

***STARS***<sup>®</sup>

**2022/23**

**GOVERNANCE REPORT**



## COMMITMENT TO GOVERNANCE

STARS operates in aviation and medical fields which are highly complex and high consequence environments and as such we must be committed to the principles of strong governance. We strive to lead in the area of not-for-profit sector governance, with a commitment to stewardship of the STARS organization through effective and best practices.

Effective governance requires sound ethical and legal processes, direction consistent with the organization's vision and mission, and adequate controls to ensure appropriate oversight of the organization's resources. For not-for-profit, charitable organizations, this includes appropriate guidance and protection of the benefits and services provided to the community and sound stewardship of resources, whether funding, volunteer time, financial or other expertise or skills committed to the organization.

The STARS Board of Directors recognizes their governance responsibilities to all stakeholders that include patients, governments, health regions, emergency service providers, corporate and community donors, volunteers, employees and the general public.

STARS is committed to the ongoing evaluation and application of best practices in governance in order to promote a healthy, productive, transparent, accountable, and effective organization. We regularly assess emerging best practices and annually review our governance and financial disclosure practices to ensure that we meet or exceed the requirements for not-for-profit organizations.



# CHARITABLE STATUS AND ORGANIZATIONAL STRUCTURE

## **SHOCK TRAUMA AIR RESCUE SERVICE** (“STARS Service”)

STARS Service is a corporation under the Canada Not-for-profit Corporations Act (the “CNPCA”) and a registered charity under the Income Tax Act (Canada).

STARS Service is governed by a volunteer Board of Directors. Each Director is also a Member of STARS Service entitled to attend and vote at all meetings of Members.

STARS Service primarily provides emergency medical helicopter transport services to critically ill and injured patients in Alberta, Saskatchewan, Manitoba, and Eastern British Columbia.

## **SHOCK TRAUMA AIR RESCUE SERVICE FOUNDATION** (“STARS Foundation”)

STARS Foundation is a corporation under the CNPCA and a wholly owned subsidiary of STARS Service. Pursuant to a Declaration of the Sole Member dated April 1, 2016, STARS Service, as the sole shareholder of STARS Foundation, was granted the right to exercise and perform all the rights, powers, and duties of the directors of STARS Foundation. This means that, effectively, the business and affairs of STARS Foundation are managed by the Board of Directors of STARS Service.

STARS Foundation is primarily responsible for the fundraising activities carried out in support of the services and activities of STARS Service.



## **100% VOLUNTEER GOVERNANCE**

STARS is governed by a volunteer Board of Directors. Directors do not receive any remuneration, consideration, or fees for undertaking the responsibilities, risks and significant time commitment involved in being a Director of STARS.

Each year, Directors will volunteer over 1,600 hours of their time. This number does not take into the account the significant amount of time Board members dedicate to STARS outside of regularly scheduled Board and Committee meetings.

The Board's Governance and Nominating Committee stewards the governance processes and culture. Board approved mandates for the Board of Directors and Board Committees are regularly reviewed and updated as required.

## **STARS BOARD OF DIRECTORS**

We strive to ensure that the composition of our Board reflects the diversity of the communities that we serve. The STARS board consists of significant leaders in finance, business, law, medicine, and aviation across all the provinces that we serve.

Our Directors are elected for an initial three-year term, following which they are eligible to be elected for a second consecutive three-year term, and thereafter for up to three further consecutive one-year terms to a maximum of nine consecutive years.





# COMMITTEE PURPOSE

Each of the committees has a Board-approved terms of reference, an annual work plan and a Chair who reports back to the Board on the committee’s activities.

Committee	Purpose
Audit & Finance	The purpose of the Committee is to assist the Board in fulfilling its oversight responsibilities with respect to financial accountability, reporting, adequacy of internal controls, financial risk, financial integrity of the organization, regulatory compliance related to financial matters, audit process, performance of the external auditors, monitoring investment returns, reviewing the investment strategies of the Board, and making recommendations to the Board on investment policy and overall strategy.
Fundraising & Innovation	The purpose of the Committee is to assist the Board in carrying out its oversight responsibilities by making recommendations to the Board relative to all aspects of STARS fundraising policies, fundraising strategy, and opportunities that will generate revenue from sources other than fundraising, but which are at all times linked to the Organization’s charitable purposes and are subordinate to such purposes.
Governance & Nominating	The purpose of the Committee is to assist the Board in carrying out its responsibilities by reviewing and monitoring Board governance, including making recommendations to the Board for Board Director and Board Committee membership and monitoring Board performance in supporting the vision and mission of STARS.
Human Resources & Compensation	The purpose of the Committee is to assist the Board in carrying out its responsibilities by reviewing the President and Chief Executive Officer’s ( “CEO”) goals and objectives, evaluating the CEO’s performance and recommending their compensation to the Board for approval, developing and monitoring a succession plan for the CEO, reviewing Executive Leadership Team compensation, monitoring STARS’s human resources policies, and reviewing compensation and human resources issues in support of the achievement of STARS’s strategy, mission and vision.
Safety & Risk Management	The purpose of the Safety & Risk Management Committee is to assist the Board in carrying out its responsibilities by monitoring and regularly re-evaluating risk identification and risk management practices and in reinforcing the STARS culture of “Safety is an Attitude.”

**FOR MORE INFORMATION** about the STARS Board of Directors, please contact STARS's Corporate Secretary, Susan Belcher at [sbelcher@stars.ca](mailto:sbelcher@stars.ca).