

LADY MINTO HOSPITAL

BY-LAW

Revised June 26, 2019



a partner of the
MICs Group of Health Services

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BY-LAW FOR LADY MINTO HOSPITAL
(hereinafter referred to as the "Corporation")

PREAMBLE

WHEREAS it is the intent of the Hospital to serve the community, and whereas the objects of the Hospital are:

1. To establish, equip, staff, maintain, operate a public hospital, including, without limiting the generality of the foregoing, active treatment programs and services, chronic care, community health, emergency services, out-patient services, rehabilitation therapeutic services;
2. To operate and maintain laboratories, diagnostic imaging services, research facilities, therapeutic and rehabilitation facilities, and pharmacies or dispensaries;
3. To participate in all phases of education pertaining to healthcare, including specifically the education of physicians, dentists, nursing staff and other healthcare personnel;
4. To provide such other healthcare services as may be required by the community, including without limitation, the provision of long-term care services and programs and in-home healthcare services and programs, in accordance with all applicable legislation as may be amended from time to time;
5. To give care and treatment to the sick;
6. To maintain and improve community health; and
7. To perform such lawful acts as are deemed necessary or expedient to promote the attainment of these goals.
8. To guarantee access to quality programs and services at Villa Minto in both official languages on a permanent basis according to its French Language services designation under the *French language Services Act*.

AND WHEREAS the governing body of the Hospital deems it expedient that all By-law heretofore enacted be cancelled and revoked and that the following By-law be adopted for regulating the affairs of the Hospital.

ARTICLE 1 DEFINITIONS AND INTERPRETATION

1.1 Definitions

In this By-law, the following words and phrases shall have the following meanings, respectively:

- (a) “**Act**” means the *Corporations Act* (Ontario), and/or the *Not-for-Profit Corporations Act, 2010* (Ontario), and where the context requires, includes the Regulations made under it, all as amended from time to time;

- (b) **“Admitting Privileges for the Dental Staff”** means the privileges granted to members of the Dental Staff who hold a Specialty Certificate from the Royal College of Dental Surgeons of Ontario, authorizing practice in oral and maxillofacial surgery, related to the admission of in-patients, registration of out-patients, and the diagnosis, assessment and treatment of in-patients and out-patients in the Hospital;
- (c) **“Admitting Privileges for the Medical Staff”** means the privileges granted to members of the Medical Staff related to the admission of in-patients, registration of out-patients, and the diagnosis, assessment and treatment of in-patients and out-patients in the Hospital;
- (d) **“Admitting Privileges for the Midwifery Staff”** means the privileges granted to members of the Midwifery Staff related to the admission of in-patients, registration of out-patients, and the assessment and treatment of in-patients and out-patients in the Hospital;
- (e) **“Application”** means the application for membership prescribed by the Board;
- (f) **“Associates”** means the parents, siblings, spouse or common law partner of a Director, and includes any organization, agency, company, or individual (such as a business partner) with a material formal relationship to a Director;
- (g) **“Board”** means the Board of Directors of the Lady Minto Hospital;
- (h) **“By-law”** means any by-law of the Corporation from time to time in effect;
- (i) **“Catchment Area”** means the geographic boundaries of the Town of Cochrane and surrounding areas including areas north to Moosonee/Moose Factory catchment area and any other areas between Iroquois Falls and Smooth Rock Falls not covered by Hospitals located in their Communities;
- (j) **“Certification”** means the holding of a certificate in a medical or surgical specialty issued by any professional body recognized by the Board after consultation with the Medical Advisory Committee;
- (k) **“Chair”** means the Director elected by the Board to serve as Chair of the Board;
- (l) **“Chief Executive Officer”** means, in addition to “Administrator” as defined in Section 1 of the *Public Hospitals Act*, the President and Chief Executive Officer of the Corporation and MICs;
- (m) **“Chief of a Department”** means a member of the Professional Staff appointed by the Board to be responsible for the professional standards and conduct and quality of clinical care, diagnosis and treatment provided by the members of his/her department at the Hospital;
- (n) **“Chief of Staff”** means the member of the Medical Staff appointed by the Board to be responsible for the professional standards and conduct of the Professional Staff and the quality of clinical care, diagnosis and treatment provided at the Hospital;

- (o) “**Clinical Duties and Responsibilities**” means those activities related to the delivery of patient care, diagnosis, and treatment within the Hospital;
- (p) “**Clinical Human Resources Plan**” means the plan developed by the Chief Executive Officer in consultation with the Chief of Staff based on the mission and strategic plan of the Corporation and on the needs of the community, which provides information and future projections of this information with respect to the management and appointment of Physicians, Dentists, Midwives, and Extended Class Nurses who are or may become members of the Professional Staff;
- (q) “**College**” means, as the case may be, the College of Physicians and Surgeons of Ontario, the Royal College of Dental Surgeons of Ontario, the College of Midwives of Ontario and/or the College of Nurses of Ontario;
- (r) “**Conflict of Interest**” includes, without limitation, the following four (4) areas which may give rise to a conflict of interest for the Directors, namely:
 - (i) Pecuniary or financial interest – a Director is said to have a pecuniary or financial interest in a decision when the Director (or his/her Associates) stands to gain by that decision, either in the form of money, gifts, favours, gratuities, or other special considerations;
 - (ii) Undue Influence – a Director is said to have engaged in undue influence and to have violated his/her entrusted responsibility to the community at large when he/she participates or influences Board decisions that selectively and disproportionately benefit particular agencies, companies, organizations, professional groups, or patients from a particular demographic, geographic, political, socio-economic, or cultural group;
 - (iii) Adverse Interest – a Director is said to have an adverse interest to the Corporation when he/she is a party to a claim, application or proceeding against the Corporation; and
 - (iv) Personal relationship – a Director or Professional Staff member has or may be perceived to have personal interests that are inconsistent with those of the Corporation, creating conflicting loyalties;
- (s) “**Corporation**” means the Lady Minto Hospital;
- (t) “**Dental Staff**” means the collection of legally qualified Dentists appointed by the Board to attend or perform dental services for patients in the Hospital;
- (u) “**Dentist**” means a dental practitioner in good standing with the College of Dental Surgeons of Ontario;
- (v) “**Director**” means a member of the Board;
- (w) “**Disruptive Behaviour**” occurs when the use of inappropriate words, actions or inactions by a Professional Staff member interferes with his/her ability to function well with others to the extent that the behaviour/conduct interferes with, or is likely

to interfere with, quality health care delivery and/or patient or workplace safety and/or staff recruitment, retention and the cost of providing health care to patients;

- (x) “**Excluded Person**” means:
- (i) any member of the Professional Staff other than the members of the Professional Staff appointed to the Board pursuant to the *Public Hospitals Act*;
 - (ii) any employee of the Corporation, MICs, or any MICs Hospital Corporation;
 - (iii) any spouse, common law partner, child, parent, brother or sister of an employee or member of the Professional Staff of the Corporation or MICs, or any MICs Hospital Corporation;
 - (iv) any person who lives in the same household as a member of the Professional Staff or an employee of the Corporation or MICs, or any MICs Hospital Corporation;
 - (v) the auditor of the Corporation;
 - (vi) the solicitor of the Corporation;
 - (vii) any person who is not an individual;
 - (viii) any person who is under 18 years old;
 - (ix) any person who has been found under the *Substitute Decisions Act*, 1992 or under the *Mental Health Act* to be incapable of managing property;
 - (x) any person who has been found to be incapable by any court in Canada or elsewhere;
 - (xi) any person who has the status of bankrupt;
 - (xii) any person who has been convicted of an indictable offence;
 - (xiii) any person who has been found guilty of a "relevant criminal offence" (criminal offences that relate to financial dishonesty or are otherwise relevant to the operation of a charity, including fraud, tax evasion and theft);
 - (xiv) any person who has been found guilty of a non-criminal "relevant offence" (offences that relate to financial dishonesty or are otherwise relevant to the operation of a charity, including violations of fundraising, consumer protection or securities legislation);
 - (xv) a director of a charity during a period in which the charity engaged in conduct that was a serious breach of the requirements for registration for which the charity had its registration revoked; or

- (xvi) a promoter of a gifting arrangement or other tax shelter in which a charity participated and the registration of the charity has been revoked;
- (y) “**ex-officio**” means membership “by virtue of the office” and includes all rights, responsibilities, and power to vote unless otherwise specified;
- (z) “**Extended Class Nurses**” means those registered nurses in the extended class to whom the Board has granted privileges with respect to the right to diagnose, prescribe for or treat patients of the Hospital;
- (aa) “**Extended Class Nursing Staff**” means those registered nurses in the extended class in the Corporation who are not employed by the Corporation and to whom the Board has granted privileges to diagnose, prescribe for or treat patients in the Hospital;
- (bb) “**Head Office**” means Lady Minto Hospital located at 241 Eighth Street, Cochrane, ON P0L 1C0;
- (cc) “**Hospital**” means Lady Minto Hospital;
- (dd) “**Hospital Management Regulation**” means Regulation 965 “Hospital Management” passed pursuant to the *Public Hospitals Act*;
- (ee) “**Impact Analysis**” means a study conducted by the Chief Executive Officer, or designate, in consultation with the Chief of Staff to determine the impact upon the resources of the Corporation of the proposed or continued appointment of any person to the Professional Staff;
- (ff) “**Legislation**” means relevant statutes and regulations that govern the provision of health care to patients of the Corporation, including without limitation the *Broader Public Sector Accountability Act, 2010*, the *Child and Family Services Act* (Ontario), the *Commitment to the Future of Medicare Act* (Ontario), the *Corporations Act* (Ontario), the *Dentistry Act* (Ontario), the *Excellent Care for All Act* (Ontario), the *Freedom of Information and Protection of Privacy Act* (Ontario), the *Health Care Consent Act* (Ontario), the *Health Insurance Act* (Ontario), the *Local Health System Integration Act* (Ontario), the *Medicine Act* (Ontario), the *Mental Health Act* (Ontario), the *Midwifery Act* (Ontario), the *Not-for-Profit Corporations Act, 2010* (Ontario), the *Nursing Act* (Ontario), the *Occupational Health and Safety Act* (Ontario), the *Personal Health Information Protection Act* (Ontario), the *Public Hospitals Act* (Ontario), the *Quality of Care Information Protection Act, 2004* (Ontario), the *Regulated Health Professions Act* (Ontario), the *Substitute Decisions Act* (Ontario), and the *Workplace Safety and Insurance Act* (Ontario); the *French Language Services Act*
- (gg) “**LHIN**” means Local Health Integration Network;
- (hh) “**Locum Tenens or locum tenens**” means Physicians, Dentists, Midwives or Extended Class Nurses who provide coverage for a member of the Professional Staff during their absence;

- (ii) “**Medical Staff**” means those Physicians who are appointed by the Board and who are granted Privileges to practise medicine in the Hospital;
- (jj) “**Member**” means member of the Corporation;
- (kk) “**MICs Board**” is the name assigned to the MICs Group of Health Services' Partnership Board and is assigned various responsibilities as set out in the MICs Partnership Agreement.
- (ll) “**MICs Group of Health Services**” or “**MICs**” is the name of the partnership created by Matheson – Bingham Memorial Hospital, Iroquois Falls – Anson General Hospital, and Cochrane – Lady Minto Hospital, which is established under a legal partnership agreement approved by all three (3) Hospital Boards;
- (mm) “**MICs Hospital Corporation**” means any one of the following three MICs partnership hospitals: Anson General Hospital, Bingham Memorial Hospital or The Lady Minto Hospital;
- (nn) “**Midwife**” means a midwife in good standing with the College of Midwives of Ontario;
- (oo) “**Midwifery Staff**” means those Midwives who are appointed by the Board and who are granted Privileges to practise midwifery in the Hospital;
- (pp) “**Patient**” means, unless otherwise specified, any in-patient, out-patient or other patient of the Corporation;
- (qq) “**Patient Safety Indicators**” means the patient safety indicators that relate to any or all of the following: diagnosis of hospital acquired infections, activities undertaken to reduce hospital acquired infections or mortality, identified by the MOHLTC as part of their patient safety agenda that hospitals are required to disclose publicly through their public websites or such other means as the MOHLTC may direct;
- (rr) “**Performance Improvement Targets**” means the performance improvement targets set out in the quality improvement plan;
- (ss) “**Performance Metrics**” means the Board approved organization performance metrics that provide an overview of the organization performance in achieving quality, workplace safety, financial and human resource targets including without limitation, the Performance Improvement Targets, Balanced Scorecard, Patient Safety Indicators, wait times indicators and such other performance metrics that the Board may approve from time to time;
- (tt) “**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;
- (uu) “**Physician**” means a medical practitioner in good standing with the College of Physicians & Surgeons of Ontario;

- (vv) “**Policies**” means the administrative, medical and professional policies of the Hospital approved by the Board;
- (ww) “**Privileges**” means those rights or entitlements conferred upon a Physician, Dentist, Midwife, or Registered Nurse in the extended class at the time of appointment or re-appointment;
- (xx) “**Professional Staff**” means those Physicians, Dentists, Midwives and Extended Class Nurses who are appointed by the Board to practice at the Hospital;
- (yy) “**Professional Staff Appointment**” means the appointment of a Professional Staff member to the Active, Courtesy, Locum Tenens, Temporary, Honorary, or Consulting category of the Hospital;
- (zz) “**Professional Staff Officers**” means the Chief of Staff, Chief of Departments and President of the Medical Staff Association;
- (aaa) “**Public Hospitals Act**” means the *Public Hospitals Act* (Ontario), and, where the context requires, includes the Regulations made under it as amended from time to time;
- (bbb) “**Registered Nurse in the Extended Class**” means a member of the College of Nurses of Ontario who is a Registered Nurse and who holds an extended certificate of registration under the *Nursing Act*, 1991;
- (ccc) “**Rules**” means the rules and regulations approved by the Board governing the practice and conduct of the Professional Staff in Hospital;
- (ddd) “**Standardized Credentialing Policy**” means the policy which governs appointment, re-appointment, alteration and mid-term revocation of Hospital staff privileges, between the Hospital and other Network 13 hospitals;
- (eee) “**Special Resolution**” means a resolution passed by the Directors and confirmed with or without variation by at least two-thirds (2/3) of the votes cast at a general meeting of the Members duly called for the purpose, or at an annual meeting, or in lieu of such confirmation, by consent in writing of all Members entitled to vote at such meeting; and
- (fff) “**Supervisor**” means a Physician, Dentist or Midwife, as the case may be, who is assigned the responsibility to oversee the work of another Physician, Dentist, Midwife or registered nurse in the extended class respectively, unless otherwise provided for in this By-law.

1.2 Interpretation

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

- (a) All terms which are contained in this By-law and which are defined in the Act or the *Public Hospitals Act* or the Regulations made thereunder, shall have the

meanings given to such terms in the Act or the *Public Hospitals Act* or the Regulations made thereunder;

- (b) The use of the singular number shall include the plural and vice versa, the use of any gender shall include the masculine, feminine and neuter genders;
- (c) The headings used in this By-law are inserted for reference purposes only and are not to be considered or taken into account in construing the terms or provisions thereof or to be deemed in any way to clarify, modify or explain the effect of any such terms or provisions; and
- (d) Any references herein to any law, by-law, rule, regulation, order or act of any government, governmental body or other regulatory body shall be construed as a reference thereto as amended or re-enacted from time to time or as a reference to any successor thereto.

1.3 Procedure

- (a) All meetings of the Board and its committees must comply with the Corporation's policy respecting open and closed corporate meetings.
- (b) Any Director, as the context requires and as is permitted by the By-law or Rules of the Corporation, 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 facilities as permit all persons participating in the meeting to communicate adequately with each other during the meeting, 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. It is recognized that participating by telephone conference, electronic or other communication facilities is the exception and every effort must be made to attend and participate in meetings in person.
- (c) The 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:
 - (i) unless otherwise specified, each Member, each Director and each committee member shall be entitled to one (1) vote at any meeting of the Corporation, Board or committee, respectively;
 - (ii) in accordance with the *Public Hospitals Act*, no Member shall be entitled to vote by proxy at a meeting of the Corporation, i.e., all Members must attend annual and/or special meetings of the Corporation in person or via telephone or electronic means in order to be eligible to vote;
 - (iii) votes shall be taken in the usual way, by show of hands or by oral or written communication where participation is by telephone conference, electronic or other means of simultaneous communication, among all Members, Directors and committee members present and, in the event of a tie, the

motion is lost, except that at a meeting of the Members the chair is entitled to a casting vote in the event of a tie;

- (iv) a Member shall not be entitled to cast a negative vote in respect of a motion to elect a Director or Board officer;
 - (v) a motion to elect the Directors and Board officers by acclamation shall require a mover and seconder and one vote cast by the chair of the meeting;
 - (vi) after a vote has been taken on any question, the chair of the meeting may require, or any person entitled to vote on the question may demand, a poll thereon. A poll so required or demanded shall require approval of the meeting, on motion. If approved, the poll shall be taken in such manner as the chair of the meeting shall direct. A demand for a poll may be withdrawn at any time prior to the taking of the poll. Upon a poll, each individual present in person and entitled to vote at such meeting shall have one (1) vote and the result of the poll shall be the decision of the Members, the Board or the committee, as the case may be; and
 - (vii) whenever a vote by show of hands shall have been taken on a question, unless a poll is required or demanded, a declaration by the chair of the meeting that a resolution, vote or motion has been carried and an entry to that effect in the minutes shall be admissible in evidence as prima facie proof of the fact that without proof of the number or proportion of the votes recorded in favour of or against such resolution, vote or motion.
- (d) Any questions of procedure at or for any meetings of the Corporation, of the Board, or of any committee that have not been provided for in a Board policy or in this By-law or by the Act shall be determined by the Chair of the meeting in accordance with Nathan's Company Meetings.

1.4 Repeal and Replacement of By-law

All previous by-law relating to the administration of the affairs of the Corporation are hereby repealed and replaced with this By-law.

ARTICLE 2 MEMBERSHIP IN THE CORPORATION

2.1 Members

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

2.2 Withdrawal

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

2.3 Fees

No fees shall be payable by the Members.

2.4 Termination or Discipline of Members

- (a) The interest of a Member in the Corporation is not transferable and lapses and ceases to exist :
- (i) upon death, resignation or termination of the Member;
 - (ii) violating any provision of the Articles, By-law, or written Policies of the Corporation;
 - (iii) carrying out any conduct which may be detrimental to the Corporation or
 - (iv) for any other reason as determined by the Board in its sole and absolute discretion;
 - (v) in the event that the Member ceases to meet the qualifications set out for membership in this By-law, such determination to be made in the absolute sole discretion of the Board; or
 - (vi) when the person ceases to be a Director of the Corporation.
- (b) In the event that the Board determines that a Member should be expelled or suspended from membership in the Corporation, the Chair, or such other officer as may be designated by the Board, shall provide fifteen (15) days' notice of suspension or termination to the Member and shall provide reasons for the proposed suspension or expulsion. The Member may make written submissions to the Chair, or such other officer as may be designated by the Board, in response to the notice received, within such fifteen (15) day period. In the event that no written submissions are received by the Chair, the Chair or such other officer as may be designated by the Board may proceed to notify the Member that the Member is suspended or expelled from membership in the Corporation. If written submissions are received in accordance with this Section, the Board will consider such submissions in arriving at a final decision and shall notify the Member concerning such final decision within a further fifteen (15) days from the date of receipt of the submissions.
- (c) A Member of the Corporation who claims to be aggrieved because they were disciplined or because their membership was terminated may apply to the court for an order that the court thinks fit.

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

3.1 Annual Meetings of the Members of the Corporation

The annual meeting of Members shall be held at the Head Office of the Corporation or at

any place in Ontario as the Board determines between April 1st and July 31st in each year on a date fixed by the Board.

3.2 Special Meetings of the Members of the Corporation

- (a) The Board or the Chair of the Corporation may call a special meeting of the Corporation.
- (b)
 - (i) If not less than one-tenth (1/10) of the members of the Corporation entitled to vote at a meeting proposed to be held, request the Directors, in writing, to call a special meeting of the members, the Directors of the Corporation shall, subject to paragraph 3.2(c) below, call forthwith a special meeting of the members of the Corporation for the transaction of the business stated in the requisition.
 - (ii) The requisition shall state the general nature of the business to be presented at the meeting and shall be signed by the requisitionists and be deposited at or delivered to the Head Office of the Corporation and may consist of several documents in like forms signed by one (1) or more requisitioners.
- (c) If the Directors, acting in their sole and absolute discretion, determine that:
 - (i) the requisition meets the qualifications set out in paragraph 3.2(b), the Directors shall call and hold such meeting within twenty-one (21) days from the date of the deposit of the requisition that met the one-tenth (1/10th) threshold requirement; or
 - (1) the requisition does not meet the qualifications set out in paragraph 3.2(b); or
 - (2) the primary purpose of the requisition is to enforce a personal claim or redress a personal grievance against the Corporation or its Directors, officers, or Members; or
 - (3) the requisition does not relate in a significant way to the activities or affairs of the Corporation; or
 - (4) substantially the same requisition was submitted to Members in a notice of a meeting of the Members held not more than two (2) years before the receipt of the requisition and the requisition was defeated; or
 - (5) the rights conferred by this Section are being abused to secure publicity,
 - (6) the Directors shall provide the requisitioning Members written notice of their determination not to call a meeting within twenty-one (21) days of the deposit of the requisition.

- (ii) Subject to paragraph 3.2(c) above, if the directors do not within twenty-one (21) days from the date of the deposit of the requisition call and hold such meeting, any of the requisitions may call such meeting as nearly as possible in the manner as is set out in this Section 3.2.

3.3 Notice

- (a) A printed, written or typewritten notice stating the day, hour and place of the meeting and the general nature of the business to be transacted shall be served either personally or by sending such notice to each Member entitled to notice of such meeting and to the auditor of the Corporation.
- (b) Such notice shall be sent by an appropriate means, which may include electronic transmission, at least ten (10) days and not more than fifty (50) days (exclusive of the day of sending the notice and the day for which notice is given) before the date of every meeting directed to such address of each such Member and of the auditor as appears on the books of the Corporation; or if no address is given therein, then to the last address of each such Member or auditor known to the Secretary. Notice of any meeting or any irregularity at any meeting or in the notice thereof may be waived by any Member or by the auditor of the Corporation.
- (c) In lieu of such notice, it is sufficient notice of any annual or special meeting of Members of the Corporation if notice is given by publication at least once a week for two successive weeks next preceding the meeting in a newspaper or newspapers circulated in the municipalities in which Members of the Corporation reside as shown by their addresses in the records of the Corporation.
- (d) Notice of any meeting where special business will be transacted shall contain sufficient information to permit the Member to form a reasoned judgement on the decision to be taken and the text of any Special Resolution to be submitted to the meeting.

3.4 Omission of Notice

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

3.5 Voting

At all annual or special meetings, voting shall be determined in accordance with the process set out in paragraph 1.3(c).

3.6 Quorum

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

3.7 Chair of the Meeting

- (a) The Chair of a meeting of the Corporation shall be:
 - (i) the Chair of the Corporation; or
 - (ii) the Vice-Chair of the Corporation, if the Chair is absent or is unable to act; or
 - (iii) a Chair elected by the Members present if the Chair and Vice-Chair are absent or are unable to act. The Secretary shall preside at the election of the Chair, but if the Secretary is not present, the Directors, from those present, shall choose a Director to preside at the election; or
 - (iv) if no Director is present or if all the Directors present decline to take the Chair, then the persons who are present and entitled to vote shall choose one (1) of their number to be the Chair.
- (b) The Corporation's auditors, legal counsel and such other advisors, as may be deemed appropriate by the chair of the meeting or Board, may attend annual or special meetings of the Members of the Corporation.

3.8 Business at Annual Meetings

- (a) The business transacted at the annual meeting of the Corporation, in addition to the other business transacted, shall include:
 - (i) reading and/or the circulation and consideration of:
 - (1) minutes of the previous annual meeting;
 - (2) report of the Chair of the Corporation;
 - (3) report of the auditor including a presentation of the audited financial statements;
 - (4) report of the Chief Executive Officer;
 - (5) report of the Chief of Staff; and
 - (6) report of the unfinished business from any previous meeting of the Corporation;
 - (ii) appointment of the auditor of the Corporation; and
 - (iii) election of new Board Members.

Any other items of business conducted at a meeting of the Members that requires a vote by the Members shall be deemed to be special business.

- (b) No item of other business shall be considered at the annual meeting unless notice in writing of such item of special business:
 - (i) has been given to the Members in accordance with Section 3.3; or
 - (ii) has been requisitioned by the Members and such requisition meets the qualifications set out in paragraphs 3.2(b) and (c).

3.9 Adjourned Meeting

- (a) If, within one-half hour after the time appointed for a meeting of the Corporation, a quorum is not present, the meeting shall stand adjourned until a new meeting date is established. The Board shall establish this new date within two (2) weeks following the adjourned meeting.
- (b) At least two (2) weeks' written notice of the adjourned meeting shall be given in accordance with the provisions of Section 3.3 above.

3.10 Written Resolutions

A resolution signed by all the Members entitled to vote on that resolution at a meeting of the Members is as valid as if it had been passed at a meeting of the Member.

3.11 Financial Year End

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

ARTICLE 4 BOARD OF DIRECTORS

4.1 MICs Board Composition

The elected and ex-officio Directors of each of the MICs Hospital Corporations shall supervise the management of the activities and affairs of MICs.

4.2 Nominations to the Board

Subject to this Section 4.2 and all other provisions of this By-law, vacancies among the Elected Directors to be filled at an annual meeting of Members shall be addressed in the following manner:

- (a) Annually the Board will appoint a Nominating Committee, with responsibility for preparing a report to the Board with respect to the Elected Director positions expected to be vacant at the next annual meeting of Members ("Vacant Positions") and the Board's overall succession plan. The Board will ensure no Director serving on this committee is the holder of any such Vacant Position, unless the holder is ineligible to stand for re-election or has indicated that he/she does not wish to do so.
- (b) The recruitment process for Board members shall include a public advertisement in at least one of the local newspapers as well as on the Corporation's public website.

- (c) The Nominating Committee shall, throughout the year, identify potential candidates for Elected Directors and determine the willingness of such candidates to serve.
- (d) The Nominating Committee will prepare a list of recommended nominees for the Board. The list shall be accompanied by a written declaration signed by each nominee that the nominee will serve as a Director in accordance with this By-law, if elected.
- (e) The Board's priority is to ensure that its Directors have the required skills, experience and capacity to govern and lead the Corporation, and that the membership of the Board and its committees should encompass the universal and collective Director competencies identified in the Board Governance Manual, while balancing the need to consider succession planning for the Board.
- (f) The Corporation is also committed to ensuring that the Board reflects the diversity of the communities within the Catchment Area. Accordingly, in populating the Board, regard will be made to the geographic background of the Directors as well as other demographic characteristics including, gender, language, culture, ethnic and social characteristics.
- (g) The Board will receive and review the list of recommended nominations, together with applications. The guidelines for the nomination of Directors set out in the Board Governance Manual shall be considered by the Board in its determination of the appropriate candidates for election as a Director.

4.3 Corporation Board Composition

- (a) The Directors of the Corporation shall supervise the management of the activities and affairs of the Corporation.
- (b) The Board of Directors shall be comprised of the following Directors:
 - (i) Elected Voting Directors

Three (3) persons elected by the Members of the Corporation from the Catchment Area for respective terms not to exceed three (3) years.
 - (ii) Ex-Officio Voting Directors

One (1) ex-officio Director selected, following the Board's consideration of the Mayor's recommendation, from amongst the elected members of the Municipal Council.
 - (iii) Ex-Officio Non-Voting Partner Directors

The eight (8) voting directors of the other MICs Hospital Corporations
 - (iv) Ex-Officio Non-Voting MICs Officers

- (1) The Chief Executive Officer;
 - (2) The Chief of Staff;
 - (3) The MICs President of Medical Staff; and
 - (4) The Chief Nursing Executive.
- (c) The ex-officio non-voting Directors shall hold office until their successors are appointed.
- (d) In order to reflect the designation of Villa Minto, the elected membership of the LMH Board of Directors will include a minimum of 40% representation from the Francophone community.

4.4 Qualification of Directors

- (a) Excluded Persons are disqualified from being a Director.
- (b) This Section is not intended to cause any member of the Board to vacate his/her seat on the Board by reason of the fact that a relative listed as an Excluded Person has been employed by the Hospital during a school holiday.

4.5 Term of Office Restrictions

- (a) A person may be elected for a term of up to three (3) years.
- (b) No person may be elected or appointed a Director for more terms than will constitute nine (9) consecutive years of service. A person may be re-elected or re-appointed a Director after a break in his/her continuous service of at least one (1) year.
- (c) The exception to the Term of Office for Directors is:
- i) the Chief of Staff will be appointed by the Board for a term of three years and may be appointed for two (2) additional terms but cannot exceed nine (9) years of continuous service in any capacity.
 - ii) the President of Medical Staff will be elected by the Medical Staff for a term of three years and may be elected for two (2) additional terms but cannot exceed nine (9) years of continuous service in any capacity and can opt out at any time.
 - iii) The municipal representative to be appointed for the length of his/her term on the municipal council which is usually four years.
- (d) The termination of an ex-officio's office on a yearly basis shall be deemed to qualify as a "retirement" for the purposes of subsection 12(4) of the *Public Hospitals Act* (Ontario).

4.6 Vacancy and Termination of Office

- (a) The office of a Director shall automatically be vacated:
 - (i) if the Director at any time fails to meet the qualifications set out in Section 4.4;
 - (ii) if the Director, by notice in writing to the Corporation, resigns office, said 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;
 - (iii) if at a special meeting of the Members of the Corporation, a resolution is passed by at least fifty percent (50%) of the votes cast by the Members, removing a Director before the expiration of the Director's term of office; or
 - (iv) if the Director dies.
- (b) The office of a Director may be terminated by a simple majority resolution of the Members for any reason whatsoever, including without limitation:
 - (i) if a Director's conduct is determined to be detrimental to the Corporation;
 - (ii) for any other reason that the Members consider to be reasonable, having regard to the purpose of the Corporation; or
 - (iii) if a Director knowingly fails to comply with the *Public Hospitals Act*, the Act, the Corporation's Articles, By-law, Rules, Policies and procedures, including without limitation, the confidentiality, Conflict of Interest and standard of care requirements set out in this By-law and the Code of Business Conduct and Ethics.
- (c) If a vacancy occurs at any time among the Directors, either by a resignation, by death or removal by the Members in accordance with paragraph 4.6(a) above, or by any other cause, such vacancy may be filled by a qualified person elected by the Board to serve until the next annual meeting.
- (d) At the next annual meeting in addition to the election of Directors to fill the vacancies caused by expiry of Directors' terms, the Members shall also elect an additional Director to fill the unexpired term created by any vacancy referred to in paragraph 4.6(a) and (b) above.

4.7 Conflict of Interest

- (a) The Conflict of Interest provision applies to every person (hereinafter in this Section 4.8 defined as "Person") who is a Person of the Board of Directors or a committee thereof and its provisions apply at meetings of the Board of Directors and committees thereof.

- (b) Subject to paragraph 4.7(c), every Person who, either on their own behalf or while acting for, by, with, or through another, has any material interest, direct or indirect, perceived or actual in any proposed material matter, contract or transaction or a material matter, contract or transaction with the Corporation shall declare their interest and the nature and extent of such interest at a meeting of the Directors at which the proposed material matter, contract or transaction or a material matter, contract or a transaction is the subject of consideration and shall not be present at, or take part in, the deliberations or vote on any question with respect to the proposed material matter, contract or transaction or the material matter, contract or transaction. The interests of any Associate of the Person shall be deemed for the purposes of this By-law to be an interest of a Person.
- (c) (i) A Person of the Corporation may have interests with stakeholders of the Corporation which may appear to be a Conflict of Interest. The Board recognizes that where the perceived conflicts related to non-profit stakeholders/partners that share common goals with the Corporation that the benefits of having such Person on the Board outweigh the potential difficulties relating to the perceived or actual Conflict of Interest.
- (ii) The benefits include:
- (1) reflection of the operational reality of the inter-relationship that the Corporation has with key stakeholders/partners that is critical to the Corporation achieving its mission and vision; and
 - (2) increased capacity of the Board because it leads to fuller and more informed deliberation on issues that have cross-organizational implications.
- (iii) For reasons reviewed above, notwithstanding provision to the contrary contained in paragraph 4.7(b) of this By-law, where a Person has an actual or perceived Conflict of Interest relating to a not-for-profit partner or stakeholder, the Person shall be entitled to be present at and take part in the deliberations with respect to the proposed material matter, contract or transaction or material matter but shall not be entitled to vote.
- (d) In the case of a proposed material matter, contract or transaction, the Person shall determine the interest at the meeting of the Board of Directors during which the question of entering into the material matter, contract or transaction is first considered. If the Person is not present at such meeting or an interest has been acquired after such meeting, the Person shall make a declaration and otherwise comply with paragraph 4.7(b) or (c), as the case may be, hereof at the first meeting of the Board of Directors attended by the Person after acquiring such interest.
- (e) Consistent with privacy legislation, a Person serving in the Board committee structure shall annually give a general notice listing all firms and businesses which may have business dealings with the Corporation, the notice indicating interest directly or indirectly, and stating that the Person is to be regarded as interested in any material matter, contract or transaction made or to be made with such firms or

businesses. The general notice shall be in writing and signed by the Person and given to the Secretary of the Board.

- (f) A Person who has declared an interest in a proposed material matter, contract or transaction or a material matter, contract or transaction and who has otherwise complied with paragraph (a) or (b) hereof shall not be accountable to the Corporation or its creditors for any profit resulting from such material matter, contract or transaction. The material matter, contract or transaction will not be voidable by reason only of the Person belonging to the Board of Directors or of the fiduciary relationship established thereby.
- (g) Every disclosure of interest under paragraphs (a) and (b) hereof shall be recorded in the minutes of the meeting of the Board of Directors by the Secretary of the Board.
- (h) The failure of a Person to comply with paragraphs (a) or (b) hereof does not itself invalidate any material matter, contract or transaction or the proceedings in respect of any proposed material matter, contract or transaction mentioned in paragraphs (a) or (b), but the material matter, contract or transaction, or the proceedings in respect of any proposed material matter, contract or transaction are voidable at the instance of the Corporation.
- (i) Where the number of members who, by reason of the provisions of this Section, are prohibited from participating in a meeting is such that at the meeting the remaining members are not of sufficient number to constitute a quorum, then, notwithstanding any other provision in this By-law, the remaining number of members shall be deemed to constitute a quorum, provided such number is not less than three (3).

4.8 Confidentiality

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

4.9 Duties and Responsibilities of the Board

The Board shall govern the Corporation and supervise the management of the activities and affairs of the Corporation. In doing so, the Board shall discharge the following responsibilities of the Board:

- (a) Strategic Planning
 - (i) Formulate the mission, vision and values of the Corporation in accordance with the Board's strategic planning policy.
 - (ii) Contribute to the development of and approve the

- (1) strategic plan; and
 - (2) the Balanced Scorecard indicators.
- (iii) Ensure that key corporate priorities are formulated that help the Corporation accomplish its mission and actualize its vision in accordance with strategic plan. The corporate priorities shall be reflective of the Board's primary accountability to the MOHLTC and LHIN through the HSAA entered into with the LHIN.
- (b) Corporate Performance
- (i) Ensure there are systems in place to:
 - (1) identify principal risks to the Corporation including financial, quality and patient/workplace safety; and
 - (2) implement systems to monitor, mitigate, decrease and respond to the principal risks, including without limitation implementing systems;
 - (ii) Oversee the implementation of internal control and management information systems which will allow the Board and Management to oversee the Corporation's achievement of the Performance Improvement Targets, the Balanced Scorecard Indicators, wait times indicators, the Patient Safety Indicators and any other MOHLTC/LHIN identified performance targets that are identified by the Board;
 - (iii) Ensure processes are in place to monitor and continuously improve upon the Performance Improvement Targets, the Balanced Scorecard Indicators, wait times indicators the Patient Safety Indicators and any other performance targets that are approved by the Board; and
 - (iv) Regularly review the functioning of the Corporation in relation to the objects of the Corporation as stated in the Letters Patent, the By-law, Legislation, and the HSAA.
- (c) Provide for excellent leadership and management through the Chief Executive Officer and Chief of Staff positions
- (i) Select and appoint the Chief Executive Officer. In doing so, the Board shall satisfy itself as to the integrity of the Chief Executive Officer.
 - (ii) Establish a Board Policy for the performance evaluation and compensation of the Chief Executive Officer. The Policy shall ensure that the Chief Executive Officer's performance evaluation and compensation are aligned with the Hospital meeting its Performance Metrics obligations.
 - (iii) Specify measurable performance expectations in cooperation with the Chief Executive Officer; appraise/assess performance and determine compensation.

- (iv) Delegate responsibility and concomitant authority to the Chief Executive Officer for the management of the activities and affairs of the Corporation and require accountability to the Board.
 - (v) Select and appoint the Chief of Staff. In doing so, the Board shall satisfy itself as to the integrity of the Chief of Staff.
 - (vi) Establish a Board Policy for the performance evaluation and compensation of the Chief of Staff. The Policy shall ensure that the Chief of Staff's performance evaluation and compensation are aligned with the Hospital meeting its Performance Metrics obligations.
 - (vii) Specify measurable performance expectations in cooperation with the Chief of Staff; appraise/assess performance and determine compensation.
 - (viii) Delegate responsibility and authority to the Chief of Staff for the supervision of the clinical care, diagnosis and treatment provided by the members of the Professional Staff and the conduct of the Professional Staff members and require accountability to the Board.
- (d) Ensure Succession Planning
- (i) Provide for Chief Executive Officer Succession and define the process and composition of a selection committee.
 - (ii) Provide for Chief of Staff Succession and define the process and composition of a selection committee.
 - (iii) Ensure that the Chief Executive Officer and Chief of Staff establish an appropriate succession plan for Executive Management, Professional Staff leadership and allied health workers.
- (e) Ensure Oversight of Quality and Safety of Care
- (i) Review and approve a Clinical Human Resources Plan for the Professional Staff annually.
 - (ii) Credential Professional Staff:
 - (1) make the final appointment, re-appointment and Privilege decisions; and
 - (2) ensure the effectiveness and fairness of the credentialing process.
 - (iii) Review and approve the Quality Improvement Plan and approve a process and schedule for monitoring Performance Metrics related to quality of care, patient safety and organizational risk.

- (iv) Receive timely reports from the Chief Executive Officer and Chief of Staff on plans to address variances from performance standards, and oversee implementation of the remediation plans.
 - (v) Ensure that utilization and risk management systems are in place and operating effectively.
 - (vi) Provide oversight of the Professional Staff members' performance and conduct through and with the Medical Advisory Committee and Chief of Staff.
- (f) Build Relationships
- (i) Build and maintain good relationships with the MOHLTC, LHINs, and other key stakeholders, political leaders and donors.
 - (ii) Ensure that mechanisms are in place for effective two-way communication within the Corporation with Professional Staff, staff, volunteers, foundations and with its members, community stakeholders, including elected officials and political leaders, the media, donors, and the broader public.
- (g) Ensure Financial and Organizational Viability
- (i) Review and approve the hospital annual planning submission including the capital and operating budget; approve the hospital services accountability agreement and monitor financial performance against the budget and performance indicators.
 - (ii) Review and approve the multi-year financial plans and operate within the hospital services accountability agreement.
 - (iii) Review financial and organizational risks and risk mitigation plans regularly.
 - (iv) Approve an investment policy and monitor compliance.
 - (v) Review the financial reporting process, management information systems, internal controls and business continuity plans annually.
 - (vi) Ensure policies are in place on asset protection, purchases, contracts, leases, borrowing and signing authority.
 - (vii) Review quarterly financial reports and approve the annual audited financial statement.
- (h) Ensure Board Effectiveness
- (i) Recruit Directors and where appropriate Non-Director members of committees, who are skilled, experienced, reflective of the communities we

serve and committed to the Corporation and plan for the succession of Directors and Board Officers.

- (ii) Establish a comprehensive Board orientation program and ongoing Board education.
 - (iii) Establish Board goals and an annual work plan for the Board and its committees and ensure that the Board receives timely appropriate information to support informed policy formulation, decision-making and monitoring.
 - (iv) Establish and periodically review policies concerning governance structures and processes to maximize the effective functioning of the Board.
 - (v) Monitor Board Members adherence to corporate governance principles and guidelines.
 - (vi) Measure the Board's own effectiveness and efficiency, including monitoring the effectiveness of individual Directors and Board officers and employing a process for Board renewal that embraces evaluation and continuous improvement.
 - (vii) Ensure ethical behaviour/conduct and compliance with laws and regulations, audit and accounting principles, accreditation requirements and the By-law.
- (i) Ensure Effective Communication and Community Relationships
- (i) Ensure that processes are established as required for engagement with the LHIN, other health service providers and the community when developing plans and setting priorities.
 - (ii) Promote effective collaboration and engagement between the hospital and its community, particularly as it relates to organizational planning, mission and vision.
 - (iii) Ensure the Hospital has a Policy to enable effective communication with its stakeholders and the public generally.
 - (iv) Establish a web site that shall be used to post financial, quality and patient/workplace performance indicators, including without limitation, the Balanced Scorecard, the Performance Indicators, wait times indicators, the Patient Safety Indicators, and Board minutes so as to promote Board accountability and transparency. The information on the website shall be updated monthly.
- (j) External Partnerships
- Promote collaborative leadership of health services within the province.

(k) Fund Raising

Support the Hospital's Foundation in fund raising initiatives including donor cultivation activities.

(l) Establish Programs Required under the *Public Hospitals Act*

- (i) Ensure that an occupational health and safety program and a health surveillance program are established and require accountability on a regular basis.
- (ii) Ensure that Policies are in place to encourage and facilitate organ procurement and donation.
- (iii) Ensure that the Chief Executive Officer establishes a system for ensuring the disclosure of every critical incident as soon as is practicable after the incident occurs to the patient, their substitute-decision-maker or estate trustee, as applicable.

(m) Language and Culture

- (i) Respect the cultural, linguistic, religious, and ethnic characteristics of the communities served;
- (ii) Ensure services are provided in the predominate languages within the Community recognizing that the working language of the Hospital is English.
- (iii) For Villa Minto which is designated under the *French Language Services Act*, the LMH Board of Directors and the Chief Executive Officer are responsible for ensuring the delivery of quality French language services.
- (iv) An LMH French Language Services Committee will oversee the development of a plan for the provision of French Language Services in accordance to its mandate and the offer of French Language Services to Villa Minto policy. The LMH Board of Directors ensures the implementation of the French Language Services policy to Villa Minto.
- (v) Villa Minto's French Language Services annual report, mandated by the Ministry of Health and Long-Term Care, approved by the LMH Board of Directors, shall be presented at the Annual General Meeting.

4.10 Responsibilities of Individual Directors

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

- (a) adhere to the principles of governance set out in Section 4.11 and the Corporation's vision, mission and values;

- (b) assist the Board in discharging its governance and oversight responsibilities;
- (c) carry out the powers of office only when acting as a Director during a duly constituted meeting of the Board or one of its committees;
- (d) respect the responsibilities delegated by the Board to the Chief Executive Officer, Chief Nursing Executive, and Chief of Staff, avoiding interference with their duties;
- (e) work positively, co-operatively and respectfully as a member of the team with other Directors and with the Corporation's management and staff;
- (f) respect and abide by Board decisions;
- (g) serve on at least one (1) standing committee;
- (h) regularly attend Board and committee meetings;
- (i) complete the necessary background preparation in order to participate effectively in meetings of the Board and its committees;
- (j) keep informed about:
 - (i) matters relating to the Corporation;
 - (ii) the health needs of the community served;
 - (iii) other health care services provided in the region; and
 - (iv) health preservation programs;
- (k) participate in annual Board orientation and ongoing Board education;
- (l) participate in an annual self and peer evaluation of the Board and individual members;
- (m) advise the Chair of any circumstances which result in the Director no longer meeting the qualifications set out in Section 4.4;
- (n) not place himself/herself in a position where his/her personal interests conflict with those of the Corporation;
- (o) abide by the Conflict of Interest and Standards of Care provisions contained in this By-law;
- (p) on an annual basis, sign the required Directors Declaration; and
- (q) represent the Board, when requested.

4.11 Principles of Governance

- (a) The Board is responsible for the governance of the Corporation and the supervision and management of the activities and affairs of the Corporation in accordance with its letters patent, by-law, vision, mission, strategic direction, governance policies and Legislation.
- (b) The Board maintains a culture based on the values as approved by the Board and strives for a collaborative approach to decision-making, based on evidence, best practice, open debate and a thorough examination of all issues while respecting and valuing dissenting views.
- (c) The Board shall provide strategic leadership to the Corporation in realizing its mandate, vision and core values, focusing its energy on matters of Policy rather than day-to-day operations, and maintaining at all times a clear distinction between Board and staff roles.
- (d) The Board acts at all times in the best interests of the Corporation, having regard to its accountabilities to:
 - (i) its patients and communities served for:
 - (1) the quality of the care and safety of patients;
 - (2) operating in a fiscally sustainable manner within its resource envelope and utilizing its resources efficiently and effectively to fulfil the Hospital's mission and mandate;
 - (3) engaging the communities served when developing plans and setting priorities for the delivery of health care;
 - (4) the appropriate use of community/donor contributions to the Hospital.
 - (ii) the LHIN for:
 - (1) building relationships and collaborating with the LHIN, other health service providers, and the community to identify opportunities to integrate the services of the local health system for the purpose of providing appropriate, coordinated, effective and efficient services;
 - (2) ensuring that the Corporation operates in a manner that is consistent with provincial plans, the LHIN's integrated health service plan and its Hospital Service Accountability Agreement with the LHIN;
 - (3) achieving the Performance Indicators in the Hospital Services Accountability Agreement and measuring the Corporation's performance against accepted standards and best practices in comparable organizations;

- (4) providing an evidence-based business plan in support of requests for resources to meet the Corporation's mission;
 - (5) informing the LHIN, and where appropriate the communities served of any gaps between needs of the communities served and scope of services provided within the LHIN allocation;
 - (6) apprising the LHIN and the communities served of Board policies and decisions which are required to operate within its Hospital Services Accountability Agreement;
 - (iii) the Government of Ontario, government agencies and institutional partners for:
 - (1) compliance with government regulations, policies and directions;
 - (2) implementation of directly mandated programs;
 - (3) implementation of approved capital projects;
 - (4) fulfilment of obligations under formal agreements and grants; and
 - (iv) its employees and privileged staff for a safe workplace environment.
- (e) Consistent with the Board's commitment to best governance practices, timely access to information, appropriate protection of personal privacy, and appropriate protection of other information that is exempt or excluded from disclosure under the *Freedom of Information and Protection of Privacy Act*, the Board will make available to the public:
 - (i) the MICs partnership agreement;
 - (ii) the Corporation's letters patent, by-law and policies
 - (iii) the mission, vision and strategic plan;
 - (iv) a list of elected and ex-officio Directors and their attendance records;
 - (v) policies governing the Board and Board standing committees;
 - (vi) minutes of Board, board committee and corporate meetings;
 - (vii) a report on the Corporation's performance as part of the Corporation's Annual Report;
 - (viii) the Corporation's Quality Improvement Plan, in compliance with the *Excellent Care for All Act*, 2010;
 - (ix) information about expense claims in compliance with any directives made
 - (x) under the *Broader Public Sector Accountability Act*, 2010; and

- (xi) upon request, information that is subject to disclosure under the *Freedom of Information and Protection of Privacy Act*.

4.12 Standards of Care

Every Director and Officer of the Corporation in exercising their powers and discharging their duties shall act honestly and in good faith and make decisions that are in the best interests of the Corporation having regard to all relevant considerations, including but not confined to, considering the impact of the Board's decisions on affected stakeholders including the patients and communities served, the LHIN, the Government of Ontario and its internal stakeholders. In instances where the interests of the stakeholders conflict with each other or with the Corporation, the Directors must act in the best interests of the Corporation commensurate with the Corporation's duties as a responsible, well-intentioned public hospital. The Legislation, the HSAA and the Corporation's objects, mission, vision, values and strategic plan shall be used to guide the Directors' decision as to whether a decision is in the best interests of the Corporation.

ARTICLE 5 OFFICERS OF THE BOARD AND OF THE CORPORATION

5.1 Officers

- (a) The Board shall elect the following officers from amongst the Directors at the special meeting immediately following the annual meeting:
 - (i) the Chair;
 - (ii) the Vice-Chair; and
 - (iii) the Treasurer.
- (b) The Chief Executive Officer shall be the Secretary of the Corporation and Secretary of the Board.
- (c) Ex-officio Directors are ineligible for election as Chair or Vice-Chair.
- (d) The officers of the Corporation shall be responsible for the duties set forth in the By-law and they are not necessarily required to perform such duties personally, but may delegate to others performance of any or all of such duties.
- (e) Any officer of the Corporation shall cease to hold office upon resolution of the Board.

5.2 Duties of Chair

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

- (a) chair all meetings of the Board at which he/she is present;
- (b) report to the Members at each annual meeting of the Corporation on the operations of the Corporation; and

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

5.3 Duties of Vice-Chair

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

5.4 Duties of Treasurer

The Treasurer of the Corporation shall:

- (a) be the custodian of the books of account and accounting records of the Corporation required to be kept by the provisions of the Act; and
- (b) perform such other duties as may from time to time be determined by the Board.

5.5 Duties of Secretary

The Secretary shall:

- (a) attend all meetings of the Board and of committees of the Board as required;
- (b) keep a record of the minutes of all meetings and circulate the minutes to all Directors or committees; and
- (c) perform such other duties as the Board may direct.

5.6 Duties of Chief Executive Officer

- (a) The Chief Executive Officer shall be appointed by the Board in accordance with its approved selection process.
- (b) The Board may at any time and in consultation with the MICs Group of Health Services revoke or suspend the appointment of the Chief Executive Officer.
- (c) The Chief Executive Officer shall:
 - (i) be responsible to the Board for the administration, organization and management of the Corporation in accordance with policies established by the Board;
 - (ii) attend all meetings of the Board and act as Secretary to the Board; and
 - (iii) perform such other duties as outlined in the Chief Executive Officer Position Description and approved by the Board.

5.7 Protection of Directors and Officers

Except as otherwise provided in the Act, no Director or officer of the Corporation shall be liable for the acts, receipts, neglects or defaults of any other Director or officer or employee or for any loss, damage or expense happening to the Corporation through the insufficiency

or deficiency of title to any property acquired by the Corporation or for or on behalf of the Corporation or for the insufficiency or deficiency of any security in or upon which any of the monies of or belonging to the Corporation shall be placed out or invested or for any loss or damage arising from the bankruptcy, insolvency or fortuitous act of any person including any person with whom or which any monies, securities or effects shall be lodged or deposited or for any loss, conversion, misapplication or misappropriation of or any damage resulting from any dealings with any monies, securities or other assets belonging to the Corporation or for any other loss, damage or misfortune whatever which may happen in the execution of the duties of the Director's or officer's respective office or trust or in relation thereto unless the same shall happen by or through the Director's or officer's own willful neglect or default or dishonest, fraudulent or criminal act.

5.8 Indemnification of Officers and Directors

- (a) The Corporation shall indemnify the Directors and officers and committee members of the Corporation, the former Directors and officers and committee members of the Corporation and an individual who acts or acted at the Corporation's request as a Director, officer or a committee member, or in a similar capacity, of another entity, against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by the individual in respect of any civil, criminal, administrative, investigative or other action or proceeding in which the individual is involved because of that association with the Corporation or such other entity.
- (b) The Corporation shall advance money to the Director, officer or other individual referred to in paragraph 5.8(a) for the costs, charges and expenses of an action or proceeding referred to in that paragraph, but the individual shall repay the money if the individual does not fulfil the conditions set out in paragraph 5.8(c) below.
- (c) The Corporation shall not indemnify an individual under paragraph 5.8(a) unless,
 - (i) the individual acted honestly and in good faith with a view to the best interests of the Corporation or other entity, as the case may be; and
 - (ii) if the matter is a criminal or administrative proceeding that is enforced by a monetary penalty, the individual had reasonable grounds for believing that his/her conduct was lawful.
- (d) The indemnity provided for in the preceding paragraph 5.8(a) shall not apply to any liability which a Director or officer of the Hospital may sustain or incur as the result of any act or omission as a member of the Professional Staff of the Hospital.

5.9 Insurance

The Corporation shall purchase and maintain insurance for the benefit of an individual referred to in paragraph 5.8(a) against any liability incurred by the individual,

- (a) in the individual's capacity as a Director or officer of the Corporation; or

- (b) in the individual's capacity as a Director or officer, or a similar capacity, of another entity, if the individual acts or acted in that capacity at the Corporation's request.

5.10 Bond of Fidelity

- (a) Directors, officers and employees, as the Board may designate, shall secure from a guarantee company a bond of fidelity of an amount approved by the Board.
- (b) At the discretion of the Board, the requirements of paragraph 5.10 (a) above may be met by an alternative form of employee fidelity insurance such as, but not limited to, a blanket position bond, a commercial blanket bond, or a comprehensive dishonesty, disappearance, and destruction policy.
- (c) The Corporation shall pay the expenses of any fidelity bond or policy secured under paragraph 5.10 (a) or (b) above.

5.11 Occupational Health and Safety Program

- (a) There shall be an Occupational Health and Safety Program for the Hospital.
- (b) The program referred to in paragraph 5.11(a) above shall include practices/procedures with respect to:
 - (i) a safe and healthy work environment in the Hospital;
 - (ii) the safe use of substances, equipment and medical devices in the Hospital;
 - (iii) safe and healthy work practices in the Hospital;
 - (iv) the prevention of accidents to persons on the premises of the Hospital; and
 - (v) the elimination of undue risks and the minimizing of hazards inherent in the Hospital environment.
- (c) The person designated by the Chief Executive Officer to be in charge of occupational health and safety in the Hospital shall be responsible to the Chief Executive Officer for the implementation of the occupational health and safety program.
- (d) The Chief Executive Officer shall report to the Board of Directors as necessary, on matters in respect of the occupational health and safety program.

5.12 Health Surveillance Program

- (a) There shall be a health surveillance program for the Hospital.
- (b) The program referred to in paragraph 5.12(a) shall:
 - (i) be in respect of all persons carrying on activities in the Hospital; and

- (ii) include an infectious disease surveillance program which shall monitor and respond to the Patient Safety Indicators.
- (c) The Chief Executive Officer shall designate an individual to be in charge of health surveillance in the Corporation. The designate shall be responsible to the Chief Executive Officer for the implementation of the Health Surveillance Program. The Chief Executive Officer shall report to the Board as necessary on matters in respect of the Health Surveillance Program.

5.13 Organ Donation

- (a) Pursuant to the regulations under the *Public Hospitals Act*, the Board shall approve procedures to encourage the donation of organs and tissues including:
 - (i) procedures to identify potential donors; and
 - (ii) procedures to make potential donors and their families aware of the options of organ and tissue donations.
- (b) The Board shall ensure that these procedures are implemented in the Corporation.

ARTICLE 6 REGULAR AND SPECIAL MEETINGS OF THE BOARD

6.1 Regular Meetings

- (a) The Board, in consultation with the MICs Board, will be responsible to establish a yearly meeting schedule assigning the number of meetings and shall meet at the Hospital at such time, day and place as the Board may from time to time determine.
- (b) The Secretary shall give notice of the meeting or change to the Directors if the meeting is cancelled or to be held at another time or day as scheduled or at a place other than the Hospital. If notice is to be given it shall be delivered, faxed, e-mailed or telephoned to each Director at least twenty-four (24) hours in advance of the meeting or shall be mailed to each Director at least five (5) days in advance of the meeting.
- (c) A meeting of the Board may be held without notice, immediately following the annual meeting of the Corporation.

6.2 Special Meetings

- (a) The Chair or Vice-Chair of the Board may call special meetings of the Board.
- (b) The Secretary of the Board shall call a meeting of the Board if two (2) voting Directors so request in writing.
- (c) Notice of a special meeting of the Board shall specify the purpose of the meeting, shall be delivered, faxed, e-mailed or telephoned to each Director at least twenty-four (24) hours in advance of the meeting or shall be mailed to each Director at least five (5) days in advance of the meeting.

6.3 Procedures for Board Meetings

- (a) The declaration of the Secretary or Chair that notice has been given pursuant to the By-law, shall be sufficient and conclusive evidence of the giving of such notice.
- (b) No error or omission in giving notice for a meeting of Directors shall invalidate such meeting or invalidate any proceedings at such meeting and any Director may at any time waive notice of any such meeting and may ratify and approve any or all proceedings.
- (c) Subject to paragraph (d) below, Board meetings shall be open to the public.
- (d) Every Board meeting shall have an agenda that will ensure that the business items are organized so as to ensure that business items are organized into agenda items categories that are appropriate for:
 - (i) the public to be in attendance;
 - (ii) only the Board and its invited guests to be in attendance; and
 - (iii) only the members of the Board to be in attendance.

Following the adjournment of the Board meeting, the Board may hold an executive session which shall be restricted to the elected Directors.

- (e) Guests may attend the open portion of the Board meetings in accordance with the Board approved policy on guest attendance.

6.4 Quorum

Quorum for any meeting of the Board of Directors or of any committee shall consist of three (3) voting members. If a quorum is present at the beginning of a meeting and some members leave thereby reducing the numbers to less than a quorum, the meeting may continue only if it is the wish of the remaining members to do so provided that only agenda items approved by the Board, while there was a quorum, can be addressed. For greater certainty, no new item can be introduced after quorum has been lost.

6.5 Voting

- (a) Subject to paragraph 6.5(b) and 6.6 below, at all regular and special meetings of the Board, voting shall be determined in accordance with the process set out in paragraph 1.3(c).
- (b) Despite any other provisions of this By-law, any Director may at any time require that a vote be recorded. The request for a recorded vote does not require a motion and is not debatable or amendable.
- (c) A Director who is present at a meeting of the Directors or of a Committee of Directors is deemed to have consented to any resolution passed or action taken at the meeting, unless,

- (i) the Director's dissent is entered in the minutes of the meeting;
 - (ii) the Director requests that his/her dissent be entered in the minutes of the meeting;
 - (iii) the Director gives his/her dissent to the secretary of the meeting before the meeting is terminated; or
 - (iv) the Director submits his/her dissent immediately after the meeting is terminated to the Corporation.
- (d) A Director who was not present at a meeting at which a resolution was passed or action taken is deemed to have consented to the resolution or action unless within seven days after becoming aware of the resolution, the Director,
- (i) causes his/her dissent to be placed with the minutes of the meeting; or
 - (ii) submits his/her dissent to the Corporation

6.6 Written Resolutions

A resolution, signed by all the Directors entitled to vote on that resolution at a meeting of Directors or of a committee of Directors is as valid as if it had been passed at a meeting of Directors or of a committee of Directors.

6.7 Rules

The Board may, from time to time, make such Rules as it may deem necessary or desirable for the better management, operation, and maintenance of the Corporation, provided however that any such rule shall conform with this By-law.

ARTICLE 7 COMMITTEES OF THE BOARD

7.1 Establishment of Committees

- (a) The Committees of the Board shall be:
- (i) Audit/Finance Committee;
 - (ii) Executive Committee;
 - (iii) Medical Advisory Committee;
 - (iv) Quality Committee;
 - (v) Fiscal Advisory Committee; and
 - (vi) such other committees (hereinafter referred to as "Special Committees") as it determines are necessary for the execution of the Board's responsibilities.

- (b) The Board may conduct the duties and responsibilities of any or all of the Board Committees, except for the Medical Advisory Committee and Quality Committee, as a committee of the whole.
- (c) The committees of the LMH Board of Directors will include a minimum of 40% representation from the Francophone community, which is the percentage reflective of the Francophone population of the catchment area.

7.2 Terms of Reference

- (a) The terms of reference of the Audit/Finance Committee, the Executive Committee and the Medical Advisory Committee are set out in Sections 7.3, 7.4 and 7.5 respectively.
- (b) The functions, duties, responsibilities, composition and mandate of the Committees set out in paragraph 7.2(a) above that are not set out in this By-law and of all other Board Committees shall be provided either in the Board Policy Manual or in the resolution of the Board by which such Committee is established.
- (c) On an annual basis, the standing and special Committees of the Board shall establish goals and objectives that are aligned with the Corporation's strategic plan and corporate priorities.
- (d)
 - (i) The Board shall assign to the respective standing and Special Committees responsibility for the oversight and monitoring of specified Performance Metrics.
 - (ii) The Audit/Finance Committee shall review and comment on the appropriateness and accuracy of the Corporation's quality and financial organizational performance reporting.
- (e) With the Board's consent, a Committee may delegate a portion of its responsibilities to a subcommittee.
- (f) The Chair, committee chair and Chief Executive Officer shall identify the appropriate staff resources that are required to support the respective Committees.
- (g) The terms of reference and performance of the standing and special Committees of the Board shall be evaluated on a yearly basis.
- (h) The Board may appoint, for a term not to exceed one year, additional lay members to Board Committees who are not Directors but who have the right to vote provided a majority of the Committee members are Directors. The lay members may be re-appointed for successive one year terms.
- (i) Subject to clause 7.4(b)(i), no decision of a Committee shall be binding on the Board until approved or ratified by the Board.
- (j) Committee Chair

The chair of the Committees shall:

- (i) be appointed by the Chair of the Board;
- (ii) preside at all meetings of the Committee;
- (iii) be responsible for the recommendation of Committees members not otherwise provided for in the By-law or Policies of the Corporation to the Chair;
- (iv) report to the Board on the activity of the Committee; and
- (v) perform such other duties as may be prescribed from time to time by Board Policy or resolution.

(k) Committees Required by the *Public Hospitals Act*

The Board shall ensure that the Corporation establishes such Committees and undertakes such Programs as are required pursuant to the *Public Hospitals Act*.

(l) Procedures at Committee Meetings

Subject to Section 1.3, procedures at Committee meetings shall be determined by the chair of each Committee, unless established by the Board by resolution or in the Board Committee Policy.

(m) Quorum for Committees

- (i) Unless otherwise specifically noted in the terms of reference, a quorum for a Committee shall consist of a majority of the voting Board members on the Committee.
- (ii) The chair shall count for quorum only if present.
- (iii) Unless otherwise noted, the Chief Executive Officer shall be ex-officio voting members of all Committees and shall count for quorum only if present.
- (iv) If a quorum is present at the beginning of a meeting and some members leave thereby reducing the numbers to less than a quorum, the meeting may continue only if it is the wish of the remaining members to do so provided that only agenda items approved by the Committee, while there was a quorum, can be addressed.

(n) Quarterly Meetings

Unless specifically provided otherwise in the Board Committees' terms of reference, the Board Committees shall meet at least four (4) times yearly.

(o) Inviting Guests to Committee Meetings

Guests may attend meetings of a Committee only upon:

- (i) invitation by the chair of the meeting; or
- (ii) resolution of the Committee; or
- (iii) invitation by the Chief Executive Officer to persons deemed appropriate by the Chief Executive Officer for the purposes of supporting or facilitating the Committee meeting.

7.3 Audit/Finance Committee

- (a) The Audit/Finance Committee shall consist of:
 - (i) two (2) elected Directors, one of whom shall chair the committee; and
 - (ii) such other members as may be appointed by the Board Chair.
- (b) The Audit/Finance Committee shall:
 - (i) study and recommend to the Board for approval a detailed annual budget for capital and operating revenues and expenditures for the ensuing fiscal year;
 - (ii) study the detailed financial statements on a timely basis and report thereon to the Board accordingly;
 - (iii) advise the Board with regard to donations, bequests, endowments, and investments;
 - (iv) recommend to the Board the types and amounts of insurance to be carried by the Corporation and review these annually;
 - (v) discuss with the auditor and review the annual audited financial statement and auditor's report prior to the annual meeting of the Corporation;
 - (vi) inform and advise the Board on financial matters as requested;
 - (vii) make recommendations to the Board in respect of the scope of the audit work performed, or to be performed, on an annual basis;
 - (viii) consider on behalf of the Board all annual financial statements and the related auditor's questionnaire;
 - (ix) receive and review the auditor's report on internal controls and related recommendations;
 - (x) review and comment on the appropriateness and quality of the Hospital's quality and financial organizational performance reporting and

benchmarking including the methodology and data used for the Balanced Scorecard and the Performance Indicators;

- (xi) monitor compliance with the Performance Indicators;
 - (xii) receive reports and make recommendations to the Board on the Waste Management Program and property matters;
 - (xiii) delegate the responsibilities to any three (3) of the Committee to function as the Board Executive in dealing with the MICs Group of Health Services and as set out in the MICs Group of Health Services' Partnership Agreement;
 - (xiv) develop and at least annually evaluate, update and make recommendations to the Board on a short-term operating plan; and
 - (xv) develop and at least annually evaluate, update and make recommendations to the Board on a human resources plan which includes a profile of the present Professional Staff and Hospital.
- (c) The auditor may submit to the Audit/Finance Committee, for any one of its meetings, a report in writing, without any requirement for personal attendance, and such report shall be tabled for discussion at the next meeting at which meeting the auditor may attend and be heard.

7.4 Executive Committee

- (a) The Executive Committee shall consist of:
- (i) the four (4) voting Directors;
 - (ii) the Chief Executive Officer, non-voting;
 - (iii) the Chief Nursing Executive, non-voting; and
 - (iv) the Chief of Staff, non-voting.
- (b) The Executive Committee shall:
- (i) act for and on behalf of the Board on any matter delegated to it by the Board;
 - (ii) study and advise or make recommendations to the Board on any matter as directed by the Board; and
 - (iii) in all matters of administrative urgency, exercise the full powers of the Board, reporting every action at the next meeting of the Board.

7.5 Medical Advisory Committee

The terms of reference for the Medical Advisory Committee are set out in Article 19 of this By-law.

ARTICLE 8 FINANCIAL

8.1 Bonding-Fidelity Insurance

- (a) Directors, officers and employees, as the Board may designate, shall secure from a guarantee company a bond of fidelity of an amount approved by the Board.
- (b) At the discretion of the Board, the requirements of paragraph 8.1 (a) above may be met by an alternative form of employee fidelity insurance such as, but not limited to, a blanket position bond, a commercial blanket bond, or a comprehensive dishonesty, disappearance and destruction policy.
- (c) The Corporation shall pay the expense of any fidelity bond or policy secured under paragraph 8.1 (a) or (b) above.

8.2 Banking and Borrowing

- (a) The Board shall by resolution, from time to time, designate the Bank in which the bonds or other securities of the Corporation shall be placed for safekeeping.
- (b) The Board shall by resolution, from time to time, designate the signing officers of the Corporation, and they are hereby authorized for and in the name of the Corporation:
 - (i) to draw, accept, sign and make all or any bills of exchange, promissory notes, cheques, and orders for payment of money;
 - (ii) to receive and deposit all Corporation monies in the Bank designated under paragraph 8.2 (a) above, and give receipts for same;
 - (iii) subject to the approval of the Board, to assign and transfer to the Bank all or any stocks, bonds, or other securities;
 - (iv) from time to time, to borrow money on the credit of the Corporation;
 - (v) to transact with the said Bank any business which they may think fit;
 - (vi) to negotiate with, deposit with, endorse or transfer to the Bank, but for the credit of the Corporation only, all or any bills of exchange, promissory notes, cheques, or orders for the payment of money and other negotiable paper;
 - (vii) from time to time, to arrange, settle, balance, and certify all books and accounts between the Corporation and the Bank designated by the Board under paragraph 8.2(a) above;

- (viii) to receive all paid cheques and vouchers;
- (ix) to sign the Bank's form of settlement of balance and release;
- (x) to charge, mortgage, hypothecate or pledge all or any currently owned or subsequently acquired real or personal, movable or immovable property of the Corporation, including book debts, rights, powers, franchises and undertakings, to secure any debt obligations or any money borrowed, or other debt or liability of the Corporation; and
- (xi) to issue, sell or pledge debt obligations (including bonds, debentures, debenture stock, notes or other like liabilities whether secured or unsecured) of the Corporation.

8.3 Signing Officers

- (a) Subject to paragraph (b) below, either the Chair or Vice-Chair of the Board, together with either the Chief Executive Officer, the Treasurer or a senior officer designated by the Board, shall sign on behalf of the Corporation all contracts, agreements, conveyances, mortgages and other documents, for which Board approval is required.
- (b) Any two (2) of the persons listed in paragraph (a) above shall be entitled to:
 - (i) sign contracts or agreements which can be terminated with less than thirty (30) days' notice or create binding obligations on the Corporation in excess of an amount to be determined from time to time by resolution of the Board;
 - (ii) sign cheques in the amount of Two Hundred and Fifty Thousand Dollars (\$250,000.00) or more, except cheques made payable to the Receiver General;
 - (iii) sign cheques for less than Two Hundred and Fifty Thousand Dollars (\$250,000.00) where two (2) signatures are required;
- (c) The Chief Executive Officer and Chief Financial Officer shall be entitled to sign cheques for less than Two Hundred and Fifty Thousand Dollars (\$250,000) with respect to any monies owing for payroll deductions. The signatures for the payroll deductions and regular monthly operating cheques may be made by their facsimile plate.
- (d) The signatures of any or all of the aforementioned signing officers on cheques drawn on any of the Hospital's bank accounts may be written or engraved, lithographed, printed or otherwise mechanically reproduced upon approval of the Board and auditor.

8.4 Seal

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

8.5 Investments

- (a) Subject to paragraphs 8.5(b) and 8.5(c) below, the Board shall not be limited to investments authorized by law for trustees provided their investments are investments which are deemed reasonable and prudent under the circumstances.
- (b) With respect to monies or property held in trust by the Corporation, the Board may invest only in securities authorized by the *Trustee Act* (Ontario), unless the trust instrument indicates otherwise.
- (c) Notwithstanding the provisions of paragraphs 8.5(a) or 8.5(b) above, the Board may, in its discretion, retain investments which are given to the Corporation in specie.

8.6 Endowment Benefits

- (a) No benefit given in trust to or for the use of the Corporation for endowment purposes shall be hypothecated, transferred or assigned to obtain credit or to receive funds except as allowed by paragraph 8.5(a).
- (b) The Secretary shall keep copies of all testamentary documents and trust instruments by which benefits are given, bequeathed or devised to, or to the use of, the Corporation.
- (c) The Secretary shall give notice to the Office of the Public Guardian and Trustee, in accordance with the terms of the *Charities Accounting Act* (Ontario), of the benefits referred to in paragraph 8.6(b) which come into the control or possession of the Corporation.
- (d) The Corporation shall apply any trust funds of the Corporation only to the designated purpose(s) for which such funds were intended. Under no circumstances shall the Corporation transfer any funds held in trust by the Corporation to any other individual or entity, unless such transfer complies with all applicable law, including without limitation, the *Charities Accounting Act* (Ontario) and the *Trustee Act* (Ontario).
- (e) The Secretary shall at least semi-annually provide an accounting to the Board with respect to all funds held in trust by the Corporation.

8.7 Auditor

- (a) The Corporation shall at its annual meeting appoint an auditor who shall not be a Director or an officer or employee of the Corporation or a partner or employee of any such person, and who is duly licensed under the provisions of *The Public Accountancy Act* (Ontario), to hold office until the next annual meeting of the Corporation.
- (b) The auditor shall have all the rights and privileges as set out in the *Act* and shall perform the audit function as prescribed therein.

- (c) In addition to presenting the report at the annual meeting of the Corporation, the auditor shall from time to time report through the Audit Committee to the Board on the audit work with any necessary recommendations.

ARTICLE 9 VOLUNTARY ASSOCIATIONS

9.1 Authorization

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

9.2 Purpose

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

9.3 Control

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

9.4 Representation on Board

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

9.5 Auditor

- (a) Each unincorporated voluntary association shall have its financial affairs reviewed for the purposes of assuring reasonable internal control.
- (b) The auditor for the Corporation shall be the auditor for the voluntary association(s) under this Section.

ARTICLE 10 COMMUNITY ENGAGEMENT

10.1 Establishment and Support of a Patient and Family Advisory Council

The Chief Nursing Officer shall establish and maintain a Patient and Family Advisory Council.

10.2 Terms of Reference

The composition, roles and responsibilities of the Patient and Family Advisory Council shall be set out in the By-Laws.

ARTICLE 11 PURPOSES OF PROFESSIONAL STAFF BY-LAW

11.1 Purposes of the Medical/Professional Staff By-law

The purposes of the Medical/Professional Staff By-law are to:

- (a) outline clearly and succinctly the purposes and functions of the Medical Staff and other Professional Staff;
- (b) identify the process for the selection of the Chief of Staff and for the election of the Medical Staff Association officers and if applicable, Department Chief and/or Heads of Service;
- (c) ensure that each Professional Staff member who is credentialed at any one of the MICs Group of Health Services shall concurrently be granted privileges at the two other MICs Group of Health Services Corporations; and
- (d) provide a mechanism for accountability to the Board and as appropriate for patient and workplace safety, patient care and professional and ethical behaviours/conduct of each individual member of Professional Staff.

11.2 Rules

The Board or the Medical Advisory Committee may make Rules, as well as corresponding Policies, as deemed necessary for patient care and safety, to ensure workplace safety and to ensure that the behaviour/conduct of members of the Professional Staff is consistent with the mission, vision and values, strategic plan and organizational philosophy of the Hospital and its By-law and Rules. Such Rules and Policies, or any amendments thereto, will become effective when approved by the Board.

ARTICLE 12 APPOINTMENT AND RE-APPOINTMENT TO THE MEDICAL STAFF

12.1 Appointment to the Medical Staff

- (a) The Board of each Hospital will appoint annually a Medical Staff for the Corporation.
- (b) Notwithstanding the other requirements of this By-law, a person who is not a Physician may be honoured by appointment to the Honorary or Special Professional Staff categories.
- (c) Appointments to the Medical Staff shall be made in accordance with the *Public Hospitals Act* and the Standardized Credentialing Policy.
- (d) For greater certainty, applications for privileges relating to a service that the Hospital has ceased or ceases to provide pursuant to Section 44 of the *Public Hospitals Act* shall not be considered and shall not be subject to the procedure for processing applications for Professional Staff appointments set out in the Standardized Credentialing Policy.
- (e) An applicant who wishes to practice at any one of the MICs Group of Health Services Corporations will be required to apply for privileges at all three Corporations and, if eligible to be granted privileges at one of the Corporations, shall be granted privileges at all three Corporations.

12.2 Application for Re-Appointment

- (a) Each year each member of the Medical Staff shall make a written application for re-appointment to the Hospital in the prescribed form and shall submit the application to the Chief Executive Officer.
- (b) Applications for re-appointment shall be processed in accordance with the *Public Hospitals Act* and the Standardized Credentialing Policy.

12.3 Refusal of Re-Appointment

- (a) Pursuant to the *Public Hospitals Act*, the Board may refuse to re-appoint a member of the Medical Staff. In the event that this occurs, the Medical Staff member shall be entitled to the process set out in the Standardized Credentialing Policy.
- (b) Where a member has submitted a completed application form for re-appointment within the prescribed time period, his/her appointment is deemed to continue:
 - (i) until the re-appointment is granted; or
 - (ii) where he/she is served with a notice that the Board refuses to grant the re-appointment, until the time for giving notice requiring a hearing by the Health Professions Appeal and Review Board has expired and, where a hearing is required, until the decision of the Health Professions Appeal and Review Board has become final.
- (c) In the event one of the three MICs Group of Health Services Corporations refuses to appoint an applicant, the applicant will be, subject to paragraph (a) above, denied privileges at the other two Corporations.

12.4 Application for Change of Privileges

Applications for a change of privileges shall be processed in accordance with the provisions of the *Public Hospitals Act* and the Standardized Credentialing Policy.

ARTICLE 13 CATEGORIES OF THE MEDICAL STAFF

13.1 Medical Staff Groups

- (a) The Medical Staff shall consist of the following groups:
 - (i) Active;
 - (ii) Courtesy;
 - (iii) Locum Tenens;
 - (iv) Honorary; and
 - (v) Consulting.

13.2 Active Medical Staff

- (a) The Active Medical Staff shall consist of those Physicians who have been appointed to the Active Staff by the Board, who are responsible for ensuring that an acceptable standard of medical care is provided to patients under their care.
- (b) All Active Medical Staff members are responsible for ensuring that medical care is provided to all patients in the Hospital.
- (c) All Active Medical Staff members shall have Admitting Privileges unless otherwise specified in their appointment to the Medical Staff.
- (d) Active Medical Staff members shall be eligible to vote at Medical Staff meetings, to hold office and to sit on any committee of the Medical Staff.
- (e) All members of the Active Medical Staff shall undertake to govern themselves in accordance with the *Public Hospitals Act*, this By-law, the Rules and Regulations and Policies of the Hospital as established and amended from time to time.
- (f) Each member of the Active Medical Staff shall:
 - (i) undertake such duties in respect of those patients classed as emergency cases as may be specified by the Chief of Staff to which the Physician has been assigned;
 - (ii) attend patients, and undertake treatment and procedures only in accordance with the kind and degree of privileges granted by the Board;
 - (iii) act as a Supervisor of a member of the Professional Staff as and when requested by the Chief of Staff; and
 - (iv) be expected to make themselves available for committee membership.

13.3 Courtesy Medical Staff

- (a) The Board may grant a Physician an appointment to the Courtesy Medical Staff in one or more of the following circumstances:
 - (i) the applicant has an Active Medical Staff commitment at a Medical Advisory Committee approved hospital other than one of the other MICs Group of Health Services Corporations; or
 - (ii) the applicant lives at such a remote distance from the Hospital that it limits full participation in Active Medical Staff duties, but he/she wishes to maintain an affiliation with the Hospital; or
 - (iii) the applicant has a primary commitment to, or contractual relationship with, another community or organization; or

- (iv) the applicant requests access to limited Hospital resources, or out-patient programs, or facilities; or
- (v) where the Board deems it otherwise advisable.
- (b) The Board may grant a Physician an appointment to the Courtesy Medical Staff, with such privileges as the Board deems advisable. Privileges to admit patients shall only be granted under specified circumstances.
- (c) Courtesy Medical Staff members are not eligible to vote at Medical Staff meetings, to hold office or to sit on any committee of the Medical Staff nor are they required to attend Medical Staff Association meetings.
- (d) The circumstances leading to an appointment under this Section shall be specified by the Physician on each application for re-appointment.
- (e) The Courtesy Medical Staff appointment is a discrete appointment which does not create any rights that carry forward in the subsequent annual application for reappointment to the Medical Staff.

13.4 Locum Tenens

- (a) The Medical Advisory Committee, upon the request of a member of the Medical Staff, may recommend to the Board the appointment of a Locum Tenens as a planned replacement for that Physician for a specified period of time.
- (b) A Locum Tenens, subject to Board approval, may:
 - (i) have Admitting Privileges, unless otherwise specified;
 - (ii) undertake other duties as approved by the Board.
- (c) Locum Tenens are not eligible to vote at Medical Staff meetings, to hold office or to sit on any committee of the Medical Staff nor are they required to attend Medical Staff Association meetings.
- (d) The Locum Tenens Medical Staff appointment is a discrete appointment which does not create any rights that carry forward in the subsequent annual application for reappointment to the Medical Staff.

13.5 Honorary Medical Staff

- (a) A Physician may be honoured by the Board with a position on the Honorary Medical Staff of the Hospital because he:
 - (i) is a former member of the Medical Staff who has retired from active practice; or
 - (ii) has an outstanding reputation or made an extraordinary accomplishment, although not necessarily a resident in the community.

- (b) Each member of the Honorary Medical Staff shall be appointed by the Board on the recommendation of the Medical Advisory Committee.
- (c) Members of the Honorary Medical Staff shall not:
 - (i) have regularly assigned duties or responsibilities;
 - (ii) be eligible to vote at Medical Staff meetings or to hold office;
 - (iii) be bound by the attendance requirements for Medical Staff meetings; or
 - (iv) admit, treat, perform diagnostic procedures or discharge patients.

13.6 Consulting Medical Staff

The category of Consulting Medical staff has been created to address situations where the Hospital is unable to attract a Physician with specific skills or the Hospital does not have the volume of practice to require the specialized services on a full-time basis, or access to the Physician's skills would contribute to the health and welfare of members of the community.

- (a) The Board of the Hospital may grant privileges to an applicant in accordance with Article 10 of the Standardized Credentialing Policy of the Network #13 Hospitals in the following circumstances:
 - (i) the Physician has an Active Medical Staff commitment at another hospital;
 - (ii) the Physician will provide only occasional advice to the Professional Staff and patients; and
 - (iii) it is highly unlikely or impractical to expect the Physician to formally apply for privileges at the Hospital.
- (b) Where a Physician is granted an appointment to the Consulting Medical Staff, the extent of his/her privileges will be determined on a case-by-case basis. Privileges to admit patients shall only be granted under specified circumstances.
- (c) Physicians awarded Consulting Medical Staff privileges shall not be subject to Medical Staff meeting attendance requirements. Furthermore, they will not have the right to vote or hold office.
- (d) The Consulting Medical Staff appointment is a discrete appointment which does not create any rights that carry forward in the subsequent annual application for reappointment to the Medical Staff.

ARTICLE 14 MEDICAL STAFF DUTIES AND RESPONSIBILITIES**14.1 Individual Duties and Responsibilities**

Each member of the Medical Staff has an individual responsibility to the Corporation and the Board to:

- (a) ensure a high professional standard of care is provided to patients under his/her care that is consistent with sound healthcare resource utilization practices;
- (b) practice at the highest professional and ethical standards within the limits of the privileges provided;
- (c) perform only those acts, procedures, treatments and operations for which the Medical Staff member is competent;
- (d) maintain involvement, as a recipient, in continuing medical and interdisciplinary professional education;
- (e) recognize the authority of the Chief of Staff, the Medical Advisory Committee and the Board;
- (f) comply with the *Public Hospitals Act*, the Legislation, and the Hospital's By-law, Rules and Regulations, Policies and ethical guidelines;
- (g) participate in quality, complaint, error management and patient and workplace safety initiatives, as appropriate;
- (h) prepare and complete patient records in accordance with the Hospital's Policies as may be established from time to time, the Legislation and accepted industry standards;
- (i) provide the Chief of Staff with three (3) months' notice of the members' intention to resign or restrict the member's privileges;
- (j) work and cooperate with others in a manner consistent with the Hospital's mission, vision, values and strategic plan;
- (k) notify the Board in writing through the Chief Executive Officer of any additional professional degrees or qualifications obtained by the member or of any change in the license to practice medicine made by the College or change in professional liability insurance or increase in the member's scope and practice or a requirement for additional privileges that will impact the Corporation's resources;
- (l) serve as required on various Hospital and Medical Staff committees;
- (m) provide timely communication with all patients' referring physicians;
- (n) obtain consultations on patients, where appropriate;

- (o) when requested by a fellow Medical Staff member, provide timely consultations;
- (p) endeavour to secure from the next of kin of a deceased patient, or from another appropriate authority, a written consent for the performance of a post-mortem examination on the body of a deceased patient;
- (q) complete, or cause to be completed, the “Recorded Consideration” section of the Notification of Death form indicating whether organs and/or tissues of the deceased patient were considered for transplantation;
- (r) not undertake any conduct that would be prejudicial to the Hospital’s reputation or standing in the community, including making prejudicial or adverse public statements with respect to the Hospital’s operations which have not first been addressed through the proper communication channels identified above and such official channels have not satisfactorily resolved the Medical Staff member’s concerns;
- (s) advise the Chief of Staff immediately of any changes during the credentialing year to the information required to be provided by the Medical Staff member to the Hospital in his/her most recent application for appointment or reappointment;
- (t) comply with any specific conditions attached to the exercise of the member’s privileges;
- (u)
 - (i) file a prescribed report with the appropriate College regulated under the *Regulated Health Professions Act* (Ontario) if:
 - (1) the Medical Staff member has reasonable grounds, obtained in the course of practicing, to believe that another member of the same or different College has sexually abused a patient; or
 - (2) the Medical Staff member has been found guilty of an offence or if there has been a finding of professional negligence or malpractice against the Medical Staff member; and
 - (ii) file a report with the Chief Executive Officer of the Corporation if the Medical Staff member has reasonable grounds to believe that another member of the same or different College is incompetent or incapacitated;
- (v) Reporting critical incidents with respect to a patient under their care in accordance with the regulations under the *Public Hospitals Act*.

14.2 Monitoring Aberrant Practices

Where anyone believes that a member of the Medical Staff is attempting to exceed his/her privileges or is temporarily incapable of providing a service that he/she is about to undertake, the belief shall be communicated immediately to the Chief of Staff and to the Chief Executive Officer.

14.3 Monitoring Patient Care

Any aspect of patient care performed in the Hospital may be viewed by the Chief of Staff or designate without the approval of, but where possible with the knowledge of, the Medical Staff member in question.

14.4 Transfer of Responsibility

- (a) A Professional Staff member who has assumed responsibility for a patient's care shall remain responsible for that patient until the patient's discharge from hospital or until the care of the patient is transferred to another Professional Staff member.
- (b) Subject to paragraph (c) below, the transfer of care from one Professional Staff member to another must be done as an order and clearly indicated on the order sheet of the patient's hospital chart. The Professional Staff member must confirm in the chart that:
 - (i) he has directly spoken to the Professional Staff member to whom he/she is transferring the patient care (the "Accepting Professional Staff Member");
 - (ii) the Accepting Professional Staff Member has directly confirmed to the Professional Staff member that the Accepting Professional Member has accepted the transfer; and
 - (iii) he has communicated the patient's vital information to the Accepting Professional Staff Member.
- (c) Where a Department adopts a policy of transferring responsibility for all in-patients of the Department or Division to another member of the Department or Division at regular intervals, such policy shall be in writing and any such transfers shall be communicated in writing to all appropriate staff. Under such circumstances, a transfer order on the patient's chart is not required.
- (d) Where the Chief of Staff or the Department Chief has cause to take over the care of a patient, the Chief Executive Officer, the attending Physician, and the patient, shall be notified as soon as possible or, in the case where the patient is mentally incompetent, the patient's substitute decision maker, shall be notified as soon as possible.

14.5 Leave of Absence

- (a) Subject to paragraph (c) below, when a member of the Medical Staff temporarily ceases to practice in the community for a period of twelve (12) months or less, application for a leave of absence from the Medical Staff may be made for medical, parental leave, education, training or sabbatical, or other reasons. Such application, stating the effective dates and reasons shall be made to the Chief Executive Officer who, in turn, shall forward the application to the Credentials Committee which shall consult with the Chief of Staff and then forward a recommendation to the Medical Advisory Committee for consideration at its next regular meeting. The Medical

Advisory Committee shall make its recommendation to the Board in respect of the leave that pertains to the balance of the member's current appointment. Any request for a leave of absence that extends beyond the current appointment must be requested in the Medical Staff member's reapplication.

- (b) If such leave of absence is granted, the Medical Staff member may make application for re-appointment to the Medical Staff upon his/her return in accordance with the By-law and, in such event, the Board may waive the usual requirement that the applicant apply to the Associate Medical Staff, after considering the recommendations of the Medical Advisory Committee.
- (c) Notwithstanding other provisions contained in the By-law, in the event the leave of absence is for any reason other than medical, parental leave or agreed upon training, the granting of the leave is conditional upon,
 - (i) the Medical Staff member coordinating locum to cover his/her clinical responsibilities; and
 - (ii) the Chief of Staff confirming, in writing, to the Medical Advisory Committee that the absence will not negatively impact the Medical Staff's ability to meet its on-call responsibilities.
- (d) Upon the Medical Staff member's return from a leave of absence, the Chief of Department, and Medical Staff member shall be required to jointly sign a return to practice plan which will be considered by the Credentials Committee to ensure the member's clinical competencies were not prejudiced during his/her absence.

ARTICLE 15 MID-TERM ACTION

15.1 Mid-Term Action

- (a) Pursuant to the *Public Hospitals Act*, the Board at any time may revoke or suspend any appointment of a member of the Medical Staff or dismiss, suspend, restrict or otherwise deal with the privileges of the member. Mid-Term action shall be taken only in accordance with the Standardized Credentialing Policy.
- (b) For greater certainty, the process obligations and rights contained in the Standardized Credentialing Policy for Mid-Term Action shall not apply to a decision of the Board under Section 44(2) of the *Public Hospitals Act*.

ARTICLE 16 CHIEF OF STAFF

16.1 Appointment of Chief of Staff

- (a) Each Board shall appoint a member of the Medical Staff to be the Chief of Staff for an agreed upon term after giving consideration to the recommendations of a selection committee. The Boards may appoint the same physician as Chief of Staff at all three MICs Hospital Corporation.

- (b) The Board may, at any time, revoke or suspend the appointment of the Chief of Staff.

16.2 Duties of Chief of Staff

- (a) The Chief of Staff is accountable to the Board for two (2) major responsibilities:
 - (i) The Chief of Staff is responsible for the quality of care and patient and workplace safety by overseeing and facilitating the work of the Medical Advisory Committee in carrying out their collective and individual responsibilities for overseeing the quality of clinical care and patient and workplace safety provided by the Professional Staff to the patients of the Hospital.
 - (ii) The Chief of Staff is responsible for chairing the Medical Advisory Committee. In chairing, it is also the responsibility of the Chief of Staff to report regularly to the Board on the work and recommendations of the Medical Advisory Committee and its component parts and subcommittees, and similarly to the Medical Advisory Committee, and its component parts and subcommittees, on the decisions and actions of the Board as appropriate.
- (b) In addition, the Chief of Staff shall:
 - (i) be a member of the Board and such committees of the Board as provided in the By-law, and such other committees as determined by the Board from time to time;
 - (ii) be an ex-officio member of all committees established by the Medical Advisory Committee and as such may attend at his/her discretion;
 - (iii) organize the Professional Staff to ensure that the quality of the medical, dental, midwifery, and extended class nursing care given to all patients of the Hospital is in accordance with Policies established by the Board;
 - (iv) chair the Medical Advisory Committee and ensure accurate minutes are kept and appropriately circulated;
 - (v) advise the Medical Advisory Committee and the Board with respect to the quality of medical and dental diagnosis, care and treatment provided to the patients of the Hospital, and the quality of midwifery assessment, care, and treatment provided to the patients of the Hospital, and the quality of extended class nursing care provided to the patients of the Hospital as well as the behaviours/conduct and utilization practices of members of the Professional Staff;
 - (vi) assign, or delegate the assignment of, a member of the Professional Staff to supervise the clinical practice of any other member of the Professional Staff, as appropriate, for any period of time;

- (vii) assign, or delegate the assignment of, a member of the Professional Staff, as appropriate, to discuss in detail with any other member of the Professional Staff, as appropriate, any matter which is of concern to the Chief of Staff;
- (viii) in consultation with the Chair and the Chief Executive Officer, designate an alternate to act during an absence;
- (ix) supervise the professional care provided by all members of the Professional Staff;
- (x) be responsible to the Board, through and with the Chief Executive Officer, for the appropriate utilization of resources by all Professional Staff;
- (xi) report to the Medical Advisory Committee on activities of the Hospital, including the utilization of resources and quality assurance;
- (xii) participate in the development of the Hospital's Mission, Objectives, and Strategic Plan;
- (xiii) investigate matters of patient care, patient and workplace safety or conflicts with Hospital employees and Professional Staff members. Similarly, the duties include implementing procedures to monitor and ensure Professional Staff compliance with the *Public Hospitals Act*, the Legislation, the Hospital's By-law, Rules and Regulations, Policies, ethical guidelines and practice of the staff;
- (xiv) participate in Hospital resource allocation decisions;
- (xv) ensure there is a process for the participation by all Professional Staff members in continuing Professional Staff education;
- (xvi) conduct performance evaluations of all members of the Professional Staff. Ensure that the evaluations and recommendations are forwarded to the Medical Advisory Committee through the Credentials Committee. Notify the Credentials Committee of the completion of the evaluations and the completion of the recommendations;
- (xvii) advise the Professional Staff on current Hospital Policies, objectives and Rules and Regulations;
- (xviii) address concerns that arise about the quality of care or behaviours/conduct of a specific member and ensure adequate supervision;
- (xix) advise the Chief Executive Officer whenever a Professional Staff member is alleged to have engaged in, made or exhibited acts, statements, demeanour, behaviours/conduct or professional conduct, either within or outside of the healthcare facilities, and the same:

- (1) exposes, or is reasonably likely to expose patients, employees or other persons in the Hospital to harm or injury; or
 - (2) is, or is reasonably likely to be, detrimental to patient safety or to the delivery of quality patient care within the Hospital; or
 - (3) is, or is reasonably likely to be, detrimental to the Hospital's operations; or
 - (4) is, or is reasonably likely to constitute Disruptive Behaviour; or
 - (5) results in the imposition of sanctions by the College; or
 - (6) is contrary to the By-law, Rules and Regulations, the *Public Hospitals Act*, or any other relevant law of Canada or Ontario; and
- (xx) perform such additional duties as are set out in the Chief of Staff job description and in his/her employment agreement.

ARTICLE 17 MEETINGS – MEDICAL STAFF

17.1 Meetings of the Medical Staff

The Medical Staff shall hold at least four (4) meetings in each fiscal year of the Hospital, one of which shall be the annual meeting. The meeting of the Medical Advisory Committee may be deemed to be a meeting of the Medical Staff by the President of the Medical Staff, or, where there is no President of the Medical Staff, by the Chief of Staff.

17.2 Notice of Annual Meetings

A written notice of each Annual Meeting shall be distributed at least ten (10) days before the meeting.

17.3 Notice of Regular Meetings

A written notice of each regular meeting shall be distributed at least five days before the meeting.

17.4 Special Meetings

- (a) In case of emergency, the President of the Medical Staff may call a Special Meeting.
- (b) Special Meetings shall be called by the President of the Medical Staff on the written request of any member of the Active Staff.
- (c) Notice of such Special Meetings shall be as required for a regular meeting, except in cases of emergency, and shall state the nature of the business for which the Special Meeting is called.

- (d) The usual period of time required for giving notice of any Special Meeting shall be waived in cases of emergency, subject to ratification of this action by the majority of those members present and voting at the Special Meeting, as the first item of business at the meeting.

17.5 Quorum

A majority of the Medical Staff members entitled to vote shall constitute a quorum at any Annual, General or Special Meeting of the Medical Staff.

17.6 Order of Business

The order of business at any meeting of the Medical Staff shall be as set out in the Rules and Regulations or Policies of the Medical Staff.

17.7 Attendance at Regular Staff Meetings

Each member of the Active Medical Staff shall attend at least fifty percent (50%) of the regular Medical Staff meetings.

ARTICLE 18 MEDICAL STAFF ELECTED OFFICERS

18.1 Eligibility for Office

Only members of the Active Medical Staff of a MICs Hospital Corporation may be elected or appointed to any position or office.

18.2 Election Procedure

- (a) Notwithstanding any other provision in this By-Law, the members of the Active Medical Staff of the MICs Hospital Corporations shall:
 - (i) be eligible to elect the President of the Medical Staff Association; and
 - (ii) determine amongst themselves the election procedure.
- (b) In the event that there is only one (1) member of the Medical Staff, the member shall be deemed to be elected as the President of the Medical Staff.

18.3 Duties of the President of the Medical Staff

The President of the Medical Staff shall:

- (a) be a member of the Board representing the interest of the Medical Staff but at the same time fulfilling his/her fiduciary duties to the Hospital by making decisions in the best interest of the Hospital;
- (b) be a member of the Medical Advisory Committee;
- (c) report to the Medical Advisory Committee and the Board on any issues raised by the Medical Staff;

- (d) be accountable to the Medical Staff and advocate fair process in the treatment of individual members of the Medical Staff;
- (e) preside at all meetings of the Medical Staff;
- (f) call special meetings of the Medical Staff;
- (g) attend to the correspondence of the Medical Staff;
- (h) give notice of Medical Staff meeting by posting a written notice thereof;
- (i) ensure that minutes are kept of all Medical Staff meetings; and
- (j) be a member of such other committees as may be deemed appropriate by the Board.

18.4 Where Position of President of Medical Staff Vacant

Where the office of the President of Medical Staff has not been filled or becomes vacant, the Chief of Staff shall fulfill the duties of the President of the Medical Staff.

ARTICLE 19 MEDICAL ADVISORY COMMITTEE

19.1 Membership of the Medical Advisory Committee

- (a) The Medical Advisory Committee shall consist of:
 - (i) the Chief of Staff , who shall be chair;
 - (ii) the President of the Medical Staff; and
 - (iii) such other members of the Medical Staff as may be determined from time to time by the Medical Advisory Committee.
- (b) The Chair, or delegate, may attend meetings of the Medical Advisory Committee as a non-voting ex-officio member.
- (c) The Chief Executive Officer, or delegate, and Chief Nursing Executive shall attend meetings of the Medical Advisory Committee as non-voting ex-officio members.

19.2 Accountability of Medical Advisory Committee

The Medical Advisory Committee is accountable to the Board, in accordance with the *Public Hospitals Act*.

19.3 Medical Advisory Committee Duties and Responsibilities

The Medical Advisory Committee shall, in addition to those matters set out in subsections 34(7) and 35(2) and Section 37 of the *Public Hospitals Act*:

- (a) make recommendations to the Board concerning the following Professional Staff matters:

- (i) every application for appointment or reappointment to the Professional Staff;
 - (ii) the privileges to be granted to each member of the Professional Staff;
 - (iii) By-law respecting any Professional Staff;
 - (iv) the dismissal, suspension or restrictions of privileges of any member of the Professional Staff;
 - (v) the quality of medical care, treatment and diagnosis provided in the Hospital by the Professional Staff; and
 - (vi) the clinical and general rules regarding the Professional Staff.
- (b) supervise the practice of the Professional Staff;
 - (c) appoint the Professional Staff members to all committees of the Medical Advisory Committee;
 - (d) where the Medical Advisory Committee identifies systemic or recurring quality of care issues in making its recommendations to the board under clause 19.3(a)(v), the Medical Advisory Committee shall make recommendations about those issues to the Quality Committee of the Board;
 - (e) receive reports of the committees of the Medical Advisory Committee;
 - (f) advise the Board on any matters referred to the Medical Advisory Committee by the Board;
 - (g) develop, maintain and recommend to the Board a Clinical Human Resources Plan that takes into account the services provided by all Medical Staff members;
 - (h) facilitate the development and maintenance of Rules and Regulations, Policies, ethical guidelines and procedures of the Medical Staff; and
 - (i) hold meetings at least six (6) times per year and keep minutes of such meetings.

ARTICLE 20 MEDICAL STAFF COMMITTEE ESTABLISHED BY THE BOARD

20.1 Establishment

- (a) The Medical Advisory Committee may appoint the following committees:
 - (i) Credentials Committee;
 - (ii) Health Records Committee;
 - (iii) Infection Control Committee;
 - (iv) Utilization Committee;

- (v) Pharmacy and Therapeutics Committee;
 - (vi) Medical Education Committee;
 - (vii) Tissue and Audit Committee; and
 - (viii) other committees as may be required.
- (b) Where the Medical Advisory Committee assumes direct responsibility for the terms of reference of a committee, the Secretary of the Medical Advisory Committee shall ensure that the decision is recorded in the minutes of the Medical Advisory Committee.
- (c) The Medical Advisory Committee may combine the terms of reference of any two or more committees of the Medical Advisory Committee.
- (d) For greater certainty, a committee can be comprised of one or more people.
- (e) The functions, duties, responsibilities, composition and mandate of the Medical Advisory Committee shall be provided in the Board approved Medical Advisory Committee Charters.

20.2 Appointment to Medical Staff Committees

Pursuant to the Hospital Management Regulation, the Medical Advisory Committee shall appoint the medical members of all Medical Staff Committees provided for in this By-law of the Hospital. Other members of Medical Staff Committees shall be appointed by the Chief Executive Officer and Chief of Staff.

20.3 Medical Staff Committees

In addition to the specific duties of each Medical Staff Committee as set out in the By-law, all Medical Staff Committees shall:

- (a) meet as directed by the Medical Advisory Committee;
- (b) present a written report, including any recommendation of each meeting, to the next meeting of the Medical Advisory Committee;
- (c) present a written report at each annual meeting of the Medical Staff; and
- (d) perform any other duties prescribed by the Medical Advisory Committee.

20.4 Medical Staff Committee Chairs

The Medical Advisory Committee shall appoint the chair of each Medical Staff Committee, or may authorize the Chief Executive Officer to appoint a chair on their behalf.

20.5 Duties of the Medical Staff Committee Chairs

- (a) A Medical Staff Committee Chair:
 - (i) shall chair the Medical Staff Committee meetings;
 - (ii) shall call meetings of the Medical Staff Committee;
 - (iii) shall be the liaison between the committee and the Medical Advisory Committee; and
 - (iv) may request meetings with the Medical Advisory Committee.
- (b) Where the Chair is not a Physician, the Physician on the committee shall report to the Medical Advisory Committee.

ARTICLE 21 DENTAL STAFF

21.1 Board Appointment

- (a) The Board, on the advice of the Medical Advisory Committee, may appoint, annually, one or more Dentists to the Dental Staff of the Hospital and shall delineate the privileges for each Dentist.
- (b) Appointments to the Dental Staff shall be made in accordance with the *Public Hospitals Act* and the Standardized Credentialing Policy.
- (c) An applicant who wishes to practice at any one of the MICs Group of Health Services Corporations will be required to apply for privileges at all three Corporations and, if eligible to be granted privileges at one of the Corporations, shall be granted privileges at all three Corporations.
- (d) For greater certainty, applications for privileges relating to a service that the Hospital has ceased or ceases to provide pursuant to Section 44 of the *Public Hospitals Act* shall not be considered and shall not be subject to the procedure for processing applications for Professional Staff appointments set out in the Standardized Credentialing Policy.

21.2 Application for Appointment to the Dental Staff

- (a) An application for appointment to the Dental Staff shall be processed in accordance with the provisions of the *Public Hospitals Act* and in accordance with the Standardized Credentialing Policy.

21.3 Application for Re-Appointment

- (a) Each year each member of the Dental Staff shall make a written application for re-appointment in the prescribed form and shall submit the application to the Chief Executive Officer.

- (b) Applications for re-appointment shall be processed in accordance with the *Public Hospitals Act* and the Standardized Credentialing Policy.

21.4 Refusal of Re-Appointment

- (a) Pursuant to the *Public Hospitals Act*, the Board may refuse to re-appoint a member of the Dental Staff.
- (b) Where a member has submitted a completed application form for re-appointment within the prescribed time period, his/her appointment is deemed to continue:
 - (i) until the re-appointment is granted; or
 - (ii) until such time as he/she is served with a notice that the Board refuses to grant the re-appointment.
- (c) In the event one of the three MICs Group of Health Services Corporations refuses to appoint an applicant, the applicant will be, subject to paragraph (a) above, denied privileges at the other two Corporations.

21.5 Application for Change of Privileges

- (a) Where a Dentist wishes to change his/her privileges, an application shall be submitted listing the change of privileges which is requested and evidence of appropriate training and competence.
- (b) The application shall be processed in accordance with the *Public Hospitals Act* and in accordance with the Standardized Credentialing Policy.

21.6 Dental Staff Categories

- (a) The Dental Staff shall be divided into the same staff categories as the Medical Staff, as set out in Article 13 of this By-law subject to the following:
 - (i) A Dentist in the Active Staff category who is an oral and maxillofacial surgeon may be granted in-patient and/or out-patient Admitting Privileges, unless otherwise specified in his/her appointment to the Professional Staff; and
 - (ii) A Dentist in the Active Staff category may be granted in-patient and/or out-patient Admitting Privileges in association with a Physician who is a member of the Professional Staff with Active Staff privileges, unless otherwise specified in his/her appointment to the Professional Staff.
- (b) Article 13 of this By-law applies to members of the Dental Staff with necessary changes to points of detail.

21.7 Dental Staff Duties and Responsibilities

Article 14 of this By-law applies to members of the Dental Staff with necessary changes to points of detail.

21.8 Mid-term Action

In a manner consistent with the *Public Hospitals Act*, the Board at any time may revoke or suspend any appointment of a member of the Dental Staff, or dismiss, suspend, restrict or otherwise deal with the privileges of the member. Mid-term action shall be taken only in accordance with the Standardized Credentialing Policy.

21.9 Meetings – Dental Staff

A member of the Dental Staff may attend Medical Staff meetings but shall not be eligible to vote at a Medical Staff meeting.

21.10 Dental Staff Elected Officers

A member of the Dental Staff is not eligible to hold an office.

ARTICLE 22 MIDWIFERY STAFF

22.1 Board Appointment

- (a) The Board, on the advice of the Medical Advisory Committee, may appoint, annually, one or more Midwives to the Midwifery Staff of the Hospital and shall delineate the privileges for each Midwife.
- (b) Appointments to the Midwifery Staff shall be made in accordance with the *Public Hospitals Act* and the Standardized Credentialing Policy.
- (c) An applicant who wishes to practice at any one of the MICs Group of Health Services Corporations will be required to apply for privileges at all three Corporations and, if eligible to be granted privileges at one of the Corporations, shall be granted privileges at all three Corporations.
- (d) For greater certainty, applications for privileges relating to a service that the Hospital has ceased or ceases to provide pursuant to Section 44 of the *Public Hospitals Act* shall not be considered and shall not be subject to the procedure for processing applications for Professional Staff appointments set out in the Standardized Credentialing Policy.

22.2 Application for Appointment to Midwifery Staff

An application for appointment to the Midwifery Staff shall be processed in accordance with the *Public Hospitals Act* and in accordance with the Standardized Credentialing Policy.

22.3 Application for Re-Appointment

- (a) Each year each member of the Midwifery Staff shall make a written application for re-appointment in the prescribed form and shall submit the application to the Chief Executive Officer.
- (b) Applications for re-appointment shall be processed in accordance with the *Public Hospitals Act* and the Standardized Credentialing Policy.

22.4 Refusal of Re-Appointment

- (a) Pursuant to the *Public Hospitals Act*, the Board may refuse to re-appoint a member of the Midwifery Staff. In the event that this occurs, the Midwifery Staff member shall be entitled to the process set out in the Standardized Credentialing Policy.
- (b) Where a member has submitted a completed application form for re-appointment within the prescribed time period, his/her appointment is deemed to continue:
 - (i) until the re-appointment is granted; or
 - (ii) until such time as he/she is served with a notice that the Board refuses to grant the re-appointment.
- (c) In the event one of the three MICs Group of Health Services Corporations refuses to appoint an applicant, the applicant will be, subject to paragraph (a) above, denied privileges at the other two Corporations.

22.5 Application for Change of Privileges

- (a) Where a Midwife wishes to change his/her privileges, an application shall be submitted listing the change of privileges which is requested and evidence of appropriate training and competence.
- (b) The application shall be processed in a manner consistent with the provisions of the *Public Hospitals Act* and in accordance with the Standardized Credentialing Policy.

22.6 Midwifery Staff Categories

- (a) The Midwifery Staff shall be divided into the same staff categories as the Medical Staff, as set out in Article 13 of this By-law.
- (b) Article 13 of this By-law applies to members of the Midwifery Staff with necessary changes to points of detail.

22.7 Midwifery Staff Duties and Responsibilities

Article 14 of this By-law applies to members of the Midwifery Staff with necessary changes to points of detail.

22.8 Mid-Term Action

- (a) In a manner consistent with the *Public Hospitals Act*, the Board at any time may revoke or suspend any appointment of a member of the Midwifery Staff, or dismiss, suspend, restrict or otherwise deal with the privileges of the member. Mid-term action shall only be taken in accordance with the Standardized Credentialing Policy.
- (b) For greater certainty, the process obligations and rights contained in the Standardized Credentialing Policy for Mid-Term Action shall not apply to a decision of the Board under Section 44(2) of the *Public Hospitals Act*.

22.9 Meetings – Midwifery Staff

A member of the Midwifery Staff may attend Medical Staff meetings but shall not be eligible to vote at a Medical Staff meeting.

22.10 Midwifery Staff Elected Officers

A member of the Midwifery Staff is not eligible to hold an office of the Medical Staff.

ARTICLE 23 EXTENDED CLASS NURSING STAFF

23.1 Board Appointment

- (a) The Board, on the advice of the Medical Advisory Committee, may appoint, annually, one or more registered nurses in the extended class to the Extended Class Nursing Staff of the Hospital and shall delineate the privileges with respect to the ordering of diagnostic procedures for persons registered as patients of the Hospital.
- (b) Appointments to the Extended Class Nursing Staff shall be made in accordance with the *Public Hospitals Act* and the Standardized Credentialing Policy.
- (c) An applicant who wishes to practice at any one of the MICs Group of Health Services Corporations will be required to apply for privileges at all three Corporations and, if eligible to be granted privileges at one of the Corporations, shall be granted privileges at all three Corporations.
- (d) For greater certainty, applications for privileges relating to a service that the Hospital has ceased or ceases to provide pursuant to Section 44 of the *Public Hospitals Act* shall not be considered and shall not be subject to the procedure for processing applications for Professional Staff appointments set out in the Standardized Credentialing Policy.

23.2 Application for Appointment to the Extended Class Nursing Staff

An application for appointment to the Extended Class Nursing Staff shall be processed consistent with the *Public Hospitals Act* and in accordance with the Standardized Credentialing Policy.

23.3 Application for Re-Appointment

- (a) Each year each member of the Extended Class Nursing Staff shall make a written application for re-appointment in the prescribed form and shall submit the application to the Chief Executive Officer.
- (b) Applications shall be processed in accordance with the *Public Hospitals Act* and the Standardized Credentialing Policy.

23.4 Refusal of Re-Appointment

- (a) Pursuant to the *Public Hospitals Act*, the Board may refuse to re-appoint a member of the Extended Class Nursing Staff. In the event that this occurs, the Extended Class Nursing Staff member shall be entitled to the process set out in the Standardized Credentialing Policy.
- (b) Where a member has submitted a completed application form for re-appointment within the prescribed time period, his/her appointment is deemed to continue:
 - (i) until the re-appointment is granted; or
 - (ii) until such time as he/she is served with a notice that the Board refuses to grant the re-appointment.
- (c) In the event one of the three MICs Group of Health Services Corporations refuses to appoint an applicant, the applicant will be, subject to paragraph (a) above, denied privileges at the other two Corporations.

23.5 Application for Change of Privileges

Applications for a change of privileges shall be processed in accordance with the process set out in the Standardized Credentialing Policy.

23.6 Extended Class Nursing Staff Categories

The Extended Class Nursing Staff be divided into the same categories as the Medical Staff, as set out in Article 13 of this By-law, subject to the modifications set out in Sections 23.7 to 23.10 below.

23.7 Active Extended Class Nursing Staff

The Board may grant a registered nurse in the extended class an appointment to the Active Extended Class Nursing Staff with such privileges as the Board may delineate.

23.8 Locum Tenens Extended Class Nursing Staff

- (a) The Medical Advisory Committee upon the request of a member of the Extended Class Nursing Staff may recommend the appointment of a Locum Tenens as a planned replacement for that registered nurse in the extended class for a specified period of time.

- (b) A Locum Tenens shall work under the counsel and supervision of a member of the Active Staff who has been assigned this responsibility by the Chief of Staff or his/her delegate.
- (c) The Extended Class Nurse shall limit her scope of practice in the Hospital to the privileges delineated by the Board.

23.9 Extended Class Nursing Staff Duties

Article 14 of this By-law applies to members of the Extended Class Nursing Staff with necessary changes to points of detail.

23.10 Mid-Term Action

- (a) In a manner consistent with the *Public Hospitals Act* and in accordance with the Standardized Credentialing Policy, the Board at any time may revoke or suspend any appointment of a registered nurse in the extended class or dismiss, suspend, restrict or otherwise deal with the privileges of the member.
- (b) For greater certainty, the process obligations and rights contained in the Standardized Credentialing Policy for Mid-Term Action shall not apply to a decision of the Board under Section 44(2) of the *Public Hospitals Act*.

23.11 Attendance by Extended Class Nursing Staff at Medical Staff Meetings

A member of the Extended Class Nursing Staff may attend Medical Staff meetings, but shall not be eligible to vote at a Medical Staff meeting.

23.12 Eligibility to Hold a Medical Staff Office

A member of the Extended Class Nursing Staff is not eligible to hold an office of the Medical Staff.

ARTICLE 24 AMENDMENTS TO BY-LAW

24.1 Amendments to By-law

- (a) The Board may pass or amend the By-law of the Corporation from time to time.
- (b)
 - (i) Where it is intended to pass or amend the By-law at a meeting of the Board, written notice of such intention shall be sent by the Secretary/Treasurer to each Director at his/her address as shown on the records of the Corporation by ordinary mail not less than ten (10) days before the meeting.
 - (ii) Where the notice of intention required by paragraph 24.1(b)(i) is not provided, any proposed By-law or amendments to the By-law may nevertheless be moved at the meeting and discussion and voting thereon adjourned to the next meeting, for which no notice of intention need be given.

- (c) Subject to paragraph 24.1(d), a By-law or an amendment to a By-law passed by the Board has full force and effect:
 - (i) from the time the motion was passed; or
 - (ii) from such future time as may be specified in the motion.
- (d)
 - (i) A By-law or an amendment to a By-law passed by the Board shall be presented for confirmation at the next annual meeting or to a special general meeting of the Members of the Corporation called for that purpose. The notice of such annual meeting or special general meeting shall refer to the By-law or amendment to be presented.
 - (ii) The Members at the annual meeting or at a special general meeting may confirm the By-law as presented or reject or amend them providing the intent of the motion is not altered. If rejected they thereupon cease to have effect.
 - (iii) The Members rights under clause 24.1(d)(ii) above are restricted to the changes proposed in the notice referred to in paragraph 24.1(d)(i). No amendment is in order that increases the amendment or introduces new changes.
 - (iv) The Members may not initiate a requisition or motion to amend, enact or repeal a By-law.
- (e) In any case of rejection, amendment, or refusal to approve the By-law or part of the By-law in force and effect in accordance with any part of this Section, no act done or right acquired under any such By-law is prejudicially affected by any such rejection, amendment or refusal to approval.

24.2 Amendments to Professional Staff Part of By-law

Prior to submitting the Professional Staff part of the By-law to the process established in Section 24.1, the following procedures shall be followed:

- (a) a notice shall be sent to all members of the Professional Staff advising them of the proposed amendments to the Professional Staff part of the By-law sixty (60) days in advance of the matter being considered by the Board;
- (b) a copy of the proposed Professional Staff part of the By-law or amendments thereto shall be posted in the Professional Staff rooms and shall be made available on request fourteen (14) days in advance of the matter being considered by the Board;
- (c) the Professional Staff shall be afforded an opportunity to comment on the proposed Professional Staff part of the By-law or amendment thereto; and

the Medical Advisory Committee may make recommendations to the Board, concerning the proposed Professional Staff part of the By-law or amendment thereto.