

# CapitalCare Advisory Committee

## Terms of Reference

### **Background:**

The governance of CapitalCare Group Inc. (CapitalCare) is currently under review. CapitalCare is governed by a Unanimous Shareholders Agreement (USA) dated October 1, 1998. The USA contains provisions dealing with the election of the Board of Directors and the management of the corporation. The USA states that the business and affairs of CapitalCare shall be managed in accordance with the decisions made by the sole shareholder (AHS) and all powers of the directors (and liabilities) are given to the sole shareholder.

Notwithstanding the USA, CapitalCare has been operating with a Management Advisory Committee (MAC) and a Board. The MAC has been functioning like the Board of CapitalCare notwithstanding that the Board of CapitalCare doesn't have any powers as a result of the USA.

Work is underway to clarify CapitalCare's governance. Pursuant to a resolution effective April 16, 2015, the Official Administrator of AHS delegated to the President and Chief Executive Officer (CEO) the authority to approve and sign resolutions on behalf of AHS, as the sole shareholder of CapitalCare. The CEO sub-delegated this authority to the Vice President and Chief Health Operations Officer (Northern Alberta). The VP and Chief Health Operations Officer (Northern Alberta) is now the designated officer representing AHS as the sole shareholder and as such has full governance authority, by virtue of the USA.

Until the governance model for CapitalCare has been defined, these interim terms of reference are to provide guidance on the role of the Advisory Committee in supporting the AHS VP and Chief Health Operations Officer (Northern Alberta) in fulfilling the governance responsibilities for CapitalCare.

### **AHS Committee Members (Voting):**

Include representatives from AHS Senior Leadership, patient care, corporate and the designated officer:

- Deb Gordon, AHS Vice President and Chief Health Operations Officer (Northern Alberta)
- Isabel Henderson, Executive Director, Special Projects, Northern Operations, AHS (**Chair** of Advisory Committee)
- Carol Anderson, AHS Executive Director Continuing Care, Edmonton Zone
- Bill Bright, AHS Executive Director Finance
- Two Public Members:
  - Sue Bohaichuk
  - Karin Fluet

**CapitalCare Committee Members (non-voting):**

- Francine Drisner, CapitalCare, Chief Operating Officer
- Shakeeb Siddiqui, CapitalCare, Director of Finance

**Purpose:**

Reporting to the CapitalCare shareholder (AHS), the CapitalCare Advisory Committee will receive information and make recommendations regarding AHS oversight and guidance of CapitalCare.

**Function:**

To provide vision, leadership and direction to support the operations of CapitalCare including, but not limited to:

- Strategic planning
- Annual operating and capital budgets
- Regular financial statements and financial risk management reporting
- Quality improvement, audit and resident risk management reporting
- Human resources risk management reporting (i.e., labour activity/actions, workforces issues)
- Particular bargaining mandates
- Significant, insurance and legal issues
- Issues that could impact reputational risk
- Purchase, lease, or sale of land or buildings
- Capital leases, debt or other borrowing
- Appointment of officers

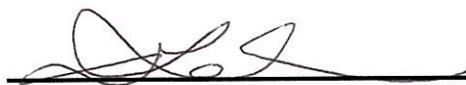
**Meeting Frequency:**

Monthly or at the call of the Advisory Committee Chair

**Agenda/Minutes:**

CapitalCare will provide administrative support to prepare agendas and detailed minutes. Minutes will be circulated to the Advisory Committee members.

**Approved:**

  
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Deb Gordon, Vice President and Chief Health Operations  
Officer (Northern Alberta).

24-JAN-2020.  
(Date Signed)