directors, where the 6 regions are represented as follows:
  - 5 directors nominated by the provincial governments;
  - 5 directors nominated by a non-governmental provincial individual or organization; and
  - 1 director nominated either by the territorial governments or by a non-governmental territorial individual or organization;
- 2 directors at large who are nominated by a non-governmental individual or organization; and
- 1 director at large, independent of government or non-government organizations, who acts as the chair.

The balanced geographical representation across the country is as follows:

- **Region 1:** British Columbia
- **Region 2:** Prairies, including Manitoba, Saskatchewan and Alberta
- **Region 3:** Ontario
- **Region 4:** Quebec
- **Region 5:** Atlantic, including Newfoundland and Labrador, Prince Edward Island, Nova Scotia and New Brunswick
- **Region 6:** Territories, including Yukon, the Northwest Territories and Nunavut

## Members of the Corporation

In accordance with CIHI Bylaw 01, the Members of the Corporation are the directors of the Board, and the directors of the Board are the Members of the Corporation.

Members of the Corporation attend annual general meetings (AGMs), elect directors to the Board, appoint CIHI's auditors and approve the corporation's financial statements.

## The Board's role

The Board of Directors provides strategic leadership to establish and review CIHI's mission, vision, mandate and corporate goals and objectives. The Board focuses on policy direction, with a clear distinction from the internal management role of the president and CEO. Members guide the development of the corporate [strategic plan](#) and approve it.

The Board represents the collective interests of the provincial, territorial and federal governments — as well as entities in the health and health information sectors — for the CIHI activities that require national direction. Members of CIHI's Board fulfill 4 key roles: stewardship, advisory, fiduciary and monitoring.

- **The stewardship role involves**
  - Providing leadership in articulating and communicating a broad national vision for health information;
  - Identifying the roles of CIHI and Statistics Canada's Health Statistics Division (HSD) in achieving that vision;
  - Enunciating strategic directions/plans for CIHI and setting priorities for achievement;
  - Suggesting health information priorities for HSD; and
  - Requesting and approving policy proposals/positions.
- **The advisory role involves**
  - Advising the Conference of Deputy Ministers and its advisory committees on health information matters as required;
  - Keeping individual deputy ministers and selected stakeholders informed about CIHI/HSD matters;
  - Advising on how to promote the effective use of health information in policy-making and decision-making while highlighting CIHI's and HSD's contribution; and
  - Enhancing the organization's public image.
- **The fiduciary role involves**
  - Ensuring effective financial planning;
  - Ensuring adequate resources (including new monies) to accomplish CIHI's mandate; and
  - Appointing a public accountant and reviewing/approving the public accountant's financial report.
- **The monitoring role involves**
  - Monitoring the organization's programs and services for progress and results;
  - Reviewing the performance of the president and CEO; and
  - Assessing the performance of the Board.



## Officers of the corporation

In accordance with the NFP Act, CIHI has identified the following officers of the corporation: the chair, the vice chair, the president and CEO, and selected members of senior management. Further details on the chair and vice chair positions are in [Appendix B](#).

Note that the Board and/or the president and CEO may appoint other members of senior management as officers, as considered necessary or advisable.

### Chair

The chair is an important member of the organization's leadership team. They preside over all meetings of the Board, the Human Resources Committee and the AGM. The chair works cooperatively with the president and CEO, provides leadership to the Board, represents the organization internally and externally, and advises the president and CEO. They also sign all documents requiring their signature, and perform other powers and duties as prescribed by the Board.

### Vice chair

The duties and powers of the chair may be exercised by the vice chair if needed; in those cases, the absence of or inability of the chair to act as the chair will be referenced. The vice chair will also perform other duties as prescribed by the Board.

### President and CEO

The president and CEO is appointed by the Board and is accountable for implementing its policy decisions. This person works with senior CIHI staff in planning, organizing, coordinating and controlling employee activities. All Board authority delegated to CIHI staff flows through the president and CEO, so that all authority and accountability of CIHI staff rest with the president and CEO. They establish performance criteria for CIHI as a whole; individual staff performance is their and their subordinates' prerogative.

The president and CEO is accountable to the entire Board. Their accountability vis-à-vis the Board is assessed against explicit Board policies. They assist the Board in carrying out its monitoring and evaluation function by communicating all relevant information on CIHI's activities.

## Secretary

The secretary performs the tasks and functions normally performed by a secretary as well as other duties prescribed by the Board. This person gives notice of all meetings of the members and of the Board, and attends all of them; and acts as clerk and records all votes and minutes of all proceedings. The secretary may delegate these duties to other officers or employees.

CIHI's Board has appointed the president and CEO as the secretary.

## Individual responsibilities of directors and officers

Directors and officers have a fiduciary responsibility to CIHI. Every director and officer is required to exercise his or her powers and discharge his or her duties by

- Acting honestly and in good faith with a view to the best interests of the corporation; and
- Exercising the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

In addition, directors are expected to

- Attend all Board meetings;
- Act as spokespersons for the organization, serving as representatives of the organization to both internal and external constituencies; and
- Participate in at least one Board committee.

For a detailed description of the position of director, please refer to Board member position description in [Appendix B](#).

## Director succession planning and appointment process

Identifying the right candidates for Board positions requires careful consideration and planning. Accordingly, CIHI's Board — through the Governance and Privacy Committee (GPC) — develops, reviews and revises Board succession plans and makes recommendations regarding nominees for election and re-election to the Board.

## Succession planning

The most critical step in Board succession planning is identifying the desirable Board composition and skills mix. A skills inventory table is kept up to date to assist with these discussions.

The basic qualifications for a director are as follows:

- Has insight into how principles and approaches in their industry may be applied to health data and information;
- Is in a position of authority to influence opinion leaders/decision-makers;
- Possesses superior leadership and communication skills;
- Has insight to help shape health information directions, policies and programs; and
- Brings visibility to and enhances the profile of the organization.

Other qualifications may be sought in areas such as research/economics, governance, finance, population health, privacy and information technology to ensure the required oversight can be provided.

Dimensions of diversity are considered to help ensure a range of perspectives at the Board table.

## Director appointment process

The GPC assesses and makes recommendations regarding nominees for election and re-election by the Members of the Corporation. The process normally followed is below.

### Nomination

When a vacancy arises, the GPC seeks to attract the appropriate candidates for director positions. In accordance with the CIHI Bylaw and best practices, individuals are nominated to CIHI's Board as follows:

- Directors or designates from **Health Canada and Statistics Canada**: The deputy minister of health and the chief statistician of Canada nominate individuals.
- The 5 directors **nominated by the provincial governments**: The provincial deputy ministers of health for each region nominate 1 or more individuals.
- The 5 directors **not associated with government**: The GPC solicits nominees from non-governmental individuals and organizations who are qualified within the designated region.
- The director associated with the **territorial designated region**: The deputy ministers of health nominate 1 or more individuals, from either the government or non-government sectors.

- The 2 directors **at large** who are not associated with government: The GPC solicits qualified nominees from non-governmental individuals and organizations across Canada.
- The **Board chair and vice chair**: The GPC solicits names of individuals who are qualified to become the Board chair and vice chair according to the position descriptions (see [Appendix B](#)).

## Assessment

At the close of the nomination period, a list of nominees and biographical information is presented to the GPC for the purpose of identifying candidates to proceed to the interview phase of recruitment. GPC members consider

- Whether the Board lacks skills that may prove critical to understanding and managing current and future business operations;
- Whether skills critical to current or future business operations are sufficiently represented; and
- Whether a diversity of experience, skills and viewpoints is reflected.

Once the candidates have been identified by the GPC, there are individual interviews with the president and CEO and the Board chair or the chair of the GPC. Once the top candidate has been selected, the GPC considers recommending the candidate to the Members of the Corporation.

## Elections

Following its assessment of nominees, the GPC makes a recommendation to the Members of the Corporation to be voted upon either electronically or in person.

## Terms of office and re-election

A director is eligible for election or designation as a director for 2 consecutive 3-year terms not to exceed, in the aggregate, 8 years; they are not eligible for re-election or re-designation to the same office until 11 months have elapsed from the date of the last service in that office.

This limitation can be abrogated to permit a director to serve as vice chair, and can be additionally abrogated to permit a director who holds that office to serve as chair. It does not apply to the directors selected from Health Canada and Statistics Canada.

When a director is eligible for re-election, the GPC determines their qualifications and continued interest in serving as a director before making recommendations at the AGM to the Members of the Corporation.

# Meetings

Board meetings are generally held in March, June and November. Special meetings of the Board are convened as required.

Every second June, there is a Board retreat where strategy and corporate priorities are the principal agenda items. This provides a regular forum for the Board's engagement in and discussion of strategic directions and priorities for CIHI.

## Annual general meeting

CIHI holds its members AGM in July. The business transacted includes

- Election/re-election of directors of the Board (if applicable);
- Receipt of the financial statements and the report of the public accountants;
- Appointment of public accountants for CIHI's accounts and approval of remuneration for the public accountants; and
- Other business as may properly be brought before the meeting.

Board business is conducted in conjunction with the electronic AGM. The business transacted includes

- Election and appointment of additional officers (if any);
- Appointment of the president and CEO; and
- Other business as may properly be brought before the meeting.

## Work plan

The Board's work plan is established each June for a 4-meeting cycle. It focuses the work of the Board, clearly articulates the Board's expectations of its own contributions to the achievement of CIHI's strategic directions and establishes benchmarks against which the Board can evaluate its performance.

The GPC develops the Board's work plan based on the Board's stewardship, advisory, fiduciary and monitoring roles, and brings it forward to the Board for approval.

Board committees develop work plans based on a similar meeting cycle; subsets of the Board work plan are related to each committee's responsibilities.

## Agenda development

The president and CEO and the Board chair are responsible for developing meeting agendas that align with the Board's roles and responsibilities. The agendas are based on the annual work plan, action items from previous meetings and emerging policy items. Each meeting agenda includes

- **Consent agendas**, which allow more time to focus on substantive issues by grouping routine, procedural, informational and self-explanatory non-controversial items that are typically voted on all at once, without discussion; and
- **A session of independent Board members**, a segment in which Board directors meet without management present. The participating directors are encouraged to raise and discuss any issues of concern.

The president and CEO shares draft meeting agendas with directors in advance, and members are welcome to provide input and feedback. Any member may request, either before or at the meeting, that specific items from a consent agenda be moved to the full agenda for individual attention.

## Board committees

CIHI's 3 Board committees — Finance and Audit Committee (FAC), Governance and Privacy Committee (GPC) and Human Resources (HR) Committee — conduct specific activities that contribute to the fulfillment of the Board's and the organization's mandate, and allow the full Board to focus on more strategic matters.

## Committee role and responsibilities

The role of each Board committee is to oversee specific activities of the organization as well as activities of the Board. Board committee updates are provided to the full Board, and committee recommendations are brought forward as required. The full Board then undertakes its own deliberation process prior to determining its approval of specific activities.

Typically, each director is also a member of a committee. The Board chair has the discretion to sit on all committees as an ex officio voting member.

Committee terms of reference are reviewed by each committee at least every 3 years. See [Appendix C](#) for individual committees' terms of reference.

# Board processes and policies

## Board education

**Orientation of new directors:** New directors are invited to an orientation session with a member of CIHI's senior leadership to review the organization's operations, the Board's functioning and key documentation. The new director is also asked to sit on a committee commensurate with their skill set, after which the vice president of Corporate Services provides information pertaining to the committee. Follow-up with new Board members occurs after their first 6 months on the Board to determine whether further orientation is needed.

**Board Portal:** An internet site facilitates the exchange of information and documentation, including key documents for new Board members to review and sign.

**Guest speakers:** At many Board meetings, outside experts are invited to present on matters of particular importance or emerging significance and relevance to health systems.

**Ad hoc requests for education:** Requests from Board directors for education are considered on a case-by-case basis by the Board chair in consultation with the president and CEO.

## Board evaluation

Board self-evaluations are conducted annually, alternating between the Board and its committees. Self-evaluations are conducted through an anonymous questionnaire based on attributes of high-performing boards/board committees. Also, directors who have recently left the Board are individually contacted to determine their thoughts on Board effectiveness through a series of open-ended questions.

Results of both the Board/Board committee self-evaluations and the exit interviews are compiled for discussion and help the Board improve its governance processes and policies.

The Board also reviews the effectiveness of its meetings regularly. A brief evaluation is requested following each meeting to solicit information on the quality of meeting materials and presentations, and the relevance of the content, length and format of discussion.

## Board policies

3 policies and 1 code apply to CIHI's Board of Directors:

- Conflict of Interest Policy
- Travel Expense Policy
- Remuneration Policy
- Code of Business Conduct

The policies are included in [Appendix D](#). They are reviewed at least every 3 years.

The *Code of Business Conduct* is provided to new directors during their orientation for review; they then send in a signed Record of Review attesting that they have read and will comply with the code. Board members are also asked to reaffirm their commitment to the *Code of Business Conduct* biennially.

## Declaration of conflicts

A standing item at the beginning of Board and committee meeting agendas allows Board members to declare their conflicts prior to any discussion. If a conflict does arise, the Board member steps out of the meeting room or leaves a teleconference during the discussion of the agenda item in question and subsequently rejoins the meeting following the discussion.

## Indemnities to directors, and directors and officers insurance

Directors reduce the risk of legal exposure by performing their duties competently and honestly, but may inadvertently be negligent. The CIHI Bylaw (see [Appendix A](#)) provides details regarding indemnities to directors and officers.

Directors can be personally liable for their actions in relation to CIHI

- For breaching their common-law duties as directors (e.g., duty of loyalty);
- For failing to adhere to the statutes that impose personal liability on directors (e.g., *Income Tax Act*, *Canada Pension Plan*, *Employer Health Tax Act*); and
- For liability in tort for civil wrongs (e.g., through vicarious liability, the corporation may be liable for the actions of its employees).

CIHI has therefore developed 2 management certification reports: 1 on statutory remittances that goes to the FAC and the Board, and 1 on occupational health and safety that is reviewed with the HR Committee and the Board.

CIHI's overall insurance package includes coverage for directors' and officers' liability; it is renewed annually.



# President and CEO's performance and succession planning

One of the Board's key responsibilities is selecting the president and CEO. The Board is responsible for setting this person's annual performance objectives and periodically reviewing their objectives, compensation and succession plans.

## Evaluation of president and CEO's performance

The president and CEO, in consultation with the HR Committee and the Board, establishes goals and objectives each year. The HR Committee reviews the president and CEO's performance in light of these established goals and objectives. It also annually reviews the president and CEO's compensation and, together with the entire Board, approves such compensation.

## Succession planning

A major component of an organization's long-term success is a succession plan for the president and CEO. This requires annual assessment of CIHI's key staffing requirements based on its long-term strategic and business goals.

The Board is responsible for ensuring that a succession plan is in place, both for the president and CEO and for other key executive-level positions. Regular reviews are made to the HR Committee and to the Board.

# Appendices

## Appendix A: CIHI Bylaw

### **BY-LAW NUMBER 01**

(revised and approved March 2016)

A by-law relating generally  
to the conduct of the affairs of  
CANADIAN INSTITUTE FOR HEALTH INFORMATION  
INSTITUT CANADIEN D'INFORMATION SUR LA SANTÉ

BE IT ENACTED as a by-law of

CANADIAN INSTITUTE FOR HEALTH INFORMATION  
INSTITUT CANADIEN D'INFORMATION SUR LA SANTÉ

as follows:

### **1. INTERPRETATION**

#### **1.1 Definitions**

Defined terms appearing in this by-law and which are not defined below shall have the meaning ascribed thereto in the body of this by-law. In this by-law and the schedules hereto and all other by-laws and resolutions of the Corporation unless the context otherwise requires:

- 1.1.1 the singular includes the plural;
- 1.1.2 the masculine gender includes the feminine;
- 1.1.3 “Board” means the Board of Directors of the Corporation;
- 1.1.4 “Act” means the Canada Not-for-profit Corporations Act, SC 2009, c23, as amended, and any statute enacted in substitution therefore from time to time;
- 1.1.5 “Chair” means the Chair of the Board;
- 1.1.6 “Corporation” means  
CANADIAN INSTITUTE FOR HEALTH INFORMATION  
INSTITUT CANADIEN D'INFORMATION SUR LA SANTÉ
- 1.1.7 “Directors” means the persons who become directors of the Corporation in accordance with these by-laws;

- 1.1.8 “Documents” includes deeds, mortgages, hypothecs, charges, conveyances, transfers and assignments of property, real or personal, immovable or movable, agreements, releases, receipts and discharges for the payment of money or other obligations, conveyances, transfers and assignments of shares, bonds, debentures or other securities and all paper writings;
- 1.1.9 “Government Representatives” means the Deputy Ministers of Health, or their designate, for each of the Federal, Provincial and Territorial Governments as well as the Chief Statistician of Canada or his/her designate;
- 1.1.10 “Members” means the members of the Corporation as determined in accordance with Section 9.1;
- 1.1.11 “Regions” or a “Region” means the following geographic/political areas of Canada:
- (i) British Columbia,
  - (ii) Alberta, Saskatchewan and Manitoba,
  - (iii) Ontario,
  - (iv) Quebec,
  - (v) New Brunswick, Nova Scotia, Prince Edward Island and Newfoundland and Labrador, and
  - (vi) Yukon Territory, Northwest Territories and Nunavut,
- or such other grouping or designations as may be determined from time to time by Special Resolution; and
- 1.1.12 “Special Resolution” means a resolution passed by at least two-thirds of the votes cast at a meeting of the Directors of the Corporation duly called for that purpose and confirmed with or without variation by at least two-thirds of the votes cast at a meeting of the Members of the Corporation duly called for that purpose.

## **1.2 Statutory Terms**

Unless otherwise defined herein, all terms defined in the Act have the same meanings in this by-law and all other by-laws and resolutions of the Corporation.

## **2. OFFICES**

### **2.1 Registered Office**

The place of the registered office of the Corporation shall be in the City of Ottawa, in the Province of Ontario, and at such location therein as the Board may from time to time determine by resolution.

## **2.2. Other Offices**

The Corporation may establish such other offices, (including without limitation post office boxes for the purpose of receipt of mail) elsewhere in Canada as the Board may from time to time determine by resolution.

## **3. SEAL**

### **3.1 Form of Seal**

The Corporation may have a corporate seal in the form approved from time to time by the Board.

## **4. DIRECTORS**

### **4.1 Board of Directors**

The affairs of the Corporation shall be managed by a Board composed of not less than fifteen (15) and not more than eighteen (18) Directors, the number of which is to be fixed by a Special Resolution.

### **4.2 Qualifications**

Each Director shall be an individual, at least eighteen (18) years of age, shall not have the status of a bankrupt and shall not have been declared incapable by a court in Canada or in another country. If a person being a Director:

- 4.2.1 resigns from office by delivering a written resignation to the Secretary of the Corporation;
- 4.2.2 dies;
- 4.2.3 is declared incapable by a court in Canada or in another country;
- 4.2.4 makes an assignment for the benefit of creditors, becomes bankrupt or insolvent, or becoming bankrupt or insolvent, takes the benefit of any legislation that may be in force for bankrupt or insolvent debtors; or
- 4.2.5 is removed pursuant to Section 4.4;

such person thereupon ceases to be a Director.

### **4.3 Vacancies on the Board**

In the event that a vacancy occurs on the Board:

- 4.3.1 the remaining Directors provided there is a quorum, may fill any vacancy on the Board (other than a vacancy resulting from an increase in the number of the minimum or maximum number of Directors provided for in the articles), by way of electronic ballot in accordance with a procedure to be determined by the Secretary of the Corporation, or at the discretion of the remaining Directors, or where a vacancy results from an increase in the number of the minimum or maximum number of Directors provided for in the articles, call a meeting of Members for the purpose of filling the vacancy on the Board in accordance with Section 6.3;
- 4.3.2 a Director appointed or elected to fill a vacancy holds office for the unexpired term of their predecessor; and
- 4.3.3 during the period of time commencing on the occurrence of the vacancy on the Board until the election of the replacement Director, the Directors remaining in office may exercise all of the powers of the Board provided that a quorum of Directors is elected or remains in office as the case may be.

### **4.4 Removal of Directors**

The Members entitled to vote may, by resolution passed by a majority of the votes cast at a meeting of which notice specifying the intention to pass the resolution has been given, remove any Director before the expiration of the term of office of such Director, and in any such case, the vacancy so created shall be filled in the manner prescribed for filling vacancies in the office of Directors. Without limiting in any way the discretion of Members or Directors, in bringing a resolution to the Members for the removal of a Director, the failure of a Director to attend two successive meetings of Directors may result in a resolution for removal of such Director being initiated.

### **4.5 Quorum**

A quorum for the transaction of business at meetings of the Board shall be the smallest whole number that is not less than two-fifths (2/5) of the number of Directors.

### **4.6 Meetings of the Board**

Meetings of the Board and of committees of the Board (including the Executive Committee, if any) may be held at any place within Canada as designated in the notice calling the meeting. Directors' meetings may be called by: (i) the Chair, or (ii) the Secretary upon the written requisition of not less than one-third (1/3) of the total number of Directors.

4.6.1 Provided however that if all the Directors of the Corporation, or of the committee of the Board (as the case requires) consent thereto generally or in respect of a particular meeting, a Director may participate in a meeting of the Board or of a committee of the Board by means of such conference telephone or other communications facilities as permit all persons participating in the meeting to communicate with each other, and a Director participating in such a meeting by such means is deemed to be present at the meeting. The Secretary shall ensure each particular meeting is handled in a secure fashion. Quorum shall be established by the Secretary at the beginning of each particular meeting by verbal roll call, where appropriate, or by such other reasonable measures as determined by the Secretary to accurately confirm attendance by the Directors at the meeting. Each vote cast by a Director participating by telephone or other electronic means shall be recorded in the minutes by the Secretary.

#### **4.7 Notice**

Subject to the provisions of Section 4.8, notice of meetings of Directors or of committees of the Board (including the Executive Committee, if any) shall be given by facsimile or other electronic transmission, or delivered or mailed to each Director as follows:

- 4.7.1 in the case of written notice delivered other than by mail, not less than 24 hours prior to the commencement of the meeting; and
- 4.7.2 in the case of mailed notice, not less than five (5) days before the meeting is to take place.

The statutory declaration of the Secretary or Chair that notice has been given pursuant to this by-law shall be sufficient and conclusive evidence of the giving of such notice. The notice shall specify if any of the following matters are to be dealt with at the meeting: (a) the submission to the Members of any question or matter requiring the approval of Members; (b) the filling of a vacancy among the Directors or in the office of public accountant or the appointment of additional Directors; (c) the issuance of debt obligations except as authorized by the Directors; (d) the approval of any financial statements; (e) the adoption, amendment or repeal of any by-laws; or (f) the establishment of contributions to be made, or dues to be paid, by Members.

#### **4.8 Regular Meetings**

The Board may appoint one or more days in each year for regular meetings of the Board at a place and time named; no further notice of the regular meetings need be given. The Board shall hold a meeting within seven (7) days following the Annual Meeting of the Corporation for the purpose of organization, the election and appointment of additional officers (if any) and the transaction of any other business.

## 4.9 Voting

Questions arising at any meeting of the Board shall be decided by a majority vote. Any motion on which there is an equality of votes is lost. A declaration by the Chair that a resolution has been carried and an entry to that effect in the minutes is conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against the resolution.

## 4.10 Remuneration of Directors

The Directors of the Corporation that are not CIHI employees shall be paid such remuneration as may be decided from time to time by resolution of the Board; provided however that nothing in this Section 4.10 shall prohibit a Director from receiving:

- 4.10.1 reimbursement for the reasonable expenses of such Director in connection with that person's services to the Corporation as a Director or as a member of a committee; and
- 4.10.2 reasonable remuneration and expenses for the services of that person to the Corporation in any other capacity.

## 4.11 Indemnities to Directors and Others

- 4.11.1 Subject to the Act, the Corporation will indemnify a Director or officer, a former Director or officer, or another individual who acts or acted at the Corporation's request as a Director or officer, and his or her heirs and legal representatives, against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by him or her in respect of any civil, criminal, administrative, investigative or other proceeding to which he or she is involved because of his or her association with the Corporation if:
  - (a) he or she acted honestly and in good faith with a view to the best interests of the Corporation; and
  - (b) 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 his or her conduct was lawful.

The Corporation will also indemnify the persons listed in Section 4.11.1 in any other circumstances that the Act permits or requires.

- 4.11.2 The right to indemnity provided in Section 4.11.1 will include the right to the advance of moneys from the Corporation for the costs, charges and expenses of a proceeding referred to above, which moneys must be repaid if the individual to whom they were advanced has not fulfilled the conditions set out in paragraphs (a) and (b) above.

- 4.11.3 The Directors of the Corporation who vote for or consent to a resolution authorizing the payment of an indemnity contrary to the Act are jointly and severally, or solidarily, liable to restore to the Corporation any money or property so paid or distributed and not otherwise recovered by the Corporation.
- 4.11.4 The Corporation may purchase and maintain insurance for the benefit of any person referred to in Section 4.11.1 against any liabilities and in any amounts as the Board may determine.

#### **4.12 Protection of Directors and Officers**

Except as provided in the Act, no person referred to in Section 4.11.1 will be liable for any loss, cost, damage, expense or other misfortune incurred or suffered by the Corporation unless it results through his or her failure, when exercising the powers and discharging the duties of his or her office, to act honestly and in good faith with a view to the best interests of the Corporation, or to exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

#### **4.13 Powers and Duties of Directors**

The Board shall manage or supervise the management of the Corporation, and make or cause to be made for the Corporation, any description of contract that the Corporation may, by law, enter into; and may delegate such powers to the officers to such extent and in such manner as the Board may, by resolution, determine.

### **5. OFFICERS**

#### **5.1 Board Appoint President**

In addition to the elected officers, the Board shall annually, or as often as may be required, appoint a president (the "President"). The Board may appoint other officers and agents as it considers necessary and all officers shall have the authority and perform the duties from time to time prescribed by the Board. The Board may also remove at its pleasure any officer of the Corporation appointed by the Board

#### **5.2 Chair**

The Chair shall be elected from among the Directors of the Corporation. The Chair, when present, shall preside at all meetings of the Board, the Executive Committee, if any, and Members. The Chair shall sign all Documents requiring his signature and have the other powers and duties from time to time prescribed by the Board or incident to his office.



### 5.3 Vice-Chair

The Vice-Chair (or Vice-Chairs if applicable), shall be elected from among the Directors of the Corporation. During the absence or inability of the Chair to act, the duties and powers of the Chair may be exercised by the Vice-chair (the "Vice-Chair"), or if there is more than one, by the Vice-Chairs in order of seniority (as determined by the Board). If a Vice-Chair exercises any of those duties or powers, the absence or inability of the Chair to act shall be presumed with reference thereto. A Vice-Chair shall also perform the other duties from time to time prescribed by the Board or incident to the office.

### 5.4 President

The President shall be the chief executive officer of the Corporation and, subject to the directions of the Board, shall:

- 5.4.1 supervise the affairs and operations of the Corporation;
- 5.4.2 be *ex officio* the non-voting clerk of the Corporation and the Board;
- 5.4.3 personally or by delegate attend all meetings of the Members, the Board, the Executive Committee, if any, and any other committees of the Board as required by the Directors, but excluding the portions of any such meetings in which the topic for consideration concerns salary and benefits to be paid to, or the performance or the disciplining of the President, and, the President shall record, or cause to be recorded, all facts and minutes of those proceedings in the books of the Corporation kept for that purpose;
- 5.4.4 give all notices required to be given to Members and to Directors;
- 5.4.5 be the custodian of the corporate seal of the Corporation, if any, and of all books, papers, records, correspondence and Documents belonging to the Corporation;
- 5.4.6 sign Documents issued by the Corporation;
- 5.4.7 delegate such duties to other officers or employees of the Corporation to the extent and in such manner as the President may determine; and
- 5.4.8 perform the other duties from time to time prescribed by the Board or incident to his office.

## **5.5 Secretary**

The Secretary of the Corporation (the “Secretary”) shall perform the tasks and functions normally performed by a secretary as well as such other duties as may from time to time be prescribed by the Board. The Secretary shall attend all meetings of the Board and act as clerk thereof and record all votes and minutes of all proceedings in the books to be kept for that purpose. The Secretary shall give or cause to be given notice of all meetings of the Members and of the Board, and shall perform such other duties as may be specified by the Board. The Secretary may delegate his or her duties to other officers or employees of the Corporation to the extent and in such manner as the Secretary may determine.

## **5.6 Board Appoint Other Officers**

The Board may from time to time appoint such other officers as it considers expedient, to hold office at the pleasure of the Board, the duties and remuneration of whom shall be such as the terms of their engagement call for or the Board prescribes.

## **5.7 President Appoint Other Officers**

Subject to the guidelines (if any) and the budget approved by the Board, the President may from time to time appoint such other officers as the President considers necessary or advisable for the conduct of the affairs of the Corporation, the terms of office, duties, remuneration and reporting responsibilities of each of whom shall be such as the terms of their engagement call for or the President prescribes.

# **6. NOMINATION AND ELECTION OF DIRECTORS AND OFFICERS**

## **6.1 Nomination of Directors**

At each Annual meeting of Members, a slate of Director nominees shall be presented by the Nominating Committee (as defined in section 8.1 below). The Nominating Committee shall create the slate with a view to ensuring that the Board at all times includes:

- 6.1.1 one (1) Director selected from a list of names provided by Health Canada,
- 6.1.2 one (1) Director selected from a list of names provided by Statistics Canada,
- 6.1.3 ten (10) Directors from the group of Regions specified in subsections 1.1.11 (i)–(v) selected as follows:
  - (a) five (5) Directors selected from a list of names provided by the Government Representatives, and

- (b) five (5) Directors selected by the Nominating Committee, each being associated in some manner with those Regions, as determined by the Nominating Committee,

provided that each such Region shall be represented by two (2) Directors,

- 6.1.4 one (1) Director from the Region specified in subsection 1.1.11 (vi), being unrestricted as to either government or non-government, as determined by the Nominating Committee,
- 6.1.5 two (2) Directors at large as determined by the Nominating Committee and who shall be drawn from the non-government sector, and
- 6.1.6 one (1) Director at large, being unrestricted as to either government or non-government, as determined by the Nominating Committee and who, after election, shall act as the Chair of the Board,

at least two of the foregoing (6.1.1 through 6.1.6) must not be officers or employees of the Corporation or its affiliates.

## **6.2 Nomination Process**

The slate of Directors shall be established by the Nominating Committee in accordance with the following process:

- 6.2.1 As to the Directors referred to in Sections 6.1.1 and 6.1.2, the Nominating Committee shall solicit from the Deputy Minister of Health and the Chief Statistician for Canada, respectively, one (1) or more individuals. In the event that the Deputy Minister of Health and/or the Chief Statistician for Canada fail to provide the names of one (1) or more individuals, the Nominating Committee shall, in its discretion, select the required number of individuals for purposes of Sections 6.1.1 and/or 6.1.2.
- 6.2.2 As to the Directors referred to in Section 6.1.3(a), the Deputy Minister of Health for each of the Provinces shall nominate one (1) or more individuals and such name or names shall be provided to the Nominating Committee. In the event that the Deputy Minister of Health for any of the Provinces fails to provide the names of one (1) or more individuals as required, the Nominating Committee shall, in its discretion, nominate the required number of individuals for purposes of Section 6.1.3(a).
- 6.2.3 As to the Directors to be selected pursuant to Sections 6.1.3(b), 6.1.4, 6.1.5 and 6.1.6, the Nominating Committee shall solicit names of individuals who may be appropriate for such positions.

- 6.2.4 The Nominating Committee shall, put forward a slate of nominees, in accordance with Section 6.3.1 who reasonably meet the criteria established in these by-laws and such individuals shall be presented to the Members for election in accordance with Section 6.3 of these by-laws.
- 6.2.5 The time and date by which notices and delivery of names is to be required shall be determined by the Nominating Committee.
- 6.2.6 The Nominating Committee shall present the slate to the Board at least twenty-four (24) hours before the ensuing Annual meeting of Members for inclusion by the Board in the notice of that meeting. For greater certainty, the slate to be delivered to the Board hereunder shall be final and there shall be no nominations from the floor of any Members meetings.

### **6.3 Election of Directors and Term**

Subject to the provisions of the Act, Directors shall be elected by the Members at the Corporation's Annual meeting of Members for terms of office in accordance with the following:

- 6.3.1 In each year, (or in the case of the election of a replacement Director pursuant to Section 4.3 at the meeting called for such purpose) that number of Directors which is equal to the number of Directors whose terms have expired, or will expire in that year, or who have resigned or been removed from office, shall be elected for a term of three (3) years or until their successors are elected or appointed.

### **6.4 Re-Election and Re-Designation**

A Director, if otherwise qualified, is eligible for election or designation as a Director for two (2) consecutive terms not to exceed, in the aggregate, eight (8) years, and thereafter is not eligible for re-election or re-designation to the same office until a period of eleven (11) months has elapsed from the date of the last service in that office.

- 6.4.1 Provided however that such limitation shall be abrogated to the extent necessary to permit a Director, if elected to the office of Vice-Chair, to serve in the office of Vice-Chair.
- 6.4.2 Provided further that such limitation shall be additionally abrogated to the extent necessary to permit a Director who holds the office of Vice-Chair, if elected to the office of Chair, to serve in the office of Chair.
- 6.4.3 Provided further that such limitation shall in no way apply to the Directors put forward to the Nominating Committee by Health Canada and Statistics Canada pursuant to Sections 6.1.1 and 6.1.2.

6.4.4 Provided further that if a Director is appointed or elected to fill a vacancy under section 4.3, the unexpired term of such Director's predecessor will not count towards the maximum aggregate term for such Director as specified above in this section 6.4.

## **6.5 Method of Election**

In addition to the requirements of Sections 6.2.4, 6.2.5, and 6.2.6, Directors of the Corporation who are to be elected shall be elected in accordance with the following procedure:

6.5.1 the election of Directors shall be by a verbal count, by a show of hands or by an electronic ballot sent via e-mail to the Secretary of the Corporation, or as otherwise determined by the Board, unless any Member requests a ballot in which case the election shall be by ballot.

## **6.6 Forms**

The Board may prescribe the form of nomination paper, the form of ballot (electronic or otherwise) and the method for submitting electronic ballots by email.

# **7. EXECUTIVE COMMITTEE**

## **7.1 Composition**

The Board, may from time to time elect from among its number an executive committee (the "Executive Committee") consisting of not less than four (4) and not more than seven (7) Directors, the exact number to be fixed by resolution of the Board, and of which the Chair shall be a non-voting member except in the case of a tie vote in which case the Chair shall cast the deciding vote. Other than the Chair, each member of the Executive Committee shall serve during the pleasure of the Board and, in any event, only so long as the person shall be a Director. The Board may fill vacancies in the Executive Committee by election from among the Directors. If and whenever a vacancy shall exist in the Executive Committee, the remaining members of such committee may exercise all its power so long as a quorum remains.

## **7.2 Powers**

During the intervals between the meetings of the Board, the Executive Committee shall possess and may exercise (subject to any regulations which the Board may from time to time impose and subject to the Act) all the powers of the Board in the management and direction of the affairs and business of the Corporation (save and except only such acts as must by law be performed by the Board itself) in such manner as the Executive Committee shall deem best for the interest of the Corporation in all cases in which specific directions shall not have been given by the Board. No business may be transacted by the Executive Committee except at a meeting of its members at which a quorum of the Executive Committee is present.

### **7.3 Procedures**

Subject to the provisions of Article 4, Section 7.4 and 7.5, and to any regulations made from time to time by the Board, the Executive Committee:

7.3.1 may appoint one or more days in each year for regular meetings of the Executive Committee at a place and time named, and no further notice of such meetings need be given; and

7.3.2 may fix its own rules of procedure from time to time.

### **7.4 Quorum**

The quorum of the Executive Committee shall be fixed at the smallest whole number that is not less than a majority of its members.

### **7.5 Minutes of Executive Committee Meetings**

The Executive Committee shall keep minutes of its meetings in which shall be recorded all action taken by it, and at least a summary thereof shall be submitted to the Board at least annually.

## **8. OTHER COMMITTEES**

### **8.1 Nominating Committee**

There shall be a committee composed of not less than three (3) persons, as selected by the Board, responsible for establishing the slate of candidates for election as directors (the "Nominating Committee") and such committee shall exercise the powers and duties as determined from time to time by the Board and in accordance with these by-laws.

### **8.2 Other Committees**

There may be such other committees and with such duties as the Board may establish from time to time.

### **8.3 Regulations Respecting Committees**

With respect to the Nominating Committee and other committees, and except as otherwise provided in this by-law:

8.3.1 the chair of each committee must be a Director;

8.3.2 other members of the committee may, but need not be, Directors;

8.3.3 members of the committee shall be appointed, and may be removed, by the Board;

8.3.4 each committee shall report and be responsible to the Board, and at the direction of the Board, to the Executive Committee, if any; and

8.3.5 each committee shall have the power to appoint one (1) or more subcommittees.

## **9. MEMBERS**

### **9.1 Membership**

9.1.1 The Members of the Corporation shall be those individuals elected as Directors in accordance with these by-laws.

9.1.2 At all times the Members of the Corporation shall be Directors and the Directors shall be Members.

### **9.2 Termination of Membership**

A membership in the Corporation is not transferable and automatically terminates if the Member resigns or dies.

### **9.3 Liability of Members**

Members shall not, as such, be held answerable or responsible for any act, default, obligation or liability of the Corporation or for any engagement, claim, payment, loss, injury, transaction, matter or thing relating to or connected with the Corporation.

### **9.4 Annual Meeting of Members**

The annual meeting of the Members (the "Annual Meeting") shall be held within six (6) months after each fiscal year end (or, subject to the requirements of the Act, at such time as the Board shall specify), at the registered office of the Corporation or such other place in Canada as may be determined by the Board, and at a time and date determined by the Board, for the purpose of:

9.4.1 hearing and receiving the reports and statements required by the Act to be read at and laid before the Corporation at an Annual Meeting;

9.4.2 electing Directors;

9.4.3 appointing the public accountant and fixing or authorizing the Board to fix the remuneration of the public accountant; and

9.4.4 for the transaction of any other business properly brought before the meeting.

### **9.5 Special General Meeting of Members**

The Board may at any time call a special general meeting of Members for the transaction of any business, the general nature of which is specified in the notice calling the meeting. A special general meeting of Members shall also be called by the Directors upon receipt of written notice from not less than three (3) Members entitled to vote.

## **9.6 Notice of Meetings of Members**

9.6.1 Notice of the time, place and date of meetings of Members and the general nature of the business to be transacted, including any proposed by-law amendment, shall be given not less than twenty-one (21) nor more than sixty (60) days before the date of the meeting to each Member and to the public accountant of the Corporation by the following means:

9.6.1.1 by mail, courier or personal delivery to each Member to the last address of the Member shown on the Corporation's records; or

9.6.1.2 by telephonic, electronic or other communications facility to each Member.

9.6.2 Provided however that a meeting of Members may be held at any time and place without notice if all of the Members entitled to vote thereat are present in person or represented by proxy or waive notice of or otherwise consent to such meeting being held.

9.6.3 Provided further that in the case of notice of a special general meeting of Members, the notice shall contain sufficient information as to the nature of the business to be transacted to allow a Member to make a reasoned decision with respect thereto.

9.6.4 Provided further that every notice of meeting of Members shall be accompanied by either the form of proxy approved by the Directors if any, or a copy of Section 9.7 to remind the Members of the right to use a proxy.

## **9.7 Proxies**

Every Member, including a corporate Member, entitled to vote at meetings of Members may by means of a proxy appoint a person who need not be a Member as his nominee, to attend and act at the meeting in the manner, to the extent and with the power conferred by the proxy. A proxy shall be in writing, shall be executed by the Member entitled to vote or his attorney authorized in writing, or, if the Member is a body corporate, under its corporate seal or by an officer or attorney thereof duly authorized, and ceases to be valid one year from its date. Subject to the requirements of the Act, a proxy may be in such form as the Board from time to time prescribes or in such other form as the Chair of the meeting may accept as sufficient, and shall be deposited with the Secretary of the meeting before any vote is called under its authority, or at such earlier time and in such manner as the Board may prescribe.



**9.8 Quorum**

Three (3) persons present in person or represented by proxy constitute a quorum at any meeting of Members. No business shall be transacted at any meeting unless the requisite quorum is present at the commencement of such business.

**9.9 Chair**

In the absence of the Chair and every Vice-Chair, the Members present at any meeting of Members shall choose another Member as chair.

**9.10 Voting by Members**

Unless the Act, or the by-laws otherwise provide, all questions proposed for consideration at a meeting of Members shall be determined by a majority of the votes cast by the Members only, each of whom shall be entitled to one (1) vote.

**9.11 Method of Voting**

At all meetings of Members every question shall be decided by a verbal count, a show of hands or by an electronic ballot sent by email to the Secretary, or such other means as may be specified by the Board, unless a poll is required by the Chair of the meeting or requested by any Member. Every Member present in person or by proxy shall have one vote. Whenever a vote has been taken upon a question, unless a poll is requested, a declaration by the Chair of the meeting that a resolution has been carried or lost by a particular majority and an entry to that effect in the minutes of the Corporation is conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against the motion.

**9.12 Polls**

If at any meeting a poll is requested on the election of a chair or on the question of adjournment, it must be taken forthwith without adjournment. If a poll is requested on any other question, it shall be taken in the manner and either at once or later at the meeting or after adjournment as the Chair directs. The result of a poll shall be deemed to be the resolution of the meeting at which the poll was requested. A request for a poll may be withdrawn at any time prior to the taking of the poll.

**9.13 Adjournments**

Any meeting of the Corporation may be adjourned to any time and from time to time, and any business may be transacted at any adjourned meeting that might have been transacted at the original meeting from which the adjournment took place. No notice is required of any adjourned meeting.

#### **9.14 Written Resolutions**

Subject to the requirements of the Act, a resolution in writing, signed by all of the Members entitled to vote on that resolution at a meeting of Members, is as valid as if it has been passed at a properly constituted meeting of Members.

#### **9.15 Electronic Participation**

If all Members entitled to vote consent thereto in advance, generally or in respect of a particular meeting, and all Members have equal access, a Member may participate in a meeting of Members by means of such conference telephone or other communications facilities as permit all persons participating in the meeting to communicate with one another, and a Member participating in such a meeting by such means is deemed to be present at the meeting. The Secretary shall ensure each particular meeting is handled in a secure fashion. Quorum shall be established by the Secretary at the beginning of each particular meeting by verbal roll call, where appropriate, or by such other reasonable measures as determined by the Secretary to accurately confirm attendance of the Members at the meeting. Each vote cast by a Member participating by telephone or other electronic means shall be recorded in the minutes by the Secretary.

### **10. EXECUTION OF DOCUMENTS**

#### **10.1 Signature on Cheques, Drafts, Notes, Etc.**

All cheques, drafts or orders for the payment of money and all notes and acceptances and bills of exchange shall be signed by the officer or officers or person or persons and in the manner from time to time prescribed by the Board.

#### **10.2 Execution of Documents**

Documents requiring execution by the Corporation may be signed by any one of the Chair or a Vice-Chair or the President or by any two (2) Directors, and all Documents so signed are binding upon the Corporation without any further authorization or formality. The Board may from time to time appoint any officer or officers or any person or persons on behalf of the Corporation, either to sign Documents generally or to sign specific Documents. The corporate seal of the Corporation, if any, may be affixed to Documents executed in accordance with the foregoing.

#### **10.3 Books and Records**

The Board shall see that all necessary books and records of the Corporation required by the by-laws of the Corporation or by any applicable statute are regularly and properly kept.

## **11. BANKING ARRANGEMENTS**

### **11.1 Banking Resolution**

The Board shall designate, by resolution, the officers and other persons authorized to transact the banking business of the Corporation, or any part thereof, with the bank, trust company, or other corporation carrying on a banking business that the Board has designated as the Corporation's banker, to have the authority set out in the resolution, including, unless otherwise restricted, the power to:

- 11.1.1 operate the Corporation's accounts with the banker;
- 11.1.2 make, sign, draw, accept, endorse, negotiate, lodge, deposit or transfer any of the cheques, promissory notes, drafts, acceptances, bills of exchange and orders for the payment of money;
- 11.1.3 issue receipts for and orders relating to any property of the Corporation;
- 11.1.4 execute any agreement relating to any banking business and defining the rights and powers of the parties thereto; and
- 11.1.5 authorize any officer of the banker to do any act or thing on the Corporation's behalf to facilitate the banking business.

## **12. BORROWING BY THE CORPORATION**

### **12.1 General Borrowing Authority**

Subject to the limitations set out in the by-laws or in the articles of the Corporation, the Board may:

- 12.1.1 borrow money upon the credit of the Corporation;
- 12.1.2 limit or increase the amount to be borrowed;
- 12.1.3 issue, reissue, sell, pledge or hypothecate debt obligations of the Corporation;
- 12.1.4 give a guarantee on behalf of the Corporation to secure performance of an obligation of any person; and
- 12.1.5 mortgage, hypothecate, pledge or otherwise create a security interest in all or any property of the Corporation, owned or subsequently acquired, to secure any obligation of the Corporation.

## **12.2 Specific Borrowing Authority**

From time to time the Board may authorize any Director or officer of the Corporation to make arrangements with reference to the money so borrowed or to be borrowed and as to the terms and conditions of the loan thereof, and as to the security to be given therefor, with power to vary or modify such arrangements, terms and conditions and to give such additional security as the Board may authorize, and generally to manage, transact and settle the borrowing of money by the Corporation.

## **13. FINANCIAL YEAR**

### **13.1 Fiscal Year End**

The financial year of the Corporation shall terminate on the last day of March in each year or on such other date as the Board may from time to time by resolution determine.

## **14. NOTICE**

### **14.1 Computation of Time**

In computing the date when notice must be given under any provision of the by-laws requiring a specified number of days' notice of any meeting or other event, the date of giving the notice is, unless otherwise provided, included.

### **14.2 Waiver of Notice**

Any person who is entitled to receive notice of a meeting of Members may waive notice, and attendance of the person at the meeting is a waiver of notice of the meeting, unless the person attends the meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called.

## **15. PUBLIC ACCOUNTANT**

### **15.1 Annual Appointment**

The Members of the Corporation at each Annual Meeting shall appoint a public accountant (which shall not be a Director, officer, employee or business partner of the Corporation), to audit the accounts (including the financial statements) of the Corporation and to report thereon to Members at the Annual Meeting, to hold office until the close of the next Annual Meeting, and, if an appointment is not so made, the public accountant in office continues in office until a successor is appointed.

## **15.2 Notice of Intention to Nominate**

A person, other than a retiring public accountant, is not capable of being appointed public accountant at an Annual Meeting unless notice in writing of an intention to nominate that person to the office of public accountant has been given by a Member not less than twenty-one (21) days before the Annual Meeting; and the Member shall send a copy of any such notice to the retiring public accountant and to the person it is intended to nominate, and shall give notice thereof to the Members, either by advertisement or by notice in the manner set out in Section 9.6, not less than seven (7) days before the Annual Meeting.

## **15.3 Vacancy in the Office of Public Accountant**

The Board may fill any casual vacancy in the office of public accountant to hold office for the unexpired term of the public accountant's predecessor.

## **15.4 Removal of Public Accountant**

Subject to the Act, the Members, by a resolution may remove any public accountant before the expiration of his term of office, and shall by a majority of the votes cast at that meeting appoint another public accountant in his stead for the remainder of his term.

## **15.5 Remuneration of Public Accountant**

The remuneration of the public accountant may be fixed by ordinary resolution of the Members or, if not so fixed, shall be fixed by the Board.

# **16. AMENDMENT OF BY-LAWS**

## **16.1 Requirements for Amendment of By-laws**

By-laws of the Corporation may be repealed, amended, altered or added to by resolution enacted by a majority of the Board at a meeting of the Board and sanctioned by at least two-thirds (2/3) of the votes cast at a meeting of Members duly called for the purpose of considering the said resolution.

## **16.2 By Whom By-law Amendments Proposed**

By-law amendments may be proposed by the President, any Member or by resolution of the Board.

# Appendix B: Position descriptions

## 1. CIHI Board chair position description

### Accountability

The chair is accountable to the Board of Directors and members as specified by the CIHI Bylaw. The chair is aware of and fulfills governance responsibilities and complies with applicable laws and bylaws to conduct Board business effectively and efficiently. The chair is also accountable for his or her performance.

### Role

- Ensure the integrity and effectiveness of the Board's governance role and processes.
- Preside over all meetings of the Board and the HR Committee.
- Serve as an important member of the organization's leadership team, working cooperatively with the president and CEO.
- Act as a spokesperson for the organization, serving as a representative of the organization to both internal and external constituencies.

### Responsibilities

#### Board governance

- Ensure that the Board performs a governance role that respects and understands the role of management.
- Ensure that the Board adopts an annual work plan that is consistent with the organization's strategic directions, mandate and vision.
- Ensure that the work of the Board committees is aligned with the Board's role and annual work plan and that the Board respects and understands the role of Board committees.
- Ensure Board succession by ensuring there are processes in place to recruit, select and train directors with the skills, experience, background and personal qualities required for effective Board governance.
- Oversee the Board's evaluation processes and provide constructive feedback to individual committee chairs and Board members as required.
- Ensure that the Board governance structures and processes are reviewed, evaluated and revised from time to time.

### **Presiding officer**

- In conjunction with the president and CEO, set agendas for Board meetings and ensure that matters dealt with at Board meetings appropriately reflect the Board's role and the annual work plan.
- Encourage input and ensure that the Board hears both sides of a debate or discussion.
- Facilitate the Board in reaching a consensus.

### **Relationships**

- Monitor the performance of the directors, ensuring periodic Board evaluations.
- Maintain a constructive working relationship with the president and CEO, providing advice and counsel as required to ensure they understand Board expectations.
- Ensure that the president and CEO's annual performance objectives are established and an annual evaluation of the president and CEO is performed.
- Participate in the hiring of the president and CEO.

### **Other responsibilities**

- Fulfill other powers and duties from time to time, as prescribed by the Board to the office.
- Perform all duties stated in the CIHI Board member position description.

### **Commitment**

The CIHI Board meets at least 3 times each year. Board meetings take place over 1 to 2 days in March, June and November. On an annual basis, CIHI holds an annual meeting of its members. This electronic meeting is generally held in July. On a biennial basis, a Board retreat is held. The chair meets regularly with the president and CEO and is responsible for serving as his or her advisor. The chair helps set Board meeting agendas.

### **Qualifications**

- Is a recognized individual knowledgeable about the field of health and/or health information.
- Is in a position of authority to influence opinion leaders/decision-makers and has political acuity.
- Possesses superior leadership and communication skills.
- Has insight to help shape health information directions, policies and programs.
- Brings visibility to and enhances the profile of the organization.
- Has the time to continue the legacy of building strong relationships between the organization and stakeholders.

## **Representation**

An individual at large who sits as an independent member once elected to the position of chair (e.g., not representing government or non-government organizations).

## **Term**

The chair is eligible to serve on CIHI's Board of Directors for 2 consecutive 3-year terms not to exceed, in the aggregate, 8 years as chair.

## **2. CIHI Board vice chair position description**

### **Accountability**

During the absence of the chair or when the chair is unable to act, the duties and powers of the chair may be exercised by the vice chair. If the vice chair takes the place of the chair, the absence of or inability to act as the chair will be referenced.

### **Responsibilities**

- Serve as a member of the HR Committee.
- Act as a spokesperson for the organization, serving as a representative of the organization to both internal and external constituencies.
- Perform other duties from time to time as prescribed by the Board of Directors.
- Perform all duties stated in the CIHI Board member position description.

### **Qualifications**

- Meets all the qualifications listed in the CIHI Board member position description and is a member of CIHI's Board of Directors.
- Has the potential to be the future Board chair.

### **Term**

The vice chair is eligible to serve on CIHI's Board of Directors for 2 consecutive 3-year terms as the vice chair, not to exceed, in the aggregate, 8 years. If the vice chair is elected to the office of chair, this limitation can be abrogated to permit the director to serve for 2 additional consecutive 3-year terms in the office of chair.



### 3. CIHI Board member position description

#### Accountability

The Board of Directors provides the strategic leadership necessary to establish and review the vision, mandate, mission and corporate goals or objectives of CIHI. As a whole, the Board represents the collective interests of the provincial, territorial and federal governments, as well as entities in the health and health information sectors, for the activities of CIHI requiring national direction.

#### Responsibilities

Directors and officers have a fiduciary responsibility to CIHI. Every director and officer is required to exercise his or her powers and discharge his or her duties by

- Acting honestly and in good faith with a view to the best interests of the corporation; and
- Exercising the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

In addition, directors are expected to

- Attend all Board meetings;
- Act as spokespersons for the organization, serving as representatives of the organization to both internal and external constituencies; and
- Participate in at least one Board committee.

Government representatives should consult with officials and provide feedback to the deputy ministers or other senior officials in the other jurisdictions included in their region (where applicable).

For specific responsibilities regarding stewardship, advisory, fiduciary and monitoring roles, please see the section [The Board's role](#).

#### Commitment

CIHI's Board meets at least 3 times each year. Board meetings take place over 1 to 2 days in March, June and November. On an annual basis, CIHI holds an annual meeting of its members. This electronic meeting is generally held in July. On a biennial basis, a Board retreat is held.

## Qualifications

- Is knowledgeable about the field of health and/or health information, **or** has insight into how principles and approaches in their industry may be applied to health data and information.
- Is in a position of authority to influence opinion leaders/decision-makers.
- Possesses superior leadership and communication skills.
- Has insight to help shape health information directions, policies and programs.
- Brings visibility to and enhances the profile of the organization.

## Term

A director is eligible to serve on CIHI's Board for 2 consecutive 3-year terms not to exceed, in the aggregate, 8 years. This limitation is abrogated should the director be elected to the position of vice chair or chair.

# Appendix C: Committees' terms of reference

## 1. Finance and Audit Committee's terms of reference

The FAC assists the Board with making decisions and engaging in oversight that ensures the organization's financial health.

### Roles and responsibilities

- Reviews and recommends approval of the governance-related financial policies of CIHI, including the yearly operational plan and budget.
- Reviews the financial position of CIHI.
- Formulates recommendations on the financial statements, the auditor's report and the appointment of the forthcoming year's auditors.
- Provides direction and review for CIHI's Internal Audit Program.
- Receives, reviews and makes recommendations on strategic risks and risk-mitigation strategies.

### Membership

The FAC is composed of not less than 3 directors.

### Frequency of meetings

The FAC meets at least 3 times each year, either by conference call or face to face. Other meetings may be convened on an ad hoc basis, as required.

## Committee recommendations

Recommendations from the FAC shall be made by at least 3 members who are present at the meeting. In the event that 3 members are not present, staff will canvass the entire committee to determine a decision or a recommendation.

## Chair

The position and qualifications of the FAC chair are described here:

### Position description

- Attends and presides over all meetings of the FAC and ensures that matters dealt with at FAC meetings appropriately reflect the committee's role, the annual work plan and the appropriate use of a consent agenda.
- Reports to CIHI's Board of Directors on the activities of the committee and brings forward its recommendations.

### Qualifications

- Must be a CIHI Board member.
- Has knowledge and skills in the area of finance.

## 2. Governance and Privacy Committee's terms of reference

The GPC assists the Board in improving its function, structure, composition and infrastructure, and in providing oversight of CIHI's Privacy Program.

### Roles and responsibilities

- Directs and oversees the assessment of the Board and Board committees every other year, reviews such assessments and makes recommendations to the Board regarding ways in which governance performance and contributions can be enhanced.
- Oversees Board member succession planning, and assesses and makes recommendations regarding nominees for election and re-election of the Members of the Corporation. Oversees the selection of the Board vice chair.
- Provides advice regarding the Board member orientation and education program.
- Drafts, reviews and assesses policies and decisions regarding governance performance for Board deliberation and action (e.g., Remuneration Policy).
- Develops annual work plans for approval by the Board.
- Receives, reviews and makes recommendations on suspected improprieties with respect to the *CIHI Code of Business Conduct* (see [Board policies](#)) that are reported to the GPC chair, if any (standing agenda item).

- Oversees performance indicators that are reported to the Board.
- Provides advice and direction regarding the biennial Board retreat.
- Reviews and makes recommendations on the direction of the Privacy Program, and submits the annual privacy report to CIHI's Board of Directors.
- Reviews findings of privacy audits and advises on recommendations based on findings of the audits.
- Advises the Board on implications of significant developments in privacy legislation. Receives reports of major incidents within CIHI that could be seen as constituting a privacy breach.
- Performs other tasks related to governance and privacy as assigned by the Board.

## Membership

The GPC is composed of not less than 3 directors.

## Frequency of meetings

The GPC meets at least 3 times each year, either by conference call or face to face. Other meetings may be convened on an ad hoc basis, depending on the frequency and number of elections/re-elections to the Board.

To minimize the need for ad hoc meetings, every effort will be made to align election activities with the regular meeting schedule.

## Committee recommendations

Recommendations from the GPC shall be made by at least 3 members who are present at the meeting. In the event that 3 members are not present, staff will canvass the entire committee to determine the recommendation.

## Chair

The position and qualifications of the GPC chair are described here:

### Position description

- Attends and presides over all meetings of the GPC and ensures that matters dealt with at GPC meetings appropriately reflect the committee's role and the annual work plan.
- Reports to CIHI's Board of Directors on the activities of the committee and brings forward its recommendations.
- Receives suspected improprieties with respect to the *Code of Business Conduct* via an anonymous mechanism and reviews these with the president and CEO, and with committee members at each meeting, if applicable. Final decisions regarding these matters rest with the GPC.

## **Qualifications**

- Must be a CIHI Board member.
- Has knowledge and skills in the area of governance.
- Demonstrates interest in matters related to health data and information privacy.

## **3. Human Resources Committee's terms of reference**

The HR Committee assists the Board in discharging its oversight responsibilities relating to compensation policies, executive compensation, executive succession and other key human resources activities.

### **Roles and responsibilities**

- Oversees CIHI's compensation and benefit policies.
- Reviews and approves the president and CEO's annual performance objectives.
- Reviews the president and CEO's performance and determines their compensation.
- Reviews the succession plan for the president and CEO and executive management.
- Oversees the principles of the recruitment/retention strategy for employees.
- Provides oversight related to occupational health and safety and other key HR activities.

### **Membership**

The HR Committee is composed of not less than 3 directors, where the chair of the committee is the Board chair.

### **Frequency of meetings**

The HR Committee meets at least twice each year, either by conference call or face to face. Other meetings may be convened on an ad hoc basis, as required.

### **Committee recommendations**

Recommendations from the HR Committee shall be made by at least 3 members who are present at the meeting. In the event that 3 members are not present, staff will canvass the entire committee to determine a decision or a recommendation.

### **Chair**

The position and qualifications of the HR Committee chair are described here:

### Position description

- Attends and presides over all meetings of the HR Committee and ensures that matters dealt with at HR Committee meetings appropriately reflect the committee's role, the annual work plan and the appropriate use of a consent agenda.
- Reports to CIHI's Board of Directors on the activities of the committee and brings forward its recommendations.

### Qualifications

The Board chair holds this position.

## Appendix D: Board policies

### 1. Conflict of Interest Policy

#### Purpose

- To enhance stakeholder confidence in the integrity of the Canadian Institute for Health Information (CIHI).
- To minimize the possibility of conflicts between the private interests and official duties of CIHI's Board of Directors, officers and staff, and to resolve any such conflicts in the interest of all parties.

#### Scope

This CIHI Conflict of Interest Policy (the policy) applies to CIHI's Board of Directors, officers and employees (permanent and contract employees).

#### Definitions

**Conflict of interest:** Any situation that places the individual in a real, potential or apparent conflict between his or her private, personal or other interests and his or her duties to CIHI, and the conflict — whether real or perceived — affects the integrity of CIHI and stakeholders' confidence in CIHI.

**Potential conflict of interest:** Any situation where an individual has private or personal interests that could conflict with his or her official duties in the future.

**Private or personal interest:** An individual's self-interest (e.g., to achieve financial profit or avoid loss, to gain another special advantage, to avoid a disadvantage); the interests of the individual's immediate family or business partners; or the interests of another organization in which the individual holds a position (voluntary or paid).

**Apparent conflict of interest:** Any situation in which there could be a reasonable perception that an individual's private and personal interests could improperly influence the performance of his or her duties to CIHI, regardless of whether this is in fact the case.

## Policy

CIHI's Board of Directors, officers and employees must take measures to prevent real, potential or apparent conflicts of interest in accordance with the principles of conduct outlined in this policy.

CIHI must

- Ensure that CIHI's Board of Directors, officers and employees are informed of the requirements of the policy;
- Determine whether real, potential or apparent conflicts of interest exist and what action, if any, must be taken; and
- Monitor and evaluate, periodically, compliance with the application of the policy.

## Disclosure

CIHI's Board of Directors, officers and employees are responsible for disclosing any situation where the individual believes there is, might be or appears to be a real or potential conflict of interest.

**With respect to employees**, where there is a real, potential or apparent conflict of interest involving an employee, or someone else, it is the responsibility of that individual to immediately bring the matter to the attention of his or her manager, follow the Conflict of Interest Procedures and complete the Conflict of Interest Disclosure Form.

**With respect to officers** (who are not Board directors), where there is a real, potential or apparent conflict of interest involving such individual, they must disclose the situation immediately in writing to the director of Human Resources and Administration, as soon as they become aware of such real, potential or apparent conflict of interest.

**With respect to Board directors**, each Board director shall disclose, in writing or by requesting that it be entered in the minutes of the meeting, any situation where there is, might be or appears to be a real or potential conflict of interest involving themselves at the beginning of every Board and committee meeting, pursuant to the standing item on all Board and committee meeting agendas. A Board director who makes such a disclosure shall not participate in the discussion and shall not vote on any resolution with respect to the contract or transaction at issue.

Failure to disclose any conflict of interest or potential or apparent conflict of interest will be considered a breach of this policy and may result in disciplinary action up to and including dismissal.

Questions of interpretation or application of this policy should be referred to the director of Human Resources and Administration. Refer to the Conflict of Interest Procedures for the process to disclose a real, potential or apparent conflict of interest. If you are unsure as to whether or not you should report a real, potential or apparent conflict of interest, err on the side of caution and disclose the information.

## **Principles and rules of conduct**

These principles and rules of conduct are designed to enhance stakeholder confidence in the integrity of CIHI by

- Establishing clear rules of conduct respecting conflict of interest for CIHI's Board of Directors, officers and employees; and
- Minimizing the possibility of conflicts arising between the private and personal interests and official duties of the Board of Directors, officers and employees.

All Board directors, officers and employees shall

- Perform their official duties and arrange their private and personal affairs in such a manner that stakeholder confidence and trust in the integrity, objectivity and impartiality of CIHI are conserved and enhanced;
- Not have private and personal interests that would be affected particularly or significantly by CIHI activities in which they participate;
- Not directly or indirectly use, or personally benefit from, CIHI funds for purposes other than for the conduct of approved CIHI business;
- Not solicit or accept transfers of economic benefit, other than incidental gifts, customary hospitality or other benefits of nominal value;
- Not step out of their official roles to assist private entities or persons in their dealings with CIHI where this would result in preferential treatment to any person;
- Not accord preferential treatment in relation to any official matter to family members or friends, or to organizations in which the employee, family members or friends have an interest;
- Not have a direct reporting relationship with an employee or supervisor/manager if they have or develop an intimate relationship;
- Not knowingly take advantage of, or benefit from, information that is obtained in the course of their official duties and responsibilities and that is not generally available to the public; and
- Not directly or indirectly use, or allow the use of, CIHI property of any kind for anything other than officially approved activities.



Furthermore, any sponsorship/co-sponsorship arrangements and/or donations must not place, nor appear to place, any CIHI Board director, officer or employee, as applicable, under an obligation to any person/supplier who might benefit from or seek to gain special consideration or favour based on a sponsorship/co-sponsorship/donation.

## Examples of conflict of interest

Some of the more common areas of potential conflicts include the following:

- The choice of suppliers of goods and services to CIHI must be based on competitive considerations of quality, price, service and benefit to CIHI and must comply with its policies. Contracts will be awarded in a fair and legal manner and are subject to the established tendering procedure. Use of one's position or knowledge to influence this process for direct or indirect personal gain is prohibited. Employees must not represent themselves as being in a position to commit CIHI to the purchase of goods or services except in accordance with relevant policies and practices, and within the recognized authority of their position.
- Employees and Board directors shall not accept or offer gifts, hospitality or other benefits that could be construed as being given in anticipation of future special considerations or recognition of past consideration by CIHI.
- Employees shall not accept, directly or indirectly, any entertainment, cultural, social, charitable, political, recreational or sporting events, hospitality or other benefits that are offered at the expense of a person, persons, group or organization, except as provided for in the Hospitality, Gifts and Honoraria Policy.
- Employees and Board directors must disclose their relationship should a family member be hired by CIHI.
- Employees will not devote time during normal business hours to an outside business or activity.

## CIHI's Board of Directors and officers

Section 141 of the *Not-for-Profit Corporations Act* (2009) (the act) will apply to CIHI's Board of Directors and officers, as such term is defined in the act, which will include the chair; vice chair; the secretary of the Board/president and CEO; and selected members of senior management.

Board directors and officers should also refer to Section 141 of the act for further details regarding the types of interests that are required to be disclosed and the procedures for disclosing this information. Nothing in this policy is intended to in any way amend, derogate from or qualify the requirements of the act.

## Biennial disclosure

CIHI requires its employees to biennially review the policy and procedures, acknowledge that they have read and understood the policy, and confirm that they are acting in accordance with the policy.

Board members are asked at the beginning of each meeting to declare if they have any conflict with the agenda items.

## 2. Travel Expense Policy

CIHI will reimburse members of the Board of Directors, members of other advisory committees and others who may travel on behalf of CIHI for reasonable and appropriate out-of-pocket travel expenses as defined in the External Travellers policy.

Travellers are responsible for complying with the policy and are expected to exercise good business judgment when making travel plans and determining what is necessary and reasonable.

Pre-approval and the booking process are to be completed as early as possible to take advantage of advance purchase discounts or best available rates.

Travellers are responsible for

- Obtaining pre-approval from CIHI;
- Travelling by the most economical and efficient means;
- Submitting expenses promptly on the External Travel Expense Claim Form;
- Including sufficient explanations; and
- Submitting original/photocopied receipts or electronic images of receipts as backup.

### Accommodation

Standard room accommodation will be reimbursed at a hotel if travel requires an overnight stay. External travellers should attempt to book a standard room at a 3- or 4-star hotel. When the reason for travel is a conference or convention that is being held at a hotel, travellers may stay in the conference hotel and should request any discounted rate associated with the convention/conference.

If the traveller chooses accommodation with a family member or friend, \$45.00 per night may be claimed as an accommodation allowance.

## Meals

Meals purchased as part of CIHI business–related travel will be reimbursed on the per diem basis of \$69.00 (including taxes and tips). The breakdown is as follows:

Breakfast	\$14.00
Lunch	\$17.00
Dinner	\$38.00

Meals may be claimed on a per diem basis during business travel if travel occurs during meal hours. Specifically, per diems will be permitted when travellers depart from their home or office before 8:30 a.m. and arrive at their home or office after 5 p.m.

Meal per diems will apply if staying with family or friends. Claims for per diems shall be adjusted to consider meals included as part of attendance at meetings or as part of airline/ railway travel.

Receipts are not required when claiming meal per diems.

## Transportation

### Air

External travellers shall purchase the lowest reasonable economy fare possible. Business or executive class air travel must not be booked unless pre-approved by the president and CEO of CIHI and will be limited to such circumstances as health reasons, business imperatives or other circumstance as deemed appropriate.

Travellers can claim 1 baggage fee from origin to destination and 1 for the return when travel involves at least 1 overnight stay. Travellers can claim the standard seat selection fee. Reasonable change fees will also be reimbursed.

### Rail

The actual cost of rail travel will be reimbursed. External travellers may book business class fares for rail travel.

### **Rental car**

A mid-size car may be booked and will be reimbursed by CIHI. External travellers who book with their organization's corporate credit card that has a waiver with collision damage coverage should not take the car rental agency's additional insurance. External travellers who use a personal credit card when booking a rental car should take the additional insurance offered by the rental agency. The additional insurance will be reimbursed by CIHI. Cost of fuel for the rental car will be reimbursed. The car rental and associated charges should not exceed the equivalent airfare cost.

### **Private car mileage**

External travellers may use a personal car for travel, which will be reimbursed at a rate of \$0.50 per kilometre. Kilometres are calculated based on the traveller's round trip from place of departure to place of arrival. This allowance is intended to compensate for fuel cost, maintenance, insurance and amortization. The mileage charge should not exceed the equivalent airfare cost.

### **Ground transportation**

Actual taxi and ride-sharing services such as Uber (including a reasonable tip of approximately 10%), bus, subway, hotel and airport shuttle service costs incurred to carry out activities for CIHI will be reimbursed.

### **Parking**

Actual parking costs for personal or rental cars used when travelling on CIHI business will be reimbursed by CIHI.

### **Entertainment**

Charges for entertainment are not reimbursable.

### **Travel receipt submission**

Electronic claim forms and images of receipts can be emailed to [lhardy@cihi.ca](mailto:lhardy@cihi.ca).

Physical receipts along with the appropriate claim form can be mailed to

LUCIE HARDY  
Canadian Institute for Health Information  
495 Richmond Road, Suite 600  
Ottawa, Ontario K2A 4H6  
613-241-7860

### 3. Remuneration Policy

CIHI directors who are not employed by a federal/provincial/territorial government or by an organization that receives government funding (e.g., regional health authority, hospital) are eligible to receive remuneration related to their Board work.

#### Board of Directors remuneration

Directors who qualify according to CIHI's Board of Directors Remuneration Policy shall receive the following:

- For meetings
  - In person: \$500 per day/\$250 per half-day
  - Virtual: \$100 per committee meeting (usually 1 hour)/\$250 per Board meeting (usually 3 hours)
- For travel
  - \$500 per day/\$250 per half-day; directors who travel more than 4 hours one way will be paid a full day of travel
- For time spent representing CIHI as approved by the president and CEO (e.g., participating in an external committee meeting or other organized planning session)
  - \$500 per day/\$250 per half-day

Note: All CIHI directors are fully reimbursed for out-of-pocket travel expenses incurred as a result of serving on the Board. Details regarding such reimbursements are provided in the [Travel Expense Policy](#).

#### Board chair remuneration

CIHI also provides an annual stipend of \$10,000 to the Board chair for time spent on other business matters as an official CIHI representative.

**CIHI Ottawa**

495 Richmond Road  
Suite 600  
Ottawa, Ont.  
K2A 4H6  
**613-241-7860**

**CIHI Toronto**

4110 Yonge Street  
Suite 300  
Toronto, Ont.  
M2P 2B7  
**416-481-2002**

**CIHI Victoria**

880 Douglas Street  
Suite 600  
Victoria, B.C.  
V8W 2B7  
**250-220-4100**

**CIHI Montréal**

1010 Sherbrooke Street West  
Suite 602  
Montréal, Que.  
H3A 2R7  
**514-842-2226**

---

cihi.ca

23785-0221

