

**CASEY HOUSE**

**BY-LAWS**

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## ARTICLE 1. DEFINITIONS AND INTERPRETATION

### 1.01 Definitions

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

- (a) “**Act**” means the *Corporations Act* (Ontario), and/or *Not-for-Profit Corporations Act, 2010* (Ontario)<sup>1</sup> and, where the context requires, includes the regulations made under it;
- (b) “**Articles**<sup>2</sup>” means any document or instrument that incorporates a corporation or modifies its incorporating document or instrument, including articles of incorporation, restated articles of incorporation, articles of amendment, articles of amalgamation, articles of arrangement, articles of continuance, articles of dissolution, articles of reorganization, articles of revival, Letters Patent, supplementary letters patent or a special Act;
- (c) “**Associates**” where used to indicate a relationship with any person, means:
  - (i) any partner of that person;
  - (ii) any trust or estate in which the person has a substantial beneficial interest or as to which the person serves as trustee or in a similar capacity;
  - (iii) the person’s spouse or same-sex partner or any relative of the person; or
  - (iv) any relative of the spouse or same-sex partner of the person;
- (d) “**Board**” means the board of Directors of the Corporation;
- (e) “**By-Laws**” means any by-laws of the Corporation from time to time in effect, including this By-Law No. 1;
- (f) “**Certification**” means holding a certificate in a medical specialty issued by any professional body recognized by the Board after consultation with the Medical Advisory Committee;

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<sup>1</sup> Part III of the *Corporations Act* will be repealed on the Proclamation Date.

<sup>2</sup> NFPCA 1(1).

- (g) **“Chair of the Medical Advisory Committee”** means the Physician appointed by the Board to chair the Medical Advisory Committee and serve as an ex officio member of the Board;
- (h) **“Chief Executive Officer”** means the senior employee of the Corporation appointed by the Board to manage and administer the day-to-day affairs of the Corporation. The Chief Executive Officer shall also be the chief executive officer of the Foundation;
- (i) **“Chief Nursing Executive”** means the senior nurse employed by the Hospital who reports to the Chief Executive Officer for the nursing and allied health staff functions of the Corporation;
- (j) **“College”** means the College of Physicians and Surgeons of Ontario, or the College of Nurses of Ontario, or any other College or regulatory body from other jurisdictions that the applicant or member practises in;
- (k) **“Committee”** means a committee of the Board or as otherwise specified in this By-Law;
- (l) **“Conflict of Interest”** includes, without limitation, the following three areas that may give rise to a conflict of interest for any of the Directors, namely:
  - (i) Pecuniary or Financial Interest – a Director is said to have a pecuniary or financial interest in a decision when the Director (or Associates) stands to gain by that decision, either in the form of money, gifts, favours, gratuities or other special considerations;
  - (ii) Undue Influence – a Director’s participation or influence in Board decisions that selectively and disproportionately benefits particular agencies, companies, organizations, municipal or professional groups, or customers or stakeholders of the Corporation from a particular demographic, geographic, political, socio-economic, cultural or other group is a violation of the Director’s entrusted responsibility to act in the best interests of the Corporation as a whole;
  - (iii) Adverse Interest – a Director is said to have an adverse interest to the Corporation when he/she is a party to a current, pending or threatened claim, application or proceeding against the Corporation; and
  - (iv) Personal Relationship – a Director has or may be perceived to have personal interests that are inconsistent with those of the Corporation, creating conflicting loyalties;
- (m) **“Corporation”** means the Casey House;

- (n) **“Director”** means a member of the Board;
- (o) **“Disruptive Behaviour”** occurs when the use of inappropriate words, or actions and inactions by a Medical Staff member interferes with his or her ability to collaborate, or may interfere with, the delivery of quality health care or the safety or perceived safety of others, including patient or workplace safety and/or staff recruitment or retention or the cost of providing health care to patients;
- (p) **“ex officio”** means membership “by virtue of office” and includes all rights, responsibilities and power to vote, unless otherwise expressly specified in this By-Law;
- (q) **“Excluded Person”** means:
  - (i) any person providing supplies or services or their affiliates and any Director, owner, operator, major shareholder, or senior executive (as well as their formal associates including parents, siblings, children, spouses and common-law partners) of such person(s) if such person(s):
    - (A) is under contract with the Corporation;
    - (B) has responded to a request for proposals issued by the Corporation in the previous fiscal year;
    - (C) intends to submit a proposal during the term of office of the Director; or
    - (D) any person convicted of a criminal offence;
  - (ii) any member of the Medical Staff other than the Chair of Medical Advisory Committee ;
  - (iii) any employee other than the Chief Executive Officer and Chief Nursing Executive; and
  - (iv) any Associate of a member of the Medical Staff or employee of the Corporation;
- (r) **“Fellowship”** means a membership in a professional medical college recognized by the Board after consultation with the Medical Advisory Committee;
- (s) **“Financial Expertise”** means an individual with past employment experience in finance or accounting, requisite professional certification in accounting, or any other comparable experience or background which results in the individual’s financial sophistication;



- (t) **“Financially Literate”**: an individual is financially literate if he/she has the ability to read and understand a set of financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of the issues that can reasonably be expected to be raised by the Corporation’s financial statements;
- (u) **“Foundation”** means the Casey House Foundation;
- (v) **“Head Office”** means the head office of the Corporation at 119 Isabella Street, Toronto, Ontario, or such other place as the Board determines by Special Resolution from time to time;
- (w) **“Hospital”** means the Corporation’s operations that are subject to the *Public Hospitals Act*;
- (x) **“HSAA”** means the Hospital Service Accountability Agreement entered into between the Corporation and the LHIN;
- (y) **“Impact Analysis”** means a study conducted by the Chief Executive Officer or delegate, in consultation with the Chair of Medical Advisory Committee to determine the impact upon the resources of the Corporation of the proposed or continued appointment of any person to the Medical Staff;
- (z) **“Legislation”** means relevant statutes and regulations that govern the provision of health care to clients of the Hospital, including without limitation, the *Broader Public Sector Accountability Act, 2010* (Ontario), the *Broader Public Sector Executive Compensation Act, 2014* (Ontario), the *Child and Family Services Act* (Ontario), the *Commitment to the Future of Medicare Act* (Ontario), the *Corporations Act* (Ontario), the *Excellent Care for All Act* (Ontario), the *Freedom of Information and Protection of Privacy Act* (Ontario), the *Health Care Consent Act* (Ontario), the *Health Insurance Act* (Ontario), the *Local Health System Integration Act* (Ontario), the *Medicine Act* (Ontario), the *Mental Health Act* (Ontario), the *Not-for-Profit Corporations Act, 2010* (Ontario), the *Nursing Act* (Ontario), the *Occupational Health and Safety Act* (Ontario), the *Personal Health Information Protection Act* (Ontario), the *Public Hospitals Act* (Ontario), the *Quality of Care Information Protection Act* (Ontario), the *Regulated Health Professions Act* (Ontario), the *Statutory Powers Procedure Act* (Ontario), the *Substitute Decisions Act* (Ontario) and the *Workplace Safety and Insurance Act* (Ontario);
- (aa) **“Letters Patent”** means the letters patent incorporating the Corporation dated October 28, 1986 and any supplementary letters patent of the Corporation;
- (bb) **“LHIN”** means the Toronto Central Local Health Integration Network;
- (cc) **“Liaison Committee”** means the liaison committee established pursuant to

section 7.3 of the Affiliation Agreement;

- (dd) **“Medical Human Resources Plan”** means the plan developed by the Chief Executive Officer in consultation with the Chair of Medical Advisory Committee based on the mission and strategic plan of the Corporation and on the needs of the community, which plan provides information and future projections of this information with respect to the management and appointment of Physicians who are or may become members of the Medical Staff;
- (ee) **“Medical Staff”** means those Physicians who are granted Privileges to practise medicine in the Hospital by the Board;
- (ff) **“Medical Staff By-Law”** means the by-law established and approved by the Board to provide for, amongst other things, the organization and duties of the Medical Staff of the Hospital in accordance with the requirements of the *Public Hospitals Act*;
- (gg) **“Member”** means a member of the Corporation;
- (hh) **“MOHLTC”** means the Ministry of Health and Long-Term Care of Ontario;
- (ii) **“Officer”** means those officers of the Corporation set out in section 8.01;
- (jj) **“Past-Chair”** means the immediately preceding Chair;
- (kk) **“Patient”** means, unless otherwise specified, any “in-patient” or “out-patient” of the Hospital;
- (ll) **“Patient Safety Indicators”** means the patient safety indicators that relate to any or all of the following: diagnosis of hospital acquired infections and activities undertaken to reduce hospital acquired infections or mortality, identified by the MOHLTC as part of their patient safety agenda that hospitals are required to disclose publicly through their public web sites or such other means as the MOHLTC may direct;
- (mm) **“Performance Indicators”** means the performance indicators set out in the HSAA;
- (nn) **“Performance Metrics”** means the Board approved organization performance metrics that provide an overview of the organization performance in achieving financial, quality, safety, and human resource targets including without limitation, the Performance Indicators, performance improvement targets set out in the annual improvement plan, Patient Safety Indicators, wait times indicators and such other performance metrics that the Board may approve from time to time;
- (oo) **“Physician”** means a medical practitioner in good standing with the College

of Physicians and Surgeons of Ontario;

- (pp) **“Policies”** means the Board administrative and governance policies;
- (qq) **“Practice Planning Report”** means the practice planning report required to be submitted by the Medical Staff members to the Chair of the Medical Advisory Committee that provides an outline of their immediate and future practice plans so as to provide the Chair of the Medical Advisory Committee an opportunity to conduct succession planning in accordance with the Medical Human Resources Plan;
- (rr) **“Privileges”** mean those rights or entitlements conferred upon a Physician as a result of their appointment or re-appointment to the Medical Staff by virtue of the *Public Hospitals Act*;
- (ss) **“Proclamation Date”** means the date that the *Not-for Profit Corporations Act* (Ontario) is proclaimed into force;
- (tt) **“Public Hospitals Act”** means the *Public Hospitals Act* (Ontario), and, where the context requires, includes the Regulations made under it;
- (uu) **“Quality Committee”** means the committee established by the Board pursuant to section 10.01 of this By-Law;
- (vv) **“Rules”** means the policies, rules and regulations governing the practice of the Medical Staff in Hospital;
- (ww) **“Show of Hands”** includes the polling of those participating in the meeting through teleconference and other acceptable electronic means;
- (xx) **“Special Resolution”** means a resolution passed by the Directors and confirmed with or without variation by at least two thirds (2/3) of the votes cast at a special meeting of the Members duly called for that purpose or at an annual meeting of the Members, or in lieu of such confirmation, by consent in writing of all Members entitled to vote at such meeting; and
- (yy) **“TAHSN”** means the Toronto Academic Health Science Network.

## 1.02 **Interpretation**

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

- (a) Words importing the singular number include the plural and vice versa; words importing the masculine gender include the feminine and vice versa; and words importing persons include individuals, corporations, partnerships, trusts and unincorporated organizations.

- (b) The headings used in this By-Law are inserted for reference purposes only and are not to be considered or taken into account in construing the terms or provisions hereof or to be deemed in any way to clarify, modify or explain the effect of any such terms or provisions.
- (c) Any references in this By-Law to any law, by-law, rule, regulation, order or act of any government, governmental body or other regulatory body shall be construed to reference it as amended or re-enacted from time to time or to reference any successor to it.

### 1.03 **Meeting Procedures**

- (a) Any Director, Officer, or employee, as the context requires, may participate in a meeting of the Board or of a Committee by means of telephone conference or electronic or other communication facilities, provided the facilities permit all persons participating in the meeting to communicate adequately with each other during the meeting<sup>3</sup>. A person participating in such a meeting by such means is deemed, for the purposes of the *Act* and this By-Law, to be present in person at the meeting.
- (b) The public is allowed to attend any meeting of the Board. The public is not entitled to vote or make motions. Questions may be submitted in advance for consideration by the Chair. The Chair may recognize a member of the public when he/she considers appropriate. Guests may participate in meetings of the Board and its Committees only by invitation or approval of the Chair or by resolution of the Board or Committee. There is no automatic provision for deputations by members of the public at a meeting of the Board or its Committees.
- (c) Notwithstanding any other provision in this By-Law, the Board may, at its option and without notice, choose to hold all or any part of a Board meeting *in camera*, if the subject matter under consideration involves:
  - (i) the disclosure of intimate, personal or financial information in respect of an employee or prospective employee; a member of the Medical Staff; a patient; or a Director, Officer or Committee member of the Hospital;
  - (ii) the acquisition or disposal of real estate;
  - (iii) the deliberations or decisions in respect of negotiations with employees of the Hospital or members of the Medical Staff;
  - (iv) any legal proceeding or potential legal proceeding affecting the

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<sup>3</sup> NFPCA S.53(4).

- Hospital;
- (v) instructions given to or opinions received from professional advisors (e.g., lawyers, auditors, architects, etc.) to the Hospital; or
  - (vi) such other matter deemed by the Chair to be of a sensitive or confidential nature.
- (d) Subject to paragraph (b) above, business arising at any meeting of the Corporation, the Board or any Committee established pursuant to this By-Law shall be decided by a majority of votes, unless otherwise required by:
- (i) the *Act*; or
  - (ii) the rules of procedure selected by the Corporation for such meetings.
- (e) Voting shall take place as follows:
- (i) Except as provided in this By-Law, each Member, each Director and each Committee member shall be entitled to one (1) vote at any meeting of the Corporation, Board or Committee, respectively.
  - (ii) In accordance with the *Public Hospitals Act*, no Member shall be entitled to vote by proxy at a meeting of the Corporation, all Members must attend annual and/or special meetings of the Corporation in person or via telephone or electronic means in order to be eligible to vote<sup>4</sup>.
  - (iii) Votes shall be by Show of Hands, among all Members and Directors entitled to vote.
  - (iv) An abstention shall not be considered a vote cast.
  - (v) After a Show of Hands has been taken on any question, the chair of the meeting may require, or any person entitled to vote on the question may demand, a poll thereon. A poll so required or demanded shall be taken in such manner as the chair of the meeting shall direct. A demand for a poll may be withdrawn at any time prior to the taking of the poll. Upon a poll, each individual shall have one (1) vote and the result of the poll shall be the decision of the Members, the Board or the Committee, as the case may be.
  - (vi) Whenever a vote by Show of Hands shall have been taken on a question, unless a poll is required or demanded, a declaration by the

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<sup>4</sup> NFPCA s.67(1).

chair of the meeting that a resolution, vote or motion has been carried and an entry to that effect in the minutes shall be admissible in evidence as prima facie proof of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution, vote or motion.

- (f) Minutes shall be kept for all meetings of the Corporation, the Board or any Committee, and shall be approved at the next meeting of the Corporation, the Board or the Committee, as the case may be.
- (g) Minutes of the *in camera* portion of Board meetings will be sequestered as "*in camera*".
- (h) The declaration of the Secretary or Chair that notice has been given pursuant to this By-Law shall be sufficient and conclusive evidence of the giving of such notice.
- (i) No error or omission in giving notice for a meeting of the Board or of any Committee shall invalidate such meeting or invalidate or make void any proceedings taken or had at such meeting.
- (j) Any Member, Director or Committee member may at any time waive notice of any meeting of the Members, the Board or a Committee, as the case may be, and may ratify and approve any or all proceedings taken or had at that meeting.
- (k) Any questions of procedure at or for any meetings of the Corporation, of the Board, or of any Committee that have not been provided for in this By-Law or by the *Act* shall be determined by the chair of the meeting in accordance with the rules of procedure adopted by resolution of the Board from time to time. During any period of time that the Board has not adopted rules of procedure, a simple majority vote in support of the chair's ruling will enable a ruling to stand.

## **ARTICLE 2. PURPOSES OF THE CORPORATION**

### **2.01 Purposes of the Corporation**

The purposes of the Corporation as contained in the Articles are:

- (a) To establish, maintain and provide a comprehensive program for the care, comfort, support, and counselling of persons with Human Immunodeficiency Virus/Acquired Immune Deficiency Syndrome; and without limiting the generality of the foregoing to:
  - (i) establish, maintain, equip and operate a hospital for the reception, care, comfort, support and counselling of persons who shall be admitted thereto; and

- (ii) to establish, maintain and operate inpatient, ambulatory/outpatient, home-care and outreach programs for the care, comfort, support and counselling of persons with Human Immunodeficiency Virus/Acquired Immune Deficiency Syndrome.
- (b) To develop, promote and engage in medical, clinical and health services research into inpatient, ambulatory/outpatient and palliative care and different treatment models for the care of people with Human Immunodeficiency Virus/Acquired Immune Deficiency Syndrome, and to make the results of such research available to the public.
- (c) To provide the community with accurate and useful information concerning chronic disease management, up to and including palliative care, and to stimulate in the community, interest in and support of the programs and activities of the Corporation.
- (d) To co-operate with other organizations, whether incorporated or not which have objects similar in whole or in part to the objects of the Corporation.
- (e) To promote and develop across the Human Immunodeficiency Virus/Acquired Immune Deficiency Syndrome continuum, a cooperative approach between traditional health services such as active treatment hospitals and emerging health and wellness alternatives.
- (f) To establish and maintain a program to screen, train and supervise volunteers to assist in carrying out the programs and activities of the Corporation.
- (g) To disperse and distribute such money and property in furtherance of the objects of the Corporation or any object compatible therewith.
- (h) To receive, solicit, acquire, accept and hold gifts, devises, donations and bequests, and to expend, disburse and distribute the same in furtherance of the objects of the Corporation.

### **ARTICLE 3.     MEMBERSHIP OF THE CORPORATION**

#### **3.01   Admission**

Membership in the Corporation shall be limited to the Directors, who shall automatically become ex officio Members upon their election as Directors.

#### **3.02   Resignation**

A Member may resign from the Corporation by delivering a written resignation to the Secretary. A resignation shall be effective at the time it is received by the Secretary of the Corporation or at the time specified in the resignation, whichever is later.



### **3.03 Termination of Membership**

- (a) The interest of a Member in the Corporation is not transferable and lapses and ceases to exist<sup>5</sup> when the Member ceases to be a Director.
- (b) In the event that the Board determines that a Member should be expelled or suspended from membership in the Corporation, the Chair, or such other officer as may be designated by the Board, shall provide fifteen (15) days' notice of suspension or termination to the Member and shall provide reasons for the proposed suspension or expulsion. The Member may make written submissions to the Chair, or such other officer as may be designated by the Board, in response to the notice received, within such fifteen (15) day period. In the event that no written submissions are received by the Chair, the Chair or such other officer as may be designated by the Board, may proceed to notify the Member that the Member is suspended or expelled from membership in the Corporation. If written submissions are received in accordance with this section, the Board will consider such submissions in arriving at a final decision and shall notify the Member concerning such final decision within a further fifteen (15) days from the date of receipt of the submissions<sup>6</sup>.

## **ARTICLE 4. ANNUAL AND SPECIAL MEETINGS OF MEMBERS OF THE CORPORATION**

### **4.01 Annual Meetings – Time and Place**

The annual meeting of Members shall be held at the Head Office of the Corporation or at any place in Ontario as the Board determines between April 1st and June 30th in each year on a date fixed by the Board.

### **4.02 Notice**

- (a) Notice of the annual meeting of the Corporation shall be given by one of the following methods:
  - (i) Not less than ten (10) days' prior written notice and not more than fifty (50) days' notice (prepaid mail, facsimile or e-mail) of an annual meeting shall be given to each Member.
  - (ii) in lieu of the notice options set out above, it is sufficient notice of any annual or special meeting of Members of the Corporation if notice is given by publication, at least once a week for two successive weeks

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<sup>5</sup> NFPCA s.51.

<sup>6</sup> NFPCA s.51(3).



next preceding the meeting, in a newspaper or newspapers circulated in the municipalities in the municipality of Toronto.

- (b) Attendance of any Member at a meeting of Members shall constitute a waiver of notice of the meeting, except where such Member attends such meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called.
- (c) The notice of an annual meeting shall contain sufficient information concerning any special business (see paragraph 4.03(b)) to permit the Member to form a reasoned judgement on the decision to be taken and the text of any special resolution to be submitted to the meeting<sup>7</sup>.

#### **4.03 Annual Meetings Business**

- (a) The business transacted at the annual meeting of the Corporation shall include:
  - (i) the reading and/or circulation and consideration of<sup>8</sup>:
    - (A) the minutes of the previous Members meeting;
    - (B) report of the unfinished business from any previous meeting of the Corporation;
    - (C) reports of the Chair, the Chief Executive Officer, and the Chair of Medical Advisory Committee;
    - (D) report of the auditor, including presentation of audited financial statements and entering of the auditor's certificate into the record;
  - (ii) report of the Governance Committee;
  - (iii) the election of Directors; and
  - (iv) appointment of the auditor, licensed under the *Public Accountancy Act* (Ontario), to hold office until the next annual meeting, and authority of Directors to fix the remuneration of the auditor.

Any other items of business conducted at a meeting of the Members shall

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<sup>7</sup> NFPCA 55(8)(b).

<sup>8</sup> NFPCA s.55(7).

be deemed to be special business<sup>9</sup>.

- (b) No item of other business shall be considered at the annual meeting unless notice in writing of such item of special business has been given to the Secretary prior to the giving of notice of the annual meeting so that such item of special business can be included in the notice of annual meeting, together with the text of the resolution. If the item of special business is requisitioned by the Members; the Member's requisition must comply with section 4.04.

#### **4.04 Special Meetings**

- (a) The Chair of the Board may call a special meeting of the Corporation.
- (b) Not less than one-tenth (1/10)<sup>10</sup> of the voting Members of the Corporation may, in writing, requisition the Directors to call a special meeting of the Members. Such a meeting can be called for any purpose connected with the affairs of the Corporation that is properly within the purview of the Members' role in the Corporation and that is not inconsistent with the *Act*. The requisition shall be deposited at the Head Office of the Corporation, may consist of several similar documents, each signed by one or more Members, and shall identify the purpose of the proposed meeting.
- (c) If the Directors, acting in their sole discretion, determine that the requisition:
  - (i) meets the qualifications set out in paragraph 4.04(b), the Directors shall call and hold such meeting within twenty-one (21) days from the date of the deposit of the requisition; or
  - (ii)
    - (A) the requisition does not meet the qualifications set out in paragraph 4.04(b)<sup>11</sup>,
    - (B) the primary purpose of the requisition is to enforce a personal claim or redress a personal grievance against the Corporation or its Directors, officers, or Members; or
    - (C) the requisition does not relate in a significant way to the activities or affairs of the Corporation; or
    - (D) substantially the same requisition was submitted to Members in a notice of a meeting of the Members held not more than

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<sup>9</sup> NFPCA s.55(7).

<sup>10</sup> NFPCA s.60(1).

<sup>11</sup> NFPCA s.56(6).

two (2) years before the receipt of the requisition and the requisition was defeated; or

- (E) the rights conferred by this section are being abused to secure publicity,

the Directors shall provide the requisitioning Members with written notice of their determination not to call a meeting within twenty-one (21) days from the date of the deposit of the requisition.

- (d) Subject to paragraph (c) above, if the Directors do not within twenty-one (21) days from the date of the deposit of the requisition call and hold such meeting, any of the requisitions may call such meeting as nearly as possible in the manner as is set out in this section 4.04.<sup>12</sup>

#### **4.05 Special Meetings – Notice**

- (a) Notice of a special meeting shall be delivered in the same manner as notice for an annual meeting.
- (b) The notice of a special meeting shall state the purpose for which it is called and shall include the text of the resolution<sup>13</sup>.

#### **4.06 Quorum**

A quorum for an annual or special meeting of the Corporation shall be a majority of the voting members.

#### **4.07 Chair**

The chair of a meeting of the Corporation shall be:

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

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<sup>12</sup> NFPCA s. 60(5).

<sup>13</sup> NFPCA s.55(8)(b).

- (d) if no Director is present or if all the Directors present decline to take the chair, then the persons who are present and entitled to vote shall choose one of their number to be the chair.

#### **4.08 Adjourned Meeting**

- (a) If, within one-half (1/2) hour after the time appointed for a meeting of the Corporation, a quorum is not present, the meeting shall stand adjourned until a day within two (2) weeks to be determined by the chair.
- (b) At least forty-eight (48) hours' notice of the adjourned meeting shall be given in a manner contemplated by section 4.02.

#### **4.09 Financial Year End**

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

#### **4.10 Written Resolutions**

A resolution signed by all the Members entitled to vote on that resolution at a meeting of the Members is as valid as if it had been passed at a meeting of the Members<sup>14</sup>.

### **ARTICLE 5. BOARD OF DIRECTORS**

#### **5.01 Nominations to Board**

- (a) The Governance Committee of the Board of Directors shall request written nominations for vacant positions on the Board from voting Members of the Corporation, at least thirty (30) days in advance of the annual meeting. Such nominations must be signed by at least one voting Member (excluding the nominee) of the Corporation in good standing and accompanied by a written declaration, on the prescribed form, signed by the nominee that the nominee will serve as a Director in accordance with this By-Law, if elected.
- (b) The Governance Committee shall, throughout the year, identify potential candidates for Directors and determine the willingness of such candidates to serve.
- (c) The Governance Committee will receive and review all nominations made by the voting Members or otherwise received by the Governance Committee. In accordance with its terms of reference, the Governance Committee shall prepare a report, including a recommended slate of

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<sup>14</sup> NFPCA s.59(1).

nominees to the Board, to be presented at the annual meeting of the Corporation, and such report shall be forwarded to the Chair of the Board for consideration at least thirty (30) days prior to the annual meeting.

- (d) Any Member shall be entitled to nominate a person to be considered for election provided such person meets the requirements of the By-Law<sup>15</sup>.
- (e) The Board will receive and review the list of candidates and recommended nominations made from the Governance Committee and the Members. The Board shall finalize the list of nominees and ensure that the Board's recommended nominees are separately identified from the nominees that are nominated pursuant to paragraph 5.01(d), together with their qualifications, are made available to the voting Members at least ten (10) days prior to the annual meeting.

## **5.02 Board Composition and Term**

- (a) The affairs of the Corporation shall be governed by a Board consisting a maximum of twenty-five (25) and a minimum of eighteen (18) Directors, of whom:

### **Elected**

- (i) a minimum of fifteen (15) Directors and a maximum of twenty-two (22) shall be elected by the Members as set out in section 5.03;

### **Ex Officio Non-Voting**

- (ii) the Chief Executive Officer;
  - (iii) the Chair of the Medical Advisory Committee; and
  - (iv) the Chief Nursing Executive.
- (b) Notwithstanding paragraph (a) above, in any given year in which a Director serving as Past-Chair exceeds the term of office restriction set out in section 5.04 of this By-Law, the affairs of the Corporation shall be governed by a Board consisting of a maximum of twenty-six (26) Directors.
  - (c) The number of elected Directors shall be fixed from time to time by at least a two-thirds (2/3) vote of the Directors.<sup>16</sup>

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<sup>15</sup> NFPCA s.59(1).

<sup>16</sup> NFPCA s.22(2).

### **5.03 Term of Office**

- (a) Directors shall be elected in rotation for a three (3) year term.
- (b) Additional Directors shall be elected to replace Directors retiring early on a one for one basis, and shall be elected for the remaining term of the retiring Director.

### **5.04 Term of Office Restrictions**

Subject to section 8.02, no person may be elected a Director for more terms than will constitute six (6) consecutive years of service; provided, however, that following a break in continuous service of at least one (1) year the same person may be re-elected a Director.

### **5.05 Qualification of Directors**

Every Director shall<sup>17</sup>:

- (a) be eighteen (18) or more years of age;
- (b) not be an undischarged bankrupt;
- (c) not be an Excluded Person;
- (d) not be a person who is not an individual;
- (e) not be a person who has been found under the *Substitute Decisions Act*, 1992 or under the *Mental Health Act* to be incapable of managing property;
- (f) not be a person who has been found to be incapable by any court in Canada or elsewhere;
- (g) not be any person who has been found guilty of a non-criminal "relevant offence" (offences that relate to financial dishonesty or are otherwise relevant to the operation of a charity, including violations of fundraising, consumer protection or securities legislation);
- (h) not be a director of a charity during a period in which the charity engaged in conduct that was a serious breach of the requirements for registration for which the charity had its registration revoked; and
- (i) not be a promoter of a gifting arrangement or other tax shelter in which a charity participated and the registration of the charity has been revoked.

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<sup>17</sup> NFPCA s.23(1).

## **5.06 Guidelines for Selection of Directors**

- (a) The Governance Committee should be seen as applying objective criteria in determining the appropriate candidates for election as a Director and, in doing so, shall review the Corporation's strategic direction for the upcoming two (2) years.
- (b) The Governance Committee shall require that an appropriate application from each of the candidates be completed. Each application shall be objectively considered by the Governance Committee prior to developing its recommendations.
- (c) The Governance Committee shall consider the specific and universal competencies required for the Board, as outlined in resolutions of the Board.
- (d) The Governance Committee shall assess all candidates, balancing the need for continuity and ongoing expertise on the Board against the need to plan for the succession of the Officer positions and to have fresh perspectives on the Board.
- (e) Subject to the specific and universal competencies required, the Governance Committee shall strive to have at least two (2) Directors be people living with HIV/AIDS.
- (f) Review of Performance of Current Directors

Current Directors whose terms are expiring are not entitled to automatically stand for re-election, but must be considered in light of the competencies required by the Board. In addition, the Director's performance during term must be assessed, including assessment of the demonstration by the Director of qualities laid out in the specific and universal competencies as determined by the Board.

## **5.07 Termination of Office**

The office of an elected Director shall automatically be vacated if:

- (a) the Director becomes bankrupt or suspends payment of debts generally or compounds with creditors or makes an assignment in bankruptcy or is declared insolvent;
- (b) an order is made declaring the Director to be a mentally incompetent person or incapable of managing affairs;
- (c) the Director, by notice in writing to the Secretary of the Corporation, resigns office, which resignation shall be effective at the time it is received by the Secretary of the Corporation or at the time specified in the notice, whichever is later;

- (d) the Director dies;
- (e) the Members by a majority of vote, declares the Director's seat vacant because:
  - (i) the Director has failed to comply with the Board's attendance policy; or
  - (ii) the Director has failed to comply<sup>18</sup> with the Legislation, or the Corporation's By-Laws, policies or procedures, including without limitation, the confidentiality, conflict of interest and standard of care provisions contained in this By-Law; or
  - (iii) if a Director's conduct is determined to be detrimental to the Corporation<sup>19</sup>; or
  - (iv) for any other reason that the Members consider to be reasonable, having regard to the purpose of the Corporation.

#### **5.08 Vacancies**

- (a) If a vacancy occurs at any time among the Directors (except through an increase in the number of Directors), such vacancy may, as long as there is a quorum of Directors then in office, be filled by the Directors if they shall see fit to do so; otherwise, such vacancy may be filled at the next meeting of Members; and any Director elected to fill any such vacancy shall hold office for the unexpired term of the Director who ceased to be a Director and who caused such vacancy.
- (b) Should a Director join the Board to fill a vacancy for a partial term, the partial term will not be included when calculating the Director's years of service for the purposes of section 5.04 of this By-Law.

### **ARTICLE 6. RESPONSIBILITIES OF THE BOARD AND INDIVIDUAL DIRECTORS**

#### **6.01 Standard of Care**

Every Director and Officer of the Corporation, in exercising powers and discharging duties, shall<sup>20</sup>:

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<sup>18</sup> NFPCA s.43(2).

<sup>19</sup> NFPCA s.56(6).

<sup>20</sup> NFPCA s.43.



- (a) act honestly and in good faith with a view to the best interests of the Corporation; and
- (b) exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

## **6.02 Conflict of Interest**

- (a) Subject to compliance with the *Act*, every Director and Officer who, either directly or through one of Associates, has or thinks he/she may potentially have a Conflict of Interest with respect to a proposed or current material<sup>21</sup> contract, transaction, matter or decision of the Corporation, shall disclose the nature and extent of the Conflict of Interest at a meeting of the Board.
- (b) The declaration of interest shall be disclosed at the meeting of the Board at which the material contract, transaction, matter or decision is first raised.
- (c) If the Director, or Associates, becomes interested in a material contract, transaction, matter or decision after the Board meeting at which it is first raised, the Director shall make a declaration at the next Board meeting following the Director's perception or apprehension of a conflict.
- (d) In the case of an existing material contract, transaction, matter or decision, the declaration shall be made at the first meeting of the Board after the individual becomes a Director or the interest comes into being.
- (e) After making such a declaration, no interested Director shall vote or be present at the vote or during the discussions, or otherwise attempt to influence the voting, on a material contract, transaction, matter or decision, nor shall the Director be counted in any required quorum with respect to the vote.
- (f) If a Director has made a declaration of Conflict of Interest in compliance with this By-Law, the Director is not accountable to the Corporation for any profits he/she may realize from the material contract, transaction, matter or decision.
- (g) If the Director fails to make a Declaration of interest in a material contract, transaction, matter or decision, as required by this By-Law, this failure may be considered grounds for termination of position as a Director, in addition to any other remedies available to the Corporation under statute, equity or common law.
- (h) The failure of any Director to comply with the Conflict of Interest provisions

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<sup>21</sup> NFPCA s.41(1)

of this By-Law does not, in or of itself, invalidate any material contract, transaction, matter or decision undertaken by the Board.

- (i) If a Director believes that any other Director is in a Conflict of Interest position with respect to any material contract, transaction, matter or decision:
  - (i) the Director shall have concern recorded in the minutes;
  - (ii) the Director with the alleged Conflict of Interest shall have the right to address the Board with respect to the allegation;
  - (iii) thereafter, the Board, after the Director alleged to have a Conflict of Interest has absented himself from the room, shall vote on whether the Director, in the opinion of the Board, is in a Conflict of Interest;
  - (iv) if the Board finds the Director in a Conflict of Interest, that Director shall absent himself during any subsequent discussion or voting process relating to or pertaining to the conflict;
  - (v) the question of whether or not a Director has a Conflict of Interest shall be determined by a simple majority of the Board and shall be final; and
  - (vi) if the Board finds that the Director does not have a Conflict of Interest, the Director remains responsible to declare a conflict if one develops.
- (j) If the Board finds that the person is not in conflict, the Board will then vote on the material contract, transaction, matter or decision and the votes of each Director, including the Director with the alleged conflict, shall be recorded.
- (k) Every declaration of a Conflict of Interest and the general nature thereof shall be recorded in the minutes by the Board.
- (l) Where the number of Directors who, by reason of the provisions of this section, are prohibited from participating in a meeting is such that, at that meeting the remaining Directors are not of sufficient number to constitute a quorum, then, notwithstanding any other provision in this By-Law, the remaining number of Directors shall be deemed to constitute a quorum, provided such number is not less than three (3).
- (m) Where, in the circumstances mentioned in paragraph (l) above, the remaining number of Directors who are not prohibited from participating in the meeting is less than three (3), the Chair of the Board may apply to the Superior Court of Justice on an ex parte basis for an order authorizing the Board to give consideration to, discuss and vote on the matter out of which

the interest arises.

- (n) The Court may, on an application brought under paragraph (m) above, by order, declare that this section does not apply to the Board, as the case may be, in respect of the matter in relation to which the application is brought, and the whole Board thereupon may give consideration to, discuss and vote on the matter in the same manner as though none of the Directors had any interest therein, subject only to such conditions and directions as the Court may consider appropriate and so order.
- (o) Directors of the Corporation that are affiliated with a hospital may have an actual or perceived conflict of interest with the Corporation. Where such conflicts arise solely because of the relationship between the Corporation and a Member of the Corporation, the circumstances shall be deemed, notwithstanding any other provision contained in this By-Law or in the *Act*, not to be conflict as such circumstances are inevitable given the Corporation's objects and its corporate governance structure. The Board also believes that given the Corporation's objects, the benefits of having such Members on the Board outweigh any potential difficulties relating to the perceived or actual conflicts of interest. The benefits include:
  - (i) reflection of the operational reality of the inter-relationship that the Corporation has with key stakeholders/partners that is critical to the Corporation achieving its mission and vision, and
  - (ii) increased capacity of the Board because it leads to fuller and more informed deliberation on issues that have cross-organizational implications.

### **6.03 Confidentiality/Public Relations**

- (a) Unauthorized statements may adversely affect the interests of the Corporation. Every Director, Officer, and employee of the Corporation and every member of a Committee shall respect the confidentiality of matters brought before the Board or any such Committee or coming to attention in the course of duties.
- (b) Only the Chair of the Board is responsible for Board communications and may delegate authority to one or more Directors, Officers or employees of the Corporation to make statements to the news media or public about matters that the Chair determines appropriate for disclosure. No statements respecting such matters shall be made to the public or the press by any Director, Officer, or employee except as authorized by the Chair or the Board.
- (c) Persons, other than persons referred to in paragraph (a) above, permitted to attend any meeting of the Board or any meeting of a Committee shall be advised that they are required to respect the confidentiality of all matters

coming to their attention during any such meeting and shall undertake accordingly.

#### **6.04 Remuneration of Directors**

- (a) The Directors of the Corporation shall serve as such without remuneration, and no Director shall directly or indirectly receive any profit from position as such, provided that a Director may be paid reasonable expenses incurred by him/her in the performance of duties as a Director.
- (b) Nothing in this By-Law shall be construed to preclude any Director from serving the Corporation, except as set out in section 5.05, in any other capacity and receiving compensation thereof.

#### **6.05 Roles of the Board**

The Board shall:

- (a) approve the vision and/or mission statements for the Corporation;
- (b) approve the strategic plan consistent with the Objects of the Corporation (article 2), the vision statement and/or mission statement;
- (c) ensure that key corporate priorities are formulated that help the Corporation actualize its vision and accomplish its mission in accordance with the strategic plan. The corporate priorities shall be reflective of the Board's primary accountability to the MOHLTC and the LHIN through the HSAA entered into with the LHIN;
- (d) oversee the implementation of internal control and management information systems which will allow the Board and management to oversee the Corporation's achievement of Performance Metrics;
- (e) recruit, retain, evaluate and compensate the Chief Executive Officer and Chair of Medical Advisory Committee and ensure that an appropriate succession plan is in place for both the Chief Executive Officer and the Chair of Medical Advisory Committee;
- (f) establish a Board Policy for the performance evaluation and compensation of the Chief Executive Officer. The Policy shall ensure that:
  - (i) the Chief Executive Officer's performance evaluation and compensation are aligned with the Corporation meeting its Performance Metrics targets;
  - (ii) all Board members are provided an opportunity to provide input into the process; and

- (iii) the Board shall be required to approve any changes to the Chief Executive Officer's employment agreement or compensation;
- (g) delegate responsibility and authority to the Chair of Medical Advisory Committee and require accountability to the Board;
- (h) establish a Board Policy for the performance evaluation and compensation of the Chair of Medical Advisory Committee . The Policy shall ensure that the Chair of Medical Advisory Committee 's performance evaluation and compensation are aligned with the Corporation meeting its Performance Metrics targets;
- (i) provide operational oversight to:
  - (i) ensure procedures are in place for monitoring compliance with relevant legislation, regulations, affiliation agreements and By-Laws;
  - (ii) ensure the Corporation operates effectively and efficiently; and
  - (iii) ensure adequate policies and procedures are in place to protect patient and workplace safety;
- (j) provide financial oversight to:
  - (i) ensure the financial viability of the Corporation;
  - (ii) ensure the efficient use of financial resources and evaluate frequently the Corporation's actual operating and financial results against budget and the Corporation's corporate goals, objectives, priorities and business plan and its obligations under the HSAA; and
  - (iii) Audit of the Corporation;
- (k) provide governance to:
  - (i) ensure and review the Board's effectiveness;
  - (ii) ensure and review the effectiveness of each Director;
  - (iii) nominate new Directors;
  - (iv) ensure the removal of Directors as prescribed; and
  - (v) ensure that the Board complies with legal and regulatory requirements; and
- (l) provide communications and advocacy:
  - (i) to ensure that the Board and the Corporation have policies and

methods to communicate effectively with stakeholders, government and the general public.

The Board shall delegate responsibility and concomitant authority to the Chief Executive Officer for the management and operations of the Corporation, and require accountability to the Board.

#### **6.06 Performance Expectations of Each Director**

(a) Accountability

- (i) The Director does not represent the specific interests of any constituency, stakeholder or Member.
- (ii) The Director does not function as an advocate, except as requested by the Board and consistent with the Corporation's objects, mission, vision and values.
- (iii) The Director complies with the Legislation, the By-Laws, and the Board's policies and procedures.

(b) Exercise of Authority

- (i) A Director carries out the powers of the office only when acting as a voting member during a duly constituted meeting of the Board or one of its appointed bodies.
- (ii) A Director respects the responsibilities delegated by the Board to the Chief Executive Officer, avoiding interference with their duties, but insisting upon accountability and reporting mechanisms for assessing organizational performance.

(c) Team Work

A Director works positively, cooperatively and respectfully with other Directors, the Officers, and the Chief Executive Officer of the Corporation.

(d) Attendance

- (i) The Director attends Board and assigned Committee meetings and Board retreats, in accordance with the minimum expectations established by the Board attendance policy.
- (ii) All Directors are expected to serve on at least one Committee and to represent the Board when requested.

(e) Participation

- (i) The Director comes prepared to meetings (of both the Board and its

Committees) and events, asks informed questions, and makes a positive contribution to discussions.

(ii) The Director treats others with respect.

(f) Competencies

Where appropriate, the Director actively contributes specific expertise, skills and other attributes that are needed on the Board.

(g) Confidentiality

The Director respects the confidentiality of Board discussions and information and follows the Board policy governing communications.

(h) Public Support

The Director supports the decisions and policies of the Board in discussions with outsiders, even if the Director voiced or holds other views or voted otherwise at the Board.

(i) Education

The Director takes advantage of opportunities to be educated and informed about the Board and the Corporation's marketplace and industry.

(j) Evaluation

The Director participates in the evaluation of the Board and individual members.

(k) All Directors are expected to make an annual donation to the Foundation at a level considered appropriate by the Director in his/her own discretion.

## **ARTICLE 7. REGULAR AND SPECIAL MEETINGS OF THE BOARD**

### **7.01 Regular Meetings**

(a) The Board shall meet at the Head Office or another place in Ontario determined by the Board at such time as the Board may from time to time determine.

(b) There shall be at least four (4) regular meetings per year. The Board shall determine the dates for the upcoming year's regularly scheduled meetings, and this schedule shall be circulated to all Directors. The circulation of the notice shall be deemed to be notice of meetings.

## **7.02 Special Meetings**

Special meetings of the Board shall be called by the Secretary on the request of any of the following:

- (a) the Chair of the Board; or
- (b) any three (3) Directors, by written request.

## **7.03 Notice of Regular and Special Meetings**

- (a) Subject to paragraph 7.01(b), notice of regular Board meetings shall be sent by ordinary mail, electronic transmission or courier at least ten (10) days before the date on which the meeting is to be held.
- (b) Notice of a special meeting of the Board may be given by telephone and/or email at least twenty-four (24) hours in advance of the meeting. The notice of a special meeting shall state the purpose for which it is called.
- (c) Provided a quorum of Directors is present, each newly elected Board may, without notice, hold its first meeting immediately following the annual meeting of Members at which the Board is elected.

## **7.04 Quorum**

- (a)
  - (i) A quorum at any meeting of the Board shall be the presence of a majority of the voting Directors, either in person or by telephone conference or other facilities as described in paragraph 1.03(a).
  - (ii) The ex officio Directors shall not count towards quorum.
- (b) No meeting of the Board shall be duly constituted for the transaction of business unless a quorum is present. There will be no representation by proxy at any Board meeting.
- (c) If, within one-half (1/2) hour after the time appointed for a meeting of the Board, a quorum is not present, the meeting shall stand adjourned until a day within two (2) weeks to be determined by the Chair. At least forty-eight (48) hours' notice of the adjourned meeting shall be given.

## **7.05 Chair of Board Meetings**

Board meetings shall be chaired by:

- (a) the Chair;
- (b) the Vice-Chair if the Chair is absent; or
- (c) a Director elected by the Directors present if the Chair and Vice-Chair are



both absent.

**7.06 Procedures for Board Meetings**

- (a) The declaration of the Secretary or Chair that notice has been given pursuant to this By-Law, shall be sufficient and conclusive evidence of the giving of such notice.
- (b) No error or omission in giving notice for a meeting of Directors shall invalidate such meeting or invalidate any proceedings at such meeting and any Director may at any time waive notice of any such meeting and may ratify and approve any or all proceedings.
- (c) Minutes shall be kept for all meetings of the Board.
- (d) Despite any other provisions of this By-Law, any Director may at any time require that a vote be recorded. The request for a recorded vote does not require a motion and is not debatable or amendable.
- (e) From and after the Proclamation Date, a Director who is present at a meeting of the Directors or of a Committee of Directors is deemed to have consented to any resolution passed or action taken at the meeting, unless:<sup>22</sup>
  - (i) the Director's dissent is entered in the minutes of the meeting;
  - (ii) the Director requests that his/her dissent be entered in the minutes of the meeting;
  - (iii) the Director gives his/her dissent to the secretary of the meeting before the meeting is terminated; or
  - (iv) the Director submits his/her dissent immediately after the meeting is terminated to the Corporation.
- (f) From and after the Proclamation Date, a Director who was not present at a meeting at which a resolution was passed or action taken is deemed to have consented to the resolution or action unless within seven days after becoming aware of the resolution, the Director<sup>23</sup>,
  - (i) causes his/her dissent to be placed with the minutes of the meeting;  
or

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<sup>22</sup> NFPCA s.45(1).

<sup>23</sup> NFPCA s.45(3).

- (ii) submits his/her dissent to the Corporation.

### **7.07 Executive Sessions**

The Chair may, either immediately before or immediately after a regularly scheduled Board meeting call an “executive session”, at which only the elected Directors may attend, for the purposes of discussing confidential Board matters. Executive sessions are not Board meetings; matters may be discussed, but no Board business may be conducted. The ex officio Directors, the Chief Executive Officer and/or the Chair of Medical Advisory Committee may be invited to stay for the executive session, at the discretion of the Chair.

### **7.08 Rules of Order**

Any questions of procedure at or for any meetings of the Corporation, of the Board, of the Medical 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 Medical Staff Rules, shall be determined by the Chair in accordance with the rules of procedure adopted by resolution of the Board.

### **7.09 Written Resolutions**

A resolution, signed by all the Directors entitled to vote on that resolution at a meeting of Directors or of a committee of Directors is as valid as if it had been passed at a meeting of Directors or of a committee of Directors<sup>24</sup>.

## **ARTICLE 8. OFFICERS**

### **8.01 Officers**

- (a) The Board shall elect the following officers from amongst the elected Directors at the regular meeting immediately following the annual meeting:
  - (i) the President who shall be referred to as the Chair;
  - (ii) the Vice-Chair;
  - (iii) the Treasurer; and
  - (iv) the Secretary.
- (b) The Chief Executive Officer may be the Secretary of the Board.
- (c) Ex officio Directors shall be ineligible for election as Chair or Vice-Chair.

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<sup>24</sup> NFPCA s.35(1).

- (d) Upon the election of the Chair by the Board, the immediately preceding Chair will remain on the Board and shall serve as Past-Chair.
- (e) The Officers of the Corporation shall be responsible for the duties set forth in this By-Law. They are not necessarily required to perform such duties personally, but they may delegate to others the performance of any or all such duties.
- (f) Any Officer of the Board shall cease to hold office upon resolution of the Board.

#### **8.02 Term of Office Restrictions**

- (a) No Director may serve as Chair or Vice-Chair for more than two (2) consecutive annual terms in one office; provided, however, that following a break in continuous service of at least one (1) annual term, the same person may be re-elected or re-appointed to the office.
- (b) If applicable, a Director elected to the position of Chair or Vice-Chair shall be exempt from the term of office restrictions set out in section 5.04 in order to complete respective terms of office as Chair, Vice-Chair or Past-Chair. In addition, a Director whose final year as Chair of the Board coincides with his/her sixth consecutive year on the Board may be elected for a seventh year in order to serve as Past Chair and thus provide continuity to the Board.

#### **8.03 Duties of the Chair of the Board**

The Chair of the Board shall, without limitation:

- (a) when present, preside at all meetings of the Board and act as chair of such meetings;
- (b) report to each annual meeting of the Corporation, and at all such other times as the Chair may consider advisable or necessary, concerning the management and operations of the Corporation;
- (c) in consultation with the Chief Executive Officer, develop the agenda for Board meetings;
- (d) ensure that appropriate notice of Board and Committee meetings is given to Directors and Committee members;
- (e) where possible, ensure that appropriate Board and Committee information and supporting materials are provided to the Board and Committee members at least seven (7) days prior to the meeting;
- (f) be knowledgeable of corporate governance practices, stay abreast of developments in corporate governance practices of other comparable

corporations and lead the adoption of 'best practices' where appropriate to maintain a leadership level of governance practices at the Corporation;

- (g) report regularly and promptly to the Board issues that are relevant to their governance responsibilities;
- (h) meet proactively with all Board members and seek their feedback on management performance, Board and committee effectiveness and other matters;
- (i) be responsible for addressing issues associated with under-performance of individual Directors or Directors who are not discharging their responsibilities in an appropriate manner including, if applicable, their removal from the Board;
- (j) ensure that the annual review of the Chief Executive Officer's and Chair of Medical Advisory Committee's performance and compensation is done in accordance with Board policy and oversee the adequacy of succession plans in place for key management roles;
- (k) in conjunction with the Chief Executive Officer, facilitate the effective and transparent interaction of Board members and management;
- (l) conduct regularly scheduled executive sessions of the Board pursuant to section 7.07, and report the results of such meetings to the ex officio Directors, the Chief Executive Officer and the Chair of Medical Advisory Committee as appropriate;
- (m) represent the Corporation at public or official functions;
- (n) ensure that the actions of the Board are in accordance with the Corporation's goals and priorities and the Board's own goals;
- (o) be an ex officio member of all Committees of the Board;
- (p) when present, preside at meetings of the Governance Committee;
- (q) serve as the Board's central point of official communication with the Chief Executive Officer and, as such, develop a positive, collaborative relationship with the Chief Executive Officer, including acting as a sounding board for the Chief Executive Officer on emerging issues and alternative courses of action;
- (r) stay up-to-date about the Corporation and determine when an issue needs to be brought to the attention of the Board or a Committee;
- (s) set a high standard for Board conduct by articulating and upholding rules of conduct and behaviour set out in By-Laws and Policies;

- (t) intervene when necessary in instances involving conflict of interest, confidentiality and other Board policies; and
- (u) assume and perform such other duties as may from time to time be assigned by the Board.

#### **8.04 Duties of the Vice-Chair of the Board**

The Vice-Chair of the Board shall:

- (a) have all the powers and perform all the duties of the Chair during the absence or disability of the Chair; and
- (b) perform such other duties, if any, as may be from time to time assigned by the Board.

#### **8.05 Duties of the Treasurer**

The Treasurer of the Corporation shall:

- (a) oversee the management of the finances of the Corporation;
- (b) perform such other duties as may be assigned by the Board from time to time; and
- (c) serve as the Chair of the Audit and Finance Committee.

#### **8.06 Duties of the Secretary**

The Secretary shall:

- (a) ensure the proper recording and maintenance of minutes of all meetings of the Corporation, the Board and Committees appointed or authorized by the Board;
- (b) give, or cause to be given, notice of all meetings of the Corporation, the Board and its Committees;
- (c) keep a roll of names and addresses of the members of the Board;
- (d) attend to correspondence of the Board;
- (e) prepare all reports required under any applicable law or regulation of the Province of Ontario;
- (f) keep copies of all testamentary documents and trust instruments by which benefits are given to the use of the Corporation;
- (g) at least semi-annually provide an accounting to the Board with respect to

all funds held in trust by the Corporation;

- (h) chair the first meeting of the Directors of the Corporation following the annual meeting until such time as the Chair of the Board is elected by the Directors;
- (i) have custody of all minute books, documents and registers of the Corporation and ensure that the same are maintained as required by the *Act* and other applicable Legislation;
- (j) submit quarterly certificates to the Board in respect of the previous quarter evidencing that all wages owing to employees and source deductions relating to the employees that the Corporation is required to deduct and remit to the proper authorities (including the *Income Tax Act*, Canada Pension Plan, the *Employment Insurance Act* and the *Employer Health Tax Act*) have been made and remitted to the proper authorities, and that all taxes collected pursuant to the *Excise Sales Tax Act* and the *Retail Sales Tax Act* (Ontario) have been collected and remitted to the appropriate authorities;
- (k) be the custodian of the seal of the Corporation; and
- (l) perform such other duties as may be required of the Secretary by the Board.

#### **8.07 Duties of the Past-Chair**

The Past-Chair shall serve as a resource to the new officers of the Corporation and perform such duties as may be assigned from time to time by the Chair of the Board.

#### **8.08 Appointment of the Chief Executive Officer**

- (a) The Chief Executive Officer shall be appointed by the Board in accordance with its approved selection process.
- (b) The Board may at any time revoke or suspend the appointment of the Chief Executive Officer.
- (c) The Board shall delegate responsibility and concomitant authority to the Chief Executive Officer for the management and operations of the Corporation, and require accountability to the Board.
- (d) In the case of the absence or inability to act of the Chief Executive Officer, or for any other reason that the Board may deem sufficient, the Board shall delegate all or any of the powers of the Chief Executive Officer to one or more employees of the Corporation or any other person.

#### **8.09 Duties of the Chief Executive Officer**

The Chief Executive Officer responsibilities to the Board include:

- (a) the management of all affairs of the Corporation as directed by the Board from time to time;
- (b) the exercise of the authority delegated to the Chief Executive Officer by the Board through Board policies for the organization and operation of the Corporation;
- (c) discharge the duties required to execute Board policies;
- (d) taking such action as the Chief Executive Officer considers necessary to ensure compliance with the Legislation, the Affiliation Agreement, the By-Laws of the Corporation and the HSAA;
- (e) submitting quarterly certificates certifying that the methodology and data used by management to report Performance Metrics to the Board and federal and provincial agencies appropriately and accurately reflects the Corporation's performance;
- (f) be responsible for the hiring, evaluation, compensation and termination of all members of the Corporation's senior executive team, including without limitation, the Chief Nursing Executive and all other employees of the Corporation; and
- (g) apprising the Board of risks to the Corporation.

#### **8.10 Duties of the Chief Nursing Executive**

- (a) The Chief Nursing Executive shall be an ex officio non-voting member of the Board.
- (b) The employment duties of the Chief Nursing Executive shall be as established by from time to time by the Chief Executive Officer.

#### **8.11 Duties of the Chair of Medical Advisory Committee**

- (a) The Chair of Medical Advisory Committee shall be an ex officio non-voting member of the Board.
- (b) The duties of the Chair of Medical Advisory Committee are set out in section 18.02 of this By-Law.

## **ARTICLE 9. INDEMNIFICATION OF DIRECTORS AND OFFICERS**

### **9.01 Indemnification and Insurance**<sup>25</sup>

- (a) The Corporation shall indemnify the Directors and officers of the Corporation, the former Directors or officers of the Corporation or an individual who acts or acted at the Corporation's request as a Director or officer, or in a similar capacity, of another entity, against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by the individual in respect of any civil, criminal, administrative, investigative or other action or proceeding in which the individual is involved because of that association with the Corporation or other entity.
- (b) The Corporation shall advance money to the Director, officer or other individual referred to in paragraph 9.01(a) for the costs, charges and expenses of an action or proceeding referred to in that paragraph, but the individual shall repay the money if the individual does not fulfil the conditions set out in paragraph 9.01(c).
- (c) The Corporation shall not indemnify an individual under paragraph 9.01(a) unless,
  - (i) the individual acted honestly and in good faith with a view to the best interests of the Corporation or other entity, as the case may be; and
  - (ii) if the matter is a criminal or administrative proceeding that is enforced by a monetary penalty, the individual had reasonable grounds for believing that his/her conduct was lawful.
- (d) The indemnity provided for in the preceding paragraph 9.01(a) 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 Privileged Staff of the Corporation.

### **9.02 Indemnification of Employees**

- (a) The Corporation may indemnify an employee or former employee of the Corporation or independent contractor (hereinafter referred to as the "Indemnified Person") who acts or acted at the Corporation's request and the Indemnified Person's heirs and legal representatives, against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by the Indemnified Person in respect of any civil, criminal or administrative action or proceeding to which

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<sup>25</sup> NFPCA s.46(6).



the Indemnified Person is made a party by reason of being or having been an employee of the Corporation, if,

- (b) the Indemnified Person acted honestly and in good faith with a view to the best interests of the Corporation; and
- (c) in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, the Indemnified Person had reasonable grounds for believing that the Indemnified Person's conduct was lawful.

### **9.03 Insurance**

The Corporation may purchase and maintain insurance for the benefit of an individual referred to in paragraph 9.01(a) against any liability incurred by the individual,

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

## **ARTICLE 10. COMMITTEES OF THE BOARD**

### **10.01 Establishment of Committees**

- (a) The Board may establish standing and special Committees whose members will hold their offices at the will of the Board.
- (b) The standing Committees of the Board shall be:
  - (i) the Audit and Finance Committee;
  - (ii) the Governance Committee;
  - (iii) the Quality Committee; and
  - (iv) such other standing Committees as the Board may from time to time deem necessary.
- (c) Special Committees shall be those Committees appointed for specific duties whose mandate shall expire with the completion of the tasks assigned. The Board shall prescribe terms of reference for any special Committee.
- (d) The members of any Committee (other than the Governance Committee) need not be Directors of the Corporation. The Board shall appoint members of all Committees and the chair of all Committees, taking into consideration the recommendations of the Governance Committee.

- (e) The Board shall approve terms of reference for each committee. Any terms of reference not included in this By-Law shall be included in policies approved by the Board.
- (f) The Board shall assign to the respective standing and special committees responsibility for the oversight and monitoring specified Performance Metrics.

#### **10.02 Procedural Rules for Committees**

- (a) Members of the Board shall chair all Committees, unless otherwise stated in the By-Law.
- (b) The Chair of the Board shall be, ex officio, a member of all Committees, but shall only count towards quorum if he/she is present.
- (c) A quorum for any meeting of any Committee shall be a majority of the voting members of the Committee.
- (d) Procedures at Committee meetings shall be determined by the chair of each Committee, unless established by a Board policy.
- (e)
  - (i) Each committee is authorized to establish such sub-committees as they from time to time deem desirable to facilitate their affairs and to disband such committees as they conclude that such sub-committee is no longer required.
  - (ii) Duties, membership, duration and chairs of the sub-committees shall be determined by the committee.

#### **10.03 Audit and Finance Committee**

- (a) The Audit and Finance Committee shall consist of:
  - (i) the Treasurer, who shall be Chair;
  - (ii) at least three (3) other elected Directors;
  - (iii) at least three (3) non-Director members; and
  - (iv) such other individuals as the Board may appoint.
- (b) Every member of the Audit and Finance Committee shall be independent of the Corporation within the meaning of all applicable laws, rules and regulations including those particularly applicable to the Audit and Finance Committee members and any other relevant consideration as determined by the Board of Directors.

- (c) All members of the Audit and Finance Committee should be financially literate or be willing and able to acquire the necessary knowledge. Financially literate means the ability to read and understand financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of the issues that can reasonably be expected to be raised by the Corporation's financial statements. The Chair shall have a background in accounting or related financial management experience which would include any experience or background which results in the individual's financial sophistication, including being or having been an auditor, a Chief Executive Officer or other senior officer with financial oversight responsibilities. Audit and Finance Committee members will enhance their familiarity with financial, accounting and other areas relevant to their responsibilities by participating in educational sessions or other opportunities for development.
- (d) In fulfilling the responsibilities, the Audit and Finance Committee has the authority to conduct any investigation and access any officer, employee or agent of the Corporation appropriate to fulfilling its responsibilities, including the auditor. The Audit and Finance Committee may obtain advice and assistance from outside legal, accounting or other advisors as the Audit and Finance Committee deems necessary to carry out its duties and may retain and determine the compensation to be paid by the Corporation for such independent counsel or outside advisor in its sole discretion without seeking Board approval.
- (e) The Audit and Finance Committee shall review the audited financial statements, the auditors' findings, fiscal reporting processes and internal control processes within the Corporation and to report to the Board of Directors thereon.
- (f) The Audit and Finance Committee shall have the following responsibilities:
  - (i) review and approve each year, the Audit Planning Report prior to the start of year end field work by the external auditing firm;
  - (ii) review, with the auditors, the annual Audited Report and to discuss with them and with the senior management of the Corporation the recommendations contained within the Management Letter;
  - (iii) recommend compliance with or amendments to internal processes on the advice of the auditors or as a result of the independent investigative deliberations of the Audit and Finance Committee;
  - (iv) Ensure:
    - (A) the adequacy of financial controls, particularly with respect to the implementation of any observations/recommendations

made by the auditors regarding the internal financial system and control procedures of the Corporation; and,

- (B) the compliance of the Corporation with relevant statutory and regulatory controls concerning financial controls and financial reporting;
- (v) review the external environment (such as new directives, bills and acts as they relate to the purpose and objectives of the Audit and Finance Committee, accounting frameworks, policies and system policy changes as well as accounting estimates, actuarial valuations etc.) and consider the impact of any changes or developments on the role and function of the Audit and Finance Committee;
- (vi) undertake an annual review of the performance of the auditors and to make a recommendation to the Board of Directors with respect to the Audit and Finance Committee's satisfaction with the auditors performance as a means of assisting the Board of Directors in their decision with respect to appointment or reappointment of the auditors;
- (vii) recommend the approval of the Audited Financial Statements to the Board of Directors and to draw to the attention of the Board any internal procedures which the Audit and Finance Committee deems to put the Corporation at risk fiscally;
- (viii) report to the Board of Directors at least annually;
- (ix) the oversight of financial policies and financial compliance;
- (x) the assessment and monitoring of the annual operating and capital budgets and all relevant government funding agreements;
- (xi) the review of financial statements and cash position;
- (xii) the annual review of insurances carried by the Corporation; and,
- (xiii) the oversight of investment strategy and performance.
- (g) The Audit and Finance Committee shall meet at least five (5) times a year at the call of the Audit and Finance Committee Chair.
- (h) The Chief Executive Officer and Director of Finance shall, unless the chair determines that the meeting is to be held in camera, be invited to all Audit and Finance Committee meetings as non-voting members.
- (i) The Audit and Finance Committee shall be chaired by the Treasurer of the Board.

#### **10.04 Governance Committee**

- (a) The Governance Committee shall consist of:
  - (i) the Chair of the Board;
  - (ii) the Vice Chair of the Board;
  - (iii) the Secretary of the Board;
  - (iv) the Chair of each standing committee;
  - (v) up to two (2) elected Director, who may act as the Committee chair; and
  - (vi) the Past Chair, as appropriate.
- (b) The Chief Executive Officer shall, unless the chair determines that the meeting is to be held in camera, be invited to all Governance Committee meetings as non-voting members.
- (c) The terms of reference for the Governance Committee shall include exercising the full power of the Board in all matters of administrative emergency.
- (d) The Governance Committee shall provide direct oversight of special purpose committees of the Board such as the Nominations Committee.

#### **10.05 Quality Committee**

- (a) The Quality Committee shall consist of:

##### ***Voting***

- (i) Board Chair or Board Vice-Chair (non-quorum);
- (ii) a minimum of three (3) other elected Directors (excluding the Quality Committee Chair);
- (iii) a maximum of four (4) non-director members;

##### ***Non-Voting***

- (iv) the Chief Executive Officer;
- (v) the Chair of the Medical Advisory Committee;
- (vi) Director of Clinical Programs and Chief Nursing Executive); and

- (vii) one (1) other Hospital employee who is not a physician or nurse and is from a regulated health profession.

An elected Director appointed by the Board shall be Chair of the Quality Committee.

- (b) The Quality Committee shall have the following responsibilities:
  - (i) monitor and report to the Board on quality issues and on the overall quality of services provided at the Corporation, with reference to appropriate data;
  - (ii) consider and make recommendations to the Board regarding quality improvement initiatives and policies;
  - (iii) ensure best practices information supported by available scientific evidence is translated into materials that are distributed to employees and persons providing services within the health care organization, and to subsequently monitor the use of the materials by these people;
  - (iv) oversee the preparation of annual quality improvement plans;
  - (v) perform such other duties as may be prescribed by regulation or as requested by the Board;
  - (vi) ensure compliance with the Affiliation Agreement as it pertains to the mandate of the Quality Committee;
  - (vii) make recommendations with respect to the responsibilities set out in Article 15 (i.e. re medical staff appointments and quality of care), to both the Board and to the Medical Advisory Committee;
  - (viii) provide recommendations to the Board with respect to the quality of care provided by allied healthcare professionals at the Corporation;
  - (ix) oversee the establishment and monitoring of the patient declaration of values (known at the Corporation as the Code of Conduct);
  - (x) oversee the development, collection and monitoring of patient and staff satisfaction surveys and appropriate distribution of the results of such surveys including, where applicable, the incorporation of the findings into the quality improvement targets;
  - (xi) ensure the establishment of a committee that will allow critical incidents to be reviewed under the protection of the *Quality of Care Information Protection Act* ("QCIPA") and oversee the monitoring and implementation of actions to mitigate the risks associated with

similar future incidents and improve upon the related Performance Metrics;

- (xii) ensure the establishment of workplace safety policies to ensure compliance with requirements under the *Occupational Health and Safety Act* and oversee the monitoring and implementation of actions to improve upon the related Performance Metrics;
  - (xiii) approves a set of key indicators for measuring clinical quality, client service, and patient safety to be included in a corporate balanced scorecard. Reviews quarterly the corporate balanced scorecard and comments in a summary fashion to the full Board;
  - (xiv) assesses the risks to the organization arising from operational practices etc, and develops recommendations for dealing with those risks; and
  - (xv) assess information from the Community Advisory Committee regarding community need, and provide information to the Board regarding the alignment with the Corporation's mandate.
- (c) The Quality Committee shall meet at least four (4) times per year and at the call of the Committee Chair.

#### **10.06 Non-Directors on Committees**

- (a) In this section, "non-Director" means a person who is not a Director of the Corporation, who has been appointed to a Committee in accordance with this section, and who has the same rights and obligations of other members of the Committee who are Directors.
- (b) On the recommendation of the Governance Committee, non-Directors may be appointed by the Board as voting members of any standing or special Committee, with the exception of the Governance Committee.
- (c) Any non-Director appointed under this section shall have full voting rights on said Committees unless otherwise indicated, but is not eligible to serve as the Chair of any such Committee.
- (d) Non-Directors serving on Committees shall have one (1) year renewable terms, which shall not preclude their future candidacy for nomination to the Board and which terms shall not be included in calculating a Director's term limit under section 5.04.
- (e) Participation by a non-Director is conditional on the non-Director signing an acknowledgement that he/she:
  - (i) is a fiduciary of the Corporation and must place the best interests of

the Corporation above own best interests; and

- (ii) has read and understood the Conflict of Interest and confidentiality requirements of this By-Law, which apply to all non-Directors.

## **ARTICLE 11. FINANCIAL MATTERS**

### **11.01 Bonding – Fidelity Insurance**

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

### **11.02 Authorized Signing Officers**

- (a) The Board shall establish a signing authority policy for the signing of banking documents, cheques, contracts, and other instruments.
- (b) 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.

### **11.03 Banking and Borrowing**

- (a) Bank accounts of the Corporation shall be kept at such banks and in such places and shall be operated in such manner and by such person or persons as the Board shall from time to time determine by By-Law.
- (b) The Board may from time to time:
  - (i) borrow money on the credit of the Corporation;
  - (ii) issue, sell or pledge debt obligations (including bonds, debentures, debenture stock, notes or other like liabilities whether secured or unsecured) of the Corporation;
  - (iii) charge, mortgage, hypothecate or pledge all or any currently owned or subsequently acquired real or personal, movable or immovable property of the Corporation, including book debts, rights, powers, franchises and undertakings, to secure any debt obligations or any



money borrowed, or other debt or liability of the Corporation; and

- (iv) delegate the powers conferred on the Board under this paragraph to such Officer or Officers of the Corporation and to such extent and in such manner as the Directors shall determine.

#### **11.04 Seal**

The corporate seal of the Corporation shall be such as the Board may by resolution from time to time adopt, and shall be entrusted to the Secretary of the Corporation (or delegate) for safekeeping.

#### **11.05 Investments**

The Board shall approve investment policies for the Corporation's funds.

#### **11.06 Donations**

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

#### **11.07 Auditor**

- (a) The Corporation shall at its annual meeting appoint an auditor who shall not be a member of the Board or an Officer or employee of the Corporation or a partner or employee of any such person, and who is duly licensed under the provisions of the *Public Accountancy Act* (Ontario), to hold office until

the next annual meeting of the Corporation.

- (b) The auditor shall have all the rights and Privileges as set out in the *Act* and shall perform the audit function as prescribed therein.
- (c) The auditor shall make his report to the annual meeting of the Corporation and shall from time to time report to the Board on his work, making any recommendation he considers necessary.

#### **11.08 Fiscal Year**

Unless otherwise ordered by the Board, the fiscal year of the Corporation shall terminate on March 31 in each year.

### **ARTICLE 12. PROGRAMS**

#### **12.01 Occupational Health and Safety Program**

- (a) There shall be an Occupational Health and Safety Program for the Hospital.
- (b) The program referred to in subsection 12.01(a) shall include procedures with respect to:
  - (i) A safe and healthy work environment for 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.

#### **12.02 Health Surveillance Program**

- (a) There shall be a Health Surveillance Program for the Hospital.
- (b) The program referred to in subsection 12.01(a) 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.

## **ARTICLE 13. APPOINTMENT AND RE-APPOINTMENT TO MEDICAL STAFF**

### **13.01 Appointment to the Medical Staff**

- (a) The Board, after consideration of the recommendation of the Medical Advisory Committee, will appoint annually a Medical Staff for the Corporation. Unless revoked by the Board, appointments to the Medical Staff shall be for the period from July 1st or any date thereafter, of any year until June 30th of the following year or for such shorter period of time as the Board may determine, and appointments shall continue until the Board has made the appointments for the ensuing year.
- (b) All new appointments will be contingent upon an Impact Analysis demonstrating that the Corporation has the resources to accommodate the applicant and that the applicant meets the needs of the Hospital as described in the Medical Human Resources Plan.

### **13.02 Application for Appointment to the Medical Staff**

- (a) (i) An application for appointment to the Medical Staff will be processed in accordance with the provisions of the *Public Hospitals Act*, this By-Law, and the Rules.
- (ii) For greater certainty, applications for Privileges relating to a service that the Hospital has ceased or ceases to provide pursuant to section 44 of the *Public Hospitals Act* shall not be considered and shall not be subject to the procedure for processing applications for Medical Staff appointments set out in section 13.04.
- (b) On request, the Chief Executive Officer or designate will supply a copy of, or information on how to access, including electronically (if available) the prescribed application, this By-Law, the Rules, and the applicable Legislation, to each applicant who expresses in writing an intention to apply for appointment to the Medical Staff.

- (c) Each applicant for membership to the Medical Staff will submit on the prescribed forms a written or electronic (if available) application to the Chief Executive Officer or designate together with such releases, consents, and undertakings that will enable the Corporation to fully investigate the qualifications and suitability of the Applicant.
- (d) Each applicant must provide the following:
  - (i) confirmation by the applicant that the applicant has agreed to comply with the applicable Legislation, the Corporation's By-Laws and Rules;
  - (ii) an undertaking to complete the application in a candid, honest, thorough and accurate manner;
  - (iii) an undertaking that, if the applicant is appointed to the Medical Staff of the Hospital, the applicant will:
    - (A) provide the services to the Hospital as either stipulated in the application, including "on-call" responsibilities or agreed upon and will act in accordance with the applicable Legislation, the Corporation's By-Laws and Rules, and in accordance with ethical standards of the profession as established from time to time;
    - (B) participate in any orientation or continuing education offered by the Hospital for new members of the Medical Staff; and
    - (C) if applicable, consent to the TAHSN permitted information being shared with the Corporation;
  - (iv) an acknowledgement by the applicant that:
    - (A) the failure of the applicant to provide the services as stipulated in the application in accordance with the applicable Legislation, the Corporation's By-Laws and Rules will constitute a breach of the applicant's obligations to the Hospital, and the Hospital may, upon consideration of the individual circumstances, remove access by the applicant to any and all Hospital resources, or take such actions as are reasonable, in accordance with the applicable Legislation, the Corporation's By-Laws and Rules;
    - (B) the failure of the applicant to comply with the undertakings set out in clause (A) above may result in the applicant's Privileges being restricted, suspended, revoked or the applicant being denied reappointment and may, depending on the circumstances, be a matter which is reportable to the College.

Any such actions by the Hospital will be in accordance with the applicable Legislation, the Corporation's By-Laws and Rules;

- (C) if his/her appointment is conditional upon his/her maintaining Active Staff privileges at a TAHSN-affiliated hospital, the restriction, suspension, revocation or resignation of the TAHSN-affiliated hospital privileges will result in a corresponding change to his/her appointment and/or privileges at the Corporation;
- (v) evidence of professional liability insurance coverage or membership in the Canadian Medical Protective Association, or equivalent, satisfactory to the Board, including a record of the applicant's past medical/legal claims history, including settlements, any of which may be subject to verification;
- (vi) evidence of yearly maintenance of Certification;
- (vii) a copy of the applicant's current registration or licence to practice in Ontario;
- (viii) a copy of the applicant's appropriate professional school certificate;
- (ix) an up-to-date Curriculum Vitae, including a record of the applicant's professional education, post-graduate training, and continuing education acceptable to the Credentials Committee and a complete chronology of academic and professional career, organizational positions and committee memberships;
- (x) evidence of compliance with the Hospital's occupational health guidelines as may be amended from time to time;
- (xi) a current Certificate/Letter of Professional Conduct or Letter of Standing from the College and a signed consent authorizing the College to provide a detailed report on:
  - (A) any action taken by any committee of the College or the Registrar;
  - (B) any report received pursuant to section 33 of the *Public Hospitals Act* or sections 85.2 or 85.5 of the *Health Professions Procedural Code*, Schedule 2 to the *Regulated Health Professions Act*, and
  - (C) any other reports received from another hospital or healthcare facility;

(xii) A recital and description of pending, ongoing or completed:

(A) College:

- a) proceedings before the Discipline Committee or Fitness to Practice Committee including any resolutions short of a hearing;
- b) dispositions of a complaint or report by the Inquiries, Complaints and Reports Committee other than no further action or dismissal;
- c) investigations or inquiries, including a review by the Quality Assurance Committee ("QAC") and the status or outcome of such investigations or inquiries; and
- d) assessments by the QAC where the applicant's knowledge, skill and/or judgment have been found to be unsatisfactory and have resulted in action by the QAC and the status or outcome of such investigations or inquiries,

at or by the College or any other regulatory/governing body in any jurisdiction and its equivalent committees, including any matters that are being appealed; and

(B) Hospital/Facility:

- a) proceedings for professional misconduct, incompetence or incapacity;
- b) investigations and performance reviews;
- c) voluntary or involuntary restriction or resignation of Privileges during the course of an investigation into competence, negligence or conduct; and
- d) Privileges disputes or proceedings regarding appointment, reappointment, change of Privileges, or mid-term suspension or revocation of Privileges;

by or with another hospital or health care facility, including any matters that are being appealed;

(xiii) information regarding the applicant's failure to obtain any professional license or Certification, Fellowship, professional academic appointment or Privileges at any other hospital or healthcare facility including any reduction in classification or

voluntary or involuntary resignation of Privileges at any other hospital or healthcare facility;

- (xiv) evidence of current immunization status as suggested in the Communicable Disease Surveillance Protocols jointly published by the Ontario Hospital Association and the Ontario Medical Association or as required by law and, if applicable, upon request, evidence of current training in respect of the Corporation's emergency preparedness;
- (xv) information regarding the applicant's health, including any impairments, medical conditions, diseases or illnesses that the applicant objectively believes may:

- (A) impact on the applicant's ability to practice; or

- (B) expose Patients and/or employees to undue risk of harm,

as well as the date of the applicant's last examination, the name of the treating health professional and an authorization to the treating health professional to release relevant information to the Corporation.

Any information provided by the applicant's treating Physician to the Chair of the Medical Advisory Committee (or designate) will not become part of the applicant's credentialing file and will not be provided to the Credentials Committee unless the Chair of the Medical Advisory Committee agrees with the applicant's assessment and the applicant agrees to the release of the information to the Credentials Committee. In the event that the applicant refuses to authorize the Chair of the Medical Advisory Committee to release the information to the Credentials Committee, the applicant will be deemed to have withdrawn the application for appointment;

- (xvi) information regarding criminal investigations, proceeding, charges or convictions involving the applicant which may impact on the safety of the Corporation's workplace or that may be relevant to the applicant's:

- (A) ability and/or suitability to practise medicine; or

- (B) ability to comply with the Corporation's Rules;

and a copy of a Canadian Police Information Centre ("CPIC") criminal record check, including a vulnerable sector search, conducted within the last six months;

- (xvii) information of any civil suit where there was a finding of professional negligence or battery, including any such suit settled by a payment;
- (xviii) a release in favour of the Chief Executive Officer and Chair of the Medical Advisory Committee or their respective delegates enabling any one of them to contact any professional licensing authorities, or any previous hospitals or health facilities or educational institutions or Canadian Medical Protective Association (or equivalent) where the applicant has provided services or received training for the purposes of conducting a reference check, such consent and release to authorize any medical licensing authority and/or administrator and/or person in a position of authority at any hospital, health facility or educational institution to provide any information relating to any of the above matters including any of the matters identified in clause 13.02(d)(xii) above;
- (xix) a signed authorization to any applicable hospital, healthcare facility, including without limitation and, if applicable, the TAHSN-affiliated hospital which the applicant maintains his/her active medical staff privileges, or regulatory body to the release of information relating to any of the items listed above;
- (xx) such additional information relating to the provision of medical services or professional conduct or Disruptive Behaviour as, from time to time, the Medical Advisory Committee may recommend and/or the Board approves; and
- (xxi) an undertaking, in writing, that:
  - (A) the applicant understands the requirements for accepting clinical and administrative responsibilities as requested by the Board following consultation with the Medical Advisory Committee;
  - (B) if appointed, the applicant will serve on Committees or subcommittees to which he/she is appointed by the Board or the Medical Advisory Committee;
  - (C) the applicant will act in accordance with the applicable Legislation, and abide by and be guided by the requirements set out in the Corporation's By-Laws and Rules, and will act in accordance with ethical standards of the profession. No Medical Staff member will make statements on behalf of the Corporation to the news media or public without the express authority of the Chief Executive Officer or delegate;



- (D) if appointed, the applicant will abide by the Corporation's Rules as related to confidentiality of patient information and Corporation matters;
  - (E) If appointed, conditional upon maintaining Active Staff privileges at a TAHSN-affiliated hospital, will maintain such appointment in good standing as a condition of his/her appointment at the Corporation; and
  - (F) if appointed, the applicant shall provide the Hospital with three (3) months' prior written notice of the applicant's intention to resign or otherwise limit exercise of Privileges. The applicant may be exempted from the notice requirements if the Chair of the Medical Advisory Committee believes, after considering the Medical Human Resources Plan, that the notice is not required or if the Chair of the Medical Advisory Committee believes that there are reasonable or compassionate grounds to grant the exemption.
- (e) In addition to any other provisions of the By-Law, the Board may refuse to appoint any applicant to the Medical Staff on any ground including but not limited to the following:
- (i) the applicant is unable to provide care at a level that is consistent with the standard of care expected of Physicians at the Corporation;
  - (ii) the appointment is not consistent with the need for service, as determined by the Board from time to time;
  - (iii) the Medical Human Resources Plan of the Corporation does not demonstrate sufficient resources to accommodate the applicant;
  - (iv) the appointment is not consistent with the strategic plan of the Corporation;
  - (v) if a specialist, the applicant does not have Active Staff privileges at a TAHSN-affiliated hospital;
  - (vi) the applicant was not considered the best qualified applicant for the position available; and/or
  - (vii) the applicant has not demonstrated an ability to fulfill all of the criteria for appointment as set out in section 13.03 below.
- (f) Each applicant shall, where requested, visit the Hospital for an interview with the Chair of the Medical Advisory Committee and, where appropriate, other members of the Medical Staff and the Chief Executive Officer or delegate.

- (g) Certain applicants may be requested to sign a Medical Staff letter of offer or contract of services as a condition of their appointment not inconsistent with the provisions of the *Public Hospitals Act*.

### **13.03 Criteria for Appointment to the Medical Staff**

Each applicant for appointment to the Medical Staff will meet the following qualifications:

- (a) The applicant must be a registrant in good standing of the appropriate College.
- (b) Applicants practising in a specialty recognized by the College must:
  - (i) hold certification by the College:
    - (A) by way of examination; or
    - (B) academic equivalency; or
    - (C) having successfully completed a non-Canadian, College approved residency program, specialty examination and specialty certification, and
  - (ii) have Active Staff privileges at a TAHSN-affiliated hospital.
- (c) Applicants practicing in the specialty or areas of special competence recognized by the College of Family Physicians should hold either:
  - (i) hold certification by the College of Family Physicians of Canada or equivalent; or
  - (ii) Certification by the College of Family Physicians and Certificate of Special Competence; or
  - (iii) at the discretion of the Board upon the advice of the Medical Advisory Committee, hold a restricted Certificate of Registration from the College issued under the College's restricted Certificates of Registration policy, and are currently eligible to take the certification examination of the College of Family Physicians of Canada on the basis of satisfactory completion of a College of Family Physicians of Canada-accredited residency program in Canada or a College of Family Physicians of Canada-recognized program outside Canada.
- (d) Applicants to the Courtesy Medical Staff must have an Active Staff appointment at a TAHSN-affiliated hospital.

- (e) Each time the member writes their college exams they shall report the outcome to the Chair of the Medical Advisory Committee. A copy of the results should be sent to the Credentials Committee to form part of the Credentials file. At any time should a member not be successful in passing their exam, whether or not they continue to be eligible to rewrite their exams, a review of their appointment will be triggered, which may result in a recommendation that their appointment be revoked.
- (f) Members of the Medical Staff seeking reappointment are grandfathered from the requirements of paragraphs 13.03(b) or 13.03(c) as applicable.
- (g) An applicant is expected to participate in continuing medical education so as to meet the Certification requirements of College. In the event that an applicant does not meet the requirements, the applicant will have to enter into an agreement with the Chair of the Medical Advisory Committee, which will specify continuing medical education Program for the privileged year.
- (h) An applicant who is expected to participate in patient care will have demonstrated the ability to provide patient care at an appropriate level of quality and efficiency.
- (i) An applicant will be judged by:
  - (i) demonstrated ability to work and co-operate with and relate to others in a collegial and professional manner;
  - (ii) demonstrated ability to communicate and relate appropriately with patients and patients' relatives;
  - (iii) willingness to participate in the discharge of staff, committee responsibilities and obligations appropriate to membership category;
  - (iv) whether he/she received adequate training and experience for the Privileges requested;
  - (v) ethical performance and/or behaviour; and
  - (vi) if applicable, whether the applicant satisfactorily meets the College's requirements for continuing medical education.
- (j) The applicant must demonstrate the ability to communicate satisfactorily in English both orally and in writing.
- (k) The applicant must agree in writing to accept the mission statement and philosophy of the Hospital and to abide by the applicable Legislation, the Corporation's By-Laws and Rules.

- (l) The applicant must indicate to the Credentials Committee adequate control of any significant physical or behavioural impairment that affects skill, attitude or judgement and that, pursuant to clause 13.02(d)(xv) was disclosed to the Credentials Committee by the Chair of the Medical Advisory Committee.
- (m) All appointments will be consistent with the strategic plan and mission of the Corporation.
- (n) All new appointments will be contingent upon an Impact Analysis demonstrating that the Hospital has the resources to accommodate the applicant and that the applicant meets the needs of the Hospital as described in the Medical Human Resources Plan.
- (o) The applicant will provide evidence of membership in the Canadian Medical Protective Association, or evidence of individual liability insurance coverage comparable to the above, any of which is subject to verification.

#### **13.04 Procedure for Processing Applications for Medical Staff Appointments**

- (a) The Credentials Committee will assess each application together with the qualifications and experience of the applicant and, where applicable, the applicant's complete credentials file. The Credentials Committee will make a written report to the Medical Advisory Committee, having given consideration to the recommendation of the Chair of Medical Advisory Committee . The Credentials Committee will:
  - (i) review the application to ensure that it contains all the information required under section 13.02 of this By-Law;
  - (ii) take into consideration whether the criteria set out in section 13.03 of this By-Law has been complied with; and
  - (iii) include a recommendation to the Medical Advisory Committee to appoint, not appoint, or appoint the applicant subject to specified conditions.
- (b) (i) Subject to clause (ii) below and clause 13.04(d)(ii) the Medical Advisory Committee will receive and consider the application and report of the Credentials Committee and send its recommendation in writing to the Board within sixty (60) days of the date of receipt by the Chief Executive Officer of the completed application, as outlined in the *Public Hospitals Act*. The Medical Advisory Committee may make its recommendation to the Board later than sixty (60) days after the receipt of the completed application if, prior to the expiry of the sixty (60) day period, it indicates in writing to the Board and the applicant that a final recommendation cannot yet be made, includes written

reasons for the delay, and specifies a date, stage or event, as applicable, by which it intends to make its final recommendation; and

- (ii) Upon notice of deferral under clause (i) above, if no request is made for a hearing, the applicant shall be deemed to have waived the sixty (60) day response time contained in clause (i) above.
- (c) In the event that the recommendation of the Medical Advisory Committee is deferred, the Medical Advisory Committee is entitled to consider any additional information relevant to the applicant's application that comes to its attention up to and including the date on which the Medical Advisory Committee's recommendation is made to the Board, provided the relevant documentation regarding such information is provided to the applicant pursuant to paragraph 13.03.
- (d) The Medical Advisory Committee shall give written notice to the Board of its recommendation. In the event that the recommendation is prejudicial to the applicant, the applicant will be given written notice that the applicant is entitled to:
  - (i) written reasons for the recommendation, provided the request for such reasons is made within seven (7) days of the receipt by the applicant of the notice of the recommendation; and
  - (ii) a hearing before the Board, provided the request for such a hearing is received by the Board and the Medical Advisory Committee within seven (7) days of the receipt by the applicant of the written reasons. The procedures to be followed at such a hearing are outlined in section 16.03(a) of this By-Law with necessary changes to points of detail.
- (e) Where the Medical Advisory Committee has concerns or concerns are raised about whether to recommend an appointment, the Medical Advisory Committee may provide the applicant with written notice that the applicant is entitled to attend a meeting of the Medical Advisory Committee to make a presentation to the Medical Advisory Committee. The procedures to be followed at such a meeting are outlined in section 16.03 of this By-Law.
- (f) Where the applicant does not require a hearing by the Board, the Board may implement the recommendation of the Medical Advisory Committee. However, where the Medical Advisory Committee makes a recommendation with respect to an appointment and:
  - (i) the applicant has not made any written or oral submissions to the Board, and concerns are raised that the Board believes the applicant should have an opportunity to address, the Board may give the applicant notice that he/she is entitled to a Board hearing and shall

follow the process set out in section 16.03(a) of this By-Law with the necessary changes to points of detail; or

- (ii) information that has not been considered by the Medical Advisory Committee has come to the attention of the Board that the Board believes should be considered by the Medical Advisory Committee prior to the Board acting on the Medical Advisory Committee's recommendation, the Board may refer the new information back to the Medical Advisory Committee for consideration, with the Medical Advisory Committee to provide a reconsidered recommendation to the Board with respect to the appointment. The applicant shall be given notice of the reconsidered recommendation as outlined in this section and entitled to a meeting and the process set out in section 16.03 of this By-Law with necessary changes to points of detail.

### **13.05 Re-appointment to the Medical Staff**

- (a)
  - (i) Paragraphs 13.02(a) and (c) shall apply to applications for reappointment with necessary changes to points of detail.
  - (ii) The Chief Executive Officer shall provide the Medical Staff member with any updates or amendments to the documentation listed in paragraph 13.02(b) implemented since the date of the Medical Staff member's most recent application.
  - (iii) The application for reappointment must be received by the Chief Executive Officer or designate on or before specified date. In the event of a late submission, a late fee will be applied.
- (b) Each applicant for reappointment to the Medical Staff shall provide the following:
  - (i)
    - (A) A restatement or confirmation of the undertakings, acknowledgements, authorizations, releases requested and conditions as part of the application for appointment set out in this By-Law and/or the Rules;
    - (B) Evidence of:
      - a) professional liability insurance coverage or membership in the Canadian Medical Protective Association satisfactory to the Board, including a record of the applicant's past medical/legal claims history any of which may be subject to verification;
      - b) compliance with the Hospital's occupational health guidelines as may be amended from time to time to maintain compliance with current standards;

- c) compliance with current Hospital required training and education programs; and
  - d) if applicable, continued appointment in good standing at TAHSN-affiliated hospital.
- (ii) a current Certificate/Letter of Professional Conduct or Letter of Standing from the College and a signed consent authorizing the College to provide a detailed report on:
  - (A) any action taken by a committee of the College or the Registrar;
  - (B) any report received pursuant to section 33 of the *Public Hospitals Act* or sections 85.2 or 85.5 of the Health Professions Procedural Code, Schedule 2 to the *Regulated Health Professions Act*, and
  - (C) any other reports received from another hospital or healthcare facility;
- (iii) either:
  - (A) a declaration that all information relating to paragraph 13.02(d) on file at the Corporation from the Medical Staff member's most recent application is up-to-date, accurate and unamended as of the date of the current application; or
  - (B) a description of all material changes to the information requested in paragraph 13.02(d) on file at the Corporation since the Medical Staff member's most recent application;
- (iv) unless specially requested, at least once every three (3) years provide a copy of a CPIC record check, including a vulnerable section search, conducted within the previous six (6) months;
- (v) a report from the Chair of the Medical Advisory Committee reviewing the Medical Staff member's performance for the past year, which report shall contain, if available and applicable, information and evidence relating to the applicant's:
  - (A) demonstration of professional attitudes and behaviours including communication skills;
  - (B) record of all documented Patient and staff complaints during the past year relating to the applicant's quality of care and/or impact on workplace safety;



- (C) ability to work in a collegial and professional manner;
  - (D) satisfaction of the College's requirements for continuing medical education;
  - (E) ability to communicate with Patients and staff, together with information regarding Patient or staff complaints regarding the applicant, if any;
  - (F) the applicant's ability to work in a collegial manner with the Board, Chief Executive Officer, Vice-Presidents, the Chair of Medical Advisory Committee , other members of the Medical Advisory Committee, and other members of the Medical Staff, the nursing staff, other healthcare practitioners and learners within the Hospital and other employees of the Corporation;
  - (G) satisfactory discharge of "on-call" responsibilities, if any;
  - (H) staff and Committee responsibilities;
  - (I) standard of care;
  - (J) discharge of clinical responsibilities;
  - (K) ability to supervise staff;
  - (L) monitoring of Patients, together with evidence of appropriate and completed records of personal health information;
  - (M) resource utilization that demonstrates appropriate use of Hospital's resources;
  - (N) compliance with letter of offer or contract of services;
  - (O) general compliance with the *Public Hospitals Act*, the Legislation, the Corporation's By-Laws, mission, vision, values and Rules; and
  - (P) such other information that the Board may require, from time to time, having given consideration to the recommendations of the Medical Advisory Committee.
- (vi) The Chair of the Medical Advisory Committee or designate shall, at least every third year, conduct a more comprehensive performance evaluation of the applicant by canvassing senior management, nursing staff, allied health staff and other Corporation staff regarding whether they have any concerns about the applicant's quality of care,



conduct, or ability to comply with the Corporation's Rules that may impact the reappointment of the applicant.

- (c) Any application for reappointment in which:
  - (i) the applicant requests a change to Medical Staff category and/or Privileges; and
  - (ii) the Chair of the Medical Advisory Committee believes that such a change is likely to increase demand on Hospital resources from the previous year.

shall be reviewed by the Credentials Committee, which committee shall make a recommendation to the Medical Advisory Committee on the impact, if any, of the requested change.

- (d) The applicant shall forward to the Chief Executive Officer or designate, a copy of the application. The Chief Executive Officer or designate shall refer the application to the Chair of the Medical Advisory Committee. Thereafter the procedure followed shall be the same procedure as set out in section 13.04 of this By-Law, with necessary changes to points of detail.
- (e) If, in the view of the Chair of the Medical Advisory Committee, the applicant does not meet the previously agreed upon clinical responsibilities, the Chair of the Medical Advisory Committee may review the applicant's continuing Medical Staff Appointment, and at the Chair of the Medical Advisory Committee's discretion, may make an appropriate recommendation to the Medical Advisory Committee, through the Credentials Committee;
- (f) The Board may, in accordance with the *Public Hospitals Act*, the Corporation's By-Laws and Rules,
  - (i) refuse to reappoint any applicant to the Medical Staff; or
  - (ii) reduce, change or alter the applicant's Privileges; and/or
  - (iii) attach specific conditions to the applicant's Privileges;

on any ground, including, but not limited to, the following:

- (A) the Hospital, based on its Medical Human Resources Plan, Impact Analysis and strategic plan have decided that the Hospital does not have sufficient resources; or
- (B) the Hospital, based on its Impact Analysis and strategic plan have decided to reallocate resources to optimize patient access and/or care; or

- (C) the Chair of the Medical Advisory Committee's recommendation contained in report which reviews the applicant's performance for the previous year (clause (b)(v)); or
- (D) requirements of the letter of offer or contract for services have not been complied with;
- (E) if applicable, the applicant status as an Active Staff member of a TAHSN-affiliated hospital has lapsed or been restricted, suspended or revoked; or
- (F) the Hospital ceases to provide a service pursuant to section 44 of the *Public Hospitals Act* and the Board considers it necessary or advisable.

## **ARTICLE 14. CATEGORIES OF THE MEDICAL STAFF**

### **14.01 Medical Staff Categories**

- (a) The Medical Staff shall consist of the following categories:
  - (i) Active Medical Staff;
  - (ii) Active Medical Staff-Secondary;
  - (iii) Courtesy Medical Staff;
  - (iv) Clinical Associate-Covering Staff; and
  - (v) such other categories as may be determined by the Board from time to time, having given consideration to the recommendations of the Medical Advisory Committee.
- (b) Appointments to the categories will be consistent with the established Medical Human Resources Plan and will be subject to completion of an Impact Analysis.
- (c) All new staff appointments relative to the Active Medical Staff category will be made to the Active Medical Staff-Secondary category, unless waived by the Board.
- (d) Medical Staff appointments to the Active-Secondary, Courtesy, and Clinical Associate-Covering are discrete appointments which do not create any rights that carry forward in the subsequent annual application for reappointment to the Medical Staff.

#### **14.02 Active Medical Staff**

- (a) Members of the Active Staff will:
- (i) consist of those applicants appointed by the Board who are responsible for ensuring that an acceptable standard of care is provided to patients under their care and in the Hospital. The Active Staff designation reflects the highest level of Privileges, responsibilities and commitment to the Hospital's patients;
  - (ii) be expected to perform their primary clinical practices at the Hospital;
  - (iii) in the first year of their appointment to the Active Staff, be designated as a probationary Active Staff member. This designation will provide the Hospital with an opportunity to conduct a more fulsome evaluation of the Medical Staff member's qualifications, skill, expertise and collegiality, in order to determine whether the applicant should be reappointed as an Active Staff member with an expectation, subject to the Legislation and the By-Laws, of continued yearly appointments at the Hospital. The one-year probationary designation may be waived by the Board in accordance with guidelines approved by the Medical Advisory Committee;
  - (iv) undertake such continuing medical education programs and activities as may be required to maintain certification;
  - (v) undertake such clinical and administrative duties and responsibilities as outlined in clauses 13.02(d)(iii), 13.02(d)(iv), 13.02(d)(xx) and 13.05(b)(i);
  - (vi) be granted Privileges as approved by the Board, having given consideration to the recommendation of the Chair of the Medical Advisory Committee and Medical Advisory Committee;
  - (vii) will be granted in-patient and/or out-patient admitting Privileges, unless otherwise specified in their appointment to the Medical Staff;
  - (viii) be entitled to apply for annual reappointment as provided in this By-Law and be granted Privileges subject to the results of the annual performance review and Hospital resources which shall be allocated by the Chair of the Medical Advisory Committee;
  - (ix) be eligible to attend and vote at Medical Staff Association meetings;
  - (x) be eligible to be an officer of the Medical Staff Association or a committee chair;

- (xi) be bound by the expectations for attendance, as established by the Medical Advisory Committee, at Medical Staff Association meetings;
  - (xii) attend seventy-five percent (75%) of rounds and committee meetings to which he/she is assigned; and
  - (xiii) perform such other duties as may be prescribed by the Medical Advisory Committee from time to time.
- (b) Active Staff members may apply for Privileges beyond the age of seventy (70) provided that:
- (i) the applicant continues to meet the criteria set out in 13.03, the clinical standards expected at the Hospital and continues to perform and discharge all of the obligations and responsibilities of the other Active Staff members;
  - (ii) the applicant complies with as may be applicable, personalized enhanced peer review process; and
  - (iii) paragraph 14.02(c) below has been complied with.
- (c) Beginning in June of the year in which an applicant turns sixty-eight (68) and annually thereafter an applicant must prepare a Practice Planning Report if he/she wishes to apply for Active Staff Privileges following seventy (70) birthday. The Practice Planning Report must be submitted to the Chair of the Medical Advisory Committee.
- (d) The Board's responsibility for putting in place a succession plan for members of its Medical Staff may require that, on an annual basis, a Medical Staff member's Privileges which were granted pursuant to paragraph 14.02(b) above may, on re-applications, be reduced or not renewed in favour of granting Privileges to recently graduated professional staff members whose participation at the Hospital is required in order that its Medical Staff remain apprised of emerging clinical practices and to maintain the standards expected of a Toronto hospital.

#### **14.03 Active Medical Staff-Secondary**

- (a) The Active-Secondary Staff shall consist of Physicians who are of recognized professional ability and who have signified willingness to accept an appointment to the Medical Staff to meet casual or part-time needs.
- (b) Active-Secondary Staff members may be granted admitting Privileges.
- (c) The duties of a member of the Active-Secondary Staff shall include provision of service in the care of patients on request.

- (d) Each Physician on the Active-Secondary Staff may attend, without a vote, Medical Staff Association meetings but shall not be subject to the attendance requirements and penalties as provided by the Corporation's By-Laws and Rules.
- (e) Members of the Active-Secondary Staff shall not hold office and shall not be eligible for appointment to a committee of the Medical Staff.
- (f) Members of the Active-Secondary Staff may attend patients undergoing treatment only upon the request of an Active Staff member, in accordance with the kind and degree of Privileges granted them individually by the Board.
- (g) Active-Secondary Staff members may apply for Privileges beyond the age of seventy (70) provided that:
  - (i) the applicant continues to meet the criteria set out in section 13.03, the clinical standards expected at the Hospital and continues to perform and discharge all of the obligations and responsibilities of the other Active-Secondary Staff members;
  - (ii) the applicant complies with as may be applicable, personalized enhanced peer review process; and
  - (iii) paragraph 14.03(h) below has been complied with.
- (h) Beginning in March of the year in which an applicant turns sixty-eight (68) and annually thereafter an applicant must prepare a Practice Planning Report if he/she wishes to apply for Active-Secondary Staff Privileges following seventy (70) birthday. The Practice Planning Report must be submitted to the Chair of the Medical Advisory Committee.
- (i) The Active-Secondary Staff appointment is a discrete appointment which does not create entitlements which carry forward in the subsequent annual applications for reappointment to the Medical Staff.

#### **14.04 Courtesy Medical Staff**

- (a) The Board may grant a Physician an appointment to the Courtesy Staff in one or more of the following circumstances:
  - (i) the applicant is a specialist or consultant with specialized clinical skills occasionally required by the Corporation's patients; or
  - (ii) where the Board deems it otherwise advisable.

- (b) A Physician applying to the Courtesy Medical Staff must, as a precondition to being appointed to the Courtesy Medical Staff, have and maintain an active medical staff appointment at a TAHSN-affiliated hospital.
- (c) Courtesy Staff members shall not have admitting Privileges.
- (d) The duties of a member of the Courtesy Staff shall include provision of service in the care of patients on request.
- (e) Members of the Courtesy Staff may attend patients undergoing treatment only upon the request of an Active Staff member, in accordance with the kind and degree of Privileges granted them individually by the Board.
- (f) Each Physician on the Courtesy Staff may attend, without a vote, Medical Staff Association meetings but shall not be subject to the attendance requirements and penalties as provided by the Corporation's By-Laws and Rules.
- (g) Members of the Courtesy Staff shall not hold office and shall not be eligible for appointment to a committee of the Medical Staff.
- (h) The Courtesy Staff appointment is a discrete appointment which does not create entitlements which carry forward in the subsequent annual applications for reappointment to the Medical Staff.

#### **14.05 Clinical Associate Medical Staff-Covering**

- (a) Such an appointment is made specifically to:
  - (i) enable a Physician to replace himself/herself for a clearly defined period of time, for instance, in the case of serious illness or extended vacations. The appointment ceases when the Physician for whom he/she is covering returns to active practice; or
  - (ii) assisting the Active Medical Staff members in meeting 24/7 on call requirements; or
  - (iii) any other circumstances deemed appropriate by the Chair of Medical Advisory Committee.
- (b) The grant of Privileges will terminate upon the sooner of either when the specified purpose has been served or, subject to paragraph 14.05(c) below, the aggregate period of the member's reappointment(s) exceeds twelve (12) months.
- (c) Notwithstanding paragraph 14.05(b), a Physician's term as a Clinical Associate member may be extended if the Physician is on a roster of

Clinical Associate that the Hospital calls upon from time to time to, on an ongoing basis, fill unplanned or unexpected vacancies.

- (d) Clinical Associate Staff may be granted admitting Privileges.
- (e) Each Physician on the Clinical Associate Staff may attend, without a vote, Medical Staff Association meetings but shall not be subject to the attendance requirements and penalties as provided by the Corporation's By-Laws and Rules.
- (f) Members of the Clinical Associate Staff shall not hold office and shall not be eligible for appointment to a committee of the Medical Staff.
- (g) Clinical Associate Staff members may apply for Privileges beyond the age of seventy (70) provided that:
  - (i) the applicant continues to meet the criteria set out in section 13.03, the clinical standards expected at the Hospital and continues to perform and discharge all of the obligations and responsibilities of the other Clinical Associate Staff members; and
  - (ii) the applicant complies with as may be applicable, personalized enhance peer review process.
- (h) The Clinical Associate appointment is a discrete appointment which does not create entitlements which carry forward in the subsequent annual applications for reappointment to the Medical Staff.

#### **14.06 Temporary Privileges**

Notwithstanding any other provision in this By-Law, the Chief Executive Officer, after consultation with the Chair of Medical Advisory Committee or designate, may:

- (a) grant a temporary appointment to a Physician who is not a member of the Medical Staff provided that:
  - (i) as soon as is practical, evidence is obtained that the applicant:
    - (A) is in good standing with the College; and
    - (B) has appropriate professional liability coverage or membership in the Canadian Medical Protective Association;
  - (ii) if applicable, a letter of recommendation is obtained from the applicant's Chair of Medical Advisory Committee; and

- (iii) such appointment shall not extend beyond the date of the next meeting of the Medical Advisory Committee at which time the action taken shall be reported; and
- (b) continue the appointment on the recommendation of the Medical Advisory Committee until the next meeting of the Board.
- (c) The Chief Executive Officer and Chair of Medical Advisory Committee may grant an extension of up to three (3) months.

#### **14.07 Enhanced Medical Staff Privileging Process**

Commencing on the thirtieth (30<sup>th</sup>) day of June following attaining the age of seventy-five (75), a member of the Medical Staff may only be appointed to a Medical Staff category with clinical activities if the member satisfies all of the following criteria:

- (a) provisions of paragraph 14.02(c) have been complied with;
- (b) the impact of the applicant's reputation on the Hospital is considered;
- (c) there is a need for the applicant's services as evidenced in the Medical Human Resources Plan;
- (d) the Hospital is unable to attract an applicant with like skills, training, and experiences and not reappointing the applicant would be prejudicial to the health and welfare of the Corporation's patients;
- (e) a human resources requirement exists within the Hospital, and the applicant's training, experience and qualifications fulfils the manpower requirement; and
- (f) if the applicant holds an academic appointment, he/she continues to do so if required for the fulfilment of the human resource requirement.

#### **14.08 Probationary Status**

The Medical Advisory Committee may recommend to the Board, in accordance with this By-Law and the *Public Hospitals Act*, that a member of the Medical Staff be put on probationary status. Probationary status will include, amongst other things, increased supervision and an expectation that the concerns that led to the imposition of probationary status will be remediated during the probationary period. In the event that the concerns are not satisfactorily addressed, the Medical Advisory Committee may make additional recommendations to the Board, including without limitation, restriction or revocation of Privileges.



## **ARTICLE 15. MEDICAL STAFF DUTIES AND RESPONSIBILITIES**

### **15.01 Collective Duties and Responsibilities**

Collectively, the Medical Staff practising within the jurisdiction of the Corporation have responsibility and accountability to the Board for:

- (a) complying with all applicable By-Laws, Policies and Rules of the Hospital;
- (b) ensuring that care at the Corporation is appropriately directed to meeting clients' needs and is consistent with sound health care resource utilization practices;
- (c) participating in quality, error, patient and workplace safety management initiatives by conducting all necessary and appropriate activities for assessing and improving the effectiveness and efficiency of care provided in the Corporation;
- (d) ensuring that ethical practice standards compatible with established standards of care are observed;
- (e) promoting evidence-based decision making;
- (f) ensuring that any concerns relating to the operations of the Corporation are raised and considered through the proper channels of communication within the Corporation such as the Chair of Medical Advisory Committee , Quality Committee, and/or the Board; and
- (g) assisting to fulfill the mission of the Corporation through contributing to the strategic planning, community needs assessment, resource utilization management and quality management activities.

### **15.02 Individual Duties and Responsibilities**

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

- (a) ensure a high professional standard of care is provided to patients and clients under care that is consistent with sound healthcare resource utilization practices;
- (b) practise at the highest professional and ethical standards within the limits of the Privileges provided;
- (c) perform only those acts, procedures, treatments and operations for which the Medical Staff member is competent;
- (d) maintain involvement, as a recipient, in continuing medical education;

- (e) recognize the authority of the Chair of Medical Advisory Committee , the Chief Executive Officer, the Quality Committee, the Medical Advisory Committee and the Board;
- (f) participate in quality, complaint, error management and patient and workplace safety initiatives, as appropriate;
- (g) prepare and complete client records in accordance with the Corporation's Policies and Rules as may be established from time to time, the Legislation and accepted industry standards;
- (h) provide the Chair of Medical Advisory Committee with three (3) months' notice of the member's intention to resign Privileges at the Corporation;
- (i) work and cooperate with others in a manner consistent with the Corporation's mission, vision and values;
- (j) comply with any specific conditions attached to the exercise of the member's Privileges;
- (k) immediately provide a recital and description to the Chair of Medical Advisory Committee of any changes to the information provided by the Medical Staff member to the Corporation in his most recent application for appointment or reappointment, including paragraph 13.02(d)(xii) and if applicable, any similar changes to his/her status at a TAHSN-affiliated hospital;
- (l) serve as required on various Corporation and Medical Staff committees;
- (m) provide timely communication with all clients' referring physicians;
- (n) obtain consultations on clients, where appropriate;
- (o) when requested by a fellow Medical Staff member, provide timely consultations;
- (p) file a prescribed report with the appropriate College regulated under the *Regulated Health Professions Act (Ontario)* if:
  - (i) the Medical Staff member has reasonable grounds obtained in the course of practicing, to believe that another member of the same or different College has sexually abused a patient; or
  - (ii) the Medical Staff member has been found guilty of an offence or if there has been a finding of professional negligence or malpractice against the Medical Staff Member; and

- (q) file a report with the Chief Executive Officer of the Corporation if the Medical Staff member has reasonable grounds to believe that another member of the same or different College is incompetent or incapacitated;
- (r) report any critical incidents with respect to a patient under their care in accordance with the regulations under the *Public Hospitals Act*;
- (s) not undertake any conduct that would be prejudicial to the Corporation's reputation or standing in the community, including making prejudicial or adverse public statements with respect to the Corporation's operations which have not first been addressed through the proper communication channels identified above and such official channels have not satisfactorily resolved the Medical Staff member's concerns; and
- (t) acknowledge that applications for Privileges relating to a service that the Corporation has ceased or ceases to provide pursuant to section 44 of the *Public Hospitals Act* shall not be considered and shall not be subject to the procedure for processing applications for Medical Staff appointments set out in section 13.04 and further that the Corporation may refuse to appoint or reappoint the applicant/Medical Staff member; reduce, change or alter the Medical Staff member's Privileges; or attach specific conditions to the Medical Staff member's Privileges if the Corporation ceases to provide a service pursuant to section 44 of the *Public Hospitals Act* and the Board considers it necessary or advisable.

### **15.03 Monitoring Resident and Client Care**

Any aspect of client care being carried out in the Corporation may be reviewed without the approval, but where possible with the knowledge, of the responsible Medical Staff member, by the Chair of Medical Advisory Committee or Chief of Family and Community Medicine, or other individual designated by the Medical Advisory Committee.

### **15.04 Monitoring Aberrant Practices**

Where anyone believes that a member of the Medical Staff is attempting or has attempted to exceed the scope of that Medical Staff member's Privileges or is otherwise incapable of providing a service that he/she is about to undertake, that belief shall be communicated immediately to the Chair of Medical Advisory Committee and/or Chief Executive Officer.

### **15.05 Disruptive Behaviour**

Where anyone believes that a member of the Medical Staff is or has engaged in Disruptive Behaviour, that belief shall be communicated immediately to the Chair of Medical Advisory Committee and/or Chief Executive Officer.

**ARTICLE 16. NON-IMMEDIATE MID-TERM ACTION**

**16.01 Initiation of Non-Immediate Mid-Term Action**

- (a) Mid-term action may be initiated wherever the Medical Staff member alleged to have engaged in, made or exhibited acts, statements, demeanour, behaviours or professional conduct and the same:
  - (i) exposes, or is reasonably likely to expose Patients or employees or any other persons in the Corporation to harm or injury; or
  - (ii) is, or is reasonably likely to be, detrimental to patient safety or to the delivery of quality patient care within the Corporation; or
  - (iii) is, or is reasonably likely to constitute Disruptive Behaviour; or
  - (iv) is a breach of the responsibilities, accountabilities and/or expectations pursuant to this By-Law, the Policies and Rules, the Medical Staff members letter of offer (or any subsequent amendment) contract for services; or
  - (v) include any health problem that significantly affects the Medical Staff member's ability to carry out Medical Staff responsibilities; or
  - (vi) results in the imposition of sanctions by the College; or
  - (vii) is contrary to the Corporation's By-Laws, Policies and Rules, the *Public Hospitals Act*, or the regulations made thereunder or any other relevant law or legislated requirement; or
  - (viii) if conditional to his/her appointment, Casey House, the Members privileges at a TAHSN-affiliated hospital have lapsed, revoked, been suspended or revoked, are the subject of a proceeding that may trigger any of the clauses set out in this paragraph (a).
- (b) Where information is provided to any one of the Chief Executive Officer, Chair of Medical Advisory Committee or President of Medical Staff Association which raises concerns about any of the matters in paragraph 16.01(a), the information shall be reduced to writing along with any supporting documentation and shall be directed to the Chief Executive Officer or delegate, Chair of Medical Advisory Committee or President of Medical Staff Association.
- (c) If any of the Chief Executive Officer, Chair of Medical Advisory Committee or President of Medical Staff Association receives any information which raises concerns about any of the matters in paragraph 16.01(a), the recipient shall inform the other individual(s) and forthwith provide the

individual(s) with a written report of the information together with any supporting documentation.

- (d) An interview shall be arranged with the Medical Staff member and the Chief Executive Officer or delegate and/or Chair of Medical Advisory Committee and/or President of Medical Staff Association.
- (e) The Medical Staff member shall be advised of the information about behaviour, performance or competence and shall be given a reasonable opportunity to present relevant information on own behalf.
- (f) A written record shall be maintained reflecting the substance of the interview and copies shall be sent to the Medical Staff member, the Chief Executive Officer or delegate, Chair of Medical Advisory Committee or President of Medical Staff Association.
- (g) If the Medical Staff member fails or declines to participate in the interview after being given a reasonable opportunity, the appropriate action may be initiated in accordance with the Corporation's By-Laws, Policies and Rules and the *Public Hospitals Act*.
- (h) The Chair of Medical Advisory Committee and/or Chief Executive Officer and/or President of Medical Staff Association or delegate shall, at their sole discretion, determine whether a further investigation is necessary.
- (i) The investigation may be assigned to an individual(s) within the Corporation, the Medical Advisory Committee, a body within the Corporation other than the Medical Advisory Committee or an external consultant.
- (j) Upon completion of the investigation, the individual or body who conducted the investigation shall forward a written report to the Chief Executive Officer or delegate, Chair of Medical Advisory Committee or President of Medical Staff Association. The Medical Staff member shall also be provided with a copy of the written report.
- (k) The Chief Executive Officer and Chair of Medical Advisory Committee shall review the report and determine whether any further action may be required including, without limitation, whether the matter should be dealt with as an immediate mid-term action pursuant to section 17.01 or referred to the Medical Advisory Committee for consideration pursuant to section 16.02.

#### **16.02 Request to Medical Advisory Committee for Recommendation for Mid-Term Action**

- (a) Where it is determined that further action may be required and the matter relates to the dismissal, suspension or restriction of a Medical Staff member's hospital Privileges and/or the quality of medical diagnosis, care

and treatment and/or patient or workplace safety in the Corporation in respect of the Medical Staff member, the matter shall be referred to the Medical Advisory Committee, which may dismiss the matter for lack of merit or initiate further investigation, or determine to have a meeting of the Medical Advisory Committee.

- (b) (i) Where the Medical Advisory Committee initiates another investigation (through internal or external investigations), it shall ensure that the investigation is completed as soon as practical.
- (b) (ii) Upon completion of the investigation contemplated in this paragraph, the Medical Advisory Committee may either dismiss the matter for lack of merit or determine to have a special meeting of the Medical Advisory Committee.
- (c) All requests for a recommendation for mid-term action must be submitted to the Medical Advisory Committee in writing and supported by reference to the specific activities, conduct or concern which constitute grounds for the request and same must be given to the Medical Staff member contemporaneously with the request to the Medical Advisory Committee.
- (d) Where the matter is referred to the Medical Advisory Committee, a copy of any reports made by a body or consultant with respect to the matter shall be forwarded to the Medical Advisory Committee.
- (e) The Medical Advisory Committee may initiate further investigation itself, establish an Ad Hoc Committee to conduct the investigation, refer the matter to an external consultant, dismiss the matter for lack of merit or determine to have a section 16.03 meeting of the Medical Advisory Committee.
- (f) Where the Medical Advisory Committee establishes an Ad Hoc Committee to conduct the investigation or refers the matter to an external consultant, that individual or body shall forward a written report of the investigation to the Medical Advisory Committee as soon as practicable after the completion of the investigation.
- (g) Upon completion of its own investigation or upon receipt of the report by the body that conducted the investigation, as the case may be, the Medical Advisory Committee may either dismiss the matter for lack of merit or determine to have a section 16.03 meeting of the Medical Advisory Committee.
- (h) Within twenty-one (21) days after receipt by the Medical Advisory Committee of the request for a recommendation for mid-term action, unless deferred, the Medical Advisory Committee shall determine whether a section 16.03 meeting of the Medical Advisory Committee is required to be held.

- (i) If additional time is needed for the investigative process, the Medical Advisory Committee may defer action on the request. The Medical Advisory Committee must act within thirty (30) days of the deferral.
- (j) If the Medical Advisory Committee determines that there is merit to proceed to a section 16.03 meeting of the Medical Advisory Committee, then the Medical Staff member is entitled to attend the meeting.
- (k) Where the Medical Advisory Committee considers the matter at an Medical Advisory Committee meeting for the purposes of potentially making a recommendation to the Board, then the procedure set out herein at section 16.03 is to be followed.

### **16.03 Special Meeting of the Medical Advisory Committee**

- (a) At least fourteen (14) days prior to the Medical Advisory Committee meeting the Medical Staff member and the Medical Advisory Committee shall be given written notice of the Medical Advisory Committee meeting. The notice shall include:
  - (i) the date, time and place of the meeting;
  - (ii) the purpose of the meeting;
  - (iii) a statement that the Medical Staff member will be provided with a statement of the matter to be considered by the Medical Advisory Committee together with any documentation or witnesses that will be considered by the Medical Advisory Committee as may be determined by the Chair of Medical Advisory Committee or designate. For clarity, no other documentation will be produced by the Medical Advisory Committee;
  - (iv) a statement that the Medical Staff member is entitled to attend the Medical Advisory Committee meeting and to participate fully, to answer all matters considered by the Medical Advisory Committee, and to present documents and witnesses;
  - (v) a statement that the Medical Staff member's legal counsel may attend only to provide confidential legal advice to the Medical Staff member, but will not be entitled to make any submissions and/or participate directly in the meeting including examining any witnesses;
  - (vi) a statement that counsel to the Medical Advisory Committee may attend at Medical Advisory Committee meetings, including, without limitation, in-camera deliberations, in order to provide advice to the members of the Medical Advisory Committee and to ensure compliance with applicable Legislation and due process requirements; and



- (vii) a statement that, in the absence of the Medical Staff member, the meeting may proceed.
- (b) The Medical Staff member may request and the Medical Advisory Committee may, after considering the reason cited and acting in its absolute sole discretion, grant a postponement of the Medical Advisory Committee meeting. The request for postponement of the meeting must be made in writing at least five (5) days prior to the Medical Advisory Committee meeting and subject to Medical Advisory Committee scheduling and extraordinary circumstances may not be postponed by more than five (5) business days.
- (c) At least seven (7) business days prior to the Medical Advisory Committee meeting, the Medical Advisory Committee shall provide the Medical Staff member with a short but comprehensive statement of the matter to be considered by the Medical Advisory Committee, together with any relevant documentation, including any reports and other documentation which will be reviewed at the meeting and a list of witnesses with a brief synopsis of the purpose for which they are being called. For clarity no other documentation or witnesses will be produced by the Medical Advisory Committee, unless new information subsequently comes to the attention of the Chair of Medical Advisory Committee of Staff or designate after the issuance of the comprehensive statement.
- (d) The Medical Staff member involved shall be given full opportunity to answer each ground as well as to present documents and witnesses if so desired, provided that the Medical Staff member provides the Medical Advisory Committee with:
  - (i) a list of witnesses with brief synopsis of purpose for which they are being called; and
  - (ii) a copy of all additional documentation in the possession, power or control of the Medical Staff member that has not been produced by the Medical Advisory Committee that the Medical Staff member will be relying on at the special meeting,at least five (5) business days before the meeting.
- (e) The Medical Advisory Committee shall keep minutes of the proceedings and shall provide the Medical Staff member with a copy of the approved minutes. Only the open portion of the proceeding shall be detailed, the incamera portion of the minutes shall record the Medical Advisory Committee's reasons and recommendations.
- (f) Where the Medical Advisory Committee determines that the matter has no merit, this shall be noted in the minutes of the Medical Advisory Committee.



- (g) Before deliberating on the recommendation to be made to the Board, the Chair of Medical Advisory Committee shall require the Medical Staff member involved and any other persons present who are not Medical Advisory Committee members to retire.
- (h) The Medical Advisory Committee shall provide to the Medical Staff member within fourteen (14) days from the date of the Medical Advisory Committee meeting written notice of:
  - (i) the Medical Advisory Committee's recommendation and the written reasons for the recommendation; and
  - (ii) the Medical Staff member's entitlement to a hearing before the Board if a written request is received by the Board and the Medical Advisory Committee within seven (7) days of the receipt by the Medical Staff member of the Medical Advisory Committee's written reasons.
- (i) The time period to provide the written notice required in paragraph 16.03(h) above may be extended if the Medical Advisory Committee, prior to the expiry of the fourteen (14) days, gives written notice to the Medical Staff member that the final recommendation cannot yet be made and provides the Medical Staff member with written reasons.
- (j) The Medical Advisory Committee shall provide to the Board within fourteen (14) days from the date of the Medical Advisory Committee meeting, or such later date where the time period is extended pursuant to paragraph 16.03(i) above, written notice of:
  - (i) the Medical Advisory Committee's recommendation and the written reasons for the recommendation; and
  - (ii) where an extension was made pursuant to paragraph 16.03(i) above, the written reasons for the extension.
- (k) Service of a notice to the Medical Staff member may be made personally or by registered mail addressed to the person to be served at last known address and, where the notice is served by registered mail, it shall be deemed that the notice was served on the third day after the day of mailing unless the person to be served establishes that he/she did not, acting in good faith, through absence, accident, illness or other cause beyond control receive it until a later date. In the alternative, when the Medical Staff members is represented by legal counsel, the notice may be served on legal counsel.
- (l) Where the Medical Staff member does not require a hearing by the Board, the Board may implement the recommendation of the Medical Advisory Committee. However, where the Medical Advisory Committee makes a

recommendation with respect to the dismissal, suspension or restriction of a Medical Staff member's Hospital Privileges and:

- (i) the Medical Staff member has not made any written or oral submissions to the Board, and concerns are raised that the Board believes the Medical Staff member should have an opportunity to address, the Board may give the Medical Staff member notice that he/she is entitled to a Board hearing and shall follow the process set out in section 16.04 of this By-Law; or
  - (ii) information that has not been considered by the Medical Advisory Committee has come to the attention of the Board that the Board believes should be considered by the Medical Advisory Committee prior to the Board acting on the Medical Advisory Committee's recommendation, the Board may refer the new information back to the Medical Advisory Committee for consideration, with the Medical Advisory Committee to provide a reconsidered recommendation to the Board with respect to the dismissal, suspension or restriction of a Medical Staff member's Hospital Privileges, as the case may be. The Medical Staff member shall be given notice of the reconsidered recommendation as outlined in this section and entitled to a meeting and the process set out in paragraphs 16.03(a) to (k) of this By-Law.
- (m) Participation of any member of the Medical Advisory Committee in an investigation regarding a member does not preclude such member from chairing, participating or voting at a special meeting of the Medical Advisory Committee.
- (n) Subject to the *Public Hospitals Act* and the By-Law, the Medical Advisory Committee has the power to determine its own procedures and practices to manage the meeting in a manner that is just, expeditious and cost effective and may for that purpose, designate the Chair of the Medical Advisory Committee or delegate to:
- (i) make decisions with respect to the procedures and practices that apply in any particular proceeding;
  - (ii) make such decisions or give such directions in proceedings before the Medical Advisory Committee as he/she considers proper to prevent abuse of its processes; and
  - (iii) reasonably limit proceedings where the Chair or delegate is satisfied the Medical Advisory Committee has received sufficient information to make a recommendation, including without limitation by way of placing reasonable limits on documentation, submissions, questions, and deliberations,

provided that none of the above shall be construed to excuse or relieve the Medical Advisory Committee from the principals of procedural fairness.

#### **16.04 The Board Hearing**

- (a) Where the Medical Staff member requires a hearing by the Board, the Board shall appoint date, time and place for the hearing.
- (b) The Board hearing shall be held within thirty (30) days of the Board receiving the notice from the Medical Staff member requesting a hearing or at a later date on consent of the Medical Staff member and the Medical Advisory Committee.
- (c) The Board shall give written notice of the hearing to the Medical Staff member and to the chair (or substitute) of the Medical Advisory Committee at the earliest possible opportunity and, in any event, at least seven (7) days before the hearing date. The notice of the Board hearing shall include:
  - (i) the date, time and place of the hearing;
  - (ii) the purpose of the hearing;
  - (iii) a statement that the Medical Staff member and the Medical Advisory Committee shall be afforded an opportunity at least seven (7) days before the hearing to examine prior to the hearing a list of the witnesses the Medical Advisory Committee intends to call to provide evidence and any written or documentary evidence that will be provided or any report, the contents of which will be given in evidence at the hearing;
  - (iv) a statement that the Medical Staff member may proceed in person or be represented by counsel, and that in absence the Board may proceed with the hearing and that the Medical Staff member will not be entitled to any further notice of the proceeding;
  - (v) a statement that subject to paragraph 16.04(d) the Medical Staff member may call witnesses and tender documents in evidence in support of case;
  - (vi) a copy of the Board approved rules that will govern the hearing; and
  - (vii) a statement that the time for the hearing may be extended by the Board.
- (d) The Medical Staff member involved shall be given an opportunity to respond to each ground as well as to present documents and witnesses if so desired, provided that the Medical Staff member provides the Medical Advisory Committee with:

- (i) a list of witnesses with brief synopsis of purpose for which they are being called; and
- (ii) a copy of all additional documentation in the possession, power or control of the Medical Staff member that has not been produced by the Medical Advisory Committee that the Medical Staff member will be relying on at the special meeting,

at least five (5) business days before the meeting.

- (e) The parties to the Board hearing are the Medical Staff member, the Medical Advisory Committee and such other persons as the Board may specify. The Chair of Medical Advisory Committee or designate may attend at the hearing, represent the Medical Advisory Committee and to instruct counsel for the Medical Advisory Committee.
- (f)
  - (i) Subject to paragraph 16.04(g) below, Directors holding the hearing shall not have taken part in any investigation or consideration of the subject matter of the hearing before the hearing and shall not communicate directly or indirectly in relation to the subject matter of the hearing with any person or with any party or representative, except upon notice to and an opportunity for all parties to participate.
  - (ii) No member of the Board shall participate in a decision of the Board pursuant to a hearing unless he/she was present throughout the hearing and heard the evidence and argument of the parties and, except with the consent of the parties, no decision of the Board shall be given unless all members so present participate in the decision.
  - (iii) In the event that the quorum requirements cannot be met, the Board may in its absolute discretion:
    - (A) delegate the responsibility for conducting the Board hearing to a committee of the Board comprised of at least three (3) voting Directors; or
    - (B) waive the requirement for a quorum; or
    - (C) with the Medical Staff member's consent, proceed directly to the Health Professions Appeal and Review Board for consideration of the Medical Advisory Committee's recommendation.
- (g) A panel comprised of a subset of the Board or the Board Chair shall have the authority to make determinations regarding pre-hearing matters at the Board's discretion.

- (h) The findings of fact of the Board pursuant to a hearing shall be based exclusively on evidence admissible or matters that may be noticed under sections 15 and 16 of the *Statutory Powers Procedure Act* (Ontario).
- (i) The Board shall consider only the reasons of the Medical Advisory Committee that have been given to the Medical Staff member in support of its recommendation. Where through error or inadvertence, certain reasons have been omitted in the statement delivered to the Medical Staff member, the Board may consider those reasons only if those reasons are given by the Medical Advisory Committee in writing to both the Medical Staff member and the Board and the Medical Staff member is given a reasonable time to review the reasons and to prepare a case to meet those additional reasons.
- (j) The Board shall, acting in its absolute sole discretion, make a decision to either follow, not follow, change or alter the recommendation(s) of the Medical Advisory Committee.
- (k) A written copy of the decision of the Board and the written reasons for the decision shall be provided to the Medical Staff member and to the Medical Advisory Committee.
- (l) Service of the notice of the decision and the written reasons to the Medical Staff member may be made personally or by registered mail addressed to the Medical Staff member at last known address and, where the notice is served by registered mail, it shall be deemed that the notice was served on the third day after the day of mailing unless the person to be served establishes that he/she did not, acting in good faith, through absence, accident, illness or other cause beyond control receive it until a later date.

#### **16.05 Notification of College and Partners**

Notice of any suspension, revocation or restriction of Privileges shall be given by the Chief Executive Officer to the Registrar of the College within which the member is registered and shall be given to the Dean, or similarly named officer of any educational institution in which the member holds a cross appointment between that institution and the Corporation.

#### **16.06 Addressing Issues of Competence during Mid-Term Action**

At any time during mid-term action if it becomes apparent that the Medical Staff member's behaviour, performance or competence is such that it exposes, or is reasonably likely to expose Patient(s) or employees or other persons in the Corporation to harm or injury and immediate action must be taken to protect other persons, then the Chair of Medical Advisory Committee, or President of Medical Staff Association or delegate may determine to invoke the procedures set out in Article 16.

### **16.07 Disposition of Records**

All information obtained, reviewed, discussed and otherwise used or developed in any process related to this part of this By-Law, and that is not otherwise publicly known, publicly available, or part of the public domain, is considered to be privileged and strictly confidential information of the Corporation. It shall not be disclosed to anyone outside of the process related to this part of this By-Law except if agreed to, in writing by the Medical Staff member or where determined by the Chief Executive Officer as required by law or necessary to ensure public or patient safety. Records of the proceedings outlined in this section (e-mails, correspondence, reports, and notes) will be retained in a manner consistent with the Corporation's record retention policy and are not records that are accessible under *Freedom of Information and Protection of Privacy Act* (Ontario).

### **16.08 Ceasing to Provide a Service**

For greater certainty, the process, obligations and rights contained in this Article 15 shall not apply to a decision of the Board under section 44(2) of the *Public Hospitals Act*.

## **ARTICLE 17. IMMEDIATE MID-TERM ACTION IN AN EMERGENCY SITUATION**

### **17.01 Initiation of Immediate Mid-Term Action**

- (a) Where Medical Staff member is alleged to have engaged in, made or exhibited acts, statements, demeanour, behaviours or professional conduct, either within or outside of the healthcare facilities, and the same:
  - (i) exposes, or is reasonably likely to expose patient(s) or employees or other persons to harm or injury, and immediate action must be taken to protect the patients, staff or other persons; or
  - (ii) has previously been sanctioned by the Medical Advisory Committee or the Board and, in the circumstances is deemed to be a continuation of such previously sanctioned behaviour, performance or competence;

the Chair of Medical Advisory Committee, or Chair of the Medical Advisory Committee, or designate, may immediately and temporarily suspend the Medical Staff member's Privileges, with immediate notice to the President of the Medical Staff Association, Chief Executive Officer or designate, and pending an Medical Advisory Committee meeting and a hearing by the Board.

- (b) (i) The Chair of Medical Advisory Committee or Chair of the Medical Advisory Committee shall immediately notify the Medical Staff member, the Medical Advisory Committee, and the Board of decision to suspend the Medical Staff member's Privileges.

- (ii) The Regulatory reporting requirements set out in section 17.04 shall be applicable to the Chair of Medical Advisory Committee or Chair of the Medical Advisory Committee's respective decision to immediately suspend the Medical Staff member's Privileges.
- (c) Arrangements, as necessary, shall be made by the Chair of Medical Advisory Committee or Chair of the Medical Advisory Committee for the assignment of a substitute to care for the patients of the suspended Medical Staff member.
- (d) Participation of any member of the Medical Advisory Committee in the suspension of the Medical Staff member's Privileges does not preclude such member from chairing, participating or voting at the Medical Advisory Committee meeting.

#### **17.02 The Special Meeting of the Medical Advisory Committee**

- (a) The Medical Advisory Committee shall set a date for a meeting of the Medical Advisory Committee to be held within ten (10) days from the date of the suspension to review the suspension and to make recommendations to the Board.
- (b) As soon as possible, and in any event, at least four (4) days prior to the Medical Advisory Committee meeting, the Medical Advisory Committee shall provide the Medical Staff member with a written notice of:
  - (i) the time and place of the meeting;
  - (ii) the purpose of the meeting;
  - (iii) a statement that the Medical Staff member will be provided with a statement of the matter to be considered by the Medical Advisory Committee together with any documentation or witnesses that will be considered by the Medical Advisory Committee as may be determined by the Chair of Medical Advisory Committee or designate. For clarity, no other documentation will be produced by the Medical Advisory Committee;
  - (iv) a statement that the Medical Staff member is entitled to attend the Medical Advisory Committee meeting and to participate fully, to answer all matters considered by the Medical Advisory Committee, and to present documents and witnesses;
  - (v) a statement that the Medical Staff member's legal counsel may attend only to provide confidential legal advice to the Medical Staff member, but will not be entitled to make any submissions and/or participate directly in the meeting including examining any witnesses;



- (vi) a statement that counsel to the Medical Advisory Committee may attend at Medical Advisory Committee meetings, including, without limitation, in-camera deliberations, in order to provide advice to the members of the Medical Advisory Committee and to ensure compliance with applicable Legislation and due process requirements; and
  - (vii) a statement that, in the absence of the Medical Staff member, the meeting may proceed.
- (c) The Medical Staff member may request and the Medical Advisory Committee may, after considering the reason cited and acting in its absolute sole discretion, grant a postponement of the Medical Advisory Committee meeting.
- (d) The request for postponement of the meeting must be made in writing at least twenty-four (24) hours prior to the Medical Advisory Committee meeting.
- (e) The Medical Staff member shall be given full opportunity to answer each ground as well as to present documents and witnesses if so desired, provided that the Medical Staff member provides the Medical Advisory Committee with:
- (i) a list of witnesses with brief synopsis of purpose for which they are being called; and
  - (ii) a copy of all documentation in the possession, power or control of the applicant or Medical Staff member that has not been produced by the Medical Advisory Committee that the Medical Staff member will be relying on at the special meeting,
- at least forty-eight (48) hours before the meeting.
- (f) The Medical Advisory Committee shall keep minutes of the proceedings and shall provide the Medical Staff member with a copy of the approved minutes. Only the open portion of the proceeding shall be detailed, the incamera portion of the minutes shall record the Medical Advisory Committee's reasons and recommendations.
- (g) Where the Medical Advisory Committee determines that the matter has merit, the Medical Advisory Committee shall make a recommendation to the Board. Before deliberating on the recommendation, the Chair of Medical Advisory Committee shall require the Medical Staff member involved and any other persons present, other than legal counsel, who are not Medical Advisory Committee members to retire.



- (h) The Medical Advisory Committee shall provide to the Medical Staff member within fourteen (14) days of the Medical Advisory Committee meeting written notice of:
  - (i) the Medical Advisory Committee's recommendation and the written reasons for the recommendation; and
  - (ii) the Medical Staff member's entitlement to a hearing before the Board. if a written request is received by the Board and the Medical Advisory Committee within seven (7) days of the receipt by the Medical Staff member of the Medical Advisory Committee's written reasons.
- (i) The time period to provide the written notice required in paragraph 16.03(g) above may be extended if the Medical Advisory Committee, prior to the expiry of the fourteen (14) days, gives written notice to the Medical Staff member that the final recommendation cannot yet be made and provides the Medical Staff member with written reasons.
- (j) The Medical Advisory Committee shall provide to the Board within fourteen (14) days from the date of the Medical Advisory Committee meeting, or such later date where the time period is extended pursuant to paragraph 16.03(h) above, written notice of:
  - (i) the Medical Advisory Committee's recommendation and the written reasons for the recommendation; and
  - (ii) where an extension was made pursuant to paragraph 16.03(h) above, the written reasons for the extension.

Service of a notice to the Medical Staff member may be made personally or by registered mail addressed to the person to be served at last known address and, where the notice is served by registered mail, it shall be deemed that the notice was served on the third day after the day of mailing unless the person to be served establishes that he/she did not, acting in good faith, through absence, accident, illness or other cause beyond control receive it until a later date. In the alternative, when the Medical Staff members is represented by legal counsel, the notice may be served on legal counsel.

- (k) Subject to the *Public Hospitals Act* and the By-Law, the Medical Advisory Committee has the power to determine its own procedures and practices to manage the meeting in a manner that is just, expeditious and cost effective and may for that purpose, designate the Chair of the Medical Advisory Committee or delegate to:
  - (i) make decisions with respect to the procedures and practices that apply in any particular proceeding;

- (ii) make such decisions or give such directions in proceedings before the Medical Advisory Committee as he/she considers proper to prevent abuse of its processes; and
- (iii) reasonably limit proceedings where her or she is satisfied the Medical Advisory Committee has received sufficient information to make a recommendation, including without limitation by way of placing reasonable limits on documentation, submissions, questions, and deliberations, provided that none of the above shall be construed to excuse or relieve the Chair of the Medical Advisory Committee or the delegate from the principals of procedural fairness.

### **17.03 The Board Hearing**

- (a) Where the Medical Staff member requires a hearing by the Board, the Board shall appoint a date, time and place for the hearing.
- (b) The Board hearing shall be held within fourteen (14) days of the Board receiving the notice from the Medical Staff member requesting a hearing or at a later date on consent of the Medical Staff member and the Medical Advisory Committee.
- (c) The Board shall give written notice of the hearing to the Medical Staff member and to the chair (or substitute) of the Medical Advisory Committee at the earliest possible opportunity and in any event, at least seven (7) days before the hearing date. The notice of the Board hearing shall include:
  - (i) the date, time and place of the hearing;
  - (ii) the purpose of the hearing;
  - (iii) a statement that the Medical Staff member and the Medical Advisory Committee shall be afforded an opportunity at least seventy-two (72) hours before the hearing to examine a list of the witnesses the Medical Advisory Committee intends to call to provide evidence and any written or documentary evidence that will be produced or any report, the contents of which will be given in evidence at the hearing;
  - (iv) a statement that the Medical Staff member may proceed in person or be represented by counsel, and that in absence the Board may proceed with the hearing and that the Medical Staff member will not be entitled to any further notice of the proceeding;
  - (v) a statement that subject to paragraph 17.03(d) below the Medical Staff member may call witnesses and tender documents in evidence in support of case;
  - (vi) a copy of the Board approved rules that will govern the hearing; and

- (vii) a statement that the time for the hearing may be extended by the Board.
- (d) At least twenty-four (24) hours before the hearing, the Medical Staff member shall provide the Board and the Medical Advisory Committee with the following:
  - (i) a list of witnesses with a brief synopsis of the purpose for which they are being called; and
  - (ii) a copy of all documentation in the possession, power or control of the Medical Staff member that has not been produced by the Medical Advisory Committee that the Medical Staff member will be relying on at the special meeting.
- (e) The parties to the Board hearing are the Medical Staff member, the Medical Advisory Committee and such other persons as the Board may specify. The Chair of Medical Advisory Committee or designate may attend at the hearing to represent the Medical Advisory Committee and to instruct counsel for the Medical Advisory Committee.
- (f) The procedure outlined in paragraphs 16.04(e) and (f) through to (l) relating to the Board hearing process shall be followed.

#### **17.04 Notification of College and Partners**

Section 16.04(a) with necessary changes to point of detail applies to this Article 17.

#### **17.05 Disposition of Records**

Section 16.07 applies to this Article 16.

#### **17.06 Ceasing to Provide a Service**

For greater certainty, the process, obligations and rights contained in this Article 16 shall not apply to a decision of the Board under section 44(2) of the *Public Hospitals Act*.

### **ARTICLE 18. CHAIR OF MEDICAL ADVISORY COMMITTEE**

#### **18.01 Appointment of Chair of Medical Advisory Committee**

- (a) The Board shall appoint a physician to be the Chair of Medical Advisory Committee after giving consideration to the recommendations of a Selection Committee.
- (b) The membership of the Selection Committee shall include:

- (i) a Director, who shall be chair;
  - (ii) the Chief Nursing Executive;
  - (iii) the Chief Executive Officer; and
  - (iv) such other members as the Board deems advisable.
- (c) Upon notice to the chair of the Medical Advisory Committee, the Board may revoke or suspend the appointment of the Chair of Medical Advisory Committee at any time.

#### **18.02 Duties of Chair of Medical Advisory Committee**

The Chair of Medical Advisory Committee shall:

- (a) be accountable to the Board and serve as an ex officio non-voting member of the Board;
- (b) act as a liaison between the Quality Committee and the Medical Advisory Committee;
- (c) organize the Medical Staff to ensure that the quality of the clinical care given to all and clients of the Corporation is in accordance with standards of care required by the Board;
- (d) advise the Quality Committee and the Board with respect to the quality of clinical diagnosis, care and treatment provided to the clients of the Corporation;
- (e) ensure compliance of the Medical Staff with the By-Laws, Policies and Rules of the Corporation;
- (f) address concerns that arise about the quality of care or behaviour of a specific member of the Medical Staff;
- (g) develop and maintain a process to both promote and document quality management and patient safety improvements in the Corporation including a continuous learning process of members of the Medical Staff;
- (h) advise the Chief Executive Officer whenever a Medical Staff member is alleged to have engaged in, made or exhibited acts, statements, demeanour, behaviours or professional conduct, either within or outside of the healthcare facilities, and the same invokes the provisions of paragraph 16.01(a);
- (i) report regularly to the Board and Medical Staff about the activities, recommendations and actions of the Quality Committee and any other

- matters about which they should have knowledge;
- (j) assign, or delegate the assignment of, a member of the Medical Staff:
    - (i) to supervise the practice of medicine of any other member of the Medical Staff, as appropriate for any period of time; and
    - (ii) to make a written report to the Chair of Medical Advisory Committee;
  - (k) assign, or delegate the assignment of, a member of the Medical Staff, as appropriate, to discuss in detail with any other member of the Medical Staff, as appropriate, any matter that is of concern to the Chair of Medical Advisory Committee;
  - (l) in consultation with the Chief Executive Officer, designate an alternate to act during an absence;
  - (m) supervise the professional care provided by all members of the Medical Staff;
  - (n) be responsible to the Board, through and with the Chief Executive Officer, for the appropriate utilization of resources by all Medical Staff;
  - (o) report to the Quality Committee on activities of the Corporation, including the utilization of resources and quality assurance;
  - (p) participate in the development of the Corporation's mission, objectives, and strategic plan;
  - (q) work with the Quality Committee to plan the Medical Human Resources Plan needs of the Corporation in accordance with the Corporation's strategic plan;
  - (r) participate in Corporation resource allocation decisions; and
  - (s) ensure there is a process for participation in continuing Medical Staff education.

## **ARTICLE 19. MEETINGS - MEDICAL STAFF ASSOCIATION**

### **19.01 Meetings of the Medical Staff Association**

The Medical Staff Association shall hold at least four (4) meetings in each fiscal year of the Hospital, one of which shall be the annual meeting.

**19.02 Notice of Annual Meetings**

A written notice of each annual meeting shall be posted in the Hospital and mailed to the individual members by the Secretary/Treasurer of the Medical Staff Association at least ten (10) days before the meeting.

**19.03 Notice of Regular Meetings**

A written notice of each regular meeting shall be posted in the Hospital and mailed to the members by the Secretary/Treasurer of the Medical Staff Association at least five (5) days before the meeting.

**19.04 Special Meetings**

- (a) In case of emergency, the President of the Medical Staff Association may call a special meeting.
- (b) Special meetings shall be called by the President of the Medical Staff Association on the written request of any two (2) members of the Active Staff.
- (c) Notice of such special meetings shall be as required for a regular meeting, except in cases of emergency, and shall state the nature of the business for which the special meeting is called.
- (d) The usual period of time required for giving notice of any special meeting shall be waived in cases of emergency, subject to ratification of this action by the majority of those members present and voting at the special meeting, as the first item of business at the meeting.

**19.05 Quorum**

Greater than forty percent (40%) of the Medical Staff Association members entitled to vote shall constitute a quorum at any annual, general or special meeting of the Medical Staff Association.

**19.06 Rules of Order**

The rules of order at any meeting of the Medical Staff Association shall be the rules of order adopted by the Board as per the Administrative section of this By-Law.

**19.07 Attendance at Regular Staff Meetings**

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

## **ARTICLE 20. MEDICAL STAFF ASSOCIATION ELECTED OFFICERS**

### **20.01 Eligibility for Office**

Only members of the Active Staff who have satisfied the attendance requirements set out in section 19.07 above may be elected or appointed to an office of the Medical Staff Association.

### **20.02 Election Procedure**

- (a) The members of the Active Medical Staff shall determine amongst themselves the election procedure.
- (b) In the event that there is only one (1) member of the Active Medical Staff nominated for the office, the member shall be deemed to be elected as the President of the Medical Staff Association.
- (c) For greater certainty, the same member of the Active .Medical Staff may hold office as Chair of the Medical Advisory Committee and President of the Medical Staff Association.

### **20.03 Duties of the President of the Medical Staff Association**

The President of the Medical Staff Association shall:

- (a) be a non-voting member of the Board and, as a Director, fulfil the fiduciary duties to the Hospital by acting in the best interest of the Hospital;
- (b) attend meetings of the Medical Advisory Committee and the Board;
- (c) report to the Medical Advisory Committee and the Board on any issues raised by the Medical Staff Association;
- (d) advocate fair process in the treatment of individual members of the Medical Staff Association;
- (e) preside at all meetings of the Medical Staff Association;
- (f) be an ex officio member of all Medical Staff Committees but shall only count towards quorum if he/she is present;
- (g) attend to the correspondence of the Medical Staff;
- (h) give notice of Medical Staff meetings by posting a written notice thereof:
  - (i) in the case of a regular or special meeting of the Medical Staff at least five (5) days before the meeting; and

- (ii) in the case of an annual meeting of the Medical Staff, at least ten (10) days before the meeting;
- (i) ensure that minutes are kept of all Medical Staff meetings;
- (j) ensure that a record of the attendance at each meeting of the Medical Staff is made;
- (k) make the attendance records available to the Medical Advisory Committee; and
- (l) keep the financial records of the Medical Staff Association.

#### **20.04 Where Position of President of Medical Staff Association Vacant**

Where the office of the President of Medical Staff Association has not been filled or becomes vacant, the Chair of the Medical Advisory Committee shall fulfill the duties of the President of the Medical Staff Association.

### **ARTICLE 21. MEDICAL ADVISORY COMMITTEE**

#### **21.01 Membership of the Medical Advisory Committee**

- (a) The Medical Advisory Committee shall consist of:
  - (i) the Chair of Medical Advisory Committee , who shall be chair;
  - (ii) the President of the Medical Staff; and
  - (iii) such other individuals as the Medical Advisory Committee together with the Chief Executive Officer may deem appropriate from time to time.
- (b) The Chief Executive Officer, Chief Nursing Executive and Vice-President, Patient Programs shall be ex officio a non-voting member of the Medical Advisory Committee.
- (c) The Chief Nursing Executive and Vice-President, Patient Programs shall attend Medical Advisory Committee meetings to act as resources when and if required.
- (d) The Medical Advisory Committee may invite others to attend the Medical Advisory Committee.

#### **21.02 Duties of the Medical Advisory Committee**

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



- (a) make recommendations to the Board concerning the following Medical Staff matters:
  - (i) every application for appointment or reappointment to the Medical Staff;
  - (ii) the Privileges to be granted to each member of the Medical Staff;
  - (iii) By-Laws respecting any Medical Staff;
  - (iv) the dismissal, suspension or restrictions of Privileges of any member of the Medical Staff;
  - (v) the quality of care provided in the Hospital by the Medical Staff; and
  - (vi) the Rules regarding the Medical Staff;
- (b) despite clauses 21.02(a)(i), (a)(ii) and (a)(iv), the duties of the Medical Advisory Committee described in those clauses that relate to the Extended Class Nursing Staff of the Hospital shall only be performed with respect to those members of the Extended Class Nursing Staff who are not employees of the Hospital and to whom the Board has granted Privileges to diagnose, prescribe for or treat out-patients in the Hospital;
- (c) supervise the practice of the Medical Staff;
- (d) appoint the Medical Staff members to all Committees of the Medical Advisory Committee;
- (e) receive reports of the Committees of the Medical Advisory Committee;
- (f) advise the Board on any matters referred to the Medical Advisory Committee by the Board;
- (g) develop, maintain and recommend to the Board a Medical Human Resources Plan that takes into account the services provided by all Medical Staff members;
- (h) facilitate the development and maintenance of Rules, ethical guidelines and procedures of the Medical Staff; and
- (i) where the Medical Advisory Committee identifies systemic or recurring quality of care issues in making its recommendations to the board under clause 21.02(a)(v), the Medical Advisory Committee shall make recommendations about those issues to the Hospital's Quality Committee.

**ARTICLE 22. MEDICAL STAFF COMMITTEES ESTABLISHED BY THE MEDICAL ADVISORY COMMITTEE**

**22.01 Establishment**

- (a) The Board may, on the recommendation of the Medical Advisory Committee, establish such standing and special sub-committees of the Medical Advisory Committee as may be necessary or advisable from time to time for the Medical Advisory Committee to perform its duties, including its duties to assess credentials, medical records, patient care, infection control, the utilization of hospital facilities and all other aspects of clinical care, diagnosis, treatment and safety in the hospital under the *Public Hospitals Act* or the By-Laws of the Hospital.
- (b) The terms of reference and composition for any standing or special sub-committees of the Medical Advisory Committee may be set out in the Rules or in a resolution of the Board, on recommendation of the Medical Advisory Committee. The Medical Staff members of any such sub-committee of the Medical Advisory Committee shall be appointed by the Medical Advisory Committee and other committee members may be appointed by the Board.
- (c) Where the Medical Advisory Committee assumes direct responsibility for the terms of reference of a Committee, the Medical Advisory Committee shall ensure that the decision is recorded in the minutes of the Medical Advisory Committee.
- (d) The Medical Advisory Committee may combine the terms of reference of any two or more Committees of the Medical Advisory Committee.
- (e) For greater certainty, a Committee can be comprised of one or more people.

**22.02 Appointment to Medical Staff Committees**

Pursuant to the Hospital Management Regulation, the Medical Advisory Committee shall appoint the medical members of all Medical Staff Committees provided for in this By-Law of the Hospital. The Medical Advisory Committee will appoint one of the members to be the chair or liaison. Other members of Medical Staff Committees shall be appointed by the Chief Executive Officer and Chair of Medical Advisory Committee.

**22.03 Medical Staff Committees**

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

- (a) meet as directed by the Medical Advisory Committee;

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

#### **22.04 Medical Staff Committee Chairs**

The Medical Advisory Committee shall appoint the chair of each Medical Staff Committee.

#### **22.05 Duties of the Medical Staff Committee Chairs**

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

### **ARTICLE 23. EXTENDED CLASS NURSING STAFF**

#### **23.01 Application of By-Law to the Extended Class Nursing Staff**

- (a) Subject to the *Public Hospitals Act*, the provisions of Articles 13, 14, 15, 16, 21 and 22 of this By-Law with necessary changes to points of detail apply to Extended Class Nurses who are seeking privileges at the Corporation. This By-Law does not apply to Extended Class Nurses who are in an employee or contract of service relationship. The rights and obligations of such Extended Class Nurses shall be governed by an employment or contract agreement.
- (b) For greater certainty, member of the Extended Class Nursing cannot hold a Medical Staff office or attend Medical Staff Association meetings.

### **ARTICLE 24. NOTICES**

#### **24.01 Notice**

- (a) Whenever under the provisions of the By-Laws 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, in each case 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.

- (b) If any notice is sent by prepaid mail, it shall, subject to section 24.02, 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.
- (c) 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.
- (d) Any person entitled to receive any such notice may waive such notice either before or after the meeting to which such notice refers.

#### **24.02 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.

#### **24.03 Omissions and Errors**

The accidental omission to give any notice to any Member, Director, officer, member of a committee or the auditor or the non-receipt of any notice by any Member, Director, officer, member of a committee or the auditor 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.

#### **24.04 Waiver of Notice**

Any Member, Director, officer, member of a committee or the auditor may waive any notice required to be given to him/her under any provision of the *Public Hospitals Act*, the Act or the Articles or the By-Laws, 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 25. ENACTMENT, REPEAL AND AMENDMENT OF BY-LAWS**

### **25.01 Amendment**

The Board may, by a majority vote, pass or amend the By-Laws of the Corporation from time to time.

### **25.02 Notice**

- (a) 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 in the same manner as set out in article 4.02(a) not less than ten (10) days before the meeting.
- (b) Where the notice of intention required by paragraph (a) 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.

### **25.03 Effective Date**

Subject to section 25.04 below and except as expressly provided in this By-Law or in the *Act*, the By-Laws or an amendment to the By-Laws passed by the Board have 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.

### **25.04 Approval by Members**

- (a) The By-Laws or an amendment to the By-Laws passed by the Board shall be presented for confirmation at the next annual meeting or to a special general meeting of the Members of the Corporation called for that purpose. The notice of such annual meeting or special general meeting shall refer to the By-Laws or amendment to be presented.
- (b) The Members at the annual meeting or at the special general meeting may confirm the By-Laws as presented or reject or amend them, and if rejected, they thereupon cease to have effect, and if amended, they take effect as amended.
- (c) Any amendment to the portion of the By-Laws relating to the borrowing powers of the Corporation is not effective until it has been confirmed by at least two-thirds (2/3) of the votes cast at a general meeting of Members duly

called for considering it.

**25.05 Rejection**

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

**25.06 Amendments to Medical Staff By-Laws**

The Medical Staff By-Laws of the Corporation may only be repealed, added to, amended or substituted by the Board in accordance with the following procedure:

- (a) Amendments to the Medical Staff By-Laws will become effective only when approved by the Board.
- (b) Notice specifying the proposed Medical Staff part of the By-Law or amendment thereto shall be circulated to all members of the Medical Staff.
- (c) The Medical Staff shall be afforded a period of at least fourteen (14) days to comment on the proposed Medical Staff part of the By-Law or amendment thereto.
- (d) The Medical Advisory Committee shall, following the fourteen (14) days notice period set out above, be afforded a period of at least sixty (60) days to comment on the proposed amendments to the Medical Staff part of the By-Law or amendment thereto.