



***MANITOULIN HEALTH CENTRE (M.H.C.)***  
***CORPORATE BY-LAWS***

***Approved – June 2018***

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**BY-LAWS OF THE MANITOULIN HEALTH CENTRE CORPORATION**  
**By-law Number 1**

A By-law relating to the transaction of the business and affairs of Manitoulin Health Centre (the “**Corporation**”).

**Be it enacted** as a By-law of the Corporation as follows:

**Article 1- Interpretation**

**1.1 Definitions**

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

- (a) “**Act**” means the Corporations Act (Ontario) and where the context requires, includes the regulations made under it and any statute that may be substituted therefore, as from time to time amended;
- (b) “**Board**” means the Board of Directors of the Corporation;
- (c) “**Chair**” means the Chair of the Board;
- (d) “**Chair of the Medical Advisory Committee**” means the member of the Medical Advisory Committee appointed by the Board as Chair of the Medical Advisory Committee;
- (e) “**Chief Executive Officer**” means, in addition to “administrator” as defined in the *Public Hospitals Act*, the President and Chief Executive Officer of the Corporation;
- (f) “**Chief Nursing Officer**” means the senior employee of the Hospital who reports directly to the Chief Executive Officer and is responsible for nursing services provided in the Hospital, being the Vice-President Clinical Services and Chief Nursing Officer of the Corporation;
- (g) “**Chief Financial Officer**” means the senior employee responsible to the Chief Executive Officer for the treasury and controllership of the hospital, being Vice-President Corporate Support Services and Chief Financial Officer of the Corporation;
- (h) “**Dentist**” means a dental practitioner in good standing with the College of Dental Surgeons of Ontario;
- (i) “**Dental Staff**” means the Dentists who have been appointed by the Board to the Dental Staff;
- (j) “**Director**” means a member of the Board;

- (k) “**Ex-officio**” means membership “by virtue of office” and includes all rights, responsibilities, and power to vote unless otherwise specified;
- (l) “**EFCA**” means Excellent Care for All Act;
- (m) “**Extended Class Nursing Staff**” means those Registered Nurses in the Extended Class who are:
  - (i) nurses that are employed by the Hospital and are authorized to diagnose, prescribe for or treat patients in the Hospital; and
  - (ii) nurses who are not employed by the Hospital and to whom the Board has granted privileges to diagnose, prescribe for or treat patients in the Hospital;
- (n) “**Hospital**” means the public Hospital operated by the Corporation;
- (o) “**Hospital Volunteer Services**” means the auxiliary association(s) and voluntary support organization(s) of the Corporation;
- (p) “**Medical Advisory Committee**” means the Medical Advisory Committee established by the board as required by the *Public Hospitals Act*;
- (q) “**Medical Staff**” means the Physicians who have been appointed to the Medical Staff by the Board;
- (r) “**Members**” means members of the Corporation as described in Article 2;
- (s) “**Midwife**” means a midwife in good standing with the College of Midwives of Ontario;
- (t) “**Midwifery Staff**” means the Midwives who have been appointed to the Midwifery Staff by the Board;
- (u) “**Patient**” means, unless otherwise specified or the context otherwise requires, any in-patient or out-patient of the Corporation;
- (v) “**Patient Advisor**” means a member of the public that meets the definition of Patient Advisor under the Excellent Care for All Act, Regulation 187/15, in Ontario.
- (w) “**Person**” means and includes any individual, corporation, partnership, firm, joint venture, syndicate, association, trust, government, government agency, board, commission or authority, or any other form of entity or organization;
- (x) “**Physician**” means a medical practitioner in good standing with the College of Physicians and Surgeons of Ontario;



- (y) ***Physician's Assistant*** means a medical paraprofessional in good standing as a recognized Physician's Assistant in Ontario.
- (z) ***Professional Staff*** means the Medical Staff, Dental Staff, Midwifery Staff and Extended Class Nursing Staff and Physician's Assistant Staff.
- (aa) ***Public Hospitals Act*** means the *Public Hospitals Act* (Ontario), and, where the context requires, includes the regulations made under it and any statute that may be substituted therefor, as from time to time amended;
- (ab) ***Registered Nurse in the Extended Class*** means a member of the College of Nurses of Ontario who is a registered nurse and holds an extended certificate of registration under the *Nursing Act, 1991*;
- (ac) ***Rules*** means a rule adopted by the Board in accordance with section 16.2; and
- (ad) ***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 by those entitled to vote and voting at a general meeting of the Members of the Corporation 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.

## ***1.2 Interpretation***

In this By-law and in all other by-laws of the Corporation, unless the context otherwise requires, words importing the singular number shall include the plural number and vice versa and references to persons shall include firms and corporations and words importing one gender shall include all genders.

## **Article 2 - Membership in the Corporation**

### ***2.1 Members***

The Members of the Corporation shall consist of the Directors from time to time of the Corporation who shall be *ex-officio* Members for so long as they serve as Directors.

### ***2.2 Fees***

No fees shall be payable by the Members.

### ***2.3 Voting***

Each Member shall be entitled to one vote.

## **Article 3 - Meetings of Members**

### **3.1 Location**

Meetings of the Members shall be held at the head office of the Corporation, being the Little Current Hospital site, or at any place in Ontario as the Board may determine.

### **3.2 Annual Meetings**

In accordance with the *Public Hospitals Act*, the annual meeting of Members shall be held between the 1st day of April and the 31st day of July of each year.

### **3.3 Calling Meetings**

The Board or Chair shall have power to call, at any time, an annual or general meeting of the Members of the Corporation. When calling an annual or general meeting of the Members, the Board or Chair may provide for attendance by Members by telephonic or electronic means (as may be defined in the *Corporations Act*), in addition to attendance by Members in person.

### **3.4 Quorum**

A majority of the Members entitled to vote (being defined as 8 voting Directors of the Board) in attendance at a meeting will constitute a quorum at a meeting of Members.

### **3.5 Notice**

Notice of meetings of Members shall be given by one of the following methods:

- (a) By sending it to each Member entitled to notice by one of the methods set out in section 17.1 addressed to the Members at their most recent addresses as shown on the Corporation's records at least (10) days prior to the meeting; or
- (b) In any other manner permitted by the *Public Hospitals Act*."

### **3.6 Votes**

- (a) Each Member entitled to vote and in attendance at a meeting shall have the right to exercise one vote.
- (b) At all meetings of Members of the Corporation every question shall be determined by a majority of votes unless otherwise specifically provided by statute or by this By-law.
- (c) Votes at all meetings of Members shall be cast by those Members in attendance at the meeting and not by proxy.

- (d) In the case of an equality of votes, the chair of the meeting shall have a second vote to break the tie.
- (e) At any meeting of Members, unless a poll is demanded, a declaration by the chair of the meeting that a resolution has been carried or carried unanimously or by a particular majority or lost or not carried by a particular majority shall be conclusive evidence of the fact.
- (f) A poll may be demanded either before or after any vote by any Member entitled to vote at the meeting. If a poll is demanded on the election of a chair or on the question of adjournment it shall be taken forthwith without adjournment. If a poll is demanded on any other question or as to the election of Directors, the vote shall be taken by ballot in such manner and either at once, later in the meeting or after adjournment as the chair of the meeting directs. The result of a poll shall be deemed to be the resolution of the meeting at which the poll was demanded. A demand for a poll may be withdrawn.

### ***3.7 Chair of the Meeting***

The chair of a meeting of the Members of the Corporation shall be:

- (a) the Chair of the Corporation; or
- (b) the Vice Chair of the Corporation, if the Chair is absent or is unable to act; or
- (c) a chair elected by the Members present if the Chair and Vice Chair(s) are absent or unable to act. In this situation, the Secretary shall preside at the election of the chair of the meeting, but if the Secretary is not present, the Directors, from those present, shall choose a Director to preside at the election.

### ***3.8 Adjourned Meetings of Members***

If within one-half ( $\frac{1}{2}$ ) hour after the time appointed for a meeting of the Members of the Corporation, a quorum is not present, the meeting shall stand adjourned until a day to be determined by the Board.

### ***3.9 Notice of Adjourned Meetings***

Not less than three (3) days notice of an adjourned meeting of Members shall be given in such manner as the Board may determine.

## **Article 4 - Directors**

### **4.1 *Composition of Board***

The Board shall consist of:

- (a) Eighteen (18) Directors, twelve (12) Directors who satisfy the criteria set out in section 4.3 and who are elected by the Members entitled to vote in accordance with section 4.7 or appointed in accordance with section 4.9; and
- (b) six (6) Directors who are appointed as *ex-officio* Directors , being the Chief of Staff, the Chief Executive Officer, the Chief Nursing Officer, the President of the Medical Staff, one (1) representative from each of the Corporation's two Auxiliary associations who are brought forward to the Board as nominees (by either election or appointment from among the members of each Auxiliary association) and subject to the approval of the Board. The two Auxiliary *ex-officio* Directors shall be voting Directors, while the Chief Executive Officer, Chief Nursing Officer, Chief of Staff and the President of the Medical Staff shall not be voting Directors.
- (c) the Chief Financial Officer of the Corporation shall attend meetings of the Board and shall provide such information to the Board on financial matters, and other issues arising from the role as Vice-President, as is required by the Board, but shall not be a Director of the Board, nor a Member of the Corporation.

### **4.2 *Duties of the Board***

The Board shall govern and oversee the management of the affairs of the Corporation and may exercise all such other powers and do all such other acts and things as the Corporation is, by its charter or otherwise, authorized to exercise and do.

### **4.3 *Qualifications of Directors***

No person shall be qualified for election or appointment as a Director referred to in subsection 4.1(a) if he or she:

- (a) is less than eighteen (18) years of age;
- (b) has the status of a bankrupt;
- (c) does not have their principal residence or carry on business within the area served by the Corporation, defined as being the Manitoulin District;
- (d) is a current employee or member of the Professional Staff,

- (e) or spouse, child, parent, brother or sister of any person included in (d) above, nor the spouse of any such child, parent, brother or sister shall be eligible for election or appointment to the Board, except by resolution of the Board.

#### **4.4 Vacation of Office**

The office of a Director shall be automatically vacated:

- (a) if a Director shall resign such office by delivering a written resignation to the Secretary of the Corporation;
- (b) if the Director becomes bankrupt; or
- (c) if, in the case of an elected Director, he or she ceases to meet the requirements of subsection 4.3(c) or becomes a person referred to in subsection 4.3(d) or (e), except by resolution of the Board.

Where there is a vacancy in the Board, the remaining Directors may exercise all the powers of the Board so long as a quorum of voting Directors remains in office.

#### **4.5 Removal**

The office of a Director may be vacated by a simple majority resolution of the Board:

- (a) if a Director, without being granted a leave of absence by the Board, is absent for three (3) consecutive meetings of the Board, or if a Director is absent for one quarter ( $\frac{1}{4}$ ) or more of the meetings of the Board in any twelve (12) month period; or
- (b) if a Director fails to comply with the *Public Hospitals Act*, the Corporation's Letters Patent, the Act, by-laws, policies and procedures adopted by the Board, including without limitation, confidentiality and conflict of interest requirements.

#### **4.6 Election and Term**

Directors shall be elected and shall retire in rotation as herein provided.

- (a) The Directors referred to in subsection 4.1(a) shall be elected for a term of three (3) years provided that each such Director shall hold office until the earlier of the date on which their office is vacated pursuant to sections 4.4 or 4.5 or until the end of the meeting at which their successor is elected or appointed. Four (4) Directors shall retire from office each year subject to re-election as permitted by section 4.8.
- (b) The two (2) Auxiliary ex-officio directors shall fulfill a term of three (3) years. At the expiration of this term, each Auxiliary shall be asked to declare their

preferred nominee. All other terms and conditions that apply to Directors shall also apply to the Auxiliary directors.

#### ***4.7 Nomination Procedure for Election of Directors***

Nominations made for the election of Directors at a meeting of Members may be made only by the Board in accordance with the nominating and election procedure herein provided. For greater certainty, no nominations shall be accepted by the Members of the Corporation which are not submitted and approved by the Board in accordance with the Board approved process. The decision of the Board as to whether or not a candidate is qualified to stand for election shall be final.

(a) nominations (non-Auxiliary candidates) for election as a Director at the annual meeting of the Corporation may be made only by the Nominating Committee of the Board. Members of the Corporation may provide names of candidates to the Nominating Committee for its consideration, provided that each request for consideration;

(i) is in writing and signed by at least two (2) members in good standing; and

(ii) is accompanied by a written declaration signed by the nominee that he or she will serve as a Director in accordance with this By-law if elected; and

(iii) is submitted to and received by the Secretary at least thirty (30) days before the date of the annual meeting, allowing for sufficient time for a due diligence review by the Nominating Committee.

(b) nominations (either by election or appointment) from either Auxiliary to fill a vacant Auxiliary Director seat shall be forwarded to the Nominating Committee for review. If approved, the candidates name shall be brought forward to the Board for consideration and motion of approval for appointment as a Director.

#### ***4.8 Maximum Terms***

Each Director referred to in subsection 4.1(a) shall be eligible for re-election provided that such Director shall not be elected or appointed for a term that will result in the Director serving more than twelve (12) consecutive years. Such Director may also be eligible for re-election for another term or terms if one (1) or more years have elapsed since the termination of his or her last term.

In determining a Director's length of service as a Director, service prior to the coming into force of this By-law shall be included. Despite the foregoing a Director may, by resolution of the Board, have their maximum term as a Director extended for the sole purpose of that Director succeeding to the office of Chair or

serving as Chair. Despite the foregoing, where a Director was appointed to fill an unexpired term of a Director such partial term shall be excluded from the calculation of the maximum years of service.

#### ***4.9 Filling Vacancies***

So long as there is a quorum of Directors in office, any vacancy occurring in the Board of Directors may be filled by a qualified person appointed for the remainder of the term by the Directors then in office.

In the absence of a quorum of the Board, or if the vacancy has arisen from a failure of the Members to elect the number of Directors required to be elected at any meeting of Members, the Board shall forthwith call a meeting of Members to fill the vacancy. A Director so appointed or elected shall hold office for the unexpired portion of the term vacated.

#### ***4.10 Directors Remuneration***

The Directors shall serve as such without remuneration and no Director shall directly or indirectly receive any profit from their position as such provided that a Director may be reimbursed reasonable expenses incurred by the Director in the performance of their duties.

### **Article 5 - Meetings of Directors**

#### ***5.1 Meetings of Directors***

The Board shall meet at such times and in such places as may be determined by the Board, the Chair, a Vice Chair or the Chief Executive Officer. Special meetings of the Board may be called by the Chair, a Vice Chair or by the Chief Executive Officer and may also be called by the Secretary upon receipt of the written request of four (4) Directors.

#### ***5.2 Regular Meetings***

The Board may determine from time to time the frequency and locations of regular meetings. The Board may appoint one (1) or more days for regular meetings of the Board at a place and time named. A copy of any resolution of the Board fixing the place and time of regular meetings of the Board shall be given to each Director forthwith after being passed and no other notice shall be required for any such regular meeting.

#### ***5.3 Telephone/Electronic Participation for Meetings***

If the Chair present at or participating in the meeting consents, a meeting of Directors or a meeting of a committee of the Board may be held by such telephone, electronic or other communication mechanisms that permit all persons participating in the meeting to reasonably communicate with each other

simultaneously and instantaneously, then the Directors or committee members participating in the meeting by those means are deemed to be present at the meeting.

#### ***5.4 Notices***

Notice of meetings, other than regular meetings, shall be given to all Directors at least forty-eight (48) hours prior to the meeting. The Chair, a Vice Chair or the Chief Executive Officer may call a meeting on less notice, by such means as are deemed appropriate, provided that notice is given to all Directors and the majority of the Directors consent to the holding of such meeting. In calculating the forty-eight (48) hour notice period Saturdays, Sundays and statutory holidays shall be excluded.

#### ***5.5 Quorum***

A Quorum for any meeting of the Directors of the Board shall be a simple majority of the Directors entitled to vote (being defined as 8 voting Directors of the Board).

#### ***5.6 First Meeting of New Board***

Provided a quorum of Directors is present, each newly elected Board may, without notice, hold its first meeting immediately following the meeting of Members at which such Board is elected.

#### ***5.7 Persons Entitled to be Present***

Guests may attend meetings of the Board on the invitation of the Chair or Chief Executive Officer. Unless otherwise adopted by special motion of the Board regarding an In-Camera session, all Meetings of the Board shall be open to the public.

#### ***5.8 Voting***

Each Director entitled to vote and present at a meeting of the Board shall be entitled to one (1) vote on each matter. A Director shall not be entitled to vote by proxy. Any question arising at any meeting of the Board or any committee of the Board, shall be decided by a majority of votes.

#### ***5.9 Casting Vote***

In the case of an equality of votes, the chair shall not have a second vote and the motion will be deemed as being lost.

#### ***5.10 Polls***

The vote on any question shall be taken by secret ballot if so demanded by any Director present and entitled to vote. Such ballots shall be counted by the chair of



the meeting. Otherwise a vote shall be taken by a show of hands. A declaration by the chair of the meeting that a resolution has been carried by a particular majority or not carried shall be conclusive.

### ***5.11 Adjournment of the Meeting***

If within one-half ( $\frac{1}{2}$ ) hour after the time appointed for a meeting of the Board a quorum is not present, the meeting shall stand adjourned until a day within two (2) weeks to be determined by the chair of the meeting.

### ***5.12 Notice of Adjourned Meeting***

At least twenty-four (24) hours notice of the adjourned meeting by an appropriate means shall be given to each Director; provided that in calculating such twenty-four (24) hour notice period Saturday, Sundays and statutory holidays shall be excluded.

## **Article 6 - Interest of Directors in Contracts**

### ***6.1 Declaration of Conflict***

- (a) Any Director who is in any way, directly or indirectly, interested in a contract or proposed contract with the Corporation shall disclose in writing or have entered in the minutes, the nature and extent of such Director's interest in such contract or proposed contract with the Corporation.
- (b) The disclosure required by subsection 6.1(a), shall be made:
  - (i) at the meeting at which a proposed contract is first considered if the Director is present, and otherwise, at the first meeting after the Director becomes aware of the contract or proposed contract;
  - (ii) if the Director was not then interested in a proposed contract, at the first meeting after such Director becomes so interested; or
  - (iii) if the Director becomes interested after a contract is made, at the first meeting held after the Director becomes so interested.
- (c) A Director referred to in subsection 6.1(a) is not liable to account for any profit made on the contract by the Director or by a corporate entity, business firm or organization in which the Director has a material interest, provided:
  - (i) the Director disclosed the Director's interest in accordance with subsection 6.1(b) or (e); and
  - (ii) the Director has not voted on the contract.

- (d) A Director referred to in subsection 6.1(a) shall not vote on any resolution to approve the contract and shall not take part in the discussion or consideration of, or in any way attempt to influence the voting on any question with respect thereto and shall exit the meeting when the applicable issue is under consideration.
- (e) For the purposes of this section 6.1, a general notice to the Directors by a Director declaring that the person is a director or officer of or has a material interest in a body corporate, business firm or organization and is to be regarded as interested in any contract made therewith, is a sufficient declaration of interest in relation to any contract so made.
- (f) The provisions of this Article are in addition to any conflict of interest policy adopted by the Board from time to time.

## **Article 7 - Protection of Officers and Directors**

### ***7.1 Directors Liability***

Any Director or officer of the Corporation shall not be liable for any act, receipt, neglect or default of any other Director, officer or employee or for any loss, damage or expense happening to the Corporation through any deficiency of title to any property acquired by the Corporation or for any deficiency of any security upon which any moneys of the Corporation shall be invested or for any loss or damage arising from bankruptcy, insolvency or tortious act of any person including any person with whom any moneys, securities or effects shall be deposited or for any loss, conversion, or misappropriation of or any damage resulting from any dealings with any moneys, securities or other assets belonging to the Corporation or for any other loss, damage or misfortune which may happen in the execution of the duties of such Director's or officer's respective office unless such occurrence is as a result of such Director's or officer's own willful neglect or default.

### ***7.2 Indemnities to Directors and Others***

Every Director or officer of the Corporation and his or her heirs, executors, administrators and estates and effects, respectively, shall from time to time and at all times, be indemnified and saved harmless out of the funds of the Corporation from and against:

- (a) all costs, charges and expenses whatsoever which such Director or officer sustains or incurs in or about any action, suit or proceedings which is brought, commenced or prosecuted against him or her, for or in respect of any act, deed, matter or thing whatsoever, made, done or permitted by him or her, in or about the execution of the duties of his or her office; and

- (b) all other costs, charges and expenses which he or she sustains or incurs in or about or in relation to the affairs of the Corporation, except such costs, charges or expenses as are occasioned by his or her own willful neglect or default.
- (c) The indemnity provided for in the preceding paragraph:
  - (i) shall not apply to any liability which a Director or officer of the Corporation may sustain or incur as the result of any act or omission as a member of the Professional Staff of the Corporation; and
  - (ii) shall be applicable only if the Director or officer of the Corporation acted honestly and in good faith with a view to the best interests of the Corporation and in the case of criminal or administrative action or proceeding that is enforceable by a monetary penalty, had reasonable grounds for believing that his or her conduct was lawful.

## **Article 8 – Committees of the Board**

### ***8.1 Establishment and Membership of Standing and Special Committees of the Board***

The Board may establish committees from time to time. The Board shall determine the duties of such committees. The committees of the Board shall be:

- (a) Standing Committees, being those committees whose duties are normally continuous; and
- (b) Special Committees, being those committees appointed for specific duties whose mandate shall expire with the completion of the tasks assigned.
- (c) Except as otherwise determined by the Board, all persons assigned by the Board to sit on committees shall be entitled to participate in full in the functions of the committee, including the right to vote, except for the Executive Committee – only voting Board members who sit on the Executive Committee shall be entitled to vote.

#### ***8.1.1 Standing Committees of the Board***

- (1) At the first meeting of the Board, following the annual meeting of the Corporation or as soon thereafter as possible, the Board shall,
  - (a) establish the following standing committees of the Board:
    - i) the Executive Committee
    - ii) the Audit Committee
    - iii) the Resource Committee
    - iv) the Fiscal Advisory Committee;

- v) the Medical Advisory Committee (*see Professional Staff By-Laws*);
- vi) the Nominating Committee;
- vii) the Quality Assurance Committee;
- viii) the Strategic Planning Committee;
- ix) the Governance Committee;
- x) the Fundraising Committee; and
- xi) the Ethics Committee.

- (2) Membership of the standing committees of the Board shall be appointed by the Board Chair or by any other means determined by motion of the Board. The Board Chair may appoint a chair and vice-chair for each standing committee, or the Board Chair may leave this to the members of any standing committee to determine amongst themselves, except where otherwise noted in the standing committee descriptions.

### ***8.1.2 Special Committees of the Board***

- (1) The Board may, at any meeting, appoint any special committee and appoint the chair and the members of the special committee.
- (2) The Board may prescribe terms of reference for any special committee.
- (3) The Board may, by resolution, dissolve any special committee at any time.

## ***8.2 Procedures for Meetings of Standing and Special Committees***

### ***8.2.1 Attendees at Meetings of Standing and Special Committees***

- (1) Only members of a committee, subcommittee or task force of the Board may attend meetings of such committees, subcommittees or task forces.
- (2) Despite subsection 8.2.1 (1), a committee, subcommittee or task force of the Board may, by resolution, approve that individuals such as external legal counsel, presenters and Corporation staff be permitted to attend the meeting, but may be asked to leave the meeting before a vote is taken.

### ***8.2.2 Call for Meetings of Standing and Special Committees***

- (1) Meetings of committees, subcommittees or task forces of the Board shall be held at the call of the Board Chair, the chair of the committee of the Board or at the request of any two (2) members of the committee of the Board.

### ***8.2.3 Voting at Meetings of Standing and Special Committees***

- (1) Business arising at any meeting of a committee, subcommittee or task force of the Board shall be decided by a majority of votes, provided that,
  - (a) votes shall be taken by those in attendance, in which case, the Chair shall have a vote and if there is an equality of votes, the Chair shall not exercise a second vote in order to break a tie.
  - (b) despite clause 8.2.3 (1)(a), votes shall be taken by written ballot if so demanded by any voting member present in which case,
    - i) the Chair shall have a vote; and
    - ii) if there is an equality of votes, the motion is lost.

### ***8.2.4 Minutes of Meetings of Standing and Special Committees***

- (1) Minutes shall be recorded for all meetings of committees, subcommittees and task forces of the Board.

### ***8.2.5 Quorum for Meetings of Standing and Special Committees***

- (1) A quorum for any meeting of a committee of the Board, subcommittee or task force of the Board shall be a simple majority of the members.

## ***8.3 Standing Committees - Membership and Terms***

### ***8.3.1 Executive Committee***

#### ***8.3.1.1 Membership***

- (1) The Board shall appoint an Executive Committee consisting of the Chair, the Vice-Chair, and the Chief of Staff, The Chair of the Strategic Planning Committee, The Chair of Quality Assurance Committee, and the Chief Executive Officer. The Board may determine other Directors to sit on this committee, from time to time, by resolution of the Board. The Chair and Vice-Chair of the Board shall act as Chair and Vice-Chair for this committee.

#### ***8.3.1.2 Functions***

- (1) The Executive Committee shall:
  - (a) in between meetings of the Board, exercise the full powers of the Board in all matters of administrative urgency, reporting every action at the next meeting of the Board; and

- (b) study and advise or make recommendations to the Board on any matter as directed by the Board.
- (c) establish the Corporation's Executive Compensation Plan, in accordance with applicable legislation and regulations, the terms of remuneration for the Chief Executive Officer and advise the Chief Executive Officer on compensation elements to be utilized for other Senior Executives (VP/CNO and VP/CFO);
- (d) evaluate the Chief Executive Officer's performance and setting of goals and objectives, including pay for performance terms;
- (e) evaluate the Chief of Staff's performance and approval of compensation, and setting of goals and objectives;
- (f) ensure an effective Board orientation program;

### **8.3.2 Audit Committee**

#### **8.3.2.1 Membership**

- (1) The Audit Committee shall consist of Directors of the Board as follows:
  - (a) four (4) Directors of, none of whom is:
    - i) an Officer of the Corporation,
    - ii) a chair of a standing committee of the Board, or
    - iii) a member of management or an employee of the organization;
  - (b) one (1) Director who is a member of the Resource Committee; and
  - (c) in addition, the Chair of the Board, *ex officio*.
- (2) The Chief Executive Officer and Chief Financial Officer shall attend meetings of the Audit Committee.

#### **8.3.2.2 Chair**

- (1) One (1) of the four Directors referred to in clause 8.3.2.1(1)(a) shall be the chair of the Audit Committee.

#### **8.3.2.3 Meetings**

- (1) The Committee shall meet at least once (1) a year and as necessary.

- (2) The external auditor and any member of the committee may call a meeting of the Committee as he or she determines necessary.
- (3) Meetings of the Committee are to be scheduled to take place on a regular basis, with opportunities for the external auditor and senior management to meet separately with the independent members of the Committee.
- (4) The Committee shall meet with the external auditor at least once (1) a year, at the request of the auditor and as required by the Committee or the Board.
- (5) At each meeting of the committee at which the auditors are present, the Committee shall hold an in-camera session with management excluded. The exclusion extends to the Chief Executive Officer and Chief Financial Officer.

#### **8.3.2.4 Functions**

- (1) The Audit Committee shall oversee the following:
  - (a) *Audit Planning and Preparation*
    - i) ensure the acceptability of the proposed scope of the audit,
    - ii) review and approve the auditor's engagement letter including the audit fee and expenses,
    - iii) assess whether appropriate assistance is being provided to the auditors by the organization's staff, and
    - iv) review any control weaknesses detected in the prior year's audit, and determine whether all practical steps have been taken to overcome them;
  - (b) *Policies for Financial Operations and Systems of Internal Control*
    - i) enquire about changes in the financial system and control systems during the year,
    - ii) review the integrity and effectiveness of policies regarding the financial operations, systems of internal control and reporting mechanisms of the Corporation and that they are in accordance with generally accepted accounting principles and practices,
    - iii) enquire into the major financial risks faced by the organization, and the appropriateness of related controls to minimize their potential impact, and

- iv) review other relevant elements as directed by the Board from time to time;

(c) *Audit Results*

- i) review the external auditor's post-audit or management letter which may document weaknesses in the accounting system or in the internal control systems and which contain recommendations of the external auditor, and management's response and subsequent follow-up to any identified weaknesses;
- ii) meet privately with the external auditors (without the presence of management) with regard to the adequacy of the internal accounting controls and similar matters, and review management responses to ascertain whether there are concerns that should be brought to the Committee's attention; and
- iii) review any problems experienced by the external auditor in performing the audit, including any restrictions imposed by management or significant accounting issues on which there was a disagreement with management, or situations where management seeks a second opinion on a significant accounting issue.

(d) *Auditor's Performance and Appointment*

- i) review the factors that might impair, or be perceived to impair, the independence of the external auditors. Take, or recommend that the Board take, appropriate action to ensure the independence of the external auditor,
- ii) monitor and evaluate the performance of the external auditor,
- iii) meet privately with senior management (without the external auditors being present) to ensure that management has no concerns about the conduct of the audit, and
- iv) annually, recommend to the Members the appointment of a firm of chartered accountants as the Corporation's external auditors and any change of external auditors. Consider from time to time the engagement of a different external auditor on such terms and conditions as may meet statutory and other requirements for the audit of the Corporation;



(e) *Duty to Report*

- i) prepare a report to the Board of Directors discussing the actions it has taken and the assistance the Committee has had in fulfilling its duties; and
- ii) prepare a report to Members describing the Audit Committee activities during the past reporting period.

**8.3.3 *Resource Committee***

**8.3.3.1 *Membership***

- (1) The Resource Committee shall consist of,
  - (a) the Treasurer
  - (b) the President of the Medical Staff;
  - (c) at least two (2) other Directors; and
  - (d) the Chair of the Board *ex officio*.
- (2) The Chief Executive Officer and Chief Financial Officer shall attend meetings of the Resource Committee, regardless of who is designated as Treasurer of the Corporation.

**8.3.3.2 *Functions***

- (1) The Resource Committee shall,
  - (a) study and recommend to the Board for approval a detailed annual budget for capital and operating revenues and expenditures for the ensuing fiscal year;
  - (b) study the detailed financial statements on a timely basis and report thereon to the Board accordingly;
  - (c) recommend to the Board appropriate investment policy for the management of the Corporation's funds. Monitor and report at least annually on the control and management of these investments;
  - (d) review the banking arrangements of the Corporation from time-to-time and recommend revisions to the Banking Resolution from time to time;

- (e) annually review and recommend to the Board the types and amounts of insurance to be carried by the Corporation to ensure appropriate coverage;
  - (f) advise the Board with regard to donations, bequests and endowments; and
  - (g) inform and advise the Board on financial matters as requested.
- (2) *Annual Financial Statements*
- (a) receive and review the unaudited and audited financial statements of the Corporation whether interim or year end and report to the Board prior to the Board's approval thereof,
  - (b) review audited annual financial statements, in conjunction with the report of the external auditor, and obtain an explanation from management of all significant variances between comparative reporting periods,
  - (c) recommend approval of the financial statements to the Board,
  - (d) enquire about changes in professional standards or regulatory requirements, and
  - (e) review the entire annual report for consistency with the financial statements;

### ***8.3.4 Fiscal Advisory Committee***

#### ***8.3.4.1 Membership***

- (1) Pursuant to the Hospital Management Regulation, the Fiscal Advisory Committee shall consist of,
  - (a) the Chief Executive Officer;
  - (b) the Chief of Staff or another member of the Professional Staff elected or appointed by the Professional Staff;
  - (c) the Chief Nursing Executive or another person representing nurses from the nursing management team;
  - (d) a staff nurse of ONA and a staff member of CUPE; and

- (e) the Chief Financial Officer.
- (2) In addition to those persons appointed to the Fiscal Advisory Committee in subsection 8.3.4.1(1), the Chief Executive Officer may appoint other persons to the Fiscal Advisory Committee.

#### **8.3.4.2 Chair**

- (1) The Fiscal Advisory Committee shall be chaired by the Chief Executive Officer or designate.

#### **8.3.4.3 Functions**

- (1) The Fiscal Advisory Committee shall make recommendations to the Board with respect to the operation, use and staffing of the Corporation.

### **8.3.5 Nominating Committee**

#### **8.3.5.1 Membership**

- (1) The Nominating Committee shall consist of at least,
  - (a) three (3) Directors; and
  - (b) a Patient Advisor.
- (2) The Chair of the Board and Chief Executive Officer shall attend meetings of the Nominating Committee.

#### **8.3.5.2 Functions**

- (1) The Nominating Committee shall,
  - (a) nominate persons for election as Directors to the Board to fill any vacancies on the Board.
- (2) In selecting persons as nominees for election to the Board, the Committee shall,
  - (a) Endeavour to provide for broad community representation after considering the list of elected and *ex officio* Directors;
  - (b) Consider the names of all persons submitted as nominees in accordance with this By-law; and

- (c) Consider the potential contribution of any person nominated in relation to the function of the Corporation and the competencies required to perform as a Director, in accordance with the required skills matrix as has been adopted by the Board.

### **8.3.6 *Quality Assurance Committee***

#### **8.3.6.1 *Membership***

- (1) The Quality Assurance Committee shall consist of at least,
  - (a) The Chair of the Board,
  - (b) The Chief of Staff;
  - (c) The President of the Medical Staff;
  - (d) At least two (2) other voting Directors;
  - (e) Health Records Manager;
  - (f) Chief Executive Officer, Chief Nursing Officer, Chief Financial Officer, and any other staff of the Corporation deemed appropriate by the Committee.
  - (g) Two members of the public, both of whom meet the definition of being a Patient Advisor under the Excellent Care for All Act, Regulation 187/15.

#### **8.3.6.2 *Functions***

- (1) The Quality Assurance Committee shall,

In accordance with the responsibilities under the *Excellent Care for All Act* (ECFAA) and the regulations under the *Hospitals Act*:

- (a) Monitor and report to the Board on quality issues and on the overall quality of services provided in the Hospital, with reference to appropriate data including:
  - (i) performance indicators used to measure quality of care and services and patient safety

- (ii) reports received from the Medical Advisory Committee identifying and making recommendations with respect to systemic or recurring quality of care issues
- (iii) publicly reported patient safety indicators
- (iv) critical incident and sentinel event reports
- (b) Consider and make recommendations to the Board regarding quality improvement initiatives and policies.
- (c) Oversee preparation of the Hospital's annual quality improvement plan.
- (d) Perform such other responsibilities as may be provided under regulations under ECFAA.
- (e) Review the Hospital's efforts to prepare for accreditation.
- (f) Review accreditation reports and oversee corrective action.

In accordance with Regulation 965 under the *Public Hospitals Act*:

- (g) Receive from the Chief Executive Officer, at least twice a year, aggregate critical incident data related to critical incidents occurring at the Hospital since the previous aggregate data was provided to the Committee.
- (h) Annually review and report to the Board on the Hospital's system for ensuring that at an appropriate time following disclosure of a critical incidents/sentinel events, there be disclosure as required by Regulation 965 of systemic steps, if any, the Hospital is taking or has taken in order to avoid or reduce the risk of further similar critical incidents.

Risk Management:

- (i) Review the organization's emergency preparedness efforts.
- (j) Review any formal risk management plans which may be adopted by the organization.
- (k) Review any policies for risk management related to quality of patient care and safety which may be adopted by the organization.

Other:

- (l) Perform such other duties as may be assigned by the Board from time to time.

### ***8.3.7 Strategic Planning Committee***

#### ***8.3.7.1 Membership***

- (1) The Strategic Planning Committee shall consist of at least,
  - (a) the Chair;
  - (b) the Vice-Chair;
  - (c) the Chief of Staff; and
  - (d) three (3) other Directors.
- (2) The Chief Executive Officer, Chief Nursing Officer, and Chief Financial Officer shall attend meetings of the Strategic Planning Committee.

#### ***8.3.7.2 Functions***

- (1) The Strategic Planning Committee shall establish and recommend to the Board a strategic plan for the development of the Corporation's related services and shall evaluate, update and make recommendations on the strategic plan to the Board at least annually. Consideration will be given to:
  - (a) participate in the ongoing assessment of the health care needs of the Corporation's community and catchment area;
  - (b) assess the Corporation's role in meeting the needs of the community and catchment area, in relation to the provision of services and alignment of programs and resources in relation to other health-related providers;
  - (c) develop, evaluate, update and make recommendations to the Board on the Corporation's mission, vision and values, and role for its community and catchment area;
  - (d) develop, evaluate, update and make recommendations to the Board on Goals and Strategies which supports the operations in a manner that is aligned with the Mission/Vision/Values;

- (e) from time to time, evaluate, update and make recommendations to the Board on the organization's professional staffing requirements, after receiving input from the Medical Advisory Committee;
- (f) consider priorities for future capital expenditures and resources required to implement the strategic plan; and
- (g) perform such other duties as may be requested by the Board.

### ***8.3.8 Governance Committee***

#### ***8.3.8.1 Membership***

- (1) The Governance Committee shall consist of at least:
  - (a) the Chair,
  - (b) the Vice-Chair,
  - (c) the Chief Financial Officer; and
  - (d) three (3) other Directors.
- (2) The Chief Executive Officer shall attend meetings of the Governance Committee.

#### ***8.3.8.2 Functions***

- (1) The Governance Committee shall establish and recommend to the Board the following items, which are deemed essential as a framework for the governance activities of the Board;
  - (a) create the annual evaluation framework that will be utilized to measure the performance of the Chair;
  - (b) create the annual evaluation framework that will be utilized to measure the performance of the Board as a whole;
  - (c) develop the Board's Annual Work Plan;
  - (d) develop the Board's Annual Education Plan;
  - (e) perform an annual review of the Board's approved policies;
  - (f) perform an annual review of both the Corporate and Professional Staff By-laws. It is noted that the Chief of Staff shall also be engaged to review the Professional Staff By-laws, with sufficient input from the Medical Advisory Committee; and
  - (g) perform such other duties as may be requested by the Board.

### ***8.3.9 Fundraising Committee***

#### ***8.3.9.1 Membership***

- (1) The Fundraising Committee shall consist of at least:
  - (a) the Chair,
  - (b) the two (2) ex-officio Auxiliary Directors; and
  - (c) three (3) other Directors.
  
- (2) The Chief Executive Officer shall attend meetings of the Fundraising Committee.

#### ***8.3.9.2 Functions***

- (1) The Fundraising Committee shall establish and recommend to the Board such strategies and activities relevant to developing and obtaining sources of funds, so as to support major capital needs that relate to fulfilling the strategic goals of the organization. The functions shall:
  - (a) recommend fundraising mechanisms that are cooperative and aligned in partnership with the Hospital's two Auxiliaries;
  - (b) suggest tangible goals and targets (amounts and timelines) for possible fundraising campaigns;
  - (c) establish mechanisms for donor and volunteer recognition;
  - (d) develop strategies to incent regular, cyclical giving from donors;
  - (e) establish strategies to market the needs and efforts of the Hospital;
  - (f) recruit volunteers from outside of the membership of the Committee, as is needed to support the activities; and
  - (g) establish budget requirements to support proposed fundraising activities.

### ***8.3.10 Ethics Committee***

#### ***8.3.10.1 Membership***

- (1) The Ethics Committee shall consist of at least:
  - (a) the Chair;
  - (b) the Chief Executive Officer;
  - (c) Chief of Staff;
  - (d) Chief Nursing Officer;
  - (e) Chief Financial Officer;
  - (f) others as directed by the Committee to attend.



### **8.3.10.2 Functions**

- (1) The Ethics Committee shall establish and recommend to the Board such strategies and activities relevant to ethical issues that impact upon the Corporation. The functions shall include:
- (a) at least annually, review the Ethics Master Policy (ADM-08-01);
  - (b) review of any requests received for research that are beyond the normal parameters of decision making by Management;
  - (c) to act as the body responsible to guide the Board in difficult decision making, where conflicting opinions, values, principles, undue hardship, or harm may be perceived as having occurred, or may likely occur as a result of decisions reached by the Corporation;
  - (d) when appropriate, to utilize the Ethics Framework: Accountability for Reasonableness (A4R), which is described in the Ethics Master Policy (ADM-08-01); and
  - (e) to report such activities to the Board as a whole.

## **Article 9 - Officers**

### **9.1 Officers**

The officers of the Corporation shall include:

- (a) Chair of the Board;
- (b) Vice-Chair;
- (c) Treasurer;
- (d) Chief Executive Officer; and
- (e) Secretary;

The officers shall be elected or appointed by resolution of the Board at the first meeting of the Board following the annual meeting of Members at which the Directors are elected or at such other times when a vacancy shall occur. A person may hold more than one office. Ex-Officio Directors of the Board, other than the Chief Executive Officer, shall not be eligible for election to any position as an Officer of the Corporation. The Chief Executive Officer shall be the President of the Corporation and in addition is eligible to be elected to the positions of Treasurer and/or Secretary, but is not eligible to be elected as Chair or Vice-Chair.

## **9.2 Terms of Office**

Unless otherwise provided in this By-law, the officers of the Corporation shall hold office for one (1) year from the date of appointment or election or until their successors are elected or appointed in their stead and shall be eligible for reappointment. Officers shall be subject to removal by resolution of the Board at any time.

## **Article 10 - Duties of Officers**

### **10.1 Chair of the Board**

The Chair shall be elected by the Board from among the elected Directors. The Chair shall be elected annually and shall be eligible for re-election provided that no Director may serve as Chair for more than five (5) consecutive years, provided however that following a break in continuous service of at least one (1) year the same person may be re-elected:

The Chair shall,

- (a) preside at meetings of the Board or in his or her absence at any meeting the Vice-Chair shall preside thereat, or in the absence of both the Chair and the Vice-Chair, a Director appointed by the Directors at the meeting shall preside at that meeting;
- (b) report to each annual meeting of members of the Corporation concerning the management and operations of the Corporation;
- (c) report regularly and promptly to the Board issues that are relevant to their governance responsibilities;
- (d) ensure that the annual review of the Chief Executive Officer's performance and compensation is done in accordance with Board approved policy and any governing By-Laws;
- (e) represent and speak on behalf of the Corporation;
- (f) be an ex officio member of all committees of the Board with the exception of the Medical Advisory Committee;
- (g) preside at meetings of the Executive Committee;
- (h) appoint chairs and vice-chairs of Committees of the Board;
- (i) be responsible for the naming of Directors to committees not otherwise provided for in this By-law; and

- (j) perform such other duties as may from time to time be determined by the Board.

### ***10.2 Appointment of Vice-Chair, Treasurer and Secretary***

The *Corporations Act* requires the offices of President and Secretary, but no others. Manitoulin Health Centre has decided to utilize in addition to President and Secretary the offices of Vice-Chair and Treasurer. The Vice-Chair of the Corporation shall be elected from among the elected Directors. The Secretary and Treasurer need not be Directors.

The Board shall elect a Vice-Chair, a Treasurer, and a Secretary at the meeting held immediately following each annual meeting of the Corporation. The office of President shall be held by the Chief Executive Officer.

### ***10.3 Vice-Chair of the Board***

A Vice Chair shall, in the absence or disability of the Chair, perform the duties and exercise the powers of the Chair and shall perform such other duties as shall from time to time be assigned to the Vice-Chair by the Board.

### ***10.4 Chief Executive Officer***

The Chief Executive Officer shall be an ex-officio, non-voting Director, the President of the Corporation and the Administrator of the Hospital for the purposes of the *Public Hospitals Act*. Subject to the authority of the Board, the Chief Executive Officer shall be responsible for the administration, organization and management of the affairs of the Corporation. Further duties and responsibilities of the Chief Executive Officer that relate to the operation of the Hospital shall be determined by the employment contract between the Chief Executive Officer and the Corporation.

### ***10.5 Secretary***

The Secretary shall carry out, or cause to be carried out, the duties of the Secretary of the Corporation:

The Secretary shall,

- (a) be appointed by, and shall report to, the Board of Directors;
- (b) attend meetings of members, meetings of the Directors including closed sessions and meetings of the standing and special committees of the Board, except when excused by the Chair, and shall enter or cause to be entered in books kept for that purpose, minutes of all proceedings at such meetings and shall circulate or cause to be circulated, the minutes of all such meetings of standing

or special committees, to the members of such committees and the Board as applicable;

- (c) give all notices of all meetings of the Corporation, the Board and its committees;
- (d) attend to correspondence of the Board;
- (e) prepare all reports required under any applicable 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 *Public Hospitals Act* and all minutes, documents and records of the Board;
- (g) keep copies of all testamentary documents and trust instruments by which benefits are given to the use of the Corporation.
- (h) be the custodian of the seal of the Corporation; and
- (i) perform such other duties as may from time to time be determined by the Board.

### ***10.6 Treasurer***

The Treasurer shall oversee the management of the finances of the Corporation and shall report to the Board on such activities as required by the Board:

The Treasurer shall,

- (a) be appointed by, and report to, the Board of Directors;
- (b) ensure the management of the finances of the Corporation, and ensure that appropriate reporting mechanisms and control systems as established by the Board are in place, and monitor such mechanisms and systems for compliance;
- (c) ensure that systems for control for the care and custody of the funds and other financial assets of the Corporation and for making payments for all approved expenses incurred by the Corporation are in place, are functional and adequate and monitor for compliance with such systems;
- (d) ensure that appropriate banking resolutions and signing authority policies, as established by the Board, are in place and monitor for compliance with such resolutions and policies. Ensure that systems for control for regular review and revision as necessary of the banking resolutions and signing authority policies are in place,

- are adequate and functional and monitor for compliance with such resolutions and policies;
- (e) ensure that systems for control as established by the Board for the maintenance of books of account and accounting records required by the Public Hospital Act are in place, are functional and adequate and monitor for compliance with such resolutions and policies;
  - (f) review the financial results and the budget submitted to the Resource Committee by management and submit and recommend to the Board any changes to the budget;
  - (g) ensure the management of the investment policy, as established by the Board, and monitor for compliance with the policy;
  - (h) review financial reports and financial statements and submit same at meetings of the Board, indicating the financial position of the Corporation;
  - (i) review and submit to the Board for the approval, a financial statement for the past year;
  - (j) ensure systems as established by the Board for the preparation and submission to the Board of compliance certificates confirming that wages and source deductions have been accomplished, are in place, are functional and adequate and monitor for compliance with such systems;
  - (k) where there is concern with respect to any of the above, review the matter with the Chief Executive Officer and report to the Board the results of those deliberations; and
  - (l) perform such other duties as determined by the Board.

The Treasurer may delegate any of his or her duties that are appropriate and lawfully delegable, but remains responsible for the fulfillment of such duties.

## **Article 11 - Organization and Financial**

### ***11.1 Seal***

Until changed in accordance with the Act, the seal, an impression whereof is stamped in the margin hereof, shall be the seal of the Corporation. The Seal of the Corporation shall be in the possession of the Chief Executive Officer.

## ***11.2 Execution of Documents***

- (a) Deeds, transfers, assignments, contracts, agreements, mortgages, conveyances, obligations, certificates or any other instruments or documents requiring the signature of the Corporation, shall be signed by any one of the Chair, Vice Chair, Chief Financial Officer, or Chief Executive Officer and all instruments or documents so signed shall be binding upon the Corporation without any further authorization or formality.
- (b) Cheques, as issued by the Corporation in the course of normal business, shall be signed by any two (2) of the four (4) signing officers listed above.

## ***11.3 Banking Arrangements***

The banking business of the Corporation or any part thereof shall be transacted with such banks, trust companies or other financial institutions as the Board may, by resolution, from time to time determine.

## ***11.4 Financial Year***

Unless otherwise determined by the Board and subject to the *Public Hospitals Act*, the fiscal year end of the Corporation shall be the last day of March in each year.

## ***11.5 Appointment of Auditor***

The Members entitled to vote shall, at each annual meeting, appoint an auditor to audit the accounts of the Corporation and to report to the Members at the next annual meeting. The auditor shall hold office until the next annual meeting, provided that the Directors may fill any casual vacancy in the office of auditor. The remuneration of the auditor shall be fixed by the Board of Directors.

## ***11.6 Borrowing Power***

Without limiting the borrowing powers of the Corporation as set forth in the Act, the Board may from time to time, on behalf of the Corporation, without authorization of the Members:

- (a) borrow money on the credit of the Corporation;
- (b) issue, sell or pledge securities (including bonds, debentures, notes or other similar obligations, secured or unsecured) of the Corporation;  
or
- (c) charge, mortgage, hypothecate or pledge all or any of the real or personal property of the Corporation, including book debts and unpaid calls, rights and powers, franchises and undertakings, to

secure any securities or for any money borrowed, or other debt, or any other obligation or liability of the Corporation.

### ***11.7 Investments***

Subject to the Corporation's charter, the Board is authorized to make or receive any investments which the Board in its discretion considers advisable.

## **Article 12 - Books and Records**

### ***12.1 Books and Records***

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

## **Article 13 – Confidentiality**

### ***13.1 Confidentiality***

Every Director, officer, member of the Professional Staff, member of a committee of the Board, employee and agent of the Corporation shall respect the confidentiality of matters:

- (a) brought before the Board;
- (b) brought before any committee;
- (c) dealt with in the course of the employee's employment or agent's activities; or
- (d) dealt with in the course of the Professional Staff member's activities in connection with the Corporation.

### ***13.2 Board Spokesperson***

The Chair of the Board shall be primarily responsible for communication on behalf of the Board. In addition, upon consideration of a particular issue, the Board may give authority to one or more Directors, officers or employees of the Corporation to make statements to the news media or public about matters brought before the Board.

## **Article 14 - Professional Staff**

### ***14.1 Professional Staff***

There shall be a Professional Staff of the Hospital whose appointment and functions shall be as set out in the Professional Staff By-Laws. Physicians and other clinicians shall comprise the Professional Staff.

## **Article 15 - Matters Required by the *Public Hospitals Act***

### ***15.1 Committees and Programs Required by the Public Hospitals Act and the Excellent Care for All Act***

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

### ***15.2 Fiscal Advisory Committee***

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

### ***15.3 Chief Nursing Executive***

The Chief Executive Officer shall ensure the selection and appointment of a suitably skilled *Chief Nursing Executive*, who shall be known as the Chief Nursing Officer. (It is recognized that the Chief Nursing Executive may hold other Senior Management responsibilities and titles in addition to that of the Chief Nursing Officer ie. Vice-President Clinical Services.)

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

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



### ***15.5 Retention of Written Statements***

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

### ***15.6 Occupational Health and Safety Program***

- (a) Pursuant to the regulations under the *Public Hospitals Act*, there shall be an Occupational Health and Safety Program for the Corporation.
- (b) The program referred to in subsection 15.6(a) shall include procedures with respect to:
  - (i) a safe and healthy work environment in the Corporation;
  - (ii) the safe use of substances, equipment and medical devices in the Corporation;
  - (iii) safe and healthy work practices in the Corporation;
  - (iv) the prevention of accidents to persons on the premises of the Corporation; and
  - (v) the elimination of undue risks and the minimizing of hazards inherent in the Corporation environment.
- (c) The person designated by the Chief Executive Officer to be in charge of occupational health and safety in the Corporation shall be responsible to the Chief Executive Officer or delegate for the implementation of the Occupational Health and Safety Program.
- (d) The Chief Executive Officer shall report to the Board as necessary on matters in respect of the Occupational Health and Safety Program.

### ***15.7 Health Surveillance Program***

- (a) Pursuant to the regulations under the *Public Hospitals Act*, there shall be a Health Surveillance Program for the Corporation.
- (b) The program referred to in section 15.7(a) shall:
  - (i) be in respect of all persons carrying on activities in the Corporation, and
  - (ii) include a communicable disease surveillance program.

- (c) The person designated by the Chief Executive Officer to be in charge of health surveillance in the Corporation shall be responsible to the Chief Executive Officer or delegate for the implementation of the Health Surveillance Program.
- (d) The Chief Executive Officer shall report to the Board as necessary on matters in respect of the Health Surveillance Program.

### ***15.8 Organ Donation***

Pursuant to the regulations under the *Public Hospitals Act*, the Board shall approve procedures to encourage the donation of organs and tissues including:

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

## **Article 16 - Rules and Procedures**

### ***16.1 Rules of Order***

Any questions of procedure at or for any meetings of Members of the Corporation, or the Board, or the Professional Staff, or of any committee, which have not been provided for in this By-law or by the Act or by the *Public Hospitals Act* or regulations thereunder, or the Rules adopted from time to time by the Board or the Professional Staff Rules and Regulations, shall be determined by the chair of such meeting in accordance with *H.R. Nathan, Wainberg and Nathan's Company Meetings Including Rules of Order 5<sup>th</sup> ed, (Toronto: CCH Canadian, 1998)*.

### ***16.2 Rules***

The Board may, from time to time, make such Rules as it may deem necessary or desirable in connection with the management of the business and affairs of the Board and the conduct of the Directors and officers, provided however that any such Rule shall be consistent with the provision of this By-law.

## **Article 17 - Notices**

### ***17.1 Notice***

Whenever under the provisions of the by-laws of the Corporation notice is required to be given, unless otherwise provided such notice may be given in writing and delivered or sent by prepaid mail, by facsimile transmission or by electronic mail addressed to the Director, officer, member of a committee, Member or auditor at the postal address, the facsimile number or electronic mail address, as the case may be, as the same appears on the books of the Corporation.

If any notice is sent by prepaid mail, it shall, subject to the following paragraph, be conclusively deemed to have been received on the third (3rd) business day following the mailing thereof. If delivered, a notice shall be conclusively deemed to have been received at the time of delivery, or if sent by facsimile transmission or electronic mail, it shall be conclusively deemed to be received on the next business day after transmission.

Notwithstanding the foregoing provisions with respect to mailing, in the event that it may be reasonably anticipated that, due to any strike, lock out or similar event involving an interruption in postal service, any notice will not be received by the addressee by no later than the third (3rd) business day following the mailing thereof, then the mailing of any such notice as aforesaid shall not be an effective means of sending the same but rather any notice must then be sent by an alternative method which it may reasonably be anticipated will cause the notice to be received reasonably expeditiously by the addressee.

Any person entitled to receive any such notice may waive such notice either before or after the meeting to which such notice refers.

### ***17.2 Computation of Time***

In computing the date when notice must be given under any provision requiring a specified number of days' notice of any meeting or other event, the date of giving the notice shall be excluded and the date of the meeting or other event shall be included.

### ***17.3 Omissions and Errors***

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

#### ***17.4 Waiver of Notice***

Any Member, Director, officer, member of a committee or the auditor of the Corporation may waive any notice required to be given to him or her under any provision of the *Public Hospitals Act*, the Act or the Letters Patent or the by-laws of the Corporation, and such waiver, whether given before or after the meeting or other event of which notice is required to be given, shall cure any default in giving such notice. Attendance and participation at a meeting constitutes waiver of notice.

### **Article 18 - Amendment of By-laws**

#### ***18.1 Amendment***

Subject to applicable legislation, the provisions of the by-laws of the Corporation may be repealed or amended by by-law enacted by a majority resolution of the Directors at a meeting of the Board of Directors and sanctioned by at least a majority of the Members entitled to vote and voting at a meeting duly called for the purpose of considering the by-law changes.

#### ***18.2 Effect of Amendment***

Subject to the Act and to section 18.3 below, a by-law or an amendment to a by-law 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.

#### ***18.3 Member Approval***

A by-law or an amendment to a by-law passed by the Board shall be presented for confirmation at the next annual meeting or to a general meeting of the Members of the Corporation called for that purpose. The notice of such annual meeting or general meeting shall refer to the by-law or amendment to be presented.

The Members entitled to vote at the annual meeting or at a general meeting may confirm the by-law as presented or reject or amend it, and if rejected, it thereupon ceases to have effect and if amended, it takes effect as amended. In any case of rejection, amendment, or refusal to approve the by-law or part of the by-law in force and effect in accordance with any part of this section, no act done or right acquired under any such by-law is prejudicially affected by any such rejection, amendment or refusal to approve.

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

Prior to submitting all or any part of the Professional Staff By-laws to the process established in sections 18.1 and 18.3, the procedures set out in the Professional Staff By-laws shall be followed.