

**CANCERCARE MANITOBA**

**GENERAL BY-LAW NO. 1  
OF  
CANCERCARE MANITOBA**

<b>GENERAL BY-LAW NO.1</b>	
<b>INTERPRETATION .....</b>	<b>3</b>
<b>REGISTERED OFFICE .....</b>	<b>3</b>
<b>CORPORATE SEAL.....</b>	<b>3</b>
<b>BOARD OF DIRECTORS .....</b>	<b>4</b>
<b>BOARD MEETINGS .....</b>	<b>4</b>
<b>ANNUAL PUBLIC MEETING.....</b>	<b>7</b>
<b>OFFICERS .....</b>	<b>7</b>
<b>CHIEF EXECUTIVE OFFICER .....</b>	<b>9</b>
<b>COMMITTEES OF THE BOARD.....</b>	<b>9</b>
<b>ADVISORY COMMITTEES.....</b>	<b>11</b>
<b>AUXILIARY OR VOLUNTEER ORGANIZATIONS.....</b>	<b>11</b>
<b>CONFIDENTIALITY .....</b>	<b>12</b>
<b>CONFLICT OF INTEREST .....</b>	<b>12</b>
<b>NOTICES .....</b>	<b>12</b>
<b>FISCAL YEAR.....</b>	<b>12</b>
<b>AUDITOR .....</b>	<b>12</b>
<b>BANKING.....</b>	<b>13</b>
<b>SIGNING AUTHORITY.....</b>	<b>13</b>
<b>ENACTMENT, AMENDMENT OR REPEAL OF BY-LAWS .....</b>	<b>14</b>

## GENERAL BY-LAW NO.1

A By-Law relating generally to the regulation of the business and affairs of CancerCare Manitoba.

BE IT AND IT IS HEREBY ENACTED as a By-Law of CancerCare Manitoba as follows:

### **INTERPRETATION**

#### **1. In this By-Law:**

- (a) "Act" means *The Health System Governance and Accountability Act*, (Manitoba) and any statute that may be substituted therefor, as amended from time to time, or both;
  - (b) "Board" means the Board of Directors of the Cancer Authority;
  - (c) "Cancer Authority" means CancerCare Manitoba;
  - (d) "Crisis Situation" means a situation which must be dealt with immediately and in which any delay in action to enable the holding of a regular Board meeting could have a significant negative impact on the Cancer Authority;
  - (e) "Director" means a Director on the Board;
  - (f) "Health Corporation" has the meaning given to it in the Act;
  - (g) "Minister" means the Minister of Health of Manitoba;
  - (h) "provincial health services" has the meaning given to it in the Act;
  - (i) "Regulations" means the regulations under the Act as published or from time to time amended.
2. Any word or term contained in this By-Law which is not defined in this By-Law but is defined in the Act or Regulations has the meaning given to it in the Act or Regulations;
  3. The headings used in this By-Law are inserted for reference purposes only and shall not affect the construction or interpretation of this By-Law.
  4. In this By-Law, where the context so requires, the singular includes the plural; the plural includes the singular; the masculine includes the feminine; and the word "person" includes individuals, bodies corporate, corporations, companies, partnerships, syndicates or any number or aggregate of persons.

### **REGISTERED OFFICE**

5. The Registered Office of the Cancer Authority shall be 675 McDermot Avenue, Winnipeg, Manitoba, R3E 0V9 or such other location as the Board may decide.

### **CORPORATE SEAL**

6. The Cancer Authority may adopt a corporate seal and the corporate seal may be affixed to contracts, documents, and instruments in writing signed as provided in section 62 of this By-Law or by one or more Directors, Officers or persons appointed as provided in section 62 of this By-Law by resolution of the Board, but any such contract, document or instrument is not invalid merely because the corporate seal is not affixed thereto.

**BOARD OF DIRECTORS**

7. **Qualifications:** The management of the business and affairs of the Cancer Authority shall be directed by a Board of Directors. A Director shall meet the eligibility requirements established by the Minister.
8. (a) **Composition:** The Board of Directors shall consist of up to 11 individuals appointed by the Minister with no less than four (4) Directors who reside outside of Winnipeg.  
 (b) **Term of Office:** A Director's term of office shall be determined in accordance with the Act and Regulations.
9. **Filling Vacancy:** Upon the occurrence of a vacancy on the Board, the Director, or in all other cases the Board shall notify the Minister, and the Minister may appoint a new Director to fill the vacancy for the balance of the term remaining.
10. **Vacation of Office:** The office of a Director shall be automatically vacated if a Director:
  - (i) resigns their office, and any resignation of a Director shall be effective at the time it is sent in writing to the Cancer Authority or at the time specified in the resignation, whichever is later;
  - (ii) is judged by a court of competent jurisdiction to be a person incapable of managing their affairs;
  - (iii) dies;
  - (iv) unless otherwise approved by the Minister, ceases to meet the eligibility requirements established by the Minister; or
  - (v) misses three consecutive regular meetings of the Board or fails to attend 70% of the meetings of the Board in any 12-month period without approval by resolution of the Board.
11. **Duties:** A Director shall:
  - (i) carry out their responsibilities in accordance with section 17 of the Act;
  - (ii) not, where the Director or member of a committee of the Board is an employee of a federal, provincial or territorial government or who is an employee of an organization that receives funding from a federal, provincial or territorial government, be entitled to receive any remuneration from the Cancer Authority, unless such employee is not remunerated by his or her employer for holding office on the Board; and
  - (iii) perform any other specific responsibilities and fulfill any other specific expectations or obligations as determined by the Board.

**BOARD MEETINGS**

12. (a) **Frequency, Time and Place:** The Board Chair shall convene at least 10 regular meetings of the Board in each fiscal year at such times and places as the Chair may think fit.  
 (b) **Public Accountability:** Reasonable opportunity shall be provided for members of the public to make appropriate representations to the Board in a fair and responsible manner. In addition, the Board shall provide reports on its activities and decisions to the residents of the province through appropriate means, and, with the exception of those meetings, or portions thereof, which are held in camera, shall make the minutes of Board meetings available to residents of the province upon request.

13. Regular Meetings - Notice: Subject to section 17, the Board Chair shall ensure that notice of the time and place of any regular meeting and the agenda for such meeting are provided to the Directors prior to the meeting in the manner specified in section 56 of these by-laws and in the time determined by the Board.
14. Regular Meetings - Order of Business: The Board Chair shall determine the order of business to be followed at all regular meetings of the Board.
15. Chair of Regular Meetings in the Absence of the Board Chair and Vice-Chair: In the absence of the Chair and the Vice-Chair, the Directors present at a regular meeting shall, by a majority of votes, choose another Director to act as Chair.
16. Special Meetings - Convening, Notice, Order of Business: A special meeting of the Board may be called by the Chair at any time to transact business in between regular meetings of the Board, including for the purpose of addressing a Crisis Situation, and, the Chair shall call a special meeting on written request of any two Directors of the Board.

The Chair shall ensure that notice of the time and place of any special meeting, the agenda for such meeting and all necessary resource material are provided to the Directors, in the manner specified in section 50 of this By-Law, not less than 2 days, where reasonably possible and excluding notice of meetings to address a Crisis Situation, (which 2 days shall be exclusive of the day on which notice is delivered or sent but inclusive of the day for which notice is given) prior to the meeting.

Except as provided in this section 16, the following order of business shall be observed at all special meetings:

- (a) reading of the Notice of Meeting;
- (b) establishment of Quorum;
- (c) transaction of business;
- (d) adjournment.

Where all the Directors are present at a special meeting and unanimously agree, business other than the special business included in the Notice for such meeting may be discussed and transacted.

17. Where Notice of Meetings Not Necessary: Notice of a meeting shall not be necessary where:
  - (a) all Directors entitled to vote at the meeting are present in person and approve of the transaction of business considered at the meeting;
  - (b) all Directors entitled to vote at such meeting who are not present waive in writing, either before or after the meeting, notice of the meeting and consent in writing to the business transacted at such meeting. Such waiver and consent shall be attached to the minutes of the meeting; or
  - (c) the meeting is a reconvening of an adjourned meeting of the Board and the time and the place of the reconvening is announced at the original meeting.

18. **Absence of Notice.**

(a) The accidental omission to give notice of a meeting or the non-receipt of notice of a meeting by any member of the Board or a committee of the Board does not invalidate resolutions passed or proceedings taken at a meeting, and any member of the Board or committee may waive notice of such meetings and may ratify, approve, or confirm any or all proceedings taken.

(b) A waiver referred to in section 18(a) above may be validly given either before or after the meeting to which the waiver relates.

19. (a) **Quorum:** Subject to the Regulations, a simple majority of the Directors of the Board holding office at the time of the meeting shall constitute a quorum. No business shall be transacted at a meeting of the Board, unless quorum has been established.

(b) **Minutes:**

(i) Minutes shall be kept for all meetings of the Board and these shall be circulated among all Directors.

(ii) After the minutes are approved by a majority vote at the next regular meeting of the Board, minutes of Board meetings shall be made available to residents of the province in accordance with section 12(b), with the exception of those meetings, or portions thereof, which are held in camera.

20. **Voting:**

(a) Unless otherwise specified in the Act, Regulations or this By-Law, questions arising at any meeting of the Board of Directors shall be decided by a majority of votes. In the case of an equality of votes, the Chair of the meeting, who shall ordinarily have no vote, shall cast the deciding vote. All votes shall be taken by a show of hands unless a ballot is requested by any Director present. A Director may rescind their request for a ballot at any time.

(b) Notwithstanding subsection 20(a), the Board may, by resolution establish specific items for which more than a majority of votes is required for assent.

(c) There shall be no voting by proxy.

21. **Participation by telephone or other form of communication facilities:** Any Director, or a member of committee, participating in a meeting of the Board or the committee, respectively, by means of a business communications platform, or any other meeting application approved by the Board, using both the video and the audio of the applicable application, is deemed to be present at the meeting of the Board or the committee. A Director may, if all Directors present at the meeting consent, participate in a Board meeting; or a member of a committee may, if all members present at the meeting of the committee consent, participate in a meeting of the committee; by means of such telephone or other communication facilities (other than a business communications platform or other approved application) as permit all persons present or participating in the meeting to hear each other, and a Director or committee member, participating in the meeting by that means is deemed to be present at the meeting of the Board or the committee.

22. **Resolution in Lieu of Meeting:** Notwithstanding any of the foregoing provisions of this By-Law, a resolution signed by all the Directors entitled to vote on that resolution at a meeting of the Board or any committee of the Board is as valid as if it had been passed at a meeting of the Board or of any committee of the Board, and is effective from the date specified in the resolution, but that date shall not be prior to the date on which the first Director signed the resolution.
23. **Questions of Procedure:** Questions of procedure at both regular and special meetings which have not been provided for in this By-Law shall be determined in accordance with the rules of order established by the Board from time to time.

### ***ANNUAL PUBLIC MEETING***

24. **Time of Meeting:** The Board shall in each fiscal year call and conduct an annual meeting. Every resident of the province is entitled to be present or participate and to be heard at the annual meeting.
25. **Notice of the Meeting:** Notice of the meeting shall be provided in accordance with the Act and the Regulations and if deemed appropriate by the Board, communicated through other means including, without limitation, radio, television, internet or another medium which will ensure that the information is widely disseminated throughout the province.
26. The order of business at the annual meeting shall include the presentation of:
  - (a) the annual report of the Cancer Authority; and
  - (b) a summary of the strategic and operational plan of the Cancer Authority.
27. Within 30 days of each annual public meeting, the Cancer Authority shall prepare and make available, upon request, minutes of the meeting.

### ***OFFICERS***

28. (a) **Appointment:** The Chair of the Board shall be appointed by the Minister from among the Directors to serve for such term as the Minister determines.
- (b) **Election:** At its first meeting in each fiscal year, the Board shall elect from among its Directors, in accordance with section 30, a Vice-Chair who, subject to subsection 31(b), shall hold office for one year.
- (c) The Board may also elect from among its Directors, and/or appoint individuals who are not Directors, to serve as:
  - (i) a Treasurer; and
  - (ii) a Secretary.

Any elections that may be conducted pursuant to this clause shall be in accordance with section 30.
- (d) Notwithstanding subsection 28(c), one individual may be elected or appointed to serve as Secretary and Treasurer.
- (e) Non-Directors appointed to the offices specified in subsection 28(c) shall not be entitled to be Directors or to vote at meetings of the Board or any committees of the Board by virtue of their appointment.

- (f) The Treasurer, Secretary or both shall serve for such terms as determined by the Board.
29. Reappointment/Re-election: An Officer whose term has expired is eligible for reappointment/re-election.
30. Election: Where Officers or other positions of the Board are to be selected by an election by the Board from among its Directors, the election shall be by ballot if more than 1 individual is nominated for any office or position.
31. Removal: (a) Unless the Minister otherwise determines, only the Minister may remove the Chair appointed by the Minister and appoint another Director as the Chair in their place.
- (b) The Board may remove the Vice-Chair before the expiry of their term by resolution. Where the Vice-Chair is removed pursuant to this clause, the Board shall elect from among its Directors, at the meeting at which the Vice-Chair is removed, a Vice-Chair to fill the vacancy for the balance of the term remaining, in accordance with section 30.
- (c) The Board may remove the Secretary, the Treasurer or both by resolution at any time, and may elect/appoint a Director or other individual to fill the vacancy for the balance of the term remaining.
32. Vacancies: (a) If the office of the Chair is vacated other than as provided in subsection 31(a), the Minister shall appoint another Director to fill the vacancy for the balance of the term remaining.
- (b) If the office of Vice-Chair is vacated other than as provided in subsection 31(b) of this By-Law before their term expires, the Board shall, at the first regular meeting of the Board following the vacancy, elect a Vice-Chair to fill the vacancy for the balance of the term remaining in accordance with subsection 28(b) and section 30.
- (c) If the Office of Secretary or Treasurer is vacated other than as provided in subsection 31(c) of this By-Law, the Board may elect/appoint a person to fill the vacancy for the balance of the term remaining in accordance with sections 28(c) and 30.
33. Chair: The Chair shall: call and preside at all meetings of the Board; be an ex-officio member of all committees; report to the Minister breaches of the Act and this By-Law; act as spokesperson for the Cancer Authority as determined by the Board; and, perform such duties as may be assigned from time to time by the Board by resolution.
34. Vice-Chair: The Vice-Chair shall perform such duties as may be assigned from time to time by the Board by resolution and during the absence or disability of the Chair shall have the powers and duties of that office.
35. Treasurer: Unless otherwise determined by the Board by resolution, the Treasurer shall: conduct the banking business of the Board; advise the Board on the financial matters of the Board and the Cancer Authority; ensure that all funds of the Cancer Authority are kept in proper and safe custody; ensure that monthly financial statements are prepared and submitted to the Board at the regular meetings of the Board, or at the request of the Board or the Board Chair; and perform such other duties as may be assigned from time to time by the Board by resolution.



36. **Secretary:** Unless otherwise determined by the Board by resolution, the Secretary shall: give or cause to be given notices of all meetings of the Board, and, as directed by the Board, of meetings of committees of the Board; prepare, in consultation with the Board Chair, and distribute the agendas of Board meetings, and, as directed by the Board, of committees of the Board; attend all Board meetings, and, as directed by the Board, of committees of the Board, and record and circulate to all Directors the minutes of such meetings; maintain a record of Directors' attendance at meetings of the Board; conduct correspondence as directed by the Board; maintain custody of the corporate seal of the Cancer Authority in the event that the Cancer Authority has a corporate seal; maintain the minute book of the Cancer Authority; and, perform such other duties as may be assigned from time to time by the Board by resolution.

#### ***CHIEF EXECUTIVE OFFICER***

37. (a) The Board shall appoint and determine the terms and conditions of employment of a Chief Executive Officer in accordance with subsection 21(1) of the Act.
- (b) The responsibilities of the Chief Executive Officer shall be as set out in, and determined by the Board in accordance with, subsection 21(2) of the Act.
38. The Chief Executive Officer shall be invited to attend all meetings of the Board to provide such information/reports and advice as requested by the Board, provided that the Chief Executive Officer shall recuse themselves from any meeting, or portion thereof, at the request of the Board.
39. The Board may, for just cause, by resolution, revoke or suspend the appointment of the Chief Executive Officer.
40. If the Chief Executive Officer is unable to act in their capacity, the Board may, by resolution, appoint an individual to temporarily assume the Chief Executive Officer's responsibilities.

#### ***CHAIR OF THE MEDICAL ADVISORY COMMITTEE***

41. The Chair of the Medical Advisory Committee, as appointed in accordance with the CancerCare By-law Respecting the Medical Staff, shall be invited to attend all meetings of the Board to provide such information/reports and advice as requested by the Board, provided that the Chair of the Medical Advisory Committee shall recuse themselves from any meeting, or portion thereof, at the request of the Board.

#### ***COMMITTEES OF THE BOARD***

42. (a) **Standing Committees of the Board:** At the first regular meeting each year the Board shall appoint the Members of the following Standing Committees:
- (i) the Finance Committee
  - (ii) Audit Committee

- (b) If a vacancy occurs in one of the Standing Committees established pursuant to subsection 42(a) in the course of the year, the Board shall appoint, at its next regular meeting, another person to that Committee.
43. The Board shall establish a Finance Committee. The Finance Committee shall:
- (a) Consist of up to three Directors and up to 5 non-Director members. If a Treasurer is appointed/elected by the Board and is not a Director, they shall be an ex-officio, non-voting member of the Committee.
  - (b) If the Board does not appoint/elect a Treasurer from the Board, the Committee shall still only include up to 3 Directors appointed by the Board.
  - (c) Advise and make recommendations to the Board on:
    - (i) the annual budget for capital and operating revenues and expenditures for the ensuing fiscal year;
    - (ii) the monthly financial statements and annual report to be presented to the Board pursuant to this By-Law;
    - (iii) the management of all Cancer Authority funds in accordance with relevant legislation, and policies and procedures established by the Board;
    - (iv) the policies and procedures to be established for investment, banking, insurance, donations, bequests, endowments, tendering and purchasing; and
  - (d) Perform such other duties as directed by the Board.
44. The Board shall establish an Audit Committee. The Audit Committee shall:
- (a) Consist of up to two Directors and up to 3 non-Director members. If a Treasurer is appointed/elected by the Board and is not a Director, they shall be an ex-officio, non-voting member of the Committee.
  - (b) If the Board does not appoint/elect a Treasurer from the Board, the Committee shall still only include up to 2 Directors appointed by the Board.
  - (c) Advise and make recommendations to the Board on:
    - (i) the audit (internal and external) of the Cancer Authority's operations, including the appointment of the external auditor, pursuant to section 58;
    - (ii) the financial reporting process, accounting policies, and internal controls;
  - (d) Meet with the Auditor to discuss the audit work, from time to time as determined by the Board or the Committee or as requested by the Auditor, and at least annually to discuss and review the annual audited financial statement and Auditor's report before they are submitted to the Board; and
  - (e) Perform such other duties as directed by the Board.
45. The Board may, by resolution, establish and empower ad hoc and standing committees of the Board, in addition to the Standing Committees to be established pursuant to sections 43 and 44, as the Board may, from time to time, deem appropriate. The Board shall have the power to terminate any committee of the

Board, excluding the Standing Committee established pursuant to section 43 and 44.

46. Each committee of the Board will establish and comply with Terms of Reference, approved by the Board by resolution, establishing, without limitation, its role, function, and composition.

#### ***ADVISORY COMMITTEES***

47. Advisory Committees:

Advisory committees may be established and terminated as directed and approved by the Board. The Board shall approve the terms of reference for any committees established pursuant to this section 47. The terms of reference of all committees established pursuant to this section 47 shall specify that the committees are advisory only. Committee members shall receive no remuneration.

#### ***AUXILIARY OR VOLUNTEER ORGANIZATIONS***

48. With the approval of the Board,
- (i) auxiliary or volunteer organizations may be established in the province with respect to the Cancer Authority's obligations; and,
  - (ii) such auxiliary or volunteer organizations may use the name of the Cancer Authority in describing themselves and in the course of their activities.
49. Any auxiliary or volunteer organization established in accordance with section 48 shall prepare a by-law governing its activities, which by-law, and any amendments thereto, shall become effective upon approval by the Board.
50. The activities of an auxiliary or volunteer organization established in accordance with section 48 may include:
- (i) stimulating public interest in the activities and operations of the Cancer Authority;
  - (ii) providing services to clients of the Cancer Authority; and,
  - (iii) assisting the Cancer Authority with projects approved by the Board.
51. An auxiliary or volunteer organization established in accordance with section 48 shall report to the Board as determined by the Board.
52. The Board shall have the power of veto over all resolutions taken by an auxiliary or volunteer organization established in accordance with section 48.
53. The Cancer Authority shall use any funds raised by an auxiliary or volunteer organization for the purchase of equipment, furnishings or supplies in consultation with the auxiliary or volunteer organization which raised the funds.

**CONFIDENTIALITY**

54. (a) Every Director, Officer and employee of the Cancer Authority shall respect the confidentiality of matters brought before the Board or before any committee of the Board in camera, or that is sent to Directors on a confidential basis, and any such information shall not be communicated to any person not entitled by law to that information. For greater certainty, such information may be communicated within the Cancer Authority, by management and staff, on a confidential need to know basis for operational purposes. Unless otherwise required by law, any information to be communicated as required by law, shall be communicated by a person(s) designated by the Board. For greater certainty, any information covered by *The Personal Health Information Act* or *The Freedom of Information and Protection of Privacy Act*, shall only be disclosed in accordance with those Acts.
- (b) Any breach of this provision shall be reported to the Minister by the Chair of the Board.

**CONFLICT OF INTEREST**

55. Conflict of Interest: Every Director shall adhere to the conflict of interest policy developed by Manitoba Health, which is attached to this By-Law as Appendix A, as well as all CancerCare Manitoba policies applicable to the members of the Board, including the CancerCare Manitoba Conflict of Interest Policy 01.001. Any departure from any of these policies shall be reported by the Board Chair to the Minister.

**NOTICES**

56. (a) Service: A notice or other document required by the Act, the Regulations, the Articles or this By-Law to be sent to any Director shall be delivered personally by hand, or sent by: prepaid courier; prepaid mail; telegram or cable; facsimile transmission; or any electronic delivery; to any such person at their latest address as shown in the records of the Cancer Authority; provided always that notice may be waived or the time for the notice may be waived or abridged at any time with the consent in writing of the person entitled thereto.
- (b) Deemed Receipt: Any notice delivered by hand or prepaid courier shall be deemed to be received on the date of actual delivery thereof. Any notice sent by telegram, cable or facsimile transmission or any electronic delivery shall be deemed to have been received on the next day following the transmission. Any notice sent by prepaid mail shall be deemed to have been received on the seventh business day following the date on which the notice was mailed.

**FISCAL YEAR**

57. The fiscal year of the Cancer Authority shall be from April 1 of one year to March 31 of the next succeeding year.

**AUDITOR**

58. The Cancer Authority shall appoint an external auditor who shall audit the records, accounts and financial transactions of the Cancer Authority annually.
59. The Cancer Authority shall not appoint an individual as auditor, and no individual shall act as auditor of the Cancer Authority, if in the fiscal year in which the appointment is made, or in the preceding fiscal year, the individual;

- (a) is or was a Director on the Board of the Cancer Authority, the provincial health authority established or continued under the Act or a regional health authority established or continued under the Act;
- (b) is or was a director or member of the board of a Health Corporation that received operational funding from the Cancer Authority;
- (c) has or had a direct or indirect interest in an agreement or contract entered into by the Cancer Authority, other than a contract respecting the audit; or
- (d) is or was employed by the Cancer Authority in a capacity other than as auditor.

### ***BANKING***

- 60. (a) The Board may, from time to time, by resolution designate such chartered banks or credit unions as the Board deems appropriate at which the banking business of the Cancer Authority shall be transacted.
- (b) The Board may, by resolution, designate and authorize an appropriate Director or Directors, Officer or Officers or other person or persons to transact banking business on behalf of the Cancer Authority pursuant to such agreements and instructions as the Board may from time to time prescribe or authorize.
- 61. (a) All withdrawals from deposits at an institution designated by the Board pursuant to subsection 60(a), and all payments on behalf of the Cancer Authority, shall be made by cheque signed by at least two persons designated by the Board by resolution for this purpose.
- (b) Notwithstanding subsection 61(a), as an alternative to the issuing and drawing of cheques and other banking documents on paper, the Board may, by resolution, enter into agreements relating to electronic funds transfer systems, and authorize the use of such systems.
- (c) As an alternative to the manual signing of cheques, any cheque on the authorized bank accounts of the Cancer Authority shall be sufficiently signed if the facsimile of two authorized officers are printed, lithographed or otherwise impressed thereon by an automatic cheque signing machine or device provided, always, that the use of such machine or device shall be subject to proper controls and that any such machine or device so used and the controls of the use thereof, shall both be approved in writing by the Chief Executive Officer of the Cancer Authority.

### ***SIGNING AUTHORITY***

- 62. Contracts, transfers, documents or other instruments in writing requiring the signature of the Cancer Authority may be signed by:
  - (i) the Chair of the Board, or the Vice-Chair, together with
  - (ii) the Secretary or Treasurer or any other Director or person designated by the Board by resolution,
 and all contracts, transfers, documents or other instruments in writing so signed shall be binding upon the Cancer Authority without any further authorization or formality. The Board of Directors may from time to time by resolution appoint any Director or Directors, Officer or Officers or any person or persons, on behalf

of the Cancer Authority either to sign contracts, transfers, documents or other instruments in writing generally or to sign specific contracts, documents or other instruments in writing.

**ENACTMENT, AMENDMENT OR REPEAL OF BY-LAWS**

63. This By-Law and any other By-Law of the Board and any amendment thereof comes into force on the passing thereof by the Board and the approval in accordance with section 18 of the Act.

**FINAL AUTHORITY**

64. In the case of any conflict or inconsistency between this By-Law and any other By-Law enacted by the Board, this By-Law shall govern and shall be the final authority.

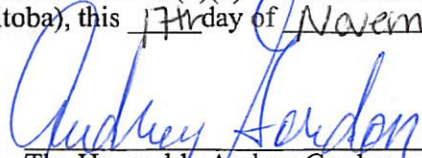
**REPEAL OF PREVIOUS BY-LAW**

65. All previous General By-Laws of the Cancer Authority are hereby repealed.

Adopted and approved by the Board of Directors of CancerCare Manitoba this 25th day of August, 2022.

Chair   
Secretary   
Vice-Chair

Approved by the Minister of Health pursuant to clause 18(2)(b) of *The Health System Governance and Accountability Act*, (Manitoba), this 17th day of November.

  
The Honorable Audrey Gordon  
Minister of Health or her delegate

## **APPENDIX "A"**

### **CONFLICT OF INTEREST POLICY**

#### **PART I - GENERAL PRINCIPLES**

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

#### **PART II – DEFINITIONS**

1. In these Guidelines:

**"actual or perceived conflict of interest"** means a situation in which a Director has an employment, business or personal interest which results or appears to result in an interference with the objective exercise of his/her duties.

**"Associate"** means

- (i) a corporation of which the Director beneficially owns, directly or indirectly, more than 10% of any class of voting equity securities of the corporation that are outstanding at the time;
- (ii) a partner, other than a limited partner, of the Director;
- (iii) a trust or estate in which the Director has a beneficial interest or serves as a trustee or in a capacity similar to a trustee;
- (iv) a parent or child of the Director; or
- (v) any other individual who has the same residence as the Director.

"person" includes individuals, bodies corporate, corporations, companies, partnerships, syndicates or any number or aggregate of persons.

#### **PART III - ACTUAL, POTENTIAL OR PERCEIVED CONFLICT OF INTEREST SITUATIONS**

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

- (i) A Director or an Associate of a Director holds any office, or has a significant beneficial interest in any firm, corporation or other entity which conflicts with the Director's duties to CancerCare Manitoba.

(ii) A Director accepts any fee, commission or other compensation for representing the interests of another person in a matter before CancerCare Manitoba.

(iii) An Associate of a Director, lobbying CancerCare Manitoba on behalf of any person or in relation to a matter or representing the interests of another person in a matter before CancerCare Manitoba.

(iv) A Director or an Associate of a Director has investments, agreements or undertakings with a supplier, customer, company, organization, corporation, partnership or other commercial entity which has a business interest present or prospective with CancerCare Manitoba.

(v) A Director or an Associate of a Director is a contractor or consultant for CancerCare Manitoba or is an employee, contractor, consultant, guarantor of a surety for, or a creditor of any supplier, customer, company, organization, corporation, partnership or other commercial entity which has a business interest, present or prospective, with CancerCare Manitoba. This would not include service providers.

(vi) Acquisition or considering the acquisition of real or other property of present or prospective interest to CancerCare Manitoba by a Director or an Associate of a Director.

(vii) A Director or an Associate of a Director seeks or accepts loans, services, payments, commissions, fees, entertainment or gifts, either directly or indirectly, from a supplier, customer, company, organization, corporation, partnership or other commercial entity which has a business interest, present or prospective, with CancerCare Manitoba. *This does not apply to loans from banks or other financial institutions at terms and conditions generally available to the public.*

(viii) A Director:

- \* Using or appearing to use, or revealing without approval of the CancerCare Manitoba Board to persons outside CancerCare Manitoba, for personal gain, any confidential or restricted information acquired during the course of an individual's service which is not generally available to the public;

- \* Using or permitting others to use CancerCare Manitoba's assets, resources, staff, property, equipment, materials or time for personal gain;

- \* According preferential treatment to friends, relatives or to organizations in which friends or relatives have an interest, financial or otherwise;

- \* Acting in any official matter where there is a personal interest which is incompatible with an unbiased exercise of judgement;

- \* Using the influence of his/her office in such a way as to lend credence or prestige to the sponsorship of a political party or cause or endorse without proper authorization of the CancerCare Manitoba's Board, a product or service of a supplier, customer,



company, organization, corporation, partnership or other commercial entity which has a business interest, present or prospective, with CancerCare Manitoba;

\* Using the influence of his/her office in such a way as to interfere with the objective exercise of another Director, employee or contractor's responsibilities.

(ix) An Associate of a Director:

\* Using or appearing to use, or revealing without approval of the CancerCare Manitoba Board to persons outside CancerCare Manitoba, for personal gain, any confidential or restricted information that would have been acquired by the Director during the course of his or her service which is not generally available to the public;

\* Using or permitting others to use CancerCare Manitoba's assets, resources, staff, property, equipment, materials or time, where the Associate is not employed by or otherwise authorized by CancerCare Manitoba to do so;

\* Stating that CancerCare Manitoba and/or the Director will accord preferential treatment to friends, relatives or to organizations in which friends or relatives have an interest, financial or otherwise.

#### **PART IV - REQUIREMENTS FOR DISCLOSURE**

The Directors of CancerCare Manitoba are responsible for disclosing any situation where they may have an actual, potential or perceived conflict of interest.

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

- (i) at the Board meeting at which the matter involving the actual, potential or perceived conflict is first considered; or
- (ii) if a Director is not in an actual, potential or perceived conflict of interest situation at the time described in i), at the first Board meeting which is held after s/he becomes aware of the actual, potential or perceived conflict; or
- (iii) where an actual, potential or perceived conflict of interest situation arises with respect to a contract or transaction after it is made, at the first Board meeting held after the situation arises; or
- (iv) if an individual who is not a Director but who would have an actual, potential or perceived conflict of interest if s/he were a Director later becomes a Director, at the first meeting after s/he becomes a Director.

Where an actual, potential or perceived conflict of interest comes to light during a meeting of a committee of CancerCare Manitoba, the Director shall report the matter to the committee, and the committee shall decide whether the Director should be excluded from any discussion and vote on the matter within the committee until the Board disposes of the matter. The committee Chair shall report the matter to the Board Chair, who shall decide whether to hold a special meeting to dispose of the matter or to wait until the next meeting of the CancerCare Manitoba Board.

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

Where a Director is unsure if there is an actual, potential or perceived conflict of interest, it is his/her responsibility to seek clarification by submitting the matter to the CancerCare Manitoba Board for review.

## **PART V - DISPOSITION**

In dealing with an actual, potential or perceived conflict of interest reported by a Director or that was not reported by the Director, but that the CancerCare Manitoba Board feels could be a conflict of interest, the CancerCare Manitoba Board (with the exception of the affected Director) shall decide by majority vote whether an actual or perceived conflict of interest exists.

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

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

Any resolution to recommend the removal of a Director from the Board because of a conflict of interest must be approved by a 2/3 vote of the Board.

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

Disclosures of conflict of interest situations must be reviewed and updated once annually at a CancerCare Manitoba meeting and, must be updated immediately by an affected Director where a change occurs which alters the nature or degree of the conflict, subsequent to a declaration being made.

## **Appeals**

A Director who disputes the findings and/or instruction of the CancerCare Manitoba Board following a conflict of interest disclosure, may appeal to the Minister.

The Minister may rule on the appeal, refer the matter to another agency, such as the Manitoba Health Appeal Board, or appoint an independent arbitrator to review the matter and the basis of the appeal.

A Director at his/her option may have a representative present at the appeal.

## **PART VI - DISCIPLINARY ACTION**

Departure from any of the constituents of this policy by a Director, without the specific prior approval of the CancerCare Manitoba Board, may be cause for removal of the Director from the Board.