



## CONFLICT OF INTEREST BYLAW



# **HEALTH QUALITY COUNCIL OF ALBERTA**

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**ADOPTED: SEPTEMBER 7, 2006**

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# HEALTH QUALITY COUNCIL OF ALBERTA

## CONFLICT OF INTEREST BY-LAW

### ARTICLE 1 – INTERPRETATION & APPLICATION

#### Definitions

- 1.1 In this By-Law, unless the context otherwise requires, the following words shall have the following specific meanings:
- a. “Act” means the *Regional Health Authorities Act*, R.S.A. 2000, c. R-10, and regulations made thereunder, as may be amended from time to time.
  - b. “Affected Person” means each Member, agent, senior officer and employee of the Council.
  - c. “Council” means the corporation established under the Act as the “Health Quality Council of Alberta”.
  - d. “By-Law” means this By-Law, as amended or supplemented from time to time.
  - e. “CEO” means the person appointed by the Council as the Chief Executive Office pursuant to the Council’s General By-Law.
  - f. “Chair” means the Member appointed by the Minister as the Chair.
  - g. “Member” means a Member of the Council appointed by the Minister in accordance with the Act.
  - h. “Minister” means the Minister of Health and Wellness or such other Member of the Executive Council of Alberta charged with the administration of the Act.
  - i. Unless otherwise defined in this By-Law, all words and expressions used in this By-Law have the same meaning as the same or similar words in the Act. Where the masculine gender is used it shall mean and include the feminine gender, and similarly the singular number shall mean and include the plural, as the context requires.

## **Binding Effect**

- 1.2 This By-Law binds the Council and all present and future Members, agents, senior officials and employees to the same extent as if each has signed, sealed and delivered to each of the others a promise to comply with and be bound by this By-Law and all acts, decisions, proceedings and things done and taken under this By-Law.

## **Conflict with Act/Unenforceable Provisions**

- 1.3 Should any provision of this By-Law be illegal, void or otherwise unenforceable, such provision shall be severable from the rest of the By-Law, and the balance of the By-Law shall remain in force and be binding as if the conflicting provision has not been included. This By-Law shall take precedence over any policies and committee terms of reference adopted by the Council.

## **Headings**

- 1.4 The headings used throughout this By-Law are inserted for reference purposes only and are not to be considered in construing the terms and provisions of this By-Law or to be deemed in any way to clarify, modify or explain the effect of such terms or provisions.

# **ARTICLE 2 – CONFLICT OF INTEREST**

## **Limitation of Application**

- 2.1 This By-Law does not exclude or limit any statutory, common law, equitable, fiduciary, or contractual prohibition on an Affected Person from exercising any power or influence on behalf of the Council in relation to any matter in which the Affected Person has a private interest.

## **Private Interest**

- 2.2 An Affected Person will have, or is deemed to have, a private interest in a matter if:
- (a) The interest at issue is so related to the exercise of any power on behalf of the Council that a reasonable well-informed person could conclude that such an interest might influence the exercise of that power. Such interests include the interests of persons directly associated with the Affected Person as described below:

- i. any minor child of the Affected Person including a minor child with whom the Affected Person has demonstrated a settled intention to treat as a Member of the Affected Person's family;
  - ii. the spouse of an Affected Person where such an interest is known or ought reasonably to be known to the Affected Person. For the purpose of this By-Law, the term "spouse" includes an adult interdependent partner;
  - iii. a corporation having share capital and carrying on business or activities for profit or gain and for which the Affected Person is a director or officer;
  - iv. a private corporation carrying on business or activities for profit or gain and in which the Affected Person owns or is the beneficial owner of shares. Such a private corporation does not include an association as defined in the Co-operatives Act, a co-operative credit society incorporated by or under an act of the Parliament of Canada, or the United Farmers of Alberta Co-operative Limited;
  - v. a partnership having not more than 20 partners and of which the Affected Person or an entity identified in Article 2.2(ii) to (iv) is a partner;
  - vi. an agent of the Affected Person;
- (b) the Affected Person engages in activities which are external and parallel to those performed as part of the Affected Person's duties with the Council and which conflict or compete with such duties; or
- (c) the Council has a reasonable apprehension that the interest may influence the Affected Person's exercise of authority on behalf of the Council.

### **Where Conflict Exists**

2.3 Situations that relate to matters involving a private interest of an Affected Person and which are a conflict of interest for the Affected Person and in which that Affected Person is expressly prohibited from exercising power

or influence according to this By-Law include but are in no way limited to:

- a.) taking part in a decision in the course of carrying out the Affected Person's office or powers with the Council when the Affected Person knows or should reasonably know that such a decision might further an Affected Person's or a directly associated person's private interest; or
  - b.) using the Affected Person's office or powers with the Council to influence or to seek to influence a decision made on behalf of the Council to further an Affected Person's or a directly associated person's private interest; or
  - c.) using or communicating information not available to the general public that the Affected Person gained in the course of carrying out his or her office or powers with the Council to further or to seek to further the Affected Person's or a directly associated person's private interest.
- 2.4 If an Affected Person is unsure if an interest is a private interest, the Affected Person shall ask the Council or its delegate for the purpose of this By-Law to make this decision.
- 2.5 The Council or its delegate, for the purpose of this By-Law, has the authority to decide if an Affected Person's interest in a matter is a private interest. This authority does not preclude the Minister from making such decisions or taking such steps as the Minister may deem appropriate about the private interests of Members.

## **ARTICLE 3 – DISCLOSURE AND NON-COMPLIANCE**

### **Disclosure**

- 3.1 An Affected Person, other than the Chair, a Member or the CEO, shall disclose any private interest or potential private interest of the Affected Person or a directly associated person, in writing to the CEO or the CEO's delegate for the purpose of this By-Law.
- 3.2 The CEO or a Member shall disclose any private interest or potential private interest of the CEO or the Member or a directly associated person, in writing, to the Chair and the Council.

- 3.3 The Chair shall disclose any private interest or potential private interest of the Chair or a directly associated person, in writing to the Minister and the Council.
- 3.4 An Affected Person satisfies the above disclosure requirement by reporting a private interest of his or her spouse to the extent known or which reasonably should be known to the Affected Person.

### **Effect of Conflict**

- 3.5 After completing the disclosure as required by Articles 3.1, 3.2, 3.3 and 3.4 the Affected Person shall take no further part in or be present at any further discussion by the Council of the private interest or potential private interest disclosed and shall refrain from further involvement in any discussion on the subject matter that gave rise to the private interest or potential private interest.

### **Non-Compliance**

- 3.6 The Council has the authority to decide if an Affected Person has failed to comply with this By-Law and to take such action to correct any failure to comply as may be reasonable and appropriate in the circumstances. Such action may include report of any failure to the Minister and this By-Law does not preclude the Minister from making such decisions and taking such steps as may be appropriate in the circumstances.

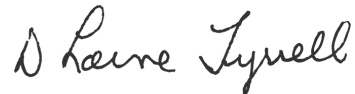
## **ARTICLE 4 - COMING INTO FORCE AND AMENDMENTS**

- 4.1 This By-Law can only be amended by a written notice 30 days prior to the meeting at which the proposed amendment is to be reviewed and approved.
- 4.2 This By-Law can only be varied, amended or repealed upon an affirmative vote of not less than two thirds (2/3) of the Members present and voting at any regular or special meeting.
- 4.3 This By-Law and any amendment to it shall have no effect until approved in writing by the Minister.



This By-Law is adopted by the Members of the Council this 7th day of September, 2006 as witnessed by the signature of the Chair

Per:



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CHAIR, DR. LORNE TYRRELL  
HEALTH QUALITY COUNCIL OF ALBERTA

THIS BY-LAW IS APPROVED THIS \_\_\_\_ DAY OF \_\_\_\_\_, 2006.

Per:

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MINISTER OF HEALTH AND WELLNESS

