

THE ST. THOMAS ELGIN GENERAL HOSPITAL
AMENDED AND RESTATED BY-LAW NO. 2011-2

WHEREAS the Board of Governors of The St. Thomas Elgin General Hospital deems it expedient to enact a new By-Law No. 2011-2 in substitution and replacement for By-Law No. 20011-1 of the Corporation heretofore enacted.

NOW THEREFORE BE IT ENACTED and it is hereby enacted that By-Law No. 2011-1 as amended as aforesaid, be cancelled and revoked and that the following By-Law 2011-2 be substituted in lieu thereof as a By-Law of The St. Thomas Elgin General Hospital, as follows:

ARTICLE 1- INTERPRETATION

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

- (a) all terms which are contained in this By-Law and which are defined in the *Corporations Act* (Ontario), the *Public Hospitals Act* (Ontario), the *Excellent Care for All Act* or the regulations made thereunder, shall have the meanings given to such terms in the *Corporations Act*, the *Public Hospitals Act*, the *Excellent Care for All Act* or the regulations made thereunder;
- (b) the use of the singular number shall include the plural and vice-versa, the use of gender shall include the masculine, feminine and neuter genders;
- (c) the headings used in 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 hereof or to be deemed in any way to clarify, modify or explain the effect of any such terms or provisions; and
- (d) any references herein to any law, by-law, rule, regulation, order or act of any government, governmental body or other regulatory body shall be construed as a reference thereto as amended or re-enacted from time to time or as a reference to any successor thereto.

ARTICLE 2 - DEFINITIONS

In this By-Law,

- (a) “**Act**” means the *Corporations Act (Ontario)*, as amended from time to time and where the context requires, includes the Regulations made under it;

- (b) “**Administrator**” means, in addition to “administrator” as defined in section 1 of the *Public Hospitals Act*, the President and CEO of the Corporation;
- (c) “**Board**” means the Board of Governors of the Corporation;
- (d) “**Chair**” means the Chairperson of the Board or a meeting, as the context requires;
- (e) “**Chief Nursing Executive**” means the senior employee responsible to the President and CEO for the nursing facilities in the Hospital;
- (f) “**Chief of Staff**” means the chief of the Professional Staff appointed by the Board of Governors to be responsible for professional standards and quality of medical care rendered by the Hospital;
- (g) “**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 Nurses of Ontario, and/or the College of Midwives of Ontario;
- (h) “**Conflict of Interest**” includes, without limitation, the following three areas that may give rise to a Conflict of Interest for the Governors of the Corporation, namely:
- (i) *Pecuniary or financial interest* – A Governor is said to have a pecuniary or financial interest in a decision when the Governor (or his/her Associates) stands to gain by that decision, either in the form of money, gifts, favours, gratuities, or other special considerations;
 - (ii) *Undue influence* – participation or influence in Board decisions that selectively and disproportionately benefit particular agencies, companies, organizations, professional groups, or patients from a particular demographic, geographic, political, socio-economic, or cultural group is a violation of the Governor’s entrusted responsibility to the community at large; or
 - (iii) *Adverse Interest* – A Governor is said to have an adverse interest to the Corporation when he/she is a party to a claim, application or proceeding against the Corporation;
- (i) “**Corporation**” means The St. Thomas Elgin General Hospital with head office at St. Thomas, Ontario;
- (j) “**Department**” means a group of Professional Staff members that has a particular interest or a specialty in common and that organizes itself into that Department to promote the improvement of medical care in that particular interest or specialty; corresponds to “medical department” as defined in the *Public Hospitals Act*;

- (k) **“Department Chief”** means a member of the Professional Staff appointed by the Board of Governors to be responsible for the professional standards and quality of medical care rendered by the members of his/her Department;
- (l) **“Dental Staff”** means all persons qualified to practice dentistry pursuant to the laws of Ontario who are appointed by the Board to provide professional care to patients in the Hospital;
- (m) **“Excellent Care for All Act”** means the *Excellent Care for All Act (Ontario)* and where the context so requires, the regulations thereunder;
- (n) **“ex-officio”** means membership “by virtue of the office” and includes all rights and responsibilities unless otherwise specified;
- (o) **“Extended Class Nursing Staff”**, as defined in Ontario Regulation 965 (Hospital Management Regulation) enacted pursuant to the *Public Hospitals Act*, as amended from time to time, means those registered nurses in the extended class who are: i) employed by the Hospital and are authorized to diagnose, prescribe for or treat out-patients in the Hospital; and ii) who are not employed by the Hospital and to whom the Board has granted privileges to diagnose, prescribe for or treat out-patients in the Hospital;
- (p) **“FCMCCU”** is the acronym for the Hospital’s Family Centred Maternal Child Care Unit;
- (q) **“Fiscal Year”** means the fiscal year of the Corporation ending March 31st in each year;
- (r) **“Foundation”** means the St. Thomas Elgin General Hospital Foundation;
- (s) **“Governor”** means a member of the Board;
- (t) **“Hospital”** means The St. Thomas Elgin General Hospital;
- (u) **“Immediate Relatives”** means the spouse, child, parent, brother or sister of any person or the spouse of any such relative;
- (v) **“Medical Staff”** means all physicians who are appointed by the Board to attend patients in the Hospital;
- (w) **“Member”** means a member of the Corporation;
- (x) **“Midwifery Staff”** means all persons qualified to practice midwifery pursuant to the laws of Ontario who are appointed by the Board to provide professional care to patients in the Hospital;

- (y) **“Nurse”** means a holder of a current certificate for competence issued in Ontario as a registered nurse or a registered practical nurse who is employed by the Hospital;
- (z) **“President and CEO”** means, in addition to “administrator” as defined in the *Public Hospitals Act*, the person appointed pursuant to the By-laws to be President and CEO of the Corporation;
- (aa) **“Professional Staff”** means those physicians, dentists, midwives, maxillofacial surgeons and registered nurses in the extended class who are appointed by the Board and who are granted specific privileges to practice in the Hospital;
- (bb) **“Restricted Person”** means:
 - (i) any Professional Staff member other than the members of the Medical Staff appointed to the Board pursuant to the *Public Hospitals Act*;
 - (ii) any employee other than the Administrator;
 - (iii) any spouse, dependent child, parent, brother or sister of an employee of the Corporation or member of the Professional Staff; and
 - (iv) any person who lives in the same household as a member of the Professional Staff or an employee of the Corporation;
- (cc) **“Special Resolution”** means a resolution passed by the Governors and confirmed with or without variation by at least two-thirds (2/3) of the votes cast at a general meeting of the Members of the Corporation duly called for that purpose, or at an annual meeting, or in lieu of such confirmation, by consent in writing of all Members entitled to vote at such meeting.

ARTICLE 3 – ORGANIZATION

3.1 Seal

An impression whereof is stamped on the margin hereof, shall be the Corporate Seal of the Corporation.

3.2 Head Office

The head office of the Corporation shall be in the City of St. Thomas, Province of Ontario and, at such place therein as the Board may from time to time determine.

ARTICLE 4 - MEMBERS

4.1 Categories Of Membership

Persons shall only be admitted to the following categories of membership in the Corporation:

- (a) Annual Members.

4.2 Admission

- (a) Membership in the Corporation shall be limited to persons interested in furthering the Corporation's objects and shall consist of any person whose admission as a Member has been approved by a resolution of the Board.
- (b) The Secretary shall maintain a list of names and addresses of the Members of the Corporation and, the list as certified by the Secretary shall be conclusive evidence of such membership as of the date of such certificate.

4.3 Annual Membership

- (a) A person is eligible to be an annual Member where he or she pays to the Corporation the annual membership fee for individuals, in an amount to be determined from time to time by resolution of the Board.
- (b) Subject to the criteria in section 4.3 (c) being met, any person who at the time these By-laws are approved was a "Life or Permanent" member shall be automatically eligible to be admitted by resolution of the Board as an Annual Member for the current and subsequent years.
- (c) At the time of the payment of the fee in section 4.4(d), the person must:
 - (i) be eighteen (18) years of age;
 - (ii) where a Restricted Person, be subject to the terms set out at subsection 4.8 below;
 - (iii) have been a resident, employee or carry on a business in the City of St. Thomas, or of unnamed Townships organized or unorganized served by the Hospital, for a continuous period of at least three (3) months immediately prior thereto; and
 - (iv) support and promote the objects of the Corporation.
- (d) Any annual membership in the Corporation shall be effective only from April 1 in one year to March 31 in the following year.

- (e) A person's annual membership in the Corporation is automatically terminated in the event that the person ceases to be a resident of, or ceases to be employed or to carry on business in the said city, township or catchment area.
- (f) A Member shall not be entitled to vote at any meetings of the Corporation unless the membership fee was paid in full and the Member was approved by the Board at least sixty (60) days prior to the date of the meeting.

4.4 Application

Each application for membership in the Corporation must be in a form prescribed by the Board for the then current year and must be received by the Board sixty (60) days prior to the annual meeting in order to be considered in time to allow the prospective applicant an opportunity to vote at the next annual meeting of the Corporation. The decision as to whether a prospective applicant will be admitted will be made by the Board in accordance with section 4.2. The Application shall contain:

- (a) The membership qualifications set out in section 4.2 of this By-Law;
- (b) A statement by the applicant that he has read the membership qualifications and that he meets all of the requirements set forth therein; and
- (c) The annual membership fee for the current year.

4.5 Withdrawal

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

4.6 Termination of Membership

- (a) A person's membership in the Corporation is not transferable and shall terminate upon the happening of any of the following events:
 - (i) Upon the death, dissolution or resignation of the Member;
 - (ii) If the Member fails to meet the qualifications set out in section 4.3 and 4.4;
 - (iii) Where the Member ceases to be a Member by resignation; and
 - (iv) If at a special meeting of the Board, a resolution is passed to remove the Member by at least two-thirds (2/3) of the votes cast at the special meeting.

4.7 Restricted Persons

- (a) The total number of Restricted Persons shall not in the aggregate exceed thirty percent (30%) of the total number of persons admitted as Annual Members. Specifically:
- (i) any employee other than the President and CEO, and any spouse, dependent child, parent, brother or sister of an employee who can become Annual Members shall not respectively exceed fifteen (15%) percent of the number of persons admitted as Annual Members; and
 - (ii) any member of the Professional Staff other than the members of the Medical Staff appointed to the Board pursuant to the *Public Hospitals Act* and any spouse, dependent child, parent, brother or sister of an employee who can become Annual Members shall not respectively exceed fifteen (15%) percent of the number of persons admitted as Annual Members.

4.8 Information Available to Members

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

4.9 Membership Dues

Members shall be notified in writing of membership fees at any time payable by them.

ARTICLE 5 - ANNUAL AND SPECIAL MEETINGS OF THE MEMBERS OF THE CORPORATION

5.1 Annual Meetings of the Members of the Corporation

The annual meeting of Members shall be held at the Head Office of the Corporation or at any place as the Board determines in each year on a date fixed by the Board.

5.2 Business at Annual Meetings

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

- (a) the presentation of:
- (i) minutes of the previous meeting;
 - (ii) report of the Chair of the Board;

- (iii) report of the President and CEO;
- (iv) report of the Auditor including the presentation of the audited financial statement;
- (v) report of the Medical Advisory Committee;
- (b) election of Governors; and
- (c) the appointment of the Auditor to hold office until the next annual meeting and fixing or authorizing the Board to fix the remuneration thereof.

5.3 Notice of Annual Meeting

- (a) Notice of the annual meeting of the Corporation shall be given:
 - (i) by publication at least once a week for two (2) consecutive weeks preceding the meeting, in a newspaper or newspapers circulated in the municipality or municipalities in which the majority of the Members reside as shown by their addresses on the records of the Corporation; or
 - (ii) to each of the Members by prepaid mail, at least ten (10) days prior to the meeting at their last address as shown on the records of the Corporation.
- (b) The annual meeting shall be held on a weekday in June of each year and at a time of day as determined by the Board.

5.4 Special Meetings of the Members of the Corporation

- (a) The Board or the Chair may call a special meeting of the Corporation.
- (b) (i) Not less than one-tenth (1/10) of the Members of the Corporation entitled to vote at a meeting proposed to be held may, in writing, requisition the Governors to call a special meeting of the Members for any purpose connected with the affairs of the Corporation which are properly within the purview of the Members' role in the Corporation and which are not inconsistent with the Act.
 - (ii) The requisition shall be deposited at the Head Office of the Corporation and may consist of several documents in like forms signed by one or more requisitioners.
- (c) Notice of a special meeting shall be given in the same manner as provided in Section 5.3. If the Governors, acting in their sole discretion, determine that the requisition meets the qualifications set out in paragraph (b) above, the Governors

shall call and hold such meeting within fourteen (14) days from the date of the deposit of the requisition.

(d) The notice of a special meeting shall specify the purpose for which it has been called.

5.5 Omission of Notice

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

5.6 Voting

- (a) The only persons entitled to attend a meeting of the Corporation shall be those entitled to vote thereat and the Auditor of the Corporation and others who, although not entitled to vote, are entitled or required under the provisions of the Act, the *Public Hospitals Act*, or By-Laws and Policies of the Corporation to be present at the meeting. Any other person may be admitted only on invitation of the Chair.
- (b) At each meeting of Members, an organization, association, firm, corporation or municipality entitled to vote as a Member may be represented by its presiding officer or other nominee who shall represent such organization, association, firm, corporation, or municipality at such meeting and may vote on its behalf. The instrument appointing such presiding officer or nominee for such purpose shall be in such form as the Board may from time to time prescribe or in such other form as the Chair may accept as sufficient and shall be deposited with the Secretary of the meeting before any vote is cast under its authority.
- (c) At all meetings of Members, questions shall be determined by a majority of affirmative votes cast by Members present at the meeting, unless otherwise required by statute or the By-Laws. In case of an equality of votes at any meeting of the Members or the Board, either upon a ballot, a show of hands or upon a poll, the motion is lost. The Chair shall not be entitled to a second or casting vote.
- (d) No Member shall be entitled to vote at meetings of Members unless the Member has paid all fees, if any, then payable by the Member.
- (e) At all meetings of Members, every question shall be decided by a show of hands unless a ballot thereon is required by the Chair or demanded by any Governor present in person and entitled to vote. Upon a show of hands, every Member present in person or represented by its presiding officer or nominee, and entitled to vote, shall have one (1) vote. After a

show of hands has been taken upon any question, the Chair may require or any Member present may demand a poll thereon. Whenever a vote by a show of hands has been taken upon a question, unless a poll thereof be so required or demanded, and a declaration by the Chair that the vote upon the question has been carried or carried by a particular majority or not carried, then an entry to that effect in the minutes of the proceedings of the meeting shall be prima facie evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against any resolution or other proceeding in respect of the said question and the result of the vote so taken at the meeting shall be the decision of the Corporation upon the question.

- (f) If a poll is required by the Chair or be duly demanded by any Governor and the demand is not withdrawn, a poll upon the question shall be taken in such manner as the Chair shall direct. Upon a poll, each Member who is present shall be entitled to vote and the result of the poll at any meeting of Members shall be the decision of the Corporation upon the question.

5.7 Minutes

Minutes shall be kept for all meetings of the Corporation and of the Board.

5.8 Chair

- (a) The chair of a meeting of the Corporation shall be,
 - (i) the Chair; or
 - (ii) the Vice-Chair, if the Chair is absent or is unable to act; or
 - (iii) a Chair elected by the Members present if the Chair and Vice-Chair are absent or unable to act. The Secretary shall preside at the election of the Chair, but if the Secretary is absent the Board shall choose from those present, a Governor to preside at the election of the Chair.

5.9 Quorum

Twelve (12) Members present in person and each entitled to vote thereat shall constitute a quorum at any meeting of the Corporation.

5.10 Adjourned Meeting

- (a) If within thirty (30) minutes after the time appointed for a meeting of the Corporation a quorum is not present, the meeting shall stand adjourned until a day within two (2) weeks thereafter to be determined by the Board.

- (b) At least five (5) days' notice of the adjourned meeting shall be given by publication in a newspaper circulated in the municipality or municipalities in which Members reside as shown by their addresses on the records of the Corporation.

5.11 Rules of Order

Any questions of procedure at or for any meetings of the Corporation, the Board, the Professional Staff, or any committee, which have not been provided for in this By-Law, the Act, the *Public Hospitals Act* and Regulations thereunder, or the Professional Staff Rules and Regulations, shall be determined by the Chair in accordance with the rules of procedure adopted by resolution of the Board.

ARTICLE 6- THE BOARD OF GOVERNORS

6.1 Nominations

Nominations for the position of Governor of the Corporation for the purpose of electing those Governors described in section 6.2 at the annual meeting of the Corporation shall be made only by the Nominating Committee.

6.2 Composition

The affairs of the Corporation shall be managed by a Board of seventeen (17) Governors as follows:

- (a) Five (5) non-voting *ex-officio* Governors shall be:
 - (i) the President of the Professional Staff;
 - (ii) Vice-President of the Professional Staff;
 - (iii) the Chief of Staff;
 - (iv) the President and CEO; and
 - (v) the Chief Nursing Executive.
- (b) One (1) voting *ex-officio* Governors shall be:
 - (i) the President of the Foundation.
- (c) One (1) Governor at large who shall be elected at the annual meeting of the Corporation and whose election may not be limited by geographic restrictions;
- (d) The remaining ten (10) Governors shall be elected at the annual meeting of the Corporation as follows:

- (i) One (1) Governor shall be elected by the Members from persons nominated by the Hospital Auxiliary Association of the Hospital;
 - (ii) Seven (7) Governors shall be elected from those nominated by the Nominating Committee all of whom shall be residents of the City of St. Thomas or in a municipality within the County of Elgin.
 - (iii) One (1) Governor shall be elected from persons approved by the Council of the City of St. Thomas and who need not be a member of the Council of the City of St. Thomas; and
 - (iv) One (1) Governor shall be elected from persons approved by the Council of the County of Elgin and who need not be a member of the Council of the County of Elgin.
- (e) The Governors to be elected as provided in section 6.2(d) shall be elected and shall retire in rotation and that at the first meeting of Members for the election of Governors:
- (i) Three (3) Governors shall be elected to hold office until the third annual meeting of Members after that date;
 - (ii) Three (3) Governors shall be elected to hold office until the second annual meeting after that date; and
 - (iii) Three (3) Governors to hold office until the next annual meeting after that date, and
- subsequently at each annual meeting, Governors shall be elected to fill the positions of those Governors whose term of office has expired and each Governor so elected shall hold office until the third annual meeting after his or her election.
- (f) The Board will consider an appropriate balance of geographic diversity of Governors from within the County of Elgin and the City of St. Thomas.

6.3 Qualifications

Except as where otherwise provided in this By-Law or unless authorized by resolution of the Board:

- (a) Every Governor shall be eighteen (18) or more years of age and shall be a voting Member in good standing of the Corporation, or shall become a Member of the Corporation within ten (10) days after election or appointment as a Governor.
- (b) No undischarged bankrupt shall become a Governor.

- (c) No Restricted Person shall be eligible for election or appointment to the Board of Governors except where otherwise provided in this By-Law.
- (d) No member of the Medical Staff, Dental Staff or Midwifery Staff of the Hospital shall be eligible for election or appointment to the Board, other than those permitted to be appointed to the Board in accordance with the *Public Hospitals Act*.
- (e) No employee of the Hospital shall be eligible for election or appointment to the Board except where otherwise set out herein.

6.4 Terms of Office Restrictions

- (a) No person may be elected or appointed a Governor for more terms than will constitute nine (9) consecutive years of service, provided however, that following a break in the continuous service of at least eleven (11) months, the same person may be re-elected or re-appointed Governor.
 - (i) Paragraph (a) shall not apply so as to prevent the Chair to continue to serve as a Governor so as to complete the term as Chair of the Board.

6.5 Vacancy and Termination of Office

- (a) The office of a Governor shall automatically be vacated:
 - (i) if the Governor does not, within ten (10) days after election or appointment as a Governor, become a Member of the Corporation;
 - (ii) if the Governor becomes bankrupt or suspends payment of debts generally or compounds with creditors or makes an assignment in bankruptcy or is declared insolvent;
 - (iii) if the Governor is found to be a mentally incompetent person or becomes of unsound mind;
 - (iv) if the Governor, by notice in writing to the Corporation, resigns office, which resignation shall be effective at the time it is received by the Secretary of the Corporation or at the time specified in the notice, whichever is later;
 - (v) if at a special meeting of the Governors of the Corporation, a special resolution is passed by the Governors, removing a Governor before the expiration of the Governor's term of office; and
 - (vi) if the Governor dies.

- (b) The office of a Governor may be vacated by a simple majority resolution of the Board:
 - (i) if a Governor is absent for three (3) consecutive meetings of the Board, or if a Governor is absent for one quarter (1/4) or more of the meetings of the Board in any twelve (12) month period; or
 - (ii) if a Governor fails to comply with the *Public Hospitals Act*, the Act, the Corporation's Letters Patent, By-Laws, Rules, Regulations, policies and procedures, including without limitation, the confidentiality and conflict of interest requirements.
- (c) If a vacancy occurs at any time among the Governors either by a resignation, by death, removal by the Members in accordance with paragraph (a) above, or by any other cause, such vacancy may be filled by a qualified person elected by the Board to serve until the next annual meeting.
- (d) At the next annual meeting in addition to the election of Governors to fill the vacancies caused by expiry of Governors' terms, the Members shall also elect an additional Governor to fill the unexpired term created by any vacancy referred to in paragraph (a) above.

6.6 Removal of Governors

- (a) The members of the Corporation may, by special resolution at a general meeting of which notice specifying the intention to pass such resolution has been given, remove any elected Governor before the expiration of his term of office and may, by majority of the votes cast at such meeting, elect any member in his stead for the remainder of his term.
- (b) The Governors may, by special resolution cast at a Governors' meeting of which notice specifying the intention to pass the resolution has been given, remove any Governor before the expiration of the term of office. Any resulting vacancy or vacancies may be filled in accordance with section 6.5 hereof.

ARTICLE 7- RESPONSIBILITIES OF THE BOARD

The Board shall govern the management of the affairs of the Corporation consistent with the *Public Hospitals Act*, the Hospital Management regulations thereunder and other applicable legislation and shall be responsible to:

- (a) develop and review on a regular basis the mission, objectives and strategic plan of the Corporation in relation to the provision, within available resources, of appropriate programs and services in order to meet the needs of the community;

- (b) establish procedures for monitoring compliance with the requirements of the *Public Hospitals Act*, and other applicable legislation, and the By-laws of the Corporation and take such measures as the Board considers necessary for compliance;
- (c) ensure that the President and CEO and Professional Staff develop policies and plans to deal with:
 - (i) emergency situations that could place a greater than normal demand on the services provided by the Corporation or disrupt the normal routine;
 - (ii) the failure to provide services by persons who ordinarily provide services in the Corporation; and
 - (iii) situations, circumstances, conduct and behaviours which are or have the potential of resulting in a risk to the safety and wellbeing of patients, staff and/or others;
- (d) establish procedures for monitoring compliance with the requirements of the Act, the *Public Hospitals Act* and the Hospital Management regulation thereunder, the By-Laws of the Hospital and other applicable legislation;
- (e) work collaboratively with other community agencies and institutions in meeting the needs of the community;
- (f) establish the selection process for the appointment of the President and CEO and the Chief Nursing Executive and appoint the President and CEO and Chief Nursing Executive in accordance with this process and ensure the ongoing evaluation of the President and CEO and Chief Nursing Executive;
- (g) delegate responsibility and concomitant authority to the President and CEO for the management and operation of the Hospital and require accountability to the Board;
- (h) appoint the Chief of Staff in accordance with the provisions of this By-law and ensure the ongoing evaluation of the Chief of Staff;
- (i) delegate responsibility and concomitant authority to the Chief of Staff for the supervision of the practice of Medicine, Dentistry and Midwifery in the Hospital and require accountability to the Board;
- (j) appoint and re-appoint physicians, dentists, midwives and registered nurses (extended class) to the Professional Staff of the Hospital, and delineate the respective privileges upon consideration of the recommendation of the Medical Advisory Committee, in accordance with legislative and By-Law requirements;

- (k) assess and monitor, through the Professional Staff organization, the acceptance by each member of the Professional Staff of responsibility to the patient and to the Hospital concomitant with the privileges and duties of the appointment and with the By-Laws of the Hospital;
- (l) review regularly the function of the Hospital in relation to the objects of the Corporation as stated in the Articles of Incorporation and By-laws, and account to the Members of the Corporation for its responsibility at the annual general meeting;
- (m) ensure that the services which are provided have properly qualified staff and appropriate facilities;
- (n) ascertain that methods are established for the regular evaluation of the quality of care, and hospital services in relation to generally accepted standards, and provide for submission of reports on a regular basis;
- (o) provide for the operation of an occupational health and safety program for the Hospital;
- (p) provide for the operation of a health surveillance program including a communicable disease surveillance program in respect of all persons carrying on activities in the Corporation;
- (q) establish a Fiscal Advisory Committee to make recommendations to the Board on the operation, use and staffing of the Hospital, comprised of:
 - (i) the President and CEO or delegate;
 - (ii) one person representing the Professional Staff;
 - (iii) one person representing Managers within the Corporation;
 - (iv) one person representing employees; and
 - (v) such other persons as are appointed by the President and CEO;
- (r) approve procedures to encourage the donation of organs and tissues;
- (s) ensure and provide for the participation of nurses on committees;
- (t) ensure that a system for the disclosure of every critical incident is established and that the President and CEO and the Chief of Staff shall be responsible for the system; and
- (u) Establish a Quality Committee further to the Excellent Care for All Act to monitor and report on the overall quality of care and make recommendations to the Board regarding quality improvement initiatives

and policies and to oversee the preparation of annual quality improvement plans, comprised of:

- (i) the President and Chief Executive Officer;
- (ii) one member of the Medical Advisory Committee;
- (iii) the Chief Nursing Executive;
- (iv) one person who works in the Hospital and who is not a member of the College of Physicians and Surgeons of Ontario or the College of Nurses of Ontario; and
- (v) such other persons as are selected by the Board such that one third of the members of the Quality Committee shall be voting members of the Board.

ARTICLE 8 – PUBLIC STATEMENTS AND CONFIDENTIALITY

- (a) Unless the Board withholds such authority, the Chair, the Vice-Chair in the absence of the Chair, and the President and CEO have the authority to make statements to the news media, or public or within a public forum, on any matters concerning the Hospital. No other persons shall have the authority to comment to the news media or public or within a public forum on any matters concerning the Hospital unless authorized by the Chair of the Board or by the President and CEO.
- (b) Every Governor shall respect the confidentiality of matters brought before the Board or any committee and shall in all respects hold such matters confidential.

ARTICLE 9 - STANDARDS OF CARE

Every Governor and officer of the Corporation in exercising his/her powers and discharging his/her duties shall:

- (a) act honestly and in good faith, be loyal to the Corporation and act with a view to the best interests of the Corporation;
- (b) exercise the degree of care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances;
- (c) respect and abide by decisions of the Board;
- (d) keep informed about,
 - (i) matters relating to the Corporation,

- (ii) the community served,
- (iii) necessary information and background preparation so as to participate effectively in meetings of the Board and its committees, and
- (iv) other healthcare services provided in the region;
- (e) participate in the initial orientation as a new Governor and in ongoing Board education;
- (f) participate in the annual evaluation of overall Board effectiveness; and
- (g) represent the Board, when requested.

ARTICLE 10 - CONFLICT OF INTEREST

10.1 Conflict of Interest

- (a) Every Governor who, either directly or through one of his/her Associates, has or thinks he/she may potentially have a Conflict of Interest with respect to a proposed or current contract, transaction, matter or decision of the Corporation shall disclose the nature and extent of the interest at a meeting of the Board.
- (b) The declaration of interest shall be disclosed at the meeting of the Board at which the contract, transaction, matter or decision is first raised.
- (c) If the Governor (or his/her Associates) becomes interested in a contract, transaction, matter or decision after the Board meeting at which it is first raised, the Governor shall make a declaration at the next Board meeting following the Governor's perception or apprehension of a conflict.
- (d) In the case of an existing contract, transaction, matter or decision the declaration shall be made at the first meeting of the Board after the member becomes a Governor or the interest comes into being.
- (e) After making such a declaration no interested Governor shall vote or be present at the vote or during the discussions, or otherwise attempt to influence the voting on a contract, transaction, matter or decision, nor shall the member be counted in any required quorum with respect to the vote.
- (f) If a Governor has made a declaration of conflict of interest in compliance with this By-Law the Governor is not accountable to the Corporation for any profit he/she may realize from the contract, transaction, matter or decision.

- (g) If the Governor fails to make a declaration of his/her interest in a contract, transaction, matter or decision as required by this By-Law, this shall be considered grounds for termination of his/her position as a Governor of the Corporation.
- (h) The failure of any Board member to comply with the Conflict of Interest By-Law of the Corporation does not, in or of itself, invalidate any contract, transaction, matter or decision undertaken by the Board of the Corporation.
- (i) If a Governor believes that any other Governor is in a Conflict of Interest position with respect to any contract, transaction, matter or decision, the Governor shall have the concern recorded in the minutes. Thereafter, at the request of the Governor who recorded the initial concern, the Board shall, after the Governor alleged to have a conflict has absented himself from the room, vote on whether the Governor alleged to have a Conflict of Interest is, in the opinion of the Board, in a Conflict of Interest. If the Board so finds the person in a Conflict of Interest, the Board member shall absent himself during any subsequent discussion or voting process relating to or pertaining to the conflict. The question of whether or not a Governor has a Conflict of Interest shall be determined by a simple majority of the Board and shall be final.
- (j) If the Board finds that the person is not in conflict, the Board will then vote on the contract, transaction, matter or decision and the votes of each Governor shall be recorded.
- (k) Every declaration of a Conflict of Interest and the general nature thereof shall be recorded in the minutes by the Board.
- (l) Where the number of Governors who, by reason of the provisions of this section 10.1 are prohibited from participating in a meeting is such that at that meeting, the remaining members are not of sufficient number to constitute a quorum, then, notwithstanding any other provision in this By-Law, the remaining number of members shall be deemed to constitute a quorum, provided such number is not less than three.
- (m) Where in the circumstances mentioned in paragraph (l) above, the remaining number of members who are not prohibited from participating in the meeting is less than three, the President and CEO may apply to a judge on an ex parte basis for an order authorizing the Board to give consideration to, discuss and vote on the matter out of which the interest arises.

ARTICLE 11 – REGULAR AND SPECIAL MEETINGS OF THE BOARD

11.1 Regular Meetings of the Board

The Board shall meet at least ten (10) times per year at the head office of the Corporation on a date and time as determined by the Board (except the months of July and August) and no formal notice need be given of such regular meetings of the Board unless otherwise determined by express resolution. A meeting of the Board may be held without notice immediately following the annual meeting of the Corporation.

11.2 Special Meetings of the Board

Special meetings of the Board may be formally called by:

- (a) the Chair or Vice-Chair; or
- (b) the Secretary if at least three (3) Governors so request in writing.

11.3 Notice of Special Meetings of the Board

- (a) Notice of Special Meetings of the Board shall specify the purpose of the meeting and shall be delivered, emailed, faxed, or telephoned to each Governor not less than twenty-four (24) hours before the meeting is to take place, or shall be mailed to each Governor not less than five (5) days before the meeting is to take place. The statutory declaration of the Secretary or Chair that notice has been given pursuant to this By-Law shall be sufficient and conclusive evidence of the giving of such notice.
- (b) Each newly elected Board may, without notice, hold its first meeting for the purpose of organization and the election and appointment of officers immediately following the meeting of Members at which such Board was elected, provided a quorum of Governors is present.

11.4 Errors in Notice

The accidental omission to give any notice to any Member, Governor, officer or auditor, or the non-receipt of any notice by any Member, Governor, officer or auditor, or any error in any notice not affecting the substance thereof, shall not invalidate any action taken at any meeting held pursuant to such notice or otherwise founded thereon.

11.5 Electronic Meetings

If all the Governors present at the meeting consent and in accordance with the Board's policy on electronic meetings adopted from time to time by the Board, a meeting of a Governors or a meeting of a committee of the Board may be held by conference telephone, electronic or other communication facilities as to permit all persons participating in the meeting to communicate with each other simultaneously and

instantaneously, and the Governor or committee member participating in the meeting by those means is deemed to be present at the meeting.

11.6 Minutes

Minutes shall be kept for all meetings of the Board.

11.7 Quorum

A quorum for the transaction of business at meetings of the Board shall be the smallest whole number that is not less than fifty percent (50%) of the voting members of the Board.

11.8 Adjourned Meetings

- (a) If within thirty (30) minutes after the time appointed for a meeting of the Board a quorum is not present, the meeting shall stand adjourned until the same day in the following week at the same hour and place.
- (b) Notice of such adjourned meeting shall be given in the manner provided in section 11.3 (a).

11.9 Voting

- (a) Business arising at any meeting of the Board shall be decided by a majority of votes, provided that:
 - (i) except as provided by section (ii) below, votes shall be taken in the usual way by a show of hands, in which case,
 - (A) The Chair of the meeting shall not have a vote.
 - (B) If there is an equality of votes, the motion is lost.
 - (ii) votes shall be taken by written ballot if so demanded by any voting member present, in which case,
 - (A) The Chair shall have a vote.
 - (B) If there is an equality of votes, the motion is lost.
 - (iii) a declaration by the Chair that a resolution, vote or motion has been carried or defeated and an entry to that effect in the minutes shall be admissible in evidence as prima facie proof of that fact that resolution, vote or motion was carried or defeated, without need for proof of the number or proportion of the votes recorded in favour of or against such resolution, vote or motion.

ARTICLE 12 - COMMITTEES OF THE BOARD

12.1 Establishment of Committees

- (a) At the first meeting of the Board following the annual meeting of the Corporation, the Board shall establish the following standing committees:
 - (i) Nominating Committee
 - (ii) Audit Committee
 - (iii) Board Development Committee
 - (iv) Ownership Linkage Committee
 - (v) Quality, Risk and Safety Committee
- (b) The Board may appoint such other committees as it sees fit from time to time.
- (c) The composition and terms of reference for the standing and other committees shall be set out in a Board policy.
- (d) Subject to the provisions of the By-Laws, the Board shall appoint the Chairs of the committees of the Board and appoint the members of the committees of the Board.
- (e) The Board may appoint additional members who are not Governors to any committee of the Board except the Board Development Committee and those persons shall be entitled to vote, but the number of non-Governors shall not exceed the number of Governors on a committee of the Board.
- (f) Except for the Board Development Committee, the Board shall encourage and promote the appointment of members who are not Governors to the standing and special committees of the Board. The Board shall ensure that committees reflect the community the Corporation serves.
- (g) The membership formula for committees is designed on the basis of minimums and it is intended that the actual size of each committee should be determined by the need to ensure a breadth of perspectives;
- (h) Subject to applicable law, the Board may, by resolution, dissolve any committee at any time.
- (i) Committee Chairs shall not vote unless the vote is by written ballot.
- (j) The Board Chair and President and CEO shall be ex-officio members of all committees.

- (k) Members of the Board shall chair all standing committees.
- (l) A majority of members of a committee shall constitute a quorum.

12.2 Failure to Elect and Vacancies

- (a) Where a designated body, for any reason, is unable to elect a committee representative, the Board may appoint a person to serve on the committee.
- (b) Where a person resigns from a committee or is unable to complete his or her term on such committee for any reason, the Board may appoint a person to complete the term on such committee.

12.3 Executive Committee

- (a) The composition and terms of reference for the Board Governance Committee shall be set out in a Board policy; save and except
- (b) The Board Governance Committee shall:
 - (i) Exercise the full power of the Board in all matters of administrative emergency, reporting every action to the next meeting of the Board;

ARTICLE 13 - OFFICERS

13.1 Officers

- (a) The Board shall elect the following officers at the special meeting immediately following the annual meeting:
 - (i) Chair;
 - (ii) Vice Chair; and
 - (iii) Secretary
- (b) The President and CEO shall be the Secretary of the Corporation.
- (c) The Officers of the Corporation shall be responsible for the duties set forth in the By-Law and they are not necessarily required to perform such duties personally, but they may delegate to others the performance of any or all such duties.
- (d) The Board may, by resolution, remove any officer of the Corporation.

13.2 Duties of the Chair

The Chair of the Board shall:

- (a) preside at all meetings of the Board;
- (b) be responsible for the naming of the Governors to committees not otherwise provided for in the By-Laws of the Corporation;
- (c) report to each annual meeting of the Members concerning the operations of the Corporation and at such other times as deemed fit or as requested by the Members;
- (d) represent the Corporation at public or official functions;
- (e) sit as an ex-officio member of all committees; and
- (f) perform such other duties as may from time to time be determined by the Governors.

13.3 Duties of the Vice-Chair

During the absence or inability of the Chair, the Vice-Chair shall exercise the duties and powers of the Chair together with such other duties and powers, if any, as may be from time to time assigned by the Board.

13.4 Duties of the Secretary

The Secretary shall:

- (a) attend all meetings of Members and of the Board;
- (b) keep a record of the minutes of all meetings;
- (c) attend to correspondence;
- (d) prepare all reports required under any Act or Regulation of the Province of Ontario, or otherwise;
- (e) be custodian of the minute books, documents, registers and seal of the Corporation as required by the provisions of the Act; and
- (f) perform such other duties as may from time to time be determined by the Board.

The Secretary may delegate such of his or her duties as he or she may deem advisable from time to time to employees of the Corporation.

ARTICLE 14 – PRESIDENT AND CEO

14.1 President and CEO

- (a) The President and CEO shall be appointed by the Board of the Corporation subject to the approval of the Members of the Corporation and shall be accountable to the Board of the Corporation.
- (b) The President and CEO shall be responsible for the due observance and enforcement of the *Public Hospitals Act* and all other applicable legislation, and the By-Laws of the Corporation and its policies.
- (c) The President and CEO shall:
 - (i) be responsible for the efficient operation of the Corporation in accordance with policies established pursuant to this By-Law;
 - (ii) operate the Corporation in accordance with the approved annual budget;
 - (iii) attend all meetings of the Board and its committees;
 - (iv) act as Secretary of the Board of the Corporation;
 - (v) employ, dismiss, control, direct and develop employees of the Corporation in accordance with this By-Law and the approved budget;
 - (vi) be a member of all standing committees of the Board of the Corporation;
 - (vii) be an ex-officio member of the Medical Advisory Committee and shall have the right to attend any meeting of any committee of the Professional Staff;
 - (viii) report to the Chief of Staff, any improper medical practice in the Corporation and, if necessary, to the Board;
 - (ix) report matters to the Board matters about which they should have knowledge; and
 - (x) report to the Board on the establishment, composition and operation of those committees required pursuant to the *Public Hospitals Act* and other legislation together with such other committees as the Board may deem advisable.

ARTICLE 15 - INDEMNIFICATION

15.1 Protection of Governors and Officers

Except as otherwise provided in any legislation or law, no Governor or officer for the time being of the Corporation shall be liable for the acts, receipts, neglects or defaults of any other Governor or officer or employee or for any loss, damage or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired by the Corporation or for or on behalf of the Corporation or for the insufficiency or deficiency of any security in or upon which any of the monies of or belonging to the Corporation shall be placed out or invested or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person including any person with whom or which any monies, securities or effects shall be lodged or deposited or for any loss, conversion, misapplication or misappropriation of or any damage resulting from any dealings with monies, securities or other assets belonging to the Corporation or for any other loss, damage or misfortune whatever which may happen in the execution of the duties of the Governor's or officer's respective office or trust or in relation thereto unless the same shall happen by or through the Governor's or officer's own failure to act honestly and in good faith in the performance of the duties of office, or other wilful neglect or default.

15.2 Pre-Indemnity Considerations

Before giving approval to the indemnities provided in 15.3, or purchasing insurance provided in 15.4, the Board shall consider:

- (a) the degree of risk to which the Governor or officer is or may be exposed;
- (b) whether, in practice, the risk cannot be eliminated or significantly reduced by means other than the indemnity or insurance;
- (c) whether the amount or cost of the insurance is reasonable in relation to the risk;
- (d) whether the cost of the insurance is reasonable in relation to the revenue available; and
- (e) whether it advances the administration and management of the property to give the indemnity or purchase the insurance.

15.3 Indemnification of Officers and Governors

Upon approval by the Board from time to time, every Governor and officer of the Corporation and every member of a committee, or any other person who has undertaken, or is about to undertake, any liability on behalf of the Corporation or any corporation controlled by it, and the person's respective heirs, executors and administrators, and estate and effects, successors and assigns, shall from time to time

and at all times, be indemnified and saved harmless out of the funds of the Corporation, from and against:

- (a) all costs, charges and expenses whatsoever which such Governor, officer, committee member or other person sustains or incurs in or in relation to any action, suit or proceeding which is brought, commenced or prosecuted against the Governor, officer, committee member or other person, for or in respect of any act, deed, matter or thing whatsoever, made, done or permitted by them, in or in relation to the execution of the duties of such office or in respect of any such liability; and
- (b) all other costs, charges and expenses which the Governor, officer, committee member or other person sustains or incurs in or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by their own failure to act honestly and in good faith in the performance of the duties of office, or by other willful neglect or default.

The Corporation shall also, upon approval by the Board from time to time, indemnify any such person in such other circumstances as any legislation or law permit or requires. Nothing in this By-Law shall limit the right of any person entitled to indemnity to claim indemnity apart from the provisions of this By-Law to the extent permitted by any legislation or law.

15.4 Insurance

Upon approval by the Board from time to time, the Corporation shall purchase and maintain insurance for the benefit of any Governor, officer or other person acting on behalf of the Corporation against any liability incurred in that person's capacity as a Governor, officer or other person acting on behalf of the Corporation, except where the liability relates to that person's failure to act honestly and in good faith with a view to the best interests of the Corporation.

ARTICLE 16 – FINANCIAL

16.1 Bonding- Fidelity Insurance

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

16.2 Signing Officers

Deeds, transfers, assignments, contracts, obligations, certificates and other instruments may be signed on behalf of the Corporation by any two (2) persons holding the office of Chair or Vice-Chair, President and CEO and Chief Financial Officer. In addition, the Board may from time to time direct, by resolution, the manner in which and the person or persons by whom any particular instrument or class of instruments may or shall be signed. Any signing officer may affix the corporate seal thereto.

16.3 Banking

- (a) The Bank
 - (i) The Board shall by resolution designate the bank or banks in which the monies of the Corporation shall be deposited, in which any stocks, bonds or other securities of the Corporation shall be placed for safekeeping.
- (b) Banking
 - (i) The signing officers of the Corporation as set out in section 16.2 are hereby authorized for and in the name of the Corporation:
 - (A) to draw, accept, sign and make all or any bills of exchange, promissory notes, cheques, and orders for payment of money;
 - (B) to receive and deposit all Corporation monies in the bank designated under section (a) above, and give receipts for same;
 - (C) subject to the approval of the Board, to assign and transfer to the bank all or any stocks, bonds, or other securities;
 - (D) from time to time, to borrow money from the bank;
 - (E) to transact with the said bank any business which they may think fit;
 - (F) to negotiate with, deposit with, endorse or transfer to the bank, but for the credit of the Corporation only, all or any bills of exchange, promissory notes, cheques, or orders for the payment of money and other negotiable paper;
 - (G) from time to time, to arrange, settle, balance, and certify all books and accounts between the Corporation and the bank designated by the Board under section (a) above;

- (H) to receive all paid cheques and vouchers; and

16.4 Borrowing

The Board may, from time to time:

- (a) borrow money from a bank on the credit of the Corporation;
- (b) subject to any provision in the Act, issue, sell, or pledge securities of the Corporation;
- (c) subject to any provision in the Act, charge, mortgage, hypothecate or pledge all or any of the real or personal property of the Corporation, including book debts and rights, powers, franchises and undertakings, to secure any securities or any money borrowed, or other debt, or any other obligation or liability of the Corporation; and
- (d) authorize any Governor, officer, or employee of the Corporation to make arrangements with reference to the monies borrowed or to be borrowed as aforesaid, and as to the terms and conditions of the loan thereof, and as to the securities to be given therefor, with power to vary or modify such arrangements, terms and conditions and to give such additional securities for any monies borrowed or remaining due by the Corporation as the Governors may authorize, and generally to manage, transact and settle the borrowing of money by the Corporation.

16.5 Securities

- (a) The Board shall invest only in securities authorized by the *Trustee Act* of the Province of Ontario,
 - (i) all endowment monies given, paid or bequeathed in trust to the Board for the use of the Corporation; and
 - (ii) all Corporation monies not required for operating expenses.
- (b) Notwithstanding the provisions of paragraph (a) of this section, the Board may in its discretion, retain investments not authorized by the *Trustee Act* which are given or bequeathed to the Corporation in specie.
- (c) Except as allowed by paragraph (a) of this section, no benefit given, devised or bequeathed in trust to or to the use of the Corporation for endowment purposes shall be hypothecated, transferred or assigned to obtain credit or to receive funds.

16.6 Trust Instruments

- (a) The Secretary shall keep safely copies of all testamentary documents and trust instruments by which benefits are given, bequeathed or devised to or to the use of the Corporation.
- (b) The copies referred to in paragraph (a) of this section shall be made available by the Secretary to any Governor of the Board, to the Auditor of the Corporation and to any other individual approved by resolution of the Board of this purpose.

16.7 Investments

- (a) Subject to paragraphs (b) and (c) below, the Board shall not be limited to investments authorized by laws for trustees provided their investments are investments which are deemed reasonable and prudent under the circumstances.
- (b) With respect to monies or property held in trust by the Corporation, the Board may invest only in securities authorized by the *Trustee Act* (Ontario), unless the trust instrument indicates otherwise.
- (c) Notwithstanding the provisions of paragraphs (a) or (b) above, the Board may, in its discretion retain investments which are given to the Corporation in specie.

16.8 Endowment Benefits

- (a) No benefit given in trust to or for 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 Section 16.7(a) above.
- (b) The Secretary shall keep copies of all testamentary documents and trust instruments by which benefits are given, bequeathed or devised to, or to the use of, the Corporation.
- (c) The Secretary shall give notice to the Office of the Public Guardian and Trustee, in accordance with the terms of the *Charities Accounting Act* (Ontario), of the benefits referred to in paragraph (b) above which come into the control or possession of the Corporation.
- (d) The Corporation shall apply any trust funds of the Corporation only to the designated purpose(s) for which such funds were intended. Under no circumstances shall the Corporation transfer any funds held in trust by the Corporation to any other individual or entity, unless such transfer complies with all applicable law, including without limitation, the *Charities Accounting Act* (Ontario) and the *Trustee Act* (Ontario).

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

16.9 Auditors

(a) Appointment

- (i) 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 employer or employee of any such person and who is duly licensed under the provisions of the *Public Accountancy Act*, to hold office until the next annual meeting of the Corporation or until a successor is sooner appointed.

(b) Duties

The Auditor shall,

- (i) have all rights and privileges as set out in the *Corporations Act* and shall perform the audit function as prescribed therein;
- (ii) examine the books and records of the Corporation including by-laws, resolutions and minutes;
- (iii) audit all accounts of the Corporation including revenue and operating expense accounts and review and report on budgets;
- (iv) examine and appraise in detail all securities;
- (v) prepare and certify a balance sheet and the related revenue and expense statements annually as at the 31st day of March;
- (vi) report on his or her services and submit recommendations to the Board as he may consider necessary; and
- (vii) perform such other duties in the nature of accounting or audit functions as the Board may direct.

16.10 Fiscal Year

Unless otherwise determined by resolution of the Board, the fiscal year of the Corporation shall end on the 31st day of March in each year.

ARTICLE 17 - ANCILLARY ORGANIZATIONS

17.1 Authorization

The Board may authorize the formation of a Hospital auxiliary or any other ancillary organization as it deems advisable.

17.2 Purpose

Such organization shall be conducted with the advice of the Board for the general welfare and benefit of the Corporation and the patients treated.

17.3 Control

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

17.4 Auditor

The Auditor of the Corporation shall be the Auditor for the ancillary organizations.

PART B - PROFESSIONAL STAFF

ARTICLE 18 – PROFESSIONAL STAFF

18.1 The Professional Staff By-Laws

These By-Laws:

- (a) govern the appointment, organization, duties and responsibilities of the Professional Staff;
- (b) define the relationship and responsibilities of the Professional Staff to the Management and Board; and
- (c) outline how the requirements of the *Public Hospitals Act* and its regulations are put into force.

18.2 Purpose of the Professional Staff Portion of the By-Law

The purposes of the Professional Staff By-Laws are:

- (a) to outline clearly and succinctly the purposes and functions of the Professional Staff;
- (b) to identify specific organizational units (Departments, divisions, committees, programs, etc.) necessary to allocate the work of carrying out those functions;
- (c) to designate a process for the selection of officials of the Professional Staff, including the Chief of Staff and Chiefs of Departments;
- (d) to assign responsibility, define authority, and describe the manner of accountability to the Board of all officials, organizational units and each member of the Professional Staff for patient care, and for professional and ethical conduct;
- (e) to maintain and support the rights and privileges of the Professional Staff as provided herein;
- (f) to identify a Professional Staff organization with responsibility, authority and accountability so as to ensure that each Professional Staff member conducts themselves a manner consistent with the requirements of the *Public Hospitals Act* and its regulations, these By-Laws and such rules and regulations, or any amendments thereto, which become effective when approved by the Board.

18.3 Purpose of the Professional Staff Organization

The purposes of the Professional Staff Organization are:

- (a) to ensure the delivery of quality medical care to patients by the Professional Staff; and
- (b) to ensure a process whereby the members of the Professional Staff participate in the Hospital's planning, policy setting and decision making.

18.4 Professional Staff Resource Plan

- (a) The Medical Advisory Committee will recommend to the Board for approval, on an annual basis, a Professional Staff Resource Plan for each department of the Professional Staff, as recommended by the chief of the clinical department with the advice of the Administration of the Hospital and appropriate Regional Partners where relevant, and subject to available resources. This plan will be consistent with the strategic directions of the Hospital as established by the Board, and the Public Hospitals Act, Section 44(2) regarding cessation of services: and
- (b) A component of the Professional Staff Resource Plan shall be a recruitment plan, which shall include an impact analysis.

18.5 Appointment

- (a) The Board shall appoint annually a Professional Staff for the Corporation upon the recommendation of the Medical Advisory Committee.
- (b) The Board shall establish from time to time criteria for appointment to the Professional Staff along with the form of application and reapplication after considering the advice of the Medical Advisory Committee. An application for appointment to the Professional Staff shall be processed in accordance with the Hospital's *Comprehensive Appointment and Credentialing Policy*;
- (c) In making in an appointment or reappointment to the Professional Staff, the Board shall do so in accordance with the Professional Staff Resource Plan after considering the advice of the Medical Advisory Committee as to whether there is a need for the services in the community;
- (d) The Board shall grant privileges to members of the Professional Staff upon the recommendation of the Medical Advisory Committee;
- (e) Where the Board of the Hospital determines that the Hospital shall cease to provide a service or the Minister directs the Hospital to cease to provide a service, the Board of Directors may:

- (i) refuse the application of a member for appointment or reappointment to the Professional Staff;
- (ii) revoke the appointment of any member; and
- (iii) cancel or substantially alter the privileges of any member as long as such determination relates to the termination of the service.

18.6 Term of Appointment

- (a) Each appointment to the Professional Staff shall be for a period of not more than one (1) year, commencing on April 1st and ending on March 31st in each year; provided that where, within the time prescribed therefore, a member has applied for re-appointment, his or her appointment shall be deemed to continue,
 - (i) until the re-appointment is granted; or
 - (ii) where he or she is served with notice that the Board refuses to grant the re-appointment, until the time for giving notice requiring a hearing by the Appeal Board has expired and, where a hearing is required, until the decision of the Appeal Board has become final.

18.7 Refusal to Appoint

Pursuant to section 37 of the *Public Hospitals Act*, the Board may refuse to appoint a member to the Professional Staff.

18.8 Application for Change Of Privileges or Procedure

- (a) Any change of privileges requested by a member of the Professional Staff shall be processed in accordance with the Hospital's *Comprehensive Appointment and Credentialing Policy*.
- (b) The Medical Advisory Committee is entitled to request any additional information or evidence that it deems necessary for consideration of the application for change in privileges.

18.9 Re-Appointment

- (a) Each year, the Board shall require each member of the Professional Staff to make a written application, on the prescribed form and submit such application to the Chief Executive Officer, for reappointment to the Professional Staff.
- (b) An application for reappointment to the Professional Staff shall be processed in accordance with the Hospital's *Comprehensive Appointment and Credentialing Policy*.

- (c) The Chief(s) of Department(s) shall review and submit a written report to the Credentials Committee concerning each application for reappointment within the department. Each report shall include information concerning the knowledge and skill which has been shown by the Professional Staff member, the nature and quality of his/her work in the Hospital, including comments on the utilization of Hospital resources and the Professional Staff member's ability to function in conjunction with the other members of the Hospital staff;

18.10 Refusal to Reappoint

Pursuant to section 37 of the *Public Hospitals Act*, the Board may refuse to reappoint a member of the Professional Staff.

18.11 Suspension/Revocation of Privileges

(a) Suspension/Revocation of Privileges

In circumstances where there are concerns about the conduct, performance or competence of a member of the Professional Staff, the Board may, at any time, in a manner consistent with the *Public Hospitals Act*, these By-Laws, the Professional Staff Rules, and policies of the Hospital, revoke or suspend any appointment of a member of the Professional Staff or revoke, suspend or restrict or otherwise deal with the Privileges of the member.

- (i) **Immediate Action In Emergency Situations** - In circumstances where, in the opinion of the Chief of Staff, the conduct, performance or competence of a member of the Professional Staff exposes or is reasonably likely to expose patient(s) or staff to harm or injury and immediate action must be taken to protect the patient(s) or staff, and no less restrictive measure can be taken, the Chief of Staff or the Department Chief will take action. This may require immediate and temporary suspension of the Privileges of the member of the Professional Staff with immediate notice to the President and CEO and the President of the Professional Staff, pending the consideration of the suspension by the MAC and the Board in keeping with the procedures outlined in Schedule A of these By-Laws, respecting "Immediate Mid-Term Action In An Emergency Situation."
- (ii) **Non-Immediate Mid-Term Action** - In circumstances where, in the opinion of the Chief of Staff or the Department Chief, the conduct, performance or competence of a member of the Professional Staff:
 - (A) fails to comply with the criteria for annual reappointment;

- (B) exposes or is reasonably likely to expose patient(s) or staff to harm or injury;
 - (C) is, or is reasonably likely to be, detrimental to patient or staff safety or to the delivery of quality patient care within the Hospital;
 - (D) results in the imposition of sanctions by the professional college;
 - (E) has violated the By-Laws, the Professional Staff Rules, policies of the Hospital, the *Public Hospitals Act*, or any other relevant law or legislated requirement;
 - (F) constitutes abuse; or
 - (G) is, or is reasonably likely to be, detrimental to the operations of the Hospital.
- (iii) If immediate action is not required to be taken, action may be initiated in keeping with the procedures in Schedule A of these By-Laws, respecting “Non-Immediate Mid-Term Action.”

ARTICLE 19 – CATEGORIES OF THE PROFESSIONAL STAFF

19.1 Professional Staff

The Professional Staff shall be divided into the following groups:

- (a) Active;
- (b) Associate;
- (c) Courtesy;
- (d) Locum tenens;
- (e) Senior Staff;
- (f) Temporary;
- (g) Term Staff;
- (h) Resident;

and such other categories as may be determined by the Board from time to time having given consideration to the recommendation of the MAC.

No member of the Professional Staff may hold an appointment in more than one (1) category in the Hospital at any one (1) time, save and except a member of the Professional Staff may hold both a courtesy appointment or active appointment and, from time to time, a locum tenens appointment.

19.2 Active Staff

- (a) The Active Staff shall consist of those Professional Staff members who have served at least one (1) year as a member of the Associate Staff, subject to 19.2(f) and who have been appointed by the Board as a member of the Active Staff.
- (b) All Professional Staff members with active privileges are responsible for assuring that care is provided to all patients in the Hospital. (Reads that the physician is prepared to provide care).
- (c) All Professional Staff members with active privileges are responsible for assuring that appropriate medical, dental, midwifery or extended class nursing care, as the case may be, is provided to their patients in the Hospital.
- (d) All Active staff shall have full admitting privileges, subject to section 11 of Regulation 965 of the *Public Hospitals Act* in regards to the admitting privileges of Dental Staff. (To show that dental are included).
- (e) Each member of the Active Staff shall:
 - (i) undertake such duties in respect of indigent patients, patients classed as emergency cases, and out-patient department clinics as may be specified by the Chief of Staff and by the Department Chief to which the 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 the Department Chief;
 - (iv) will have completed a prerequisite of at least one year on the Associate Staff unless, in respect of any particular member, a waiver of such requirement is approved by the Board;
 - (v) make himself or herself available for committee membership as set out in the Professional Staff Rules;

- (vi) undertake such reasonable clinical and administrative duties and responsibilities as outlined in this By-Law and as determined by the Chief of Staff or the Medical Advisory Committee;
 - (vii) provide “on-call” coverage as is reasonably specified by the Chief of Staff and by the Department Chief; and where holding appointment at more than one institution, shall not provide “on-call” coverage simultaneously at more than one institution.
 - (viii) be granted admitting and procedural privileges as approved by the Board having given consideration to the recommendation of the MAC, where the member is a physician;
 - (ix) be eligible for annual reappointment as provided in this By-Law; and
 - (x) be bound by the expectations for attendance, as established by the MAC, at Professional Staff and Departmental meetings.
- (f) Active Staff physicians shall be eligible to vote at Professional Staff meetings, to hold office and to sit on any committee requiring Professional Staff.

19.3 Associate Staff

- (a) The Associate Staff shall consist of Physicians, Dentists, Maxillofacial Surgeons, Midwives and Extended Class Nurses appointed to the Professional Staff for an initial probationary period of one (1) year and who have expressed a desire for appointment to the Consulting Staff or the Active Staff.
- (b) All Professional Staff members with associate privileges are responsible for assuring that care is provided to all patients in the Hospital.
- (c) All Professional Staff members with associate privileges are responsible for assuring that appropriate medical, dental, midwifery or extended class nursing care, as the case may be, is provided to their patients in the Hospital.
- (d) Members of the Associate staff will not have an Active or Associate staff appointment at more than one institution, unless, in respect of any particular member, waiver of such requirement is recommended by the Medical Advisory Committee and approved by the Board.
- (e) Each member of the Associate staff shall:
 - (i) be granted admitting and procedural privileges as approved by the Board having given consideration to the recommendation of the

MAC, and for Dental Staff, subject to section 11 of Regulation 965 of the *Public Hospitals Act* in regards to the admitting privileges of Dental Staff;

- (ii) work under the counsel and supervision of the member of the Consulting Staff or the Active Staff named by the Department Chief to which the member of the Associate Staff has been assigned;
 - (iii) attend indigent patients assigned to his or her care by the member of the Consulting Staff or Active Staff by whom he or she is supervised and shall treat them within his or her approved list of procedures;
 - (iv) undertake such duties in respect of those patients classed as emergency cases and outpatient department clinics as may be specified by the Chief of Staff and by the Department Chief to which the staff member has been assigned;
 - (v) attend his or her patients and undertake treatment and operative procedures only within his or her approved list of procedures;
 - (vi) undertake such reasonable clinical and administrative duties and responsibilities as outlined in this By-Law and as may be determined and prescribed by the Chief of Staff or Medical Advisory Committee from time to time;
 - (vii) provide “on-call” coverage as is reasonably specified by the Chief of Staff and by the Department Chief.
- (f) From time to time and at least every 6 months during the probationary period, after appointment to the Professional Staff of an Associate Staff member, the Chief of Staff, Department Chief and/or the Active Staff member by whom the member has been supervised shall make a written report to the Credentials Committee, including:
- (i) information concerning the knowledge and skill which has been shown by the Associate Staff member;
 - (ii) the nature and quality of the member’s work in the Hospital;
 - (iii) comments on the utilization of Hospital resources; and
 - (iv) the Associate Staff member’s ability to function in conjunction with the other members of the Hospital staff.
- (g) One (1) year after his or her appointment as a member of the Associate Staff:

- (i) the Department Chief in which such member has been working and the member of the Consulting Staff or the Active Staff by whom he or she has been supervised shall make a written report to the Chief of Staff concerning the knowledge and skill which has been demonstrated by the member and the nature and quality of his or her work in the Hospital; and
 - (ii) the Chief of Staff shall refer such report to the Credentials Committee who shall make a recommendation to the Medical Advisory Committee regarding the continuation of his or her appointment to the Associate Staff, a promotion to the Active Staff or a promotion to the Consulting Staff.
- (h) If a report made under this section during the probationary period is unfavourable to the member of the Associate Staff, the Chief of Staff may assign him or her to the supervision of a different member of the Consulting Staff or the Active Staff, as the case may be, for a further period of six (6) months.
- (i) At any time, a well-founded unfavorable report may cause the Medical Advisory Committee to consider making a recommendation to the Board that the appointment of the associate Professional Staff member be terminated.
- (j) After one year, the appointment of the Professional Staff member to the Associate Staff will be reviewed by the Credentials Committee, which will report to the Medical Advisory Committee. The Medical Advisory Committee, after considering the report of the Credentials Committee, will recommend to the Board either a change in category, continuation in the Associate Staff category for a further period of time not to exceed an additional year of practice, or denial of reappointment.
- (k) Associate Staff shall not be eligible to vote at Professional Staff meetings nor to hold office but may be appointed to sit on a committee requiring Professional Staff.

19.4 Courtesy Staff

- (a) A physician may be granted an appointment to the Courtesy Staff where:
 - (i) the applicant has privileges at another hospital or practices within the Hospital service area; and
 - (ii) the Hospital wishes to grant the applicant access to the Personal Health Information of a Patient of the Hospital.
- (b) The circumstances leading to an appointment under this section shall be specified by the physician on each application for reappointment.

- (c) Courtesy Staff, subject to Board approval may:
 - (i) access their Patient's records;
 - (ii) visit their Patients and see admitted Patients in consultation where requested by the Patient's attending physician or the Most Responsible Physician;
 - (iii) where approved by the Board may access Ambulatory care for their Patients by order or requisition.
- (d) Courtesy Staff shall not be eligible to:
 - (i) admit, treat or write orders for Patients, vote at Medical Staff meetings;
 - (ii) hold office; or
 - (iii) sit on any committees unless an exception is made by the Medical Advisory Committee.

19.5 Locum Tenens

- (a) The Medical Advisory Committee may upon application by a member of the Active Staff, recommend the appointment of a Locum Tenens as a planned replacement for such member for a specified period of time, to be confirmed in a written agreement.
- (b) The credentials of each Locum Tenens shall be reviewed by the Credentials Committee.
- (c) A Locum Tenens, subject to Board approval, shall:
 - (i) work under the counsel and supervision of the member of the Consulting Staff or Active Staff named by the Chief of Staff or his or her delegate;
 - (ii) attend patients assigned to his or her care by the member of the Consulting Staff or Active Staff named by the Chief of Staff or his or her delegate and shall treat such patients within the kind and degree of professional privileges granted to him or her by the Board on the recommendation of the Medical Advisory Committee; and
 - (iii) undertake such duties in respect of those patients classed as emergency cases as may be specified by the Department Chief or his or her delegate, to which the Locum Tenens has been assigned.

- (d) Locum Tenens shall not be eligible to:
 - (i) vote at Medical Staff meetings;
 - (ii) hold office; or
 - (iii) sit on a committee requiring Professional Staff.

19.6 Senior Staff

- (a) The Senior Staff category has been created by the Board to allow the Hospital to, as required by its professional human resource plan, approve privileges beyond the Active staff age of seventy(70), provided that:
 - (i) the applicant's training, experience and qualifications are not otherwise represented in the Department;
 - (ii) the Hospital is unable to attract an applicant with like skills, training and experiences and the approval of privileges applied for by the applicant would not be prejudicial to the services delivered;
 - (iii) where the applicant holds an academic appointment, he or she continues to do so if required for the fulfillment of the human resources requirement.
- (b) The Board's responsibility to ensure a succession plan for members of its Professional Staff, may require that from time to time and upon the recommendation of the Medical Advisory Committee, that a senior staff member's privileges may be reduced, withdrawn or not renewed in favour of granting privileges to a new or existing Associate staff or Active staff member.
- (c) Senior Staff:
 - (i) will consist of those previous members of the Active staff appointed from time to time by the Board, who are seventy (70) years of age or older and maintain clinical and/or academic activities within the corporation.
 - (ii) may be subject to an enhanced performance review at the discretion of the Chief of Department and/or the Chief of Staff and approved by the Medical Advisory Committee with the express objective of ensuring the ongoing competency of the Senior staff members;
 - (iii) will be granted privileges as approved by the Board having given consideration to the recommendation of the Chief of Department and the Medical Advisory Committee;

- (iv) will be granted in-patient and/or out-patient admitting privileges, unless otherwise specified in their appointment to the Professional staff;
- (v) will be eligible to apply for annual reappointment;
- (vi) will be eligible to attend and vote at meetings of the Medical staff and to be an officer of the Medical staff or committee chair;
- (vii) will be bound by the expectations for attendance at Medical staff, department and service meetings.

19.7 Term Staff

- (a) Term staff will consist of applicants who have been granted admitting and/or procedural privileges as approved by the Board having given consideration to the recommendation of the Department Chief and the Medical Advisory Committee in order to meet a specific clinical or academic need for a defined period of time not to exceed one (1) year. The specific clinical or academic need(s) shall be identified by the Medical Advisory Committee and approved by the President and CEO. Such needs may include services provided by clinical assistants, clinical scholars, long-term locum tenens, or such other circumstances as may be required. Appointments shall be for a period not to exceed one (1) year and such appointment does not imply or provide for any continuing professional staff appointment.
- (b) Each member of the Term staff:
 - (i) may be required to work under the supervision of an Active staff member identified by the Department Chief;
 - (ii) may be required to undergo a probationary period as appropriate and as determined by the Department Chief;
 - (iii) shall, if replacing another member of the Professional Staff, attend that Professional Staff member's patient;
 - (iv) shall undertake such duties in respect of those patients classed as emergency cases and of out-patient department clinics as may be specified by the Department Chief;
 - (v) shall attend patients, and undertake treatment and operative procedures only in accordance with the kind and degree of Privileges and Procedures granted by the Board;
 - (vi) shall, unless otherwise specified in the grant of privileges by the Board, have admitting privileges; and

- (vii) shall undertake such clinical and other responsibilities as outlined in this By-Law and as determined by the Chief of Staff or Department Chief.
- (c) Term staff will not, subject to determination by the Board in each individual case:
 - (i) be eligible for re-appointment. However, each member of the term staff may, at the end of each term, apply for a further term of up to (1) one year,
 - (ii) be able to attend or vote at meetings of the Professional Staff or be an officer of the Professional Staff or committee chair; and
 - (iii) be bound by the expectations for attendance at Professional Staff, Departmental and service meetings.

19.8 Temporary Staff

- (a) The Board may make appointments to the Temporary Staff for either or both of the following reasons only:
 - (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) The President and CEO, with the recommendation of the Chief of Staff or his or her delegate, may:
 - (i) grant temporary privileges to a Physician, Maxillofacial Surgeon, Dentist, Midwife or Extended Class Nurse who is not a member of the Professional Staff, provided that such privileges shall not extend beyond the date of the next meeting of the Medical Advisory Committee at which time the action taken shall be reported;
 - (ii) on the recommendation of the Medical Advisory Committee at its next meeting, continue the temporary privileges until the next meeting of the Board; and
 - (iii) remove temporary privileges at anytime prior to any action by the Board.
- (c) Temporary Staff shall not be eligible to:
 - (i) vote at Professional Staff meetings;
 - (ii) hold office; or

- (iii) sit on a committee requiring Professional Staff.

19.9 Resident

- (a) Resident staff privileges shall be granted to graduates of medicine who are registered in a university post-graduate program.
- (b) Resident staff:
 - (i) may attend and write orders under the supervision of a designated member(s) of the Active staff;
 - (ii) may attend Professional Staff organization meetings; and
 - (iii) shall perform such other duties as specified by the Department or service to which the Resident Staff member is assigned.
- (c) Resident staff shall not:
 - (i) be eligible to hold an elected or appointed office or serve on committees of the Medical Advisory Committee;
 - (ii) be eligible to vote or be bound by attendance requirements of department, service and Professional Staff meetings;
 - (iii) have admitting privileges.

19.10 Variations in Category

The Medical Advisory Committee may recommend to the Board that it grant special exemptions, restrictions or variations from, or additions to, the categories and restrictions outlined in the foregoing paragraphs.

ARTICLE 20 - PROFESSIONAL STAFF DUTIES

20.1 Collective Responsibilities

- (a) Collectively, the Professional Staff practicing within the Hospital have responsibility and accountability to the Board for:
 - (i) ensuring that care at the Hospital is appropriately directed to meeting patients' needs and is consistent with sound health care resource utilization practices;
 - (ii) participating in quality and error management initiatives by conducting all necessary and appropriate activities for assessing and improving the effectiveness and efficiency of care provided in the Hospital;

- (iii) providing and maintaining the development of continuing medical education and continuing interdisciplinary health professional education;
- (iv) promoting evidence-based decision making;
- (v) assisting to fulfill the mission of the Hospital through contributing to the strategic planning, community needs assessment, resource utilization management and quality management activities; and;
- (vi) contributing to the development of and ensuring compliance with the By-Law, and Professional Staff Rules, and policies of the Corporation.

20.2 Individual Responsibilities

Each member of the Professional Staff is accountable to and shall recognize the authority of the Board through and with their Department Chief, Chief of Staff and the President and CEO. Each member of the Professional Staff shall:

- (a) co-operate with:
 - (i) the Chief of Staff and the Medical Advisory Committee;
 - (ii) the Chiefs of Department;
 - (iii) the Head of the applicable section; and
 - (iv) the President and CEO;
- (b) ensure that a high professional standard of care is provided to patients under their care with available healthcare resources; practice within the limits of the Privileges provided;
- (c) maintain involvement, as a recipient, in continuing medical and interdisciplinary professional education;
- (d) give such instruction as is required for the education of other members of the Professional Staff and Hospital staff;
- (e) comply with this By-Law and the Professional Staff Rules;
- (f) participate in quality and error management initiatives, as appropriate;
- (g) prepare and complete patient records in accordance with the Hospital's policies as may be established from time to time, applicable legislation and accepted industry standards;

- (h) notify the President and CEO of any change in the certificate of professional conduct (physicians), certificate of registration (dentists and midwives) or annual registration payment card (registered nurse in the extended class) with the respective College or change in professional liability insurance;
- (i) obtain consultations on patients, where appropriate;
- (j) when requested by a fellow Professional Staff member, provide consultations when appropriate; and
 - (i) subject to section (A) below, serve as required on various Hospital and Professional Staff committees or subcommittees to which the Professional Staff member is appointed by the Board or the MAC;
 - (A) it is understood that “required” with respect to appointments to Hospital and Professional Staff committees or subcommittees means that such appointments will be made on the basis of what is reasonable, appropriate and equitable, taking into account the Professional Staff member’s current service on Hospital and Professional Staff committees or subcommittees and their interest and expertise while balancing these factors with the recognition that these committees and subcommittees are integral to the Hospital’s functioning.
- (k) attend and treat patients within the limits of the privileges granted by the Board unless the privileges are otherwise restricted;
- (l) abide by the rules of the Hospital, this By-Law, the *Public Hospitals Act*, the Act and the Regulations made thereunder and all other legislative requirements; and
- (m) 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.

20.3 PROFESSIONAL STAFF RULES AND REGULATIONS

- (a) The Board shall require that appropriate Professional Staff Rules and Regulations are formulated.
- (b) The Board shall consider the recommendations of the Medical Advisory Committee and the Professional Staff Association when establishing, modifying or revoking one (1) or more Professional Staff Rules and Regulations.

- (c) The Medical Advisory Committee may make recommendations to the Board for the establishment of one (1) or more Professional Staff Rules and Regulations to be applicable to the group or category of Physicians, Maxillofacial Surgeons, Dentists, Midwives, Extended Class Nurses or to a Department of the Professional Staff or to all members of the Professional Staff.
- (d) The Medical Advisory Committee shall ensure that, prior to making any recommendation to the Board with respect to a rule, the members of the active Professional Staff, or the appropriate Department, have an opportunity to comment on the proposed recommendation.
- (e) The President of the Professional Staff shall ensure that the Board is informed when a majority vote of the Professional Staff at any properly constituted meeting of the Professional Staff is opposed to a Rule or Rule change proposed by the Medical Advisory Committee.

ARTICLE 21 - PROFESSIONAL STAFF DEPARTMENTS

21.1 Professional Staff Departments

- (a) When warranted by the professional resources of the Professional Staff, the Board, on the advice of the Medical Advisory Committee, may divide the Professional Staff into Departments which may include:
 - (b)
 - (i) Internal Medicine;
 - (ii) Surgery;
 - (iii) Obstetrics or Obstetrics and Gynaecology;
 - (iv) General Practice;
 - (v) Anaesthesia;
 - (vi) Laboratory Medicine/Pathology;
 - (vii) Medical Imaging;
 - (viii) Paediatrics;
 - (ix) Emergency Medicine;
 - (x) Clinical Associates;
 - (xi) Dental; and
 - (xii) Midwifery.

- (c) Any Department shall function in accordance with the Professional Staff Rules.
- (d) Whenever a Department is established by the Board on the advice of the Medical Advisory Committee, Physicians and where appropriate, Maxillofacial Surgeons, Dentists, Midwives, Extended Class Nurses and patients relating to such a Department shall come under the jurisdiction of that Department.
- (e) The Board after considering the advice of the Medical Advisory Committee may at any time establish or disband Departments of the Professional Staff.

21.2 Additional Departments

- (a) The Board, on the advice of the Medical Advisory Committee:
 - (i) may, at any time, establish as many additional Departments of the Professional Staff as required;
 - (ii) may, when warranted by the professional resources and services of the Department, and after considering the recommendations of the Department Chief, divide the Department into services; and
 - (iii) shall, where services are established under a Department, and after considering the recommendation of the Department Chief, appoint a head for each service who shall be responsible to the Chief of his or her Department for the quality of care rendered to patients in his or her service period.
- (b) The Board may at any time revoke or suspend the appointment of a head of service.

ARTICLE 22- DEPARTMENT CHIEF

22.1 Department Chief

- (a) The Board, after consideration of the recommendation by the Medical Advisory Committee, shall appoint a Chief for each Department from the members of the Active Staff, considered best qualified by training, experience and demonstrated ability and judgment to fill the position of Department Chief.
- (b) The appointment of a Department Chief shall be for three (3) fiscal years or until his or her successor has been appointed, but the Chief of each Department shall not hold office for more than six (6) consecutive fiscal

years; provided that following a break in the continuous service of at least one (1) year the same person shall be eligible for re-appointment and provided further that upon recommendation of the Medical Advisory Committee and special resolution of the Board the maximum term of six (6) consecutive fiscal years may be extended with respect to a particular Department Chief.

- (c) Subsection 20.1(a) does not apply to Physicians under contract with the Hospital.
- (d) The Board may at any time revoke or suspend the appointment of a Department Chief.

22.2 Duties of Department Chief

A Department Chief shall:

- (a) identify and resolve issues and risks specific to the Professional Staff within the Department;
- (b) develop a human resources plan;
- (c) monitor and address Professional Staff concerns, complaints and criticisms;
- (d) be responsible for developing Professional Staff on-call policies and schedules;
- (e) through and with the Chief of Staff exercise such authority as is deemed necessary to supervise the professional practice of all members of the Professional Staff in the Department;
- (f) serve as the representative of that Medical Department to the appropriate Program Management Team and act as a liaison between the Medical Staff and the Management Team, attending or delegating attendance at Program Management Team meetings;
- (g) encourage continuing education related to the Department;
- (h) be responsible for the orientation of new members of the Professional Staff appointed to the Department;
- (i) advise in writing the Chief of Staff, the President and CEO of any Professional Staff member who is not providing the most appropriate treatment and care in the Service or whose conduct and behaviour may reasonably place patients or staff at risk;

- (j) at least annually, review or cause to be reviewed the privileges granted to members of the Department for the purpose of making recommendations for changes in the kind and degree of such privileges;
- (k) make recommendations to the Medical Advisory Committee regarding the Professional Staff's needs of the Department;
- (l) designate an alternate from within the Department and notify the Chief of Staff of his or her absences;
- (m) hold regular meetings of the Professional Staff within their Department in accordance with the Professional Staff rules;
- (n) review and make written recommendations regarding the performance evaluations of the Professional Staff members of the Department annually, when asked, and, concerning reappointments, these recommendations shall be forwarded to the Medical Advisory Committee. The performance evaluations shall be based on objective criteria and shall be set out in standardized forms which shall be jointly developed by the Department Chief and Chief of Staff, and shall be approved by the Medical Advisory Committee;
- (o) advise the Chief of Staff, the Medical Advisory Committee, and the President and CEO on matters as required by the Act, the *Public Hospitals Act*, the *Regulated Health Professions Act*, or other statutory or mandatory reporting requirements;
- (p) in conjunction with appropriate members of the Management Team and relevant clinical colleagues establish appropriate planning based on community needs;
- (q) be responsible for developing Professional Staff concerns, complaints and criticisms; and
- (r) liaise with members of his or her Department.

ARTICLE 23 - CHIEF OF STAFF

23.1 Chief of Staff

- (a) The Board shall appoint a Physician with active privileges to be the Chief of Staff after giving consideration to the recommendations of a selection committee which shall seek the advice of the Medical Advisory Committee;
- (b) The membership of a selection committee shall include:
 - (i) a Governor who shall be Chair;

- (ii) two members of the Medical Advisory Committee, one of whom shall be the President of the Professional Staff;
 - (iii) the Vice-President/Patient Services;
 - (iv) the President and CEO or his or her delegate; and
 - (v) such other members as the Board deems advisable.
- (c) Subject to annual confirmation by the Board, the appointment of a Chief of Staff shall be for a term of three (3) fiscal years or until his or her successor has been appointed, provided a Chief of Staff shall not in any event hold office for more than six (6) consecutive fiscal years; provided that on special resolution of the Board the maximum term of six (6) consecutive fiscal years may be extended with respect to a Chief of Staff but the Chief of Staff shall hold office until a successor is appointed.
- (d) The Board may at any time revoke or suspend the appointment of the Chief of Staff.
- (e) The selection committee shall invite applications from qualified persons.

23.2 Duties of the Chief of Staff

The Chief of Staff shall:

The Chief of Staff shall have the following duties to the Board and Medical Advisory Committee as well as administrative duties.

Duties to the Board and MAC

The Chief of Staff shall be responsible to the Board of the Hospital through the Chair for the Professional Staff organization of the Hospital. The Chief of Staff shall:

be responsible for establishing and monitoring the credentialing and disciplining processes for the Professional Staff so as to ensure quality care and a safe environment for patients and staff;

ensure that the process regarding credentialing of Professional staff is fair and executed in a timely manner;

be responsible for the disciplinary action or mediation of the Professional Staff in conjunction with the Department Chiefs;

be responsible for ensuring compliance with the Public Hospitals Act (Ontario), regulations and By-laws of the Hospital with respect to Professional Staff;

be responsible to the Board for the supervision and quality of all the Professional Staff diagnosis, care and treatment given to patients within the Hospital according to the policies established by the Board;

assist in ensuring appropriate cost-effective use of Hospital resources;

through, and with the Department Chiefs, advise the MAC and the Board of the Hospital, and the Chief Executive Officer of the Hospital with respect to the quality of medical diagnosis, care and treatment provided to the patients of the Hospital;

advise in writing the Medical Advisory Committee and the President and CEO of any Professional Staff member who is not providing the most appropriate treatment and care or whose conduct and behaviour may reasonably place patients or staff at risk

be an ex-officio, non-voting member of the Board and as a Governor, fulfil his or her fiduciary duties to the Corporation;

be the Chair of the Medical Advisory Committee, and in such capacity, ensure that the Medical Advisory Committee fulfills its responsibility as defined in the Public Hospitals Act, and these Bylaws;

be a member of all committees that report to the Medical Advisory Committee;

work with the Department Chiefs to ensure that the annual evaluation and appointment process of the Professional Staff is completed;

work, as needed, with the Department Chiefs in any Professional Staff discipline problems;

assign, or delegate the assignment of, a member of the Professional Staff to supervise the practice of medicine, dentistry, midwifery, extended class nursing or other professional activities of any other member of the Professional Staff for any period of time;

supervise and evaluate Chiefs of Department with respect to expected role. Under extraordinary conditions, the Chief of Staff may suspend the Chief of Department from the role of Chief of Department and, pending review, appoint an acting Chief of Department; and

investigate, report and disclose critical incidents pursuant to the Hospital Management Regulation under the Public Hospitals Act.

Administrative Duties

When necessary, the Chief of Staff shall:

assume, or assign to any other member of the Professional Staff, responsibility for the direct care and treatment of any Patient in the Hospital under the authority of the Public Hospitals Act and notify the attending Professional Staff member, the Chief Executive Officer and the Patient, Patient's guardian or power of attorney;

when necessary, and in accordance with these by-laws, may, in discharging the responsibility of the Chief of Staff for the quality of clinical care, temporarily suspend the privileges of a member of the Professional Staff where the conduct, performance or competence of the member of the Professional Staff exposes or is reasonably likely to exposes patients or staff to harm or injury.

- (a) report to the Board, the Professional Staff, and Chief Executive Officer any matters of which they should have knowledge;
- (b) recommend to the Chief Executive Officer on the appointment, by the Chief Executive Officer, of a member of the Professional Staff to act for him or her during his or her absence or inability to act.
- (c) participate in strategic planning within the Hospital to ensure that the needs of the community are appropriately met;
- (d) act as an advocate for patients and for patient care;
- (e) promote the development of innovation, a commitment to evidence based practices and collaboration with other disciplines;
- (f) promote accountability among Professional Staff members for their practice;
- (g) provide formal and informal education and research to the Professional Staff members within the Hospital;
- (h) maintain an active practice in his/her clinical field;
- (i) fulfill all obligations in a manner consistent with the Public Hospitals Act, the mission statement and values of the Hospital, and the Bylaws of the Hospital;
- (j) as a member of the senior management team of the Hospital, be accountable to and assume managerial responsibilities as determined by the Chief Executive Officers of the Hospital; and
- (k) undertake any other responsibilities as determined by the Board of the Hospital and the Chief Executive Officer of the Hospital.

ARTICLE 24- PROFESSIONAL STAFF ASSOCIATION

24.1 Quarterly Staff Meetings

Pursuant to the provisions of the *Public Hospitals Act*, the Professional Staff Association shall hold at least four (4) meetings in each fiscal year. One of the meetings shall be identified as the annual meeting of the Professional Staff Association at which all members of the Professional Staff Association shall be invited to attend.

24.2 Annual Meeting

- (a) The annual meeting of the Professional Staff shall be held in the Hospital at such time preceding the annual meeting of the Corporation, as the members of the Professional Staff shall determine.
- (b) Ten (10) days' prior written notice of the annual meeting of the Professional Staff shall be posted, in the Hospital, by the Secretary of the Professional Staff.

24.3 Regular Meetings

- (a) Regular meetings of the Professional Staff shall be held in conformity with the Hospital Management Regulation made under the *Public Hospitals Act*.
- (b) Ten (10) days' prior written notice of each regular meeting of the Professional Staff shall be posted prominently in the Hospital by the Secretary of the Professional Staff.

24.4 Special Meetings

- (a) In cases of emergency, any of the elected Professional Staff officers may call a special meeting of the Professional Staff.
- (b) Special meetings shall be called by the President of the Professional Staff officers on the written request of any three (3) members of the Active Staff.
- (c) Five (5) days' prior written notice of a special meeting shall be posted prominently by the Secretary of the Professional Staff provided that this period may be shortened in cases of emergency but no business shall be conducted at any such special meeting unless a quorum is present. The written notice shall state the nature of the business for which the special meeting is called.

24.5 Department Meetings

The Professional Staff in each Department of the Hospital shall hold at least four (4) departmental meetings in each fiscal year.

24.6 Quorum

- (a) Ten (10) of the Active Professional Staff members entitled to vote shall constitute a quorum at any annual, regular or special meeting of the Professional Staff.
- (b) In any case where a quorum of the Professional Staff has not arrived at the place named for the meeting within thirty (30) minutes after the time of the meeting stated in the notice, the meeting shall stand adjourned until a date and time fixed by the President of the Professional Staff and posted by the Secretary of the Professional Staff in the manner hereinbefore provided, and those members of the Professional Staff who have presented themselves shall be given credit for their attendance at the meeting for the purpose of satisfying the attendance requirements of these By-Laws.

24.7 Order of Business

The order of business at any meeting of the Professional Staff shall be as set out in the rules of the Professional Staff.

24.8 Electronic Meetings

If all the voting members of the Professional Staff Association present at the meeting consent, voting members of the Professional Staff Association may participate in a meeting of the Professional Staff Association or of a committee of the Professional Staff Association by means of conference telephone, electronic or other communication facilities as permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously and a member participating in such a meeting by such means is deemed for the purposes of this By-Law to be present at the meeting.

24.9 Attendance

Each member of the Professional Staff with active privileges shall be entitled to vote at a meeting of the Professional Staff.

- (a) The Secretary of the Professional Staff shall:
 - (i) be responsible for recording attendance at each meeting of the Professional Staff;
 - (ii) receive and record attendance for each meeting of each Department of the Professional Staff; and

- (iii) make such records available to the Medical Advisory Committee.
- (b) Each member of the Active, Associate and Term Staff shall attend not fewer than seventy-five percent (75%) of the meetings of each Department of which he or she is a member.
- (c) If any member of the Active or Associate, or Term Staff fails to attend the required number of meetings in any Fiscal Year without reasons acceptable to the Medical Advisory Committee, the Medical Advisory Committee may recommend to the Board that the delinquent member:
 - (i) be reprimanded;
 - (ii) be removed from the Professional Staff of the Hospital; or
 - (iii) be suspended from the Professional Staff of the Hospital for a specified period of time; or
 - (iv) work within specific restrictions upon his or her Hospital privileges for a specified period of time.
- (d) When the case of a patient who has been examined by or operated on by or has received treatment from a member of the Professional Staff is to be presented at a general or Departmental staff meeting or at a meeting of the Medical Advisory Committee, the member of the Professional Staff who examined, operated on, or treated the patient shall be given at least forty-eight (48) hours' notice of such meeting for urgent matters or at the discretion of an officer of the Medical Staff and shall attend such meeting prepared to present and discuss the case. Failure of a member of the Professional Staff to comply with this requirement may result in such disciplinary action being taken against him or her.

24.10 Eligibility for Office

- (a) Only Medical Staff members of the Active Staff may be elected or appointed to a position or office within the Hospital.
- (b) Notwithstanding subsection 22.10(a), any member of the Professional Staff is eligible to serve as a Governor or officer of the Corporation or as a member of any medical committee if provided for in the By-Laws of the Corporation or rules of the Hospital.

24.11 Procedure for Election of Professional Staff Officers

- (a) At least thirty (30) days before the annual meeting of the Professional Staff in the year in which elections are to take place, the Credentials Committee, acting as Nominating Committee, shall post in the Doctors' Room of the Operating Suite a list of names of those nominated to stand

for offices of the Professional Staff which are to be filled by election and in accordance with the regulations under the *Public Hospitals Act*.

- (b) Further nominations may be made in writing to the Secretary of the Professional Staff within fourteen (14) days after the posting of the names referred to in subsection 22.11(a).
- (c) Further nominations referred to in subsection 22.11(b) shall be signed by at least two (2) members of the Professional Staff who are entitled to vote at meetings of the Professional Staff and the nominees shall signify in writing on the nomination his or her acceptance of such nomination and such nominations shall be immediately posted with the list referred to subsection in 22.11(a).

ARTICLE 25 - OFFICERS OF THE PROFESSIONAL STAFF ASSOCIATION

The Physicians with active staff privileges shall hold elections on an annual basis to fill the following offices:

- (a) President;
- (b) Vice-President; and
- (c) Secretary/Treasurer.

These officers shall be referred to as the Professional Staff Association Executive.

25.1 President of the Professional Staff

The President of the Professional Staff shall:

- (a) preside at all meetings of the Professional Staff;
- (b) call special meetings of the Professional Staff;
- (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 the Professional Staff, act as liaison between the Professional Staff, the President and the Board;
- (e) be an ex-officio, non-voting member of the Board and as a Governor, fulfil his or her fiduciary duties to the Corporation;
- (f) assume the duties and responsibilities of the Chief of Staff in his or her absence or inability to act;

- (g) be an ex-officio member of all committees which report to the Professional Staff Association;
- (h) report to the Medical Advisory Committee and the Board on any issues raised by the Staff Association; and
- (i) be accountable to the Professional Staff Association and advocate fair process in the treatment of individual members of the Professional Staff.

25.2 Vice-President of the Professional Staff

The Vice-President of the Professional Staff shall:

- (a) act in the place of the President of the Professional Staff, perform his or her duties and possess his or her powers in his or her absence or inability to act;
- (b) perform such duties as the President of the Professional Staff may delegate to him or her; and
- (c) be a member of the Medical Advisory Committee..

25.3 Secretary/Treasurer of the Professional Staff

The Secretary/Treasurer of the Professional Staff shall:

- (a) perform the duties as set out in these By-Laws;
- (b) attend to the correspondence of the Professional Staff;
- (c) post notice in writing of annual, regular and special meetings of the Professional Staff;
- (d) ensure that minutes are kept of all Professional Staff Association meetings;
- (e) act in the place of the Vice-President of the Professional Staff, perform his or her duties and possess his or her powers in his or her absence or inability to act;
- (f) be responsible for recording attendance at each meeting of the Professional Staff Association and each Department of the Professional Staff; and
- (g) make such records set out in this section available to the Medical Advisory Committee.

ARTICLE 26 - PROFESSIONAL STAFF COMMITTEES

26.1 Medical Advisory Committee

The Medical Advisory Committee shall consist of the following physicians:

- (a) the Chief of the Professional Staff who shall be Chair;
- (b) the Chiefs of the Departments of the Professional Staff;
- (c) the President of the Professional Staff;
- (d) the Vice-President of the Professional Staff;
- (e) the Secretary/Treasurer of the Professional Staff;
- (f) the President and CEO who shall attend without a right to vote;
- (g) the Vice-President/Patient Services who shall attend without a right to vote;
- (h) the Chief of Midwifery who shall have a right to attend without a right to vote; and
- (i) others as defined by the Medical Advisory Committee.

The Medical Advisory Committee shall:

- (a) hold at least ten (10) monthly meetings in each fiscal year at the call of its chair and maintain a permanent record of its proceedings and actions;
 - (i) report and make recommendations to the Board concerning such matters as are from time to time prescribed by the *Public Hospitals Act* and by the Hospital Management Regulation made thereunder including recommendations concerning:
 - (A) every application for appointment or reappointment to the Professional Staff;
 - (B) the hospital privileges to be granted to each member of such Professional Staff;
 - (C) rules respecting the Professional Staff;
 - (D) the dismissal, suspension or restrictions of hospital privileges of any member of the Professional Staff;
 - (E) the quality of care provided in the Hospital by the medical, maxillofacial, dental and midwifery staff;

- (F) the quality of care provided in the Hospital by members of the extended class nursing staff with respect to the ordering of diagnostic procedures, and
 - (G) the clinical and general rules respecting the Professional Staff, as may be necessary in the circumstances;
- (ii) supervise the practice of medicine, dentistry and midwifery in the Hospital and supervise the ordering of diagnostic procedures by members of the extended class nursing staff;
 - (iii) through the Chief of Staff, report to the Board on:
 - (A) professional quality assurance;
 - (B) education; and
 - (C) Professional Staff human resource plan;
 - (iv) participate in the development of the Corporation's overall objectives and planning, and make recommendations concerning allocation and utilization of Corporation resources;
 - (v) appoint such committees and the Professional Staff members of such committees as are required for the supervision, review and analysis of all clinical work in the Hospital;
 - (vi) appoint the chair of each committee and ensure that each committee meets and functions as required and keeps minutes of its meetings;
 - (vii) receive, consider and act upon the report of each of its appointed committees and Professional Staff Departments;
 - (viii) maintain a process for:
 - (A) revocation, suspension and restriction of privileges;
 - (B) medical quality assurance; and
 - (C) planning and evaluation of medical education programs;
 - (ix) appoint one or more members of the Professional Staff to the joint health and safety committee;
 - (x) hear and mediate grievances and disputes between members of the Professional Staff; and

- (xi) advise the Board on any matters referred to it by the Board.
- (b) A quorum at any meeting shall be a majority of the voting members.
- (c) In the proceedings of this committee, if there is an equality of votes, the motion is lost.
- (d) Voting at all meetings of the Medical Advisory Committee shall be by a show of hands, and a declaration by the chair that the resolution has been carried or defeated and an entry to that effect in the minutes of the committee shall be sufficient evidence of the fact, without proof of the number or proportion of votes recorded in favor of or against such a resolution, unless a member requests a recorded vote.

26.2 Standing Committees

The Standing Committee of the Professional Staff shall be:

- (a) Credentials Committee;

26.3 Committee Reports

Unless otherwise directed by the Medical Advisory Committee or by these By-Laws, all committees appointed by the Medical Advisory Committee shall hold at least ten (10) monthly meetings in each fiscal year and submit a written report to the Medical Advisory Committee.

26.4 Committee Vacancies

- (a) A vacancy occurring on any committee of the Professional Staff shall be filled by appointment of the Medical Advisory Committee at its next meeting.
- (b) The duration of such appointment shall extend to the end of the unexpired term of the committee member causing such vacancy.

26.5 Credentials Committee

- (a) The Credentials Committee shall consist of the President of the Medical Staff and four (4) other members of the Medical Staff, of whom no more than one (1) of the remaining shall be from any one (1) Department.
- (b) Each appointment shall be made for a term of four (4) years.

26.6 Duties of the Credentials Committee

The Credentials Committee shall:

- (a) maintain a record of the qualifications and professional career of every member of the Professional Staff;
- (b) establish the policies and process for the determination of the authenticity of the qualifications of each applicant for appointment and reappointment to the Professional Staff and each applicant for a change in privileges;
- (c) investigate the professional experience, competence, reputation and the authenticity of the qualifications of each applicant for membership on the Professional Staff and of each applicant for increased privileges;
- (d) investigate and consider after consultation with the Department Chief concerned:
 - (i) the applicant's previous training and experience;
 - (ii) the applicant's reputation concerning the quality of his or her professional work; and
 - (iii) the professional knowledge and skill the applicant has demonstrated in any services performed by him or her in the Hospital and report to the Medical Advisory Committee respecting any type and extent of the privileges requested by the applicant;
- (e) report in the prescribed form to the Medical Advisory Committee, at or before its next regular meeting, the findings of the Committee or request that the application be deferred for further investigation;
- (f) recommend to the Medical Advisory Committee, upon consultation with the Department Chief concerned, the Department to which each staff member be assigned according to his or her qualifications and experience;
- (g) investigate, at the direction of the Medical Advisory Committee, any alleged contravention of the By-Laws of the Corporation or of the Hospital Management Regulation made under the *Public Hospitals Act*, and submit a report thereof to the Medical Advisory Committee;
- (h) act as a nominating committee to initiate nominations for the elected positions of the Professional Staff;
- (i) at the time of the annual re-appointment of the Professional Staff, review the privileges of all members of the Professional Staff;
- (j) consider any grievance submitted to it by any member of the Professional Staff and report its finding to the Medical Advisory Committee;
- (k) ensure each applicant for appointment or re-appointment to the Professional Staff meets the criteria set forth in this By-Law; and

- (l) perform any other duties as may be prescribed from time to time by the Medical Advisory Committee or the Board of Governors.

ARTICLE 27- AMENDMENTS TO BY-LAW

27.1 Amendments to By-Law

- (a) The Board may pass or amend the By-Law of the Corporation from time to time.
- (b) Where it is intended to pass or amend the By-Law at a meeting of the Board, written notice of such intention shall be sent by the Secretary/Treasurer to each Governor at his or her address as shown on the records of the Corporation by ordinary mail with the notice calling the meeting of the Board.
- (c) Members of the Board shall receive the proposed By-Law or amendment not less than fourteen (14) days prior to the above Board meeting;
- (d) The MAC shall be provided an opportunity to consider and make recommendations to the Board on any proposed amendments to the Professional Staff By-Laws prior to consideration by the Board of the proposed amendment.
- (e) A By-Law or an amendment to a By-Law passed by the Board is effective only until the next annual meeting of the Hospital unless in the meantime it is confirmed at a meeting of the Hospital called for that purpose.
- (f) A By-Law or an amendment to a By-Law passed by the Board shall be presented for confirmation at the next annual meeting or to a special general meeting of the Members of the Corporation called for that purpose. The notice of such annual meeting or special general meeting shall refer to the By-Law or amendment to be presented.
- (g) The Members at the annual meeting or at a special general meeting may confirm the By-Law as presented or reject or amend them, and if rejected they thereupon cease to have effect and if amended, they take effect as amended.
- (h) Any amendment to the portion of the By-Laws relating to an action by the Hospital requiring approval by way of Special Resolution is not effective until it has been confirmed by at least two-thirds of the votes cast at a general meeting of Members duly called for considering it.
- (i) In any case of rejection, amendment, or refusal to approve the By-Law or part of the 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 approval.

The By-Law or the amendment if not so confirmed by the Hospital ceases to have effect from the date of the annual or special meeting and in that case no new By-Law or amendment of the same or like substance has any effect until it is first confirmed at a meeting of the Hospital.

27.2 Amendments to Professional Staff By-Law

Prior to submitting the Professional Staff part of the By-Law to the process established in section 25.1, the following procedures shall be followed:

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

CERTIFICATE OF ENACTMENT

THIS IS TO CERTIFY

- A That the appended copy of the By-Law of the St. Thomas Elgin General Hospital is a true and complete copy of the By-Law as passed by the Board of the Hospital at a properly constituted meeting of the Board held on the ● day of ●, 20●.

- B That the By-Law was confirmed at a properly constituted meeting of the general membership of the Hospital duly called for that purpose held on the ● day of ●, 20●.

Dated at the City of St. Thomas,

this ● day of ●, 20●

President and CEO

SCHEDULE A
PROCEDURE REGARDING REAPPOINTMENTS, REQUESTS FOR CHANGES IN PRIVILEGES AND MID-TERM ACTION

1. PREAMBLE

This schedule outlines the procedures to be followed in three different circumstances. Section 2 deals with Reappointment and Requests for Changes in Privileges. Section 3 outlines the procedure when there is an immediate need to suspend privileges mid-term in an emergency situation. Section 4 is the procedure when mid-term action is required but not in an emergency situation.

It should be noted that a member's appointment and/or privileges shall continue throughout the review or investigation of circumstances relating to reappointment and until all appeals consistent with the *Public Hospitals Act* are completed.

The procedure for recommendations from the Medical Advisory Committee in respect of original Applications for Appointment shall be as set out in these By-Laws and undertaken pursuant to the *Public Hospitals Act*.

2. REAPPOINTMENT AND REQUESTS FOR CHANGES IN PRIVILEGES

Recommendation for Reappointment and Changes in Privileges

- (a) The Credentials Committee shall forward to the Medical Advisory Committee a recommendation in respect of a reappointment or request for change in privileges consistent with the Committee's terms of reference and such recommendation shall be in writing and supported by references to the specific activities or conduct which constitute the basis for the recommendation.
- (b) The Medical Advisory Committee may; initiate further investigation, establish an ad hoc committee to conduct further investigation, refer the matter back to the Credentials Committee with direction or to an external consultant, or make recommendation to the Board.
- (c) Where the Medical Advisory Committee makes recommendation to the Board, it should provide notice to the member in accordance with the Hospital's *Comprehensive Appointment and Credentialing Policy*.
- (d) Upon completion of its own investigation or upon receipt of the report of the body or consultant that conducted the investigation as the case may be, the Medical Advisory Committee shall make a recommendation to the Board in respect of the reappointment or privileges requested and provide notice to the member as set out in the Hospital's *Comprehensive Appointment and Credentialing Policy*.

- (e) Service of a notice to the applicant or member may be made personally or by Registered Mail addressed to the person to be served at their last known address and, where notices 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 they did not, acting in good faith, through absence, accident, illness or other causes beyond their control, receive it until a later date.
- (f) If additional time is needed for review or the investigative process, the Medical Advisory Committee may defer its recommendation providing it indicates in writing to the Board and the applicant or member that the recommendation cannot yet be made and gives reasons therefore, further to Section 37(5) of the *Public Hospitals Act*.
- (g) The Medical Advisory Committee may, in its sole discretion, in the course of its review or investigation or in determining its recommendation, decide that there shall be a Special Meeting of the Medical Advisory Committee where the member shall be entitled to attend such Special Meeting.
- (h) Where the Medical Advisory Committee considers a matter at a Special Meeting, the procedures set out below at Section 5 for “Special Meetings of the Medical Advisory Committee” are to be followed.
- (i) The Medical Advisory Committee, when providing notice to the applicant or member as provided for in the Hospital’s *Comprehensive Appointment and Credentialing Policy*, shall advise the applicant or member that he/she is entitled to receive written reasons for the recommendation wherein a request therefore is received by the secretary of the Medical Advisory Committee within seven days from receipt by the applicant or member of the Medical Advisory Committee’s recommendation and further that the applicant or member is entitled to a Hearing before the Hospital’s Board if a written request is received by the Board and the Medical Advisory Committee within seven days from the receipt by the applicant or member of the Medical Advisory Committee’s written reasons where requested.
- (j) Where the applicant or member does not request written reasons for the Medical Advisory Committee’s recommendation or where the applicant or member does not require a Hearing by the Board, the Board may implement the recommendation of the Medical Advisory Committee.
- (k) Where the applicant or member requires a Hearing by the Board, the Board will appoint a time and place for the Hearing and the procedures set out below at Section 6 for “the Board Hearing” are to be followed.

3. IMMEDIATE MID-TERM ACTION IN AN EMERGENCY SITUATION

The definition of mid-term action in an emergency situation is outlined in Section 18.10(a)(i) of these By-Laws.

If at any time it becomes apparent that a member's conduct, performance or competence is such that it exposes, or is reasonably likely to expose patient(s), staff or others to harm or injury or is, or is reasonably likely to be detrimental to the safety of patient(s), staff or others or to the delivery of quality care, an immediate action must be taken to protect the patient(s), staff or others or to ensure the delivery of quality of care and the procedures set out herein relating to suspension/revocation of privileges shall be followed.

- (a) In addition to the steps outlined in Section 18.10(a)(i), the Department Chief or the Chief of Staff will immediately notify the member, the Medical Advisory Committee, the President and CEO, the President of the Professional Staff and the Board of their decision to suspend the member's privileges.
- (b) Arrangements will be made by the Department Chief or Chief of Staff for the assignment of a substitute to care for the patients of the suspended member.
- (c) Within 24 hours of suspension, the individual who suspended the member will provide the Medical Advisory Committee, the President and CEO and the President of the Professional Staff with written reasons for the suspension and copies of any relevant documents or records.
- (d) Upon receipt of the written reasons for suspension as described above, the Medical Advisory Committee will set a date for a Special Meeting of the Medical Advisory Committee to be held within five days from the date of suspension to review the suspension and to make recommendation to the Board.
- (e) The Special Meeting of the Medical Advisory Committee shall be conducted further to the procedures set out below at Section 5 for "the Special Meeting of the Medical Advisory Committee
- (f) The member may request and the Medical Advisory Committee may grant the postponement of the Special Medical Advisory Committee to a fixed date.
- (g) The Medical Advisory Committee, when providing notice to the applicant or member as provided for in subsection 2(c) and subsection 2(d), shall advise the applicant or member that he/she is entitled to receive written reasons for the recommendation wherein a request therefore is received by the secretary of the Medical Advisory Committee within seven days

from receipt by the applicant or member of the Medical Advisory Committee's recommendation and further that the applicant or member is entitled to a Hearing before the Hospital's Board if a written request is received by the Board and the Medical Advisory Committee within seven days from the receipt by the applicant or member of the Medical Advisory Committee's written reasons where requested.

- (h) Where the applicant or member does not request written reasons for the Medical Advisory Committee's recommendation or where the applicant or member does not require a Hearing by the Board, the Board may implement the recommendation of the Medical Advisory Committee.
- (i) Where the applicant or member requires a Hearing by the Board, the Board will appoint a time and place for the Hearing and the procedures set out below at Section 6 for "the Board Hearing" are to be followed.

4. NON-IMMEDIATE MID-TERM ACTION

The definition of a non-immediate mid-term action is outlined in Section 18.10(a)(ii) of these By-Laws. Procedure for a non-immediate mid-term action shall include:

Information provided to the President and CEO or Chief of Staff by the Department Chief which raises concerns about any of the matters in these By-Laws relating to non-immediate mid-term action, shall be in writing and will be directed to the President and CEO and/or Chief of Staff.

- (a) Where either of the President and CEO, Chief of Staff, or Department Chief receives information about the conduct, performance or competence of a member, that person will provide a copy of the documentation to the other two.
- (b) Upon receipt of information above, an interview will be arranged by the Chief of Staff or Department Chief with the member, at which time the member will be advised of the information about their conduct, performance or competence and will be given a reasonable opportunity to present relevant information on their behalf.
- (c) A written record will be maintained reflecting the substance of the aforementioned interview and copies will be sent to the member, the President and CEO and the Chief of Staff and Department Chief.
- (d) Where the member fails or declines to participate in an interview as set out above, after being given a reasonable opportunity to so participate, appropriate action may be undertaken further to the procedure as outlined in this section.

- (e) Following an interview as set out above, or where the member fails or declines to participate in an interview, the Chief of Staff, Department Chief or President and CEO will determine whether further investigation of the matter is necessary.
- (f) If further investigation is to be undertaken, the investigation may be assigned to an individual(s) within the Hospital, the Medical Advisory Committee, and a body within the Hospital other than the Medical Advisory Committee or an external consultant.
- (g) Upon the completion of the investigation contemplated by subsection 4(f) above, the individual or body who conducted the investigation will forward a written report to the President and CEO, Chief of Staff and Department Chief. The member will be provided with a copy of the written report.
- (h) The Chief of Staff, Department Chief and President and CEO, upon further review of the matter and any report received, will determine whether further action may be required.
- (i) Where it is determined that further action in respect of the matter may be required, the matter shall be referred to the Medical Advisory Committee along with a proposed recommendation with respect to mid-term action in writing and supported by references to specific activities or conduct along with any reports which constitute grounds for the proposed recommendation.
- (j) The Medical Advisory Committee, in advance of considering the proposed recommendation, may initiate further investigation itself, in respect of such matters and in such a manner as it in its sole discretion deems appropriate.
- (k) Upon completion of its own investigation or upon receipt of the proposed recommendation as set out above, the Medical Advisory Committee may determine that no further action need be taken in respect of the matter for lack of merit or determine to have a Special Meeting of the Medical Advisory Committee where the member is entitled to attend such Special Meeting.
- (l) Where the Medical Advisory Committee considers the matter at a Special Meeting, then the procedures set out below at Section 5 for the Special Meeting of the Medical Advisory Committee are to be followed.
- (m) The Medical Advisory Committee, following a Special Meeting of the Medical Advisory Committee, will provide the member with written notice of the Medical Advisory Committee's recommendation and the written reasons for the recommendation and the member's entitlement to a Hearing before the Hospital's Board where a written request is received by

the Board and the Medical Advisory Committee from the member within seven days of the receipt by the member of the Medical Advisory Committee's recommendation and written reasons.

- (n) Service of the notice of recommendation and written reasons to the member may be made personally or by Registered Mail addressed to the member at their last known address and, where notice is served by Registered Mail, it will be deemed that the notice was served on the third day after the day of mailing unless the member to be served establishes that they did not, acting in good faith, through absence, accident, illness or other causes beyond their control, receive it until a later date.
- (o) Where the applicant or member does not require a Hearing by the Board, the Board may implement the recommendation of the Medical Advisory Committee.
- (p) Where the member requires a Hearing by the Board, the Board will appoint a time and place for the Hearing, such Board Hearing to be undertaken pursuant to the procedures set out below at Section 6 for "the Board Hearing".

5. SPECIAL MEETINGS OF THE MEDICAL ADVISORY COMMITTEE

In the event that a Special Meeting of the Medical Advisory Committee is required further to this schedule, such Special Meeting of the Medical Advisory Committee will be conducted pursuant to procedures as follows:

- (a) The Medical Advisory Committee will give the applicant or member written notice of the Special Meeting, such notice to include:
 - (i) the time and place of the meeting;
 - (ii) the purpose of the meeting;
 - (iii) a statement that the applicant or member will be provided with a statement of the matter to be considered by the Medical Advisory Committee together with all relevant documentation;
 - (iv) a statement that the applicant or member is entitled to attend the Medical Advisory Committee meeting and to participate fully in all matters under consideration by the Medical Advisory Committee;
 - (v) a statement that the parties are entitled to bring legal counsel to the meeting and consult with legal counsel but that legal counsel shall not be entitled to participate in the meeting save and except in respect of making representation on behalf of the party;

- (vi) a statement that, in the absence of the applicant or member, the meeting may proceed.
- (b) The Medical Advisory Committee will provide the applicant or member with a statement of the particulars of the matter to be considered by the Medical Advisory Committee, including any proposed recommendation, together with all documentation and records collected by the Medical Advisory Committee or Joint Credentials Committee pursuant to the performance of their duties.
- (c) At the Special Meeting, a record of the proceedings will be kept in the Minutes of the Medical Advisory Committee.
- (d) The applicant or member involved will be given a full opportunity to answer each issue as well as to present documents and witnesses if so desired.
- (e) Before deliberating on the matter or the recommendation to be made to the Board, the Chair of the Medical Advisory Committee will require the member involved and any other members present who are not Medical Advisory Committee members to retire for the duration of the discussion. The Medical Advisory Committee will not consider any matter, fact or documentation to which it did not give the member an opportunity to respond.
- (f) No member of the Medical Advisory Committee will participate in a decision of the Medical Advisory Committee at a Special Meeting of the Medical Advisory Committee unless such member was present throughout the Special Meeting, except with the consent of the parties and no decision of the Medical Advisory Committee will be given unless all members so present participate in the decision. Where the Medical Advisory Committee determines that the matter is without merit and as such no decision of the Medical Advisory Committee is necessary, such determination will be noted in the Minutes of the Special Medical Advisory Committee meeting.

6. BOARD HEARINGS

In the event that a Board Hearing is required pursuant to this schedule, such Board Hearing will be conducted further to the following procedures.

- (a) The Board will name a place and time for the Hearing.
- (b) The Board Hearing will be held within thirty days of the Board receiving the written recommendation and reasons for such recommendation from the Medical Advisory Committee unless such other time for the Hearing is agreed to as by the parties.

- (c) The Board will give written notice of the Hearing to the applicant or member and to the Chair of the Medical Advisory Committee at least seven days before the Hearing date.
- (d) The notice of the Board Hearing will include:
 - (i) the place and time of the Hearing;
 - (ii) the purpose of the Hearing;
 - (iii) a statement that the applicant or member and Medical Advisory Committee will be afforded an opportunity to examine prior to the Hearing all written or other documentary evidence to be ruled upon at the Hearing and all reports which have been collected as part of the Credentials Committee and Medical Advisory Committee processes;
 - (iv) a statement that the applicant or member may be represented by counsel or agent, call witnesses, cross-examine witnesses and tender documents in evidence and present arguments and submissions in support of their case;
 - (v) a statement that the time for the Hearing may be extended by the Board; and
 - (vi) a statement that if the applicant or member does not attend the Hearing, the Board may proceed in the absence of the applicant or member and the applicant or member will not be entitled to any further notice in respect of the Hearing.
- (e) The parties to the Board Hearing are the applicant or member, the Medical Advisory Committee and such other persons as the Board may specify.
- (f) As soon as possible, and at least five business days prior to the Hearing, the parties will provide one another with copies of all written documentary material, along with the names, addresses and qualifications of all witnesses who will testify at the Hearing and a detailed summary of the evidence they will give, along with reports that have been collected by the Credentials Committee or Medical Advisory Committee as part of the investigation process whether or not these materials will be used in evidence. The intent is that there should be full disclosure as between the parties to the Board Hearing.
- (g) The findings of fact of the Board pursuant to a Hearing will be based exclusively on evidence admissible or matters that may be noted under the *Statutory Powers Procedure Act*. A party at a Hearing may:
 - (i) be represented by counsel or agent;

- (ii) call and examine witnesses and present arguments and submissions; and
 - (iii) conduct cross-examination of witnesses reasonably required for a full and fair disclosure of the facts in relation to which they have given evidence.
- (h) The Board will consider the reasons for the Medical Advisory Committee that has been given to the applicant or member in support of its recommendations. Where through error or inadvertence, certain reasons have been omitted in the statement delivered to the applicant or member, the Board may consider those reasons only if those reasons are given by the Medical Advisory Committee in writing to both the applicant or member and the Board, and the applicant or member is given a reasonable time to review the reasons and to prepare a case to meet those additional reasons.
- (i) No member of the Board will participate in a decision of the Board 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 decision of the Board will be given unless all members so present participate in the decision.
- (j) The Board will make a decision to either follow or not follow the recommendation of the Medical Advisory Committee.
- (k) A written copy of the decision of the Board and the written reasons for the decision will be provided to the applicant or member and to the Medical Advisory Committee within fifteen days of the conclusion of the Hearing.
- (l) Service on the applicant or member will be as set out in these By-Laws.