



**Terms of Reference
Board of Directors
Bow Island Primary Care Medical Clinic Ltd**

1. Vision

To create a sustainable and forward-thinking medical clinic that delivers accessible, high-quality healthcare services in alignment with established medical standards, while prioritizing compassionate and patient-centered care.

2. Mission

To provide accessible, high-quality healthcare to the communities of Bow Island, Foremost, and the County of Forty Mile.

3. Purpose

The Board of Directors provides strategic leadership, governance, and oversight to ensure the clinic fulfills its mission. The Board shall manage/ supervise the business and affairs of the Corporation.

4. Authority

- i. The Board derives its authority from the corporation's Articles of Incorporation and Bylaws.
- ii. The Town of Bow Island shall appoint all Directors of the Board.
- iii. The Town of Bow Island shall approve all Corporate Bylaw Changes.
- iv. Directors serve at the discretion of the Town of Bow Island.

5. Board Structure

- i. Between 1 and 5 Directors, must be an odd number appointed.
- ii. Chief Administrative Officer- nonvoting Secretary
- iii. Clinic Manager- nonvoting

6. Roles

- i. The Board shall elect the Chairperson and Vice Chairperson.
- ii. The Board Chairperson shall
 - a. Call meetings
 - b. Set the agenda
 - c. Provide notice of meetings to members
 - d. Preside over all meetings including annual meeting of the Board and Shareholders.
- iii. Voting: all Directors have the right to vote.
- iv. Quorum: simple majority.



7. Meetings

- i. Minimum of Two (2) regular meetings per year.
- ii. Minimum of one (1) Shareholder meeting per year.

8. Responsibilities

- i. Strategic Oversight
 - Implement the Town of Bow Island's mission, vision, and strategic goals for the Clinic.
 - Approve strategic plans and monitor progress.
- ii. Governance
 - Ensure compliance with legal, ethical, and regulatory requirements.
 - Develop and review governance policies and procedures.
- iii. Financial Oversight
 - Approve annual budgets and financial statements.
 - Monitor financial performance and ensure sustainability.
- iv. Risk Management
 - Identify and mitigate organizational risks.
 - Ensure appropriate insurance and legal protections are in place.
- v. Community Engagement
 - Represent the clinic in the community.
 - Ensure services reflect community needs and priorities.

9. Priority Goals

- i. Physician Recruitment and Retention
 - Establish strategic goals for physician recruitment and retention.
 - Approve incentive programs, recruitment budgets, and partnerships with medical schools or health authorities.
 - Monitor staffing levels and ensure adequate clinical coverage to meet community needs.
- ii. Clinic Fee Setting
 - Review and approve fee schedules for services, ensuring compliance with provincial billing regulations and funding agreements.
 - Periodically assess fee structures in response to changes in healthcare policy, funding, and service demand.



10. Director Qualifications

- i. Must be legally eligible to serve as a director under applicable corporate legislation.
- ii. Demonstrated alignment with the clinic's mission, values, and commitment to community health.
- iii. Willingness and ability to commit sufficient time to attend meetings, participate in committees, and fulfill governance responsibilities.

11. Director Experience

- i. Experience in one or more of the following areas is strongly preferred:
 - Knowledge of local health care needs
 - Healthcare administration or clinical practice
 - Finance, accounting, or audit
 - Legal or regulatory compliance
 - Human resources or organizational development
 - Strategic planning and governance
 - Community engagement or public relations
 - Information technology or digital health systems

12. Director Specialized Expertise

- i. Knowledge of physician recruitment strategies, healthcare workforce planning, or medical education partnerships.
- ii. Understanding of clinic fee structures, billing systems, and healthcare funding models (e.g., Alberta Health Services, fee-for-service, alternative payment plans).

13. Director Conflict of Interest

- i. Must disclose any actual or potential conflicts of interest.
- ii. Must not be employed by or have financial interests in entities that may compromise impartial governance of the Corporation.