



HÔPITAL
**Glengarry
Memorial**
HOSPITAL

CORPORATE BY-LAWS

HÔPITAL GLENGARRY MEMORIAL HOSPITAL

Amendments to the Corporate By-laws approved on June 28th, 2021 at the Annual General Meeting of the Corporation.

TABLE OF CONTENTS

ARTICLE 1 - INTERPRETATION	1
1.1 Definitions	1
1.2 Interpretation.....	3
ARTICLE 2 - MEMBERSHIP IN THE CORPORATION	4
2.1 Members.....	4
2.2 Fees.....	5
2.3 Voting.....	4
ARTICLE 3 - MEETINGS OF MEMBERS	6
3.1 Location	6
3.2 Annual Meetings	6
3.3 Calling Meetings	6
3.4 Quorum.....	6
3.5 Notice.....	6
3.6 Votes.....	6
3.7 Chair of the Meeting	7
3.8 Adjourned Meetings of Members	7
3.9 Notice of Adjourned Meeting	7
3.10 Business of the Annual Meeting.....	7
3.11 Fiscal Year	8
ARTICLE 4 - DIRECTORS	9
4.1 Board Composition	9
4.2 Duties and Responsibilities	9
4.3 Qualifications	9
4.4 Vacation of Office	10
4.5 Removal.....	10
4.6 Election and Term	10
4.7 Nomination Procedure for Election of Directors	10
4.8 Maximum Terms.....	10
4.9 Filling Vacancies.....	11
4.10 Directors Remuneration.....	11
ARTICLE 5 - MEETINGS OF DIRECTORS	12
5.1 Meetings of Directors.....	12
5.2 Regular Meetings.....	12
5.3 Notices	12
5.4 Quorum.....	12
5.5 First Meeting of a New Board	12
5.6 Persons Entitled to be Present.....	12
5.7 Voting.....	13
5.8 Casting a Vote	13
5.9 Polls	13
5.10 Adjournment of Meeting	13
5.11 Notice of Adjourned Meeting	13

ARTICLE 6 - INTEREST OF DIRECTORS IN CONTRACTS	14
6.1 Declaration of Conflict.....	14
ARTICLE 7 - PROTECTION OF OFFICERS AND DIRECTORS.....	15
7.1 Directors Liability.....	15
7.2 Indemnities to Directors and Others.....	15
ARTICLE 8 - COMMITTEES	16
8.1 Regular Board Committees	16
8.2 Special Committees of the Board.....	16
8.3 Functions, Duties, Responsibilities and Powers of Committees	16
8.4 Committee Members, Chair.....	16
8.5 Procedures at Committee Meetings.....	16
8.6 Executive Committee.....	17
ARTICLE 9 - OFFICERS	18
9.1 Officers of the Corporation	18
9.2 Terms of Office	18
9.3 Ex officio Directors.....	18
9.4 Duties.....	18
9.5 Removal of Officers	18
9.6 Appointed Treasurer.....	18
9.7 Appointed Secretary	18
ARTICLE 10 - DUTIES OF OFFICERS	19
10.1 Chair of the Board.....	19
10.2 Vice-Chairs	19
10.3 Chief Executive Officer	19
10.4 Treasurer	19
10.5 Secretary.....	20
10.6 Past Chair	20
ARTICLE 11 - ORGANIZATION AND FINANCIAL	21
11.1 Seal.....	21
11.2 Execution of Documents.....	21
11.3 Other Signing Officers	21
11.4 Banking Arrangements	21
11.5 Financial Year.....	21
11.6 Appointment of Auditor	21
11.7 Borrowing Power	21
11.8 Investments	22
ARTICLE 12 - BOOKS AND RECORDS	23
12.1 Books and Records	23
ARTICLE 13 - CONFIDENTIALITY	24
13.1 Confidentiality	24
13.2 Board Spokesperson	24

ARTICLE 14 - PROFESSIONAL STAFF	25
14.1 Professional Staff	25
ARTICLE 15 - MATTERS REQUIRED BY THE <i>Public Hospitals Act</i>	26
15.1 Committees And Programs Required by the <i>Public Hospitals Act</i>	26
15.2 Fiscal Advisory Committee	26
15.3 Chief Nursing Officer	26
15.4 Nurses and other Staff and Professionals on Committees	26
15.5 Retention of Written Statements	26
15.6 Occupational Health And Safety Program	26
15.7 Health Surveillance Program	27
15.8 Organ Donation	27
ARTICLE 16 - RULES AND PROCEDURES	28
16.1 Rules of Order	28
ARTICLE 17 - NOTICES	29
17.1 Notice.....	29
17.2 Computation of Time	29
17.3 Omissions and Errors	29
17.4 Waiver of Notice	29
ARTICLE 18 - AMENDMENT OF BY-LAWS	30
18.1 Amendment	30
18.2 Effect of Amendment.....	30
18.3 Member Approval	30
18.4 Amendments to Professional Staff By-law	30

ARTICLE 1

INTERPRETATION

1.1 Definitions

In this By-law and all other By-laws of the Corporation,

- (a) "Act" means the *Corporations Act* (Ontario) and where the context requires, includes the regulations made under it and any statute that may be substituted therefore, as from time to time amended;
- (b) "Board" means the Board of Directors of the Glengarry Memorial Hospital;
- (c) "Chair" means the Chair of the Board;
- (d) "Chair of the Medical Advisory Committee" means the member of the Medical Advisory Committee appointed by the Board as Chair of the Medical Advisory Committee;
- (e) "Chief Executive Officer" means in addition to "administrator" as defined in the *Public Hospitals Act*, the President and Chief Executive Officer of the Corporation;
- (f) "Chief Financial Officer" means the senior employee, responsible to the Chief Executive Officer for the treasury and controllership functions in the Hospital;
- (g) "Chief Nursing Officer" means the senior responsible to the Chief Executive Officer for the nursing functions in the Hospital;
- (h) "Chief of Staff" means the Chief of Medical and Dental Staff;
- (i) "Corporation" means the Glengarry Memorial Hospital;
- (j) "Dentist" means a dental practitioner in good standing with the Royal College of Dental Surgeons of Ontario;
- (k) "Dental Staff" Means the Dentists who have been appointed by the Board to the Dental Staff;
- (l) "Director" means a member of the Board;
- (m) "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;
- (n) "Ex officio" means membership "by virtue of the 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) nurses that are employed by the Hospital and are authorized to diagnose, prescribe for or treat out-patients in the Hospital; and
 - (ii) nurses who are not employed by the Hospital and to whom the Board has granted privileges to diagnose, prescribe for or treat out-patients by the Corporation;
- (p) "Francophone" reflects the definition outlined by the Province of Ontario.
- (q) "Hospital" means the public Hospital operated by the Corporation;
- (r) "Medical Advisory Committee" means the Medical Advisory Committee established by the board as required by the *Public Hospitals Act*;
- (s) "Medical Staff" means the Physicians who have been appointed to the Medical Staff by the Board;
- (t) "Member" means member of the Glengarry Hospital Corporation;
- (u) "Midwife" means a midwife in good standing with the College of Midwives of Ontario;
- (v) "Midwifery Staff" means the Midwives who have been appointed to the Midwifery Staff by the Board;
- (w) "Patient" means, unless otherwise specified or the context otherwise requires, any in-patient or out-patient of the Corporation;
- (x) "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;
- (y) "Physician" means a medical practitioner in good standing with the College of Physicians and Surgeons of Ontario;
- (z) "Professional Staff" means the Medical Staff, Dental Staff, Midwifery Staff, and Extended Class Nursing Staff;
- (aa) "*Public Hospitals Act*" means the *Public Hospital Act (Ontario)*, and, where the context requires, includes the regulations made under it and any statute that may be substituted therefore, as from time to time amended;
- (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) "Rules", means a rule adopted by the Board in accordance with Section 16.1;

- (dd) "Regular resolution" means a resolution passed by a simple majority vote.
- (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.

1.2 Interpretation

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

ARTICLE 2

MEMBERSHIP IN THE CORPORATION

2.1 Members

2.1.1 Persons shall only be admitted to the categories of membership in the Corporation set out below and individual members shall be a minimum 18 years of age.

- (a) Life membership (individual / corporate)
- (b) Annual membership (individual / corporate)
- (c) Honorary membership

2.1.2 Life Membership (individual / corporate)

- (a) A person is eligible to be a life member where they pay to the Corporation the life membership fee, an amount to be determined from time to time by resolution of the Board, this full amount to be paid at the time of the application.
- (b) The number of life members available at any time shall be no more than the number determined from time to time by resolution of the Board.
- (c) A member shall not be entitled to vote at any meetings of the Corporation unless the membership fee was paid in full at least 30 days prior to the date of the meeting.

2.1.3 Annual Membership (individual / corporate)

- (a) A person is eligible to be an annual member where they pay to the Corporation the annual membership fee for individuals.
- (b) At the time of the payment of the fee in clause 2.1.5(a), the person must, have been a resident of, be employed, or carry on business in Stormont Dundas and Glengarry or Prescott Russell for a continuous period of at least 3 months immediately prior thereto.
- (c) Any annual membership in the Corporation shall be effective only from April 1 in one year to March 31 in the following year.
- (d) A person's annual membership in the Corporation is automatically terminated in the event that the person ceases to be a resident of, or ceases to be employed or to carry on business in the said counties.
- (e) A member shall not be entitled to vote at any meetings of the Corporation unless the membership fee was paid in full at least 30 days prior to the date of the meeting.

2.1.4 Honorary Membership

- (a) Honorary members shall not be subject to any fees whatsoever.

- (b) The length of time that an honorary membership is effective shall be determined from time to time by resolution of the Board.
- (c) Honorary members shall not be eligible to vote.

2.2 Fees

This is an amount to be determined from time to time by resolution of the Board, this full amount to be paid at the time of the application.

2.3 Voting

Each Member shall be entitled to one vote.

ARTICLE 3

MEETINGS OF MEMBERS

3.1 Location

Meetings of the Members shall be held at HGMH in the boardroom 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 quorum for the annual or general meeting of the Corporation shall be ten members.

3.5 Notice

Notice of the annual meeting of the Corporation shall be given by publication at least once a week for two successive weeks next preceding the meeting in a newspaper or newspapers circulated in the municipality, or municipalities in which members of the Corporation reside as shown by their addresses on the records of the Corporation.

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 the Bylaw.
- (c) Votes at all meetings of Members shall be cast in person and not by proxy, in accordance with the *Public Hospitals Act*.
- (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 recorded vote is demanded, a declaration by the chair of the meeting that a resolution has been carried or carried unanimously or by a particular majority or lost or not carried by a particular majority shall be conclusive evidence of the fact.

- (f) A recorded vote may be demanded either before or after any vote by show of hands by any Member entitled to vote at the meeting. If a recorded vote is demanded on the election of a chair or on the question of adjournment it shall be taken forthwith without adjournment. If a recorded vote is demanded on any other question or as to the election of Directors, the vote shall be taken by ballot in such manner and either at once, later in the meeting or after adjournment as the chair of the meeting directs. The result of a recorded vote shall be deemed to be the resolution of the meeting at which the recorded vote was demanded. A demand for a recorded vote may be withdrawn.

3.7 Chair of the Meeting

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

- (a) the Chair of the Corporation; or
- (b) 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 (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 Meeting

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

3.10 Business of the Annual Meeting

The business transacted at the annual meeting of the Corporation shall include:

- (a) reading the:
 - i) minutes of the previous meeting;
 - ii) report of the Board including the audited financial statement;
 - iii) report of the unfinished business from any previous meeting of the Corporation;
 - iv) report from the Chair;
 - v) report of the Chief Executive Officer;
 - vi) report of the Auditor;
 - vii) report of the Medical Advisory Committee;
 - viii) report of the Chief Nursing Officer.
- (b) new business;
- (c) election of Directors;

- (d) the appointment of an Auditor to hold office until the next annual meeting;
and
- (e) any other matters such that the Chair may from time to time determine.

3.11 Fiscal Year

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

ARTICLE 4

DIRECTORS

4.1 Board Composition

The Board shall consist of:

- (a) Eleven Directors, ten elected by the members as set forth in 4.7 and one who is the Past Chair.

- (b) The following Ex Officio Directors :
 - The Chief of Staff
 - The Chief Executive Officer
 - The Chief Nursing Officer
 - The Chief Financial Officer
 - The President of the Medical Staff

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, by its charter or otherwise, authorized to exercise and do.

Pursuant to the designation criteria under the *French Language Services Act*, the Board of Directors shall have a French Language Services Committee to report annually to the Board on the effectiveness and implementation of the French Language Services Policy.

4.3 Qualifications

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

- (a) are less than eighteen (18) years of age;
- (b) has the status of a bankrupt;
- (c) does not have their principal residence or carry on business with the area served by the Corporation as established by the Board from time to time; and,
- (d) are a current or former employee or member of the Professional Staff unless the board otherwise determines.

There shall be no less than four (4) Francophone members on the Board. The number of Francophones on the Board of Directors must reflect the proportion of the Francophone population in the community served.

No spouse of any member of the professional staff, dental staff, midwifery staff, board, or employee of the hospital shall be eligible for election or appointment to the Board, except by resolution of the Board.

4.4 Vacation of Office

The office of a Director shall be automatically vacated:

- (a) if a Director shall resign such office by delivering a written resignation to the Secretary of the Corporation;
- (b) if the Director becomes bankrupt; or
- (c) if, in the case of an elected Director, they cease to meet the requirements of subsection 4.3(c) or becomes a person referred to in subsection 4.3(d) 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 a Director may be vacated by a simple majority resolution of the Board:

- (a) if a Director, without being granted a leave of absence by the Board, is absent for three (3) consecutive meetings of the Board, or if a Director is absent for one quarter (1/4) or more of the meetings of the Board in any twelve (12) month period; or
- (b) if a Directors 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

4.6.1 At the first election to be held in June 2011, and all subsequent elections, the three (3) elected members receiving the greatest number of votes are elected for three (3) years, and the remaining elected members are elected for two (2) years.

4.6.2 In the event that the Directors are elected by acclamation the terms of three years and two year shall be determined on the basis of seniority of the said members. In the case of a tie, the vote shall be decided by lot.

4.7 Nomination Procedure for Election of Directors

Nominations made for the election of Directors at a meeting of members may be made only by the Board in accordance with the nominating and election procedures 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 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 ten (10) consecutive years. Such Director

may also be eligible for re-election for another term or terms (to a maximum of ten (10) consecutive years) if two (2) or more years have elapsed since the termination of their last term. Despite the foregoing, a Director may, by resolution of the board, have their maximum term as a director extended for the sole purpose of that director succeeding to the office of chair, or service as Chair, or Past Chair. Despite the foregoing, where a Director was appointed to fill an unexpired term of a director, such partial term shall be excluded from the calculation of the maximum years of service.

4.9 Filling Vacancies

So long as there is a quorum of Directors in office, any vacancy occurring in the Board of Directors may be filled by a qualified person appointed until the next annual meeting.

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

4.10 Directors Remuneration

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

ARTICLE 5

MEETINGS OF DIRECTORS

5.1 Meetings of Directors

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

A written resolution signed by all of the Directors entitled to vote on that resolution at a meeting of Directors is as valid and effective as if passed at a meeting of Directors duly called and constituted for that purpose.

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. There shall be at least nine (9) regular meetings of the Board per annum. Meetings shall be held in-person, virtually (telephone, MS Teams, etc.) or a combination of both in-person and virtual allowing all persons participating in the meeting to communicate with each other simultaneously and instantaneously. The Director or committee member participating in the meeting virtually is deemed to be present at the meeting.

5.3 Notices

Notice of meetings, other than regular meetings, shall be given to all Directors at least twenty-four (24) hours prior to the meeting. The Chair, a Vice Chair or the Chief Executive Officer may call a meeting on less notice, by such means as are deemed appropriate, provided that notice is given to all Directors and the majority of the Directors consent to the holding of such meeting. In calculating the said twenty-four (24) hour notice period Saturdays, Sundays and statutory holidays shall be excluded.

5.4 Quorum

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

5.5 First Meeting of a New Board

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

5.6 Persons Entitled to be Present

Guests may attend meetings of the Board with the consent of the meeting on the invitation of the Chair, Vice Chair or Chief Executive Officer. The Board may

adopt a policy from time to time with respect to the attendance of the public at meetings of the Board.

5.7 Voting

Each Director present at a meeting of the Board shall be entitled to one (1) vote on each matter, except for the Chair unless a secret ballot is requested, at which time he is allowed to vote. If there should be an equality of votes with a secret ballot, the motion is defeated. A Director shall not be entitled to vote by proxy. Any question arising at any meeting of the Board or any committee of the Board, shall be decided by a majority of votes.

5.8 Casting a Vote

If there is an equality of votes after a show of hands, the chair shall vote in order to break the tie.

5.9 Polls

The vote on any question shall be taken by secret ballot if so demanded by any Director present and entitled to vote. Such ballots shall be counted by the chair of the meeting. Otherwise a vote shall be taken by a show of hands. A declaration by the chair of the meeting that a resolution has been carried by a particular majority or not carried shall be conclusive.

5.10 Adjournment of Meeting

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

5.11 Notice of Adjourned Meeting

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

ARTICLE 6

INTEREST OF DIRECTORS IN CONTRACTS

6.1 Declaration of Conflict

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

ARTICLE 7

PROTECTION OF OFFICERS AND DIRECTORS

7.1 Directors Liability

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

7.2 Indemnities to Directors and Others

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

ARTICLE 8

COMMITTEES

8.1 Regular Board Committees

At the first meeting of the Board following the annual meeting of the Corporation, the Board shall:

- (a) Set out the following Committees of the Board:
 - (i) the Executive Committee,
 - (ii) the Finance and Human Resources Committee,
 - (iii) the Joint Conference Committee,
 - (iv) the Board Governance, Nominating and Executive Management Performance Committee,
 - (v) the Board Quality and Risk Management Committee,
 - (vi) the Patient and Family Advisory Committee; and
 - (vii) the French Language Services Committee.

- (b) All Board members shall be a member of at least one committee.

8.2 Special Committees of the Board

- (a) The Board may at any meeting, appoint any Special Committee and name the chair of the Special Committee.

- (b) The Board shall prescribe terms of reference for any Special Committee.

- (c) The Board may by resolution dissolve any Special Committee at any time.

8.3 Functions, Duties, Responsibilities and Powers of 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

8.4 Committee Members, Chair

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. The members of any committee (other than an Executive Committee, if any) need not be Directors of the Corporation. The members and the chair of a committee will hold their office at the will of the Board. Each chair of a Standing Committee shall be a member of the Board. Unless otherwise provided, the Chair and Chief Executive Officer shall be ex-officio members of all committees.

Each Committee shall have at least one Francophone member.

8.5 Procedures at Committee Meetings

- (a) Board Committee meetings shall be held at the call of the Chair, the chair of the Board Committee or at the request of any two members of the Board Committee.

- (b) A report shall be kept for all Board Committee meetings.

- (c) Guests may attend Board Committee meetings at the invitation of the chair, pending approval of the Board chair.
- (d) Business arising at any Board Committee meeting shall be decided as in subsection 5.8, except that the chair of the Board Committee shall have an original vote but cannot exercise a second vote in order to break a tie.
- (e) Any motion is lost if there is an equality of votes including that of the chair of the Board Committee, but shall be recorded in the minutes.
- (f) All approved motions are deemed to be recommendations to the Board as a whole.

8.6 Executive Committee

The Board may, but shall not be required to, elect an Executive Committee consisting of not fewer than three (3) elected Directors and may delegate to the Executive Committee any powers of the Board, subject to such restrictions, as may be imposed by the Board by resolution. The Executive Committee shall fix its quorum at not less than a majority of its members. Any Executive Committee member may be removed by a majority vote of the Board.

ARTICLE 9

OFFICERS

9.1 Officers of the Corporation

The following shall be Officers of the Corporation:

- (a) the Chair,
- (b) the Vice-Chair,
- (c) the Treasurer,
- (d) the Secretary,
- (e) the Past Chair.

The Directors shall elect the Officers from among themselves at the meeting immediately following each annual meeting of the Corporation or at such other times when a vacancy shall occur. A person may hold more than one office.

9.2 Terms of Office

No Director may serve as Chair, Vice-Chair or Treasurer, for more than three (3) consecutive years in one office, provided however that following a break in the continuous service of at least one year the same person may be re-elected or re-appointed to any office. The Past Chair may serve until the present Chair's term is completed.

9.3 Ex officio Directors

Ex officio Directors are ineligible for election as Chair or appointment as Vice-Chair.

9.4 Duties

The Officers of the Corporation shall be responsible for the duties set forth in the By-laws and they are not necessarily required to perform such duties personally, but they may delegate to others the performance of any or all such duties.

9.5 Removal of Officers

Any Officer of the Corporation shall cease to hold office upon resolution of the Board.

9.6 Appointed Treasurer

The Chief Financial Officer may be appointed Treasurer, but shall be an Ex-Officio Director and shall not be entitled to a vote at Board meetings.

9.7 Appointed Secretary

The Chief Executive Officer may be appointed Secretary but shall be an Ex-Officio Director and shall not be entitled to vote at Board meetings.

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:

- (a) represent the Corporation and the Board as may be required;
- (b) chair all meetings of the Board;
- (c) ensure that there is a chair of each committee of the Board;
- (d) be responsible for the naming of Directors to committees not otherwise provided for in this By-law;
- (e) report to each annual meeting of members of the Corporation concerning the management and operations of the Hospital;
- (f) perform such other duties as may from time to time be determined by the Board;
- (g) be an *ex officio* member of all committees of the Board; and
- (h) shall perform all other duties as defined in the Board Chair role description.

10.2 Vice-Chairs

The Vice-Chair shall support the Board Chair in fulfilling their responsibilities. At the request of the Chair or the Board, the Vice-Chair shall temporarily assume the duties of the Chair either in part or in full, including representing the Board, and/or the Hospital at official public functions. The Vice-Chair shall serve as a member of the Executive Committee and, at the discretion of the Board Chair or the Board; they shall serve on at least one key Board Committee as the committee chair. Finally, the Vice-Chair shall uphold the policies and the bylaws describing Board member conduct and they shall serve as a mentor to other Board members.

10.3 Chief Executive Officer

The Chief Executive Officer shall be a Director, the President of the Corporation and the administrator of the Hospital for the purposes of the *Public Hospitals Act*. Subject to the authority of the Board, the Chief Executive Officer shall be responsible for the administration, organization, and management of the affairs of the Corporation, including ensuring that the Hospital meets or exceeds the requirements for designation under the *French Language Services Act*.

10.4 Treasurer

The Treasurer 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 Corporations Act or otherwise by law;
- (b) submit a financial report at each regular meeting of the Board indicating the financial position of the Hospital on a timely basis;

- (c) submit an annual audited financial report to the Board and the Corporation of the financial operations of the Hospital; and
- (d) perform such other duties as may from time to time be determined by the Board.
- (e) chair the Finance Committee.

10.5 Secretary

The Secretary shall:

- (a) attend meetings of the Board and Board Committees as required;
- (b) keep minutes of all Board and Board Committee meetings, record all votes, and circulate the minutes to all members of the Board or Committee; a recording secretary may be appointed.
- (c) attend to correspondence of the Board;
- (d) prepare all reports required under any Act or Regulation of the Province of Ontario;
- (e) be the custodian of all minute books, documents and registers of the Corporation required to be kept by the provisions of the Corporations Act and all minutes, documents and records of the Board;
- (f) keep copies of all testamentary documents and trust instruments by which benefits are given to the use of the Hospital;
- (g) be the custodian of the seal of the Corporation;
- (h) give such notice as required by this By-law or by law of all meetings of the Corporation, the Board and its Committees; and
- (i) perform such other duties as may from time to time be determined by the Board.

10.6 Past Chair

The Past Chair shall act in an advisory capacity, attend meetings of the Board and Board Committees as required, and perform such other duties as may from time to time be determined by the Board.

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 Execution of Documents

Subject to section 11.3, deeds, transfers, assignments, contracts, agreements, mortgages, conveyances, obligations, certificates or any other instruments or documents requiring the signature of the Corporation, shall be signed by any one of the Chair or a Vice Chair together with any one of the Chief Executive Officer or a Director and all instruments or documents so signed shall be binding upon the Corporation without any further authorization or formality.

11.3 Other Signing Officers

In addition to the provisions of section 11.2, the Board may from time to time by resolution direct the manner in which and the person or persons by whom any particular instrument or class of instruments or document may or shall be signed. Any signing officer may affix the seal of the Corporation to any instrument or document and may certify a copy of any instrument, resolution, by-law or other document of the Corporation to be a true copy.

11.4 Banking Arrangements

The banking business of the Corporation or any part thereof shall be transacted with such banks, trust companies or other financial institutions as the Board may, by resolution, from time to time determine. For the purposes of banking, any cheque shall be signed by any two of the Chair, Vice-Chair, Treasurer, the Chief Executive Officer, or the Chief Financial Officer.

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. In addition to making the report at the annual meeting of the Corporation, the Auditor shall from time to time report through the Finance Committee to the Board on the audit work with any necessary recommendations.

11.7 Borrowing Power

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

- (a) borrow money on the credit of the Corporation;

- (b) issue, sell or pledge securities (including bonds, debentures, notes or other similar obligations, secured or unsecured) of the Corporation; or
- (c) charge, mortgage, hypothecate or pledge all or any of the real or personal property of the Corporation, including book debts and unpaid calls, rights and powers, franchises and undertakings, to secure any securities or for any money borrowed, or other debt, or any other obligation or liability of the Corporation.

11.8 Investments

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

ARTICLE 12

BOOKS AND RECORDS

12.1 Books and Records

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

ARTICLE 13

CONFIDENTIALITY

13.1 Confidentiality

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

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

13.2 Board Spokesperson

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

ARTICLE 14

PROFESSIONAL STAFF

14.1 Professional Staff

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

ARTICLE 15 MATTERS REQUIRED BY *THE PUBLIC HOSPITALS ACT***15.1 Committees and Programs Required by the *Public Hospitals Act* and the *Excellent Care for All Act***

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

15.2 Fiscal Advisory Committee

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

15.3 Chief Nursing Officer

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

15.4 Nurses and other Staff and Professionals on Committees

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

15.5 Retention of Written Statements

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

15.6 Occupational Health and Safety Program

- (a) (a) Pursuant to the regulations under the *Public Hospitals Act*, there shall be an Occupational Health and Safety Program for the Hospital.
- (b) The program referred to in subsection (1) shall include procedures with respect to;
 - (i) a safe and healthy work environment in the Hospital,
 - (ii) the safe use of substances, equipment and medical devices in the Hospital,
 - (iii) safe and healthy work practices in the Hospital,
 - (iv) the prevention of accidents to persons on the premises of the Hospital, and
 - (v) the elimination of undue risks and the minimizing of hazards inherent in the Hospital environment.

- (c) The person designated by the 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 as necessary on matters in respect of the Occupational Health and Safety Program.

15.7 Health Surveillance Program

- (a) Pursuant to the regulations under the *Public Hospitals Act*, there shall be a Health Surveillance Program for the Hospital.
- (b) The program referred to in subsection (1) shall;
 - (i) be in respect of all persons carrying on activities in the Hospital, and
 - (ii) include a Communicable Disease Surveillance Program.
- (c) The person designated by the Chief Executive Officer to be in charge of health surveillance in the Hospital shall be responsible to the Chief Executive Officer for the implementation of the Health Surveillance Program.
- (d) The Chief Executive Officer shall report to the Board as necessary on matters in respect of the Health Surveillance Program.

15.8 Organ Donation

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

- (a) procedures to identify potential donors;
- (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 Hospital.

ARTICLE 16

RULES AND PROCEDURES

16.1 Rules of Order

Any questions of procedure at or for any meetings of Members of the Corporation, or the Board, or the Professional Staff, or of any committee, which have not been provided for in this By-law or by the Act or by the *Public Hospitals Act* or regulations thereunder, or the Professional Staff By-law or the rules and regulations, shall be determined by *Procedures for Meetings and Organizations*, Kerr and King, 2nd Edition, Carswell, 1988.

16.2 Rules

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

ARTICLE 17

NOTICES

17.1 Notice

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

If any notice is sent by prepaid mail, it shall, subject to the following paragraph, be conclusively deemed to have been received on the fifth (5th) 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 fifth (5th) business day following the mailing thereof, then the mailing of any such notice as aforesaid shall not be an effective means of sending the same but rather any notice must then be sent by an alternative method which it may reasonably be anticipated will cause the notice to be received reasonably expeditiously by the addressee.

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

17.2 Computation of Time

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

17.3 Omissions and Errors

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

17.4 Waiver of Notice

Any Member, Director, officer, member of a committee or the auditor of the Corporation may waive any notice required to be given to them 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 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 and 18.3, the following procedures shall be followed:

- a) notice specifying the Professional Staff By-law or amendment thereto shall be posted;
- b) the medical staff shall be afforded an opportunity to comment on the Professional Staff By-law or amendment thereto; and
- c) the Medical Advisory Committee shall make recommendations to the Board, concerning the Professional Staff By-law or amendment thereto.