



## **CORPORATE BY-LAW**

## **TABLE OF CONTENTS**

<b>1. INTERPRETATION.....</b>	<b>1</b>
1.01 DEFINITIONS.....	1
1.02 REPEAL OF PREVIOUS BY-LAWS.....	3
1.03 INTERPRETATION.....	3
1.04 RULES OF ORDER AND POLICIES .....	4
<b>2. MEMBERS AND MEMBERS' MEETINGS .....</b>	<b>4</b>
2.01 MEMBERS.....	4
2.02 MEETING LOCATION .....	4
2.03 ANNUAL MEETING .....	4
2.04 CALLING MEETINGS.....	4
2.05 QUORUM .....	5
2.06 NOTICE.....	5
2.07 VOTING .....	5
2.08 CHAIR .....	6
2.09 ADJOURNED MEETING .....	6
2.10 WRITTEN RESOLUTION IN LIEU OF MEETING .....	6
2.11 TELEPHONIC OR ELECTRONIC MEMBERS' MEETINGS.....	6
<b>3. BOARD.....</b>	<b>7</b>
3.01 BOARD COMPOSITION .....	7
3.02 ELECTED DIRECTORS .....	7
3.03 EX-OFFICIO DIRECTORS .....	7
3.04 DIRECTOR'S CONSENT TO ACT.....	7
3.05 TERM OF OFFICE RESTRICTIONS.....	8
3.06 VACANCY.....	8
3.07 TERMINATION OF OFFICE .....	8
3.08 PUBLIC RELATIONS .....	9
3.09 CONFLICT OF INTEREST DISCLOSURE .....	9
3.10 CONFIDENTIALITY .....	10
3.11 NOMINATIONS FOR ELECTION OF DIRECTORS .....	11
3.12 QUALIFICATIONS.....	11
3.13 DIRECTORS' REMUNERATION.....	12
<b>4. BOARD MEETINGS .....</b>	<b>12</b>
4.01 BOARD MEETINGS.....	12

4.02	NOTICES .....	13
4.03	VOTING .....	13
4.04	WRITTEN RESOLUTIONS IN LIEU OF MEETING.....	14
4.05	CONSENT AND DISSENT OF DIRECTOR.....	14
4.06	ADJOURNMENT OF THE MEETING .....	14
4.07	TELEPHONIC OR ELECTRONIC MEETINGS .....	15
4.08	PERSONS ENTITLED TO BE PRESENT .....	15
4.09	QUORUM .....	15
<b>5.</b>	<b>OFFICERS.....</b>	<b>15</b>
5.01	OFFICERS .....	15
5.02	DUTIES OF THE CHAIR .....	16
5.03	DUTIES OF THE VICE-CHAIR(S) .....	16
5.04	DUTIES OF THE SECRETARY .....	16
5.05	DUTIES OF OTHER OFFICERS .....	16
<b>6.</b>	<b>INDEMNIFICATION OF DIRECTORS, OFFICERS, AND OTHERS .....</b>	<b>16</b>
6.01	INDEMNITIES TO DIRECTORS AND OTHERS.....	16
<b>7.</b>	<b>BOARD COMMITTEES.....</b>	<b>17</b>
7.01	BOARD COMMITTEES .....	17
7.02	FUNCTIONS, DUTIES, RESPONSIBILITIES, AND POWERS OF BOARD COMMITTEES.....	17
7.03	BOARD COMMITTEE MEMBERS, CHAIR.....	17
7.04	COMMITTEE PROCEDURE .....	18
7.05	DELEGATION TO A COMMITTEE.....	18
<b>8.</b>	<b>FINANCIAL/RECORDS.....</b>	<b>18</b>
8.01	RECORDS.....	18
8.02	AUTHORIZED SIGNING OFFICERS .....	18
8.03	FINANCIAL YEAR .....	19
8.04	BANKING ARRANGEMENTS .....	19
8.05	BORROWING POWER .....	19
8.06	SEAL .....	19
8.07	INVESTMENTS.....	19
8.08	AUDITOR .....	20
<b>9.</b>	<b>MATTERS REQUIRED BY THE <i>PUBLIC HOSPITALS ACT</i> AND OTHER APPLICABLE LEGISLATION.....</b>	<b>20</b>
9.01	PROFESSIONAL STAFF .....	20
9.02	REQUIRED COMMITTEES AND PROGRAMS .....	20

9.03	FISCAL ADVISORY COMMITTEE.....	20
9.04	CHIEF NURSING EXECUTIVE.....	20
9.05	NURSES AND OTHER STAFF AND PROFESSIONALS ON COMMITTEES .....	20
9.06	RETENTION OF WRITTEN STATEMENTS .....	21
9.07	OCCUPATIONAL HEALTH AND SAFETY PROGRAM.....	21
9.08	HEALTH SURVEILLANCE PROGRAM .....	21
9.09	ORGAN DONATION.....	22
<b>10.</b>	<b>NOTICES.....</b>	<b>22</b>
10.01	NOTICE.....	22
10.02	COMPUTATION OF TIME .....	22
10.03	OMISSIONS AND ERRORS .....	23
10.04	WAIVER OF NOTICE.....	23
<b>11.</b>	<b>BY-LAWS.....</b>	<b>23</b>
11.01	BY-LAWS AND AMENDMENTS .....	23
11.02	AMENDMENTS TO PROFESSIONAL STAFF BY-LAW .....	24

# NORTHUMBERLAND HILLS HOSPITAL

## CORPORATE BY-LAW

**BE IT ENACTED** as a by-law of the Corporation as follows:

### **1. INTERPRETATION**

#### **1.01 Definitions**

In this By-law and in all other By-laws of the Corporation, unless the context otherwise requires:

- (a) “**Act**” means the *Not-for-Profit Corporations Act, 2010* (Ontario);
- (b) “**Advisors**” means members of the community who are invited from time to time to participate in Board committees to provide relevant information and knowledge to support the work of the Board committee;
- (c) “**Articles**” means any instrument that incorporates the Corporation or modifies its incorporating instrument;
- (d) “**Auxiliary**” means the Northumberland Hills Hospital Auxiliary;
- (e) “**Board**” means the board of directors of the Corporation;
- (f) “**By-law**” means this Corporate By-law, which deals with the conduct of the activities and affairs of the Corporation;
- (g) “**By-laws**” means this By-law, the Professional Staff By-law, and any other by-laws of the Corporation from time to time in effect;
- (h) “**Catchment Area**” means the area comprising the following lower-tier municipalities of the County of Northumberland: Municipality of Alnwick/Haldimand; Town of Cobourg; Township of Cramahe; Township of Hamilton, and the Municipality of Port Hope;
- (i) “**Chair**” means the chair of the Board;
- (j) “**Chief Executive Officer**” means, in addition to ‘administrator’ as defined in the *Public Hospitals Act*, the chief executive officer of the Corporation; who, subject to the authority of the Board, is responsible for the administration, organization, and management of the affairs of the Corporation;
- (k) “**Chief Nursing Executive**” means the senior nurse employed by the Corporation, who reports directly to the Chief Executive Officer and is responsible for nursing services provided in the Hospital;

- (l) “**Chief of Staff**” means the medical staff member appointed by the Board to serve as such in accordance with the *Public Hospitals Act* and the Professional Staff By-law;
- (m) “**Community Members**” means the members of the community whom the Board has appointed to participate in Board committees.
- (n) “**Corporation**” means the Northumberland Hills Hospital;
- (o) “**day**”, unless otherwise specified as a business day, means a clear calendar day;
- (p) “**Director**” means an individual elected or appointed to the Board;
- (q) “**Disruptive Behaviour**” occurs when the use of inappropriate words, actions, or inactions by a Professional Staff member interferes with their ability to function well with others to the extent that the behaviour interferes with, or is likely to interfere with, quality health care delivery and/or Patient or workplace safety and/or staff recruitment/retention and/or the cost of providing health care to Patients;
- (r) “**Ex-Officio**” means membership “by virtue of the office”, and includes all rights, responsibilities, and power to vote except where otherwise specified;
- (s) “**Foundation**” means the Northumberland Hills Hospital Foundation;
- (t) “**Hospital**” means the public hospital operated by the Corporation;
- (u) “**Medical Staff Association**” means the association described in the Professional Staff By-law;
- (v) “**Members**” means the members of the Corporation as described in section 2.01;
- (w) “**MOH**” means the Ministry of Health;
- (x) “**Patient**” means any in-patient or out-patient of the Hospital;
- (y) “**Patient Safety Indicators**” means the indicators of the quality of health care identified by the MOH as part of its patient safety agenda that hospitals are required to disclose publicly through their public websites or by other means as the MOH may direct;
- (z) “**Professional Staff**” means the Board-appointed professional/credentialed staff of the Hospital;
- (aa) “**Professional Staff By-law**” means the By-law of the Corporation concerning the Professional Staff made in accordance with the *Public Hospitals Act*;
- (bb) “**Public Hospitals Act**” means the *Public Hospitals Act* (Ontario);
- (cc) “**Rules**” means the rules adopted by the Board in accordance with section 1.04(b);

- (dd) “**Secretary**” means the secretary of the Board;
- (ee) “**Special Business**” means all business transacted at a special Members’ meeting and all business transacted at an annual Members’ meeting except for the following:
  - (i) consideration of the financial statements;
  - (ii) consideration of the audit report, if any;
  - (iii) election of directors; and
  - (iv) reappointment of the incumbent auditor;
- (ff) “**telephonic or electronic means**” means any means that uses the telephone or any other electronic or other technological means to transmit information or data, including telephone calls, voice mail, fax, e-mail, automated touch-tone telephone system, computer, or computer networks;
- (gg) “**Vice Chair**” means the vice chair of the Board; and
- (hh) “**Ward**” means a geographic area defined as follows:
  - (i) **Ward 1** – Municipality of Port Hope;
  - (ii) **Ward 2** – Town of Cobourg; and
  - (iii) **Ward 3** – all parts of the Catchment Area that do not fall in Ward 1 or Ward 2.

## **1.02 Repeal of Previous By-laws**

All previous corporate by-laws relating to the conduct of the activities and affairs of the Corporation are repealed and replaced with this By-law.

## **1.03 Interpretation**

The By-laws shall be interpreted in accordance with the following, unless the context otherwise specifies or requires:

- (a) All terms contained in this By-law that are defined in the Act shall have the meanings given to the terms in the Act.
- (b) Words importing the singular include the plural and *vice versa*;
- (c) The headings used in the By-laws are inserted for convenience of reference and do not affect the interpretation of the By-laws.
- (d) Any references in a By-law 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 to it, as amended or re-enacted from time to time, or as a reference to any successor to it.

#### **1.04 Rules of Order and Policies**

- (a) Any questions of procedure at or for any meetings of the Members, of the Board, of any Board committee, or of the Professional Staff that have not been provided for in this By-law, the Professional Staff By-law, or by applicable legislation, the Rules, or the Professional Staff rules and regulations shall be determined by the chair of the meeting in accordance with rules of order adopted by the Board, or failing such adoption, adopted by the chair of the meeting.
- (b) The Board may, from time to time, make, amend, or repeal such Rules as it may deem necessary or desirable in connection with the management of the activities and affairs of the Board and the conduct of the Directors, officers, and Board committee members; provided, however, that any Rule shall be consistent with the provisions of this By-law.

### **2. MEMBERS AND MEMBERS' MEETINGS**

#### **2.01 Members**

The Members shall be, Ex-Officio, the elected Directors. Membership is not transferrable and ceases upon the Member ceasing to be an elected Director. No fees shall be payable by the Members.

#### **2.02 Meeting Location**

In person Members' meetings shall be held at the registered office of the Corporation or at any place in Ontario as the Board may determine.

#### **2.03 Annual Meeting**

The annual Members' meeting shall be held between the 1st day of April and the 31st day of July of each year, unless otherwise approved by the Board, provided such variation is directed by the Minister of Health, all in accordance with the *Public Hospitals Act*.

#### **2.04 Calling Meetings**

- (a) The Board or Chair shall have the power to call, at any time, a Members' meeting.
- (b) If the Board, Chair, or Members call a Members' meeting, the Board or Chair may determine that the meeting be held entirely by telephonic or electronic means that permits all participants to reasonably participate with each other during the meeting.

## **2.05 Quorum**

A quorum for any Members' meeting shall be a majority of the Members. If a quorum is present at the opening of a Members' meeting, the Members present may proceed with the business of the meeting, even if a quorum is not present throughout the meeting.

## **2.06 Notice**

- (a) Notice of Members' meetings shall be given by one of the following methods:
  - (i) by sending it to each Member, Director, and to the auditor by one of the methods set out in section 10.01 addressed to the person at their latest address as shown in the Corporation's records not less than ten days and not more than 50 days before the meeting; or
  - (ii) in any other manner permitted by the *Public Hospitals Act*.
- (b) At least five business days, before each annual meeting or before the signing of a resolution in lieu of the annual meeting, the Corporation shall give a copy of the Board-approved financial statements, auditor's report, and any further information respecting the financial position of the Corporation and the results of its operations required by the Articles or this By-law to all Members who have informed the Corporation that they wish to receive a copy of those documents.
- (c) Notice of a Members' meeting at which Special Business is to be transacted must state the nature of that business in sufficient detail to permit a Member to form a reasoned judgment on the business and state the text of any resolution to be submitted to the meeting.
- (d) Notice of meetings do not need to specify a place if the meeting is to be held entirely by telephonic or electronic means.

## **2.07 Voting**

- (a) Each Member in attendance at a Members' meeting shall be entitled to one vote on each matter.
- (b) At all Members' meetings, every question shall be determined by a majority of votes cast, unless otherwise specifically provided by the Act or this By-law.
- (c) If there is a tie vote at a Members' meeting, the chair of the meeting shall cast a vote to break the tie.
- (d) Votes at all Members' meetings shall be cast by those Members in attendance at the meeting and not by proxy.
- (e) Subject to the Articles, voting at a Members' meeting shall be by show of hands unless a Member demands a ballot.

- (f) A Member may demand a ballot either before or after any vote. A Member may withdraw a demand for a ballot.
- (g) Unless a ballot is demanded, an entry in the minutes of a meeting to the effect that the chair of the meeting declared a resolution to be carried or defeated is, in the absence of evidence to the contrary, proof of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.

## **2.08 Chair**

The chair of a Members' meeting shall be:

- (a) the Chair; or
- (b) the Vice Chair if the Chair is absent, unable, or unwilling to act; or
- (c) a chair elected by the Members present if the Chair and Vice Chair are absent, unable, or unwilling to act. The Secretary shall preside at the election of the chair of the meeting but if the Secretary is not present, the Members, from those present, shall choose a Member to preside at the election.

## **2.09 Adjourned Meeting**

- (a) If within one-half hour after the time appointed for a Members' meeting, the meeting has not commenced because a quorum is not present, the meeting shall stand adjourned until a day to be determined by the Board.
- (b) If a Members' meeting is adjourned for fewer than 30 days, no notice of the meeting that continues the adjourned meeting is required other than by announcement at the meeting that is adjourned.
- (c) If a Members' meeting is adjourned by one or more adjournments for an aggregate of more than 30 days, notice of the meeting that continues the adjourned meeting shall be given in accordance with section 4.02.

## **2.10 Written Resolution in Lieu of Meeting**

Except as provided in the Act, a resolution signed by all of the Members is as valid as if it had been passed at a Members' meeting.

## **2.11 Telephonic or Electronic Members' Meetings**

Any person entitled to attend a Members' meeting may participate in the meeting by telephonic or electronic means that permits all participants to communicate adequately with each other during the meeting if the Corporation makes these means available. A person so participating in a meeting is deemed to be present at the meeting.

### **3. BOARD**

#### **3.01 Board Composition**

The affairs of the Corporation shall be governed, and the management of the Corporation supervised, by a Board consisting of a minimum 19 and a maximum of 22 Directors of whom seven shall be Ex-Officio non-voting Directors and the rest shall be elected voting Directors.

#### **3.02 Elected Directors**

- (a) The Members shall elect 12 to 15 Directors and seek to have at least 3 but no more than 5 Directors from each ward.
- (b) The elected Directors shall be elected for a three-year term; provided that each elected Director shall hold office until the earlier of the date on which their office is vacated or until the end of the meeting at which their successor is elected or appointed. At least four Director's terms shall expire annually.

#### **3.03 Ex-Officio Directors**

- (a) The Ex-Officio Directors are:
  - (i) the Chief of Staff;
  - (ii) president of the Medical Staff Association;
  - (iii) the vice president of the Medical Staff Association;
  - (iv) the president of the Auxiliary or designate member from the Auxiliary board subject to the Board's approval;
  - (v) the chair of the Foundation or designate member from the Foundation board subject to the Board's approval;
  - (vi) the Chief Executive Officer; and
  - (vii) the Chief Nursing Executive.
- (b) The Ex-Officio Directors:
  - (i) are non-voting members of the Board and the Board committees; and
  - (ii) shall not count towards quorum.

#### **3.04 Director's Consent to Act**

An individual who is elected or appointed to hold office as a Director shall, in writing, consent to the election or appointment before or within 10 days after the election or

appointment, unless the Director has been elected or appointed where there is no break in the Director's terms of office. If an elected or appointed Director consents in writing after the 10-day period, the election or appointment is valid.

### **3.05 Term of Office Restrictions**

No person may serve as an elected Director for more than nine consecutive years; provided, however, that following a break in the continuous service of at least one year, the same person may be re-elected. A Director may, by Board resolution, have their maximum term as a Director extended for the sole purpose of that Director succeeding to the office of Chair or serving as Chair.

### **3.06 Vacancy**

- (a) Where there is a vacancy in the Board, the remaining Directors may exercise all the powers of the Board so long as a quorum remains.
- (b) So long as there is a quorum of Directors in office, any vacancy occurring in the Board may be filled by a qualified individual appointed for the remainder of the term by the Directors then in office, but the total number of Directors so appointed may not exceed one-third of the number of Directors elected at the previous annual Members' meeting. Service on the Board to fill an unexpired mid-year vacancy shall not be considered as part of the maximum years of service for the purpose of section 3.04.
- (c) If there is not a quorum of the Board, or if there has been a failure to elect the number or minimum number of Directors provided for in the Articles, the Directors then in office shall, without delay, call a special Members' meeting to fill the vacancy. A Director appointed or elected to fill a vacancy holds office for the unexpired term of the Director's predecessor term.

### **3.07 Termination of Office**

- (a) In accordance with the Act, the Members may remove any elected Director before the expiry of the Director's term of office, and may elect any qualified individual as a Director to fill the vacancy for the remainder of the vacated term.
- (b) A Director may at any time, by written notice to the Corporation, resign their office. The resignation shall be effective at the time the notice is received by the Secretary or at the time specified in the notice, whichever is later.
- (c) The office of an elected Director becomes vacant if they become a person referred to in section 3.12.
- (d) The office of an elected Director becomes vacant if they cease to reside in the Catchment Area. However, an elected Director who changes residence such that they move to a different Ward but remain within the Catchment Area, shall be

deemed, for the purposes of this By-law, to be a resident of the Ward for which they were elected until the next annual meeting.

### **3.08 Public Relations**

The Chair is the spokesperson for the Board and may give authority to one or more Directors, officers, or employees to make statements to the news media or public about matters brought before the Board.

### **3.09 Conflict of Interest Disclosure**

(a) A Director or officer who:

- (i) is a party to a material contract or transaction or proposed material contract or transaction with the Corporation; or
- (ii) is a director or officer of, or has a material interest in, any person who is a party to a material contract or transaction or proposed material contract or transaction with the Corporation,

shall disclose to the Corporation or request to have entered in the minutes of Board meetings the nature and extent of their interest.

(b) The disclosure required by section 3.09(a) must be made, in the case of a Director:

- (i) at the meeting at which a proposed contract or transaction is first considered;
- (ii) if the Director was not then interested in a proposed contract or transaction, at the first meeting after the Director becomes so interested;
- (iii) if the Director becomes interested after a contract is made or transaction is entered into, at the first meeting after the Director becomes so interested; or
- (iv) if an individual who is interested in a contract or transaction later becomes a Director, at the first meeting after the individual becomes a Director.

(c) The disclosure required by section 3.09(a) must be made, in the case of an officer who is not a Director:

- (i) forthwith after the officer becomes aware that the contract or transaction or proposed contract or transaction is to be considered or has been considered at a Board meeting;
- (ii) if the officer becomes interested after a contract is made or transaction is entered into, forthwith after the officer becomes so interested; or
- (iii) if an individual who is interested in a contract or transaction later becomes an officer, forthwith after the individual becomes an officer.

- (d) If the contract or transaction or proposed contract or transaction in respect of which a disclosure is required to be made for the purposes of section 3.09(a) is one that, in the ordinary course of the Corporation's business, would not require approval of the Board or Members, then the Director or officer shall disclose to the Corporation, or request to have entered in the minutes of Board meetings, the nature and extent of their interest forthwith after the Director or officer becomes aware of the contract or transaction or proposed contract or transaction.
- (e) Except in respect of contracts or transactions relating to a Director's indemnity, or directors' and officers' liability insurance, or a contract with an affiliate, a Director referred to in section 3.09(a) shall not attend any part of a Board meeting during which the contract or transaction is discussed, and shall not vote on any resolution to approve the contract or transaction.
- (f) If no quorum exists for the purposes of voting on a resolution to approve a contract or transaction only because one or more Director(s) are not permitted to be present at the meeting by virtue of section 3.09(e), the remaining Directors are deemed to constitute a quorum for the purpose of voting on the resolution.
- (g) For the purposes of section 3.09, a general notice to the Board by a Director or officer disclosing that the individual is a director or officer of, or has a material interest in, a person, or that there has been a material change in the Director's or officer's interest in the person, and is to be regarded as interested in any contract or transaction entered into with that person, is sufficient disclosure of interest in relation to any such contract or transaction.
- (h) A contract or transaction for which disclosure is required under section 3.09(a) is not void or voidable, and the Director or officer is not accountable to the Corporation or the Members for any profit or gain realized from the contract or transaction, because of the Director's or officer's interest in the contract or transaction or because the Director was present or was counted to determine whether a quorum existed at the Board or Board committee meeting that considered the contract or transaction, if:
  - (i) disclosure of the interest was made in accordance with this section;
  - (ii) the Board approved the contract or transaction; and
  - (iii) the contract or transaction was reasonable and fair to the Corporation when it was approved.
- (i) The provisions of this Article are in addition to any Board-approved conflict of interest policy.

### **3.10 Confidentiality**

Every Director, officer, Board committee member, Professional Staff member and employee of the Corporation shall respect the confidentiality of matters brought before the

Board or before any Board committee or any matter dealt with in the course of the employee's employment or the Professional Staff member's activities in the Hospital.

### **3.11 Nominations for Election of Directors**

- (a) No later than 90 days before the annual meeting, the Secretary shall inform the Board of the number of vacancies on the Board that are required to be filled by election at the annual meeting, and each such vacancy shall be identified according to the Ward of the Director who is retiring.
- (b) Nominations made for the election of Directors at a Members' meeting may only be made:
  - (i) by the Board Nominating Committee 30 days before the annual meeting, and the Board Nominating Committee, in making nominations, shall take into account the Ward of the proposed nominee and the number of vacancies within each Ward and shall give due consideration to each candidate's qualifications based on the guidelines for the selection of Directors approved by the Board from time to time; or
  - (ii) by not less than five per cent of the Members pursuant to a proposal submitted to the Corporation in accordance with the requirements of the Act and this By-law.
- (c) The Board Nominating Committee shall, in carrying out its responsibilities pursuant to section 3.11, recommend the length of term and skills requirement for each nominee in a manner that will perpetuate Board succession and renewal goals.

### **3.12 Qualifications**

- (a) No individual shall be qualified to serve as a Director if the individual:
  - (i) is under 18 years old;
  - (ii) has been found under the *Substitute Decisions Act, 1992* (Ontario) or under the *Mental Health Act* (Ontario) to be incapable of managing property;
  - (iii) has been found to be incapable by any court in Canada or elsewhere;
  - (iv) has the status of a bankrupt; or
  - (v) is an "ineligible individual" as defined in the *Income Tax Act* (Canada) or any regulations made under it.

- (b) Other than the Ex-Officio Directors, no individual shall be qualified to serve as a Director if the individual:
  - (i) at the time of nomination, election, or appointment, did not have a principal residence in the Catchment Area for a continuous period of at least three months and is not currently a resident of, or regularly works in, the Ward to be represented; and
  - (ii) is a member of the Professional Staff or an employee of the Corporation.
- (c) No spouse, child, parent, or sibling of any individual identified in 3.12(b)(ii) shall be eligible for election or appointment to the Board unless, at the time of nomination or appointment, the Board has passed a resolution, approved by a 2/3 vote, permitting the individual to be nominated or appointed.
- (d) The Board's decision as to whether or not a candidate is qualified to stand for election shall be final.

### **3.13 Directors' Remuneration**

The Directors shall serve as such without remuneration and shall not, directly or indirectly, receive any profit from their position as such; provided that a Director may be reimbursed reasonable expenses incurred by the Director in the performance of their duties.

## **4. BOARD MEETINGS**

### **4.01 Board Meetings**

- (a) The Board may appoint one or more days for regular Board meetings at a time and place named. A copy of any Board resolution fixing the time and place of regular Board meetings shall be given to each Director forthwith after being passed and, subject to the Act, no other notice shall be required for any regular meeting.
- (b) If a quorum of Directors is present, the Board may, without notice, hold a meeting immediately following the annual Members' meeting.
- (c) In addition to section 4.01(a):
  - (i) the Board, the Chair, the Vice Chair, or the Chief Executive Officer may call a Board meeting; and
  - (ii) the Secretary shall call a Board meeting upon receipt of the written request of three elected Directors;

and such meeting shall be held at the time and place determined in the notice of meeting.

#### **4.02 Notices**

- (a) Notice of Board meetings, other than regular meetings, shall be given to all Directors at least 24 hours prior to the meeting.
- (b) The Chair, the Vice Chair, or the Chief Executive Officer may call a meeting on less notice, by means deemed appropriate, provided that notice is given to all Directors and the majority of the Directors consent to holding the meeting.
- (c) Notice of a meeting that continues an adjourned Board meeting is not required to be given if the time and place of the continued meeting is announced at the meeting that is adjourned.
- (d) Notice of a Board meeting need not specify the purpose of or the business to be transacted at the meeting, unless the meeting is intended to deal with any of the following matters, in which case the notice must specify that matter:
  - (i) to submit to the Members any question or matter requiring their approval;
  - (ii) to fill a vacancy among the Directors or in the position of auditor;
  - (iii) to appoint additional Directors;
  - (iv) to issue debt obligations, except as authorized by the Directors;
  - (v) to approve any annual financial statements; or
  - (vi) to adopt, amend, or repeal by-laws
- (e) Notice of meetings do not need to specify a place if the meeting is to be held entirely by telephonic or electronic means

#### **4.03 Voting**

- (a) Each voting Director in attendance at a Board meeting shall be entitled to one vote on each matter.
- (b) A Director shall not be entitled to vote by proxy.
- (c) Every question arising at a Board meeting shall be determined by a majority of votes cast, unless otherwise specifically provided by statute or by this By-law.
- (d) If there is a tie vote at a Board meeting, the chair of the meeting shall cast the deciding vote.
- (e) The vote on any question shall be taken by secret ballot if so demanded by any Director in attendance and entitled to vote. The chair of the meeting shall count the ballots. Otherwise, a vote shall be by a show of hands.

- (f) Unless a ballot is demanded, an entry in the minutes of a meeting to the effect that the chair of the meeting declared a resolution to be carried or defeated is, in the absence of evidence to the contrary, proof of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.

#### **4.04 Written Resolutions in Lieu of Meeting**

- (a) A resolution signed by all of the Directors entitled to vote on that resolution at a Board meeting is as valid as if it had been passed at a Board meeting.
- (b) A resolution signed by all of the Board committee members entitled to vote on that resolution at a Board committee meeting is as valid as if it had been passed at a Board committee meeting.

#### **4.05 Consent and Dissent of Director**

- (a) A Director who is present at a Board or Board committee meeting is deemed to have consented to any resolution passed or action taken at the meeting, unless:
  - (i) the Director's dissent is entered in the meeting minutes;
  - (ii) the Director requests that their dissent be entered in the meeting minutes;
  - (iii) the Director gives their dissent to the secretary of the meeting before the meeting is terminated; or
  - (iv) the Director submits their written dissent to the Corporation immediately after the meeting is terminated.
- (b) A Director who votes for or consents to a resolution is not entitled to dissent under this section.
- (c) A Director who was not present at a meeting at which a resolution was passed or action taken is deemed to have consented to the resolution or action unless within seven days after becoming aware of the resolution, the Director:
  - (i) causes their written dissent to be placed with the meeting minutes; or
  - (ii) submits their written dissent to the Corporation.

#### **4.06 Adjournment of the Meeting**

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

#### **4.07 Telephonic or Electronic Meetings**

, A Director may participate in a Board meeting and a Board committee member may participate in a Board committee meeting by telephonic or electronic means that permits all participants to communicate simultaneously and instantaneously with each other during the meeting. A Director or Board committee member so participating in a meeting is deemed for the purposes of the Act to be present at the meeting.

#### **4.08 Persons Entitled to be Present**

Guests may attend Board meetings with the consent of the meeting on the invitation of the Chair, Vice Chair, or Chief Executive Officer. The Board may adopt a policy from time to time on the attendance of the public at Board meetings.

#### **4.09 Quorum**

A majority of the elected Directors shall constitute a quorum.

### **5. OFFICERS**

#### **5.01 Officers**

- (a) The Board shall appoint the following officers at the first Board meeting following the annual meeting, or at such other times when a vacancy occurs:
  - (i) the Chair;
  - (ii) the Vice Chair;
  - (iii) subject to section 5.01(b), the Secretary; and
  - (iv) such other officers as the Board may determine.
- (b) A person may hold more than one office. The Chief Executive Officer shall be the Secretary.
- (c) Ex-Officio Directors shall be ineligible for appointment as Chair or Vice-Chair.
- (d) Unless otherwise provided in this By-law, the officers shall hold office for a one-year renewable term from the date of their appointment or until their successors are appointed in their stead. The Board may remove any officer at any time.
- (e) Where a Director has served as Chair for two consecutive years, the Board may, by resolution passed by at least two-thirds of the votes cast at a Board meeting, provide that such Director is eligible for re-appointment for a maximum of two additional one-year terms as Chair.
- (f) The officers shall be responsible for the duties set forth in this By-law, their Board-approved position descriptions and such other duties as may be required by

statute or as may be determined by the Board from time to time. The officers are not necessarily required to perform their duties personally and they may delegate to others the performance of any or all of their duties.

#### **5.02 Duties of the Chair**

The Chair shall, when present, preside at all Board and Members' meetings and shall represent the Corporation and the Board as may be required or appropriate and shall have those other powers and duties as the Board may specify.

#### **5.03 Duties of the Vice Chair**

A Vice Chair shall, in the absence, disability, or unwillingness of the Chair, perform the duties and exercise the powers of the Chair and shall perform those other duties as the Board or the Chair may specify.

#### **5.04 Duties of the Secretary**

The Secretary shall carry out the duties of the secretary of the Corporation generally and shall attend or cause a recording secretary to attend all meetings of the Members, the Board, and the Board committees to act as a clerk thereof and to record all votes and minutes of all proceedings in the records to be kept for that purpose. The Secretary shall give or cause to be given notice of all meetings of the Members, the Board, and the Board Committees, and shall perform those other duties as may be prescribed by the By-laws or the Board.

#### **5.05 Duties of Other Officers**

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

### **6. INDEMNIFICATION OF DIRECTORS, OFFICERS, AND OTHERS**

#### **6.01 Indemnities to Directors and Others**

- (a) The Corporation shall indemnify a Director or officer of the Corporation, a former Director or officer of the Corporation, or an individual who acts or acted at the Corporation's request as a director or officer, or in a similar capacity, of another entity, against all costs, charges, and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by the individual in respect of any civil, criminal, administrative, investigative, or other action or proceeding in which the individual is involved because of that association with the Corporation or other entity.
- (b) The Corporation may advance money to an individual referred to in section 6.01(a) for the costs, charges, and expenses of an action or proceeding referred to in that section, but the individual shall repay the money if the individual does not fulfil the conditions set out in section 6.01(c).

- (c) The Corporation shall not indemnify an individual under section 6.01(a) unless:
  - (i) the individual acted honestly and in good faith with a view to the best interests of the Corporation or other entity, as the case may be; and
  - (ii) if the matter is a criminal or administrative proceeding that is enforced by a monetary penalty, the individual had reasonable grounds for believing that their conduct was lawful.
- (d) The indemnity provided for in section 6.01(a) shall not apply to any liability that a Director or officer, or former Director or officer, of the Corporation, or individual, may sustain or incur as the result of any act or omission as a Professional Staff member.

## **7. BOARD COMMITTEES**

### **7.01 Board Committees**

The Board may, from time to time, establish:

- (a) standing committees, being those committees whose duties are normally continuous; and
- (b) special committees, being those committees appointed for specific duties whose mandate shall expire with the completion of the tasks assigned.

### **7.02 Functions, Duties, Responsibilities, and Powers of Board Committees**

The Board shall provide for the functions, duties, responsibilities, and powers of the Board committees in the Board resolution by which a Board committee is established or in Board-approved terms of reference or general committee policy.

### **7.03 Board Committee Members, Chair**

- (a) Unless otherwise provided by By-law or by Board resolution:
  - (i) the Board shall appoint the chair, vice chair (if any), and members of each Board committee;
  - (ii) each chair and vice chair of a Board committee shall be a Director;
  - (iii) the Board committees may include members who are not Directors), including Community Members and Advisors, (other than a committee referred to in section 7.05, if any);
  - (iv) Community Members may be appointed for a term not to exceed five years and are entitled to vote at meetings, and Advisors may be appointed for a term not to exceed two years and are not entitled to vote at meetings;

- (v) a majority of the members of any Board committee shall be elected Directors; and
  - (vi) the Chair and Chief Executive Officer shall be an Ex-Officio member of all Board committees.
- (b) The Board may remove any chair, vice chair, or Board committee member from any Board committee at any time.

#### **7.04 Committee Procedure**

Procedures at and quorum for Board committee meetings shall be determined by the chair of each Board committee, unless established by this By-law, Board resolution, or in Board-approved terms of reference or general committee policy.

#### **7.05 Delegation to a Committee**

The Board may delegate to any committee comprised entirely of Directors any of the Board's powers, other than the following powers:

- (a) to submit to the Members any question or matter requiring the Members' approval;
- (b) to fill a vacancy among the Directors or in the position of auditor;
- (c) to appoint additional Directors;
- (d) to issue debt obligations, except as authorized by the Board;
- (e) to approve any annual financial statements; or
- (f) to adopt, amend, or repeal by-laws.

### **8. FINANCIAL/RECORDS**

#### **8.01 Records**

The Board shall see that all necessary records of the Corporation required by the By-laws or by any applicable laws are regularly and properly kept.

#### **8.02 Authorized Signing Officers**

- (a) Any two of the Chair, Vice Chair, Chief Executive Officer, Chief Financial Officer, or such person or persons who may be authorized from time to time by Board resolution, are hereby authorized for and in the name of the Corporation to sign and execute deeds, documents, leases, contracts, agreements, offers for purchase of realty, purchase orders for equipment and undertakings on behalf of the Corporation.

- (b) The Chief Executive Officer or Chief Financial Officer or such additional persons as may be authorized by Board policy may sign contracts, agreements, orders, and capital equipment purchases for the operation of the Hospital specifically included in the Board-approved budget or otherwise approved by the Board, and falling within the parameters of costs or liability amounts established by Board resolution.
- (c) In addition, the Board may, from time to time, direct the manner in which and the individual or individuals by whom any particular document or class of documents may or shall be signed. Any signing officer may affix the seal of the Corporation to any document, and may certify a copy of any resolution, By-law, or other document of the Corporation to be a true copy.

#### **8.03 Financial Year**

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

#### **8.04 Banking Arrangements**

The Corporation shall transact the banking business of the Corporation or any part of it with those banks, trust companies, or other financial institutions as the Board may determine from time to time.

#### **8.05 Borrowing Power**

Subject to the Articles, the Board may, without authorization of the Members:

- (a) borrow money on the credit of the Corporation;
- (b) issue, reissue, sell, or pledge debt obligations of the Corporation;
- (c) give a guarantee on behalf of the Corporation to secure performance of an obligation of any person; and
- (d) mortgage, pledge, or otherwise create a security interest in all or any property of the Corporation, owned or subsequently acquired, to secure any obligation of the Corporation.

#### **8.06 Seal**

The Board shall determine the form of the seal of the Corporation, if any.

#### **8.07 Investments**

The Corporation may invest its funds as the Board thinks fit, subject to the Articles or any limitations accompanying a gift.

## **8.08 Auditor**

- (a) The Members shall, at each annual meeting, appoint an auditor to audit the accounts of the Corporation and to report to the Members at the next annual meeting.
- (b) The auditor shall be duly licensed under the *Public Accounting Act, 2004* (Ontario) and shall be independent of the Corporation and its Directors and officers.
- (c) The auditor shall hold office until the close of the next annual meeting, provided that the Board shall immediately fill any casual vacancy in the office of auditor for the unexpired term.
- (d) The Board shall fix the remuneration of the auditor.

## **9. MATTERS REQUIRED BY THE *PUBLIC HOSPITALS ACT* AND OTHER APPLICABLE LEGISLATION**

### **9.01 Professional Staff**

There shall be a Professional Staff of the Hospital whose appointment and functions shall be as set out in the Professional Staff By-law.

### **9.02 Required Committees and Programs**

The Board shall ensure that the Corporation establishes the committees and undertakes the programs that are required pursuant to applicable legislation, including the *Public Hospitals Act* and *Excellent Care for All Act, 2010*, including a medical advisory committee, a fiscal advisory committee, and a quality committee.

### **9.03 Fiscal Advisory Committee**

The Chief Executive Officer shall appoint the members of the fiscal advisory committee required to be established pursuant to the regulations under the *Public Hospitals Act*.

### **9.04 Chief Nursing Executive**

The Chief Executive Officer shall ensure that there are appropriate procedures in place for the appointment of the Chief Nursing Executive.

### **9.05 Nurses and other Staff and Professionals on Committees**

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

#### **9.06 Retention of Written Statements**

The Chief Executive Officer shall cause to be retained for at least 25 years, all written statements made in respect of the destruction of medical records, notes, charts, and other material relating to Patient care and photographs thereof.

#### **9.07 Occupational Health and Safety Program**

- (a) Pursuant to the regulations under the *Public Hospitals Act*, there shall be an occupational health and safety program for the Corporation, which shall include procedures for:
  - (i) a safe and healthy work environment, including the prevention of Disruptive Behaviour;
  - (ii) the safe use of substances, equipment, and medical devices;
  - (iii) safe and healthy work practices;
  - (iv) the prevention of accidents to individuals on the premises; and
  - (v) the elimination of undue risks and the minimizing of hazards inherent in the Corporation environment, including the risks to staff.
- (b) The Chief Executive Officer shall designate an individual to be in charge of occupational health and safety in the Corporation, who shall be responsible to the Chief Executive Officer or their delegate for the implementation of the occupational health and safety program.
- (c) The Chief Executive Officer shall report to the Board as necessary on the occupational health and safety program.

#### **9.08 Health Surveillance Program**

- (a) Pursuant to the regulations under the *Public Hospitals Act*, there shall be a health surveillance program for the Corporation, which shall be in respect of all individuals carrying on activities in the Corporation and include a communicable disease surveillance program, which shall monitor and respond to the Patient Safety Indicators.
- (b) The Chief Executive Officer shall designate an individual to be in charge of health surveillance in the Corporation, who shall be responsible to the Chief Executive Officer or their delegate for the implementation of the health surveillance program.
- (c) The Chief Executive Officer shall report to the Board as necessary on the health surveillance program.

## **9.09 Organ Donation**

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

## **10. NOTICES**

### **10.01 Notice**

- (a) Whenever under the provisions of the by-laws of the Corporation notice is required to be given, unless otherwise provided, the notice may be given in writing and delivered or sent by prepaid mail or personal delivery, or by electronic means, if there is a record that the notice has been sent, addressed to the Director, officer, Board committee member, Member, or auditor, at the address, as the case may be, as the same is shown in the records of the Corporation.
- (b) Any notice sent by the following means shall conclusively be deemed to be received as provided below:
  - (i) if by electronic means, on the next business day after transmission;
  - (ii) if delivered, at the time of delivery; and
  - (iii) if by prepaid mail, subject to section 10.01(c), on the fifth business day following its mailing.
- (c) Notwithstanding the foregoing provisions with respect to mailing, if it may reasonably be anticipated that, due to any strike, lock out, or similar event involving an interruption in postal service, any notice will not be received by the addressee by no later than the fifth business day following its mailing, then the mailing of the notice shall not be an effective means of sending it but rather any notice must then be sent by an alternative method that may reasonably be anticipated will cause the notice to be received reasonably expeditiously by the addressee.
- (d) The Secretary may change or cause to be changed the recorded address of any Director, officer, Board committee member, Member, or auditor in accordance with any information believed by them to be reliable.

### **10.02 Computation of Time**

In computing the date when notice must be given under any provision of the by-laws requiring a specified number of days' notice of any meeting or other event, the date of giving the notice shall be excluded and the notice period shall terminate at midnight of the last day of the notice period, except if the last day is a holiday, the period shall terminate at midnight of the next day that is not a holiday.

### **10.03 Omissions and Errors**

The accidental omission to give any notice to any Member, Director, officer, Board committee member, or the auditor of the Corporation, or the non-receipt of any notice by any such person, or any error in any notice not affecting the substance of it, shall not invalidate any action taken at any meeting held pursuant to the notice or otherwise founded on it.

### **10.04 Waiver of Notice**

Any Member, Director, officer, Board committee member, or the auditor of the Corporation, may, in writing, waive any notice required to be given to them under any provision of the *Public Hospitals Act*, the Act, or the Articles or by-laws of the Corporation, either before or after the meeting to which it refers, and the waiver, whether given before or after the meeting or other event of which notice is required to be given, shall cure any default in giving the notice. Attendance and participation at a meeting constitutes waiver of notice, unless the attendance is for the express purpose of objecting to the transaction of any business on the grounds the meeting was not lawfully called.

## **11. BY-LAWS**

### **11.01 By-laws and Amendments**

- (a) The Board may make, amend, or repeal any by-law that regulates the activities or affairs of the Corporation, except in respect of a by-law:
  - (i) to add, change, or remove a provision respecting the transfer of a membership;
  - (ii) to change the manner of giving notice to Members; or
  - (iii) to change the method of voting by Members not in attendance at a Members' meeting.
- (b) The Board shall submit the by-law, amendment, or repeal to the Members at the next Members' meeting, and the Members may confirm, reject, or amend the by-law, amendment, or repeal by ordinary resolution.
- (c) Subject to section 11.01(f), the by-law, amendment, or repeal is effective from the date of the Board resolution.
- (d) If the by-law, amendment, or repeal is confirmed or confirmed as amended by the Members, it remains effective in the form in which it was confirmed.
- (e) The by-law, amendment, or repeal ceases to have effect if the Board does not submit it to the Members as required under section 11.01(b) or if the Members reject it.

- (f) If a by-law, amendment, or repeal ceases to have effect, a subsequent Board resolution that has substantially the same purpose or effect is not effective until it is confirmed or confirmed as amended by the Members.
- (g) In any case of rejection, amendment, or refusal to approve the by-law or part of the by-law in effect in accordance with this section, no act done or right acquired under any by-law is prejudicially affected by any rejection, amendment, or refusal to approve.

#### **11.02 Amendments to Professional Staff By-law**

Prior to submitting all or any part of the Professional Staff By-law to the process established in section 11.01, the procedures set out in the Professional Staff By-law shall be followed.