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ADMINISTRATIVE BY-LAW NO. 2017-1
OF
HEALTH SCIENCES NORTH

SECTION 1- INTERPRETATION

1.1 Definitions

In this By-Law, unless the context otherwise requires:

- (a) **Act** means the *Corporations Act* (Ontario) and, where the context requires, includes the regulations made under it, as amended from time to time;
- (b) **Associates** in relation to an individual means the individual's parents, dependent children, siblings, spouse or common law partner, and includes any organization, agency, company or individual (such as a business partner) with a formal relationship to the individual;
- (c) **Board** means the board of directors of the Corporation;
- (d) **By-Law(s)** means the by-laws of the Corporation;
- (e) **Chair** means the chair of the Board;
- (f) **Chief Executive Officer** means in addition to 'administrator' as defined in section 1 of the *Public Hospitals Act*, the employee of the Corporation who has been duly appointed by the Board as chief executive officer of the Corporation;
- (g) **Chief Nursing Executive** means the senior employee responsible to the President and Chief Executive Officer for the nursing facilities in the Hospital;
- (h) **Chief of Staff** means a member of the Medical Staff appointed by the Board to be responsible to the Board for the quality of care rendered at the Hospital;
- (i) **Committee** means any committee created by the Board or pursuant to the By-Laws;
- (j) **Conflict of Interest** includes, without limitation, the following three areas that may give rise to a conflict of interest for the Directors, 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 or her Associates) stands to gain by that decision, either in the form of money, gifts, favours, gratuities or other special consideration;

- (ii) Undue influence – a Director’s participation or influence in Board decisions that selectively and disproportionately benefits particular agencies, companies, organizations, municipal or professional groups, patients or other individuals from a particular demographic, geographic, political, socio-economic or cultural group is a violation of the Director’s entrusted responsibility to the community at large; or
 - (iii) Adverse interest – a Director is said to have an adverse interest to the Corporation when he or she is a party to a claim, application or proceeding against the Corporation;
- (k) **Corporation** means Health Sciences North in the English language and Horizon Santé-Nord in the French language having its head office at 41 Ramsey Lake Road, Sudbury, Ontario;
- (l) **Credentialed Staff** means all physicians, dentists, midwives and extended class nurses who are granted the privilege by the Board of attending patients in the Hospital;
- (m) **Director** means a member of the Board and does not include an Honorary Director;
- (n) **Excellent Care for All Act** means the *Excellent Care for All Act (Ontario)*, and where the context requires, includes the Regulations made under it;
- (o) **Excluded Person** means:
 - (i) any member of the Credentialed Staff other than the members of the Medical Staff appointed to the Board pursuant to the *Public Hospitals Act*;
 - (ii) any employee of the Corporation other than the Chief Executive Officer;
 - (iii) a parent, dependent child, sibling, spouse or common law partner of a member of the Credentialed Staff or an employee; or
 - (iv) any person who lives in the same household as a member of the Credentialed Staff or an employee of the Corporation;
- (p) **Ex officio** means membership, election or appointment by virtue of the office;
- (q) **Honorary Director** means an honorary director of the Corporation appointed in accordance with these By-laws;
- (r) **Hospital** means the public hospital operated by the Corporation and, only where the context permits, may be synonymous with “Corporation”;
- (s) **Medical Advisory Committee** means the medical advisory committee appointed by the Board and constituted in accordance with the *Public Hospitals Act*;

- (t) **Medical Staff** means the physicians to whom the Board has granted privileges to treat patients in the Hospital;
- (u) **Member** means a member of the Corporation; and
- (v) **Public Hospitals Act** means the *Public Hospitals Act* (Ontario) and, where the context requires, includes the regulations made under it, as amended from time to time.

1.2 Number and Gender, etc.

Words importing the singular include the plural and vice versa; words importing gender include all genders; and references to persons include references to corporations, partnerships, trusts and unincorporated organizations.

1.3 Repeal and Replacement of By-Laws

By-Law No. 1 relating to the administration of the affairs of the Corporation is hereby repealed and replaced with this By-Law. By-Laws No. 2 and 3 remain in force and effect.

SECTION 2 - MEMBERSHIP IN THE CORPORATION

2.1 Composition of Membership

Membership in the Corporation shall be limited to those persons who are from time to time the Directors of the Corporation, each of whom shall cease to be a Member immediately upon ceasing to be a Director, without further action or formality.

2.2 Resignation and Termination of Membership

- (a) The interest of a Member in the Corporation is not transferable and lapses and ceases to exist upon the Member's death or when the Member ceases to be a Director by resignation or otherwise in accordance with this By-Law.
- (b) Any Member may resign his or her membership in the Corporation by resignation of his or her position as a Director in writing.
- (c) Any Member may have his or her membership terminated and be expelled from the Corporation upon being removed as a Director in accordance with section 4.7(2).

SECTION 3- MEETINGS OF THE CORPORATION

3.1 Annual Meeting

- (1) The annual meeting shall be held on a day fixed by the Board that is between April 1st and July 31st in a year or as may otherwise be allowed by law.
- (2) The business transacted at the annual meeting shall include:
 - (a) reading the minutes of the previous annual and subsequent general and special meetings;
 - (b) unfinished business, if any, from the previous annual meeting;
 - (c) reports from the Chair, Chief Executive Officer, Chief of Staff, auditor and Committees;
 - (d) election of Directors; and
 - (e) appointment of the auditor for the coming year.
- (3) No other item of business shall be considered at the annual meeting unless notice in writing of such other item of business has been given to the Secretary prior to the giving of notice of the annual meeting so that such item of new business can be included in the notice of annual meeting. Such notice of new business shall be signed by at least four Members.

3.2 Special Meeting

- (1) The Chair may call a special meeting of the Corporation.
- (2) Not less than one-tenth of the Members may, in writing, requisition the Directors to call a general meeting of the Corporation for any purpose connected with the affairs of the Corporation that is properly within the purview of the Members' role in the Corporation and that is not inconsistent with the *Act*. The requisition shall be deposited at the head office of the Corporation. If the Directors determine that the requisition meets the qualifications set out above, the Directors shall call and hold such meeting within 31 days from the date of the deposit of the requisition.
- (3) Notice of a special meeting shall be given in the same manner as provided in Section 3.4 and shall state the purpose for which it is called.

3.3 Location of Meeting

Meetings of the Corporation shall be held at the head office of the Corporation or at a location fixed by the Board within Northeastern Ontario.

3.4 Notice of Meeting

- (1) Notice of the annual meeting of the Corporation may be given by any means permitted by law and shall be sufficiently given:
 - (a) to each Member by mail at least ten days in advance of the meeting by sending it to the last address as shown on the records of the Corporation.
- (2) The declaration of the Secretary or Chair that notice has been given pursuant to the By- Laws shall be conclusive evidence of the giving of such notice. No error or omission in giving notice for a meeting shall invalidate such meeting or make void any proceedings taken or had at such meeting, and any person entitled to notice of a meeting may at any time waive notice of any such meeting and ratify and approve any or all of its proceedings.
- (3) Attendance at a meeting shall constitute a waiver of notice of the meeting, except where a person attends such meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called. Meetings held without notice, shall be deemed to be duly called and held if all of the Members waive notice of the meeting and consent to the transaction of such business as may have come before it, subject to a quorum being present at such meeting.
- (4) If, within one-half hour after the time appointed for a meeting, a quorum is not present, the meeting shall stand adjourned until a day within two weeks to be determined by the Board. At least three days' notice of the adjourned meeting shall be given.

3.5 Quorum

Ten Members present at a meeting of the Corporation shall constitute a quorum.

3.6 Chair

Meetings of the Corporation shall be chaired by the Chair or, in his or her absence, the Vice Chair or a chair elected by the Members present if the Chair and the Vice Chair are absent.

3.7 Procedures for Meetings

- (1) Business arising at any meeting of the Corporation shall be decided by a majority of votes unless otherwise required by statute, provided that:

- (a) except as provided in this By-Law, each Member shall be entitled to one vote at any meeting of the Corporation;
 - (b) in accordance with the *Public Hospitals Act*, no Member shall be entitled to vote by proxy at a meeting of the Corporation;
 - (c) votes shall be taken by a show of hands among all Members present, and the Chair shall not have an initial vote;
 - (d) an abstention shall not be considered a vote cast;
 - (e) in the event of a tie vote, the Chair shall require a written ballot thereon, and shall be entitled to a vote. In the event of a tie vote upon written ballot, the motion is lost;
 - (f) after a show of hands has been taken on any question, the Chair may require, or any person entitled to vote on the question may demand, a written ballot thereon. A written ballot so required or demanded shall be taken in such manner as the Chair shall direct;
 - (g) whenever a vote by show of hands is taken on a question, unless a written ballot is required or demanded, a declaration by the Chair that a resolution, vote or motion has been carried and an entry to that effect in the minutes shall be admissible in evidence as *prima facie* proof of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution, vote or motion.
- (2) A by-law or resolution in writing signed by all the Members entitled to vote on that by-law or resolution at a meeting of the Corporation is as valid as if it had been passed at a meeting of the Corporation.
 - (3) Minutes shall be kept for all meetings of the Corporation and shall be approved at the next meeting of the Corporation.
 - (4) Any questions of procedure at or for any meetings of the Corporation which have not been provided for in this By-Law or by the *Act* or the *Public Hospitals Act* shall be determined by the Chair in accordance with Bourinot's Rules of Order or such other rules of procedure adopted by resolution of the Board.

3.8 Fiscal Year

The fiscal year of the Corporation shall end on the 31st day of March in each year.

SECTION 4 - BOARD

4.1 Nominations for Election of Directors

Subject to Board composition requirements and this By-Law, nominations for election as a Director at the annual meeting may be made only by:

- (a) the Governance and Nominating Committee of the Board; or
- (b) Members provided that each nominee meets the criteria of the Governance and Nominating Committee and the nomination by Members: (a) is in writing and signed by at least two Members; (b) is accompanied by a written declaration signed by the nominee that he or she will serve as a Director in accordance with this By-Law if elected; and (c) is submitted to and received by the Secretary at least 30 days before the date of the annual meeting.

4.2 Board Composition

- (1) The Board shall consist of 14 elected Directors and the *ex officio* Directors listed in Section 4.4. Except as provided in Section 4.4, no Excluded Person shall be eligible to serve on the Board.
- (2) It is intended that at least one-third of the elected Directors be French-speaking, that at least one Director be from the aboriginal community and that at least two Directors be from Northeastern Ontario outside Sudbury.

4.3 Elected Directors

- (1) At the first election of Directors following approval of this By-law, four Directors shall be elected for a three-year term, four Directors shall be elected for a two-year term and four Directors shall be elected for a one-year term. Thereafter, newly elected Directors shall be elected for three-year terms.
- (2) Each Elected Director shall be eligible for re-election for two further consecutive three- year terms. Subject to Section 6.1(2), no person may be elected a Director for more terms than will constitute nine consecutive years of service. An elected Director may be eligible for re- election for another term or terms to a maximum of nine consecutive years if two (2) or more years have elapsed since the termination of his or her last term.

4.4 Ex officio Directors

(1) The following shall be non-voting *ex officio*

Directors:

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

(2) The *ex officio* Directors shall hold office until their successors are appointed in accordance with the By-Laws.

4.5 Honorary Directors

The Board may from time to time appoint Honorary Directors in recognition of contributions of long or special services to the Hospital considered worthy of such appointment. Honorary Directors may attend public meetings of the Board but do not have the right to vote. Honorary Directors do not have the rights and privileges of the Directors.

4.6 No Remuneration

The Directors shall serve as such without remuneration, and no Director shall directly or indirectly receive any profit from his or her position as such, provided that a Director may be paid reasonable expenses incurred by him or her in the performance of his or her duties as a Director. Members of the Medical Staff required to serve as Directors in accordance with the *Public Hospitals Act* shall be paid for their services to the Corporation in any other capacity, as approved by the Board or the Executive Committee.

4.7 Vacancy and Termination of Office

(1) The office of a Director shall automatically be vacated if the Director resigns office by notice in writing to the Secretary, which resignation shall be effective at the time it is received by the Secretary or at the time specified in the notice whichever is later, or if

the Director dies.

- (2) The office of an elected Director may be vacated by a resolution of the Board if:
 - (a) a Director is absent for three consecutive regular Board meetings or if a Director is absent for one-quarter or more of the regular Board or Committee meetings in any 12-month period;
 - (b) a Director fails to comply with the *Public Hospitals Act*, the *Act* or the Corporation's By-Laws, rules, regulations, policies or procedures including, without limitation, the confidentiality and conflict of interest provisions contained in these By-Laws; or
 - (c) at a special Board meeting, a resolution is passed by at least two-thirds of the votes cast by the Directors removing a Director before the expiration of the Director's term of office.
- (3) If a vacancy occurs at any time among the Directors either by a resignation, by death or by removal by the Directors in accordance this Section, or by any other cause, such vacancy may be filled by the Board, and the appointee shall hold office for the remainder of the unexpired portion of the term of the vacating Director. Thereafter, the appointee shall be eligible to be elected a Director in accordance with Section 4.3.

4.8 Conflict of Interest

- (1) 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 with respect to a proposed or current contract, transaction, matter or decision of the Corporation, shall disclose the nature and extent of the Conflict of Interest at a Board meeting.
- (2) The declaration of Conflict of Interest shall be disclosed at the Board meeting at which the contract, transaction, matter or decision is first raised.
- (3) If the Director or his or her Associates becomes interested in a contract, transaction, matter or decision after the Board meeting at which it is first raised, the Director shall make a declaration at the next Board meeting following the Director's perception or apprehension of a Conflict of Interest.
- (4) After making such a declaration, no interested Director shall vote or be present at the vote or during the discussions, or otherwise attempt to influence the voting, on a contract, transaction, matter or decision, nor shall the Director be counted in any required quorum with respect to the vote.
- (5) 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 profits he or she may realize from the contract, transaction, matter or decision.

- (6) If the Director fails to make a Declaration of his or her Conflict of Interest in a contract, transaction, matter or decision, as required by this By-Law, this failure may be considered grounds for termination of his or her position as a Director.
- (7) The failure of any Director to comply with the Conflict of Interest provisions of this By- Law does not, in or of itself, invalidate any contract, transaction, matter or decision undertaken by the Board.
- (8) 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 his or her concern recorded in the minutes, and the Director with the alleged Conflict of Interest shall have the right to address the Board with respect to the allegation. Thereafter, at the request of the Director who recorded the initial concern, the Board, after the Director alleged to have a Conflict of Interest has absented himself or herself from the room, shall vote on whether the Director alleged to have a Conflict of Interest is, in the opinion of the Board, in a Conflict of Interest. If the Board finds the person in a Conflict of Interest, that interested Director shall absent himself or herself during any subsequent discussion or voting process relating to or pertaining to the conflict. The question of whether or not a Director has a Conflict of Interest shall be determined by a simple majority of the Board and shall be final.
- (9) If the Board finds that the person is not in a Conflict of Interest, the Board will then vote on the contract, transaction, matter or decision and the votes of each Director shall be recorded.
- (10) The Board thereof shall record every declaration of a Conflict of Interest and the general nature in the minutes.
- (11) Where, by reason of the provisions of Section 4.8(4), a quorum is not met then, notwithstanding any other provision in this By-Law, the remaining number of Directors shall be deemed to constitute a quorum, provided such number is not less than three.
- (12) Where, in the circumstances mentioned above, the remaining number of Directors who are not prohibited from participating in the meeting is less than three, the Chair may apply to the Superior Court of Justice on an *ex parte* basis for an order authorizing the Board to give consideration to, discuss and vote on the matter out of which the interest arises.
- (13) The Court may by order declare that this Section does not apply to the Board in respect of the matter in relation to which the application is brought, and the Board thereupon may give consideration to, discuss and vote on the matter in the same manner as though none of the Directors had any interest therein, subject only to such conditions and directions as the Court may consider appropriate and so order.

4.9 Confidentiality

Every Director, officer, Committee member, Credentialed Staff member and employee of the Corporation shall respect the confidentiality of matters brought before the Board or any Committee or coming to his or her attention in the course of his or her duties. No statements respecting such matters shall be made to the public or the press by any such Director, officer, Credentialed Staff member or employee except as authorized by the Board.

4.10 Responsibilities of the Board

The Board shall govern and supervise the management of the affairs of the Corporation, and in so doing shall assume responsibility for the matters described in Schedule 4.10.

SECTION 5 - MEETINGS OF THE BOARD

5.1 Regular Meetings

The Board shall meet at least five times per year at the head office of the Corporation or such other place and at such times as the Board may from time to time determine.

5.2 Special Meetings

Special meetings of the Board shall be called by the Secretary on the written request of the Chair or any ten Directors.

5.3 Notice of Board Meetings

Notice of Board meetings shall be sufficiently given by the Secretary to Directors by telephone or other electronic means at least 24 hours in advance of the meeting or by prepaid post mailed at least five days in advance of the meeting. Provided a quorum of Directors is present, each newly appointed Board may, without notice, hold its first meeting immediately following the annual meeting of the Corporation. Notice of a special meeting shall state the purpose for which it is called.

5.4 Procedures for Board and Committee Meetings

- (1) Unless specifically provided otherwise herein, the procedure relating to conduct of meetings of the Corporation shall apply *mutatis mutandis* to meetings of the Board and its Committees.

- (2) Meetings of the Board shall be open, but the Board may, at its discretion and without notice, hold all or part of any Board meeting *in camera*. Guests may participate in meetings of the Board and its Committees only by invitation or approval of the Chair or by resolution of the Board or Committee.
- (3) Meetings of Committees shall be held at the call of the Chair, the chair of the Committee or at the request of any two Directors who are members of the Committee.
- (4) The chair of a Board or any Committee meeting shall not be entitled to an additional or casting vote.
- (5) Any person may participate in a Board or Committee meeting by means of telephone conference or electronic or other communication facilities as permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously, and a person participating in such a meeting by such means is deemed, for the purposes of the *Act* and this By- Law, to be present at the meeting.

5.5 Quorum

A quorum for the transaction of business at a Board meeting shall consist of a simple majority of the total number of Directors entitled to vote. A quorum for the transaction of business at any Committee meeting shall consist of a majority of its members.

SECTION 6 – OFFICERS

6.1 Officers

- (1) The Board shall elect, from among the elected Directors, at its first meeting following the annual meeting of the Corporation the Chair, Vice Chair and Treasurer. The Board may also elect from among its members such other officers with such other duties as the Board may, in its discretion, deem necessary.
- (2) The Chair shall serve for a two-year term, and may upon expiry of the term, be elected in that capacity for a second two-year term. If the term of office as Chair coincides with the completion of the Director's term as a Board member, the Director shall vacate his or her seat on the Board. If the term of office as Chair is completed prior to the Director's term as a Board member, the Director may remain on the Board until completion of term is reached. If the Director assumes the position of Chair in the ninth (9th) year of his or her term, the term may be extended by only one year to accommodate one term of Chair, which is two years.

- (3) The Vice Chair shall serve for a one-year term, and may, upon expiry of the term, be elected in that capacity for a second year. A Vice Chair who is elected for a second term could normally be expected to advance to the office of the Chair-Elect. Succession of the Vice Chair to Chair-Elect shall be subject to Board confirmation.
- (4) Subject to Sections 6.1(2) and 6.1(3), a Director shall not serve in the same office for more than four consecutive years provided, however, that following a year's break in service in any particular office, such Director may be re-elected or re-appointed to that office.
- (5) Any officer shall cease to hold office upon resolution of the Board.
- (6) Officers shall be responsible for the duties assigned to them and they may delegate to others the performance of any or all of such duties.

6.2 Duties of the Chair

The Chair shall perform the duties described in Schedule 6.1 (2) and such other duties as may be required by statute or as may from time to time be determined by the Board.

6.3 Duties of the Vice Chair

The Vice Chair shall perform the duties described in Schedule 6.1 (3) and such other duties as may be assigned by the Chair or the Board.

6.4 Duties of the Treasurer

The Treasurer shall perform the duties described in Schedule 6.1 (4) and such other duties as may from time to time be determined by the Board.

6.5 Duties of the Chief Executive Officer

The Chief Executive Officer shall be *ex officio* President and Secretary of the Corporation, and an *ex officio* non-voting member of the Board and the Medical Advisory Committee. The Chief Executive Officer shall perform the duties described in Schedule 6.5 and shall perform such other duties as may from time to time be determined by the Board.

6.6 Indemnification

Every Director, officer and Committee member, and his or her heirs, executors, administrators and estate and effects, shall be indemnified and saved harmless out of the funds of the Corporation from and against all costs, charges and expenses whatsoever that he or she sustains or incurs in or about any action, suit or proceeding that is commenced or prosecuted against him or her, for and in respect of any act, deed, matter or thing

whatsoever made, done, permitted or omitted to be done by him or her in or about the execution of his or her duties as Director, officer or Committee member, and all other costs, charges and expenses that he or she sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by or are due to his or her own willful neglect or default or by his or her dishonest, fraudulent or criminal act.

6.7 Insurance

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

SECTION 7 - COMMITTEES

7.1 Standing Committees

- (1) At the first Board meeting following the annual meeting, the Board shall establish the following standing Committees:
 - (a) Executive Committee;
 - (b) Audit Committee;
 - (c) Governance and Nominating Committee;
 - (d) Quality Committee;
 - (e) Finance Committee;
 - (f) Medical Advisory Committee; and
 - (g) Long Range Planning Committee.
- (2) The composition and terms of reference of the standing Committees shall be set out in an administrative policy or, in the case of the Medical Advisory Committee, in the Hospital By-Laws. The Finance Committee's terms of reference shall include responsibility for the fiscal advisory committee described in section 5 of Regulation 965 of the *Public Hospitals Act*.
- (3) The Board may establish such other Committees as it determines are necessary for the execution of the Board's responsibilities. The Board shall prescribe the composition and terms of reference for any such Committees.

- (4) Subject to applicable law, the Board may dissolve any Committee by resolution at any time.
- (5) Except for the Executive Committee and the Medical Advisory Committee, the Board may consider the appointment of Committee members who are not Directors and shall ensure that the Committees reflect the community the Corporation serves.
- (6) Except for the Medical Advisory Committee, the Chair and the Secretary shall be *ex officio* members of all Committees.

SECTION 8 - FINANCIAL

8.1 Bonding-Fidelity Insurance

Directors, officers and employees designated by the Board from time to time shall secure from a guarantee company such bonds of fidelity as the Board may require. The Board, in its discretion, may accept an alternative form of employee fidelity insurance such as, but not limited to, a blanket position bond, a commercial blanket bond or a comprehensive dishonesty, disappearance and destruction policy. The Corporation shall pay the costs of any fidelity bond or policy secured to comply with these requirements.

8.2 Authorized Signing Officers

The individuals designated as signing officers by a Board policy shall sign on behalf of the Corporation all contracts, agreements, conveyances, mortgages or other documents as may be required and as authorized by the Board or the Executive Committee.

8.3 Banking and Borrowing

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

- (c) subject to the approval of the Board, to assign and transfer to the bank all or any stocks, bonds or other securities;
- (d) subject to the approval of the Board, from time to time, to borrow money from the bank;
- (e) to transact with the bank any business that it may think fit;
- (f) 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;
- (g) from time to time, to arrange, settle, balance and certify all books and accounts between the Corporation and the bank;
- (h) to receive all paid cheques and vouchers; and
- (i) to sign the bank's form of settlement of balance and release.

8.4 Seal

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

8.5 Investments

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

8.6 Trust Funds

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 the *Charities Accounting Act* (Ontario) and the *Trustee Act* (Ontario).

8.7 Auditor

The Corporation shall at each annual meeting appoint an auditor, who shall not be a Director or an officer or employee of the Corporation or a partner or employee of any such person, and who is duly licensed under the *Public Accountancy Act* (Ontario), to hold office until the next annual meeting of the Corporation. The auditor shall perform the audit function as prescribed by law, report at the annual meeting of the Corporation and from time to time report through the Audit Committee to the Board on audit work with any necessary recommendations.

SECTION 9 - VOLUNTARY ASSOCIATIONS

9.1 Ancillary Associations

- (1) The Board may sponsor the formation of voluntary associations as it deems advisable to be conducted with the advice of the Board for the general welfare and benefit of the Hospital and its patients.
- (2) Each 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 by and approval of the Board, and the Board may determine a mechanism to provide for representation by the voluntary associations on the Board.
- (3) Each unincorporated voluntary association shall have its financial affairs reviewed by an auditor for the purposes of assuring reasonable internal control. The auditor for the Corporation may be the auditor for the voluntary association(s) under this Section.

SECTION 10 - ADOPTION AND AMENDMENT OF BY-LAWS

10.1 Amendments to By-Laws

- (1) The Board may pass or amend By-Laws of the Corporation from time to time.
- (2) Where it is intended to pass or amend By-Laws at a Board meeting, the Secretary shall send not less than ten days before the meeting, by ordinary prepaid mail, written notice of such intention to each Director at his or her address as shown on the records of the Corporation. Where the notice of intention is not sent as provided herein, any proposed By-Laws or amendments to the By-Laws 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.
- (3) Except as hereinafter otherwise provided, a By-Law or an amendment to a By-Law passed by the Board has full force and effect from the time the motion is passed or from such future time as may be specified in the motion.
- (4) 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 Corporation called for that purpose. The notice of such annual meeting or special general meeting shall refer to the By-Laws or amendment to be presented. The Members at the annual meeting or special general meeting may confirm the By-Law

as presented or reject or amend it, and if rejected, it thereupon ceases to have effect, and if amended, it thereupon takes effect as amended.

- (5) Any rejection, amendment or refusal to approve the By-Law or part of the By-Law made in accordance with this Section, shall not invalidate any act done or right acquired under any such By-Law prior to its rejection, amendment or refusal to approval.
- (6) The Board may amend any Schedule to the By-Laws from time to time and such amendment shall not be subject to approval by the Members.

SECTION 11 - PROGRAMS

11.1 Occupational Health and Safety Program

- (1) There shall be an Occupational Health and Safety Program for the Hospital, with procedures to ensure a safe and healthy work environment and work practices in the Hospital, the safe use of substances, equipment and medical devices in the Hospital, the prevention of accidents to persons on the premises of the Hospital and the elimination of undue risks and the minimizing of hazards inherent in the Hospital environment.
- (2) The Chief Executive Officer shall appoint the person responsible for implementation of the Occupational Health and Safety Program and his or her reports shall be communicated through the Chief Executive Officer to the Board.

11.2 Health Surveillance Program

- (1) There shall be a Health Surveillance Program for the Hospital, which shall apply to all persons carrying on activities in the Hospital, and shall include a communicable disease surveillance program.
- (2) The Chief Executive Officer shall appoint the person responsible for implementation of the Health Surveillance Program and his or her reports shall be communicated through the Chief Executive Officer to the Board.

11.3 Organ Donation

The Board shall approve procedures to encourage the donation of organs and tissues including procedures to identify potential donors and to make potential donors and their families aware of the options of organ and tissue donations, and shall ensure that these procedures are implemented in the Hospital.

SECTION 12 - NURSES AND OTHER PROFESSIONAL STAFF ON COMMITTEES

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

SECTION 13 – OFFICIAL LANGUAGES

13.1 Provision of Designated Services to the Public

The Board shall ensure the provision of designated services to the public in both official languages (English and French), and that the hospital establishes a Francophone Advisory Committee and policies to meet or exceed the designation requirements under the French Language Services Act (Ontario) as directed by the Ministry of Health and Long-Term Care.

SCHEDULES

Schedule 4.10 Responsibilities of the Board

The Board of Directors shall govern and supervise the management of the affairs of the Corporation and shall:

- (a) Develop and review on a regular basis the mission, objectives and strategic plan of the Corporation in relation to the provision, within available resources, of appropriate programs and Departments in order to meet the needs of the community;
- (b) Ensure that optimal utilization of resources is a key focus, while ensuring that the organization operates within its resource envelope;
- (c) Work collaboratively with other community agencies and institutions in meeting the needs of the community;
- (d) Establish procedures for monitoring compliance with the requirements of the Public Hospitals Act, the Hospital Management Regulations thereunder, the By-Laws of the Corporation, and all other applicable legislation;
- (e) Establish specific policies which will 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 within the Corporation;
- (f) Establish the selection process for the appointment of the President and Chief Executive Officer and the Chief Nursing Executive and appoint the President and Chief Executive

- Officer and Chief Nursing Executive in accordance with this process;
- (g) Delegate responsibility and concomitant authority to the President and Chief Executive Officer for the operation of the Corporation and require accountability to the Board;
 - h) Appoint the Chief of Staff/Chair of MAC in accordance with the provisions of this By-Law and ensure the ongoing evaluation of the Chief of Staff/Chair of MAC;
 - (i) Delegate responsibility and concomitant authority to the Chief of Staff/Chair of MAC for the operation of the general clinical organization of the Corporation and the supervision of the Professional Staff activities in the Corporation, including but not limited to quality of care and patient and staff safety, and require accountability to the Board;
 - (j) Appoint and re-appoint Physicians to the Professional Staff of the Corporation, and delineate the respective Privileges after considering the recommendations of the Medical Advisory Committee, in accordance with legislative and By- Law requirements;
 - (k) Through the Professional Staff organization, assess and monitor the acceptance by each member of the Professional Staff of 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;
 - (l) Review regularly the functioning of the Corporation 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;
 - (m) Review on a regular basis the role and responsibility of the Corporation to its community in relation to the provision, with the means available, of appropriate types and amounts of services;
 - (n) Ensure that the services, which are provided, have properly qualified staff and appropriate facilities;
 - (o) Ensure the provision of designated services to the public in both official languages (English and French)
 - (o) Ascertain that methods are established for the regular evaluation of the quality of care, and that all Corporation services are regularly evaluated in relation to generally accepted standards, and require accountability on a regular basis;
 - (p) Borrow money, from time to time, as may be authorized by resolution of the Board;
 - (q) Ensure that the President and Chief Executive Officer, Professional Staff, staff Nurses and Nurses who are managers develop 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 Corporation routine;
and
- (ii) the failure to provide services by persons who ordinarily provide services in the Corporation;
- (r) Establish 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;
 - (ii) safe and healthy work practices in the Corporation;
 - (iii) the prevention of accidents to persons on the premises of the Corporation; and
 - (iv) the elimination of undue risks and the minimizing of hazards inherent in the Corporation environment;
- (s) Establish 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;
- (t) Establish a Fiscal Advisory Committee to make recommendations to the Board on the operation, use and staffing of the Hospital, comprised of:
 - (i) the President and Chief Executive Officer;
 - (ii) one person representing the professional staff;
 - (iii) the Chief Nursing Executive or another person representing nurses who are managers;
 - (iv) one person representing employees; and
 - (v) such other persons as are appointed by the President and Chief Executive Officer;
- (u) Provide for:
 - (i) the participation of the Chief Nursing Executive, 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 the Chief Nursing Executive and 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;

- (v) Pursuant to the Hospital Management Regulations, provide for the establishment of procedures to encourage the donation of organs and tissues including: and
 - (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,
 - (iii) and shall ensure that such procedures are implemented in the Corporation.
- (w) Pursuant to the Hospital Management Regulations, ensure that the President and Chief Executive Officer establishes a system for ensuring the disclosure of every critical incident, as soon as is practicable after the critical incident occurs.
- (x) 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) the President and Chief Executive Officer;
 - (ii) one member of the Medical Advisory Committee;
 - (iii) the 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 of the members of the Quality Committee shall be voting members.

Schedule 6.1 (2) Chair

The Chair of the Board shall:

- (a) chair at all meetings of the Board;
- (b) be an ex officio member of all committees of the Board;
- (c) be responsible for the naming of Directors to committees not otherwise provided for in the by-laws of the Corporation;

- (d) report to each annual meeting of Members of the Corporation concerning the operations of the Corporation;
- (e) represent the Corporation at public or official functions; and perform such other duties as may from time to time be determined by the Board.

Schedule 6.1 (3) Vice-Chair

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

Schedule 6.1 (4) Treasurer

The Treasurer of the Corporation shall:

- (a) be a member of the Finance/Audit Committee;
- (b) chair the Finance/Audit Committee;
- (c) be the custodian of the books of account and accounting records of the Corporation required to be kept by the provisions of the Act;
 - (i) submit a financial statement at each regular meeting of the Board indicating the financial position of the Corporation at the close of the preceding month;
- d) have all the accounts audited; and
- (e) perform such other duties as may from time to time be determined by the Board.

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

Schedule 6.5 C.E.O.

Duties of Chief Executive Officer

- (a) The Chief Executive Officer shall be appointed by the Board.
- (b) The Chief Executive Officer shall be Secretary of the Corporation and Secretary of the Board.
- (c) The duties of the Chief Executive Officer shall include the exercise of the authority

delegated to the Chief Executive Officer by the Board through Board policies for the organization and operation of the Hospital and the Chief Executive Officer shall be accountable to the Board for the organization accomplishment of applicable Board policies and operation of the Hospital consonant with the reasonable interpretation of Board policies.

- (d) The Chief Executive Officer shall be a non-voting member of the Board.

- (e) The Chief Executive Officer shall submit quarterly certificates to the Board in respect of the previous quarter that all wages owing to employees and source deductions relating to the employees that the Corporation is required to deduct and remit to the proper authorities pursuant to all applicable legislation, including without limitation, the Income Tax Act (Canada), the Canada Pension Plan (Canada), the Unemployment Insurance Act (Canada), and Employer Health Tax Act (Ontario), have been made and remitted to the proper authorities, and that all taxes collected pursuant to the goods and services tax and provincial sales tax have been collected and remitted to the proper authorities.

- (f) The Chief Executive Officer shall perform such other duties as may be determined from time to time by the Board.