



BYLAWS

Revised June 2023

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BYLAW OF THE**ST. FRANCIS MEMORIAL HOSPITAL**

Hereinafter referred to as the "Corporation")

PREAMBLE

WHEREAS it is the purpose of the Corporation to serve the community, and whereas the objects of the Corporation are:

- (a) To establish, equip, staff, maintain, operate and conduct a public hospital, including without limitation active treatment programs and services, complex continuing care, community health, emergency services, out-patient services, rehabilitation and therapeutic services;
- (b) To operate and maintain laboratories, diagnostic imaging services, therapeutic and rehabilitation facilities, pharmacies or dispensaries as may be required;
- (c) To participate in all phases of education pertaining to health care, including the education of physicians, dentists, nursing staff and other health care personnel; and
- (d) To provide such other health care services as are required by the communities served by the Corporation, including without limitation the provision of long-term care facilities and in-home health care services in accordance with all applicable legislation as may be amended from time to time.

NOW THEREFORE BE IT ENACTED and it is hereby enacted that all Bylaw of the Corporation heretofore enacted be cancelled and revoked and that the following Bylaw be substituted in lieu thereof.

ARTICLE 1 DEFINITIONS AND INTERPRETATION

1.1 DEFINITIONS

In this Bylaw, the following words and phrases shall have the following meanings, respectively:

- (a) "Act" means the *Not-for-Profit Corporations Act*, 2010 (Ontario)¹ and, where the context requires, includes the regulations made under it;
- (b) "Admitting Privileges for the Dental Staff" means the privileges granted to members of the Dental Staff who hold a Specialty Certificate from the Royal College of Dental Surgeons of Ontario, authorizing practice in oral and maxillofacial surgery, related to the admission of in-patients, registration of out-patients, and the diagnosis, assessment and treatment of in-patients and out-patients in the Hospital;
- (c) "Admitting Privileges for the Medical Staff" means the privileges granted to members of the Medical Staff related to the admission of in-patients, registration of out-patients, and the diagnosis, assessment and treatment of in-patients and out-patients in the Hospital;
- (d) "Application" means the application for membership prescribed by the Board;
- (e) "Associates" in relation to an individual means the individual's parents, siblings, spouse or common-law partner, and includes any organization, agency, company or individual (such as a business partner) with a formal relationship to the individual;
- (f) "Auxiliary" means the volunteer services organization known as the St. Francis Memorial Hospital Auxiliary;
- (g) "Board" means the Board of Directors of the Corporation;
- (h) "Bylaw" means this Bylaw of the Corporation from time to time in effect;
- (i) "Certification" means holding a certificate in a medical, surgical, dental or dental specialty issued by any professional body recognized by the Board after consultation with the Medical Advisory Committee;
- (j) "Chair" means the Director elected by the Board to serve as Chair of the Board;
- (k) "Chief Executive Officer" means, in addition to 'administrator' as defined in section 1 of the *Public Hospitals Act*, the President and Chief Executive Officer of the Corporation;
- (l) Chief Nursing Executive means the Director of Patient Care Services;
- (m) "Chief of Staff" means the person who has been appointed by the Board to be responsible for the quality of care provided by the members of the Professional Staff;
- (n) "Clinical Duties and Responsibilities" means those activities related to the delivery of patient care, diagnosis, and treatment within the Hospital;

¹ The *Not-for-Profit Corporations Act* was proclaimed on October 19th, 2021
St. Francis Memorial Hospital Bylaws, June 20, 2023

- (o) "Clinical Nurse" means a staff nurse employed by the Hospital;
- (p) "College" means, as the case may be, the College of Physicians and Surgeons of Ontario, the Royal College of Dental Surgeons of Ontario, or the College of Nurses of Ontario;
- (q) "Committee" means a committee of the Board or as otherwise specified in this Bylaw;
- (r) "Conflict of Interest" includes, without limitation, the following three (3) areas that may give rise to a conflict of interest for the Directors of the Corporation, namely:
 - (i) Pecuniary or financial interest – a Director is said to have a pecuniary or financial interest in a decision when the Director (or the Director's Associates) stands to gain by that decision, either in the form of money, gifts, favours, gratuities or other special considerations;
 - (ii) Undue influence – participation or influence in Board decisions that selectively and disproportionately benefits particular agencies, companies, organizations, municipal or professional groups, or patients from a particular demographic, geographic, political, socio-economic or cultural group is a violation of the Director's entrusted responsibility to the community at large; and
 - (iii) Adverse Interest – a Director is said to have an adverse interest to the Corporation when the Director is a party to a claim, application or proceeding against the Corporation;
- (s) "Corporation" means the St. Francis Memorial Hospital;
- (t) "Dental Staff" means the collection of legally qualified Dentists appointed by the Board and granted privileges to practise dentistry in the Hospital;
- (u) "Dentist" means a dental practitioner in good standing with the Royal College of Dental Surgeons of Ontario;
- (v) "Department" means an organizational unit of the Professional Staff to which members with a similar field of practice have been assigned; the Corporation's departments are those named in the Rules;
- (w) "Director" means a member of the Board of Directors;
- (x) "Director of Patient Care Services" means the senior employee responsible to the President and Chief Executive Officer for the nursing functions in the Hospital;
- (y) "Disability" means:
 - (i) Any degree of physical disability, infirmity, malformation or disfigurement that is caused by bodily injury, birth defect or illness and, without limiting the foregoing, includes diabetes mellitus, epilepsy, a brain injury, any degree of paralysis, amputation, lack of physical coordination, blindness or visual impediment, deafness or hearing impediment, muteness or speech impediment, or physical reliance on a guide dog or other animal or on a wheelchair or other remedial appliance or device;
 - (ii) A condition of mental impairment or a developmental disability;

- (A) A learning disability, or a dysfunction in one or more of the processes involved in understanding or using symbols or spoken language;
 - (B) A mental disorder; or
 - (C) An injury of disability for which benefits were claimed or received under the insurance plan established under the *Workplace Safety and Insurance Act*, 1997;
- (z) "Ethical Guidelines", "ethics" and "ethical" for purpose of the Professional Staff Bylaw refer to the ethical codes and guidelines of the Canadian Medical Association and the appropriate professional colleges;
- (aa) "Excluded Person" means:
 - (i) Any person providing supplies or services or their affiliates and any Director, owner, operator, major shareholder, or senior executive (as well as their formal Associates including parents, siblings, children, spouses and common-law partners) of such person(s) if such person(s):
 - (A) Is under contract with the Corporation;
 - (B) Has responded to a request for proposals issued by the Corporation in the previous fiscal year; or
 - (C) Intends to submit a proposal during the term of office of the Director;
 - (ii) Any member of the Professional Staff other than the members of the Medical Staff appointed to the Board pursuant to the *Public Hospitals Act*;
 - (iii) Any employee other than the Chief Nursing Executive and the President and Chief Executive Officer;
 - (iv) Any spouse, common law partner, dependent child, parent, brother or sister of an employee or member of the Professional Staff; and
 - (v) Any person who lives in the same household as a member of the Professional Staff or an employee of the Corporation;
- (bb) "ex-officio" means membership "by virtue of the office" and includes all rights, responsibilities, and power to vote unless otherwise specified;
- (cc) "Extended Class Nurses" means those registered nurses in the extended class to whom the Board has granted privileges with respect to the ordering of diagnostic procedures for out-patients in the Corporation;
- (dd) "Extended Class Nursing Staff" means those Registered Nurses in the Extended Class in the Hospital, who are:
 - (i) Employed by the Hospital and are authorized to diagnose, prescribe for or treat out-patients in the Hospital; and
 - (ii) Not employed by the Hospital and to whom the Board has granted privileges to diagnose, prescribe for or treat out-patients in the Hospital;

- (ee) "Fellowship" means a membership in a professional medical or dental college recognized by the Board after consultation with the Medical Advisory Committee;
- (ff) "Head Office" means 7 St. Francis Memorial Drive, Barry's Bay, ON K0J 1B0;
- (gg) "Hospital" means the St. Francis Memorial Hospital;
- (hh) "Impact Analysis" means a study conducted by the Chief Executive Officer, or designate, in consultation with the Chief of Staff and Medical Directors of Departments to determine the impact upon the resources of the Corporation of the proposed or continued appointment of any person to the Professional Staff;
- (ii) "Indemnified Person" has the meaning ascribed to that term in Article 5 of this Bylaw;
- (jj) "Independence" A Director is independent if the Director has no direct or indirect material relationship with a person which could be perceived by others as reasonably interfering with the exercise of the Director's independent judgement;
- (kk) "Legislation" means relevant statutes and regulations that govern the provision of healthcare to patients of the Corporation, including without limitation the Act, the Broader Public Sector Accountability Act, 2010, Broader Public Sector Executive Compensation Act, 2014 (Ontario), the Child and Family Services Act (Ontario), the Commitment to the Future of Medicare Act (Ontario), the Connecting Care Act, 2019 (Ontario), the Dentistry Act (Ontario), the Excellent Care for All Act (Ontario), the Freedom of Information and Protection of Privacy Act (Ontario), the Health Care Consent Act (Ontario), the Health Insurance Act (Ontario), the Medicine Act (Ontario), the Mental Health Act (Ontario), the Midwifery Act (Ontario), the Not-for-Profit Corporations Act, 2010, the Nursing Act (Ontario), the Occupational Health and Safety Act (Ontario), The Peoples Health Care Act, 2019, the Personal Health Information Protection Act (Ontario), the Public Hospitals Act (Ontario), the Quality of Care Information Protection Act, 2016 (Ontario), the Regulated Health Professions Act (Ontario), the Statutory Powers Procedure Act (Ontario), the Substitute Decisions Act (Ontario), and the Workplace Safety and Insurance Act (Ontario);
- (ll) "Locum Tenens or "locum tenens" means Physicians who provide coverage for a member of the Medical Staff during an absence;
- (mm) "Medical Director" means a member of the Medical Staff appointed by the Board to be responsible for the professional standards and quality of medical care rendered by the members of that Department at the Hospital;
- (nn) "Medical Human Resources Plan" means the plan developed by the President and Chief Executive Officer in consultation with the Chief of Staff and Chiefs of Department based on the mission and strategic plan of the Corporation and on the needs of the community, which plan provides information and future projections of this information with respect to the management and appointment of Physicians, Dentists, and Extended Class Nurses who are or may become members of the Professional Staff;
- (oo) "Medical Staff" means those Physicians who are appointed by the Board and who are granted specific privileges to practice medicine in the Hospital;
- (pp) "Medical Staff Association" means the association that is comprised of the Professional Staff members of the Hospital;

- (qq) "Member" means member of the Board of Directors;
- (rr) "Ontario Health" means the agency created by The Peoples Health Care Act, 2019 to, amongst other things, manage and fund health services needs across Ontario;
- (ss) "patient" means, unless otherwise specified, any inpatient, outpatient or other patient of the Corporation;
- (tt) "person" means and includes any individual, corporation, partnership, firm, joint-venture, syndicate, association, trust, government, government agency or board or commission or authority or any other form of entity or organization;
- (uu) "Physician" means a medical practitioner in good standing with the College of Physicians and Surgeons of Ontario;
- (vv) "Policies" means the Board, administrative, medical and professional policies of the Hospital;
- (ww) "Practitioner" means a Physician, or Dentist appropriately licensed by his/her College;
- (xx) "Privileges" mean those rights or entitlements conferred upon a Physician, Dentist, or Extended Class Nurse at the time of appointment or reappointment, including those clinical departments within the hospital in which the Professional Staff Member may practice, but specifically does not mean those procedures which the Professional Staff Member may from time to time be permitted to carry out within the department by the Medical Director of the Department or Medical Advisory Committee;
- (yy) "Professional Staff" means those Physicians, Dentists, and Extended Class Nurses who are appointed by the Board and who are granted specific privileges to practise medicine, dentistry, respectively, or, with respect to extended class nursing the right to order diagnostic services for out-patients of the Hospital;
- (zz) "Professional Staff Appointment" means the appointment or assignment of a Professional Staff member to a Department or Service in the Hospital within the categorization of Active, Associate, Courtesy, Consulting, Locum Tenens, Temporary, Honorary, Casualty Officer or Senior Staff;
- (aaa) "Program" means a cluster of patient-centred services which optimizes patient care, education and research and is consistent with the mission and vision of the Corporation;
- (bbb) "*Public Hospitals Act*" means the *Public Hospitals Act* (Ontario) and, where the context requires, includes the regulations made under it;
- (ccc) "Rules" means the rules and regulations governing the practice of the Professional Staff in Hospital both generally and within a particular Department, which have been established respectively by the staff in general and the staff of the Department;
- (ddd) "Service" means an organizational unit of a Department which is based on a sub- speciality area of medical practice;
- (eee) "Specialist" means a Practitioner with either a Certification or Fellowship;
- (fff) "Supervisor" means a Physician, or Dentist, as the case may be, who is assigned the responsibility to oversee the work of another Physician, Dentist, or Extended Class Nurse respectively, unless otherwise provided for in this Bylaw; and

- (ggg) "Special Resolution" means a resolution passed by the Directors and confirmed with or without variation by at least two-thirds (2/3) of the votes cast at a general meeting of the Members of the Hospital duly called for the purpose, or at an annual meeting, or in lieu of such confirmation, by consent in writing of all Members entitled to vote at such meeting.

1.2 INTERPRETATION

This Bylaw shall be interpreted in accordance with the following, unless the context otherwise specifies or requires:

- (a) all terms which are contained in this Bylaw and which are defined in the *Act* or the *Public Hospitals Act* or the regulations made thereunder, shall have the meanings given to terms in the *Act* or *Public Hospitals Act* or the regulations made thereunder;
- (b) the use of the singular number shall include the plural and vice versa, the use of gender shall include the masculine, feminine and neuter genders;
- (c) the headings used in this Bylaw 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 laws, Bylaw, rules, regulations, orders or acts 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;
- (e) any Director, officer, Medical Staff member, employee or member of the public, as the context requires and as is permitted by the Bylaw or Rules and Policies of the Corporation, may participate in a meeting of the Board or of a Committee of the Board or a Committee of the Medical Staff Association by means of telephone conference or electronic or other communication facilities as permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously, and a person participating in such a meeting by such means is deemed for the purposes of the *Act* and this Bylaw to be present at the meeting; and
- (f) business arising at any meeting of the Corporation, the Board or any Committee established pursuant to this Bylaw, shall be decided by a majority of votes unless otherwise required by statute, provided that:
 - (i) unless otherwise specified, each Member, each Director and each Committee member shall be entitled to one (1) vote at any meeting of the Corporation, Board or Committee, respectively;
 - (ii) in accordance with the *Public Hospitals Act*, no Member shall be entitled to vote by proxy at a meeting of the Corporation, all Members must attend annual and/or special meetings of the Corporation in person in order to be eligible to vote;
 - (iii) votes shall be taken in the usual way, by show of hands or by oral or written communication where participation is by telephone conference, electronic or other means of simultaneous communication, among all Members, Directors and Committee members present and, in the event of a tie, the motion is lost, except that at a meeting of the Members the Chair is entitled to a casting vote in the event of a tie;

- (iv) after a vote has been taken on any question, the Chair of the meeting may require, or any person entitled to vote on the question may demand, a poll thereon. A poll so required or demanded shall be taken in such manner as the Chair of the meeting shall direct. A demand for a poll may be withdrawn at any time prior to the taking of the poll. Upon a poll, each individual present in person and entitled to vote at such meeting shall have one (1) vote and the result of the poll shall be the decision of the Members, the Board or the Committee, as the case may be;
- (v) whenever a vote has been taken on a question, unless a poll is required or demanded, a declaration by the Chair of the meeting that a resolution, vote or motion has been carried and an entry to that effect in the minutes shall be admissible in evidence as prima facie proof of the fact that without proof of the number or proportion of the votes recorded in favour of or against such resolution, vote or motion; and
- (vi) despite any other provisions of this Bylaw, any person entitled to vote at a meeting may at any time require that the vote be recorded. The request for a recorded vote does not require a motion and is not debatable or amendable.

ARTICLE 2 MEMBERS

2.1 MEMBERS

The Members of the Corporation shall be ex-officio, the **elected Directors** of the Corporation.

2.2 WITHDRAWAL

A Member may withdraw from the Corporation by delivering a written resignation to the Secretary of the Board.

2.3 TERMINATION OF MEMBERSHIP

The interest of a Member in the Corporation is not transferable and lapses and ceases to exist:

- (a) upon death or resignation of the Member;
- (b) violating any provision of the Articles, Bylaw, Charters or Policies of the Corporation;
- (c) carrying out any conduct which may be detrimental to the Corporation or for any other reason as determined by the Board in its sole and absolute discretion;
- (d) in the event that the Member ceases to meet the qualifications set out for membership in this Bylaw, such determination to be made in the absolute sole discretion of the Board; or
- (e) if an ex-officio Member, when the person ceases to be a Director of the Corporation.

2.4 TERMINATION OF DIRECTORS

The office of a Director shall be vacated if at a special meeting of Members a resolution is passed by at least two-thirds (2/3) of the votes cast by the Members at the special meeting removing the Director before the expiration of the Director's term of office.

ARTICLE 3

ANNUAL AND SPECIAL MEETINGS OF THE MEMBERS OF THE CORPORATION

3.1 ANNUAL MEETINGS

The annual meeting of Members, shall be held at the Head Office of the Corporation or at any place in Ontario as the Board determines between April 1st and July 31st in each year on a date fixed by the Board.

3.2 SPECIAL MEETINGS

- (a) The Board or the Chair may call a special meeting of the Corporation.
- (b)
 - (i) If not less than one-tenth (1/10) of the members of the Corporation entitled to vote at a meeting proposed to be held, request the Directors, in writing, to call a special meeting of the members, the Directors of the Corporation shall, subject to paragraph 3.02(c) below, call forthwith a special meeting of the members of the Corporation for the transaction of the business stated in the requisition².
 - (ii) The requisition shall state the general nature of the business to be presented at the meeting and shall be signed by the requisitionists and be deposited at or delivered to the Head Office of the Corporation and may consist of several documents in like forms signed by one (1) or more requisitioners.
- (c) If the Directors, acting in their sole and absolute discretion, determine that:
 - (i) the requisition meets the qualifications set out in paragraph 3.2(b), the Directors shall call and hold such meeting within twenty-one (21) days from the date of the deposit of the requisition; or
 - (ii)
 - (A) the requisition does not meet the qualifications set out in paragraph 3.02(b)³; or
 - (B) the primary purpose of the requisition is to enforce a personal claim or redress a personal grievance against the Corporation or its Directors, officers, or Members; or
 - (C) the requisition does not relate in a significant way to the activities or affairs of the Corporation; or
 - (D) substantially the same requisition was submitted to Members in a notice of a meeting of the Members held not more than two (2) years before the receipt of the requisition and the requisition was defeated; or
 - (E) the rights conferred by this section are being abused to secure publicity.

² NFPCA s.55(8)(b).

³ NFPCA s.56(6).

The Directors shall provide the requisitioning Members written notice of their determination not to call a meeting within twenty-one (21) days of the deposit of the requisition.

- (d) Subject to paragraph 3.2(c) above, if the directors do not within twenty-one (21) days from the date of the deposit of the requisition call and hold such meeting, any of the requisitions may call such meeting as nearly as possible in the manner as is set out in this section 3.2.⁴

3.3 NOTICE

- (a) A printed, written or typewritten notice stating the day, hour and place of the meeting and the general nature of the business to be transacted shall be served either personally or by sending such notice to each Member entitled to notice of such meeting and to the auditor of the Corporation.
- (b) Such notice shall be sent by an appropriate means, which may include electronic transmission, at least ten (10) days and not more than fifty (50) days⁵ (exclusive of the day of sending the notice and the day for which notice is given) before the date of every meeting directed to such address of each such Member and of the auditor as appears on the books of the Corporation; or if no address is given therein, then to the last address of each such Member or auditor known to the Secretary. Notice of any meeting or any irregularity at any meeting or in the notice thereof may be waived by any Member or by the auditor of the Corporation.
- (c) Notice of any meeting where special business will be transacted shall contain sufficient information to permit the Member to form a reasoned judgement on the decision to be taken and the text of any special resolution to be submitted to the meeting⁶.

3.4 OMISSION OF NOTICE

No unintentional or technical error or omission in giving notice of a meeting of Members of the Corporation may invalidate resolutions passed or proceedings taken at the meeting. Any Member may at any time waive notice of any such meeting and may ratify, approve and confirm any or all resolutions passed or proceedings taken at the meeting.

3.5 VOTING

- (a) At all annual or special meetings, voting shall be determined in accordance with the process set out in paragraph 1.2.
- (b) Notwithstanding any other provision contained in this Bylaw, a Member shall not be entitled to cast a vote to elect Directors at an annual general meeting at which the Member's term of office is terminating.

⁴ NFCA s.60(5).

⁵ NFPCA s.55(1).

⁶ NFPCA 55(8)(b).

3.6 QUORUM

A quorum for any meeting of the Corporation shall be a majority of its Members.

3.7 CHAIR OF THE MEETING

The chair of a meeting of the Corporation shall be:

- (a) the Chair of the Corporation;
- (b) the Vice-Chair of the Corporation, if the Chair is absent or is unable to act;
- (c) a chair elected by the Members present if the Chair and Vice-Chair are absent or are unable to act. The Secretary shall preside at the election of the chair, but if the Secretary is not present, the Directors, from those present, shall choose a Director to preside at the election; or
- (d) if all the Directors present decline to take the chair, then the persons who are present and entitled to vote shall choose one of their number to be the chair.

3.8 BUSINESS AT ANNUAL MEETINGS

- (a) The business transacted at the annual meeting of the Corporation, in addition to the other business transacted, shall include:
 - (i) reading and/or the circulation and consideration of⁷:
 - (A) report of any unfinished business from any previous meeting of the Corporation;
 - (B) annual report of the Corporation;
 - (C) election of new Board Directors;
 - (D) report of the Governance Committee recommending:
 - (1) officers of the corporation
 - (2) additional directors for appointment to Governance Committee
 - (E) report of the Auditor including a presentation of the audited financial statements; and
 - (F) appointment of the Auditor.
- (b) No item of other business shall be considered at the annual meeting unless notice in writing of such item of special business:
 - (i) has been given to the Members in accordance with section 3.3; or

⁷ NFPCA s.55(7).

- (ii) has been requisitioned by the Members and such requisition meets the qualifications set out in paragraphs 3.2(b) and (c).

3.9 ADJOURNED MEETING

- (a) If, within one half hour after the time appointed for a meeting of the Corporation, a quorum is not present, the meeting shall stand adjourned until a day within two (2) weeks to be determined by the Board.
- (b) At least three (3) days' notice of the adjourned meeting shall be given in accordance to the provisions of section 3.3 above.

3.10 WRITTEN RESOLUTION AND BYLAW

Any resolution or Bylaw signed by all the Members entitled to vote on that resolution at a meeting of the Members is as valid as if it had been passed at a meeting of the Member⁸.

3.11 FINANCIAL YEAR END

The financial year of the Corporation shall end with the 31st day of March in each year.

ARTICLE 4 BOARD OF DIRECTORS

4.1 NOMINATIONS TO BOARD

Subject to this section and all other provisions of this Bylaw, nominations for election as Director at the annual general meeting of the Corporation may be made only in accordance with the following process:

- (a) the Governance Committee shall request written nominations for vacant positions on the Board of Directors from the Directors and Members;
- (b) the Governance Committee shall, throughout the year, identify potential candidates for Directors and determine the willingness of such candidates to serve;
- (c) the Governance Committee will receive and review all nominations and will prepare a list of recommended nominees to the Board;
- (d) the Board will receive and review the list of recommended nominations, together with applications. The Guidelines for the nomination of Directors under section 4.12 (c), (d); and
- (e) should be consulted by the Board in its determination of the appropriate candidates for election as a Director.

⁸ NFPCA s.59(1)

4.2 BOARD COMPOSITION

- (a) The affairs of the Corporation shall be governed by a Board consisting of a maximum of eighteen (18) Directors and a minimum of fifteen (15)⁹, of whom a minimum of nine (9) and a maximum of twelve (12) shall be elected Directors. All Directors have voting rights at Board meetings and appropriate committee meetings except for the following ex-officio non-voting Members:

- (i) Chief Executive Officer or designate;
- (ii) Chief of Staff;
- (iii) Foundation Board Chair;
- (iv) Auxiliary President;
- (v) Chief Operating Officer; and
- (vi) Chief Nursing Executive.

All of whom are not entitled to vote at Board or Governance Committee meetings.

- (b) (i) A person may be honoured by the Board with a position as Honorary Board Director of the Hospital because he/she is a former member of the Board who has made extra ordinary contributions to the Board.
- (ii) Honorary Board Directors shall not:
- (A) be bound by attendance requirements; or
 - (B) be eligible to vote at board or committee meetings or to hold office.

4.3 QUALIFICATION OF DIRECTORS

- (a) Every Director shall have a residence, be employed or carry on business in the hospital catchment area prior to being elected as a Director.
- (b) Excluded Persons are disqualified from being a Director of the Corporation.

4.4 TERM OF OFFICE RESTRICTIONS

- (a) No person may serve as a Director for more terms than will constitute twelve (12) consecutive years of service, except for ex officio Directors.
- (b) A former Director restricted by paragraph 4.04 (a) may serve as a Director following a break in continuous service of at least one (1) year.
- (c) No Director may serve as Chair, Vice-Chair or Treasurer for more than three (3) consecutive terms in one of the aforementioned offices, with the following exceptions:

⁹ NFPCA s.22(2).

- (i) in the case of appointment to fulfill an unexpired term; or
- (ii) upon agreement by all Directors, the term may be renewable in further one (1) year increments for an additional three (3) years, providing that the Director has not exceeded the total of twelve (12) years of continuous service allowable on the board; or
- (iii) the restriction for the term of office in clause above, does not apply to the office of the Secretary when such position is held by the President and Chief Executive Officer.

4.5 VACANCY AND TERMINATION OF OFFICE

- (a) The office of a Director shall be vacated:
 - (i) if the Director at any time fails to meet the qualifications set out in section 4.3;
 - (ii) if the 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; or
 - (iii) if at a special meeting of Members a resolution is passed by at least two-thirds (2/3) of the votes cast by the Members at the special meeting removing the Director before the expiration of the Director's term of office.
- (b) The Board may recommend to the Members that the office of an elected Director be vacated by a resolution of the Members if:
 - (i) the Director no longer meets the qualifications set out in section 4.3; or
 - (ii) if a Director knowingly fails to comply with the Public Hospitals Act, the Act, the Corporation's Letters Patent, Bylaw, Rules, Regulations, Policies and procedures, including without limitation, the confidentiality, conflict of interest and standard of care requirements set out in this Bylaw as determined by the Board acting in its absolute sole discretion.
- (c) If a vacancy occurs at any time among the Directors either by a resignation, by death or removal by the Members in accordance with clause 4.5 (a) (iv) above, or by any other cause, such vacancy may be filled by a qualified person elected by the Board to serve until the next annual meeting.
- (d) At the next annual meeting 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 paragraph 4.4 (a) above.

4.6 CONFLICT OF INTEREST

- (a) Every Director or officer who, either directly or through one of the Director's Associates, has or thinks the Director may potentially have an actual or perceived Conflict of Interest or is a party to a material proposed or current material contract, transaction, matter or decision of the Corporation, shall disclose the nature and extent of the Conflict of Interest at a meeting of the Board.

- (b) The declaration of this conflict shall be disclosed at the meeting of the Board or Committee at which the material contract, transaction, matter or decision is first raised.
- (c) If the Director, or the Director's Associates, becomes interested in a material contract, transaction, matter or decision after the Board meeting at which it is first raised, the Director shall make a declaration at the next Board meeting following the Director's perception or apprehension of a conflict.
- (d) If the case of an existing material contract, transaction, matter or decision, the declaration shall be made at the first meeting of the Board after the individual becomes a Director or the interest comes into being.
- (e) In the case of an officer who is not a Director, the declaration of interest for a contract, transaction or proposed contract or transaction shall be disclosed forthwith after:
 - (i) the officer becomes aware that the contract, transaction or proposed contract or transaction is to be or has been considered by the Board;
 - (ii) the officer or their Associates becomes interested in the contract or transaction; or
 - (iii) the individual becomes an officer.
- (f) All such declarations of interest (including the specific nature thereof) shall be recorded in the minutes of the meeting and in the minutes of every meeting at which the matter that is the subject of the declaration is addressed (either discussed or voted on). The Secretary of the Corporation shall maintain a list of all ongoing matters that are the subject of a Conflict of Interest declaration, together with the identity of the conflicted Director(s) or officer(s). Such list shall be referred to by the Secretary (or designate) when preparing Board or Committee packages, and any materials relating to a matter that is the subject of a Conflict of Interest declaration shall be omitted from the Board or Committee package of any conflicted Director or officer.
- (g) After making such a declaration, no interested Director shall vote or be present at the vote or during the discussions, or otherwise attempt to influence the voting, on a material contract, transaction, matter or decision, nor shall the Director be counted in any required quorum with respect to the vote. The abstention of the conflicted Director from discussion and voting shall also be recorded in the minutes of each relevant meeting. The conflicted Director is not restricted from answering questions about or explaining the Director's involvement in the matter that is the subject of the declaration.
- (h) If a Director or officer has made a declaration of Conflict of Interest in compliance with this Bylaw, the Director or officer is not accountable to the Corporation for any profits the Director or officer may realize from the material contract, transaction, matter or decision.
- (i) If the Director or officer fails to make a Declaration of the Director's or officer's interest in a material contract, transaction, matter or decision, as required by this Bylaw, this failure may be considered grounds for termination of the Director's or officer's position as a Director or officer, in addition to any other remedies available to the Corporation under statute, equity or common law. A Director's or officer's undeclared Conflict of Interest may, at the discretion of the Board, be brought before the members for approval and confirmation.
- (j) The failure of any Director or officer to comply with the Conflict of Interest provisions of this Bylaw does not, in or of itself, invalidate any material contract, transaction, matter or decision

undertaken by the Board, although the material contract, transaction, matter or decision may be voidable at the discretion of the Board.

- (k) If a Director believes that any other Director or officer is in a Conflict of Interest position with respect to any material contract, transaction, matter or decision, the Director or officer shall have such concern recorded in the minutes, and the Director or officer with the alleged Conflict of Interest shall have the right to address the Board with respect to the allegation, and shall then absent himself/herself from the room. Thereafter, at the request of the Director or officer who recorded the initial concern, the Board shall vote on whether the Director or officer alleged to have a Conflict of Interest is, in the opinion of the Board, in a Conflict of Interest. If the Board finds the person in a Conflict of Interest, that interested Director or officer shall absent himself/herself during any subsequent discussion or voting process relating to or pertaining to the conflict. The question of whether a Director or officer has a Conflict of Interest shall be determined by the Board and shall be final.
- (l) If the Board finds that the person is not in conflict, the Board will then vote on the material contract, transaction, matter or decision and the votes of each Director shall be recorded.
- (m) Where the number of Directors who, by reason of the provisions of this section, are prohibited from participating in a meeting is such that at that meeting the remaining Directors are not of sufficient number to constitute a quorum, then, notwithstanding any other provision in this Bylaw, the remaining number of Directors shall be deemed to constitute a quorum.
- (n) Where, in the circumstances mentioned in the preceding paragraph, the remaining number of Directors who are not prohibited from participating in the meeting is less than three (3), the President and Chief Executive Officer may apply to the Superior Court of Justice on an ex parte basis for an Order authorizing the Board to give consideration to, discuss and vote on the matter out of which the interest arises, or such other relief as the Court may consider appropriate.
- (o) The above provisions relating to Conflict of Interest apply to all Committee members with necessary changes to points of detail.

4.7 CONFIDENTIALITY

- (a) Every Director, officer and employee of the Corporation shall respect the confidentiality of matters brought before the Board, keeping in mind that unauthorized statements could adversely affect the interests of the Corporation.
- (b) The 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.

4.8 ROLES OF THE BOARD

The Board shall:

- (a) Policy Formulation

Establish Policies to provide guidance to those empowered with the responsibility to manage Hospital operations.

(b) Decision-Making

Choose from alternatives which are consistent with Board Policies and that advance the Vision, Mission and Values of the Hospital.

(c) Oversight

Monitor and assess organizational processes and outcomes.

4.9 RESPONSIBILITIES OF THE BOARD

The Board shall:

(a) Define outcomes to:

- (i) formulate the vision, mission, and values of the Hospital;
- (ii) contribute to the development of and approve the strategic plan of the Hospital;
- (iii) ensure that key corporate priorities are formulated that help the Hospital accomplish its mission and actualize its vision;
- (iv) monitor and measure corporate performance against the strategic and operating plans; and
- (v) regularly review the functioning of the Corporation in relation to the objects of the Corporation as stated in the Letters Patent and the Bylaw, and demonstrate accountability for its responsibilities to the annual meeting of the Corporation.

(b) **Provide for Excellent Leadership and Management** in the Chief Executive Officer, Chief Operating Officer and Chief of Staff Positions.

- (i) Appoint the Chief Executive Officer. In doing so, the Board shall satisfy itself as to the integrity of the Chief Executive Officer.
- (ii) Establish a Board policy for the performance evaluation and compensation of the Chief Executive Officer.
- (iii) Specify measurable performance expectations in cooperation with the Chief Executive Officer appraise/assess performance and determine compensation.
- (iv) Delegate responsibility and concomitant authority to the Chief Executive Officer and require accountability to the Board.
- (v) Select the Chief of Staff. In doing so, the Board shall satisfy itself as to the integrity of the Chief of Staff.
- (vi) Establish a Board policy for the performance evaluation and compensation of the Chief of Staff.
- (vii) Specify measurable performance expectations in cooperation with the Chief of Staff appraise/assess performance and determine compensation.

- (viii) Delegate responsibility and authority to the Chief of Staff and require accountability to the Board.
- (c) Ensure Succession Planning for the CEO
 - (i) Provide for Chief Operating Officer succession.
 - (ii) Provide for Chief of Staff succession.
 - (iii) Ensure that Chief Executive Officer and Chief of Staff establish an appropriate succession plan for both Executive Management and Professional Staff leadership.
- (d) Ensure Oversight of Professional Staff
 - (i) Credential Professional Staff:
 - (A) make the final appointment, reappointment and privilege decisions; and
 - (B) ensure the effectiveness and fairness of the credentialing process.
 - (ii) Ensure quality goals (using best practices) are developed and monitor indicators of clinical outcomes, quality of service and achievement of desired outcomes which are consistent with the mission and values.
 - (iii) Ensure that utilization and risk management systems are in place and operating effectively.
 - (iv) Provide oversight of the Professional Staff through and with the Medical Advisory Committee and Chief of Staff.
- (e) Build Relationships

Build and maintain good relationships with the Ministry of Health and Long-Term Care and other key stakeholders, volunteers, political leaders, donors and the Foundation.
- (f) Ensure Financial Viability
 - (i) Establish key financial objectives that support the organization's goals and mission (including capital allocations and expenditures).
 - (ii) Ensure that optimal utilization of resources is a key focus and that the organization operates within its resource envelope.
 - (iii) Ensure that the organization undertakes the necessary financial planning activities so that resources are allocated effectively.
- (g) Ensure Board Effectiveness
 - (i) Develop and document the Board's approach to corporate governance including developing a set of corporate governance principles and guidelines.
 - (ii) Measure the Board's own effectiveness and efficiency, including monitoring the effectiveness of individual Directors and Board officers and employing a process for Board renewal that embraces evaluation and continuous improvement.

- (iii) Ensure ethical behaviour and compliance with laws and regulations, audit and accounting principles, accreditation requirements and the Bylaw.
 - (iv) Ensure the decision-making processes are transparent and that appropriate representation and input are achieved.
- (h) Ensure Effective Communication

Ensure the Hospital has a policy to enable effective communication with its stakeholders and the public generally.
- (i) Establish Programs Required under the Public Hospitals Act

Ensure that an occupational health and safety program and a health surveillance program are established and require accountability on a regular basis. Ensure that Policies are in place to encourage and facilitate organ procurement and donation.
- (j) Establish Accountability

The Board, being accountable for quality and safety, shall establish mechanisms and policies which provide a high quality of care for patients and which ensure the safety of patients, health care providers, employees or all other persons at the hospital.

4.10 RESPONSIBILITIES OF INDIVIDUAL DIRECTORS

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

- (a) adhere to the principles of governance set out in section 4.11 and the Corporation's vision, mission and core values;
- (b) work positively, co-operatively and respectfully as a member of the team with other Directors and with the Corporation's management and staff;
- (c) respect and abide by Board decisions;
- (d) serve on at least one (1) standing Committee;
- (e) regularly attend Board and Committee meetings;
- (f) complete the necessary background preparation in order to participate effectively in meetings of the Board and its Committees;
- (g) keep informed about:
 - (i) matters relating to the Corporation;
 - (ii) the health needs of the community served;
 - (iii) other health care services provided in the region; and
 - (iv) health preservation programs;
- (h) participate in initial orientation as a new Director and in on-going Board education;

- (i) participate in an annual self and peer evaluation of the Board and individual members; and
- (j) represent the Board, when requested.

4.11 PRINCIPLES OF GOVERNANCE

- (a) The Board is responsible for the governance of the Corporation.
- (b) The Board shall provide strategic leadership to the Corporation in the establishment of and commitment to the Corporation's vision, mission and core values.
- (c) The Board shall ensure that the Corporation provides the best possible health care within the resources that are made available to it.
- (d) The Board serves the community in carrying out its responsibilities.
- (e) The Board shall constantly seek resources to meet the needs of the community served and shall ensure that the Corporation operates within its resources and monitors their efficient and effective use.
- (f) The Board shall establish a culture of open debate, forthright examination of all issues, and, when considering conflicting issues, shall act at all times in the best interests of the Corporation, while having regard for the needs of the community served.
- (g) The Board shall provide strategic leadership to the Corporation in realizing its mandate, vision and core values, focusing its energy on matters of policy rather than day-to-day operations, and maintaining at all times a clear distinction between Board and staff roles.
- (h) The Board shall carry on its duties in accordance with the Corporation's Letters Patent, supplementary Letters Patent, Bylaw and all applicable legislation.

4.12 GUIDELINES FOR THE NOMINATION OF DIRECTORS

- (a) To ensure the membership of the Board reflects the breadth, depth and diversity of the community the following principles, qualities and skills will guide the Governance Committee when considering candidates for Board membership:
 - (i) the Board should be seen as capable and experienced to lead the Corporation;
 - (ii) the membership of the Board shall reflect a wide range of interests and perspectives including:
 - (A) understanding the special needs of the community;
 - (B) community involvement; and
 - (C) perspective of patients and their families;
 - (iii) The membership of the Board and its Committees should encompass both the universal competencies in Directors and the collective competencies in Directors, while balancing the need to consider succession planning for the Board; and

- (iv) The membership must have regard for the demographic, linguistic, cultural, economic, geographic, ethnic, religious and social characteristics of the community served.
- (b) The Board should be seen as applying objective criteria in determining the appropriate candidates for election as a Director and in doing so, shall review the Corporation's vision, strategic direction for the upcoming three (3) years and shall require that an appropriate application for each of the candidates be completed which application shall be objectively considered by the Board prior to developing its recommendations for the membership. In doing so, the Governance Committee shall consider identified universal, collective and specifically identified competencies that candidates should have.
- (c) The Governance Committee should ensure that all Board members have the following universal competencies:
 - (i) understanding of the distinction between the strategic and policy role of the Board and the day-to-day operational responsibilities of management;
 - (ii) capability to give leadership to the development of the Corporation;
 - (iii) commitment to the vision, mission and core values of the Corporation;
 - (iv) ability to work as a member of a team;
 - (v) willingness to participate in Board orientation and continuing education;
 - (vi) respect for the views of others;
 - (vii) objectivity;
 - (viii) recognition of the time commitment and the willingness to devote the time and energy necessary to perform the role of directors (considering commitments of the candidate to other organizations)
 - (ix) enthusiasm and capacity for resolving challenging issues;
 - (x) integrity and the absence of conflicts of interest
 - (xi) independence;
 - (xii) an understanding of the range of obligations and constraints imposed upon directors of corporations; and
 - (xiii) an understanding of the unique cultural and support requirements of individuals and special communities.
- (d) The Governance Committee should strive to ensure that the following collective competencies are present in the Board as a whole:
 - (i) prior experience in governance;
 - (ii) strategic planning experience;
 - (iii) experience in the management and restructuring of complex organizations;

- (iv) understanding of healthcare needs, issues and trends;
 - (v) understanding of the diverse needs of the county;
 - (vi) previous experience in the health field;
 - (vii) awareness of provincial healthcare trends;
 - (viii) demonstrated leadership on behalf of the needs of patients and families;
 - (ix) knowledge and experience in business and management;
 - (x) knowledge and experience in education;
 - (xi) understanding of fiscal, financial and legal matters;
 - (xii) knowledge and experience in health professional education;
 - (xiii) knowledge and experience in human resource management;
 - (xiv) knowledge and experience in communications and information technology;
 - (xv) knowledge and experience in government and public relations; and
 - (xvi) personality traits that are likely to improve Board performance.
- (e) The Governance Committee shall annually identify specific characteristics that should be sought in recruitment, given the Corporation's current strategic priorities and Board needs.
- (f) Current Board members whose terms are expiring are not entitled to automatically stand for re-election but must be considered in light of paragraphs 4.12 (b), (c), (d) and (f) and in addition, the Board member's performance during the Board member's term including consideration of the following factors:
- (i) an understanding of governance and the Director's fiduciary duty to act in the best interest of the Corporation;
 - (ii) demonstration of high ethical standards and integrity;
 - (iii) ability to commit the necessary time for Board and Committee meetings, retreats, events and meeting preparation;
 - (iv) commitment to continuing education;
 - (v) effective communication, including contributions at Board and Committee meetings and on behalf of the Board where requested;
 - (vi) support of Board actions (regardless of how Director voted);
 - (vii) ability to express a dissenting opinion in a constructive manner;
 - (viii) ability to integrate continuing education into Board deliberations;

- (ix) compliance with the governing legislation, letters patent and Bylaw, including without limitation, the conflict of interest and confidentiality provisions of this Bylaw;
- (x) support of the Corporation's objects, mission, vision and values; and
- (xi) personality traits demonstrated by the Director.

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

4.13 FIDUCIARY DUTY AND STANDARD OF CARE OF DIRECTORS AND OFFICERS

- (a) Every Director and officer of the Corporation shall in exercising their powers and discharging their duties to the Corporation:
 - (i) act honestly and in good faith with a view to the best interests of the Corporation; and
 - (ii) exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.
- (b) Every Director and officer shall comply with the Act, the Corporation's Articles and Bylaws.

ARTICLE 5 OFFICERS OF THE BOARD AND OF THE CORPORATION

5.1 OFFICERS

- (a) The Board shall elect the following individual officers at the annual meeting of the Corporation:
 - (i) The Chair;
 - (ii) The Vice-Chair;
 - (iii) The Treasurer; and
 - (iv) The Secretary.
- (b) The Chief Executive Officer will be the Secretary of the Board.
- (c) Ex-officio Directors shall be ineligible for election as Chair or Vice-Chair.

5.2 DUTIES OF CHAIR

The duties of the Chair of the Board shall include, without limitation, the following:

- (a) when present, preside at all meetings of the Board;
- (b) be an ex officio member of all Committees of the Board;

- (c) in consultation with the President and Chief Executive Officer, develop the agenda for Board meetings;
- (d) where possible, ensure that appropriate Board and Committee information and supporting materials are provided to Board and Committee members at least five (5) business days prior to their meetings;
- (e) ensure that the actions of the Board are in accordance with the Hospital's goals and priorities and the Board's own goals;
- (f) report regularly and promptly to the Board on issues that are relevant to its governance responsibilities;
- (g) set a high standard for Board conduct by modelling, articulating and upholding rules of conduct set out in Bylaw and Policies;
- (h) intervene when necessary in instances involving conflict of interest, confidentiality and other Board Policies;
- (i) be responsible for addressing issues associated with under performance of Directors including, if applicable, their removal from the Board;
- (j) serve as the Board's central point of official communication with the President and Chief Executive Officer and, as such, develop a positive, collaborative relationship with the President and Chief Executive Officer, including acting as a sounding board for the President and Chief Executive Officer on emerging issues and alternative courses of action;
- (k) ensure that the annual review of the President and Chief Executive Officer's and Chief of Staff's performance and compensation is done in accordance with Board approved policy;
- (l) report to each annual meeting of Members of the Corporation concerning the operations of the Corporation;
- (m) represent the Corporation at public or official functions; and
- (n) perform such other duties as may from time to time be determined by the Board.

5.3 DUTIES OF VICE-CHAIR

The Vice-Chair of the Board shall have all the powers and perform all the duties of the Chair in the absence or disability of the Chair and any other duties assigned by the Board.

5.4 DUTIES OF TREASURER

The Treasurer of the Corporation shall:

- (a) be a member of the Finance and Audit Committee (but shall not act as Chair);
- (b) be the custodian of the books of account and accounting records of the Corporation required to be kept by the provisions of the Act;

- (c) at least quarterly submit financial statements to the Board indicating the financial position of the Corporation for the previous most recently completed financial statement. The financial statements shall not be earlier than three (3) months preceding the date of the Board meeting;
- (d) ensure that the investment policy as established by the Board is in place, and monitor compliance with the policy;
- (e) ensure that the financial statements are audited on an annual basis coinciding with the Corporation's fiscal year end; and
- (f) perform such other duties as may be established by resolution of the Board.

5.5 DUTIES OF SECRETARY

The Secretary shall:

- (a) attend meetings of the Board and meetings of such Committees of the Board as the Board may direct;
- (b) keep a record of the minutes of all meetings;
- (c) keep a roll of names and addresses of the members of the Board;
- (d) attend to correspondence of the Board;
- (e) prepare all reports required under any *Act* or regulation of the Province of Ontario;
- (f) be the custodian of all minute books, documents and registers of the Corporation required to be kept by the provisions of the *Act*;
- (g) be the custodian of the seal of the Corporation;
- (h) keep copies of all testamentary documents and trust instruments by which benefits are given to the use of the Corporation and provide the office of the Public Guardian and Trustee in accordance to the provisions of the *Charities Accounting Act* (Ontario);
- (i) ensure that appropriate notice of Board and Committee meetings is given to the Directors;
- (j) chair the first meeting of the Directors of the Corporation following the annual general meeting until such time as the Chair of the Board is elected by the Directors; and
- (k) perform such other duties as the Board may direct.

5.6 DUTIES OF CHIEF EXECUTIVE OFFICER

- (a) The Chief Executive Officer will be the Secretary of the Board.
- (b) The Chief Executive Officer shall:
 - (i) be responsible to the Board for the general administration, organization and management of the Corporation in accordance with Policies established by the Board and report to the Board on such matters;

- (ii) attend meetings of the Board and of its Committees or his/her delegate;
- (iii) be responsible to the Board, for taking such action as the Chief Executive Officer considers necessary to ensure compliance with the *Act*, the *Public Hospitals Act* and the Regulations thereunder and the Bylaw of the Corporation;
- (iv) employ, control and direct all employees of the Corporation;
- (v) notwithstanding the provisions of section 8.02, be responsible for payment of all 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;
- (vi) report to the Board any matter about which it should have knowledge;
- (vii) report to the Chief of Staff or President of Medical Staff:
 - (A) any oversight of clinical practice of the Professional Staff members in the Hospital;
 - (B) any failure of a member of the Professional Staff to act in accordance with statute law or regulations thereunder, or Corporation Bylaw and rules;
 - (C) any patient who does not appear to be making reasonable progress towards recovery or who is not being visited frequently enough by the attending member of the Professional Staff; and
 - (D) any other matter about which the Chief Executive Officer or they should have knowledge;
- (viii) represent the Hospital externally to the community, government, media and other organizations and agencies;
- (ix) communicate with related healthcare agencies to promote co-ordination and/or planning of local healthcare services;
- (x) establish an organizational structure to ensure accountability of all programs, services and staff for fulfilling the mission, objectives and strategic plan of the Hospital; and
- (xi) be a non-voting member of the Medical Advisory Committee.

5.7 PROTECTION OF DIRECTORS AND OFFICERS

- (a) Except as otherwise provided in the *Act*, no Director, officer, or member of any Committee appointed or authorized by the Board shall be liable to the Corporation or to the Members for the acts, receipts, neglect or default of any other Director, officer, employee or Committee member, or for joining in any receipt or other act for conformity, or for any loss, damage or expense suffered or incurred by the Corporation through the insufficiency or deficiency of title to any property acquired by order of the Board for or on behalf of the Corporation or for the insufficiency or deficiency of any security or upon which any of the monies of the Corporation shall be invested, or for any loss or damage arising from the bankruptcy, insolvency or tortuous act of any person with whom any of the monies, securities or effects of the Corporation shall be deposited, or for any loss occasioned by any error of judgement

or oversight on their part, or for any other loss, damage or misfortune whatever which shall occur in the execution of the duties of their office or in relation thereto unless the same is occasioned by their own wilful neglect or default or by their dishonest, fraudulent or criminal act.

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

5.8 INDEMNIFICATION OF OFFICERS AND DIRECTORS

- (a) The Corporation shall indemnify the Directors and officers and committee members of the Corporation, the former Directors and officers and committee members of the Corporation and an individual who acts or acted at the Corporation's request as a Director, officer or a committee member, or in a similar capacity, of another entity, against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by the individual in respect of any civil, criminal, administrative, investigative or other action or proceeding in which the individual is involved because of that association with the Corporation or such other entity.¹⁰
- (b) The Corporation shall advance money to the Director, officer or other individual referred to in paragraph 5.08(a) for the costs, charges and expenses of an action or proceeding referred to in that paragraph, but the individual shall repay the money if the individual does not fulfil the conditions set out in paragraph 5.8(c).¹¹
- (c) The Corporation shall not indemnify an individual under paragraph 5.6(a) unless,
 - (i) the individual acted honestly and in good faith with a view to the best interests of the Corporation or other entity, as the case may be; and
 - (ii) if the matter is a criminal or administrative proceeding that is enforced by a monetary penalty, the individual had reasonable grounds for believing that his/her conduct was lawful.¹²
- (d) The indemnity provided for in the preceding paragraph 5.08(a) shall not apply to any liability which a Director or officer of the Hospital may sustain or incur as the result of any act or omission as a member of the Professional Staff of the Hospital.

5.9 INDEMNIFICATION OF EMPLOYEES

The Corporation may indemnify an employee or former employee of the Corporation or independent contractor (hereinafter referred to as the "Indemnified Person") who acts or acted at the Corporation's request and the Indemnified Person's heirs and legal representatives, against all costs, charges and

¹⁰ NFPCA s.46(1).

¹¹ NFPCA s.46(2).

¹² NFPCA s.46(3).

expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by the Indemnified Person in respect of any civil, criminal or administrative action or proceeding to which the Indemnified Person is made a party by reason of being or having been an employee of the Corporation, if,

- (a) the Indemnified Person acted honestly and in good faith with a view to the best interests of the Corporation; and
- (b) in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, the Indemnified Person had reasonable grounds for believing that the Indemnified Person's conduct was lawful.

5.10 INSURANCE¹³

The Board will cause to be purchased and maintained as it considers advisable and necessary to ensure that Directors, officers and members of Committees will be indemnified and saved harmless in accordance with this Bylaw. The premiums for such insurance coverage shall be paid from the funds of the Corporation.

ARTICLE 6 REGULAR AND SPECIAL MEETINGS OF THE BOARD

6.1 REGULAR MEETINGS

- (a) The Board shall meet at the Head Office of the Corporation at such time, 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 at a place other than the Head Office.
- (b) There shall be four (4) regular meetings per annum.
- (c) A regular or special meeting of the Board or any committee meeting may be held by telephone, electronic or other communication facilities that permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously, and persons participating in the meeting by those means are deemed to be present at the meeting.

6.2 SPECIAL MEETINGS

- (a) The Chair or Vice-Chair of the Board may call special meetings of the Board.
- (b) The Secretary of the Board shall call a meeting of the Board if three (3) Directors so request in writing.
- (c) Notice of a special meeting of the Board shall specify the purpose of the meeting, and shall be given at least twenty-four (24) hours in advance of the meeting.

¹³ NFPCA s.46(6).

6.3 PROCEDURES FOR BOARD MEETINGS

- (a) The declaration of the Secretary or Chair that notice has been given pursuant to this Bylaw, shall be sufficient and conclusive evidence of the giving of such notice.
- (b) No error or omission in giving notice for a meeting of Directors shall invalidate such meeting or invalidate any proceedings at such meeting and any Director may at any time waive notice of any such meeting and may ratify and approve any or all proceedings.
- (c) Guests may attend in-camera meetings of the Board only upon:
 - (i) invitation by the chair of the meeting;
 - (ii) invitation by the President and Chief Executive Officer with the approval of the Chair of the meeting; or
 - (iii) resolution of the Board.
- (d) Minutes shall be kept for all meetings of the Board.
- (e) Despite any other provisions of this Bylaw, any Director may at any time require that a vote be recorded. The request for a recorded vote does not require a motion and is not debatable or amendable.

6.4 QUORUM

- (a) A quorum for any meeting of the Board shall be a majority of the Directors.
- (b) No meeting of the Board shall be duly constituted for the transaction of business unless a quorum is present. There will be no representation by proxy at any Board meeting.

6.5 VOTING

- (a) Subject to paragraph 6.5(b) and section 6.6 below, at all regular and special meetings of the Board, voting shall be determined in accordance with the process set out in paragraph 1.2(f).
- (b) Despite any other provisions of this Bylaw, any Director entitled to vote at a meeting may at any time require that the vote be recorded. The request for a recorded vote does not require a motion and is not debatable or amendable.
- (c) A Director who is present at a meeting of the Directors or of a Committee of Directors is deemed to have consented to any resolution passed or action taken at the meeting unless¹⁴:
 - (i) Director's dissent is entered in the minutes of the meeting;
 - (ii) the Director requests that their dissent be entered in the minutes of the meeting;
 - (iii) the Director gives their dissent to the secretary of the meeting before the meeting is terminated; or

¹⁴ NFPCA, s. 45(1)

- (iv) the Director submits their dissent immediately after the meeting is terminated to the Corporation.
- (d) A Director who was not present at a meeting at which a resolution was passed or action taken is deemed to have consented to the resolution or action unless within seven days after becoming aware of the resolution, the Director¹⁵:
 - (i) causes their dissent to be placed with the minutes of the meeting; or
 - (ii) submits their dissent to the Corporation.
- (e) A resolution, signed by all the Directors entitled to vote on that resolution at a meeting of Directors or of a Committee is as valid as if it had been passed at a meeting of Directors or of a Committee.¹⁶

6.6 RULES OF ORDER

Any questions of procedure at or for any meetings of the Corporation, of the Board, of the Medical or Professional Staff, or of any Committee, which have not been provided for in this Bylaw or by the *Act* or by the *Public Hospitals Act* or Regulations thereunder, or the Medical Staff Rules, shall be determined by the Chair in accordance with the rules of procedure adopted by resolution of the Board.

6.7 RULES

The Board may, from time to time, make such rules as it may deem necessary or desirable for the better management, operation, and maintenance of the Hospital, provided however that any such rule shall conform with the provision of this Bylaw, and the requirement of the *Federal and Provincial Acts* governing hospitals.

ARTICLE 7 COMMITTEES OF THE BOARD

7.1 ESTABLISHMENT OF COMMITTEES

- (a) The Governance Committee shall make recommendations at the first regular meeting of the Board following the annual meeting, appointing members to the following standing committees, and name the Chair of each Committee where necessary:
 - (i) Executive Committee;
 - (ii) Governance Committee;
 - (iii) Finance and Audit Committee;
 - (iv) Fiscal Advisory Committee;
 - (v) Continuous Quality Improvement Committee; and

¹⁵ NFPCA, s. 45(3)

¹⁶ NFPCA, s. 35(1)

- (vi) such other standing and ad hoc Committees as it deems appropriate or as are required by the *Public Hospitals Act*.
- (b) The Board may at any meeting appoint and prescribe the duties of any special Committee and name the Chair of each special Committee.
- (c) The Board may by resolution dissolve any special Committee at any time.
- (d) Meetings of the respective Committees may also be held at the call of the respective Committee's chair.
- (e) On an annual basis, the standing and special Committees of the Board shall establish goals and objectives that are aligned with the Corporation's strategic plan and key corporate priorities.
- (f) The terms of reference and performance of the standing and special Committees of the Board shall be evaluated on a yearly basis.
- (g) No decision of a Committee shall be binding on the Board until approved or ratified by the Board, or in urgent circumstances, by the Governance Committee.
- (h) All committees are accountable to the Board.

7.2 EXECUTIVE COMMITTEE

- (a) The Executive Committee shall consist of:
 - (i) The Chair;
 - (ii) The Vice-Chair; and
 - (iii) The Chief Executive Officer.
- (b) The Executive Committee shall:
 - (i) exercise the full powers of the Board in all matters of administrative urgency, reporting every action at the next meeting of the Board; and
 - (ii) study and advise or make recommendations to the Board on any matter as directed by the Board.

7.3 GOVERNANCE COMMITTEE

The Governance Committee may also act as the Bylaw Committee and Nominations Committee or may strike sub-committees to act as the Bylaw Committee and Nominations Committee.

(a) Committee Membership

The Governance Committee shall consist of at least:

- (i) one (1) Director appointed as committee chair by the Board Chair;

- (ii) two (2) other Directors; and
 - (iii) the Chief Executive Officer or designate.
- (b) Support
 - (i) Chief Operating Officer; and
 - (ii) Executive Assistant.
- (c) Responsibilities of the Governance Committee:
 - (i) create a St. Francis Memorial Hospital governance model;
 - (ii) set criteria for board recruitment/selection;
 - (iii) Board structure;
 - (iv) Committee structure;
 - (v) governance principles;
 - (vi) Board development and orientation;
 - (vii) Board evaluation and accountability;
 - (viii) succession planning for Directors, Chief Executive Officer's and Chief Operating Officer positions;
 - (ix) Bylaw/policy support to governance;
 - (x) stakeholder relationship management and structure;
 - (xi) monitor/assess governance model as required;
 - (xii) recommend governance improvements;
 - (xiii) serve as an information resource to the President and Chief Executive Officer at his/her request;
 - (xiv) perform such other tasks as requested by the Board and with the ability to make decisions on behalf of the Board in urgent circumstances, between Board meetings;
 - (xv) report on the actions of any such circumstances to the Board;
 - (xvi) perform other activities as directed by the Board; and
 - (xvii) strategic planning.
- (d) Meetings

The Committee shall meet at the call of the Chair.

7.4 FINANCE AND AUDIT COMMITTEE

(a) Committee Membership:

The Finance and Audit Committee shall consist of at least:

- (i) The Treasurer of the Board, whom shall be chair;
- (ii) two (2) Directors, one of whom shall be chair;
- (iii) additional voting directors as appropriate, not to exceed two (2); and
- (iv) the Chief Executive Officer or designate.

(b) Support

Vice President, Financial Services or designate.

(c) Responsibilities of the Finance and Audit Committee:

- (i) oversee and ensure the integrity of the corporation's financial affairs;
- (ii) oversee and monitor the corporation's assets and risk management;
- (iii) establish priorities for future capital expenditures and resources required to implement the strategic plan;
- (iv) review, provide guidance and/or recommend to the Board, on issues relating to:
 - (A) financial policies;
 - (B) Corporation's Operating and Capital budgets;
 - (C) annual budget for capital and operating revenue and expenditures;
 - (D) performance of investments;
 - (E) Corporation's insurance;
 - (F) Financial Statements; and
 - (G) pension and other liabilities (compensation);
- (v) inform and advise the Board on all property matters;
- (vi) annually review and recommend appointment of auditors; Review auditors' scope of examination; Review with the auditors the annual financial statements and auditors' report prior to submission to the Board;
- (vii) inquire into financial controls, accounting policies and procedures and internal financial systems adjustments recommended by auditors' and/or statutory or regulatory requirements;

- (viii) recommend for Board approval improvements in financial accounting and procedural systems as required;
 - (ix) review state of information technology in use as it relates to the finances of the organization to ensure appropriate recovery plans and other risk related issues; and
 - (x) respond to all expressed concerns relating to any financial management irregularity.
- (d) Meetings
- The Committee shall meet at the call of the Chair.

7.5 FISCAL ADVISORY COMMITTEE

- (a) Committee Membership:
- The Fiscal Advisory Committee shall consist of at least:
- (i) the Chief Executive Officer or designate, whom shall be chair;
 - (ii) a Member of Medical Staff, appointed or elected;
 - (iii) the Director of Patient Care Services;
 - (iv) a staff nurse who is a member of the local Ontario Nurses Association;
 - (v) a staff member who is a member of the local Canadian Union of Public Employees Association;
 - (vi) a staff member who is a member of the non-union employee group; and
 - (vii) in addition, the Chief Executive Officer of the Corporation or designate may appoint other persons to the Fiscal Advisory Committee.
- (b) Support
- (i) Vice President, Financial Services or designate; and
 - (ii) Executive Assistant.
- (c) Responsibilities of Fiscal Advisory Committee
- The Fiscal Advisory Committee shall make recommendations to the Board with respect to the operation, use and staffing of the Hospital.
- (d) Meetings
- The Committee shall meet at the call of the Chair.

7.6 CONTINUOUS QUALITY IMPROVEMENT COMMITTEE

- (a) The Quality Improvement Committee Membership shall consist of at least:
 - (i) a maximum of three (3) Directors one of whom shall be named chair;
 - (ii) the Chief of Staff or President of Medical Staff;
 - (iii) the Chief Executive Officer or delegate;
 - (iv) the Director of Patient Care Services; and
 - (v) a staff member who is not a member of College of Nurses or College of Physicians.
- (b) Support

Accreditation Coordinator (**can be staff member**).
- (c) Reporting

The Quality Committee shall report to the Board at each meeting.
- (d) Duties and Responsibilities:
 - (i) perform the functions of the Quality Committee under the Excellent Care for All Act (ECFAA) and the Quality of Care Committee under the Quality of Care Information Protection Act (QCIPA 2004);
 - (ii) review and recommend to the board, policies, standards and initiatives relating to major areas of clinical quality, patient safety, and other aspects of organizational performance;
 - (iii) oversee and review the hospital's annual quality improvement plan, major plans for performance improvement, patient safety and any other major improvement initiatives. Recommend these plans to the board and report annually to the Board on the outcome of these plans and key improvements and issues;
 - (iv) approve a set of performance indicators for measuring quality of care services, and patient safety to be included in the Corporate Balanced Scorecard. Review and approve the Corporate Balanced Scorecard and Patient Satisfaction Survey results and report in a summary fashion to the Board;
 - (v) monitor timely, summary reports of Hospital and Medical Staff quality assessment, clinical risk management, patient relations and improvement activities, and assess alignment to accreditation standards and the organization's quality policies, standards and goals. Advise the Board on material issues and opportunities for improvement;
 - (vi) review the reports of accreditation agencies and other external quality review bodies, oversee hospital's plan to prepare for accreditation and plans required to correct deficiencies. Report in a summary fashion to the Board;
 - (vii) receive notification and support participation in educational opportunities on important trends in quality of care measurement, performance improvement,

customer service and patient safety. Receive reports from members and staff on key industry trends and initiatives;

- (viii) monitor the implementation of the organization's strategic plan and report to the Board as appropriate;
- (ix) review and make recommendations to the Board on any other matter pertaining to the quality of care, patient safety or customer service in the organization; and
- (x) in accordance with Regulation 965 under the Public Hospital's Act, receive at least twice per year, aggregate critical incident data related to critical incidents and annually report to the Board on hospital's system for ensuring disclosure of a critical incident and systemic steps taken by the hospital to avoid risk of further similar critical incidents. Review reports with respect to sentinel events and oversee any plans developed.

(e) Meetings

The Committee shall meet at the call of the Chair.

ARTICLE 8 FINANCIAL

8.1 BONDING-FIDELITY INSURANCE

- (a) 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.
- (b) The requirements of paragraph 8.1 (a) 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.
- (c) The Corporation shall pay the expense of any fidelity bond or policy secured under paragraphs 8.1 (a) or (b) above.

8.2 BANKING AND BORROWING

- (a) The Board shall by resolution, from time to time, designate the bank in which the bonds or other securities of the Corporation shall be placed for safekeeping.
- (b) The Board shall by resolution, from time to time, designate the signing officers of the Corporation, and they are hereby authorized for and in the name of the Corporation:
 - (i) to draw, accept, sign and make all or any bills of exchange, promissory notes, cheques, and orders for payment of money;
 - (ii) to receive and deposit all Corporation monies in the bank designated under paragraph 8.2 (a) above, and give receipts for same;
 - (iii) to assign and transfer to the bank all or any stocks, bonds, or other securities;

- (iv) from time to time, to borrow money from the bank;
- (v) to transact with the said bank any business which they may think fit;
- (vi) to negotiate with, deposit with, endorse or transfer to the 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;
- (vii) from time to time, to arrange, settle, balance, and certify all books and accounts between the Corporation and the bank designated by the Board under paragraph 8.2 (a) above;
- (viii) to receive all paid cheques and vouchers; and
- (ix) to sign the bank's form of settlement of balance and release.

8.3 SIGNING OFFICERS

- (a) Either the Chair or Vice-Chair of the Board, together with either the Chief Executive Officer or the Chief Operating Officer shall sign on behalf of the Corporation and affix the corporate seal to all contracts, agreements, conveyances, mortgages and other documents, for which Board approval is required.
- (b) The Board may authorize signing officers on behalf of the Corporation, additional to or other than as provided in paragraph 8.3 (a), and will institute and effect such internal audit procedures as it shall determine in consultation with the Auditor of the Corporation.
- (c) Banking - Operating Accounts

In respect of any operating bank accounts of the Hospital, any two of the Chair, the Vice-Chair, Chief Executive Officer, Chief Operating Officer, Director of Patient Care Services and the Manager of Finance, are hereby authorized for and in the name of the Hospital and the Board:

- (i) to draw, accept, sign and make all or any bills of exchange, promissory notes, cheques and orders for payment of money;
- (ii) to receive all monies and to give a quittance for the same;
- (iii) subject to the approval of the Board, to assign and transfer to the bank all or any stocks, bonds and other securities;
- (iv) subject to the approval of the Board, from time to time to borrow money from a bank, by incurring an overdraft or otherwise; and
- (v) generally, for and in the name and on behalf of the Hospital, to transact with the said bank any business they may think fit.

8.4 SEAL

The seal of the Corporation shall be in the form impressed hereon.

8.5 INVESTMENTS

The Board may invest in any investments which are authorized by the Corporation's investment policy.

8.6 ENDOWMENT BENEFITS

- (a) No benefit given in trust to or to the use of the Corporation for endowment purposes shall be hypothecated, transferred or assigned to obtain credit or to receive funds except as allowed by paragraph 8.2.
- (b) The Secretary shall keep copies of all testamentary documents and trust instruments by which benefits are given, bequeathed or devised to, or to the use of, the Corporation.
- (c) The Secretary shall by registered mail, give notice to the Public Guardian and Trustee, in accordance with the terms of the *Charities Accounting Act* (Ontario), of the benefits referred to in paragraph 8.6 (b) which come into the control or possession of the Corporation.
- (d) The Corporation shall apply any trust funds of the Corporation only to the designated purpose(s) for which such funds were intended. Under no circumstances shall the Corporation transfer any funds held in trust by the Corporation to any other individual or entity, unless such transfer complies with all applicable law, including without limitation, the *Charities Accounting Act* (Ontario) and the *Trustee Act* (Ontario).
- (e) The Secretary shall at least semi-annually provide an accounting to the Board with respect to all funds held in trust by the Corporation.

8.7 AUDITOR

- (a) The Corporation shall at its Annual Meeting appoint an auditor who shall not be a member of the Board or an officer or employee of the Corporation or a partner or employee of any such person, and who is duly licensed under the provisions of The *Public Accountancy Act* (Ontario), to hold office until the next Annual Meeting of the Corporation.
- (b) The Auditor shall have all the rights and privileges as set out in the *Act* and shall perform the audit function as prescribed therein.
- (c) In addition to making the report at the Annual Meeting of the Corporation, the Auditor shall from time-to-time report through the Audit Committee to the Board on the audit work with any necessary recommendations.

MEDICAL STAFF BYLAWS

ARTICLE 9

RULES AND REGULATIONS AND POLICIES

9.1 RULES AND REGULATIONS AND POLICIES AND PROCEDURES

- (a) The Board, after consulting with any relevant Professional Staff Association which may exist within the organization, and/or considering the recommendation of the Medical Advisory Committee, may make Rules and Regulations as it deems necessary, including rules and regulations for patient care and safety and the conduct of members of the Professional Staff.

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- (b) The Board, after considering the recommendation of the Medical Advisory Committee, may adopt policies and procedures applicable to the Professional Staff, including policies and procedures that are consistent with Rules and Regulations and support the implementation of Rules and Regulations.

ARTICLE 10 HONORARY STAFF DESIGNATION

10.1 HONORARY STAFF

- (a) An individual may be honoured by the Board by being designated as a member of the Honorary Staff of the Corporation, for such term as the Board deems appropriate, because he or she:
 - (i) is a former member of the Professional Staff who has retired from active practice; and/or
 - (ii) has contributed to the Hospital and has an outstanding reputation or made an extraordinary accomplishment.
- (b) Members of the Honorary Staff:
 - (i) shall not have privileges or provide patient care;
 - (ii) shall not have regularly assigned clinical, academic or administrative duties or responsibilities;
 - (iii) may attend, but shall not vote at, Professional Staff meetings, and shall not be eligible to hold elected or appointed offices in the Professional Staff; and
 - (iv) shall not be bound by the attendance requirements of the Professional Staff.

ARTICLE 11 APPOINTMENT AND REAPPOINTMENT TO PROFESSIONAL STAFF

11.1 APPOINTMENT AND REVOCATION

- (a) The Board, after considering the recommendations of the Medical Advisory Committee, shall appoint annually a Professional Staff, which may include appointments of Medical, Dental, Midwifery, members of the Extended Class Nursing (those not working directly as hospital employees within the organization) and Physician's Assistant designation and shall grant such privileges as it deems appropriate to each member of the Professional Staff so appointed.
- (b) All applications for appointment and reappointment to the Professional Staff shall be processed in accordance with the provisions of this Bylaw and the *Public Hospitals Act*.
- (c) The Board may, at any time, make, revoke or suspend any appointment to the Professional Staff or restrict the privileges of any member of the Professional Staff in accordance with the provisions of this Bylaw and the *Public Hospitals Act*.

11.2 TERM OF APPOINTMENT

- (a) Subject to subsection 11.1(a), each appointment to the Professional Staff shall be for a term of up to one (1) year.
- (b) Where a member of the Professional Staff has applied for reappointment within the time prescribed by the Medical Advisory Committee, the current appointment shall continue:
 - (i) unless subsection 11.2(b)(ii) applies, until the reappointment is granted or not granted by the Board; or
 - (ii) in the case of a member of the Medical Staff and where the reappointment is not granted by the Board and there is a right of appeal to the Health Professions Appeal and Review Board, until the time for giving notice of a hearing by the Health Professions Appeal and Review Board has expired or, where a hearing is required, until the decision of the Health Professions Appeal and Review Board has become final.

11.3 QUALIFICATIONS AND CRITERIA FOR APPOINTMENT TO THE PROFESSIONAL STAFF

- (a) Only applicants who meet the qualifications and satisfy the criteria set out in this Bylaw are eligible to be a member of, and appointed to, the Professional Staff of the Corporation.
- (b) An applicant for appointment to the Professional Staff must meet the following qualifications:
 - (i) have adequate training and experience for the privileges requested;
 - (ii) have a demonstrated ability to:
 - (A) provide patient care at an appropriate level of quality and efficiency expected at the Hospital;
 - (B) work and communicate with, and relate to, others in a co-operative, collegial and professional manner;
 - (C) communicate with, and relate appropriately to, patients and patients' relatives and/or substitute decision makers;
 - (D) participate in the discharge of staff, committee and, if applicable, teaching responsibilities, and other duties appropriate to staff category;
 - (E) meet an appropriate standard of ethical conduct and behaviour; and
 - (F) govern himself or herself in accordance with the requirements set out in this By-law, the Hospital's mission, vision and values, Rules and Regulations and Policies;
 - (iii) have maintained the level of continuing professional education required by the applicant's regulatory College, where applicable;

- (iv) have up-to-date inoculations, screenings and tests as may be required by the occupational health and safety policies and practices of the Hospital, the *Public Hospitals Act* or other legislation;
 - (v) demonstrate adequate control of any significant physical or behavioural impairment affecting skill, attitude or judgment that might impact negatively on patient care or the operations of the Corporation; and
 - (vi) have current membership in the Canadian Medical Protective Association or professional practice liability coverage appropriate to the scope and nature of the intended practice.
- (c) In addition to the qualifications set out in subsection 4.3(2), an applicant for appointment to the Professional Staff as a Physician must meet the following qualifications:
 - (i) be qualified to practice medicine and licensed pursuant to the laws of Ontario and have a Certificate of Registration in good standing with the College of Physicians and Surgeons of Ontario or an equivalent certificate from their most recent licensing body; and
 - (ii) have a current Certificate of Professional Conduct from the College of Physicians and Surgeons of Ontario or the equivalent certificate from their most recent licensing body.
- (d) In addition to the qualifications set out in subsection 11.3(b), an applicant for appointment to the Professional Staff as a Dentist must meet the following qualifications:
 - (i) be qualified to practice dentistry and licensed pursuant to the laws of Ontario and have a letter of good standing from the Royal College of Dental Surgeons of Ontario or the equivalent letter from their most recent licensing body; and
 - (ii) have a current Certificate of Professional Conduct from the Royal College of Dental Surgeons or the equivalent certificate from their most recent licensing body.
- (e) In addition to the qualifications set out in subsection 11.3(b), an applicant for appointment to the Professional Staff as a Midwife must meet the following qualifications:
 - (i) be qualified to practice midwifery and be licensed pursuant to the laws of Ontario and have a Certificate of Registration in good standing with the College of Midwives of Ontario or an equivalent certificate from their most recent licensing body; and
 - (ii) have a current Certificate of Professional Conduct from the College of Midwives of Ontario or the equivalent certificate from their most recent licensing body.
- (f) In addition to the qualifications set out in subsection 11.3(b), an applicant for appointment to the Professional Staff as a Registered Nurse in the Extended Class must meet the following qualifications:
 - (i) be qualified to practice as a nurse in the extended class and hold a current, valid Annual Registration Payment Card as a registered nurse in the extended class with the College of Nurses of Ontario; and
 - (ii) have a letter of good standing from the Ontario College of Nurses or their most recent licensing body.

- (g) In addition to the qualifications set out in subsection 11.3(b), an applicant for appointment to the Professional Staff as a Physician's Assistant must meet the following qualifications:
 - (i) be qualified to practice as a Physician's Assistant in the Province of Ontario and have a defined limited scope of practice, as determined by all sponsoring physicians and delineated within appropriate medical directives.
- (h) All appointments will be considered against the clinical needs of the hospital. If the Board so requires, an Impact Analysis demonstrating that the Hospital has the resources to accommodate the applicant may be requested prior to the appointment decision.
- (i) In addition to any other provisions of the Bylaw, including the qualifications set out in subsections 11.3(b), 11.3(c), 11.3(d), 11.3(e) and 11.3(f), the Board may refuse to appoint any applicant to the Professional Staff on any of the following grounds:
 - (i) the application was incomplete;
 - (ii) the appointment is not consistent with the need for service, as determined by the Board from time to time;
 - (iii) the clinical needs and/or the Impact Analysis of the Corporation and/or Department does not demonstrate sufficient resources to accommodate the applicant; or
 - (iv) the appointment is not consistent with the strategic plan and mission of the Corporation.

11.4 APPLICATION FOR APPOINTMENT TO THE PROFESSIONAL STAFF

- (a) The Chief Executive Officer or delegate shall supply a copy of, or information on how to access a form of the application and the mission, vision, values and strategic plan of the Corporation, the bylaws and the Rules and Regulations and appropriate Policies, to each Physician, Dentist, Midwife, Registered Nurse in the Extended Class, or Physician's Assistant who expresses in writing an intention to apply for appointment to the Professional Staff.
- (b) An applicant for appointment to the Professional Staff shall submit to the Chief Executive Officer one (1) original application in the prescribed form together with signed consents to enable the Hospital to make inquiries of the applicable College and other hospitals, institutions and facilities where the applicant has previously provided professional services or received professional training to allow the Hospital to fully investigate the qualifications and suitability of the applicant. In addition, each applicant will provide 3 references from colleagues with whom they have worked with in the past three years.
- (c) Prior to the consideration of an applicant for appointment, each applicant shall visit the Corporation for an interview with the Chief of Staff or delegate. In addition, if requested by any member of the Medical Advisory Committee, the applicant shall meet with the Chief Executive Officer or delegate and any other members of the Professional Staff.

11.5 PROCEDURE FOR PROCESSING APPLICATIONS FOR APPOINTMENT TO THE PROFESSIONAL STAFF

- (a) Upon receipt of a complete application, the Chief Executive Officer shall deliver each original application forthwith to the Medical Advisory Committee through the Chief of Staff or delegate, who shall keep a record of each application.

- (b) The Medical Advisory Committee shall review all materials in the application, receive the recommendations from the relevant members of the Professional Staff, ensure all required information has been provided, investigate the professional competence and verify the qualifications of the applicant, consider whether the qualifications and criteria required by section 11.3 are met, and determine a recommendation for the Board, in the form of a motion.
- (c) The Medical Advisory Committee shall send, within sixty (60) days of the date of receipt of a complete application, notice of its recommendations to the Board and the applicant, in accordance with the *Public Hospitals Act*.
- (d) Notwithstanding subsection 11.5(c), the Medical Advisory Committee may make its recommendation later than sixty (60) days after receipt of the application if, prior to the expiry of the sixty (60) day period, it indicates in writing to the Board and to the applicant that a final recommendation cannot be made within such sixty (60) day period and gives written reasons thereof.
- (e) Where the Medical Advisory Committee recommends the appointment, it shall specify the category of appointment and the specific privileges it recommends the applicant be granted.
- (f) Where the Medical Advisory Committee does not recommend appointment or where the recommended appointment or privileges differ from those requested, the Medical Advisory Committee shall inform the applicant that he or she is entitled to:
 - (i) 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 notice of the recommendation; and
 - (ii) a hearing before the Board if a written request is received by the Board and the Medical Advisory Committee within seven (7) days of the receipt by the applicant of the written reasons referred to in subsection 11.5(f)(i).
- (g) Where the applicant does not request a hearing by the Board, the Board may implement the recommendation of the Medical Advisory Committee.
- (h) Where an applicant requests a hearing by the Board, it shall be dealt with in accordance with the applicable provisions of the *Public Hospitals Act* and Article 13.
- (i) The Board shall consider the Medical Advisory Committee recommendations within the period specified by the *Public Hospitals Act*.
- (j) The Board, in determining whether to make any appointment or reappointment to the Professional Staff or approve any request for a change in privileges shall take into account the recommendation of the Medical Advisory Committee and such other considerations it, in its discretion, considers relevant including, but not limited to an Impact Analysis, the organization's Strategic Plan and the Corporation's ability to operate within its resources.

11.6 TEMPORARY APPOINTMENT

- (a) Notwithstanding any other provision of this Bylaw, the Chief Executive Officer or delegate, in consultation with the Chief of Staff or delegate may:
 - (i) grant a temporary appointment and temporary privileges to any Professional, provided that such appointment 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

- (ii) continue a temporary appointment and temporary privileges on the recommendation of the Medical Advisory Committee, until the next meeting of the Board.
- (b) A temporary appointment may be made for any reason including:
 - (i) to meet a specific singular requirement by providing a consultation and/or operative procedure; or
 - (ii) to meet an unexpected need for such clinical services as can be provide by the Professional.
- (c) The Board may, after receiving the recommendation of the Medical Advisory Committee, continue a temporary appointment granted pursuant to section 11.6(a) for such period of time and on such terms as the Board determines.
- (d) If the term of the temporary appointment has been completed before the next Board meeting, the appointment shall be reported to the Board.
- (e) The temporary appointment shall specify the category of appointment and any limitations, restrictions or special requirements.

11.7 APPLICATION FOR REAPPOINTMENT TO THE PROFESSIONAL STAFF

- (a) Each year, each member of the Professional Staff desiring reappointment to the Professional Staff shall make written application on the prescribed form to the Chief Executive Officer before the date specified by the Medical Advisory Committee.
- (b) Each application for reappointment to the Professional Staff shall contain the following information:
 - (i) a restatement or confirmation of the undertakings and acknowledgements requested as part of an application for appointment or as required by the Rules and Regulations from time to time;
 - (ii) either:
 - (A) a declaration that all information on file at the Hospital from the applicant's most recent application is up-to-date, accurate and unamended as of the date of the current application; or
 - (B) a description of all material changes to the information on file at the Hospital since the applicant's most recent application, including without limitation: an updated curriculum vitae including any additional professional qualifications acquired by the applicant since the previous application and information regarding any completed disciplinary or malpractice proceedings restriction in privileges or suspensions during the past year;
 - (iii) the categories of appointment requested and a request for either the continuation of, or any change in, existing privileges;

- (iv) if requested, a current Certificate of Professional Conduct or equivalent from the appropriate college or licensing body;
 - (v) confirmation that the member has complied with the disclosure duties set out in s.14.7(d); and
 - (vi) such other information that the Board may require, respecting competency, capacity and conduct, having given consideration to the recommendation of the Medical Advisory Committee.
- (c) In the case of any application for reappointment in which the applicant requests additional privileges, each application for reappointment shall identify any required professional qualifications and confirm that the applicant holds such qualifications.
 - (d) Application for reappointment shall be dealt with in accordance with the *Public Hospitals Act* and section 11.5 of this Bylaw.

11.8 QUALIFICATIONS AND CRITERIA FOR REAPPOINTMENT TO THE PROFESSIONAL STAFF

- (a) In order to be eligible for reappointment:
 - (i) the applicant shall continue to meet the qualifications and criteria set out in section 11.3;
 - (ii) the applicant shall have conducted himself or herself in compliance with these Bylaws, the Hospital's values, all applicable Rules, Regulations, and Policies; and
 - (iii) the applicant shall have demonstrated appropriate use of Hospital resources in accordance with all applicable policies, processes and medical directives of the Corporation.

11.9 APPLICATION FOR CHANGE OF PRIVILEGES

- (a) Each member of the Professional Staff who wishes to change his or her privileges shall submit, on the prescribed form to the Chief Executive Officer or delegate, an application listing the change of privileges requested, and providing evidence of appropriate training and competence and such other matters as the Board may require.
- (b) The Chief Executive Officer or delegate shall refer any such application forthwith to the Medical Advisory Committee through the Chief of Staff or delegate, who shall keep a copy of each application received.
- (c) The Medical Advisory Committee shall investigate the professional competence, verify the qualifications of the applicant for the privileges requested, received the report of the Chief of Staff, and shall submit a report of its findings to the Medical Advisory Committee at its next regular meeting.
- (d) The application shall be processed in accordance with and subject to the requirements of sections 11.8 and subsections 11.5(c) to 11.5(j) of this Bylaw.

11.10 LEAVE OF ABSENCE

- (a) Upon request of a member of the Professional Staff to the Chief of Staff, a leave of absence of up to twelve (12) months may be granted, after receiving the recommendation of the Medical Advisory Committee, by the Chief of Staff,
 - (i) in the event of extended illness or disability of the member, or
 - (ii) in other circumstances acceptable to the Board, upon recommendation of the Chief of Staff.
- (b) After returning from a leave of absence granted in accordance with subsection 11.10(a), the member of the Professional Staff may be required to produce a medical certificate of fitness from a physician acceptable to the Chief of Staff or delegate. The Chief of Staff or delegate may impose such conditions on the privileges granted to such member as appropriate.
- (c) Following a leave of absence of longer than twelve (12) months, a member of the Professional Staff shall be required to make a new application for appointment to the Professional Staff in the manner and subject to the criteria set out in this Bylaw.

ARTICLE 12 MONITORING, SUSPENSION AND REVOCATION

12.1 MONITORING PRACTICES AND TRANSFER OF CARE

- (a) Any aspect of patient care or Professional Staff conduct being carried out in the Corporation may be reviewed without the approval of the member of the Professional Staff responsible for such care by the Chief of Staff or delegate.
- (b) Where any member of the Professional Staff or Corporation staff reasonably believes that a member of the Professional Staff is incompetent, attempting to exceed his or her privileges, incapable of providing a service that he or she is about to undertake, or acting in a manner that exposes or is reasonably likely to expose any patient, health care provider, employee or any other person at the Hospital to harm or injury, such individual shall communicate that belief forthwith to either the Chief of Staff or the Chief Executive Officer, so that appropriate action can be taken.
- (c) If the Chief of Staff or delegate becomes aware that, in his or her opinion a serious problem exists in the diagnosis, care or treatment of a patient, the officer shall forthwith discuss the condition, diagnosis, care and treatment of the patient with the attending member of the Professional Staff. If changes in the diagnosis, care or treatment satisfactory to the Chief of Staff or delegate are not made, he or she shall forthwith assume the duty of investigating, diagnosing, prescribing for and treating the patient.
- (d) Where the Chief of Staff or delegate has cause to take over the care of a patient, the Chief Executive Officer and one other member of the Medical Advisory Committee, the attending member of the Professional Staff, and the patient or the patient's substitute decision maker shall be notified in accordance with the *Public Hospitals Act*. The Chief of Staff or delegate shall file a written report with the Medical Advisory Committee within forty-eight (48) hours of his or her action.

- (e) Where the Medical Advisory Committee concurs with such action taken under subsection 12.1(d), the Medical Advisory Committee shall forthwith make a detailed written report to the Chief Executive Officer and the Board of the problem and the action taken.

12.2 SUSPENSION, RESTRICTION OR REVOCATION OF PRIVILEGES

- (a) The Board may, at any time, in a manner consistent with the *Public Hospitals Act* and this Bylaw, revoke or suspend any appointment of a member of the Professional Staff or revoke, suspend, restrict or otherwise deal with the Privileges of a member of the Professional Staff.
- (b) Any administrative or leadership appointment of the member of the Professional Staff will automatically terminate upon the restriction, revocation or suspension of privileges or, revocation of appointment, unless otherwise determined by the Board.
- (c) Where an application for appointment or reappointment is denied or, the privileges of a member of the Professional Staff have been restricted, suspended or revoked, by reason of incompetence, negligence or misconduct, or the member resigns from the Professional Staff during the course of an investigation into his or her competence, negligence or misconduct, the Chief Executive Officer shall prepare and forward a detailed written report to the member's regulatory body as soon as possible, and not later than thirty (30) days.

12.3 IMMEDIATE ACTION

- (a) The Chief Executive Officer or delegate or Chief of Staff or delegate may temporarily restrict or suspend the privileges of any member of the Professional Staff, in circumstances where in their opinion the member's conduct, performance or competence:
 - (i) exposes or is reasonably likely to expose any patient, health care provider, employee or any other person at the Hospital to harm or injury; or
 - (ii) is or is reasonably likely to be detrimental to patient safety or to the delivery of quality patient care within the Hospital,

And immediate action must be taken to protect patients, health care providers, employees and any other person at the Hospital from harm or injury.

- (b) Before the Chief Executive Officer or delegate, the Chief of Staff or delegate takes action authorized in subsection 12.3(a), they shall first consult with one of the other of them. If such prior consultation is not possible or practicable under the circumstances, the person who takes the action authorized in subsection 12.3(a) shall provide immediate notice to the others. The person who takes the action authorized in subsection 12.3(a) shall forthwith submit a written report on the action taken with all relevant materials and/or information to the Medical Advisory Committee.

12.4 NON-IMMEDIATE ACTION

- (a) The Chief of Staff or delegate, or Chief Executive Officer or delegate, may recommend to the Medical Advisory Committee that the privileges of any member of the Professional Staff be restricted, suspended or revoked in any circumstances where in their opinion the member's conduct, performance or competence:
 - (i) fails to meet or comply with the criteria for annual reappointment; or

- (ii) exposes or is reasonably likely to expose any patient, health care provider, employee or any other person at the Hospital to harm or injury; or
 - (iii) is or is reasonably likely to be, detrimental to patient safety or to the delivery of quality patient care within the Hospital or impact negatively on the operations of the Hospital; or
 - (iv) fails to comply with the Hospital's Bylaws, Rules and Regulations, or Policies, the *Public Hospitals Act* or any other relevant law.
- (b) Prior to making a recommendation as referred to in subsection 12.4(a), an investigation may be conducted. Where an investigation is conducted it may be assigned to an individual within the Hospital other than the Medical Advisory Committee or an external consultant.

12.5 REFERRAL TO MEDICAL ADVISORY COMMITTEE FOR RECOMMENDATIONS

- (a) Following the temporary restriction or suspension of privileges under section 12.3, or the recommendation to the Medical Advisory Committee for the restriction or suspension of privileges or the revocation of an appointment of a member of the Professional Staff under section 12.4, the following process shall be followed:
- (i) the Chief of Staff or delegate, or Chief Executive Officer or delegate, shall forthwith submit to the Medical Advisory Committee a written report on the action taken, or recommendation, as the case may be, with all relevant materials and/or information;
 - (ii) a date for consideration of the matter will be set, not more than ten (10) days from the time the written report is received by the Medical Advisory Committee; and
 - (iii) as soon as possible, and in any event, at least forty-eight (48) hours prior to the Medical Advisory Committee meeting, the Medical Advisory Committee shall provide the member with a written notice of:
 - (A) the time and place of the meeting;
 - (B) the purpose of the meeting; and
 - (C) a statement of the matter to be considered by the Medical Advisory Committee together with any relevant documentation.
- (b) The date for the Medical Advisory Committee to consider the matter under 12.5(a) may be extended by:
- (i) an additional five (5) days in the case of a referral under 12.3; or
 - (ii) any number of days in the case of a referral under 12.4,
- If the Medical Advisory Committee considers it necessary to do so.
- (c) The Medical Advisory Committee may:
- (i) set aside the restriction or suspension of privileges; or

- (ii) recommend to the Board a suspension or revocation of the appointment or a restriction, suspension or revocation of privileges on such terms as it deems appropriate. Notwithstanding the above, the Medical Advisory Committee may also refer the matter to a sub-committee of the Medical Advisory Committee.
- (d) If the Medical Advisory Committee recommends the continuation of the restriction or suspension or a revocation of privileges or recommends a revocation of appointment and/or makes further recommendations concerning the matters considered at its meeting, the Medical Advisory Committee shall within twenty-four (24) hours of the Medical Advisory Committee meeting provide the member with written notice of the Medical Advisory Committee's recommendation.
- (e) The written notice shall inform the member that he or she is entitled to:
 - (i) written reasons for the recommendation if a request is received by the Medical Advisory Committee within seven (7) days of the member's receipt of the notice of the recommendation; and
 - (ii) a hearing before the Board if a written request is received by the Board and the Medical Advisory Committee within seven (7) days of the receipt by the member of the written reasons requested.
- (f) If the member requests written reasons for the recommendation under 12.5(e), the Medical Advisory Committee shall provide the written reasons to the member within forty-eight (48) hours of receipt of the request.

ARTICLE 13

BOARD HEARING

13.1 BOARD HEARING

- (a) A hearing by the Board shall be held when one of the following occurs:
 - (i) the Medical Advisory Committee recommends to the Board that an application for appointment, reappointment or requested privileges not be granted and the applicant requests a hearing in accordance with the *Public Hospitals Act*; or
 - (ii) the Medical Advisory Committee makes a recommendation to the Board that the privileges of a member of the Professional Staff be restricted, suspended or revoked or an appointment be revoked and the member requests a hearing.
- (b) The Board will name a place and time for the hearing.
- (c) In the case of immediate suspension or revocation of privileges, the Board hearing shall be held within seven (7) days of the date the applicant or members requests the hearing under 13.1(a). In the case of non-immediate suspension or revocation of privileges the Board hearing will be held as soon as practicable but not later than twenty-eight (28) days after the Board receives the written notice from the member or applicant requesting the hearing.
- (d) The Board may extend the time for the hearing date if it is considered appropriate.
- (e) The Board will give written notice of the hearing to the applicant or member and to the Medical Advisory Committee at least five (5) days before the hearing date.

- (f) The notice of the Board hearing will include:
 - (i) the place and time of the hearing;
 - (ii) the purpose of the hearing;
 - (iii) a statement that the applicant or member and Medical Advisory Committee will be afforded an opportunity to examine prior to the hearing, any written or documentary evidence that will be produced, or any reports the contents of which will be given in evidence at the hearing;
 - (iv) a statement that the applicant or member may proceed in person or be represented by counsel, call witnesses and tender documents in evidence in support of his or her case;
 - (v) a statement that the time for the hearing may be extended by the Board on the application of any party; and
 - (vi) a statement that if the applicant or member does not attend the meeting, the Board may proceed in the absence of the applicant or member, and the applicant or member will not be entitled to any further notice in the hearing.
- (g) The parties to the Board hearing are the applicant or member, the Medical Advisory Committee and such other persons as the Board may specify.
- (h) The applicant or member requiring a hearing and the Medical Advisory Committee shall be afforded an opportunity to examine, prior to the hearing, any written or documentary evidence that will be produced, or any reports the contents of which will be used in evidence.
- (i) Members of the Board holding the hearing will not have taken part in any investigation or consideration of the subject matter of the hearing and will not communicate directly or indirectly in relation to the subject matter of the hearing with any person or with any party or their representative, except upon notice to and an opportunity for all parties to participate. Despite the foregoing, the Board may obtain legal advice.
- (j) The findings of fact of the Board pursuant to a hearing will be based exclusively on evidence admissible or matters that may be noticed under the *Statutory Powers Procedure Act*.
- (k) No member of the Board will participate in a decision of the Board pursuant to a hearing unless they are present throughout the hearing and heard the evidence and argument of the parties and, except with the consent of the parties, no decision of the Board will be given unless all members so present participate in the decision.
- (l) The Board shall make a decision to follow, amend or not follow the recommendation of the Medical Advisory Committee. The Board, in determining whether to make any appointment or reappointment to the Professional Staff or approve any request for a change in privileges shall take into account the recommendation of the Medical Advisory Committee and such other considerations it, in its discretion, considers relevant including, but not limited to, the considerations set out in sections 11.3, 11.8 and 11.9 respectively.
- (m) A written copy of the decision of the Board will be provided to the applicant or member and to the Medical Advisory Committee.
- (n) Service of a notice to the parties may be made personally or by registered mail addressed to the person to be served at their last known address and, where notice is served by registered

mail, it will be deemed that the notice was served on the third (3rd) day after the day of mailing unless the person to be served establishes that they did not, acting in good faith, through absence, accident, illness or other causes beyond their control, receive it until a later date.

ARTICLE 14

PROFESSIONAL STAFF CATEGORIES AND DUTIES

14.1 PROFESSIONAL STAFF CATEGORIES FOR PHYSICIANS

- (a) The Physician complement of the Professional Staff shall be divided into the following groups:
 - (i) Active;
 - (A) with ER privileges; or
 - (B) without ER privileges;
 - (ii) Associate;
 - (A) with ER privileges; or
 - (B) without ER privileges;
 - (iii) Courtesy;
 - (iv) Locum Tenens;
 - (v) Consulting;
 - (vi) Temporary;
 - (vii) Honorary;
 - (viii) Casualty Officer; and
 - (ix) such categories as may be determined by the Board from time to time having given consideration to the recommendation of the Medical Advisory Committee.

14.2 ACTIVE STAFF - PHYSICIANS

- (a) The physicians designated as Active Staff shall consist of those appointed to the Active Staff by the Board and who have completed satisfactory service as Associate Staff of at least one (1) year or who the Board, on the recommendation of the Medical Advisory Committee, appoints directly to the Active Staff.
- (b) Except where approved by the Board, no physician with an active staff appointment at another Hospital, shall be appointed to the Active Staff.
- (c) Each member of the Active Staff shall:
 - (i) have admitting privileges unless otherwise specified in their appointment;

- (ii) attend patients and undertake treatment and operative procedures only in accordance with the kind and degree of privileges granted by the Board and in accordance with the scope of services, policies, processes and medical directives of the Hospital;
- (iii) be responsible to the Chief of Staff for all aspects of patient care;
- (iv) act as a supervisor of other members of the Professional Staff when requested by the Chief of Staff;
- (v) fulfil such on-call requirements as may be established by any medical Department or Division;
- (vi) participate in sub-committees of the Medical Advisory Committee and Hospital Program Committees, as well as act as Professional Staff liaisons to other clinical programs of the Hospital as assigned by the Medical Advisory Committee, or the Chief of Staff, or the President of the Medical Staff;
- (vii) perform such other duties as may be prescribed by the Medical Advisory Committee or requested by the Chief of Staff from time to time; and
- (viii) as a Physician, be entitled to attend and vote at meetings of the Professional Staff and be eligible to be an elected or appointed officer of the Professional Staff.

14.3 ASSOCIATE STAFF - PHYSICIANS

- (a) Physicians who are applying for appointment to the Active Staff, subject otherwise to the determination of the Board (see 14.2), will be assigned to the Associate Staff. In no event shall an appointment to the Associate Staff extend beyond two (2) years.
- (b) Each member of the Associate Staff shall:
 - (i) have admitting privileges unless otherwise specified in their appointment;
 - (ii) work under the supervision of an Active Staff member named by the Chief of Staff or delegate to whom he or she has been assigned;
 - (iii) undertake such duties in respect of patients as may be specified by the Chief of Staff;
 - (iv) fulfil such on call requirements as may be established;
 - (v) perform such other duties as may be prescribed by the Medical Advisory Committee or requested by the Chief of Staff or delegate from time to time;
 - (vi) as a Physician, be entitled to attend and vote at Professional Staff meetings but shall not be eligible to be an elected or appointed officer of the Professional Staff; and
 - (vii) at one (1) year intervals following the appointment of an Associate Staff member to the Professional Staff, the Active Staff member by whom the Associate Staff member has been supervised shall provide a report to the Medical Advisory Committee concerning:
 - (A) the knowledge and skill that has been shown by the Associate Staff member;
 - (B) the nature and quality of his or her work in the Corporation; and

- (C) his or her performance and compliance with the criteria set out in subsection 11.3(b).
- (viii) Upon receipt of the report referred to in subsection 14.3(c)(i), the appointment of the member of the Associate Staff shall be reviewed by the Medical Advisory Committee.
- (ix) If any report made under subsections 14.3(c)(i) or 14.3(c)(ii) is not favourable to the Associate Staff member, the Medical Advisory Committee may recommend the appointment of the Associate Staff member be terminated. If the report is favourable, the relationship will continue between the Corporation and the Associate Staff member.
- (x) No member of the Associate Staff shall be recommended for appointment to the Active Staff unless they have been a member of the Associate Staff for at least one (1) year. In no event shall an appointment to the Associate Staff be continued for more than two (2) years.

14.4 COURTESY STAFF – PHYSICIANS

- (a) The Board may grant a physician an appointment to the courtesy staff in one or more of the following circumstances:
 - (i) the applicant has an active staff commitment at another Corporation; or
 - (ii) the applicant lives at such a remote distance from the Corporation that it limits full participation in active staff duties, but he or she wishes to maintain an affiliation with the Corporation; or
 - (iii) the applicant has a primary commitment to, or contractual relationship with, another community or organization; or
 - (iv) the applicant requests access to limited Corporation resources or out-patient programs or facilities; or
 - (v) the applicant provides primary care services at clinics or Health Centres administered by the hospital; or
 - (vi) where the Board deems it otherwise advisable.
- (b) The Board may grant a physician an appointment to the courtesy staff with such privileges as the Board deems advisable. Privileges to admit patients shall only be granted under specified circumstances.
- (c) The circumstances leading to an appointment under this section shall be specified by the physician on each application for re-appointment.
- (d) Courtesy Staff shall be entitled to attend Professional Staff meetings but shall not have a vote and shall not be eligible to hold an elected or appointed office of the Professional Staff.
- (e) Courtesy Staff shall attend a minimum of one professional staff meeting each year, preferably the annual meeting.

14.5 LOCUM TENENS STAFF – PHYSICIANS

- (a) Locum Tenens Staff consist of Physicians who have been admitted to the Locum Tenens Staff by the Board in order to meet specific clinical needs for a defined period of time in one or more of the following circumstances:
 - (i) to be a planned replacement for a Physician for specified period of time; or
 - (ii) to provide episodic services.
- (b) The appointment of a Physician as a member of the Locum Tenens Staff may be for up to one (1) year, subject to renewal, which The Board having considered the recommendation of the Medical Advisory Committee, may permit.
- (c) A Locum Tenens Staff shall:
 - (i) have admitting privileges unless otherwise specified in their appointment;
 - (ii) work under the counsel of members of the Active Staff; and
 - (iii) attend patients and undertake treatment and procedures in accordance with the kind and degree of privileges granted by the Board.
- (d) Locum Tenens Staff shall not, subject to any determination by the Board or Medical Staff in any individual case, attend at Professional Staff meetings. Locum Tenens Staff shall not vote and will neither be elected nor appointed to any office of the Professional Staff.

14.6 EXTENDED CLASS NURSING STAFF, MIDWIVES, PHYSICIAN’S ASSISTANTS STAFF, AND DENTAL STAFF

- (a) The Board, having given consideration to the advice of the Medical Advisory Committee, will delineate the privileges for each member of Extended Class Nursing Staff, Midwives, Physician’s Assistants Staff, and Dental Staff who is not an employee of the Corporation; such privileges shall be aligned with the scope of practice for each professional, on an individual basis:
 - (i) each new applicant for appointment to the Extended Class Nursing Staff, Midwives, Physician’s Assistants Staff shall be appointed for an initial probationary period of one (1) year;
 - (ii) prior to completion of the one (1) year probationary period, a performance evaluation summary for a member of the Extended Class Nursing Staff, Midwives, Physician’s Assistants Staff shall be presented to the Medical Advisory Committee by the Chief of Staff, or delegate, concerning the knowledge and skill that has been shown by the Extended Class Nursing Staff, Midwives, Physician’s Assistants Staff member, the nature and quality of his or her work and his or her performance and compliance with the criteria set out in subsection 11.3(b); and
 - (iii) the Medical Advisory Committee which shall in turn make a recommendation to the Board on any reappointments to the Extended Class Nursing Staff, Midwives, and Physician’s Assistants Staff.

- (b) Members of the Extended Class Nursing Staff, Midwives, Physician's Assistants Staff may, at the discretion of the President of the Medical Staff, be entitled to attend but not vote at Professional Staff meetings and shall not be eligible to hold an elected or appointed office in the Professional Staff.
- (c) Members appointed as Dental Staff Members shall hold such qualifications that allow them to perform dental services for patients under the care of the hospital and shall act in consultation with, and at the request of, an Active, Associate or Locum member of the Professional Staff and shall not practice autonomously within the hospital. Privileges for Dental Staff Members shall be for a one-year period.

14.7 DUTIES OF ALL PROFESSIONAL STAFF

Each member of the Professional Staff:

- (a) is accountable to and shall recognize the authority of the Board through and with the Chief of Staff and Chief Executive Officer;
- (b) shall co-operate with and respect the authority of the Chief of Staff, the Medical Advisory Committee, and the Chief Executive Officer;
- (c) shall perform the duties, undertake the responsibility and comply with the provisions set out in this Bylaw and the Rules and Regulations and Policies; and
- (d) shall forthwith advise the Chief of Staff of the commencement of any College disciplinary proceeding, proceedings to restrict or suspend privileges at other hospitals, or malpractice actions.

14.8 CHIEF OF STAFF

- (a) The Board shall appoint a member of the active medical staff to be the Chief of Staff after giving consideration to the advice of the Medical Advisory Committee and a recommendation of the medical staff.
- (b) Subject to annual confirmation by the Board, an appointment made under subsection 14.8 (a) shall be for a term of three (3) years but the Chief of Staff shall hold office until a successor is appointed.
- (c) The usual maximum number of terms under subsection 14.8(a) shall be two, provided however that following a break in the continuous service of at least one year the same person may be re-appointed. However, the Board may grant, after due consideration of any recommendation from Medical Advisory Committee, any number of terms to an incumbent Chief of Staff, if it believes it is in the best interests of the organization to do so.
- (d) The Board may at any time revoke or suspend the appointment of the Chief of Staff.
- (e) The Chief of Staff is an Ex-Officio position and therefor is a non-voting member of the Board. The Chief of Staff may, however, attend and vote at any committee of the Board, except for the Board's Executive Committee.

14.9 DUTIES OF THE CHIEF OF STAFF

The Chief of Staff shall:

- (a) be accountable to the Board;
- (b) organize the Professional Staff to ensure that the quality of the medical care given to all patients of the Corporation is in accordance with policies established by The Board and in accordance with professional standards of practice;
- (c) chair the Medical Advisory Committee;
- (d) advise the Medical Advisory Committee and the Board with respect to the quality of medical care for treating patients of the Corporation;
- (e) report regularly to the Board and medical staff 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 Professional Staff, to supervise the practice of medicine of any other member of the Professional Staff, as appropriate under these Bylaws for any period of time required;
- (g) in consultation with the Chief Executive Officer, designate an alternate to act during an absence;
- (h) supervise the processes to ensure professional care is provided by all members of the Professional Staff in the Corporation;
- (i) be responsible to the Board through and with the Chief Executive Officer for the appropriate utilization of resources by all members of the Professional Staff;
- (j) report to the Medical Advisory Committee on activities of the Corporation including the utilization of resources and quality assurance;
- (k) participate in the development of the Corporation's mission, objectives, and strategic plan;
- (l) work with the Medical Advisory Committee to plan medical manpower needs of the Corporation in accordance with the Corporation's strategic plan;
- (m) participate in Corporation resource allocation decisions;
- (n) to ensure that medical staff participate in medical staff committees, hospital committees and programs, as well as medical rounds;
- (o) ensure that there is a process for participation in continuing Professional Staff education;
- (p) provide input to the Medical Advisory Committee concerning competency issues of the Professional Staff. Notify The Board of all recommendations from the Medical Advisory Committee;
- (q) advise the Professional Staff on current Corporation policies, objectives and rules;
- (r) delegate appropriate responsibility to the members of the Professional Staff; and
- (s) liaise externally with other provider agencies and health care entities to further the Mission of the Hospital and to report back to the Medical Advisory Committee and the Board when appropriate.

14.10 ENHANCED PROFESSIONAL STAFF PRIVILEGING PROCESS

(NTD: Optional – for consideration)

Commencing on the thirtieth (30th) day of June following attaining the age of seventy-five (75), a member of the Professional Staff may only be appointed to a Professional Staff category with clinical activities if the member satisfies all of the following criteria:

- (a) the applicant meets all of the re-application criteria set out in the Bylaw;
- (b) the Members shall have undertaken a personalized enhanced peer review process and the results of the peer review satisfy the Department Chief and Chief of Staff that the applicant meets the standard of care expected from members of the Medical Staff; and
- (c) the Corporation is unable to attract an applicant with like skills, training, and experiences and not reappointing the applicant would be prejudicial to the health and welfare of the Corporation's patients.

ARTICLE 15 MEDICAL ADVISORY COMMITTEE

15.1 COMPOSITION OF MEDICAL ADVISORY COMMITTEE

- (a) The Medical Advisory Committee shall consist of the following voting members:
 - (i) the Chief of Staff (who shall act as Chair of the Medical Advisory Committee);
 - (ii) the Chiefs of Departments (if any);
 - (iii) the President of the Professional Staff; and
 - (iv) all members of the Active Medical Staff as appointed by the Board from time to time.
- (b) In addition, the Chief Executive Officer and Chief Nursing Officer shall attend the meetings of the Medical Advisory Committee and vote on all motions, except those concerning recommendations pursuant to appointments to the Professional Staff.

15.2 RECOMMENDATIONS OF MEDICAL ADVISORY COMMITTEE

The Medical Advisory Committee shall consider and make recommendations and report to the Board, in accordance with the *Public Hospitals Act* and the regulations pertaining thereto.

15.3 MEDICAL ADVISORY COMMITTEE DUTIES AND RESPONSIBILITIES

The Medical Advisory Committee shall, perform the duties and undertake the responsibilities set out in the *Public Hospitals Act*, including:

- (a) Physician members of the Medical Advisory Committee shall comprise the membership of the Credentials Committee;
- (b) make recommendations to the Board concerning the following matters:
 - (i) every application for appointment or reappointment to the Professional Staff and any request for a change in privileges;
 - (ii) the privileges to be granted to each member of the Professional Staff;
 - (iii) the Bylaws and Rules and Regulations respecting the Medical Staff, Dental Staff, Midwifery Staff, Extended Class Nursing Staff, and Physician's Assistants Staff;
 - (iv) the revocation, suspension or restrictions of privileges of any member of the Professional Staff; and
 - (v) the quality of care provided in the Hospital by all members of the Professional Staff;
- (c) supervise the clinical practice of medicine, dentistry, midwifery, extended class nursing, and physician's assistant processes in the Hospital;
- (d) appoint the Medical Staff members of all committees established under section 10.4;
- (e) receive any reports of the sub-committees of the Medical Advisory Committee, or other committees, groups or individuals, which are required annually (where specified) or from time to time;
- (f) advise the Board on any matters referred to the Medical Advisory Committee by the Board;
- (g) review the briefing reports from any individuals or committees that function;
- (h) under the direction of the Medical Advisory Committee and ensure that these individuals or committees are actively engaged at least annually (unless stipulated elsewhere in these Bylaws);
- (i) the Medical Advisory Committee shall oversee the medically relevant activities that are performed on its behalf that relate to Performance Measurement (Health Records and Utilization). These activities may be delegated to an individual or committee by the Medical Advisory Committee;
- (j) the Medical Advisory Committee shall direct and review any medically relevant quality assurance activities, as is appropriate under legal obligations, or as specifically directed by the Board or by motion of the Medical Advisory Committee to be performed. In addition, the Medical Advisory Committee shall review such information from either the Quality Improvement or Quality Assurance Committees of the Hospital, as is brought forward for review by the Chief of Staff, the CEO, the President of the Medical Staff, or the Chief Nursing Officer; and
- (k) where the Medical Advisory Committee identifies systemic or recurring quality of care issues in making its recommendations to the Board under subsection 2(a)(v) of the Hospital Management Regulation (965) under the *Public Hospitals Act*, the Medical Advisory Committee shall make recommendations about those issues to The Board's Quality Committee (being the quality committee established at MHC under subsection 3(1) of the *Excellent Care for All Act*).

15.4 ESTABLISHMENT OF SUB-COMMITTEES OF THE MEDICAL ADVISORY COMMITTEE

- (a) The Board may establish such standing sub-committees and special sub-committees of the Medical Advisory Committee as may be necessary or advisable from time to time for the Medical Advisory Committee to perform its duties under *the Public Hospitals Act* or the by-laws of the Hospital. Prior to the Board establishing a sub-committee, due consideration of any input from the Medical Advisory Committee shall be given.
- (b) The terms of reference and composition for any standing or special sub-committees of the Medical Advisory Committee may be set out in the Rules and Regulations or in a resolution of the Board, following due consideration of any recommendations of the Medical Advisory Committee.
- (c) The Medical Advisory Committee may establish by motion its own sub-committees, in addition to those directed by the Board, from time to time.
- (d) Each professional staff member will be appointed to a minimum of one MAC sub-committee.

15.5 STANDING SUB-COMMITTEES AND OTHER OVERSIGHT ACTIVITIES OF THE MEDICAL ADVISORY COMMITTEE

- (a) The following standing Medical Advisory Committee sub-committees are hereby established, to aid the Medical Advisory Committee in their work:
 - (i) Credentials Committee;
 - (ii) Infection Control Committee;
 - (iii) Pharmacy and Therapeutics Committee; and
 - (iv) Utilization Review Committee.
- (b) Appointment to Medical Advisory Committee sub-committees

Pursuant to the Hospital Management Regulation, the Medical Advisory Committee shall appoint the Professional Staff members of all Medical Advisory Committee sub-committees provided for in this Bylaw of the Corporation, while other members may be appointed by the Board or CEO.
- (c) Medical Advisory Committee sub-committees Duties
 - (i) In addition to the specific duties of each, as set out in this Bylaw, Medical Advisory Committee sub-committees shall meet at least twice a year, or as otherwise directed by the Medical Advisory Committee; and
 - (ii) Present a briefing report to the Chief of Staff, including any recommendations of each meeting to the next meeting of the Medical Advisory Committee.
- (d) Standing Medical Advisory Committee sub-committees - Chairs

The Medical Advisory Committee shall appoint the chair of each Medical Advisory Committee sub-committee, if the Chair is to be a member of the Professional Staff. There is no obligation for the Chair to be a physician. Where the Medical Advisory Committee advises the CEO to appoint a non-Professional Staff member as the Chair, the CEO shall be responsible to appoint the Chair.

(e) Medical Advisory Committee sub-committees Chair Duties

A Medical Advisory Committee sub-committee Chair:

- (i) shall chair the meetings;
- (ii) shall call the meetings;
- (iii) at the request of the Medical Advisory Committee, shall be present to discuss all or part of any report of the sub-committee; and
- (iv) carry out such further and other duties as may be prescribed by the Medical Advisory Committee from time to time.

(f) Credentials Committee Duties (also see Medical Advisory Committee)

- (i) The Credentials Committee shall be recognized as being those voting physician members that comprise the Medical Advisory Committee and shall ensure that a record of the qualifications and professional career of every member of the Professional Staff is maintained;
- (ii) The Credentials Committee shall establish the authenticity of and investigate the qualifications of each applicant for appointment and re-appointment to the Professional Staff and each applicant for a change in privileges and shall ensure that all applicants meet the appropriate criteria as is established within these Bylaws;
- (iii) The Credentials Committee shall consider reports of the interviews with the applicant;
- (iv) The Credentials Committee shall receive notification from the Chief of Staff if any performance evaluations are performed and when the recommendations for re-appointment have been completed; and
- (v) The Credentials Committee shall perform any other duties prescribed by the Medical Advisory Committee.

(g) Infection Control Committee Duties

The Infection Control Committee shall:

- (i) make recommendations to the Medical Advisory Committee on infection control matters related to:
 - (A) the Occupational Health and Safety Program;
 - (B) immunization programs;

- (C) visitor restrictions or instructions both in general terms and in special circumstances;
- (D) patient restrictions or instructions;
- (E) educational programs for all persons carrying on activities in the Corporation;
- (F) isolation procedures;
- (G) aseptic and antiseptic techniques; and
- (H) environmental sanitation in the Corporation;
- (ii) make recommendations to the Chief Executive Officer with respect to:
 - (A) infection control matters related to the Occupational Health and Safety Program; and
 - (B) infection control matters related to the Health Surveillance Program;
- (iii) follow-up and evaluate the results of each of its recommendations;
- (iv) develop, monitor and evaluate an infection control system which includes a reporting system which come infections, including post discharge infections will come to the Committee's attention;
- (v) review reports from all departments and programs in the Corporation;
- (vi) meet at least quarterly and at the call of the Committee Chair as required; and
- (vii) perform such other duties as may from time to time be requested by the Medical Advisory Committee.

(h) Pharmacy and Therapeutics Committee Duties

The Pharmacy and Therapeutics Committee shall:

- (i) serve in an advisory capacity to the medical, dental, midwifery and extended class nursing 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;
- (ii) evaluate drug utilization, new drugs and current therapeutics and develop a formulary which is suited to the Corporation's needs, and periodically assess the effectiveness of and adherence to the formulary;
- (iii) develop a procedure for the use of non-formulary drugs and mechanisms for their evaluation;
- (iv) periodically analyse a summary of medication errors and their causative factors and make appropriate recommendations regarding prevention to members of the Professional Staff and nursing and/or pharmacy staffs;

- (v) develop an adverse drug reaction reporting program, review all these reports and ensure that a summary is circulated to Professional Staff and nursing staffs when the need arises;
 - (vi) Review all standing orders annually, or more often if deemed necessary.
 - (vii) develop protocols governing programs such as total parenteral nutrition, investigational drugs, self-medication, or ensure that such protocols have been developed after appropriate committee review;
 - (viii) identify and/or arrange appropriate educational programs for all clinical staff to enhance their knowledge of drug therapy and practices;
 - (ix) perform such other duties as the Medical Advisory Committee may direct; and
 - (x) meet quarterly or more frequently at the call of the Committee Chair.
- (i) Clinical Records Committee Duties
- (i) the development of rules to govern the completion of medical records,
 - (ii) a review of medical records for completeness and quality of recording;
 - (iii) a report at least annually to the Medical Advisory Committee with respect to the review of the medical records and the results thereof, and the names of members of the Professional Staff who are delinquent with respect to the rules governing medical records;
 - (iv) a review and revision of forms as they pertain to medical staff record keeping;
 - (v) the retention of medical records and notes, charts and other material relating to patient care; and
 - (vi) any other duties pertaining to medical record keeping as may be requested by the Medical Advisory Committee from time to time.
- (j) Utilization Review Committee Duties
- (i) review utilization patterns in the Corporation and identify where improvements in utilization patterns could be achieved;
 - (ii) monitor overall trends in admissions, length of stay and day program volumes and provide appropriate information to other members of the Professional Staff;
 - (iii) review the reports from each department's utilization review;
 - (iv) ensure that Chief of Staff is educated about utilization review issues and about their responsibility for reporting regularly to the medical staff;
 - (v) report findings and make recommendations to the Medical Advisory Committee and Corporation management;

- (vi) monitor response to those recommendations which are approved by the Medical Advisory Committee and Corporation management and report back on progress achieved;
 - (vii) report quarterly to the medical staff on the Committee's activities;
 - (viii) comment on the resource implications of proposed additions to the medical staff; and
 - (ix) perform such other duties as may be requested from time to time by the Medical Advisory Committee.
- (k) The Medical Advisory Committee shall appoint Active members of the Professional Staff to act as expert stakeholder members to the following Hospital Program Committees:
- (i) Laboratory;
 - (ii) Radiology;
 - (iii) Emergency Services; and
 - (iv) those other committees that may be named from time to time by the Hospital that requires input from the Professional Staff (e.g., Accreditation).
- (l) The Medical Advisory Committee may appoint Active members of the Professional Staff to act as liaisons to other Hospital program or activity, which shall include Diabetes Education, Withdrawal Management, Chemotherapy, Emergency Measures Planning, and any other such group as is determined by the Medical Advisory Committee from time to time. The Professional Staff liaison shall report any relevant issues to the CEO and Medical Advisory Committee on an as required basis.

15.6 QUORUM FOR MEDICAL ADVISORY COMMITTEE AND ANY SUB-COMMITTEE MEETING

A quorum for any meeting of those committees described within these Bylaws shall be a simple majority of the members entitled to vote.

ARTICLE 16 MEETINGS – PROFESSIONAL STAFF

16.1 REGULAR AND SPECIAL MEETINGS OF THE PROFESSIONAL STAFF

- (a) At least one (1) meeting of the Professional Staff will be held each year.
- (b) The order of business at the annual general meeting of the Medical Staff shall be:
 - (i) reading and adoption of the minutes of the previous meeting;
 - (ii) business arising from the minutes and unfinished business;
 - (iii) reports of the President of the Medical Staff;
 - (iv) discussion of clinical and professional matters;

- (v) presentation of clinical cases of specific importance to the professional work of the hospital. When the case of a patient who has been examined by, operated on by, or has received treatment from a member of the Medical staff, is to be presented at a general meeting or at a meeting of the Medical Advisory Committee, the physician who examined, operated on or treated the patient shall be given at least forty-eight hours notice by a Medical Staff Officer and shall attend such a meeting prepared to present and discuss the case;
 - (vi) election of officers for the following year. Only members of the active medical staff may be elected or appointed to any position or office; and
 - (vii) adjournment.
- (c) The President of the Professional Staff may call a special meeting of the Professional Staff, from time to time.
 - (d) Notification of each meeting of Professional Staff shall be given by the Secretary of the Professional Staff to the Professional Staff at least fourteen (14) days in advance of the meeting. Notice of any special meetings shall state the nature of the business for which the special meeting is called.
 - (e) The period of time required for giving notice of any special meeting may be waived in cases of emergency by the majority of those members of the Professional Staff present and entitled to voting at the special meeting, as the first item of business of the meeting.

16.2 QUORUM

A simple majority of members of the Professional Staff entitled to vote and present in person shall constitute a quorum at any regular or special meeting of the Professional Staff.

16.3 RULES OF ORDER

The procedures for meetings of the Professional Staff not provided for in this Bylaw or the Rules and Regulations or Policies shall be governed by the rules of order adopted by the Board.

16.4 MEDICAL STAFF MEETINGS

Meetings of the Professional Staff held in accordance with this Article shall be deemed to meet the requirement to hold meetings of the Medical Staff pursuant to the *Public Hospitals Act*.

ARTICLE 17 OFFICERS OF THE PROFESSIONAL STAFF

17.1 OFFICERS OF THE PROFESSIONAL STAFF

- (a) The provisions of this Article 11 with respect to the officers of the Professional Staff shall be deemed to satisfy the requirements of the *Public Hospitals Act* with respect to officers of the Medical Staff. For greater certainty, the President, Vice President and Secretary of the Professional Staff shall be deemed to be the President, Vice President and Secretary of the Medical Staff.

- (b) The officers of the Professional Staff will be:
 - (i) the President;
 - (ii) the Vice President;
 - (iii) the Secretary; and
 - (iv) such other officers as the Professional Staff may determine.
- (c) The officers of the Professional Staff shall be elected annually for a term of one (1) year by a majority vote of the voting members of the Professional Staff in attendance and voting at a meeting of the Professional Staff. It is recognized that balanced representation is to be attempted when electing officers.
- (d) The officers of the Professional Staff may serve any number of terms in office.
- (e) The officers of the Professional Staff may be removed from office prior to the expiry of their term by a majority vote of the voting members of the Professional Staff in attendance and voting at a meeting of the Professional Staff called for such purpose.
- (f) If the position of any elected Professional Staff officer that becomes vacant during the term may be filled by a vote of the majority of the members of the Professional Staff present and voting at a regular meeting of the Professional Staff or at a special meeting of the Professional Staff called for that purpose.

17.2 ELIGIBILITY FOR OFFICE

Only Physicians who are members of the Active Staff may be elected or appointed to any position or office of the Professional Staff.

17.3 PRESIDENT OF THE PROFESSIONAL STAFF

The President of the Professional Staff shall:

- (a) preside at all meetings of the Professional Staff;
- (b) act as a liaison between the Professional Staff, the Chief Executive Officer, and the Board with respect to matters concerning the Professional Staff;
- (c) support and promote the values and strategic plan of the Corporation;
- (d) be a member of the Medical Advisory Committee, in the capacity as Vice-Chair; and
- (e) be an *ex-officio* Director of the Board and as a Director, fulfill fiduciary duties to the Corporation.

17.4 VICE PRESIDENT OF THE PROFESSIONAL STAFF

The Vice President of the Professional Staff shall:

- (a) in the absence or disability of the President of the Professional Staff, act in place of the President, perform his or her duties and possess his or her powers as set out;
- (b) perform such duties as the President of the Professional Staff may delegate to him or her; and
- (c) be a member of the Medical Advisory Committee.

17.1 SECRETARY OF THE PROFESSIONAL STAFF

The Secretary of the Professional Staff will:

- (d) attend to the correspondence of the Professional Staff;
- (e) ensure notice is given and minutes are kept of Professional Staff meetings;
- (f) be a member of the Medical Advisory Committee; and
- (g) in the absence or disability of the Vice President of the Professional Staff perform the duties and possess the powers of the Vice President as set out

ARTICLE 18 OTHER OFFICERS

18.1 DUTIES OF OTHER OFFICERS

The duties of any other officers of the Professional Staff shall be determined by the Professional Staff.

ARTICLE 19 AMENDMENTS

19.1 AMENDMENTS TO PROFESSIONAL STAFF BYLAW

Prior to submitting amendments to this Bylaw to the approval processes applicable to the Corporation's Bylaws:

- (a) notice specifying the proposed Bylaw or amendments thereto shall be made available for review by the Professional Staff;
- (b) the Professional Staff shall be afforded an opportunity to comment on the proposed amendment(s); and
- (c) the Medical Advisory Committee may make recommendations to the Board concerning the proposed amendment.

19.2 REPEAL AND RESTATEMENT

This Bylaw repeals and restates in its entirety the Bylaws of the Corporation previously enacted with respect to the Professional Staff.

MIDWIFERY STAFF BYLAWS

ARTICLE 20 MIDWIVES

20.1 APPOINTMENT OF MIDWIVES

The Board, on the advice of the Medical Advisory Committee, may appoint annually one or more Midwives and define the privileges with respect to their practice within the Hospital.

20.2 MIDWIFERY STAFF CATEGORIES

The midwifery staff shall be appointed into courtesy staff only.

20.3 APPLICATION FOR APPOINTMENT TO THE COURTESY MIDWIFERY STAFF

- (a) An application for appointment to the midwifery staff shall be processed consistent with the provisions of the Public Hospitals Act and in accordance with the Regulations, for midwives requesting **courtesy** privileges.
- (b) The Chief Executive Officer shall supply access to a copy of the Bylaws, Policies and Guidelines of the Hospital, the Public Hospitals Act and Regulations to each midwife who expresses in writing the intention to apply for appointment to the midwifery staff.
- (c) An applicant for appointment to the midwifery staff shall submit one original written application to the Chief Executive Officer.
- (d) For midwives requesting, each application shall contain:
 - (i) a statement by the applicant that he/she has read the Public Hospitals Act, Policies and Guidelines and the Bylaws of the Hospital;
 - (ii) an understanding that if he/she is appointed to the midwifery staff of the Hospital, he/she will govern himself or herself in accordance with the requirements set out in the Bylaws, Policies and Guidelines of the Hospital;
 - (iii) evidence of midwifery practice protection coverage satisfactory to the Board;
 - (iv) a list of the privileges which are requested;
 - (v) an up-to-date curriculum vitae;
 - (vi) a list of three appropriate referees, including one from a physician who is active in obstetrics and who has worked with them;
 - (vii) information of any previous disciplinary proceeding where there was an adverse finding;
 - (viii) signed consent authorizing any midwifery regulatory body or referee to provide a report on:

- (A) any action taken by its disciplinary committee; and
- (B) whether his/her privileges have been curtailed or cancelled by any medical licensing authority or by another hospital because of incompetence, negligence or any act of professional misconduct;
- (ix) each applicant shall visit the Hospital for an interview with appropriate members of the Medical Staff and the Chief Executive Officer or his/her delegate;
- (x) the Chief Executive Officer shall keep the original application on file;
- (xi) each application shall be considered by the Medical Advisory Committee which shall make a recommendation thereon in writing to the Board within sixty days from the date of the application; and
- (xii) the Hospital and the Medical Advisory Committee shall deal with the application in accordance with the Public Hospitals Act.

20.4 CRITERIA FOR APPOINTMENT TO THE MIDWIFERY STAFF

- (a) Only an applicant qualified to practice as a registered midwife and who holds a current, valid Annual Registration Card from the College of Midwives is eligible to be a member of and appointed credentialing within the Hospital.
- (b) The applicant will have:
 - (i) a certificate of Registration with the College of Midwives of Ontario;
 - (ii) a current certificate of Professional Conduct from the College of Midwives of Ontario;
 - (iii) adequate training and experience for the privileges requested;
 - (iv) evidence of midwifery practice protection coverage satisfactory to the Board; and
 - (v) report on the experience, competence and reputation of the applicant from the Chief of Staff or the Chief of Department in the last hospital or facility in which the applicant trained or held an appointment. If not available, a report from any other physician where the physician has had direct knowledge of the midwife's experience, competence and reputation.
- (c) The applicant must agree to govern himself or herself in accordance with the requirements set out in this Bylaw, policies of the Hospital.
- (d) The applicant must indicate to the Credentials Committee adequate control of any significant physical or behavioral impairment that affects skill, attitude or judgment.

20.5 TERM

Each appointment to the midwifery staff shall be of one year, but shall continue in effect until the Boards has made appointments for the ensuing year.

20.6 RE-APPOINTMENT

- (a) Application for Re-appointment and Performance Review
 - (i) each year the Board shall require each member of the Midwifery staff to make written application for reappointment to the Medical Staff on the prescribed form to the Credentials Committee.
 - (ii) the applications for re-appointment to the midwifery staff shall be processed as set out below.
- (b) Criteria for Re-Appointment to the Midwifery Staff
 - (i) the applicant continues to meet the criteria set out at section 20.4; and
 - (ii) the applicant demonstrates an appropriate use of Hospital resources.
- (c) Refusal to Re-Appoint

Pursuant to the Public Hospitals Act, the Board may refuse to re-appoint a member of the midwifery staff.

20.7 MIDWIFERY STAFF DUTIES

- (a) Each member of the midwifery staff is accountable to and shall recognize the authority of the Board through the Chief of Staff and the Chief Executive Officer.
- (b) Each member of the midwifery staff shall:
 - (i) attend and treat patients within the limits of the privileges granted by the Board, unless the privileges are otherwise restricted;
 - (ii) notify the Chief Executive Officer of any change in the certificate of Registration with the College of Midwives on Ontario; and
 - (iii) abide by the Public Hospitals Act, Bylaws and Policies of the Hospital.
- (c) Every member of the midwifery staff shall co-operate with:
 - (i) the Chief of Staff and the Medical Advisory Committee;
 - (ii) the Chief of Emergency;
 - (iii) the Chief Executive Officer; and
 - (iv) the Director of Patient Care Services.

20.8 MONITORING ABERRANT PRACTICES

Where any member of the medical or Hospital staff believes that a member of the midwifery staff is attempting to exceed his or her privileges or is temporarily incapable of providing a service that he or she is about to undertake, the belief shall be communicated immediately to the Chief of Staff, and to the Chief Executive Officer.

DENTAL STAFF BYLAWS

ARTICLE 21 DENTAL STAFF BYLAWS

21.1 APPOINTMENT

- (a) Only a person qualified to practice dentistry pursuant to the laws of Ontario is eligible for appointment to the dental staff.
- (b) The Board, on the advice of the Medical Advisory Committee may appoint one or more dentists to the dental staff of the Hospital.
- (c) Appointments to the dental staff shall be for one fiscal year, or the remaining part thereof.
- (d) An applicant for membership on the dental staff shall submit his application or re-application in writing to the Administrator on the prescribed form.
- (e) Each application or re-application shall contain a statement on the part of the applicant that he or she has read the Bylaws and rules of the Hospital and the Hospital Management Regulation under the Public Hospitals Act of Ontario, and an undertaking that if he or she is appointed to the dental staff, he or she will govern himself or herself in accordance with the requirements set out in the Bylaws and rules of the Hospital.
- (f) The Administrator shall refer the application or re-application to the Medical Advisory Committee for its recommendation utilizing the procedures as for applications for membership on the medical staff, mutatis mutandis.

21.2 DENTAL STAFF

- (a) The dental staff shall function as a part of the medical staff and each dentist shall have the same responsibility as a member of the medical staff to the Chief of Staff, the President, and to other officers in the Hospital.
- (b) Where the Board has appointed more than one dentist to the dental staff, one of the members of the dental staff shall be appointed on the recommendation of the Chief of Staff annually for a term of one calendar year to be the Chief of the dental staff.
- (c) The Chief of the dental staff shall supervise the professional care given by all members of the dental staff and shall be responsible through the Chief of Staff for the quality of care given patients by members of the dental staff.

21.3 DENTAL RECORDS

Each member of the dental staff shall enter in each patient's medical record, within forty-eight hours, a description of every dental treatment, procedure and operation which he or she has performed.

21.4 CONSULTATIONS

Indicated consultations shall be held and recorded on dental patients as are required for any other patient in the Hospital.

21.5 MEDICAL STAFF MEETINGS

- (a) A member of the dental staff shall not be eligible to vote at a medical staff meeting or to hold an office other than Chief of the Dental Staff.
- (b) A member of the dental staff shall not be required to attend medical staff meetings except as provided in subsection 21.4(c).
- (c) When the case of a patient who has been examined by, operated on by, or has received treatment from a member of the dental staff is to be presented at a general medical staff meeting, the dentist who examined, operated on, or treated the patient shall be given at least forty-eight hours notice by a medical staff officer, and shall attend such meeting prepared to present and discuss the dental aspects of the case.
- (d) Failure of a member of the dental staff to appear and present the dental aspects of a case, for which he or she received notice under subsection 21.4(c) may result in disciplinary action being taken against him or her as provided in this Bylaw.

21.6 MEDICAL AND DENTAL STAFF RULES

Subject to the approval of the Board of Directors on the recommendation of the Medical Advisory Committee, the medical staff may establish rules governing the practice of medicine and dentistry in the Hospital.

ARTICLE 22 AMENDMENTS

22.1 AMENDMENTS TO BYLAWS

- (a) The Board may pass or amend the Bylaws of the Corporation from time to time.
 - (i) Where it is intended to pass or amend the Bylaws at a meeting of the Board, written notice of such intention shall be sent by the Secretary to each Director at his or her address as shown on the records of the Corporation by ordinary mail not less than ten days before the meeting.
 - (ii) Where the notice of intention required by clause (b)(i) is not provided, any proposed By- Laws or amendments to the Bylaws may nevertheless be moved at the meeting and discussion and voting thereon adjourned to the next meeting, for which no notice of intention need be given.
- (b) Subject to clauses (d)(i) and (d)(ii) below, a Bylaw or an amendment to a Bylaw passed by the Board has full force and effect:
 - (i) from the time the motion was passed; or
 - (ii) from such future time as may be specified in the motion.

- (c) A Bylaw or an amendment to a Bylaw passed by the Board shall be presented for confirmation at the next annual meeting or to a special general meeting of the members of the Corporation called for that purpose. The notice of such annual meeting or special general meeting shall refer to the Bylaw or amendment to be presented.
- (d) The members at the annual meeting or at a special meeting may confirm the Bylaw 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 the case where it is rejected, no new Bylaw of the same or like substance has any effect until confirmed at a general meeting of the members of the Corporation.
 - (i) Those sections of the Bylaws passed or amended pursuant to regulations made under the Public Hospitals Act shall be forwarded to the Minister of Health for approval and shall cease to be effective forthwith upon notice of disapproval by the Minister.
 - (ii) In any case of rejection, amendment, or refusal to approve a Bylaw or part of a Bylaw in force and effect in accordance with any part of this section, no act done or right acquired under any such Bylaw is prejudicially affected by any such rejection, amendment or refusal to approve.

22.2 AMENDMENTS TO MEDICAL STAFF PART

Prior to submitting the medical staff part of this Bylaw to the process established in Section 111, the following procedures shall be followed:

- (a) notice specifying the proposed medical staff part of the Bylaw or amendment thereto shall be posted;
- (b) the medical staff shall be afforded an opportunity to comment on the proposed medical staff part of the Bylaw or amendment thereto; and
- (c) the Medical Advisory Committee shall make recommendations to the Board, concerning the proposed medical staff part of the Bylaw or amendment thereto.

ARTICLE 23 BORROWING BYLAW

BE IT ENACTED as a special Bylaw of the Corporation, that:

The Directors may, from time to time:

- (a) borrow money from a bank on the credit of the Corporation;
- (b) subject to any provision in the Public Hospitals Act, issue, sell or pledge securities of the Corporation;
- (c) subject to any provision in the Public Hospitals Act, charge, mortgage, hypothecate or pledge all or any of the real or personal property of the Corporation including book debts and rights, powers, franchises and undertakings, to secure any securities or any money borrowed, or other debt, or any other obligation or liability of the Corporation; and
- (d) authorize any Director, Officer or employee of the Corporation to make arrangements with reference to the monies borrowed or to be borrowed as aforesaid, and as to the terms and

conditions of the loan thereof, and as to the securities to be given therefore, with power to vary or modify such arrangements, terms and conditions and to give such additional securities for any monies borrowed or remaining due by the Corporation as the Directors may authorize, and generally to manage transact and settle the borrowing of money by the Corporation.