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**ADMINISTRATIVE BY-LAWS**

**OF**

**LAKERIDGE HEALTH**

Passed by the Trustees on June 14, 2007

Confirmed by the Members on June 28, 2007

Passed by the Trustees on May 14, 2009 and June 11, 2009

Confirmed by the Members on July 9, 2009

Passed by the Trustees on June 17, 2010

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**PART 1**  
**ADMINISTRATIVE BY-LAWS**  
**OF**  
**LAKERIDGE HEALTH**

**WHEREAS** the Corporation has adopted a statement of vision, mission and core values to guide its future development;

**AND WHEREAS** the By-laws of the Corporation are intended to reflect such vision, mission and core values;

**NOW THEREFORE** the following is adopted and enacted as Part 1 of the By-laws of the Corporation, being the Administrative By-laws of the Corporation.

**SECTION 1 — INTERPRETATION**

**1.1 Definitions**

In these By-laws:

- (1) **Act** means the *Public Hospitals Act* and the *Corporations Act* (Ontario) and, where the context requires, includes the regulations made thereunder, as amended from time to time.
- (2) **Associated Organization** means all registered members of: (i) Volunteer Resources; (ii) the auxiliaries; (iii) committees or panels which act in an advisory capacity to the Hospital and Board; and (iv) the foundations, all of which are related to the Corporation.
- (3) **Board** means the governing body of the Corporation, being its Board of Trustees.
- (4) **Chair** means the Chair of the Board.
- (5) **Chief Executive Officer** means the President and Chief Executive Officer of the Corporation.
- (6) **Chief of Staff** means a member of the Medical Staff appointed by the Board to be responsible to the Board for the quality of professional care rendered in the Hospital.
- (7) **Corporation** means Lakeridge Health, with its head office at 850 Champlain Avenue, Unit #1, Oshawa, Ontario, L1J 8R2.

- (8) ***Ex-officio*** means membership by virtue of holding the office and includes all rights, responsibilities and power to vote except where otherwise specifically provided in these By-laws.
- (9) ***Family Member*** means the spouse, parent, child, brother or sister of any person, and the spouse of any such parent, child, brother or sister, and includes the Partner of any person, as hereinafter defined.
- (10) ***Honorary Member*** means an Honorary Member of the Corporation elected in accordance with these By-laws.
- (11) ***Hospital*** means Lakeridge Health.
- (12) ***Hospital Management Regulation*** means Hospital Management Regulation 965 enacted pursuant to the *Public Hospitals Act* as amended from time to time.
- (13) ***Human Resources Plan*** means a medical, dental, midwifery and extended class nursing human resources plan that will reflect the vision, mission, core values and strategic plan of the Corporation.
- (14) ***MAC*** means the Medical Advisory Committee of the Hospital prescribed by the *Public Hospitals Act* as further described in the Hospital's Privileged Staff By-laws.
- (15) ***Medical Staff*** means those physicians who are qualified to practice medicine and licensed pursuant to the laws of Ontario and to whom the Board has granted the privilege of attending patients in the Hospital.
- (16) ***Member*** means a Member of the Corporation and does not include an Honorary Member.
- (17) ***MSA*** means the Medical Staff Association of the Hospital as prescribed by the *Public Hospitals Act*, being the organized body of voting members of the Medical Staff of the Hospital, as described further in the Hospital's Privileged Staff By-laws.
- (18) ***Nurse*** means a holder of a current certificate of competence as a registered nurse issued in Ontario.
- (19) ***Partner*** means one of two persons who have lived together for at least one year and have a close personal relationship that is of primary importance in both persons' lives.
- (20) ***Past Chair of the Board*** means the individual immediately preceding the current Chair of the Board.
- (21) ***Privileged Staff*** means those physicians, dentists, midwives and nurse practitioners to which the Board has granted the privilege of attending patients in the Hospital.
- (22) ***Public Hospitals Act*** means the *Public Hospitals Act* (Ontario) and, where the context requires, includes the regulations made thereunder, as amended from time to time.

- (23) **Region** and **Regional** means the Regional Municipality of Durham.
- (24) **Rules and Regulations** means policies and procedures governing the practice of medicine, dentistry, midwifery and extended class nursing in the Hospital generally, or in a particular Department, Division, Service or Program of the Hospital, which have been established by the Privileged Staff as a whole or by a Department, Division, Service or Program, and approved by the Board on the recommendation of the MAC.
- (25) **Senior Responsible Physician** means the physician designated to be responsible for any Site or for any Department, Division, Service or Program that may be established by the Hospital from time to time, as further described in the Hospital's Privileged Staff By-laws.
- (26) **Standing Committee** means a Standing Committee of the Board.
- (27) **Trustee** means a member of the Board.
- (28) **Vice-Chair** means a/the Vice-Chair of the Board.

## **1.2 Repeal and Replacement of By-laws**

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

## **1.3 Number and Gender**

In these By-laws and in all other By-laws of the Corporation hereafter passed unless the context otherwise requires, words importing the singular include the plural and vice versa, words importing gender include all genders and references to persons shall include references to associations and corporations.

## **SECTION 2 — THE CORPORATION**

### **2.1 General Members of the Corporation**

- (1) General membership in the Corporation shall be limited to persons interested in furthering the Corporation's objects, vision, mission and core values and shall consist of any person whose application for admission as a Member, in the form prescribed by the Board, has been approved by a resolution of the Board.
- (2) All Trustees shall be appointed as Members of the Corporation.
- (3) All Associated Organizations of the Corporation who are registered with their applicable Associated Organization shall be appointed as Members of the Corporation.
- (4) All individuals who have made a contribution to the Corporation or to a participating foundation which is related to the Corporation in an amount which is determined by the Board from time to time shall be appointed as Members of the Corporation provided that such

contribution be made between April 1 and March 31 in the year prior to the fiscal year in which membership is to be granted and provided that the individual(s) has/ have not withdrawn consent in writing to become Members of the Corporation.

(5) Applicants for general membership in the Corporation shall:

- (a) be eighteen (18) years of age or more; and
- (b) pay an annual fee in an amount to be determined from time to time by resolution of the Board.

(6) General membership in the Corporation shall be effective for one year, from April 1 to the following March 31.

(7) Applications of associations or corporations for general membership shall be submitted to and received by the Secretary of the Corporation at least sixty (60) days before the end of the Corporation's fiscal year, March 31st. Where an association or corporation is accepted as a Member, the presiding officer of the association or corporation shall be entitled to vote on behalf of such Member.

(8) The Board may, by at least two-thirds (2/3) of the votes cast at a meeting of the Board, pass a resolution to remove a Member from the membership of the Corporation, and at that time, the interest of such Member in the Corporation shall cease to exist.

## **2.2 Honorary Members of the Corporation**

(1) The Board may from time to time elect any person to hold the position of Honorary Member for such length of time as the Board may designate.

(2) Honorary Members shall be eligible to attend meetings of the Corporation but shall not be eligible to vote, and the designation of Honorary Member will not confer upon the designate the capacity or status of a Member.

## **2.3 Annual Meeting of the Corporation**

(1) The annual meeting of the Corporation shall be held in June in each year, at a date and time fixed by the Board.

(2) Notice of the annual meeting of the Corporation shall be given by prepaid mail, facsimile transmission, or electronic transmission at least thirty (30) days in advance of the meeting or by publication once a week for four (4) successive weeks next preceding the meeting in a newspaper circulated in the Region.

## **2.4 Business at the Annual Meeting**

(1) The business transacted at the annual meeting of the Corporation shall be as determined by the laws of the Province of Ontario, by these By-laws and, from time to time, by the Board.

## **2.5 Special Meetings of the Corporation**

- (1) The Chair may call a special meeting of the Corporation.
- (2) In accordance with the *Act*, if ten percent (10%) of the Members so request in writing, the Secretary of the Corporation shall call a special meeting of the Corporation.
- (3) Notice of a special meeting shall be given in the same manner as notice is given for an annual meeting of the Corporation.
- (4) The notice of a special meeting shall state the purpose for which it is called.

## **2.6 Quorum for Meeting of the Corporation**

Twenty-five (25) of the voting Members present at an annual or special meeting of the Corporation shall constitute a quorum.

## **2.7 Adjourned Meeting**

- (1) 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.
- (2) At least three (3) days' notice of the adjourned meeting shall be given by publication in a newspaper circulated in the Region.

## **2.8 Chair**

The chair of a meeting of the Corporation shall be:

- (1) the Chair;
- (2) the first Vice-Chair, if the Chair is absent; or
- (3) a chair of a committee of the Board elected by the Members present if the Chair and Vice-Chairs are absent.

## **2.9 Fiscal Year of the Corporation**

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



## **SECTION 3 — BOARD OF TRUSTEES**

### **3.1 Composition of Board of Trustees**

(1) The Board consists of a minimum of 12 and a maximum of 16 elected Trustees for such terms as are indicated by this By-law.

(2) The Board shall continue to include seven (7) *ex officio* Trustees, being:

- (a) the Chief Executive Officer;
- (b) the Chief Nursing Executive;
- (c) the President of the MSA;
- (d) the Vice-President of the MSA;
- (e) the Chief of Staff;
- (f) a representative of the auxiliary/volunteer associations of the Hospital who shall be approved by the Board; and
- (g) one representative from a Foundation who shall be approved by the Board,

who shall hold office until their successors are appointed. The Chief Executive Officer, President of the MSA, Vice-President of the MSA; Chief Nursing Executive, Chief of Staff and any employees who serve on the Board shall be non-voting Trustees.

### **3.2 Qualifications of Trustees**

(1) No member of the Privileged Staff of the Hospital, no employee of the Corporation and no Family Member of such persons shall be eligible for election or appointment to the Board, except as otherwise provided in this By-law.

(2) No person shall be qualified for election as a Trustee if he or she is less than 18 years of age.

### **3.3 Nomination for Election of Trustees**

(1) Elected Trustees shall be elected and retired in rotation by the Members at the annual meetings of the Corporation.

(2) Nominations for election as Trustee at an annual meeting of the Corporation shall be made only by the Governance Committee, in accordance with its Terms of Reference, or by Members of the Corporation, provided that each nomination by Members is:

- (a) in writing and signed by at least two (2) Members;

- (b) accompanied by a written declaration signed by the nominee that he or she will serve as Trustee in accordance with the By-laws if elected; and
- (c) submitted to and received by the Secretary of the Corporation at least forty-five (45) days before the date of the annual meeting.

### **3.4 Term**

Each Trustee will hold office for a term of three (3) years and, upon meeting criteria established by the Board, shall have the opportunity to be eligible for two further terms of three (3) years each. No person shall be elected a Trustee for more terms than will constitute nine consecutive years of service on the Board. An exception will be made if the term of office of the Chair exceeds nine (9) years. A further exception will be made for a Board Chair who has reached nine (9) years of service so that he/she may serve one (1) additional year on the Board in the capacity as immediate Past Chair of the Board.

### **3.5 Vacancy**

- (1) The office of an elected or *ex-officio* Trustee shall automatically be vacated:
  - (a) if the Trustee 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;
  - (b) if a Trustee fails to attend three (3) consecutive meetings of the Board or if a Trustee fails to attend one-third of the meetings of the Board in any calendar year, or does not meet the responsibilities of Individual Trustees as set out in Schedule "A" provided that such Trustee shall have the right of appeal to the full Board and, on successful appeal to the full Board, such Trustee shall be reinstated;
  - (c) if, at a special meeting of the Board, a resolution is passed by at least two-thirds of the votes cast by the Trustees present at the special meeting, removing the Trustee before the expiration of the Trustee's term, provided that the Trustee shall be granted the opportunity to be heard at such meeting;
  - (d) if a resolution is passed by at least two-thirds of the votes cast by the Trustees present at a meeting of the Trustees, removing the Trustee before the expiration of the Trustee's term, where the Trustee fails to disclose his/her conflict of interest in accordance with section 3.9(5) herein. The Trustee shall be granted the opportunity to be heard at the meeting of the Board;
  - (e) if a resolution is passed by at least two-thirds of the votes cast by the Trustees present at a meeting of the Trustees, to remove a Trustee before the expiration of his/her term where the Trustee is determined by the Board to not be acting in the best interests of the Corporation which shall include but not be limited to breaching the Board's policies, mission, vision, values and the Code of Ethics. In

the event that an ex officio Trustee is removed pursuant to this subsection, the representative body which he/she represents shall name another representative or

(f) if the Trustee dies.

(2) If a vacancy occurs for any reason among the elected Trustees, such vacancy may be filled by an eligible person elected by the Board to serve until the next annual meeting.

(3) At the next annual meeting of the Corporation, in addition to the election of Trustees to fill the vacancies caused by the expiry of Trustees' terms, the Members shall elect an additional Trustee to fill the unexpired term created by any vacancy referred to in subsection (2).

### **3.6 Principles of Governance**

The Board shall be bound by the Principles of Governance, attached hereto as Schedule "A", as amended by the Board from time to time.

### **3.7 Responsibilities of the Board**

The Board shall govern and supervise the management of the affairs of the Corporation and, without limiting the generality of the foregoing, shall fulfil the Responsibilities of the Board set out in Schedule "A" hereto, as amended by the Board from time to time.

### **3.8 Responsibilities of Individual Trustees**

In contributing to the achievement of the responsibilities of the Board as a whole, each Trustee shall fulfil the Responsibilities of Individual Trustees set out in Schedule "A" hereto, as amended by the Board from time to time.

### **3.9 Conflict of Interest**

(1) Every Trustee who is in any way directly or indirectly interested in a proposed or current contract, transaction, matter or decision of the Corporation, including a proposed consulting contract with a Family Member of the Trustee, and every Trustee whose Family Member is acting as a consultant to the Corporation, shall disclose the nature and extent of his or her interest at a meeting of the Trustees.

(2) In the case of a proposed contract, transaction, matter or decision, the disclosure referred to in subsection (1) above shall be made at the meeting of the Trustees at which the contract, transaction, matter or decision is first taken into consideration or, if the Trustee is not at the date of that meeting interested in the proposed contract, transaction, matter or decision at the next meeting of the Trustees held after he or she becomes so interested, and, in a case where the Trustee becomes interested in a contract, transaction, matter or decision after it is made, the disclosure shall be made at the first meeting of the Trustees held after he or she becomes so interested.

(3) A general notice given to the Trustees by a Trustee to the effect that he or she is to be regarded as interested in any proposed or current contract, transaction, matter or decision, shall be deemed to be sufficient disclosure of interest in relation to a contract, transaction, matter or decision so made, but no such notice is effective until it is given at a meeting of the Trustees or the Trustee takes reasonable steps to ensure that it is brought up and read at the next meeting of the Trustees after it is given. Every declaration of a conflict of interest and the general nature thereof shall be recorded in the minutes by the Board.

(4) After making such disclosure, no interested Trustee 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 Trustee be counted in any required quorum with respect to the vote.

(5) If the Trustee fails to disclose his or her conflict of interest, as required by this By-law, this failure may be considered grounds for termination of his or her position as a Trustee.

(6) If a Trustee has disclosed his or her interest in a proposed contract, transaction, matter or decision in compliance with the provisions of this section and has not voted in respect of the contract, transaction, matter or decision the Trustee is not accountable to the Corporation or to any of its Members or creditors for any profit realized from the contract, transaction, matter or decision and the contract is not voidable by reason only of the Trustee holding that office or the fiduciary relationship thereby established.

(7) Despite anything to the contrary in this section, a Trustee is not accountable to the Corporation or to any of its Members or creditors for any profit realized from such contract, transaction, matter or decision and the contract is not by reason only of the Trustee's interest therein voidable if it is confirmed by the majority of the votes cast at a general meeting of the Members duly called for that purpose and if the Trustee's interest in the contract, transaction, matter or decision is declared in the notice calling the meeting.

(8) Neither Trustees nor their Family Members shall enter into any proposed contract, transaction, matter or decision with the Corporation, unless:

- (a) they enter a competitive bid in writing; and
- (b) the Trustee has, in accordance with the foregoing provisions, declared his or her interest in the contract or transaction and refrained from voting on the matter.

(9) If a Trustee believes that any other Trustee has a conflict of interest with respect to any contract, transaction, matter or decision, the Trustee shall raise his or her concern, have it recorded in the minutes, and the Trustee with the alleged conflict of interest shall have the right to address the Board with respect to the allegation. Thereafter, at the request of the Trustee who raised the concern, the Board, after the Trustee alleged to have a conflict of interest has absented himself or herself from the room, shall vote on whether he or she 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 Trustee shall absent himself or herself during any subsequent discussion or voting process

relating to or pertaining to the conflict. The question of whether or not a Trustee has a conflict of interest shall be determined by a simple majority of the Board and shall be final.

(10) Where the number of Trustees who, by reason of the provisions of this section, are prohibited from participating in a meeting is such that at that meeting the remaining Trustees are not of sufficient number to constitute a quorum, then, notwithstanding any other provision in these By-laws, the remaining number of Trustees shall be deemed to constitute a quorum, provided such number is not less than three (3).

(11) Where, in the circumstances mentioned above, the remaining number of Trustees who are not prohibited from participating in the meeting is less than three (3), the Chair 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.

(12) The Court may, on an application brought under Section 3.9(11) above, by order, declare that this section does not apply to the Board, as the case may be, in respect of the matter in relation to which the application is brought, and the Board thereupon may give consideration to, discuss and vote on the matter in the same manner as though none of the Trustees had any interest therein, subject only to such conditions and directions as the Court may order.

### **3.10 Confidentiality and Public Relations**

(1) Every Trustee, officer, member of the Privileged Staff, employee of the Corporation and member of a committee appointed or authorized by the Board shall sign a document stating that they shall respect the confidentiality of matters brought before the Board or before any committee of the Board, or coming to his or her attention in the course of his or her duties.

(2) The Chair of the Board is responsible for Board communication and may delegate authority to one or more Trustees, officers or employees of the Corporation to make statements to the news media on matters concerning the public brought before the Board.

### **3.11 Regular Meetings of the Board**

(1) The Board shall meet at such place, and at such time and day, as the Board may from time to time determine.

(2) The Secretary shall give notice of the meeting to the Trustees. If notice is to be given it shall be delivered, faxed, e-mailed or telephoned to each Trustee at least forty-eight (48) hours in advance of the meeting or shall be mailed to each Trustee at least seven (7) days in advance of the meeting.

(3) There shall be at least eight (8) regular meetings of the Board per annum.

(4) A meeting of the Board may be held without notice, immediately following the annual meeting of the Corporation.

(5) All regular meetings of the Board shall be open to the public subject to Board policy regarding closed meetings.

(6) The Board may in its discretion and without notice hold all or part of any regular or special Board meeting *in camera*. The Board may, in its discretion, invite non-board members to make a presentation to the Board at any meeting held *in camera*.

### **3.12 Special Meetings of the Board**

(1) The Chair may call special meetings of the Board.

(2) If three (3) Trustees so request in writing, the Secretary of the Corporation shall call a special meeting of the Board.

(3) Notice of a special meeting of the Board shall be given either by delivery, fax, e-mail or telephone at least twenty-four (24) hours in advance of the meeting or by prepaid mail at least forty-eight (48) hours in advance of the meeting. The notice of a special meeting shall state the purpose for which it is called.

### **3.13 Quorum at Meetings of the Board**

(1) A quorum for the transaction of business at any meeting of the Board shall consist of a majority of the Trustees on the Board.

(2) If within one-half (1/2) hour after the time appointed for a meeting of the Board, a quorum is not present, the meeting shall stand adjourned until the same day in the following week at the same hour and place, or if such day shall be a holiday, on the next day following such date. The Secretary shall send notice of such adjourned meeting to each of the Trustees at least forty-eight (48) hours prior to the meeting.

### **3.14 Meeting Chair**

The Chair of a meeting of the Board shall be:

(1) the Chair;

(2) the first Vice-Chair if the Chair is absent;

(3) the second Vice-Chair if the Chair and first Vice-Chair are absent; or

(4) a Trustee elected by the Trustees present if the Chair and Vice-Chairs are absent.

### **3.15 Indemnities to Trustees and Officers**

(1) Every Trustee or Officer of the Corporation or other person who has undertaken or is about to undertake any liability on behalf of the Corporation and his or her heirs, executors and administrators, and estates and effects, respectively, may, with the consent of the Corporation,

given at any meeting of the Members, 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 that he, she or it sustains or incurs in or about any action, suit or proceeding that is brought, commenced or prosecuted against him, her or it for or in respect of any act, deed, matter or thing whatsoever, made, done or permitted by him, her or it in or about the execution of the duties of his, her or its office; and
- (b) all other costs, charges and expenses that he, she or it sustains or incurs in or about or in relation to the affairs thereof;

except such costs, charges or expenses as are occasioned by his, her or its own wilful neglect or default or by his, her or its dishonest, fraudulent or criminal act.

The indemnity provided for in the preceding section:

- (c) shall not apply to any liability which a Trustee or officer of the Corporation may sustain or incur as the result of any act or omission as a member of the Privileged Staff of the Corporation;
- (d) shall be applicable only if the Trustee 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.

## **SECTION 4 — PROCEDURES FOR MEETINGS**

### **4.1 Procedures for Meetings of the Corporation, the Board and of Standing Committees**

- (1) The statutory declaration of the Secretary or Chair that notice has been given pursuant to this By-law shall be sufficient and conclusive evidence of the giving of such notice.
- (2) No error or omission in giving notice of a meeting of Members, Trustees or committee members shall invalidate such meeting or invalidate or make void any proceedings taken or had at any such meeting. Any Member, Trustee or committee member, as the case may be, may at any time waive notice of any such meeting and may ratify and approve any or all proceedings taken or had thereat. For the purpose of sending notice to any Member, Trustee, committee member or officer for any meeting or otherwise, the address of any such person shall be his or her last address recorded on the books of the Corporation.
- (3) Any officer of the Corporation shall cease to hold office and any member of any committee shall cease to be a member of that committee upon resolution of the Board.

- (4) Minutes shall be kept for all meetings of the Corporation, the Board and all meetings of all committees.
- (5) Unless expressly prohibited by the By-laws or rules and policies of the Corporation, any Trustee, Member, officer, Privileged Staff member or employee, as the context requires, may participate in a meeting of the Board or of a committee of the Board by means of telephone conference or electronic or other communication methods in accordance with Board policy and a person participating in such a meeting by such means is deemed, for the purposes of the Act and this By-law, to be present at the meeting.
- (6) A by-law or resolution in writing signed by all the Members or Trustees entitled to vote on that by-law or resolution at a meeting of Members or Trustees, respectively, is as valid as if it had been passed at a meeting of Members or Trustees, respectively.
- (7) Subject to Section 4.1(5), business arising at any meeting of the Corporation, the Board or any committee established pursuant to this By-law shall be decided by a majority of votes, unless otherwise required by statute provided that:
- (a) except as provided in this By-law each Member, Trustee and committee member shall be entitled to one (1) vote at any meeting of the Corporation, Board or Standing Committee, respectively;
  - (b) 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;
  - (c) votes shall be taken in the usual way, by show of hands, among all Members, Trustees and committee members present and, in the event of a tie, the motion is lost;
  - (d) the Chair shall have one original vote but shall not have a second vote and, in the event of a tie, the motion is lost;
  - (e) an abstention shall not be considered a vote cast;
  - (f) votes shall be taken by written ballot if so demanded by any voting member present; and
  - (g) a declaration by the Chair that a resolution, vote or motion has been carried and an entry to that effect in the minutes shall be admissible in evidence as *prima facie* proof of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution, vote or motion.



(8) Any questions of procedure at or for any meetings of the Corporation, of the Board, of the MSA, or of any committee, which have not been provided for in these By-laws or by the *Act* shall be determined by the Chair in accordance with an acceptable procedural text.

## **SECTION 5 — OFFICERS**

### **5.1 Officers**

(1) The following shall be officers of the Corporation:

- (a) Chair;
- (b) first and second Vice-Chairs;
- (c) Chief Executive Officer;
- (d) Treasurer; and the
- (e) Past Chair of the Board.

(2) The Board shall elect a Chair of the Board from among themselves, at the meeting immediately following each annual meeting of the Corporation.

(3) The Board shall elect from among themselves a Vice-Chair of the Board, a Treasurer and appoint a Secretary at the meeting immediately following each annual meeting of the Corporation.

(4) The term of the Chair shall be two (2) years, renewable once.

(5) The term of the first Vice-Chair shall be two (2) years, renewable once. The term of the second Vice-Chair shall be one (1) year, renewable three times.

(6) The term of the Treasurer shall be two (2) years, renewable once.

(7) The term of the Past Chair of the Board shall cease when the current Chair moves into the Past Chair's role. Under various circumstances, there may be no Past Chair.

(8) No person may serve as Chair, Vice-Chair or Treasurer for more than four (4) consecutive years, provided, however, that following an interval in his or her continuous service as such officer of at least two (2) years, the same person may be re-elected or reappointed for such office for one (1) further term.

(9) Notwithstanding Section 3.4, the Chair, if elected while in service as a Trustee, may continue to serve as Trustee until his or her term as Chair expires.

## **5.2 Chair - Duties**

The Chair shall:

- (a) preside at all meetings of the Board;
- (b) provide general leadership to the Board, including the development of future leadership;
- (c) report to each annual meeting of Members of the Corporation concerning the management and operations of the Corporation;
- (d) serve as an *ex-officio* member on all Standings Committees of the Board with voting rights to be determined by the Board;
- (e) represent the Corporation at public or official functions;
- (f) liaise with the Chief Executive Officer/President, and
- (g) perform such other duties as may from time to time be determined by the Board.

## **5.3 Vice Chair - Duties**

The first and second Vice-Chairs shall have all the powers and perform all the duties of the Chair in the absence or disability of the Chair and shall perform any other duties as may be assigned by the Chair or the Board, from time to time.

## **5.4 Past Chair - Duties**

The current Past Chair shall:

- (a) **(left intentionally blank)**
- (b) be an Officer of the Corporation; and
- (c) perform other duties as may from time to time be determined by the Board.

## **5.5 Chief Executive Officer - Duties**

(1) The Chief Executive Officer shall be appointed pursuant to the Chief Executive Officer Appointment Policy.

(2) The Chief Executive Officer shall perform such duties as may be set out in a position description approved and/or amended by the Board. Without limiting the generality of the foregoing, the Chief Executive Officer shall:

- (a) be responsible to the Board for the general administration, organization and management of the Corporation in accordance with policies established by the Board and subject to direction of the Board, ensure compliance with applicable legislation and with the By-laws of the Hospital;
- (b) attend all meetings of the Board and of its committees. Where the Chief Executive Officer is unable to attend such meetings, he or she shall assign a designate to attend;
- (c) establish an organizational structure to ensure accountability of all departments, divisions, services, programs and staff for fulfilling the vision, mission, core values and strategic plan of the Hospital;
- (d) develop, recommend and foster the values, culture and philosophy of the Corporation;
- (e) provide leadership in support of the Board's responsibility to periodically evaluate the vision, mission, core values and strategic plan of the Hospital;
- (f) ensure appropriate systems and structures are in place for effective management and control of the Hospital and its resources, including the employment, development, control, direction and discharge of all employees of the Hospital;
- (g) ensure effective human resources and strategic planning and identify resource implications;
- (h) represent the Hospital externally to the community, government, media and other organizations and agencies;
- (i) ensure that an annual operating plan is presented to the Board for approval, that resource use accountability mechanisms are in place to monitor performance and adjust operations to meet plan objectives;
- (j) recommend and maintain partnerships with key hospitals, academic institutions and agencies, communicate with them to promote co-ordination and planning of local health care services, and regularly assess each of them to ensure they continue to meet their intended objectives;
- (k) report to the Chief of Staff, chair of the MAC and to the Board, if necessary on the following:
  - (i) any failure of any member of the Privileged Staff to act in accordance with any statute law or regulation thereunder, the Hospital's By-laws and Rules and Regulations;

- (ii) any belief that a member of the Privileged Staff is unable to perform his/her professional duties with respect to a patient in the Hospital;
- (iii) any patient who does not appear to be receiving the most appropriate treatment and care or who is not being visited frequently enough by the attending member of the Privileged Staff;
- (iv) any other matter about which they should have knowledge;
- (l) attend meetings of the MAC and speak, without a vote;
- (m) collaborate with the MAC in the provision of quality patient care, without a vote;
- (n) be responsible to the Board for taking such action as considered necessary to ensure compliance with applicable legislation and the By-laws;
- (o) serve as an *ex-officio* member of the Board on all Standing Committees of the Board with voting rights to be determined by the Board; and
- (p) perform the duties of the Secretary of the Corporation
- (q) perform such other duties as directed from time to time by the Board.

#### **5.6 Treasurer - Duties**

- (1) The Treasurer of the Corporation shall:
  - (a) cause to be kept proper books of account and accounting records of the Corporation in compliance with the provisions of the *Act*;
  - (b) cause a financial statement to be prepared monthly and reported to the Board indicating the financial position of the Hospital at the close of the preceding period;
  - (c) cause the annual accounts to be audited and cause to be prepared financial statements and an auditor's report as prescribed by law; and
  - (d) perform such other duties as may be established from time to time by resolution of the Board.

#### **5.7 Secretary – Duties**

- (1) The Secretary shall:
  - (a) cause to be kept a record of the minutes of all Corporation, Board and committee meetings;

- (b) cause to be prepared all reports required under any applicable legislation of the Province of Ontario;
- (c) cause all minute books, documents and registers of the Corporation required to be kept in accordance with the provisions of the *Act*;
- (d) cause to be kept copies of all testamentary documents and trust instruments by which benefits are given, bequeathed or devised to or to the use of the Corporation and provide information respecting same to the Office of the Public Guardian and Trustee as required by the *Charities Accounting Act* (Ontario); and
- (e) perform such other duties as the Board may direct.

## **SECTION 6 — COMMITTEES OF THE BOARD**

### **6.1 Committees of the Board**

- (1) At the first meeting of the Board following the annual meeting, the Board shall establish the following Standing Committees:
  - (a) the Medical Advisory Committee; and
  - (b) such other Standing Committees as the Board may from time to time deem necessary for the operation of the Corporation.
- (2) left intentionally blank
- (3) The Board shall appoint annually the chairs and members of the Standing Committees, and determine the composition and terms of reference of the Standing Committees.
- (4) The Board shall establish such further and other committees as may be necessary to comply with the requirements of the *Public Hospitals Act* such as a Fiscal Advisory Committee.
- (5) The Board may, at any time, establish such other committees as it determines are necessary for the execution of the Board's responsibilities. The Board shall prescribe the composition and terms of reference for any such committees and may dissolve any such committee by resolution at any time.
- (6) The Board may at any meeting, by resolution, appoint any task force, name the Chair of the task force, approve terms of reference and work plans for any task force and/or dissolve any task force.
- (7) Any Standing Committee, other than the Medical Advisory Committee, with the approval of the Board, may at its discretion add additional voting members to its membership who are not Trustees.

(8) With the exception of the MAC, if a voting member of any Standing Committee, fails to attend three (3) consecutive meetings of the Standing Committee or one-third of the meetings of the Standing Committee in any calendar year, such voting member's membership on the Standing Committee shall be automatically terminated, provided that such member shall have the right of appeal to the full Standing Committee and, on successful appeal, shall be reinstated to the Standing Committee.

## **6.2 (left intentionally blank)**

## **6.3 Procedures for Standing Committee Meetings**

(1) With the exception of the MAC, Standing Committee meetings shall be held at the call of the Chair, the Chair of the particular Standing Committee, or at the request of any two (2) members of the Standing Committee.

(2) Minutes shall be kept for all Standing Committee meetings, and each Standing Committee shall report regularly to the Board.

(3) Guests may attend Standing Committee meetings at the invitation of the Chair of the particular Standing Committee.

(4) With the exception of the MAC, business arising at any Standing Committee meeting shall be decided by the procedures set out in Section 4.

## **6.4 Quorum for Committee Meetings**

(1) With the exception of the MAC, a quorum for any Standing Committee meeting shall be a majority of the Board and community members elected to be voting members of the Standing Committee.

## **6.5 Medical Advisory Committee**

The composition and terms of reference of the MAC, and provisions relating to its procedures, quorum and other matters shall be set out in the Hospital's Privileged Staff By-laws.

## **SECTION 7 — FINANCE**

### **7.1 Bonding**

(1) Such Trustees, 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.

(2) At the discretion of the Board, the requirements of subsection (1) 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.

(3) The Corporation shall pay the expenses of any fidelity bond secured under this section.

## **7.2 Banking and Borrowing**

(1) The Corporation, with Board approval, may from time to time:

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

(2) Any officer of the Corporation or any employee as may from time to time be designated by the Board, is hereby authorized or may be authorized on behalf of the Corporation:

- (a) to negotiate with, deposit with, endorse or transfer to a chartered bank or trust company, but only for the credit of the Corporation, all or any bills of exchange, promissory notes, cheques or orders for the payment of money and other negotiable paper;
- (b) from time to time to arrange, settle, balance and certify all books and accounts between the Corporation and the Corporation's bank or trust company;
- (c) to receive all paid cheques and vouchers; and
- (d) to sign the bank's or trust company's form of settlement of balances and release.

## **7.3 Investments**

The Board may invest and re-invest funds of the Corporation in such manner as determined by the Board, and shall not be limited to investments authorized by law for trustees under the *Trustee Act* (Ontario), provided such investments are reasonable, prudent and sagacious in the circumstances and do not constitute, either directly or indirectly, a conflict of interest.

#### **7.4 Deposit of Monies, Bonds or Other Securities for Safekeeping**

The monies, bonds or other securities of the Corporation shall be deposited for safekeeping with one or more bankers, trust companies or other financial institutions to be selected by the Board. Any and all monies, bonds or other securities so deposited may be withdrawn, from time to time, only upon the written order of the Corporation signed by such officer or officers, agent or agents of the Corporation, and in such manner, as shall from time to time be determined by resolution of the Board and such authority may be general or limited to specific instances.

#### **7.5 Retention of Written Statements**

The Chief Executive Officer shall cause to be retained for at least twenty-five (25) years all written statements required pursuant to the regulations under the *Public Hospitals Act* to be made in respect to the destruction of patient health records, including notes, diagnostic test results, and any other material relating to patient care or photographs thereof.

#### **7.6 Signing Officers**

(1) Any two (2) officers of the Board shall sign on behalf of the Corporation and affix the corporate seal to all contracts, agreements, conveyances, mortgages, or other documents, as may be required by law or as authorized by the Board.

(2) The Board shall have power from time to time by resolution to appoint any other person or persons on behalf of the Corporation either to sign contracts, documents or instruments in writing generally or to sign specific contracts, documents or instruments in writing.

#### **7.7 Endowment Benefits**

No benefit given, devised or bequeathed in trust to or to the use of the Corporation for endowment purposes shall be hypothecated, transferred or assigned to obtain credit or to receive funds, except as allowed by Section 7.2.

#### **7.8 Auditor**

(1) The Corporation shall, at its annual meeting, appoint an auditor who is duly licensed under the provisions of the *Public Accountancy Act* (Ontario), but who shall not be a Trustee or an officer or employee of the Corporation, or a partner, or employer, or employee of any such Trustee, officer or employee, to hold office until the next annual meeting of the Corporation.

(2) The auditor shall have all the rights and privileges as set out in the *Act* and shall perform the audit function as prescribed therein.



## **SECTION 8 — AUXILIARY/VOLUNTEER ASSOCIATIONS**

### **8.1 Auxiliary/Volunteer Associations**

- (1) The Board may sponsor the formation of a hospital volunteer association or any other auxiliary/volunteer association as it deems advisable.
- (2) 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.
- (3) Each such association shall elect its own officers and formulate its own by-laws, but at all times the objects and activities of each such association shall be subject to review and approval by the Board.

## **SECTION 9 — PROGRAMS**

### **9.1 Occupational Health And Safety Program**

- (1) There shall be an Occupational Health and Safety Program for the Hospital.
- (2) The program referred to in subsection (1) shall include procedures with respect to:
  - (a) a safe and healthy work environment in the Hospital;
  - (b) the safe use of substances, equipment and medical devices in the Hospital;
  - (c) safe and healthy work practices in the Hospital;
  - (d) the prevention of accidents to persons on the premises of the Hospital; and
  - (e) the elimination of undue risks and the minimizing of hazards inherent in the Hospital environment.
- (3) The person designated by the Chief Executive Officer to be in charge of occupational health and safety in the Hospital shall be responsible to the Chief Executive Officer or his or her delegate for the implementation of the Occupational Health and Safety Program.
- (4) The Chief Executive Officer shall report to the Board as necessary on matters in respect of the Occupational Health and Safety Program.

### **9.2 Health Surveillance Program**

- (1) There shall be a Health Surveillance Program for the Hospital.
- (2) The program referred to in subsection (1) shall:
  - (a) be in respect of all persons carrying on activities in the Hospital; and

- (b) include a Communicable Disease Surveillance Program.
- (3) The person designated by the Chief Executive Officer to be in charge of health surveillance in the Hospital shall be responsible to the Chief Executive Officer or his or her delegate for the implementation of the Health Surveillance Program.
- (4) The Chief Executive Officer shall report to the Board as necessary on matters in respect of the Health Surveillance Program.

## **SECTION 10 – ORGAN DONATION**

### **10.1 Organ Donation**

Pursuant to the Hospital Management Regulation, the Board shall approve procedures to encourage the donation of organs and tissues including:

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

## **SECTION 11 — AMENDMENTS TO BY-LAWS**

### **11.1 Amendments to and Interpretation of By-laws**

- (1) The Board may pass, repeal, amend or re-enact the By-laws of the Corporation from time to time.
- (2) Notwithstanding any other provision of this By-law, notice of motion to pass a new By-law or to amend these By-laws shall be given in a notice calling the meeting of the Board at which it is intended to present the By-law or the amendment.
- (3) A By-law or an amendment passed by the Board, unless in the meantime it is confirmed at a general meeting of the Members of the Corporation duly called for that purpose, is effective only until the next annual meeting of the Members of the Corporation, unless confirmed by them thereat, and if not so confirmed by the Members of the Corporation, the By-law or the amendment ceases to have effect at and from the date of the annual meeting and in that case no new By-law of the same or like substance has any effect until it is first confirmed at a general meeting of the Members.
- (4) The notice calling the Members meeting shall make clear reference to the By-law or the amendment, as the case may be, that will be placed before the general membership for confirmation at the meeting.

(5) The Members at the Members meeting may confirm, reject, amend or otherwise deal with any By-law or amendment passed by the Trustees and submitted to the meeting for confirmation, but no act done or right acquired under such By-law that has been approved pursuant to the *Act* is prejudicially affected by any such rejection, amendment or other dealing.

ENACTED this 19<sup>th</sup> day of June, 2014.

By: \_\_\_\_\_  
Chair

## **Schedule A – Definitions, Principles and Responsibilities**

### **(1) Definitions of Governance**

Governance consists of the formulation of policy, decision making and overseeing the affairs of the corporation by the Board. In their exercise of governance the Board shall provide leadership to the Corporation to include:

- vision, mission, goals and strategies;
- services to patients;
- research and education;
- financial responsibility;
- risk management;
- executive management performance;
- the functioning of the Board itself; and
- such other matters as may from time to time be required.

Governance shall be exercised in accordance with the Corporation's articles of incorporation, its By-laws and all appropriate legislation.

### **(2) Principles of Governance**

- (a) The Board is responsible for the governance of the Corporation.
- (b) The Board provides strategic leadership to the Corporation in the establishment of and commitment to the Corporation's objects, vision, mission, and core values.
- (c) The Board shall ensure that the Hospital provides exemplary health care.
- (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 and its individual members are sensitive to the needs of the community served and reflect the diversity of the community served.

- (g) 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 interest of the Corporation.
- (h) The Board shall hold open meetings and establish clear processes in order that the public, community and stakeholders are aware of the values, policies, programs and services of the Corporation.
- (i) 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, maintaining at all times a clear distinction between board and staff roles.

(3) **Responsibilities of the Board**

The Board shall:

- (a) adhere to the Principles of Governance;
- (b) adhere to the Corporation's vision, mission, and core values;
- (c) adhere to the Corporation's By-laws, policies and procedures;
- (d) recruit members as Trustees who are knowledgeable, skilled, committed and representative of the community served;
- (e) act honestly, in good faith, and in the best interest of the Corporation;
- (f) ensure an environment within the Board which encourages open and frank discussion and respect for the expression of different viewpoints;
- (g) promote effective collaboration between the Board and the community served in the development of the Corporation's vision, mission and core values, and where appropriate other policy initiatives and their planning frameworks;
- (h) ensure the policies of the Corporation are reflected in its practices;
- (i) ensure mechanisms are in place to provide the highest quality of care, education and research;
- (j) engage a competent Chief Executive Officer, who shall also be the President of the Corporation, set and approve compensation and ensure formal performance evaluation at least annually;
- (k) at any time, revoke or suspend the appointment of the Chief Executive Officer;

- (l) appoint a competent Chief of Staff, set and approve compensation and ensure formal performance evaluation at least annually;
- (m) be committed to an effective Board orientation program and the continuing education of the members;
- (n) evaluate its own performance in relation to its responsibilities and periodically review and revise governance policies, processes and structures as appropriate;
- (o) represent and promote the interest of the Corporation in its external involvement and/or partnerships with government, other agencies, and the community serviced;
- (p) maintain a clear distinction between Board and management roles;
- (q) ensure the provision of services recognizing the distinct needs of its various communities; and
- (r) ensure that the Chief Executive Officer submits a management plan that provides for appropriate local administrative and medical leadership reporting respectively to the Chief Executive Officer and Chief of Staff.

**(4) Responsibilities of Individual Trustees**

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

- (a) adhere to the Principles of Governance;
- (b) adhere to the Corporation's vision, mission, and core values;
- (c) adhere to the Corporation's By-laws, policies and procedures, and the Code of Ethics;
- (d) work positively, co-operatively and respectfully as a member of the team with other Trustees and with the Corporation's management and staff;
- (e) respect and abide by Board decisions;
- (f) serve on at least one standing committee;
- (g) complete the necessary background preparation in order to participate effectively in meetings of the Board and its committees;
- (h) keep informed about:
  - (i) external matters that may impact the Corporation;

- (ii) the community served;
- (iii) other health care services provided in the Region;
- (iv) health preservation programs;
- (i) participate in initial orientation as a new Trustee and in on-going Board education;
- (j) participate in an annual evaluation of overall Board effectiveness; and
- (k) represent the Board, when requested.

(5) **Guidelines For Selection Of Trustees**

- (a) To ensure the membership of the Board reflects the breadth, depth and diversity of the community served, 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 health care needs of the community served;
    - (B) understanding the special needs of rural communities;
    - (C) community involvement; and
    - (D) perspective of patients and their families;
  - (iii) the membership of the Board and its committees should be selected so as to encompass both the generic qualities in all Trustees and the scope of expertise and perspectives;
  - (iv) the membership must have regard for the demographic, linguistic, cultural, economic, geographic, ethnic, religious, and social characteristics of the community served; and
  - (v) the membership must be committed to both the local and Regional roles of the Corporation.

- (b) Generic Qualities of All Trustees
  - (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 the team;
  - (v) respect for the views of others;
  - (vi) recognition of the time commitment and the willingness to devote the time and energy necessary to perform the role of trustee; and
  - (vii) enthusiasm and capacity for resolving challenging issues.
- (c) Scope of Expertise and Perspectives to be Reflected within the Board.

Beyond the generic qualities to be demonstrated by all trustees, the following general qualities would strengthen the Board:

- (a) prior experience in governance;
- (b) strategic planning experience;
- (c) experience in the management and restructuring of complex organizations;
- (d) understanding of health policies and system needs, issues, and trends;
- (e) understanding of the diverse needs of the Region;
- (f) previous experience in the health field;
- (g) awareness of provincial health care trends;
- (h) knowledge and experience in medical research;
- (i) knowledge and experience in business and management;
- (j) knowledge and experience in education;
- (k) understanding of fiscal, financial and legal matters;
- (l) knowledge and experience in health professional education;
- (m) knowledge and experience in human resource management;



- (n) knowledge and experience in communications and information technology; and
- (o) knowledge and experience in government and public relations.