

AGENDA ITEM 7

Corporate By-Law Amendments

1.	Article 1 – Revises definition of “Act” to refer to the new Ontario <i>Not-for-Profit Corporations Act, 2010</i>
2.	Article 2 – Expands definition of corporate membership.
3.	Article 3 – Amends and expands language regarding Members Meetings in line with the new <i>Ontario Not-for-Profit Act, 2010</i> .

Ross Memorial Hospital Corporate Bylaws

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Article 1

By-law Number 1

Hospital Name

A By-law relating to the transaction of the business and affairs of [Ross Memorial Hospital] (the “Corporation”). **Be it enacted** as a By-law of the Corporation as follows:

1.1 Definitions

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

- (a) “Act” means the *Not-for-Profit Corporations Act, 2010* (Ontario) and where the context requires, includes the regulations made under it and any statute that may be substituted therefore, as from time to time amended;
- (b) “Board” means the Board of Directors of the Corporation;
- (c) “Chair” means the Chair of the Board;
- (d) “Chief of Staff” means the member of the Medical Staff appointed by the Board as Chair of the Medical Advisory Committee;
- (e) “Chief Executive Officer” means, in addition to “administrator” as defined in the *Public Hospitals Act*, the President and Chief Executive Officer of the Corporation;
- (f) “Chief Nursing Executive” means the senior nurse employed by the Hospital who reports directly to the Chief Executive Officer and is responsible for nursing services provided in the Hospital;
- (g) “Dentist” means a dental practitioner in good standing with the College of Dental Surgeons of Ontario;
- (h) “Dental Staff” means the Dentists who have been appointed by the Board to the Dental Staff;
- (i) “Director” means a member of the Board;
- (j) “Excluded Person” means (i) any employee or member of the Professional Staff; -any individual who has been within the preceding three (3) year period an employee or member of the Professional Staff of the Corporation; and (iii) any person who is a Family Member of a member of the Professional Staff or an employee of the Corporation.
- (k) “Ex-officio” means membership “by virtue of office” and includes all rights, responsibilities, and power to vote unless otherwise specified;
- (l) “Extended Class Nursing Staff” means those Registered Nurses in the Extended Class who are:
 - (i) nurses that are employed by the Hospital and are authorized to diagnose, prescribe for or treat outpatients in the Hospital; and
 - (ii) nurses who are not employed by the Hospital and to whom the Board has granted privileges to diagnose, prescribe for or treat out-patients in the Hospital;
- (m) “Family Member” means the spouse, parent, child, brother or sister of any person and the spouse of any such child, parent, brother or sister and includes the partner of any person.
- (n) “Hospital” means the public Hospital operated by the Corporation;
- (o) “Hospital Volunteer Services” means the auxiliary association(s) and voluntary support organization(s) of the Corporation;
- (p) “Medical Advisory Committee” means the Medical Advisory Committee established by the Board as required by the *Public Hospitals Act*;
- (q) “Medical Staff” means the Physicians who have been appointed to the Medical Staff by the Board;

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- (r) “Members” means members of the Corporation as described in Article 2;
- (s) “Midwife” means a midwife in good standing with the College of Midwives of Ontario;
- (t) “Midwifery Staff” means the Midwives who have been appointed to the Midwifery Staff by the Board;
- (u) “Partner” means one of two persons who have lived together for at least one (1) year and have a close personal relationship that is of primary importance in both person’s lives.
- (v) “Patient” means, unless otherwise specified or the context otherwise requires, any in-patient or outpatient of the Corporation;
- (w) “Person” means and includes any individual, corporation, partnership, firm, joint venture, syndicate, association, trust, government, government agency, board, commission or authority, or any other form of entity or organization;
- (x) “Physician” means a medical practitioner in good standing with the College of Physicians and Surgeons of Ontario;
- (y) “Professional Staff” means the Medical Staff, Dental Staff, Midwifery Staff and Extended Class Nursing Staff;
- (z) “*Public Hospitals Act*” means the *Public Hospitals Act* (Ontario), and, where the context requires, includes the regulations made under it and any statute that may be substituted therefore, as from time to time amended;
- (aa) “Registered Nurse in the Extended Class” means a member of the College of Nurses of Ontario who is a registered nurse and holds an extended certificate of registration under the *Nursing Act, 1991*;
- (bb) “Rules” means a rule adopted by the Board in accordance with section 16.2; and
- (cc) “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 by those entitled to vote and voting at a general meeting of the Members of the Corporation 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

In this By-law and in all other by-laws of the Corporation, unless the context otherwise requires, words importing the singular number shall include the plural number and vice versa and references to persons shall include firms and corporations and words importing one gender shall include the opposite.

Article 2

Membership in the Corporation

2.1 Members

(a) The Members of the Corporation shall consist of the Directors from time to time of the Corporation who shall be ex-officio Members for so long as they serve as Directors.

~~(b) Membership is not transferrable and terminates upon the Member ceasing to be a Director.~~

2.2 Fees

No fees shall be payable by the Members.

~~2.3 Voting~~

~~Each Member shall be entitled to one vote at meetings of Members.~~

Article 3

Meetings of Members

3.1 Location

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

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3.2 Annual Meetings

In accordance with the *Public Hospitals Act*, the annual meeting of Members' shall be held between the 1st day of April and the 31st day of July of each year, or such other dates as the Minister of Health may direct.

3.3 Calling Meetings

(a) The Board or Chair shall have power to call, at any time, ~~an annual or general meeting of the a~~ Members' meeting of the Corporation.

(b) if the Board, Chair, or Members call a Members' meeting, the Board or Chair may determine that the meeting be held entirely by telephonic or electronic means that permits all participants to communicate adequately with each other during the meeting.

3.4 Quorum

~~Thirty (30) Members entitled to vote present in person at a meeting will~~ A majority of the members shall constitute ~~constitute a~~ quorum at any Members meeting. If a quorum is present at the opening of a Members' meeting, the Members present may proceed with the business of the meeting, even if a quorum is not present throughout the meeting. a meeting of the Members.

3.5 Notice

Notice of meetings of Members shall be given by one of the following methods:

(a) by sending it to each Member, Director, and to the Auditor by one of the methods set out in ~~entitled to notice by one of the methods set out in~~ section 18.1 addressed to the person ~~Members~~ at their latest ~~most recent~~ addresses as shown on the Corporation's records at least ten (10) days and not more than 50 days before the meeting ~~prior to the meeting~~; or

(b) by publication at least once a week for two (2) successive weeks next preceding the meeting in a newspaper or newspapers circulated in the municipality or municipalities in which the Members entitled to notice of the Corporation reside as shown by their addresses on the records of the Corporation; in any other manner permitted by the Public Hospitals Act.

3.6 Votes

(a) Each Member in attendance at a Members' meeting shall be entitled to one vote on each matter. ~~entitled to vote and in attendance at a meeting shall have the right to exercise one vote.~~

(b) At all Members' meetings, of Members of the Corporation every question shall be determined by a majority of votes cast, unless otherwise specifically provided by the Act ~~statute~~ or by this By-law.

(c) If there is a tie vote at a Members' meeting, the chair of the meeting shall not have a second vote to break the tie.

(d) Votes at all Members' meetings shall be cast by those Members in attendance at the meeting and not by proxy.

(e) Subject to the Articles, voting at a Members' meeting shall be by show of hands unless a Member demands a ballot.

(f) A member may demand a ballot either before or after any vote. A Member may withdraw a demand for a ballot.

(g) Unless a ballot is demanded, an entry in the minutes of a meeting to the effect that the chair of the meeting declared a resolution to be carried or defeated is, in the absence of evidence to the contrary, proof of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.

~~Votes at all meetings of Members shall be cast in person and not by proxy.~~

~~Every question submitted to any meeting of Members shall be decided in the first instance by a show of hands and in the case of an equality of votes, whether on a show of hands or at a poll, the chair of the meeting shall not have a second vote, and the motion is lost.~~

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

~~A poll may be demanded either before or after any vote by show of hands by any Member entitled to vote at the meeting. If a poll is demanded on the election of a chair or on the question of adjournment it shall be taken forthwith without adjournment. If a poll is demanded on any other question or as to the election of Directors, the vote shall be taken by ballot in such manner and either at once, later in the meeting or after adjournment as the chair of the meeting directs. The result of a poll shall be deemed to be the resolution of~~

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~~the meeting at which the poll was demanded. A demand for a poll may be withdrawn.~~

3.7 Chair of the Meeting

The chair of a Members' meeting ~~of the Members of the Corporation~~ shall be:

- (a) the Chair of the Board of Governors; or
- (b) ~~the~~ Vice Chair of the Board of Governors, if the Chair is absent or is unable to act; or
- (c) a chair elected by the Members present if the Chair and Vice Chair are absent or unable to act. The Secretary shall preside at the election of the chair of the meeting, but if the Secretary is not present, the ~~Members~~Directors, from those present, shall choose a Member~~Director~~ to preside at the election.

3.8 Adjourned Meetings of Members

If within one-half (1/2) hour after the time appointed for a ~~meeting of the~~Members' ~~meeting of the Corporation~~, the meeting has not commenced because a quorum is not present, the meeting shall stand adjourned until a day to be determined by the Board.

3.9 Notice of Adjourned Meetings

~~(a) If a Members' meeting is adjourned for fewer than 30 days, no notice of the meeting that continues the adjourned meeting is required other than by announcement at the meeting that is adjourned. Not less than three (3) days notice of an adjourned meeting of Members shall be given in such manner as the Board may determine.~~

~~(b) If a Members' meeting is adjourned by one or more adjournments for an aggregate of more than 30 days, notice of the meeting that continues the adjourned meeting shall be given in accordance with section 3.5.~~

3.10 Written Resolution in Lieu of Meeting

~~Except as provided in the Act, a resolution signed by all of the Members is as valid as if it had been passed at a Members' meeting.~~

3.11 Telephonic or Electronic Members' Meetings

~~Any person entitled to attend a Members' meeting may participate in the meeting by telephonic or electronic means that permits all participants to communicate adequately with each other during the meeting if the Corporation makes these means available. A person so participating in a meeting is deemed to be present at the meeting.~~

Article 4

Directors

4.1 Composition of Board

The Board shall consist of:

- (a) twelve (12) Directors who satisfy the criteria set out in section 4.3 and who are elected by the Members entitled to vote in accordance with section 4.7 or appointed in accordance with section 4.10; and
- (b) the President of the Hospital's Auxiliary or designate as an ex-officio voting Director; and
- (c) An elected representative from the Council of the City of Kawartha Lakes as appointed by Council as an ex-officio voting Director; and
- (d) the Chief Executive Officer, the Chief of Staff, the President of the Medical Staff, the Vice President of the Medical Staff, and the Chief Nursing Executive as *ex-officio* non-voting Directors.

4.2 Duties and Responsibilities

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

4.3 Qualifications of Directors

No person shall be qualified for election or appointment as a Director referred to in subsection 4.1(a) if he or she:

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- (a) is less than eighteen (18) years of age;
- (b) has the status of a bankrupt;
- (c) does not have their principal residence or is not employed by or operate a business/organization located within the area served by the Corporation as established by the Board from time to time except that the Board may nominate up to one Director who does not satisfy this requirement; and
- (d) is an Excluded Person, unless the Board otherwise determines.

4.4 Vacation of Office

The office of a Director shall be automatically vacated:

- (a) if a Director shall resign such office by delivering a written resignation to the Secretary of the Corporation;
- (b) if the Director becomes bankrupt; or
- (c) if, in the case of an elected Director, he or she ceases to meet the requirements of subsection 4.3(c) or becomes a person referred to in subsection 4.3(d) except by resolution of the Board.

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

4.5 Removal

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

- (a) if a Director, without being granted a leave of absence by the Board, is absent for three (3) consecutive meetings of the Board, or if a Director is absent for one third (1/3) or more of the meetings of the Board in any twelve (12) month period; or
- (b) if a Director fails to comply with the *Public Hospitals Act*, the Act, the Corporation's Letters Patent, by-laws, Rules, policies and procedures adopted by the Board, including without limitation, confidentiality and conflict of interest requirements

4.6 Election and Term

Directors shall be elected and shall retire in rotation as herein provided. The Directors referred to in subsection 4.1(a) shall be elected for a term of three (3) years provided that each such Director shall hold office until the earlier of the date on which their office is vacated pursuant to sections 4.4 or 4.5 or until the end of the meeting at which his or her successor is elected or appointed. Four (4) directors shall retire from office each year subject to re-election as permitted by section 4.8.

4.7 Nomination Procedure for Election of Directors

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

4.8 Maximum Terms

Each Director referred to in subsection 4.1(a) shall be eligible for re-election provided that such Director shall not be elected or appointed for a term that will result in the Director serving more than nine (9) consecutive years. Such Director may also be eligible for re-election for another term or terms (to a maximum of nine (9) consecutive years) if two (2) or more years have elapsed since the termination of his or her last term. In determining a Director's length of service as a Director, service prior to the coming into force of this By-law shall be included. Despite the foregoing a Director may, by resolution of the Board, have their maximum term as a Director extended for the sole purpose of that Director succeeding to the office of Chair or serving as Chair. Despite the foregoing, where a Director was appointed to fill an unexpired term of a Director such partial term shall be excluded from the calculation of the maximum years of service.

4.9 -Transition Terms

Despite the foregoing, upon the coming into force of this By-law, the Board shall by resolution assign terms of one (1), two (2) and three (3) years for the Directors to establish a three (3) year rotation as herein provided for the Directors then in office.

4.10 Filling Vacancies

So long as there is a quorum of Directors in office, any vacancy occurring in the Board of Directors may be filled by a qualified person appointed for the remainder of the term by the Directors then in office. In the absence of a quorum of the Board, or if the

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vacancy has arisen from a failure of the Members to elect the number of Directors required to be elected at any meeting of Members, the Board shall forthwith call a meeting of Members to fill the vacancy. A Director so appointed or elected shall hold office for the unexpired portion of the term vacated.

4.11 Directors Remuneration

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

Article 5

Meetings of Directors

5.1 Meetings of Directors

The Board shall meet at such times and in such places as may be determined by the Board, the Chair, the Vice Chair or the Chief Executive Officer. Special meetings of the Board may be called by the Chair, the Vice Chair or by the Chief Executive Officer and shall be called by the Secretary upon receipt of the written request of four (4) Directors.

5.2 Regular Meetings

The Board may appoint one (1) or more days for regular meetings of the Board at a place and time named. At the beginning of each Board year, a list of the dates for all regularly scheduled Board meetings shall be prepared, and the list of the meetings shall be given to the Directors and no other notice shall be required for any such regular meeting.

5.3 Meeting Attendance

If all the Directors present at or participating in the meeting consent, a meeting of Directors or a meeting of a committee of the Board may be held by such telephone, electronic or other communication facilities that permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously, and the Director or committee member participating in the meeting by those means is deemed to be present at the meeting.

5.4 Notices

Notice of meetings, other than regular meetings, shall be given to all Directors at least forty-eight (48) hours prior to the meeting. The Chair, the Vice Chair or the Chief Executive Officer may call a meeting on less notice, by such means as are deemed appropriate, provided that notice is given to all Directors and the majority of the Directors consent to the holding of such meeting. In calculating the said forty-eight (48) hour notice period Saturdays, Sundays and statutory holidays shall be excluded.

5.5 Quorum

A majority of the Directors entitled to vote present at a meeting shall constitute a quorum.

5.6 First Meeting of New Board

Provided a quorum of Directors is present, each newly elected Board may, without notice, hold its first meeting immediately following the meeting of Members at which such Board is elected.

5.7 Persons Entitled to be Present

Guests may attend meetings of the Board with the consent of the meeting on the invitation of the Chair or Chief Executive Officer. The Board may adopt a policy from time to time with respect to the attendance of the public at meetings of the Board.

5.8 Voting

Each Director, other than ex-officio non-voting Directors, present at a meeting of the Board, including the Chair, shall be entitled to one (1) vote on each matter. A Director shall not be entitled to vote by proxy. Any question arising at any meeting of the Board or any committee of the Board, shall be decided by a majority of votes.

5.9 Equality of Votes

In the case of an equality of votes, the Chair shall not have a second vote, and the motion is lost.

5.10 Polls

The vote on any question shall be taken by secret ballot if so demanded by any Director present and entitled to vote. Such ballots shall be counted by the chair of the meeting. Otherwise a vote shall be taken by a show of hands. A declaration by the chair of the meeting that a resolution has been carried by a particular majority or not carried shall be conclusive.

5.11 Adjournment of the Meeting

If within one-half (½) hour after the time appointed for a meeting of the Board a quorum is not present, the meeting shall stand adjourned until a day within two (2) weeks to be determined by the chair of the meeting.

5.12 Notice of Adjourned Meeting

At least twenty-four (24) hours notice of the adjourned meeting by an appropriate means shall be given to each Director; provided that in calculating such twenty-four (24) hour notice period Saturday, Sundays and statutory holidays shall be excluded.

Article 6

Interest of Directors in Contracts

6.1 Declaration of Conflict

- (a) Any Director who is in any way, directly or indirectly, interested in a contract or proposed contract with the Corporation shall disclose in writing or have entered in the minutes, the nature and extent of such Director's interest in such contract or proposed contract with the Corporation.
- (b) The disclosure required by subsection 6.1(a), shall be made:
 - (i) at the meeting at which a proposed contract is first considered if the Director is present, and otherwise, at the first meeting after the Director becomes aware of the contract or proposed contract;
 - (ii) if the Director was not then interested in a proposed contract, at the first meeting after such Director becomes so interested; or
 - (iii) if the Director becomes interested after a contract is made, at the first meeting held after the Director becomes so interested.
- (c) A Director referred to in subsection 6.1(a) is not liable to account for any profit made on the contract by the Director or by a corporate entity, business firm or organization in which the Director has a material interest, provided:
 - (i) the Director disclosed the Director's interest in accordance with subsection 6.1(b) or (e); and
 - (ii) the Director has not voted on the contract.
- (d) A Director referred to in subsection 6.1(a) shall not vote on any resolution to approve the contract and shall not take part in the discussion or consideration of, or in any way attempt to influence the voting on any question with respect thereto and shall exit the meeting when the applicable issue is under consideration.
- (e) For the purposes of this section 6.1, a general notice to the Directors by a Director declaring that the person is a director or officer of or has a material interest in a body corporate, business firm or organization and is to be regarded as interested in any contract made therewith, is a sufficient declaration of interest in relation to any contract so made.
- (f) The provisions of this Article are in addition to any conflict of interest policy adopted by the Board from time to time.

Article 7

Protection of Officers and Directors*

7.1 Directors Liability

Any Director or officer of the Corporation shall not be liable for any act, receipt, neglect or default of any other Director, officer or employee or for any loss, damage or expense happening to the Corporation through any deficiency of title to any property acquired by the Corporation or for any deficiency of any security upon which any moneys of the Corporation shall be invested or for any loss or damage arising from bankruptcy, insolvency or tortious act of any person including any person with whom any moneys, securities or effects shall be deposited or for any loss, conversion, or misappropriation of or any damage resulting from any dealings with any moneys, securities or other assets belonging to the Corporation or for any other loss, damage or misfortune which may happen in the execution of the duties of such Director's or officer's respective office unless such occurrence is as a result of such Director's or officer's own wilful neglect or default.

7.2 Indemnities to Directors and Others

Every Director or officer of the Corporation and his or her heirs, executors, administrators and estates and effects, respectively, shall from time to time and at all times, be indemnified and saved harmless out of the funds of the Corporation from and against:

- (a) all costs, charges and expenses whatsoever which such Director or officer sustains or incurs in or about any action, suit or

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proceedings which is brought, commenced or prosecuted against him or her, for or in respect of any act, deed, matter or thing whatsoever, made, done or permitted by him or her, in or about the execution of the duties of his or her office; and

- (b) all other costs, charges and expenses which he or she sustains or incurs in or about or in relation to the affairs of the Corporation, except such costs, charges or expenses as are occasioned by his or her own wilful neglect or default.
- (c) The indemnity provided for in the preceding paragraph:
 - (i) shall not apply to any liability which a Director or officer of the Corporation may sustain or incur as the result of any act or omission as a member of the Professional Staff of the Corporation; and
 - (ii) shall be applicable only if the Director or officer of the Corporation acted honestly and in good faith with a view to the best interests of the Corporation and in the case of criminal or administrative action or proceeding that is enforceable by a monetary penalty, had reasonable grounds for believing that his or her conduct was lawful.

Article 8 **Committees**

8.1 Committees

The Board may establish committees from time to time. The Board shall determine the duties of such committees. The committees of the Board shall be:

- (a) Standing Committees, being those committees whose duties are normally continuous; and
- (b) Special Committees, being those committees appointed for specific duties whose mandate shall expire with the completion of the tasks assigned.

8.2 Functions, Duties, Responsibilities and Powers of Committees

The functions, duties, responsibilities and powers of committees shall be provided in the resolution of the Board by which such committee is established or in terms of reference adopted by the Board.

8.3 Committee Members, Chair

Unless otherwise provided by by-law or by Board resolution, the Board shall appoint the members of the committee, the chair of the committee and, if desirable, the vice chair thereof. The members of any committee (other than an Executive Committee) need not be Directors of the Corporation. The members and the chair and vice chair of a committee will hold their office at the will of the Board. Each chair of a Standing Committee shall be a member of the Board. Unless otherwise provided, the Chair, Vice Chair and Chief Executive Officer shall be ex-officio members of all committees.

8.4 -Attendees at Committee

- (a) Only members of a committee or subcommittee of the Board, including the Medical Advisory Committee, may attend meetings of such committees or subcommittees.
- (b) Despite subsection 8.4 (a), a committee or subcommittee of the Board, including the Medical Advisory Committee may, by resolution, approve that individuals such as external legal counsel, presenters and Hospital staff be permitted to attend the meeting, but may be asked to leave the meeting before a vote is taken.
- (c) Despite subsection 8.4 (a), any member of the Board may attend, as a non-voting member, any committee or subcommittee of the Board, with exception of the Medical Advisory Committee and the Fiscal Advisory Committee, provided the chair of the committee or subcommittee is notified in advance of the meeting date.

8.5 Procedures at Committee Meetings

Procedures for committee meetings shall be determined by the chair of each committee, unless established by the Board by resolution or by way of general committee regulations from time to time.

8.6 -Quorum for Committee Meetings

A quorum for any meeting of a committee or subcommittee of the Board, including Medical Advisory Committee, shall be a majority of the members of the committee or subcommittee.

8.7 Executive Committee

The Board shall appoint an Executive Committee consisting of the Officers of the Corporation. The Executive Committee shall, in between meetings of the Board, exercise the full powers of the Board in all matters of urgency, reporting every action at the next

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meeting of the Board. The Board may delegate to the Executive Committee other responsibilities such as advising the Board on the evaluation of the Chief Executive Officer and Chief of Staff or making recommendations to the Board on their compensation. The Executive Committee shall fix its quorum at not less than a majority of its members.

Article 9 **Officers**

9.1 Officers

The officers of the Corporation shall include:

- (a) Chair of the Board;
- (b) Vice Chair of the Board;
- (c) Treasurer;
- (d) Secretary; and
- (e) Chief Executive Officer.

The officers shall be elected or appointed by resolution of the Board at the first meeting of the Board following the annual meeting of members at which the Directors are elected or at such other times when a vacancy shall occur. A person may hold more than one office and -unless otherwise determined by resolution of the Board, the Chief Executive Officer shall be responsible for the duties of the Secretary. Ex-officio Directors are ineligible for election or appointment as Chair or Vice Chair.

9.2 -Terms of Office

Unless otherwise provided in this By-law, the officers of the Corporation shall hold office for one (1) year from the date of appointment or election or until their successors are elected or appointed in their stead and shall be eligible for reappointment. Officers shall be subject to removal by resolution of the Board at any time.

Article 10 **Duties of Officers**

10.1 Chair of the Board

The Chair shall be elected by the Board from among the elected Directors. The Chair shall, when present, preside at all meetings of the Members and the Board and shall represent the Corporation and the Board as may be required or appropriate and shall have such other powers and duties as the Board may specify. The Chair shall be an *ex-officio* member of all committees of the Board. The Chair shall be elected annually and shall be eligible for re-election provided that the Chair shall serve no longer than two (2) consecutive years. Notwithstanding the foregoing, where a Director has served two (2) consecutive years as Chair, the Board may, by resolution approved by two-thirds (2/3) resolution of the Board, provide that such member is eligible for re-election as Chair provided, however, that in no event shall such member serve longer than four (4) consecutive years.

10.2 Vice Chair

The Vice Chair shall be elected by the Board from among the elected Directors. The Vice Chair shall, in the absence of the Chair, perform the duties and exercise the powers of the Chair and shall perform such other duties as shall from time to time assigned to the Vice Chair by the Board. The Vice Chair shall be an *ex officio* member of all committees of the Board.

10.3 -Treasurer

The Treasurer shall perform such duties as determined by the Board including, in conjunction with the Resources Committee, the oversight of the management of the finances of the Hospital and ensuring that adequate systems for control, care and custody of the assets of the Hospital are in place.

10.4 Secretary

The Secretary shall carry out the duties of the secretary of the Corporation generally and shall attend or cause a recording secretary to attend all meetings of the Members, Board, Executive Committee and other committees to act as a clerk thereof and to record all votes and minutes of all proceedings in the books to be kept for that purpose. The Secretary shall give or cause to be given notice of all meetings of the Members and of the Board of Directors and shall perform such other duties as may be prescribed by the by-laws or the Board.

10.5 Chief Executive Officer

The Chief Executive Officer shall be a Director, the President of the Corporation and the administrator of the Hospital for the purposes of the *Public Hospitals Act*. Subject to the authority of the Board, the Chief Executive Officer shall be responsible for the

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administration, organization and management of the affairs of the Corporation.

Article 11

Organization and Financial

11.1 Seal

Until changed in accordance with the Act, the seal, an impression whereof is stamped in the margin hereof, shall be the seal of the Corporation.

11.2 Execution of Documents

Subject to section 11.3, deeds, transfers, assignments, contracts, agreements, mortgages, conveyances, obligations, certificates or any other instruments or documents requiring the signature of the Corporation, shall be signed by any two of the Chair, Vice Chair, Treasurer, or Chief Executive Officer and all instruments or documents so signed shall be binding upon the Corporation without any further authorization or formality.

11.3 Other Signing Officers

In addition to the provisions of section 11.2, the Board may from time to time by resolution direct the manner in which and the person or persons by whom any particular instrument or class of instruments or document may or shall be signed. Any signing officer may affix the seal of the Corporation to any instrument or document and may certify a copy of any instrument, resolution, by-law or other document of the Corporation to be a true copy.

11.4 Banking Arrangements

The banking business of the Corporation or any part thereof shall be transacted with such banks, trust companies or other financial institutions as the Board may, by resolution, from time to time determine.

11.5 Financial Year

Unless otherwise determined by the Board and subject to the *Public Hospitals Act*, the fiscal year end of the Corporation shall be the last day of March in each year.

11.6 Appointment of Auditor

The Members entitled to vote shall, at each annual meeting, appoint an auditor to audit the accounts of the Corporation and to report to the Members at the next annual meeting. The auditor shall hold office until the next annual meeting, provided that the Directors may fill any casual vacancy in the office of auditor.

The remuneration of the auditor shall be fixed by the Board of Directors.

11.7 Borrowing Power

Without limiting the borrowing powers of the Corporation as set forth in the Act, the Board may from time to time, on behalf of the Corporation, without authorization of the Members:

- (a) borrow money on the credit of the Corporation;
- (b) issue, sell or pledge securities (including bonds, debentures, notes or other similar obligations, secured or unsecured) of the Corporation; or
- (c) charge, mortgage, hypothecate or pledge all or any of the real or personal property of the Corporation, including book debts and unpaid calls, rights and powers, franchises and undertakings, to secure any securities or for any money borrowed, or other debt, or any other obligation or liability of the Corporation.

11.8 Investments

Subject to the Corporation's charter, the Board is authorized to make or receive any investments which the Board in its discretion considers advisable.

Article 12

Books and Records

12.1 Books and Records

The Directors shall see that all necessary books and records of the Corporation required by the by-laws of the Corporation or by any

applicable statute or law are regularly and properly kept.

Article 13
Confidentiality

13.1 Confidentiality

Every Director, officer, member of the Professional Staff, member of a committee of the Board, employee and agent of the Corporation shall respect the confidentiality of matters:

- (a) brought before the Board;
- (b) brought before any committee;
- (c) dealt with in the course of the employee's employment or agent's activities; or
- (d) dealt with in the course of the Professional Staff member's activities in connection with the Corporation.

13.2 Board Spokesperson

The Board may 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.

Article 14
Professional Staff

14.1 Professional Staff

There shall be a Professional Staff of the Hospital whose appointment and functions shall be as set out in the Professional Staff By-law of the Corporation.

Article 15
Voluntary Associations

15.1 Authorization

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

15.2 Purpose

Such association shall be conducted with the advice of the Board for the general welfare and benefit of the Corporation, the community it serves, and the patients treated in the Hospital.

15.3 Control

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

15.4 Representation on Board

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

15.5 Auditor

- (a) Each unincorporated voluntary association shall have its financial affairs reviewed by an auditor for purposes of assuring reasonable internal control.
- (b) The Auditor for the Hospital may be the auditor for the voluntary association(s) under this section.

Article 16
Matters Required by the *Public Hospitals Act*

16.1 Committees and Programs Required by the *Public Hospitals Act*

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

16.2 Fiscal Advisory Committee

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

16.3 Chief Nursing Executive

The Chief Executive Officer shall ensure there are appropriate procedures in place for the appointment of the Chief Nursing Executive.

16.4 Nurses and other Staff and Professionals on Committees

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

16.5 Retention of Written Statements

The Chief Executive Officer shall cause to be retained for at least twenty-five (25) years, all written statements made in respect of the destruction of medical records, notes, charts and other material relating to patient care and photographs thereof.

16.6 Occupational Health and Safety Program

- (a) Pursuant to the regulations under the *Public Hospitals Act*, there shall be an Occupational Health and Safety Program for the Corporation.
- (b) The program referred to in subsection 15.6(a) shall include procedures with respect to:
- (i) a safe and healthy work environment in the Corporation;
 - (ii) the safe use of substances, equipment and medical devices in the Corporation;
 - (iii) safe and healthy work practices in the Corporation;
 - (iv) the prevention of accidents to persons on the premises of the Corporation; and
 - (v) the elimination of undue risks and the minimizing of hazards inherent in the Corporation environment.
- (c) The person designated by the Chief Executive Officer to be in charge of occupational health and safety in the Corporation shall be responsible to the Chief Executive Officer or his or her delegate for the implementation of the Occupational Health and Safety Program.
- (d) The Chief Executive Officer shall report to the Board as necessary on matters in respect of the Occupational Health and Safety Program.

16.7 Health Surveillance Program

- (a) Pursuant to the regulations under the *Public Hospitals Act*, there shall be a Health Surveillance Program for the Corporation.
- (b) The program referred to in section 15.7(a) shall:
- (i) be in respect of all persons carrying on activities in the Corporation, and
 - (ii) include a communicable disease surveillance program.
- (c) The person designated by the Chief Executive Officer to be in charge of health surveillance in the Corporation shall be responsible to the Chief Executive Officer or his or her delegate for the implementation of the Health Surveillance Program.
- (d) The Chief Executive Officer shall report to the Board as necessary on matters in respect of the Health Surveillance Program.

16.8 Organ Donation

Pursuant to the regulations under the *Public Hospitals Act*, the Board shall approve procedures to encourage the donation of organs and tissues including:

- (a) procedures to identify potential donors; and
- (b) procedures to make potential donors and their families aware of the options of organ and tissue donations, and shall ensure that such procedures are implemented in the Corporation.

Article 17

Rules and Procedures

17.1 Rules of Order

Any questions of procedure at or for any meetings of Members of the Corporation, or the Board, or the Professional Staff, or of any committee, which have not been provided for in this By-law or by the Act or by the *Public Hospitals Act* or regulations thereunder, or the Rules adopted from time to time by the Board or the Professional Staff Rules and Regulations, shall be determined by the chair of such meeting in accordance with the rules of procedure adopted by resolution of the Board, or failing such resolution, adopted by the chair of the meeting.

17.2 Rules

The Board may, from time to time, make such Rules as it may deem necessary or desirable in connection with the management of the business and affairs of the Board and the conduct of the Directors and officers, provided however that any such Rule shall be consistent with the provision of this By-law.

Article 18

Notices

18.1 Notice

Whenever under the provisions of the by-laws of the Corporation notice is required to be given, unless otherwise provided such notice may be given in writing and delivered or sent by prepaid mail, by facsimile transmission or by electronic mail addressed to the Director, officer, member of a committee, Member or auditor at the postal address, the facsimile number or electronic mail address, as the case may be, as the same appears on the books of the Corporation. If any notice is sent by prepaid mail, it shall, subject to the following paragraph, be conclusively deemed to have been received on the third (3rd) business day following the mailing thereof. If delivered, a notice shall be conclusively deemed to have been received at the time of delivery, or if sent by facsimile transmission or electronic mail, it shall be conclusively deemed to be received on the next business day after transmission. Notwithstanding the foregoing provisions with respect to mailing, in the event that it may be reasonably anticipated that, due to any strike, lock out or similar event involving an interruption in postal service, any notice will not be received by the addressee by no later than the third (3rd) business day following the mailing thereof, then the mailing of any such notice as aforesaid shall not be an effective means of sending the same but rather any notice must then be sent by an alternative method which it may reasonably be anticipated will cause the notice to be received reasonably expeditiously by the addressee. Any person entitled to receive any such notice may waive such notice either before or after the meeting to which such notice refers.

18.2 Computation of Time

In computing the date when notice must be given under any provision requiring a specified number of days' notice of any meeting or other event, the date of giving the notice shall be excluded and the date of the meeting or other event shall be included.

18.3 Omissions and Errors

The accidental omission to give any notice to any Member, Director, officer, member of a committee or the auditor of the Corporation or the non-receipt of any notice by any Member, Director, officer, member of a committee or the auditor of the Corporation or any error in any notice not affecting the substance thereof shall not invalidate any action taken at any meeting held pursuant to such notice or otherwise founded thereon.

18.4 Waiver of Notice

Any Member, Director, officer, member of a committee or the auditor of the Corporation may waive any notice required to be given to him or her under any provision of the *Public Hospitals Act*, the Act or the Letters Patent or the by-laws of the Corporation, and such waiver, whether given before or after the meeting or other event of which notice is required to be given, shall cure any default in giving such notice. Attendance and participation at a meeting constitutes waiver of notice.

Article 19

Amendment of By-laws

19.1 Amendment

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

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19.2 Effect of Amendment

Subject to the Act and to section 18.3 below, a by-law or an amendment to a by-law passed by the Board has full force and effect:

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

19.3 Member Approval

A by-law or an amendment to a by-law passed by the Board shall be presented for confirmation at the next annual meeting or to a general meeting of the Members of the Corporation called for that purpose. The notice of such annual meeting or general meeting shall refer to the by-law or amendment to be presented. The Members entitled to vote at the annual meeting or at a general meeting may confirm the by-law as presented or reject or amend it, and if rejected, it thereupon ceases to have effect and if amended, it takes effect as amended. In any case of rejection, amendment, or refusal to approve the by-law or part of the by-law in force and effect in accordance with any part of this section, no act done or right acquired under any such by-law is prejudicially affected by any such rejection, amendment or refusal to approve.

19.4 Amendments to Professional Staff By-law

Prior to submitting all or any part of the Professional Staff By-law to the process established in sections 18.1 and 18.3, the procedures set out in the Professional Staff By-law shall be followed.