



# NORTHUMBERLAND HILLS HOSPITAL

Approved by the Board of Directors  
on March 29, 2001 (Administrative By-laws)  
and April 26, 2001 (Professional By-laws)

Approved by Members of the Corporation at the Annual General Meeting on June 28, 2001

Revisions Approved by Members of the Corporation at the Annual General Meeting on June 12, 2003.

Revisions Approved by the Members of the Corporation at the Annual General Meeting on June 16, 2005

Revisions Approved by the Members of the Corporation at the Annual General Meeting on June 22, 2006

Revisions Approved by the Members of the Corporation at the Annual General Meeting on June 19, 2008

Revisions Approved by the Members of the Corporation at the Annual General Meeting on June 18, 2009

Revisions Approved by the Members of the Corporation at the Annual General Meeting on June 17, 2010

Revisions Approved by the Members of the Corporation at the Annual General Meeting on June 16, 2011

Revisions Approved by the Members of the Corporation at the Annual General Meeting on June 19, 2014

Revisions Approved by the Members of the Corporation at the Annual General Meeting on June 18, 2015

Revisions Approved by the Members of the Corporation at the Annual General Meeting on June 22, 2017

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**BY-LAW NO. 1**  
**ADMINISTRATIVE BY-LAWS**

**ARTICLE 1. INTERPRETATION**

**1.01 Definitions**

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

- (a) “**Active Staff**” describes a category of the Professional Staff, as is more particularly described in section 22.02 of this By-law;
- (b) “**Administrative By-laws**” means those By-laws that deal with the administration of the Corporation and that are contained in Articles 1-13 inclusive;
- (c) “**Advisors**” includes 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;
- (d) “**Associates**” in relation to an individual means the individual’s parents, siblings, spouse or common law partner, and includes any organization, agency, company, or individual (such as a business partner) with a formal relationship to the individual;
- (e) “**Associate Staff**” describes a category of the Professional Staff, as is more particularly described in section 22.03 of this By-law;
- (f) “**Auxiliary**” means the Northumberland Hills Hospital Auxiliary;
- (g) “**Board**” means the board of directors of the Corporation;
- (h) “**Board Committee Policy**” means the policy of the Corporation in respect of its various Board committees;
- (i) “**By-law(s)**” means, unless otherwise specified, the by-laws of the Corporation from time to time in effect;
- (j) “**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;
- (k) “**Chief Executive Officer**” means, in addition to ‘administrator’ as defined in section 1 of the *Public Hospitals Act*, the President and Chief Executive Officer of the Corporation;
- (l) “**Chief Nursing Executive**” means the senior nursing employee responsible to the Chief Executive Officer for the nursing functions at the Hospital, including those of the Registered Nurses in the Extended Class who are employees of the Hospital;
- (m) “**Chief of Department**” or “**Department Chief**” are used interchangeably to mean the member of the Medical Staff appointed by the Board to be responsible

for the professional standards of the Professional Staff, and the quality of care rendered by members of his/her Department at the Hospital;

- (n) “**Chief of Staff**” means the member of the Medical Staff appointed by the Board to be responsible for the professional standards of the Professional Staff, and the quality of professional care rendered at the Hospital;
- (o) “**College**” means, as the case may be, the College of Physicians and Surgeons of Ontario, the Royal College of Dental Surgeons of Ontario, the College of Midwives of Ontario and/or the College of Nurses of Ontario;
- (p) “**Community Members**” includes members of the community, who have been appointed by the Board to participate in Board committees.
- (q) “**Conflict of Interest**” includes, without limitation, the following four (4) areas that may give rise to a conflict of interest for Directors and Board committees members, namely:
  - (i) Financial interest – where the Director or Board committee member stands to gain by that decision, either in the form of money, gifts, favours, gratuities or other special considerations;
  - (ii) Undue influence – where the Director or Board committee member influences decisions that selectively and disproportionately benefit particular individuals, groups of individuals or entities, at the expense of the community at large;
  - (iii) Adverse Interest – where the Director or Board committee member is a party to a claim, application or proceeding against the Corporation; and
  - (iv) Personal Relationship – where the Director or Board committee member has personal interests that are inconsistent with those of the Corporation, creating conflicting loyalties;
- (r) “**Corporation**” means the Northumberland Hills Hospital, with the head office at 1000 DePalma Drive, Cobourg, Ontario, or as might be amended from time to time;
- (s) “**Corporations Act**” means the *Corporations Act* (Ontario) and, where the context requires, includes the regulations made under it and any statute that may be substituted therefor, as amended from time to time;
- (t) “**Courtesy Staff**” describes a category of the Professional Staff, as is more particularly described in section 22.04 of this By-law;
- (u) “**Credentials Committee**” means the committee established by the Medical Advisory Committee to review applications for appointment and reappointment to the Professional Staff and to make recommendations to the Medical Advisory Committee, and if no such committee is established it shall mean the Medical Advisory Committee.
- (v) “**Dental Staff**” means the Dentists to whom the Board has granted Privileges to treat Patients;

- (w) “**Dentist**” means a member in good standing of the Royal College of Dental Surgeons of Ontario, to whom Privileges have been granted;
- (x) “**Director**” means a member of the Board and, unless otherwise specified, means an elected Director or an Ex-Officio Director;
- (y) “**Disruptive Behaviour**” occurs when the use of inappropriate words, actions or inactions by a Professional Staff member interferes with his/her 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 the cost of providing health care to Patients;
- (z) “**Ex-Officio**” means membership, election or appointment by virtue of the office and includes all rights, responsibilities and power to vote except where otherwise specifically provided in the By-Law or Legislation;
- (aa) “**Extended Class Nursing Staff**” means those Registered Nurses in the Extended Class, who are:
  - (i) employed by the Corporation and are authorized to diagnose, prescribe for or treat Patients in the Corporation; and
  - (ii) not employed by the Corporation and to whom the Board has granted Privileges to diagnose, prescribe for or treat Patients in the Corporation;
- (bb) “**Foundation**” means the Northumberland Hills Hospital Foundation;
- (cc) “**Head of Service**” means a Physician on Active Staff who is appointed to be accountable to the Chief of Department for the delivery of a particular service within that Department;
- (dd) “**Healthcare Practitioners**” means those regulated health professions recognized by the *Regulated Health Professions Act, 1991* and those unregulated health professions that may be designated by the Chief Executive Officer from time to time that are not included in the definition of Professional Staff. Without limiting the generality of the foregoing, the regulated and unregulated health professions may include, but are not limited to nursing, psychology (as legislatively recognized in psychological assessment and clinical interaction), pharmacy, occupational therapy, physiotherapy, audiology and speech-language pathology, social work, stress management, addictions therapy, child and youth work, chaplaincy, recreation therapy, nutrition and laboratory and diagnostic services;
- (ee) “**Hospital**” means the healthcare facility owned and operated by the Corporation;
- (ff) “**Hospital Management Regulation**” means Regulation 965 “Hospital Management” passed pursuant to the *Public Hospitals Act*;
- (gg) “**HSAA**” means the Hospital Service Accountability Agreement entered into between the Corporation and the LHIN;
- (hh) “**Impact Analysis**” means a study conducted by the Chief Executive Officer or designate, in consultation with the Chief of Staff and Department Chiefs to determine the impact upon the resources of the Corporation of the proposed or continued appointment of any person to the Professional Staff;



- (ii) “**Legislation**” means relevant statutes and regulations that govern the Corporation;
- (jj) “**LHIN**” means the Central East Local Health Integration Network pursuant to the *Local Health System Integration Act, 2006* (Ontario) or such other local health integration network that may have jurisdiction over the Hospital in the future;
- (kk) “**Locum Tenens Staff**” describes a category of the Professional Staff, as is more particularly described in section 22.05 of this By-law;
- (ll) “**Medical Advisory Committee**” means the Medical Advisory Committee appointed pursuant to section 24.01 of the By-laws;
- (mm) “**Medical Staff**” means the Physicians to whom the Board has granted Privileges to treat Patients and practice medicine in the Hospital;
- (nn) “**Medical Staff Association**” means the association of the Medical Staff members more particularly described in Article 23 of this By-law;
- (oo) “**Members**” means the members of the Corporation;
- (pp) “**Midwife**” means a member in good standing of the College of Midwives of Ontario to whom Privileges have been granted;
- (qq) “**Midwifery Staff**” means the Midwives to whom the Board has granted Privileges of assessing, monitoring, prescribing for or treating Patients in the Hospital;
- (rr) “**MOHLTC**” means the Ministry of Health and Long-Term Care;
- (ss) “**Most Responsible Physician**” means the Physician who is responsible for directing that Patient’s care, treatment and diagnosis until such responsibility is transferred to another Physician in accordance with section 18.04 of this By-law or the Patient is discharged;
- (tt) “**Officer**” means those officers of the Corporation set out in section 7.01;
- (uu) “**Patient**” means, unless otherwise specified, any in-patient or out-patient of the Hospital;
- (vv) “**Patient Safety Indicators**” means the indicators of the quality of health care identified by the MOHLTC as part of its Patient safety agenda that hospitals are required to disclose publicly through their public websites or such other means as the MOHLTC may direct;
- (ww) “**Performance Indicators**” means the performance indicators set out in the HSAA;
- (xx) “**Performance Metrics**” means the Board-approved organization performance metrics that provide an overview of the organization performance in achieving financial, quality, safety, and human resource targets, including without limitation, the Performance Indicators, and Patient Safety Indicators, and such other performance metrics that the Board may approve from time to time;
- (yy) “**Physician**” means a member in good standing of the College of Physicians and Surgeons of Ontario, to whom Privileges have been granted;

- (zz) “**Privileges**” means those rights or entitlements conferred upon a Physician, Dentist, Midwife or Registered Nurse in the Extended Class at the time of appointment or re-appointment;
- (aaa) “**Professional Human Resources Plan**” means the plan approved by the Board on the recommendation of the Medical Advisory Committee and developed by the Chief Executive Officer and the Chief of Staff, in consultation with the Chiefs of Department, based on the mission and strategic plan of the Corporation and the resources of the Hospital, which plan provides information and future projections of this information with respect to the management and appointment of Professional Staff members;
- (bbb) “**Professional Staff**” means those Physicians, Dentists, Midwives and Registered Nurses in the Extended Class who are appointed by the Board and who are granted specific Privileges to practice medicine, dentistry, midwifery or extended class nursing, respectively, in the Hospital;
- (ccc) “**Professional Staff By-laws**” means those By-laws of the Corporation from time to time in effect that deal with the Professional Staff and that are contained in Articles 14-29 inclusive;
- (ddd) “**Professional Staff Committee(s)**” means those committees of the Professional Staff more particularly described in Article 22.02;
- (eee) “**Public Accountancy Act**” means the *Public Accountancy Act* (Ontario) and, where the context requires, includes the regulations made under it and any statute that may be substituted therefor, as from time to time amended;
- (fff) “**Public Hospitals Act**” means the *Public Hospitals Act* (Ontario) and, where the context requires, includes the regulations made under it and any statute that may be substituted therefor, as from time to time amended;
- (ggg) “**Registered Nurse in the Extended Class**” means a member of the College of Nurses of Ontario who is a registered nurse and who holds an extended certificate of registration under the *Nursing Act, 1991*;
- (hhh) “**Supervisor**” means a Physician, Dentist, Midwife or Registered Nurse in the Extended Class with Active Staff Privileges who is assigned the responsibility to oversee the work of another Professional Staff member;
- (iii) “**Temporary Staff**” describes a category of the Professional Staff, as is more particularly described in section 22.06 of this By-law;
- (jjj) “**Trustee Act**” means the *Trustee Act* (Ontario) and, where the context requires, includes the regulations made under it and any statute that may be substituted therefor, as from time to time amended; and
- (kkk) “**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 which does not fall in Ward 1 or Ward 2.

## **1.02 Interpretation**

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

- (a) Words importing the singular number include the plural and vice versa; words importing one gender include all genders; and words importing persons include individuals, corporations, partnerships, trusts and unincorporated organizations.
- (b) The headings used in this By-law are inserted for reference purposes only and are not to be considered or taken into account in construing the terms or provisions thereof or to be deemed in any way to clarify, modify or explain the effect of any such terms or provisions.
- (c) 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.

## **1.03 Meeting Procedures**

- (a) Any Director, as the context requires, and as is permitted by the By-laws or policies of the Corporation, may participate in a meeting of the Board or of a Board committee by means of telephone conference or electronic or other communication facilities as permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously and a person participating in such a meeting by such means is deemed, for the purposes of the *Corporations Act* and this By-law, to be present at the meeting and is bound by all confidentiality and privacy policies as if present at the meeting. Participating by telephone conference, electronic or other communication facilities is the exception and every reasonable effort must be made to attend and participate in meetings in person.
- (b) Subject to section (a) above, business arising at any meeting of the Corporation, the Board or any Board committee established pursuant to this By-law shall be decided by a majority of votes unless otherwise required by statute or by the rules of procedure selected by the Corporation for such meetings.
- (c) Voting shall take place as follows:
  - (i) Except as provided in this By-law, each Member, each Director and each committee member shall be entitled to one (1) vote at any meeting of the Corporation, Board or committee, respectively.
  - (ii) In accordance with the *Public Hospitals Act*, no Member shall be entitled to vote by proxy at a meeting of the Corporation; all Members must attend annual and/or special meetings of the Corporation in person in order to be eligible to vote.

- (iii) Votes shall be taken in the usual way, by show of hands, among all Members, Directors and committee members present and entitled to vote and, subject to (v) below; in the event of a tie the motion is lost.
- (iv) The chair of any meeting shall have an initial vote and, in case of an equality of votes, either upon a show of hands or upon a poll, the chair of a meeting shall be entitled to an additional or casting vote.
- (v) After a show of hands has been taken on any question, the chair of the meeting may require, or any person entitled to vote on the question may demand, a poll thereon. A poll so required or demanded shall be taken in such manner as the chair of the meeting shall direct. A demand for a poll may be withdrawn at any time prior to the taking of the poll. Upon a poll, each individual present in person and entitled to vote at such meeting shall have one (1) vote and the result of the poll shall be the decision of the Members, the Board or the committee, as the case may be.
- (vi) Whenever a vote by show of hands shall have been taken on a question, unless a poll is required or demanded, a declaration by the chair of the meeting that a resolution, vote or motion has been carried and an entry to that effect in the minutes shall be admissible in evidence as *prima facie* proof of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution, vote or motion.
- (d) Minutes shall be kept for all meetings of the Corporation, the Board or any committee, and shall be approved at the next meeting of the Corporation, the Board or the committee, as the case may be.
- (e) The declaration of the secretary or chair that notice has been given pursuant to this By-law shall be sufficient and conclusive evidence of giving of such notice.
- (f) No accidental error or omission in giving notice for a meeting of the Corporation, the Board, of any committee shall invalidate such meeting or invalidate or make void any proceedings taken or had at such meeting, and any Member, Director or committee member, as the case may be, may at any time waive notice of any such meeting and may ratify and approve any or all proceedings taken or had thereat.
- (g) Any questions of procedure at or for any meetings of the Corporation, of the Board, or of any committee that have not been provided for in this By-law or by the *Corporations Act* or by the *Public Hospitals Act* shall be determined by the chair of the meeting in accordance with rules of procedure adopted by resolution of the Board from time to time.

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

All previous By-laws relating to the administration of the affairs of the Corporation are hereby repealed and replaced with this By-law.

### **ARTICLE 2. MEMBERS OF THE CORPORATION**

#### **2.01 Members**

The Members shall be, Ex-Officio, the elected Directors of the Corporation.

**2.02 Fees**

No fees shall be payable by the Members.

**ARTICLE 3. ANNUAL AND SPECIAL MEETINGS OF THE CORPORATION**

**3.01 Calling Meetings**

The Board or chair shall have the power to call, at any time, an annual or special meeting of the Corporation, which shall be held at the head office of the Corporation or at any place in Ontario as the Board may determine.

**3.02 Notice of Meetings**

- (a) Notice of meetings of the Corporation, which may be by e-mail, shall be given by sending it to each Member, addressed to the Members at their most recent addresses as shown on the Corporation's records at least ten (10) days before the meeting.
- (b) The notice of a special meeting shall state the nature of the special business to be conducted at the meeting in sufficient detail to permit a Member to form a reasoned judgment on the business and state the text of any special resolution to be submitted to the meeting.
- (c) A Member or any other person entitled to notice of a meeting of the Corporation may waive notice of any meeting of the Corporation. Attendance of any Member at a meeting of the Corporation shall constitute a waiver of notice of the meeting, except where such Member attends such meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called. Meetings of the Corporation, held without notice, shall be deemed to be duly called and held if all of the Members waive notice of the meeting and consent to the transaction of such business as may have come before it, subject to a quorum being present at such meeting.

**3.03 Annual Meeting of the Corporation**

- (a) The annual meeting of the Corporation shall be held between the 1<sup>st</sup> day of April and the 30th day of June in each year on a day fixed by the Board.
- (b) The business transacted at the annual meeting of the Corporation shall include:
  - (i) reading the:
    - (A) minutes of the previous meeting;
    - (B) report of the Board including the audited financial statement;
    - (C) report of the auditor;
  - (ii) election of Directors; and
  - (iii) appointment of an auditor to hold office until the next annual meeting.

**3.04 Adjourned Meeting**

- (a) 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 (1/2) hour after the time appointed for a meeting of the Corporation.
- (b) Not less than 48 hours' notice of a rescheduled meeting following an adjournment shall be given in the manner as the Board may determine, provided that in calculating the notice period Saturdays, Sundays and statutory holidays shall be excluded.

**3.05 Meetings of Corporation – Chair**

The meetings of the Corporation shall be chaired by:

- (a) the chair;
- (b) one of the vice-chairs if the chair is absent or with the approval of the chair;
- (c) another Director elected by the Members present if the chair and vice-chair(s) are both absent.

**3.06 Quorum**

A quorum for any annual or special meeting of the Corporation shall be a majority of the Members.

**3.07 Fiscal Year**

The fiscal year of the Corporation shall end with the 31<sup>st</sup> day of March in each year.

**ARTICLE 4. BOARD**

**4.01 Board Composition**

The affairs of the Corporation shall be governed, and the management of the Corporation supervised, by a Board consisting of nineteen (19) Directors of whom seven (7) shall be Ex-Officio non-voting Directors and the rest shall be elected Directors.

**4.02 Elected Directors**

- (a) Subject to section 4.01, the Members shall elect twelve (12) Directors. At the annual meetings, each Ward shall have at least three (3) Directors but no more than five (5) Directors elected.
- (b) At least four (4) Directors terms shall expire annually.

**4.03 Ex-Officio Non-Voting 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) president of the Auxiliary to the Corporation or designate member from the Auxiliary board subject to the Board's approval;

- (v) 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.

#### **4.04 Term of Office Restrictions**

No person may serve as an elected Director for more than nine years, provided, however, that following a break in the continuous service of at least one (1) year, the same person may be re-elected. A Director may, by Board resolution, have his/her maximum term as a Director extended for the sole purpose of that Director succeeding to the office of chair or serving as chair.

#### **4.05 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) If a vacancy occurs for any reason among the elected Directors, such vacancy may be filled by an eligible person elected by the Board to serve until the next annual meeting, so long as there is a quorum of Directors. Service on the Board to fill such an unexpired mid-year vacancy shall not be considered as part of the maximum years of service for the purpose of section 4.04.
- (c) In the absence of a quorum of the Board, or if the vacancy has arisen from a failure of the Members to elect the number of Directors required to be elected at any annual meeting, the Board shall forthwith call a meeting of the Corporation to fill the vacancy. A Director so appointed or elected shall hold office for the unexpired portion of the vacated term.
- (d) At the next annual meeting, in addition to the election of Directors to fill the vacancies caused by the expiry of Directors' service, the meeting shall elect an additional Director to fill the unexpired vacancy created as referred to in section (a) above.

#### **4.06 Termination of Office**

- (a) The office of an elected Director may be vacated by a resolution of the Board if:
  - (i) a Director is absent for three consecutive meetings of the Board or if a Director is absent for one-third or more of the meetings of the Board in any twelve (12) month period; or
  - (ii) a Director fails to comply with the *Public Hospitals Act, Corporations Act, Local Health System Integration Act, 2006*, or the Corporation's By-laws, policies and procedures, including without limitation, the confidentiality, conflict of interest and standard of care provisions contained in this By-law.

- (b) A Director may at any time, by notice to the Corporation, resign his/her office. The resignation shall be effective at the time the notice is received by the secretary of the Board or at the time specified in the notice, whichever is later.
- (c) The office of an elected Director becomes vacant if he/she becomes a person referred to in section 5.02.
- (d) The office of an elected Director becomes vacant if he/she ceases to reside in the Catchment Area. However, an elected Director who changes residence such that he/she moves to a different Ward but remains within the Catchment Area, shall be deemed, for the purposes of this By-law, to be a resident of the Ward for which he/she was elected until the next annual meeting.

#### **4.07 Responsibilities of the Board**

The Board is responsible for the governance and management of the Corporation. The Board shall:

- (a) Strategic Planning
  - (i) formulate the mission, vision and core value of the Corporation.
  - (ii) contribute to the development of and approve the:
    - (A) strategic plan; and
    - (B) the Performance Metrics.
  - (iii) ensure that key corporate priorities are formulated that help the Corporation accomplish its mission and actualize its vision in accordance with strategic plan. The corporate priorities shall be reflective of the Board's primary accountability to the MOHLTC and LHIN through the HSAA entered into with the LHIN.
- (b) Corporate Performance
  - ensure there are processes in place to:
  - (i) identify principal risks to the Corporation including financial, quality and Patient/workplace safety and organizational reputation and public trust.
  - (ii) monitor, mitigate, decrease and respond to the principal risks.
  - (iii) oversee the implementation of internal control and management information systems which will allow the Board and Management to oversee the Corporation's achievement of the Performance Metrics.
  - (iv) monitor and continuously improve upon the Performance Metrics.
  - (v) review regularly the functioning of the Corporation in relation to the objects of the Corporation as stated in the Letters Patent, the By-laws, Legislation, and the HSAA.
- (c) Chief Executive Officer and Chief of Staff
  - provide for leadership and management through the Chief Executive Officer and Chief of Staff positions, and:



- (i) select the Chief Executive Officer. In doing so, the Board shall satisfy itself as to the integrity of the Chief Executive Officer.
  - (ii) delegate responsibility for the management of the Corporation to the Chief Executive Officer and require accountability to the Board.
  - (iii) establish a Board policy for the performance evaluation and compensation of the Chief Executive Officer. The policy shall ensure that:
    - (A) the Chief Executive Officer's performance evaluation and compensation are aligned with the Corporation meeting its Performance Metrics targets;
    - (B) all Board Members are provided an opportunity to provide input into the process; and
    - (C) the Board shall be required to approve any changes to the Chief Executive Officer's employment agreement or compensation.
  - (iv) select the Chief of Staff. In doing so, the Board shall satisfy itself as to the integrity of the Chief of Staff.
  - (v) delegate responsibility and authority to the Chief of Staff and require accountability to the Board.
  - (vi) establish a Board policy for the performance evaluation and compensation of the Chief of Staff. The policy shall ensure that the Chief of Staff's performance evaluation and compensation are aligned with the Corporation meeting its Performance Metrics targets.
- (d) Ensure Succession Planning
- (i) provide for Chief Executive Officer succession and define the process and composition of a selection committee.
  - (ii) provide for Chief of Staff succession and define the process and composition of a selection committee.
  - (iii) ensure that the Chief Executive Officer and Chief of Staff establish an appropriate succession plan for both executive management and Professional Staff leadership.
- (e) Ensure Oversight of Professional Staff
- (i) credential Professional Staff:
    - (A) review the Professional Human Resources Plan annually
    - (B) make the final appointment, reappointment and Privilege decisions; and
    - (C) ensure the effectiveness and fairness of the credentialing process.
  - (ii) ensure quality goals and performance metrics are developed for approval by the Board (using best practices and benchmarks) and monitor indicators of clinical outcomes, quality of service, Patient safety and workplace, utilization and achievement of desired outcomes.

- (iii) receive timely reports from the Chief Executive Officer and Chief of Staff on plans to address variances from performance standards and oversee implementation of the improvement plans.
- (iv) provide oversight of the Professional Staff through and with the Medical Advisory Committee and Chief of Staff.
- (f) Build Relationships
  - (i) build and maintain good relationships with the Corporation's key stakeholders including, without limitation, MOHLTC, LHIN, political leaders, Patients, employees, families, other health service providers, Hospital Auxiliary, the Foundation, donors, and other key stakeholders.
- (g) Ensure Financial and Organizational Viability
  - (i) review the hospital annual planning submission based on the business plan including the operating and capital budget; approve the HSAA; and monitor financial performance against the budget and Performance Indicators.
  - (ii) hold the Chief Executive Officer accountable to develop multi-year financial plans, optimize the use of resources and operate within the HSAA.
  - (iii) review the Corporation financial reporting process, internal controls and business continuity plans annually.
  - (iv) review financial and organizational risks and risk mitigation plans quarterly.
  - (v) review quarterly financial reports and approve the annual audited financial statements.
  - (vi) approve an investment policy and monitor compliance.
- (h) Ensure Board Effectiveness
  - (i) recruit Directors and Non-Director members of Board committees who are skilled, experienced and committed to the Corporation and plan for the succession of Directors and Officers.
  - (ii) establish a comprehensive Board orientation program and ongoing Board education.
  - (iii) establish an annual work plan for the Board and its committees and ensure that the Board receives timely appropriate information to support informed policy formulation, decision-making and oversight.
  - (iv) establish and periodically review policies concerning governance structures and processes to maximize the effective functioning of the Board.
  - (v) establish a process for evaluating the performance of the Board as a whole and of individual Directors that fosters continuous improvement.

- (i) Build and Maintain Positive Relationships with:
  - (i) the MOHLTC and other government Ministries in fulfilling its obligations under provincial policies.
  - (ii) the LHIN in fulfilling the Corporation's HSAA.
  - (iii) partner hospitals, the community care access centre and other health service provider organizations within the LHIN to integrate and co-ordinate Patient care and establish positive working relationships.
- (j) Ensure Effective Communication and Community Relationships
  - (i) establish processes for community engagement to receive public input on material issues.
  - (ii) promote effective collaboration and engagement between the Corporation and its community, particularly as it relates to organizational planning, mission and vision.
  - (iii) establish a web site that shall be used to post Board approved Performance Metrics so as to promote Board accountability and transparency. The information on the web site shall be updated on a regular basis.
- (k) Fund Raising

support the Corporation's Foundation in fund raising initiatives including donor cultivation activities.
- (l) Establish Programs Required under the *Public Hospitals Act*.
  - (i) ensure that an occupational health and safety program, and a health surveillance program are established and require accountability on a regular basis.
  - (ii) ensure that policies are in place to encourage and facilitate organ procurement and donation.

#### **4.08 Responsibilities of Individual Directors**

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

- (a) Adherence to Governance Principles

adhere to the principles of governance set out in section 4.09 and the Corporation's mission, vision and strategic plan.
- (b) Fiduciary Obligations

act honestly and in good faith and make decisions that are in the best interests of the Corporation having regard to all relevant considerations, including but not confined to, considering the impact of the Board's decisions on affected stakeholders including the Patients and communities served, the LHIN, and the Government of Ontario. In instances where the interests of the stakeholders conflict with each other or with the Corporation, the Directors must act in the best interests of the Corporation commensurate with the Corporation's duties as a

responsible, well-intentioned public hospital. The Legislation, the HSAA and the Corporation's objects, mission, vision, values and strategic plan shall be used to guide the Directors' decision as to whether a decision is in the best interests of the Corporation.

(c) Conflict of Interest

comply with the Corporation's Board of Directors Conflict of Interest Policy as prescribed in section 4.11.

(d) Team Work

work positively, cooperatively and respectfully with all members of the Board and the senior leadership team in the performance of his/her duties.

(e) Policy Solidarity

support Board policies and Board decisions.

(f) Formal Dissent

(i) be deemed to have supported the decisions and policies of the Board, whether he/she is present or absent, unless he/she formally record a dissenting view with the Board secretary prior to the approval of the minutes.

(ii) be expected to share his/her perspectives with the Board during Board deliberations particularly when the Director is intending to have his/her dissenting vote formally recorded.

(g) Attendance

be expected to attend all regular meetings of the Board, assigned committees and Board retreats in person.

(h) Standing Committee membership

serve on at least one Board standing committee. In order to develop Director competency in the range of Board responsibilities, elected Directors will be expected to serve on at least three Board standing committees over the course of his/her service as a Director.

(i) Participation

come prepared for Board and Board committee meetings and to participate constructively in all such proceedings.

(j) Competencies

bring expertise and skills which will inform Board discussion and decisions. However, the Elected Directors do not provide formal or professional advice to the Board.

(k) Confidentiality

respect the confidentiality of Board discussions and information.

(l) Education

be expected to participate in initial orientation and on-going Board education events within the Hospital. A Director is also encouraged to undertake other external educational opportunities relating to Board roles and responsibilities.

(m) Evaluation

participate in the evaluation of the performance of the Board as a whole and of his/her performance as a Director.

**4.09 Principles of Governance and Accountability**

(a) The Board governs the Corporation through the direction and supervision of the business and affairs of the Corporation in accordance with its Letters Patent, its By-laws, governance policies and applicable Legislation.

(b) The Board adheres to a model of governance through which it provides strategic leadership and direction to the Corporation by establishing policies, making governance decisions and providing oversight of Performance Metrics.

(c) A Director carries out the powers of office only when acting as a Director during a duly constituted meeting of the Board or one of its appointed bodies. A Director respects the responsibilities delegated by the Board to the Chief Executive Officer.

(d) The Board is accountable to:

(i) its Patients and communities served for:

(A) the quality of the care and safety of Patients;

(B) operating in a fiscally sustainable manner within its resource envelope and utilizing its resources efficiently and effectively to fulfil the Hospital's mission in Patient care, education and research;

(C) engaging the communities served when developing plans and setting priorities for the delivery of health care;

(D) the appropriate use of community/donor contributions to the Hospital.

(ii) the LHIN for:

(A) building relationships and collaborating with the LHIN, other health service providers, and the community to identify opportunities to integrate the services of the local health system for the purpose of providing appropriate, coordinated, effective and efficient services;

(B) ensuring that the Corporation operates in a manner that is consistent with provincial plans, the LHIN's integrated health service plan and its HSAA;

- (C) achieving the Performance Indicators in the HSAA and measuring the Corporation's performance against accepted standards and best practices in comparable organizations;
  - (D) providing an evidence-based business plan in support of requests for resources to meet the Corporation's mission;
  - (E) informing the LHIN, and where appropriate the communities served of any gaps between needs of the communities served and scope of services provided within the LHIN allocation;
  - (F) apprising the LHIN and the communities served of Board policies and decisions which are required to operate within its HSAA;
- (iii) the Government of Ontario, government agencies and institutional partners for:
- (A) compliance with government regulations, policies and directions;
  - (B) implementation of directly mandated programs;
  - (C) implementation of approved capital projects;
  - (D) fulfilment of obligations under formal agreements and grants; and
- (iv) its employees and Professional Staff for a safe workplace environment.

#### **4.10 Public Relations**

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

#### **4.11 Conflict of Interest**

- (a) These Conflict of Interest provisions apply to every individual who is a member of the Board or a Board committee and they apply at meetings of the Board and Board committees.
- (b) Subject to section (c) below, every Director or Board committee member who, either on his/her own behalf or while acting for, by, with, or through another, has any interest, direct or indirect, potential or actual in any proposed matter, contract or transaction with the Hospital shall declare his/her interest and the nature and extent of such interest at a Board meeting or Board committee meeting at which the proposed matter, contract or transaction is the subject of consideration and shall not be present at, or take part in, the deliberations or vote on any question with respect to the proposed matter, contract or transaction, and shall not in any way attempt to influence the voting on any question with respect to the Conflict of Interest. The interests of any Associate of the Director or Board committee member shall be deemed for the purposes of this By-law to be an interest of a Director.
- (c) (i) A Director or Board committee member may have interests with stakeholders/partners of the Hospital that may appear to be a Conflict of Interest. The Board recognizes that where perceived conflicts relate to

non-profit stakeholders/partners that share common goals with the Hospital, the benefits of having such Directors or Board committee members on the Board or its committees might outweigh the potential difficulties relating to the perceived Conflict of Interest.

- (ii) The benefits include:
  - (A) reflection of the operational reality of the inter-relationship that the Hospital has with key stakeholders/partners that is critical to the Hospital achieving its mission and vision; and
  - (B) increased capacity of the Board because it leads to fuller and more informed deliberation on issues that have cross-organizational implications.
- (iii) For reasons reviewed above, notwithstanding provision to the contrary contained in section 4.11(b) of this By-law, where a Director or Board committee member has an actual or perceived Conflict of Interest relating to a not-for-profit stakeholder/partner, the Director or Board committee member shall be entitled to be present at and take part in the deliberations with respect to the proposed matter, contract or transaction but shall not be entitled to vote.
- (d) In the case of a proposed matter, contract or transaction, the Director or Board committee member shall determine the interest at the Board or Board committee meeting during which the question of entering into the matter, contract or transaction is first considered. If the Director or Board committee member is not present at such meeting, or an interest has been acquired after such meeting, the Director or Board committee member shall make a declaration and otherwise comply with section 4.11(b) or (c), as the case may be, at the first meeting of the Board or Board committee attended by the Director or Board committee member after acquiring such interest.
- (e) A Director or Board committee member who has declared an interest in a proposed matter, contract or transaction and who has otherwise complied with section 4.11(a) or (b) shall not be accountable to the Hospital or its creditors for any profit resulting from such matter, contract or transaction. The matter, contract or transaction will not be voidable by reason only of the Director or Board committee member belonging to the Board or its committee or of the fiduciary relationship established thereby.
- (f) Every disclosure of interest under sections 4.11(a)(b) shall be recorded in the minutes of the meeting of the Board or Board committee by the secretary.
- (g) The failure of a Director or Board committee member to comply with section 4.11(a)(b) does not itself invalidate any matter, contract or transaction or the proceedings in respect of any proposed matter, contract or transaction mentioned in section 4.11(a)(b), but the matter, contract or transaction, or the proceedings in respect of any proposed matter, contract or transaction are voidable at the instance of the Hospital.

- (h) Where the number of Directors or Board committee members who, by reason of the provisions of this section, are prohibited from participating in a meeting is such that at that meeting the remaining Directors or Board committee members are not of sufficient number to constitute a quorum, then, notwithstanding any other provision in this By-law, the remaining number of Directors or Board committee members shall be deemed to constitute a quorum, provided such number is not less than three (3).
- (i) Where in the circumstances mentioned in section 4.11(h) above, the remaining Directors or Board committee members who are not prohibited from participating in the meeting number less than three (3), the Chief Executive Officer may apply to a judge on an ex parte basis for an order authorizing the Board or Board committee to give consideration to, discuss and vote on the matter out of which the interest arises.

#### **4.12 Confidentiality**

Every Director, Officer, Board committee member, member of the Professional Staff 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.

### **ARTICLE 5. GUIDELINES FOR NOMINATION OF DIRECTORS**

#### **5.01 Nominations for Election of Directors**

- (a) No later than ninety (90) days before the annual meeting of the Corporation, 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)
  - (i) Nominations for election as Director shall be made by the Board Nominating Committee thirty (30) days prior to the annual meeting, and the Board Nominating Committee, in making such 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.
  - (ii) The Board Nominating Committee shall, in carrying out its responsibilities pursuant to section 5.01, recommend the length of term and skills requirement for each nominee in a manner that will perpetuate Board succession and renewal goals.
- (c) Members shall be entitled to vote for any nominee who is nominated by the Board Nominating Committee.

#### **5.02 Qualifications**

Subject to any other provision of this By-law, no individual may be nominated for election or appointed to fill a vacancy pursuant to section 4.05 unless he/she meets the following criteria:



- (a) No individual shall be qualified to serve as a Director if he/she:
  - (i) is less than 18 years of age;
  - (ii) has been found under the *Substitute Decisions Act, 1992* or under the *Mental Health Act* to be incapable of managing property or has been found to be incapable by any court in Canada or elsewhere; or
  - (iii) has the status of a bankrupt.
- (b) Other than the Ex-Officio Directors, no individual shall be qualified to serve as a Director if he/she:
  - (i) at the time of nomination 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 work 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 (b)(ii) shall be eligible for election or appointment to the Board unless, at the time of nomination or appointment, as the case may be, the Board has passed a special resolution permitting such person to be nominated or appointed.

## **ARTICLE 6. REGULAR AND SPECIAL MEETINGS OF THE BOARD**

### **6.01 Regular Meetings of the Board and Notice**

The Board shall set, by policy, the number and frequency of meetings; provided, however, that there shall be not fewer than four meetings of the Board between successive annual meetings with no more than four months between any two meetings. Notice of all meetings, which may be by e-mail, shall be given by the secretary to the Directors at least twenty-four (24) hours in advance, except for any meeting held immediately following an annual meeting of the Corporation for which no notice is required.

### **6.02 Special Meetings of the Board and Notice**

- (a) The chair may call special meetings of the Board.
- (b) The secretary shall call a special meeting of the Board if three (3) Directors so request in writing.
- (c) Notice of a special meeting of the Board shall specify the purpose of the meeting, may be given by telephone, and shall be given at least twenty-four (24) hours in advance of the meeting.

### **6.03 Board Meetings - Chair**

Board meetings shall be chaired by:

- (a) the chair;
- (b) one of the vice-chairs if the chair is absent; or

- (c) a Director elected by the Directors present if the chair and vice-chair(s) are both absent.

#### **6.04 Attendance at Board Meetings**

- (a) The public, including Corporation personnel, may attend as observers at Board meetings.
- (b) Any member of the public who wishes to address the Board must notify the secretary in writing seven (7) days prior to the Board meeting and must abide by the policy covering public presentations.
- (c) Invitations to address the Board may be extended by the chair through the Chief Executive Officer.
- (d) Notwithstanding any other provision in this By-law, the Board may, at its option and without notice, choose to hold all or any part of a Board meeting *in camera*, if the subject matter under consideration involves:
  - (i) legal or other professional advice;
  - (ii) the disclosure of intimate, personal, financial or disciplinary information in respect of:
    - (A) an employee or prospective employee;
    - (B) a member of the Professional Staff;
    - (C) a Patient; or
    - (D) a Director.
  - (iii) the acquisition or disposal of real estate or any other material assets;
  - (iv) decisions in respect of negotiations with employees of the Corporation or members of the Professional Staff;
  - (v) litigation or potential litigation affecting the Corporation;
  - (vi) material financial or strategic matters that require Board deliberations;
  - (vii) adverse events, sentinel events or any information conducted under the auspices of *Quality Of Care Information Protection Act* related investigations; or
  - (viii) any other matter that the Board determines should be addressed in an *in camera* session.

#### **6.05 Quorum**

A quorum for any meeting of the Board shall be a majority of the elected Directors. No meeting of the Board shall be duly constituted for the transaction of business unless a quorum is present. There will be no representation by proxy at any Board meeting.

## **ARTICLE 7. OFFICERS**

### **7.01 Officers**

- (a) The Board shall elect the following officers at the first meeting immediately following the annual meeting:
  - (i) the chair;
  - (ii) one or more vice-chairs; and
  - (iii) subject to section (c) below, the secretary and treasurer.
- (b) The elected officers shall hold office until successors are elected at the first meeting immediately following the annual meeting of the following year or, in the event of a resignation or other vacancy, until a successor is elected at a special meeting of the Board.
- (c) A person may hold more than one office. The Chief Executive Officer shall be the secretary and may be the treasurer of the Board.
- (d) Ex-Officio Directors shall be ineligible for election as chair or vice-chair.
- (e) Unless otherwise approved by Board resolution, no Director may serve as chair or vice-chair for more than two (2) consecutive years in one office, 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.
- (f) The officers shall be responsible for the duties set forth in the By-laws 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 such duties personally, but they may delegate to others the performance of any or all such duties.
- (g) Any officer shall cease to hold office upon resolution of the Board.

### **7.02 Duties of the Chair**

The chair shall:

- (a) be knowledgeable of corporate governance practices, stay abreast of developments in corporate governance practices of other comparable corporations and lead the adoption of 'best practices' where appropriate to maintain a leadership level of governance practices at the Corporation;
- (b) in collaboration with the Chief Executive Officer and Board committee chairs, establish agendas that are aligned with the Board's roles and responsibilities and annual Board goals and work plan and preside over Board meetings. Facilitate and advance the business of the Board, ensuring that meetings are effective and efficient for the performance of governance work. Utilize a practice of referencing Board policies in guiding discussions in order to support the decision making processes of the Board. Ensure that a schedule of Board meetings is prepared annually;
- (c) in conjunction with the Chief Executive Officer, facilitate the effective and transparent interaction of Board members and senior management;

- (d) in conjunction with the Chief Executive Officer, oversee the provision of adequate and timely information and notice of meetings to the Board;
- (e) ensure, through the Board committees, the appropriateness and quality of the Corporation's organizational performance reporting and benchmarking;
- (f) ensure that the Board monitors agreed upon Performance Metrics at regularly scheduled Board meetings;
- (g) meet proactively with all Directors and seek their feedback on Chief Executive Officer and Chief of Staff performance, Board and Board committee effectiveness and other matters;
- (h) in conjunction with the Nominating Committee, assess performance of Directors collectively and individually and, where applicable, provide individual performance feedback to Directors;
- (i) provide feedback and input to the Board committee chairs on governance and other matters;
- (j) conduct regularly scheduled informal sessions of the Board and call and conduct additional informal sessions, including elected Director only sessions as required and/or requested, and report the results of such meetings to the Chief Executive Officer as appropriate;
- (k) in conjunction with the designated Board committee and the full Board, lead a formal evaluation of the Chief Executive Officer's and Chief of Staff's performance at least annually, and oversee the adequacy of succession plans in place for these roles;
- (l) set a high standard for Board conduct by modelling, articulating and upholding rules of conduct set out in the By-laws and the policies;
- (m) intervene when necessary in instances involving Conflict of Interest, confidentiality and other Board policies;
- (n) serve as the Board's central point of official communication with the Chief Executive Officer and, as such, develop a positive, collaborative relationship with the Chief Executive Officer, including acting as a sounding board for the Chief Executive Officer on emerging issues and alternative courses of action;
- (o) preside at all meetings of the Board and of the Members;
- (p) report to each annual meeting of the Members concerning the operations of the Corporation;
- (q) represent the Corporation at public or official functions;
- (r) ensure that the actions of the Board are in accordance with the Corporation's goals and priorities and the Board's own goals;
- (s) report regularly and promptly to the Board, issues that are relevant to its governance responsibilities;
- (t) be responsible for ensuring that elected Directors who are not discharging their responsibilities in an appropriate manner are removed from the Board;

- (u) be an Ex-Officio member of all Board committees; and
- (v) perform such other duties as may from time to time be determined by the Board.

**7.03 Duties of the Vice-Chair(s)**

The vice-chair(s) shall have all the powers and perform all the duties of the chair in the absence or disability of the chair and perform any other duties assigned by the chair or the Board.

**7.04 Duties of the Treasurer**

The treasurer shall:

- (a) be the custodian of the books of account and accounting records of the Corporation required to be kept by the provisions of the *Corporations Act* or otherwise by law;
- (b) submit a financial report at each regular meeting of the Board indicating the financial position of the Corporation on a timely basis; and
- (c) perform such other duties as may from time to time be determined by the Board.

**7.05 Duties of the Secretary**

The secretary shall:

- (a) attend meetings of the Corporation, the Board and Board committees as required;
- (b) ensure that minutes of all Board and Board committee meetings are circulated to all Directors or Board committee members, as applicable;
- (c) attend to correspondence of the Board;
- (d) prepare and submit all reports required under any applicable federal, provincial or municipal legislation, by-laws or regulation;
- (e) 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;
- (f) keep copies of all testamentary documents and trust instruments by which benefits are given to the use of the Hospital and provide information respecting same to the Office of the Public Guardian and Trustee as required by the *Charities Accounting Act* (Ontario), and at least semi-annually provide an accounting to the Board with respect to all funds held in trust by the Corporation;
- (g) be the custodian of the seal of the Corporation;
- (h) give such notice as required by this By-law or by law of all meetings of the Corporation, the Board and Board committees; and
- (i) perform such other duties as may from time to time be determined by the Board.

**7.06 Indemnification and Insurance**

- (a) No Director or officer shall be liable for any act, receipt, neglect or default of any other Director, officer or employee or for any loss, damage or expense happening

to the Corporation through any deficiency of title to any property acquired by the Corporation or for any deficiency of any security upon which any moneys of the Corporation shall be invested or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person, including any person with whom any moneys, securities or effects shall be deposited, or for any loss, conversion, misappropriation of, or any damage resulting from, any dealings with any moneys, securities or other assets belonging to the Corporation, or for any other loss, damage or misfortune which may happen in the execution of the duties of the Director's or officer's respective office, unless the occurrence is as a result of the Director's or officer's own wilful neglect or default.

- (b) Every Director or officer and his/her heirs, executors, administrators and estates and effects, respectively, shall from time to time and at all times, be indemnified and saved harmless out of the funds of the Corporation from and against:
  - (i) all costs, charges and expenses whatsoever which the Director or officer sustains or incurs in or about any action, suit or proceeding, which is brought, commenced or prosecuted against him/her, for or in respect of any act, deed, matter or thing whatsoever, made, done or permitted by him/her, in or about the execution of the duties of his/her office; and
  - (ii) all other costs, charges and expenses, which he/she sustains or incurs in or about or in relation to the affairs of the Corporation, except the costs, charges or expenses as are occasioned by his/her own wilful neglect or default.
- (c) The indemnity provided for in the preceding section shall be applicable only if the Director or Officer acted honestly and in good faith with a view to the best interests of the Corporation and in the case of a criminal or administrative action or proceeding that is enforceable by a monetary penalty, had reasonable grounds for believing that his/her conduct was lawful.

**ARTICLE 8. CHIEF EXECUTIVE OFFICER, CHIEF OF STAFF AND CHIEF NURSING EXECUTIVE**

**8.01 Chief Executive Officer & Chief of Staff**

- (a) The Chief Executive Officer and Chief of Staff shall be appointed by the Board.
- (b) The Board by resolution may at any time revoke or suspend the appointment of the Chief Executive Officer and the Chief of Staff.

**8.02 Duties of Chief Executive Officer**

- (a) The Chief Executive Officer:
  - (i) shall be the secretary of the Board; and
  - (ii) may be appointed as treasurer of the Board.
- (b) The Chief Executive Officer shall be Ex-Officio a non-voting member of the Board and its committees.

- (c) The Chief Executive Officer shall:
- (i) be responsible for and accountable to the Board for all aspects of the Corporation's operations, all in accordance with the policies established by the Board;
  - (ii) be responsible to the Board, for taking such action as the Chief Executive Officer considers necessary to ensure compliance with the Legislation, the By-laws and the HSAA;
  - (iii) provide the Board with regular assurance that the methodology and data used by management to report performance metrics to the Board and federal and provincial agencies appropriately and accurately reflect the Corporation's performance and provide a reliable basis for Board decision making;
  - (iv)
    - (A) provide leadership to all employees of the Corporation including senior staff; and
    - (B) be responsible for the hiring, evaluation, compensation and termination of all senior executive team members, including without limitation, the Chief Nursing Executive, and all other employees of the Corporation;
  - (v) be responsible for the payment of all salaries and amounts due from and owing by the Corporation which fall within the purview and scope of the approval annual budget, or otherwise as may be established from time to time by resolution of the Board;
  - (vi) report to the Board any matter about which it should have knowledge that may impact on a decision of the Board;
  - (vii) report to the Chief of Staff or appropriate Department Chief:
    - (A) any oversight of clinical practice of the Professional Staff members in the Corporation;
    - (B) any failure of a member of the Professional Staff to act in accordance with the Legislation, or the By-laws, Hospital and Professional Staff policies; and
    - (C) any Patient who does not appear to be making reasonable progress towards recovery or who is not being visited frequently enough by the attending member of the Professional Staff;
  - (viii) collaborate with the Medical Advisory Committee in the provision of quality care by the Professional Staff;
  - (ix) ensure there are appropriate procedures in place for the appointment of the Chief Nursing Executive;
  - (x) approve a process for the participation of the Chief Nursing Executive, nurse managers and staff nurses, staff and other professionals of the Corporation in decision making related to administrative, financial,

operational and planning matters and for the election or appointment of the Chief Nursing Executive, staff nurses or nurse managers and other staff and professionals of the Corporation to those administrative committees approved by the Chief Executive Officer to have a nurse, staff or professional representation;

- (xi) assure that provision is made for the employee health services as required by the Regulations under the *Public Hospitals Act*;
- (xii) except in extenuating circumstances, submit quarterly financial statements to the Board accurately disclosing the financial position of the Corporation for the most recent quarter;
- (xiii) ensure that the investment policy as established by the Board is in place, and monitor compliance with the policy;
- (xiv) appoint the members of the fiscal advisory committee;
- (xv) submit quarterly certificates to the Board in respect of the previous quarter that all employee wages have been paid and all related source deductions have been made and remitted to the proper authorities pursuant to all applicable Legislation;
- (xvi) represent the Corporation externally to the community, government, media and other organizations and agencies;
- (xvii) communicate with related health care agencies to promote co-ordination and/or planning of local health care services;
- (xviii) work with partner hospitals, the community care access centre and other health service provider organizations within the LHIN to integrate and co-ordinate Patient care and establish positive working relationships;
- (xix) establish an organizational structure to ensure accountability of all Departments, Services and staff for fulfilling the mission, vision and strategic plan of the Corporation; and
- (xx) have such other powers and duties as may from time to time be assigned to this office by the Board or as are incident to this office.

### **8.03 Duties of the Chief of Staff**

The duties of the Chief of Staff are set out in Article 19 of this By-law.

### **8.04 Duties of the Chief Nursing Executive**

- (a) The Chief Nursing Executive shall be Ex-Officio a non-voting member of the Board and its committees.
- (b) The employment duties of the Chief Nursing Executive shall be as established from time to time by the Chief Executive Officer.



**ARTICLE 9. COMMITTEES OF THE BOARD**

**9.01 Committees of the Board**

- (a) At the first meeting of the Board following the annual meeting of the Corporation, the Board shall reaffirm the Board committees.
- (b) The Board committees include:
  - a. Finance and Audit;
  - b. Governance;
  - c. Quality and Safety;
  - d. Joint Conference; and
  - e. Medical Advisory.
- (c) The Board's standing and ad hoc committees report to the Board.
- (d) Unless otherwise provided by by-law or Board resolution, the Board shall appoint the chair, the vice-chair (if any) and the members of each Board committee. Each chair and vice-chair of a Board committee shall be a Director. Unless otherwise provided, the chair of the Board shall be an Ex-Officio member of all Board committees.
- (e) The Board may appoint additional members who are not Directors, including Community Members and Advisors to some committees of the Board. Community Members may be appointed for a term not to exceed five (5) years and are entitled to vote at committee meetings. Advisors may be appointed for a term not to exceed two (2) years and are not entitled to vote at committee meetings. The numbers of non-Directors shall not exceed the number of Directors on a Board committee.

**9.02 Committee Terms of Reference**

The functions, duties, responsibilities, composition and mandate of the committees set out in section 9.01 that are not set out in this By-law and of all other committees shall be provided either in the Board Committee Policy approved by the Board from time to time or in the resolution of the Board by which such committee is established.

**9.03 Committee Procedure**

- (a) The quorum shall be a majority of voting members of the committee. Non-voting members shall not count towards quorum.
- (b) The Board may at any meeting appoint and prescribe the duties of any ad hoc committee and name the chair and vice-chair (if any) of each ad hoc committee.
- (c) The Board may by resolution dissolve any standing or ad hoc committee at any time other than the Medical Advisory Committee.
- (d) Meetings of the respective committees shall be held at the call of the respective committee's chair.

- (e) On an annual basis, the standing and ad hoc committees of the Board shall establish goals and objectives that are aligned with the Corporation's strategic plan and key corporate priorities.
- (f) The Board shall assign to the respective standing and ad hoc committees responsibility for the oversight of specified Performance Metrics.
- (g) The Chief Executive Officer, in consultation with the chair and respective committee chair, shall annually identify staff resources required by the respective committee.
- (h) The term of reference and performance of the standing and ad hoc committees of the Board shall be evaluated on a yearly basis.
  - (i) A committee may delegate a portion of its responsibilities to a subcommittee.
  - (ii) Board committee meetings shall be closed unless a motion is made to open the meeting to the public. The Board's approved policy on guest attendance shall govern guests' rights to attend and participate in open meetings unless the committee has approved a specific committee attendance policy. Board committee reports and recommendations to the Board will be made in the open Board meeting with the exception of those matters which are defined as "In-Camera" in the Board policy on in-camera sessions.
- (i) The Board may in its absolute discretion remove any committee member from a committee.

## **ARTICLE 10. FINANCIAL/RECORDS**

### **10.01 Books and Records**

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

### **10.02 Retention of Written Statements**

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

### **10.03 Authorized Signing Officers**

- (a) Any two of the chair, vice-chair(s), Chief Executive Officer, Chief Financial Officer or such person or persons who may be authorized from time to time by resolution of the Board, are hereby authorized for and in the name of the Corporation 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) Sale, mortgage, hypothecation or other disposition of real property of the Corporation shall only be made as authorized by special resolution (as defined in the *Corporations Act*).

- (c) The Board may authorize signing officers on behalf of the Corporation, additional to or other than as provided in section 10.03(a) above, and will institute and effect such internal audit procedures as it shall determine in consultation with the auditors of the Corporation.

#### **10.04 Day to Day Operation**

Contracts, agreements, orders and capital equipment purchases for the operation of the Hospital, specifically included in the budget approved by the Board or otherwise approved by the Board, and involving costs or liability of amounts established by the resolution of the Board, may be signed on behalf of the Corporation by the Chief Executive Officer or Chief Financial Officer or such additional persons as may be authorized by Board policy.

#### **10.05 Banking and Borrowing**

- (a) The banking business of the Corporation or any part thereof shall be transacted with such banks, trust companies or other financial institutions as the Board may determine from time to time.
- (b) Any two of the chair, vice-chair(s), Chief Executive Officer, Chief Financial Officer or such person or persons who may be authorized from time to time by resolution of the Board, are hereby authorized for and in the name of the Corporation:
  - (i) to draw, accept, sign and make all or any bills of exchange, promissory notes, cheques and orders for payment of money;
  - (ii) to receive all monies and to give acquaintance for the same;
  - (iii) subject to the approval of the Board, to assign and transfer to a bank all or any stocks, bonds and other securities;
  - (iv) subject to the approval of the Board, from time to time to borrow money from, and, if applicable, grant security in connection therewith to, a bank and to enter into such credit, security and other agreements as may be incidental thereto; and
  - (v) generally, for and in the name and on behalf of the Corporation, to transact with the said bank any business they may think fit.
- (c) The Chief Executive Officer, Chief Financial Officer or designate, or any other person as may from time to time be designated by the Board is hereby authorized or may be authorized on behalf of the Corporation:
  - (i) to negotiate with, deposit with, endorse or transfer to a bank, but for the credit of the Corporation only, all or any bills of exchange, promissory notes, cheques, or orders for the payment of money and other negotiable paper;
  - (ii) from time to time to arrange, settle, balance and certify all books and accounts between the Corporation and the Corporation's bank;
  - (iii) to receive all paid cheques and vouchers; or

- (iv) to sign the bank's form of settlement of balances and release.

**10.06 Seal**

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

**10.07 Investments**

The Board may make any investments which are authorized by the Corporation's investment policy and shall ensure that such investment policy ensures that trust funds are invested in accordance with the *Trustee Act*.

**10.08 Endowment Benefits**

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 the Corporation's investment policy.

**10.09 Auditor**

- (a) The Corporation shall at its annual meeting appoint an auditor who shall not be a member of the Board or an Officer or employee of the Corporation or a partner or employee of any such person, and who is duly licensed under the *Public Accountancy Act* to hold office until the next annual meeting of the Corporation, provided that the Board may fill any casual vacancy in the office of auditor.
- (b) The auditor shall have all the rights and privileges as set out in the *Corporations Act* and shall perform the audit function as prescribed therein.
- (c) In addition to making the report at the annual meeting of the Corporation, the auditor shall from time to time report through the Audit Committee to the Board on the audit work with any necessary recommendations.
- (d) The Board shall fix the remuneration of the auditor.

**ARTICLE 11. PROGRAMS**

**11.01 Occupational Health and Safety Program**

- (a) There shall be an Occupational Health and Safety Program for the Corporation.
- (b) The program referred to in section (a) above shall include procedures with respect to:
  - (i) a safe and healthy work environment in the Hospital, including without limitation, the prevention of Disruptive Behaviour;
  - (ii) the safe use of substances, equipment and medical devices in the Hospital;
  - (iii) safe and healthy work practices in the Hospital;
  - (iv) the prevention of accidents to persons on the premises of the Hospital; and
  - (v) the elimination of undue risks and the minimizing of hazards inherent in the Hospital environment, including the risks to staff.

- (c) The person designated by the Chief Executive Officer to be in charge of occupational health and safety in the Hospital shall be responsible to the Chief Executive Officer for the implementation of the Occupational Health and Safety Program.
- (d) The Chief Executive Officer shall report to the Board at least semi-annually on matters in respect of the Occupational Health and Safety Program.

**11.02 Health Surveillance Program**

- (a) There shall be a Health Surveillance Program for the Corporation in accordance with the regulations under the *Public Hospitals Act*.
- (b) The program referred to in section (a) above shall:
  - (i) be in respect of all persons carrying on activities in the Hospital; and
  - (ii) include an communicable disease surveillance program which shall monitor and respond to the Patient Safety Indicators.
- (c) The person designated by the Chief Executive Officer to be in charge of health surveillance in the Hospital shall be responsible to the Chief Executive Officer for the implementation of the Health Surveillance Program.
- (d) The Chief Executive Officer shall report to the Board as necessary on matters in respect of the Health Surveillance Program.

**ARTICLE 12. ORGAN DONATION**

**12.01 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:

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

**ARTICLE 13. AUXILIARY**

**13.01 Authorization**

The Board may sponsor the formation of an auxiliary as it deems advisable.

**13.02 Purpose**

Such auxiliary shall be conducted with the advice of the Board for the general welfare and benefit the Patients treated in the Hospital and of the Corporation.

**13.03 Control**

The auxiliary shall elect its own officers and formulate its own by-laws, but at all times the by-laws, objects and activities of each such auxiliary shall be subject to review and approval by the Board.

#### **13.04 Auditor**

Each unincorporated auxiliary shall have its financial affairs reviewed by an auditor for purposes of assuring reasonable internal control.

### **ARTICLE 14. PURPOSE OF PROFESSIONAL STAFF BY-LAWS**

#### **14.01 Purpose of the Professional Staff By-laws**

Pursuant to the Board's obligations under the *Public Hospitals Act* and the Hospital Management Regulation, the Board has set out in the Professional Staff By-laws the following:

- (a) the structure of the Professional Staff organization that defines responsibility, authority and accountability of every component and that is designed to ensure that each Professional Staff member exercises responsibility and authority commensurate with the member's contribution to Patient care and safety, treatment and diagnosis and fulfills like accountability obligations;
- (b) a mechanism for accountability to the Board and as appropriate for Patient care and workplace safety, and professional and ethical behaviours of each Professional Staff member;
- (c) the process for the selection of the Chief of Staff (as per Board policy), Department Chiefs and Heads of Service, and for the election of the Professional Staff Association officers;
- (d) a quality assurance system to monitor the professional care rendered to Patients by Professional Staff members; and
- (e) a Professional Staff Association structure that will advocate the interests of and support the rights and privileges of the Medical Staff as provided herein.

### **ARTICLE 15. APPOINTMENT AND REAPPOINTMENT TO PROFESSIONAL STAFF**

#### **15.01 Appointment to the Professional Staff**

- (a) A person (also referred to as "Applicant") who wishes to practise at the Corporation will participate in the appointment process as set out herein.
- (b) The Board, after considering the recommendations of the Medical Advisory Committee, shall appoint annually a Medical Staff and may appoint a Dental Staff, Midwifery Staff and the non-employed members of the Extended Class Nursing Staff for the Corporation and shall grant such privileges as it deems appropriate to each Professional Staff member so appointed.
- (c) All new appointments will be contingent upon an Impact Analysis demonstrating that the Corporation has the resources to accommodate the Applicant and that the Applicant meets the needs of the respective Department as described in the Professional Human Resources Plan.

- (d) The Board may, at any time, make, revoke or suspend any appointment to the Professional Staff or restrict the privileges of any member of the Professional Staff in accordance with the provisions of this By-law and the *Public Hospitals Act*.

#### **15.02 Application for Appointment to the Professional Staff**

- (a)
  - (i) An application for appointment to the Professional Staff will be processed in accordance with the provisions of the *Public Hospitals Act*, this By-law, and the Hospital and Professional Staff policies.
  - (ii) For greater certainty, applications for privileges relating to a service that the Hospital has ceased or ceases to provide pursuant to section 44 of the *Public Hospitals Act* shall not be considered and shall not be subject to the procedure for processing applications for Professional Staff appointments set out in section 15.04.
- (b) The Chief Executive Officer will supply a copy of, or information on how to access, the prescribed application, this By-law, the applicable Hospital and Professional Staff policies, the mission, vision, values and strategic plan of the Hospital and the *Public Hospitals Act* to each Applicant who expresses in writing an intention to apply for appointment to the Professional Staff.
- (c) Each Applicant for membership to the Professional Staff will submit on the prescribed forms a written application to the Chief Executive Officer together with such releases, consents and undertakings that will enable the Corporation to fully investigate the qualifications and suitability of the Applicant.
- (d) Each Applicant must provide the following:
  - (i) confirmation by the Applicant that the Applicant has read this By-law, the applicable Hospital and Professional Staff policies, the mission, vision, values and strategic plan of the Hospital and the *Public Hospitals Act* that were included in the application;
  - (ii) an undertaking to complete the application in a candid, honest, thorough and accurate manner;
  - (iii) an undertaking that, if the Applicant is appointed to the Professional Staff, the Applicant will provide the services to the Corporation as stipulated in the application including “on-call” responsibilities, and will act in accordance with the *Public Hospitals Act*, and with this By-law, the Corporation’s mission, vision, values and strategic plan, and the Hospital and Professional Staff policies, as established or revised by the Corporation from time to time;
  - (iv) an undertaking by the Applicant to participate in any orientation offered by the Hospital for new members of the Professional Staff;
  - (v) an acknowledgement by the Applicant that:
    - (A) the failure of the Applicant to provide the agreed upon services as stipulated in the application in accordance with applicable

Legislation, this By-law and the Hospital and Professional Staff policies will constitute a breach of the Applicant's obligations to the Corporation, and the Corporation may, upon consideration of the individual circumstances, remove access by the Applicant to any and all of the Corporation's resources, or take such actions as are reasonable, in accordance with this By-law and the Hospital and Professional Staff policies;

- (B) the failure of the Applicant to comply with the undertaking set out in section 15.02(d)(iii) may result in the Applicant's privileges being restricted, suspended or revoked or the Applicant being denied reappointment and may, depending on the circumstances, be a matter which is reportable to the College. Any such actions by the Corporation will be in accordance with the applicable Legislation, this By-law and the Hospital and Professional Staff policies; and
  - (C) a copy of the Applicant's curriculum vitae and any other documents or information provided or disclosed to the Corporation by the Applicant or any other party as a result of the application for appointment to the Professional Staff shall be shared, as appropriate, with other health service providers who may be participating in a joint credentialing process;
- (vi) evidence of professional liability insurance coverage or membership in the Canadian Medical Protective Association, or equivalent, satisfactory to the Board, including a record of the Applicant's past medical/legal claims history, including settlements, any of which may be subject to verification;
  - (vii) a copy of the Applicant's current Ontario Certificate of Registration (or equivalent);
  - (viii) an up-to-date curriculum vitae, including a record of the Applicant's professional education and post-graduate training, acceptable to the Credentials Committee and a complete chronology of academic and professional career, organizational positions and committee memberships;
  - (ix) a current Certificate/Letter of Professional Conduct or Letter of Standing from the College and a signed consent authorizing the College to provide a detailed report on:
    - (A) any action taken by any committee of the College or the Registrar;
    - (B) any report received pursuant to section 33 of the *Public Hospitals Act* or sections 85.2 or 85.5 of the *Health Professions Procedural Code*, Schedule 2 to the *Regulated Health Professions Act*; and
    - (C) any other reports received from another hospital or health care facility;
  - (x) A recital and description of pending, ongoing or completed:
    - (A) College:



- a) proceedings before the Discipline Committee or Fitness to Practice Committee including any resolutions short of a hearing;
- b) dispositions of a complaint or report by the Inquiries, Complaints and Reports Committee other than no further action or dismissal;
- c) investigations or inquiries, including a review by the Quality Assurance Committee (“QAC”) other than random peer reviews or age-triggered reviews and the status or outcome of such investigations or inquiries; and
- d) assessments by the QAC where the Applicant’s knowledge, skill and/or judgment have been found to be unsatisfactory and have resulted in action by the QAC and the status or outcome of such investigations or inquiries,

at or by the College or any other regulatory/governing body in any jurisdiction and its equivalent committees, including any matters that are being appealed; and

(B) Hospital/Facility:

- a) proceedings for professional misconduct, incompetence or incapacity;
- b) investigations and performance reviews;
- c) voluntary or involuntary restriction or resignation of privileges during the course of an investigation into competence, negligence or conduct; and
- d) privileges disputes or proceedings regarding appointment, reappointment, change of privileges, or mid-term suspension or revocation of privileges;

by or with another hospital or health care facility, including any matters that are being appealed;

- (xi) information regarding the Applicant’s failure to obtain any professional license or Certification, Fellowship, professional academic appointment or privileges at any other hospital or health care facility, including any reduction in classification or voluntary or involuntary resignation of privileges at any other hospital or health care facility;
- (xii) evidence of current immunization status as suggested in the Communicable Disease Surveillance Protocols jointly published by the Ontario Hospital Association and the Ontario Medical Association or as required by law, and if applicable, upon request, evidence of current training in respect of the Corporation’s emergency preparedness;
- (xiii) the name of the Department(s) to which the application is being made;

- (xiv) a completed “Delineation of Privileges” form for each Department to which the Applicant wishes privileges;
- (xv) information regarding the Applicant’s health, including any impairments, medical conditions, diseases or illnesses that the Applicant objectively believes may:
  - (A) impact on the Applicant’s ability to practice; or
  - (B) expose Patients and/or employees to undue risk of harm,

as well as the date of the Applicant’s last examination, the name of the treating health professional and an authorization to the treating health professional to release relevant information to the Corporation.

Any information provided by the Applicant’s treating Physician to the Chief of Staff (or designate) will not become part of the Applicant’s credentialing file and will not be provided to the Credentials Committee unless the Chief of Staff agrees with the Applicant’s assessment and the Applicant agrees to the release of the information to the Credentials Committee. In the event that the Applicant refuses to authorize the Chief of Staff to release the information to the Credentials Committee, the Applicant will be deemed to have withdrawn the application for appointment;

- (xvi) information regarding criminal investigations, charges or convictions and a copy of a Canadian Police Information Centre (“CPIC”) criminal record check, including a vulnerable sector search, conducted within the last six months;
- (xvii) information of any civil suit where there was a finding of professional negligence or battery against the Applicant;
- (xviii) a release in favour of the Chief Executive Officer, Chief of Staff and Chief of Department or their respective delegates enabling any one of them to contact any professional licensing authorities, or any previous hospitals or health facilities or educational institutions where the Applicant has provided services or received training for the purposes of conducting a reference check, such consent and release to authorize any medical licensing authority and/or administrator and/or person in a position of authority at any hospital, health facility or educational institution to provide any information relating to any of the above matters including any of the matters identified in section (x) above.
- (xix) a signed authorization to any applicable hospital, health care facility or regulatory body to the release of information relating to any of the items listed above;
- (xx) such additional information relating to the provision of medical services, professional conduct or Disruptive Behaviour as from time to time the Medical Advisory Committee may recommend and/or the Board approves;
- (xxi) an undertaking, in writing, that:

- (A) the Applicant understands the requirements for accepting clinical and administrative responsibilities as requested by the Board following consultation with the Medical Advisory Committee or Department Chief;
  - (B) if appointed, the Applicant will act in accordance with the Legislation relating to hospital practice, and abide by and be guided by the requirements set out in this By-laws and the Hospital and Professional Staff policies, and will act in accordance with ethical standards of the profession;
  - (C) if appointed, the Applicant will abide by the Corporation's Hospital and Professional Staff policies as related to confidentiality of Patient information and corporate matters. No Professional Staff member will make statements on behalf of the Corporation to the news media or public without the express authority of the Chief Executive Officer or delegate; and
  - (D) if appointed, the Applicant will provide the Chief of Staff with written notice of the Professional Staff member's intention to resign or reduce their privileges. A failure to provide the required notice may result in the Department Chief notifying the College that the Professional Staff member has failed to comply with the By-laws and a notation of the breach of the By-laws will be noted in the Professional Staff member's file.
- (e) In addition to any other provisions of this By-law, the Board may refuse to appoint any Applicant to the Professional Staff on any of the following grounds:
- (i) the appointment is not consistent with the need for service, as determined by the Board from time to time;
  - (ii) the Professional Human Resources Plan of the Corporation and/or Department does not demonstrate sufficient resources to accommodate the Applicant;
  - (iii) the appointment is not consistent with the strategic plan of the Corporation;
  - (iv) the Applicant was not considered the best qualified Applicant for the position available; and
  - (v) the Applicant has not demonstrated an ability to fulfill all of the criteria for appointment as set out in section 15.03.
- (f) Each Applicant shall, where requested, visit the Corporation for an interview with the Department Chief and, where appropriate, other members of the Professional Staff, the Chief of Staff and the Chief Executive Officer or his/her delegate.

### **15.03 Criteria for Appointment to the Professional Staff**

- (a) Each Applicant for appointment to the Professional Staff must be a registrant in good standing of the College.

- (b) Applicants practising in a specialty recognized by the Royal College must:
  - (i) have certification by the Royal College:
    - (A) by way of examination; or
    - (B) academic equivalency; or
    - (C) having successfully completed a non-Canadian, Royal College approved residency program, specialty examination and specialty certification, or
  - (ii) at the discretion of the Board upon the advice of the Medical Advisory Committee and the recommendation of the Credentials Committee, an Applicant who has a restricted Certificate of Registration from the College of Physicians and Surgeons issued under the College's restricted Certificates of Registration policy must have at all times complied and must continue to comply with any terms, condition or preconditions attached to that College Certificate of Registration.
- (c) Each time a Professional Staff member writes his/her College exams, he/she shall report the outcome to the Chief of the Department in which he/she is appointed. A copy of the results should be sent to the Credentials Committee to form part of the Credentials file. At any time should a Professional Staff member not be successful in passing the exam, whether or not he/she continues to be eligible to rewrite the exams, a review of his/her appointment will be triggered, which may result in a recommendation that his/her appointment be revoked.
- (d) An Applicant who is expected to participate in Patient care will have demonstrated the ability to provide Patient care at an appropriate level of quality and efficiency.
- (e) The Department Chief, Credentials Committee and the Medical Advisory Committee will judge an Applicant by:
  - (i) his/her demonstrated ability to work and co-operate with and relate to others in a collegial and professional manner;
  - (ii) his/her demonstrated ability to communicate and relate appropriately with Patients and Patients' relatives;
  - (iii) his/her willingness to participate in the discharge of staff, committee and responsibilities and obligations appropriate to membership category;
  - (iv) if applicable, his/her interest and aptitude towards clinical activities;
  - (v) his/her ethical performance and/or behaviour; and
  - (vi) the Applicant's continuing medical education, which must be acceptable to the Credentials Committee.
- (f) The Department Chief, Credentials Committee and the Medical Advisory Committee may consider the Applicant's complete credentials file from initial application to the present in making their assessment of the Applicant.

- (g) The Applicant must agree in writing to accept the mission, vision and strategic plan of the Corporation and to abide by the *Public Hospitals Act* and its Regulations, this By-law and the Hospital and Professional Staff policies.
- (h) The Applicant must indicate to the Credentials Committee adequate control of any significant physical or behavioural impairment that affects skill, attitude or judgement and that, pursuant to section 15.02(d)(v) was disclosed to the Credentials Committee by the Chief of Staff (or designate).
- (i) All appointments will be consistent with community need and the mission, vision and strategic plan of the Corporation.
- (j) Prior to forwarding an application to the Credentials Committee, all new appointments will be contingent upon an Impact Analysis demonstrating that the Corporation has the resources to accommodate the Applicant and that the Applicant meets the needs of the respective Department as described in the Professional Human Resources Plan.
- (k) The Applicant will provide evidence of membership in the Canadian Medical Protective Association, or evidence of individual liability insurance coverage comparable to the above, any of which is subject to verification.

#### **15.04 Procedure for Processing Applications for Professional Staff Appointments**

- (a) Upon receipt of a complete application, the Chief Executive Officer shall deliver each original application forthwith to the Medical Advisory Committee through the Chief of Staff, who shall keep a record of each application received and then refer the original application forthwith to the Chair of the Credentials Committee with a copy to the Chief of the relevant Department.
- (b) The Credentials Committee will assess each application together with the qualifications and experience of the Applicant and, where applicable, the Applicant's complete credentials file. The Credentials Committee will make a written report to the Medical Advisory Committee, having given consideration to the recommendation of the Head of the relevant Department. The Credentials Committee will:
  - (i) review the application to ensure that it contains all the information required under section 15.02 of this By-law;
  - (ii) take into consideration whether the criteria set out in section 15.03 of this By-law has been complied with; and
  - (iii) include a recommendation to the Medical Advisory Committee to appoint, not appoint, or appoint the Applicant subject to specified conditions.
- (c) (i) Subject to section (ii) below and section 15.04(e)(ii), the Medical Advisory Committee will receive and consider the application and report of the Credentials Committee and send its recommendation in writing to the Board within sixty (60) days of the date of receipt by the Chief Executive Officer of the completed application, as outlined in the *Public Hospitals Act*. The Medical Advisory Committee may make its recommendation to the Board no later than sixty (60) days after the receipt

of the completed application if, prior to the expiry of the sixty (60) day period, it indicates in writing to the Board and the Applicant that a final recommendation cannot yet be made, includes written reasons for the delay, and specifies a date, stage or event, as applicable, by which it intends to make its final recommendation.

- (ii) Upon notice of deferral under section (i) above, if no request is made for a hearing, the Applicant shall be deemed to have waived the sixty (60) day response time contained in section (i) above.
- (d) In the event that the recommendation of the Medical Advisory Committee is deferred, the Medical Advisory Committee is entitled to consider any additional information relevant to the Applicant's application that comes to its attention up to and including the date on which the Medical Advisory Committee's recommendation is made to the Board, provided the relevant documentation regarding such information is provided to the Applicant pursuant to section 18.01(d).
- (e) The Medical Advisory Committee shall give written notice to the Board of its recommendation. In the event that the recommendation is prejudicial to the Applicant, the Applicant will be given written notice that the Applicant is entitled to:
  - (i) written reasons for the recommendation, provided the request for such reasons is made within seven (7) days of the receipt by the Applicant of the notice of the recommendation; and
  - (ii) a hearing before the Board, provided the request for such a hearing is received by the Board and the Medical Advisory Committee within seven (7) days of the receipt by the Applicant of the written reasons. The procedures to be followed at such a hearing are outlined in section 18.02 of this By-law with necessary changes to points of detail.
- (f) Where the Medical Advisory Committee has concerns or concerns are raised about whether to recommend an appointment, the Medical Advisory Committee may, acting in its absolute sole discretion, provide the Applicant with written notice that the Applicant is entitled to attend a meeting of the Medical Advisory Committee to make a presentation to the Medical Advisory Committee. The procedures to be followed at such a meeting are outlined in sections 18.01 and 18.02 of this By-law.
- (g) Where the Applicant does not require a hearing by the Board, the Board may implement the recommendation of the Medical Advisory Committee. However, where the Medical Advisory Committee makes a recommendation with respect to an appointment and:
  - (i) the Applicant has not made any written or oral submissions to the Board, and concerns are raised that the Board believes the Applicant should have an opportunity to address, the Board may, acting in its absolute sole discretion, give the Applicant notice that he/she is entitled to a Board

hearing and shall follow the process set out in section 18.02 of this By-law with the necessary changes to points of detail; or

- (ii) information that has not been considered by the Medical Advisory Committee has come to the attention of the Board that the Board believes should be considered by the Medical Advisory Committee prior to the Board acting on the Medical Advisory Committee's recommendation, the Board may refer the new information back to the Medical Advisory Committee for consideration, with the Medical Advisory Committee to provide a reconsidered recommendation to the Board with respect to the appointment. The Applicant shall be given notice of the reconsidered recommendation as outlined in this section and entitled to a meeting and the process set out in sections 18.01 and 18.02 of this By-law with necessary changes to points of detail.

#### **15.05 Reappointment to the Professional Staff**

- (a)
  - (i) Paragraphs 15.02(a) and (c) shall apply to applications for reappointment with necessary changes to points of detail.
  - (ii) The Chief Executive Officer shall provide the Professional Staff member with any updates or amendments to the documentation listed in section 15.02(b) implemented since the date of the Professional Staff member's most recent application.
- (b) The Professional Staff member's application for reappointment shall contain the following:
  - (i)
    - (A) A restatement or confirmation of the undertakings, acknowledgements, authorization and releases requested as part of the application for appointment set out in this By-law and/or the Hospital and Professional Staff policies;
    - (B) Evidence of:
      - a) professional liability insurance coverage or membership in the Canadian Medical Protective Association, or equivalent, satisfactory to the Board, including a record of the Applicant's past medical/legal claims history including settlements, any of which may be subject to verification; and
      - b) current immunization status as suggested in the Communicable Disease Surveillance Protocols jointly published by the Ontario Hospital Association and the Ontario Medical Association or as required by law and, if applicable, upon request, evidence of current training in respect of the Corporation's emergency preparedness; and
    - (C) the name of the Department(s) to which the application is being made;

- (ii) a current Certificate/Letter of Professional Conduct or Letter of Standing from the College and a signed consent authorizing the College to provide a detailed report on:
  - (A) any action taken by any committee of the College or the Registrar;
  - (B) any report received pursuant to section 33 of the *Public Hospitals Act* or sections 85.2 or 85.5 of the *Health Professions Procedural Code*, Schedule 2 to the *Regulated Health Professions Act* (Ontario); and
  - (C) any other reports received from another hospital or health care facility;
- (iii) either:
  - (A) a declaration that all information relating to sections 15.02(d)(vi), (x), (xi), (xiii), (xv), (xvi), and (xvii) on file at the Corporation from the Professional Staff member's most recent application is up-to-date, accurate and unamended as of the date of the current application; or
  - (B) a description of all material changes to the information requested in sections 15.02(d)(vi), (x), (xi), (xiii), (xiv), (xv), (xvii) and (xviii) on file at the Corporation since the Professional Staff member's most recent application;
- (iv) a report from the Department Chief reviewing the Professional Staff member's performance for the past year, which report shall contain, if available and applicable, information and evidence relating to the Applicant's:
  - (A) change to his/her responsibilities or role within the Department;
  - (B) meeting the standard for continuing professional development recognized by the College of Family Physicians or Royal College as applicable;
  - (C) demonstration of professional attitudes and behaviours including communication skills;
  - (D) record of all documented Patient and staff complaints during the past year relating to the Applicant's quality of care and/or impact on workplace safety;
  - (E) ability to work in a collegial and professional manner;
  - (F) compliance with reasonable "on-call" responsibilities;
  - (G) willingness to participate in the discharge of staff obligations and any committee obligations as appropriate to membership group;
  - (H) quality of medical care, diagnosis and treatment performance including, but not limited to, complications, infection rate,



mortality rates and any indications of performance that are available to the Department Chief;

- (I) discharge of responsibilities which may include but are not limited to clinical care;
  - (J) ability to supervise staff and medical trainees as relevant;
  - (K) monitoring of Patients, together with evidence of appropriate and completed clinical record documentation;
  - (L) appropriate use of Corporation's resources;
  - (M) demonstrated ability to communicate satisfactorily in English both orally and in writing;
  - (N) adequate training and experience for the privileges requested on the Applicant's application for reappointment;
  - (O) evidence of professional practice protection coverage satisfactory to the Board;
  - (P) compliance with the *Public Hospitals Act*, this By-law and the Hospital and Professional Staff policies; and
  - (Q) such other information that the Board may require, from time to time, having given consideration to the recommendation of the Medical Advisory Committee.
- (v) Where the Department has a Service of which the Applicant is a member, the Head of a Service shall make a recommendation to the Department Chief, which recommendation shall be considered by the Department Chief in his/her report.
- (vi) The Department Chief or delegate shall, at least every third year, conduct a 360 degree performance evaluation of the Applicant by canvassing senior management, nursing staff, and other Corporation staff regarding whether they have any concerns about the Applicant's quality of care, behaviour, or ability to comply with the Hospital and Professional Staff policies that may impact the reappointment of the Applicant. The 360 degree performance evaluations are applicable to those staff members who hold Associate Staff or Active Staff Privileges and as otherwise determined by the Department Chief, Chief of Staff or the Medical Advisory Committee.
- (c) Any application for reappointment in which:
- (i) the Professional Staff member requests a change to his/her Professional Staff category and/or privileges and/or responsibilities; and
  - (ii) the Department Chief believes that such a change is likely to:
    - (A) increase demand on Corporation's resources from the previous year; or

- (B) decrease the services that the Corporation is able to provide to its Patients,

shall be identified by the Credentials Committee, which shall inform the Medical Advisory Committee, on the impact, if any, of the requested change.

- (d) The Board may, in accordance with the *Public Hospitals Act*, this By-law and the Hospital and Professional Staff policies:

- (i) refuse to reappoint any member to the Professional Staff;
- (ii) reduce, change or alter the Professional Staff member's Privileges;
- (iii) attach specific conditions to the Professional Staff member's Privileges;

on any ground, including, but not limited to, the following:

- (A) the Department, based on its Professional Human Resources Plan, Impact Analysis and strategic plan, has decided that the Corporation does not have sufficient resources; or
- (B) the Department, based on its Impact Analysis and strategic plan, has decided to reallocate resources to optimize Patient access and/or care; or
- (C) the Department Chief's recommendation contained in his/her report, which reviews the Professional Staff member's performance for the previous year (section 15.05(b)(iv)); or
- (D) the Hospital ceases to provide a service pursuant to section 44 of the *Public Hospitals Act* and the Board considers it necessary or advisable.

- (e) The Professional Staff member shall forward to the Chief Executive Officer (or delegate) a copy of the application. Thereafter, the procedure followed shall be the same procedure as set out in section 15.04 of the By-laws with necessary changes to points of detail.

- (f) Where a Professional Staff member has applied for reappointment within the time prescribed by the Medical Advisory Committee, the current appointment shall continue:

- (i) unless section 15.05(f)(ii) applies, until the reappointment is granted or not granted by the Board; or
- (ii) in the case of a member of the Medical Staff and where the reappointment is not granted by the Board and there is a right of appeal to the Health Professions Appeal and Review Board, until the time for giving notice of a hearing by the Health Professions Appeal and Review Board has expired or, where a hearing is required, until the decision of the Health Professions Appeal and Review Board has become final.

#### **15.06 Leave of Absence**

- (a) Subject to section (e) below, when a member of the Professional Staff temporarily ceases to practice for three (3) months or more, application for a leave of absence

from the Professional Staff may be made. Such application, stating the effective dates and reasons, shall be made at least sixty (60) days in advance to the Chief of Department and the Chief Executive Officer who in turn shall forward the application to the Medical Advisory Committee for consideration at its next regular meeting.

- (b) The application shall include written confirmation from the Chief of Department that the leave of absence will not negatively impact the Department's ability to meet its responsibilities to deliver hospital services including on-call responsibilities. The application shall also provide plans to address how service coverage shall be maintained during the leave of absence.
- (c) The Medical Advisory Committee shall make its recommendation to the Board. The Board may grant or refuse the request for a leave of absence after considering the recommendations of the Medical Advisory Committee.
- (d) If such leave of absence is granted, the Professional Staff member may make application for re-appointment to the Professional Staff upon his/her return in accordance with this By-law and, in such event, the Board may waive the usual requirement that the applicant apply to the Associate Medical Staff, after considering the recommendations of the Medical Advisory Committee.
- (e) Notwithstanding other provisions contained in this By-law, in the event:
  - (i) of maternal or paternal leave, then the leave of absence may be for a period of up to twelve (12) months; or
  - (ii) of a medical leave, then the leave of absence may be for a period of up to twelve (12) months.

## **ARTICLE 16. NON-IMMEDIATE MID-TERM ACTION**

### **16.01 Initiation of Non-Immediate Mid-Term Action**

- (a) Mid-term action may be initiated wherever the Professional Staff member is alleged to have engaged in, made or exhibited acts, statements, demeanour, behaviours or professional conduct, either within or outside of the health care facilities, and the same:
  - (i) exposes, or is reasonably likely to expose Patients, employees or any other persons in the Corporation to harm or injury; or
  - (ii) is, or is reasonably likely to be, detrimental to Patient safety or to the delivery of quality Patient care within the Corporation; or
  - (iii) is, or is reasonably likely to constitute Disruptive Behaviour; or
  - (iv) results in the imposition of sanctions by the College; or
  - (v) is contrary to the By-law, Hospital and Professional Staff policies, the *Public Hospitals Act*, or any other relevant law of Canada or Ontario; or
  - (vi) creates, or is likely to create, damage to the reputation of the Hospital.

- (b) Where information is provided to any one of the Chief Executive Officer, Chief of Staff or Department Chief which raises concerns about any of the matters in section 16.01(a), the information shall be reduced to writing along with any supporting documentation and shall be directed to the Chief Executive Officer or delegate, Chief of Staff or Department Chief.
- (c) If any of the Chief Executive Officer, Chief of Staff or Department Chief receives any information which raises concerns about any of the matters in section 16.01(a), the recipient shall inform the other individual(s) and forthwith provide the individual(s) with a written report of the information together with any supporting documentation.
- (d) An interview shall be arranged with the Professional Staff member and the Chief Executive Officer or delegate and/or Chief of Staff and/or Department Chief.
- (e) The Professional Staff member shall be advised of the information about his/her behaviour, performance or competence and shall be given a reasonable opportunity to present relevant information on his/her own behalf.
- (f) A written record shall be maintained reflecting the substance of the interview and copies shall be sent to the Professional Staff member, the Chief Executive Officer or delegate, Chief of Staff and Department Chief.
- (g) If the Professional Staff member fails or declines to participate in the interview after being given a reasonable opportunity, the appropriate action may be initiated.
- (h) The Chief of Staff and/or Department Chief and/or Chief Executive Officer or delegate shall, at their sole discretion, determine whether a further investigation is necessary.
- (i) The investigation may be assigned to an individual(s) within the Corporation, the Medical Advisory Committee, a body within the Corporation other than the Medical Advisory Committee or an external consultant.
- (j) Upon completion of the investigation, the individual or body who conducted the investigation shall forward a written report to the Chief Executive Officer or delegate, Chief of Staff or Department Chief. The Professional Staff member shall also be provided with a copy of the written report.
- (k) The Chief Executive Officer and Chief of Staff or Chief of Department shall review the report and determine whether any further action may be required including, without limitation, whether the matter should be dealt with as an immediate mid-term action pursuant to section 17.01 or referred to the Medical Advisory Committee for consideration pursuant to section 16.02.

**16.02 Request to Medical Advisory Committee for Recommendation for Mid-Term Action**

- (a) (i) All requests for a recommendation for mid-term action must be submitted to the Medical Advisory Committee in writing and supported by reference to the specific acts, statements, demeanour, behaviours or professional conduct which constitute grounds for the request and a copy of any reports with respect to the matter.

- (ii) Within twenty-one (21) days after receipt by the Medical Advisory Committee of the request for a recommendation for mid-term action, unless deferred, the Medical Advisory Committee shall determine whether a special meeting of the Medical Advisory Committee is required to be held.
- (iii) If additional time is needed for the investigative process, the Medical Advisory Committee may defer action on the request. The Medical Advisory Committee must act within thirty (30) days of the deferral.
- (b) Where it is determined that further action may be required and the matter relates to the dismissal, suspension or restriction of a Professional Staff member's Hospital privileges and/or the quality of care, diagnosis and treatment and/or Patient or workplace safety in the Corporation, the matter shall be referred to the Medical Advisory Committee, which may dismiss the matter for lack of merit or initiate further investigation, or determine to have a meeting of the Medical Advisory Committee.
- (c)
  - (i) Where the Medical Advisory Committee initiates another investigation (through internal or external investigations), it shall ensure that the investigation is completed as soon as practical.
  - (ii) Upon completion of the investigation contemplated in this section, the Medical Advisory Committee may either dismiss the matter for lack of merit or determine to have a special meeting of the Medical Advisory Committee.
- (d) Where the Medical Advisory Committee considers the matter at a special meeting, then the procedure set out herein at section 18.01 is to be followed.
- (e) Participation of any member of the Medical Advisory Committee in an investigation regarding an applicant does not preclude such member from chairing, participating or voting at a special meeting of the Medical Advisory Committee.

### **16.03 Addressing Issues of Competence during Mid-Term Action**

At any time during mid-term action if it becomes apparent that the Professional Staff member's behaviour, performance or competence is such that it exposes, or is reasonably likely to expose Patient(s) or employees or other persons in the Corporation to harm or injury and immediate action must be taken to protect other persons, then the Chief of Staff, or Department Chief, or his/her delegate may determine to invoke the procedures set out in Article 19.

## **ARTICLE 17. IMMEDIATE MID-TERM ACTION IN AN EMERGENCY SITUATION**

### **17.01 Initiation of Immediate Mid-Term Action**

- (a) Where the behaviour, performance or competence of a Professional Staff member exposes, or is reasonably likely to expose Patient(s), employees or any other persons to harm or injury, either within or outside of the healthcare facilities, and

immediate action must be taken to protect the Patients, employees or other persons, and no less restrictive measure can be taken, the Chief of Staff, or Department Chief, or his/her delegate, may immediately and temporarily suspend the Professional Staff member's privileges, with immediate notice to the President of the Professional Staff Association and Chief Executive Officer or delegate, and pending a Medical Advisory Committee meeting and a hearing by the Board.

- (b) (i) The Chief of Staff or Department Chief shall immediately notify the Professional Staff member, the Medical Advisory Committee, and the Board of his/her decision to suspend the Professional Staff member's privileges.
- (ii) The College reporting requirements set out in section 19.01 shall be applicable to the Chief of Staff or Department Chief's respective decision to immediately suspend the Professional Staff member's privileges.
- (c) Arrangements, as necessary, shall be made by the Chief of Staff or Department Chief for the assignment of a substitute to care for the Patients of the suspended Professional Staff member.
- (d) Participation of any member of the Medical Advisory Committee in the suspension of the Professional Staff member's privileges does not preclude such member from chairing, participating or voting at the Medical Advisory Committee meeting.

## **ARTICLE 18. MAC SPECIAL MEETING AND BOARD HEARING**

### **18.01 Special Meeting of the Medical Advisory Committee**

- (a) The Medical Advisory Committee shall set a date for a meeting of the Medical Advisory Committee to be held within ten (10) days from the date of the mid-term action to review the mid-term action and to make recommendations to the Board.
- (b) As soon as possible, and in any event, at least fourteen (14) days (in the event of non-immediate mid-term action) or four (4) days (in the event of immediate mid-term action) prior to the Medical Advisory Committee meeting, the Medical Advisory Committee shall provide the Professional Staff member with a written notice of:
  - (i) the date, time and place of the meeting;
  - (ii) the purpose of the meeting;
  - (iii) a statement that the Professional Staff member will be provided with a statement of the matter to be considered by the Medical Advisory Committee together with any documentation or witnesses that will be considered by the Medical Advisory Committee as may be determined by the Chief of Staff or designate. For clarity, no other documentation will be produced by the Medical Advisory Committee.
  - (iv) a statement that the Professional Staff member is entitled to attend the Medical Advisory Committee meeting and to participate fully, to answer

- all matters considered by the Medical Advisory Committee, and to present documents and witnesses;
- (v) a statement that the Professional Staff member's legal counsel may attend only to provide confidential legal advice to the Professional Staff member, but will not be entitled to make any submissions and/or participate directly in the meeting including examining any witnesses;
  - (vi) a statement that counsel to the Medical Advisory Committee may attend at Medical Advisory Committee meetings, including, without limitation, *in camera* deliberations, in order to provide advice to the members of the Medical Advisory Committee and to ensure compliance with applicable Legislation and due process requirements; and
  - (vii) a statement that, in the absence of the Professional Staff member, the meeting may proceed.
- (c) The Professional Staff member may request and the Medical Advisory Committee may, after considering the reason cited and acting in its absolute sole discretion, grant a postponement of the Medical Advisory Committee meeting. The request for postponement of the meeting must be made in writing at least five (5) days (in the event of non-immediate mid-term action) or twenty-four (24) hours (in the event of immediate mid-term action) prior to the Medical Advisory Committee meeting and, subject to Medical Advisory Committee scheduling and extraordinary circumstances, may not be postponed by more than five (5) business days.
- (d) In respect of non-immediate mid-term action, at least seven (7) business days prior to the Medical Advisory Committee meeting, the Medical Advisory Committee shall provide the Professional Staff member with a short but comprehensive statement of the matter to be considered by the Medical Advisory Committee, together with any relevant documentation, including any reports and other documentation which will be reviewed at the meeting and a list of witnesses with a brief synopsis of the purpose for which they are being called. For clarity no other documentation or witnesses will be produced by the Medical Advisory Committee, unless new information subsequently comes to the attention of the Chief of Staff or delegate after the issuance of the comprehensive statement.
- (e) The Professional Staff member shall be given full opportunity to answer each ground as well as to present documents and witnesses if so desired, provided that the Professional Staff member provides the Medical Advisory Committee with:
- (i) a list of witnesses with brief synopsis of purpose for which they are being called; and
  - (ii) a copy of all additional documentation in the possession, power or control of the Professional Staff member that has not been produced by the Medical Advisory Committee that the Professional Staff member will be relying on at the special meeting,

at least five (5) business days (in the event of non-immediate mid-term action) or forty-eight (48) hours (in the event of immediate mid-term action) before the meeting.

- (f) The Medical Advisory Committee shall keep minutes of the proceedings and shall provide the Professional Staff member with a copy of the approved minutes. Only the open portion of the proceeding shall be detailed, the *in camera* portion of the minutes shall record the Medical Advisory Committee's reasons and recommendations.
- (g) Where the Medical Advisory Committee determines that the matter has no merit, this shall be noted in the minutes of the Medical Advisory Committee. Where the Medical Advisory Committee determines that the matter has merit, the Medical Advisory Committee shall make a recommendation to the Board. Before deliberating on the recommendation, the chair of the Medical Advisory Committee shall require the Professional Staff member involved and any other persons present, other than legal counsel, who are not Medical Advisory Committee members to retire.
- (h) The Medical Advisory Committee shall provide to the Professional Staff member within fourteen (14) days of the Medical Advisory Committee meeting written notice of:
  - (i) the Medical Advisory Committee's recommendation and the written reasons for the recommendation; and
  - (ii) the Professional Staff member's entitlement to a hearing before the Board if a written request is received by the Board and the Medical Advisory Committee within seven (7) days of the receipt by the Professional Staff member of the Medical Advisory Committee's written reasons.
- (i) The time period to provide the written notice required in section 18.01(h) may be extended if the Medical Advisory Committee, prior to the expiry of the fourteen (14) days, gives written notice to the Professional Staff member that the final recommendation cannot yet be made and provides the Professional Staff member with written reasons.
- (j) The Medical Advisory Committee shall provide to the Board within fourteen (14) days from the date of the Medical Advisory Committee meeting, or such later date where the time period is extended pursuant to section 18.01(i), written notice of:
  - (i) the Medical Advisory Committee's recommendation and the written reasons for the recommendation; and
  - (ii) where an extension was made pursuant to section 18.01(i), the written reasons for the extension.
- (k) Service of a notice to the Professional Staff member may be made personally or by registered mail addressed to the person to be served at his/her last known address and, where the notice is served by registered mail, it shall be deemed that the notice was served on the third day after the day of mailing unless the person to be served establishes that he/she did not, acting in good faith, through absence,



accident, illness or other cause beyond his/her control receive it until a later date. In the alternative, when the Professional Staff member is represented by legal counsel, the notice may be served on legal counsel.

- (1) Where the Professional Staff member does not require a hearing by the Board, the Board may implement the recommendation of the Medical Advisory Committee. However, where the Medical Advisory Committee makes a recommendation with respect to the dismissal, suspension or restriction of a Professional Staff member's Hospital privileges and:
  - (i) the Professional Staff member has not made any written or oral submissions to the Board, and concerns are raised that the Board believes the Professional Staff member should have an opportunity to address, the Board may give the Professional Staff member notice that he/she is entitled to a Board hearing and shall follow the process set out in section 18.02 of this By-law; or
  - (ii) information that has not been considered by the Medical Advisory Committee has come to the attention of the Board that the Board believes should be considered by the Medical Advisory Committee prior to the Board acting on the Medical Advisory Committee's recommendation, the Board may refer the new information back to the Medical Advisory Committee for consideration, with the Medical Advisory Committee to provide a reconsidered recommendation to the Board with respect to the dismissal, suspension or restriction of a Professional Staff member's Hospital privileges, as the case may be. The Professional Staff member shall be given notice of the reconsidered recommendation as outlined in this section and entitled to a meeting and the process set out in sections 18.01(a) to (k) of this By-law.

#### **18.02 Board Hearing**

- (a) Where the Professional Staff member requires a hearing by the Board, the Board shall appoint a date, time and place for the hearing.
- (b) The Board hearing shall be held within thirty (30) days (in the case of non-immediate mid-term action) or fourteen (14) days (in the case of immediate mid-term action) of the Board receiving the notice from the Professional Staff member requesting a hearing or at a later date on consent of the Professional Staff member and the Medical Advisory Committee.
- (c) The Board shall give written notice of the hearing to the Professional Staff member and to the chair (or substitute) of the Medical Advisory Committee at the earliest possible opportunity and, in any event, at least seven (7) days before the hearing date. The notice of the Board hearing shall include:
  - (i) the date, time and place of the hearing;
  - (ii) the purpose of the hearing;
  - (iii) a statement that the Professional Staff member and the Medical Advisory Committee shall be afforded an opportunity at least seven (7) days (in the

case of non-immediate mid-term action) or seventy-two (72) hours (in the case of immediate mid-term action) before the hearing to examine a list of the witnesses the Medical Advisory Committee intends to call to provide evidence and any written or documentary evidence that will be provided or any report, the contents of which will be given in evidence at the hearing;

- (iv) a statement that the Professional Staff member may proceed in person or be represented by counsel and that, in his/her absence, the Board may proceed with the hearing and that the Professional Staff member will not be entitled to any further notice of the proceeding;
  - (v) a statement that subject to section 18.02(d) the Professional Staff member may call witnesses and tender documents in evidence in support of his/her case;
  - (vi) a copy of the Board approved rules that will govern the hearing; and
  - (vii) a statement that the time for the hearing may be extended by the Board.
- (d) At least twenty-four (24) hours before the hearing, the Professional Staff member shall provide the Board and the Medical Advisory Committee with the following:
- (i) a list of witnesses with a brief synopsis of the purpose for which they are being called; and
  - (ii) a copy of all documentation in the possession, power or control of the Professional Staff member that has not been produced by the Medical Advisory Committee that the Professional Staff member will be relying on at the hearing.
- (e) The parties to the Board hearing are the Professional Staff member, the Medical Advisory Committee and such other persons as the Board may specify. The Chief of Staff or designate may attend at the hearing to instruct counsel for the Medical Advisory Committee.
- (f) Subject to section 18.02(i) below, Directors holding the hearing shall not have taken part in any investigation or consideration of the subject matter of the hearing before the hearing and shall not communicate directly or indirectly in relation to the subject matter of the hearing with any person or with any party or his/her representative, except upon notice to and an opportunity for all parties to participate.
- (g) No Director shall participate in a Board decision pursuant to a hearing unless they are present throughout the hearing and heard the evidence and argument of the parties and, except with the consent of the parties, no Board decision will be given unless all Directors so present participate in the decision.
- (h) In the event that the quorum requirements cannot be met, the parties may (a) waive the requirement for a quorum; or (b) proceed directly to the Health Professions Appeal and Review Board for consideration of the Medical Advisory Committee's recommendation.

- (i) A panel comprised of a subset of the Board or the Board chair shall have the authority to make determinations regarding pre-hearing matters at the Board's discretion.
- (j) The findings of fact of the Board pursuant to a hearing shall be based exclusively on evidence admissible or matters that may be noticed under the *Statutory Powers Procedure Act* (Ontario).
- (k) The Board shall consider only the reasons of the Medical Advisory Committee that have been given to the Professional Staff member in support of its recommendation. Where through error or inadvertence, certain reasons have been omitted in the statement delivered to the Professional Staff member, the Board may consider those reasons only if those reasons are given by the Medical Advisory Committee in writing to both the Professional Staff member and the Board and the Professional Staff member is given a reasonable time to review the reasons and to prepare a case to meet those additional reasons.
- (l) The Board shall, acting in its absolute sole discretion, make a decision to follow, not follow, change or alter the recommendation of the Medical Advisory Committee.
- (m) A written copy of the decision of the Board and the written reasons for the decision shall be provided to the Professional Staff member and to the Medical Advisory Committee within three (3) weeks of the conclusion of the Board meeting.
- (n) Service of the notice of the decision and the written reasons to the Professional Staff member may be made personally or by registered mail addressed to the Professional Staff member at his/her last known address and, where the notice is served by registered mail, it shall be deemed that the notice was served on the third day after the day of mailing unless the person to be served establishes that he/she did not, acting in good faith, through absence, accident, illness or other cause beyond his/her control receive it until a later date.

## **ARTICLE 19. RELATED MATTERS**

### **19.01 Notification of College and Partners**

Notice of any suspension, revocation or restriction of privileges shall be given by the Chief Executive Officer to the Registrar of the College within which the member is registered and shall be given to the Dean, or similarly named officer of any educational institution in which the member holds a cross appointment between that institution and the Corporation.

### **19.02 Ceasing to Provide a Service**

For greater certainty, the process, obligations and rights contained in Articles 16 and 17 shall not apply to a decision of the Board under section 44(2) of the *Public Hospitals Act*.

**ARTICLE 20. PROFESSIONAL STAFF DUTIES**

**20.01 Duties, General**

- (a) Each member of the Professional Staff is accountable to and shall recognize the authority of the Board through and with the Chiefs of Department, Chief of Staff, and Chief Executive Officer.
- (b) Every member of the Professional Staff shall co-operate with:
  - (i) the Board;
  - (ii) the Chief of Staff and the Medical Advisory Committee;
  - (iii) the Chief Executive Officer;
  - (iv) the Chief of Department (and Head of Service, if applicable) to which the Professional Staff member has been assigned;
  - (v) the other members of the Professional Staff; and
  - (vi) the Healthcare Practitioners within the Department to which the Professional Staff member has been assigned.
- (c) Every member of the Professional Staff shall:
  - (i) ensure a high professional standard of care, treatment and diagnosis is provided to Patients under his/her care that is consistent with sound healthcare resource utilization practices;
  - (ii) practise at the highest professional and ethical standards within the limits of the privileges provided;
  - (iii) notify the Board in writing through the Chief Executive Officer of any additional professional degrees or qualifications obtained by the Professional Staff member or of any change in the licence to practice made by the College or change in professional liability insurance or increase in the Professional Staff member's scope of practice or a requirement for additional privileges that will impact the Hospital's resources;
  - (iv) give such instruction as is required for the education of other members of the Professional Staff and Hospital staff;
  - (v) participate in continuous quality improvement and Patient and workplace safety initiatives, as appropriate;
  - (vi) immediately provide a recital and description to the Chief of Department and Chief of Staff of any *in year* change to the information provided by the Professional Staff member in his/her most recent application including in particular any changes to the information set out in sections 15.05(b)(ii)(A), (B) and (C);
  - (vii) (A) file a prescribed report with the appropriate College if:
    - (1) the Professional Staff member has reasonable grounds, obtained in the course of practicing, to believe that another

- member of the same or different College has sexually abused a Patient; or
- (2) the Professional Staff member has been found guilty of an offence or if there has been a finding of professional negligence or malpractice against the Professional Staff member; and
- (B) file a report with the Chief Executive Officer if the Professional Staff member has reasonable grounds to believe that another member of the same or different College is incompetent or incapacitated;
- (viii) provide timely communication with all Patients' referring physicians;
- (ix) obtain consultations on Patients, where appropriate;
- (x) when requested by a fellow Professional Staff member, provide timely consultations;
- (xi) not undertake any conduct that would be prejudicial to the Hospital's reputation or standing in the community, including making prejudicial or adverse public statements with respect to the Hospital's operations;
- (xii) abide by the *Public Hospitals Act*, the regulations made thereunder, all other applicable laws and the Hospital's By-laws, Hospital and Professional Staff policies, including without limitation the Professional Staff Respectful Workplace Policy;
- (xiii) maintain involvement in continuing medical and interdisciplinary professional education;
- (xiv) provide written notice of resignation to the Chief of Staff at least three (3) months prior to the departure date;
- (xv) perform such other duties as may be prescribed from time to time by or under the authority of the Board, the Medical Advisory Committee or the Chief of Staff; and
- (xvi) be subject to the College's age-based reviews that occur at age 70 and every five years thereafter;
- (d) In order to retain voting privileges each Physician on the Active or Associate Staff is expected to attend at least fifty percent (50%) of the regular Medical Staff Association meetings.

## **20.02 Monitoring Aberrant Practices**

Where any member of the Professional Staff or Hospital staff reasonably believes that a member of the Professional Staff is incompetent, or is attempting to exceed his/her Privileges, or is temporarily incapable of providing a service that he/she is about to undertake, or is acting in a manner that exposes or is reasonably likely to expose any Patient, Professional Staff member, Healthcare Practitioner, employee or any other person at the Hospital to harm or injury, the concern shall be communicated immediately

to one of the Chief of Staff, Chief of Department (or Head of Service, if applicable) and the Chief Executive Officer so that appropriate action can be taken.

### **20.03 Monitoring Practices**

- (a) Any aspect of Patient care or Professional Staff conduct being carried out in the Hospital may be reviewed without the permission of the Professional Staff member carrying out such conduct by:
  - (i) the Chief of Staff or delegate;
  - (ii) the Chief of the appropriate Department or delegate;
  - (iii) the Head of the appropriate Service, if applicable; or
  - (iv) the Chief Executive Officer or delegate.
- (b) The Chief of Staff, or delegate, or the Chief of Department, or delegate, may at any time for any reason whatsoever appoint a Professional Staff member to monitor and/or supervise a member of the Professional Staff's clinical activities at the Hospital with or without the Professional Staff member's permission.
- (c) Any operation, procedure, or treatment performed in the Hospital by an Associate Staff member may also be viewed without his/her permission by the Professional Staff member to whom the Associate Staff member has been assigned pursuant to section 22.03(f).

### **20.04 Most Responsible Physician and Transfer of Responsibility**

- (a) A Professional Staff member who has assumed responsibility for a Patient's care, treatment and diagnosis shall remain responsible for that Patient until the Patient's discharge from the Hospital or until the care, treatment and diagnosis of the Patient is transferred to another Professional Staff member.
- (b) Whenever the responsibility for the care, treatment and diagnosis of a Patient is transferred to another member of the Professional Staff, other than for weekend coverage, a written notation by the Professional Staff member who is transferring the care, treatment and diagnosis over to another shall be made and signed on the Patient's medical record, the name of the Professional Staff member assuming the responsibility shall be noted in the Patient's medical record and the Professional Staff member shall be notified immediately. In the case where the accepting Professional Staff member or his/her designate refuses to accept responsibility or cannot be notified for any reason, the responsibility for the Patient's care, treatment and diagnosis shall remain with the transferring Professional Staff member.
- (c) Pursuant to the *Public Hospitals Act*, where the Chief of Staff or the Chief of the appropriate Department (or Head of Service, where applicable) or delegate has cause to take over the care, treatment and diagnosis of a Patient, the Chief Executive Officer, the attending Professional Staff member and, if possible, the Patient shall be notified immediately. The Chief of Staff or delegate or the Chief of Department or delegate shall file a written report with the Medical Advisory Committee within forty-eight (48) hours of his/her action.

**ARTICLE 21. CHIEF OF STAFF**

**21.01 Appointment of Chief of Staff**

- (a) The Board shall appoint a Physician currently on the Medical Staff (or has the capacity to become a member of the Medical Staff) to be Chief of Staff for the Hospital after giving consideration to the recommendations of a Selection Committee, which shall seek the advice of the Medical Advisory Committee.
- (b) The Board chair shall appoint a Selection Committee.
- (c) The Chair of the Selection Committee shall be appointed by the Board chair.
- (d) The membership of a Selection Committee shall include:
  - i. Board chair or his/her delegate;
  - ii. Chair of the Quality and Safety Committee or his/her delegate;
  - iii. A Director;
  - iv. Two (2) Physicians on the Active Staff nominated by the Medical Staff Association, at least one of whom is a member of the Medical Advisory Committee;
  - v. The Chief Executive Officer or his/her delegate;
  - vi. The Vice President and Chief Nursing Executive or his/her delegate; and
  - vii. Such other members as the Board deems advisable.
  - viii. Any of the Physicians nominated for office are excluded from being on the Selection Committee.
- (e) The Selection Committee shall invite applications from qualified persons.
- (f) The Selection Committee shall provide the name of the preferred candidate to the Board.
- (g) The Board either shall act upon such recommendation or shall refer the recommendation back to the Selection Committee, giving reasons for not accepting the recommendation.
- (h) In the event that the recommendation of the Selection Committee is not accepted by the Board; then the procedure, as set out in sections (e), (f) and (g) hereof shall continue until the Board accepts and acts upon the recommendation of the Selection Committee.
- (i) Subject to the Chief of Staff's reappointment to the Medical Staff, an appointment made under section (a) above shall be for a term of four (4) years (or such lesser term as determined by the Board), but the Chief of Staff may hold office until a successor is appointed.
- (j) Subject to sections (k) and (l) below, the maximum number of terms under section (i) above shall be two (2) provided however, that following a break in the continuous service of at least one (1) year; the same Physician may be reappointed.

- (k) In reappointing the Chief of Staff to a second four (4) year term, the Board shall give consideration to the performance evaluation of such person.
- (l) The Board, after consultation with the Medical Advisory Committee, may extend the maximum number of terms of the Chief of Staff.
- (m) Where an incumbent Chief of Staff is being recommended for reappointment by the Board, the Board may, after consultation with the Medical Advisory Committee, waive the Selection Committee process.
- (n) The Board at any time may revoke or suspend the appointment of the Chief of Staff.
- (o) An annual performance evaluation of the Chief of Staff shall be conducted in keeping with Board policy.

**21.02 Duties of the Chief of Staff**

- (a) The Chief of Staff is accountable to the Board for two major responsibilities:
  - (i) supervising and overseeing, through and with the Medical Advisory Committee, the quality of clinical care, treatment and diagnosis and behaviour provided by all members of the Professional Staff in the Hospital; and
  - (ii) chairing the Medical Advisory Committee. In chairing, it is also the responsibility of the Chief of Staff to report regularly to the Board on the work and recommendations of the Medical Advisory Committee and its subcommittees, and similarly to the Medical Advisory Committee, and its subcommittees, on the decisions and policies of the Board.
- (b) In addition, the Chief of Staff has the following other specific duties:
  - (i) The Chief of Staff shall be Ex-Officio a non-voting member of the Board and its committees other than the Medical Advisory Committee.
  - (ii) The Chief of Staff will, as required, participate in the management and operations of the Hospital as a member of the senior management committee, in support of the Chief Executive Officer. As a member of the senior management committee, it is also the responsibility of the Chief of Staff to report regularly to the Chief Executive Officer on issues raised by the Medical Advisory Committee and Departments, and similarly to the Medical Advisory Committee and Departments on the decisions made by the Chief Executive Officer.
  - (iii) As chair of the Medical Advisory Committee, the Chief of Staff will:
    - (A) organize, set priorities and supervise the agenda of the Medical Advisory Committee;
    - (B) ensure issues raised at the Medical Advisory Committee or to the Chief of Staff are directed to the appropriate Medical Advisory Committee subcommittees;



- (C) ensure, assist and develop appropriate communication between the Medical Advisory Committee and its subcommittees and the Hospital's committees and Departments and Department Chiefs; and
  - (D) continuously monitor functioning of the Medical Advisory Committee, including recommending on and reporting to the Medical Advisory Committee on changes to the Medical Advisory Committee subcommittee structures, functions, procedures and operations.
- (iv) Through and with the Department Chiefs, the Chief of Staff ensures adequate supervision of any member of the Professional Staff for any period of time when:
- (A) the Professional Staff member begins practice at the Hospital or is performing a new procedure; and
  - (B) concerns arise about the quality of care, treatment and diagnosis or behaviours of a specific Professional Staff member.
- (v) Through and with the Department Chiefs, the Chief of Staff will supervise the care given to all Patients, by:
- (A) ensuring the adequate review of appointments recommended by the Medical Advisory Committee to the Board;
  - (B) ensuring that quality assurance reporting, accountability and assessment structures exist and operate so as to identify individual problems with Patient care, treatment and diagnosis;
  - (C) consulting and acting with Department Chiefs on any issue of individual Patient care, treatment and diagnosis and Patient and workplace safety; and
  - (D) investigating and acting, as appropriate, in consultation with the Department Chiefs and the Hospital's Management, on complaints involving Professional Staff.
- (vi) The Chief of Staff will investigate and act, as appropriate, on matters of Patient care, treatment and diagnosis, Patient and workplace safety, or conflicts with the Hospital's employees and Professional Staff. This duty includes implementing procedures to monitor and ensure Professional Staff compliance with the By-laws, Hospital and Professional Staff policies and procedures.
- (vii) Through the Department Chief, the Chief of Staff, when necessary, assumes or assigns to any other member of the Professional Staff, responsibility for the direct care, treatment and diagnosis of any Patient of the Hospital under the authority of the *Public Hospitals Act*, and notifies the responsible Professional Staff member, Chief Executive Officer or delegate, and, if possible, the Patient of this reassignment of care, treatment and diagnosis.

- (viii) The Chief of Staff will collaborate with the Department Chiefs in the development, periodic review and revision of Departmental Professional Staff Human Resources Plan and clinical utilization management review activities.
- (ix) The Chief of Staff, working through Department Chiefs, will encourage participation of Professional Staff in continuing education and professional development.
- (x) As described in section 23.08 of this By-law, the Chief of Staff will carry out the performance evaluation of all Department Chiefs.
- (xi) The Chief of Staff will liaise with chief of staffs of the regional partners.
- (xii) The Chief of Staff will designate a member of the Active Staff to act as an alternate during an absence or disability of the Chief of Staff in consultation with the Chief Executive Officer.

### **21.03 Chief of Staff Performance Evaluation**

The Chief of Staff shall be evaluated by the Board annually in accordance with the Board process referred to in section 4.07(c).

## **ARTICLE 22. PROFESSIONAL STAFF CATEGORIES**

### **22.01 Categories**

The Professional Staff shall consist of the following groups:

- (a) Active Staff;
- (b) Associate Staff;
- (c) Courtesy Staff;
- (d) Locum Tenens Staff;
- (e) Temporary Staff; and
- (f) such categories as may be determined by the Board from time to time having given consideration to the recommendation of the Medical Advisory Committee.

All new Professional Staff must be appointed to the Associate Staff category prior to being granted Privileges in the Active Staff category, unless this condition is waived by the Board.

### **22.02 Active Staff**

- (a) The Active Staff shall consist of those Physicians, Dentists, Midwives and Registered Nurses in the Extended Class who have been appointed to the Active Staff by the Board.
- (b) (i) All Physicians with active Privileges are responsible for ensuring that appropriate medical care, treatment and diagnosis is provided to their Patients in the Hospital.

- (ii) All Dentists, Midwives and Registered Nurses in the Extended Class with active Privileges are responsible for ensuring that appropriate dental, midwifery or extended class nursing care, as the case may be, is provided to their Patients in the Hospital.
- (c) Each Physician, Dentist and Midwife with active Privileges shall have admitting Privileges unless otherwise specified in his/her appointment to the Professional Staff.
- (d) The Physicians on the Active Staff shall be eligible to vote at Medical Staff Association meetings and Department staff meetings, to hold office, and to sit on any committee of the Board, committee of the Professional Staff or Medical Advisory Committee.
- (e) Each member of the Active Staff shall:
  - (i) undertake such duties in respect of all Patients including those Patients classed as emergency cases and outpatients of Department clinics as may be specified by the Chief of Staff or by the Chief of Department (or Head of Service, where applicable) to which the Professional Staff member has been assigned;
  - (ii) attend Patients and undertake treatment and procedures only in accordance with the kind and degree of Privileges granted by the Board;
  - (iii) act as a Supervisor of a member of the Professional Staff, when requested by the Chief of Staff or Chief of Department;
  - (iv) participate in on-call duty rosters, unless otherwise exempt by the Chief of Department and/or Chief of Staff in accordance with the on-call policy developed from time to time by the Chief of Department which has been approved by the Chief of Staff and the Medical Advisory Committee;
  - (v) make him/herself available for committee membership as set out in the Hospital and Professional Staff policies;
  - (vi) be a member in the Department most appropriate to his/her field of professional practice; and
  - (vii) may apply and be granted membership in other clinical Departments relevant to his/her professional practice.

### **22.03 Associate Staff**

- (a) The Associate Staff group shall consist of Physicians, Dentists, Midwives and Registered Nurses in the Extended Class appointed to the Professional Staff for a probationary period.
- (b) Each Physician, Dentist and Midwife with associate Privileges shall have admitting Privileges unless otherwise specified in his/her appointment.
- (c) An Associate Staff member shall work for a probationary period under the counsel and supervision of a Supervisor named by the Chief of Staff or Chief of

Department (or Head of Service, where applicable) to which the Associate Staff member has been assigned.

- (d) From time to time, and at least every six (6) months while an Associate Staff member, the Chief of the Department (or Head of Service, where applicable) to which the Associate Staff member has been assigned or the Supervisor shall make a report to the Chief of Staff and the Medical Advisory Committee in writing, including an assessment of:
  - (i) the knowledge and skill which has been shown by the Associate Staff member;
  - (ii) the nature and quality of the Associate Staff member's work in the Hospital including participation in on-call duty roster and committee work;
  - (iii) the Associate Staff member's utilization of the Hospital's resources;
  - (iv) the Associate Staff member's ability to function in conjunction with the other members of the Hospital staff and Professional Staff colleagues;
  - (v) the Associate Staff member's professional conduct and behaviour; including review of complaints and concerns raised;
  - (vi) compliance with the Professional Staff members' general duties as more particularly set out in Article 20;
  - (vii) chart completion and compliance in relation to Hospital policy; and
  - (viii) any other matter relevant to his/her appointment.
- (e) Generally, after not more than one (1) year, the appointment of a Professional Staff member to the Associate Staff shall be reviewed by the Credentials Committee having received a written report for the Associate Staff member, which shall report to the Medical Advisory Committee.
- (f) The Medical Advisory Committee may recommend that the Professional Staff member be appointed to the Active Staff or may require the person to be subject to a further probationary period not longer than six (6) months.
- (g) The Chief of Department, upon the request of an Associate Staff member or a Supervisor, may assign the Associate Staff member to a different Supervisor for a further probationary period.
- (h) At any time, receipt of an unfavourable report may cause the Medical Advisory Committee to consider making a recommendation to the Board that the appointment of the Associate Staff member be terminated.
- (i) No member of the Professional Staff shall be appointed to the Associate Staff for more than eighteen (18) consecutive months unless specifically exempted by the Board.
- (j) Each member of the Associate Staff shall:

- (i) attend Patients, and undertake treatment and procedures under supervision in accordance with the kind and degree of Privileges granted by the Board on the recommendation of the Medical Advisory Committee;
  - (ii) undertake such duties in respect of those Patients classed as emergency cases and/or outpatients in Department clinics as may be specified by the Chief of Staff or Chief of Department (or Head of Service, where applicable) to which the Professional Staff member has been assigned; and
  - (iii) participate in on-call duty rosters, unless otherwise exempt by the Chief of Department and/or Chief of Staff in accordance with the on-call policy developed by the Chief of Department which has been approved by the Chief of Staff and the Medical Advisory Committee.
- (k) A member of the Associate Staff shall not vote at Medical Staff Association meetings, nor be elected a Medical Staff Association officer, but may be appointed to a committee of the Professional Staff.

#### **22.04 Courtesy Staff**

- (a) Subject to section (b) below, the Board may grant a Physician, Dentist, Midwife or Registered Nurse in the Extended Class an appointment to the Courtesy Staff with appropriate Privileges as it deems advisable, in one or more of the following circumstances:
  - (i) the applicant has an active staff commitment at another hospital;
  - (ii) the applicant lives at such a remote distance from the Hospital that it limits full participation in Active Staff duties, but the applicant wishes to maintain an affiliation with the Hospital;
  - (iii) the applicant has a primary commitment to, or contractual relationship with, another community or organization;
  - (iv) the applicant requests access to limited resources or out-patient programs or facilities of the Hospital; or
  - (v) where the Board deems it otherwise advisable.
- (b) The Board shall ensure that the appointment of members to the Courtesy Staff does not result in inequitable access to the Hospital's resources or prejudice the Hospital's ability to recruit Active Staff members.
- (c) The circumstances leading to an appointment under this section shall be specified by the applicant on each application for reappointment.
- (d) Each member on the Courtesy Staff may attend Medical Staff Association and Department meetings but, unless the Board so requires, shall not be subject to the attendance requirements and penalties as provided by in the By-laws and the Hospital and Professional Staff policies.
- (e) Members of the Courtesy Staff shall not have the right to vote at Medical Staff Association or Department meetings, nor to hold office.

## **22.05 Locum Tenens Staff**

- (a) The Medical Advisory Committee, upon the request of a Physician on the Active or Associate Staff, may recommend to the Board the appointment of a Locum Tenens as a planned replacement for that member for a specified period of time to be confirmed in a written agreement. Locum Tenens may also be appointed to fill a short and/or long term human resource service gap from time to time as deemed necessary by the Department Chief.
- (b) A Locum Tenens, subject to Board approval, shall:
  - (i) have admitting Privileges, unless otherwise specified;
  - (ii) work under the counsel and supervision of a Physician on the Active Staff within the Department to which the member has been assigned;
  - (iii) attend Patients assigned to his/her care by the Physician on Active Staff for whom he/she is acting as a Locum Tenens, and shall treat them within the Privileges granted by the Board on the recommendation of the Medical Advisory Committee; and
  - (iv) undertake such duties in respect of those Patients in the emergency Department or outpatient Department clinics as may be specified by the Chief of Department to which the member has been assigned.
- (c) Members of the Locum Tenens Staff shall not have the right to vote at Medical Staff Association or Departmental meetings, nor to hold office.
- (d) A Physician, Dentist, Midwife or Registered Nurse in the Extended Class, resident in the community, may be appointed to the Active Staff after two (2) consecutive and continuous six (6) month periods on the Locum Tenens Staff.

## **22.06 Temporary Staff**

- (a) A temporary appointment of a Physician, Dentist, Midwife or Registered Nurse in the Extended Class to the Professional Staff may be made only for one of the following reasons:
  - (i) to meet a specific singular requirement by providing a consultation and/or operative procedure; or
  - (ii) to meet an urgent unexpected need for a professional service.
- (b) Notwithstanding any other provision in this By-law, the Chief Executive Officer, after consultation with the Chief of Staff may:
  - (i) grant a temporary appointment and temporary privileges to a Physician, Dentist, Midwife or Registered Nurse in the Extended Class who is not a member of the Professional Staff provided that such appointment shall not extend beyond the date of the next meeting of the Medical Advisory Committee at which time the action taken shall be reported; and
  - (ii) continue the temporary appointment and temporary privileges on the recommendation of the Medical Advisory Committee until the next meeting of the Board.

- (c) The Board may, after receiving the recommendation of the Medical Advisory Committee, continue a temporary appointed for such period of time and on such terms as the Board determines.
- (d) If the term of the temporary appointment has been completed before the next Board meeting, the appointment shall be reported to the Board.
- (e) The temporary appointment shall specify any limitations, restrictions or special requirements. A Temporary Staff member shall not have Privileges to admit Patients unless granted by the Chief Executive Officer in consultation with the Chief of Staff.

## **ARTICLE 23. PROFESSIONAL STAFF DEPARTMENTS**

### **23.01 Departments**

- (a) The Professional Staff will be organized into the following Departments:
  - (i) Diagnostic Imaging;
  - (ii) Emergency;
  - (iii) Family Practice;
  - (iv) Medicine;
  - (v) Laboratory / Pathology;
  - (vi) Maternal Child;
  - (vii) Mental Health;
  - (viii) Post-Acute Specialty Services; Surgery and Anaesthesia; and
  - (ix) Cancer and Supportive Care.
- (b) The Board may, from time to time, on the recommendation of the Medical Advisory Committee, increase, decrease or otherwise vary the number of Departments. Departments may develop a Service structure appropriate to their needs. Such structure and changes thereto shall be submitted to the Medical Advisory Committee for approval.
- (c) Each Professional Staff member will be appointed to a minimum of one of the Departments. Appointment may extend to one or more additional Departments. These cross-appointments are dependent on educational preparation, interest and working affiliation with members of other Departments and the Resource Plans of the Departments.

### **23.02 Appointment of Chief of Department**

- (a) The Board shall appoint a Physician who is on the Active Staff as Chief of each Department, after giving consideration to the recommendations of the Medical Advisory Committee;
- (b) Subject to annual confirmation by the Board, the appointment of a Chief of Department shall generally be for a term of three (3) years.

### **23.03 Duties of Chief of Department**

The Chief of Department shall jointly with the Chief of Staff (where applicable):

- (a) make recommendations to the Medical Advisory Committee regarding Professional Human Resources Plan needs of the Department in accordance with the Hospital's strategic plan, following consultation with the Professional Staff of the Department, the Chief of Staff and, where appropriate, the Heads of Services;
- (b) identify and resolve issues and risks specific to the Professional Staff within the Department;
- (c) monitor and address Professional Staff concerns, complaints and criticisms;
- (d) be responsible for developing Professional Staff on-call policies and schedules;
- (e) encourage continuing education related to the Department;
- (f) participate in the orientation of new members of the Professional Staff appointed to the Department;
- (g) advise the Chief Executive Officer, Medical Advisory Committee chair, and Chief of Staff wherever a Professional Staff member is alleged to have engaged in, made or exhibited acts, statements, demeanour, behaviours or professional conduct, either within or outside of the healthcare facilities, and the same:
  - (i) exposes, or is reasonably likely to expose Patients, employees or other persons in the Hospital to harm or injury; or
  - (ii) is, or is reasonably likely to be, detrimental to Patient safety or to the delivery of quality Patient care, treatment and diagnosis within the Hospital; or
  - (iii) is, or is reasonably likely to be, detrimental to the Hospital's operations; or
  - (iv) is, or is reasonably likely to constitute Disruptive Behaviour; or
  - (v) results in the imposition of sanctions by the College; or
  - (vi) is contrary to the By-laws, Hospital and Professional Staff policies, the *Public Hospitals Act*, or any other relevant law of Canada or Ontario.
- (h) at least annually, review or cause to be reviewed the Privileges granted to the Professional Staff members of the Department for the purpose of making recommendations for changes in the kind and degree of such Privileges;
- (i) be a voting member of the Medical Advisory Committee;
- (j) through and with the Chief of Staff supervise the professional care provided by all Professional Staff members;
- (k) advise the Medical Advisory Committee, through and with the Chief of Staff, with respect to the quality of care provided in the Hospital by all Professional Staff members;
- (l) advise the Chief of Staff and the Chief Executive Officer of any Patient who is not receiving appropriate treatment and care;



- (m) annually review and make written reports (or assign this duty to one or more delegates) regarding the performance evaluation of each member of the Department as contemplated by section 15.05(b)(iv), the member's peers and Hospital staff as may be deemed appropriate, concerning re-appointments, and forward the recommendations to the Chief of Staff;
- (n) participate in Hospital and MAC committees as may be appropriate;
- (o) report to the Medical Advisory Committee, through and with the Chief Executive Officer, and to the Department on activities of the Department, including utilization of resources and quality improvement and Patient safety initiatives;
- (p) hold monthly meetings with the staff of the Department and where appropriate with the Heads of Services within the Department;
- (q) notify the Chief of Staff and the Chief Executive Officer of the Chief of Department's absence, and designate an alternate from within the Department;
- (r) delegate appropriate responsibility to the Heads of Service within the Department;
- (s) advise the members of the Department, including members of the Dental, Midwifery and Extended Class Nursing Staff, regarding current Hospital By-laws, and Hospital and Professional Staff policies; and
- (t) implement within the Department actions taken by the Medical Advisory Committee.

#### **23.04 Services within a Department**

When warranted by the professional resources of a Department, the Board on the advice of the Medical Advisory Committee, after considering the recommendation of the Chief of Department, may divide the Department into services.

#### **23.05 Head of Service**

- (a) When services are established under a Department, the Board, on the advice of the Medical Advisory Committee, after considering the recommendation of the Credentials Committee and Chief of Department, shall appoint a Head for each Service who shall be accountable to the Chief of Department for the responsibilities of the Department and Chief with respect to the service. The Head of each Service shall be a Physician on the Active Staff.
- (b) Subject to annual confirmation by the Board, the appointment of a Head of Service shall be for a term of three (3) years, but the Head of Service shall continue to hold office until a successor is appointed.
- (c) The Board may, at any time, revoke or suspend the appointment of a Head of Service.

#### **23.06 Duties of the Head of a Service**

The Head of a Service shall exercise general supervision and be responsible for the professional care, treatment and diagnosis given by all members of the Professional Staff in his/her service and through and with the Chief of the Department and the Chief of

Staff, advise the Medical Advisory Committee with respect to the quality of medical care, treatment and diagnosis provided to the Patients of his/her service.

**23.07 Department Meetings**

- (a) All Departments shall hold Departmental meetings at least quarterly.
- (b) Minutes shall be kept of each meeting. These shall be forwarded to the Medical Advisory Committee at the discretion of the Chief of Department or if requested by the Medical Advisory Committee.

**23.08 Performance Evaluation of Department Chiefs**

- (a) Department Chiefs will be subject to annual confirmation by the Board to coincide with the Department Chief's date of appointment. As part of the annual performance evaluation, the Chief of Staff will review the previous mutually agreed upon accountability statement related to:
  - (i) quality of medical care, treatment and diagnosis/quality assurance;
  - (ii) the Department's achievement of utilization benchmarks/objectives and productivity targets;
  - (iii) leadership/administrative skills development;
  - (iv) clinical resource planning; and
  - (v) Patient and workplace safety.
- (b) At the end of each three-year term, a review of the performance of each Department Chief will be undertaken. This may be undertaken by the Chief of Staff or delegated to be undertaken by another member of the Medical Advisory Committee Executive.
- (c) The duties of Department Chiefs, section 23.03 of this By-law, and the specific duties, if any, as determined at the time of appointment, will be used as the criteria against which the performance of the Department Chief will be evaluated.
- (d) A review of the Department Chief's performance may be initiated at other times by the Chief of Staff on the basis of a request from:
  - (i) the Board; or,
  - (ii) any of the standing subcommittees of the Medical Advisory Committee; or,
  - (iii) the President of the Medical Staff Association; or
  - (iv) the Chief Executive Officer or designate.
- (e) The review of a Department Chief will be carried out by the Chief of Staff for the express purpose of recommending to the Board through the Medical Advisory Committee regarding the reappointment at the end of generally a three (3) year term or for information at the end of the second year of either three (3) year terms.

**ARTICLE 24. MEDICAL ADVISORY COMMITTEE AND PROFESSIONAL STAFF COMMITTEES**

**24.01 Medical Advisory Committee**

- (a) The Medical Advisory Committee shall consist of:
  - (i) the Chief of Staff, who shall be chair;
  - (ii) all Department Chiefs;
  - (iii) the president of the Medical Staff Association;
  - (iv) the vice-president of the Medical Staff Association;
  - (v) the Secretary of the Medical Staff Association;
  - (vi) the Chair of the Credentials Committee; and
  - (vii) the Chair of the Pharmacy and Therapeutics Committee.
- (b) The Chief Executive Officer or his/her delegate, the Chief Nursing Executive and Clinical Program Directors shall attend meetings of the Medical Advisory Committee without power to vote. At any meeting, by resolution of the Medical Advisory Committee, the Chief Executive Officer or delegate, the Chief Nursing Executive and Clinical Program Directors may be asked to withdraw for all or a portion of that meeting.
- (c) Where the Medical Advisory Committee is composed of an even number of members, in the case of a deadlock on any vote, the chair shall have a casting vote.
- (d) A quorum at any meeting of the Medical Advisory Committee shall be a majority of the voting Medical Advisory Committee members.
- (e) The Medical Advisory Committee shall:
  - (i) meet at the call of the chair at least ten times per year and keep minutes of its meetings;
  - (ii) report in writing and make recommendations to the Board concerning:
    - (A) every application for appointment or re-appointment to the Professional Staff;
    - (B) the Privileges to be granted to each member of the Professional Staff;
    - (C) By-laws respecting the Professional Staff;
    - (D) the revocation, suspension or restriction of Privileges of any member of the Professional Staff;
    - (E) the quality of care provided in the Hospital by the Professional Staff; and
    - (F) the clinical and general policies respecting the Professional Staff, as may be necessary in the circumstances;

- (iii) supervise the practice of medicine, dentistry, midwifery and extended class nursing in the Hospital;
  - (iv) report to the Professional Staff at each regularly scheduled meeting of the Professional Staff;
  - (v) through the Chief of Staff, report to the Board and advise the Board on:
    - (A) professional quality assurance;
    - (B) education;
    - (C) the clinical role of the Hospital; and
    - (D) the Hospital's Professional Human Resources Plan and strategic plan;
  - (vi) participate in the development of the Hospital's overall objectives and planning and make recommendations concerning allocation and utilization of Hospital resources;
  - (vii) appoint the medical members of all Medical Staff committees;
  - (viii) name the chair of each Medical Staff committee and ensure that each committee meets and functions as required and keeps minutes of its meetings;
  - (ix) receive, consider and act upon the reports of each of its appointed committees;
  - (x) maintain a process for:
    - (A) revocation, suspension and restriction of Privileges;
    - (B) medical quality assurance; and
    - (C) planning and evaluation of medical education programs;
  - (xi) report and make recommendations to the Board concerning such matters as are from time to time prescribed by the *Public Hospitals Act*;
  - (xii) where the Medical Advisory Committee identifies systemic or recurring quality of care issues in making its recommendations to the Board under subsection 24.01(e)(ii)(E), the Medical Advisory Committee shall make recommendations about those issues to the Hospital's Quality Committee; and
  - (xiii) advise the Board on any matters referred to it by the Board.
- (f) Despite subsections 24.01(e)(ii)(A), (B), (D) and (E), the duties of the Medical Advisory Committee described in those subsections that relate to the Extended Class Nursing Staff of the Hospital shall only be performed in respect of those members of the Extended Class Nursing Staff who are not employees of the Hospital and to whom the Board has granted Privileges to diagnose, prescribe for or treat out-patients in the Hospital.

#### **24.02 Committees**

The following Professional Staff Committees are hereby established:

- (a) Credentials Committee;
- (b) Infection Prevention and Control Committee;
- (c) Ethics Committee;
- (d) Chiefs Quality Council;
- (e) Pharmacy & Therapeutics Committee;
- (f) Surgical Quality and Practice Committee;
- (g) Maternal Child Quality and Practice Committee;
- (h) Post-Acute Specialty Services Quality and Practice Committee;
- (i) Emergency Services Quality and Practice Committee;
- (j) Medicine Quality and Practice Committee;
- (k) Critical Care (ICU) Quality and Practice Committee;
- (l) Mental Health Quality and Practice Committee; and
- (m) Cancer and Supportive Care Quality and Practice Committee.

The Terms of Reference are set out in the Professional Committee Policy developed by the Board from time to time. Each committee will establish Terms of Reference and annual objectives.

#### **24.03 Appointment to Professional Staff Committees**

Pursuant to the *Public Hospitals Act*, the Medical Advisory Committee shall appoint the Physician members of all Professional Staff Committees provided for in this By-law. Other members of the Professional Staff Committees shall be appointed by the Board or in accordance with this By-law.

#### **24.04 Chair of the Professional Staff Committees**

The Medical Advisory Committee shall appoint the chair of each Professional Staff Committee.

#### **24.05 Duties of the Chair of Professional Staff Committees**

The chair of each Professional Staff Committee:

- (a) shall call meetings of the committee at least ten (10) times per year (September to June);
- (b) shall chair each meeting of the committee;
- (c) shall, at the request of the Medical Advisory Committee, be present at a meeting of the Medical Advisory Committee to discuss all or part of any report of the Committee; and
- (d) may request meetings with the Medical Advisory Committee.

#### **24.06 Duties of Professional Staff Committees**

In addition to the specific duties of each Professional Staff Committee as set out in this By-law, all Professional Staff Committees shall:

- (a) meet as directed by the Medical Advisory Committee and as otherwise established in this By-law;
- (b) present a written report including any recommendations of each meeting to the next meeting of the Medical Advisory Committee; and
- (c) provide a written report at least quarterly highlighting core program quality initiatives.

#### **24.07 Quorum**

A majority of the Professional Staff Committee members entitled to vote shall constitute a quorum at any meeting of a Professional Staff Committee.

### **ARTICLE 25. MEDICAL STAFF ASSOCIATION**

#### **25.01 Role of the Medical Staff Association**

The Medical Staff Association shall through its officers:

- (a) serve as a liaison between the Medical Staff, the Medical Advisory Committee, the Chief Executive Officer and the Board with respect to all matters not assigned to the Medical Advisory Committee;
- (b) report on issues raised by the Medical Staff to the Medical Advisory Committee and, at the request of the Board or at the request of the Medical Staff Association, to the Board with respect to such issues; and
- (c) be an advocate on behalf of the Medical Staff and advocate a fair process in the treatment of individual members of the Medical Staff Association.

#### **25.02 Medical Staff Association Election Procedure**

- (a) At least thirty days (30) before the annual meeting of the Medical Staff Association, its Nominating Committee shall post in the Medical Staff Lounge a list of the names of those who are nominated to stand for the offices of the Medical Staff Association which are to be filled by election in accordance with the regulations under the *Public Hospitals Act* and this By-law.
- (b) Any further nominations shall be made in writing to the Secretary of the Medical Staff Association within fourteen (14) days after the posting of the names referred to in section (a) above.
- (c) Further nominations referred to in section (b) above shall be signed by at least two (2) members of the Medical Staff who are entitled to vote, and the nominee shall have signified in writing on the nomination his/her acceptance of it and such nominations shall then be posted alongside the list referred to in section (a) above.
- (d) Only Physicians on the Active Staff may be elected or appointed to any position or office of the Medical Staff Association.

- (e) The officers of the Medical Staff Association shall be elected annually for a term of one (1) year.
- (f) The officers of the Medical Staff Association may be removed from office before the expiry of their term.
- (g) If the position of any elected Medical Staff officer becomes vacant during the term, the position may be filled at a regular or special meeting of the Medical Staff Association called for that purpose. The Medical Staff member so elected to office shall fill the office until the next annual meeting of the Medical Staff Association.

#### **25.03 Nominating Committee**

- (a) The Nominating Committee shall be appointed by the Medical Staff at each annual meeting and shall consist of three (3) members of the Medical Staff. The Nominating Committee shall hold office until its successors are appointed or elected.
- (b) The Nominating Committee shall meet at the call of the president prior to the annual meeting of the Medical Staff Association. It shall select from among the members of the Medical Staff one (1) candidate for each of the following offices:
  - (i) president;
  - (ii) vice-president; and
  - (iii) secretary/treasurer.
- (c) The Nominating Committee shall meet as required when any of the above offices become vacant to select a candidate for such office in a similar manner.

#### **25.04 Duties of the President of the Medical Staff Association**

The president of the Medical Staff Association or delegate shall:

- (a) preside at all meetings of the Medical Staff Association
- (b) call special meetings of the Medical Staff Association;
- (c) be a member of the Medical Advisory Committee;
- (d) in all matters not assigned to the Medical Advisory Committee or to the Chief of Staff, act as liaison between the Medical Staff Association, the Chief Executive Officer and the Board;
- (e) be Ex-Officio a non-voting member of the Board as required by the Hospital Management Regulation and as a Director fulfil his/her fiduciary duties to the Hospital by acting in the best interests of the Hospital;
- (f) be Ex-Officio a member of all Professional Staff Committees;
- (g) report to the Medical Advisory Committee and the Board on any issues raised by the Medical Staff;
- (h) be accountable to the Medical Staff Association and advocate fair process in the treatment of individual members of the Medical Staff;

- (i) be a member of the Quality and Safety Committee; and
- (j) be elected as of the date of the Hospital's annual meeting.

**25.05 Duties of the Vice President of the Medical Staff Association**

The vice-president of the Medical Staff Association shall:

- (a) act in the place of the president of the Medical Staff, perform his/her duties, and possess his/her powers in the absence or disability of the president;
- (b) perform such duties as the president of the Medical Staff Association may delegate;
- (c) be a member of the Medical Advisory Committee;
- (d) be Ex-Officio a non-voting member of the Board and as a Director fulfil his/her fiduciary duties to the Hospital by acting in the best interests of the Hospital;
- (e) for succession planning purposes, be expected to attend Board meeting as a guest and resource to the Board; and
- (f) be elected as of the date of the Hospital's annual meeting.

**25.06 Duties of the Secretary of the Medical Staff Association**

The secretary of the Medical Staff Association shall:

- (a) perform the duties of the Medical Staff Association secretary as set out in the Hospital Management Regulation;
- (b) perform duties as set out in this By-law;
- (c) be a member of the Medical Advisory Committee;
- (d) attend to the correspondence of the Medical Staff Association;
- (e) give notice of Medical Staff Association meetings as required by this By-law;
- (f) ensure that minutes and a record of attendance are kept of Medical Staff Association meetings;
- (g) act in the place of the vice-president of the Medical Staff Association, performing his/her duties and possessing his/her powers in the absence or disability of the vice-president;
- (h) perform the duties of the treasurer for Medical Staff Association funds and be accountable therefore, when a treasurer of the Medical Staff Association has not been elected;
- (i) keep the funds of the Medical Staff Association in a safe manner and be accountable therefor;
- (j) disburse Medical Staff Association funds at the direction of the Medical Staff as determined by a majority vote of the Medical Staff members present and entitled to vote at a Medical Staff Association meeting; and
- (k) be elected as of the date of the Hospital's annual meeting.



**ARTICLE 26. MEETINGS - MEDICAL STAFF ASSOCIATION**

**26.01 Annual Meeting of the Medical Staff Association**

- (a) The annual meeting of the Medical Staff Association shall be held in May of each year. The date of the annual meeting of the Medical Staff Association shall be posted by the Secretary in the Medical Staff Lounge at least ten (10) days in advance of the meeting.
- (b) The order of business at the annual meeting of the Medical Staff Association shall include:
  - (i) minutes of the previous annual meeting;
  - (ii) business arising from the minutes;
  - (iii) communications received;
  - (iv) reports from standing committees;
  - (v) reports from special committees;
  - (vi) reports from the Medical Advisory Committee;
  - (vii) reports of the elected officers of the Medical Staff Association;
  - (viii) nominations for the Medical Staff Association elections;
  - (ix) elections of officers for the following year; and
  - (x) new business.
- (c) Following the annual meeting, the Medical Staff Association shall receive for information only, from the Medical Advisory Committee, its recommendations naming those staff members up for re-election who are considered to be most suitable to be Chief of each Department, Heads of Service, and Chief of Staff for the following year.

**26.02 Regular Meetings of the Medical Staff Association**

- (a) The Medical Staff Association shall meet at least four (4) times a year.
- (b) The president of the Medical Staff Association shall give five (5) days' notice of a regular meeting to the members of the Medical Staff by having the secretary post a notice in the library and in the health records Department.

**26.03 Special Meetings of the Medical Staff Association**

- (a) In the case of emergency, the president of the Medical Staff Association may call a special meeting.
- (b) Special meetings shall be called by the president of the Medical Staff Association on the written request of any five (5) Physicians on the Active Staff.
- (c) Notice of such special meetings shall be the same as that required for a regular meeting, except in cases of emergency, and shall state the nature of the business for which the special meeting is called. Only those matters for which the meeting has been called shall be dealt with at that meeting.

- (d) The usual period of time required for giving notice of any special meeting shall be waived in cases of emergency, subject to ratification of this action by the majority of those voting members present and voting at the special meeting, as the first item of business at the meeting, and subject to there being present at the meeting at least fifty percent (50%) of the Physicians on the Active Staff.

#### **26.04 Quorum**

- (a) A majority of the Medical Staff members entitled to vote shall constitute quorum at any regular or special meeting of the Medical Staff Association.
- (b) If a quorum of the Medical Staff has not arrived at the place specified in the notice for a duly called meeting within thirty (30) minutes after the commencement time specified in the notice, those members of the Medical Staff present at that time shall be given credit for their attendance at the meeting for the purpose of the attendance requirements of this By-law. Under these circumstances, a new meeting shall be called in accordance with this By-law.

#### **26.05 Order of Business**

The order of business at any meeting of the Medical Staff Association shall be defined in the Hospital and Professional Staff policies.

#### **26.06 Attendance**

- (a) The Secretary of the Medical Staff Association shall:
  - (i) be responsible for maintaining a record of attendance at each meeting of the Medical Staff Association;
  - (ii) receive the record of attendance for each meeting of each Department; and
  - (iii) make such records available to the Medical Advisory Committee.
- (b) In order to retain voting privileges each member of the Medical Staff is expected at to attend at least fifty percent (50%) of the regular Medical Staff Association meetings.

### **ARTICLE 27. PROFESSIONAL STAFF POLICY**

#### **27.01 Board Requirement**

The Board shall require that appropriate Professional Staff policies are formulated.

#### **27.02 Board Authority**

The Board shall consider the recommendations of the Medical Advisory Committee when establishing, modifying or revoking one or more Professional Staff policies.

#### **27.03 Medical Advisory Committee**

The Medical Advisory Committee shall be provided with an opportunity to make recommendations to the Board for the establishment of one or more Professional Staff policies to be applicable to a group or category of Physicians, Dentists, Midwives or Registered Nurses in the Extended Class, to a Department of the Hospital or to all members of the Professional Staff.

**27.04 Medical Staff**

The Medical Advisory Committee shall ensure that, prior to making any recommendation to the Board with respect to a Professional Staff policy, the members of the Active Staff of the appropriate Department have an opportunity to comment on the proposed recommendation.

**27.05 President of the Medical Staff Association**

The president of the Medical Staff Association shall ensure that the Board is informed when a majority vote of the Medical Staff at any properly constituted meeting of the Medical Staff Association is opposed to a Professional Staff policy change proposed by the Medical Advisory Committee.

**ARTICLE 28. DENTAL STAFF**

**28.01 Dental Service**

The Dental Staff shall function as a service within the Department of surgery.

**28.02 Head of Dental Service**

- (a) Where the Board has appointed more than one (1) Dentist to the Dental Staff, one of the members of the Dental Staff shall, subject to annual confirmation by the Board, be appointed by the Board annually for a term of three (3) years to be the head of dental service upon the recommendation of the Department Chief of surgery.
- (b) The Board may, at any time, revoke or suspend the appointment of the head of dental service.

**28.03 Duties of the Head of Dental Service**

The head of dental service shall supervise the professional care, treatment and diagnosis given by all members of the Dental Staff and shall be responsible to the Department Chief of surgery for the quality of care given to Patients by members of the Dental Staff and shall report as needed to the Medical Advisory Committee.

**28.04 Attendance by Dental Staff at Medical Staff Association Meetings**

- (a) A member of the Dental Staff may attend Medical Staff Association meetings but shall not be eligible to vote at Medical Staff Association meetings nor to hold office other than head of the dental service.
- (b) A member of the Dental Staff shall not be required to attend Medical Staff Association meetings.
- (c) When the case of a Patient who has been examined by, operated on, or has received treatment from a member of the Dental Staff is to be presented at a general Medical Advisory Committee meeting, the Dentist who examined, operated on, or treated the Patient shall be given forty-eight (48) hours' notice by a Medical Advisory Committee officer and shall attend such meeting prepared to present and discuss the dental aspects of the case.

- (d) Failure of a member of the Dental Staff to appear and present the dental aspects of a case, for which he/she received notice under section (c) above, may result in disciplinary action being taken against him/her.

**28.05 Dental Records**

Each member of the Dental Staff shall enter in each Patient's medical record, at the time of treatment, a description of every dental treatment, procedure, and operation which he/she has performed.

**28.06 Consultations**

Indicated consultations with dental Patients shall be held and recorded as is required for any other Patient in the Hospital.

**ARTICLE 29. MIDWIFERY STAFF**

**29.01 Midwifery Service**

The Midwifery Staff shall function as a service within the Maternal Child service.

**29.02 Attendance by Midwifery Staff at Medical Staff Association Meetings**

A member of the Midwifery Staff may not attend Medical Staff Association meetings.

**29.03 Eligibility to Hold Office**

A member of the Midwifery Staff is not eligible to hold an office other than head Midwife. A Midwifery Staff member may be appointed to a committee of the Professional Staff.

**29.04 Health Records**

Each member of the Midwifery Staff shall enter in each Patient's health record concurrent records of Patient assessment, treatments, procedures and Patient response according to professional guidelines.

**29.05 Consultations**

Indicated consultations shall be held and recorded on midwifery Patients as are required for any other Patient in the Hospital.

**ARTICLE 30. EXTENDED CLASS NURSING STAFF**

**30.01 Extended Class Nursing Staff: Application of Professional Staff By-Law**

By virtue of section 24.01(f) of the By-Law, the provisions of the Professional Staff By-Law only apply to Registered Nurses in the Extended Class who are seeking Privileges at the Hospital. The By-Law does not apply to Registered Nurses in the Extended Class who are in an employee or contract of service relationship. The rights and obligations of such Registered Nurses in the Extended Class shall be governed by an employment or contract agreement.

**30.02 Senior Registered Nurse in the Extended Class**

- (a) Where the Board has appointed more than one (1) Registered Nurse in the Extended Class to the Extended Class Nursing Staff, one (1) of the members of the Extended Class Nursing Staff shall, subject to annual confirmation by the Board, be appointed by the Board annually for a term of three (3) years to be the senior Registered Nurse in the Extended Class upon the recommendation of the Chief of Staff.
- (b) The Board may, at any time, revoke or suspend the appointment of the senior Registered Nurse in the Extended Class.

**30.03 Duties of the Senior Registered Nurse in the Extended Class**

The senior Registered Nurse in the Extended Class shall supervise the professional care given by all members of the Extended Class Nursing Staff and shall be responsible to the Chief of Staff for the quality of care rendered to Patients by members of the Extended Class Nursing Staff.

**30.04 Attendance by Extended Class Nursing Staff at Staff Meetings**

- (a) A member of the Extended Class Nursing Staff may not attend Medical Staff Association meetings.
- (b) Each Registered Nurse in the Extended Class who is a member of the Active Staff or Associate Staff shall attend at least 50% of the appropriate Quality and Practice committee meetings.
- (c) When the case of a Patient who has been examined by, or has received treatment from a member of the Extended Class Nursing Staff is to be presented at a general Medical Advisory Committee meeting, the Registered Nurse in the Extended Class who examined or treated the Patient shall be given forty-eight (48) hours' notice by a Medical Advisory Committee officer and shall attend such meeting prepared to present and discuss the extended class nursing aspects of the case.
- (d) Failure of a member of the Extended Class Nursing Staff to appear and present the extended class nursing aspects of a case, for which he/she received notice under section (c) above, may result in disciplinary action being taken against him/her.

**30.05 Eligibility to Hold Office**

A member of the Extended Class Nursing Staff is not eligible to hold an office other than senior Registered Nurse in the Extended Class.

**ARTICLE 31. AMENDMENTS**

**31.01 Amendments to By-laws**

- (a) The Board may pass or amend the By-laws of the Corporation from time to time.
- (b) Where it is intended to pass or amend the By-laws at a meeting of the Board, notice of such intention shall be sent to each Director not less than five (5) days before the meeting.

- (c) Where the notice of intention required by section 31.01(b) is not provided, any proposed By-laws or amendments to the By-laws may nevertheless be moved at the meeting and discussion and voting thereon adjourned to the next meeting, for which no notice of intention need be given.
- (d) Subject to sections (e) and (f) below, a By-law or an amendment to a By-law passed by the Board has full force and effect:
  - (i) from the time the motion was passed, or
  - (ii) from such future time as may be specified in the motion.
- (e)
  - (i) A By-law or an amendment to a By-law passed by the Board shall be presented for confirmation at the next annual meeting or to a special meeting of the Members called for that purpose. The notice of such annual meeting or special meeting shall refer to the By-laws or amendment to be presented.
  - (ii)
    - (A) The Members at the annual meeting or at a special 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.
    - (B) The Members rights under section (A) above are restricted to the changes proposed in the notice referred to in section (d)(i) above. No amendment is in order that increases the amendment or introduces new changes.
    - (C) The Members may not initiate a requisition or motion to amend, enact or repeal a By-law.
- (f) Any By-law amendments required by the *Corporations Act* to be approved by a special resolution of the Members, including the authority of the Corporation to borrow on credit or mortgage or pledge the Corporation's assets and dividing Members into groups, is not effective until confirmed by two-thirds (2/3) of the Members present at a meeting called for that purpose.
- (g) 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, no act done or right acquired under any such By-law is prejudicially affected by any such rejection, amendment or refusal to approve.

### **31.02 Amendments to Professional Staff By-laws**

Amendments to the Professional Staff By-laws shall be made in accordance with the process established in the Administrative By-laws of the Hospital. However, prior to submitting the Professional Staff By-laws to such process, the following procedures shall be followed:

- (a) a notice shall be sent to all members of the Professional Staff advising them of the proposed amendment(s) to the Professional Staff By-laws sixty (60) days in advance of the matter being considered by the Board;

- (b) a copy of the proposed Professional Staff By-laws or amendment(s) thereto shall be posted in the Medical Staff rooms and shall be made available on request fourteen (14) days in advance of the matter being considered by the Board;
- (c) the Professional Staff shall be afforded an opportunity to comment on the proposed Professional Staff By-laws or amendment(s) thereto; and
- (d) the Medical Advisory Committee may make recommendations to the Board, concerning the proposed Professional Staff By-laws or amendment(s) thereto.