

COLLINGWOOD GENERAL & MARINE HOSPITAL

GENERAL BY-LAW

PART I - DEFINITIONS & INTERPRETATION

1. **DEFINITIONS**

In this By-law and all other By-laws of the Corporation:

- a) "Admitting Privileges" means the privileges granted to members of the medical staff related to the admission of inpatients, registration of outpatients, and the diagnosis, assessment and treatment of inpatients and outpatients in the Hospital;
- b) "Application" has the meaning ascribed to that term in section 3(e) of this By-law;
- c) "Associates of a Trustee" means the parents, siblings, spouse or common law partner of the Trustee and any organization, agency, company or individual (such as a business partner) with a formal relationship to a Trustee;
- d) "Board" means the governing body of the Collingwood General & Marine Hospital;
- e) "By-Law" means any By-Law of the Corporation from time to time in effect;
- f) "Chief Executive Officer" means, in addition to "administrator" as defined in section 1 of the *Public Hospitals Act*, the President of the Corporation who is the Chief Executive Officer of the Corporation;
- g) "Chief of Staff" means the Chief of Professional Staff;
- h) "Chief Nursing Officer" means the senior employee responsible to the Chief Executive Officer for the nursing functions in the Hospital;
- i) "Corporation" means the Collingwood General & Marine Hospital with the Head Office at 459 Hume Street, Collingwood, Ontario;
- j) "Dentist" means a dental practitioner in good standing of the College of Dental Surgeons of Ontario;
- k) "Ex-officio" means Membership "by virtue of the office" and includes all rights, responsibilities, and power to vote unless otherwise specified;

- l) "Hospital" means the Collingwood General & Marine Hospital;
- m) "Member" means Member of the Collingwood General & Marine Hospital Corporation;
- n) "Mentor" means a physician or dentist on the active staff who is assigned the responsibility to assist the new member to integrate into the Hospital and report any significant concerns to the Chief of the Department.
- o) "Nurse" means a holder of a current certificate of competence issued in Ontario as a Registered Nurse or as a Registered Practical Nurse;
- p) "Patient" includes inpatient and outpatient except where the context otherwise requires;
- q) "Physician" means a person licensed to practice medicine pursuant to the laws of Ontario; and,
- r) "Trustee" means a Member of the Board.

2. **INTERPRETATION**

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

- a) all terms which are contained in the By-laws of the Corporation and which are defined in the *Public Hospitals Act* or the Regulations made thereunder, shall have the meanings given to terms in the *Public Hospitals Act* or the Regulations 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, and the word "person" shall include an individual, a trust, a partnership, a body corporate or public, an association or other incorporated or unincorporated organization or entity;
- c) the headings used in the By-laws are inserted for reference purposes only and are not to be considered or taken into account in construing the terms or provisions thereof or to be deemed in anyway 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.

PART II – CORPORATION

3. MEMBERS OF THE CORPORATION

a) Admission

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

b) Classes

On resolution of acceptance by the Board a person shall be admitted as a member of the Corporation as either:

- i) an annual Member; or
- ii) an honorary Member.

c) Annual Member

- i) Subject to section 3(c)(ii), a person is eligible to be an annual Member where he or she pays to the Corporation the annual Membership fee as determined from time to time by resolution of the Board (the "Membership Fee").
- ii) At the time of the payment of the Membership Fee the person must:
 - 1) have been a resident of the Towns of Collingwood, Wasaga Beach or The Blue Mountains, or the Townships of Clearview and Grey Highlands (the "Municipalities") for a continuous period of at least 3 months immediately prior thereto; or,
 - 2) be employed or carry on business in the Municipalities for a continuous period of at least three months immediately prior thereto.
- iii) Any annual Membership in the Corporation is effective from the annual general meeting following payment of the Membership Fee until 5:00 p.m. on the day before the next annual general meeting.
- iv) If the Membership Fee is paid in full at least 45 days prior to the date of the meeting a Member shall be entitled to vote at the annual meeting of the Corporation and at any meeting for the year thereafter.

d) Honorary Member

- i) Honorary Members shall not be subject to any fees whatsoever.
- ii) The term of an Honorary Member shall be determined from time to time by resolution of the Board.
- iii) Honorary Members shall be eligible to vote.
- iv) Any Life Member of the Corporation shall be deemed to be an Honorary Member of the Corporation.

e) Application

Each Application for a Membership in the Corporation must be in a form prescribed by the Trustees of the Corporation for the then current year and must be received by the Board no later than 45 days prior to the date of the annual meeting in each year in order to be considered in time to allow the prospective applicant an opportunity to vote at the annual meeting of the Corporation. The Application shall contain:

- i) the Membership qualifications set out in section 3 of the By-laws;
- ii) a statement by the applicant that he or she has read the Membership qualifications and that he or she meets all of the requirements set forth therein; and,
- iii) the annual Membership Fee.

f) Advertisement for Annual Members

At least 75 days before the annual general meeting, the Corporation shall place an advertisement in a newspaper or newspapers circulated in the Municipalities to run for at least two weeks, stating:

- (i) applications to become a Member of the Corporation for the next year must be received by the Board no later than 45 days prior to the date of the annual meeting in order to allow the member an opportunity to vote at the next annual meeting;
- (ii) the decision as to whether an applicant will be admitted will be made by the Board in accordance with section 3 ;
- (iii) how the applicant may obtain a Membership application; and,
- (iv) the date of the annual general meeting.

g) Withdrawal

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

h) Termination of Membership

Membership in the Corporation is not transferable and lapses and ceases to exist:

- i) upon the Member ceasing to be a resident of, or ceasing to be employed or to carry on business, as the case may be, in the Municipalities;
- ii) on the death of the Member;
- iii) when the Member's period of Membership expires;
- iv) when the Member ceases to be a Member by resignation or otherwise in accordance with the By-laws; or,
- v) if at a special meeting of Members, a resolution is passed to remove the Member by a least two-thirds (2/3) of the votes cast at the special meeting, provided that the Member shall be granted the opportunity to be heard at such meeting.

i) Member Register

The Corporation shall maintain a register of all its Members which register shall include the Member's address and type of membership. A Member must advise the Secretary of the Corporation in writing of any changes to his or her address.

4. **ANNUAL MEETING OF THE MEMBERS OF THE CORPORATION**

- a) The annual meeting of Members shall be held, at the head office of the Corporation or at any place in Ontario as the Board determines, between April 1st and July 31st in each year on a date fixed by the Board.
- b) Notice of the annual meeting of the Corporation shall be given by one of the following methods:
 - i) to a Member by:
 - 1) prepaid mail at least (thirty) 30 days in advance of the meeting by sending it to the last address as shown on the records of the

Corporation; or,

2) facsimile at least (thirty) 30 days in advance of the meeting by sending it to the last facsimile address as shown on the records of the Corporation; or,

3) email at least (thirty) 30 days in advance of the meeting by emailing it to the last email address as shown on the records of the Corporation; and,

ii) by publication at least once a week for two (2) successive weeks next preceding the meeting in a newspaper or newspapers circulated in the municipality or municipalities in which Members of the Corporation reside as shown by their addresses on the records of the Corporation.

5. **MEETINGS OF THE CORPORATION – CHAIR**

a) The meetings of the Corporation shall be chaired by:

i) the Chair;

ii) the Vice-Chair if the Chair is absent; or,

iii) A Member of the Board of Trustees elected by the Trustees present; or,

iv) a Member of the Corporation elected by the Members present if the Chair and Vice-Chair are both absent and there are no Trustees present.

b) The Chair shall vote only in order to break a tie.

c) In the case of a tie in the election of Trustees the vote shall be decided by a flip of a coin.

d) The Chair or the chair of a Committee may authorize a member or members of the Board or of a committee to attend a meeting of the Board or committee by means of such conference telephone or other communications facilities as permit all persons participating in the meeting to hear each other. A person attending a meeting by conference telephone or other communications facilities shall be deemed to be present at the meeting.

6. **BUSINESS AT ANNUAL MEETING OF MEMBERS OF THE CORPORATION**

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

- a) presentation of the:
 - i) minutes of the previous annual meeting;
 - ii) report of the unfinished business from any previous meeting of the Corporation;
 - iii) report of the Board Chair;
 - iv) report of the Chief of Staff;
 - v) report of the Chief Executive Officer;
 - vi) report of the Treasurer;
 - vii) report of the Auditor; and,
 - viii) any other report(s) as determined by the Board from time to time,
- b) new business;
- c) election of Trustees; and
- d) the appointment of an Auditor to hold office until the next annual meeting and approval of the audited financial statements for the prior fiscal year ended March 31.

7. **SPECIAL MEETINGS OF THE CORPORATION**

- a) The Board or Chair may call a special meeting of the Corporation.
- b) Not less than twenty five (25%) of the Members of the Corporation entitled to vote at a meeting proposed to be held may, in writing, requisition the Trustees to call a general meeting of the Members for any purpose connected with the affairs of the Corporation which are properly within the purview of the Members' role in the Corporation and that is not inconsistent with the *Corporations Act* (Ontario).
- c) The requisition shall be deposited at the head office of the Corporation and may consist of several documents in like form signed by one or more requisitioners.

- d) Notice of a special meeting shall be given in the same manner as provided in subsection 4(b). If the Trustees, acting in their sole discretion, determine that the requisition meets the qualifications set out in subsection 7(b), the Trustees shall call and hold such meeting within twenty-one (21) days from the date of the deposit of the requisition.
- e) The notice of a special meeting shall specify the purpose or purposes for which it is called.

8. **ADJOURNED MEETING**

- a) The meeting shall stand adjourned until a day within two weeks to be determined by the Board if a quorum is not present within one-half hour after the time appointed for a meeting of the Corporation.
- b) At least 3 days notice of the re-scheduled meeting following an adjournment shall be given by publication in newspapers published and circulated in the Municipalities.

9. **PROCEDURES**

- a) The declaration of the Secretary of the Corporation or Chair of the Board that notice of a meeting has been given pursuant to this Bylaw, shall be sufficient and conclusive evidence of the giving of such notice.
- b) No error or omission in giving notice of a meeting of Members of the Corporation may invalidate resolutions passed or proceedings taken at the meeting. Any Member may at any time waive notice of such meeting and may ratify, approve and confirm any or all resolutions passed or proceedings taken at the meeting.
- c) A Member is entitled to see during normal business hours minutes of proceedings of Members of the Corporation , financial statement of the Corporation, a copy of the Corporation's Letters Patent and Supplementary Letters Patent and Bylaws but Is not entitled to see minutes of meetings of the board or minutes of any meetings of a committee of the Board

10. **QUORUM**

A quorum for the annual meeting of the Corporation shall be ten Members.

11. **FISCAL YEAR**

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

PART III – BOARD

12. BOARD COMPOSITION

- a) The Board shall consist of sixteen (16) Trustees:
- i) Eight Trustees at large;
 - ii) Four Municipal Trustees; one from each of the Towns of Collingwood, Wasaga Beach and The Blue Mountains, and the Township of Clearview respectively; and,
 - iii) the following ex officio Trustees:
 - 1) the Chief Executive Officer;
 - 2) the Chief of Staff;
 - 3) the President of the Medical Staff; and,
 - 4) the Vice-President of the Medical Staff.

13. NOMINATIONS FOR ELECTION OF TRUSTEES

Nominations for election as Trustee at the annual meeting of the Corporation shall be made as follows:

- a) For Trustees at large by:
- i) the Governance and Quality Committee; or,
 - ii) Members of the Corporation provided that each nomination by Members:
 - 1) is in writing and signed by at least ten Members in good standing; and
 - 2) is accompanied by a written declaration signed by the nominee that he or she will serve as a Trustee in accordance with this By-law if elected; and,
 - 3) is submitted to and received by the Secretary at least forty-five days before the date of the annual meeting.

- b) For Municipal Trustees by:
 - i) The Governance Committee after considering the advice of the council of the municipality from which the Trustee is to be appointed.
 - ii) Should a municipality entitled to appoint a Trustee fail to nominate an individual to the Board for consideration, the municipality seat on the Board may remain vacant or may be filled by a person appointed by the Board.

14. **BOARD NOMINATION PROCEDURE**

In selecting persons as nominees for election to the Board, the Board shall:

- a) endeavour to provide for broad community representation after considering the list of appointed and ex officio Trustees;
- b) consider the names of all persons submitted as nominees in accordance with this By-law; and,
- c) consider the potential contribution of any person nominated in relation to the function of the Hospital and the skills of the current members.
- d) Election of Trustees
 - i) Trustees at large shall be elected at the Annual Meeting of the Corporation.
 - ii) Each Trustee at large shall be elected for a period of three years unless elected to fill the unexpired term created by any vacancy referred to in section 14(f) & (g).
 - iii) Each year the term of office of at least two elected Trustees shall expire as of the date of the Annual Meeting of the Corporation.
- e) Qualifications
 - i) No member of the medical staff or dental staff of the Hospital shall be eligible for election or appointment to the Board except as where otherwise provided in this By-law.
 - ii) No employee or former employee (unless five years has lapsed from employment) of the Hospital shall be eligible for election or appointment to the Board except as where otherwise provided in this By-law.
 - iii) No spouse, common law partner, child, parent, brother or sister of any

person included in 14 (e) (i) or (ii), nor the spouse of any such child, parent, brother or sister shall be eligible for election or appointment to the Board.

- iv) No person may be elected or appointed a Trustee before reaching 18 years of age.
 - v) Except for the Chief Executive Officer, the Chief of Staff, the President and Vice-President of the Medical Staff, no person may be elected or appointed a Trustee 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 one year the same person may be re-elected or re-appointed a Trustee.
 - vi) No person other than the ex officio Trustees may be a Trustee for more than nine consecutive years of service; provided, however, that a Trustee completing nine years of service on the Board, may have his or her service as a Trustee extended so as to permit him or her to complete his or her term as the Chair of the Board; and that following a break of at least one year in the continuous service, the same person may be an elected Trustee or a Trustee at large.
 - vii) A Trustee must be a Member of the Corporation.
- f) Vacation and Termination of Office
- i) The office of a Trustee shall automatically be vacated:
 - 1) if the Trustee becomes bankrupt or suspends payment of debts generally or compounds with creditors or makes an assignment in bankruptcy or is declared insolvent;
 - 2) if the Trustee, by notice in writing to the Board, resigns office, such resignation shall be effective at the time it is received by the Secretary or at the time specified in the notice, whichever is later;
 - 3) if the Trustee fails to comply with the By-laws of the Corporation, including without limitation, the confidentiality requirements and conflict of interest requirements set out in this By-law;

- 4) if at a special meeting of the Corporation a resolution is passed by at least two-thirds (2/3) of the votes cast by the Members of the Corporation at the special meeting removing the Trustee before the expiration of the Trustee's term of office; or,
- 5) if the Trustee dies.
- g) The Board may declare the office of a Trustee vacated when the Trustee is absent for two (2) consecutive Board or two (2) consecutive committee meetings, or if the Trustee is absent for one-third (1/3) or more of the meetings of the Board in any twelve (12) month period except in extenuating circumstances.
- h) If a vacancy is not filled at the Annual General Meeting or if a vacancy occurs at any time among the Trustees either by a resignation, by death or removal by the Members of the Corporation in accordance with section 14 (f) or (g), or by the Board of Trustees pursuant to section 14 (g) or by any other cause, such vacancy may be filled by a qualified person elected by the Board to serve until the next Annual General Meeting.

15. **RESPONSIBILITIES OF THE BOARD**

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

- a) Uphold compliance with the Hospital's stated values and related behaviours;
- b) Develop and review on a regular basis the mission, vision, objectives and strategic plan of the Hospital in relation to the provision, within available resources, of appropriate programs and services in order to meet the needs of the community;
- c) Work collaboratively with other community agencies and institutions in meeting the needs of the community;
- d) Establish procedures for monitoring compliance with the requirements of the *Public Hospitals Act*, the Hospital Management Regulation, the By-laws of the Hospital, the Hospital's vision, mission and values, and other applicable legislation;
- e) Establish policies and procedures to provide the framework for the management and operation of the Hospital;
- f) Establish a process for the appointment and evaluation of the performance of the Chief Executive Officer and appoint the Chief Executive Officer in accordance with the process and ensure the ongoing evaluation of the Chief Executive Officer.

- g) Delegate responsibility and concomitant authority to the Chief Executive Officer 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 the professional staff in the Hospital and require accountability to the Board;
- j) Appoint and re-appoint physicians to the medical staff, dentists to the dental staff and midwives to the midwifery staff of the Hospital and delineate the respective privileges after considering the recommendations of the Medical Advisory Committee, in accordance with legislative and By-law requirements;
- k) With the assistance of the professional staff organization, assess and monitor the acceptance by each member of the medical and dental staff of his or her responsibility to the patient and to the Hospital concomitant with the privileges and duties of the appointment and the By-law of the Hospital;
- l) Confirm that there are processes in place to regularly evaluate the quality of care in the Hospital by reference to quality assurance, risk management and utilization of Hospital resources;
- m) Review regularly the functioning of the Hospital in relation to the objects of the Corporation as stated in the letters patent, supplementary letters patent and the By-laws and demonstrate accountability for its responsibility to the annual meeting of the Corporation;
- n) Ensure that an occupational health and safety program and a health surveillance program are established and require accountability on a regular basis;
- o) Ensure that a fiscal advisory committee is established and their work reviewed on a regular basis;
- p) Ensure that committees of the medical staff are established pursuant to the *Public Hospitals Act*;
- q) Ensure that there is participation of the nurses through the Chief Nursing Officer and nurses in the decision making related to administrative, financial and operational and planning matters;
- r) Ensure that there are by-laws for the hospital, including procedures for the election of medical staff officers and the appointment of a Chief of Staff, and

to approve such by-laws; and,

- s) Ensure that policies are in place to facilitate organ procurement and donation.

16. **PUBLIC RELATIONS**

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

17. **RESPONSIBILITIES OF A TRUSTEE**

Each Trustee shall fulfil his or her fiduciary duties to the Hospital by making decisions which he or she personally believes is in the best interest of the Hospital.

18. **CONFLICT OF INTEREST**

- a) Any Trustee who has an interest directly or indirectly in a proposed contract or transaction or in a contract or transaction with the Hospital shall declare his or her interest in the contract or transaction at a meeting of the Trustees.
- b) In the case of a proposed contract or transaction, the Trustee shall declare his or her interest at the meeting of the Board at which the question of entering into the contract or transaction is first taken into consideration or if he or she is not present at such meeting, then at the first Board meeting held thereafter. If the Trustee is not at the date of that meeting interested in the proposed contract or transaction, he or she shall make the declaration at the first Board meeting which is held after he or she became interested in the proposed contract or transaction. In the case where the Trustee becomes interested in a contract or transaction after it is made, the Trustee shall declare his or her interest at the first Board meeting held after he or she becomes so interested.
- c) No Trustee, Associate of a Trustee or the spouse, common law partner, dependent child, parent, brother or sister, or person living in the same household of a member of the Board of Trustees shall enter into any proposed contract or transaction or contract or transaction with the Corporation, except:
- d) On a competitive bid basis or other basis in writing; and,
- e) where the Trustee has declared any interest therein and where he or she has absented him/herself from the meeting and where he or she has refrained from discussion and voting thereon.
- f) Trustees shall not vote on any matter in which they have a direct or indirect

interest and shall declare the details of such interest prior to the discussion and vote on such matter.

- g) Any Trustee who has declared an interest in any proposed contract or transaction or contract or transaction or other interest with the Hospital which is being discussed shall absent him/herself during the discussion of and vote upon the matter and the event shall be recorded in the minutes.

19. **CONFIDENTIALITY**

Every Trustee, Officer, member of the professional staff, member of any and all committees, and employee of the Corporation shall respect the confidentiality of matters brought before the Board or before any committee or any matter dealt with in the course of the employee's employment with the Corporation or the professional staff member's activities in the Corporation.

20. **INDEMNIFICATION AND PROTECTION OF TRUSTEES AND OFFICERS**

Every Trustee or Officer of the Corporation and every member of a committee, and his or her heirs, executors and administrators, and estate and effects, respectively, shall from time to time and at all times, be indemnified and saved harmless out of the funds of the Hospital, from and against:

- a) all costs, charges and expenses whatsoever which such Trustee, Officer or committee member sustains or incurs in or about any action, suit or proceeding for damages or otherwise which is brought, commenced or prosecuted against him/her, for or in respect of any act, deed, matter or thing whatsoever, made, done or permitted by him/her, in or about the execution or intended execution in good faith of the duties of his or her office;
- b) all other costs, charges and expenses that he or she sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by his or her own wilful neglect or default; and,
- c) except as otherwise provided in the Act, no Trustee or officer for the time being of the Corporation shall be liable for:
 - i) the acts, receipts, neglects or defaults of any other Trustee or officer or employee;
 - ii) any loss, damage or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired by or for the Corporation;
 - iii) the insufficiency or deficiency of any security in or upon which any of the moneys of or belonging to the Corporation shall be placed out or

invested;

- iv) any loss or damage arising from the bankruptcy, insolvency or tortious act of any person including any person with whom or which any moneys, securities or effects shall be lodged or deposited;
- v) any loss, conversion, misapplication or misappropriation of or any damage resulting from any dealings with any moneys, securities or other assets belonging to the Corporation; or,
- vi) any other loss, damage or misfortune whatever which may happen in the execution of the duties of the Trustee's or officer's respective office or trust or in relation thereto unless the same shall happen by or through the Trustee's or officer's own wilful neglect or default.

21. **OFFICERS**

- a) The following shall be Officers of the Corporation:
 - i) the Chair;
 - ii) the Vice-Chair;
 - iii) the Treasurer, and,
 - iv) the President and Chief Executive Officer of the Corporation who shall also act as the Secretary.
- b) The Trustees shall elect a Chair from among themselves at the meeting immediately following each annual meeting of the Corporation.
- c) The Chair shall preside as the Chair of the Board and is herein referred to as the "Chair".
- d) The Board shall elect a Vice-Chair, who shall preside as the Vice-Chair of the Board, herein referred to as the "Vice-Chair" and a Treasurer at the meeting immediately following each annual meeting of the Corporation.
- e) No Trustee may serve as Chair, Vice-Chair or Treasurer, for more than three (3) consecutive years in one office, provided however, that following a break in the continuous service of at least one year the same person may be re-elected to any office.
- f) Ex-officio Trustees are not eligible for election as Chair or as Vice-Chair.

- g) The Officers of the Corporation shall be responsible for the duties set forth in the By-laws 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.
- h) Any Officer of the Corporation shall cease to hold office upon resolution of the Board.

22. **DUTIES OF THE CHAIR**

The Chair shall:

- a) chair all meetings of the Board;
- b) recommend to the Board appointment of chairs of committees of the Board;
- c) be responsible for the naming of Trustees to committees not otherwise provided for in this By-law;
- d) be chair of the Joint Conference Committee;
- e) report to each annual meeting of Members of the Corporation concerning the management and operations of the Hospital;
- f) represent the Corporation at public or official functions;
- g) be ex-officio member of all committees of the Board; and,
- h) perform such other duties as may from time to time be determined by the Board.

23. **DUTIES OF THE VICE-CHAIR**

The Vice-Chair shall have all the powers and perform all the duties of the Chair in the absence or disability of the Chair and perform any other duties assigned by the Chair or the Board.

24. **DUTIES OF THE TREASURER**

The Treasurer shall:

- a) act as chair of the Finance Committee;
- b) present an annual audited financial report to the Board and the Corporation of the financial operations of the Hospital; and ,
- c) perform such other duties as may from time to time be determined by the

- d) Chair or the Board.

25. **DUTIES OF THE SECRETARY**

The Chief Executive Officer of the Corporation shall be the Secretary and shall:

- a) attend meetings of the Board and Board Committees as required;
- b) keep minutes of all Board and Board Committee meetings and circulate the minutes to all members of the Board or Committee;
- c) attend to correspondence of the Board;
- d) prepare all reports required under any Act or Regulation of the Province of Ontario;
- e) be the custodian of all minute books, documents and registers of the Corporation required to be kept by the provisions of the Corporations Act and all minutes, documents and records of the Board, including without limitation, a current record of the Members of the Corporation;
- f) keep copies of all testamentary documents and trust instruments of the Corporation and provide the office of the Public Guardian and Trustee with attested or notarial copies of such documents as required pursuant to the *Charities Accounting Act* (Ontario);
- g) be the custodian of the seal of the Corporation;
- h) give such notice as required by the By-laws of all meetings of the Corporation, the Board and its Committees; and,
- i) perform such other duties as may from time to time be determined by the Board.

26. **DUTIES OF THE PRESIDENT and CHIEF EXECUTIVE OFFICER**

The President and Chief Executive Officer shall:

- a) be responsible to the Board for the organization and management of the Hospital in accordance with policies established by the Board and subject to direction of the Board;
- b) ensure appropriate systems and structures are in place for the effective management and control of the Hospital and its resources including the employment, development, control, direction and discharge of all employees of the Hospital;

- c) ensure structures and systems are in place for the development, review and recommendation of new programs, program expansion or changes;
- d) ensure effective manpower planning and identification of resource implications;
- e) establish an organizational structure to ensure accountability of all departments and staff for fulfilling the mission, vision, objectives and strategic plan of the Hospital;
- f) provide leadership in support of the Board's responsibility to develop and periodically review the mission, vision, objectives and strategic plan of the Hospital;
- g) develop, recommend and foster the values, culture and philosophy of the Hospital;
- h) communicate with related health care agencies to promote coordination and/or planning of local health care services;
- i) represent the Hospital externally to the community, government, media and other organizations and agencies;
- j) be responsible for the payment by the Corporation of all salaries and amounts due from and owing by the Corporation which fall within the purview and scope of the approved annual budget or otherwise as may be established from time to time by resolution of the Board;
- k) notify the Chief of Staff, the Chiefs of Departments and the Board if necessary, of:
 - i) any failure of any, member of the professional staff to act in accordance with statute law or regulations thereunder, or the Hospital By-law and rules;
 - ii) any belief that a member of the professional staff is unable to perform his or her professional duties with respect to a patient in the Hospital;
 - iii) any patient who does not appear to be receiving the most appropriate treatment and care or who is not being visited frequently enough by the attending member of the professional staff; and,
 - iv) any other matter about which they should have knowledge,
- l) be responsible to the Board for taking such action as considered necessary to ensure compliance with the *Public Hospitals Act*, the Regulations and the

By-laws of the Hospital and all other statutory and regulatory requirements;

- m) attend meetings of the Medical Advisory Committee without a vote;
- n) be an ex officio member of the Board and report to the Board on any matters about which it should have knowledge and subject to this By-law, be an ex officio member of Board Committees;
- o) send a copy of the excerpt on the discussion of the audit from the Finance/Human Resources Committee's minutes to the Auditor; and,
- p) perform such other duties as directed from time to time by the Board.

27. **REGULAR MEETINGS OF THE BOARD AND NOTICE**

- a) The Board shall meet at the Head Office of the Corporation on the fourth Thursday of each month at 1800 hours in the evening, or such other place, time and day as the Board may from time to time determine.
- b) The Secretary shall give notice of the meeting to the Trustees if the meeting is to be held at another time or day or at a place other than the Head Office. If notice is to be given it shall be communicated to each Trustee at least 24 hours in advance of the meeting.
- c) There shall be at least eight (8) regular meetings of the Board per annum.
- d) A meeting of the Board may be held without notice, immediately following the annual meeting of the Corporation.

28. **SPECIAL MEETINGS OF THE BOARD AND NOTICE**

- a) The Chair may call special meetings of the Board.
- b) The Secretary shall call a special meeting of the Board if three Trustees so request in writing.
- c) Notice of a special meeting of the Board shall specify the purpose of the meeting, and be communicated to each Trustee at least 24 hours in advance of the meeting.

29. **BOARD MEETINGS – CHAIR**

Board meetings shall be chaired by:

- a) the Chair;
- b) the Vice-Chair if the Chair is absent; or,

- c) a Trustee elected by the Trustees present if the Chair and Vice-Chair are both absent.

30. **PROCEDURES FOR BOARD MEETINGS**

- a) The declaration of the Secretary or Chair that notice has been given pursuant to the By-law, shall be sufficient and conclusive evidence of the giving of such notice.
- b) No error or omission in giving notice for a meeting of Trustees shall invalidate such meeting or invalidate or make void any proceedings taken or had at such meeting and any Trustee may at any time waive notice of any such meeting and may ratify and approve any or all proceedings taken or had thereat.
- c) A member of the public may attend and make a presentation to the Board only upon:
 - i) invitation by the Chair of the meeting through the Chief Executive Officer;
 - ii) invitation by the Chief Executive Officer with the approval of the Chair of the meeting; or,
 - iii) resolution of the Board.
- d) Minutes shall be kept for all meetings of the Board.
- e) Business arising at any meeting of the Board shall be decided by a majority of votes, provided that:
 - i) except as provided by section 30(e)(ii) votes shall be taken in the usual way by a show of hands.
 - 1) the Chair shall not have a vote; and,
 - 2) if there is an equality of votes, the Chair shall vote in order to break the tie.
 - ii) votes shall be taken by written ballot if so demanded by any voting member present.
 - 1) the Chair shall have a vote; and,
 - 2) 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 and an entry to that effect in the minutes shall be admissible in evidence as prima facie proof of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution, vote or motion.

31. **QUORUM FOR MEETINGS**

A quorum for any meeting of the Board or a committee of the Board shall be a majority of the Trustees of the Board or of the Committee as the case maybe.

32. **RULES OF ORDER**

Any questions of procedure at any meetings of the Corporation, of the Board, of the medical staff, or of any committee, which have not been provided for in this By-law or by the Corporations Act or by the *Public Hospitals Act* or Regulations thereunder, or the Professional Staff Rules, shall be determined by the Chair in accordance with the most current issue of Robert's Rules of Order.

33. **COMMITTEES OF THE BOARD**

At the first or second meeting of the Board following the annual meeting of the Corporation, the Board shall:

- a) Establish the following Committees of the Board:
 - i) the Finance/Human Resources Committee;
 - ii) the Joint Conference Committee;
 - iii) the Governance and Quality Committee; and
 - iv) the Executive Committee.
- b) Subject to the provisions of this By-law, appoint the members of the Committees of the Board.
- c) The Board may appoint additional members who are not Trustees to all Committees of the Board except the Joint Conference Committee and Executive Committee and those persons shall be entitled to vote, but the number of non-Trustees shall not exceed the number of Trustees on a Committee of the Board.

34. **SPECIAL COMMITTEES OF THE BOARD**

- a) The Board may at any meeting, establish any Special Committee and appoint members to any Special Committee.

- b) The Board shall prescribe terms of reference for any Special Committee.
- c) The Board may by resolution dissolve any Special Committee at any time.

35. **PROCEDURES FOR BOARD COMMITTEE MEETINGS**

- a) Board Committee meetings shall be held at the call of the Chair, the chair of the Board Committee or at the request of any three members of the Board Committee.
- b) Minutes shall be kept for all Board Committee meetings.
- c) Members of the public may only attend Board Committee meetings at the invitation of the Chair.
- d) Business arising at any Board Committee meeting shall be decided as in section 30(e) except that the Chair of the Board Committee shall have an original vote but cannot exercise a second vote in order to break a tie.
- e) Any motion is lost if there is an equality of votes including that of the chair of the Board Committee.

36. **QUORUM**

A quorum for any Board Committee meeting shall be a majority of the members of the Board Committee entitled to vote.

37. **FINANCE/HUMAN RESOURCES COMMITTEE**

The Finance/HR Committee shall review and advise the Board on financial and human resource matters including the review and recommendation for approval to the Board of the annual operating and capital budgets. This committee shall receive reports from the Audit Committee and recommend to the Board the audited financial statements and appointment of the external auditors.

38. **JOINT CONFERENCE COMMITTEE**

The Joint Conference Committee shall provide liaison among the Board, the Hospital management and the medical staff and shall discuss sensitive issues which are not appropriate to be dealt with by any other existing committee of the Board, and members of this committee shall use their best effort to develop and provide understanding on points of mutual interest to the Board, the Hospital management and the medical staff, and shall report back to the Board and to the Medical Advisory Committee.

39. **GOVERNANCE and QUALITY COMMITTEE**

The Governance and Quality Committee shall oversee Board functioning (including Board By-Laws, policies, education, self-assessment and recruitment of new Trustees) and oversee the Hospital's quality improvement, patient safety, utilization and risk management programs.

40. **EXECUTIVE COMMITTEE**

The Executive Committee shall from time to time meet between meetings of the Board and make decisions on issues directed by the Board. As well, members of the Executive Committee may represent the Board at external forums.

41. **AUDIT COMMITTEE**

The Audit Committee shall be established as a sub-committee of the Finance/HR Committee and shall oversee the financial and control systems of the Hospital and recommend to the Finance/HR Committee of the Board the Hospital's audited financial statements and appointments of the external auditor.

42. **RETENTION OF WRITTEN STATEMENTS**

The Chief Executive Officer shall cause to be retained, in accordance with the *Public Hospitals Act*, all written statements made in respect of the destruction of medical records, notes, charts and other material relating to patient care and photographs thereof.

43. **BONDING - FIDELITY INSURANCE**

- a) Upon approval of the Board, The Corporation shall purchase and maintain insurance for the benefit of any Trustee or other person acting on behalf of the Corporation against any liability incurred by that person acting on behalf of the Corporation except where that liability relates to the person's failure to act honestly and in good faith.
- b) The requirements of subsection 43(a) may be met by an alternative form of employee fidelity insurance such as, but not limited to, a blanket position bond, a commercial blanket bond, or a comprehensive dishonesty, disappearance and destruction policy, at the discretion of the Board.

44. **SIGNING OFFICERS**

- a) The Chair or Vice-Chair together with the Treasurer or Chief Executive Officer of the Corporation jointly shall sign on behalf of the Corporation and affix the Corporate seal to all contracts, agreements, conveyances,

mortgages, or other documents, as may be required by law or as authorized by the Board.

- b) The Board may from time to time, by resolution, authorize any person or persons to sign documents on behalf of the Corporation.

45. **SEAL**

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

46. **INVESTMENTS**

- a) 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.
- b) Notwithstanding the provisions contained in subsection 46(a) above, the Board may, in its discretion retain investments which are given to the Corporation in specie.

47. **ENDOWMENT BENEFITS**

- a) No benefit given in trust to or to the use of the Corporation for endowment purposes shall be hypothecated, transferred or assigned to obtain credit or to receive funds except as allowed by subsection 46 (a) and 46 (b).
- 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 by registered mail, give notice to the Public Guardian and Trustee, in accordance with the terms of the *Charities Accounting Act* (Ontario), of the benefits referred to in subsection 47(b) which come into the control or possession of the Corporation and the notice shall be accompanied by an attested or notarial copy of the testamentary or trust document.
- 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.

48. **AUDITOR**

- a) The Corporation shall at its annual meeting appoint an Auditor who shall not be a member of the Board or an Officer or employee of the Corporation or a partner or employee of any such person, and who is duly licensed under the Public Accountancy Act, to hold office until the next annual meeting of the Corporation.
- b) The Auditor shall have all the rights and privileges as set out in the Corporations Act of Ontario and shall perform the audit function as prescribed therein.
- c) In addition to reporting at the annual meeting of the Corporation, the Auditor shall from time to time report to the Board through the Audit Committee and the Finance/Human Resources Committee on the audit work and related recommendations.

PART IV - VOLUNTARY ASSOCIATIONS

49. **AUTHORIZATION**

The Board may sponsor the formation of a voluntary association(s) as it deems advisable.

50. **PURPOSE**

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

51. **CONTROL**

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

52. **REPRESENTATION ON BOARD**

The Board may determine a mechanism to provide for representation by the voluntary association(s) on the Board.

53. **AUDITOR**

- a) Each unincorporated voluntary association shall have its financial affairs reviewed for the purposes of assuring reasonable internal control. Subject to Board approval, a review engagement is acceptable for this purpose.
- b) The auditor for the Corporation may be the auditor for the voluntary associ-

ation(s) under this section.

PART V – AMENDMENTS

54. AMENDMENTS TO BY-LAWS

- a) The Board may pass or amend the By-laws of the Corporation from time to time.
- b) Where it is intended to pass or amend the By-laws at a meeting of the Board, written notice of such intention shall be sent by the Secretary to each Trustee at his or her address as shown on the records of the Corporation by ordinary mail, email, facsimile or courier not less than ten days before the meeting.
- c) Where the notice of intention required by section 54(b) is not provided, any proposed By-laws or amendments to the By-laws may nevertheless be moved at the meeting and discussion and voting thereon adjourned to the next meeting, for which no notice of intention need be given.
- d) Subject to section 54(f) and the *Corporations Act* (Ontario), a By-law or an amendment to a By-law passed by the Board has full force and effect:
 - i) from the time the motion was passed; or,
 - ii) from such future time as may be specified in the motion.
- e) 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.
- f) The Members at the annual meeting or at a special general meeting may confirm the By-law as presented or reject or amend it, and if rejected it thereupon ceases to have effect and if amended it takes effect as amended.
- g) In any case of rejection, amendment, or refusal to approve a By-law or part of a By-law in force and effect in accordance with any part of this section, no act done or right acquired under any such By-law is prejudicially affected by any such rejection, amendment or refusal to approve.

55. **AMENDMENTS TO PROFESSIONAL STAFF BY-LAW**

Prior to submitting the Professional Staff By-law to the process established in Section 54, the following procedures shall be followed:

- a) notice specifying the proposed Professional Staff By-law or amendment thereto shall be posted;
- b) the Professional Staff shall be afforded an opportunity to comment on the proposed Professional Staff By-law or amendment thereto; and
- c) the Medical Advisory Committee shall make recommendations to the Board, concerning the proposed Professional Staff By-law or amendment thereto.

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Rev. August 1994/ July 1997/ June 1998/ June 2000/ June 2003/June 2004/June 2005/
June 2007/June 2008/June 2010