



**BY-LAW**

**OF THE**

**PETERBOROUGH REGIONAL HEALTH CENTRE**

**June 2008**

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**BY-LAW OF**  
**PETERBOROUGH REGIONAL HEALTH CENTRE**  
(hereinafter referred to as the “Corporation”)

**PREAMBLE**

**WHEREAS** it is the intent of the Peterborough Regional Health Centre to serve the Community, guided by, but not limited to, vision, mission, values and strategic directions, and

**WHEREAS** the Peterborough Regional Health Centre will be recognized as a centre of excellence that ensures the delivery of caring and accessible patient centred care for our community and our region; and

**WHEREAS** the governing body of the Peterborough Regional Health Centre deems it expedient that By-law No 1 heretofore enacted be cancelled and revoked and the following By-law No. 1 be adopted for regulating the affairs of the Health Centre;

**NOW THEREFORE** be it enacted and it is hereby enacted that By-law No. 1 heretofore enacted be cancelled and revoked and that the following By-law No. 1 be substituted in lieu thereof.

Date  <b>April 2008</b>	<b>DEFINITIONS AND INTERPRETATION</b>	Section  <b>1</b>
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## 1.1 Definitions

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

“Act” means the *Corporations Act* of Ontario, and where the context requires, includes the Regulations made under it;

“Administrator” means, in addition to “administrator” as defined in section 1 of the *Public Hospitals Act*, the President & Chief Executive Officer (CEO);

“Application” means the application for membership prescribed by the Board;

“Associates” includes the parents, siblings, spouse or common law partner of a Director as well as any organization, agency, company, or individual (such as a business partner) with a formal relationship to a Director;

“Board” means the Board of Directors of the Corporation;

“By-Law” means any By-Law of the Corporation from time to time in effect;

“Chief Nursing Executive” means the senior employee responsible to the Chief Executive Officer for the nursing functions in the Hospital;

“Chief of a Department” means a member of the Medical Staff appointed by the Board to be in charge of one of the organized medical departments;

“Chief of Staff” means a member of the Medical Staff appointed by the Board to be in charge of the Medical Staff;

“Conflict of Interest” includes, without limitation, the following three areas that may give rise to a Conflict of Interest of the Directors of the Corporation, namely:

- (a) Pecuniary or financial interest - a 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;
- (b) Undue Influence - participation or influence in Board decisions that selectively and disproportionately benefit particular agencies,

companies and organizations, professional groups, or Patients from particular demographic, geographic, political, socio-economic, cultural or other groups;

- (c) Adverse Interest - A Director is said to have an adverse interest to the Corporation when he/she is a party to a claim, application or proceeding against the Corporation;

“Corporation” means the Peterborough Regional Health Centre with Head Office located in Peterborough, Ontario;

“Dentist” means a dental practitioner in good standing with the College of Dental Surgeons of Ontario;

“Director” means a member of the Board;

“Excluded Person” means:

- (a) Any member of the medical, dental or midwifery staff, other than the members of the Medical Staff appointed to the Board pursuant to the *Public Hospitals Act*;
- (b) Any employee other than the Administrator; and
- (c) Any spouse, or dependent child of an employee or member of the medical, dental or midwifery staff.

“Ex-officio” means membership “by virtue of the office” and includes all rights, responsibilities, and power to vote unless otherwise specified;

"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 Health Centre;

“Head Office” means One Hospital Drive, Peterborough, Ontario, K9J 7C6;

“Health Centre” means the Peterborough Regional Health Centre;

"LHIN" means the Local Health Integration Network;

“Medical Staff” means those Physicians and Dentists who are appointed by the Board and who are granted specific privileges to practise medicine and dentistry respectively in the Health Centre;

“Medical Staff Rules” means provisions concerning the practice and professional conduct to the members of the Medical Staff;

“Member” means member of the Corporation;

“Midwife” means a midwife in good standing with the College of Midwives of Ontario.

“*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;

“Nurse” means a holder of a current certificate of competence issued in Ontario as a registered nurse;

“Patient” means, unless otherwise specified, any in-patient, out-patient or other patient of the Health Centre;

“person” means and includes any individual, corporation, partnership, firm, joint-venture, syndicate, association, trust, government, governments agency or board or commission or authority or any other form of entity or organization;

“Physician” means a medical practitioner in good standing of the College of Physicians and Surgeons of Ontario;

“Privileges” mean those rights or entitlements conferred upon a Physician at the time of appointment or reappointment, including those medical departments within the Health Centre in which the Physician may practice, but specifically does not mean those procedures which the Physician may from time to time be permitted to carry out within the departments by the Chief of the Department or Medical Advisory Committee; and

“*Public Hospitals Act*” means the *Public Hospitals Act* (Ontario), and where the context requires, includes the Regulations made under it.

“Supervisor” means a physician, dentist, midwife or registered nurse in the extended class, as the case may be, who is assigned the responsibility to oversee the work of another physician, dentist, midwife or registered nurse in the extended class respectively, unless otherwise provided by this By-law.

## 1.2 **Interpretation**

1.2.1 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-Law of the Corporation and which are defined in the *Act* or the *Public Hospitals Act* shall have the meanings given to terms in the *Act* or *Public Hospitals Act*;
- (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;

- (c) the headings used in the By-Law are inserted for reference purposes only and are not to be considered or take into account in construing the terms or provisions thereof or to be deemed in any way to clarify, modify or explain the effect of any such terms or provisions; and
- (d) any references herein to any law, by-law, rule, regulation, order or act of any government, governmental body or other regulatory body shall be construed as a reference thereto as amended or re-enacted from time to time or as a reference to any successor thereto.

Date	<b>MEMBERS</b>	Section <b>2</b>
<b>April 2008</b>		

**2.1 Admission:**

2.1.1 Membership in the Corporation shall be limited to persons and corporations interested in furthering the Health Centre's goals and objectives and shall consist of any person/Corporation whose application for admission as a member has been approved by a resolution of the Board of Directors.

2.1.2 Membership in the Corporation shall be limited to seventy (70) persons/corporations;

2.1.3 The Corporation shall have the following categories of membership:

- (a) Annual membership (corporation)
- (b) Annual membership (individual); and
- (c) Honorary membership.

2.1.4 Corporation and Individual Membership is for a one (1) year period, beginning with the Annual General Meeting in one year and ending with the Annual General Meeting the next year.

2.1.5 Honorary members shall be appointed for such length of time as the board may designate.

**2.2 Qualifications**

2.2.1 Every Member shall:

- (a) be of the full age of at least eighteen (18) years;
- (b) not be an Excluded Person; and
- (c) have been a resident of one of the Counties of Peterborough, Northumberland, Haliburton or the City of Kawartha Lakes for a continuous period of at least three (3) months immediately prior to such person's admission into membership; or
- (d) be employed or carry on business in one of the Counties of Peterborough, Northumberland, Haliburton or the City of Kawartha Lakes; and

(e) support the objects of the corporation.

2.2.2 The Board shall be entitled to levy upon and authorize collection from each Member, excluding Honorary Members, annual fees in amounts ratified by the Board. Any Member failing to pay annual fees within one (1) month of the date of ratification shall be notified by registered mail of such non-payment and, if such outstanding fees are not paid by the Member within five (5) days of the date of notification, the Board shall have the power to cancel the Member's membership in the Corporation.

## 2.3 **Application**

2.3.1 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. The decision as to whether a prospective applicant will be admitted will be made by the Board in accordance with section 2.1 of this By-Law. The Application shall contain:

- (a) the applicable membership qualifications set out in section 2.2 of the By-Law;
- (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; and
- (c) the annual membership fee for the then current year, where such fee has been levied and ratified by the Board.

2.3.2 The Nominating Committee shall review all applications for membership in the Corporation immediately prior to the Annual General Meeting and in January each year, with their recommendations to the Board.

## 2.4 **Withdrawal**

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

## 2.5 **Termination of Membership**

2.5.1 A Member's membership in the Corporation is automatically terminated in the event that such person:

- (a) becomes an Excluded Person;

- (b) 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 subsection 2.2.1(c) above; or
- (c) fails to pay membership fees when due and such Member's membership is terminated in accordance with subsection 2.2.2 of the By-Law.

2.5.2 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;
- (c) when the Member ceases to be a Member by resignation or otherwise in accordance with the By-Law; or
- (d) if at a special meeting of the Board, called for the purpose of removing a Member, a resolution is passed by at least two-thirds (2/3) of the votes cast.

## 2.6 **Information Available to Members**

2.6.1 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.

## 2.7 **Role of the Member:**

2.7.1 The role of the Member may include:

- (a) participation in director orientation;
- (b) may sit on a Committee of the Board of Directors at the discretion of the Chair of the Board of Directors;
- (c) participation in focus groups to test acceptance of new programs or changes anticipated at the Hospital;
- (d) participation and voting on all matters at the Annual General Meeting of the Board of Directors;
- (e) making recommendations for Directors to the Nominating Committee

Date  <b>April 2008</b>	<b>ANNUAL AND SPECIAL MEETINGS</b>	Section <b>3</b>
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**3.1 Annual Meetings of the Corporation**

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 1 and July 31 in each year on a date fixed by the Board.

**3.2 Special Meetings of the Corporation**

**3.2.1 Time and Place**

- (a) Special meetings of the Corporation shall be held at such time and place in Ontario as may be determined by the Board.

**3.2.2 Notice**

- (a) The Board or Chair may call a special meeting of the Corporation.
- (b) In accordance with the Corporations Act, if not less than one-tenth (1/10) of the members of the Corporation entitled to vote at a meeting proposed to be held, request the Directors, in writing, to call a special meeting of the members, for any purpose connected with the affairs of the Corporation that is not inconsistent with the Corporations Act, the Directors of the Corporation shall call forthwith a special meeting of the members of the Corporation for the transaction of the business stated in the requisition.
- (c) The requisition referred to in subsection 3.2.2 (b) shall state the general nature of the business to be presented at the meeting and shall be signed by the requisitioner and deposited at the head office of the Corporation and may consist of several documents in like form signed by one of the requisitionists.
- (d) Notice of special meeting shall be given in the same manner as provided in subsection 3.3.1 provided that the member's receive at least twenty-five (25) days notice of the special meeting.

### 3.3 **Notice**

3.3.1 Twenty-five (25) days prior written notice of an annual or special meeting shall be given to each Member. 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.

### 3.4 **Omission of Notice**

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

### 3.5 **Voting**

3.5.1 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-Law.

3.5.2 The Chair of the meeting shall vote only in order to break a tie, except where there is a tie in the election of Directors, in which case the vote shall be decided by lot.

3.5.3 Pursuant to the *Public Hospitals Act*, no Member may vote by proxy.

3.5.4 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 2.2.2 above.

3.5.5 Where a corporation is accepted as an annual member, the President or designate of the corporation shall be entitled to vote on behalf of the corporation.

3.5.6 Honorary members shall not be eligible to vote.

3.5.7 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.

3.5.8 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 decision 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**

3.6.1 A quorum for any meeting of the Corporation shall be ten (10) Members or ten percent (10%) of its Members, whichever number is greater.

### 3.7 **Chair of the Meeting**

3.7.1 The Chair of a meeting of Members of the Corporation shall be:

- (a) the Chair of the Board of Directors;
- (b) a Vice-Chair of the Board of Directors, if the Chair is absent or is unable to act;
- (c) a Chair-elected by the Members present if the Chair and Vice-Chairs are absent or are unable to act. The Secretary or Treasurer shall preside at the election of the Chair, but if the Secretary or Treasurer is not present, the Directors, from those present, shall choose a Director to preside at the election; and
- (d) if no Director is present or if all the Directors present decline to take the Chair, then the Members who are present and entitled to vote shall choose one of their number to be the Chair.

### 3.8 **Business at Annual Meetings**

3.8.1 The business transacted at the annual meeting of the Corporation shall include:

- (a) minutes of the previous meeting;
- (b) report of the Chair of the Board of Directors and President & CEO;
- (c) report of the auditor
- (d) report of the Chief of Staff;
- (e) a report of the Nominating Committee
- (f) election of new Board members;

- (g) appointment of the auditors;
- (h) presentation of financial statements;

3.9 **Adjourned Meeting**

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

3.9.2 At least three (3) days notice of the re-scheduled meeting following an adjournment shall be given in accordance with the provisions of section 3.3 above.

3.10 **Financial Year End**

3.10.1 The financial year of the Corporation shall end March 31 in each year.

Date	<b>BOARD OF DIRECTORS</b>	Section 4
<b>April 2008</b>		

#### 4.1 **Nominations to Board**

- 4.1.1 Subject to this section and all other provisions of this By-Law, nominations for elections as Director at the annual meeting of the Corporation shall be made by the Nominating Committee, a subcommittee of the Governance and Planning Committee.
- 4.1.2 Members of the Corporation may submit names for consideration by the Nominating Committee provided that:
- (a) they are in writing and signed by at least two (2) members in good standing, and
  - (b) they are 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) they are submitted to and received by the Secretary at least thirty (30) days before the date of the annual meeting.
- 4.1.3 The Nominating Committee shall, assure candidates being considered for nomination for election to the Board have qualifications, ability and skills to advance the interests of the corporation and reflect the characteristics of the areas being served by the Corporation.

#### 4.2 **Board Composition**

- 4.2.1 The affairs of the Corporation shall be managed by a Board of twenty (20) Directors to include:
- (a) the Chief of Staff, the President of the Medical Staff and the Vice President of the Medical Staff as required by the *Public Hospitals Act*;
  - (b) the President & CEO;
  - (c) the Chair of the Peterborough Regional Health Centre Foundation Board or other designate of the Foundation; and
  - (d) fifteen (15) Members in good standing of the Corporation. The fifteen

(15) elected Directors shall each be elected for three (3) year terms. Every effort will be made to arrange it so that five (5) of the terms will expire at each annual meeting.

4.2.2 The expiring terms shall be filled annually, for three (3) year terms, by elections held by the Members of the Corporation in accordance with the terms of this By-Law.

4.2.3 After each three (3) year term, the Nominating Committee may recommend a Director for a subsequent term up to the maximum.

#### 4.3 **Qualification of Directors**

4.3.1 Every Director shall be eighteen (18) or more years of age and shall be a 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.

4.3.2 No Excluded Person shall be eligible for election or appointment to the Board except where otherwise provided in this By-Law.

#### 4.4 **Term of Office Restrictions**

4.4.1 No person may be elected or appointed a Director for more terms than will constitute nine (9) consecutive years of service, except:

(a) an immediate past Chair of the Board of Directors;

(b) a Vice-Chair of the Board of Directors whose appointment to the Board terminates before the term of office; or

(c) a Chair of the Board of Directors whose appointment to the Board terminates before the term of office may be appointed a Director for one (1) additional term.

4.4.2 A former Director restricted by subsection 4.4.1 above may be re-elected or re-appointed a Director following a break in the continuous service of at least one (1) year.

4.4.3 No Director may serve as Chair of the Board of Directors, for longer than two (2) consecutive years, provided however, that following a break in the continuous service of at least one (1) year the same person may be re-elected or re-appointed to any office.

4.4.4 The term of Vice Chair of the Board of Directors will be two (2) years. No director may serve more than two (2) consecutive terms as Vice Chair of the

Board of Directors provided however that following a break in the continuous service of at least one (1) year, the same person may be re-elected or re-appointed to any office.

#### 4.5 **Vacancy and Termination of Office**

4.5.1 The office of a Director shall automatically be vacated:

- (a) 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;
- (b) 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;
- (c) if the Director is found to be a mentally incompetent person or becomes of unsound mind;
- (d) 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;
- (e) if at a special meeting of the Members of the Corporation, a resolution is passed by at least two-thirds (2/3) of the votes cast by the Members, removing a Director before the expiration of the Director's term of office, provided that in any given fiscal year of the Corporation no more than two (2) Directors can be removed pursuant to the powers provided to the Members pursuant to this subsection 4.5.1 (e);
- (f) if the Director dies;
- (g) if the Director becomes an Excluded Person; or
- (h) if the Director 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 subsection 2.2.1 (c) above.

4.5.2 The office of a Director may be vacated by a simple majority resolution of the Board, save and except where the Director has requested and been granted exception by the Board:

- (a) 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; or

(b) if a Director fails to comply with the *Public Hospitals Act*, the *Act*, the Corporation's letters patent, By-Laws, rules, regulations, policies and procedures, including without limitation, the confidentiality and Conflict of Interest requirements.

4.5.3 If a vacancy occurs at any time among the Directors either by a resignation, death or removal by the Members in accordance with subsection 4.5.1 above, or by any other cause, such vacancy may be filled by a qualified person appointed by the Board to serve until the next annual meeting.

4.5.4 At the next annual meeting, in addition to the election of Directors to fill the vacancies caused by expiry of Directors' terms, the Members shall also elect an additional Director to fill the unexpired term created by any vacancy referred to in subsection 4.5.1 above.

#### 4.6 **Conflict of Interest**

4.6.1 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.

4.6.2 The declaration of interest shall be disclosed at the meeting of the Board at which the contract, transaction, matter or decision is first raised.

4.6.3 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.

4.6.4 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.

4.6.5 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.

4.6.6 If a Director has made declaration of interest in compliance with the By-Law, the Director is not accountable to the Corporation for any profit he/she may realize from the contract, transaction, matter or decision.

4.6.7 If the Director fails to make a declaration of his/her (or his/her Associates)

interest in a contract, transaction, matter or decision as required by this By-Law, this shall be considered grounds for termination of his/her position as a Director of the Corporation.

- 4.6.8 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 of the Corporation.
- 4.6.9 Should a question of whether or not a Director has a Conflict of Interest arise it shall be determined by a simple majority of the Board and shall be final.
- 4.6.10 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.
- 4.6.11 Every declaration of a Conflict of Interest and the general nature thereof shall be recorded in the minutes by the Board.
- 4.6.12 Where the number of Directors who, by reason of the provisions of this section 4.6 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 this By-Law, the remaining number of Directors shall be deemed to constitute a quorum, provided such number is not less than three (3).
- 4.6.13 Where in the circumstances mentioned in subsection 4.6.12 above, the remaining number of Directors who are not prohibited from participating in the meeting is less than three (3), the Administrator may apply to a judge on an ex parte basis for an order authorizing the Board to give consideration to, discuss and vote on the matter of which the interest arises.
- 4.6.14 The judge may, on an application brought under subsection 4.6.13 above, by order, declare that section 4.6 does not apply to the Board, as the case may be, 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 judge may consider appropriate and so order.

#### 4.7 **Confidentiality**

- 4.7.1 Every Director, officer and employee of the Corporation shall respect the confidentiality of matters brought before the Board, keeping in mind that unauthorized statements could adversely affect the interests of the Corporation.

4.7.2 The Board shall give authority to one or more Directors, officers or employees of the Corporation to make statements to the news media or public about matters brought before the Board.

#### 4.8 **Responsibilities of the Board**

4.8.1 The Board shall govern the affairs of the Corporation and be responsible, without limitation, to:

- (a) elect the officers of the Corporation at the first meeting of the Board following the Annual General Meeting;
- (b) at least bi-annually, ensure that a Strategic Plan for the Corporation is developed and approved, including the Mission, Vision, and Strategic Directions;
- (c) assume responsibility for the identification of the principal risks of the Corporation's business and ensure the implementation of appropriate systems to manage these risks;
- (d) assume responsibility for selecting, appointing, training and monitoring the President & Chief Executive Officer and the Chief of Staff following the Board's prescribed process and ensuring a succession plan is in place for both positions;
- (e) assume responsibility for the establishment of a communication policy for the Corporation;
- (f) assume responsibility for the integrity of the Corporation's internal control and management information systems;
- (g) establish procedures for monitoring compliance with the requirements of the *Public Hospitals Act*, the Hospital Management Regulation, Bill 8, the By-Law of the Corporation and other applicable legislation;
- (h) work collaboratively with other community agencies and institutions in meeting the needs of the community;
- (i) establish policies and procedures to provide the framework for the management and operation of the Corporation;
- (j) delegate responsibility and concomitant authority to the President & CEO for the management and operation of the Corporation and require accountability to the Board;
- (k) at any time to revoke or suspend the appointment of the Chief

Executive Officer;

- (l) delegate responsibility and concomitant authority to the Chief of Staff for the supervision of the practice of medicine, dentistry, midwifery and extended class nursing in the Corporation and require accountability to the Board;
- (m) at any time to revoke or suspend the appointment of the Chief of Staff;
- (n) to appoint and reappoint physicians to the medical staff and dentists to the dental staff and midwives to the midwifery staff and registered nurses in the extended class, who are not employed by the hospital, to the extended class nursing staff of the Hospital, and delineate the respective privileges after considering the recommendations of the Medical Advisory Committee, the Hospital's resources in accordance with legislative and by-law requirements;
- (o) to ascertain through the relevant medical, dental, midwifery and extended class nursing staff organizations that each member of the medical, dental, midwifery and extended class nursing staff meets his or her responsibility to the patient and to the Hospital concomitant with the privileges and duties of the appointment and with the by-laws of the Hospital;
- (p) ensure that staff and facilities are appropriate for the services provided;
- (q) ensure that all staff have reasonable opportunity for input into decisions within the Corporation on administrative, financial, operational and planning matters;
- (r) ensure mechanisms and policies are in place with respect to education and research;
- (s) ensure that policies are in place to encourage and facilitate organ procurement and donation;
- (t) ensure that quality assurance, risk management and utilization review 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;
- (u) 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-Law and demonstrate accountability for its responsibility to the annual meeting of the Corporation;

- (v) ensure the constitution of a multi-disciplinary Ethics Committee whose role is to advise and provide consultation to health care providers, patients and families on ethical aspects or issues relating to business, clinical and procedural matters;
- (w) ensure the ongoing evaluation of ethical practices and policies relating to board processes of governing are consistent with informed and equitable decision making.
- (x) approve the annual budget for the Hospital;
- (y) recruit individuals as directors who are knowledgeable, skilled and committed;
- (z) be committed to an effective Board orientation program and the continuing education of the members of the Board;
- (aa) ensure an environment within the Board which encourages open and frank discussion and respect for the expression of different viewpoints;
- (bb) to periodically evaluate its own performance in relation to its responsibilities; and
- (cc) to periodically review and revise governance policies, processes and structures as appropriate.

#### 4.9 **Duties and Responsibilities of Every Director:**

##### 4.9.1 Every Director shall:

- (a) be loyal to and advocate on behalf of the Corporation;
- (b) exercise the powers and discharge the duties of the office honestly, in good faith and in the best interest of the Corporation; and
- (c) exercise the degree of care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

##### 4.9.2 In contributing to the achievement of the responsibilities of the Board as a whole, each Director shall:

- (a) adhere to the Hospital's mission, vision, values and strategic

directions;

- (b) work positively, cooperatively and respectfully as a member of the team with other Directors and with the Health Centre's management and staff;
- (c) respect and abide by Board decisions;
- (d) serve on at least one (1) standing committee;
- (e) complete the necessary background preparation in order to participate effectively in meetings of the Board and its committees;
- (f) keep informed about:
  - (i) matters relating to the Corporation;
  - (ii) the community served, and
  - (iii) other health care services provided in the region;
- (g) participate in the initial orientation as a new Director and in ongoing Board education and personal development;
- (h) participate in the annual evaluation of overall Board effectiveness; and
- (i) represent the Board, when requested.
- (j) abide by the by-laws, policies and procedures that the Board has adopted.

Date  <b>April 2008</b>	<b>OFFICERS OF THE BOARD AND OF THE CORPORATION</b>	Section  <b>5</b>
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**5.1 Officers**

The Board shall confirm the following officers at the meeting immediately following the annual meeting:

- (a) the Chair;
- (b) first Vice-Chair;
- (c) second Vice Chair; and
- (d) the Past Chair.

**5.2 Duties of Chair of the Board of Directors**

5.2.1 The Chair of the Board of Directors shall:

- (a) chair all meetings of the Board;
- (b) be chair of the Executive Committee;
- (c) appoint the chairs of committees of the Board;
- (d) be responsible for naming of Directors to committees not otherwise provided for in this By-Law;
- (e) report to each annual meeting of Members of the Corporation concerning the management and operation of the Corporation;
- (f) represent the Corporation at public or official functions;
- (g) be the chief spokesperson for the Board; and
- (i) perform such other duties as may from time to time be determined by the Board.

**5.3 Duties of the Vice-Chairs of the Board of Directors**

5.3.1 The First and Second Vice-Chairs of the Board of Directors shall:

- (a) have all the powers and perform all the duties of the Chair of the Board of Directors in the absence or disability of the Chair of the Board of Directors;
- (b) each be a member of the Executive Committee;
- (c) chair a Board Committee; and
- (d) perform any other duties assigned by the Chair of the Board of Directors.

#### 5.4 **Duties of the Treasurer**

##### 5.4.1 The Treasurer Shall,

- (a) be the Chair of the Stewardship Committee and report to the Board of Directors;
- (b) oversee the management of the finances of the Health Centre, and ensure that appropriate reporting mechanisms and control systems as established by the Board are in place, and monitor such mechanisms and systems for compliance;
- (c) ensure that systems for control for the care and custody of the funds and other financial assets of the Health Centre and for making payments for all approved expenses incurred by the Health Centre are in place, are functional and adequate and monitor for compliance with such systems;
- (d) ensure that appropriate banking resolutions and signing authority policies as established by the Board are in place and monitor for compliance with such resolutions and policies. Ensure that systems for control for regular review and revision as necessary of the banking resolutions and signing authority policies are in place, are adequate and functional and monitor for compliance with such resolutions and policies;
- (e) ensure that systems for control as established by the Board for the maintenance of books of account and accounting records required by the Corporations Act are in place, are functional and adequate and monitor for compliance with such resolutions and policies;
- (f) review the financial results and the budget submitted to the Stewardship Committee by management and submit and recommend to the Board any changes to the budget;

- (g) oversee the management of the investment policy as established by the Board, and ensure that the investment policy as established by the Board is in place, and monitor for compliance with the policy;
- (h) review financial reports and financial statements and submit same at meetings of the Board, indicating the financial position of the Health Centre;
- (i) review and submit to the Board for the approval of the Board, a financial statement for the past year;
- (j) ensure systems are established by the Board for the preparation and submission to the Board of compliance certificates confirming that wages and source deductions have been accomplished are in place, are functional and adequate and monitor for compliance with such systems;
- (k) where there is concern with respect to any of the above, review the matter with the President & Chief Executive Officer and report to the Board the results of those deliberations; and
- (l) perform such other duties as determined by the Board.

5.4.2 The Treasurer may delegate any of his or her duties that are appropriate and lawfully delegable, but remains responsible for the fulfilment of such duties.

## 5.5 **Duties of the Secretary**

5.5.1 The Secretary shall,

- (a) be the President & CEO and shall report to the Board of Directors;
- (b) attend meetings of members, meetings of the Directors including closed sessions and meetings of the standing and special committees of the Board, except when excused by the Chair, and shall enter or cause to be entered in books kept for that purpose, minutes of all proceedings at such meetings and shall circulate or cause to be circulated, the minutes of all such meetings of standing or special committees, to the members of such committees, as applicable;
- (c) give, or cause to be given, all notices as required by the By-law of the Health Centre of all meetings of the Corporation, the Board and its committees;
- (d) attend to correspondence of the Board;

- (e) prepare all reports required under any applicable Act or Regulation of the Province of Ontario;
- (f) be the custodian of all minute books, documents and registers of the Corporation required to be kept by the provisions of the Corporations Act and all minutes, documents and records of the Board;
- (g) keep copies of all testamentary documents and trust instruments by which benefits are given to the use of the Health Centre;
- (h) be the custodian of the seal of the Corporation; and
- (i) perform such other duties as may from time to time be determined by the Board.

5.5.2 The Secretary may delegate any of his or her duties that are appropriate and lawfully delegable, but remains responsible for the fulfilment of such duties.

#### 5.6 **Duties of Past-Chair of the Board of Directors**

5.6.1 The Past-Chair of the Board of Directors shall:

- (a) attend meetings of the Board and Board committees as required;
- (b) perform such duties as transitional planning, facilitating board governance education, and assisting the Chair in governance/policy issues;
- (c) perform such other duties as may from time to time be determined by the Board; and
- (d) be the Chair of the Nominating Committee.

#### 5.7 **Appointment of the President & Chief Executive Officer (CEO)**

5.7.1 The President & CEO shall be appointed by the Board in accordance with its approved selection process;

5.7.2 The Board may at any time revoke or suspend the appointment of the President & CEO.

#### 5.8 **Duties of the President & Chief Executive Officer (CEO)**

5.8.1 The President & CEO shall,

- (a) be responsible to the Board for the organization and management of the Health Centre in accordance with policies established by the Board and subject to direction of the Board;
- (b) ensure appropriate systems and structures are in place for the effective management and control of the Health Centre and its resources including the employment, development, control, direction and discharge of all employees of the Health Centre;
- (c) ensure structures and systems for the development, review and recommendation of new programs, program expansion or changes;
- (d) ensure effective human resources strategic planning and identify resource implications;
- (e) establish an organizational structure to ensure accountability of all departments and staff for fulfilling the mission, objectives and strategic plan of the Health Centre;
- (f) provide leadership in support of Board's responsibility to develop and review the Mission, Vision, Strategic Intent and Strategic Directions and to review the Strategic Plan of the Corporation on an annual basis;
- (g) ensure that a strategic plan is developed and implemented in accordance with the vision, mission, strategic intent and strategic directions of the Corporation;
- (h) develop, recommend and foster the values, culture and philosophy of the Health Centre;
- (i) communicate with related health care agencies to promote coordination and/or planning of local health care services;
- (j) represent the Health Centre externally to the community, government, media and other organizations and agencies;
- (k) be responsible for the payment by the Corporation 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;
- (l) prepare and forward a detailed report to the College of Physicians and Surgeons of Ontario where,

- i. the application of a physician for appointment or reappointment to the medical staff of the Health Centre is rejected by reason of his or her incompetence, negligence or misconduct;
  - ii. the privileges of a members of the medical staff of the Health Centre are restricted or cancelled by reason of his or her incompetence, negligence or misconduct; or
  - iii. a physician voluntarily or involuntarily resigns from the medical staff of the Health Centre during the course of an investigation into his or her competence, negligence or conduct;
- (m) notify the Chief of Staff, the Chief of the Department, and in the case of a member of the extended class nursing staff the Chief Nursing Executive, and the Board if necessary of,
  - i. any failure of any member of the medical, dental, midwifery or extended class nursing staff to act in accordance with statute law or regulations thereunder, or the Health Centre By-law and Rules;
  - ii. any belief that a member of the medical, dental, midwifery or extended class nursing staff is unable to perform the person's professional duties with respect to a patient in the Health Centre;
  - iii. any patient who does not appear to be receiving the most appropriate treatment and care or who is not being visited frequently enough by the attending member of the medical, dental, midwifery or extended class nursing staff; and
  - iv. any other matter about which they should have knowledge;
- (n) establish the selection process for the engagement of a Chief Nurse Executive;
- (o) establish the functions and responsibilities of the Chief Nurse Executive;
- (p) annually conduct the Chief Nurse Executive's formal performance evaluation and review and approve his or her compensation, and set his or her goals for the coming year;
- (q) report to the Board as necessary regarding the occupational health and safety program
- (r) report to the Board as necessary in respect of the health surveillance program;

- (s) be responsible to the Board for taking such action as considered necessary to ensure compliance with the Public Hospitals Act, the Regulations thereunder, the By-laws of the Health Centre and all other statutory and regulatory requirements;
- (t) attend meetings of the Board;
- (u) attend meetings of the Board Committees;
- (v) perform such other duties as may be directed from time to time by the Board.

## 5.9 **Duties of the Chief of Staff:**

### 5.9.1 The Chief of Staff shall,

- (a) be accountable to the Board;
- (b) organize the medical, dental and midwifery staff to ensure that the quality of medical, dental and midwifery care given to all patients of the Health Centre is in accordance with policies established by the Board, and organize the extended class nursing staff care to ensure that the quality of extended class nursing care, with respect to diagnosing, prescribing for or treating out-patients of the Health Centre, is in accordance with policies established by the Board;
- (c) Chair the Medical Advisory Committee;
- (d) advise the Board with respect to the quality of medical and dental diagnosis, care and treatment provided to the patients of the Health Centre, and the quality of midwifery assessment, care and treatment provided to the patients of the Health Centre, and the quality of extended class nursing staff care with respect to diagnosing, prescribing for or treating out-patients of the Health Centre;
- (e) report regularly to the Board and medical staff about the activities, recommendations and actions of the Medical Advisory Committee and any other matters about which they should have knowledge;
- (f) assign, or delegate the assignment of a member of the medical, dental, midwifery or extended class nursing staff,
  - (i) to supervise the practice of medicine of any other member of the medical staff, the practice of dentistry of any other member of the dental staff, the practice of midwifery of any other member of the midwifery staff, or the practice of registered nurses in the extended class with respect to diagnosing,

prescribing for or treating out-patients of any other member of the extended class nursing staff, as appropriate for any period of time, and

- (ii) to make a written report to the Chief of the appropriate department;
- (g) assign, or delegate the assignment of, a member of the medical, dental, midwifery or extended class nursing staff to discuss in detail with any other member of the medical, dental, midwifery or extended class nursing staff as appropriate, any matter which is of concern to the Chief of Staff and to report the discussion to the Chief of the appropriate department and Program Medical Director;
- (h) in consultation with the Chief Executive Officer, designate an alternate to act during an absence;
- (i) supervise the professional care provided by all members of the medical, dental and midwifery staff in the Health Centre, and supervise the professional care provided by all members of the extended class nursing staff, with respect to diagnosing, prescribing for or treatment out-patients of the Health Centre;
- (j) be responsible to the Board for the appropriate utilization of resources by all medical, dental and midwifery departments and extended class nursing staff;
- (k) provide a report to the Medical Advisory Committee on activities of the Health Centre including the utilization of resources and quality assurance;
- (l) participate in the development of the Hospital's mission, objectives, and strategic plan;
- (m) work with the Medical Advisory Committee to plan medical human resource plan needs of the Health Centre in accordance with the Health Centre's strategic plan;
- (n) participate in Health Centre resource allocation decisions;
- (o) ensure a process for the regular review of the performance of the Chiefs of Departments, and in cooperation with the Chief Executive Officer, for Program Medical Directors;
- (p) ensure there is a process for participation in continuing medical, dental, midwifery and extended class nursing staff education;

- (q) receive and review recommendations from Chiefs of Departments regarding changes in privileges;
- (r) receive and review performance evaluations and the recommendations from Chiefs of Departments concerning reappointments. Ensure that the evaluations and recommendations are forwarded to the Medical Advisory Committee. Notify the Credentials Committee of the completion of the evaluations and the completion of the recommendations;
- (s) advise the medical, dental, midwifery and extended class nursing staff on current Health Centre policies, objectives and rules; and
- (t) delegate appropriate responsibility to the Chiefs of Departments and Program Medical Directors.

## 5.10 **Indemnification**

5.10.1 Every Director or Officer of the Corporation and every member of a committee, and his or her heirs, executors and 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 Health Centre, from and against,

- (a) all costs, charges and expenses whatsoever which such Director, Officer or committee member sustains or incurs in or about any action, suit or proceedings for damages or otherwise which is brought, commenced or prosecuted against him or her, for or in respect to any act, deed, matter or thing whatsoever, made, done or permitted by him or her, in or about the execution or intended execution in good faith of the duties of her or her office; and
- (b) 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 his or her own wilful neglect or default.

5.10.2 The indemnity provided for in the preceding paragraph shall not apply to any liability which a Director or Officer of the Corporation may sustain or incur as the result of any act or omission as a member of the medical staff or the Corporation.

## 5.11 **Insurance**

5.11.1 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.

Date  <b>April 2008</b>	<b>REGULAR AND SPECIAL MEETINGS OF THE BOARD</b>	Section  <b>6</b>
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**6.1 Rules of Order**

6.1.1 Any questions of procedure at or for any meetings of the Corporation, of the Board, of the Medical Staff, midwifery or extended class nursing staff, or of any committee, which have not been provided for in this By-Law or by the *Act* or by the *Public Hospitals Act*, or the Medical Staff Rules, shall be rules of procedures set out in the "Procedures for Meetings and Organizations" by M. Kaye Kerr and Hubert W. King, unless otherwise determined by a resolution of the Board.

**6.2 Regular Meetings**

6.2.1 The Board shall meet at the Head Office of the Corporation at such time, day and place as the Board may from time to time determine. The Secretary of the Board shall give notice of the meeting to the Directors if the meeting is to be held at another time or day or at a place other than the Head Office.

6.2.2 There shall be at least nine (9) regular meetings of the Board per fiscal year of the Corporation;

6.2.3 At the beginning of each Board year a list of the dates for all regularly scheduled Board meetings shall be prepared, and the list of the meetings shall be given to all Board members and shall be made available to the public;

6.2.4 the Secretary shall provide to each Director not less than five (5) days' written notice of a regularly schedule Board meeting. The notice may be delivered, mailed, e-mailed or faxed.

6.2.5 A meeting of the Board may be held without notice, immediately following the annual meeting of the Corporation.

**6.3 Special Meetings**

6.3.1 The Chair or a Vice-Chair of the Board of Directors may call special meetings of the Board.

6.3.2 The Secretary of the Board shall call a meeting of the Board if four (4) Directors so request in writing.

6.3.3 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 forty-eight (48) hours in advance of the meeting. Any Director may at any time waive notice of any such meeting and may ratify and approve any or all proceedings.

#### 6.4 **Procedures for Board Meetings**

6.4.1 The declaration of the Secretary or Chair of the Board of Directors that notice has been given pursuant to the By-Law, shall be sufficient and conclusive evidence of the giving of such notice.

6.4.2 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.

6.4.3 Meetings of the Board shall be opened to the members of the public and employees of the Corporation as observers only. Deputation will be received by the Board on the following basis:

- (a) a request to appear before the Board must be made in writing to the Secretary of the Board at least ten (10) days prior to the Board meeting, outlining in detail the nature of the business the deputation wishes to present.
- (b) a copy of the written request will be sent to the Board by the Secretary, with the agenda for the next regular Board meeting, immediately following receipt of the request.
- (c) the Chair of the Board of Directors will consider the request and either:
  - i. determine the date and time the deputation will be heard;
  - ii. table the request; or
  - iii. refer the request to the appropriate committee which may meet with the deputation and report back to the Board. The committee may resolve the issue at that level.
- (d) each deputation will be limited to a ten (10) minute presentation.
- (e) all deputations will be presented by up to a maximum of two (2) spokespersons.
- (f) the Board shall consider the content of the information presented by

the deputation, and may:

- i. provide the deputation with its decision immediately,
- ii. table the item pending the receipt of further information, or
- iii. reserve its decision to a later date.

(g) the decision of the Board shall be communicated by the Secretary, in writing, to the deputation spokesperson, immediately following the Board meeting at which a decision is reached.

6.4.4 The Board shall have the discretion at any time to declare the meeting to be held in caucus.

6.4.5 Minutes shall be kept for all meetings of the Board.

6.4.6 Subject to subsection 6.4.7 below, business arising at any meeting of the Board shall be decided by a majority of votes, provided that:

- (a) except as provided by subsection 6.4.6 (b) below, votes shall be taken be a show of hands;
- (b) if there is an equality of votes, the chair of the meeting shall rule that the motion has been defeated; and
- (c) a declaration by the chair of the meeting that a resolution, vote or motion has been carried or defeated 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.
- (d) a recorded vote may be requested by any Director prior to the vote.

6.4.7 Any Director may participate in a meeting of the Board or of a committee of the Board by means of conference telephone, electronic or other communication facilities as permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously and a Director 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.

## 6.5 **Quorum**

6.5.1 A quorum for any meeting of the Board shall be a majority of the Directors.

Date  <b>April 2008</b>	<b>COMMITTEES OF THE BOARD</b>	Section <b>7</b>
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**7.1 Establishment of Committees**

7.1.1 At the first regular meeting of the Board following the annual meeting, the Board shall create or confirm the standing committees and special committees of the Board. The Chair of the Board of Directors shall appoint the members and chair and vice-chair of each committee where necessary.

7.1.2 The Board will establish terms of reference for each of its Standing Committees and Special Committees of the Board and review each committee's terms of reference at least annually.

7.1.3 The Standing Committees of the Board are:

- Executive
- Governance & Planning
- Stewardship
- Quality of Care
- Property
- Compensation

and these will operate in accordance with their respective Terms of Reference.

7.1.4 The Board may at any meeting appoint and prescribe the duties of any special committee and name the chair and vice-chair of each special committee.

7.1.5 The Board may by resolution dissolve any special committee at any time.

7.1.6 Meeting of the respective committees shall be held at the call of the respective committees chair.

7.1.7 All meetings of the standing and special committees of the Board shall be held in caucus.

Date  <b>April 2008</b>	<b>FINANCIAL</b>	Section  <b>8</b>
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**8.1 Bonding-Fidelity Insurance**

8.1.1 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.

8.1.2 The requirements of subsection 8.1.1 above 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.

8.1.3 The Corporation shall pay the expense of any fidelity bond or policy secured under subsections 8.1.1 or 8.1.2 above.

**8.2 Banking**

8.2.1 The Board shall by resolution, from time to time, designate the Bank in which the bonds or other securities of the Corporation shall be placed for safekeeping.

**8.3 Signing Officers**

8.3.1 Either the Chair or a Vice-Chair of the Board of Directors, together with either the President & CEO or the Chief Financial Officer shall sign on behalf of the Corporation and affix the corporate seal to all contracts, agreements, conveyances, mortgages and other documents, for which the Board approval is required.

**8.4 Seal**

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

**8.5 Borrowing**

8.5.1 The Directors may, from time to time,

- (a) borrow money from a bank on the credit of the Corporation;
- (b) subject to any provision of the Public Hospitals Act, issue, sell or pledge securities of the Corporation;

- (c) subject to any provision of the Public Hospital's Act, charge, mortgage, hypothecate or pledge all or any of the real or personal property of the Corporation, including book debts and rights, powers, franchises and undertakings, to secure any securities or any money borrowed, or other debt, or any other obligation or liability of the Corporation; and
- (d) authorize any Director, Officer or employee of the Corporation to make arrangements with reference to the monies borrowed or to be borrowed as aforesaid, and as to the terms and conditions of the loan thereof, and as to the securities to be given therefore, with power to vary or modify such arrangements, terms and conditions and to give such additional securities for any monies borrowed or remaining due by the Corporation as the Directors may authorize, and generally to manage, transact and settle the borrowing of money by the Corporation.

## 8.6 **Investments**

- 8.6.1 With respect to monies or property held in trust by the Corporation, the Board may invest only in securities authorized by the *Trustee Act* (Ontario), unless the trust instrument indicates otherwise.
- 8.6.2 Notwithstanding the provisions of subsection 8.5.1 above, the Board may, in its discretion retain investments which are given to the Corporation in specie.

## 8.7 **Endowment Benefits**

- 8.7.1 No benefit given 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 subsection 8.5.1.
- 8.7.2 The Treasurer 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.
- 8.7.3 The Treasurer shall give notice to the Office of the Public Guardian and Trustee, in accordance with the terms of the *Charities Accounting Act* (Ontario), of the benefits referred to in subsection 8.6.2 above which come into the control or possession of the Corporation.
- 8.7.4 The Corporation shall apply any trust funds of the Corporation only to the designated purpose(s) of 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).

8.7.5 The Treasurer shall at least semi-annually provide an account to the Board with respect to all funds held in trust by the Corporation.

8.8 **Auditor**

8.8.1 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.

8.8.2 The auditor shall have all the rights and privileges as set out in the *Act* and shall perform the audit function as prescribed therein.

8.8.3 In addition to making the report at the annual meeting of the Corporation, the auditor shall from time to time report through the Audit Committee to the Board on the audit work with any necessary recommendations, if such a Committee has been established.

Date <b>April 2008</b>	<b>MEDICAL STAFF BY-LAW</b>	Section <b>9</b>
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- 9.1 The By-Law of the Medical Staff shall be a part of this By-Law and shall be read in conjunction with them.

Date	<b>AMENDMENT TO BY-LAW</b>	Section <b>10</b>
<b>April 2008</b>		

- 10.1 The Board may pass or amend the By-Law of the Corporation from time to time.
- 10.2 Where it is intended to pass or amend the By-Law at a meeting of the Board, written notice of such intention shall be sent by the Secretary to each Director at his/her address as shown on the records of the Corporation by ordinary mail, not less than twenty-five (25) days before the meeting.
- 10.3 Where the notice of intention required by section 3.3 of this By-Law is not provided, any proposed By-Law or amendment to the By-Law may nevertheless be moved at the meeting and discussion and voting thereon adjourned to the next meeting, for which no notice of intention need be given.
- 10.4 Subject to subsection 10.6 below, a By-Law or amendment to a By-Law passed by the Board has full force and effect;
- 10.4.1 from the time the motion was passed; or
- 10.4.2 from such future time as may be specified in the motion.
- 10.5 A By-Law or amendment to a By-Law passed by the Board shall be presented for confirmation at the next annual meeting or to a special general meeting of the Members of the Corporation called for that purpose. The notice of such annual or special general meeting shall refer to the By-Law or amendment to be presented.
- 10.6 The Members at the annual or at a 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 takes effect as amended.
- 10.7 In any case of rejection, amendment, or refusal to approve a By-Law or part of a By-Law in force and effect in accordance with any part of this section 10, no act done or right acquired under any such By-Law is prejudicially affected by any such rejection, amendment or refusal to approve.