

Alberta Innovates – Health Solutions

Mandate and Roles Document

The Mandate and Roles Document for *Alberta Innovates – Health Solutions* (“AIHS”) has been developed collaboratively between the Minister of Advanced Education and Technology and AIHS to reflect a common understanding of their respective roles and responsibilities.

1. Agency Mandate

Alberta Innovates – Health Solutions is an integral part of Alberta Innovates - a strategically aligned and integrated provincial research and innovation system. Under the banner of Alberta Innovates, we work with key innovation support agencies, with publicly funded post-secondary institutions, health care institutions, industry and government to further research and innovation in the province and make Alberta more competitive in the global economy.

AIHS will support research and innovation activities to improve the health and well-being of Albertans and create, through innovation, health related social and economic benefits for Albertans. It provides leadership for Alberta’s health research and innovation enterprise by directing, coordinating, reviewing, funding and supporting research and innovation.

As stated in the *Alberta Research and Innovation Act and Regulation*, the Government of Alberta has given AIHS the following responsibilities:

- Support, for the economic and social well-being of Albertans, health research and innovation activities aligned to meet Government of Alberta priorities, including, without limitation, activities directed at the development and growth of the health sectors, the discovery of new knowledge and the application of that knowledge.

AIHS will create value through:

- Investing in excellence based on the standards for world class health research;
- Focusing investments in areas of priorities that support our strengths and/or provide a unique opportunity (jurisdictional advantage) for Alberta ;
- Optimizing the capture of health, societal and economic benefits from investments in health research through innovation;
- Demonstrating accountability and impact of investments in health research through performance management; and
- Enhancing the potential to support and facilitate private sector health research and innovation in the province.

Furthermore, AIHS will be a priority-driven, proactive, outcomes-focused health research and innovation management organization, with focus on increasing knowledge, contributing to capacity building, improving health and related social outcomes, enhancing efficiency and effectiveness of the health system and providing economic benefits in Alberta. The major focus will be on making quality investments relevant to system needs and priorities.

Applicable Legislation and Regulations

AIHS has responsibilities under, and is subject to, a number of statutes and regulations including:

- *Alberta Research and Innovation Act and Regulation*
- *Freedom of Information and Protection of Privacy Act (FOIP)*
- *Alberta Public Agencies Governance Act*

AIHS will be required to comply with certain provisions of additional pieces of legislation relating to finance, human resource, and administrative matters:

- *Financial Administration Act (FAA)*
- *Public Service Act*
- Trade, Investment and Labour Mobility Agreement between Alberta and British Columbia and the Agreement on Internal Trade
- *Lobbyists Act*

2. Duties and Responsibilities

The Government, represented by the Minister of Advanced Education and Technology (AET), is responsible for the legislative, regulatory and policy frameworks in which AIHS operates.

The Minister

The Minister is accountable to the Legislature for AIHS. The Minister reports to the Legislature on the affairs of AIHS and answers questions about AIHS.

The Minister:

- Recommends to the Cabinet the Board Members and the Chair based on her/his assessment that the appointees have the appropriate knowledge, skills, experience and values to provide governance oversight to assist AIHS in achieving its objectives and performing its functions;
- Reviews AIHS's strategic business plan and annual report;

- Chairs the Cross-Government Portfolio Advisory Committee, established in the *Alberta Research and Innovation Act*; and
- Chairs the Alberta Research and Innovation Committee, established in the *Alberta Research and Innovation Act*.

The Deputy Minister

The Deputy Minister, with the support of the Department, supports and acts under the general direction of the Minister. The Deputy Minister is responsible for the following activities which have been delegated by the Minister:

- Maintains regular contact and communication with the Chief Executive Officer on matters relating to AIHS mission and mandate; and
- Monitors the operations and performance of AIHS to ensure that it is fulfilling its mandate in compliance with Government policies;
- Informs AIHS of Government policies and direction affecting the work of AIHS;
- Chairs an Alberta Innovates – CEO Working Committee comprised of the CEO’s of the four Alberta Innovates corporations and the CEO of the Alberta Enterprise Corporation to build opportunities for collaboration and interaction with the CEO’s and AET; and
- Conducts periodic (at least every seven years) reviews of AIHS’s mandate and purpose to determine if the work of AIHS is still relevant to the needs of Albertans, if it is aligned with Government priorities and if the operations and functions are being carried out in a manner that can achieve Government objectives.

In order to meet the responsibilities delegated to AIHS, the Government and the Department are responsible for supporting AIHS in the following areas:

- Funding for AIHS Operations
- Board Orientation

The Board

The Board has overall responsibility for the governance of AIHS, and oversees management of AIHS’s business and affairs. The Board guides AIHS’s strategic direction, evaluates the performance of AIHS’s Chief Executive Officer (“CEO”), approves and monitors AIHS’s strategic business plan, operational plan and financial results, and is ultimately accountable to the Minister. Board members must act honestly and in good faith, leaving aside personal interests to advance the public interest and the mandate of AIHS.

The Board is responsible for:

- Identifying appropriate Board governance processes to assist in fulfilling its mandate including the development of bylaws governing roles and responsibilities of Directors and Officers;
- Establishing AIHS's Code of Conduct, ensuring that all Directors and employees comply;
- Establishing committees as it deems necessary to carry out its duties and, for any committee established, ensuring that a written mandate of each committee is reviewed and approved at least once every two years;
- Appointing the CEO, monitoring and evaluating the CEO's performance and approving the CEO's compensation (subject to ministerial approval);
- Ensuring that adequate plans are in place for management development and succession and conducting an annual review of such plans;
- Monitoring the financial performance of AIHS, ensuring that, with the advice of the external auditors (in this case the Office of the Auditor General), the financial results are reported on a timely and regular basis and in accordance with any legislated requirements and the Generally Accepted Accounting Principles (GAAP);
- Monitoring the performance of AIHS, and ensuring that all material developments and significant emergent issues are disclosed to the Minister on a timely basis;
- Overseeing compliance with all relevant policies, procedures and standards by which AIHS operates and ensuring that AIHS operates at all times in compliance with all applicable laws and regulations, to the highest ethical standards;
- Approving all matters which require Board approval as prescribed by applicable legislation and regulations. The Board ensures that such matters are brought to the attention of the Minister if necessary;
- Providing an orientation to new Board members on the particular practices of the organization, including their governance practices;
- Providing ongoing development opportunities for their Directors; and
- Engaging in a strategic planning process which includes the consideration of the principal risks associated with AIHS's business. This planning process will inform the preparation of a Strategic multi-year Business Plan and Annual Report, which will be provided to the Minister for each fiscal year in the form and at a time acceptable to the Minister. The Annual Report will be made available to the public through the AIHS website.

Board Chair

With direction from the Board, the Chair represents the Board and its interests, as well as the interests of AIHS, in dealing with the Minister, the Department, the CEO, stakeholders and the community. The Chair is responsible for providing leadership to the Board and effectively facilitating the work of the Board.

The Chair is responsible for:

- Planning and managing Board meetings;
- Providing the Minister with regular updates on AIHS's operations and informing the Minister regarding emergent issues;
- Ensuring that the Board, and its committees, have opportunities to meet independent of management;
- Administering the Code of Conduct and ensuring that conflict of interest matters are addressed by the Board;
- Ensuring that the Board conducts an annual evaluation of its performance, the work of individual Board members and the performance of the CEO. The Chair brings forward results of the evaluations for Board review, and discusses opportunities to improve Board effectiveness, and may use findings to recommend Board renewal through recruitment of new members, or replacement of existing members; and
- Monitoring the effectiveness of the Board, and where necessary, recommending to the Minister the removal of a Board member where cause exists.

The CEO

The CEO reports to the Board of Directors. The CEO is responsible for leading management, developing recommendations for and implementing the organization's strategy.

The CEO is responsible for:

- The day-to-day management of AIHS;
- Ensuring that programs and services are being delivered within the standards and policies of AIHS and the Government of Alberta;
- Establishing appropriate systems for the general administration and financial management and control of AIHS;
- Monitoring performance and taking corrective action when problems are identified;
- Ensuring the proper management of AIHS's risk in providing services and care of the organization's assets;
- Providing support to the Board to allow it to carry out its governance responsibilities;
- Addressing how AIHS interacts with the public and establishing policies that clearly identify roles and responsibilities in the area of communication with the public;
- Working with the Board to prepare a multi-year Strategic Business Plan and Annual Report, produced annually in accordance with the guidelines provided by the Minister;

- Maintaining effective communications with the Board Chair, the Deputy Minister, developing mechanisms to communicate with the Minister and the Department on items of mutual concern;
- Working collaboratively with the CEO's of the other Alberta Innovates corporations and the CEO of the Alberta Enterprise Corporation through mechanisms such as the Alberta Innovates – CEO Working Committee;
- Maintaining effective communications with other Ministries, stakeholders and other business partners as required; and
- Operating within the mandate, policies, standards and budget approved by the Board of AIHS and the Government of Alberta.

3. Recruitment and Appointment of Directors

In this Mandate and Roles document, a Director means a Board member.

Directors are appointed by the Government of Alberta and collectively constitute the Board. The Board will identify a competency matrix for the Board as a whole and the values and competencies required for individual Directors.

Competencies will include but are not limited to:

- Understanding of health research and health care funding
- Understanding the link between health / bio medical research and innovation
- Comprehensive understanding of the research and innovation landscape (regional, national, international)
- Understanding of the academic environment and its culture
- Public service healthcare experience
- Competency in establishing a new business or industry in Alberta (new venture establishment)
- Served on other public / private sector boards
- Experience in board governance, governing either private sector or crown corporations; and
- Strong listening, communication and consensus building skills.

The recruitment process will be led by AIHS. When a vacancy occurs, the Board will identify the competencies that need to be replaced and will provide that profile to the individual/team responsible for leading the recruitment process.

A public posting of all vacancies, including the required competencies, will be the responsibility of AIHS.

Applications will be reviewed by AIHS. The interview panel will consist of representatives from AIHS and may include an independent third party.

Candidates will be assessed on the basis of the applicable competencies and values identified by the Board.

Prior to the appointment of a Director, there will be appropriate screening that will include determining potential conflicts of interest.

A list of suitable candidates for the vacancy will be provided to the Minister, who will appoint a replacement to the Board from the short list provided.

The Department will coordinate the appointment process by Order in Council (OC).

The results of the recruitment process will be posted publicly on AIHS website.

Appointment under the *Alberta Research and Innovation Regulation* may be for one or more terms, based on satisfactory performance, to a maximum of 10 continuous years of service.

4. Interaction between Agency and Department

AIHS will provide the Department with updates and advice as follows:

- Updates, as required, on progress towards key strategic priorities related to its mandate, and emerging issues and trends in industry development; and
- Ongoing advice and dialogue on emerging issues impacting progress towards mandate, and future policy direction.

Key contact within the Department:

Assistant Deputy Minister
Research and Innovation
Advanced Education and Technology
500 Phipps McKinnon Building
10020 – 101A Avenue
Edmonton, AB T5J 3G2

The Department is responsible for providing strategic direction and leadership to the research and innovation system, and responsibilities below are to be interpreted in that broad context.

AIHS has been given a focused mandate within the context of the research and innovation system. Responsibilities assigned below are to be pursued within that context.

The Department and AIHS will consult and collaborate with each other, and key responsibilities for each organization are:

AIHS Responsibility

Provides research and innovation support to other Ministries (Government of Alberta approved strategies) and other stakeholders.

Leads a systematic search for innovation opportunities that will have high impact for Alberta.

Develops, maintains and adheres to a rigorous screening process to assess opportunities and evaluate projects, in order to determine appropriate levels of funding support.

Invests in targeted world-class research, innovation and technical solutions to support Government of Alberta priorities.

Coordinates and supports major investments required to assist in growing and diversifying industries or solve major industry challenges.

Develops networks with research organizations and industry internationally to ensure that it is able to identify and source world class technologies aligned to Alberta's priority areas.

Collaborates among other Research & Innovation Corporations to identify opportunities for cross-disciplinary and unique solutions difficult to replicate by other jurisdictions.

Supports the objectives of the Alberta Innovates Connector

Establishes and manages board policies related to research and innovation based on department or government policies (e.g. Open Innovation, funding of graduate students).

Department Responsibility

Provides strategic leadership for the development of the next generation economy through the provision of accessible, affordable and quality learning for all Albertans and support for a dynamic and integrated innovation system.

Informs Albertans on the outcomes of the level of innovation occurring within the research and innovation system.

Develops collaborative relationships, facilitates communication and ensures alignment across the innovation system, and between government departments.

Provides strategic leadership for research and innovation policy and research capacity planning including cross-ministry initiatives.

Develops business cases and strategies for investments in new priority areas.

Builds and manages partnerships with federal, provincial and territorial governments on research and innovation, including funding in basic and applied scientific research and innovation support.

Provides concierge and connector services between organizations and across system (Alberta Innovates Connector).

Provides policy direction on open innovation, graduate student funding and other policies as required.

Leads, in consultation with the Alberta Innovates corporations and other ministries, targeted

Supports the development of overall strategy and innovation policy development by AET.

Contributes to the Alberta Innovates system performance measurement framework through providing input on measures/indicators regarding the corporation's performance.

multinational enterprise (MNE) attraction and other brand building and marketing activities outside of Alberta.

Coordinates within the ministry and with the Alberta Innovates corporations on the International Education Framework to build research capacity in the province.

Monitors system-wide performance and encourages areas of improvement.

The Department and AIHS are accountable for collaborating on communications, in alignment with Communications protocols established between the Department and its agencies. Within this framework, each organization will then develop and implement separate communication plans.

The AIHS CEO and the Deputy Minister will work together to address issues that may arise relating to Agency and Department roles and responsibilities.

5. Administration

Review of the Mandate and Roles Document

The Mandate and Roles document shall be in effect for not more than three years. It must be renewed or revised by the expiry date.

The Mandate and Roles document must be affirmed annually by the Minister and the Board Chair, or on a change in either the Minister or Board Chair. This will be initiated by the Department.

Transparency

Copies of the Mandate and Roles document will be filed with the Minister of Advanced Education & Technology, AIHS and the Agency Governance Secretariat. In support of the principle of transparency, this document will also be easily available to the public on the Agency's website and through the Department's website.

Periodic Agency Review

A review of AIHS’s mandate and purpose will be carried out by the Department in accordance with the review process developed in consultation with the Agency Governance Secretariat.

Original signed by _____
Robert Seidel, Q.C., Chair
Alberta Innovates – Health Solutions

April 13, 2010
Date

Original signed by _____
Honourable Doug Horner
Advanced Education & Technology

April 19, 2010
Date