

SAULT AREA HOSPITAL
BY-LAWS

Approved by the Board of Directors: June 14, 2021

Approved by the Members of the Corporation: June 21, 2021

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SAULT AREA HOSPITAL

ADMINISTRATIVE BY-LAW NO. 1

PREAMBLE

WHEREAS the Board of Directors of the Hospital deems it expedient that all By-Laws heretofore enacted be cancelled and revoked and that the following By-Law No. 1 be adopted for regulating the affairs of the Hospital.

NOW THEREFORE be it enacted and it is hereby enacted that By-Law 2002-1 as amended as aforesaid, be cancelled and revoked and that the following By-Law No. 1 be substituted in lieu thereof.

ARTICLE 1 - DEFINITIONS AND INTERPRETATION

1.1 Definitions

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

- (a) "Act" means the *Corporations Act (Ontario)*, and where the context requires, includes the Regulations made under it;
- (b) "Application" means the application for membership prescribed by the Board;
- (c) "Associates" means the parents, siblings, spouse or common law partner or child of a Director, and includes any organization, agency, company, or individual (such as a business partner) with a formal relationship to a Director;
- (d) "Board" means the Board of Directors of the Corporation;
- (e) "By-Law" means any By-Law of the Corporation from time to time in effect;
- (f) "Chief Financial Officer" means the senior employee, responsible to the President and Chief Executive Officer for the treasury and controllership functions in the Hospital;
- (g) "Chief Nursing Officer" 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;
- (h) "Chief of a Department" means a member of the Professional Staff appointed by the Board of Directors to be responsible for the professional standards and quality of medical care rendered by the members of his/her department;

- (i) “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;
- (j) “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;
- (k) “Conflict of Interest” includes, without limitation, the following three areas that may give rise to a Conflict of Interest for the Directors of the Corporation, namely:
 - (i) Pecuniary or Financial Interest - a Director is said to have a pecuniary or financial interest in a decision when the Director (or his/her Associates) stands to gain by that decision, either in the form of money, gifts, favours, gratuities, or other special considerations;
 - (ii) Undue Influence – a Director is said to have undue influence where participation or influence in Board decisions that selectively and disproportionately benefit particular agencies, companies, organizations, professional groups, or patients from a particular demographic, geographic, political, socio-economic, or cultural group is a violation of the Director’s entrusted responsibility to the Corporation; or
 - (iii) Adverse Interest - a Director is said to have an adverse interest to the Corporation when he/she is a party to or has an interest in a claim, application or proceeding against the Corporation and shall include a competing interest where a Director owes a fiduciary duty or duty of care to a person or entity other than the Corporation;
- (l) “Corporation” means the Sault Area Hospital;
- (m) “Director” means a member of the Board;
- (n) “Excluded Person” means:
 - (i) Any member of the Professional Staff, other than the members of the Medical Staff appointed to the Board pursuant to the *Public Hospitals Act*;
 - (ii) Any employee;
 - (iii) Any spouse, dependent child, parent, brother or sister of an employee of the Corporation or member of the Professional Staff; and
- (o) “ex-officio” means membership “by virtue of the office” and includes all rights, responsibilities, and power to vote unless otherwise specified;
- (p) “Hospital Foundation” means the Sault Area Hospital Foundation

- (q) "Impact Analysis" means a process to assess the clinical and financial implications of a potential appointment to the Professional Staff;
- (r) "Medical Staff Officers" means the President, Vice President and Secretary/Treasurer of the Medical Staff;
- (s) "Medical Staff Rules" means provisions approved by the Board concerning the practice and professional conduct of the members of the Medical Staff;
- (t) "Member" means member of the Corporation;
- (u) "Patient" means, unless otherwise specified, any inpatient, outpatient or other patient of the Corporation;
- (v) "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;
- (w) "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;
- (x) "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;
- (y) "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.
- (z) "Public Hospitals Act" means the *Public Hospitals Act* (Ontario), and, where the context requires, includes the Regulations made under it;
- (aa) "Special Resolution" means a resolution passed and confirmed with or without variation by at least a two-thirds (2/3) of the votes cast at a general meeting of the Members of the Corporation, an annual meeting of the Corporation or meeting of the Board.

1.2 Interpretation

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

- (a) all terms which are contained in this 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 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; and
- (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.
- (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 - MEMBERSHIP IN THE CORPORATION

2.1 Admission

- (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 the Directors
- (b) No fees shall be payable by the Members
- (c) Each Member shall be entitled to one vote.

ARTICLE 3 - ANNUAL AND SPECIAL MEETINGS OF THE MEMBERS OF THE CORPORATION

3.1 Annual General Meeting of the Members of the Corporation

The annual meeting of Members shall be held at any place in the Municipality of Sault Ste. Marie as the Board determines on a date to be fixed by the Board between April 1st and July 31st in each year.

3.2 Special Meetings of the Members of the Corporation

- (a) The Board or the Chair may call a special meeting of the Corporation.
- (b)
 - (i) Not less than thirty percent (30%) of the Members of the Corporation entitled to vote at a meeting proposed to be held may, in writing, requisition the Directors to call a special meeting of the Members for any purpose connected with the affairs of the Corporation which are

properly within the purview of the Members' role in the Corporation and which are not inconsistent with the *Corporations Act* (Ontario).

- (ii) The requisition shall be deposited at the Head Office of the Corporation and may consist of several documents in like forms signed by one or more requisitioners.
- (c) Notice of a special meeting shall be given in the same manner as provided in Section 3.3. If the Directors, acting in their sole discretion, determine that the requisition meets the qualifications set out in paragraph (b) above, the Directors shall call and hold such meeting within fourteen (14) days from the date of the deposit of the requisition.
- (d) The notice of a special meeting shall specify the purpose for which it has been called.

3.3 Notice

- (a) At least ten (10) days' prior written notice of a meeting of the Members shall be given to each Member and such notice shall specify the business to be transacted at such meeting.
- (b) In lieu of the written notice required under paragraph (a) above, it is sufficient notice of any annual or special meeting of Members of the Corporation if notice is given by publication at least once a week for two (2) successive weeks preceding the meeting in a newspaper or newspapers circulated in the municipalities in which Members of the Corporation reside as shown by their addresses in the records of the Corporation.

3.4 Omission of Notice

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

3.5 Voting

- (a) At all annual or special meetings, resolutions shall be determined by a majority of affirmative votes cast by Members present at the meeting, unless otherwise required by statute or the By-Laws. If there is an equality of votes, the Chair shall declare the motion lost.
- (b) Pursuant to the *Public Hospitals Act*, no Member may vote by proxy.
- (c) At any meeting, unless a poll is demanded, a declaration by the Chair of the meeting that a resolution has been carried or carried unanimously or by a

particular majority, or lost or not carried by a particular majority, shall be conclusive of the fact.

- (d) A poll may be demanded either before or after any vote by a show of hands by any person entitled to vote at the meeting. If at any meeting a poll is demanded on the election of the Chair for such meeting or on the question of adjournment, it shall be taken forthwith without adjournment. If at any meeting a poll is demanded on any other question or as to the election of Directors, the vote shall be taken by ballot in such manner as the Chair of the meeting directs. The result of a poll shall be deemed to be the resolution of the meeting at which the poll was demanded. A demand for a poll may be withdrawn.

3.6 Quorum

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

3.7 Chair of the Meeting

The Chair of a meeting of the Corporation shall be:

- (a) The Chair of the Corporation; or
- (b) A Vice Chair of the Corporation, 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(s) are absent or are unable to act. The Secretary shall preside at the election of the Chair, but if the Secretary is not present, the Directors, from those present, shall choose a Director to preside at the election; or
- (d) If no Director is present or if all the Directors present decline to take the Chair, then the persons who are present and entitled to vote shall choose one of their number to be the Chair.
- (e) In the event the Chair is absent or is unable to act and there are two Vice Chairs wanting to chair the meeting of the corporation, the Board shall appoint the Vice Chair by resolution of the Board.

The Chair of the meeting shall be entitled to vote.

3.8 Business at Annual Meetings

At each annual meeting, in addition to the other business identified in the notice to Members, the following reports, statements and actions shall be presented:

- (a) minutes of the previous annual meeting;
- (b) report of the Chair of the Board;

- (c) report of the Auditor including a presentation of the audited financial statements;
- (d) report of the President and Chief Executive Officer;
- (e) report of the Medical Advisory Committee;
- (f) election of Board members; and
- (g) appointment of the Auditors.

3.9 Adjourned Meeting

- (a) Not less than three (3) days notice of an adjourned meeting of Members shall be given in such manner as the Board may determine

3.10 Financial Year End

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

ARTICLE 4 - BOARD OF DIRECTORS

4.1 Nominations to Board

- (a) Subject to this section and all other provisions of these By-Laws, nominations for election as Director at the annual meeting of the Corporation may be made only by the Governance Committee of the Board further to the Board's nominating policy as in place from time to time. For greater certainty, no nominations shall be accepted by the Members of the Corporation which are not submitted to and approved by the Governance Committee.

4.2 Board Composition

The affairs of the Corporation shall be governed by a board consisting of:

- (a) Elected Directors

The affairs of the Corporation shall be managed by a Board of not less than nine elected (9) Directors and not more than twelve (12) elected Directors, which number shall be fixed from time to time by special resolution of the Board.

The terms of the Directors shall be staggered such that the term of at least one-third (1/3) of the elected Directors shall expire each year at the time of the annual general meeting of the Corporation. The expiring terms shall be filled annually, for three (3) year terms, by election by the Members of the Corporation in accordance with the provisions of the By-Laws of the Corporation.

- (b) Non-voting Ex-Officio Directors:

- (i) the President and Chief Executive Officer;
 - (ii) the President of the Medical Staff;
 - (iii) the Vice President of the Medical Staff;
 - (iv) the Chief of Staff;
 - (v) the Chief Nursing Officer.
- (c) Ex-Officio Directors
- (i) The Hospital's Volunteer Association Board Liaison:

An Ex-Officio Director shall hold office until his/her successor is appointed in accordance with the By-Laws of the Corporation.

4.3 Qualification of Directors

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

- (a) is less than eighteen (18) years of age
- (b) has the status of bankrupt
- (c) does not have their principle residence within the District of Algoma.
- (d) is or has been an employee, or member of the Professional Staff within the last three years, unless the Board deems otherwise.

4.4 Term of Office Restrictions

- (a) No person may be elected or appointed a Director for more than nine (9) consecutive years of service, provided, however, that a Director completing nine (9) years of service on the Board, may have his or her service as a Director extended so as to permit him or her to complete his or her terms as Chair or Vice Chair.
- (b) A former Director restricted by paragraph (a) above may be re-elected or re-appointed a Director following a break in the continuous service of at least one (1) year.
- (c) Save as otherwise provided in this By-Law, an Officer's term of office shall continue until his or her successor is elected or appointed.

- (d) No Director may serve as Chair or Vice Chair of the Board for longer than four (4) consecutive years in one office except where the Board determines that special circumstances warrant the continuing of an incumbent in the office for an additional period of time as determined by the Board.

4.5 Vacancy and Termination of Office

- (a) The office of a Director shall automatically be vacated
 - (i) if the Director becomes bankrupt or suspends payment of debts generally or compounds with creditors or makes an assignment in bankruptcy or is declared insolvent;
 - (ii) if the Director is found to be a mentally incompetent person or becomes of unsound mind;
 - (iii) if the Director is not in good standing with their professional college or organization;
 - (iv) if the Director, by notice in writing to the Corporation, resigns office, which resignation shall be effective at the time it is received by the Secretary of the Corporation or at the time specified in the notice, whichever is later;
 - (v) if at a meeting of the Directors of the Corporation, a special resolution is passed by the Directors, removing a Director before the expiration of the Directors term of office; and
 - (vi) if the Director passes away.
- (b) The office of a Director may be vacated by a simple majority resolution of the Board:
 - (i) if a Director is absent in excess of thirty (30) percent of the meetings of the Board or committee of the Board in any twelve (12) month period; or
 - (ii) if a Director fails to comply with the *Public Hospitals Act*, the *Act*, the Corporations Letters Patent, By-Laws, Rules, Regulations, policies and procedures, including without limitation, the confidentiality and conflict of interest requirements.
- (c) If a vacancy occurs at any time among the Directors either by a resignation, by death or removal by the Directors in accordance with paragraph (a) above, or by any other cause, such vacancy may be filled by a qualified person elected by the Board to serve until the next annual meeting.

- (d) If a Director ceases to have their principle residence in the District of Algoma, they are deemed to have resigned on the receipt of such notice or as of the end of the Annual General Meeting, whichever occurs first.
- (e) At the next annual meeting in addition to the election of Directors to fill the vacancies caused by expiry of Directors' terms, the Members shall also elect an additional Director to fill the unexpired term created by any vacancy referred to in paragraphs (a and d) above.

4.6 Director remuneration

- (a) 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 – RESPONSIBILITIES OF THE BOARD

The Board shall govern and manage the affairs of the Corporation consistent with the *Public Hospitals Act*, the Hospital Management regulations thereunder and other applicable legislation and shall be responsible to:

- (a) Develop and review on a regular basis the mission, vision, values and strategic plan of the Corporation in relation to the provision, within available resources, of appropriate programs and services in order to meet the acute care needs of the community;
- (b) Work collaboratively with other community agencies and institutions in meeting the health care needs of the community;
- (c) Establish procedures for monitoring compliance with the requirements of the *Public Hospitals Act*, the Hospital Management Regulation thereunder, the By-Laws of the Hospital and other applicable legislation;
- (d) Establish policies and procedures to provide the general framework within which the President and Chief Executive Officer, the Medical Advisory Committee, the Professional Staff and the Corporation staff will establish procedures for the management of the day-to-day processes;
- (e) Ensure that the President and Chief Executive Officer, Chief of Staff, and Nurses who are managers develop policies and plans to deal with:
 - (i) emergency situations that could place a greater than normal demand on the services provided by the Corporation or disrupt the normal routine;
 - (ii) the failure to provide services by persons who ordinarily provide services in the Corporation; and

- (iii) situations, circumstances, conduct and behaviours which is or has the potential of resulting in a risk to the safety and wellbeing of patients, staff and/or other health professionals.
- (f) Establish the selection process for the appointment of the President and Chief Executive Officer and appoint the President and Chief Executive Officer in accordance with the process;
- (g) Annually conduct the President and Chief Executive Officer's formal performance evaluation and to review and approve his or her compensation and to set his or her goals and objectives for the coming year;
- (h) Delegate responsibility and concomitant authority to the President and Chief Executive Officer for the management, operation of programs, services and require accountability to the Board;
- (i) Appoint the Chief of Staff in accordance with the provisions of these By-Laws;
- (j) Conduct the Chief of Staff's formal performance evaluation on an annual basis and to review and approve his or her compensation and to set his or her goals and objectives for the coming year;
- (k) Delegate responsibility and concomitant authority to the Chief of Staff for the quality of the operation of the general clinical organization of the Corporation and the supervision of the Professional Staff activities in the Hospital and require accountability to the Board;
- (l) Appoint and re-appoint Physicians, Dentists, Midwives and Extended Class Nurses to the Professional Staff of the Hospital and delineate the respective privileges after considering the recommendations of the Medical Advisory Committee, in accordance with legislative and By-Law requirements;
- (m) Through the Medical Advisory Committee, assess and monitor the acceptance by each member of the Professional Staff of his or her responsibility to the Patient and to the Corporation concomitant with the privileges and duties of the appointment and with the By-Laws of the Corporation;
- (n) Ensure that staff and facilities are appropriate and available, including an adequate supply of physicians and other professionals, for the services provided;
- (o) Ensure that quality assurance, risk management and utilization review methods are established for the regular evaluation of the quality of care, and that all Hospital services are regularly evaluated in relation to generally accepted standards and require accountability on a regular basis;
- (p) Review regularly the functioning of the Corporation and all programs and services in relation to the objects of the Corporation as stated in the letters patent,

supplementary letters patent and the By-Laws and demonstrate accountability for its responsibility to the annual meeting of the Corporation;

- (q) Enforce the attendance policy as established by the Board;
- (r) Review on a regular basis the role and responsibility of the Corporation to its community in relation to the provision of services, within the means available, of appropriate types and amounts of services;
- (s) Approve the annual budget for the Hospital;
- (t) Establish an investment policy consistent with the provisions of these By-Laws;
- (u) Borrow money, from time to time, as may be authorized by resolution of the Board;
- (v) Evaluate its own performance in relation to its responsibilities and periodically review and revise governance policies, processes and structures as appropriate.
- (w) Ensure the establishment and provide for the operation of an Occupational Health and Safety Program for the Corporation that 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;
- (x) Ensure the establishment and provide for the operation of a health surveillance program including a communicable disease surveillance program in respect of all persons carrying on activities in the Corporation;
- (y) Establish a Fiscal Advisory Committee, the membership and purposes of which meet the requirements of the *Public Hospitals Act*;
- (z) Establish a Quality Committee further to the *Excellent Care for All Act* to monitor and report on the overall quality of care and make recommendations to the Board regarding quality improvement initiatives and policies and to oversee the preparation of annual quality improvement plans, comprised of:

- (i) President and Chief Executive Officer;
 - (ii) one member of the Medical Advisory Committee;
 - (iii) Chief Nursing Officer;
 - (iv) one person who works in the Hospital and who is not a member of the College of Physicians and Surgeons of Ontario or the College of Nurses of Ontario; and
 - (v) such other persons as are selected by the Board so that one third (1/3) of the members of the Quality Committee shall be voting members of the Board.
- (aa) Provide for:
- (i) the participation of Nurses who are managers and staff Nurses in decision making related to administrative, financial, operational and planning matters in the Hospital; and
 - (ii) the participation at the committee level of staff Nurses who are managers, including the election of staff Nurses of representatives to committees and the election or appointment to committees of Nurses who are managers;
- (bb) Pursuant to the Hospital Management Regulations, provide for the establishment of procedures to encourage the donation of organs and tissues including:
- (i) procedures to identify potential donors; and
 - (ii) procedures to make potential donors and their families aware of the options of organ and tissue donations.
- Ensure that such procedures are implemented in the Corporation .
- (cc) Ensure that a system for the disclosure of every critical incident is established and that the President and Chief Executive Officer, the Chief of Staff and the Chief Nursing Officer will be responsible for the system.
- (dd) 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 6 – CONFLICT OF INTEREST

- (a) Every Director who, either directly or through one of his or her associates, has, or thinks he or she may potentially have, a conflict of interest shall disclose the

nature and extent of the interest at a meeting of the Board in accordance with Board policy on conflicts of interest, as set from time to time.

- (b) If a Director believes that any other Director is in a conflict of interest position with respect to any contract, transaction, matter or decision, the Director shall have the concern recorded in the minutes in accordance with Board policy on conflicts of interest, as set from time to time.
- (c) If a Director has made a declaration of conflict of interest in compliance with this By-Law the Director is not accountable to the Corporation for any profit he/she may realize from the contract, transaction, matter or decision.
- (d) If a Director fails to make a declaration of his/her interest in a contract, transaction, matter or decision as required by this By-Law, this shall be considered grounds for termination of his/her position as a Director of the Corporation in addition to any other recourse the Corporation may have against such Director.
- (e) The failure of any Director to comply with the Conflict of Interest By-Law of the Corporation does not, in or of itself, invalidate any contract, transaction, matter or decision undertaken by the Board of the Corporation.

ARTICLE 7 - CONFIDENTIALITY

7.1 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.

7.2 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 8 - STANDARDS OF CARE

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

- (a) act honestly and in good faith with a view to the best interests of the Corporation;

- (b) exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances;
- (c) respect and abide by decisions of the Board;
- (d) keep informed about:
 - (i) matters relating to the Corporation,
 - (ii) the community served,
 - (iii) necessary information and background preparation so as to participate effectively in meetings of the Board and its committees,
 - (iv) other health care services provided in the region;
- (e) participate in the initial orientation as a new Director and in ongoing Board education;
- (f) participate in the annual evaluation of overall Board effectiveness; and
- (g) represent the Board, when requested.

ARTICLE 9 – REGULAR AND SPECIAL MEETINGS OF THE BOARD

9.1 Regular Meetings

- (a) There shall be at least six (6) regular meetings of the Board each year, at such time and place as the Board may from time to time by resolution determine.
- (b) The Secretary of the Board shall provide to each Director not less than ten (10) days written notice of a regularly scheduled Board meeting. The notice may be delivered, mailed, emailed or faxed.
- (c) A meeting of the Board may be held without notice immediately following the Annual Meeting.

9.2 Special Meetings

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

9.3 Procedures for Board Meetings

- (a) The declaration of the Secretary or Chair that notice has been given pursuant to the By-Law, shall be sufficient and conclusive evidence of the giving of such notice.
- (b) No error or omission in giving notice for a meeting of Directors shall invalidate such meeting or invalidate any proceedings at such meeting and any Director may at any time waive notice of any such meeting and may ratify and approve any or all proceedings.
- (c) Guests may attend the open portion of meetings of the Board. Guests may attend the closed portion of Board meetings only upon:
 - (i) invitation by the Chair of the meeting;
 - (ii) invitation by the President and Chief Executive Officer with the approval of the Chair of the meeting; or
 - (iii) resolution of the Board.
- (d) If all the Directors present at or participating in the meeting consent and in accordance with the Board's policy on telephone meetings adopted from time to time by the Board, a meeting of Directors or a meeting of a committee of the Board may be held by such telephone, electronic or other communication facilities as 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.
- (e) Minutes shall be kept for all meetings of the Board.
- (f) Each elected Director present at a meeting of the Board 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, unless requiring a special resolution.
 - (i) Casting Votes – In the case of an equality of votes, matter shall fail and the Chair shall not have a second vote.
 - (ii) 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.

9.4 Quorum

A quorum for any meeting of the Board shall be a majority of the voting Directors. The Chair shall be included in the determination of a quorum.

9.5 Rules of Order

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

9.6 Rules

The Board may, from time to time, make such Rules as it may deem necessary or desirable for the better management, operation, and maintenance of the Corporation, provided however that any such rule shall conform with the provision of this By-Law.

9.7 Adjournment of 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.

9.8 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 10 – OFFICERS

10.1 Officers

The officers of the Corporation shall include:

- (a) Chair of the Board,
- (b) Chief Executive Officer, and
- (c) Secretary

and may include one or more Vice Chairs and any such other officers as the Board may from time to time by resolution determine. 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.

10.2 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.

10.3 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 four (4) 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.

10.4 Vice Chair(s)

The Vice Chair of the Board shall have all the powers and perform all the duties of the Chair in the absence or disability of the Chair and any other duties assigned by the Board. In the event there are two Vice Chairs willing to assume the powers and perform all the duties of the Chair, in the absence or disability of the Chair, a meeting of the Board shall be called and the Vice Chair shall be appointed by resolution of the Board.

10.5 Secretary

The Secretary shall:

- (a) attend all meetings of the Board and of committees of the Board;
- (b) keep a record of the minutes of all meetings;
- (c) keep a roll of names and addresses of the Members;
- (d) attend to correspondence;
- (e) give such notice as required by the By-Laws of the Corporation relating to all meetings of the Corporation, the Board and its committees;
- (f) prepare all reports required under any act or regulation of the Province of Ontario;

- (g) be the custodian of all minute books, documents and registers of the Corporation required to be kept by the provisions of the *Act*;
- (h) be the custodian of the seal of the Corporation;
- (i) keep copies of all testamentary documents and documents donating designated purpose funds by which benefits are given to the use of the Corporation and provide copies of same to the Office of the Public Guardian and Trustee in accordance to the provisions of the *Charities Accounting Act (Ontario)*, and submit semi-annually a report to the Board with respect to such donations; and
- (j) perform such other duties as may be determined by the Board.

The Secretary may delegate to employees of the Corporation those duties that he/she considers appropriate to delegate and that he/she is allowed by law to delegate.

10.6 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 administration, organization and management of the affairs of the Corporation. A Board approved job description will be provided to the CEO and reviewed annually.

10.7 Other Officers

The powers and duties of all other officers shall be such as the Board may from time to time determine. Any of the powers and duties of an officer to whom an assistant has been appointed may be exercised and performed by such an assistant unless the Board otherwise directs.

ARTICLE 11 - PROTECTION OF DIRECTORS AND OFFICERS

11.1 Protection of Directors and Officers

Except as otherwise provided in any legislation or law, no Director or Officer of the Corporation shall be liable for the acts, receipts, neglects or defaults of any other Director or Officer or employee or for any loss, damage or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired by the Corporation or for or on behalf of the Corporation or for the insufficiency or deficiency of any security in or upon which any of the monies of or belonging to the Corporation shall be placed out or invested or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person including any person with whom or which any monies, securities or effects shall be lodged or deposited or for any loss, conversion, misapplication or misappropriation of or any damage resulting from any dealings with monies, securities or other assets belonging to the Corporation or for any other loss, damage or misfortune whatever which may happen in the execution of the duties of the Director's or Officer's respective office or trust or in relation thereto unless the same shall happen

by or through the Director's or Officer's own failure to act honestly and in good faith in the performance of the duties of office, or other wilful neglect or default.

11.2 Pre-Indemnity Considerations

Before giving approval to the indemnities provided in section 11.3, or purchasing insurance provided in section 11.4, the Board shall consider:

- (a) the degree of risk to which the Director or Officer is or may be exposed;
- (b) whether, in practice, the risk cannot be eliminated or significantly reduced by means other than the indemnity or insurance;
- (c) whether the amount or cost of the insurance is reasonable in relation to the risk;
- (d) whether the cost of the insurance is reasonable in relation to the revenue available; and
- (e) whether it advances the administration and management of the property to give the indemnity or purchase the insurance.

11.3 Indemnification of Officers and Directors

Upon approval by the Board from time to time, every Director and Officer of the Corporation and every member of a committee, or any other person who has undertaken, or is about to undertake, any liability on behalf of the Corporation or any corporation controlled by it, and the person's respective heirs, executors and administrators, and estate and effects, successors and assigns, shall from time to time and at all times, be indemnified and saved harmless out of the funds of the Corporation, from and against:

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

The Corporation shall also, upon approval by the Board from time to time, indemnify any such person in such other circumstances as any legislation or law permit or requires. Nothing in this

By-Law shall limit the right of any person entitled to indemnity to claim indemnity apart from the provisions of this By-Law to the extent permitted by any legislation or law.

11.4 Insurance

Upon approval by the Board and from time to time, the Corporation shall purchase and maintain insurance for the benefit of any Director, Officer or other person acting on behalf of the Corporation against any liability incurred in that person's capacity as a Director, Officer or other person acting on behalf of the Corporation, except where the liability relates to that person's failure to act honestly and in good faith.

ARTICLE 12 - COMMITTEES OF THE BOARD

12.1 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.

12.2 Functions, Duties, Responsibilities and Powers of Committees

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

12.3 Committee Members, Chair

Unless otherwise provided by By-Law, 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, if any) need not be Directors of the Corporation, but the number of non-Directors shall not exceed the number of Directors on a committee of the Board. 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 and Chief Executive Officer shall be ex-officio members of all committees.

12.4 Procedures at Committee Meetings

Procedures at and quorum 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.

12.5 Executive Committee

The Board may, but shall not be required to, elect an Executive Committee consisting of not fewer than three (3) elected Directors and may delegate to the Executive Committee any powers of the Board, subject to such restrictions, as may be imposed by the Board by resolution. The Executive Committee shall fix its quorum at not less than a majority of its members. Any Executive Committee member may be removed by a majority vote of the Board.

12.6 Committee Dissolution

Subject to applicable law, the Board may, by resolution, dissolve any committee at any time.

ARTICLE 13 - FINANCIAL

13.1 Signing Officers

The Board may from time to time establish, by policy, signing authority on behalf of the Corporation and may direct, by resolution, the manner in which and the person or persons by whom any particular instrument or class of instruments may or shall be signed. Any signing officer may affix the corporate seal thereto.

13.2 Banking and Borrowing

- (a) The Board shall by resolution, from time to time, designate the Bank in which the bonds or other securities of the Corporation shall be placed for safekeeping.
- (b) The signing officers designated by the Board are authorized for and in the name of the Board:
 - (i) to draw, accept, sign and make all or any bills of exchange, promissory notes, cheques, and orders for payment of money;
 - (ii) to receive and deposit all Corporation monies in the Bank above and give receipts for same;
 - (iii) subject to the approval of the Board, to assign and transfer to the Bank all or any stocks, bonds, or other securities;
 - (iv) from time to time, to borrow money from the Bank;
 - (v) to transact with the said Bank any business which they may think fit;
 - (vi) to negotiate with, deposit with, endorse or transfer to the Bank, but for the credit of the Corporation only, all or any bills of exchange, promissory

notes, cheques; or orders for the payment of money and other negotiable paper;

- (vii) from time to time, to arrange, settle, balance, and certify all books and accounts between the Corporation and the Bank designated by the Board under paragraph 13.2(a) above;
- (viii) to receive all paid cheques and vouchers; and
- (ix) to sign the Bank's form of settlement of balance and release.

13.3 Seal

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

13.4 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.

13.5 Endowment Benefits

- (a) No benefit given in trust to or for the use of the Corporation for endowment purposes shall be hypothecated, transferred or assigned to obtain credit or to receive funds except as allowed by Section 13.4 above
- (b) The Secretary shall keep copies of all testamentary documents and trust instruments by which benefits are given, bequeathed or devised to, or to the use of, the Corporation.
- (c) The Secretary shall give notice to the Office of the Public Guardian and Trustee, in accordance with the terms of the *Charities Accounting Act* (Ontario), of the benefits referred to in paragraph (b) above which come into the control or possession of the Corporation.
- (d) The Corporation shall apply any trust funds of the Corporation only to the designated purpose(s) for which such funds were intended. Under no circumstances shall the Corporation transfer any funds held in trust by the Corporation to any other individual or entity, unless such transfer complies with all applicable law, including without limitation, the *Charities Accounting Act* (Ontario) and the *Trustee Act* (Ontario).
- (e) The Secretary shall at least semi-annually provide an accounting to the Board with respect to all funds held in trust by the Corporation.

13.6 Auditor

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

ARTICLE 14 - VOLUNTARY ASSOCIATIONS

14.1 Authorization

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

14.2 Purpose

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

14.3 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.

14.4 Auditor

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

ARTICLE 15 - PROFESSIONAL STAFF

15.1 The Professional Staff Part of these 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.

15.2 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.

15.3 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.

15.4 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.

15.5 Appointment

- (a) The Board shall appoint annually a Professional Staff for the Corporation. 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.

15.6 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 15.6(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.

15.7 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 15.7(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 15.7(a) shall provide immediate notice to the others. The person who takes the action authorized in subsection 15.7(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.

15.8 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.

15.9 Refusal to Reappoint

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

15.10 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.

15.11 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 15.11(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 16 - CATEGORIES OF PROFESSIONAL STAFF

16.1 Professional Staff

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

ARTICLE 17 – ROLES AND RESPONSIBILITIES OF PROFESSIONAL STAFF

17.1 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 18 - CHIEF OF STAFF

18.1 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.
- (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 may 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 the President, Vice President of the Medical Staff Association or 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 Officer; and

- (v) such other members as may from time to time be selected by the Board.

18.2 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 19 – PROFESSIONAL STAFF DEPARTMENTS

19.1 Appointment of Chief of Department

(a) Appointments

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

- (i) a physician who is a member of the Active Staff or Associate Staff from that Program, after considerations to the recommendations of a Selection Committee who shall seek the advice of the Medical Advisory Committee;
 - (ii) where no Medical Staff are available to become Chief of Department, on approval by the Medical Advisory Committee, with the majority support of the Department involved, a member of the Professional Staff with Active or Associate Privileges can be appointed as Chief of Department. In this situation the Medical Advisory Committee will ensure any appropriate Service is created with a Head of Service to support the Chief of Department
- (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 Officer 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 a three (3) year extension to the Chief of Department.

19.2 Appointment of Head of Service

(a) Appointments

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

- (i) a physician who is a member of the Active Staff or Associate Staff from that Program, after considerations to the recommendations of a Selection Committee who shall seek the advice of the Medical Advisory Committee;
 - (ii) Where no medical staff are available to become Head of Service or the Service does not consist of Physicians, on approval by the Medical Advisory Committee, with the majority support of the department involved, a member of the Professional Staff with Active or Associate privileges can be appointed as Head of Service.
- (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 Officer 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 a three (3) year extension to the Chief of Department.

ARTICLE 20 - MEDICAL ADVISORY COMMITTEE

20.1 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 Vice President of Medical Affairs, who shall be a voting member if he/she is a physician licensed to practise in Ontario.
- (b) The following shall have the right of attendance without vote:
- (i) the Chief Nursing Officer 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.
- (c) In the absence of the Chair, the members of the Medical Advisory Committee shall elect from amongst themselves a member to serve as Chair.

20.2 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 practice of medicine, dentistry, midwifery, and extended class nursing in 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.

20.3 Executive Committee of the Medical Advisory Committee

- (a) The Executive Committee of the Medical Advisory Committee shall consist of:
 - (i) Chief of Staff, who shall be Chair;
 - (ii) President of the Medical Staff;
 - (iii) Vice President Medical Affairs;
 - (iv) Chief of Internal Medicine Department;
 - (v) Chief of Surgical Department; and
 - (vi) Chief of Emergency Medicine Department.
- (b) The Executive Committee of the Medical Advisory Committee shall:
 - (i) act as an advisory committee to the Medical Advisory Committee on issues brought to the Medical Advisory Committee or referred to the Executive Committee by the Board or the President and Chief Executive Officer;

- (ii) provide a forum for in-depth discussion and debate of professional care issues and resolutions;
- (iii) ensure the effectiveness of the Medical Staff Organization;
- (iv) exercise the full powers of the Medical Advisory Committee in all urgent matters reporting every action at the next meeting, of the Medical Advisory Committee; and
- (v) report at each meeting of the Medical Advisory Committee; and meet at the call of the Chair.

ARTICLE 21 - COMMITTEES OF THE MEDICAL ADVISORY COMMITTEE

21.1 Medical Advisory 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) Quality of Care Committee; and
- (d) Infection Prevention and Control Committee.

21.2 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 20.2 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.

21.3 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.

21.4 Medical Advisory Committee Sub-Committees Duties

In addition to the specific duties of each Medical Advisory Committee Sub-Committee as set out in this By-Law, 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.

21.5 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.

21.6 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.

21.7 Other Committee Duties

- (a) The duties of all other Medical Advisory Committee Sub-Committees shall be as specified in the Rules and Regulations.
- (b) Terms of Reference for all Medical Advisory Committee Committees shall be developed by the Committee and approved by the Medical Advisory Committee.

21.8 Credentials Committee

- (a) Composition
 - (i) The Credentials Committee shall consist of:
 - (a) the Chief of Staff;
 - (b) the Chief Nursing Officer of the Hospital;
 - (c) such other professional staff members as appointed by the Medical Advisory Committee.
 - (b) Credentials Committee Duties
 - (i) The Committee shall ensure that a record of the qualifications and professional career of every member of the Professional Staff is maintained.
 - (ii) The Committee shall establish the authenticity and investigate the qualifications of each applicant for appointment and reappointment to the medical, dental, midwifery and registered nurse extended class staff and each applicant for a change in privileges.
 - (iii) The Committee shall:
 - (a) ensure that each applicant for appointment to the professional staff meets the criteria as set out in the Hospital's Appointment and Credentialing Policy; and

- (b) ensure that each applicant for a change in privileges continues to meet the criteria for reappointment set out in the Hospital's Appointment and Credentialing Policy.
- (iv) The Committee shall consider reports of the interview with the applicant.
- (v) The Committee shall consult with the appropriate Chief of Department.
- (vi) The Committee shall submit a written report to the Medical Advisory Committee at or before its next regular meeting. The report shall include the kind and extent of privileges requested by the applicant, and, if necessary, a request that the application be deferred for further investigation.
- (vii) The Committee shall perform any other duties prescribed by the Medical Advisory Committee.

ARTICLE 22 – MEETINGS OF THE MEDICAL STAFF ASSOCIATION

22.1 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.

22.2 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.

22.3 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.

22.4 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.

22.5 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.
- (b) Each member of the Active and Associate Medical Staff groups shall attend no less than fifty (50%) percent of the regular Medical Staff meetings and seventy (70%) percent of the meetings of the program or department of which he/she is a member.

22.6 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.

22.7 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.

22.8 Election Procedure

- (a) A Nominating Committee shall be appointed by the Medical Staff (at each annual meeting) and shall consist of three (3) physician members of the Active Staff appointed at the Hospital.
- (b) The Nominating Committee shall undertake its selection activities further to the following 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.
- (c) At least thirty (30) days before the annual meeting of the Medical Staff, the Nominating Committee shall post a list of the names of nominated officers of the Medical Staff which are to be filled by election in accordance with these By-Laws and the regulations under the Public Hospitals Act.
- (d) Further nominations may be made, in writing, where signed by two (2) members of the Medical Staff entitled to vote, to the Secretary of the Medical Staff within fourteen (14) days of the posting referred to at subsection (c) above and the nominee shall have signified in writing on the nomination his or her acceptance of it. Such nominations shall be posted or circulated in the same manner as above.

ARTICLE 23 - MEDICAL STAFF ELECTED OFFICERS

23.1 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 12.3. The Professional Staff member so elected to office shall fill the office until the next annual meeting of the Professional Staff.

23.2 Eligibility for Office

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

23.3 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 and Services 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.

23.4 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 and Services Committee of the Board; and
- (d) be a voting member of the Medical Advisory Committee.

23.5 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.

23.6 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

ARTICLE 24 - AMENDMENTS TO BY-LAW

24.1 Amendments to By-Law

- (a) The Board may pass or amend the By-Law of the Corporation from time to time.
- (b)
 - (i) Where it is intended to pass or amend the By-Law at a meeting of the Board, written notice of such intention shall be sent by the Secretary to each Director at his/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.

24.2 Amendments to Professional Staff Part of By-Law

Prior to submitting the Professional Staff part of the By-Law to the process established in Section 24.1, 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 part of the By-Law fourteen (14) days in advance of the matter being considered by the Board;
- (b) a copy of the proposed Professional Staff part of the By-Law 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 part of the By-Law or amendment thereto; and
- (d) the Medical Advisory Committee may make recommendations to the Board, concerning the proposed Professional Staff part of the By-Law or amendment thereto.

ARTICLE 25 – PROFESSIONAL STAFF POLICIES

25.1 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.