



---

**BY-LAW NO. 1A**

**A BY-LAW RELATING GENERALLY TO THE CONDUCT  
OF THE BUSINESS AND AFFAIRS OF ATIKOKAN GENERAL  
HOSPITAL, A CORPORATION SUBJECT TO THE  
*ONTARIO NOT-FOR-PROFIT CORPORATIONS ACT, 2010***

---

## BY-LAW NO. 1A

### A BY-LAW RELATING GENERALLY TO THE CONDUCT OF THE BUSINESS AND AFFAIRS OF ATIKOKAN GENERAL HOSPITAL, A CORPORATION SUBJECT TO THE ONTARIO NOT-FOR-PROFIT CORPORATIONS ACT, 2010

#### SECTION 1 – DEFINITIONS

##### 1.1 Definitions

In this by-law and all other by-laws of the Corporation, unless the context otherwise requires:

- (1) **"Act"** means the *Not-for-Profit Corporations Act, 2010* (Ontario) or any statute that may be substituted for it, as from time to time amended and, where the context requires, includes the regulations made under it, as amended or re-enacted from time to time;
- (2) **"Allied Health Worker"** means a non-medical person, the nature of whose work may bring him into close association with the Hospital and may permit him to render professional services, valuable to members of the medical or dental staff in the course of patient treatment;
- (3) **"Board"** means the board of directors of the Corporation;
- (4) **"By-laws"** means this by-law (including the schedules to this by-law) and all other by-laws of the Corporation as amended and which are, from time to time, in force and effect;
- (5) **"Chief Executive Officer"** means, in addition to "administrator" as defined in section 1 of the *Public Hospitals Act* (Ontario), the Chief Executive Officer of the Corporation;
- (6) **"Chief Financial Officer"** means the senior employee, responsible to the President and Chief Executive Officer for the treasury and controllership functions in the Hospital;
- (7) **"Chief of Staff"** means the Chief of the medical and dental staff;
- (8) **"Chief Nursing Officer"** means, in addition to "chief nursing executive" as defined in regulation 965 of the *Public Hospitals Act* (Ontario), the senior employee responsible to the Chief Executive Officer for the nursing functions in the Hospital;
- (9) **"Chair"** means the chair of the Board;
- (10) **"Corporation"** or **"Hospital"** means Atikokan General Hospital with the head office location in Atikokan, Ontario;
- (11) **"Dentist"** means a dental practitioner in good standing with the College of Dental Surgeons of Ontario;
- (12) **"Director"** means an individual occupying the position of director of the Corporation by whatever name he or she is called;

- (13) **"ex-officio"** means membership, election or appointment to the board, to the membership or to a committee by virtue of the office ("attending by virtue of title") and includes all rights and responsibilities except that an ex-officio member of the board, the membership or a committee shall have no power to vote unless specifically stated in this by-law. Clause 3.10 identifies ex-officio officers who become part of the Board;
- (14) **"Excellent Care for All Act"** means the *Excellent Care for All Act, 2010* (Ontario) and, where the context requires, includes the regulations made under it, and any statute that may be substituted for it, as amended from time to time;
- (15) **"Extended Class Nursing Staff"** means those Nurses in the extended class who are:
- (a) employed by the Hospital and authorized to diagnose, prescribe for, or treat Patients in the Hospital; and
  - (b) not employed by the Hospital and to whom the Board has granted privileges to diagnose, prescribe for, or treat Patients in the Hospital;
- (16) **"Medical Staff"** means those Physicians who are appointed by the Board and who are granted specific privileges to practice medicine respectively in the Hospital;
- (17) **"Member"** means any person who is appointed in accordance with this By-law;
- (18) **"Members"** means the collective membership of the Corporation;
- (19) **"Mutatis mutandis"** means with the necessary changes in points of detail, meaning that matters or things are generally the same, but to be altered when necessary as to the names, offices and the like;
- (20) **"Nurse"** means a holder of a current certificate of competence issued in Ontario and employed by the Hospital;
- (21) **"Officer"** means an officer of the Corporation;
- (22) **"Patient"** means, unless otherwise specified, any in-patient, out-patient or other patient of the Hospital;
- (23) **"Physician"** means a medical practitioner in good standing with the College of Physicians & Surgeons of Ontario;
- (24) **"Privileges"** means those rights or entitlements conferred upon Professional at the time of appointment or reappointment, including those medical departments with the Hospital in which the Professional Staff may practice;
- (25) **"Professional Staff"** means the medical staff, dentists, midwifery, Extended Class Nursing Staff who are appointed and granted privileges by the Board on the recommendation of the Chief Executive Officer;
- (26) **"Professional Staff Rules"** means provisions concerning the practice and professional conduct of the members of the Professional Staff;

(27) "**Public Hospitals Act (Ontario)**" means the *Public Hospitals Act* (Ontario), R.S.O. 1990, c.P.40 and, where the context requires, includes the regulations made under it;

(28) "**Special Resolution**" means a resolution that,

- (a) is submitted to a special meeting of the members of a corporation duly called for the purpose of considering the resolution and passed at the meeting, with or without amendment, by at least two-thirds of the votes cast, or
- (b) is consented to by each member of the corporation entitled to vote at a meeting of the members of the corporation or the member's attorney; and

(29) "**Vice-Chair**" means a vice-chair of the Board.

## 1.2 Interpretation

Other than as specified in Section 1.1, this By-law shall be, unless the context otherwise requires, construed and interpreted in accordance with the following:

- (a) all terms which are contained in the By-laws of the Corporation and which are defined in the Act or the *Public Hospitals Act* (Ontario) made thereunder shall have the meanings given to such terms in the Act or the *Public Hospitals Act* (Ontario);
- (b) words importing the singular number only shall include the plural and vice versa; the use of gender shall include the masculine, feminine and neuter genders; the word "person" shall include individuals, bodies corporate, corporations, companies, partnerships, syndicates, trusts and any number or aggregate of persons;
- (c) the headings used in the By-laws 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;
- (d) 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; and
- (e) if any portion or provision of these by-laws is determined to be invalid or unenforceable in whole or in part, such invalidity or unenforceability shall attach only to such portion or provision or part thereof, and the remaining part of such portion or provision and all other by-laws contained herein shall continue in full force and effect.

## 1.3 Severability and Precedence

The invalidity or unenforceability of any provision of this By-law shall not affect the validity or enforceability of the remaining provisions of this By-law. If any of the provisions contained in the By-laws are inconsistent with those contained in the articles, the Act or *Public Hospitals Act* (Ontario), the provisions contained in the articles, the Act or *Public Hospitals Act* (Ontario), as the case may be, shall prevail.

## **SECTION 2 – GENERAL BUSINESS**

### **2.1 Execution of Documents / Signing Officers**

(1) Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Corporation may be signed by any two of the following: the Chief Executive Officer, the Chief Financial Officer, the Chief Nursing Officer, the Board Chair of the Corporation, the Vice-Chair or the Treasurer.

(2) In addition, the Board may from time to time direct the manner in which and the person by whom a particular document or type of document shall be executed. Any person authorized to sign any document may affix the corporate seal, if any, to the document. Any Director or Officer may certify a copy of any instrument, resolution, By-law or other document of the Corporation to be a true copy thereof.

### **2.2 Financial**

The financial year end of the Corporation shall terminate on March 31<sup>st</sup> in each year or on such other date as the directors may from time to time by resolution determine.

## **SECTION 3 – BOARD OF DIRECTORS**

### **3.1 Nominations to the Board**

Nominations made for the election of Directors at a Members' meeting may be made only by the Board in accordance with the nominating and election procedures prescribed by the Board from time to time. For greater certainty, no nominations shall be accepted by the Members that are not submitted and approved by the Board in accordance with the Board approved process. The decision of the Board as to whether or not a candidate is qualified to stand for election shall be final.

### **3.2 Board Composition**

#### **(1) Number**

Until changed in accordance with the Act, the Board shall consist of not fewer than the minimum number and not more than the maximum number of directors as set out in the Articles, not including ex-officio board members as set out in clause 3.2(2)(d) and 3.10 hereof.

#### **(2) Board Composition**

The Board shall be comprised of the fixed number of directors as determined from time to time by the members by ordinary resolution or, if the ordinary resolution empowers the directors to determine the number, by resolution of the Board.

As of the date of this by-law, the Board will consist of fourteen (14) Directors as follows:

- (a) seven (7) Directors with voting privileges who satisfy the criteria set out in Section 3.4 hereof and who are either elected by the Members at an annual or special meeting or appointed by the Board to fill a vacancy until the next annual meeting in accordance with Section 3.3(2) hereof;

- (b) one (1) Director with voting privileges who is nominated by the Town of Atikokan from Town Council, who meets the criteria set out in Section 3.4 hereof and who is subsequently elected by the Members at the first annual meeting following Town Council elections. In the interim period between Town Council elections and the next annual meeting, the Town Council representative nominated by the Town of Atikokan may be appointed by the Board in accordance with Section 3.3(2) hereof;
- (c) one (1) representative from an Indigenous council within the service catchment area that the Corporation serves, nominated by their respective council as an actively elected member of the said council; and
- (d) five (5) non-voting ex-officio Directors, being the Chief Executive Officer, the Chief Financial Officer, the Chief of Staff (or the Chair of the Medical Advisory Committee if there is no Chief of Staff), the President of the Professional Staff and the Chief Nursing Officer.

The Corporation shall ensure diverse representation of members when recruiting and voting for membership. The Corporation's commitment to inclusion must be included in documents that invite or call for membership to the Corporation's board.

### **3.3 Terms of Office**

(1) The elected Directors shall hold office for a term of a maximum of three (3) years, as determined by the Board upon the recommendation of the Governance Committee; provided that each such Director shall hold office until the earlier of the date on which his or her office is vacated pursuant to Section 3.4 hereof, or until the end of the meeting at which his or her successor is elected or appointed. The Director nominated by the Town of Atikokan may serve a four (4) year term to coincide with the current Municipal election cycle. Retiring Directors are eligible for re-election as long as they continue to meet the requirements of this Section 3.3.

(2) No Director may serve as Chair, Vice-Chair or Treasurer of the Corporation for more than six (6) consecutive annual terms in one office; provided however that following a break in the continuous service of at least one (1) annual term, the same person may be re-elected or re-appointed to any office.

### **3.4 Qualifications of Directors**

In accordance with the Act, the following persons are disqualified from being a Director of the Corporation:

- (a) a person who is not an individual;
- (b) a person who is under 18 years old;
- (c) a person who has been found under the Substitute Decisions Act, 1992 or under the Mental Health Act to be incapable of managing property;
- (d) a person who has been found to be incapable by any court in Canada or elsewhere;
- (e) a person who has the status of bankrupt;

- (f) whose principal residence is not within the catchment area where the Corporation is located, which is considered to be Kenora or Rainy River Districts;
- (g) is a member of the Professional Staff of the Corporation except where otherwise provided in these By-laws;
- (h) is an employee of the Corporation unless they were otherwise provided in these By-Laws;
- (i) is an independent contractor of the Corporation;
- (j) is a person who lives in the same household of a member of the current staff, including Professional Staff. Any family member of current staff that is not living in the same household may be considered.

Every Director shall be a Member of the Corporation.

### **3.5 Vacating and Termination of Office**

- (1) The office of a Director shall automatically be vacated if:
  - (a) a Director, by notice in writing to the Corporation, resigns office, which resignation shall be effective at the time it is received by the Secretary of the Corporation or at the time specified in the notice, whichever is later;
  - (b) a Director ceases to meet to meet the qualifications set out in Section 3.4 hereof unless the Board, in its discretion, deems otherwise;
  - (c) a Director becomes bankrupt or suspends payment of debts generally or compounds with creditors or makes an assignment in bankruptcy or is declared insolvent;
  - (d) a Director is found to be a mentally incompetent person or becomes of unsound mind;
  - (e) at a special meeting of Members, a resolution is passed by a majority of the votes cast by the Members at the special meeting removing the Director before the expiration of the Director's term of office;
  - (f) a Director nominated by the Town of Atikokan ceases to be a member of Town Council;
  - (g) a Director, without being granted a leave of absence by the Board, is absent for three (3) consecutive Board meetings;
  - (h) a Director is absent for 50% or more of the regular meetings of the Board in any twelve (12) month fiscal period;
  - (i) a Director fails to comply with the Act, the *Public Hospitals Act* (Ontario), the Corporation's Letters Patent, By-Laws, rules or Board approved policies or procedures, including confidentiality and conflict of interest requirements;

- (j) a Director dies; or
- (k) a Director fails to comply with Section 3.8 hereof.

(2) At the next annual meeting of Members, in addition to the election of Directors to fill the vacancies caused by expiry of Directors' terms, the meeting shall elect an additional Director to fill the unexpired term created by any vacancy referred to in subsection 3.5(1) above.

### **3.6 Filling Vacancies**

(1) If a vacancy occurs at any time among the elected Directors, such vacancy may be filled by a qualified person elected by the Board to serve until the next annual meeting of the Members.

(2) At the next annual meeting, in addition to the election of Directors to fill the vacancies caused by the expiry of Directors' terms, the meeting shall elect an additional Director to fill the unexpired term created by any vacancy referred to in paragraph (a) above.

### **3.7 Conflict of Interest**

(1) No Member of the Board of Directors, nor the spouse, dependent child, parent, brother or sister, nor person living in the same household of a Member of the Board of Directors shall enter into any business arrangement with the Corporation in which they are interested directly or indirectly, except:

- (a) on a written and competitive sealed quotation basis; and
- (b) having declared any interest therein, and the applicable Director having refrained from voting thereon.

(2) The Chair of any meeting of the Board or of any Committee of the Board shall request any Board Member who has declared an interest in any business or other financial arrangement with the Corporation which is being discussed, to absent himself during the discussion of and vote upon the matter, and the event shall be recorded in the minutes.

### **3.8 Confidentiality**

(1) 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.

(2) The Board shall give authority to one or more Directors, Officers or employees of the Corporation to make statements to the news media or public about matters brought before the Board.

### **3.9 Remuneration of Directors**

(1) The Directors shall serve as such without remuneration and no Director shall directly or indirectly receive any profit from occupying the position of Director, provided that a Director may be reimbursed for reasonable expenses incurred by the Director in the performance of his or her duties.



(2) Notwithstanding the foregoing, no Director shall be entitled to any remuneration for services as a Director or in other capacity if the Corporation is a charitable corporation, unless the provisions of the Act and the law applicable to charitable corporations are complied with, including Ontario Regulation 4/01 made under the Charities Accounting Act.

### **3.10 Ex-Officio**

The persons holding the following offices shall be ex-officio Directors, as set out in clause 3.2(2)(d) hereof, and shall hold office until their resignation, or until their successors are appointed in accordance with this By-law:

- (a) the Chief Executive Officer;
- (b) the Chief Financial Officer;
- (c) the President of the Medical Staff/Professional Staff;
- (d) the Chief of Staff; and
- (e) the Chief Nursing Officer.

### **3.11 Responsibilities of the Board**

The Board shall govern and oversee the management of the 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 charter or otherwise, authorized to exercise and do.

## **SECTION 4 – MEETINGS’ OF DIRECTORS**

### **4.1 Regular Meetings**

- (1) The Board shall meet at the registered or head office of the Corporation at such time and day and place as the Board may from time to time determine. The Secretary of the board shall give notice of the meeting to the Directors if the meeting is to be held at another time or day or place other than the registered or head office.
- (2) There shall be at least five (5) regular meetings per annum.
- (3) A special meeting of the Board may be held without notice, immediately following the annual meeting of the Corporation in accordance with this By Law.

### **4.2 Special Meetings**

- (1) The Chair or Vice-Chair of the Board may call special meetings of the Board.
- (2) The Secretary of the Board shall call a meeting of the Board if at least two (2) Directors so request in writing.
- (3) If a decision of the Board is required and there is insufficient time to call a meeting of the Board as determined by the Chair, the Chair can elect to send via electronic means to all Board members the issue and the proposed recommendation and request that Board members reply by

electronic means whether such Board member approves the recommendation notwithstanding that no meeting of the Board was held in person. Any such decision shall be recorded in the minutes of the next Board meeting.

#### **4.3 Notice**

(1) Subject to the Act, not less than ten days and not more than fifty days written notice of a meeting of the Board shall be given to each Director. Notice of any meeting where special business will be transacted must contain sufficient information to permit the Directors to form a reasoned judgment on the decision to be taken and state the text of any special resolution to be submitted to the meeting.

(2) Notice for special meetings is determined by the Board based on urgency of the purpose of the meeting and the availability of enough Directors to reach quorum.

#### **4.4 Procedures for Board Meetings**

(1) The declaration of the Secretary or Chair that notice has been given pursuant to the by-law shall be sufficient and conclusive evidence of the giving of such notice.

(2) No error or omission in giving notice of any meeting or any adjourned meeting of the Board of the Corporation shall invalidate any resolution passed or any proceeding taken at any meeting of the Board. Any Director may at any time waive notice of any such meeting and may ratify and approve any or all proceedings.

(3) Minutes shall be kept for all meetings of the Board.

#### **4.5 Chair**

The Chair shall preside at Board meetings. The Chair of the meeting shall be the Chair of the Board. The Vice-Chair of the Board shall be the Chair of a meeting of the Board if the Chair of the Board is absent. In the absence of the Chair or a Vice-Chair, the Directors present shall choose one of their number to act as the Chair.

#### **4.6 Quorum**

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

#### **4.7 Voting**

(1) Each Director is entitled to one (1) vote.

(2) Questions or business arising at any Board meeting shall be decided by a majority of votes, provided that except as provided by Section 4.7(3) hereof, votes shall be taken in the usual way by a show of hands. In the case of an equality of votes, the Chair of the meeting shall not have a second or casting vote.

(3) Votes shall be taken by written ballot if so demanded by any person entitled to vote at the meeting. Where a written ballot is used, Board members attending electronically are permitted to e-mail their vote to the Chair. The Chair shall have a vote in his or her capacity as a Board member but will not have second or casting vote. In the case of an equality of votes, a discussion shall

ensue relating to the motion proposed and the Chair can then call a second vote on the same motion.

(4) A declaration by the Chair of the meeting that a resolution has been carried and an entry to that effect in the minutes shall be admissible in evidence as prima facie proof of fact without proof of the number or proportion of the votes recorded in favour of or against such resolution, vote or motion.

#### **4.8 Persons Entitled to be Present**

The only persons entitled to attend Board meetings are the Directors, the auditor or the person who has been appointed to conduct a review engagement of the Corporation, if any, and others who are entitled or required under any provision of the Act or the articles or the By-laws of the Corporation to be present at the meeting. Any other person may be admitted if:

- (a) invited by the Chair of the meeting;
- (b) invited by the Chief Executive Officer with the approval of the Chair of the meeting; or
- (c) approved by a resolution of the Board.

#### **4.9 Participation by Telephonic or Electronic Means**

If the Chair consents, a Director may participate in a meeting of the Board by telephonic or electronic means that permits all participants to communicate adequately with each other during the meeting. A Director participating by such means is deemed to be present at that meeting. The Board of Directors or any Committee of the Board may pass a resolution preventing a Board or Committee Member from participating as aforesaid should such participation not be appropriate.

#### **4.10 Rules of Order**

Any questions of procedure at or for any meetings of the Corporation, of the Board, of the Medical or Dental Staff or of any committee, which have not been provided for in this By-law or by the Act or by the *Public Hospitals Act* (Ontario), or the Medical and Dental Staff Rules, shall be determined by the Chair in accordance with Roberts Rules of Order.

### **SECTION 5 – MEMBERS**

#### **5.1 Members**

The Members of the Corporation shall consist of the Directors from time to time of the Corporation, who shall be Members for so long as they serve as Directors.

#### **5.2 Membership**

A membership in the Corporation is not transferable and automatically terminates if the Director resigns or such membership is otherwise terminated in accordance with the Act.

#### **5.3 Membership Dues or Fees**

There shall be no membership dues or fees payable by Members to the Corporation.

## **5.4 Voting**

Each Member shall be entitled to one (1) vote, including any such members that are ex-officio board members set out in clause 3.10.

## **SECTION 6 – MEMBERS’ MEETINGS**

### **6.1 Location**

Meetings of the Members shall be held at the registered or head office of the Corporation or at any place in Ontario as the Board may determine.

### **6.2 Annual Meeting**

In accordance with the *Public Hospitals Act* (Ontario), the Annual Meeting of Members will be held at the registered or head office of the Corporation, or at any place in Ontario, or through virtual format, as the Board determines between April 1<sup>st</sup> and July 31<sup>st</sup> of each year. The business at each Annual Meeting shall include:

- (a) consideration of the financial statements;
- (b) election of Directors;
- (c) appointment of auditors; and
- (d) such other Board approved business.

No other item of business shall be included on the agenda for annual meeting unless a Member has given notice to the Corporation of any matter that the Member proposes to raise at the meeting in accordance with the Act, so that such item of new business can be included in the notice of annual meeting.

### **6.3 General or Special Meetings**

Other meetings of the Members may be convened by order of the Chair of the board, the Vice-Chair who is a Director and Member or by the Board of Directors at any date and time and at any place within Ontario or, in the absence of such determination, at the place where the registered or head office of the Corporation is located. The Board shall call a special meeting of Members on written requisition of at least two (2) Members holding voting rights.

### **6.4 Notice**

(1) Subject to the Act, not less than ten days and not more than fifty days written notice of an annual meeting of the Members shall be given to each Member, each Director and to the auditor or person appointed to conduct a review engagement. Notice of any meeting where special business will be transacted must contain sufficient information to permit the Members to form a reasoned judgment on the decision to be taken and state the text of any special resolution to be submitted to the meeting.

(2) Notice for special meetings is determined by the Board based on urgency of the purpose of the meeting and the availability of enough Members to reach quorum.

### **6.5 Waiver of Notice**

A Member and any other person entitled to attend a meeting of Members may in any manner waive notice of a meeting of members and attendance of any such person at a meeting of members shall constitute a waiver of notice of the meeting except where such person attends a meeting for the express purposes of objecting to the transaction of any business on the grounds that the meeting is not lawfully called.

### **6.6 Error or Omission in Giving Notice**

No error or omission in giving notice of any meeting or any adjourned meeting of the Members of the Corporation shall invalidate any resolution passed or any proceeding taken at any meeting of Members.

### **6.7 Quorum**

A quorum for the transaction of business at a Members' meeting is a majority of the Members entitled to vote at the meeting.

### **6.8 Chair of the Meeting**

The Chair of a meeting of the Corporation shall be the Chair of the Board; in the Chair's absence, the Vice-Chair, who is also a Director, shall be the chair of the Members' meeting. The Secretary of the Corporation shall preside at the election of the Chair but if the Secretary is not present, the Directors, from those present, shall choose a Director to preside at the election. If all of the Directors present decline to act as chair, the Members present shall choose one of their number to chair the meeting.

### **6.9 Voting**

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

(2) Business arising at any Members' meetings shall be determined by a majority of affirmative votes unless otherwise required by the Act or the By-laws. Votes shall be taken by a show of hands by a majority of votes unless otherwise specifically provided by the Act or by this By-law. In the case of an equality of votes, the Chair of the meeting shall not have a second or casting vote.

(3) Pursuant to the *Public Hospitals Act* (Ontario), no Member may vote by proxy.

(4) At any meeting, unless a poll is demanded, a declaration by the Chair of the meeting that a resolution has been carried or carried unanimously or by a particular majority, or lost or not carried by a particular majority, shall be conclusive evidence of fact.

(5) A poll may be demanded either before or after any vote by show of hands by any person entitled to vote at the meeting. If at any meeting a poll is demanded on the election of a Chair or on the question of adjournment, it shall be taken forthwith without adjournment. If at any meeting a poll is demanded on any other question or as to the election of directors, the vote shall be taken

by ballot in such manner and either at once, later in the meeting or after adjournment as the Chair of the meeting directs. The result of a poll shall be deemed to be the resolution of the meeting at which the poll was demanded. A demand for a poll may be withdrawn.

#### **6.10 Adjournments**

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 to be determined by the Board. Any business may be brought before or dealt with at any adjourned meeting which might have been brought before or dealt with at the original meeting in accordance with the notice calling the same. At least three (3) days' notice of the adjourned meeting shall be given in accordance with the provisions of Section 6.4 above.

#### **6.11 Persons Entitled to be Present**

The only persons entitled to attend a Members' meeting are the Members, the Directors, the auditor or the person who has been appointed to conduct a review engagement of the Corporation, if any, and others who are entitled or required under any provision of the Act or the articles or the By-laws of the Corporation to be present at the meeting. Any other person may be admitted only if invited by the Chair of the meeting or with the majority consent of the Members present at the meeting.

#### **6.12 Participation by Telephonic or Electronic Means**

If the Chair consents, a Member may participate in a meeting of the Members by telephonic or electronic means that permits all participants to communicate adequately with each other during the meeting. A Member participating by such means is deemed to be present at that meeting.

### **SECTION 7 – COMMITTEES OF THE BOARD**

#### **7.1 Establishment of Committees**

At the first regular meeting of the Board following the annual meeting, the Board shall appoint the following standing committees, and name the Chair and Vice-Chair of each Committee where necessary:

- (a) the Executive Committee (hereinafter referred to as the "**Management Committee**");
- (b) the Finance and Fiscal Advisory Committee;
- (c) Nominating and Governance Committee;
- (d) Medical Advisory Committee;
- (e) Quality Committee of the Board pursuant to *Excellent Care for All Act*; and
- (f) such other committees as are required by law, including the committees referred to section 13 hereof.

## **7.2 Committee Appointments and Voting**

(a) The Board may appoint to a committee (except for the Management Committee), for a term not to exceed one (1) year, additional persons or members who are not Directors, provided a majority of the committee members are Directors and the proposed members meet the qualifications for such committee. The non-Director may be re-appointed for successive one (1) year terms.

(b) The members of each such committee, from those present, shall choose one of their number to chair the meeting.

(c) Each member of each such committee shall be entitled to one (1) vote including any such members that are ex-officio board members set out in clause 3.10.

## **7.3 Special Committees**

The Board may at any meeting appoint any special committee and name the Chair and Vice-Chair. The Board shall prescribe terms of reference for any special committee.

## **7.4 Dissolution of Special Committees**

The Board may by resolution dissolve any special committee at any time.

## **7.5 Meetings of Committees**

Meetings of the respective Committees shall be held at the call of the respective Committee Chair.

## **7.6 Management Committee**

The Management Committee shall consist of:

- (a) the Chair of the Board;
- (b) the Vice-Chair of the Board;
- (c) the Treasurer;
- (d) the Chief Executive Officer and Secretary;
- (e) the Chief of Staff;
- (f) The Chief Nursing Officer; and
- (g) such other Director or Directors as the Board may from time to time appoint on the recommendation of the Management Committee.

Any person who holds more than one (1) office shall be entitled to only one (1) vote at meetings of the Management Committee.

### **7.7 Management Committee's Business and Quorum**

The Management Committee shall:

- (a) exercise the full powers of the Board in all matters of administrative urgency, reporting every action at the next meeting of the Board;
- (b) inform and advise the Board on all property and operational matters as directed;
- (c) make recommendations on the purchase of all capital equipment not foreseen in the approved annual budget;
- (d) study and advise or make recommendations to the Board on any matters as directed by the Board; and
- (e) provide support to the Chief Executive Officer.

### **7.8 Finance and Fiscal Advisory Committee**

Pursuant to the Hospital Management Regulation:

- (1) the Financial and Fiscal Advisory Committee shall consist of
  - (a) the Chief Executive Officer;
  - (b) a member of the Medical Staff or Dental Staff elected by the medical and dental staff;
  - (c) a Nurse who is a manager appointed or elected in accordance with the By-law; and
  - (d) a Nurse who is elected in accordance with the By-law;
  - (e) the Chair;
  - (f) the Vice-Chair; and
  - (g) the Chief Financial Officer, ex-officio.
- (2) In addition to those persons appointed to the Finance and Fiscal Advisory Committee in subsection 7.8(a) above, the Chief Executive Officer may appoint other persons to the Finance and Fiscal Advisory Committee.
- (3) The Finance and Fiscal Advisory Committee shall be chaired by the Chief Executive Officer or his or her designate.

### **7.9 Duties of Finance and Fiscal Advisory Committee**

The Finance and Fiscal Advisory Committee shall:



- (a) make recommendations to the Board with respect to the operation, use and staffing of the Hospital; study and recommend to the board for approval, an Annual Operating and Capital Budget for the fiscal year. The Capital Budget shall be based on a multi-year Capital Program;
- (b) study the Financial Reports and Statements for the month preceding each regular meeting of the Board and advise thereon;
- (c) advise the Board with regard to the allocation and disbursement of investments;
- (d) review the annual financial statement and auditor's report prior to the annual meeting of the Corporation;
- (e) recommend to the Board the types and amount of insurance to be carried by the Corporation and review them annually; and
- (f) advise the Board on any other financial matters as requested.

#### **7.10 Nominating and Governance Committee**

The Nominating and Governance Committee shall consist of at least:

- (a) the Chair of the Board;
- (b) the Vice-Chair of the Board;
- (c) at least two (2) other Directors; and
- (d) the Chief Executive Officer, ex-officio.

#### **7.11 Role of Nominating and Governance Committee**

The Nominating and Governance Committee is responsible for ensuring that a strong board succession plan is in place for the Corporation's Governance Board and for facilitating replacement of officers as positions become vacant. In selecting persons as nominees for election to the Board, the Nominating and Governance Committee shall:

- (a) endeavour to provide for broad community representation after considering the list of appointed and ex-officio Directors;
- (b) consider the names of all persons submitted in accordance with these by-laws;
- (c) consider the potential contribution of any person nominated in relation to the function of hospitals generally in Ontario and the Corporation in particular in providing services to the community in accordance with the goals and objectives of the Corporation;
- (d) consider the person's standing and reputation in the community;
- (e) their record of public service; and
- (f) review participation and attendance at previous Board and committee meetings.

### **7.12 Duties of Nominating and Governance Committee**

The Nominating and Governance Committee shall perform such duties as may be requested by the Board from time to time. The Governance Committee shall ensure processes are established and monitored for:

- (a) the establishment and review of the Hospital's mission, vision and values;
- (b) the evaluation of the Chief Executive Officer's performance and approval of his or her compensation, and setting of his or her goals and objectives;
- (c) the evaluation of the Chief of Staff's performance and approval of his or her compensation, and setting of his or her goals and objectives;
- (d) an effective Board orientation program and the continuing education of the Members of the Board, including planning and scheduling the Board of Directors Annual Retreat;
- (e) the establishment, on an annual basis, of Board goals and objectives (separate from the Corporate goals and objectives);
- (f) the evaluation of its own performance in relation to its responsibilities and periodic review and revision of Governance policies, processes and structures as appropriate; and
- (g) the regular review and amendment, if necessary, of the By-laws, policies and procedures and governance structure of the Hospital.

### **7.13 Medical Advisory Committee**

The Medical Advisory Committee shall consist of:

- (a) the active Medical Staff of the Hospital, including the Chief of Staff, who shall be the Chair;
- (b) President of the Professional Staff; and
- (c) Such other members of the Professional Staff as are appointed by the Chair.

The Chief Executive Officer or designate shall attend meetings of the Medical Advisory Committee.

The Chief Nursing Officer or designate shall attend meetings of the Medical Advisory Committee;

### **7.14 Quorum of Medical Advisory Committee**

A quorum at any meeting of the Medical Advisory Committee shall be a majority of the voting members.

### **7.15 Notice of Meeting of Medical Advisory Committee**

The Medical Advisory Committee shall meet at the call of the Chair and have at least ten (10) monthly meetings each year and keep minutes of these meetings.

### **7.16 Casting Vote of Medical Advisory Committee**

In the proceedings of this Committee if there is an equality of votes, the Chair shall not be entitled to a casting vote.

### **7.17 Duties of the Medical Advisory Committee**

The Medical Advisory Committee shall:

- (a) report and make recommendations to the Board on matters concerning the practice of medicine and dentistry in the Corporation in relation to professionally recognized standards of Corporation medical care;
- (b) report and make recommendations to the Board concerning such matters as are from time to time prescribed by the *Public Hospitals Act* (Ontario) and by the Hospitals Management Regulations thereunder;
- (c) provide supervision over the practice of medicine and dentistry in the Corporation;
- (d) participate in the development of the Corporation's overall objectives and planning, and analysis of all the clinical work in the Corporation:
  - (i) appoint such committees as are required for the supervision, review and analysis of all the clinical work in the Corporation;
  - (ii) name the Chair of each of the committees it appoints and ensure that each meets and functions as required and keeps minutes of its meetings; and
  - (iii) receive, consider and act upon the report from each of its appointed committees;
- (e) advise and co-operate with the Board and the Chief Executive Officer in all matters pertaining to the professional, clinical and technical services proposed or implemented by the Board;
- (f) advise the Board of any matters referred to it by the Board; and
- (g) report in writing to the Board at each regularly scheduled meeting of the Board, respecting the practice of medicine in the Hospital.

### **7.18 Quality Committee of the Board**

The Quality Committee shall consist of:

- (a) a member of the Hospital's Medical Advisory Committee;
- (b) the Chief Executive Officer;
- (c) the Chief Nursing Officer;
- (d) one person who works in the Hospital who is not a Physician or a Nurse and this person can either be a manager or a person who provides direct care;

- (e) at least two (2) other Directors;
- (f) such other persons as are appointed by the Hospital's Board; and
- (g) any member of the Quality Committee mentioned above may, with the approval of the Board, appoint a delegate to sit as a member of the Quality Committee in his or her stead. The appointments of these delegates shall be temporary in nature and such delegates are not permanent members of the Quality Committee.

At least one-third (1/3) of the members shall be voting members of the Board and these will be members of the Quality Committee of the Board.

There is no limit on the number of persons who sit on the Hospital's Quality Committee and the Hospital can appoint additional members of the Quality Committee to meet the needs of the Hospital and the community.

Additional persons may attend Quality Committee meetings as resources to provide advice to the Quality Committee (for example, the Coordinator of Risk Management) but are not voting members.

#### **7.19 Chair, Vice Chair and Quorum of Quality Committee**

The Chair shall be a person who is an elected member of the Hospital's Board. The Chair and Vice Chair shall be elected from amongst the members of the Quality Committee at the first meeting each fall.

The Committee Chair reports to the Board.

A quorum at any meeting of the Quality Committee shall be a majority of the members.

#### **7.20 Frequency of Meetings of Quality Committee**

The Quality Committee shall meet twice per year and the Chief Executive Officer designates the recorder.

#### **7.21 Duties of the Quality Committee**

The Quality Committee shall:

- (a) Monitor report to the Board on quality issues and on the overall quality of services provided in the Hospital referencing appropriate data. This includes the review of critical incident data. The Chief Executive Officer will provide aggregated critical incident data to the Quality Committee at least twice annually;
- (b) Consider and make recommendations to the Board regarding quality improvement initiatives and policies;
- (c) Consider MAC recommendations to the Board regarding systemic or recurring quality of care issues at the Hospital;

- (d) Ensure that best practices information supported by available scientific evidence is translated into materials that are distributed to employees and persons providing services within the Hospital and to subsequently monitor the use of these materials by these individuals;
- (e) oversee development and monitoring of annual quality improvement plans; and
- (f) complies with duties and responsibilities under the *Excellent Care for All Act*.

## **SECTION 8– OFFICERS**

### **8.1 Officers**

The Board shall elect the following officers at the special meeting immediately following the annual meeting:

- (a) The Chair;
- (b) The Vice-Chair;
- (c) The Chief Executive Officer and Secretary; and
- (d) The Treasurer.

The Chief Executive Officer is an employee of the Corporation and not elected by Board but is an officer. The officers shall be part of the Management Committee as set out in section 7.6 hereof.

### **8.2 Office Held at Board’s Discretion**

Any officer shall cease to hold office upon resolution of the Board. Unless so removed, an officer shall hold office until the earlier of:

- (a) the officer’s successor being appointed;
- (b) the officer’s resignation; or
- (c) such officer’s death.

### **8.3 Powers and Duties**

All officers shall sign such contracts, documents or instruments in writing as require their respective signatures and shall respectively have and perform all powers and duties incident to their respective offices and such other powers and duties respectively as may from time to time be assigned to them by the Board. The duties of the officers shall include:

- a) Duties of Chair

The Chair of the Board shall be elected by the Board from among the elected Directors. The Chair shall, when present, preside at all meetings of the Members and the Board and shall represent the Corporation and the Board as may be required or appropriate and shall have such other powers and duties as the Board may specify. The Chair shall be an ex-officio member of all

committees of the Board. The Chair shall be elected annually and shall be eligible for re-election provided that the Chair shall serve no longer than six (6) consecutive years. The Chair shall:

- (i) preside at all meetings of the Board;
- (ii) be responsible for the naming of Directors to committees not otherwise provided for in the By-Laws of the Corporation;
- (iii) report to each annual meeting of Members of the Corporation concerning the operations of the Corporation;
- (iv) represent the Corporation at public or official functions;
- (v) perform such other duties as may from time to time be determined by the Board; and
- (vi) be ex-officio a member of all committees of the Board.

b) Duties of Vice-Chair

The Vice-Chair of the Board shall:

- (i) have all the powers and perform all the duties of the Chair in the absence or inability or refusal to act of the Chair and any other duties assigned by the Board; and
- (ii) also be ex-officio a member of all committees of the Board.

c) Duties of Secretary

The Secretary shall:

- (i) attend all meetings of the Board;
- (ii) keep a record of the minutes of all meetings of the Board;
- (iii) attend to correspondence;
- (iv) prepare all reports required under the Act;
- (v) be the custodian of all minute books, documents and registers of the Corporation required to be kept by the provisions of the Act;
- (vi) be the custodian of the seal of the Corporation; and
- (vii) perform such other duties as the Board may direct.

d) Chief Executive Officer

The Chief Executive Officer shall be appointed by the Board and shall be the Chief Executive Officer of the Corporation. The Chief Executive Officer shall be the Secretary of the Board. The Chief Executive Officer shall:

- (i) be responsible to the board for the organization and management of the Hospital in accordance with policies established by the Board and subject to direction of the Board, including the determination of credentialing standards and hiring of all Professional Staff;
- (ii) ensure appropriate systems and structures are in place for the effective management and control of the Hospital and its resources including the employment, development, control, direction and discharge of all employees of the Hospital;
- (iii) ensure structures and systems for the development, review and recommendation of new programs, program expansion or changes;
- (iv) ensure effective manpower planning and identify resource implications;
- (v) establish an organizational structure to ensure accountability of all departments and staff for fulfilling the Mission, Objectives and Strategic Plan of the Hospital;
- (vi) provide leadership in support of the Board's responsibility to develop and periodically review the Mission, Objectives and Strategic Plan of the Hospital;
- (vii) develop, recommend and foster the Values, Culture and Philosophy of the Hospital;
- (viii) communicate with related health care agencies to promote coordination and/or planning of local health care services;
- (ix) represent the Hospital externally to the community, government, media and other organizations and agencies;
- (x) 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;
- (xi) notify the Chief of Staff and the Board if necessary, of
  - (a) any failure of any member of the medical or dental staff to act in accordance with statute, law or regulations thereunder, or the Hospital By-law and Rules;
  - (b) any belief that a member of the medical or dental staff is unable to perform the person's professional duties with respect to a Patient in the Hospital;
  - (c) 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 medical or dental staff;
  - (d) any other matter about which they should have knowledge.
- (xii) Be responsible to the Board for taking such actions as considered necessary to ensure compliance with the *Public Hospitals Act* (Ontario), the by-laws of the Hospital and all other statutory and regulatory requirements;
- (xiii) attend meetings of the Medical Advisory Committee;

(xiv) be an ex-officio member of the Board as defined in section 1.1 hereof and report to the Board on any matters about which it should have knowledge and subject to this by-law, be an ex-officio member of the Board Committees; and

(xv) perform such other duties as directed from time to time by the Board.

e) Duties of the Chief Nursing Officer

The Chief Nursing Officer is accountable to the President and Chief Executive Officer for directing and coordinating the functions of the patient care services departments, by planning, developing, recommending and implementing policies, and procedures conducive to quality care.

The Chief Nursing Officer, as a member of the Executive Team may be designated to cover and assume the CEO's function and authority as needed. The Chief Nursing Officer maintains a close working relationship with the CEO and CFO on all matters. The Chief Nursing Officer also participates in Board Meetings as a member of the Executive Team.

The Chief Nursing Officer shall:

- (i) function as a member of the Executive Team responsible who represents the Hospital's operations at the board level;
- (ii) attend the Board of Directors monthly meetings as an ex-officio board member without voting privileges;
- (iii) partners with CEO and CFO in providing key oversight to the strategic development and implementation, provision of quality direct and indirect services, and maintaining overall organizational health that is sustainable and continuously improving;
- (iv) support managers and leads through mentorship, coaching, and advocating for continuous professional development for emerging leaders;
- (v) ensure maintenance of professional reflective practice and professional development in accordance with College of Nurses of Ontario Practice Standards;
- (vi) oversee the operational requirements of patient care services / departments;
- (vii) establish the qualifications, responsibilities and functions for each position within the patient care services department;
- (viii) oversee the continuous development and updating of Medical Directives for patient care;
- (ix) serve on the management negotiating team and participates in the process of collective bargaining affecting personnel in their departments;
- (x) participates in the preparation, monitoring and controlling of the annual operating and capital equipment budgets for all departments with Chief Nursing Officer oversight;
- (xi) responsible for policy development, review, and approval as it pertains to Chief Nursing Officer department oversight;



- (xii) participate in and promotes membership interest and participation in the Professional Nursing Association and Allied Health Organizations;
- (xiii) work with the Senior Management Team in the development of personnel and program policies;
- (xiv) ensure compliance on the following Health and Safety responsibilities for managers (i) familiar with the applicable legislation and requirements of the Occupational Health and Safety Act (OHSA); (ii) works in compliance of all policies and procedures to ensure personal health and safety of others; (iii) ensures employees have access to and understand all health and safety policies and procedures, and ensures compliance and enforcement of same; and (iv) identifies and informs superiors of occupational health and safety concerns; and
- (xv) perform such other duties as directed or delegated by the CEO or designate.

f) Duties of Treasurer

The Treasurer of the Corporation shall:

- (i) be the custodian of the books of account and accounting records of the Corporation required to be kept by the provisions of the Act;
- (ii) submit a financial statement at each regular meeting of the Board indicating the financial position of the Corporation at the close of the preceding month;
- (iii) have all the accounts audited; and
- (iv) perform such other duties as may be established by resolution of the Board.

**8.4 Vacancies**

Notwithstanding the foregoing, each incumbent officer shall continue in office until the earlier of:

- (a) that officer's resignation, which resignation shall be effective at the time the written resignation is received by the Secretary of the Corporation or at the time specified in the resignation, whichever is later;
- (b) the appointment of a successor;
- (c) that officer ceasing to be a director or member if such is a necessary qualification of appointment;
- (d) the meeting at which the directors annually appoint the officers of the Corporation;
- (e) that officer's removal; or
- (f) that officer's death.

If the office of any officer of the Corporation shall be or become vacant the directors by resolution may appoint a person to fill such vacancy.

## **8.5 Protection of Directors and Others**

Except as otherwise provided in the Act, no Director or officer of the Corporation is liable for the acts, neglects or defaults of any other Director or officer or employee of the Corporation or for joining in any receipt or for any loss, damage or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired by resolution of the Board or for or on behalf of the Corporation or for the insufficiency or deficiency of any security in or upon which any of the money of or belonging to the Corporation shall be placed out or invested or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person, firm or corporation with whom or which any moneys, securities or effects shall be lodged or deposited or for any other loss, damage or misfortune whatever which may happen in the execution of the duties of his or her respective office or trust or in relation thereto unless the same shall happen by or through the Directors' or officers' own willful neglect or default, provided that the Director has:

- (a) complied with the Act and the Corporation's articles and By-laws; and
- (b) exercised their powers and discharged their duties in accordance with the Act.

## **8.6 Indemnification and Protection of Directors and Others**

(1) Every Director or officer of the Corporation or other person who has undertaken or is about to undertake any liability on behalf of the Corporation or any corporation controlled by it and their respective heirs, executors and 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:

- (a) all costs, charges and expenses whatsoever which such Director, officer or other person sustains or incurs in or about any action, suit or proceeding that is brought, commenced or prosecuted against the Director, officer or other person for or in respect of any act, deed matter or thing whatever, made, done or permitted by them, in or about the execution of the duties of such office or in respect of any such liability; and
- (b) all other costs, charges and expenses which the Director, officer or other person sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by their own willful neglect or default.

(2) The Corporation shall also indemnify any such person in such other circumstances as the Act or law permits or requires. Nothing in this By-law shall limit the right of any person entitled to indemnity to claim indemnity apart from the provisions of this By-law to the extent permitted by the Act or law.

## **8.7 Insurance**

The Corporation may 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.

## **SECTION 9 – FINANCIAL**

### **9.1 Administer Affairs**

The Board of the Corporation may administer the affairs of the Corporation in all things and make or cause to be made for the Corporation in all things and make or cause to be made for the Corporation in all things and make or cause to be made for the corporation, in its name, any kind of contract which the Corporation may lawfully enter into and, save as hereinafter provided, generally, may exercise all such other powers and do all such other acts and things as the Corporation is by its Letters Patent or otherwise authorized to exercise and do.

### **9.2 Expenditures**

The Board shall have power to authorize expenditures on behalf of the Corporation from time to time and may delegate, by resolution to an officer or officers of the Corporation, the right to employ and pay salaries to employees. The Board shall have the power to make expenditures for the purpose of furthering the objects of the Corporation. The Board shall have the power to enter into a trust arrangement with a trust company for the purposes of creating a trust fund in which the capital and interest may be made available for the benefit of promoting the interest of the Corporation in accordance with such terms as the Board may prescribe.

### **9.3 Bonding-Fidelity Insurance**

- (1) Directors, officers and employees, as the Board may designate, shall secure from a guarantee company a bond of fidelity of an amount approved by the Board.
- (2) The requirements of subsection (1) above may be met by an alternative form of employee fidelity insurance such as, but not limited to, a blanket position bond, a commercial blanket bond, or a comprehensive dishonesty, disappearance and destruction policy, at the discretion of the Board.
- (3) The Corporation shall pay expense of any fidelity bond or policy secured under subsection (1) or (2) above.

### **9.4 Banking and Borrowing**

Subject to the *Public Hospitals Act* (Ontario), the Chair or Vice-Chair of the Board or a member of the Finance Committee, and Chief Executive Officer jointly or by 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:

- (a) To draw, accept, sign and make all or any bills of exchange, promissory notes, cheques and orders for payment of money;
- (b) To receive all monies and to give acquittance for the same;
- (c) Subject to the approval of the Board, to assign and transfer to the bank all or any stocks, bonds and other securities;
- (d) Subject to the approval of the board, from time to time to borrow money from a bank, by incurring an overdraft or otherwise; and

- (e) Generally, for and in the name and on behalf of the Corporation, to transact with the said bank any business they may think fit.

### **9.5 Delegation of Banking**

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:

- (a) 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;
- (b) from time to time to arrange, settle, balance and certify all books and accounts between the Corporation and the Corporation's bank;
- (c) to receive all paid cheques and vouchers; or
- (d) to sign the bank's form of settlement of balances and release.

### **9.6 Investments**

The Board may invest only in securities authorized by the *Trustee Act* (Ontario) of the Province of Ontario:

- (a) subject to paragraphs (b) and (c) below, the Board shall not be limited to investments authorized by laws for trustees provided their investments are investments that are deemed reasonable and prudent under the circumstances;
- (b) with respect to monies or property held in trust by the Corporation, the Board may invest only in securities authorized by the *Trustee Act* (Ontario), unless the trust instrument indicates otherwise; and
- (c) notwithstanding the provisions of paragraphs (a) or (b) above, the Board may, in its discretion, retain investments, which are given to the Corporation in specie.

### **9.7 Donations**

The secretary shall keep copies of all testamentary documents and trust instruments, by which all testamentary documents and trust instruments, by which benefits are given, give benefits, bequeathed or devised to or to the use of the Corporation.

### **9.8 Auditors**

(1) 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 Accounting Act* (Ontario), to hold office until the next Annual Meeting of the Corporation.

(2) The auditor shall have all the rights and privileges as set out in the Act and shall perform the audit function as prescribed therein.

(3) In addition to making the report at the Annual Meeting of the Corporation, the auditor shall from time to time report through the Finance Committee to the Board on the audit work with any necessary recommendations.

## **SECTION 10 – PROFESSIONAL STAFF**

### **10.1 Purpose of the Professional Staff Organization**

The purposes of the Professional Staff organization, in addition to fulfilling the responsibilities established by the laws of Ontario and these by-laws, are:

- (a) to provide a structure whereby the members of the Professional Staff participate in the Corporation's planning, policy setting, and decision-making; and
- (b) to serve as a quality assurance system for medical care rendered to patients by the Corporation Medical Staff and to ensure the continuing improvement of the quality of medical care.

### **10.2 Appointment to the Professional Staff**

(1) The Board shall appoint the Professional Staff for the Corporation in consultation with the Chief Executive Officer.

(2) The Board shall establish from time to time the criteria for appointment to the Professional Staff.

(3) An application for appointment to the Professional Staff shall be processed in accordance with the Hospital's Comprehensive Appointment and Credentialing Policy established by the Board.

(4) In making an appointment or reappointment to the Professional Staff the Board shall consider whether there is a need for the services provided by the Professional Staff in the community.

### **10.3 Criteria for Appointment**

(1) Only an applicant qualified to practice medicine and licensed pursuant to the laws of Ontario is eligible to be a member of and appointed to the Medical Staff of the Hospital except as otherwise provided for in this By-Law.

(2) The applicant to the Medical Staff will have:

- (a) a certificate of professional conduct from the College of Physicians and Surgeons of Ontario;
- (b) a demonstrated ability to provide patient care at an appropriate level of quality and efficiency;
- (c) a demonstrated ability to communicate, work with and relate to all members of the medical, dental and Hospital staff in a co-operative and professional manner;

- (d) a demonstrated ability to communicate and relate appropriately with Patients and Patient's relatives;
  - (e) a willingness to participate in the discharge of staff obligations appropriate to membership group;
  - (f) a report on, among other things, the experience, competence and reputation of the applicant from the Chief of Staff in the last hospital in which the applicant trained or held an appointment;
  - (g) in the case of a certified specialist, a report from the Chief of Staff or chief of department, as the case may be, in which training was completed, as well as a report from the Chief of Staff or chief of department, as the case may be, in which he or she last practiced;
  - (h) evidence of medical practice protection coverage satisfactory to the Board; and
  - (i) adequate training and experience for the privileges requested.
- (3) The applicant must agree to govern himself or herself in accordance with the requirements set out in this by-law, the Medical Staff rules and the Hospital policies.
- (4) The applicant must indicate to the Credentials Committee adequate control of any significant physical or behavioral impairment that affects skill, attitude or judgment.
- (5) There is a need for the services in the community.
- (6) All other appointments of Professional Staff shall be determined by the Board taking into account the specific qualifications of each Professional Staff and the credentialing policy of the Board.

#### **10.4 Term**

Each appointment to the Professional Staff shall be for the calendar year but shall continue in effect until the Board has made appointments for the ensuing year.

#### **10.5 Application**

On request, the Chief Executive Officer shall supply a copy of the by-laws, the rules of the Corporation and criteria for appointment to the Professional Staff, together with the application to each person who expresses in writing the intention to apply for membership on the Professional Staff.

#### **10.6 Prescribed Form**

An applicant for membership on the Medical Staff shall submit a written application on the prescribed form to the Chief Executive Officer. Each application shall contain:

- (a) a statement by the applicant that he will read and abide by the *Public Hospitals Act* (Ontario) and the Hospital Management Regulation thereunder, and the By-Laws and rules of the Corporation;

- (b) an undertaking that, if he is appointed to the Medical Staff of the Corporation, he will govern himself in accordance with the requirements set out in the By-Laws and rules as established by the Corporation from time to time;
- (c) evidence of membership in the Canadian Medical Protective Association, or evidence of individual liability insurance coverage satisfactory to the Board, any of which being subject to verification;
- (d) an up-to-date curriculum vitae;
- (e) a list of three appropriate references;
- (f) information of any previous disciplinary proceeding where there was an adverse finding;
- (g) information of any pending disciplinary proceeding;
- (h) information of any civil suit where there was a finding of negligence or battery;
- (i) information of any pending lawsuit where there is an allegation of negligence or battery;
- (j) a signed consent authorizing any medical regulatory body to provide a report on:
  - (i) any action taken by its disciplinary or fitness to practice committee; and
  - (ii) whether his or her privileges have been curtailed or cancelled by any medical regulatory body or by another hospital because of incompetence, negligence, incapacity or any act of professional misconduct;
- (k) a current certificate of Professional Conduct from the College of Physicians & Surgeons of Ontario and consent to the release of information from the Registrar of the College; and
- (l) a list of the procedures that are requested.

## **10.7 Processing of Application**

### **(1) Chief Executive Officer Review**

The Chief Executive Officer shall refer the original application immediately to the Chair of the Medical Advisory Committee who shall keep a record of each application received and then refer the original forthwith to the Chair of the Credentials Committee. The candidate's application will be processed in accordance with the Hospital's Comprehensive Appointment and Credentialing Policy.

### **(2) Credentials Committee Review**

The Credentials Committee shall:

- (a) investigate each application submitted under the provisions of paragraph (1) hereof, together with the qualifications, experience and professional reputation of the applicant;

- (b) consult with the Chief Executive Officer and, in the case of an applicant to the Medical Staff, with the Chief of Staff; and
- (c) In the case of an application to the Medical Staff, make a written report thereon to the Medical Advisory Committee at its next regular meeting.

(3) Medical Advisory Committee Review

The Medical Advisory Committee shall:

- (a) receive and consider the application and the report of the Credentials Committee;
- (b) send its recommendation in writing to the Board and to the applicant through the Chief Executive Officer pursuant to the *Public Hospitals Act* (Ontario); and
- (c) in the case of a recommendation for appointment to the Medical Staff, specify the privileges that it recommends the applicant be granted.

(4) Notice

The notice under subsection 10.7(3)(b) above shall inform the applicant that they are entitled to:

- (a) written reasons for the recommendation if a request is received by the Medical Advisory Committee within seven (7) days of the receipt by the applicant of the notice of recommendation; and
- (b) a hearing before the Board if a written request is received by the Board and the Medical Advisory Committee within seven (7) days of receipt by the applicant of the written reasons under subsection 10.7(3)(b) above, and he may so require such reasons and hearing.

(5) Hearing Not Required

Where the applicant does not require a hearing by the Board in accordance with subsection 10.7(4)(b) above, the Board may implement the recommendation of the Medical Advisory Committee.

(6) Hearing Required

Where an applicant requires a hearing by the Board in accordance with these by-laws, the Board shall appoint a time for and hold the hearing and shall decide the matter in the exercise of his power pursuant to the *Public Hospitals Act* (Ontario).

(7) Consideration by the Board

Subject to the provisions of the *Public Hospitals Act* (Ontario), the Board shall either implement, following the hearing or where no hearing has been requested by the applicant as provided above, the recommendation of the Medical Advisory Committee and cause the Medical Advisory Committee and the applicant to be so advised forthwith, or shall refer the application with reasons



back once through the Chief Executive Officer to the Chairperson of the Medical Advisory Committee.

(8) Medical Advisory Committee Second Recommendation

The Medical Advisory Committee shall reconsider the application referred back by the Board and, within one (1) month, shall make a second recommendation thereupon through the Chief Executive Officer to the Board and notify the applicant.

**10.8 Suspension/Revocation**

(1) Standing to issue a Complaint

- (a) Any member of the Professional Staff or hospital administration may advance a complaint concerning any alleged violation by a member of the Professional Staff of the by-laws, rules and/or regulations of the Corporation or alleged professional misconduct, incompetence, or professional incapacity, unethical behaviour, or other conduct giving reasonable cause for complaint to the Chief Executive Officer, or Chief of Staff, and/or their respective delegates.
- (b) Where possible, the person notified in subsection 10.9(1)(a) above, shall inform the other two individuals and together, they shall immediately make a determination as to whether the staff's privileges shall be immediately and temporarily suspended in accordance with subsection 10.9(3) below or whether the appropriate action is to commence a preliminary investigation in accordance with subsection 10.9(4) below. Immediate action shall only be taken where the Patient's safety or the delivery of quality patient care is at risk, and immediate action must be taken to protect the Patient(s).
- (c) Upon receipt of a complaint about a member of the Professional Staff, the Chief of Staff and/or the Chief Executive Officer of the Corporation shall forthwith provide the staff in question with advice as to the nature of the complaint and the manner in which the complaint is being handled.

(2) Suspension of Privileges with Respect to a Specific Patient(s)

- (a) Where the Chief of Staff or designate becomes aware that, in his opinion, a serious problem exists in the diagnosis, care or treatment of a patient or outpatient, such official of the Medical Staff shall forthwith discuss the condition, diagnosis, care and treatment of the patient with the attending Physician, and if satisfactory changes in diagnosis, care or treatment are not made promptly, such official of the Medical Staff shall assume forthwith the responsibility for any necessary investigation and diagnosis of, prescribing for and treatment of the Patient, and shall notify the attending Physician, the Chief Executive Officer of the Hospital, and, if possible, the Patient or outpatient that the Physician who was in attendance shall cease forthwith to have any privileges as the attending Physician for the Patient or outpatient and, where such official of the Medical Staff is unable to discuss the problem with the attending physician as aforesaid, such official of the Medical Staff shall assume the responsibilities as if he had had the discussions with the attending Physician.

- (b) The official of the Medical Staff responsible in subsection 10.9(2)(a) above may delegate any or all of his responsibilities and duties hereunder to a member of the active medical staff in his Department but shall remain accountable to the Medical Advisory Committee for the management of the patient by the physician to whom, any such responsibility or duty is delegated.

(3) Interim Suspension of Privileges by Board

The Board may, where patient safety or the delivery of quality patient care is an issue and immediate action must be taken to protect the Patient(s), immediately and temporarily suspend the hospital privileges of a Physician or other member of the Professional Staff who has privileges and obtain an undertaking from the staff that he will not exercise his privileges. Notwithstanding the suspension or undertaking, before a final determination is made of the Physician's privileges the due process procedures set out in subsections 10.9(4) to 10.9(9) below must, where applicable, be followed.

(4) Investigation/Complaint Process

The Chief of Staff and the Chief Executive Officer or their respective delegates shall be responsible for undertaking and directing the preliminary investigation of a complaint, in such a manner as is determined reasonably necessary.

(5) Referral to Medical Advisory Committee

Following preliminary investigation, the Chief of Staff and/or the Chief Executive Officer of the Corporation, where deemed appropriate, shall place the complaint before the Medical Advisory Committee and report upon the investigation of the complaint.

(6) Investigation Terminated

Where the complaint and report of the preliminary investigation of the complaint is not placed before the Medical Advisory Committee, the member of the medical staff in question shall be informed of such decision.

(7) Medical Advisory Committee's Duties

Where a complaint has been placed before the Medical Advisory Committee, the Medical Advisory Committee shall:

- (a) receive and consider the complaint and report of the preliminary investigation;
- (b) determine what recommendation, if any, is necessary with respect to the privileges of the Physician subject of the complaint;
- (c) provide to the member subject of the complaint, its recommendation in writing, the reasons and factual information in support of the recommendation and notice that the Physician shall be given an opportunity to be heard or respond with respect to the recommendation in advance of the recommendation being communicated to the Board of the Hospital;

- (d) convene a meeting to which the Physician shall be invited, wherein the Physician shall be given an opportunity to be heard, or in the alternative, to which the Physician may submit a written response; and
- (e) send its final recommendation in writing to the Board and the Physician with respect to the Physician's privileges.

(8) Board Process Where Physician not Heard by MAC

Physician's Entitlement to be heard - The Board shall, where the physician has not been heard as set out in subsection 10.9(7) above:

- (a) provide the Physician with notice of a meeting, along with notice of the intended action to be taken by the Board with reasons and factual information referable to the reasons; and
- (b) convene a meeting to which the Physician shall have the right to appear and make submissions on the question of what decision the Board should make with respect to his or her privileges.

(9) Board Process Where Physician has been Heard by MAC

(a) Notice of Meeting

The Board shall, where the Physician has been heard as set out in subsection 10.9(7) above, provide the Physician with notice of a meeting, wherein it will decide upon a recommendation of the Medical Advisory Committee with respect to the Physician's privileges and permit the Physician to speak to the recommendation at the meeting.

(b) Members of the Board

Members of the Board holding a meeting shall not have taken part in investigation or consideration of the subject matter of the meeting before the meeting and shall not communicate directly or indirectly in relation to the subject matter of the meeting with any person or with any party or representative of a party.

### **10.10 Board Decision**

After consideration of the recommendation of the Medical Advisory Committee or following a meeting of the Board, the Board shall either implement the recommendation or otherwise deal with the matter and cause the Medical Advisory Committee and the physician to be so advised forthwith.

### **10.11 Statutory Powers Procedure Act**

In the context of the above, a meeting shall not mean a hearing as defined in the Statutory Powers Procedure Act, but rather its terms of reference are to be determined by the Board or the Medical Advisory Committee.

### **10.12 Monitoring Aberrant Practices**

Where it is believed that a member of the Medical Staff is attempting to exceed his privileges or is temporarily incapable of providing a service that he is about to undertake, the belief shall be communicated immediately to the Chief of Staff and/or the Chief Executive Officer who shall take appropriate action.

### **10.13 Viewing Operations or Procedures**

The Chief of the Medical Staff or delegate may view any operation or procedure performed in the Hospital, without the permission of the Physician.

### **10.14 Transfer of Responsibility**

(1) Pursuant to the Hospital Management Regulation whenever the responsibility for the care of a Patient of a Medical Staff member is transferred to another member of the Medical Staff a written notation by the Medical Staff member who is transferring the care over to another shall be made and signed on the Patient's medical record and the name of the Medical Staff member assuming the responsibility shall be noted in the Patient's medical record and the Medical Staff member assuming the responsibility shall be notified immediately.

(2) Where the Chief of Staff becomes aware that, in his or her opinion a serious problem exists in the case or treatment of one or more patients or out-patients of a Medical Staff member, the Chief of Staff shall forthwith discuss the condition, care and treatment of the patient or outpatient with the attending Medical Staff member and if changes in the care or treatment satisfactory to the Chief of Staff are not made promptly, he or she shall assume forthwith the duty of investigating, prescribing for and treating the patient or out-patient, as the case may be, and shall notify the attending Medical Staff member, the Chief Executive Officer and if possible, the patient or out-patient, that the Member of the Medical Staff who was in attendance will cease forthwith to have any hospital privileges as the attending Medical Staff member for the patient or out-patient.

(3) Where the Chief of Staff responsible under subsection (b) is unable to discuss the problem with the attending Medical Staff member as required by subsection (b), the Chief of Staff shall proceed within his or her duties as prescribed in this subsection (b) as if he or she had had the discussion with the attending Medical Staff member.

(4) Where the Chief of Staff has cause to take over the care of a patient, the Chief Executive Officer, the attending Medical Staff member and, if possible, the patient shall be notified immediately.

### **10.15 Medical Staff Categories**

The Medical Staff shall be divided into the following categories:

- (a) Active;
- (b) Associate;
- (c) Courtesy;

- (d) Honorary;
- (e) Temporary;
- (f) Locum tenens; and
- (g) Regional Staff.

#### **10.16 Active Staff**

(a) The active staff shall consist of those medical practitioners who have been appointed by the Board, following a period of associate staff membership as provided for in the by-laws, to be responsible for assuring that medical care is provided to all Patients in the Hospital.

(b) Each applicant for appointment or reappointment to the active staff group should undertake in writing that they will not continue to be, or become, a member of the active staff group of another hospital, in accordance with the Medical Staffing Policy Statement. In unusual circumstances the Board may waive this requirement after considering the advice of the Medical Advisory Committee. The applicant may be a member of the courtesy staff group of other hospitals in the general area served by the hospitals involved.

(c) All active staff members shall have admitting privileges unless otherwise specified in their appointment to the Medical Staff.

(d) Active staff members shall be eligible to vote at Medical Staff meetings and to hold office.

(e) Each member of the active staff shall:

- (i) undertake such duties in respect of those patients classed as emergency cases, and out-patient department clinics as may be specified by the Chief of Staff to which the member has been assigned;
- (ii) attend Patients, and undertake treatment and operative procedures only in accordance with the kind and degree of privileges granted by the Board; and
- (iii) act as a supervisor of a member of the medical or dental staff as and when requested by the Chief of Staff.

#### **10.17 Associate Staff**

(1) Every Physician applying for appointment to the active Medical Staff shall be assigned to the associate staff for a probationary period unless he is applying for the position of Chief of Staff.

(2) Each associate staff member shall have admitting privileges unless otherwise specified in the appointment.

(3) An associate staff member shall work under the counsel and supervision of an active staff member named by the Chief of Staff to which the associate staff member has been assigned by the Medical Advisory Committee.

(4) (a) From time to time, and at least every six (6) months during the probationary period, after appointment to the Medical Staff of an associate staff member, the Chief of Staff or the active staff member by whom the Physician has been supervised shall make a written report to the Medical Advisory Committee, including:

- (i) information concerning the knowledge and skill which has been shown by the associate staff member;
  - (ii) the nature and quality of the Physician's work in the Hospital;
  - (iii) comments on the utilization of Hospital resources; and
  - (iv) the associate staff member's ability to function in conjunction with the other members of the Hospital's staff;
- (b) after one (1) year the appointment of a Physician to the associate staff shall be reviewed by the Credentials Committee who shall report to the Medical Advisory Committee;
- (c) at any time an unfavourable report may cause the Medical Advisory Committee to consider making a recommendation that appointment of the associate staff member be terminated; and
- (d) In no event shall membership in the associate staff category exceed two (2) years.

(5) An associate staff member shall:

- (a) attend patients, and undertake treatment and operative procedures under supervision in accordance with the kind and degree of privileges granted by the Board on the recommendation of the Medical Advisory Committee, and
- (b) undertake such duties in respect of those patients classed as emergency cases and of outpatient department clinics as may be specified by the Chief of Staff to which the member has been assigned.

(6) A member of the associate staff shall not vote at Medical Staff meetings nor be elected a Medical Staff officer, but may be appointed to a subcommittee of the Medical Advisory Committee.

#### **10.18 Courtesy Staff**

(1) A professional staff member may be granted an appointment to the courtesy staff provided they fulfil one or more of the following criteria:

- (i) the applicant has an active staff commitment in another hospital; or
- (ii) the applicant lives at such a remote distance from the Hospital that it limits full participation in active staff duties, but wishes to maintain an affiliation with the Hospital; or
- (iii) the applicant has a disability or infirmity; or

- (iv) the applicant has a primary commitment to or contractual relationship with another community or organization.

(2) Where a clinical service, such as obstetrics, is not provided at the Hospital where the professional staff member has an active appointment, a professional staff member may admit and attend a specific category of patients under a specified service in accordance with the kind and degree of privileges granted by the Board and shall be subject to the rules of each department to which they are assigned.

(3) The Board may grant admitting privileges to a professional staff member in the courtesy staff category. The circumstances leading to an appointment under this subsection shall be specified by the professional staff member on each application for reappointment.

(4) Each professional staff member in the courtesy staff category may attend Medical Staff and departmental meetings but shall not have the right to vote at Medical Staff or departmental meetings, or to hold office.

(5) Each professional staff member in the courtesy staff category may attend Medical Staff and departmental meetings but shall not have the right to vote at Medical Staff or departmental meetings, or to hold office.

#### **10.19 Honorary Staff**

(1) A professional staff may be honoured by the Board with a position on the honorary staff of the Hospital because he:

- (a) is a former member of the Medical Staff who has retired from active practice; or
- (b) has outstanding reputation or extraordinary accomplishments, although not necessarily a resident in the community.

(2) The Board on the recommendation of the Medical Advisory Committee shall appoint each member of the honorary staff.

(3) Members of the honorary staff shall not:

- (a) have regularly assigned duties or responsibilities;
- (b) be eligible to vote at Medical Staff meetings or to hold office;
- (c) be bound by the attendance requirements for Medical Staff meetings; or
- (d) have admitting or patient care privileges.

(4) Temporary Appointments

A temporary appointment may be made only for one of the following reasons:

- (a) to meet a specific singular requirement by providing a consultation and/or operative procedure; or

- (b) to meet a need for a medical service.

The Chief Executive Officer, after consultation with the Chief of Staff or his delegate, may:

- (a) grant temporary privileges to a physician who is not a member of the Medical Staff provided that such privileges shall not extend beyond the date of the next meeting of the Medical Advisory Committee at which time the action taken shall be reported; and
- (b) continue the appointment on the recommendation of the Medical Advisory Committee until the next meeting of the Board.

### **10.20 Locum Tenens Appointments**

(1) The Medical Advisory Committee, upon the request of an active Medical Staff member, may recommend the appointment of a locum tenens as a Physician's replacement for a specified period of time or to provide assistance to the medical staff for a specified period of time.

(2) The credentials of each locum tenens shall be reviewed following the process outlined in these by-laws.

(3) A locum tenens shall:

- (a) have admitting privileges unless otherwise specified;
- (b) attend Patients assigned to their care by the active staff member by whom he is supervised, and shall treat them within the professional privileges granted by the Board on the recommendation of the Medical Advisory Committee; and
- (c) undertake such duties in respect of those Patients classed as Emergency cases as may be specified by the Chief of Staff or by the Chief of the Department to which the Physician has been assigned.

### **10.21 Regional Staff Appointment**

(1) The Regional Staff category shall consist of those members of the Professional Staff who are granted privileges by the Board to order or requisition out-patient diagnostics only. It is intended that a Regional staff appointment shall facilitate the ordering of diagnostic tests for Patients' care closer to their home or to allow for testing at another site where such tests are not otherwise available.

(2) Regional Staff:

- (a) Shall be eligible for annual reappointment provided they are credentialed at a primary organization;
- (b) May review and receive the out-patient records specific to the diagnostics ordered of their Patients;

(3) Regional Staff shall not:



- (a) have admitting privileges or provide direct patient care;
- (b) input information into the Patient record and progress notes nor make or record any orders;
- (c) be eligible to hold an elected or appointed office or serve on committees of the Medical Advisory Committee; and
- (d) be eligible to vote or be bound by attendance requirements of Department, Service or Professional Staff Organization meetings.

#### **10.22 Resignation/Change in Status**

(1) Chief of Staff wishing to resign from their appointment shall submit their resignation in writing to the Chairperson of the Board of Directors. The aforementioned resignation shall not be effective until a replacement has been appointed, or until ninety (90) days have passed since the tendering of such resignation.

(2) A member of the Medical Staff wishing to resign, or to change their status (e.g., from Active to Courtesy Staff) shall submit a request in writing to the Chief of Staff to which they are appointed. The Chief of Staff will, in turn, submit the request to the Chairperson of the Credentials Committee for presentation to the Medical Advisory Committee, who may then recommend its acceptance to the Board of Directors.

(3) A Physician who retires from active practice shall notify the Chief Executive Officer or delegate in writing, who shall notify the Chairperson of the Credentials Committee. The Medical Advisory Committee and the Board of Directors will be notified subsequently.

#### **10.23 Leave of Absence**

Leave of absence for Professional Staff may be granted for up to one (1) year. At the end of this time, the staff may be reappointed for the following year on the recommendation of the Board. Leave of absence over one year will require resignation and re-application for a staff appointment.

#### **10.24 Privileges Under Supervision**

The Medical Advisory Committee may recommend to the Board of Directors that privileges be granted under supervision. The procedures for supervision of the Physician's work shall be as detailed in the Medical Staff Rules.

#### **10.25 Professional Staff, General**

Every member of the Professional Staff shall cooperate with:

- (a) the Chief of Staff and the Medical Advisory Committee;
- (b) the President of the Professional Staff; and
- (c) the Chief Executive Officer.

### **10.26 Medical Staff Duties**

Each member of the Medical Staff shall:

- (a) Attend and treat patients within the limits of the privileges granted by the Board and procedures as approved, unless the privileges are otherwise restricted;
- (b) Notify the President or Chief of Staff and Chief Executive Officer of any change in the license to practice medicine made by the certificate of registration with the College of Physicians & Surgeons of Ontario;
- (c) Notify the Chief of the Department and the Chief of Staff on becoming aware of any of the following:
  - (i) a reference to the discipline committee of the respective college;
  - (ii) a criminal or human rights complaint or investigation;
  - (iii) a civil or administrative claim alleging non compliance with an order of a court or adjudicative body; and
  - (iv) any other investigation into the conduct of the Physician
- (d) Read and abide by the Rules of the Medical Staff;
- (e) Give such instruction as is required for the education of other members of the medical, dental and Hospital staff;
- (f) Abide by the Rules of the Hospital, this by-law, the *Public Hospitals Act* (Ontario) and all other legislated requirements; and
- (g) Perform such other duties as may be prescribed from time to time by, or under the authority of, the Medical Advisory Committee.

### **10.27 Professional Staff Rules and Regulations**

- (a) The Board shall require that appropriate Professional Staff rules and regulations be formulated.
- (b) The Board may establish, modify or revoke one or more Professional Staff rules and regulations.
- (c) The Medical Advisory Committee may make recommendations to the Board for the establishment of one or more Medical Staff rules and regulations to be applicable to the group or category of physicians or to a department of the Medical Staff or to all physicians on the Medical Staff.
- (d) The Medical Advisory Committee shall ensure that, prior to making any recommendation to the Board with respect to a rule, the members of the active Medical Staff, or specific department, when appropriate, have an opportunity to comment on the proposed recommendation.

(e) The President of the Medical Staff shall ensure that the Board is informed when a majority vote of the Medical Staff at any properly constituted meeting of the Medical Staff is opposed to a rule or rule change proposed by the Medical Advisory Committee.

(f) The head of each Department may make recommendations to the Board for the establishment of one or more Professional Staff rules and regulations to be applicable to the group or category of Professional Staff or to a department.

### **10.28 Consultations**

(a) The Medical Staff shall establish rules to govern obligatory consultations.

(b) The attending Physician shall have consultation with one or more members of the active staff or with a member of the consulting staff:

- (i) On every patient who is recommended for an operation but whose condition is such as to indicate that the patient may be a poor operative risk;
- (ii) On every patient where there is a failure to progress as expected under treatment;
- (iii) On every patient where a serious problem of diagnosis or management exists; and
- (iv) All other cases in which the rules of the Hospital and/or the *Public Hospitals Act* (Ontario) or the Hospital Management Regulation thereunder, state that a consultation be held.

## **SECTION 11 – MEDICAL OFFICERS**

### **11.1 Chief of Staff**

(1) Appointment

The Board shall appoint the Chief of Staff after giving consideration to the recommendation of a selection committee consisting of the Chair of the Board, the Chief Executive Officer, Chief Nursing Officer and a person appointed by the Medical Advisory Committee.

(2) Term

Subject to annual confirmation by the Board, an appointment made under subsection (a) shall be for a term of three (3) years, but the Chief of Staff shall hold office until a successor is appointed or in compliance with these By-laws.

(3) Maximum Number of Terms

The maximum number of terms under subsection (2) shall be three (3) provided however that following a break in the continuous service of at least one (1) year the same person may be reappointed.

### **11.2 Duties of Chief of Staff**

The Chief of Staff shall:

- (a) Be accountable to the Board for the medical and dental organization of the Hospital and for the supervision of the medical care given to all Patients of the Hospital in accordance with the policies, by-laws, guidelines and rules established by the Hospital and the provisions of the Act and other relevant legislation;
- (b) Be the Chairperson of the Medical Advisory Committee;
- (c) Advise the Medical Advisory Committee and the Board with respect to the quality of medical and dental diagnosis, care and treatment provided to the patients of the Hospital;
- (d) When necessary:
  - (i) Assume, or assign to any other member of the Medical Staff, responsibility for the direct care and treatment of any patient in the Hospital under the authority of the Act; and
  - (ii) Notify the attending physician, the Chief Executive Officer and, if possible, the patient with respect to such aforementioned assignment;
- (e) Report regularly in writing including the minutes of the Medical Advisory Committee to the Board about the activities, recommendations and actions of the Medical Advisory Committee and any other matters about which they should have knowledge;
- (f) Assign, or delegate the assignment of a member of the medical staff:
  - (i) To supervise the practice of medicine of any other member of the medical staff for any period of time; and
  - (ii) To make a written report to the Chief of the appropriate department;
- (g) Be an ex-officio member of all committees that report to the Medical Advisory Committee;
- (h) Act on other committees as requested by the Board of Directors;
- (i) In consultation with the Chief Executive Officer, designate an alternate who will assume duties during an absence of the Chief of Staff;
- (j) Assign, or delegate the assignment of a member of the medical staff to discuss in detail with any other member of the medical staff any matter which is of concern to the Chief of Staff and to report the discussion to the Chief of the appropriate department;
- (k) Supervise the professional care provided by all members of the medical and dental staff;
- (l) Be responsible to the Board through and with the Chief Executive Officer for the appropriate utilization of resources by all medical departments;
- (m) Report to the Medical Advisory Committee on activities of the Hospital including the utilization of resources and quality assurance;
- (n) Participate in the development of the Hospital's Mission, Objectives and Strategic Plan;

- (o) Work with the Medical Advisory Committee to plan the medical manpower needs of the Hospital in accordance with the Hospital's strategic plan;
- (p) Participate in Hospital resource allocation decisions;
- (q) Ensure a process for the regular review of the performance of the Chiefs of Departments;
- (r) Assure there is a process for participation in continuing medical and dental education;
- (s) Receive and review recommendations from Chiefs of Departments regarding changes in privileges;
- (t) Receive and review the performance evaluations and recommendations from Chiefs of Departments concerning re-appointments. Ensure that the evaluations and recommendations are forwarded to the Medical Advisory Committee. Notify the Credentials Committee of the completion of the evaluations and the completion of the recommendations;
- (u) Advise the medical and dental staff on current Hospital policies, objectives and rules; and
- (v) Delegate appropriate responsibility to the Chiefs of Departments.

### **11.3 Revocation of Appointed Officers of the Medical Staff**

The office of the Chief of Staff shall automatically be vacated if:

- (a) they are absent for one-third (1/3) or more of the meetings at which they are required to attend in any twelve (12) month period;
- (b) they are found to be mentally incompetent or becomes of unsound mind;
- (c) at any Special Meeting of the Board of Directors a resolution is passed by at least two-thirds (2/3) of the votes cast by the Directors at the Special meeting removing the officer before the expiration of the officer's term of office; or
- (d) the officer dies.

## **SECTION 12 – MEDICAL STAFF ELECTED OFFICERS**

### **12.1 Eligibility for Office**

Only members of the active Medical Staff may be elected or appointed to any position or office.

### **12.2 Election Procedure**

- (1) At least thirty (30) days before the annual meeting of the Medical Staff its nominating committee shall post in the Doctors' Lounge a list of names of those who are nominated to stand for the officers of the Medical Staff which are to be filled by election in accordance with the regulations under the *Public Hospitals Act* (Ontario).

(2) Any further nominations shall be made in writing to the Secretary of the Medical Staff within fourteen days after the posting of the names referred to in subsection (1) above.

### **12.3 Duties of the President of the Medical Staff**

The Board may, at their discretion, appoint a President of the Medical Staff. Such President of the Medical Staff, if appointed by the Board, shall:

- (a) Be a member of the Board and as a Director, fulfill his or her fiduciary duties to the Hospital by making decisions in the best interest of the Hospital;
- (b) Be a member of the Medical Advisory Committee;
- (c) Report to the Medical Advisory Committee and the Board on any issues raised by the Medical Staff;
- (d) Be accountable to the Medical Staff and advocate fair process in the treatment of individual members of the Medical Staff;
- (e) Preside at all meetings of the Medical Staff, or assign a designate to preside at such meetings;
- (f) Call special meetings of the Medical Staff.

### **12.4 Secretary/Treasurer of the Medical Staff**

The Secretary/Treasurer of the Medical Staff shall:

- (a) Perform the duties of the Medical Staff Secretary as set out in the Hospital Management Regulation under the *Public Hospitals Act* (Ontario);
- (b) Perform duties as set out in the by-laws of the Corporation;
- (c) Be a member of the Medical Advisory Committee;
- (d) Attend to the correspondence of the Medical Staff;
- (e) Give notice of Medical Staff meetings by posting a written notice thereof;
- (f) In the case of regular or special meeting of the Medical Staff at least three (3) days before the meeting;
- (g) In the case of an annual meeting of the Medical Staff, at least ten (10) days before the meeting;
- (h) Ensure that minutes are kept of Medical Staff meetings;
- (i) Perform the duties of treasurer for Medical Staff funds and be accountable thereof;

- (j) Act in the place of the Vice-President of the Medical Staff, perform their duties and possess their powers in the absence or disability of the Vice-President; and
- (k) Be responsible for recording attendance at Medical Staff meetings.

## **SECTION 13 – PROFESSIONAL STAFF COMMITTEES**

### **13.1 Appointment of Standing Committee**

At the first regular meeting of the Medical Advisory Committee following the annual meeting, the Medical Advisory Committee shall appoint the following standing committees and name the Chairperson and Vice-Chairperson of each committee where necessary:

- (a) The Credentials Committee;
- (b) The Medical Quality Assurance Committee; and
- (c) Such other committees as the Medical Advisory Committee may determine.

The Board shall also be able to appoint the Credentials Committee for all Professional Staff other than Medical Staff and such other committees as the Board may determine

### **13.2 Rules of Procedure**

The terms of reference for any committees formed under Section 13.1 are as described in the by-law and Professional Staff rules.

### **13.3 Committee Reports**

- (a) All committees appointed by the Medical Advisory Committee shall meet as directed by the Medical Advisory Committee and as otherwise established in these by-laws and the Medical Staff Rules.
- (b) All committees appointed by the Medical Advisory Committee shall present a written report including any recommendations of each meeting to the Board and the next meeting of the Medical Advisory Committee.
- (c) All committees appointed by the Board shall meet as directed by the Board and prepare a written report including any recommendations to the Board.
- (c) A committee chairman may request a meeting with the Medical Advisory Committee or, at the request of the Medical Advisory Committee, shall be present to discuss all or part of any report of that committee.

### **13.4 Credentials Committee**

The Credentials Committee shall consist of such persons as the Board may from time to time designate, after giving consideration to the recommendation of the Medical Advisory Committee, who are appointed to the honorary staff by the Board with the primary purpose of serving as the Credentials Committee.

### **13.5 Credentials Committee Duties**

- (1) The Credentials Committee shall ensure that a record of the qualifications and professional career of every member of the Medical Staff is maintained.
- (2) The Committee shall investigate the professional experience, competence, reputation concerning the quality of professional work and ability to work with others and establish the authenticity of the qualifications of each applicant for membership on the medical and dental staff and of each applicant for appointment, reappointment or change in status in accordance with the provisions of this By-Law.
- (3) The Committee shall consider the reports of the interviews with the applicant.
- (4) The Committee shall submit to the Medical Advisory Committee, at or before its next regular meeting, a report on the prescribed form of the findings made under subsection (b) above including the kind and extent of the privileges requested by the applicant, or a request that the application be deferred for further investigation.
- (5) The Committee shall perform any other duties prescribed by the Medical Advisory Committee.

### **13.6 Medical Quality Assurance Committee**

The Medical Advisory Committee shall assume the duties of the Medical Quality Assurance Committee.

### **13.7 Medical Quality Assurance Committee Duties**

The Medical Quality Assurance Committee shall:

- (a) Ensure that an on-going peer review process is established for assessment of the quality of patient care to include the following responsibilities:
  - (i) The completion of medical/multidisciplinary audits;
  - (ii) The completion of death reviews by medical/surgical services and nursing units;
  - (iii) The completion of complication reviews by medical/surgical services;
  - (iv) The completion of tissue code 1 and 2 reviews;
  - (v) The completion of risk management report reviews;
  - (vi) The receipt and review of informal audits (rounds/departmental meetings);
  - (vii) The receipt and review of infection control reports;
  - (viii) Autopsy rate reviews;
  - (ix) Report in writing to each regular meeting of the Medical Advisory Committee; and



- (x) Identify continuing education needs of the Medical Staff and monitor their implementation.
- (b) Perform such other duties as the Medical Advisory Committee may direct concerning the quality and quantity of professional work being performed in any department of the Medical Staff of the Corporation.

### **13.8 Infection Control Committee**

The Infection Control Committee shall consist of one physician member of the Medical Advisory Committee, the Chief Executive Officer, the Director of Nursing, the Charge Laboratory Technologist and others as deemed appropriate.

### **13.9 Infection Control Committee Duties**

The Infection Control Committee shall:

- (a) Make recommendations to the Medical Advisory Committee on infection control matters related to:
  - (i) The Occupational Health and Safety Program;
  - (ii) Immunization programs;
  - (iii) Visitor restrictions or instructions both in general terms and in special circumstances;
  - (iv) Patient restrictions or instructions;
  - (v) Educational programs for all persons carrying on activities in the Hospital;
  - (vi) Isolation procedures;
  - (vii) Aseptic and antiseptic techniques; and
  - (viii) Environmental sanitation in the Hospital;
- (b) Make recommendations to the Chief Executive Officer with respect to infection control matters related to the Occupational Health and Safety Program;
- (c) Make recommendations to the Chief Executive Officer with respect to infection control matters related to the Health Surveillance Program;
- (d) Follow-up and evaluate the results of each of its recommendations made under subsections 13.9(a), (b) and (c) above;
- (e) Develop, monitor and evaluate an infection control system which includes a reporting system by which all infections, including post discharge infections will come to the Committee's attention;

- (f) Review reports from all departments and programs in the Hospital;
- (g) Meet at least quarterly and at the call of the Committee Chair as required; and
- (h) Perform such other duties as may from time to time be requested by the Medical Advisory Committee.

### **13.10 Pharmacy and Therapeutics Committee**

The Pharmacy and Therapeutics Committee shall consist of one physician member of the Medical Advisory Committee, the Chief Executive Officer, the Director of Nursing, a pharmacist and others as deemed appropriate.

### **13.11 Pharmacy and Therapeutics Committee Duties**

The Pharmacy and Therapeutics Committee shall:

- (a) Serve in an advisory capacity to the Medical Staff by assessing regularly the appropriateness and adequacy of medication-related policies and make policy recommendations to the Medical Advisory Committee regarding drug utilization to ensure safe, effective and economical use of drugs;
- (b) Evaluate drug utilization, new drugs and current therapeutics and develop a formulary that is suited to the Hospital's needs, and periodically assess the effectiveness of and adherence to the formulary;
- (c) Develop a procedure for the use of non-formulary drugs and mechanisms for their evaluation;
- (d) Periodically analyze a summary of medication errors and their causative factors and make appropriate recommendations regarding prevention to the medical, nursing and/or pharmacy staffs;
- (e) Develop an Adverse Drug Reaction Reporting program, review all these reports and ensure that a summary is circulated to medical and nursing staffs when the need arises;
- (f) Review all pre-printed and medical directives annually, or more often if deemed necessary;
- (g) Develop protocols governing programs such as total parental nutrition, investigational drugs, self-medication, or ensure that such protocols have been developed after appropriate committee review;
- (h) Identify and/or arrange appropriate educational programs for the medical, dental and Hospital staff to enhance their knowledge of drug therapy and practices;
- (i) Perform such other duties as the Medical Advisory Committee may direct; and
- (j) Meet quarterly or more frequently at the call of the Committee Chair.

## **SECTION 14 – ANCILLARY OPERATIONS**

### **15.1 Authorization**

The Board may sponsor the formation of a Hospital Auxiliary, Volunteer Ambulance Association, or any other ancillary association, as it deems advisable.

### **15.2 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 in the Hospital.

### **15.3 Control**

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

### **15.4 Auditor**

The auditor of the Corporation shall be the auditor for any Board sponsored ancillary association.

## **SECTION 15 – AMENDMENTS TO BY-LAWS**

### **16.1 Amendments to By-laws**

Subject to applicable legislation, the provisions of the By-laws of the Corporation may be repealed or amended by-law enacted by a majority resolution of the Directors at a meeting of the Board and sanctioned by at least a majority of the Members entitled to vote and voting at a meeting duly called for the purpose of considering the said by-law.

### **16.2 Effect of Amendment**

Subject to the Act and to section 16.3 below, a by-law or an amendment to a by-law passed by the Board has full force and effect:

- (a) from the time the motion was passed, or
- (b) from such future time as may be specified in the motion.

### **16.3 Member Approval**

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 general meeting of the Members called for that purpose. The notice of such annual meeting or general meeting shall refer to the by-law or amendment to be presented.

The Members 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.

In any case of rejection, amendment, or refusal to approve the by-law or part of the 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.

## **SECTION 16– EFFECTIVE DATE**

### **16.1 Effective Date**

These By-laws shall come into force when made by the Board in accordance with the Act.

### **16.2 Repeal**

All previous By-laws of the Corporation are repealed as of the coming into force of these By-laws. The repeal shall not affect the previous operation of any By-laws so repealed or affect the validity of any act done or right, privilege, obligation or liability acquired or incurred under, or the validity of any contract or agreement made pursuant to, or the validity of any Articles or predecessor charter documents of the Corporation obtained pursuant to, any such By-laws before their repeal. All officers and persons acting under any By-laws so repealed shall continue to act as if appointed under the provisions of these By-laws, and all resolutions of the shareholders or the Board or a committee of the Board with continuing effect passed under any repealed By-laws shall continue to be good and valid except to the extent inconsistent with these By-laws and until amended or repealed.

**ENACTED** by the Board and confirmed by the Members this \_\_\_\_\_ day of \_\_\_\_\_, 2022.

\_\_\_\_\_  
Chief Executive Officer