



Réseau de recherche sur les données de santé du Canada
Health Data Research Network Canada

HDRN Canada Board of Directors

Terms of Reference



Purpose

The purpose of this Terms of Reference is to:

- a. Define the Roles and Responsibilities of the Board of Directors (“the Board”) of Health Data Research Network Canada (the “Corporation”); and
- b. Outline the procedures for Board of Directors meeting operations.

Introduction

Incorporated as a non-profit Corporation in 2020, Health Data Research Network Canada (HDRN Canada) connects individuals and organizations across the country to share expertise, identify opportunities for collaboration, and foster innovation in ways that respect public expectations and Indigenous data sovereignty. HDRN Canada is governed according to its Bylaws by a Board of Directors.

Role of the Board

The role of the Board is to act in the best interests of the Corporation as a whole through the effective use of good governance practices. The ongoing operations of the Corporation will be delegated to the Scientific Director and CEO and the Executive Team. The Board will oversee the management of the business and affairs of the Corporation in accordance with applicable legislation and corporate policies.

Board members are expected to exercise their fiduciary duty and duty of care at all times by acting honestly and in good faith with a view to the best interests of the Corporation and by exercising the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

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.

Membership

Membership in the Corporation is available only to the incorporators of the Corporation provided for in the articles, the directors of the Corporation in office, and such other individuals, not-for-profit entities, Corporations or government entities interested in furthering the Corporation’s purposes and who have applied for and been accepted into membership in the Corporation by resolution of the existing members.

Directors of the Board shall be appointed by election or acclamation at the annual meeting of members as set out in the Nominations Policy and in accordance with the Bylaws. According to its Bylaws, the HDRN Canada Board consists of a minimum of three (3) and a maximum of fifteen (15) directors serving a maximum of two (2) consecutive terms, or six (6) consecutive years, whichever comes first.

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.

The Board Chair will be appointed by Board Resolution and shall serve for three (3) years or until the end of their term, whichever comes first. Unless decided otherwise, the Vice-Chair shall assume the role of Chair upon the Chair's term ending.

Meetings

The Board will meet four (4) times per year or as often as is needed to fulfill its responsibilities, Meetings of the Board may be called by the Chair of the Board, the Vice-Chair of the Board or any two (2) directors at any time.

The Scientific Director and CEO of the Corporation will attend meetings as a non-voting Observer. Other members of the Executive Team may be invited to meetings or for specific agenda items at the Board's discretion.

Members of the Board may participate in a meeting by Electronic Means as defined in the Bylaws.

Board Resolutions require vote from a majority of the directors of the Corporation at a duly constituted meeting of the Board to pass.

Notification of time and place for meetings of the Board shall be given to every director of the Corporation not less than seven days before the time when the meeting is to be held. Written notice may be given by Electronic Means.

Quorum

At a meeting of the Board, a quorum shall consist of a majority of the directors in office at the time of the meeting.

Duties

In accordance with the Bylaws, in order to fulfill its purpose, the Board will:

- Approve the annual operational plans and budget of the Corporation.
- Approve financial and investment policies and procedures.
- Approve and monitor the financial and investment performance of the Corporation including approving the audited annual financial statements.
- Review and monitor the work performed by external auditors and annually recommend to members the appointment and compensation of auditors.
- Monitor the implementation of adequate systems for internal controls over all aspects of financial management, planning and reporting.
- Approve and monitor corporate governance policies and procedures, and conduct a regular rolling review of all policies on a rotating basis.
- Monitor the Corporation's compliance with legal and regulatory requirements, the corporate bylaws and corporate policies.
- Approve and monitor the succession, selection, orientation and ongoing development of Board members, Committee members and Chairs.



- Appoint, monitor and manage the performance of the Scientific Director and CEO and ensure that appropriate succession plans are in place.
- Appoint the officers of the Corporation and ensure that appropriate senior management succession plans are in place.
- Evaluate the performance of the Board and work towards continuous improvement in its effectiveness.
- Approve Director and Officer liability insurance policies and any changes made to such policies.
- Approve the Corporation's risk management strategies and monitor corporate risks.
- Apply high ethical standards and monitor and manage potential conflicts of interest, including misuse of corporate assets and abuse in related party transactions.
- Act in the best interests of the Corporation while considering the interests of all stakeholders and their contribution to the long-term success of the Corporation.

Delegation of authority

- The Board may by Board Resolution designate the offices of the Corporation, appoint officers on an annual basis or upon a vacancy arising in any office, specify the duties of an officer and, subject to the Bylaws and *Not-for-Profit Corporations Act (the "Act")*, delegate to such officers the power to manage the affairs of the Corporation.
- The Board may delegate the audit and financial oversight responsibilities to the Finance Committee as set out in the Bylaws.
- The Board may delegate the governance oversight responsibilities to the Nominations Committee as set out in the Bylaws.
- The Board may create and delegate work to additional standing and ad hoc committees however ultimate decision-making responsibility rests with the Board.
- The Board may designate any committee as it deems necessary or appropriate for such purposes and, subject to the Bylaws and the Act, with powers the Board sees fit. Any such committee may formulate its own rules of procedure, subject to such regulations or directions as the Board may make, however ultimate decision-making responsibility rests with the Board.
- Any Committee member may be removed by Board Resolution. A person is not required to be a director or member to be a Committee member.

Reporting and Accountability

The Board will be accountable through the Chair of the Committee.

Board Member Responsibilities

In accordance with the Bylaws, Board members will:

- Attend, adequately prepare for and fully participate in duly called Board meetings. Any director absent from two (2) meetings in succession or three (3) meetings in a twelve month period (in this section, the "Absentee Director"), who has failed to provide an adequate explanation for such absence to the Board, shall trigger a process set out in the Bylaws, with removal from the Board as one possible outcome
- Exercise their fiduciary duty and duty of care and comply with the Board Bylaws and the Corporation's governance policies and procedures.
- Inform the Board where they have a business, family or other special relationship outside of the Corporation that could affect their judgment with respect to a particular transaction or matter



affecting the Corporation, or if they are otherwise in a position of conflict of interest, and abstain from involvement in any decision regarding such transaction or matter.

- Respect that all matters before the Board or Board Committees or that are otherwise received by a Board or Board Committee member in his or her capacity as a Board or Committee member, are to be treated as confidential and are not subject to disclosure by that member, unless authorized by the Board, as set out in the Confidentiality Policy.
- Participate in the evaluation of the Board and its committees by responding to an annual survey and otherwise provide feedback on Board and Board Committee operations.

Officer Responsibilities

Officers of the Board may be appointed annually or upon vacancy in office, following the annual meeting or members of the Corporation or at a time so determined by the Board.

Chair of the Board

The Chair of the Board is to lead the Board in all aspects of its work and is responsible for the effective and efficient management of the affairs of the Board. In addition to being a director, the Board Chair will:

- Convene Board meetings, designate the times and places for those meetings, and ensure meetings are duly convened and that quorum is present;
- Work with management on the development of agendas and materials and ensure sufficient information is provided to permit the Board to properly make decisions when required;
- Preside over meetings, ensure meetings are conducted efficiently and effectively and lead the Board to a decision;
- Lead the Board in reviewing and monitoring its responsibilities and ensure compliance with its Terms of Reference and the Corporation's governance policies and procedures.
- Maintain a record of in camera discussions and recommendations/decisions; and
- Oversee all other directors in the performance of their duties.

Vice-Chair

In addition to being a director of the Corporation, the Vice-Chair will:

- In the absence of the Chair, perform the duties and powers of the Chair;
- Work closely with the Chair, as required to fulfill assigned responsibilities, including Conflict of Interest management and advising the Chair where appropriate; and
- Have such other duties and powers as the Board may specify.

Secretary

In addition to being a director of the Corporation, the Secretary will:

- Attend and record the minutes or cause the minutes to be recorded of all meetings of the Board and all meetings of the members;
- Enter or cause to be entered in the Corporation's minute book, minutes of all proceedings at such meetings;
- Act as Chair to the Nominations Committee or appoint a director in his or her place to do so, and report to the Board on a regular basis with respect to the actions of the Nominations Committee;
- Give or cause to be given, as and when instructed, notices of meetings to members, directors, the public accountant and committee members;



- Change the registered address of any member, director or officer of the Corporation upon receipt of and in accordance with any information believed by the Secretary to be reliable;
- Be responsible for the conduct and correspondence of the Corporation; and
- Be the custodian of all books, papers, records, documents and other instruments belonging to the Corporation.

Treasurer

In addition to being a director of the Corporation, the Treasurer will:

- Keep or cause to be kept such financial records, including books of account, as are necessary to comply with the articles of the Corporation, these bylaws, the Act, and any other applicable statute or law;
- Maintain custody and control of the assets of the Corporation, including the implementation of instructions of the Board as to:
 - The investment of assets of the Corporation; and
 - The Corporation's banking transactions
- Act as chair to the Finance Committee or appoint a director in his or her place to do so, and report to the Board on a regular basis with regards to the actions of the Finance Committee;
- Render the financial statements to the Board or to other parties as the Board may direct;
- The disbursement of the funds of the Corporation as may be directed by Board Resolution; and
- The performance of such powers and duties as the Board may specify.

Administration

The Board has the authority to appoint a Secretary who will record the minutes of the meetings and circulate the minutes for approval by the Board. Note taking support will be

provided by HDRN Canada staff. Each director shall serve without remuneration. A director may be reimbursed for all expenses necessarily and reasonably incurred by him or her while engaged in the affairs of the Corporation, in accordance with HDRN Canada policies.

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

Last Revision:

Approval Date: May 28, 2020