HDRN Canada

Reference Book

Last updated June 2024



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The HDRN Canada Board Book is a dynamic document that will change as new policies are establishing and existing policies are reviewed and updated on an ongoing basis.

# Corporate and Legal

## Mission, Vision and Objectives

**Mission:** To bring together people and organizations across Canada for transformative and world-leading health data use.

**Vision:** Data across Canada drive improvements in health and health equity.

Strategic goals and success factors as set out in the 2021-2026 Strategic Plan:

**Five Strategic Goals** prioritizing HDRN Canada’s focus areas and actions in the coming years:

* **Strategic Goal 1:** Develop and Improve Services and Supports for Data Access
* **Strategic Goal 2:** Diversify and Harmonize Data, and Support Innovative and Privacy-Sensitive Data Use
* **Strategic Goal 3:** Establish and Strengthen Partnerships and Provide Leadership for Evolving Data Practices
* **Strategic Goal 4:** Strengthen Data Use to Improve Equity, and Support Indigenous-led Data Sovereignty
* **Strategic Goal 5:** Ensure Purposeful and Ongoing Public and Community Involvement

**Two Success Factors A**re what ground us to ensure that, as a network, we can achieve our mission and strategic goals, and realize our vision:

* **Success Factor 1:** Cohesive Network with Effective and Sustainable Operations
* **Success Factor 2:** Supportive and Engaged Legislative and Policy Ecosystem and Community of Data Users

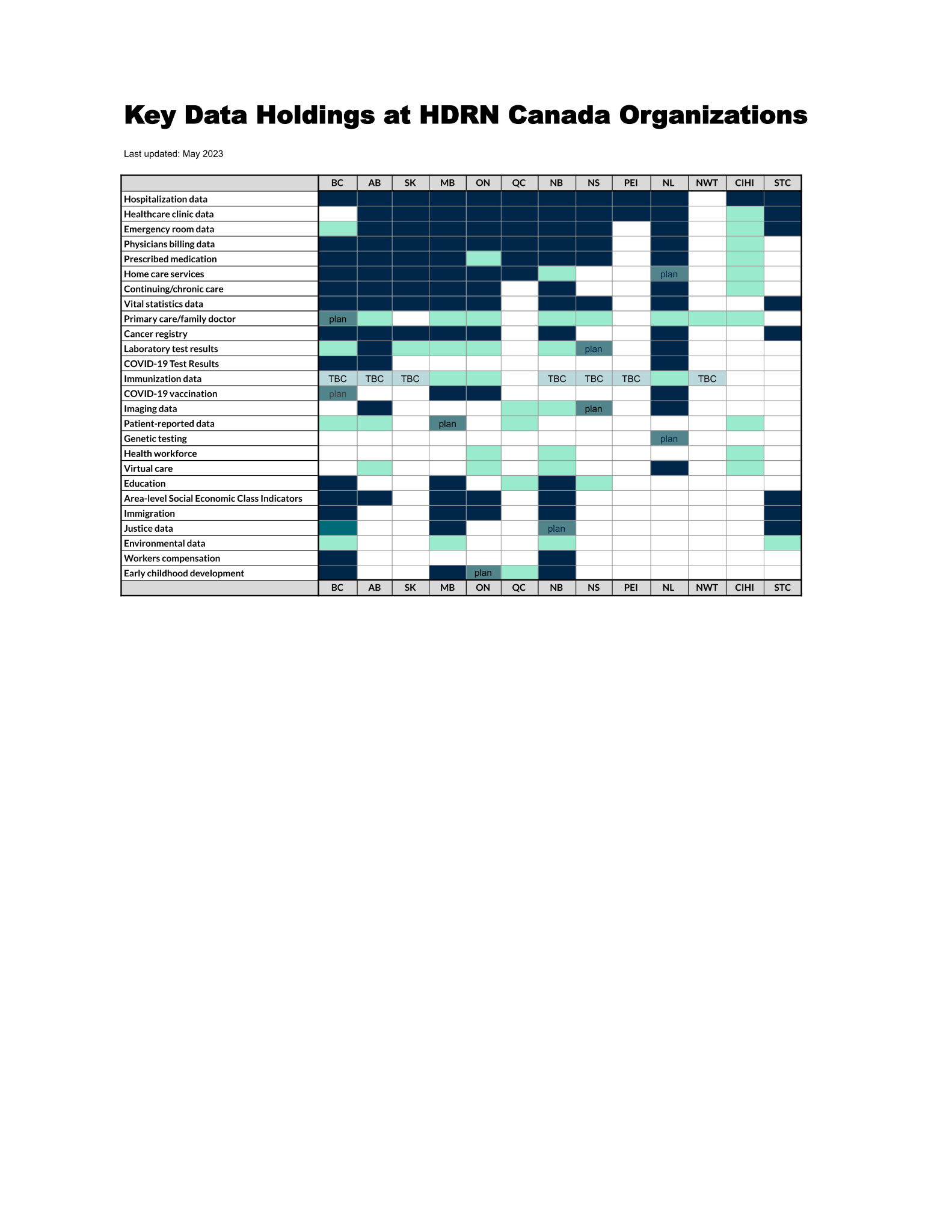
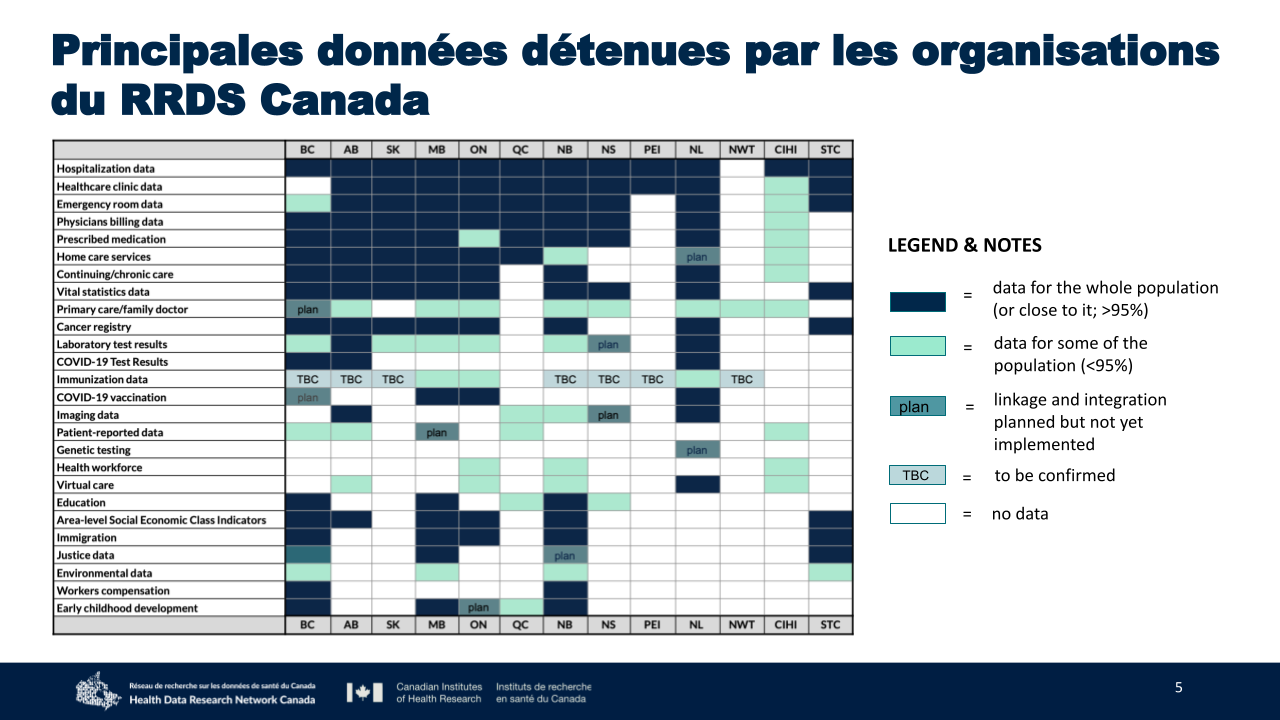
## HDRN Canada Backgrounder

Health Data Research Network Canada (HDRN Canada) was created to make national, provincial and territorial health data accessible under strong governance so that data can be used for public benefit while privacy is protected. The more sites, provinces and territories that contribute health data to a study or analysis, the more we can learn about what is working well and what needs to change in our health systems. 

Figure 1: Member Organizations

Under HDRN Canada, federal, provincial and territorial organizations which hold health and health-related data for the entire population (Figure 1, Table 1) have come together to make it easier for researchers, analysts and policy makers to use data from multiple provinces and territories for benchmarking, research, health system planning and innovation.

## Key Data holdings at HDRN Canada Organizations

Last updated May 2023 

Many HDRN Canada Organizations have been responsible stewards of health and health-related data for decades. Individual HDRN Canada organizations have developed policies and practices to ensure the privacy of health data. For example, details like people’s names, addresses and health card numbers are all removed or converted to confidential codes before vetted analysts and researchers are allowed to access data, and all HDRN Canada organizations have strict rules that all data users must follow.

In January 2020, HDRN Canada incorporated and launched the Data Access Support Hub ([DASH](https://dash.hdrn.ca/en/inventory/)) which has information about 380+ health and health-related datasets from across Canada. HDRN Canada is setting up processes so that research studies can be performed through “distributed analysis.” This is a proven way of doing data-intensive research that HDRN Canada will help spread and increase across Canada. Distributed analysis means that researchers send out their queries in the form of “code” which are applied to data held in multiple locations rather than requiring that the data “travel” to researcher’s location.

HDRN Canada activities are guided by the advice and values of patients and Members of the public. The first major initiative of HDRN Canada is the [SPOR Canadian Data Platform](https://cdp.hdrn.ca/en/about) funded under Canada’s [Strategy for Patient-Oriented Research](https://cihr-irsc.gc.ca/e/41204.html) (SPOR). Before incorporation, HDRN Canada was called the Pan-Canadian Real-world Health Data Network (PRHDN).

# Board of Directors Terms of Reference

**Purpose**

The purpose of this Terms of Reference is to:

1. Define the Roles and Responsibilities of the Board of Directors (“the Board”) of Health Data Research Network Canada (the “Corporation”); and
2. 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.

# Finance Committee Terms of Reference

**Introduction**

Incorporated as a non-profit Corporation in 2020, Health Data Research Network Canada (HDRN Canada, the “Corporation”) 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 (the “Board”).

**Purpose**

In accordance with the Bylaws of the Corporation, there shall be a standing Finance Committee.

**Role**

The role of the Finance Committee is to:

* Oversee and prepare any reports in respect of the financial position of the Corporation, including any risk, on a regular basis, and to report to the Board in respect of same;
* Liaise with the public accountant, if any, appointed to audit or review the Corporation; and
* Oversee and ensure compliance with all reporting obligations that may be imposed on the Corporation by any grant-maker or pursuant to any funding agreement or arrangement.

**Accountability**

The Finance Committee is a Committee of the HDRN Canada’s Board of Directors. At a frequency determined by the Board, the Finance Committee will provide to the Board an update of the status of its activities, and risks and opportunities identified in carrying out its mandate stated above.

The Treasurer, or such other director as the treasurer may appoint in his or her place, shall act as Chair to the Finance Committee, and shall report to the Board on a regular basis with regard to the actions of the Finance Committee.

The Treasurer is empowered to negotiate and enter in to any contract for services that may be required to assist with the management or oversight of the financial position of the Corporation, and any contract for services that may be required to fulfill the reporting obligations of the Corporation.

The Treasurer shall keep the Board fully apprised of any contracts for services between the Corporation and any third party.

**Membership**

Members will include those self-identified during Board recruitment as having 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 chief financial officer experience or strategic financial experience. Special effort will be made to involve diverse members with perspectives and life experience across geography, language, culture ethnicity and other factors.

In accordance with the Bylaws, If the Corporation is required to have a public accountant, the Finance Committee shall be comprised of not less than three directors, a majority of whom are not officers or employees of the Corporation.

Members are not required to be a Board director or member to be a Finance Committee Member. The Finance Committee will provide guidance on the skills and competencies sought in its external members. The Scientific Director and CEO, with input from the Chair of the Finance 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.

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.

The Treasurer (or delegate) shall act as Chair to the Finance Committee.

The Scientific Director and CEO (or delegate) of the Corporation will attend meetings as a non-voting Observer. Where appropriate, and decided in conjunction with the Chair, select additional members of the Board or invited guests will attend Finance Committee meetings, for all or part of the agenda, as observers.

Membership terms are staggered and will include up to two renewable three- year terms. Members are listed in Appendix A.

**Quorum**

At a meeting of the Finance Committee, a quorum shall consist of a majority of the members at the time of the meeting.

In the absence of quorum, it is at the Chair’s discretion if the meeting should continue, with items for discussion and review circulated to members who were unable to attend.

**Decision Making**

Resolutions of the Committee require vote from a majority of Committee members at a duly constituted meeting of the Committee to pass.

In cases where consensus cannot be reached, a summary of the views presented will be provided to the HDRN Canada Board for consideration.

**Meeting Frequency and Agenda**

The Finance Committee will generally meet 1-2 times per year, at such time and at such place, or by Electronic Means, as the Finance Committee determines from time to time. The meetings shall be planned by the Treasurer in consultation with the CEO and Scientific Director of HDRN Canada and the Chair of the Board.

**Expectations and Obligations of Finance Committee Members**

* Foster and contribute to open, collaborative and respectful discussions
* Read and review all meeting materials, and actively participate in all meetings, drawing on their own knowledge, expertise and experience to provide constructive advice to the Corporation
* Attend Finance Committee meetings and particulate in teleconferences; members unable to attend a meeting will be provided action items and any documented decisions and will be encouraged to provide written feedback. If a member is absent for two or more meetings, the Chair may review with the member his/her continued membership in the Finance Committee, with resignation being one potential outcome. Any committee member may be removed by Board Resolution.
* At the beginning of each meeting, the Chair will ask members to disclose any potential conflicts of interest. Should a real or perceived conflict of interest arise, the member must disclose this conflict to the Chair whose responsibility it is to ensure conflicts are appropriately managed.

**Administration**

Secretariat support for the Finance Committee will be provided by HDRN Canada staff. Action items and decisions made (if any) will be captured; detailed meeting minutes will not be kept. The Chair and members shall serve without remuneration. Travel expenses for in-person meetings of the Finance Committee will paid by HDRN Canada, as per HDRN Canada policies.

Membership and this Terms of Reference will be reviewed on an annual basis.

**Appendix A: Membership**

|  |  |  |  |
| --- | --- | --- | --- |
| **Member** | **Role** | **Contact** | **Term (start and end date)** |
| Chris Power | Chair | 902 547 2081 | 2020 – 01 -10 |
| Robert Bell | Member | 647 334 9410 | 2021 – 05 - 20 |
| Guy Bujold | Member | 613 297 1823 | 2020 – 01 - 10 |
| Christina Weise | Member | 431 279 5466 | 2021 – 05 – 20 |

# Nominations Committee Terms of Reference

**Introduction**

Incorporated as a non-profit Corporation in 2020, Health Data Research Network Canada (HDRN Canada, the “Corporation”) 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 (the “Board”).

**Purpose**

In accordance with the Bylaws of the Corporation, there shall be a standing Nominations Committee, whose purpose is to facilitate the election or acclamation of the directors at the annual general meeting of members.

**Role**

The role of the Nominations Committee is to:

Ensure the Corporation complies with the terms and activities set out in the HDRN Canada Nominations Policy, including but not limited to advising to Board on areas of focus for recruitment of new directors

* Solicit candidates to start for election as directors and oversee the actual election of directors at the annual meeting of members
* 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

**Accountability**

The Nominations Committee is a Committee of the HDRN Canada’s Board of Directors. At a frequency determined by the Board, the Nominations Committee will provide to the Board an update of the status of its activities, and risks and opportunities identified in carrying out its mandate stated above.

The Secretary of the Corporation from time to time, or such other director as the secretary may appoint in his or her place, shall be the chair of the Nominations Committee, and shall report to the Board on a regular basis with regard to the actions of the Nominations Committee.

**Membership**

Members will include those self-identified during Board recruitment as having governance skills sufficiently developed through education or experience to contribute as members of the Nominations Committee. Special effort will be made to involve diverse members with perspectives and life experience across geography, language, culture ethnicity and other factors.

It is not required to be a Board director or member to be a Nominations Committee member; up to a maximum of one third of membership may be external to the Board. The Nominations Committee will provide guidance on the skills and competencies sought in its external members. The Scientific Director and CEO, with input from the Chair of the Nominations 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.

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.

The Scientific Director and CEO (or delegate) of the Corporation will attend meetings as a non-voting Observer. Where appropriate, and decided in conjunction with the Chair, select additional members of the Board or invited guests will attend Nominations Committee meetings, for all or part of the agenda, as observers.

Membership terms are staggered and will include up to two renewable three- year terms. Members are listed in Appendix A.

**Quorum**

At a meeting of the Nominations Committee, a quorum shall consist of a majority of the members at the time of the meeting.

In the absence of quorum, it is at the Chair’s discretion if the meeting should continue, with items for discussion and review circulated to members who were unable to attend.

**Decision Making**

Resolutions of the Nominations Committee require vote from a majority of Committee members at a duly constituted meeting of the Committee to pass.

In cases where consensus cannot be reached, a summary of the views presented will be provided to the HDRN Canada Board for consideration.

**Meeting Frequency and Agenda**

The Nominations Committee will generally meet 1-2 times per year, at such time and at such place, or by Electronic Means, as the Nominations Committee determines from time to time. The meetings shall be planned by the Chair in consultation with the CEO and Scientific Director of HDRN Canada and the Chair of the Board.

**Expectations and Obligations of Finance Committee Members**

* Foster and contribute to open, collaborative and respectful discussions
* Read and review all meeting materials, and actively participate in all meetings, drawing on their own knowledge, expertise and experience to provide constructive advice to the Corporation
* Attend Nominations Committee meetings and particulate in teleconferences; members unable to attend a meeting will be provided action items and any documented decisions and will be encouraged to provide written feedback. If a member is absent for two or more meetings, the Chair may review with the member his/her continued membership in the Nominations Committee, with resignation being one potential outcome. Any committee member may be removed by Board Resolution.
* At the beginning of each meeting, the Chair will ask members to disclose any potential conflicts of interest. Should a real or perceived conflict of interest arise, the member must disclose this conflict to the Chair whose responsibility it is to ensure conflicts are appropriately managed.

**Administration**

Secretariat support for the Nominations Committee will be provided by HDRN Canada staff. Action items and decisions made (if any) will be captured; detailed meeting minutes will not be kept. The Chair and members shall serve without remuneration. Travel expenses for in-person meetings of the Nominations Committee will paid by HDRN Canada, as per HDRN Canada policies.

Membership and this Terms of Reference will be reviewed on an annual basis.

**Appendix A: Membership**

|  |  |  |  |
| --- | --- | --- | --- |
| **Member** | **Role** | **Contact** | **Term (start and end date)** |
| Anne Martin-Matthews | Chair | 604 808 0495 | 2020 – 01 -10 |
| Mahadeo Sukhai | Member | 416 220 4401 | 2021 – 05 - 20 |
| Rebecca Fuhrer | Member | 514 295 7107 | 2021 – 05 -20 |

# 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 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.

In the event that HDRN Canada Board-related materials are identified to be included in

**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:
3. Determine skills and competencies of focus to fill the vacancy, and
4. Request that HDRN Canada Organizations and officers and Directors of the Corporation identify potential candidates
5. 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.
6. 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.
7. 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 do a preliminary review of applications and where appropriate, will arrange introductory meetings with each applicant and the Board Chair together with the Scientific Director and CEO.
10. Applications will be reviewed by the Nominations Committee, who will select those to be interviewed and forward list of proposed interviewees to Board Chair and Scientific Director and CEO for input
11. The Nominations Committee will 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.
12. 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.
13. All applicants will be notified of the disposition of their application by the Secretary or their delegate.
14. 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.
15. 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.
16. 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.
17. 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:
18. was present at the meeting when the election or acclamation took place and did not refuse to hold office as Director; or
19. 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 Memberships**

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 | | | | |
| --- | --- | --- | --- | --- | --- | --- | --- | --- | --- |
|  | Director 1 | Director 2 | Director 3 | Director 4 | Director 5 | Director 6 | Director 7 | Director 8 | Up to 15 Director positions |
| **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. |  |  |  |  |  |  |  |  |  |
| **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**  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. |  |  |  |  |  |  |  |  |  |

# 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 Breachers 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*.

# 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.

# 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 andScientific 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 andScientific Director & CEO |
| >$100,000.00 | The Scientific Director & CEO and one other officer or Director of the Corporation as appointed by Board Resolution |

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

# Risk Management Policy

**Preamble**

Risk is inherent in activities of Health Data Research Network Canada (HDRN Canada, the “Corporation”) and to varying degrees, network Members and staff are involved in managing these risks on an ongoing basis.

HDRN Canada is committed to continuous quality improvement and taking the necessary steps to evaluate opportunities and threats to maintain this commitment.

HDRN Canada will actively pursue opportunities that further strategic and operational priorities in a manner that is risk aware. A degree of risk and uncertainty is inherent in most activities and the network is committed to balancing strategic opportunities with necessary risk management.

**Purpose**

The Health Data Research Network Canada Board of Directors (the “Board”) has a responsibility to monitor corporate risks in a manner consistent with the Corporation’s Bylaws and policies.  The purpose of this Risk Management Policy is to outline the Corporation’s approach to identifying, analyzing, assessing, managing, monitoring and communicating risk.

**Application**

This Policy applies to the Corporation’s Board, Executive Committee (the “Executive”), Leads Team and staff. It is understood and expected that each HDRN Canada Organization is subject to its own institutional policies related to risk, and this Policy is not intended to supersede or replace existing policies.

**Definitions**

**Issue:** An event or condition that will occur with certainty or has already occurred.

**Risk:** A potential event or condition that would have an impact on one or more project objectives should it occur. It is assessed in terms of its likelihood and impact.

**Risk management**: Efforts (structure and processes) directed towards managing potential opportunities and adverse effects.

Risk types used in risk register:

**Compliance risk:** The risk of regulatory penalties for offences such as violation of privacy laws, improper use of funds from granting agencies, etc.

**Financial / Resource risk:** The risk of fraud, resource mismanagement and decisions based on inadequate or inaccurate information.

**Governance risk:** The risk of insufficient oversight and decision-making processes.

**Operational risk:** Potential organizational/business loss resulting from inadequate policies, procedures or systems.

**Risk Management Process**

1. Risk identification: At the Annual Leads Team meeting, there will be a dedicated time to discuss and identify risks to include in the Corporation’s risk register. On a quarterly basis prior to each Finance Committee meeting, the Executive will review the risk register maintained by HDRN Canada staff to identify new risks that should be brought to the Board’s attention. Once established, the Strategic Advisory Council will advise the Executive on strategic risks and opportunities for the Corporation to consider.
2. Analyzing and assessing risk: HDRN Canada staff together with the Scientific Director and CEO and/or Executive will review the risk register to determine both likelihood and impact assessments on a 6-point scale from Low (monitor and accept) to Very High (requires immediate action).
3. For key risks (i.e., new or substantial risks) identified by HDRN Canada management that require strategic discussion and guidance, a dedicated agenda item and/or Board retreat will be scheduled to enable appropriate planning and preparation for managing this risk. Should a risk be identified that warrants Board attention outside of the scheduled meetings, a special meeting may be called by the Chair of the Board, the vice-chair of the Board or any two (2) Directors at any time in a manner consistent with the Corporation’s Bylaws.
4. Managing risk: Scientific Director and CEO together with the Operations Director and Executive have responsibility to manage risks on an ongoing basis, with delegation to the Leads Team and/or network-funded staff as appropriate. Risks will be managed through one of the following approaches and will be specified as such in the risk register: mitigate, avoid, accept or transfer.
5. Monitoring and communicating risk: At each Finance Committee meeting, HDRN Canada staff will provide the entire risk register to be reviewed and revised by the members. At each quarterly Board of Directors meeting, HDRN Canada staff will provide a summary of risks identified as being of Medium-High or above likelihood and/or impact, along with changes in status since the previous meeting (as reviewed in Step 1). On an annual basis at the Fall Board of Directors meeting or a time requested by the Board, the risk register will be reviewed in full.

# Board Policy for Scientific Director & CEO Oversight

**Purpose**

The purpose of this policy is to describe the Board’s responsibility for oversight of the Corporation’s Scientific Director & Chief Executive Officer (CEO) and the Board’s approach to a planned or unplanned CEO absence.

**Policy**

It is the responsibility of the Board to ensure effective leadership of the Corporation through its Scientific Director and CEO.

Dialogue between the Board and its Scientific Director and CEO will be an important ongoing activity. The Board is responsible for the following with respect to the Scientific Director and CEO:

Appointing the Scientific Director and CEO, with input from the Executive.

Setting goals and reviewing performance.

Identifying issues, monitoring performance, and providing regular performance feedback.

Providing feedback and suggestions to support professional growth and development.

Ensuring that appropriate succession plans are in place for a planned or unplanned CEO absence.

It is the responsibility of the Corporation’s Executive Committee (the “Executive”) to:

Provide input, as requested by the Board, on performance of the Scientific Director and CEO, and suggestions for others who might also be consulted about that performance.

Alert the Board to any issues that relate to the Scientific Director and CEO’s ability to carry out his/her/their duties.

If necessary, provide advice to the Board on CEO succession.

**Procedure**

**Monitoring and Review**

The Board Chair shall encourage Board members to provide feedback on the Scientific Director and CEO’s performance on an ongoing basis, which will be provided by the Chair at agreed upon intervals throughout the year.

The Board will plan and execute a bi-annual review of the Scientific Director and CEO, ideally using a 360-assessment approach.

**Absence**

**Temporary Absence**

If the Scientific Director and CEO requires (either planned or unplanned) an absence of less than one year, the duties as set out in the Corporation’s Bylaws will be assumed by a member of the Executive appointed by the Board (with advice from Executive) within 5 business days.

If the absence will exceed twelve months or is deemed at any point by the Board to be a permanent absence, the Board will initiate a selection and appointment process for the position of Scientific Director and CEO.

**Permanent Absence**

A permanent absence can result from:

A loss of employment that affects standing as a member of a HDRN Canada Organization.

A resignation from the Scientific Director and CEO position provided in writing to the Board Chair.

A removal by the Board of an incumbent from the position of Scientific Director and CEO.

A temporary absence that the board determines to be a permanent absence (see above) , or;

Death of the incumbent Scientific Director and CEO.

In the case of a permanent absence, the Board will, as soon as practical, initiate a search for a new Scientific Director and CEO. The new CEO must demonstrate significant knowledge of the Network and will be drawn from a HDRN Canada organization.

An appointment committee will be struck, including at least three Board members and at least one member of the Executive. The committee will be chaired either by the Chair of the Board or the Chair of the Nominations Committee.

The Board will engage any necessary assistance to conduct a search and selection process for a replacement Scientific Director and CEO.

Members of the Executive will take responsibility for any related notices or filings required to modify status of Investigators on any existing grants, as necessary.

# HDRN Canada Governance and Management Structure

# Overview of HDRN Canada Governance and Management Bodies

| **Name** | **Mandate and Function** | **Position within Reporting Structure** |
| --- | --- | --- |
| Board of Directors  *Decision-Making* | Provide overall guidance to Health Data Research Network Canada (“the Corporation”). 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 Board will oversee the business and affairs of the Corporation in accordance with applicable legislation and corporate policies.  According to the Bylaws the Board will have, at a minimum, two committees: the Finance Committee and the Nominations Committee. Additional ad hoc or standing committees of the Board may be established. | Highest level of accountability. The Scientific Director/CEO (SD/CEO) and all other individuals/bodies report directly or indirectly into the Board of Directors. |
| Finance Committee  *Advisory* | Oversees and prepares reports on the financial position of the Corporation on a regular basis; liaises with the public accountant appointed to audit or review the Corporation; and oversees and ensure compliance with all reporting obligations that may be imposed on the Corporation by funders or any funding agreement or arrangement. | Reports into the Board of Directors. |
| Nominations Committee  *Advisory* | Facilitates the election or acclamation of the Directors at the annual general meeting of Members. | Reports into the Board of Directors. |
| Secretary | In accordance with the Corporation’s Bylaws, the Secretary is responsible for the conduct and correspondence of the Corporation and serves as the custodian of all books, papers, records, documents and other instruments belonging to the Corporation. The Secretary oversees the recording of all Board meeting minutes and those of meetings of the Members. The Secretary, or other Director appointed in their place, serves as chair of the Nominations Committee. | Accountable to the Board and serves as Chair for the HDRN Canada Executive Committee and Leads Teams. |
| Operations Director  *Advisory* | Responsible for ensuring HDRN Canada meets its planned goals and day-to-day management of the organization; serves as the point person for all operational decisions and has oversight of all funded FTEs. | Accountable to the Scientific Director and CEO. |
| Strategic Advisory Council (Strategic Council)  *Advisory*  *Note: Not yet established* | Provides advice on strategic risks and opportunities on topics identified by the Strategic Council or by HDRN Canada leadership. Includes diverse perspectives of people who are not directly involved in either the operations or governance of HDRN Canada and by extension, the SPOR Canadian Data Platform (SPOR CDP). Items discussed by the Strategic Council may include:  Matters for which the Board requires additional input on to advance decision making and planning, including on development priorities, ranging from algorithm topics to desired supports for innovative research  The scientific performance of HDRN Canada, including quantity and quality of research activities and outputs, such as publications and presentations in response to questions and requests from health system stakeholders  Making recommendations to the Board on priorities for the coming year | Advises the Board of Directors (TBC).  Scientific Director and CEO participates as Observer. |
| HDRN Canada Executive Committee  *Decision-Making* | Subset of the HDRN Canada Leads Team with scientific and management oversight and responsibility for the CIHR grant.  The Executive Committee provides scientific leadership and ensures excellence across HDRN Canada, focusing on priorities recommended by the Strategic Advisory Council. The Executive Committee ensures operational coordination of activities and issues across HDRN Canada organizations. | Accountable to the Scientific Director and CEO; oversees the HDRN Canada Leads Team. |
| HDRN Canada Leads Team  *Advisory* | Includes distributed sites across the country, including all data centres. Serves as a community of practice for the SPOR data centres and provides input to the Executive Committee. Ensures effective communications across the Network and ongoing commitment to the work of the SPOR Canadian Data Platform. Members of the HDRN Canada Leads Team manage the distributed resources that will carry out the work of the HDRN Canada. | Accountable to the HDRN Canada Executive Committee; Oversees the SPOR CDP Advisory Committee and Working Groups. |
| Public Advisory Council (PAC)  *Advisory* | Provide strategic advice and appropriate public perspectives on processes for research uses of complex linked data, how to further engage with patients and the public on these issues, and how to reflect the results of our engagement in HDRN Canada activities and communications.  The PAC is supported by the Public Engagement Working Group whose purpose is to develop and deliver HDRN Canada’s public engagement strategy. | Reports into the HDRN Canada Executive Committee and Board of Directors. |
| Strategy for Patient-Oriented Research Canadian Data Platform (SPOR CDP) Advisory Committee  *Advisory* | 1. Advises HRDN Canada on data and analytic infrastructure development and priorities for the SPOR CDP, such as identifying priority algorithms/measures that would benefit from development, review and endorse recommendations about the Data Assets Inventory and Algorithms Inventory and provide advice to the Algorithms and Harmonized Data Working Group and other SPOR CDP working groups as appropriate; and 2. Serves as a mechanism through which multiple SPOR entities:  * Bring forward data and information needs from their respective entities, advise on strategic opportunities and risks for the SPOR CDP to consider, including strategic alignment of objectives and research activities between entities and the SPOR CDP, and identify opportunities for collaboration in support of mutual goals; and * Receive updates and information on SPOR CDP development and operations to be shared back with each member’s respective entity/organization of which they are representing. | Reports into the HDRN Canada Leads team; provides advice to the Algorithms and Data Harmonization Working Group. Chaired by Member of HDRN Canada Executive Committee; Scientific Director and CEO participates as Observer. |

# HDRN Canada Organizations

As defined in the Bylaws, the organizations are prescribed in a list maintained by the Nominations Committee and includes those that manage the distributed resources that carry out the work of the Corporation.

* Alberta SPOR SUPPORT Unit
* Canadian Institute for Health Information (CIHI)
* Centre for Health and Community Research, University of PEI
* George and Fay Yee Centre for Healthcare Innovation (CHI), University of Manitoba
* Groupe de recherche interdisciplinaire en informatique de la santé (GRIIS)
* Health Data Nova Scotia (HDNS), Dalhousie University
* Hotıì ts’eeda: Northwest Territories SPOR SUPPORT Unit
* ICES
* Institut national d’excellence en santé et en services sociaux (INESSS)
* Institut de la statistique (ISQ)
* Maelstrom Research
* Manitoba Centre for Health Policy (MCHP), University of Manitoba
* New Brunswick Institute for Research, Data and Training (NB-IRDT)
* Newfoundland & Labrador Centre for Health Information (NLCHI)
* Newfoundland & Labrador SUPPORT Unit (NL SUPPORT)
* Québec SPOR SUPPORT Unit
* Population Data BC, University of British Columbia
* Saskatchewan Health Quality Council (HQC)
* Statistics Canada (StatCan)
* Yukon SPOR SUPPORT Unit

# HDRN Canada Executive Committee

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| **Name** | **Jurisdiction** | **Organization** | **Rationale** | **Contact** |
| Brent Diverty | Federal | Canadian Institute for Health  Information (CIHI) | Senior responsibility for DASH | [BDiverty@cihi.ca](mailto:BDiverty@cihi.ca) |
| Catherine Street | Newfoundland and Labrador | ICES | Chair of PEWG | Catherine.Street@med.mun.ca |
| Frank Gavin | Ontario | HDRN Canada Public Advisory  Council Chair | Chair of PAC | [frankgavin@rogers.com](mailto:frankgavin@rogers.com) |
| Jean- François Ethier | Quebec | Université de Sherbrooke | Chair of MIG | [ethierj@gmail.com](mailto:ethierj@gmail.com) |
| Jennifer Walker | Ontario | ICES, McMaster University | Lead for Indigenous  initiatives | [jennifer.walker@mcmaster.ca](mailto:jennifer.walker@mcmaster.ca) |
| Kim McGrail\* | British Columbia | Population Data BC | CEO / SD | [kim.mcgrail@ubc.ca](mailto:kim.mcgrail@ubc.ca) |
| Michael Schull | Ontario | ICES | Co-PI, Senior responsibility for Stakeholder Partnerships | [michael.schull@ices.on.ca](mailto:michael.schull@ices.on.ca) |
| Nathan Nickel | Manitoba | Manitoba Centre for Health Policy | Senior responsibility for IDEA | nathan.nickel@umanitoba.ca |
| Ted McDonald | New Brunswick | NB Institute for Research, Data and Training | Connection to CRDCN,  Senior responsibility  for Privacy Team | [tedmcdon@unb.ca](mailto:tedmcdon@unb.ca) |

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# HDRN Canada Articles of Incorporation

