

TECHNICAL SAFETY AUTHORITY OF SASKATCHEWAN
(called the “Authority”)

BY-LAW NO. 2
REMUNERATION OF MEMBERS

A By-law pursuant to s.7(2)(b) of *The Technical Safety Authority of Saskatchewan Act* relating generally to the remuneration and reimbursement for expenses of members of the Authority

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BE IT ENACTED as a By-law of the Authority as follows:

Section One
INTERPRETATION

1.01 **Definitions.** – In this By-law of the Authority, unless the context otherwise requires:

“**Act**” means *The Technical Safety Authority of Saskatchewan Act*, and any statute that may be substituted therefor, as amended;

“**Authority**” means the Technical Safety Authority of Saskatchewan established pursuant to s.3 of the Act, consisting of two persons appointed by the Lieutenant Governor in Council and not less than three and not more than eight other persons appointed by the existing Members in accordance with these By-laws;

“**Board**” means the board of directors of the Authority established pursuant to the Act, consisting of all those persons appointed as Members;

“**By-law**” means this By-law as amended and in force and effect;

“**Chairperson**” means the chairperson of the Board;

“**Effective Date**” means the date on which this By-law takes effect;

“**Member**” means a person who is appointed as a member of the Authority in accordance with the Act;

“Remuneration Policy” means the policy establishing a rate of remuneration and rate of reimbursement of expenses for Members that is established pursuant to this By-law, as amended and in force and effect from time to time;

“Special Meeting” means a special meeting of the Board called pursuant to Section 3.03 to consider a revised remuneration policy proposed under Section 3.02;

Save as aforesaid, words and expressions defined in the Act have the same meanings when used in this By-law. Words importing the singular number include the plural and *vice versa*; words importing gender include the masculine, feminine and neuter genders; and words importing persons include individuals.

Section Two

REMUNERATION POLICY

2.01 **Remuneration Policy.** – Subject to the Act, Members, in fulfilling their duties as Directors of the Authority, are entitled to receive the remuneration and reimbursement of expenses prescribed in the Remuneration Policy.

2.02 **Schedule.** – The Remuneration Policy in force as of the Effective Date of this By-Law is attached as Schedule “A” to this By-law.

2.03 **Effective Period.** – The Remuneration Policy remains in force until amended, repealed, or replaced in accordance with this By-law.

2.04 **Notification.** – The Chairperson shall ensure that a copy of the Remuneration Policy in force is posted on a website maintained by the Authority in order to bring notice of the Remuneration Policy to the attention of the public.

Section Three

PROCESS FOR REVISING REMUNERATION POLICY

3.01 **Revisions Authorized.** – Subject to this By-law, the Board is authorized to amend, repeal, or replace the Remuneration Policy in whole or in part.

3.02 **Proposal of Remuneration Policy.** – At any time, any one or more Members, or a committee of Members, may propose to the Chairperson a revised remuneration policy.

3.03 **Calling of Special Meeting.** – Upon receiving a proposal under Section 3.02, the Chairperson shall call a Special Meeting of the Board to consider the proposed revised remuneration policy.

3.04 **Notice of Meeting.** – Notice of the time and place of a Special Meeting shall be given in the manner provided in Section 3.05 to each Member not less than 48

hours before the time when the meeting is to be held. A Member may in any manner waive notice of or otherwise consent to a Special Meeting.

3.05 **Method of Giving Notice.** – The notice required to be given to a Member pursuant to Section 3.03 shall be sufficiently given if delivered personally to the Member or if delivered to the Member in any other way with the Member’s consent.

3.06 **Adjourned Meeting.** – Notice of an adjourned Special Meeting is not required if the time and place of the adjourned meeting is announced at the original meeting.

3.07 **Meeting by Telephone.** – A Member may participate in a Special Meeting by means of such telephone or such other communications facilities as permit all persons participating in the meeting to hear each other, and a Member participating in a Special Meeting by such means is deemed to be present at the meeting.

3.08 **Place of Meeting.** – Without limiting Section 3.07, a Special Meeting may be held at any place in Saskatchewan.

Section Four

APPROVAL OF REMUNERATION POLICY

4.01 **Quorum.** – At a Special Meeting, the quorum of the Board for a vote on whether to approve a proposed remuneration policy pursuant to these By-laws is a majority of members of the Board then in office.

4.02 **Vote.** – Subject to Section 4.01, at a Special Meeting a resolution for the amendment, repeal, or replacement of the Remuneration Policy then in force shall be decided by a majority of the votes of the Members present at the Special Meeting and, in case of a tie vote, the Chairperson shall cast a second and deciding vote.

Section Five

AMENDMENTS

5.01 **Amendment of By-law.** –The Board may amend or repeal this By-law in whole or in part and may adopt new by-laws from time to time by a two-thirds vote of the Members at any properly constituted meeting of the Board called for that purpose.

5.02 **Proposal of Amendments.** – At any properly constituted meeting of the Board, any Member may propose one or more amendments to this By-law.

Section Six
NOTICE

6.01 **Notice to Minister.** – The Board shall cause a copy of this By-law or any amendment to this Bylaw to be provided to the minister responsible for the Act within 30 days after it is made.

6.02 **Notice to Public.** – Subject to the Act, provided the copy of the By-law has first been provided to the minister in accordance with Section 6.01, the Board shall cause this By-law and any amendment thereto to be made public:

- (a) in any manner from time to time prescribed by the Act;
- (b) by posting a copy of the By-law or amendment thereto on a website maintained by the Authority; and
- (c) in the discretion of the Board, in such other manner that the Board considers appropriate to bring notice of the By-law or amendment to the attention of the public.

Section Seven
EFFECTIVE DATE

7.01 **Effective Date.** – Upon adoption by resolution of the Board, this By-law shall for all purposes be effective as of July 1, 2010.

ENACTED by the Board the '18th day of August, 2010.

original signed by Keith Laxdal

Chairperson

TECHNICAL SAFETY AUTHORITY OF SASKATCHEWAN
(called the “Authority”)

REMUNERATION POLICY
(Schedule ‘A’ To Bylaw No.2)

This Remuneration Policy is made effective by the Authority pursuant to Bylaw No.2, Remuneration of Members.

1.0 Effective Date

1.1 This Remuneration Policy is effective as of July 1, 2010.

2.0 Prescribed Fees

2.1 The following fees are prescribed for each position at the rates specified:

Position Held	Annual Retainer Fee	Full Day Fee	Half Day Fee
Member	\$3,600	\$500	\$250
Board Chair	\$5,400	\$600	\$300
Committee Chair	\$4,800	\$550	\$275

3.0 Retainer Fees

3.1 Annual retainer fees shall be earned monthly and paid on a quarterly basis, at or near the end of each quarter. Retainer fees are paid to compensate for board duties or activities for which a meeting fee is not payable, such as time spent by members on the business of the Authority, administrative matters, or to prepare for board and committee meetings.

3.2 If a member is in office for less than a calendar year, the retainer fee payable to the member shall be pro-rated based on the number of days the member was in office.

3.2 If a member serves as board chair or a committee chair for less than a calendar year, the retainer fee payable to such member shall be pro-rated and paid at the board chair or committee chair rate for the number of days the member served as board chair or a committee chair and at the member rate for the balance of the year.

4.0 Meetings

4.1 Board members are entitled to receive fees for attendance at board meetings, committee meetings, and board training sessions, whether such attendance is in person, by telephone, or video conference.

4.02 A half day fee is payable for each such meeting lasting less than 4 hours, and a full day fee is payable for each such meeting lasting 4 hours or longer.

4.03 Board chair or committee chair rates are payable to the member performing the role of board chair at a board meeting or committee chair at a committee meeting.

4.04 If a committee meets on the same day as a board meeting is held, the committee members will be entitled to receive, in addition to a meeting fee for attending the board meeting, a half day meeting fee for attending the committee meeting.

5.0 Authorized Business

5.05 Board members are entitled to receive fees for conducting such business or activities of the Authority as the board chair or designate may authorize in writing (including by email) from time to time.

5.06 A half day fee is payable for time spent on such authorized business lasting less than 4 hours, and a full day fee is payable for time spent on such authorized business lasting 4 hours or longer.

6.0 Travel

6.1 Board members who are required to travel more than 50 kilometres one-way from their principal residence to attend a board or committee meeting, a board training session, authorized business, or an authorized social event or business function, may receive a travel fee.

6.2 Where a board member travels for less than 4 hours including the return trip, a travel fee equal to a half day fee is payable. Where a board member travels for 4 hours or more including the return trip, a travel fee equal to a full day fee is payable.

7.0 Expenses

7.1 Board members who use their personal vehicles to attend a board or committee meeting, a board training session, to conduct authorized business, or to attend an authorized social event or business function are entitled to receive mileage expenses at per kilometre rates equivalent to the rates established by the Government of Saskatchewan Public Service Commission payable to out of scope employees from time to time.

7.2 Expenses incurred for other modes of transportation, such as airfare, taxi and parking fees, will be reimbursed on an actual and reasonable basis, supported by receipts.

7.3 Meals, accommodation, registration fees, and all other expenses related to

board work will be reimbursed on an actual and reasonable basis, supported by receipts.

8.0 Administration

8.1 Subject to Section 8.2, all claims for compensation or reimbursement of expenses under this Policy shall be submitted to the Chairperson or designate for approval as soon as possible after the expense is incurred or the fee earned. All expense claims shall then be submitted to the Authority as directed by the Chairperson for review and processing.

8.2 All claims by the Chairperson for compensation or reimbursement of expenses under this Policy shall be submitted to the Vice-Chairperson or designate for approval as soon as possible after the expense is incurred or the fee earned. All expense claims by the Chairperson shall then be submitted to the Authority as directed by the Vice-Chairperson for review and processing.

8.3 The audit committee of the Authority shall review all directors' expenses on a quarterly basis. Any concerns or questions regarding a director's expense claim shall be forwarded for resolution to the chair of the board for consideration.