

Board Policies

Board Nominations Policy

PURPOSE

The Health Data Research Network Canada (the “Corporation”) Board of Directors (the “Board”) has a responsibility to ensure renewal of its membership in a manner consistent with the Corporation’s Bylaws and policies. The purpose of this policy is to describe the process by which candidates are identified for consideration for possible inclusion in the Health Data Research Network Canada (HDRN Canada) Board and its Committees as set out below.

APPLICATION

The Nominations Policy applies to all members of the Board and members of Board Committees, including those serving on such Committees who are not members of the Board.

The Board shall initiate a transparent recruiting process to fill positions made vacant by directors as set out in this policy. The Scientific Director and CEO may participate in any part of the recruiting process, excluding the final selection of candidates.

POLICY

Section 6.04 of the Bylaws contains provisions with respect to nominations that must be strictly adhered to. In addition to the Bylaws, the process set out in this policy shall be followed when nominating members to sit as directors on the Board and as Board Committee members.

At each annual meeting of members at which an election of directors is required, members will elect directors for the term provided by the Bylaws. The first Board shall consist of the incorporators of the Corporation provided for in the articles and the incorporators shall hold office from the time of incorporation until the next annual meeting of members whereby directors will be confirmed and/or elected.

The recruiting process should support succession planning to ensure that the Board membership includes those skills and perspectives required by the Board to meet needs of the Corporation and its members.

The Board will recruit members with diverse perspectives and life experience across geography, languages, culture, ethnicity, gender and other factors. The Board will have the capacity to conduct its work in English and French, and will have the infrastructure (e.g., live simultaneous interpretation services) to support the full involvement of directors who speak French. The Board will have at least three members who have French as their first language, at least one of whom will reside outside of Quebec.

DEFINITIONS

Applicants: Individuals who submit a completed application form to express interest in joining the Board.

Board Resolution: Resolution passed by a majority of the directors of the Corporation at a duly constituted meeting of the Board.

Candidates: Applicants nominated by any HDRN Canada Organization or officer or director of the Corporation to the Secretary, or such other director as the secretary may appoint in his or

her place, as Chair of Nominations Committee for consideration at the annual meeting of members.

HDRN Canada Organization: Organizations prescribed in a list maintained by the Nominations Committee that includes those that manage the distributed resources that carry out the work of the Corporation.

Continuing Board Members: Members of the Board of Directors whose current term extends beyond the next annual meeting of members.

Sitting Directors: Board members who are serving during the year in which recruiting for Board members occurs.

ROLE OF THE NOMINATIONS COMMITTEE

The Nominations Committee is responsible for facilitating the election or acclamation of the directors at the annual members' meeting or until the full Board has been populated, up to the maximum number of 15 members as set out in the Articles of Incorporation. The Secretary, or their delegate, will serve as Chair for the Nominations Committee and will report to the Board on a regular basis with respect to the actions of the Nominations Committee. Until such a time as the Nominations Committee is struck, the Secretary, or their delegate, shall fulfill duties set out in the Annual Recruitment section.

The Nominations Committee shall advise the Board of the results of the election and any acclamation of directors following each meeting of members at which an election is held.

PROCESS

Vacancy

1. Sitting Board members will complete a self-assessment using the skills and competencies matrix in Table 1 (below).
2. When a director position is vacant due to initial set up of the Board or becomes vacant between annual members' meetings (a "casual vacancy"), the Board Chair, Secretary or their delegate, and CEO and Scientific Director will:
 - a. Determine skills and competencies of focus to fill the vacancy, and
 - b. Request that HDRN Canada Organizations and officers and directors of the Corporation identify potential candidates
3. Individuals to be considered for nomination may be submitted by any HDRN Canada Organization or officer or director of the Corporation to the Secretary or their delegate.
4. The Chair, Secretary or their delegate, and Scientific Director and CEO will identify a short list of candidates to fill vacancies, and will make recommendations to the Board, of the preferred candidate(s) to be confirmed through Board Resolution. Vacancies can be filled by Board Resolution except if the vacancy resulted from an increase in the number of directors or a failure to elect the number of directors provided for in the Bylaws. A director appointed or elected to fill a vacancy holds office for the unexpired term of their predecessor, subject to the affirmation vote of the members at the next annual meeting of members.

5. Prior to the first annual meeting of members, it will be proposed that directors are to be elected at the meeting for terms provided for in the Bylaws, and the list of proposed directors will be attached.

Annual Recruitment

1. Annually, continuing Board members will complete a self-assessment using the skills and competencies matrix provided in Table 1 (below) that will inform deliberations of the Nominations Committee to identify potential areas of focus for recruiting for recommendation to the Board for approval.
2. To support succession planning, the Secretary or their delegate, on behalf of the Nominations Committee, will provide to the Board information about the experience and perspectives self-identified by directors who are expected to leave the Board in less than two years.
3. The Secretary or their delegate will approach each sitting director whose current term ends at the next regular members' meeting and who is eligible for election for a subsequent term to discuss their continued interest, performance, and suitability for continued membership on the Board.
4. The intentions of these directors regarding a subsequent term will inform the number of vacancies determined to be filled through the recruiting process that will be reported to the Board for the subsequent Board year.
5. Having considered the recommendations from Nominations Committee, the Board will determine the focus of recruiting and the number of positions to be filled.
6. The Nominations Committee will develop an application package for Board vacancies that includes appropriate background, context and areas of focus to enable applicants to self-assess their suitability for membership and their fit for the Board.
7. The Secretary or their delegate will issue the Call for Applications and assign an appropriate timeframe. The Call will be distributed to HDRN Canada Organizations with a request that they solicit potential candidates for election as directors of the Corporation. The Nominations Committee will also identify other distribution channels appropriate to the specific search criteria.
8. Nominations for prospective directors and supporting information may be submitted to the Secretary or their delegate in accordance with the Bylaws, by any HDRN Canada Organization or officer or director of the Corporation.
9. The Nominations Committee will review applications, select applicants to be interviewed, determine interview questions, conduct interviews, check references (as required), and select applicants for nomination as candidates to the Board, using the skills and competencies matrix identified below.
10. No later than the last regularly scheduled Board meeting prior to the annual meeting of members, the Nominations Committee will present recommendations to the Board of candidates for nomination at the annual meeting of members.
11. All applicants will be notified of the disposition of their application by the Secretary or their delegate.
12. At each annual meeting of members, the members will formally elect the directors by ordinary resolution from candidates to hold office for the term provided by in the Bylaws. If the Board determines the meeting of members at which directors are to be elected may be

held by Electronic Means, the notice of meeting of members will include the details of how to vote by such means.

13. If there are more candidates for election as directors than there are positions that will become vacant at the close of the next annual members' meeting, the election will be conducted by secret ballot with the name of each candidate appearing individually on the ballot. Candidates shall be deemed to be elected in order of the candidates receiving the most votes. No member shall vote for more directors than the number of vacant positions for director, and any ballot on which more names are voted for than there are vacant positions shall be deemed to be void. In the event of a tie in which the chair voted, and the resolution being voted on shall be deemed to have failed and the vote shall be repeated until ordinary resolution has been achieved.
14. The Nominations Committee shall oversee the election of directors at the annual meeting of members and tally any votes in respect of the election of directors. The Nominations Committee shall advise the Board of the results of the election and any acclamation of directors following each meeting of members at which an election is held.
15. Each newly acclaimed or elected director will take office beginning at the close of the meeting of members at which he or she was appointed, provided that the newly acclaimed or elected director:
 - a. was present at the meeting when the election or acclamation took place and did not refuse to hold office as director; or
 - b. was not present at the meeting of members at which he or she was elected or acclaimed, but consented to hold office as a director in writing before the election or acclamation or within 10 days from the date upon which the election or acclamation occurred.

TERM

The term of office of elected and acclaimed directors shall normally be three (3) years and will continue to be a member until he or she ceases to be a director as stated in section 6.07 of the Bylaws. The Board shall determine by Board Resolution that one of each of the first directors appointed to the first Board hold office for staggered terms.

Elected and acclaimed directors may be elected to two (2) consecutive terms but then must but then must cease to be an elected director for at least one year before being eligible for re-election.

BOARD COMMITTEE MEMBERSHIP

1. In accordance with the Bylaws, the Board will have a Nominations Committee and Finance Committee.
2. The Board may also establish and populate additional standing or ad hoc Committees of the Board it deems necessary or appropriate to which it will delegate powers it sees fit, subject to the *Canadian Not-for-Profit Corporations Act*.
3. Committees of the Board may include members who are not directors or officers of the Board up to a maximum of one third of membership from outside the Board. Each Board Committee will provide guidance on the skills and competencies sought in its external members.

4. The Scientific Director and CEO, with input from the Chair of the Board Committee, will identify potential individuals for consideration by the Nominations Committee, not later than the last regularly scheduled committee meeting prior to the annual meeting of members.
5. The Nominations Committee will include selected external candidates in the Committee memberships that it recommends to the Board at its first meeting following the annual general meeting.

For clarity, these terms do not apply to the HDRN Canada Strategic Advisory Council or other advisory groups established to support the Board, which will be populated with people who are not members of the Board.

Table 1: Skills and Competencies Matrix of the Health Data Research Network Canada Board of Directors

Note that the characteristics described below refer to the 3-15 Elected or Appointed Directors of the Board as allowed for in the Bylaws

	Sitting Directors				Candidates for Directors				Up to 15 Director positions
	Director 1	Director 2	Director 3	Director 4	Director 5	Director 6	Director 7	Director 8	
Demographics									
Gender									
Age range 18-24, 25-34, 35-44, 45-64, 65-84, 85+									
Location of primary residence									
Preferred language									
Self-identified ethno-cultural background									
Skills and Competencies									
Each to be self-assessed on a scale of 0 (limited) – 1 (moderate) – 2 (high) levels of competency									
Governance Skills Sufficiently developed through education or experience to contribute as members of the Nominations Committee.									
Legal Skills Developed through education or experience to enable bringing a legal perspective to Board deliberations, noting that members with legal skills are not expected to provide advice on legal matters.									

	Sitting Directors				Candidates for Directors				Up to 15 Director positions
	Director 1	Director 2	Director 3	Director 4	Director 5	Director 6	Director 7	Director 8	
Financial Skills Sufficiently developed through education or experience to be members of the Finance Committee, at least one of whom should have a professional designation or CFO experience or strategic financial experience.									
Health Care Experience Related experience in health care either working in a hospital in a senior position or within the community with significant exposure to clinical services.									
Research Experience Background or experience in health services, policy, clinical or quality improvement research, ideally with related experience directly involved in data-intensive health research activities.									
Strategic Planning Significant expertise in strategic planning either in a CEO, CFO or consultant role.									
Management/Operational Experience Experience at the senior management/CEO level.									
Executive Compensation Skills Competency developed through experience serving on other Boards or through a senior human resources role.									
Communications/Public Relations Experience developed through specific related background to assist the Board in communications/PR strategy.									
Government Relations Experience in government relations at the Provincial or Federal level, ideally with exposure to the health care/research agendas at both levels of government.									
Board Experience Board experience prior to joining the HDRN Canada Board (recommended to be 2/3 of HDRN Canada Board).									
Commercialization									

	Sitting Directors				Candidates for Directors				Up to 15 Director positions
	Director 1	Director 2	Director 3	Director 4	Director 5	Director 6	Director 7	Director 8	
Directors who have been involved in the commercialization of products.									
Grant and Research Funding Experience Experience with large-scale research funding applications.									
Equity and Access Awareness and experience with strategies to increase equity, diversity and inclusion.									

Amendment: The Board may amend this policy.

Last Review:

Last Revision:

Approval Date: July 23, 2020

Board Conflict of Interest Policy

PURPOSE

All directors have a duty to ensure that the trust and confidence of the public in the integrity of the decision-making processes of the Board of Directors (the “Board”) is maintained by ensuring that they and other members of the Board are free from perceived or real conflict in their decision-making. This policy is intended to assist all directors in understanding their obligations when a potential, perceived or real conflicting interest arises.

APPLICATION

This policy applies to members of the Board and Board Committees.

POLICY

Directors owe the Corporation a fiduciary duty to act solely in the best interests of the Corporation. Directors and members of the Board and its Committees who are not directors shall avoid situations in which they may be in a position of conflict of interest. Section 11.04 of the Bylaws contains provisions with respect to conflict of interest that must be strictly adhered to. In addition to the Bylaws, the process set out in this policy shall be followed when a real or perceived conflict arises. This Conflict of Interest Policy will be reviewed with members annually to record any relevant changes requiring disclosure.

Description of Conflict of Interest

A conflict of interest exists when a person is involved in multiple interests, one of which could possibly impact the motivation or decision-making on matters involving the Board or Corporation, irrespective of whether the individual has been influenced by this secondary interest. As such perceived and real conflicts are all considered to be relevant for disclosure by individual Board and Board Committee members.

In cases where a director is unsure whether there is potential, perceived or real conflict of interest, they should consult the Chair, or the Vice-Chair in cases where the Chair cannot make a decision regarding the potential for conflict, and the Chair (or Vice-Chair) will make a decision regarding whether the director has real or perceived conflict.

The situations in which a conflict of interest may arise cannot be exhaustively set out. Conflicts generally arise in the following situations:

Interest of a Director – ‘wearing two hats’: When a director, or a party of which the director is a principal, officer or representative, transacts business with the Corporation directly or indirectly, or when a director has a significant direct or indirect interest in a transaction or contract with the Corporation.

Interest of a Relative: When the Corporation conducts business with any party of which a relative or member of the household of a director is a principal, officer, or representative.

Gifts: When a director or a member of the director's household or any other person or entity designated by the director, accepts gifts, credits, payments, services, or anything else of more than nominal value, from a party with whom the Corporation may transact business (including a supplier of goods or services) for the purposes of (or that may be perceived to be for the purposes of) influencing an act or decision of the Board.

Acting for an Improper Purpose: When directors exercise their powers motivated by self-interest or some other improper purposes. Directors must act in the best interest of the Corporation.

Appropriation of Corporate Opportunity: When a director diverts to his or her own use an opportunity or advantage that belongs to the Corporation.

Duty to Disclose Information of Value to the Corporation: When directors fail to disclose information that is relevant to a vital aspect of the Corporation's affairs.

Access to Insider Information: When, to obtain a benefit for himself or herself, a director offers or is perceived to offer access to information for the benefit of another individual or organization.

Serving on other Corporations: A director who is a director of Corporation that competes or transacts business with the Corporation may be in a conflict when related matters are considered by either Board.

Absent from Discussion

A director shall not be present during the discussion of the matter in which he or she knowingly has a real or perceived conflict and will not be counted in the quorum concerning any resolution or vote relating to the matter. In accordance with the Bylaws, if quorum is present at the opening of a meeting, the meeting may proceed even if quorum is not present throughout the meeting, including if this results from the absence of a director due to a conflict.

The absence and return of the director will be noted in the meeting minutes. The director shall not vote on the matter nor attempt to influence the voting on the matter in any way, and will not be involved in negotiations or other discussions on behalf of the Corporation concerning the matter.

Exceptions

No director shall be considered to be directly or indirectly interested in any matter before the Board or a Committee of the Board where the interest of the director is held in common with a broad group of other directors.

PROCESS FOR DISCLOSURE OF CONFLICTS AND ADDRESSING BREACHES OF DUTY

Disclosure of Conflicts

On an annual basis, Board and Board Committee members will be required to review this policy and declare any conflicts of interest arising which will be included, along with the nature of the conflict, in the Corporate records. Conflicts of interest will also be a standing agenda item at all Board and Board Committee Meetings. Every declaration of a conflict of interest arising at a meeting of the Board or Committee of the Board will be recorded in the minutes of the meeting, along with the nature of the conflict.

A director who is in a position of perceived or real conflict shall immediately disclose such conflict to the Board by notification to the Chair or Vice-Chair of the Board in writing or by disclosure that is entered in the minutes. The disclosure shall sufficiently include the nature and extent of the director's interest, and shall be made at the earliest possible time and before any discussion and vote on the matter.

Addressing Breaches of Duty

All directors shall comply with the requirements of the Corporation's Bylaws and Board policies. It is acknowledged that not all potential, perceived or real conflicts may be resolved solely through compliance with the Bylaws and Board policies. There may be cases where a potential or perceived conflict of interest or breach of duty may be harmful to the Corporation even when there has been compliance with the Bylaws and Board policies. A director may be referred to the process outlined below in any of the following circumstances:

(a) Circumstances for Referral

Where any director believes that s/he or another director:

- (i) has breached his or her duties to the Corporation; or
- (ii) is in a position where there is a potential breach of duty to the Corporation; or
- (iii) is in a situation of potential, perceived or real conflict of interest; or
- (iv) has behaved or is likely to behave in a manner that is not consistent with the highest standards of public trust and integrity and such behaviour may have an adverse impact on the Corporation.

(b) Process for Resolution

The following process will apply:

- (i) the matter will be referred to the Chair, or where the issue may involve the Chair, to the Vice-Chair;
- (ii) the Chair (or Vice-Chair as the case may be) may attempt to resolve the matter informally;
- (iii) if the matter cannot be informally resolved to the satisfaction of the Chair (or Vice-Chair as appropriate), the director referring the matter and the director involved, then the Chair shall refer the matter to: (i) an existing Board Committee; or (ii) an ad hoc Committee of the Board established by the Chair (or Vice-Chair as the case may be) which shall report to the Board.

If a conflict cannot be resolved to Board's satisfaction (by Board Resolution) or if a breach of duty has occurred, a director may be asked to resign or may be subject to removal pursuant to the Bylaws and the *Not-for-Profit Corporations Act*.

Amendment: The Board may amend this policy. Last Review:

Last Revision:

Approval Date: May 28, 2020

Board Confidentiality Policy

PURPOSE

The purpose of this policy is to ensure Board of Directors (the “Board”) and Board Committee members understand their role in maintaining confidentiality such that confidential matters are only disclosed in the manner approved by the Board.

APPLICATION

This policy applies to members of the Board and Board Committees.

POLICY

Board and Board Committee members owe the Corporation a duty of confidence. All matters before the Board or Board Committees, or that otherwise are received by a Board or Board Committee member in his or her capacity as a Board or Board Committee member, are to be treated as confidential and are not to be disclosed by that member unless authorized to do so by the Board. Board and Board Committee members are expected to maintain confidentiality of materials in their custody and control.

Board Spokespersons

The Scientific Director and CEO and the Chair of the Board, or their delegate, shall act as the authorized spokespersons for the Corporation and the Board. Media contact, responses to inquiries received, and public discussion of the Corporation’s affairs, shall only be made through the Board’s authorized spokespersons unless such statement has been authorized by the Board.

MATERIALS

All matters that are before the Board and Board Committees are confidential unless they have been determined not to be confidential by the Board or Chair of the relevant Board Committee or Board itself.

Board and Board Committee members will be provided with confidential materials to enable the governance of the Corporation and to inform participation in Board and Board Committee deliberations. Materials for meetings of the Board and Board Committees are property of the Corporation and will be made available through the Corporation’s electronic portal whose access is restricted only to those members subject to this policy those necessary to provide administrative support to the Board and its Committees.

In the event that HDRN Canada Board-related materials are identified to be included in response to an access to information request, the Corporation should be notified prior to the release of any such documents.

Board and Board Committee members are to securely dispose of meeting materials immediately following the meeting for which the material was provided. Board and Board Committee members may leave their paper materials at the meeting site for secure disposal (e.g., shredding) by the Corporation’s Secretary, or their delegate. If Board and Board Committee members decide to take materials with them, the Board or Board Committee member will dispose of the materials in a manner that is complete, permanent and secure.

Board and Board Committee members will securely and permanently dispose of any and all materials provided to them in the course of their tenure by the Corporation. Board and Board Committee members may return their materials to the Corporation's Secretary, or their delegate, for secure disposition, who will delete electronic materials from computers and mobile devices.

The Chair of the Board and the Chairs of Board Committees may retain materials for reference after the meeting date. Those materials may also be returned to the Corporation's Secretary, or delegate, for disposal. Chairs may also decide to dispose of those materials personally and will ensure such disposal is complete, permanent and secure.

Board and Board Committee members will ensure complete, permanent and secure disposal of all notes made during the review and discussion of materials.

DELIBERATIONS

Matters discussed at all sessions of the Board should be considered confidential unless directors are expressly told otherwise.

All matters discussed in closed (*in camera*) sessions of the Board are confidential until disclosed in a session of the Board that is open to members or until such time as the authorized Board spokespersons determine that that information can be made public.

All matters that are before a Committee of the Board are confidential unless they have been determined not to be confidential by the Chair of the relevant Board Committee.

PROCEDURE FOR MAINTAINING MINUTES

All minutes of meetings of the Board and Board Committees shall be marked confidential and will be handled in a secure manner.

Minutes of meetings of the Board shall be recorded by the Secretary or delegate or, if the Secretary or delegate is not present, by a director designated by the Chair.

The Secretary may issue certified copies of resolutions contained therein, under the seal of the Corporation, as may be required, either prior to or after verification.

Minutes will be presented for verification to a subsequent meeting of the Board.

After verification, minutes will be signed by the person who presided at the meeting and by the Secretary; verified minutes shall be maintained by the Secretary, where they may be examined by authorized persons during usual business hours.

Related Policies

Terms of Reference

Conflict of Interest Policy

Amendment: The Board may amend this policy.

Last Review:

Last Revision:

Approval Date: May 28, 2020

Signing Authority Policy

PURPOSE

The purpose of this policy is to identify the signing authorities and levels of authority to sign cheques, expenditure contracts/agreements, and other binding documents on behalf of Health Data Research Network Canada (HDRN Canada), herein the “Corporation”.

While the Board is responsible for strategic oversight for all HDRN Canada operations, its financial oversight responsibilities are limited to funds that flow to and from HDRN Canada only. For clarity, the Board is not responsible for the financial oversight of funds that flow from external sources to HDRN Canada Organizations that are legally distinct entities (e.g. federal funding that is provided to universities, research institutes and other HDRN Canada Organizations). Only funds under the direct management and control of HDRN Canada are the responsibility of the Board.

PROCEDURE

The Board will ensure that signing authorities are designated for all situations that result in a commitment being made on behalf of the Corporation.

The Board shall review and approve the Annual Operating Plan and Annual Budget no later than the last regularly scheduled Board meeting prior to the annual members’ meeting. This approval constitutes authorization of expenditures within the Annual Budget, including staff hires and annual funding transfers to HDRN Canada Organizations. For clarity, funds received from Canadian Institutes for Health Research (CIHR) are managed by the University of British Columbia (UBC). The Board will receive a copy of the budget but is not responsible for managing of these funds.

1. In all cases, any services or goods will require a written Agreement or Contract.

2. Authorization levels with respect to this policy are as outlined in the table below:

Expenditure	Amount	Signing Authority Required
Expenditures included in the Annual Budget approved by the Board of Directors, including deeds, transfers, assignments, contracts, obligations and other instruments	≤\$25,000	Operations Director
	>\$25,000-\$100,000 that are not transfers to HDRN Canada Organizations	Operations Director and Scientific Director & CEO
	Transfers to HDRN Canada Organizations regardless of amount (no upper limit)	
	Expenditures >\$100,000 that are not transfers to HDRN Canada Organizations	The Scientific Director & CEO and one other officer or director of the Corporation as appointed by Board Resolution
Expenditures that were not included in the Annual Budget approved by the Board of Directors, including deeds, transfers, assignments, contracts, obligations and other instruments	≤\$100,000.00	Operations Director and Scientific Director & CEO
	>\$100,000.00	The Scientific Director & CEO and one other officer or director of the Corporation as appointed by Board Resolution

3. Dollar limits are exclusive of HST but include all other costs.

Amendment: The Board may amend this policy.

Last Review:

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