



BYLAW
ADMINISTRATIVE SECTION

JUNE 27, 2019



BYLAW
ADMINISTRATIVE SECTION
CERTIFICATE OF ENACTMENT

THIS IS TO CERTIFY:

That the Administrative Section of the amended bylaw of the Renfrew Victoria Hospital is a true and complete copy of the Administrative Section of the bylaw as amended and passed by the Board of Directors of the Renfrew Victoria Hospital at a properly constituted meeting of the Board held on the 27th day of June 2019.

DATED AT THE TOWN OF RENFREW, ONTARIO
THE 27th DAY OF JUNE 2019.

A handwritten signature in black ink, appearing to read 'Randy V. Penney', is enclosed within a thin black rectangular border.

Randy V. Penney,
President and Chief Executive Officer.

RVH ADMINISTRATIVE SECTION

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BYLAW OF THE RENFREW VICTORIA HOSPITAL

(Hereinafter referred to as the "Corporation")

PREAMBLE

WHEREAS it is the purpose of the Corporation to serve the community, and whereas the objects of the Corporation are:

- (a) to establish, equip, staff, maintain, operate and conduct a public hospital, including without limitation active treatment programs and services, complex continuing care, community health, emergency services, out-patient services, rehabilitation and therapeutic services;
- (b) to operate and maintain laboratories, diagnostic imaging services, research facilities, therapeutic and rehabilitation facilities, pharmacies or dispensaries as may be required;
- (c) to participate in all phases of education pertaining to health care, including the education of physicians, dentists, nursing staff and other health care personnel; and
- (d) to provide such other health care services as are required by the communities served by the Corporation, including without limitation the provision of long-term care facilities and in-home health care services in accordance with all applicable legislation as may be amended from time to time.
- (e) to provide designated regional programs in English and French in accordance with designation requirements under the French Language Services Act.

NOW THEREFORE BE IT ENACTED and it is hereby enacted that all Bylaw of the Corporation heretofore enacted be cancelled and revoked and that the following Bylaw be substituted in lieu thereof.

ARTICLE 1. DEFINITIONS AND INTERPRETATION

1.01 DEFINITIONS

In this Bylaw, the following words and phrases shall have the following meanings, respectively:

- 1) "Act" means the *Corporations Act* (Ontario) and, where the context requires, includes the regulations made under it;
- 2) "Admitting Privileges for the Dental Staff" means the privileges granted to members of the Dental Staff who hold a Specialty Certificate from the Royal College of Dental Surgeons of Ontario, authorizing practice in oral and maxillofacial surgery, related to the admission of in-patients, registration of out-patients, and the diagnosis, assessment and treatment of in-patients and out-patients in the Hospital;

- 3) "Admitting Privileges for the Medical Staff" means the privileges granted to members of the Medical Staff related to the admission of in-patients, registration of out-patients, and the diagnosis, assessment and treatment of in-patients and out-patients in the Hospital;
- 4) "Application" means the application for membership prescribed by the Board;
- 5) "Associates" in relation to an individual means the individual's parents, siblings, spouse or common-law partner, and includes any organization, agency, company or individual (such as a business partner) with a formal relationship to the individual;
- 6) "Auxiliary" means the volunteer services organization known as the Renfrew Victoria Hospital Auxiliary;
- 7) "Board" means the Board of Directors of the Corporation;
- 8) "Bylaw" means this Bylaw of the Corporation from time to time in effect;
- 9) "Certification" means holding a certificate in a medical, surgical, dental or dental specialty issued by any professional body recognized by the Board after consultation with the Medical Advisory Committee;
- 10) "Chair" means the Director elected by the Board to serve as Chair of the Board;
- 11) "Chief of Staff" means the person who has been appointed by the Board to be responsible for the quality of care provided by the members of the Professional Staff;
- 12) "Clinical Duties and Responsibilities" means those activities related to the delivery of patient care, diagnosis, and treatment within the Hospital;
- 13) "Clinical Nurse" means a staff nurse employed by the Hospital;
- 14) "College" means, as the case may be, the College of Physicians and Surgeons of Ontario, the Royal College of Dental Surgeons of Ontario, or the College of Nurses of Ontario;
- 15) "Committee" means a committee of the Board or as otherwise specified in this Bylaw;
- 16) "Conflict of Interest" includes, without limitation, the following three (3) areas that may give rise to a conflict of interest for the Directors of the Corporation, namely:
 - (i) Pecuniary or financial interest – a Director is said to have a pecuniary or financial interest in a decision when the Director (or the Director's 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 benefits particular agencies, companies, organizations, municipal or professional groups, or patients from a particular demographic, geographic, political, socio-economic or cultural group is a violation of the Director's entrusted responsibility to the community at large; and
 - (iii) Adverse Interest – a Director is said to have an adverse interest to the Corporation when the Director is a party to a claim, application or proceeding against the Corporation;
- 17) "Corporation" means the Renfrew Victoria Hospital;

- 18) “Department” means an organizational unit of the Professional Staff to which members with a similar field of practice have been assigned; the Corporation’s departments are those named in the Rules;
- 19) "Director" means a member of the Board of Directors;
- 20) “Disability” means:
 - (i) any degree of physical disability, infirmity, malformation or disfigurement that is caused by bodily injury, birth defect or illness and, without limiting the foregoing, includes diabetes mellitus, epilepsy, a brain injury, any degree of paralysis, amputation, lack of physical coordination, blindness or visual impediment, deafness or hearing impediment, muteness or speech impediment, or physical reliance on a guide dog or other animal or on a wheelchair or other remedial appliance or device,
 - (ii) a condition of mental impairment or a developmental disability,
 - (iii) a learning disability, or a dysfunction in one or more of the processes involved in understanding or using symbols or spoken language,
 - (iv) a mental disorder, or
 - (v) an injury of disability for which benefits were claimed or received under the insurance plan established under the *Workplace Safety and Insurance Act, 1997*;
- 21) “Ethical Guidelines”, "ethics" and "ethical" for purpose of the Professional Staff Bylaw refer to the ethical codes and guidelines of the Canadian Medical Association and the appropriate professional colleges;
- 22) "Excluded Person" means:
 - (i) any person who provides goods or services either directly or through a corporation including any director, owner, operator, major shareholder, senior executive, or other corporate officer if such person(s):
 - a) is under contract with the Corporation;
 - b) has responded to a request for proposals issued by the Corporation in the previous fiscal year; or
 - c) intends to submit a proposal during the term of office of the Director;
 - (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*;
 - (iii) any employee other than the President and Chief Executive Officer;
 - (iv) any spouse, common law partner, dependent child, parent, brother or sister of an employee or member of the Professional Staff; and
 - (v) any person who lives in the same household as a member of the Professional Staff or an employee of the Corporation;
- 23) “Francophone” means French speaking, especially of a native origin.
- 24) “President and Chief Executive Officer” means, in addition to ‘administrator’ as defined in section 1 of the *Public Hospitals Act*, the President and Chief Executive Officer of the Corporation;
- 25) Chief Nursing Executive means the Vice-President, Patient Care Services;
- 26) "ex-officio" means membership "by virtue of the office" and includes all rights, responsibilities, and power to vote unless otherwise specified;

- 27) "Extended Class Nurses" means those registered nurses in the extended class to whom the Board has granted privileges with respect to the ordering of diagnostic procedures for out-patients in the Corporation;
- 28) "Extended Class Nursing Staff" means those Registered Nurses in the Extended Class in the Hospital, who are:
 - (i) employed by the Hospital and are authorized to diagnose, prescribe for or treat out-patients in the Hospital, and
 - (ii) not employed by the Hospital and to whom the Board has granted privileges to diagnose, prescribe for or treat out-patients in the Hospital;
- 29) "Fellowship" means a membership in a professional medical or dental college recognized by the Board after consultation with the Medical Advisory Committee;
- 30) "Head Office" means 499 Raglan Street North, Renfrew, Ontario K7V 1P6;
- 31) "Hospital" means the Renfrew Victoria Hospital;
- 32) "Impact Analysis" means a study conducted by the President and Chief Executive Officer, or designate, in consultation with the Chief of Staff and Medical Directors of Departments to determine the impact upon the resources of the Corporation of the proposed or continued appointment of any person to the Professional Staff;
- 33) "Indemnified Person" has the meaning ascribed to that term in Article 5 of this Bylaw;
- 34) "Independence" A Director is independent if the Director has no direct or indirect material relationship with a person which could be perceived by others as reasonably interfering with the exercise of the Director's independent judgement;
- 35) "Legislation" means relevant statutes and regulations that govern the provision of health care to patients of the Hospital, including without limitation the *Dentistry Act* (Ontario), the *Health Care Consent Act* (Ontario), the *Health Insurance Act* (Ontario), the *Medicine Act* (Ontario), the *Mental Health Act* (Ontario), the *Nursing Act* (Ontario), the *Regulated Health Professions Act* (Ontario), the *Substitute Decisions Act* (Ontario) and the *Commitment to the Future of Medicare Act*;
- 36) "Locum Tenens or "locum tenens" means Physicians who provide coverage for a member of the Medical Staff during an absence;
- 37) "Medical Director" means a member of the Medical Staff appointed by the Board to be responsible for the professional standards and quality of medical care rendered by the members of that Department at the Hospital;
- 38) "Medical Human Resources Plan" means the plan developed by the President and Chief Executive Officer in consultation with the Chief of Staff and Chiefs of Department based on the mission and strategic plan of the Corporation and on the needs of the community, which plan provides information and future projections of this information with respect to the management and appointment of Physicians, Dentists, and Extended Class Nurses who are or may become members of the Professional Staff;
- 39) "Medical Staff" means those Physicians who are appointed by the Board and who are granted specific privileges to practice medicine in the Hospital;

- 40) "Medical Staff Association" means the association that is comprised of the Professional Staff members of the Hospital;
- 41) "Member" means member of the Corporation;
- 42) "patient" means, unless otherwise specified, any inpatient, outpatient or other patient of the Corporation;
- 43) "person" means and includes any individual, corporation, partnership, firm, joint-venture, syndicate, association, trust, government, government agency or board or commission or authority or any other form of entity or organization;
- 44) "Physician" means a medical practitioner in good standing with the College of Physicians and Surgeons of Ontario;
- 45) "Policies" means the Board, administrative, medical and professional policies of the Hospital;
- 46) "Practitioner" means a Physician, or Dentist appropriately licensed by his/her College;
- 47) "Privileges" mean those rights or entitlements conferred upon a Physician, Dentist, or Extended Class Nurse at the time of appointment or reappointment, including those clinical departments within the hospital in which the Professional Staff Member may practice, but specifically does not mean those procedures which the Professional Staff Member may from time to time be permitted to carry out within the department by the Medical Director of the Department or Medical Advisory Committee;
- 48) "Professional Staff" means those Physicians, Dentists, and Extended Class Nurses who are appointed by the Board and who are granted specific privileges to practise medicine, dentistry, respectively, or, with respect to extended class nursing the right to order diagnostic services for out-patients of the Hospital;
- 49) "Professional Staff Appointment" means the appointment or assignment of a Professional Staff member to a Department or Service in the Hospital within the categorization of Active, Associate, Courtesy, Consulting, Locum Tenens, Temporary, Honorary, Casualty Officer or Senior Staff;
- 50) "Program" means a cluster of patient-centred services which optimizes patient care, education and research and is consistent with the mission and vision of the Corporation;
- 51) "*Public Hospitals Act*" means the *Public Hospitals Act* (Ontario) and, where the context requires, includes the regulations made under it;
- 52) "Rules" means the rules and regulations governing the practice of the Professional Staff in Hospital both generally and within a particular Department, which have been established respectively by the staff in general and the staff of the Department;
- 53) "Service" means an organizational unit of a Department which is based on a sub-speciality area of medical practice;
- 54) "Specialist" means a Practitioner with either a Certification or Fellowship;

- 55) "Supervisor" means a Physician, or Dentist, as the case may be, who is assigned the responsibility to oversee the work of another Physician, Dentist, or Extended Class Nurse respectively, unless otherwise provided for in this Bylaw;
- 56) "Special Resolution" means a resolution passed by the Directors 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 Hospital duly called for the 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; and
- 57) "Vice President of Patient Care Services" means the senior employee responsible to the President and Chief Executive Officer for the nursing functions in the Hospital;

1.02 INTERPRETATION

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

- (a) all terms which are contained in this Bylaw and which are defined in the *Act* or the *Public Hospitals Act* or the regulations made thereunder, shall have the meanings given to terms in the *Act* or *Public Hospitals 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 Bylaw are inserted for reference purposes only and are not to be considered or taken into account in construing the terms or provisions thereof or to be deemed in any way to clarify, modify or explain the effect of any such terms or provisions;
- (d) any references herein to any laws, Bylaw, rules, regulations, orders or acts 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;
- (e) any Director, officer, Medical Staff member, employee or member of the public, as the context requires and as is permitted by the Bylaw or Rules and Policies of the Corporation, may participate in a meeting of the Board or of a Committee of the Board or a Committee of the Medical Staff Association by means of telephone conference or electronic or other communication facilities as permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously, and a person participating in such a meeting by such means is deemed for the purposes of the *Act* and this Bylaw to be present at the meeting; and
- (f) business arising at any meeting of the Corporation, the Board or any Committee established pursuant to this Bylaw, shall be decided by a majority of votes unless otherwise required by statute, provided that:
 - (i) unless otherwise specified, each Member, each Director and each Committee member shall be entitled to one (1) vote at any meeting of the Corporation, Board or Committee, respectively;
 - (ii) in accordance with the *Public Hospitals Act*, no Member shall be entitled to vote by proxy at a meeting of the Corporation, all Members must attend annual and/or special meetings of the Corporation in person in order to be eligible to vote;

- (iii) votes shall be taken in the usual way, by show of hands or by oral or written communication where participation is by telephone conference, electronic or other means of simultaneous communication, among all Members, Directors and Committee members present and, in the event of a tie, the motion is lost, except that at a meeting of the Members the Chair is entitled to a casting vote in the event of a tie;
- (iv) after a vote has been taken on any question, the Chair of the meeting may require, or any person entitled to vote on the question may demand, a poll thereon. A poll so required or demanded shall be taken in such manner as the Chair of the meeting shall direct. A demand for a poll may be withdrawn at any time prior to the taking of the poll. Upon a poll, each individual present in person and entitled to vote at such meeting shall have one (1) vote and the result of the poll shall be the decision of the Members, the Board or the Committee, as the case may be;
- (v) whenever a vote has been taken on a question, unless a poll is required or demanded, a declaration by the Chair of the meeting that a resolution, vote or motion has been carried and an entry to that effect in the minutes shall be admissible in evidence as prima facie proof of the fact that without proof of the number or proportion of the votes recorded in favour of or against such resolution, vote or motion; and
- (vi) despite any other provisions of this Bylaw, any person entitled to vote at a meeting may at any time require that the vote be recorded. The request for a recorded vote does not require a motion and is not debatable or amendable.

ARTICLE 2. MEMBERS

2.01 MEMBERS

The Members of the Corporation shall be ex-officio, the Directors of the Corporation.

2.02 WITHDRAWAL

A Member may withdraw from the Corporation by delivering a written resignation to the Secretary.

2.03 TERMINATION OF MEMBERSHIP

The interest of a Member in the Corporation is not transferable and lapses and ceases to exist:

- (a) upon death, resignation or termination of the Member;
- (b) in the event that the Member ceases to meet the qualifications set out for membership in this Bylaw, such determination to be made in the absolute sole discretion of the Board; or
- (c) when the person ceases to be a Director of the Hospital.

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

3.01 ANNUAL MEETINGS

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.

3.02 SPECIAL MEETINGS

- (a) The Board or the Chair may call a special meeting of the Corporation.
 - (i) Not less than the lesser of three (3) of the Members of the Corporation entitled to vote at a meeting proposed to be held may, in writing, requisition the Directors 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 which are not inconsistent with the *Act*.
 - (ii) The requisition shall be deposited at or delivered to the Head Office of the Corporation and may consist of several documents in like forms signed by one (1) or more requisitioners.
- (b) Notice of a special meeting shall be given in the same manner as provided in section 3.03. If the Directors, acting in their sole discretion, determine that the requisition meets the qualifications set out in paragraph 3.02 (b), the Directors shall call and hold such meeting within twenty-one (21) days from the date of the deposit of the requisition.
- (c) The notice of a special meeting shall specify the purpose or purposes for which the meeting has been called.

3.03 NOTICE

- (a) Ten (10) days' prior written notice (by prepaid mail, facsimile or e-mail) of an annual meeting shall be given to each Member. Notice of any meeting where special business will be transacted shall contain sufficient information to permit the Member to form a reasoned judgement on the decision to be taken.
- (b) In lieu of such notice, it is sufficient notice of any annual or special meeting of Members of the Corporation if notice is given by publication at least once a week for two (2) successive weeks next preceding the meeting in a newspaper or newspapers circulated in the municipalities in which Members of the Corporation reside as shown by their addresses in the records of the Corporation.

3.04 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.

3.05 VOTING

- (a) At all annual or special meetings, voting shall be determined in accordance with the process set out in paragraph 1.02 (nnn).
- (b) Notwithstanding any other provision contained in this Bylaw, a Member shall not be entitled to cast a vote to elect Directors at an annual general meeting at which the Member's term of office is terminating.

3.06 QUORUM

A quorum for any meeting of the Corporation shall be a majority of its elected Members.

3.06 CHAIR OF THE MEETING

The chair of a meeting of the Corporation shall be:

- (a) the Chair of the Corporation;
- (b) the Vice-Chair of the Corporation, if the Chair is absent or is unable to act;
- (c) a chair elected by the Members present if the Chair and Vice-Chair are absent or are unable to act. The Secretary shall preside at the election of the chair, but if the Secretary is not present, the Directors, from those present, shall choose a Director to preside at the election; or
- (d) if all the Directors present decline to take the chair, then the persons who are present and entitled to vote shall choose one of their number to be the chair.

3.08 BUSINESS AT ANNUAL MEETINGS

- (a) The business transacted at the annual meeting of the Corporation, in addition to the other business transacted, shall include:
 - (i) approval of the minutes of the previous annual meeting;
 - (ii) presentation of the:
 - (A) report of any unfinished business from any previous meeting of the Corporation;
 - (B) annual report of the Corporation;
 - (C) election of new Board Directors;
 - (D) report of the Governance Committee recommending:
 - i) officers of the corporation
 - ii) additional directors for appointment to Governance Committee
 - (E) report of the Auditor including a presentation of the audited financial statements; and
 - (F) appointment of the Auditor.
- (b) No item of other business shall be considered at the annual meeting unless notice in writing of such item of other business has been given to the Secretary prior to the giving of notice of the annual meeting (which must be given at least 10 days prior to the meeting as per section 3.03 above) so that such item of new business can be included in the notice of annual meeting. Such notice of new business shall be signed by at least three (3) Members.

3.09 ADJOURNED MEETING

- (a) If, within one half hour 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 to be determined by the Board.
- (b) At least three (3) days' notice of the adjourned meeting shall be given in accordance to the provisions of section 3.03 above.

3.10 Written Resolutions and Bylaw

Any resolution or Bylaw passed at any time during the Corporation's existence may, in lieu of confirmation at a meeting, be confirmed in writing by all the Members entitled to vote at such meeting.

3.11 FINANCIAL YEAR END

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

ARTICLE 4. BOARD OF DIRECTORS**4.01 NOMINATIONS TO BOARD**

Subject to this section and all other provisions of this Bylaw, nominations for election as Director at the annual general meeting of the Corporation may be made only in accordance with the following process:

- 1) The Governance Committee shall request written nominations for vacant positions on the Board of Directors.
- (b) The Governance Committee shall, throughout the year, identify potential candidates for Directors and determine the willingness of such candidates to serve.
- (c) The Governance Committee will receive and review all nominations and will prepare a list of recommended nominees to the Board.
- (d) The Board will receive and review the list of recommended nominations, together with applications. The Guidelines for the nomination of Directors under section 4.12 (c), (d), and (e) should be consulted by the Board in its determination of the appropriate candidates for election as a Director.

4.02 BOARD COMPOSITION

The affairs of the Corporation shall be managed by a Board of Directors consisting of a maximum of fifteen (15) Directors. A minimum of one member of the Board will be Francophone as set out in the *French Language Services Act*. All Directors have voting rights at Board meetings and appropriate committee meetings except for the following:

- a) President and Chief Executive Officer
 - b) President of the Medical Staff
 - c) Chief of Staff and
 - d) Vice-President, Patient Care Services
- All of whom are not entitled to vote at Board or Governance Committee meetings.

The composition of the Board shall be as follows:

(a) **Elected**

A maximum of Nine (9) Directors shall be elected on a rotational basis for three (3) year terms.

(b) **Ex-Officio**

The persons holding the following offices shall be ex officio Directors of the Corporation:

- (i) President and Chief Executive Officer;
- (ii) Vice-President, Patient Care Services;
- (iii) One (1) representative from the Auxiliary;
- (iv) One (1) representative from the Hospital Foundation;
- (v) the President of the Medical Staff; and
- (vi) the Chief of Staff of the Hospital.

(c) **Honorary Board Director**

- i) A Board Director may be honoured by the Board with a position as Honorary Board Director of the Hospital because he/she:
 - (a) is a former member of the Board who has made extra ordinary contributions to the Board.
- ii) Honorary Board Directors shall not:
 - (a) be bound by attendance requirements;
 - (b) be eligible to vote at board or committee meetings or to hold office.

4.03 QUALIFICATION OF DIRECTORS

- (a) Every Director shall be eighteen (18) or more years of age.
- (b) No person who has an undischarged bankrupt shall become a Director, save and except for the President of Medical Staff.
- (c) No Excluded Person shall be eligible for election or appointment to the Board of Directors except where otherwise provided in this Bylaw.
- (d) Every Director shall be ex-officio, a Member of the Corporation.
- (e) Every Director shall be a resident or employed or carried on business in Renfrew County for a continuous period of six (6) months immediately prior to being elected as a Director.

4.04 TERM OF OFFICE RESTRICTIONS

- (a) No person may serve as a Director for more terms than will constitute nine (9) consecutive years of service, except for ex officio Directors.
- (b) A former Director restricted by paragraph 4.04 (a) may serve as a Director following a break in continuous service of at least one (1) year.
 - (i) Subject to clause 4.04 (c) (ii) below, no Director may serve as Chair, Vice-Chair, Treasurer or Secretary of the Board, for longer than three (3) consecutive years,

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

- (ii) The restriction for the term of office in clause 4.04 (a), does not apply to the office of the Secretary when such position is held by the President and Chief Executive Officer.
- (iii) The Directors of the Corporation may, by a motion passed by at least two-thirds (2/3) of the votes cast, extend the term of an officer of the Board beyond the three (3) year term specified in Article 4.02 (b) (i) above.

4.05 VACANCY AND TERMINATION OF OFFICE

- (a) Save and except for the President of the Medical Staff, the office of a Director shall be vacated:
 - (i) if the Director becomes bankrupt or suspends payment of debts generally or compounds with creditors or makes an assignment in bankruptcy or is declared insolvent;
 - (ii) where the Board, in its discretion, declares the Director's seat vacant because the Director is absent for three (3) consecutive meetings of the Board, or because the Director is absent for one-third (1/3) or more of the meetings of the Board in any twelve (12) month period;
 - (iii) if the Director is found to be a mentally incompetent person or becomes of unsound mind;
 - (iv) if the Director, by notice in writing to the Corporation, resigns office, which resignation shall be effective at the time it is received by the Secretary of the Corporation or at the time specified in the notice, whichever is later;
 - (v) if at a special meeting of Members a resolution is passed by at least two-thirds (2/3) of the votes cast by the Members at the special meeting removing the Director before the expiration of the Director's term of office;
 - (vi) if a Director knowingly fails to comply with the *Public Hospitals Act*, the *Act*, the Corporation's Letters Patent, Bylaw, Rules, Regulations, Policies and procedures, including without limitation, the confidentiality, conflict of interest and standard of care requirements set out in this Bylaw; or
 - (vii) if the Director dies.
- (b) If a vacancy occurs at any time among the Directors either by a resignation, by death or removal by the Members in accordance with clause 4.05 (a) (vi) 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.
- (c) At the next annual meeting in addition to the election of Directors to fill the vacancies caused by expiry of Directors' terms, the meeting shall elect an additional Director to fill the unexpired term created by any vacancy referred to in paragraph 4.04 (a) above.

4.06 CONFLICT OF INTEREST

- (a) Every Director who, either directly or through one of the Director's Associates, has or thinks the Director may potentially have an actual or perceived 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 Conflict of Interest at a meeting of the Board.

- (b) The declaration of this conflict shall be disclosed at the meeting of the Board or Committee at which the contract, transaction, matter or decision is first raised.
- (c) If the Director, or the Director's Associates, becomes interested in a contract, transaction, matter or decision after the Board meeting at which it is first raised, the Director shall make a declaration at the next Board meeting following the Director's perception or apprehension of a conflict.
- (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 individual becomes a Director or the interest comes into being.
- (e) All such declarations of interest (including the specific nature thereof) shall be recorded in the minutes of the meeting and in the minutes of every meeting at which the matter that is the subject of the declaration is addressed (either discussed or voted on). The Secretary of the Corporation shall maintain a list of all ongoing matters that are the subject of a conflict of interest declaration, together with the identity of the conflicted Director(s). Such list shall be referred to by the Secretary (or designate) when preparing Board or Committee packages, and any materials relating to a matter that is the subject of a conflict of interest declaration shall be omitted from the Board or Committee package of any conflicted Director.
- (f) After making such a declaration, no interested Director shall vote or be present at the vote or during the discussions, or otherwise attempt to influence the voting, on a contract, transaction, matter or decision, nor shall the Director be counted in any required quorum with respect to the vote. The abstention of the conflicted Director from discussion and voting shall also be recorded in the minutes of each relevant meeting. The conflicted Director is not restricted from answering questions about or explaining the Director's involvement in the matter that is the subject of the declaration.
- (g) If a Director has made a declaration of Conflict of Interest in compliance with this Bylaw, the Director is not accountable to the Corporation for any profits the Director may realize from the contract, transaction, matter or decision.
- (h) If the Director fails to make a Declaration of the Director's interest in a contract, transaction, matter or decision, as required by this Bylaw, this failure may be considered grounds for termination of the Director's position as a Director, in addition to any other remedies available to the Corporation under statute, equity or common law. A Director's undeclared Conflict of Interest may, at the discretion of the Board, be brought before the members for approval and confirmation.
- (i) The failure of any Director to comply with the Conflict of Interest provisions of this Bylaw does not, in or of itself, invalidate any contract, transaction, matter or decision undertaken by the Board, although the contract, transaction, matter or decision may be voidable at the discretion of the Board.
- (j) If a Director believes that any other Director is in a Conflict of Interest position with respect to any contract, transaction, matter or decision, the Director shall have such concern recorded in the minutes, and the Director with the alleged Conflict of Interest shall have the right to address the Board with respect to the allegation, and shall then absent himself/herself from the room. Thereafter, at the request of the Director who recorded the initial concern, the Board shall vote on whether the Director alleged to have a Conflict of Interest is, in the opinion of the Board, in a Conflict of Interest. If the Board finds the person in a Conflict of

- Interest, that interested Director shall absent himself/herself during any subsequent discussion or voting process relating to or pertaining to the conflict. The question of whether a Director has a Conflict of Interest shall be determined by the Board and shall be final.
- (k) If the Board finds that the person is not in conflict, the Board will then vote on the contract, transaction, matter or decision and the votes of each Director shall be recorded.
 - (l) Where the number of Directors who, by reason of the provisions of this section, are prohibited from participating in a meeting is such that at that meeting the remaining Directors are not of sufficient number to constitute a quorum, then, notwithstanding any other provision in this Bylaw, the remaining number of Directors shall be deemed to constitute a quorum, provided such number is not less than three (3).
 - (m) Where, in the circumstances mentioned in the preceding paragraph, the remaining number of Directors who are not prohibited from participating in the meeting is less than three (3), the President and Chief Executive Officer may apply to the Superior Court of Justice 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, or such other relief as the Court may consider appropriate.

4.07 CONFIDENTIALITY

- 1) Every Director, officer and employee of the Corporation shall respect the confidentiality of matters brought before the Board, keeping in mind that unauthorized statements could adversely affect the interests of the Corporation.
- 2) The Board shall give authority to one or more Directors, officers or employees of the Corporation to make statements to the news media or public about matters brought before the Board.

4.08 ROLES OF THE BOARD

The Board shall:

(a) Policy Formulation

establish Policies to provide guidance to those empowered with the responsibility to manage Hospital operations;

(b) Decision-Making

choose from alternatives which are consistent with Board Policies and that advance the goals of the Hospital; and

(c) Oversight

monitor and assess organizational processes and outcomes.

4.09 RESPONSIBILITIES OF THE BOARD

The Board shall:

1) **Define outcomes to:**

- (i) Formulate the vision, mission, and values of the Hospital.
- (ii) Contribute to the development of and approve the strategic plan of the Hospital.

- (iii) Ensure that key corporate priorities are formulated that help the Hospital accomplish its mission and actualize its vision.
 - (iv) Monitor and measure corporate performance against the strategic and operating plans.
 - (v) Regularly review the functioning of the Corporation in relation to the objects of the Corporation as stated in the Letters Patent and the Bylaw, and demonstrate accountability for its responsibilities to the annual meeting of the Corporation.
- 2) **Provide for Excellent Leadership and Management** in the President and Chief Executive Officer and Chief of Staff Positions.
- (i) Select the President and Chief Executive Officer. In doing so, the Board shall satisfy itself as to the integrity of the President and Chief Executive Officer.
 - (ii) Establish a Board policy for the performance evaluation and compensation of the President and Chief Executive Officer.
 - (iii) Specify measurable performance expectations in cooperation with the President and Chief Executive Officer appraise/assess performance and determine compensation.
 - (iv) Delegate responsibility and concomitant authority to the President and Chief Executive Officer and require accountability to the Board.
 - (v) Select the Chief of Staff. In doing so, the Board shall satisfy itself as to the integrity of the Chief of Staff.
 - (vi) Establish a Board policy for the performance evaluation and compensation of the Chief of Staff.
 - (vii) Specify measurable performance expectations in cooperation with the Chief of Staff appraise/assess performance and determine compensation.
 - (viii) Delegate responsibility and authority to the Chief of Staff and require accountability to the Board.
- (c) **Ensure Succession Planning**
- (i) Provide for President and Chief Executive Officer succession.
 - (ii) Provide for Chief of Staff succession.
 - (iii) Ensure that the President and Chief Executive Officer and Chief of Staff establish an appropriate succession plan for both Executive Management and Professional Staff leadership.
- (d) **Ensure Oversight of Professional Staff**
- (i) Credential Professional Staff:
 - (A) make the final appointment, reappointment and privilege decisions; and
 - (B) ensure the effectiveness and fairness of the credentialing process.
 - (ii) Ensure quality goals (using best practices) are developed and monitor indicators of clinical outcomes, quality of service and achievement of desired outcomes which are consistent with the mission and values.
 - (iii) Ensure that utilization and risk management systems are in place and operating effectively.
 - (iv) Provide oversight of the Professional Staff through and with the Medical Advisory Committee and Chief of Staff.
- (e) **Build Relationships**
- Build and maintain good relationships with the Ministry of Health and Long-Term Care and other key stakeholders, volunteers, political leaders, donors and the Foundation.

- (f) **Ensure Financial Viability**
 - (i) Establish key financial objectives that support the organization's goals and mission (including capital allocations and expenditures).
 - (ii) Ensure that optimal utilization of resources is a key focus and that the organization operates within its resource envelope.
 - (iii) Ensure that the organization undertakes the necessary financial planning activities so that resources are allocated effectively.

- (g) **Ensure Board Effectiveness**
 - (i) Develop and document the Board's approach to corporate governance including developing a set of corporate governance principles and guidelines.
 - (ii) Measure the Board's own effectiveness and efficiency, including monitoring the effectiveness of individual Directors and Board officers and employing a process for Board renewal that embraces evaluation and continuous improvement.
 - (iii) Ensure ethical behaviour and compliance with laws and regulations, audit and accounting principles, accreditation requirements and the Bylaw.
 - (iv) Ensure the decision-making processes are transparent and that appropriate representation and input are achieved.

- (h) **Ensure Effective Communication**
Ensure the Hospital has a policy to enable effective communication with its stakeholders and the public generally.

- (i) **Establish Programs Required under the *Public Hospitals Act***
Ensure that an occupational health and safety program and a health surveillance program are established and require accountability on a regular basis. Ensure that Policies are in place to encourage and facilitate organ procurement and donation.

- (j) **Establish Accountability**
The Board, being accountable for quality and safety, shall establish mechanisms and policies which provide a high quality of care for patients and which ensure the safety of patients, health care providers, employees or all other persons at the hospital.

- (k) **French Language Services**
Ensure commitment to the offer of French Language Services for designated programs as set out in the administrative policy, French Language Services and the *French Language Services Act*.

4.10 RESPONSIBILITIES OF INDIVIDUAL DIRECTORS

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

- (a) adhere to the principles of governance set out in section 4.11 and the Corporation's vision, mission and core values;
- (b) work positively, co-operatively and respectfully as a member of the team with other Directors and with the Corporation's management and staff;
- (c) respect and abide by Board decisions;
- (d) serve on at least one (1) standing Committee;
- (e) regularly attend Board and Committee meetings;
- (f) complete the necessary background preparation in order to participate effectively in meetings of the Board and its Committees;
- (g) keep informed about:

- (i) matters relating to the Corporation;
 - (ii) the health needs of the community served;
 - (iii) other health care services provided in the region; and
 - (iv) health preservation programs;
- (h) participate in initial orientation as a new Director and in on-going Board education;
- (i) participate in an annual self and peer evaluation of the Board and individual members; and
- (j) represent the Board, when requested.

4.11 PRINCIPLES OF GOVERNANCE

- (a) The Board is responsible for the governance of the Corporation.
- (b) The Board shall provide strategic leadership to the Corporation in the establishment of and commitment to the Corporation's vision, mission and core values.
- (c) The Board shall ensure that the Corporation provides the best possible health care within the resources that are made available to it.
- (d) The Board serves the community in carrying out its responsibilities.
- (e) The Board shall constantly seek resources to meet the needs of the community served and shall ensure that the Corporation operates within its resources and monitors their efficient and effective use.
- (f) The Board shall establish a culture of open debate, forthright examination of all issues, and, when considering conflicting issues, shall act at all times in the best interests of the Corporation, while having regard for the needs of the community served.
- (g) The Board shall provide strategic leadership to the Corporation in realizing its mandate, vision and core values, focusing its energy on matters of policy rather than day-to-day operations, and maintaining at all times a clear distinction between Board and staff roles.
- (h) The Board shall carry on its duties in accordance with the Corporation's Letters Patent, supplementary Letters Patent, Bylaw and all applicable legislation.

4.12 GUIDELINES FOR THE NOMINATION OF DIRECTORS

- (a) To ensure the membership of the Board reflects the breadth, depth and diversity of the community the following principles, qualities and skills will guide the Governance Committee when considering candidates for Board membership:
 - (i) the Board should be seen as capable and experienced to lead the Corporation;
 - (ii) the membership of the Board shall reflect a wide range of interests and perspectives including:
 - (A) understanding the special needs of the community;
 - (B) community involvement; and
 - (C) perspective of patients and their families;
 - (iii) the membership of the Board and its Committees should encompass both the universal competencies in Directors 4.12 (c) and the collective competencies in Directors 4.12 (d), while balancing the need to consider succession planning for the Board; and
 - (iv) the membership must have regard for the demographic, linguistic, cultural, economic, geographic, ethnic, religious and social characteristics of the community served.
 - (v) a minimum of one member of the Board will be Francophone as set out in the *French Language Services Act*.
- (b) The Board should be seen as applying objective criteria in determining the appropriate candidates for election as a Director and in doing so, shall review the Corporation's vision, strategic direction for the upcoming three (3) years and shall require that an appropriate

- application for each of the candidates be completed which application shall be objectively considered by the Board prior to developing its recommendations for the membership. In doing so, the Governance Committee shall consider identified universal, collective and specifically identified competencies that candidates should have.
- (c) The Governance Committee should ensure that all Board members have the following universal competencies:
- (i) understanding of the distinction between the strategic and policy role of the Board and the day to day operational responsibilities of management;
 - (ii) capability to give leadership to the development of the Corporation;
 - (iii) commitment to the vision, mission and core values of the Corporation;
 - (iv) ability to work as a member of a team;
 - (v) willingness to participate in Board orientation and continuing education;
 - (vi) respect for the views of others;
 - (vii) objectivity;
 - (viii) recognition of the time commitment and the willingness to devote the time and energy necessary to perform the role of directors (considering commitments of the candidate to other organizations);
 - (ix) enthusiasm and capacity for resolving challenging issues;
 - (x) integrity and the absence of conflicts of interest;
 - (xi) independence;
 - (xii) an understanding of the range of obligations and constraints imposed upon directors of corporations; and
 - (xiii) an understanding of the unique cultural and support requirements of individuals and special communities.
- (d) The Governance Committee should strive to ensure that the following collective competencies are present in the Board as a whole:
- (i) prior experience in governance;
 - (ii) strategic planning experience;
 - (iii) experience in the management and restructuring of complex organizations;
 - (iv) understanding of healthcare needs, issues and trends;
 - (v) understanding of the diverse needs of the county;
 - (vi) previous experience in the health field;
 - (vii) awareness of provincial healthcare trends;
 - (viii) demonstrated leadership on behalf of the needs of patients and families;
 - (ix) knowledge and experience in business and management;
 - (x) knowledge and experience in education;
 - (xi) understanding of fiscal, financial and legal matters;
 - (xii) knowledge and experience in health professional education;
 - (xiii) knowledge and experience in human resource management;
 - (xiv) knowledge and experience in communications and information technology;
 - (xv) knowledge and experience in government and public relations; and
 - (xvi) personality traits that are likely to improve Board performance.
- (e) The Governance Committee shall annually identify specific characteristics that should be sought in recruitment, given the Corporation's current strategic priorities and Board needs.
- (f) Current Board members whose terms are expiring are not entitled to automatically stand for re-election but must be considered in light of paragraphs 4.12 (b), (c), (d) and (f) and in addition, the Board member's performance during the Board member's term including consideration of the following factors:

- (i) an understanding of governance and the Director's fiduciary duty to act in the best interest of the Corporation;
- (ii) demonstration of high ethical standards and integrity;
- (iii) ability to commit the necessary time for Board and Committee meetings, retreats, events and meeting preparation;
- (iv) commitment to continuing education;
- (v) effective communication, including contributions at Board and Committee meetings and on behalf of the Board where requested;
- (vi) support of Board actions (regardless of how Director voted);
- (vii) ability to express a dissenting opinion in a constructive manner;
- (viii) ability to integrate continuing education into Board deliberations;
- (ix) compliance with the governing legislation, letters patent and Bylaw, including without limitation, the conflict of interest and confidentiality provisions of this Bylaw;
- (x) support of the Corporation's objects, mission, vision and values; and
- (xi) personality traits demonstrated by the Director.

The Governance Committee shall consider the above factors while balancing the need of ensuring ongoing expertise on the Board and the need to plan for the succession of the Board officer positions.

4.13 STANDARDS OF CARE

Every Director and officer of the Corporation in exercising their powers and discharging their duties shall:

- (a) act honestly and in good faith with a view to the best interests of the Corporation; and
- (b) exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

ARTICLE 5. OFFICERS OF THE BOARD AND OF THE CORPORATION

5.01 OFFICERS

- 1) The Board shall elect the following individual officers at the annual meeting of the Corporation:
 - (i) the Chair;
 - (ii) the Vice-Chair;
 - (iii) the Treasurer; and
 - (iv) the Secretary.
- (b) The Treasurer will be the Chair of the Finance and Property Committee.
- (c) The President and Chief Executive Officer will be the Secretary of the Board.
- (d) Ex-officio Directors shall be ineligible for election as Chair or Vice-Chair.

5.02 DUTIES OF CHAIR

The duties of the Chair of the Board shall include, without limitation, the following:

- (a) When present, preside at all meetings of the Board;
- (b) be Chair of the Governance Committee;
- (c) be an ex officio member of all Committees of the Board and may vote, debate and make motions;

- (d) in consultation with the President and Chief Executive Officer, develop the agenda for Board meetings;
- (e) Where possible, ensure that appropriate Board and Committee information and supporting materials are provided to Board and Committee members at least seven (7) business days prior to their meetings;
- (f) ensure that the actions of the Board are in accordance with the Hospital's goals and priorities and the Board's own goals;
- (g) report regularly and promptly to the Board on issues that are relevant to its governance responsibilities;
- (h) set a high standard for Board conduct by modelling, articulating and upholding rules of conduct set out in Bylaw and Policies;
- (i) intervene when necessary in instances involving conflict of interest, confidentiality and other Board Policies;
- (j) be responsible for addressing issues associated with under performance of Directors including, if applicable, their removal from the Board;
- (k) serve as the Board's central point of official communication with the President and Chief Executive Officer and, as such, develop a positive, collaborative relationship with the President and Chief Executive Officer, including acting as a sounding board for the President and Chief Executive Officer on emerging issues and alternative courses of action;
- (l) ensure that the annual review of the President and Chief Executive Officer's and Chief of Staff's performance and compensation is done in accordance with Board approved policy;
- (m) report to each annual meeting of Members of the Corporation concerning the operations of the Corporation;
- (n) represent the Corporation at public or official functions; and
- (o) perform such other duties as may from time to time be determined by the Board.

5.03 DUTIES OF VICE-CHAIR

- (a) The Vice-Chair of the Board shall have all the powers and perform all the duties of the Chair in the absence or disability of the Chair and any other duties assigned by the Board.
- (b) The Vice-Chair does not automatically step into the role of the Chair should the Chair vacate his or her position permanently. However, the Vice Chair may act as interim Chair until elections are held.

5.04 DUTIES OF TREASURER

The Treasurer of the Corporation shall:

- (a) chair the Finance and Property Committee;
- (b) be a member of the Audit Committee but may not act as Chair;
- (c) be the custodian of the books of account and accounting records of the Corporation required to be kept by the provisions of the Act;
- (d) at least quarterly submit financial statements to the Board indicating the financial position of the Corporation for the previous most recently completed financial statement. The financial statements shall not be earlier than three (3) months preceding the date of the Board meeting;
- (e) ensure that the investment policy as established by the Board is in place, and monitor compliance with the policy;
- (f) ensure that the financial statements are audited on an annual basis coinciding with the Corporation's fiscal year end.
- (g) perform such other duties as may be established by resolution of the Board.

5.05 DUTIES OF SECRETARY

The Secretary shall:

- (a) attend meetings of the Board and meetings of such Committees of the Board as the Board may direct;
- (b) keep a record of the minutes of all meetings;
- (c) keep a roll of names and addresses of the members of the Board;
- (d) attend to correspondence of the Board;
- (e) prepare all reports required under any *Act* or regulation of the Province of Ontario;
- (f) be the custodian of all minute books, documents and registers of the Corporation required to be kept by the provisions of the Act;
- (g) be the custodian of the seal of the Corporation;
- (h) keep copies of all testamentary documents and trust instruments by which benefits are given to the use of the Corporation and provide the office of the Public Guardian and Trustee in accordance to the provisions of the *Charities Accounting Act* (Ontario);
- (i) ensure that appropriate notice of Board and Committee meetings is given to the Directors;
- (j) chair the first meeting of the Directors of the Corporation following the annual general meeting until such time as the Chair of the Board is elected by the Directors; and
- (k) perform such other duties as the Board may direct.

5.06 DUTIES OF PRESIDENT AND CHIEF EXECUTIVE OFFICER

- (a) The President and Chief Executive Officer will be the Secretary of the Board.
- (b) The President and Chief Executive Officer shall:
 - (i) be responsible to the Board for the general administration, organization and management of the Corporation in accordance with Policies established by the Board and report to the Board on such matters;
 - (ii) attend meetings of the Board and of its Committees or his/her delegate.
 - (iii) be responsible to the Board, for taking such action as the President and Chief Executive Officer considers necessary to ensure compliance with the *Act*, the *Public Hospitals Act* and the Regulations thereunder and the Bylaw of the Corporation;
 - (iv) employ, control and direct all employees of the Corporation;
 - (v) notwithstanding the provisions of section 8.02, be responsible for payment of all 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;
 - (vi) report to the Board any matter about which it should have knowledge;
 - (vii) report to the Chief of Staff or President of Medical Staff:
 - (A) any oversight of clinical practice of the Professional Staff members in the Hospital;
 - (B) any failure of a member of the Professional Staff to act in accordance with statute law or regulations thereunder, or Corporation Bylaw and rules;
 - (C) any patient who does not appear to be making reasonable progress towards recovery or who is not being visited frequently enough by the attending member of the Professional Staff; and
 - (D) any other matter about which the President and Chief Executive Officer or they should have knowledge;
 - (viii) represent the Hospital externally to the community, government, media and other organizations and agencies;

- (ix) communicate with related healthcare agencies to promote co-ordination and/or planning of local healthcare services;
- (x) establish an organizational structure to ensure accountability of all programs, services and staff for fulfilling the mission, objectives and strategic plan of the Hospital;
- (xi) be responsible for establishing procedures for monitoring and reporting annually to the Board on the status of the French Language Services within the designated regional programs; and
- (xii) be a non-voting member of the Medical Advisory Committee.

5.07 PROTECTION OF DIRECTORS AND OFFICERS

- 1) Except as otherwise provided in the *Act*, no Director, officer, or member of any Committee appointed or authorized by the Board shall be liable to the Corporation or to the Members for the acts, receipts, neglect or default of any other Director, officer, employee or Committee member, or for joining in any receipt or other act for conformity, or for any loss, damage or expense suffered or incurred by the Corporation through the insufficiency or deficiency of title to any property acquired by order of the Board for or on behalf of the Corporation or for the insufficiency or deficiency of any security or upon which any of the monies of the Corporation shall be invested, or for any loss or damage arising from the bankruptcy, insolvency or tortuous act of any person with whom any of the monies, securities or effects of the Corporation shall be deposited, or for any loss occasioned by any error of judgement or oversight on their part, or for any other loss, damage or misfortune whatever which shall occur in the execution of the duties of their office or in relation thereto unless the same is occasioned by their own wilful neglect or default or by their dishonest, fraudulent or criminal act.
- 2) Directors, officers and members of said Committees shall not be liable to the Corporation for any costs, charges, expenses, loss or liability which the Corporation or such Committee shall suffer or incur for, by reason of, arising out of, or in any way relating to any act, deed, matter or thing made, done or permitted to be done or omitted to be done by them in the performance of their duties and functions (or in the performance of what they honestly believed was in the proper performance of their duties and functions (as such Director, officer or Committee member)), provided they acted or made such omission honestly, in good faith and without fraud or fraudulent intent.

5.08 INDEMNIFICATION OF OFFICERS AND DIRECTORS

Every Director, officer and member of a Committee appointed or authorized by the Board, their heirs, executors, 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 Corporation, from and against all costs, charges and expenses whatsoever which such Director, officer or Committee member sustains or incurs in or in relation to any claim, action, suit or proceeding which is brought, commenced or prosecuted against them for or in respect of any act, deed, matter or thing whatsoever made, done, permitted to be done or omitted to be done by them in or in relation to the execution of the duties of such office or in respect of any such liability and all other costs, charges and expenses which the Director, officer or Committee member sustains or incurs in or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by or are due to their own wilful neglect or default or by their dishonest, fraudulent or criminal act.

5.09 INDEMNIFICATION OF EMPLOYEES

The Corporation may indemnify an employee or former employee of the Corporation or independent contractor (hereinafter referred to as the "Indemnified Person") who acts or acted at the Corporation's request and the Indemnified Person's heirs and legal representatives, against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by the Indemnified Person in respect of any civil, criminal or administrative action or proceeding to which the Indemnified Person is made a party by reason of being or having been an employee of the Corporation, if,

- 1) the Indemnified Person acted honestly and in good faith with a view to the best interests of the Corporation; and
- 2) in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, the Indemnified Person had reasonable grounds for believing that the Indemnified Person's conduct was lawful.

5.10 INSURANCE

The Board will cause to be purchased and maintained as it considers advisable and necessary to ensure that Directors, officers and members of Committees will be indemnified and saved harmless in accordance with this Bylaw. The premiums for such insurance coverage shall be paid from the funds of the Corporation.

ARTICLE 6. REGULAR AND SPECIAL MEETINGS OF THE BOARD**6.01 REGULAR MEETINGS**

- 1) The Board shall meet at the Head Office of the Corporation at such time, day and place as the Board may from time to time determine. The Secretary of the Board shall give notice of the meeting to the Directors if the meeting is to be held at another time or day or at a place other than the Head Office.
- 2) There shall be at least five (5) regular meetings per annum.
- 3) A regular or special meeting of the Board or any committee meeting may be held by telephone, electronic or other communication facilities that permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously, and persons participating in the meeting by those means are deemed to be present at the meeting.

6.02 SPECIAL MEETINGS

- (a) The Chair or Vice-Chair of the Board may call special meetings of the Board.
- (b) The Secretary of the Board shall call a meeting of the Board if three (3) Directors so request in writing.
- (c) Notice of a special meeting of the Board shall specify the purpose of the meeting, and shall be given at least forty-eight (48) hours in advance of the meeting.

6.03 PROCEDURES FOR BOARD MEETINGS

- (a) The declaration of the Secretary or Chair that notice 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 for a meeting of Directors shall invalidate such meeting or invalidate any proceedings at such meeting and any Director may at any time waive notice of any such meeting and may ratify and approve any or all proceedings.
- (c) Guests may attend in-camera meetings of the Board only upon:
 - (i) invitation by the chair of the meeting;
 - (ii) invitation by the President and 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) Despite any other provisions of this Bylaw, any Director may at any time require that a vote be recorded. The request for a recorded vote does not require a motion and is not debatable or amendable.

6.04 QUORUM

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

6.05 RULES OF ORDER

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

6.06 RULES

The Board may, from time to time, make such rules as it may deem necessary or desirable for the better management, operation, and maintenance of the Hospital, provided however that any such rule shall conform with the provision of this Bylaw, and the requirement of the *Federal and Provincial Acts* governing hospitals.

ARTICLE 7. COMMITTEES OF THE BOARD

7.01 ESTABLISHMENT OF COMMITTEES

- 1) The Governance Committee shall make recommendations at the first regular meeting of the Board following the annual meeting, appointing members to the following standing committees, and name the Chair of each Committee where necessary:
 - (i) Audit Committee;
 - (ii) Ethics Committee;
 - (iii) Finance and Property Committee;
 - (iv) Fiscal Advisory Committee;
 - (v) Joint Conference Committee;
 - (vi) Personnel Committee;
 - (vii) Continuous Quality Improvement Committee; and
 - (viii) Such other standing and ad hoc Committees as it deems appropriate or as are required by the *Public Hospitals Act*.
- (b) The Board may at any meeting appoint and prescribe the duties of any special Committee and name the Chair of each special Committee.

- (c) The Board may by resolution dissolve any special Committee at any time.
- (d) Meetings of the respective Committees may also be held at the call of the respective Committee's chair.
- (e) On an annual basis, the standing and special Committees of the Board shall establish goals and objectives that are aligned with the Corporation's strategic plan and key corporate priorities.
- (f) The terms of reference and performance of the standing and special Committees of the Board shall be evaluated on a yearly basis.
- (g) The Board may appoint, for a term not to exceed one (1) year additional members to Board Committees who are not Directors but who have the right to vote provided a majority of the Committee members are Directors.
- (h) No decision of a Committee shall be binding on the Board until approved or ratified by the Board, or in urgent circumstances, by the Governance Committee;
- (i) All committees are accountable to the Board.

7.02 GOVERNANCE COMMITTEE

The Governance Committee may also act as the Bylaw Committee and Nominations Committee or may strike sub-committees to act as the Bylaw Committee and Nominations Committee.

- (a) **Committee Membership**
 - (i) Chair of the Board, whom shall be chair;
 - (ii) Vice-Chair of the Board;
 - (iii) President and Chief Executive Officer;
 - (iv) Chief of Staff;
 - (v) Chair, Finance and Property Committee;
 - (vi) Maximum of 1 additional Director
- (b) **Support**
 - (i) Vice- President, Financial Services;
 - (ii) Vice-President, Corporate Services;
 - (iii) Vice-President, Patient Care Services.
- (c) **Responsibilities of the Governance Committee**
 - (i) Create a Renfrew Victoria Hospital governance model;
 - (ii) Set criteria for board recruitment/selection;
 - (iii) Board structure;
 - (iv) Committee structure;
 - (v) Governance principles;
 - (vi) Board development and orientation;
 - (vii) Board evaluation and accountability;
 - (viii) Succession planning for Directors' and Chief Executive Officer's positions;
 - (ix) Bylaw/policy support to governance;
 - (x) Annual general meeting of the Corporation;
 - (xi) Stakeholder relationship management and structure;
 - (xii) Monitor/assess governance model as required;
 - (xiii) Recommend governance improvements;

- (xiv) Serve as an information resource to the President and Chief Executive Officer at his/her request;
- (xv) Perform such other tasks as requested by the Board and with the ability to make decisions on behalf of the Board in urgent circumstances, between Board meetings;
- (xvi) Report on the actions of any such circumstances to the Board;
- (xvii) Perform other activities as directed by the Board;
- (xviii) Strategic planning.

d) Meetings

The Committee shall meet at the call of the Chair.

7.03 AUDIT COMMITTEE

(a) Committee Membership

- (i) Treasurer of the Board (whom shall NOT be chair);
- (ii) 2 Directors, one whom shall be chair;
- (iii) Additional voting directors as appropriate, not to exceed two.

The majority of the members of the Audit Committee shall be independent of the Finance and Property Committee.

(b) Support

- (i) Vice-President, Financial Services.

(c) Responsibilities of the Audit Committee

- (i) Annually review and recommend appointment of auditors;
- (ii) Review auditors' scope of examination;
- (iii) Review with the auditors the annual financial statements and auditors' report prior to submission to the Board;
- (iv) Inquire into financial controls, accounting policies and procedures and internal financial systems adjustments recommended by auditors' and/or statutory or regulatory requirements;
- (v) Recommend for Board approval improvements in financial accounting and procedural systems as required;
- (vi) Review state of information technology in use as it relates to the finances of the organization to ensure appropriate recovery plans and other risk related issues;
- (vii) Respond to all expressed concerns relating to any financial management irregularity.

(d) Meetings

The Committee shall meet at the call of the Chair.

7.04 ETHICS COMMITTEE

(a) Ethics Committee Membership

- (i) 2 Directors, one of whom shall be named chair;
- (ii) 2 Medical Staff representatives;
- (iii) 2 Ministerial Association Representatives;
- (iv) President and Chief Executive Officer;
- (v) Up to 3 members from the public who have a special interest in ethical issues.

(b) Support

- (i) Vice-President, Patient Care Services
- (ii) Nurse Manager

(b) Responsibilities of the Ethics Committee

- (i) Act in an advisory capacity only;
- (ii) Educate the committee, staff, patients and patients' families on ethics, rights and how to do ethical thinking;
- (iii) Input into the establishment of policies related to confidentiality, anonymity, and release of information to the local news media. The Committee may also assist in developing policies for the use of new technology;
- (iv) Function as a patient centered committee and raise the consciousness of patient rights;
- (v) Develop framework for moral discourse that will support good ethical decision making and make contributions towards the quality of care given to patients;
- (vi) Develop protocols for presenting issues to and communicating the Committee's recommendations back to family members and hospital staff;
- (vii) Assist with the naming of surrogates for incapacitated patients;
- (viii) Seek judicial review when a decision is beyond a reasonable range;
- (ix) Support patient autonomy and act as a resource for staff, patients and patients' families in issues related to ethics;
- (x) Support and promote organ donation in a compassionate manner.

(d) Meetings

The Committee shall meet at the call of the Chair.

7.05 FINANCE AND PROPERTY COMMITTEE

(a) Committee Membership

- (i) Treasurer whom shall be chair;
- (ii) 3 Directors;
- (iii) Additional voting directors as appropriate, not to exceed two;
- (iv) President and Chief Executive Officer.

(b) Support

- (i) Vice-President, Financial Services.

(c) Responsibilities of the Finance and Property Committee

- (i) Oversee and ensure the integrity of the corporation's financial affairs;
- (ii) Oversee and monitor the corporation's assets and risk management;
- (iii) Establish priorities for future capital expenditures and resources required to implement the strategic plan;
- (iv) Review, provide guidance and/or recommend to the Board, on issues relating to:
 - (A) Financial policies,
 - (B) Corporation's Operating and Capital budgets,
 - (C) Annual budget for capital and operating revenue and expenditures,
 - (D) Performance of investments,
 - (E) Corporation's insurance,
 - (F) Financial Statements,
 - (G) Pension and other liabilities (compensation),

- (v) Inform and advise the Board on all property matters.
- (d) **Meetings**
The Committee shall meet at the call of the Chair.

7.06 FISCAL ADVISORY COMMITTEE

- (a) **Committee Membership**
 - (i) President and Chief Executive Officer, whom shall be chair;
 - (ii) Member of Medical Staff, appointed or elected;
 - (iii) Nurse Manager, appointed or elected;
 - (iv) Staff Nurse who is a member of the local Ontario Nurses Association;
 - (v) Staff member who is a member of the local Canadian Union of Public Employees Association;
 - (vi) In addition, the President and Chief Executive Officer of the Corporation may appoint other persons to the Fiscal Advisory Committee.
- (b) **Support**
 - (i) Vice- President, Financial Services;
 - (ii) Vice-President, Corporate Services;
 - (iii) Vice-President, Patient Care Services.
- (c) **Responsibilities of Fiscal Advisory Committee**
 - (i) The Fiscal Advisory Committee shall make recommendations to the Board with respect to the operation, use and staffing of the Hospital.
- (d) **Meetings**
The Committee shall meet at the call of the Chair.

7.07 JOINT CONFERENCE COMMITTEE

- (a) **Committee Membership**
 - (i) Board Chair, whom shall be chair;
 - (ii) Vice-Chair of the Board;
 - (iii) 1 Director;
 - (iv) Chief of Staff;
 - (iv) 2 members of Active Medical Staff, one of whom shall be the President of the Medical Staff;
 - (v) President and Chief Executive Officer.
- (b) **Support**
 - (i) President and Chief Executive Officer.
- (c) **Responsibilities of the Joint Conference Committee**
 - (i) Provide liaison among the Board, the Hospital Management and the Medical Staff;
 - (ii) Discuss sensitive issues which are not appropriate to be dealt with by any other existing committee of the Board, and if possible, provide understanding on points of mutual interest to the Board, the Hospital management and the Medical Staff and report back to the Board and to the Medical Advisory Committee;
 - (iii) Advise the Board on matters pertaining to Medical Staff discipline.

(d) Meetings

The Committee shall meet at the call of the Chair.

7.08 PERSONNEL COMMITTEE**(a) Personnel Committee Membership**

- (i) Maximum of 3 Directors, one of whom shall be named chair;
- (ii) President and Chief Executive Officer.

(b) Support

- (i) Vice President, Corporate Services.

(c) Responsibilities of the Personnel Committee

Shall advise the Board on personnel matters, i.e. collective bargaining agreements, policies and procedures, working conditions, compensation, employee benefits, staff development programs, leaves, vacation, payroll information, professional growth, and standards.

In accordance with the French Language Services Act, receive annually a report on the quality measurements and indicators as prepared by the Human Resources Committee responsible for French Language Services.

(d) Meetings

The Committee shall meet at the call of the Chair.

7.09 CONTINUOUS QUALITY IMPROVEMENT COMMITTEE**(c) Quality Improvement Committee Membership**

- (i) Maximum of 3 Directors one of whom shall be named chair and one Director shall be Francophone;
- (ii) One Director shall be a member of the Patient and Family Advisory Committee
- (ii) Chief of Staff or President of Medical Staff;
- (iii) President and Chief Executive Officer (or delegate);
- (iv) Vice President, Patient Care Services
- (iii) A staff member who is not a member of College of Nurses or College of Physicians
- (iv) Nurse Manager

Support

- (i) Accreditation Coordinator (may be staff member)

(c) Reporting

The Quality Committee shall report to the Board at each meeting. Annually prepare an overview of activities.

(a) Duties and Responsibilities

Perform the functions of the Quality Committee under the Excellent Care for All Act (ECFAA) and the Quality of Care Committee under the Quality of Care Information Protection Act (QCIPA 2004).

- (i) Review and recommend to the board, policies, standards and initiatives relating to major areas of clinical quality, patient safety, and other aspects of organizational performance;

- (ii) Oversee and review the hospital's annual quality improvement plan, major plans for performance improvement, patient safety and any other major improvement initiatives. Recommend these plans to the board and report annually to the Board on the outcome of these plans and key improvements and issues;
 - (iii) Approve a set of performance indicators for measuring quality of care services, and patient safety to be included in the Corporate Balanced Scorecard. Review and approve the Corporate Balanced Scorecard and Patient Satisfaction Survey results and report in a summary fashion to the Board;
 - (iv) Monitor timely, summary reports of Hospital and Medical Staff quality assessment, clinical risk management, patient relations and improvement activities, and assess alignment to accreditation standards and the organization's quality policies, standards and goals. Advise the Board on material issues and opportunities for improvement;
 - (v) Review the reports of accreditation agencies and other external quality review bodies, oversee hospital's plan to prepare for accreditation and plans required to correct deficiencies. Report in a summary fashion to the Board;
 - (vi) Receive notification and support participation in educational opportunities on important trends in quality of care measurement, performance improvement, customer service and patient safety. Receive reports from members and staff on key industry trends and initiatives;
 - (vii) Monitor the implementation of the organization's strategic plan and report to the Board as appropriate;
 - (viii) Review and make recommendations to the Board on any other matter pertaining to the quality of care, patient safety or customer service in the organization.
 - (ix) In accordance with Regulation 965 under the Public Hospital's Act, receive at least twice per year, aggregate critical incident data related to critical incidents and annually report to the Board on hospital's system for ensuring disclosure of a critical incident and systemic steps taken by the hospital to avoid risk of further similar critical incidents. Review reports with respect to sentinel events and oversee any plans developed.
 - (x) In accordance with the *French Language Services Act*, receive annually a report on the quality measurements and indicators as prepared by the Human Resources Committee responsible for French Language Services.
- (d) **Meetings**
The Committee shall meet at the call of the Chair.

ARTICLE 8. FINANCIAL

8.01 BONDING-FIDELITY INSURANCE

- (a) Directors, officers and employees, as the Board may designate, shall secure from a guarantee company a bond of fidelity of an amount approved by the Board.
- (b) The requirements of paragraph 8.01 (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, at the discretion of the Board.
- (c) The Corporation shall pay the expense of any fidelity bond or policy secured under paragraphs 8.01 (a) or (b) above.

8.02 BANKING AND BORROWING

- (a) The Board shall by resolution, from time to time, designate the bank in which the bonds or other securities of the Corporation shall be placed for safekeeping.
- (b) The Board shall by resolution, from time to time, designate the signing officers of the Corporation, and they are hereby authorized for and in the name of the Corporation:
 - (i) to draw, accept, sign and make all or any bills of exchange, promissory notes, cheques, and orders for payment of money;
 - (ii) to receive and deposit all Corporation monies in the bank designated under paragraph 8.02 (a) above, and give receipts for same;
 - (iii) to assign and transfer to the bank all or any stocks, bonds, or other securities;
 - (iv) from time to time, to borrow money from the bank;
 - (v) to transact with the said bank any business which they may think fit;
 - (vi) 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;
 - (vii) 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 paragraph 8.02 (a) above.
 - (viii) to receive all paid cheques and vouchers; and
 - (ix) to sign the bank's form of settlement of balance and release.

8.03 SIGNING OFFICERS

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

The Board may authorize signing officers on behalf of the Corporation, additional to or other than as provided in paragraph 8.03 (a), and will institute and effect such internal audit procedures as it shall determine in consultation with the Auditor of the Corporation.

8.04 SEAL

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

8.05 INVESTMENTS

The Board may invest in any investments which are authorized by the Corporation's investment policy.

8.06 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 paragraph 8.02.
- (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 paragraph 8.06 (b) 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.

8.07 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 provisions of The *Public Accountancy Act* (Ontario), 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 *Act* and shall perform the audit function as prescribed therein.
- (c) In addition to making the report at the Annual Meeting of the Corporation, the Auditor shall from time to time report through the Audit Committee to the Board on the audit work with any necessary recommendations.

ARTICLE 9. PARTICIPATION OF NURSES

9.01 PARTICIPATION OF NURSES ON COMMITTEES

A staff nurse elected in accordance with this Bylaw and a nurse who is a manager appointed in accordance with this Bylaw shall be a member, with full voting privileges, on the following Committees:

- (a) Occupational Health and Safety Committee;
- (b) Pharmacy Committee;
- (c) Admission, Discharge and Utilization Committee;
- (d) Infection Committee; and
- (e) Any other Committee as the Board may deem advisable.

9.02 ELECTION OF STAFF NURSES

- (a) There shall be an annual meeting of nurses.
- (b) A Nomination Committee shall be elected by staff nurses at each annual meeting of the staff nurses and shall consist of three (3) staff nurses.
- (c) The Nominating Committee shall, at least thirty (30) days before the annual general meeting of the staff nurses, post in all nursing units, a list of the names of those staff nurses who are nominated to the various hospital Committees that require nursing participation.

- (d) The Nominating Committee shall call for any further nominations to be made in writing to the chair of the Nominating Committee within fourteen (14) days after the posting of the names referred in paragraph 9.02 (c) above.
 - (i) These further nominations shall be signed by two (2) staff nurses;
 - (ii) These nominations shall be posted alongside the list referred to in paragraph 9.02 (c) above.
- (e) All nominees shall have signified in writing on the nomination form acceptance of the nomination.
- (f) Election of staff nurses to the various Committees in the Hospital that require nursing participation shall be conducted at each annual meeting of the staff nurses.

ARTICLE 10. PROGRAMS

10.01 OCCUPATIONAL HEALTH AND SAFETY PROGRAM

- (a) There shall be an Occupational Health and Safety Program for the Hospital.
- (b) The program referred to in paragraph 10.01 (a) above shall include procedures with respect to:
 - (i) a safe and healthy work environment in the Hospital;
 - (ii) the safe use of substances, equipment and medical devices in the Hospital;
 - (iii) safe and healthy work practices in the Hospital;
 - (iv) the prevention of accidents to persons on the premises of the Hospital; and
 - (v) the elimination of undue risks and the minimizing of hazards inherent in the Hospital environment.
- (c) The person designated by the President and Chief Executive Officer to be in charge of occupational health and safety in the Hospital shall be responsible to the President and Chief Executive Officer for the implementation of the Occupational Health and Safety Program.
- (d) The President and Chief Executive Officer shall report to the Board as necessary on matters in respect to the Occupational Health and Safety Program.
- (e) Medical Staff representation as per the Public Hospitals Act, Hospital Management Regulation 965.

10.02 HEALTH SURVEILLANCE PROGRAM

- (a) There shall be a Health Surveillance Program for the Hospital.
- (b) The program referred to in paragraph 10.02 (a) above shall:
 - (i) be in respect of all persons carrying on activities in the Hospital; and
 - (ii) include a Communicable Disease Surveillance Program.
- (c) The person designated by the President and Chief Executive Officer to be in charge of health surveillance in the Hospital shall be responsible to the President and Chief Executive Officer for the implementation of the Health Surveillance Program.

- (d) The President and Chief Executive Officer shall report to the Board as necessary on matters in respect of the Health Surveillance Program.

10.03 ORGAN DONATION PROGRAM

The Board shall approve procedures to encourage the donation of organs and tissues including:

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

10.04 TERMS OF REFERENCE

The terms of reference for the programs shall be contained in the Administrative Rules.

ARTICLE 11. VOLUNTARY ASSOCIATIONS

11.01 AUTHORIZATION

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

11.02 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 Hospital.

11.03 CONTROL

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

11.04 REPRESENTATION ON BOARD

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

11.05 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 Hospital shall be the auditor for the voluntary association(s) under this section.

ARTICLE 22. AMENDMENTS

22.01 AMENDMENTS TO BYLAW

- 1) The Board may pass or amend the Bylaw of the Corporation from time to time
- 2)
 - (a) Where it is intended to pass or amend the Bylaw at a meeting of the Board, written notice of such intention shall be sent by the Secretary to each Director at his/her address/e-mail address as shown on the records of the Corporation not less than ten days before the meeting.
 - (b) Where the notice of intention required by clause (2) (a) is not provided, any proposed Bylaw or amendments to the Bylaw 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.
- 3) Subject to clauses (4) (b) and (4) (c) below, a Bylaw or an amendment to a Bylaw passed by the Board has full force and effect:
 - (a) From the time the motion was passed, or
 - (b) From such future time as may be specified in the motion.
- 4)
 - (a) Bylaw or an amendment to a Bylaw 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 Bylaw or amendment to be presented.
 - (b) The members at the annual meeting or at a special general meeting may confirm the Bylaw as presented or reject or amend it, and if rejected it thereupon ceases to have effect and if amended it takes effect as amended.
 - (c) Those sections of the Bylaw passed or amended pursuant to regulations made under the Public Hospitals Act shall be forwarded to the Minister of Health for approval and shall cease to be effective forthwith upon notice of disapproval by the Minister.
- 5) In any case of rejection, amendment, or refusal to approve a Bylaw or part of a Bylaw in force and effect in accordance with any part of this section, no act done or right acquired under any such Bylaw is prejudicially affected by any such rejection, amendment or refusal to approve.

22.02 AMENDMENTS TO MEDICAL STAFF BYLAW

Prior to submitting the Medical Staff part of this Bylaw to the process established, the following procedures shall be followed:

- (a) Notice specifying the proposed medical staff part of the Bylaw or amendment thereto shall be posted;
- (b) The medical staff shall be afforded an opportunity to comment on the proposed medical staff part of the Bylaw or amendment thereto; and
- (c) The Medical Advisory Committee shall make recommendations to the Board, concerning the proposed medical staff part of the Bylaw or amendment thereto.

