



GENERAL BYLAWS

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PART I.

Title

1. These are the General Bylaws (Bylaws) for Health Shared Services Saskatchewan (3sHealth).

Definitions

2. In these Bylaws, the following definitions apply:
 - (a) "Act" means *The Health Shared Services Saskatchewan (3sHealth) Act* (Saskatchewan);
 - (b) "Affiliate Partner" means affiliate partners of 3sHealth as further described in this Bylaw;
 - (c) "Affiliate Nominee" means the affiliate nominee for the Board designated in this Bylaw;
 - (d) "Affiliate Representative" means the affiliate representative for the Partnership Oversight Committee designated in this Bylaw;
 - (e) "Board" means the members of the Board of the corporation appointed pursuant to the Act;
 - (f) "Board Secretary" means the person appointed in accordance with section 9 of these Bylaws. As of the effective date of this Bylaw the Board Secretary will be the CEO of the corporation until replaced as per the Act;
 - (g) "Bylaw" means this Bylaw as further amended or restated from time to time;
 - (h) "Chairperson" means the chair of the Board of Directors;
 - (i) "Chief Executive Officer" or "CEO" means the person employed by the Board as chief executive officer within the meaning of the Act, responsible to the Board for the general conduct and management of the affairs, activities, programs and services provided by the corporation. As of the effective date of this Bylaw the current CEO will remain the CEO until replaced as per the Act;
 - (j) "Code of Conduct" means the corporation's code of conduct established pursuant to this Bylaw;
 - (k) "corporation" means 3sHealth;
 - (l) "Customers" means collectively, the Health Care Organization Customers and the Limited Customers as well as any other organizations that have signed Service Agreements in accordance with this Bylaw;

- (m) "directive" means a written directive of the Minister made pursuant to the Act;
- (n) "Director" means a director of the Corporation;
- (o) "effective date" means the effective date of this Bylaw being Dec. 7, 2022;
- (p) "eHealth" means eHealth Saskatchewan;
- (q) "Health Care Organization Customer" means the Health Care Organization Customers as further described in this Bylaw;
- (r) "Interim Bylaws" means the bylaws of 3sHealth approved in October, 2021;
- (s) "Key Service Partners" or "Service Partners" means Service Partners of 3sHealth as further described in this Bylaw;
- (t) "Limited Customer" means the Limited Customers as further described in this Bylaw;
- (u) "member" when used in relation to the Board, means a member of the Board appointed in accordance with the Act and regulations and includes non-voting members appointed by the Minister;
- (v) "Minister" means the member of the Executive Council to whom the administration of the Act is assigned;
- (w) "officer" means the Chairperson, Vice-chairperson, CEO, Board Secretary or such other corporation officers as may be appointed by the Board;
- (x) "PARG" means the Provincial Affiliate Resource Group or any successor organization established to represent all of the Affiliate Members;
- (y) "Partners" means collectively the Affiliate Partners and Service Partners;
- (z) "Partnership Oversight Committee" means the Partnership Oversight Committee set up under the Partnership Services MOA as further described in this Bylaw;
- (aa) "Partnership Services Agreement" means a partnership services agreement signed under the Partnership Services MOA;
- (bb) "Partnership Services MOA" means the Partnership Services Memorandum of Agreement amongst 3sHealth and the Service Partners dated November 22, 2019 and as the same may be amended from time to time;
- (cc) "policies and procedures" means those policies, procedures, rules and other directions that have been enacted by the Board or by a designate of the Board with the authority to enact policies and procedures on behalf of the Board;
- (dd) "regulations" mean the regulations made by the Lieutenant Governor in Council pursuant to the Act;
- (ee) "SCA" means the Saskatchewan Cancer Agency;

- (ff) "Services Agreement" means a services agreement that details the services to be provided by 3sHealth, and may take the form of a signed service agreement or terms and conditions accepted by Members or Customers by electronic means or by usage of the services;
- (gg) "Service Partner Nominee" means the service partner nominee for the Board designated in this Bylaw;
- (hh) "Service Partner Representative" means the service partner representative for the Partnership Oversight Committee designated in this Bylaw;
- (ii) "SHA" means the Saskatchewan Health Authority established pursuant to *The Provincial Health Authority Act* (Saskatchewan), as amended from time to time; and
- (jj) "voting member" means a member appointed in accordance with the Act by the Lieutenant Governor in Council.

Interpretation

- 3. (1) In these Bylaws, unless the context otherwise requires, words or phrases defined in the Act, and used in these Bylaws shall have the meaning provided for in the Act.
- (2) The headings, sections and subsections in these Bylaws are inserted for convenience or reference only, and shall not affect the construction or interpretation of the provisions of these Bylaws.
- (3) In these Bylaws, unless the context otherwise requires, words importing the singular number or the masculine gender shall include the plural number or the feminine gender, as the case may be, and *vice versa*, and references to person(s) shall include firms, health care organizations and other entities.

Priority and Conflict

- 4. (1) These Bylaws are enacted in accordance with the Act and are subordinate to and not intended to conflict or be inconsistent with any requirements of the Act or the regulations.
- (2) If there is any conflict or inconsistency in these Bylaws with:
 - (a) the Act, regulations or any legislation:
 - (i) the requirements of the Bylaws will be interpreted to the extent reasonably possible to eliminate the conflict or inconsistency; and
 - (ii) if it is not possible to interpret the Bylaws to remove the conflict or inconsistency, the Act, regulations or other legislation will prevail, and that portion of the Bylaw will be considered to be of no force and effect.
 - (b) any policies or procedures, the provisions of the Bylaws will prevail.

PART II. ORGANIZATION OF THE BOARD

Responsibilities and Powers of the Board

5. (1) The Board is responsible for:
 - (a) administering the affairs and conducting the business of the corporation;
 - (b) ensuring the corporation meets its objectives and purposes as set out in the Act.
- (2) In conducting the business and affairs of the corporation, the Board shall have all the powers prescribed in the Act, the regulations and any other applicable legislation.
- (3) The Board is responsible, subject to applicable legislation, for the following:
 - (a) establish and review on a regular basis the mission, objectives, values and strategic plan of the corporation;
 - (b) establish, on an annual basis, the directions, key expectations and performance measures to ensure the effective and efficient governance of the corporation;
 - (c) oversee compliance of the corporation with the requirements of the Act, regulations, and any other applicable legislation;
 - (d) establish the selection process for the engagement of a CEO and to recommend the CEO for approval or appointment in accordance with the process set out in the Act;
 - (e) all aspects of management of the CEO including annual performance evaluation, setting goals and objectives, compensation levels, discipline and discharge;
 - (f) except where limited by the Act or regulations, delegate responsibility and related authority for the management and operation of the corporation to any committees, councils, the CEO or other senior executive officials and require accountability to the Board;
 - (g) approve the annual budget for the corporation;
 - (h) approve a skill-based matrix to assist in assessing and evaluating potential candidates for the nomination process for replacement Board members;
 - (i) ensuring the Service Partners and Affiliate Partners have input into the nomination process for replacement Board members and forwarding such input to the Minister for consideration;
 - (j) evaluate its own performance in relation to its responsibilities and periodically review and revise its policies and procedures, processes and structures as appropriate;
 - (k) ensure appropriate succession plans exist for CEO, officers, management and staff; and
 - (l) establishing (and amending from time to time as appropriate) a Code of Conduct that will set out principles and rules for the Directors of the Corporation on how to conduct themselves and fulfill the responsibilities outlined in the Bylaw, regulation and Act. The Code of Conduct may also

include officers, management and staff of the corporation or a separate Code of Conduct may be established for each group as determined by the Board of Directors.

Requirements and Resignations for Board Members

6. (1) Members shall be appointed in accordance with the Act and the regulations.
- (2) Every member, in exercising his powers and in performing his duties, shall:
 - (a) act honestly and in good faith with a view to the best interests of the corporation;
 - (b) exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances; and,
 - (c) comply with:
 - (i) the Act and the regulations and any other applicable legislation;
 - (ii) the 3sHealth Code of Conduct as well as any additional criteria that may be set out in Board policies and procedures; and
 - (iii) any other applicable Board policies that may be established.
- (3) A member shall advise the Board at the first available opportunity if the member, for any reason, no longer meets any requirement to hold office under the Act or regulations.
- (4) A member may resign his position on the Board by submitting a letter of resignation to the Minister.

Responsibilities of the Board Chairperson and Vice-chairperson

7. (1) The chairperson and vice-chairperson shall be designated in accordance with the Act. The notional term for the chairperson and vice-chairperson will be two years. After the expiry of the two-year term the Board may recommend to the Minister the appointment of a new chairperson or vice-chairperson. For clarification, the chairperson and vice-chairperson can only be appointed or replaced as outlined in the Act.
- (2) The powers and duties of the Chairperson include, but are not limited to, the following:
 - (a) chairing meetings, ensuring that its processes are effective and providing leadership in Board development;
 - (b) setting Board meeting schedules, work plans and agendas in consultation with the CEO and the Board Secretary;
 - (c) monitoring meeting attendance;
 - (d) recommending the Chairperson and membership of individual committees, and working with committee Chairpersons to coordinate committee work plans and meeting schedules;
 - (e) calling for votes to decide issues;

- (f) monitoring Board governance and effective Board performance;
 - (g) managing conflicts of interest should they arise;
 - (h) building and maintaining a sound working relationship with the Minister and other government representatives;
 - (i) reporting regularly to the Board issues that are relevant to their governance responsibilities; and
 - (j) serving as the Board's spokesperson or delegate as appropriate.
- (3) The Vice-chairperson shall have all the powers and perform all the duties of the Chairperson in the absence or disability of the Chairperson, together with such other duties as are usually incidental to such a position or as may be assigned by the Board from time to time.
- (4) In the absence of the Chairperson or Vice-chairperson, the members of the Board who are present at a meeting and who constitute a quorum may designate one of the members to act as the Chairperson, and that member may exercise all the powers and must perform all the duties of the Chairperson.

Chief Executive Officer

8. (1) The CEO of the corporation is responsible, in accordance with the directions of the Board, for the general management and conduct of the affairs of the corporation.
- (2) Subject to the approval of the Lieutenant Governor in Council, the Board shall be responsible for the selection and appointment of CEOs of the corporation.
- (3) The Board shall select the CEO in accordance with its approved selection process.
- (4) Subject to the Act, the Board shall, on appointing a CEO, set the conditions of employment and review them annually.
- (5) The Board may at any time revoke or suspend the appointment of the CEO.
- (6) The CEO can also act as Board Secretary.

Appointment and Responsibilities of the Board Secretary

9. The Board shall appoint a Board Secretary who shall:
- (a) maintain the minutes of all meetings of the Board and any committees thereof;
 - (b) maintain all correspondence to and from the Board;
 - (c) maintain custody of all minutes, records and documents of the Board;
 - (d) maintain the corporate seal of the corporation;
 - (e) give such notice, as required in these Bylaws, of all meetings of the Board and any committee thereof;
 - (f) maintain an attendance record of those attending all meetings of the Board and any committee thereof;

- (g) perform such other duties that ordinarily pertain to this office and as the Board may from time to time direct; and
- (h) not be a member of the Board, but can be the CEO.

PART III. MEETINGS OF THE BOARD

Regular Meetings of the Board

- 10. (1) The Board shall hold a minimum of 2 regular meetings in any fiscal year.
- (2) Regular meetings of the Board shall be held at such intervals, times, places and means, as the Board may think fit. Members may participate in a meeting by way of conference call or video conference or such other method as may be approved by the Board.
- (3) The Board Secretary shall ensure that notice of the time and place of any regular meeting, the agenda for such meeting and all necessary resource material are provided to the members in the manner and time established by the Board.
- (4) Notice to members of a regular Board meeting shall not be necessary where:
 - (a) all the members are present and approve of the transaction of business considered at the meeting; or
 - (b) all the members who are not present waive in writing, either before or after the meeting, notice of the meeting and consent in writing to the business transacted at such meeting. Such waiver and consent shall be attached to the minutes of the meeting.

Special Meetings of the Board

- 11. (1) The Chairperson may call a special meeting of the Board at any time and the Board Secretary shall, upon direction of the Chairperson, convene such a meeting. Notice for a special meeting may be reduced in the discretion of the Chairperson, if the Chairperson determines less notice is required to address urgent or emergency circumstances.
- (2) The Chairperson shall call a special meeting of the Board on written request from any 4 members of the Board and the Board Secretary shall convene such a meeting within seventy-two (72) hours (three calendar days) of receipt of such written request.
- (3) The Board Secretary shall ensure that notice of the time and place of any special meeting, the agenda for such meeting, business to be conducted, and all necessary resource material are provided to the members in the manner established by the Board, not less than forty-eight (48) hours prior to the meeting, unless such material is not available.
- (4) At a special meeting of the Board no business other than the business identified in the notice may be conducted except where all members of the Board are present and unanimously agree that business other than the special business included in the agenda for such meeting may be discussed and transacted.

Conduct of Meetings

12. (1) The Chairperson shall determine the order of business to be followed and otherwise regulate the meetings.
- (2) Other representatives of management and/or parties external to the Board may be invited to attend and present at any meeting of the Board or part thereof as necessary.
- (3) No business shall be transacted at a meeting of the Board unless a quorum of the Board is present. A majority of the members of the Board that are voting members constitutes a quorum.
- (4) At the commencement of any business meeting of the Board or its committees or councils, a member shall declare a conflict of interest where one is believed to exist. The member shall disclose the circumstances of the conflict to the other members, and where it is found that a conflict exists and not waived by the Chairperson, the affected member shall not participate in any discussion, decision-making, or voting, and shall be excused from the meeting until the discussion, decision-making, and voting, if any, on the matter are concluded.
- (5) If a member is temporarily absent from a meeting when a matter is introduced in which he or she has or may have a conflict of interest, the member shall, immediately on return to the meeting, or as soon thereafter as the member becomes aware that the matter has been considered, disclose the general nature of his or her interest in the matter.
- (6) All decisions of the Board, including motions and resolutions duly moved, shall be by majority vote of the voting members in attendance.
- (7) Each voting member shall have one vote. Non-voting members are not entitled to vote at Board meetings.
- (8) There shall be no voting by proxy.
- (9) All votes at any meeting of the Board shall be taken by a show of hands or in accordance with Bourinot's Rules of Order unless any member present requests a ballot.
- (10) Minutes shall be taken of each Board meeting. Matters discussed in camera may be excluded from the minutes or documented in separate minutes for the in camera session as determined by the Chairperson.

Rules of Order

13. Any questions of procedure at or for any meetings of the Board or of any committee, which have not been provided for in this Bylaw shall be determined in accordance with Bourinot's Rules of Order, or such amendment to those rules or other rules as the Board may, from time to time, adopt.

PART IV. BOARD COMMITTEES

Establishment, Membership and Responsibilities of Board Committees

14. (1) The Board may establish such committees as required to advise the Board. The committees in place as of the effective date of this Bylaw will remain in place until modified by the Board. The appointees to the current committees of the Board as of the effective date of this Bylaw will remain in place until modified by the Board.
- (2) The general terms of reference, duties and composition of each committee shall be as set out in these Bylaws, the specific Bylaws which set up the committee or as recorded in the resolution to create the committee. Further detail regarding the responsibilities of committees will be set out in the applicable Bylaws and any Board policies or procedures.
- (3) The Board will:
 - (a) determine the membership of each committee, including whether a person appointed to a committee will have voting privileges; and
 - (b) except where otherwise specified in the applicable Bylaws or resolution which creates the committee, appoint a Chairperson for the committee.
- (4) The Chairperson of each committee shall submit the minutes, reports, and any recommendations of the committee as set out in the committee terms of reference or as otherwise directed by the Board, and, at the request of the Board, be present to discuss all or part of any minutes, reports or recommendations of the standing or ad hoc committee.

Procedures for Board Committee Meetings

15. (1) This section applies to all committees of the Board except where the matters addressed in this section are also addressed in the specific bylaw or resolution which sets up the committee, and in such an event, the provisions of the applicable bylaw or resolution will apply.
- (2) Except as otherwise provided in these Bylaws, only members of a committee of the Board and the Board Secretary or designate may attend meetings of such committees.
- (3) The Chairperson of the Board may attend any committee meeting as a voting member.
- (4) With the prior approval of the Chairperson of the Board, committees may contractually engage external resources such as consulting advice and legal counsel.
- (5) Only the members of a committee with voting privileges may vote on any matter that is brought to the committee.
- (6) A committee may approve that individuals other than those appointed to the committee such as legal counsel, presenters and staff be permitted to attend the meeting, but may be asked to leave the meeting before a vote is taken.
- (7) Meetings of committees of the Board shall be held at the call of the Chairperson of the committee or at the request of a majority of the members of the committee.

- (8) A quorum for any meeting of a committee of the Board shall be a majority of the members of the committee entitled to vote.
- (9) Where a vote is taken on any matter of business arising at any meeting of a committee of the Board:
 - (a) votes shall be taken by a show of hands or in accordance with Bourinot's Rules of Order, but may be taken by written ballot if requested by any member who is entitled to vote at the committee; and
 - (b) the matter shall be decided by a majority of votes.
- (10) Minutes shall be recorded for all meetings of a committee of the Board. Minutes will not be recorded for in camera sessions unless the Committee Chair otherwise determines and in such event the minutes will be kept separate from the Committee minutes.

PART V. GENERAL PROCEDURES

Documents and Financial Matters

16. (1) The Board may from time to time by general resolution, specific resolution or through delegation or policy appoint any officer, member or other person on behalf of the Board either to sign contracts, documents or instruments in writing generally or to sign specific contracts, documents or instruments.
- (2) The Board shall cause accounts to be kept of the sums of money received and disbursed by the corporation, the matters in respect of which said receipts and disbursements take place, all sales and purchases by the corporation, any assets and liabilities of the corporation, and all other transactions affecting the financial position of the corporation.
- (3) The books and accounts shall be kept at the head office of the corporation and/or at such other places as the Board may permit.
- (4) The Board shall appoint an auditor who shall conduct an audit of the financial statements of the corporation on an annual basis. The auditor shall hold office in accordance with any requirements prescribed in the Act or determined by the Board. The Board shall fix the remuneration of the auditor.
- (5) The corporation's financial statements shall be received and approved by the Board.

Confidentiality

17. (1) Each member, officer, employee or other agent of the corporation shall maintain the confidentiality of the following information maintained by the corporation and/or brought to the Board, or any of its committees:
 - (a) all sensitive corporate information which includes proprietary technical, business, financial, legal, or any other information of the corporation or third parties which the corporation treats as confidential;
 - (b) all personal information or personal health information(in this section collectively called "confidential information").

- (3) No confidential information of the corporation shall be divulged by a member, officer, employee or other agent of the corporation except where:
- (a) in situations where the confidential information is governed by law, such is authorized by law and permitted by the Board or corporate policies;
 - (b) in situations where the confidential information is not governed by law, such is permitted by the Board, Code of Conduct or corporate policies; or
 - (c) in situations where the confidential information is already publicly available through no breach of this Bylaw; or
 - (d) where otherwise lawfully known or in the possession of the individual without other obligations of confidentiality.

Corporate Seal

18. If the Board determines one to be necessary, the Board Secretary shall be responsible for the seal of the corporation.

Indemnity

19. The corporation shall indemnify the corporation's directors and officers and former directors and officers for their actions in accordance with Section 2-40 of *The Legislation Act*.

Insurance

20. The corporation may purchase and maintain such insurance for the benefit of its members, officers and employees as it may consider necessary and advisable.

PART VI. PLANS AND PLAN TRUSTS

21. The corporation administers several plans and plan trusts. All plans and plan trusts will be administered in accordance with the Act, regulations and the applicable trust agreements or contracts.

PART VII. SCOPE OF SERVICES

22. (1) The Board will, from time to time, determine the services to be offered by the corporation, provided that:
- (a) services offered by the corporation immediately prior to the effective date of this Bylaw will continue to be provided by the corporation after the effective date of this Bylaw; and
 - (b) such services will not be discontinued without the Board providing advance notice to the Partners or Customers using the services. The length of notice will be determined by the Board.

PART VIII. KEY SERVICE PARTNERS

Service Partners Designation and Definition

23. (1) All Governing Members under the Interim Bylaw as of the effective date of this Bylaw will be re-classified as Key Service Partners. In addition, eHealth will be added as a Key Service Partner.
- (2) The Key Service Partners will be the following as of the effective date of this Bylaw:
- (a) SHA
 - (b) SCA
 - (c) eHealth.
- (3) Key Service Partners will partner with the corporation to deliver and/or receive services under Partnership Services Agreements under the Partnership Services MOA, or stand-alone Services Agreements. Key Service Partners will be referred to in this Bylaw as “Service Partners”.

Key Service Partners Rights and Privileges

24. Each Service Partner shall be entitled to:
- (a) have its employees participate in such plans and plan trusts as are administered by the corporation; and
 - (b) have reasonable access to consultant services and any other services provided by the corporation, subject to Board policies and procedures which may from time to time be established or amended.
25. (1) If there are open positions on the Board, the Service Partners may provide a written nomination for the Board position and 3sHealth will forward the suggested nomination to the Ministry (the “Service Partner Nominee”). The Service Partner Nominee must be individuals that are current board of director members of a Service Partner or members in the community at large, but may not be Service Partner employees and must satisfy any other requirements set out by the Act for Directors.
- (2) The Service Partners will be entitled to designate representatives to the Partnership Oversight Committee as per the provisions of the Partnership Services MOA (the “Service Partner Nominee”). Any such representatives must be officers of the Service Partners.

PART IX. AFFILIATE PARTNERS

Affiliate Partners Designation and Definition

26. (1) All Affiliate Members under the Interim Bylaw as of the effective date of the Bylaw will be re-classified as Affiliate Partners.
- (2) The Affiliate Partners will include each health care organization that is prescribed as an affiliate pursuant to *The Provincial Health Authority Act* (Saskatchewan), the board of the Athabasca Health Authority, each Extendicare (Canada) Inc. special care home in Saskatchewan, Langham Senior Citizens Home Ltd., and Samaritan Place Corp and other organizations as determined from time to time by the Board.

- (3) Affiliate Partners will receive, working with 3sHealth as partners in the delivery of the service, services from 3sHealth under Services Agreements.

Affiliate Partners Rights and Privileges

27. Each Affiliate Partner shall be entitled to:
 - (1) have its employees participate in such employee benefit plans as are administered by the corporation; and
 - (2) have reasonable access to consultant services and any other services provided by the corporation, subject to Board policy and procedure which may from time to time be established or amended.
28.
 - (1) If there are open positions on the Board, the Affiliate Partners may provide a written nomination for the Board position and 3sHealth will forward the suggested nomination to the Ministry (the "Affiliate Nominee"). Such nominee must be individuals that are current board of director members of an Affiliate Partner or members in the community at large, but may not be Affiliate Partner employees and must satisfy any other requirements set out by the Act for Directors.
 - (2) The Service Partners will be entitled to designate representatives to the Partnership Oversight Committee as per the provisions of the Partnership Services MOA (the "Affiliate Representative"). The Affiliate Representative must be an officer of an Affiliate Partner.

Process to select the Affiliate Nominee and Affiliate Representative

29. The Affiliate Nominee and Affiliate Representative shall be selected in accordance with the following:
 - (1) the Affiliate Nominee and Affiliate Representative shall be selected on behalf of the Affiliate Partners at a meeting called for such purpose by PARG, and in accordance with such rules and procedures adopted by PARG;
 - (2) notice of the appointment of each of the Affiliate Nominee and Affiliate Representative (the "Appointment Notice") shall be given to the corporation by PARG;
 - (3) each Appointment Notice shall state the name of the individual that has been selected as the Affiliate Nominee or Affiliate Representative, respectively, and the effective date of such selection;
 - (4) the selection of the initial Affiliate Nominee and Affiliate Representative, and each successive Affiliate Nominee and Affiliate Representative shall be effective on the date that the respective Appointment Notice is given to the corporation;
 - (5) each of the Affiliate Nominee and Affiliate Representative will remain as the Affiliate Nominee and Affiliate Representative, respectively, until a new Appointment Notice is given to the corporation by PARG;
 - (6) the Appointment Notice shall be sufficiently given to the corporation if it is:
 - (a) delivered personally to an officer or director of the corporation;

- (b) sent to the corporation by registered mail, postage prepaid, mailed in Canada; or
- (c) sent by facsimile.

If the Appointment Notice is sent by either registered mail or by facsimile, it shall be sent to the corporation at the following:

3sHealth
700 - 2002 Victoria Avenue
Regina, SK S4P 0R7
Fax: (306) 525-1960
E-Mail: info@3sHealth.ca

or to such other address or facsimile number as the corporation shall have communicated to the Affiliate Partners for the giving of the Appointment Notice. An Appointment Notice that is given, sent or delivered as aforesaid shall:

- (d) if delivered as aforesaid, be deemed to have been given, sent, delivered and received on the date of delivery;
- (e) if sent by mail as aforesaid, be deemed to have been given, sent, delivered and received (but not actually received) on the fourth business day following the date of mailing, unless the time between the date of mailing and the fourth business day thereafter there is a discontinuance or interruption of regular postal service, whether due to strike or lockout or work slowdown, affecting postal service at the point of dispatch or delivery or any intermediate point, in which case the same shall be deemed to have been given, sent, delivered and received in the ordinary course of the mails allowing for such discontinuance or interruption of regular postal service; and
- (f) if sent by facsimile, be deemed to have been given, sent, delivered and received on the date the sender receives the facsimile answer back confirming receipt by the recipient.

PART X. HEALTHCARE ORGANIZATION

Health Care Organization Customer Designation and Definition

- 30. (1) All Health Care Organization Customers under the Interim Bylaws as of the effective date of this Bylaw will remain classified as Health Care Organization Customers. In addition, Health Care Organization Customers will also include those health care organizations prescribed under *The Provincial Health Authority Administration Regulations* (Saskatchewan), as amended from time to time and such other organizations as determined by the Board from time to time.
- (2) Health Care Organization Customers will not include Affiliate or Service Partners.

Health Care Organization Customer Rights and Privileges

31. (1) Each Health Care Organization Customer shall be entitled to:
- (a) have its employees participate in such employee benefit plans as are administered by the corporation; and
 - (b) have reasonable access to services provided by the corporation, subject to Board policy and procedure and service eligibility requirements established by the corporation from time to time.

PART XI. LIMITED CUSTOMER

Limited Customer Designation and Definition

32. (1) All Limited Customers under the Interim Bylaw as of the effective date of this Bylaw will remain classified as Limited Customers.
- (2) The Board may add or remove Limited Customers within its discretion.
- (3) Limited Customers shall have no specific rights under this Bylaw, but will be entitled to access services based on eligibility requirements as defined by the corporation from time to time.

PART XII. SERVICES

Current Services

33. The previous services offered by the corporation immediately prior to the effective date of this Bylaw will continue to be provided by the corporation after the effective date of this Bylaw. Advance notice will be provided to Partners and Customers receiving such services from the corporation prior to the termination of those services. Subject to any contractual provisions, the length of notice will be determined by the Board in consultation with the CEO.
34. (1) The corporation intends to provide services to its Partner Customers under formal service agreements. For Service Partners, Partnership Services Agreements will be put in place under the Partnership Services MOA to describe the responsibilities of each party. Service Partners may also receive services under stand-alone Services Agreements. For Affiliate Partners and Customers, stand-alone Services Agreements will be used.
- (2) Pursuant to the Partnership Services MOA, the corporation has established a Partnership Oversight Committee to oversee the provision of shared services to the Saskatchewan Healthcare System. The details regarding the constitution, establishment and maintenance of the Partnership Oversight Committee are outlined in the Partnership Services MOA and the terms of reference for the Partnership Oversight Committee, as may be amended from time to time.

PART XIII. CUSTOMER FEES

Customer Fees

35. Customer fees assessed prior to the effective date of this Bylaw will, subject to Section 36, not be refunded.
36. The corporation will continue to determine, charge and collect fees for each of the services it renders to Partners and Customers. Fees may be a combination of specific services fees, set up fees, general access fees and / or product fees. Fees will be determined, and will be adjusted accordingly, based on changing economic circumstances, costs to deliver and sustain the individual and / or combination of services, and to administer the objects of the corporation as set out in the Act. Fees may be assessed on a per unit basis, on a flat-fee basis, on a time-period basis, on a per project or program basis, or any combination thereof. Where applicable, fees will be defined in the applicable Partnership Services Agreement or Services Agreement.

Withdrawal

37. Any entity that was a Member of the corporation prior to the effective date of this Bylaw, may by written notice to the corporation, revoke such entity's status as a Governing Member, Affiliate Member or a Customer (as applicable) after the effective date of this Bylaw (the "Withdrawing Entity") by providing the notice and paying the termination charge as outlined in the applicable Partnership Services Agreement or Services Agreement.

PART XIV. CUSTOMER FEEDBACK

Partner/Customer Feedback Process

38. Partner and Customer committees (including but not limited to the Partnership Oversight Committee) will be established to provide decision making support and opportunities for service feedback and guidance. Each service of the corporation shall have defined processes to capture Partner and Customer feedback and measure Partner and Customer satisfaction. Partner and Customer feedback results will be used to inform improvement work, report to stakeholders, and contribute to corporate targets.

PART XV. PARTNER AND CUSTOMER APPLICATION AND STATUS

Application Process

39. Applications to become a new Customer of the corporation shall be made in writing to the Board of Directors. New Customers may be added in accordance with the following processes:
- (a) by signing or accepting a Services Agreement with the corporation; and
 - (b) by meeting the conditions of this Bylaw and any other conditions established by the Board from time to time.

Ongoing Status for Partners

40. In future years, Partners may maintain their Partner designation by meeting the conditions of this Bylaw.

Ongoing Status for Customers

41. In future years, Customers may maintain their Customer designation in accordance with the following processes:
- (a) by signing or accepting a Services Agreement with the corporation; and
 - (b) by meeting the conditions of this Bylaw and any other conditions established by the Board of Directors from time to time.

Customer Withdrawal

42. Subject to the provisions of any Services Agreement between the corporation and the Customer, any Customer may, by written notice to the corporation, revoke its Customer status. Upon receipt of the written notice, the corporation will discontinue service. Subject to Section 36, in no event will the Customer be entitled to any refund on any fees or dues paid to the corporation.

PART XVI. NOTE ON PARTNERSHIP

Not a Legal Partnership

43. The use of the term "Partnership" and "Partner" in this Bylaw describes a cooperative relationship between the parties and is not intended to create a partnership for legal or tax purposes.

PART XVII. AMENDMENTS

Amendments

44. (1) The Board may propose amendments to these Bylaws at any time. Notice of such amendment shall contain the content and rationale of the proposed amendment.
- (2) The resolution proposing an amendment to these Bylaws shall require the approval of at least two thirds of the Board members.

- (3) Any amendment to these Bylaws will be provided to the Minister for approval. No bylaw or amendment will be effective until approved by the Minister.
- (4) Any amendment to this Bylaw which proposes an amendment to all or part of the rights and privileges of the Affiliate Partner shall require prior consultation with the Affiliate Representative on behalf of the Affiliate Partners. Notice of such proposed amendment shall be given to the Affiliate Representative at least 60 days prior to the date of the meeting of the Board at which time such amendment is to be considered in order to allow the Affiliate Representative to consult with and obtain directions from the Affiliate Partners at a duly convened meeting of PARG called for such purpose.
- (5) Any amendment to this Bylaw which proposes an amendment to all or part of the rights and privileges of the Service Partners shall require prior consultation with the Service Partners. Notice of said proposed amendment shall be given to the Service Partners at least 60 days prior to the date of the meeting of the Board at which time such amendment is to be considered to give the Service Partners reasonable time to consider the amendment and provide their input.

Transitional Provisions

45. (1) The replacement of a General Bylaw does not:
 - (a) affect the previous operation of the replaced bylaw or anything done or permitted pursuant to it;
 - (b) affect a right or obligation acquired pursuant to the replaced bylaw;
 - (c) prevent or affect any proceedings or actions underway pursuant to a replaced bylaw and such matter continues under that bylaw.
- (2) For greater clarity:
 - (a) the composition of a committee under a replaced bylaw is not impacted and the committee composition continues until altered by the Board; and
 - (b) any other matters that require adjustment shall continue as may be determined by the Board Chairperson or Vice-chairperson.
- (3) The substitution of a replaced bylaw with this Bylaw is deemed to have the following effect:
 - (a) a person acting pursuant to the replaced bylaw has authority to act pursuant to the new bylaw until another person becomes authorized to do so; and
 - (b) the procedure established by the new bylaw shall be followed as far as can be adapted in relation to the matters that happened before the replacement.

Revocation of Previous Bylaws

46. These Bylaws of 3sHealth revoke, supersede and replace the Restated Bylaws dated October 22, 2021.

Effective Date

These are the general bylaws of the 3sHealth approved on the 7 day of Dec. 2022.



Minister of Health

This Bylaw has been approved by the 3sHealth Board of Directors at a meeting dated the 26th day of May 2022



3sHealth Board Chair