

LONDON HEALTH SCIENCES CENTRE ADMINISTRATIVE BY-LAW

BY-LAW NO. 1

AMENDED AND APPROVED on June 25, 2020

TABLE OF CONTENTS

Preamble

Article 1 – Interpretation

1.1	Definitions	2
1.2	Interpretation	4

Article 2 – Membership in the Corporation

2.1	Members	4
2.2	Voting	4

Article 3 – Meetings of Members

3.1	Location.....	5
3.2	Annual Meetings	5
3.3	Calling Meetings.....	5
3.4	Quorum	5
3.5	Notice	5
3.6	Votes	5
3.7	Chair of the Meeting.....	6
3.8	Adjourned Meetings of Members	6
3.9	Notice of Adjourned Meetings.....	6

Article 4 – Directors

4.1	Composition of Board.....	6
-----	---------------------------	---

4.2	Duties and Responsibilities	6
4.3	Qualifications of Directors	7
4.4	Vacation of Office.....	7
4.5	Removal	7
4.6	Election and Term	7
4.7	Nomination Procedure for Election of Directors	7
4.8	Maximum Terms	8
4.9	Filling Vacancies	8
4.10	Directors Remuneration	8

Article 5 – Meetings of Directors

5.1	Meetings of Directors	8
5.2	Regular Meetings	8
5.3	Closed Meetings	9
5.4	Telephone Meetings.....	9
5.5	Notices	9
5.6	Quorum	9
5.7	First Meeting of New Board	9
5.8	Persons Entitled to be Present	9
5.9	Voting	10
5.10	Casting Vote.....	10
5.11	Adjournment of the Meeting	10

Article 6 – Interest of Directors in Contracts

6.1	Declaration of Conflict.....	10
-----	------------------------------	----

Article 7 – Protection of Officers and Directors

7.1	Directors Liability.....	11
-----	--------------------------	----

7.2 Indemnities to Directors and Others	11
---	----

Article 8 – Committees

8.1 Committees	12
8.2 Functions, Duties, Responsibilities and Powers of Committees.....	12
8.3 Committee Members, Chair	12
8.4 Community Engagement.....	12

Article 9 – Officers

9.1 Officers	13
9.2 Terms of Office.....	13

Article 10 – Duties of Officers

10.1 Chair of the Board.....	13
10.2 Vice Chairs.....	13
10.3 Treasurer.....	14
10.4 Chief Executive Officer.....	14
10.5 Secretary	15

Article 11 – Organization and Financial

11.1 Seal	15
11.2 Bonding-Fidelity Insurance	15
11.3 Banking and Borrowing	15
11.4 Signing Officers.....	16
11.5 Financial Year	16
11.6 Appointment of Auditor.....	16
11.7 Investments.....	16

Article 12 – Books and Records

12.1 Books and Records.....	17
-----------------------------	----

Article 13 – Professional Staff

13.1 Professional Staff	17
-------------------------------	----

Article 14 – Matters Required by the *Public Hospitals Act* and the *Excellent Care for All Act*

14.1 Committees and Programs Required by the <i>Public Hospitals Act</i> and the <i>Excellent Care for All Act</i> 14	
14.2 Fiscal Advisory Committee	17
14.3 Chief Nursing Executive.....	17
14.4 Nurses and other Staff and Professionals on Committees	17
14.5 Retention of Written Statements	18
14.6 Occupational Health and Safety Program.....	18
14.7 Health Surveillance Program	18
14.8 Organ Donation.....	18

Article 16 – Rules and Procedures

16.1 Rules of Order.....	19
--------------------------	----

Article 17 – Notices

17.1 Notice	19
17.2 Computation of Time.....	20
17.3 Omissions and Errors.....	20
17.4 Waiver of Notice.....	20

Article 18 – Amendment of By-laws

18.1 Amendment.....	20
---------------------	----

18.2 Effect of Amendment.....	20
18.3 Member Approval.....	20
18.4 Notice	21
18.5 Amendments to Professional Staff By-law.....	21

PREAMBLE

BY-LAW NO. 1 OF LONDON HEALTH SCIENCES CENTRE

(hereinafter referred to as the "Corporation")

PREAMBLE

WHEREAS London Health Sciences Centre is an acute care teaching hospital (the "Corporation") operating under the authority granted to it by the Province of Ontario. It functions under legislation contained in the *Public Hospitals Act* and all other pertinent and appropriate provincial and federal acts and regulations to provide care and treatment for those persons who require hospitalization or treatment. In addition to this "caring" function the Corporation has the following objects:

- (a) In affiliation with The University of Western Ontario and other educational institutions to participate in programs for the contemporary training, education and qualification of undergraduate and graduate students in the health disciplines as may be considered necessary or advisable. In achieving this object, the Hospital assumes its role as a University teaching hospital and health science centre.
- (b) To encourage, promote and carry on medical and health care research through the Lawson Health Research Institute. In addition, to encourage, promote support and carry on medical research in association with The University of Western Ontario, John P. Robarts Institute, London Regional Cancer Program and other teaching hospitals and research funding agencies and other health science related agencies or institutions.
- (c) To collaborate with community-based health agencies so that a continuum of care is offered to patients.
- (d) To assist in the promotion and maintenance of the health status of persons residing in the region served by the Corporation.
- (e) To accept donations, gifts, legacies and bequests for use in promoting the objects and the carrying on of the work of the Corporation.
- (f) To perform such lawful acts as are deemed necessary to promote the attainment of these objects.

AND WHEREAS the governing body of the Corporation deems it expedient that all Administrative By-Laws of the Corporation heretofore enacted be cancelled and revoked and that the following By-Law No. 1 be adopted for regulating the affairs of the Corporation.

NOW THEREFORE BE IT ENACTED and it is hereby enacted that all Administrative By-Laws of the Corporation heretofore enacted be cancelled and revoked and that the following By-Law No. 1 be substituted in lieu thereof.

Article 1

Interpretation

1.1 Definitions

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

- (a) “**Act**” means the *Corporations Act* (Ontario) and where the context requires, includes the regulations made under it and any statute that may be substituted therefor, as from time to time amended;
- (b) “**Associates**” in relation to an individual means the individual’s parents, siblings, children, spouse, or common law partner, who reside in the same household as the individual, and include any organization, agency, company, or individual (such as a business partner) with a formal relationship to the individual;
- (c) “**Board**” means the Board of Directors of the Corporation;
- (d) “**Chair**” means the Chair of the Board;
- (e) “**Chair of the Medical Advisory Committee**” means the member of the Medical Advisory Committee appointed by the Board as Chair of the Medical Advisory Committee;
- (f) “**Chief Executive Officer**” means, in addition to “administrator” as defined in the *Public Hospitals Act*, the President and Chief Executive Officer of the Corporation;
- (g) “**Chief Nursing Executive**” means the senior nurse employed by the Hospital who reports directly to the Chief Executive Officer and is responsible for nursing services provided in the Hospital;
- (h) “**Dentist**” means a dental practitioner in good standing with the Royal College of Dental Surgeons of Ontario;
- (i) “**Dental Staff**” means the Dentists who have been appointed by the Board to the Dental Staff;
- (j) “**Director**” means a member of the Board;
- (k) “**Elected Director**” means a person who is Elected or Appointed as such in accordance with the provisions outlined in Article 4 of this Bylaw;
- (l) “**Excellent Care for All Act**” means the *Excellent Care for All Act, 2010* (Ontario), and, where the context requires, includes the regulations made under it and any statute that may be substituted therefor, as from time to time amended;
- (m) “**Excluded Person**” means:
 - (i) any member of the Professional Staff other than the members of the Medical Staff appointed to the Board pursuant to the Public Hospitals Act;
 - (ii) any employee of the Corporation other than the Chief Executive Officer and Chief Nursing Executive;
 - (iii) any Associate of a member of the Professional Staff or employee of the Corporation;
 - (iv) any person that has a status of a bankrupt;

- (n) “**Ex-officio**” means membership “by virtue of office” and includes all rights, responsibilities, and power to vote unless otherwise specified;
- (o) “**Extended Class Nursing Staff**” means those Registered Nurses in the Extended Class who are:
 - (i) employed by the Hospital and are authorized to diagnose, prescribe for or treat patients in the Hospital; and
 - (ii) not employed by the Hospital and to whom the Board has granted privileges to diagnose, prescribe for or treat patients in the Hospital;
- (p) “**Hospital**” means the public Hospital operated by the Corporation;
- (q) “**Medical Advisory Committee**” means the Medical Advisory Committee established by the board as required by the *Public Hospitals Act*;
- (r) “**Medical Staff**” means the Physicians who have been appointed to the Medical Staff by the Board;
- (s) “**Members**” means members of the Corporation as described in Article 2;
- (t) “**Midwife**” means a midwife in good standing with the College of Midwives of Ontario;
- (u) “**Midwifery Staff**” means the Midwives who have been appointed to the Midwifery Staff by the Board;
- (v) “**Patient**” means, unless otherwise specified or the context otherwise requires, any in-patient or out-patient of the Corporation;
- (w) “**Person**” means and includes any individual, corporation, partnership, firm, joint venture, syndicate, association, trust, government, government agency, board, commission or authority, or any other form of entity or organization;
- (x) “**Physician**” means a medical practitioner in good standing with the College of Physicians and Surgeons of Ontario;
- (y) “**Policies**” means the Board, administrative, and clinical policies of the Corporation;
- (z) “**Professional Staff**” means the Medical Staff, Dental Staff, Midwifery Staff and Extended Class Nursing Staff;
- (aa) “**Public Hospitals Act**” means the *Public Hospitals Act* (Ontario), and, where the context requires, includes the regulations made under it and any statute that may be substituted therefor, as from time to time amended;
- (bb) “**Registered Nurse in the Extended Class**” means a member of the College of Nurses of Ontario who is a registered nurse and holds an extended certificate of registration under the *Nursing Act, 1991*;
- (cc) “**Research Institute**” means the Lawson Health Research Institute, a joint venture of London Health Sciences Centre Research Institute and Lawson Research Institute;
- (dd) “**Rules**” means a rule adopted by the Board in accordance with section 15.1; and

(ee) “**Special Resolution**” means a resolution passed by the Directors and confirmed with or without variation by at least two thirds (2/3) of the votes cast by those entitled to vote and voting at a general meeting of the Members of the Corporation duly called for the purpose, or at an annual meeting, or in lieu of such confirmation, by consent in writing of all Members entitled to vote at such meeting;

(ff) “**Stakeholder Representative**” means an individual entitled to receive notice of, attend and participate in discussions but not vote at, open meetings of the Board, who shall hold the position of one of the following:

- Chief Executive Officer, St. Joseph’s Health Care, London;
- Elected Director, Board of Directors St. Joseph’s Health Care, London;
- Dean, Schulich School of Medicine and Dentistry;
- Chair, Lawson Health Research Institute;
- Chair, Board of Directors of the London Health Sciences Foundation; and
- Chair, Children’s Hospital Foundation.

Whenever possible, Stakeholder Representatives shall attend in-person. On occasion and with notice to the Board, Stakeholder Representatives may appoint a senior member of their Board/Organization to attend on their behalf unless otherwise identified by formal agreement;

(gg) “**University**” means The University of Western Ontario, London, Ontario, Canada;

1.2 Interpretation

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

- (a) All terms which are contained in this By-Law and which are defined in the *Act* or the *Public Hospitals Act* shall have the meanings given to such terms in the *Act* or the *Public Hospitals Act*. In the case of a conflict between the provisions of the *Act* and the *Public Hospitals Act*, the *Public Hospitals Act* shall prevail.
- (b) The use of the singular number shall include the plural and vice versa and the use of any gender shall include the masculine, feminine and neuter genders.
- (c) Unless expressly indicated otherwise in this By-Law, the Chief Executive Officer may appoint a delegate to perform any of the Chief Executive Officer’s duties under this By-Law, but shall remain ultimately responsible for the performance of such duties.
- (d) The headings used in the 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.
- (e) 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.

Article 2

Membership in the Corporation

2.1 Members

The Members of the Corporation shall consist of the Elected Directors of the Corporation.

2.2 Voting

Each Member shall be entitled to one vote.

- a) in accordance with the *Public Hospitals Act*, no Member shall be entitled to vote by proxy at a meeting of the Corporation;
- b) all Members must attend annual and/or special meetings of the Corporation in person in order to be eligible to vote;

Article 3

Meetings of Members

3.1 Location

Meetings of the Members shall be held at the head office of the Corporation or at any place in Ontario as the Board may determine.

3.2 Annual Meetings

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

3.3 Calling Meetings

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

3.4 Quorum

A majority of the Members entitled to vote in attendance at a meeting will constitute a quorum at a meeting of Members.

3.5 Notice

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

- (a) by sending it to each Member entitled to notice by one of the methods set out in section 17.1 addressed to the Members at their most recent addresses as shown on the Corporation's records at least twenty-one (21) days prior to the meeting; or
- (b) in any other manner permitted by the *Public Hospitals Act*.

3.6 Votes

- (a) Each Member entitled to vote and in attendance at a meeting shall have the right to exercise one vote.
- (b) At all meetings of Members of the Corporation every question shall be determined by a majority of votes unless otherwise specifically provided by statute or by this By-law.
- (c) Votes at all meetings of Members shall be cast by those Members in attendance at the meeting and not by proxy.
- (d) In the case of an equality of votes, the chair of the meeting shall have a second vote to break the tie.
- (e) At any meeting of Members, unless a poll is demanded, a declaration by the chair of the meeting that a resolution has been carried or carried unanimously or by a particular majority or lost or not carried by a particular majority shall be conclusive evidence of the fact.

3.7 Chair of the Meeting

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

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

3.8 Adjourned Meetings of Members

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

3.9 Notice of Adjourned Meetings

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

Article 4

Directors

4.1 Composition of Board

The Board shall consist of:

- (a) fifteen (15) Elected Directors who satisfy the criteria set out in section 4.3 and who are elected by the Members entitled to vote in accordance with section 4.7 or appointed in accordance with section 4.9; and
- (b) the following four (4) *ex-officio* non-voting Directors:
 - (i) Chief Executive Officer
 - (ii) Chair, Medical Advisory Committee;
 - (iii) President of the Professional Staff Organization;
 - (iv) Chief Nursing Executive.

4.2 Duties and Responsibilities

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

The Board shall;

- (a) Establish specific documents and policies to address the following:
 - (i) roles and responsibilities of the Board
 - (ii) a code of conduct policy;
 - (iii) conflict of interest policy;
 - (iv) confidentiality policy;
 - (v) such other policies as are established by the Board from time to time;

4.3 Qualifications of Elected Directors

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

- (a) is less than eighteen (18) years of age;
- (b) does not have a principal residence or carry on business within the area served by the Corporation as established by the Board from time to time; and
- (c) is defined as an excluded person under the definition as noted in section 1.1 of this Bylaw

4.4 Vacation of Office

The office of a Director shall be automatically vacated:

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

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

4.5 Removal

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

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

4.6 Election and Term

Elected Directors shall be elected and shall retire in rotation as herein provided. The Elected Directors referred to in subsection 4.1(a) shall be elected up to a maximum term of three (3) years provided that each such Elected Director shall hold office until the earlier of the date on which the Elected Director's office is vacated pursuant to sections 4.4 or 4.5 or until the end of the meeting at which an Elected Director's successor is elected or appointed. A minimum of four (4) Elected Directors shall retire from office each year subject to re-election as permitted by section 4.8.

4.7 Nomination Procedure for Election of Directors

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

4.8 Maximum Terms

Each Elected Director referred to in subsection 4.1(a) shall be eligible for re-election provided that such Director shall not be elected or appointed for a term that will result in the Director serving more than nine (9) consecutive years.

Despite the foregoing:

- (a) The maximum term of the Chair may, by resolution of the Board, be extended for a period up to three (3) additional years as is required by the Director to complete the term of office.
- (b) Following a break of at least one (1) year in service, a person may be re-elected as Director for further terms in accordance with the above.

4.9 Filling Vacancies

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

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

4.10 Directors Remuneration

The Directors shall serve as such without remuneration and no Director shall directly or indirectly receive any profit from the position held as such provided that a Director may be reimbursed reasonable expenses incurred by the Director in the performance of the assigned duties. Notwithstanding, a Director who is a member of the Board ex-officio either because the *Public Hospitals Act* or its regulations requires that person to be a member of the Board, or because that person is the administrator of the hospital under the *Public Hospitals Act*, may be paid remuneration and reimbursed for expenses incurred in connection with services provided by the Director to the Corporation in the Director's capacity other than as a Director, provided that the amount of any such remuneration or reimbursement is considered reasonable by the Board.

Article 5

Meetings of Directors

5.1 Meetings of Directors

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

5.2 Regular Meetings

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

5.3 Closed Meetings

The Board Chair or a Vice Chair of the Board may call a meeting or declare any portion of a regular or special meeting of the Board to be a closed meeting. This will ensure that, where appropriate, sensitive or

confidential matters may be properly discussed and/or acted upon in a forum which is not open to the public.

In addition to the above clause;

- (a) All matters brought before a closed session remains confidential until they are moved by the Board to an open session. The Board shall pass a resolution with respect to those items that are to be moved to an open session.
- (b) During a closed session, all persons who are not Board Directors shall be excluded from the meeting. However, hospital personnel and others may be permitted to attend all or a portion of the closed session upon the invitation of the Chair or the invitation of the CEO with the approval of the Chair.

5.4 Telephone Meetings

If all the Directors present at or participating in the meeting consent, a meeting of Directors or a meeting of a committee of the Board may be held by such telephone, electronic or other communication facilities that permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously, and the Director or committee member participating in the meeting by those means is deemed to be present at the meeting.

5.5 Notices

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

5.6 Quorum

A majority of the Elected Directors shall constitute a quorum.

5.7 First Meeting of New Board

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

5.8 Persons Entitled to be Present

Guests may attend open meetings of the Board. The Board shall adopt a policy with respect to the attendance of the public at meetings of the Board.

5.9 Voting

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

5.10 Casting Vote

In the case of an equality of votes, the Chair shall not have a second vote.

5.11 Adjournment of the Meeting

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

Article 6

Interest of Directors in Contracts

6.1 Declaration of Conflict

- (a) Any Director who is in any way, directly or indirectly, interested in a contract or proposed contract with the Corporation shall disclose in writing or have entered in the minutes, the nature and extent of such Director's interest in such contract or proposed contract with the Corporation.
- (b) The disclosure required by subsection 6.1(a), shall be made:
 - (i) at the meeting at which a proposed contract is first considered if the Director is present, and otherwise, at the first meeting after the Director becomes aware of the contract or proposed contract;
 - (ii) if the Director was not then interested in a proposed contract, at the first meeting after such Director becomes so interested; or
 - (iii) if the Director becomes interested after a contract is made, at the first meeting held after the Director becomes so interested.
- (c) A Director referred to in subsection 6.1(a) is not liable to account for any profit made on the contract by the Director or by a corporate entity, business firm or organization in which the Director has a material interest, provided:
 - (i) the Director disclosed the Director's interest in accordance with subsection 6.1(b) or (e); and
 - (ii) the Director has not voted on the contract.
- (d) A Director referred to in subsection 6.1(a) shall not vote on any resolution to approve the contract and shall not take part in the discussion or consideration of, or in any way attempt to influence the voting on any question with respect thereto and shall exit the meeting when the applicable issue is under consideration.
- (e) For the purposes of this section 6.1, a general notice to the Directors by a Director declaring that the person is a director or officer of or has a material interest in a body corporate, business firm or organization and is to be regarded as interested in any contract made therewith, is a sufficient declaration of interest in relation to any contract so made.
- (f) The provisions of this Article are in addition to any conflict of interest policy adopted by the Board from time to time.

Article 7

Protection of Officers and Directors

7.1 Directors Liability

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

7.2 Indemnities to Directors and Others

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

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

Article 8

Committees

8.1 Committees

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

- (a) Standing Committees, being those committees, whose duties are normally continuous; and
- (b) Special Committees, being those committees appointed for specific duties whose mandate shall expire with the completion of the tasks assigned.

8.2 Functions, Duties, Responsibilities and Powers of Standing Committees

The functions, duties, responsibilities and powers of committees shall be provided in the resolution of the Board by which such committee is established or in terms of reference adopted by the Board.

- (a) Subject to paragraph 8.2 (c), no decision of a committee shall be binding on the Board unless approved by resolution of the Board or the Executive Committee where applicable.
- (b) Subject to paragraph 8.2 (a), The Executive Committee shall:
 - (i) act for the Board in emergency situations (as determined by the Chair) that require Board action where it is impractical to convene a quorum of the full Board, or when specifically authorized by the Board to act in its stead;
 - (ii) study, advise and make recommendations to the Board on any matter as directed by the Board or requested by the Chair.
- (c) Committees of the Board are established primarily to make recommendations to the Board and they may not commit the Board in any matter unless authority to do so has been specifically delegated by the Board and permitted by law. Unless otherwise authorized by the Board, committees of the Board shall report only to the Board.

8.3 Committee Members, Chair of Committee

Unless otherwise provided by by-law or by Board resolution, the Board shall appoint the members of the committee, the Chair of the Committee and, if desirable, the Vice Chair thereof. The members of any committee (other than an Executive Committee, if any) need not be Elected Directors of the Corporation. The members and the chair and vice chair of a committee will hold their offices at the will of the Board. Each chair of a Standing Committee shall be an Elected Director of the Board. Unless otherwise provided, the Chair and Chief Executive Officer shall be ex-officio members of all committees.

8.4 Community Engagement

- (a) The Board shall ensure that the Corporation establishes one or more Advisory Council(s).

- (b) Advisory Council(s) shall engage the community of diverse persons and entities in the areas where it provides health services when developing plans and setting priorities for the delivery of health services as cited by Local Health Systems Integration Act of 2006.
- (c) The functions, duties, responsibilities, composition and mandate of the council (s) shall be established by the Board and shall be set out in the terms of reference of each individual council.
- (d) All council(s) shall be reviewed, evaluated and revised, as may be appropriate, on an annual basis by each council who shall submit a report to the Governance Committee.

Article 9

Officers

9.1 Officers

The officers of the Corporation shall include:

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

The officers shall be elected or appointed by resolution of the Board at the first meeting of the Board following the annual meeting of Members at which the Directors are elected or at such other times when a vacancy shall occur. A person may hold more than one office.

9.2 Terms of Office

Unless otherwise provided in this By-law, the officers of the Corporation shall hold office for two (2) years from the date of appointment or election or until their successors are elected or appointed in their stead and shall be eligible for reappointment. Officers shall be subject to removal by resolution of the Board at any time. A Director elected as Chair or Vice Chair of the Board may have their term extended by one (1) further year in 'exceptional circumstances'. The determination of what constitutes 'exceptional circumstances' shall be made by the Governance Committee. Any such extension shall be approved by simple Board majority.

Article 10

Duties of Officers

10.1 Chair of the Board

The Chair shall be elected by the Board from among the Elected Directors. The Chair shall, when present, preside at all meetings of the Members, Board and Executive Committee and shall represent the

Corporation and the Board as may be required or appropriate and shall have such other powers and duties as the Board may specify. The Chair shall be an *ex-officio* member of all committees of the Board. The Chair shall be elected annually and shall be eligible for re-election provided that the Chair shall serve no longer than two (2) consecutive years.

10.2 Vice Chairs

A Vice Chair shall, in the absence or disability of the Chair, perform the duties and exercise the powers of the Chair and shall perform such other duties as shall from time to time assigned to the Vice Chair by the Board. Where two (2) or more Vice Chairs are elected they shall be designated First Vice Chair, Second Vice Chair and so on.

The Chair, or failing the Chair, the Board, shall designate which of the Vice Chairs shall perform the duties of the Chair in the Chair's absence.

10.3 Treasurer

The Treasurer shall be elected by the Board from among the Elected Directors. A Director elected to fill the Treasurer of the Board role, may serve in the Treasurer role for no longer than two (2) consecutive two-year terms. The Director is eligible to serve in that office again, following a break in the continuous service of at least one (1) year.

The Treasurer shall, when present, preside as chair of the Finance and Audit Committee. The Treasurer shall report regularly to the Board about the activities, concerns, recommendation and actions of the Audit Committee;

In addition the Treasurer shall;

- (a) ensure that the investment policy as established by the Board is in place, and monitor compliance with the policy;
- (b) present to the Members of the Corporation at the annual general meeting of members, as part of the annual report, an audited financial statement of the financial position of the Hospital prepared by the auditors prior to the Meeting; and
- (c) perform such other duties as determined by the Board.

10.4 Chief Executive Officer

(a) Appointment of the Chief Executive Officer

- (i) The Chief Executive Officer who shall also be President of the Corporation shall be appointed by the Board in accordance with its selection process as defined in the CEO Succession Policy.
- (ii) The Chief Executive Officer shall be the Secretary of the Corporation and Secretary of the Board.
- (iii) The Board may at any time revoke or suspend the appointment of the Chief Executive Officer.

(b) Duties of Chief Executive Officer

- (i) The duties of the Chief Executive Officer shall include the exercise of the authority delegated to the Chief Executive Officer by the Board through Board Policies for the organization and operation of the Hospital, and the Chief Executive Officer shall be accountable to the Board for the organization's implementation of applicable Board Policies and for the operation of the Hospital consistent with the reasonable interpretation of Board Policies.

- (ii) The Chief Executive Officer shall perform such other duties as may be determined from time to time by the Board and, if applicable, in the employment agreement for the Chief Executive Officer.
- (iii) The Chief Executive Officer shall ensure there are appropriate procedures in place for the appointment of the Chief Nursing Executive.

The Chief Executive Officer shall be the President of the Corporation and the administrator of the Hospital for the purposes of the *Public Hospitals Act*. Subject to the authority of the Board, the Chief Executive Officer shall be responsible for the administration, organization and management of the affairs of the Corporation.

10.5 Secretary

The Secretary shall carry out the duties of the secretary of the Corporation generally and shall attend or cause a recording secretary to attend all meetings of the Members, Board, Standing and Special Committees as required to act as a clerk thereof and to record all votes and minutes of all proceedings in the testamentary documentation to be kept for that purpose. The Secretary shall give or cause to be given notice of all meetings of the Members and of the Board of Directors and shall perform such other duties as may be prescribed by the by-laws or the Board. Notwithstanding, the Secretary may delegate any duties that are appropriate and lawfully delegable, but remains responsible for the fulfillment of such duties.

Article 11

Organization and Financial

11.1 Seal

Until changed in accordance with the Act, the seal, an impression whereof is stamped in the margin hereof, shall be the seal of the Corporation.

11.2 Bonding-Fidelity Insurance

- (i) 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.
- (ii) The requirements of paragraph 11.02(i) above may be met by an alternative form of employee fidelity insurance such as, but not limited to, a blanket position bond, a commercial blanket bond, or a comprehensive dishonesty, disappearance and destruction policy, at the discretion of the Board.
- (iii) The Corporation shall pay the expense of any fidelity bond or policy secured under paragraph 11.02(i) or 11.02(ii) above.

11.3 Banking and Borrowing

Subject to the *Public Hospitals Act*.

- (a) The Chair or Vice Chairs of the Board, and the Treasurer or Chief Executive Officer jointly or such person or persons who may be authorized from time to time by resolution of the Board, 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 all monies and to give acquittance for the same;
 - (iii) subject to the approval of the Board, to assign and transfer to a bank all or any stocks, bonds and other securities;
 - (iv) subject to the approval of the Board, from time to time to borrow money from a bank, by incurring an overdraft or otherwise;
 - (v) issue, sell or pledge securities of the Corporation;
 - (vi) charge, mortgage, hypothecate or pledge all or any of the real or personal property of the Corporation, including book debts, rights, powers, franchises and undertakings, to secure any securities or any money borrowed, or other debt, or any other obligation or liability of the Corporation; and
 - (vii) generally, for and in the name and on behalf of the Corporation, to transact with the said bank any business they may think fit.
- (b) Any officer of the Corporation or any official, as may from time to time be designated by the Board, is hereby authorized or may be authorized on behalf of the Corporation:
 - (i) to negotiate with, deposit with, endorse or transfer to a 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;
 - (ii) from time to time to arrange, settle, balance and certify all books and accounts between the Corporation and the Corporation's bank;
 - (iii) to receive all paid cheques and vouchers; or
 - (iv) to sign the bank's form of settlement of balances and release.

11.4 Signing Officers

- (a) Deeds, transfers, assignments, contracts, obligations, certificates and other instruments requiring the corporate seal shall be signed on behalf of the Corporation by two (2) persons, one (1) of whom holds the office of Chair or Vice Chair Board of Directors, or a Director and the other one (1) of whom holds the office of Secretary, Treasurer or any other office created by By-Laws of the Board. The Chief Executive Officer may sign any instrument with any other officer so named above.
- (b) In addition, the Board may direct, by resolution, the manner in which, and the person or persons by whom, any particular instrument or class of instruments may or shall be signed. Any signing officer may affix the corporate seal thereto.

11.5 Financial Year

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

11.6 Appointment of Auditor

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

11.7 Investments

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

Article 12

Books and Records

12.1 Books and Records

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

12.2 Board Spokesperson

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

Article 13

Professional Staff

13.1 Professional Staff

There shall be a Professional Staff of the Hospital whose appointment and functions shall be as set out in the Professional Staff By-law of the Corporation.

Article 14

Matters Required by the *Public Hospitals Act* and the *Excellent Care for All Act*

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

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

14.2 Fiscal Advisory Committee

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

14.3 Chief Nursing Executive

The Chief Executive Officer shall ensure there are appropriate procedures in place for the appointment of the Chief Nursing Executive.

14.4 Nurses and other Staff and Professionals on Committees

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

14.5 Retention of Written Statements

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

14.6 Occupational Health and Safety Program

- (a) Pursuant to the regulations under the *Public Hospitals Act*, there shall be an Occupational Health and Safety Program for the Corporation.
- (b) The program referred to in subsection 15.6(a) shall include procedures with respect to:
 - (i) a safe and healthy work environment in the Corporation;
 - (ii) the safe use of substances, equipment and medical devices in the Corporation;
 - (iii) safe and healthy work practices in the Corporation;
 - (iv) the prevention of accidents to persons on the premises of the Corporation; and
 - (v) the elimination of undue risks and the minimizing of hazards inherent in the Corporation environment.

- (c) The person designated by the Chief Executive Officer to be in charge of occupational health and safety in the Corporation shall be responsible to the Chief Executive Officer or the person delegated for the implementation of the Occupational Health and Safety Program.
- (d) The Chief Executive Officer shall report to the Board annually or as necessary on matters in respect of the Occupational Health and Safety Program and subsequent amendments to procedures and policies.

14.7 Health Surveillance Program

- (a) Pursuant to the regulations under the *Public Hospitals Act*, there shall be a Health Surveillance Program for the Corporation.
- (b) The program referred to in section 15.7(a) shall:
 - (i) be in respect of all persons carrying on activities in the Corporation, and
 - (ii) include a communicable disease surveillance program.
- (c) The person designated by the Chief Executive Officer to be in charge of health surveillance in the Corporation shall be responsible to the Chief Executive Officer or the person delegated for the implementation of the Health Surveillance Program.
- (d) The Chief Executive Officer shall report to the Board annually or as necessary on matters in respect of the Health Surveillance Program and subsequent amendments to procedures and policies.

14.8 Organ Donation

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

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

Article 15

Rules and Procedures

15.1 Rules of Order

Any questions of procedure at or for any meetings of Members of the Corporation, or the Board, or the Professional Staff, or of any committee, which have not been provided for in this By-law or by the Act or by the *Public Hospitals Act* or regulations thereunder, or the Rules adopted from time to time by the Board or the Professional Staff Rules and Regulations, shall be determined by the chair of such meeting in accordance with the rules of procedure adopted by resolution of the Board, or failing such resolution, adopted by the chair of the meeting.

Article 16

Notices

16.1 Notice

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

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

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

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

16.2 Computation of Time

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

16.3 Omissions and Errors

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

16.4 Waiver of Notice

Any Member, Director, officer, member of a committee or the auditor of the Corporation may waive any notice required to be given to him or her under any provision of the *Public Hospitals Act*, the Act or the Letters Patent or the by-laws of the Corporation, and such waiver, whether given before or after the

meeting or other event of which notice is required to be given, shall cure any default in giving such notice. Attendance and participation at a meeting constitutes waiver of notice.

Article 18

Amendment of By-laws

18.1 Amendment

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

18.2 Effect of Amendment

Subject to the Act and to section 18.3 below, a by-law or an amendment to a by-law passed by the Board has full force and effect:

- (a) from the time the motion was passed, or
- (b) from such future time as may be specified in the motion.

18.3 Member Approval

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

The Members entitled to vote at the annual meeting or at a general meeting may confirm the by-law as presented or reject or amend it, and if rejected, it thereupon ceases to have effect and if amended, it takes effect as amended.

In any case of rejection, amendment, or refusal to approve the by-law or part of the by-law in force and effect in accordance with any part of this section, no act done or right acquired under any such by-law is prejudicially affected by any such rejection, amendment or refusal to approve.

18.4 Notice

Where it is intended to pass or amend the By-Laws at a meeting of the Board, written notice of such intention shall be sent by the Secretary to each Director at the Director's address as shown on the records of the Corporation by electronic or ordinary mail not less than twenty one (21) days before the meeting.

(a) Where the notice of intention required by paragraph above is not provided, any proposed By-Laws or amendments to the By-Laws may nevertheless be moved at the meeting and discussion and voting thereon adjourned to the next meeting, for which no notice of intention need be given.

18.5 Amendments to Professional Staff By-law

Prior to submitting all or any part of the Professional Staff By-law to the process established in sections 18.1 to 18.4, the procedures set out in the Professional Staff By-law shall be followed.