

**SAULT AREA HOSPITAL**  
**PROFESSIONAL STAFF BY-LAWS**

**Approved by the Board of Directors: June 17, 2024**

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## ARTICLE 1 - DEFINITION AND INTERPRETATION

### 1.1 Definitions

In this Professional Staff By-law, the following words and phrases shall have the following meanings, respectively:

- (a) "Act" means the Not-for-Profit Corporations Act, 2010 (Ontario);
- (b) "Board" means the Board of Directors of the Corporation;
- (c) "Chief Nursing Executive" means the senior employee responsible to the President and Chief Executive Officer for the nursing facilities in the Hospital and may include the Chief Operating Officer of the Hospital;
- (d) "Chief of a Department" means a member of the Professional Staff appointed by the Board to be responsible for the professional standards and quality of medical care rendered by the members of his/her department;
- (e) "Chief of Staff" means the member of the Medical Staff appointed by the Board of Directors to be responsible for the professional standards of the Professional Staff, and the quality of professional staff care rendered at the Hospital;
- (f) "College" means, as the case may be, the College of Physicians and Surgeons of Ontario, the Royal College of Dental Surgeons of Ontario, the College of Nurses of Ontario, and/or the College of Midwives of Ontario;
- (g) "Corporation" means Sault Area Hospital;
- (h) "Corporate By-Law" means the by-law relating generally to the conduct of the activities and affairs of the Corporation, as amended from time to time;
- (i) "Director" means a member of the Board;
- (j) "Head of Service" means a member of the Professional Staff appointed by the Board to support the Chief of Department in maintaining the professional standards and quality of medical care rendered by the members of his/her service
- (k) "Hospital" means the public hospital operated by the Corporation;
- (l) "Impact Analysis" means a process to assess the clinical and financial implications of a potential appointment to the Professional Staff;
- (m) "Medical Director" means a member of the Professional Staff responsible for the direction and leadership of the Professional Staff within his/her program;

- (n) "Medical Staff Officers" means the President, Vice President and Secretary/Treasurer of the Medical Staff;
- (o) "Patient" means, unless otherwise specified, any inpatient, outpatient or other patient of the Corporation;
- (p) "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;
- (q) "President and 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;
- (r) "Privileges" mean those rights or entitlements conferred upon a Physician, Dentist, Midwife or Nurse in the Extended Class at the time of appointment or re-appointment;
- (s) "Professional Staff By-Law" means any Professional Staff By-Law of the Corporation from time to time in effect;
- (t) "Professional Staff" means a member of the Medical, Dental, Midwifery and Extended Class Nursing Staff to whom the Board grants the privilege of attending patients in the Hospital;
- (u) "Public Hospitals Act" means the Public Hospitals Act (Ontario), and, where the context requires, includes the Regulations made under it.

## **1.2 Interpretation**

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

- (a) all terms which are contained in the Professional Staff By-Law of the Corporation and which are defined in the Act or the Public Hospitals Act or the Regulations made thereunder, shall have the meanings given to such terms in the Act or Public Hospitals Act or the Regulations thereunder;
- (b) the use of the singular number shall include the plural and vice versa, the use of any gender shall include the masculine, feminine and neuter genders;
- (c) the headings used in the Professional Staff By-Law are inserted for reference purposes only and are not to be considered or taken into account in construing the terms or provisions thereof or to be deemed in any way to clarify, modify or explain the effect of any such terms or provisions;

- (d) any references herein to any law, by-law, rule, regulation, order or act of any government, governmental body or other regulatory body shall be construed as a reference thereto as amended or re-enacted from time to time or as a reference to any successor thereto; and
- (e) 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.

## **ARTICLE 2 PROFESSIONAL STAFF**

### **2.1 The Professional Staff By-Laws**

These By-Laws:

- (a) govern the appointment, organization, duties and responsibilities of the medical staff, dental staff, midwifery staff and registered nurses in the extended class all members of the Professional Staff, where not employed by the Hospital;
- (b) define the relationship and responsibilities of the Professional Staff to the Management and Board; and
- (c) outline how the requirements of the *Public Hospitals Act* and its regulations are put into force.

### **2.2 Purpose of the Professional Staff Portion of the By-Laws**

The purposes of the Professional Staff Part of these By-Laws are:

- (a) to outline clearly and succinctly the purposes and functions of the Professional Staff;
- (b) to identify specific organizational units (programs, departments, committees, etc.) necessary to allocate the work of carrying out those functions;
- (c) to designate a process for the selection of officers of the Medical Staff, including the Chief of Staff, Chiefs of Departments and Heads of Services;
- (d) to assign responsibility, define authority, and describe the manner of accountability to the Board of all officials, organizational units and each member of the Professional Staff for patient care, and for professional and ethical conduct;
- (e) to maintain and support the rights and privileges of the Professional Staff as provided herein;

- (f) to identify a medical staff organization with responsibility, authority and accountability so as to ensure that each member conducts themselves in a manner consistent with the requirements of the Public Hospitals Act and its regulations, these By-Laws and Professional Staff Policies, or any amendments thereto, which become effective when approved by the Board.

### **2.3 Purpose of the Medical Staff Organization**

The purposes of the Medical Staff Organization are:

- (a) to ensure input and advice with respect to the delivery of quality medical care to patients by the Medical Staff;
- (b) to ensure a process whereby the members of the Medical Staff participate through the receipt of information and through input in the Hospital's planning, policy setting and decision making; and
- (c) to maintain and support the rights and privileges of the Medical Staff.

### **2.4 Medical Staff Resource Plan**

- (a) The Medical Advisory Committee will recommend to the Board for approval, on an annual basis, a Medical Staff Resource Plan for each department of the Medical Staff, as recommended by the chief of the clinical department with the advice of the Administration of the Hospital and appropriate Regional Partners, where relevant and subject to available resources. This plan will be consistent with the strategic directions of the Hospital as established by the Board, and the Public Hospitals Act, Section 44(2) regarding cessation of services.
- (b) A component of the Medical Staff Resource Plan shall be a recruitment plan, which shall include an impact analysis.

### **2.5 Appointment**

- (a) The Board shall appoint a Professional Staff for the Corporation annually. The procedure for appointment shall be detailed in a Professional Staff Policy
- (b) The Board shall establish from time to time criteria for appointment to the Professional Staff along with the form of application and reapplication after considering the advice of the Medical Advisory Committee. An application for appointment to the Professional Staff shall be processed in accordance with the Hospital's Appointment and Credentialing Policy.
- (c) In making an appointment or reappointment to the Professional Staff, the Board shall consider the recommendation of the Medical Advisory Committee, the Corporation's Medical Staff Resource Plan, the strategic directions of the hospital,



available human, physical and financial resources and whether there is a need for the services in the community.

- (d) The Board may grant privileges to members of the Professional Staff upon the recommendation of the Medical Advisory Committee.
- (e) Where the Board of the Hospital determines that the Hospital shall cease to provide a service or the Minister directs the Hospital to cease to provide a service, the Board of Directors may:
  - (i) refuse the application of a member for appointment or reappointment to the Professional Staff;
  - (ii) revoke the appointment of any member; and
  - (iii) cancel or substantially alter the privileges of any member as long as such determination relates to the termination of the service.

## **2.6 Appointment to the Professional Staff**

The Board shall appoint each member of the Professional Staff to the Hospital for a one (1) year period except for Term Staff who may be appointed for shorter specific time intervals.

- (a) Term of Appointment

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 2.6(a)(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.

## **2.7 Suspension, Restriction or Revocation of Privileges**

The Board may, at any time, in a manner consistent with the Public Hospitals Act and this By-law, 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.

The procedure for Suspension, Restriction and Revocation of Privileges shall be detailed in a Professional Staff Policy.

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.

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 or delegate 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.

(a) Immediate Action

The Chief of Staff/Chair of the Medical Advisory Committee or delegate and Chief of a Department or delegate may temporarily restrict or suspend the privileges of any member of the Professional Staff, in circumstances where in their combined opinion the member's conduct, performance or competence:

- (i) immediately 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 reasonably likely to be immediately 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.

Before the Chief of Staff/Chair of the Medical Advisory Committee or delegate, or Chief of a Department or delegate takes action authorized in subsection 2.7(a), they must first consult with one another and agree with the temporary restriction of privileges. If they do not agree, an emergency meeting of the Medical Advisory Committee shall be called. The procedure for an emergency meeting of the Medical Advisory Committee shall be detailed in a Professional Staff Policy. If such prior consultation is not possible or practicable under the circumstances, the person who takes the action authorized in subsection 2.7(a) shall provide immediate notice to the others. The person who takes the action authorized in subsection 2.7(a) shall forthwith submit a written report on the action taken with all relevant materials and/or information to the Medical Advisory Committee.

The President and Chief Executive Officer, or his/her delegate shall immediately inform the Chief of Staff/Chair of the Medical Advisory Committee or delegate, and Chief of a Department or delegate should he/she become aware of a

circumstance where, in his/her opinion, the member's conduct, performance or competence:

- (i) immediately exposes or is reasonably likely to expose any patient, health care provider, employee or any other person at the Hospital to harm of injury; or
- (ii) is or is reasonably likely to be immediately detrimental to patient safety, and immediate action must be taken to protect patients, health care providers, employees and any other person at the Hospital from harm of injury.

(b) Non-Immediate Mid-Term Action

In circumstances where, in the opinion of the Chief of the relevant clinical department, the conduct, performance or competence of a member of the Professional Staff:

- (i) fails to comply with the criteria for annual reappointment;
- (ii) exposes or is reasonably likely to expose patient(s) or staff to harm or injury;
- (iii) is reasonably likely to be detrimental to patient or staff safety or to the delivery of quality patient care within the Hospital;
- (iv) results in the imposition of sanctions by the professional college;
- (v) has violated the By-Laws, policies of the Hospital, the Public Hospitals Act, the regulations made thereunder, or any other relevant law or legislated requirement;
- (vi) constitutes abuse; or
- (vii) is, or is reasonably likely to be, detrimental to the operations of the Hospital; and

Where immediate action is not required to be taken, action may be initiated in keeping with the procedures the Professional Staff Policy on Procedures regarding appointments, reappointments, requests for changes in privileges and mid-term action, respecting Non-Immediate Mid-Term Action.

## 2.8 Reappointment

- (a) Each year, the Board shall require each member of the Professional Staff, save and except a member appointed to the Term Staff, to make a written application, on the

prescribed form to the President and Chief Executive Officer, for reappointment to the Professional Staff.

- (b) The procedure for reappointment shall be detailed in a Professional Staff Policy
- (c) An application for reappointment to the Professional Staff shall be processed in accordance with the Hospital's Appointment and Credentialing Policy.
- (d) The Chief(s) of Department(s) shall review and submit a written report to the Credentials Committee concerning each application for reappointment within the department. Each report shall include information concerning the knowledge and skill that has been shown by the Professional Staff member, the nature and quality of his/her work in the Hospital, including comments on the utilization of Hospital resources and the Professional Staff member's ability to function in conjunction with the other members of the Hospital staff.
- (e) Report of the Chief of the relevant Department or Departments, as the case may be, in accordance with a performance evaluation process approved by the Board from time to time, which report shall include the Chief of Department's recommendation with respect to reappointment with the Hospital.

## **2.9 Refusal to Reappoint**

Pursuant to the *Public Hospitals Act* the Board may refuse to reappoint a member of the Professional Staff.

## **2.10 Application for Change of Privileges**

- (a) Any change of privileges requested by a member of the Professional Staff shall be processed in accordance with the Hospital's Appointment and Credentialing Policy.
- (b) The procedure for requests for changes in Privileges shall be detailed in a Professional Staff Policy
- (c) The Medical Advisory Committee is entitled to request any additional information or evidence that it deems necessary for consideration of the application for change in privileges.

## **2.11 Leave of Absence**

- (a) Upon request of a member of the Professional Staff to the Chief of his or her Department, 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/Chair of the Medical Advisory Committee or delegate,
  - (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 Chair of the Medical Advisory Committee or delegate.
- (b) After returning from a leave of absence granted in accordance with subsection 2.11(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/Chair of the Medical Advisory Committee or delegate. The Chief of Staff/Chair of the Medical Advisory Committee 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 By-law.

### **ARTICLE 3 - CATEGORIES OF PROFESSIONAL STAFF**

#### **3.1 Professional Staff**

The Professional Staff shall be divided into categories as detailed in a Professional Staff Policy

### **ARTICLE 4 – ROLES AND RESPONSIBILITIES OF PROFESSIONAL STAFF**

#### **4.1 Roles and responsibilities of the Professional Staff**

Members of the Professional Staff in their treatment and attendance upon patients within the Hospital shall be under the jurisdiction of the Chief of Staff and the Chief of the Department concerned, and through him/her to the Medical Advisory Committee. They shall be required to conform with all general and Professional Staff Policies.

### **ARTICLE 5 - CHIEF OF STAFF**

#### **5.1 Chief of Staff**

- (a) The Board shall appoint a physician who is a member or shall apply to become a member of the Active Staff or Associate Staff to be the Chief of Staff after giving consideration to the recommendation of the Selection Committee.

- (b) Subject to annual confirmation by the Board, an appointment made under subsection (a) shall be for a term of four (4) years. The Board may grant one or more four (4) year extension(s) to the appointment
- (c) The Chief of Staff shall be subject to an annual performance review by the Board of the Hospital with respect to issues related to strategic planning, medical governance, education and research.
- (d) The membership of the Selection Committee to act in the selection of the Chief of Staff at the Hospital **will** be as follows:
  - (i) the Chair or delegate of the Board of the Hospital;
  - (ii) three (3) members of Medical Advisory Committee, one (1) of whom must be a delegate from the Medical Staff Association Executive and one (1) member at large;
  - (iii) the President and Chief Executive Officer, or his/her delegate;
  - (iv) the Chief Nursing Executive; and
  - (v) such other members as may from time to time be selected by the Board.

**5.2 Appointment of the Deputy Chief of Staff**

The Board, in consultation with the Chief of Staff, may appoint a physician with Active Staff privileges to be the Deputy Chief of Staff upon the recommendation of the Chief of Staff and after giving consideration to seek the advice of the Medical Advisory Committee.

**ARTICLE 6 – PROFESSIONAL STAFF DEPARTMENTS**

**6.1 Appointment of Chief of Department**

- (a) Appointments

The Board shall appoint a Chief of Department for each of the Departments as follows:

- (i) a member of the Active Staff or Associate Staff from that Department and is recommended by the Medical Advisory Committee after consideration of the recommendations of a Selection Committee.
- (b) The membership of the Selection Committee to act in the selection of Department Chiefs at the Hospital may include:

- (i) the Chief of Staff;
  - (ii) the President and Chief Executive Officer, or his or her delegate; of the Hospital;
  - (iii) a physician member of that department or program;
  - (iv) a member of the Medical Advisory Committee as appointed by the Chief of Staff; and
  - (v) the Chief Nursing Executive of the Hospital.
- (c) The appointment of a Chief of Department shall be for a term of three (3) years. The Board, on the advice of the Medical Advisory Committee, may grant one or more three (3) year extension(s) to the appointment.

## **6.2 Appointment of Head of Service**

### **(a) Appointments**

The Board may appoint a Head of Service for each of the Services as follows:

- (i) a member of the Active Staff or Associate Staff from that service and is recommended by the Medical Advisory Committee, after considerations of the recommendations of a Selection Committee.
- (b) the membership of the Selection Committee to act in the selection of Heads of Service at the Hospital may include:
- (i) the Chief of Department;
  - (ii) the Medical Director of the Program, or his or her delegate;
  - (iii) a physician member of that department or program;
  - (iv) a member of the Medical Advisory Committee as appointed by the Chief of Staff; and
  - (v) the Chief Nursing Executive of the Hospital, or his or her delegate.
- (c) The appointment of a Head of Service shall be for a term of three (3) years. The Board, on the advice of the Medical Advisory Committee, may grant one or more three (3) year extension(s) to the appointment.

## ARTICLE 7 - MEDICAL ADVISORY COMMITTEE

### 7.1 Medical Advisory Committee

- (a) Composition:
  - (i) the Chief of Staff who shall be Chair;
  - (ii) the Deputy Chief of Staff, if so appointed;
  - (iii) the President of the Medical Staff;
  - (iv) the Vice President of the Medical Staff;
  - (v) the Secretary of the Medical Staff;
  - (vi) all Chiefs of Department;
  - (vii) the Chief Medical Informatics Officer;
  - (viii) the Vice President of Medical Affairs, who shall be a voting member if he/she is a physician licensed to practise in Ontario.
- (b) If one of the President, Vice President or Secretary of the Medical Staff is also a Chief of Department, that individual shall attend in their Department Chief role and an alternate MSA Executive member will attend in their place.
- (c) The following shall have the right of attendance without vote:
  - (i) the Chief Nursing Executive and other clinical Vice Presidents;
  - (ii) the President and Chief Executive Officer of the Hospital;
  - (iii) the Chair of the Board;
  - (iv) Other resource people may be invited to attend at the discretion of the Chair.
- (d) In the absence of the Chair, the members of the Medical Advisory Committee shall elect from amongst themselves a member to serve as Chair.

### 7.2 Duties of the Medical Advisory Committee

The Medical Advisory Committee is responsible for the following activities: credentials, recommendation with respect to the Professional Staff part of these By-Laws, education, quality, ethics, discipline and conflict resolution. The Medical Advisory Committee shall establish Committees as directed by the *Public Hospitals Act*. Membership and duties of the Committees of the Medical Advisory Committee shall be set out in the Professional Staff Rules and



Regulations. Individual members of the Medical Advisory Committee shall respect and promote decisions of the committee and its subcommittees.

The Medical Advisory Committee shall:

- (a) report and make recommendations to the Board in writing on matters concerning the quality of professional care and the practice of Professional Staff or other professions licensed under the Regulated Health Professions Act, 1991 (Ontario) in the Hospital, in relation to the professionally recognized standards of Hospital professional care, including quality improvement plan, peer review, resource utilization and unusual incidents;
- (b) report and make recommendations to the Board concerning such matters as prescribed by the Public Hospitals Act and by the Hospital Management Regulations thereunder, including matters involving competence, conduct or physical or mental ability or capacity of a member of the Professional Staff;
- (c) through the Chief of Department provide supervision over the hospital practice of medicine, dentistry, midwifery, and extended class nursing where they are not employees of the hospital;
- (d) participate in the development of the Hospital's overall objectives and planning, and make recommendations considering allocation and utilization of Hospital resources;
- (e) appoint such committees as are required for the supervision, review and analysis of all the clinical work in the Hospital;
- (f) name the Chair of each of the committees it appoints and ensure that each meets and functions as required, and is keeping minutes of its meetings;
- (g) receive, consider and act upon the Report from each of its appointed Committees;
- (h) inform the Medical Staff at each regular meeting of the Medical Staff of any business transacted by the Medical Advisory Committee and refer to the Medical Staff such items as, in the opinion of the Medical Advisory Committee, require discussion and approval of the Medical Staff as a whole;
- (i) advise and co-operate with the Board and the President and Chief Executive Officer in all matters relating to the professional, clinical and technical services;
- (j) recommend to the Board clinical and general policies respecting the Professional Staff as may be necessary under the circumstances; and
- (k) advise the Board on any matters referred to it by the Board.

## **ARTICLE 8 - COMMITTEES OF THE MEDICAL ADVISORY COMMITTEE**

### **8.1 Medical Advisory Sub-committees**

The Board will put in place standing and special committees as may be necessary from time to time to comply with their duties under the *Public Hospitals Act* or the By-Laws of the Hospital or as they deem appropriate from time to time. The duties of these Committees are outlined in their terms of reference. The Board shall appoint the following standing committees following the annual meeting:

- (a) Credentials Committee;
- (b) Pharmacy and Therapeutics Committee;
- (c) Infection Prevention and Control Committee.

### **8.2 Committees Established by the Medical Advisory Committee**

- (a) The Medical Advisory Committee may establish other committees as required to fulfill its duties.
- (b) Each committee appointed by the Medical Advisory Committee shall work within a mandate described by the Medical Advisory Committee.
- (c) The Medical Advisory Committee shall establish and revise the terms of reference for any Medical Advisory Committee Staff Committee formed under Article 8.2 of these By-laws. The Medical Advisory Committee shall present the revised terms of reference to the Board for approval.
- (d) The Medical Advisory Committee may, at any meeting, appoint any Special Committee, prescribe its terms of reference and name the Chair and Vice Chair.
- (e) The Medical Advisory Committee may, by resolution, at any time, dissolve and reconstitute the membership of any special committee.
- (f) Unless otherwise directed by the Medical Advisory Committee, each Committee of the Medical Advisory Committee shall meet as specified in its terms of reference and report to the Medical Advisory Committee.

### **8.3 Appointment to Medical Advisory Committee Sub-Committees**

Pursuant to the Hospital Management Regulation, the Medical Advisory Committee shall appoint the medical members of all Medical Advisory Committee Sub-Committees provided for in this By-Law. Other members of Medical Advisory Committee Sub-Committees shall be recommended by the Medical Advisory Committee. The Chief of Staff shall be an ex-officio member of all Professional Staff Committees, without vote.

#### **8.4 Medical Advisory Committee Sub-Committees Duties**

In addition to the specific duties of each Medical Advisory Committee Sub-Committee as set out in their Approved Terms of Reference, all Medical Advisory Committee Sub-Committees shall:

- (a) meet as directed by the Medical Advisory Committee;
- (b) present a written report including any recommendations of each meeting to the next meeting of the Medical Advisory Committee;
- (c) perform such other duties, not specified in this By-Law, as may from time to time be directed by the Medical Advisory Committee;
- (d) review their terms of reference every three (3) years, or more frequently if necessitated by changing needs. Reviewed terms of reference will be submitted, with modifications if any, to the Medical Advisory Committee.

#### **8.5 Medical Advisory Committee Sub-Committee Chair**

- (a) The Medical Advisory Committee shall appoint a physician as the Chair of each Medical Advisory Committee Sub-Committee where possible. Physicians named as Committee Chairs must be members of the Active Professional Staff.
- (b) The Chair shall hold office for one (1) year and may be reappointed annually by the Medical Advisory Committee.

#### **8.6 Duties of the Chair of the Committees of the Medical Advisory Committee**

Each Chair of a committee of the Medical Advisory Committee shall:

- (a) chair the committee meetings;
- (b) call meetings of the Committee;
- (c) be a voting member of the Committee which they chair;
- (d) report to the Medical Advisory Committee through the Committee minutes;
- (e) at the request of the Medical Advisory Committee, be present to discuss all or part of any report of the Committee; and
- (f) request meetings with the Medical Advisory Committee when appropriate.

## **ARTICLE 9 – MEETINGS OF THE MEDICAL STAFF ASSOCIATION**

### **9.1 Annual Meeting**

- (a) An annual meeting of the Medical Staff shall be held at a date, time and place to be agreed upon and approved by the President of the Medical Staff.
- (b) A written notice of each annual meeting shall be posted by the Secretary of the Medical Staff at least fourteen days (14) days before the meeting.

### **9.2 Quarterly Staff Meetings**

The meetings of the Medical Staff shall be held at least four (4) times in each fiscal year of the Hospital, one (1) of which shall be the annual meeting.

### **9.3 Notice of Regular Meeting**

- (a) Regular meetings of the Medical Staff shall be held at a date, time and place to be agreed upon and approved by the President of the Medical Staff.
- (b) A written notice of each regular meeting shall be posted by the Secretary of the Medical Staff at least fourteen (14) days before the meeting.

### **9.4 Special Meetings**

- (a) In cases of emergency, the President of the Medical Staff may call a special meeting.
- (b) Special meetings shall be called by the President of the Medical Staff on the written request of any ten (10) members of the Active or Associate Staff.
- (c) Notice of such special meetings shall be as required for a regular meeting, except in cases of emergency, and shall state the nature of the business for which the special meeting is called.
- (d) The usual time required for giving notice of any special meeting shall be waived in cases of emergency, subject to ratification of this action by the majority of those members present and voting at the special meeting, as the first item of business at the meeting.

### **9.5 Attendance at Meetings**

- (a) The Secretary of the Medical Staff shall:
  - (i) be responsible for the making of a record of the attendance at each meeting of the Medical Staff;
  - (ii) receive the record of attendance for each meeting of each department of the Medical Staff; and

- (iii) make such records available to the Medical Advisory Committee.

## **9.6 Quorum**

- (a) Twenty (20) Medical Staff members present shall constitute a quorum at any general or special meeting of the Medical Staff.
- (b) In any case where a quorum of the Medical Staff has not arrived at the place named for the meeting within thirty (30) minutes after the time named for the start of the meeting, those members of the Medical Staff who have presented themselves shall be given credit for attendance at the meeting for the purpose of satisfying the attendance requirement of these By-Laws.

## **9.7 Voting**

- (a) There shall be only one (1) vote cast by any one such member on any question and the same shall be so cast by the member personally present.
- (b) Unless as otherwise expressed by these By-Laws, every question shall be decided by a majority vote.
- (c) If there is an equality of votes, the Chair shall rule that the motion has been defeated.
- (d) Unless a poll is demanded by ten (10) percent of the members who can vote and who are present at any meeting, a declaration by the presiding officer thereat that a resolution is carried, or is not carried, by a particular majority shall be conclusive.
- (e) If a poll be demanded as aforesaid, it shall be taken in such a manner as the presiding officer in such meeting directs.
- (f) Voting at all elections shall be by secret ballots.
- (g) No member of the Medical Staff shall vote by proxy.

## **9.8 Election Procedure**

- (a) The officers of the Medical Staff will be elected by a majority vote of the Active and Associate Members of the Medical Staff in accordance with the documented procedures established by the Medical Staff Association from time to time with review on an annual basis.
- (b) Criteria:
  - (i) an officer should have knowledge and understanding of the needs and operations of the Hospital; and

- (ii) a member nominated as President, Vice President or Secretary shall be a physician, who shall have an understanding of their responsibility to act in good faith and in the best interest of the Hospital and to avoid or declare situations of actual or perceived conflict of interest.
- (iii) Self nominations must be received by the Medical Executive/Secretary more than 30 days before the annual meeting.

## **ARTICLE 10 - MEDICAL STAFF ELECTED OFFICERS**

### **10.1 Elected Officers**

The elected officers of the Medical Staff shall be President, Vice President, Secretary and Treasurer. These officers shall be elected at the annual meeting of the Medical Staff. It is the intent of these By-Laws that these officers hold office for one (1) year. Their term of office in each position shall not exceed two (2) years but they shall remain in office until their successors are elected.

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.

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. The election of such Professional Staff member shall follow the process in section 9.8. The Professional Staff member so elected to office shall fill the office until the next annual meeting of the Professional Staff.

### **10.2 Eligibility for Office**

Only members of the Active Medical Staff, or those who are applying for privileges in the Active Staff category may be elected or appointed to any position or office.

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

The President of the Medical Staff shall:

- (a) preside at all meetings of the Medical Staff;
- (b) call special meetings of the Medical Staff;
- (c) be a voting member of the Medical Advisory Committee and its Executive;

- (d) be a non-voting member of the Board and a voting member of the Quality Committee of the Board;
- (e) be a member of such other committees as may be deemed appropriate by the Board;
- (f) report to the Medical Advisory Committee and the Board on any issues raised by the Medical Staff;
- (g) be accountable to the Medical Staff and advocate fair process in the treatment of individual members of the Medical Staff;
- (h) ensure that the Board is informed when a majority vote of the Medical Staff at any properly constituted meeting of the Medical Staff is opposed to a Professional Staff Policy or Policy change proposed by the Medical Advisory Committee;
- (i) report to the Medical Staff at its regular meetings;
- (j) conduct the elections of Medical Staff Officers; and
- (k) represent the Medical Staff on various task forces or at functions as may be requested from time to time.

#### **10.4 Duties of the Vice President of the Medical Staff**

The Vice President of the Medical Staff shall:

- (a) act in the place of the President of the Medical Staff, perform the President's duties and possess the President's powers, in the absence or disability of the President;
- (b) perform such duties as the President of the Medical Staff may delegate;
- (c) be a non-voting member of the Board and a voting member of the Quality Committee of the Board; and
- (d) be a voting member of the Medical Advisory Committee.

#### **10.5 Duties of the Secretary**

The Secretary of the Medical Staff shall:

- (a) be a member of the Medical Advisory Committee;
- (b) attend to the correspondence of the Medical Staff;
- (c) give notice of Medical Staff meetings by posting a written notice thereof:

- (i) in the case of a regular or special meeting of the Medical Staff at least five (5) days before the meeting;
- (ii) in the case of an annual meeting of the Medical Staff, at least ten (10) days before the meeting;
- (d) ensure that minutes are kept of all Medical Staff meetings;
- (e) ensure that a record of the attendance at each meeting of the Medical Staff is made;
- (f) receive the record of attendance for each meeting of each Department of the Medical Staff;
- (g) make the attendance records available to the Medical Advisory Committee;
- (h) act in the place of the Vice President of the Medical Staff performing the Vice President's duties and possessing the Vice President's powers in the absence or disability of the Vice President.

#### **10.6 Duties of the Treasurer**

The Treasurer of the Medical Staff, if any shall:

- (a) disburse medical staff funds at the direction of the Medical Staff as determined by a majority vote of the Medical Staff.
- (b) Provide an annual report
- (c) Act in the place of the Secretary of the Medical Staff performing the Secretary's duties and possessing the Secretary's powers in the absence or disability of the Secretary.

### **ARTICLE 11 - AMENDMENTS TO THE PROFESSIONAL STAFF BY-LAWS**

#### **11.1 Amendments to the Professional Staff By-Laws**

- (a) The Board may pass or amend the Professional Staff By-Laws from time to time.
- (b) (i) Where it is intended to pass or amend the Professional Staff By-Laws at a meeting of the Board, written notice of such intention shall be sent by the Secretary to each Director at his/her address as shown on the records of the Corporation by ordinary mail not less than ten (10) days before the meeting.
- (ii) Where the notice of intention required by clause (i) above is not provided, any proposed By-Law or amendments to the By-Law may nevertheless be



moved at the meeting and discussion and voting thereon adjourned to the next meeting, for which no notice of intention need be given.

- (c) Subject to paragraph (d) below, a By-Law or an amendment to a By-Law passed by the Board has full force and effect:
  - (i) from the time the motion was passed; or
  - (ii) from such future time as may be specified in the motion.
- (d)
  - (i) A By-Law or an amendment to a By-Law passed by the Board shall be presented for confirmation at the next annual meeting or to a special general meeting of the Members of the Corporation called for that purpose. The notice of such annual meeting or special general meeting shall refer to the By-Law or amendment to be presented.
  - (ii) The Members at the annual meeting or at a special general meeting may confirm the By-Law as presented or reject or amend them, and if rejected they thereupon cease to have effect and if amended, they take effect as amended.
- (e) 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 approval.

### **11.2 Notice of amendments to Professional Staff By-Laws**

Prior to submitting the Professional Staff By-Law to the process established in Section 11.1, the following procedures shall be followed:

- (a) a notice shall be sent to all members of the Professional Staff advising them of the proposed amendments to the Professional Staff By-Laws fourteen (14) days in advance of the matter being considered by the Board;
- (b) a copy of the proposed Professional Staff By-Laws or amendments thereto shall be posted in the Professional Staff rooms and shall be made available on request thirty (30) days in advance of the matter being considered by the Board;
- (c) the Professional Staff shall be afforded an opportunity to comment on the proposed Professional Staff By-Laws or amendment thereto; and
- (d) the Medical Advisory Committee may make recommendations to the Board, concerning the proposed Professional Staff By-Laws or amendment thereto.

## ARTICLE 12 – PROFESSIONAL STAFF POLICIES

### 12.1 Professional Staff Policies

- (a) The Board shall require that appropriate Professional Staff Policies are formulated.
- (b) The Medical Advisory Committee may establish or change one or more Professional Staff Policies to be applicable to a group or category or to a specific department of the Professional Staff or to all Professional Staff.
- (c) The Medical Advisory Committee shall ensure that, prior to establishing or changing a Policy, the members of the Voting Professional Staff, or a specific department when appropriate, have an opportunity to comment on the proposed recommendation.
- (d) The President of the Medical Staff shall ensure that the Medical Advisory Committee is informed when a majority vote of the Medical Staff at any properly constituted meeting of the Medical Staff is opposed to a Professional Staff Policy or Policy change.

[Certification page follows]

**CERTIFIED** to be the Professional Staff By-Law of the Corporation, as enacted by the Board and confirmed by the Members the 24th day of June, 2024.



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**Name:** Ila Watson  
**Title:** President and CEO



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**Name:** Lisa Bell-Murray  
**Title:** Board Chair