



BY-LAWS of KEMPTVILLE DISTRICT HOSPITAL

Revised June 2012

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KEMPTVILLE DISTRICT HOSPITAL**

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BY-LAWS OF KEMPTVILLE DISTRICT HOSPITAL

(Hereinafter referred to as the "Corporation")

PREAMBLE

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

To establish, construct and operate a public hospital.

AND WHEREAS the governing body of the Corporation deems it expedient that all by-laws of the Corporation heretofore enacted be cancelled and revoked and that the following by-laws be adopted for regulating the affairs of the Corporation,

Now therefore be it enacted and it is hereby enacted that all by-laws of the Corporation heretofore enacted be cancelled and revoked and that the following by-laws 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, R.S.O. 1990, C.c.38, and, where the context requires, includes the regulations made under it.
- (b) "Application" has the meaning ascribed to that term in section 2.3 of the By-law.
- (c) "Associates" includes the parents, siblings, spouse or common law partner of the Director as well as 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 from time-to-time.
- (e) "By-law" means any By-law of the Corporation from time-to-time in effect.
- (f) "Chief of Staff" means the chief of the professional staff appointed by Board.
- (g) "Chief of a Clinical Service" means a member of the Professional Staff appointed by the Board to be responsible for the professional standards and quality of medical care rendered by the members of his clinical service at the Corporation.
- (h) "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 Midwives of Ontario, and/or the College of Nurses of Ontario.
- (i) "Committee" means a committee of the Board or as otherwise specified in this By-law.

- (j) "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.

Director is said to have a pecuniary 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. This may apply to a number of decisions made by the Board, notably the awarding of contracts to service providers and medical supply firms. In such cases, the declaration of any pecuniary interest held by a Director (or his/her Associates) is essential.
 - (ii) Interests that impede a Director in his/her duty to promote the greater interest of the whole community served by the Corporation.

Participation or influence in Board decisions that selectively and disproportionately benefit particular agencies, companies and organizations, professional groups, or clients from particular demographic, geographic, political, socio-economic, cultural, or other groups is a violation of the Director's entrusted responsibility to the community at large. Accordingly, if the Director's external affiliations, obligations or other formal associations influence or are perceived to unduly influence the Director's actions, then a Conflict of Interest may need to be declared.
 - (iii) Adverse Interest.

A Director is said to have an adverse interest to the Corporation when he/she is in opposition to a claim, application or proceeding against the Corporation.
- (k) "Corporation" means the Kemptville District Hospital with Head Office located at 2675 Concession Road, Kemptville, Ontario, K0G 1J0.
- (l) "Dentist" means a dental practitioner in good standing with the College of Dental Surgeons of Ontario.
- (m) "Director" means a member of the Board of Directors.
- (n) "Chief Executive Officer" means, in addition to "administrator" as defined in section 1 of the Public Hospitals Act (Ontario), the Chief Executive Officer of the Corporation.
- (o) "ex-officio" means membership "by virtue of the office" and includes all rights, responsibilities, and power to vote unless otherwise specified.
- (p) "Extended Class Nurses" means those registered nurses in the extended class to whom the Board has granted Privileges with respect to the ordering of diagnostic procedures for out-patients in the Corporation.

- (q) "Fellowship" means a fellowship in a professional medical college recognized by the Board of Directors after consultation with the Medical Advisory Committee.
- (r) "Head Office" means the offices located at 2675 Concession Rd., Kemptville, ON. KOG1JO.
- (s) "Hospital" means the Corporation.
- (t) "Hospital Volunteer Services Organizations" means the volunteer services organization known as the "Kemptville District Hospital Auxiliary".
- (u) "Medical Staff" means those Physicians who are appointed by the Board and who are granted Privileges to practice medicine in the Corporation.
- (v) "Medical Staff Policies" means provisions concerning the practice and professional conduct of the members of the Medical Staff.
- (w) "Member" means member of the Corporation.
- (x) "Midwife" means a member in good standing of the College of Midwives of Ontario.
- (y) "Mutatis mutandis" means with the necessary changes in points of detail, meaning that matters or things are generally the same, but to be altered when necessary as to names, offices and the like.
- (z) "Patient" means, unless otherwise specified, any in-patient, out-patient or other patient of the Corporation.
- (aa) "Physician" means a medical practitioner in good standing of the College of Physicians & Surgeons of Ontario.
- (bb) "Privileges" mean those rights or entitlements conferred upon a Physician, Dentist, Midwife or Extended Class Nurse at the time of appointment or re-appointment including those department/functions within the Corporation in which the Professional Staff member may practice, but specifically does not mean those procedures which the Professional Staff may, from time-to-time, be permitted to carry out within the department/function by the Chief of the Department/function or the Medical Advisory Committee.
- (cc) "Professional Staff" means those Physicians, Dentists, Midwives and Extended Class Nurses who are appointed by the Board and who are granted specific Privileges to practice medicine, dentistry, midwifery or extended class nursing respectively.
- (dd) "Public Hospitals Act" means R.S.O. 1990, c.P.40, and, where the context requires, includes the regulations made under it, and any statute that may be substituted thereafter, as from time to time amended.

- (ee) "Special Resolution" means a resolution passed by the Directors and confirmed with or without variation by at least two-thirds (2/3) of the votes cast at a general meeting of the Members of the Hospital duly called for the purpose, or at an annual meeting, or in lieu of such confirmation, by consent in writing of all Members entitled to vote at such meeting.
- (ff) "Staff Nurse" means a practitioner in good standing with the College of Nurses of Ontario.
- (gg) "Supervisor" means a physician who is assigned the responsibility to oversee the work of another person.

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 the By-laws of the Corporation and which are defined in the Act or the Public Hospitals Act or the regulations made there under, shall have the meanings given to terms in the Act or Public Hospitals Act or the regulations there under.
- (b) The use of the singular number shall include the plural and vice versa, the use of gender shall include the masculine, feminine and neuter genders, and the word "person" shall include an individual, a trust, a partnership, a body corporate or public, an association or other incorporated or unincorporated organization or entity.
- (c) The headings used in the By-laws are inserted for reference purposes only and are not to be considered or taken into account in construing the terms or provisions thereof or to be deemed in any way to clarify, modify or explain the effect of any such terms or provisions.
- (d) Any references herein to any law, by-law, rule, regulation, order or act of any government, governmental body or other regulatory body shall be construed as a reference thereto as amended or re-enacted from time-to-time or as a reference to any successor thereto.

ARTICLE 2 MEMBERS

2.1 Admission

Membership in the Corporation shall be limited to persons interested in furthering the Corporation's objects, Mission and Vision and shall consist of any person who's Application for admission as a Member has been approved by resolution of the Board.

2.2 Classes

- (a) Persons shall only be admitted to the categories of membership in the Corporation set out below following a resolution of acceptance by the Board.
- (b)
 - (i) Subject to clauses 2.2(b)(ii) and 2.2(b)(iii), a person is eligible to be an annual Member where he/she pays to the Corporation the annual membership fee for individuals, an amount to be determined from time-to-time by resolution of the Board.
 - (ii) Any person eighteen years of age or over who pays the Corporation the annual membership fee, as determined from time-to-time by resolution of the Board, provided that, at the time of payment of the fee, the person:
 - (1) Has been a resident of the Municipality of North Grenville or the Townships of Edwardsburg and Mountain or the southern portion of the newly expanded City of Ottawa for a period of three (3) months immediately prior thereto.
 - Or
 - (2) Is employed or carries on business in the said municipality or Townships.
 - (3) In the event that the Board expresses the need for a particular person, provisions 2.2(b)(ii)(1) and (2) above shall not apply to this person.
 - (iii) Save and except for persons who have previously been admitted as Members of the Corporation:
 - (1) No member of the medical, dental or midwifery staff of the Corporation shall be eligible for admission as a Member of the Corporation.
 - (2) No employee of the Corporation shall be eligible for admission as a Member of the Corporation.

- (3) No spouse, dependent child, parent, brother or sister of an employee or member of the medical, dental or midwifery staff shall be eligible for admission as a Member of the Corporation.
- (iv) Any annual membership in the Corporation shall be effective only from July 1st in one year to June 30th in the following year.
- (v) A person's annual membership in the Corporation is automatically terminated in the event that the person ceases to be a resident of, or ceases to be employed or to carry on business in the said municipality or area referred to in clause 2.2(b)(ii)(1) above.
- (vi) In the event the Board expresses the need for a particular person, provision 2.2(b)(v) above shall not apply to this person.
- (vii) A Member shall not be entitled to vote at any meetings of the Corporation unless the membership fee was paid in full at least sixty (60) days prior to the date of the meeting.

2.3 Application

Each Application for a membership in the Corporation must be in a form prescribed by the Directors of the Corporation for the then current year and must be received by the Board no later than April 1 of each year in order to be considered in time to allow the prospective applicant an opportunity to vote at the next annual meeting of the Corporation. The decision as to whether a prospective applicant will be admitted will be made by the Board in accordance with subsection 2.1. The Application shall contain:

- (a) The membership qualifications set out in section 2 of the By-laws.
- (b) A statement by the applicant that he/she has read the membership qualifications and that he/she meets all of the requirements set forth therein.
- (c) The annual membership fee for the then current year.

2.4 Withdrawal

A Member may withdraw from the Corporation by delivering a written resignation to the Secretary. Upon withdrawal, a Member is not entitled to a refund of the membership dues in whole or in part.

2.5 Termination of Membership

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

- (a) Upon death, dissolution, resignation or termination of the Member.

- (b) When the Member's period of membership expires (if any).
- (c) When the Member ceases to be a Member by resignation or otherwise in accordance with the By-laws.
- (d) If at a special meeting of the Board, a resolution is passed to remove the Member by at least two-thirds (2/3) of the votes cast at the special meeting.
- (e) If any Member's membership dues are not paid within one (1) calendar month of the membership renewal date, as the case may be, the Members in default shall thereupon cease to be Members of the Corporation.

2.6 Information Available to Members

No Member may have access to information respecting the details of the business of the Corporation which, in the opinion of the Board, would be detrimental to the interests of the Corporation to communicate to the public.

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

3.1 Annual Meetings

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

3.2 Special Meetings

- (a) The Board or Chairman may call a special meeting of the Corporation.
- (b)
 - (i) Not less than one-tenth (1/10) 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 general 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 authority and that is 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 subsection 5(2), the Directors shall call and hold such meeting within twenty-one (21) days from the date of the deposit of the requisition.
- (d) The notice of a special meeting shall specify the purpose or purposes for which it is called.

3.3 Notice

- (a) Ten days prior written notice of an annual meeting shall be given to each Member. Notice may be given in writing and delivered or sent by mail, facsimile transmission or by electronic mail. Notice of any meeting where special business will be transacted shall contain sufficient information to permit the Member to form a reasoned judgment on the decision to be taken.
- (b) In lieu of such notice, 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 successive weeks next 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 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, questions 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. In the case of an equality of votes cast at any meeting, the Chair has a casting vote.
- (b) Pursuant to the *Public Hospitals Act*, no Member may vote by proxy.
- (c) No Member shall be entitled to vote at meetings of Members of the Corporation unless the Member has paid all dues or fees, if any, then payable by the Member as set out in subsection 2.2 above.
- (d) 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.
- (e) 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 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 quorum for any meeting of the Corporation shall mean a majority of its members.

3.7 Chair of the Meeting

- (a) The Chair of a meeting of the Corporation shall be:
 - (i) The Chair of the Corporation.
 - (ii) The Vice-Chair of the Corporation, if the Chair is absent or is unable to act.
 - (iii) A Chair elected by the Members present if the Chair and Vice-Chair are absent or are unable to act. The Secretary shall preside at the election of the Chair, but if the Secretary is not present, the directors, from those present, shall choose a director to preside at the election.
 - (iv) 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.

3.8 Business at Annual Meetings

At each annual meeting, in addition to the other business transacted, the following reports and statements shall be presented:

- (a) The minutes of the last meeting
- (b) The report of the Board Chair and CEO
- (c) Report of the auditor including the financial statements
- (d) The report of the Chief of Staff
- (e) The report of the Hospital Auxiliary
- (f) No item of other business shall be considered at the annual meeting unless notice in writing of such item of other 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, provided that the item of new business is determined by the Directors to be, acting in their sole discretion, properly within the purview of the Members, role in the Corporation and is not inconsistent with the Act. Such notice of new business shall be required to meet the requirements set out in paragraph 3.2(b).

In addition, the Members shall elect the Board and appoint the auditor for the ensuing year.

3.9 Adjourned Meeting

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

- (b) At least five days notice of the adjourned meeting shall be given in accordance to the provisions of paragraph 3.3(b) above.

3.10 Financial Year End

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

ARTICLE 4 BOARD OF DIRECTORS

4.1 Nominations to Board

Nominations for election as Director at the annual general meeting of the Corporation may be made only in accordance with the following process:

- (a) The Board shall charge a Committee with responsibility for the nominations process relating to the election of Directors.
- (b) The Committee shall request applications for vacant positions on the Board from members and/or persons from the Catchment Area and by notice to the public.
- (c) The Committee shall, throughout the year, identify potential candidates for Directors and determine the willingness of such candidates to serve.
- (d) The Committee will receive and review all candidates', develop a list of candidates to be interviewed, and appoint an interview panel consisting of at least two Board members as well as the CEO. Following the guidelines set out in section 2.2, the Committee will prepare a list of recommended nominees to the Board for consideration and implementation.
- (e) The Board shall select a list of nominees and charge the Committee with the responsibility of ensuring that the Board's recommended nominees, together with their qualifications, are made available to the Members at least 10 days prior to the annual general meeting.

4.2 Board Composition

The affairs of the Corporation shall be managed by a Board of Directors of 18 directors, of whom:

- (a) Elected Directors

Twelve (12) directors shall be elected by the Members as hereinafter set forth:

- (i) The elected directors shall represent the catchment area served by the Corporation. The Board of Directors shall strive to ensure that all service areas are represented on the board.
- (ii) All Directors shall hold office for a period of three (3) years and the expired terms will be filled annually by elections for three (3) year terms.

- (b) Ex-Officio Directors – Officers

The incumbents of each of the following offices shall be ex-officio a Member and a Director of the Corporation:

- (i) Chief Executive Officer

- (ii) Chief of the Medical Staff
 - (iii) President of the Medical Staff
 - (iv) President of the Hospital Auxiliary
 - (v) President of the Hospital Foundation
- (c) Municipal Ex Officio Directors

One member from the North Grenville municipal council shall be ex officio a member and a Director of the Corporation:

4.3 Honourary Directors

In recognition of long and special services to the Hospital, the Board may appoint not more than two (2) Honourary Directors. Such appointed Honourary Directors may attend meetings of the Board and may act in an advisory capacity, and shall not be considered when determining a quorum of the Board at any Board meeting. A Honourary Director may serve a maximum of one 3-year term.

4.4 Qualification of Directors

- (a) Every Director shall be eighteen (18) or more years of age and shall be a voting Member in good standing of the Corporation, or shall become a Member of the Corporation within ten (10) days after election or appointment as a Director and no undischarged bankrupt shall become a Director.
- (b) No Member of the medical, dental or midwifery staff of the Corporation shall be eligible for election or appointment to the Board of Directors except where otherwise provided in this By-law.
- (c) No employee shall be eligible for election or appointment to the Board of Directors.
- (d) No person who lives in the same household as a member of the medical, dental or midwifery staff or an employee of the Corporation shall be eligible for election or appointment to the Board of Directors.
- (e) Save and except for any Director who is currently in his/her fourth term of service, no person shall be elected, appointed or nominated for election as a Director for more than nine (9) years continuous service, provided that no service by a Director for a part of a term that was filled due to a vacancy occurring on the Board of Directors shall be included in the calculation of his/her continuous service, and provided further that following an absence from continuous service for at least one (1) year, an individual shall be deemed to have no continuous years of service for the purpose of this paragraph.
- (f) No Director may serve as President, Vice-President, or Treasurer of the Board, for more than three (3) consecutive annual terms in one office, provided however that following a break in the continuous service of at least one annual term the same person may be re-elected to any office.

- (g) Every Director shall be a Member of the Corporation.

4.5 Vacation and Termination of Office

- (a) The office of a Director shall automatically be vacated:
 - (i) If the Director does not, within ten (10) days after election or appointment as a Director, become a Member, or ceases to be a Member of the Corporation.
 - (ii) 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.
 - (iii) If a Director is absent for three (3) consecutive meetings of the Board, or if a Director is absent for one-third (1/3) or more of the meetings of the Board in any twelve (12) month period, the Board may declare his/her seat vacant.
 - (iv) If the Director is found to be a mentally incompetent person or becomes of unsound mind.
 - (v) 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.
 - (vi) If at a special meeting of Members a resolution is passed by at least two-thirds (2/3) of the votes cast by the Members at the special meeting removing the Director before the expiration of the Director's term of office.
 - (vii) If a Director fails to comply with the Public Hospitals Act, the Act, Corporation's Letters Patent, By-laws, Rules Regulations, policies and procedures, including without limitation the confidentiality, Conflict of Interest and standards of care requirements.
 - (viii) If the Director dies.
- (b) If a vacancy occurs at any time among the Directors either by a resignation, by death or removal by the Members in accordance with clause 4.5(a)(vi) 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.
- (c) At the next annual meeting in addition to the election of Directors to fill the vacancies caused by expiry of Directors' terms, the meeting shall elect an additional Director to fill the unexpired term created by any vacancy referred to in paragraph 4.5(a) above.

4.6 Conflict of Interest

- (a) Every Director who, either directly or through one of his/her Associates, has or thinks he/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 interest at a meeting of the Board.
- (b) The declaration of interest shall be disclosed at the meeting of the Board at which the contract, transaction, matter or decision is first raised.
- (c) If the Director (or his/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.
- (d) In the case of an existing contract, transaction, matter or decision the declaration shall be made at the first meeting of the Board after the member becomes a Director or the interest comes into being.
- (e) 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 member be counted in any required quorum with respect to the vote.
- (f) If a Director has made a declaration 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.
- (g) If the 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 forfeiture of Director membership.
- (h) The failure of any member 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.
- (i) 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. Thereafter, at the request of the Director who recorded the initial concern, the Board shall, after the Director alleged to have a conflict has absented himself from the room, 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 so finds the person in a Conflict of Interest, the Board member shall absent himself 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.

- (j) If the Board finds that the person is not in conflict, the Board will then vote on the contract, transaction, matter or decision and the votes of each Director shall be recorded.
- (k) Every declaration of a Conflict of Interest and the general nature thereof shall be recorded in the minutes by the Board.
- (l) Where the number of Directors who, by reason of the provisions of this section 4.06, are prohibited from participating in a meeting is such that at that meeting, the remaining Directors are not of sufficient number to constitute a quorum, then, notwithstanding any other provision in the By-law, the remaining number of Directors shall be deemed to constitute a quorum, provided such number is not less than three (3).

4.7 Confidentiality

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

- (i) brought before the Board;
- (ii) brought before any committee
- (iii) dealt with in the course of the employee's employment or agent's activities; or
- (iv) dealt with in the course of the Professional Staff member's activities in connection with the Corporation
- (v) The Board Chair (or his/her delegate) and the Chief Executive Officer (or his/her delegate) are responsible for Corporate communication and to make statements to the news media or public about matters brought before the Board.

4.8 Responsibilities of the Board

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

- (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 services in order to meet the needs of the community.
- (b) Establish procedures for monitoring compliance with the requirements of the Public Hospitals Act, the hospital management regulations there under, the by-laws of the Corporation and other applicable legislation.
- (c) Establish specific policies which will provide the general framework within which the Chief Executive Officer, the Medical Advisory Committee, the medical, dental and midwifery staff, and the Hospital staff will establish procedures for the management of the day-to-day processes within the Corporation.

- (d) Appoint the Chief Executive Officer of the Corporation.
- (e) Delegate responsibility and concomitant authority to the Chief Executive Officer for the operation of the Corporation and require accountability to the Board.
- (f) Appoint the Chief of Staff.
- (g) Delegate responsibility and concomitant authority to the Chief of Staff for the operation of the general clinical organization of the Corporation and the supervision of the practice of medicine in the Corporation, and require accountability to the Board.
- (h) Appoint and re-appoint physicians to the medical, dental and midwifery 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.
- (i) Through the Medical Staff organization, assess and monitor the acceptance by each Member of the medical, dental and midwifery 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.
- (j) 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.
- (k) Review on a regular basis the role and responsibility of the Corporation to its community in relation to the provision, within the means available, of appropriate types and amounts of services.
- (l) Ensure that the services which are provided have properly qualified staff and appropriate facilities.
- (m) Ascertain that 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.
- (n) Ensure that an occupational health and safety program and a health surveillance program are established and require accountability on a regular basis.
- (o) Ensure that all staff, including Staff Nurses, is involved in decision making within the Hospital on administrative, financial, operational and planning matters, as well as on appropriate hospital committees to be established by action of the Board.
- (p) Ensure that there are by-laws for the Hospital, including procedures for the election of Medical Staff officers and the appointment of a Chief of Staff, and to approve such by-laws.

- (q) Ensure that policies are in place to facilitate organ procurement and donation.
- (r) Ensure that the Chief Executive Officer and Chief of Staff of the Corporation establish an appropriate succession plan for both senior management and Professional Staff members.

4.9 Principles of Governance

- (a) The Board shall provide strategic leadership to the Corporation in realizing its mandate, vision and core values, focusing its energy on matters of policy rather than day-to-day operations, and maintaining at all times a clear distinction between Board and staff roles.
- (b) For the purposes of this By-law, governance is defined as the process of governing the Corporation through the direction and supervision of the business and affairs of the Corporation, in accordance with its letter patent, supplementary letters patent, By-laws and all applicable legislation.
- (c) The Board is responsible for the governance of the Corporation.
- (d) The Board provides strategic leadership to the Corporation in the establishment of and commitment to the Corporation's vision, mission and core values.
- (e) The Board shall ensure that the Corporation provides the best possible health care.
- (f) The Board serves the community in carrying out its responsibilities.
- (g) Board shall constantly seek resources to meet the needs of the community served and shall ensure that the Corporation operates within its resources and monitors their efficient and effective use.
- (h) The Board and its individual members shall be sensitive to the needs of the communities served and reflect the diversity of the communities served.
- (i) The Board shall establish a culture of open debate, forthright examination of all issues, and, when considering conflicting issues, shall act at all times in the best interests of the Corporation, while having regard for the needs of the community served.
- (j) The Board shall carry on its duties in accordance with Corporation's letters patent, supplementary letters patent, By-laws and all applicable legislation.

4.10 Guidelines for the Nomination of Directors

- (a) To ensure the membership of the Board reflects the breadth, depth and diversity of the community, the following principles, qualities and skills will guide the consideration of candidates for Board membership:

- (i) The Board should be seen as capable and experienced to lead the Corporation.
 - (ii) The membership of the Board shall reflect a wide range of interests and perspectives including:
 - (1) understanding the special needs of the community.
 - (2) community involvement.
 - (3) perspective of patients and their families.
 - (iii) The membership of the Board and its committees should encompass both the Generic Qualities in all Directors(d) and the Scope of Expertise and Perspectives (e), while balancing the need to consider succession planning for the Board.
 - (iv) The membership must have regard for the demographic, linguistic, cultural, economic, geographic, ethnic, religious and social characteristics of the community served.
- (a) Current Board members whose terms are expiring are not entitled to automatically stand for re-election but must be considered in the same manner as all the other candidates, provided such consideration will also take into account
 - (b) The Board member's performance during his term including consideration of the following factors:
 - (i) Board meeting and Committee meeting attendance
 - (ii) Commitment to continuing education
 - (iii) Effective communication, including contributions at Board and Committee meetings and on behalf of the Board where requested
 - (iv) Preparation prior to Board and Committee meetings
 - (v) Support of Board actions (regardless of how Director voted)
 - (vi) Ability to express a dissenting opinion in a constructive manner
 - (vii) Ability to integrate continuing education into Board deliberations
 - (viii) Compliance with the governing legislation and By-laws, particularly the conflict of interest and confidentiality provisions
 - (ix) Support of the Corporation's vision and mission

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

- (c) The Board should be seen as applying objective criteria in determining the appropriate candidates for election as a Director and in doing so, shall review the Corporation's vision, mission, values and immediate goals for the upcoming three (3) years and shall require that an appropriate application for each of the candidates be completed which application shall be objectively considered by the Board prior to developing its recommendations for the membership.
- (d) The Generic Qualities in all Directors are set out below:
 - (i) Understanding of the distinction between the strategic and policy role of the Board and the day to day operational responsibilities of management
 - (ii) Capability to give leadership to the development of the Corporation
 - (iii) Commitment to the vision, mission and core values of the Corporation
 - (iv) Ability to work as a member of a team
 - (v) Willingness to participate in Board orientation and continuing education
 - (vi) Respect for the views of others
 - (vii) Objectivity
 - (viii) Recognition of the time commitment and the willingness to devote the time and energy necessary to perform the role of directors (considering commitments of the candidate to other organizations)
 - (ix) Enthusiasm and capacity for resolving challenging issues
 - (x) Integrity and the absence of conflicts of interest
 - (xi) An understanding of the range of obligations and constraints imposed upon directors of corporations
 - (xii) An understanding of the unique cultural and support requirements of individuals and special communities
- (e) Beyond the generic qualities to be demonstrated by all Directors, the following general qualities would strengthen the Board:
 - (i) Prior experience in governance
 - (ii) Strategic planning experience
 - (iii) Experience in the management and restructuring of complex organizations
 - (iv) Understanding of healthcare needs, issues and trends
 - (v) Understanding of the diverse needs of the community
 - (vi) Previous experience in the health field
 - (vii) Awareness of provincial healthcare trends
 - (viii) Demonstrated leadership on behalf of the needs of patients and families

- (ix) Knowledge and experience in business and management
- (x) Knowledge and experience in education
- (xi) Understanding of fiscal, financial and legal matters
- (xii) Knowledge and experience in health professional education
- (xiii) Knowledge and experience in Financial Management
- (xiv) Knowledge and experience in communications and information technology
- (xv) Knowledge and experience in government and public relations

4.11 Standard of Care

Every Director and officer of the Corporation in exercising his powers and discharging his 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.

ARTICLE 5 OFFICERS AND DUTIES OF THE BOARD

5.1 Voting Officers

The Board shall elect the following voting officers for a one-year term at the special meeting immediately following the annual meeting:

- (a) Chair (to a maximum of 3 one-year terms)
- (b) Vice-Chair
- (c) Treasurer

The Chief Executive Officer shall be the Secretary of the Corporation and Secretary of the Board.

5.2 Duties of Chair

The Chair of the Board shall:

Preside at all meetings of the Board.

- (a) Be Chair of the Executive Committee.
- (b) Be responsible for the naming of Directors to committees not otherwise provided for in the by-laws of the Corporation.
- (c) Report to each annual meeting of members of the Corporation concerning the operations of the Corporation.
- (d) Represent the Corporation at public or official functions.
- (e) Perform such other duties as may from time-to-time be determined by the Board.
- (f) Be ex-officio a member of all committees of the Board.

5.3 Duties of Vice-Chair

The Vice-Chair of the Board shall:

- (a) 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.
- (b) Be ex-officio a member of all committees of the Board.

5.4 Duties of Treasurer

The Treasurer of the Corporation shall present to the Board:

- (a) The annual operating and capital budgets of the hospital;
- (b) A quarterly financial statement indicating the financial position of the Corporation at the close of the preceding quarter.
- (c) Appropriate assurances 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.

In addition, the Treasurer shall:

- (d) Be a member of the Fiscal Advisory Committee
- (e) Perform such other duties as may be established by resolution of the Board.

5.5 Duties of Secretary

The Secretary shall:

- (a) Attend all meetings of the Board.
- (b) Keep a record of the minutes of all meetings.
- (c) Attend to correspondence.
- (d) Prepare all reports required under any Act or regulation of the Province of Ontario.
- (e) Be the custodian of all minute books, documents and registers of the Corporation required to be kept by the provisions of the Act.
- (f) Be the custodian of the seal of the Corporation.
- (g) Keep copies of all testamentary documents and trust instruments by which benefits are given to the use of the Corporation and provide the office of the Public Guardian and Trustee with attested or notarial copies of such documents in accordance to the provisions of the *Charities Accounting Act* (Ontario).
- (h) Perform such other duties as the Board may direct.

5.6 Duties of Past Chair

The role of the Past Chair is to provide continuity to the Board. The Past Chair will provide advice as required or as requested by the Chair of the Board.

5.7 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 Board.
- (c) The Chief Executive Officer shall:
 - (i) Appoint the management staff of the Corporation.
 - (ii) Be responsible to the Board for the general administration, organization and management of the Corporation in accordance with policies established by the Board and report re: quality of care.
 - (iii) Personally, or through his/her delegate, attend all meetings of the Board and of its committees.
 - (iv) Employ, control and direct all employees of the Corporation.
 - (v) Notwithstanding the provisions of subsection 8.2, be responsible for the payment by cheque of all salaries and amounts due from and owing by the Corporation which fall within the purview and scope of the approved annual budget, or otherwise as may be established from time-to-time by resolution of the Board.
 - (vi) Report to the Board any matter about which it should have knowledge.
 - (vii) Report to the physician charged with the responsibility for medical supervision any oversight of medical practice in the Hospital, and to the Board, if necessary, :
 - (1) Any failure of any physician to act in accordance with statute law or regulations there under, or Corporation by-laws and rules.
 - (2) Any patient who does not appear to be making reasonable progress towards recovery or who is not being visited frequently enough by the attending physician; and
 - (3) Any other matter about which he/she or they should have knowledge.
 - (viii) Represent the Hospital externally to the community, government, media and other organizations and agencies.

- (ix) Communicate with related healthcare agencies to promote co-ordination and/or planning of local healthcare services.
- (x) Establish an organizational structure to ensure accountability of all programs and services and staff for fulfilling the mission, objectives and strategic plan of the Hospital.
- (xi) Be a member of the Medical Advisory Committee and participate with the Medical Advisory Committee in the provision of quality medical care.
- (xii) Ensure that the Corporation complies with all statutory and regulatory requirements.
- (xiii) Cause to be retained for at least twenty-five (25) years, all written statements made in respect of the destruction of medical records, notes, charts and other materials relating to patient care and photographs thereof or as the *Public Hospitals Act* requires.

5.8 Protection of Directors, Officers, Volunteers and Committee Members

- (a) Except as otherwise provided in the *Act*, no Director, officer, Volunteer or member of any Committee appointed or authorized by the Board shall be liable to the Corporation or to the Members for the acts, receipts, neglect or default of any other Director, officer, Volunteer, employee or Committee member, or for joining in any receipt or other act for conformity, or for any loss, damage or expense suffered or incurred by the Corporation through the insufficiency or deficiency of title to any property acquired by order of the Board for or on behalf of the Corporation or for the insufficiency or deficiency of any security or upon which any of the monies of the Corporation shall be invested, or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person with whom any of the monies, securities or effect of the Corporation shall be deposited, or for any loss, damage or misfortune whatever which shall occur in the execution of the duties of his office or in relation thereto unless the same is occasioned by his own willful neglect or default or by his dishonest, fraudulent or criminal act.
- (b) Directors, officers, Volunteers and members of said Committees shall not be liable to the Corporation for any costs, charges, expenses, loss or liability which the Corporation or such Committee shall suffer or incur for, by reason of, arising out of, or in any way relating to any act, deed, matter or thing made, done or permitted to be done or omitted to be done by him in the performance of his duties and functions (or in the performance of what he honestly believed was in the proper performance of his duties and functions (as such officer, Director, Volunteer or Committee member), provided he acted or made such omission honestly, in good faith and without fraud or fraudulent intent.

5.9 Indemnification of Officers, Directors, Committee Members, Employees and Volunteers:

(a) Indemnification of Directors, Officers and Committee Members

Subject to section 4.2 of this By-law, every Director, officer, and member of a Committee appointed or authorized by the Board, his heirs, executors, administrators and estate and effects, respectively, shall from time-to-time and at all times be indemnified and saved harmless out of the funds of the Corporation from and against all costs, charges and expenses whatsoever which such Director, officer or Committee member sustains or in or about any claim, action, suite or proceeding which is made, brought, commenced or prosecuted against him or her, for and in respect of any act, deed, matter or thing whatsoever made, done, permitted to be done or omitted to be done by him in or about the execution of his/her duties as Director, officer, or Committee member, excepting only such costs, charges or expenses as are occasioned by or are due to his own willful neglect or by his dishonest, fraudulent or criminal act.

(b) Indemnification of Employees

The Corporation agrees to indemnify and save harmless the employees and Volunteers of the Corporation of and from all claims, demands, suits, proceedings or actions that may be brought or instituted against them, or any of them (excepting actions or proceedings by the Corporation, (arising out of, or by reason of, any act or omission done or omitted to be done by the employee or Volunteer, provided such act or omission is:

- (i) Done or omitted to be done in the course of the performance of the employee's or Volunteer's duties.
- (ii) Not occasioned by or are due to the employee's or Volunteer's own willful neglect or by the employee's or Volunteer's dishonest, fraudulent or criminal act.

5.10 Insurance

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 with a view to the best interests of the Corporation and subject to the terms and condition contained in any such policy of insurance.

ARTICLE 6 REGULAR AND SPECIAL MEETINGS OF THE BOARD

6.1 Regular Meetings

- (a) The Board shall meet at a place, date and time as determined by resolution of the Board. The Secretary of the Board shall give notice of the meeting to the Directors if the meeting is to be held at another time, day or place.
- (b) There shall be at least eight (8) regular meetings per annum.
- (c) A special meeting of the Board shall be held without notice, immediately following the annual meeting of the Corporation.
- (d) The Chief Executive Officer shall attend meetings of the Board.

6.2 Special Meetings

- (a) The Chair or Vice-Chair of the Board may call special meetings of the Board.
- (b) The Secretary of the Board shall call a meeting of the Board if four (4) Directors so request in writing.
- (c) Notice of a special meeting of the Board shall specify the purpose of the meeting, may be given by telephone, and shall be given at least 24 hours in advance of the meeting.

6.3 Procedures for Board Meetings

- (a) The declaration of the Secretary or the 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 meetings of the Board only upon:
 - (i) Invitation by the Chief Executive Officer with the approval of the Chair of the meeting.
 - or
 - (ii) Resolution of the Board.
- (d) Minutes shall be kept for all meetings of the Board.
- (e) Business arising at any meeting of the Board shall be decided by a majority of votes.

- (i) Any Director, Officer, Professional Staff member, employee or member of the public, as the context required and as is permitted by the By-laws or rules and policies of the Corporation, may participate in a meeting of the Board or of a Committee of the Board, the Medical Advisory Committee, or the Medical Staff Association by means of telephone conference or electronic or other communication facilities as permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously, and a person participating in such a meeting by such means is deemed for the purposes of the Act and the By-law to be present at the meeting.
- (ii) Subject to paragraph (i) above, business arising at any meeting of the Corporation, the Board or any Committee established pursuant to this By-law, shall be decided by a majority of votes unless otherwise required by statute, provided that:
 - (1) Except as provided in this By-law, each Member, each Director and each Committee member shall be entitled to one (1) vote at any meeting of the Corporation, Board or Committee, respectively.
 - (2) In accordance with the *Public Hospitals Act*, no Member shall be entitled to vote by proxy at a meeting of the Corporation; all Members must attend annual and/or special meetings of the Corporation in person in order to be eligible to vote.
 - (3) Votes shall be taken in the usual way, by show of hands, among all Members, Directors and Committee members present and, in the event of a tie, the motion is lost.
 - (4) After a show of hands has been taken on any question, the Chair of the meeting may require, or any person entitled to vote on the question may demand, a poll thereon. A poll so required or demanded shall be taken in such manner as the Chair of the meeting shall direct. A demand for a poll may be withdrawn at any time prior to the taking of the poll. Upon a poll, each individual present in person and entitled to vote at such meeting shall have one (1) vote, and the result of the poll shall be the decision of the Members, the Board or the Committee, as the case may be.
 - (5) Whenever a vote by show of hands shall have been taken on a question, unless a poll is required or demanded, a declaration by the chair of the meeting that a resolution, vote or motion has been carried and an entry to that effect in the minutes shall be admissible in evidence as *prima facie* proof of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution, vote or motion.

6.4 Quorum

A quorum for any meeting of the Board shall mean a majority of the Directors or, in the absence of such a majority, shall mean a majority of the elected Directors.

6.5 Chair

The Chair of a meeting of the Board shall be:

- (a) The Chair of the Board.
- (b) The Vice-Chair of the Board if the Chair of the Board is absent or is unable to act.
- (c) A Chair elected by the Directors present if the Chair of the Board and Vice-Chair of the Board are absent or unable to act.

ARTICLE 7 COMMITTEES OF THE BOARD

7.1 Establishment of Committees

The Board may appoint Committees whose members will hold their offices at the will of the Board. The members of any Committee (other than the Executive Committee) need not be Directors of the Corporation, unless so specified in the Policy or Resolution which establishes the committee..

7.2 Standing and Special Committees

- (a) The Committees of the Board shall be:
 - (i) The Executive Committee.
 - (ii) The Fiscal Advisory Committee.
 - (iii) The Medical Advisory Committee;
 - (iv) Such other standing Committees of the Board whose duties are normally continuous.
- (b) Special Committees, being those Committees appointed for specific duties whose mandate shall expire with the completion of the tasks assigned.

7.3 Terms of Reference

- (a) The terms of reference of the Executive Committee, the Medical Advisory Committee, and the Fiscal Advisory Committee are set out in Section 7.8, 7.9, and 7.10.
- (b) The functions, duties, responsibilities, composition (including chair) and mandate of all other Committees shall be provided either in the Board Committee Policy to be prepared and reviewed by the Board from time-to-time or in the resolution of the Board by which such Committee is established.

7.4 Committee Recommendations

With the exception of the Executive Committee, no decision of a Committee shall be binding on the Board until approved or ratified by the Board.

7.5 Committees Required by the Public Hospitals Act

The Board shall ensure that the Corporation establishes such Committees and undertakes such programs as are required pursuant to the Public Hospitals Act.

7.6 Procedures at Committee Meetings

Procedures at Committee meetings shall be determined by the chair of each Committee, unless established by the Board by resolution or in the Board Committee Policy.

7.7 Quorum for Committees

Unless otherwise determined by the Board, a quorum for a Committee shall consist of

- (a) A majority of the voting members of a Committee.
- (b) At least fifty percent (50%) of the members of the committee who are members of the Board.

7.8 Executive Committee

The Executive Committee shall report to the Board of Directors.

The Executive Committee shall consist of:

- (a) The Board Chair.
- (b) Board Vice-Chair.
- (c) A third elected Board member who shall be appointed annually by the Board. This may be one of the elected Board Committee Chairs or such other member as the Board appoints.
- (d) The Chief Executive Officer and the Chief of Staff shall be ex-officio non-voting members of the Executive Committee.

Decisions of the Executive Committee shall be binding on the Board and reported at the next Board of Directors meeting.

7.9 Medical Advisory Committee

- (a) The Medical Advisory Committee shall consist of:
 - (i) The Chief of Staff, who shall be Chair.
 - (ii) The Chiefs of Clinical Services.
 - (iii) The President of the Medical Staff.
 - (iv) The Vice-President of the Medical Staff.
 - (v) The Secretary of the Medical Staff.
 - (vi) All other members of the Active medical Staff.

- (vii) The Director whose responsibility includes patient care (ex-officio and non-voting).
- (viii) Chief Executive Officer (ex-officio and non-voting).
- (b) Attendance at MAC
 - Attendance, with a minimum of 70%, is mandatory at MAC meetings by:
 - (i) The Chief of Staff
 - (ii) The Chiefs of Departments
 - (iii) The President of the Medical Staff
 - (iv) The Vice-President of the Medical Staff
 - (v) The Secretary of the Medical Staff

All other members of the active medical staff are encouraged to attend; however, attendance is not compulsory.

- (c) A quorum at any meeting of the Medical Advisory Committee shall be a majority of the compulsory members.
- (d) The Medical Advisory Committee shall meet at the call of the Chair and have at least ten (10) monthly meetings each year and keep minutes of these meetings.
- (e) The Medical Advisory Committee shall:
 - (i) Elect a Vice-Chair from its members at its first meeting following the annual meeting.
 - (ii) Report and make recommendations to the Board on matters pertaining to the Professional Staff of the Corporation in relation to professionally recognized standards of Hospital medical/dental/midwifery/extended class nursing care.
 - (iii) Report and make recommendations to the Board concerning such matters as are from time-to-time prescribed by the *Public Hospitals Act*.
 - (iv) Provide supervision of the Professional Staff of the Corporation.
 - (v) Participate in the development of the Corporation's overall objectives and planning, and make recommendations (through senior management) to the Board concerning allocation and utilization of Hospital resources.
 - (vi) Appoint such Committees as are required for the supervision, review and analysis of all the clinical work in the Corporation, name the chair of each of the Committees it appoints and ensure that each meets and functions as required and keeps minutes of its meetings; and receive, consider and act upon the report from each of its appointed Committees.

- (vii) Advise and co-operate with the Board and the Chief Executive Officer in all matters pertaining to the professional, clinical and technical services.
- (viii) Advise the Board of any matters referred to it by the Board.
- (ix) Assess the credentials of each applicant for appointment or reappointment to the Professional Staff by:
 - (1) Ensuring the authenticity of qualifications of each applicant is established.
 - (2) Ensuring that the professional experience, competence and reputation concerning the quality of professional work and ability to work with others are investigated.
 - (3) Ensuring that each applicant meets the criteria as set out in this By-law and Medical Staff Policies.
 - (4) Considering the reports of the interview with the applicant.
 - (5) Ensuring that a record of the qualifications and professional career of every member of the Professional Staff is maintained.
 - (6) Making recommendations to the Board for appointments and reappointments to the Professional Staff.
- (x) Ensure that the quality of medical care is assessed by:
 - (1) Requiring the members of Professional Staff to conduct quality management activities.
 - (2) Requiring that the Chiefs of Clinical Services report these activities to the Medical Advisory Committee.

7.10 Fiscal Advisory Committee

- (a) The Fiscal Advisory Committee shall consist of:
 - (i) The Chief Executive Officer.
 - (ii) A member of the Medical Staff appointed by the Chief Executive Officer.
 - (iii) A nurse manager appointed by the Chief Executive Officer.
 - (iv) A staff nurse.
 - (v) The Board treasurer.
 - (vi) Other persons as deemed appropriate for appointment by the Chief Executive Officer.

The Chairperson of the Fiscal Advisory committee shall be the Chief Executive Officer or a person designated by the Chief Executive Officer.

- (b) The Fiscal Advisory Committee shall:
 - (i) Make recommendations to the appropriate committee of the Board through the Chief Executive Officer with respect to the operation, use and staffing of the Hospital.
 - (ii) Provide advice by Committee through which staff can effectively and constructively contribute to the achievement of the Hospital's goals and objectives.
 - (iii) Meet at least three (3) times a year at the call of the Chairperson.
 - (iv) Keep minutes of all meetings and these will be provided to any appropriate committee and to the appropriate committee of the board at their next meeting following the Fiscal Advisory Committee.

ARTICLE 8 FINANCIAL

8.1 Bonding-Fidelity Insurance

- (a) Directors, officers and employees, as the Board may designate, shall secure from a guarantee company a bond of fidelity of an amount approved by the Board.
- (b) The requirements of paragraph 8.1(a) may be met by an alternative form of employee fidelity insurance such as, but not limited to, a blanket position bond, a commercial blanket bond, or a comprehensive dishonesty, disappearance and destruction policy, at the discretion of the Board.
- (c) The Corporation shall pay the expense of any fidelity bond or policy secured under paragraph 8.1(a) or 8.1(b).

8.2 Banking and Borrowing

Subject to the Public Hospitals Act:

- (a) The Chair or Vice-Chair of the Board, and the Treasurer or Chief Executive Officer or designate jointly or such person or persons who may be authorized from time-to-time by resolution of the Board, are hereby authorized for and in the name of the Corporation:
 - (i) To draw, accept, sign and make all or any bills of exchange, promissory notes, cheques and orders for payment of money.
 - (ii) To receive all monies and to give acquittance for the same.
 - (iii) Subject to the approval of the Board, to assign and transfer to the bank all or any stocks, bonds and other securities;
 - (iv) Subject to the approval of the Board, from time-to-time to borrow money from a bank by incurring an overdraft or otherwise.
 - (v) Generally, for and in the name and on behalf of the Corporation to transact with the said bank any business they may think fit.

8.3 Delegation of Banking

Any officer of the Corporation or any official as may from time-to-time be designated by the Board is hereby authorized or may be authorized on behalf of the Corporation:

- (a) To negotiate with, deposit with, endorse or transfer to a 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.

- (b) From time-to-time to arrange, settle, balance and certify all books and accounts between the Corporation and the Corporation's bank.
- (c) To receive all paid cheques and vouchers.
- (d) To sign the bank's form of settlement of balances and release.

8.4 Signing Officers

- (a) Signing officers of the Corporation shall be those designated by the Board, from time-to-time, by resolution.
- (b) Any one of the Chair or Vice-Chair of the Board or the Treasurer or Chief Executive Officer may sign on behalf of the Corporation and affix the Corporate Seal to all contracts, agreements, conveyances, mortgages, or other documents, as may be required by law or as authorized by the Board.

8.5 Seal

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

8.6 Investment

The investment policy of the Corporation will be established by the Board.

8.7 Donations

- (a) 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.
- (b) No benefit given, devised or bequeathed in trust to or to the use of the Corporation for endowment purposes shall be hypothecated, transferred or assigned to obtain credit or to receive funds except as allowed by the Corporation's investment policy.
- (c) The Secretary shall maintain copies of all testamentary documents and trust instruments by which benefits are conferred upon the Corporation and provide information respecting same to the Office of the Public Guardian and Trustee as required by the Charities Accounting Act (Ontario) and to the Board as necessary.
- (d) The Corporation shall apply any trust funds of the Corporation only to the designated purpose(s) for which such funds were intended. Under no circumstances shall the Corporation transfer any funds held in trust by the Corporation to any other individual or entity, unless such transfer complies with all applicable law, including without limitation, the Charities Accounting Act (Ontario) and the Trustee Act (Ontario).

- (e) The Secretary shall at least semi-annually provide an accounting to the Board with respect to all funds held in trust by the Corporation.

8.8 Auditor

The Corporation shall at its Annual Meeting appoint an auditor who shall not be a member of the Board or an officer or employee of the Corporation or a partner or employee of any such person, and who is duly licensed under the provisions of *The Public Accountancy Act* (Ontario), to hold office until the next Annual Meeting of the Corporation.

- (a) The auditor shall have all the rights and privileges as set out in the Act and shall perform the audit function as prescribed therein.
- (b) In addition to making the report at the Annual Meeting of the Corporation, the auditor shall from time-to-time report to the Board on the audit work with any necessary recommendations.

ARTICLE 9 PARTICIPATION OF NURSES

9.1 Participation of Nurses on Committees

A Staff Nurse elected in accordance with these By-laws and a nurse who is a manager appointed in accordance with these By-laws shall be a member, with full-voting privileges, of those committees, approved by the Board to have nurse representation, that deal with one or more of the following:

- (a) Nurses' clinical practice
- (b) Utilization review
- (c) Quality assurance
- (d) Risk management
- (e) Hospital planning process
- (f) Any other matter as the Board may deem advisable

9.2 Election of Staff Nurses

- (a) There shall be an annual meeting of the Staff Nurses.
- (b) A nominating committee shall be elected by Staff Nurses at each annual meeting of the Staff Nurses and shall consist of three (3) Staff Nurses.
- (c) The nominating committee shall at least thirty (30) days before the annual meeting of the Staff Nurses, post a list of the names of those Staff Nurses who are nominated to the various Hospital committees that require nursing participation.
- (d) The nominating committee shall call for any further nominations to be made in writing to the Chair of the nominating committee within fourteen (14) days after the posting of the names referred to in paragraph 9.2(c).
 - (i) These further nominations shall be signed by two (2) Staff Nurses.
 - (ii) These nominations shall be posted alongside the list referred to in paragraph 9.2(c).
 - (iii) All nominees shall have signified in writing on the Nomination Form, acceptance of the nomination.
 - (iv) Elections of Staff Nurses to the various committees in the Hospital that require nursing participation shall be conducted at each annual meeting of the Staff Nurses.

9.3 Failure to Elect a Staff Nurse and Vacancies

- (a) Where the election process for Staff Nurses has been carried out and no Staff Nurse is elected, then the Board may appoint a Staff Nurse to be a member of such committee.

- (b) Where a duly elected Staff Nurse resigns his/her seat on a committee, or is unable to complete his/her term for any reason, then the Board may appoint the Staff Nurse with the next highest number of votes, or appoint a Staff Nurse to complete the term.

9.4 Election or Appointment of Nurses Who are Managers

The chief nursing officer shall determine the mechanism by which nurses who are managers are elected or appointed to the various committees in the Hospital that require nursing participation.

ARTICLE 10 ORGAN DONATION

10.1

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

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

ARTICLE 11 OCCUPATIONAL HEALTH & SAFETY PROGRAM

11.1

- (a) There shall be an Occupational Health & Safety Program for the Hospital.
- (b) The program shall include procedures with respect to:
 - (i) A safe and healthy work environment in the Hospital.
 - (ii) The safe use of substances, equipment and medical devices in the Hospital.
 - (iii) Safe and healthy work practices in the Hospital.
 - (iv) The prevention of accidents to persons on the premises of the Hospital.
 - (v) The elimination of undue risks and the minimizing of hazards inherent in the Hospital environment.
- (c) The person designated by the Chief Executive Officer to be in charge of health surveillance in the Hospital shall be responsible to the Chief Executive Officer for the implementation of the Occupational Health and Safety program.
- (d) The Chief Executive Officer shall report to the Board as necessary on matters of the Occupational Health and Safety Program.

ARTICLE 12 HEALTH SURVEILLANCE PROGRAM

12.1

There shall be a Health Surveillance Program for the Hospital as follows:

- (a) The program referred to in subsection (a) shall:
 - (i) Be in respect of all persons carrying on activities in the Hospital.
 - (ii) Include a Communicable Disease Surveillance Program.
- (b) The person designated by the Chief Executive Officer to be in charge of health surveillance in the Hospital shall be responsible to the Chief Executive Officer for the implementation of the Health Surveillance Program.
- (c) The Chief Executive Officer shall report to the Board as necessary on matters in respect of the Health Surveillance Program.

CERTIFICATE OF ENACTMENT

THIS IS TO CERTIFY

- (1) That the appended copy of the by-laws of the Kemptville District Hospital is a true and complete copy of the by-laws as passed by the Board of Directors of the Hospital Corporation at a properly constituted meeting of the Board held on the 25th day of June 2010.

- (3) That the by-laws were confirmed at a properly constituted special meeting of the general membership of the Hospital Corporation duly called for that purpose held on the 25th day of May 2010.

Dated at the Township of North Grenville on the **28th** day of **June 2012**.

Approved by Board:

Signed by: _____

Board Chair

Vice-Chair

Chief Executive Officer