

Board Governing Policy

3.1 Governing Instruments

Policy Number	3.1
Policy Title	Governing Instruments
Date First Approved	April 16, 2010
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Preamble: The Covenant Health, Covenant Care, and Covenant Living Boards of Directors (hereinafter referred to as “Board”) have several documents setting out obligations and restrictions on their power and duties. The Board of Directors shall abide by all relevant legislation, directives and agreements, even those not listed herein.

Purpose: The policy establishes the Board’s commitment to operate within the applicable obligations, commitments and the legislative and regulatory environment.

Policy: The Board fulfills its duties and obligations in accordance with (i) the Canon Law of the Catholic Church, (ii) governing bylaws or articles for each entity, (iii) the legislation governing the creation of each entity, (iv) the primary contractual commitments relating to the delivery of services for each entity and (v) all applicable law.

An overview of these commitments is found below:

(i) Ecclesial Authority

The Board shall observe its commitments to its Member, Spiritus Vitae: Catholic Health Sponsor and shall observe the requirements relating to Catholic health providers and organizations, including those contained in the Health Ethics Guide.

(ii) Bylaws and Articles of Association

In addition, the Board fulfills its duties and obligations in accordance with the Covenant Health Bylaws, the Covenant Care Articles of Association, and the Covenant Living Articles of Association. The Board also has obligations to its Member, Spiritus Vitae: Catholic Health Sponsor as set forth in these documents.

(iii) **Corporate Governing Legislation**

Legislatively, Covenant Health was created under the Covenant Health Act (formerly the Caritas Health Act as amended in 2009). Each of Covenant Care and Covenant Living were created under the Companies Act (Alberta) pursuant to Part 9 relating to companies with objects other than the acquisition of gain (i.e. not for profit companies).

(iv) **Primary service contracts**

Covenant Health has in place a Cooperation and Services Agreement with Alberta Health Services which includes the 1994 Ministers Agreement. Covenant Care has in place operating services agreements with Alberta Health Services which contains individual service schedules relating to specific Covenant Care sites and service lines. Covenant Living enters agreements with their contracted service providers and their residents.

(v) **Applicable Law**

A large variety of Federal, Provincial and Municipal legislation and regulations applies to the Covenant family. A list of such applicable legislation and regulations is maintained and updated on an annual basis. This list is constantly being updated and refreshed so should not be solely relied on as “source of truth” with respect to all law applicable to the Covenant family. It is a best efforts consolidation of the applicable regulatory environment.