



**CARLETON PLACE & DISTRICT MEMORIAL HOSPITAL**

**BY-LAW # 1**

**ADMINISTRATIVE BY-LAW OF**

**CARLETON PLACE & DISTRICT MEMORIAL HOSPITAL**

**Revised June 2019**

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# **ADMINISTRATIVE BY-LAW OF CARLETON PLACE & DISTRICT MEMORIAL HOSPITAL**

(hereinafter referred to as the "Corporation")

## **PREAMBLE**

**WHEREAS** it is the purpose of the Corporation to serve the community in accordance with the objects of the Corporation as provided in the Letters Patent, and with the Mission, Vision and Values Statements of the Corporation, as established by the Board from time to time.

**AND WHEREAS** the Mission Statement of the Corporation is as follows:

To deliver the highest level of health care by:

- Connecting patients to responsive, integrated services
- Leading the way in quality and safety
- Being the kind of hospital that patients recommend to family and friends

**AND WHEREAS** the Vision Statement of the Corporation is as follows:

"Shaping a Healthy Future for our Communities through Caring, Quality and Innovation."

**AND WHEREAS** the Values Statement of the Corporation is as follows:

***At Carleton Place & District Memorial Hospital WE CARE.***

**Compassionate, Consistent, Courteous and Confidential**

**Advocates for delivering Accessible and Accountable services**

**Respectful and encouraging of decisions based on individual Rights and community Resources**

**Efficient, Equitable, dedicated to a safe Environment and Excellence**

**AND WHEREAS** the Board of Directors of the Corporation deems it expedient that By-Law #1 of the Corporation heretofore enacted be cancelled and revoked and that the following By-Law #1 be adopted for regulating the affairs of the Corporation;

**NOW THEREFORE BE IT ENACTED** and it is hereby enacted that the By-Law #1 of the Corporation heretofore enacted be cancelled and revoked and that the following By-Law #1 be substituted in lieu thereof.

## **ARTICLE 1.           DEFINITIONS AND INTERPRETATION**

### **1.01   Definitions**

In this By-Law, the following words and phrases shall have the following meanings, respectively:

- (a)    **"Act"** means the *Corporations Act (Ontario)*, and where the context requires, includes the Regulations made under it;
- (b)    **"Application"** means the application for membership prescribed by the Board;
- (c)    **"Associates"** in relation to an individual means children living in the individual's household, or the individual's parents, siblings, spouse, or common law partner, and includes any organization, agency, company, or individual (such as a business partner) with a formal relationship to the individual;
- (d)    **"Board"** means the Board of Directors of the Corporation;
- (e)    **"By-Law"** means any By-Law of the Corporation from time to time in effect;
- (f)    **"Catchment Area"** means the area from which the Corporation's patients are drawn, which is primarily the Towns of Carleton Place, Beckwith and Mississippi Mills and the western portion of the City of Ottawa
- (g)    **"Chair of the Board"** means the Director elected as such as required by the Act;
- (h)    **"Chief Executive Officer"** means the individual who is the 'administrator', as defined in Section 1 of the Public Hospitals Act, and the President and Chief Executive Officer of the Corporation;
- (i)    **"Chief of Department"** means a member of the Professional Staff appointed by the Board to be responsible for the professional standards and quality of medical care rendered by the members of his Department at the Corporation;
- (j)    **"Chief Nursing Executive"** means the individual responsible for representing the members of the nursing profession (RNs and RPNs), who are providing nursing services for the Corporation, to their

regulatory bodies, the Medical Advisory Committee and senior management of the Corporation. The Chief Nursing Executive represents the nursing profession, through the Chief Executive Officer, to the Board and the Ministry of Health & Long Term Care of Ontario. The Chief Nursing Executive chairs the Nursing Advisory Committee of the Corporation;

- (k) “**Chief of Staff**” means the chief of the Professional Staff;
- (l) “**College**” means, as the case may be, the College of Physicians and Surgeons of Ontario, the Royal College of Dental Surgeons of Ontario, the College of Midwives of Ontario, and/or the College of Nurses of Ontario;
- (m) “**Committee**” means a committee of the Board or as otherwise specified in this By-Law;
- (n) “**Conflict of Interest**” includes, without limitation, the following three areas that may give rise to a conflict of interest for the Directors, namely:
  - (i) “**Pecuniary or financial interest**” – a Director is said to have a pecuniary or financial interest in a decision when the Director (or his Associates) stands to gain by that decision, either in the form of money, gifts, favours, gratuities, or other special considerations;
  - (ii) “**Undue influence**” – participation or influence in Board decisions that selectively and disproportionately benefit particular agencies, companies, organizations, municipal or professional groups, or Patients from a particular demographic, geographic, political, socio-economic, or cultural group is a violation of the Director’s entrusted responsibility to the community at large; or
  - (iii) “**Adverse interest**” – a Director is said to have an adverse interest to the Corporation when he is a party to a claim, application or proceeding against the Corporation;
- (o) “**Corporation**” means the Carleton Place & District Memorial Hospital located at the Head Office;
- (p) “**Dentist**” means a dental practitioner in good standing with the Royal College of Dental Surgeons of Ontario;

- (q) “**Department**” means an organizational unit of the Professional Staff of the Corporation to which members with similar field of practice have been appointed;
- (r) “**Director**” means an individual elected or appointed to the Board;
- (s) “**ex officio**” means membership “by virtue of the office” and includes all rights, responsibilities, and power to vote unless otherwise specified;
- (t) “**Extended Class Nurses**” means those registered nurses in the extended class to whom the Board has granted Privileges with respect to the ordering of diagnostic procedures for out-patients in the Corporation;
- (u) “**Head Office**” means 211 Lake Avenue East, Carleton Place, Ontario;
- (v) “**Medical Advisory Committee**” means the medical advisory committee established by the Board as required by the Public Hospitals Act;
- (w) “**Medical Staff**” means those Physicians who are appointed by the Board and who are granted Privileges to practice medicine with respect to Patients of the Corporation;
- (x) “**Medical Staff Policy**” means the medical staff policy that sets out, among other things, the credentialing and midterm revocation processes, Medical Staff groups and the Medical Advisory Committee’s committees;
- (y) “**Medical Staff Rules**” means provisions concerning the practice and professional conduct of the members of the Medical Staff;
- (z) “**Member**” means a member in good standing of the Corporation;
- (aa) “**Midwife**” means a midwife in good standing with the College of Midwives of Ontario;
- (bb) “**Patient**” means, unless otherwise specified, any in-patient, out-patient or other patient of the Corporation;
- (cc) “**person**” means and includes any individual, corporation, partnership, firm, joint-venture, syndicate, association, trust, government, government agency, board, commission or authority, or any other form of entity or organization;

- (dd) “**Physician**” means a medical practitioner in good standing with the College of Physicians and Surgeons of Ontario;
- (ee) “**Privileges**” mean those rights or entitlements conferred upon a Physician, Dentist, Midwife or Extended Class Nurse at the time of appointment or re-appointment including those departments within the Corporation in which the Professional Staff member may practise, but specifically does not mean those procedures which the Professional Staff member may, from time to time, be permitted to carry out within the department by the Chief of the Department or the Medical Advisory Committee;
- (ff) “**Professional Staff**” means those Physicians, Dentists, Midwives and Extended Class Nurses who are appointed by the Board and who are granted specific Privileges to practise medicine, dentistry, midwifery or extended class nursing respectively;
- (gg) “**Public Hospitals Act**” means the Public Hospitals Act (Ontario), and, where the context requires, includes the Regulations made under it; and
- (hh) “**Volunteer**” means an individual belonging to a voluntary association contemplated by Article 11 who contributes his time to assist with the Corporation’s operations.

## **1.02 Interpretation**

This By-Law shall be interpreted in accordance with the following unless the context otherwise specifies or requires:

- (a) Any Member, Director, officer, Professional Staff member, employee or member of the public, as the context requires and as is permitted by the By-Laws or rules and policies of the Corporation, may participate in a meeting of the Members, the Board, a Committee of the Board, the Medical Advisory Committee, or the Medical Staff Association by means of telephone conference or electronic or other communication facilities as permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously, and a person participating in such a meeting by such means is deemed for the purposes of the *Act* and this By-Law to be present in person at the meeting
- (b) Subject to paragraph (a) above, business arising at any meeting of the Members of the Corporation, the Board or any Committee established



pursuant to this By-Law, shall be decided by a majority of votes unless otherwise required by this By-Law or by statute, provided that:

- (i) except as provided in this By-Law, each Member, each Director and each Committee member shall be entitled to one (1) vote at any meeting of the Corporation, Board or Committee, respectively; when the Member/Director/Committee member is not prevented by legislation to do so;
  - (ii) in accordance with the *Public Hospitals Act*, no Member shall be entitled to vote by proxy at a meeting of the Corporation; all Members must attend annual and/or special meetings of the Corporation in person in order to be eligible to vote;
  - (iii) votes shall be taken in the usual way, by show of hands, among all Members, Directors and Committee members present and, in the event of a tie, the motion is lost, subject to Section 3.07 (b);
  - (iv) after a show of hands has been taken on any question, the Chair of the meeting may require, or any person entitled to vote on the question may demand, a poll thereon. A poll so required or demanded shall be taken in such manner as the Chair of the meeting shall direct. A demand for a poll may be withdrawn at any time prior to the taking of the poll. Upon a poll, each individual present in person and entitled to vote at such meeting shall have one (1) vote, and the result of the poll shall be the decision of the Members, the Board or the Committee, as the case may be; and
  - (v) whenever a vote by show of hands shall have been taken on a question, unless a poll is required or demanded, a declaration by the chair of the meeting that a resolution, vote or motion has been carried and an entry to that effect in the minutes shall be admissible in evidence as *prima facie* proof of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution, vote or motion.
- (c) A by-law or resolution in writing signed by all of the Members or Directors entitled to vote on that by-law or resolution at a meeting of

Members or Directors, respectively, is as valid as if it had been passed at a meeting of Members or Directors, respectively.

- (d) Minutes shall be kept for all meetings of the Corporation, the Board or any Committee.
- (e) Any questions of procedure at or for any meetings of the Corporation, of the Board, of the Professional Staff, or of any Committee, which have not been provided for in this By-Law or by the *Act*, the *Public Hospitals Act*, or the Medical Staff Rules, shall be determined by the Chair in accordance with the rules of procedure adopted by resolution of the Board.
- (f) All terms which are contained in this By-Law and which are defined in the *Act* or the *Public Hospitals Act* shall have the meanings given to such terms in the *Act* or the *Public Hospitals Act*.
- (g) The use of the singular number shall include the plural and vice versa and the use of any gender shall include the masculine, feminine and neuter genders.
- (h) The headings used in the By-Law are inserted for reference purposes only and are not to be considered or taken into account in construing the terms or provisions thereof or to be deemed in any way to clarify, modify or explain the effect of any such terms or provisions.
- (i) Any references herein to any law, By-Law, rule, regulation, order or act of any government, governmental body or other regulatory body shall be construed as a reference thereto as amended or re-enacted from time to time or as a reference to any successor thereto.

### **1.03 Objects of the Corporation**

The objects of the Corporation (as set out in its letters patent dated January 5, 1950) are as follows:

- (a) TO establish, maintain and conduct a public hospital in the said Town of Carleton Place: and
- (b) TO do all such other things as are incidental or conducive to the attainment of the above objects.

**ARTICLE 2.           MEMBERSHIP IN THE CORPORATION**

**2.01   Admission**

- (a)   The Members of the Corporation shall consist of:
  - (i)     the Directors from time to time of the Corporation who shall be ex-officio Members for so long as they serve as Directors; and
  - (ii)    such other persons who can reasonably demonstrate to the Board that a life membership has been conferred on them at some point in time prior to the coming into force of this By-law.

**2.02   Fees**

No fees shall be payable by the Members.

**2.03   Voting**

Each Member shall be entitled to one (1) vote.

**2.04   Transferability**

Membership is not transferrable and the membership of Members described in 2.01(a) ceases upon the Member ceasing to be a Director.

**ARTICLE 3.           ANNUAL AND SPECIAL MEETINGS OF THE MEMBERS OF THE CORPORATION**

**3.01   Location**

- (a)   Meetings of Members may be held at the Head Office of the Corporation or at any place in Ontario as the Board determines.
- (b)   Alternatively, a meeting of the Members may be held in whole or in part by telephonic or electronic means, and a Member who, through those means, votes at the meeting or established a communications link to the meeting is deemed for the purposes of the *Act* to be present at the meeting.

### **3.02 Annual Meetings**

- (a) In accordance with the *Public Hospitals Act*, the annual meeting of Members shall be held between April 1<sup>st</sup> and July 31<sup>st</sup> of each year.
- (b) The Board shall call an annual meeting of Members for the purpose of:
  - (i) considering the financial statements and reports of the Corporation required by the Act to be presented at the meeting;
  - (ii) electing the Directors, as required;
  - (iii) appointing the auditor; and
  - (iv) conducting any other business, provided that the requirements of Subsection 3.04(b) of this By-Law have been complied with.

### **3.03 Special Meetings of the Members**

- (a) The Board may at any time call a special meeting of Members for the transaction of any business which may properly be brought before the Members.
- (b) The Board shall call a special meeting of Members on written requisition of Members carrying not less than ten per cent (10%) of the voting rights. If the Board does not call a meeting within twenty-one (21) days of receiving the requisition, any Member who signed the requisition may call the meeting.

### **3.04 Notice**

- (a) At least ten (10) days prior written notice of a meeting of Members shall be given to each Member, to each Director and to the auditor of the Corporation.
- (b) Notice of any meeting where special business will be transacted shall contain sufficient information to permit the Member to form a reasoned judgement on the decision to be taken.
- (c) In lieu of the written notice required under paragraph 3.04(a), it is sufficient notice of any annual or special meeting of Members if notice is given by publication at least once a week for two (2) successive

weeks next preceding the meeting in a newspaper or newspapers circulated in the Catchment Area.

### **3.05 Voting**

At all annual or special meetings, voting shall be determined in accordance with the process set out in paragraph 1.02 (b).

### **3.06 Quorum**

A majority of the Members entitled to vote present in person at a meeting will constitute a quorum at a meeting of Members.

### **3.07 Chair of the Meeting**

- (a) The Chair of a meeting of the Corporation shall be:
  - (i) the Chair of the Corporation; or
  - (ii) the Vice-Chair of the Corporation, if the Chair is absent or is unable to act; or
  - (iii) a Chair elected by the Members present if the Chair and Vice-Chair are absent or are unable to act. The Secretary shall preside at the election of the Chair, but if the Secretary is not present, the Directors shall choose a Director, from those present, to preside at the election; or
  - (iv) if no Director is present or if all the Directors present decline to take the Chair, then the persons who are present and entitled to vote shall choose one of their number to be the Chair.
- (b) In the event of a tie vote at a meeting of the Members, the Chair shall be entitled to a deciding vote.

### **3.08 Adjourned Meeting**

- (a) If, within one-half (1/2) hour after the time appointed for a meeting of the Corporation, a quorum is not present, the meeting shall stand adjourned until a day within two (2) weeks to be determined by the Board.
- (b) Notice of the adjourned meeting shall be given in accordance with the provisions of Section 3.04 above.

### **3.09 Financial Year End**

The financial year of the Corporation shall end on the 31<sup>st</sup> day of March in each year.

## ARTICLE 4. **BOARD OF DIRECTORS**

### **4.01 Board Composition**

The Board shall consist of:

- (a) twelve (12) Directors who satisfy the criteria set out in section 4.05 and who are elected by the Members from a list of nominees put forward by the Governance Committee of the Board;

and

- (b) five (5) *ex officio* non-voting Directors, as follows:
  - (i) the Chief Executive Officer;
  - (ii) the Chief of Staff;
  - (iii) the Chief Nursing Executive;
  - (iv) the Chief Financial Officer; and
  - (v) the President of the Medical Staff.

### **4.02 Election and Remuneration**

- (a) The Members shall elect the Directors described in section 4.01(a) at each annual meeting of Members at which an election of Directors is required.
- (b) The Directors shall serve as such without remuneration and no Director shall directly or indirectly receive any profit from his or her position as such provided that a Director may be reimbursed reasonable expenses incurred by the Director in the performance of his or her duties.

### **4.03 Honoraries**

- (a) The Board, upon resolution, may appoint individuals who meet the following criteria as Honoraries of the Corporation:

- (i) individuals who have made special service to the Corporation or the Board;
  - (ii) individuals who have distinguished themselves by meritorious service in the furtherance of the Corporation's objects;
  - (iii) individuals considered friends of the Corporation for their support of the Corporation's objects.
- (b) Honoraries may attend meetings of the Board, subject to the discretion of the Board, and may act in an advisory capacity but shall not be eligible to vote.
- (c) Honoraries shall hold their position at the will of the Board.

#### **4.04 Duties and Responsibilities**

The Board shall govern and supervise the management of the activities and affairs of the Corporation and may exercise all such other powers and do all such other acts and things as the Corporation is, by its articles or otherwise, authorized to exercise and do.

#### **4.05 Qualifications of Directors**

No individual shall be qualified for election or appointment as a Director referred to in subsection 4.01(a) if he or she:

- (a) is less than eighteen (18) years of age;
- (b) is a person who has been found under the *Substitute Decisions Act, 1992* or under the *Mental Health Act* to be incapable of managing property;
- (c) is an individual who has been found to be incapable by any court in Canada or elsewhere;
- (d) has the status of a bankrupt;
- (e) does not have their principal residence or carry on business within the Catchment Area served by the Corporation as established by the Board from time to time;
- (f) is a current employee of the Corporation, was an employee of the Corporation within the last 2 (two) years or is an Associate of a person

who is, or was within the last 2 (two) years, an employee of the Corporation; or

- (g) is a current member of the Professional Staff, was a member of the Professional Staff within the last 2 (two) years or is an Associate of a person who is, or was within the last 2 (two) years, a member of the Professional Staff of the Corporation.

#### **4.06 Term**

- (a) The Directors described in section 4.01(a) shall be elected by the Members at meetings of the Members. The Board shall ensure, in setting the terms of office of the Directors, that the term of at least four (4) Directors expires every year at the Annual General Meeting of the Members.
- (b) None of the above persons may be elected or appointed a Director for more terms than will constitute nine (9) consecutive years of service; provided, however, that following a break in the continuous service of at least one (1) year the same person may be eligible to serve as a Director.
- (c) Despite the foregoing, where a Director was appointed to fill an unexpired term of a Director such partial term shall be excluded from the calculation of the maximum years of service.

#### **4.07 Vacancy**

- (a) The office of a Director shall be automatically vacated:
  - (i) if a Director dies;
  - (ii) if a Director resigns;
  - (iii) if the Director becomes disqualified under subsections 4.05(a) to 4.05(d); or
  - (iv) if, in the case of a Director referred to in section 4.01(a), he or she ceases to meet the requirements of subsection 4.05(e) or becomes a person referred to in subsection 4.05(f) or 4.05(g), except by resolution of the Board.
- (b) A resignation of a Director becomes effective at the time the resignation is received by the Corporation or at the time specified in the resignation, whatever is later.



- (c) Where there is a vacancy in the Board, the remaining Directors may exercise all the powers of the Board so long as a quorum remains in office.

#### **4.08 Removal**

The office of a Director may be vacated by a simple majority resolution of the Members:

- (a) if a Director, without being granted a leave of absence by the Board, is absent for three (3) consecutive meetings of the Board, or if a Director is absent for four (4) or more of the meetings of the Board in any twelve (12) month period; or
- (b) if a Director fails to comply with the *Public Hospitals Act*, the *Act*, the Corporation's Letters Patent, By-Laws, or policies and procedures adopted by the Board, including without limitation, confidentiality and conflict of interest requirements.

#### **4.09 Filling Vacancies**

- (a) So long as there is a quorum of Directors in office any vacancy occurring in the Board may be filled by a qualified person appointed for the remainder of the term by the Directors then in office.
- (b) In the absence of a quorum of the Board, or if the vacancy has arisen from a failure of the Members to elect the number of Directors required to be elected at any meeting of Members, the Directors then in office shall without delay call a meeting of Members to fill the vacancy.
- (c) A Director appointed or elected to fill a vacancy shall hold office for the unexpired portion of the term vacated.

#### **4.10 Nominations to the Board**

Nominations for election as Director at the annual general meeting of the Corporation may be made only in accordance with the following process:

- (a) The Board shall establish a Governance Committee with responsibility for the nominations process relating to the election of Directors.
- (b) The Governance Committee shall request applications for vacant positions on the Board from Members and/or persons from the Catchment Area and any applications received by the Governance

Committee, which are received at least ninety (90) days in advance of the annual general meeting, and accompanied by a written declaration signed by the candidate that he will serve as a Director in accordance with these By-Laws if elected will be reviewed by the Governance Committee pursuant to paragraph (d) below.

- (c) The Governance Committee may, throughout the year, identify potential candidates for Directors and determine the willingness of such candidates to serve.
- (d) The Governance Committee will receive and review all candidates received by the Governance Committee and following the guidelines set out in Section 4.16 will prepare a list of recommended nominees to the Board for consideration and implementation.
- (e) The Board shall select a list of nominees and charge the Governance Committee with the responsibility of ensuring that the Board's recommended nominees, together with their qualifications, are made available to the Members at least ten (10) days prior to the annual general meeting.

#### **4.11 Conflict of Interest**

- (a) Every Director who, either directly or through one of his Associates, has or thinks he may potentially have a Conflict of Interest with respect to a proposed or current contract, transaction, matter or decision of the Corporation shall disclose the nature and extent of the interest at a meeting of the Board.
- (b) The declaration of interest shall be disclosed at the meeting of the Board at which the contract, transaction, matter or decision is first raised.
- (c) If a Director (or his Associate) becomes interested in a contract, transaction, matter or decision after the Board meeting at which it is first raised, the Director shall make a declaration at the next Board meeting following the Director's perception or apprehension of a conflict.
- (d) In the case of an existing contract, transaction, matter or decision the declaration shall be made at the first meeting of the Board after the individual becomes a Director or the interest comes into being.

- (e) After making such a declaration, no interested Director shall vote or be present at the vote or during the discussions, or otherwise attempt to influence the voting on a contract, transaction, matter or decision, nor shall the Director be counted in any required quorum with respect to the vote.
- (f) If a Director has made a declaration of Conflict of Interest in compliance with this By-Law, the Director is not accountable to the Corporation for any profit he may realize from the contract, transaction, matter or decision, provided that he has not voted on the contract, transaction, matter or decision.
- (g) If the Director fails to make a declaration of his interest in a contract, transaction, matter or decision as required by this By-Law, this may be considered grounds for termination of his position as a Director of the Corporation.
- (h) The failure of any Director to comply with this Conflict of Interest By-Law of the Corporation does not, in or of itself, invalidate any contract, transaction, matter or decision undertaken by the Board of the Corporation.
- (i) If a Director believes that any other Director is in a Conflict of Interest position with respect to any contract, transaction, matter or decision, the Director shall have the concern recorded in the minutes, and the Director with the alleged Conflict of Interest shall have the right to address the Board with respect to the allegation. Thereafter, at the request of the Director who recorded the initial concern, the Board shall, after the Director alleged to have a conflict has absented himself from the room, vote on whether the Director alleged to have a Conflict of Interest is, in the opinion of the Board, in a Conflict of Interest. If the Board so finds the person in a Conflict of Interest, the Board member shall absent himself during any subsequent discussion or voting process relating to or pertaining to the conflict. The question of whether a Director has a Conflict of Interest shall be determined by a simple majority of the Board and shall be final.
- (j) If the Board finds that the person is not in conflict, the Board will then vote on the contract, transaction, matter or decision and the vote of each Director shall be recorded.
- (k) Every declaration of a Conflict of Interest and the general nature thereof shall be recorded in the minutes by the Board.

- (l) Where the number of Directors who, by reason of the provisions of this Section 4.11, are prohibited from participating in a meeting is such that at that meeting, the remaining Directors are not of sufficient number to constitute a quorum, then, notwithstanding any other provision in this By-Law, the remaining number of Directors shall be deemed to constitute a quorum, provided such number is not less than three (3).
- (m) Where, in the circumstances mentioned in paragraph 4.11(l) above, the remaining number of Directors who are not prohibited from participating in the meeting is less than three (3), the Chief Executive Officer may apply to a judge of the Superior Court of Justice on an *ex parte* basis for an order authorizing the Board to give consideration to, discuss and vote on the matter out of which the interest arises.
- (n) The judge may, on an application brought under paragraph 4.11(m) above, by order declare that Section 4.11 does not apply to the Board in respect of the matter in relation to which the application is brought, and the Board thereupon may give consideration to, discuss and vote on the matter in the same manner as though none of the Directors had any interest therein, subject only to such conditions and directions as the judge may consider appropriate and so order.

#### **4.12 Confidentiality**

- (a) Every Director, officer and employee of the Corporation shall respect the confidentiality of matters brought before the Board, keeping in mind that unauthorized statements could adversely affect the interests of the Corporation.
- (b) The Chair of the Board is responsible for Board communication and may delegate authority to one or more Directors, officers or employees of the Corporation to make statements to the news media on matters concerning the public brought before the Board.

#### **4.13 Responsibilities of the Board**

The Board shall govern and oversee the management of the affairs of the Corporation, and:

- (a) develop and review on a regular basis the mission, objectives and strategic plan of the Corporation in relation to the provision, within available resources, of appropriate programs and services in order to meet the needs of the community;

- (b) work collaboratively with other community agencies;
- (c) establish procedures for monitoring compliance with the requirements of the *Act*, the *Public Hospitals Act*, the By-Laws of the Corporation and other applicable legislation;
- (d) establish specific policies which will provide the general framework within which the Chief Executive Officer, the Medical Advisory Committee, the Professional Staff, and the administrative staff of the Corporation will establish procedures for the management of the day-to-day processes within the Corporation, including plans to deal with emergency situations that result in a greater than normal demand for services by persons who normally provide such services to the Corporation;
- (e) establish procedures for monitoring compliance with the requirements of the *Public Hospitals Act*, the Hospital Management Regulation, the By-Laws of the Corporation and other applicable legislation;
- (f) establish the selection process for the appointment of the Chief Executive Officer and appoint the Chief Executive Officer in accordance with the process and ensure the ongoing evaluation of the Chief Executive Officer;
- (g) choose and delegate responsibility and concomitant authority to the Chief Executive Officer for the administrative and clinical operations of the Corporation and require accountability to the Board;
- (h) appoint and delegate responsibility and concomitant authority to the Chief of Staff for the general clinical organization of the Corporation and the supervision of the practice of medicine, dentistry, midwifery and extended class nursing in the Corporation, and require accountability to the Board;
- (i) appoint and re-appoint Physicians, Dentists, Midwives and Extended Class Nurses to the Professional Staff of the Corporation and delineate their respective Privileges after considering the recommendations of the Medical Advisory Committee, in accordance with legislative and By-Law requirements;
- (j) ensure that fair and effective credentialing processes and criteria are in place;

- (k) through the Professional Staff organization assess and monitor the acceptance by each member of the Professional Staff of his responsibility to the Patients and to the Corporation concomitant with the Privileges and duties of their appointment and with the By-Laws of the Corporation;
- (l) review regularly the functioning of the Corporation in relation to the objects of the Corporation as stated in the letters patent, supplementary letters patent and the By-Laws, and demonstrate accountability for its responsibility at the annual meeting of the Corporation;
- (m) review regularly the role and responsibility of the Corporation to its community in relation to the provision, within the means available, of appropriate types and amounts of services;
- (n) ensure that the services which are provided have properly qualified staff and appropriate facilities;
- (o) ascertain that methods are established for the regular evaluation of the quality of care (including systems for acquiring knowledge about the Corporation's quality management and utilization management) and that all services provided by the Corporation are regularly evaluated in relation to generally accepted standards, and require accountability on a regular basis;
- (p) ensure that an occupational health and safety program and a health surveillance program are established in accordance with Sections 4(1)(d) and (e) of Regulation 965 under the *Public Hospitals Act*, and require accountability on a regular basis;
- (q) ensure that all staff, including clinical nurses and nurse managers, are involved in decision-making within the Corporation on administrative, financial, operational and planning matters as well as on appropriate Committees, in accordance with the requirements of the *Public Hospitals Act*;
- (r) ensure that policies are in place to facilitate organ procurement and donation;
- (s) assume responsibility for the establishment of the Mission, Vision and Values of the Corporation;

- (t) assume responsibility for the identification of the principal risks to the Corporation's business and ensure the implementation of appropriate systems to manage these risks;
- (u) ensure that the Chief Executive Officer and Chief of Staff of the Corporation establish an appropriate succession plan for both senior management and Professional Staff members; and
- (v) assume responsibility for the establishment of a communication policy for the Corporation.

#### **4.14 Responsibilities of Individual Directors**

In contributing to the achievement of the responsibilities of the Board as a whole, each Director shall:

- (a) adhere to the principles of governance set out in Section 4.15 and the Corporation's Mission, Vision and Values;
- (b) work positively, co-operatively and respectfully as a member of the team with other Directors and with the Corporation's management and staff;
- (c) respect and abide by Board decisions;
- (d) serve on at least one (1) standing Committee;
- (e) regularly attend Board and Committee meetings;
- (f) complete the necessary background preparation in order to participate effectively in meetings of the Board and its Committees;
- (g) keep informed about:
  - (i) matters relating to the Corporation;
  - (ii) the health needs of the community served;
  - (iii) other health care services provided in the region; and
  - (iv) health preservation programs;
- (h) participate in initial orientation as a new Director and in on-going Board education;

- (i) participate in an annual evaluation of overall Board effectiveness;
- (j) abide by the Conflict of Interest and Standard of Care provisions contained in this By-Law; and
- (k) represent the Board, when requested.

#### **4.15 Principles of Governance**

- (a) For the purposes of this By-Law, governance is defined as the process of governing the Corporation through the direction and supervision of the business and affairs of the Corporation, in accordance with its letters patent, supplementary letters patent, By-Laws and all applicable legislation.
- (b) The Board is responsible for the governance of the Corporation.
- (c) The Board provides strategic leadership to the Corporation in the establishment of and commitment to the Corporation's Mission, Vision and Values.
- (d) The Board shall ensure that the Corporation provides the best possible health care.
- (e) The Board serves the community in carrying out its responsibilities.
- (f) The Board shall constantly seek resources to meet the needs of the community served and shall ensure that the Corporation operates within its resources and monitors their efficient and effective use.
- (g) The Board and its individual members shall be sensitive to the needs of the communities served and reflect the diversity of the communities served.
- (h) The Board shall establish a culture of open debate, forthright examination of all issues, and, when considering conflicting issues, shall act at all times in the best interests of the Corporation, while having regard for the needs of the community served.
- (i) The Board shall provide strategic leadership to the Corporation in realizing its Mission, Vision and Values, focusing its energy on matters of policy rather than day-to-day operations, and maintaining at all times a clear distinction between Board and staff roles.



- (j) The Board shall carry on its duties in accordance with the Corporation's letters patent, supplementary letters patent, By-Laws and all applicable legislation.

#### **4.16 Guidelines for the Nomination of Directors**

- (a) To ensure the membership of the Board reflects the breadth, depth and diversity of the community the following principles, qualities and skills will guide the Governance Committee when considering candidates for Board membership:
  - (i) the Board should be seen as capable and experienced to lead the Corporation;
  - (ii) the membership of the Board shall reflect a wide range of interests and perspectives including:
    - A) understanding the special needs of the community;
    - B) community involvement; and
    - C) the perspective of patients and their families;
  - (iii) the membership of the Board and its committees should encompass both the Generic Qualities in all Directors set out in Section 4.16(d) and the scope of expertise and perspectives set out in Section 4.16(e), while balancing the need to consider succession planning for the Board; and
  - (iv) the membership must have regard for the demographic, linguistic, cultural, economic, geographic, ethnic, religious and social characteristics of the communities served.
- (b) Current Board members whose terms are expiring are not entitled to automatically stand for re-election but must be considered in the same manner as all the other candidates, provided such consideration will also take into account the Board member's performance during his term including consideration of the following factors:
  - (i) Board meeting and Committee meeting attendance;
  - (ii) commitment to continuing education;

- (iii) effective communication, including contributions at Board and Committee meetings and on behalf of the Board where requested;
- (iv) preparation prior to Board and Committee meetings;
- (v) support of Board actions (regardless of how Director voted);
- (vi) ability to express a dissenting opinion in a constructive manner;
- (vii) ability to integrate continuing education into Board deliberations;
- (viii) compliance with the governing legislation and By-Laws, particularly the conflict of interest and confidentiality provisions; and
- (ix) support of the Corporation's vision and mission.

The Governance Committee shall consider the above factors while balancing the need of ensuing ongoing expertise on the Board and the need to plan for the succession of the Board officer positions.

- (c) The Board should be seen as applying objective criteria in determining the appropriate candidates for election as a Director and in doing so, shall review the Corporation's mission, vision and values and immediate goals for the upcoming three (3) years and shall require that an appropriate application for each of the candidates be completed which application shall be objectively considered by the Board prior to developing its recommendations for the membership.
- (d) The Generic Qualities in all Directors are set out below:
  - (i) understanding of the distinction between the strategic and policy role of the Board and the day to day operational responsibilities of management;
  - (ii) capability to give leadership to the development of the Corporation;
  - (iii) commitment to the mission, vision and values of the Corporation;
  - (iv) ability to work as a member of a team;

- (v) willingness to participate in Board orientation and continuing education;
  - (vi) respect for the views of others;
  - (vii) objectivity;
  - (viii) recognition of the time commitment and the willingness to devote the time and energy necessary to perform the role of Directors (considering commitments of the candidate to other organizations);
  - (ix) enthusiasm and capacity for resolving challenging issues;
  - (x) integrity and the absence of Conflicts of Interest;
  - (xi) an understanding of the range of obligations and constraints imposed upon Directors of corporations; and
  - (xii) an understanding of the unique cultural and support requirements of individuals and special communities.
- (e) Beyond the generic qualities to be demonstrated by all Directors, the following general qualities would strengthen the Board:
- (i) prior experience in governance;
  - (ii) strategic planning experience;
  - (iii) experience in the management and restructuring of complex organizations;
  - (iv) understanding of healthcare needs, issues and trends;
  - (v) understanding of the diverse needs of the county;
  - (vi) previous experience in the health field;
  - (vii) awareness of provincial healthcare trends;
  - (viii) demonstrated leadership on behalf of the needs of patients and families;
  - (ix) knowledge and experience in business and management;
  - (x) knowledge and experience in education;

- (xi) understanding of fiscal, financial and legal matters;
- (xii) knowledge and experience in health professional education;
- (xiii) knowledge and experience in human resource management;
- (xiv) knowledge and experience in communications and information technology; and
- (xv) knowledge and experience in government and public relations.

#### **4.17 Standard of Care**

Every Director and officer of the Corporation in exercising his powers and discharging his duties shall:

- (a) act honestly and in good faith with a view to the best interests of the Corporation; and
- (b) exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

### **ARTICLE 5. OFFICERS OF THE BOARD AND OF THE CORPORATION**

#### **5.01 Officers**

- (a) The Board shall elect the following officers at the special meeting immediately following the annual meeting:
  - (i) the Chair;
  - (ii) the Vice-Chair; and
  - (iii) the Treasurer.
- (b) The Chief Executive Officer shall be the President and the Secretary of the Corporation and Secretary of the Board.
- (c) No Director may serve as Chair, Vice-Chair or Treasurer of the Board for longer than two (2) consecutive years in any one office. For any one office, the Director is eligible to serve in that office again, following a break in the continuous service of at least one (1) year.

- (d) The Directors may, by a motion passed by at least two-thirds (2/3) of the votes cast, extend the term of an officer of the Board beyond the two (2) year term specified in paragraph 5.01(c) above.
- (e) Any officer of the Corporation shall cease to hold office upon resolution of the Board.

## **5.02 Duties of Chair**

The Chair of the Board shall:

- (a) chair all meetings of the Board;
- (b) be responsible for the naming of Directors to Committees not otherwise provided for in the By-Laws of the Corporation;
- (c) report to each annual meeting of Members concerning the operations of the Corporation;
- (d) represent the Corporation at public or official functions and represent the Corporation to the community;
- (e) be the principal spokesperson for the Corporation;
- (f) be an ex officio member of all Committees of the Board; and
- (g) perform such other duties as may from time to time be determined by the Board.

## **5.03 Duties of Vice-Chair**

The Vice-Chair of the Board shall:

- (a) have all the powers and perform all the duties of the Chair in the absence or disability of the Chair and any other duties assigned by the Board; and
- (b) be an ex officio member of all Committees of the Board.

## **5.04 Duties of Treasurer**

The Treasurer of the Corporation shall:

- (a) be Chair of the Committee charged with dealing with the Corporation's financial matters;

- (b) ensure that the books of account and accounting records of the Corporation required to be kept by the provisions of the *Act* are kept secure in appropriate administrative offices of the Corporation;
- (c) on a timely basis, submit a financial statement at meetings of the Board indicating the financial position of the Corporation;
- (d) have all the accounts audited; and
- (e) perform such other duties as may be established by resolution of the Board.

### **5.05 Duties of Secretary**

The Secretary shall:

- (a) attend meetings of the Board and meetings of such Committees of the Board as the Board may direct;
- (b) ensure that a record of the minutes of all meetings are kept;
- (c) ensure that correspondence is done;
- (d) ensure that all reports required under any applicable law are prepared;
- (e) ensure that all minute books, documents and registers of the Corporation required to be kept by the provisions of the *Act* are kept secure in the administrative offices of the Corporation;
- (f) ensure that the seal of the Corporation is kept secure in the office of the Chief Executive Officer;
- (g) maintain copies of all testamentary documents and trust instruments by which benefits are conferred upon the Corporation and provide information respecting same to the Office of the Public Guardian and Director as required by the *Charities Accounting Act* (Ontario) and to the Board as necessary;
- (h) at least semi-annually provide an accounting to the Board with respect to all funds held in trust by the Corporation; and
- (i) perform such other duties as the Board may direct.

## **5.06 Duties of Past Chair**

The role of the Past Chair is to provide continuity to the Board and to its Committees. The Past Chair will provide advice as required or as requested by the Chair of the Board.

## **5.07 Appointment of the Chief Executive Officer**

- (a) The Chief Executive Officer shall be appointed by the Board in accordance with its approved selection process.
- (b) The Board may at any time revoke or suspend the appointment of the Chief Executive officer.

## **5.08 Duties of Chief Executive Officer**

The Chief Executive Officer shall be the President and the Secretary of the Board and shall:

- (a) Be responsible to the Board for the organization and management of the Corporation in accordance with policies established by the Board and subject to direction of the Board;
- (b) Ensure appropriate systems and structures are in place for the effective management and control of the Corporation and its resources including the employment, development, control, direction and discharge of all employees of the Corporation;
- (c) Ensure structures and systems for the development, review and recommendation of new programs, program expansion or changes;
- (d) Ensure effective human resources strategic planning and identify resource implications;
- (e) Establish an organizational structure to ensure accountability of all departments and staff for fulfilling the mission, objectives and strategic plan of the Corporation;
- (f) Provide leadership in support of the Board's responsibility to develop and periodically review the mission, objectives and strategic plan of the Corporation;
- (g) Develop, recommend and foster the values, culture and philosophy of the Corporation;

- (h) Communicate with related health care agencies to promote co-ordination and/or planning of local health care services;
- (i) Represent the Corporation externally to the community, government, media and other organizations and agencies;
- (j) Be responsible for the payment by the Corporation of all salaries and amounts due from and owing by the Corporation which fall within the purview and scope of the approved annual budget or otherwise as may be established from time to time by resolution of the Board;
- (k) Prepare and forward a detailed report to the College of Physicians and Surgeons of Ontario where,
  - (i) The application of a Physician for appointment or re-appointment to the Medical Staff is rejected by reason of his or her incompetence, negligence or misconduct,
  - (ii) The Privileges of a member of the Medical Staff are restricted or cancelled by reason of his or her incompetence, negligence or misconduct, or
  - (iii) A Physician voluntarily or involuntarily resigns from the Medical Staff during the course of an investigation into his or her competence, negligence or conduct;
- (l) Notify the Chief of Staff, the Chief of Department, and in the case of a member of the extended class nursing staff, the Chief Nursing Officer, and the Board if necessary, of,
  - (i) Any failure of any member of the Professional Staff to act in accordance with statute law or regulations, thereunder, or the Corporation's By-Laws, policies or procedures;
  - (ii) Any belief that a member of the Professional Staff is unable to perform the person's professional duties with respect to a Patient,
  - (iii) Any Patient who does not appear to be receiving the most appropriate treatment and care or who is not being visited frequently enough by the attending member of the Professional Staff; and
  - (iv) Any other matter about which they should have knowledge;



- (m) Establish the selection process for the engagement of a Chief Nursing Officer and hire the Chief Nursing Officer in accordance with the process;
- (n) Establish the functions and responsibilities of the Chief Nursing Officer;
- (o) Report to the Board as necessary regarding the occupational health and safety program;
- (p) Report to the Board as necessary in respect of the health surveillance program;
- (q) Be responsible to the Board for taking such action as is considered necessary to ensure compliance with the *Public Hospitals Act*, the Regulations thereunder, the By-laws of the Corporation and all other statutory and regulatory requirements;
- (r) Attend all meetings of the Board; and
- (s) Perform such other duties as may be directed from time to time by the Board.

#### **5.09 Protection of Directors, Officers, Volunteers and Committee Members**

- (a) Except as otherwise provided in the *Act*, no Director, officer, Volunteer or member of any Committee appointed or authorized by the Board shall be liable to the Corporation or to the Members for the acts, receipts, neglect or default of any other Director, officer, Volunteer, employee or Committee member, or for joining in any receipt or other act for conformity, or for any loss, damage or expense suffered or incurred by the Corporation through the insufficiency or deficiency of title to any property acquired by order of the Board for or on behalf of the Corporation or for the insufficiency or deficiency of any security or upon which any of the monies of the Corporation shall be invested, or for any loss or damage arising from the bankruptcy, insolvency or tortuous act of any person with whom any of the monies, securities or effects of the Corporation shall be deposited, or for any loss occasioned by any error of judgement or oversight on his part, or for any other loss, damage or misfortune whatever which shall occur in the execution of the duties of his office or in relation thereto unless the same is occasioned by his own wilful neglect or default or by his dishonest, fraudulent or criminal act.

- (b) Directors, officers, Volunteers and members of said Committees shall not be liable to the Corporation for any costs, charges, expenses, loss or liability which the Corporation or such Committee shall suffer or incur for, by reason of, arising out of, or in any way relating to any act, deed, matter or thing made, done or permitted to be done or omitted to be done by him in the performance of his duties and functions (or in the performance of what he honestly believed was in the proper performance of his duties and functions (as such officer, Director, Volunteer or Committee member)), provided he acted or made such omission honestly, in good faith and without fraud or fraudulent intent.

#### **5.10 Indemnification of Directors, Officers and Committee Members**

Every Director, officer, and member of a Committee appointed or authorized by the Board, his heirs, executors, administrators and estate and effects, respectively, shall from time to time and at all times be indemnified and saved harmless out of the funds of the Corporation from and against all costs, charges and expenses whatsoever which such Director, officer or Committee member sustains or incurs in or about any claim, action, suit or proceeding which is made, brought, commenced or prosecuted against him or her, for and in respect of any act, deed, matter or thing whatsoever made, done, permitted to be done or omitted to be done by him in or about the execution of his duties as Director, officer, or Committee member, excepting only such costs, charges or expenses as are occasioned by or are due to his own wilful neglect or by his dishonest, fraudulent or criminal act.

#### **5.11 Insurance**

The Corporation shall purchase and maintain insurance for the benefit of any Director, officer or other person acting on behalf of the Corporation against any liability incurred in that person's capacity as a Director, officer or other person acting on behalf of the Corporation, except where the liability relates to that person's failure to act honestly and in good faith with a view to the best interests of the Corporation and subject to the terms and conditions contained in any such policy of insurance.

### **ARTICLE 6. REGULAR AND SPECIAL MEETINGS OF THE BOARD**

#### **6.01 Regular Meetings**

- (a) Unless otherwise determined by the Board, the Board shall meet at the Head Office at such time and day as the Board may from time to time determine. The Secretary of the Board shall give notice of the meeting

to each of the Directors at least twenty (20) days prior to the meeting and shall contain sufficient information to permit the Directors to form a reasoned judgement on the decisions of the Board.

- (b) There shall be at least five (5) regular meetings of the Board per annum. Board members are required to attend at least three (3) regular Board meetings during the year.
- (c) The Chief Executive Officer shall attend meetings of the Board.

#### **6.02 Chair of the Meeting**

The Chair of a meeting of the Board shall be:

- (a) the Chair of the Board;
- (b) the Vice-Chair of the Board if the Chair of the Board is absent; or
- (c) a Chair elected by the Directors present if the Chair of the Board and Vice-Chair of the Board are absent.

#### **6.03 Special Meetings**

- (a) The Chair or Vice-Chair of the Board may call special meetings of the Board.
- (b) The Secretary of the Board shall call a meeting of the Board if five (5) Directors so request in writing.
- (c) Notice of a special meeting of the Board shall specify the purpose of the meeting, may be given by telephone, and shall be given at least twenty-four (24) hours in advance of the meeting.
- (d) A special meeting of the Board shall be held without notice, immediately following the annual meeting of the Corporation.

#### **6.04 Procedures for Board Meetings**

- (a) The declaration of the Secretary or Chair that notice has been given pursuant to this By-Law shall be sufficient and conclusive evidence of the giving of such notice.
- (b) No error or omission in giving notice for a meeting of Directors shall invalidate such meeting or invalidate any proceedings of such meeting,

and any Director may at any time waive notice of any such meeting and may ratify and approve any or all proceedings.

#### **6.05 Open Meetings**

- (a) All regular Board meetings are open to the public and media, subject to the provisions of this Section.
- (b) During the course of the meeting no electric or electronic devices or equipment shall be permitted unless it is necessary for the conduct of the meeting by the Board itself.
- (c) Any member of the public attending any of the meetings shall be in attendance as a visitor and shall not be allowed to sit at the Board's table.
- (d) Any group or person wishing to make a presentation may do so, with the approval of the Board, provided:
  - (i) advance notice of the presentation is made to the Chair or the Chief Executive Officer at least one week in advance of the meeting date; and
  - (ii) the time of the presentation is limited to thirty (30) minutes.
- (e) The Board at its discretion may hold any part of any regular Board meeting *in camera*, including if the topic to be considered relates to:
  - (i) personnel matters;
  - (ii) labour relations matters;
  - (iii) Professional Staff matters or Privileges issues;
  - (iv) Patient (specific) care matters;
  - (v) matters that are the subject of actual or potential litigation;
  - (vi) acquisition or disposal of property;
  - (vii) public, building or property security matters; and
  - (viii) any other matter where the Board deems an *in camera* session to be necessary for the confidentiality of the information to be presented or discussed.

## **6.06 Voting**

At all regular and special meetings of the Board, voting shall be determined in accordance with the process set out in paragraph 1.1.02(b)2(b).

## **6.07 Quorum**

A quorum for any meeting of the Board shall be a majority of the Directors.

# **ARTICLE 7. COMMITTEES OF THE BOARD**

## **7.01 Establishment of Committees**

The Board may appoint Committees whose members will hold their offices at the will of the Board. The members of any Committee need not be Directors of the Corporation. The Chief Executive Officer is a non-voting ex officio member of all Committees.

## **7.02 Standing and Special Committees**

- (a) The Board may establish Committees from time to time. The Board shall determine the duties of such Committees.
- (b) The Committees of the Board shall include:
  - (i) standing committees, being those Committees whose duties are normally continuous; and
  - (ii) special committees, being those Committees appointed for specific duties whose mandate shall expire with the completion of the tasks assigned.
- (c) Unless set out in this By-law, the functions, duties, responsibilities and powers of Committees shall be provided in the resolution of the Board by which such Committee is established or in terms of reference adopted by the Board.

## **7.03 Terms of Reference**

The functions, duties, responsibilities, composition (including chair) and mandate of all Committees shall be provided either in the Board Committee Policy to be prepared and reviewed by the Board from time to time or in the resolution of the Board by which such Committee is established.

**7.04 Committee Recommendations**

No decision of a Committee shall be binding on the Board until approved or ratified by the Board.

**7.05 Committees Required by the *Public Hospitals Act***

The Board shall ensure that the Corporation establishes such Committees and undertakes such programs as are required pursuant to the *Public Hospitals Act* and the *Excellent Care for All Act*, including a medical advisory committee, a quality committee and a fiscal advisory committee.

**7.06 Fiscal Advisory Committee**

The Chief Executive Officer shall appoint the members of the fiscal advisory committee required to be established pursuant to the regulations under the *Public Hospitals Act*.

**7.07 Procedures at Committee Meetings**

Procedures at Committee meetings shall be determined by the chair of each Committee, unless established by the Board by resolution or in the Board Committee Policy.

**7.08 The Executive Committee shall:**

- (a) Exercise the full powers of the Board in all matters of administrative urgency, subject to such restrictions, as may be imposed by the Board by resolution, reporting every action at the next meeting of the Board; and
- (b) Perform such duties as assigned by the Board from time to time, reporting back as the Board directs.
- (c) Consult with other internal and/or external resources as necessary to support its deliberations

**ARTICLE 8. PROGRAMS**

**8.01 Occupational Health and Safety Program**

- (a) There shall be an Occupational Health and Safety Program for the Corporation. The program shall include procedures with respect to:
  - (i) a safe and healthy work environment in the Corporation;

- (ii) the safe use of substances, equipment and medical devices in the Corporation;
  - (iii) safe and healthy work practices in the Corporation;
  - (iv) the prevention of accidents to persons on the premises of the Corporation; and
  - (v) the elimination of undue risks and the minimizing of hazards inherent in the hospital environment.
- (b) The person designated by the Chief Executive Officer to be in charge of occupational health and safety in the Corporation shall be responsible to the Chief Executive Officer for the implementation of the Occupational Health and Safety Program.
- (c) The Chief Executive Officer shall report to the Board as necessary on matters in respect of the Occupational Health and Safety Program.

### **8.02 Health Surveillance Program**

- (a) There shall be a Health Surveillance Program for the Corporation. The program shall be in respect of all persons carrying on activities in the Corporation and include a Communicable Disease Surveillance Program.
- (b) The person designated by the Chief Executive Officer to be in charge of health surveillance in the Corporation shall be responsible to the Chief Executive Officer for the implementation of the Health Surveillance Program.
- (c) The Chief Executive Officer shall report to the Board as necessary on matters in respect of the Health Surveillance Program.

### **8.03 Organ Donation**

Pursuant to the Hospital Management Regulation, the Board shall approve and ensure implementation of procedures to encourage the donation of organs and tissues including:

- (a) procedures to identify potential donors; and
- (b) procedures to make potential donors and their families aware of the options of organ and tissue donations.

**ARTICLE 9.        FINANCIAL**

**9.01    Banking and Borrowing**

Subject to the *Public Hospitals Act*:

- (a) The Chair or Vice-Chair of the Board, and the Treasurer or Chief Executive Officer or designate jointly or such person or persons who may be authorized from time to time by resolution of the Board, are hereby authorized for and in the name of the Corporation:
  - (i) to draw, accept, sign and make all or any bills of exchange, promissory notes, cheques and orders for payment of money;
  - (ii) to receive all monies and to give a quittance for the same;
  - (iii) subject to the approval of the Board, to assign and transfer to a bank all or any stocks, bonds and other securities;
  - (iv) subject to the approval of the Board, from time to time to borrow money from a bank, by incurring an overdraft or otherwise; and
  - (v) generally, for and in the name and on behalf of the Corporation, to transact with the said bank any business they may think fit.
  
- (b) Any officer of the Corporation or any official as may from time to time be designated by the Board is hereby authorized or may be authorized on behalf of the Corporation:
  - (i) to negotiate with, deposit with, endorse or transfer to a bank, but for the credit of the Corporation only, all or any bills of exchange, promissory notes, cheques, or orders for the payment of money and other negotiable paper;
  - (ii) from time to time to arrange, settle, balance and certify all books and accounts between the Corporation and the Corporation's bank;
  - (iii) to receive all paid cheques and vouchers; or
  - (iv) to sign the bank's form of settlement of balances and release.



## **9.02 Signing Officers**

Signing officers of the Corporation shall be those designated by the Board, from time to time, by resolution.

## **9.03 Investment**

The investment policy of the Corporation will be as established by the Board.

## **9.04 Donations**

- (a) The Secretary shall keep copies of all testamentary documents and trust instruments by which benefits are given, bequeathed or devised to or to the use of the Corporation.
- (b) No benefit given, devised or bequeathed in trust to or to the use of the Corporation for endowment purposes shall be hypothecated, transferred or assigned to obtain credit or to receive funds except as allowed by the Corporation's investment policy.
- (c) The Secretary shall maintain copies of all testamentary documents and trust instruments by which benefits are conferred upon the Corporation and provide information respecting same to the Office of the Public Guardian and Director as required by the *Charities Accounting Act* (Ontario) and to the Board as necessary.
- (d) The Corporation shall apply any trust funds of the Corporation only to the designated purpose(s) for which such funds were intended. Under no circumstances shall the Corporation transfer any funds held in trust by the Corporation to any other individual or entity, unless such transfer complies with all applicable law, including without limitation, the *Charities Accounting Act* (Ontario).
- (e) The Secretary shall at least semi-annually provide an accounting to the Board with respect to all funds held in trust by the Corporation.

## **9.05 Auditor**

- (a) The Corporation shall at its annual meeting appoint an auditor who shall not be a member of the Board or an officer or employee of the Corporation or a partner or employee of any such person, and who is duly licensed under the provisions of the *Public Accountancy Act* (Ontario), to hold office until the next annual meeting of the Corporation.

- (b) The auditor shall have all the rights and privileges as set out in the *Act* and shall perform the audit function as prescribed therein.
- (c) In addition to making the report at the annual meeting of the Corporation, the auditor shall from time to time report through the Audit Committee to the Board on the audit work with any necessary recommendations.

**ARTICLE 10. PARTICIPATION OF NURSES AND OTHER STAFF AND PROFESSIONALS ON COMMITTEES**

The Chief Executive Officer shall from time to time approve a process for the participation of the Chief Nursing Executive, nurse managers, and staff nurses, staff and other professionals of the Corporation in decision making related to administrative, financial, operational and planning matters and for the election or appointment of the Chief Nursing Executive, staff nurses or nurse managers and other staff and professionals of the Corporation to those administrative committees approved by the Chief Executive Officer to have a nurse, staff or professional representation.

**ARTICLE 11. VOLUNTARY ASSOCIATIONS**

**11.01 Authorization**

The Board may sponsor the formation of a voluntary association(s) as it deems advisable.

**11.02 Purpose**

Such associations shall be conducted with the advice of the Board for the general welfare and benefit of the Corporation and the Patients treated by the Corporation.

**11.03 Control**

Each such association shall elect its own officers and formulate its own by-laws, but at all times the by-laws, objects and activities of each such association shall be subject to review and approval by the Board.

#### **11.04 Representation on Board**

The Board may determine a mechanism to provide for representation by the voluntary association(s) on the Board.

#### **11.05 Review of Financials**

- (a) Each unincorporated voluntary association shall have its financial affairs reviewed for the purposes of assuring reasonable internal control.
- (b) The auditor for the Corporation shall conduct the financial review for the voluntary association(s) under this Section.

### **ARTICLE 12. AMENDMENTS TO BY-LAW**

#### **12.01 Amendments to By-Law**

- (a) The Board may pass or amend the By-Laws of the Corporation from time to time.
- (b) Where it is intended to pass or amend the By-Law at a meeting of the Board, written notice of such intention shall be sent by the Secretary to each Director at his address as shown on the records of the Corporation by ordinary mail not less than ten (10) days before the meeting.
- (c) Where the notice of intention required by paragraph (b) above is not provided, any proposed By-Laws or amendments to the By-Law may nevertheless be moved at the meeting and discussion and voting thereon adjourned to the next meeting, for which no notice of intention need be given.
- (d) Subject to paragraphs (d) and (e) below, a By-Law or an amendment to a By-Law passed by the Board has full force and effect:
  - (i) from the time the motion was passed, or
  - (ii) from such future time as may be specified in the motion.
- (e) A By-Law or an amendment to a By-Law passed by the Board shall be presented for confirmation at the next annual meeting or to a special general meeting of the Members of the Corporation called for that purpose. The notice of such annual meeting or special general meeting shall refer to the By-Law or amendment to be presented.

- (f) The Members at the annual meeting or at a special general meeting may confirm the By-Law as presented or reject or amend it, and if rejected it thereupon ceases to have effect and if amended, it takes effect as amended.
  
- (g) Subject to applicable legislation, in any case of rejection, amendment, or refusal to approve a By-Law or part of a By-Law in force and effect in accordance with any part of this Section, no act done or right acquired under any such By-Law is prejudicially affected by any such rejection, amendment or refusal to approve.