



Corporate By-Law 4

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Table of Contents

PREAMBLE	1
ARTICLE 1. DEFINITIONS AND INTERPRETATION	1
Definitions	1
Interpretation	3
ARTICLE 2. MEMBERSHIP IN THE CORPORATION	3
2.01 Members	3
2.02 Fees	3
2.03 Voting	3
ARTICLE 3. MEETINGS OF THE MEMBERS OF THE CORPORATION	3
3.01 Location of Meetings	3
3.02 Annual Meetings	3
3.03 Calling Meetings	3
3.04 Quorum	3
3.05 Notice	3
3.06 Votes	4
3.07 Chair of the Meeting	4
3.08 Adjourned Meeting	4
3.09 Notice of Adjourned Meeting	4
ARTICLE 4. BOARD OF DIRECTORS	4
4.01 Board Composition	4
4.02 Duties and Responsibilities	5
4.03 Qualification of Directors	5
4.04 Vacation of Office	5
4.05 Removal	5
4.06 Election and Term	5

4.07	Nomination Procedure for Election of Directors	6
4.08	Maximum Terms	6
4.09	Filling Vacancies	6
4.10	Directors Remuneration	6
ARTICLE 5. MEETINGS OF DIRECTORS		6
5.01	Meetings of Directors	6
5.02	Regular Meetings	6
5.03	Notices	6
5.04	Quorum	7
5.05	First Meeting of New Board	7
5.06	Persons Entitled to be Present	7
5.07	Voting and Notice	7
5.08	Casting Vote	7
5.09	Polls	7
5.10	Adjournment of the Meeting	7
5.11	Notice of Adjourned Meeting	7
ARTICLE 6. INTEREST OF DIRECTORS IN CONTRACTS		8
ARTICLE 7. PROTECTION OF OFFICERS AND DIRECTORS		8
7.01	Protection of Directors, Officers and Committee Members	8
7.02	Indemnification of Directors and Others	9
7.03	Insurance	9
ARTICLE 8. COMMITTEES OF THE BOARD		9
8.01	Committees	9
8.02	Functions, Duties, Responsibilities and Powers of Committees	9
8.03	Committee Members, Chair	9
8.04	Quorum for Committees	10

8.05	Executive Committee	10
ARTICLE 9. OFFICERS		10
9.01	Officers	10
9.02	Terms of Office	10
ARTICLE 10. DUTIES OF OFFICERS		10
10.01	Chair of the Board	10
10.02	Vice Chair	11
10.03	Chief Executive Officer	11
10.04	Secretary / Treasurer	11
ARTICLE 11. ORGANIZATIONAL AND FINANCIAL		11
11.01	Seal	11
11.02	Signing Officers	11
11.03	Banking Arrangements	11
11.04	Financial Year	11
11.05	Appointment of Auditor	11
11.06	Borrowing Power	12
11.07	Investments	12
ARTICLE 12. BOOKS AND RECORDS		12
ARTICLE 13. CONFIDENTIALITY		12
13.01	Confidentiality	12
13.02	Board Spokesperson	12
ARTICLE 14. AMENDMENTS TO BY-LAW		12
ARTICLE 15. MATTERS REQUIRED BY THE <i>PUBLIC HOSPITALS ACT</i>		13
15.01	Committees and Programs Required by the <i>Public Hospitals Act</i>	13
15.02	Fiscal Advisory Committee	13
15.03	Chief Nursing Executive	13

15.04	Nurses and other Staff and Professionals on Committee	13
15.05	Retention of Written Statements	13
15.06	Occupational Health and Safety Program	13
15.07	Health Surveillance Program	14
15.08	Organ Donation	14
ARTICLE 16. RULES AND POLICIES		14
16.01	Rules of Order	14
16.02	Board Policies	14
ARTICLE 17. NOTICES		15
17.01	Computation of Time	15
17.02	Omissions and Errors	15
17.03	Waiver of Notice	15
ARTICLE 18. AMENDMENTS TO THE BY-LAWS OF THE CORPORATION		15
18.01	Amendment	15
18.02	Effect of Amendment	16
18.03	Member Approval	16
18.04	Amendments to the Professional Staff By-law	16

CORPORATE BY-LAW OF HAMILTON HEALTH SCIENCES CORPORATION

(hereinafter referred to as the “Corporation”)

PREAMBLE

WHEREAS it is the purpose of the Corporation to serve the community in accordance with the objects of the Corporation as provided in the letters patent of amalgamation, and with the mission and vision of the Corporation, as established by the Board from time to time;

AND WHEREAS the objects of the Corporation are as follows:

- (a) To operate, maintain and manage a hospital or hospitals at one or more sites consistent with the highest standards of treatment, care and comfort of persons suffering from illness or disability.
- (b) To promote and carry on teaching and scientific research activities of the Faculty of Health Sciences of McMaster University, the Health Sciences Programs of Mohawk College of Applied Arts and Technology and other educational institutions related to the care of the sick and injured insofar as such teaching and research can be carried on in, or in connection with, the Corporation.
- (c) To equip, maintain and operate laboratories and all other services incidental to a hospital.
- (d) To undertake research programs in connection with the prevention, treatment or rehabilitation of any sickness, injury or disease.
- (e) To operate programmes for the treatment and care of aged and infirm persons as well as programmes and services for the chronically ill and those requiring complex continuing care or palliative care services, including in-patient, community-based and out-patient programmes.
- (f) To operate programs for the treatment and care of aged and infirm persons.
- (g) To participate in any activities designed and carried on to promote the general health of the community.
- (h) To promote and develop standards of health care administration and service.

AND WHEREAS the governing body of the Corporation deems it expedient that all By-Laws of the Corporation heretofore enacted be canceled and revoked and that in substitution thereof a Corporate By-law and a Professional Staff By-law be adopted for regulating the affairs of the Corporation and the Professional Staff.

NOW THEREFORE BE IT ENACTED that all By-Laws of the Corporation heretofore enacted be canceled and revoked and that the following Corporate By-Law be enacted:

ARTICLE 1. DEFINITIONS AND INTERPRETATION

Definitions

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

- (a) “Act” means the *Corporations Act* (Ontario), and where the context requires, includes the Regulations made under it;
 - (b) “Affiliation Agreement” means the agreement between the Hospital and the University dated September 24, 2014 regarding their joint relationship with respect to patient care, teaching and research;
 - (c) “Board” means the Board of Directors of the Corporation;
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- (d) “Board Policies” means the policies adopted by the Board;
 - (e) “By-Law” means any By-Law of the Corporation from time to time in effect;
 - (f) “Chair” means the Director elected by the Board to serve as Chair of the Board;
 - (g) “Chief Executive Officer” means, in addition to ‘administrator’ as defined in section 1 of the *Public Hospitals Act*, the President and Chief Executive Officer of the Corporation;
 - (h) “Chief Nursing Executive” means the senior nurse employed by the Hospital who reports directly to the Chief Executive Officer and is responsible for nursing services provided in the Hospital;
 - (i) “Committee” means a committee of the Board or as otherwise specified in this By-Law;
 - (j) “Corporation” means the Hamilton Health Sciences Corporation located at the head office at 1200 Main Street West, Suite 2E28, Hamilton, Ontario, L8S 4J9;
 - (k) “Director” means a member of the Board;
 - (l) “Ex officio” means membership “by virtue of the office” and includes all rights, and responsibilities, and the power to vote unless otherwise specified;
 - (m) “Hospital” means the Corporation;
 - (n) “Liaison Committee” means the liaison committee established pursuant to subsection 11.2 of the Affiliation Agreement;
 - (o) “Medical Staff” means those Physicians who are appointed by the Board and who are granted Privileges to practice medicine in the Hospital;
 - (p) “Member” means a member of the Corporation;
 - (q) “Patient” means, unless otherwise specified, any in-patient, out-patient or other patient of the Corporation;
 - (r) “Person” means and includes any individual, corporation, partnership, firm, joint-venture, syndicate, association, trust, government, government agency, board, commission or authority, or any other form of entity or organization;
 - (s) “Policies” means the administrative, medical and professional policies of the Hospital;
 - (t) “Professional Staff” means those Physicians, Dentists, non-employee Extended Class Nurses and Midwifery Staff that are appointed by the Board and who are granted specific Privileges to practise medicine, dentistry, midwifery or extended class nursing respectively;
 - (u) “Program” means a cluster of patient-centred services which optimizes patient care, education and research and is consistent with the mission and vision of the Corporation;
 - (v) “Rules and Regulations” means the Rules and Regulations governing the practice of the Medical, Dental, and Midwifery Staff in Hospital both generally and within a particular department, which have been established respectively by the staff in general and the staff of the department;
 - (w) “Service” or “service” means an organizational unit of a department which is based on a sub-specialty area of medical practice;
 - (x) “Special Professional Staff” means qualified non-Physician professionals who are appointed to the Medical Staff for their expertise or assistance in patient treatment, education, and research;
 - (y) “Supervisor” means a Physician who is assigned the responsibility to oversee the work of another person;
 - (z) “University” means McMaster University; and
 - (aa) “Vice-President Medical”, “VP Medical”, “VP Medical Affairs” and “VP Medical Affairs and Quality” means Executive Vice President & Chief Medical Executive.
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Interpretation

In this By-Law, unless the context otherwise requires, words importing the singular number shall include the plural number and vice versa and references to persons shall include firms and corporations and words importing one gender shall include the opposite.

ARTICLE 2. MEMBERSHIP IN THE CORPORATION

2.01 Members

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

2.02 Fees

No fees shall be payable by the Members.

2.03 Voting

Each Member shall be entitled to one vote.

ARTICLE 3. MEETINGS OF THE MEMBERS OF THE CORPORATION

3.01 Location of Meetings

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

3.02 Annual Meetings

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

3.03 Calling Meetings

The Board or Chair shall have the power to call, at any time, an annual or general meeting of the Members of the Corporation.

3.04 Quorum

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

3.05 Notice

Notice of meeting of Members shall be given to each member, each Director and the auditor appointed under [section 2.01](#) by one of the following methods:

- (a) by sending it to each Member entitled to notice by one of the methods set out in ARTICLE 5 addressed to the Members at their most recent addresses as shown on the Corporation's records at least ten (10) days prior to the meeting;
 - (b) By publication at least once a week for two (2) consecutive weeks next preceding the meeting in a newspaper or newspapers circulated in the municipality or municipalities in which the majority of the Members reside as shown by their addresses on the records of the Corporation.
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3.06 Votes

- (a) Each Member entitled to vote and in attendance at a meeting shall have the right to exercise one vote.
- (b) At all meetings of the Members of the Corporation every question shall be determined by a majority of votes unless otherwise specifically provided by statute or by this By-law.
- (c) Votes at all meeting of Members shall be cast in person and not by proxy.
- (d) Every question submitted to any meeting of Members shall be decided in the first instance by a show of hands and in the case of equality of votes, whether on a show of hands or at a poll, the chair of the meeting shall have a second vote to break the tie.
- (e) At any meeting of Members, unless a poll is demanded, a declaration by the chair of the meeting that a resolution has been carried or carried unanimously or by a particular majority or lost or not carried by a particular majority shall be conclusive evidence of the fact.
- (f) A poll may be demanded either before or after any vote by show of hands by any Member entitled to vote at the meeting. If a poll is demanded on the election of a chair or on the question of adjournment it shall be taken forthwith without adjournment. If a poll is demanded on any other question or as to the election of the Directors, the vote shall be taken by ballot in such manner and either at once, later in the meeting or after adjournment as the chair of the meeting directs. The result of a poll shall be deemed to be the resolution of the meeting at which the poll was demanded. A demand for a poll may be withdrawn.

3.07 Chair of the Meeting

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

3.08 Adjourned Meeting

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

3.09 Notice of Adjourned Meeting

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

ARTICLE 4. BOARD OF DIRECTORS

4.01 Board Composition

The Board shall consist of:

- (a) a minimum of twelve (12) Directors and a maximum of fifteen (15) Directors who satisfy the criteria set out in [section 4.03](#) and who are elected by the Members entitled to vote in accordance with [section 4.07](#) or appointed in accordance with [section 4.09](#); and

- (b) the Chief Executive Officer, the Chair of the Medical Advisory Committee, the Chief Nursing Executive, the President of the Medical Staff Association and the Dean, Faculty of Health Sciences, McMaster University, as non-voting ex officio Directors.

4.02 Duties and Responsibilities

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

4.03 Qualification of Directors

No person shall be qualified for election or appointment as a Director referred to in [subsection 4.01\(a\)](#) if he or she:

- (a) is less than eighteen (18) year of age;
- (b) has the status of a bankrupt; and
- (c) does not have their principal residence or carry on business within the area served by the Corporation as established by the Board from time to time.

4.04 Vacation of Office

The office of an elected Director shall automatically be vacated:

- (a) if a Director shall resign such office by delivering a written resignation to the Secretary of the Corporation;
- (b) if the Director becomes bankrupt; or
- (c) if, in the case of an elected Director, he or she ceases to meet the requirements of [section 4.03](#).

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

4.05 Removal

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

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

The Members may, by resolution passed by at least two-thirds (2/3rds) of the votes cast at a meeting of members of which notice specifying the intention to pass such a resolution has been given, remove any Director before the expiration of his or her term of office and may, by a majority of votes cast at that meeting, elect any person in his or her stead for the remainder of the term.

4.06 Election and Term

Directors shall be elected and retire in rotation as herein provided. The Directors referred to in [subsection 4.01\(a\)](#) shall be elected for a term of three (3) years provided that each such Director shall hold office until the earlier of the date on which their office is vacated pursuant to [sections 4.04 or 4.05](#) or until the end of the meeting at which his or her successor is elected or appointed. Four (4) Directors shall retire from office each year subject to re-election as permitted by [section 4.08](#).

4.07 Nomination Procedure for Election of Directors

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

4.08 Maximum Terms

Each Director referred to in [subsection 4.01\(a\)](#) shall be eligible for re-election provided that such Director shall not be elected or appointed for a term that will result in the Director serving more than nine (9) consecutive years. Such Director may also be eligible for re-election for another term or terms (to a maximum of nine (9) consecutive years) if one (1) year has elapsed since the termination of his or her last term. In determining a Director's length of service as a Director, service prior to the coming into force of this By-law shall be included.

4.09 Filling Vacancies

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

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

4.10 Directors Remuneration

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

ARTICLE 5. MEETINGS OF DIRECTORS

5.01 Meetings of Directors

The Board shall meet at such times and in such places as may be determined by the Board, the Chair, the Vice Chair or the Chief Executive Officer. Special meetings of the Board may be called by the Chair, the Vice Chair or by the Chief Executive Officer and shall be called by the Secretary upon receipt of the written request of five (5) Directors.

5.02 Regular Meetings

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

5.03 Notices

Notice of meetings, other than regular meetings, shall be given to all Directors at least forty-eight (48) hours prior to the meeting. The Chair, the Vice Chair or the Chief Executive Officer

may call a meeting on less notice, by such means as are deemed appropriate, provided that notice is given to all Directors and the majority of the Directors consent to the holding of such meeting. In calculating the said forty-eight (48) hours' notice periods Saturdays, Sundays and statutory holidays shall be excluded.

5.04 Quorum

A majority of the voting Directors shall constitute a quorum.

5.05 First Meeting of New Board

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

5.06 Persons Entitled to be Present

Guests may attend meetings of the Board with the consent of the meeting on the invitation of the Chair or Chief Executive Officer. The Board may adopt a policy from time to time with respect to the attendance of the public at meetings of the Board.

5.07 Voting and Notice

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

Any Director that is an employee or a member of the Professional Staff of the hospital, shall not be entitled to vote at a meeting of the Board but shall otherwise be entitled and subject to all the rights, responsibilities and obligations applicable to voting Directors, including the right to notice of, to attend and to participate in meetings of the Board and to receive the materials that are distributed to voting Directors.

5.08 Casting Vote

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

5.09 Polls

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

5.10 Adjournment of the Meeting

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 with two (2) weeks to be determined by the chair of the meeting.

5.11 Notice of Adjourned Meeting

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

ARTICLE 6. INTEREST OF DIRECTORS IN CONTRACTS

- (a) Any Director who is in any way, directly or indirectly, interested in a contract or proposed contract with the Corporation shall disclose in writing or have entered in the minutes, the nature and extent of such Director's interest in such contract or proposed contract with the Corporation.
- (b) The disclosure required in [subsection 6\(a\)](#) shall be made:
 - i. at the meeting at which a proposed contract is first considered if the Director is present, and otherwise, at the first meeting after the Director becomes aware of the contract or the proposed contract;
 - ii. if the Director was not then interested in a proposed contract, at the first meeting after such Director becomes so interested; or
 - iii. if the Director becomes interested after a contract is made, at the first meeting held after the Director becomes so interested.
- (c) A Director referred to in [subsection 6\(a\)](#) is not liable to account for any profit made on the contract by the Director or by a corporate entity, business firm or organization in which the Director has a material interest, provided:
 - i. the Director disclosed the Director's interest in accordance with [subsection 6\(b\)](#) or [subsection 6\(e\)](#); and
 - ii. the Director has not voted on the contract.
- (d) A Director referred to in [subsection 6\(a\)](#) shall not vote on any resolution to approve the contract and shall not take part in the discussion or consideration of, or in any way attempt to influence the voting on any question with respect thereto and shall exit the meeting when the applicable issue is under consideration.
- (e) For the purposes of this section a general notice to the Directors by a Director declaring that the person is a director or officer of or has a material interest in a body corporate, business firm or organization and is to be regarded as interested in any contract made therewith, is a sufficient declaration of interest in relation to any contract so made.
- (f) The provisions of this ARTICLE are in addition to any conflict of interest policy adopted by the Board from time to time.

ARTICLE 7. PROTECTION OF OFFICERS AND DIRECTORS

7.01 Protection of Directors, Officers and Committee Members

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

7.02 Indemnification of Directors and Others

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

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

7.03 Insurance

The Corporation shall purchase and maintain insurance for the benefit of any Director, officer or other person acting on behalf of the Corporation against any liability incurred in that person's capacity as a Director, officer or other person acting on behalf of the Corporation, except where the liability relates to that person's failure to act honestly and in good faith with a view to the best interests of the Corporation and subject to the terms and conditions contained in any such policy of insurance.

ARTICLE 8. COMMITTEES OF THE BOARD

8.01 Committees

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

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

8.02 Functions, Duties, Responsibilities and Powers of Committees

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

8.03 Committee Members, Chair

Unless otherwise provided by by-law or by Board resolution, the Board shall appoint the members of the committee, the chair of the committee and, if desirable, the vice chair thereof.

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

Procedures at committee meetings shall be determined by the chair of each committee, unless established by the Board by resolution or in the Board committee policy.

8.04 Quorum for Committees

Unless otherwise determined by the Board, a quorum for a Committee shall be a majority of the voting members of a Committee.

8.05 Executive Committee

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

ARTICLE 9. OFFICERS

9.01 Officers

The officers of the Corporation shall include:

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

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

9.02 Terms of Office

Unless otherwise provided in this by-law, the officers of the Corporation shall hold office for one (1) year from the date of appointment or election or until their successors are elected or appointed in their stead and shall be eligible for reappointment. Officers shall be subject to removal by resolution of the Board at any time.

ARTICLE 10. DUTIES OF OFFICERS

10.01 Chair of the Board

The Chair shall be elected by the Board from among the elected Directors. The Chair shall, when present, preside at all meetings of the Members and the Board and shall represent the Corporation and the Board as may be required or appropriate and shall have other powers and duties as the Board may specify. The Chair shall be an ex officio member of all committees of the Board. The Chair shall be responsible for naming of Directors to Committees not otherwise

provided in the By-Laws of the Corporation. The Chair shall be elected annually and shall be eligible for re-election provided that the Chair shall serve no longer than two (2) consecutive years. Notwithstanding the foregoing, where a Director has served two (2) consecutive years as Chair, the Board may, by resolution approved by two-thirds (2/3rds) resolution of the Board, provide that such member is eligible for re-election as Chair provided.

10.02 Vice Chair

A Vice Chair shall, in the absence or disability of the Chair, perform such duties and exercise the powers of the Chair and shall perform such other duties as shall from time to time assigned to the Vice Chair by the Board.

10.03 Chief Executive Officer

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

10.04 Secretary / Treasurer

The Secretary/Treasurer shall carry out the duties of the secretary of the Corporation generally and shall attend or cause a recording secretary to attend all meetings of the Members, Board, Executive Committee and other committees to act as a clerk thereof and to record all votes and minutes of all proceedings in the books to be kept for that purpose. The Secretary / Treasurer shall ensure that the books of account and accounting records of the Corporation required to be kept by the provisions of the Act are kept secure in appropriate administrative offices of the Corporation. The Secretary/Treasurer shall perform such other duties as may be prescribed by the by-laws or the Board.

ARTICLE 11. ORGANIZATIONAL AND FINANCIAL

11.01 Seal

The seal of the Corporation shall be kept secure in the office of the Chief Executive Officer.

11.02 Signing Officers

The Board may from time to time by resolution direct the manner in which and the person or persons by whom any particular instrument of class of instruments or document may or shall be signed.

11.03 Banking Arrangements

The banking business of the Corporation or any part thereof shall be transacted with such banks, trust companies or other financial institutions as the Board may, by resolution, from time to time determine.

11.04 Financial Year

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

11.05 Appointment of Auditor

The Members entitled to vote shall, at each annual meeting, appoint an auditor to audit the accounts of the Corporation and to report to the Members at the next annual meeting. The

auditor shall hold office until the next annual meeting, provided that the Directors may fill any casual vacancy in the office of auditor. The remuneration of the auditor shall be fixed by the Board of Directors.

11.06 Borrowing Power

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

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

11.07 Investments

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

ARTICLE 12. BOOKS AND RECORDS

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

ARTICLE 13. CONFIDENTIALITY

13.01 Confidentiality

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

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

13.02 Board Spokesperson

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

ARTICLE 14. AMENDMENTS TO BY-LAW

Prior to submitting amendments to this By-law to the approval processes applicable to the Corporation's by-laws:

- (a) a notice specifying the proposed By-law or amendments thereto shall be made available for review by the Professional Staff;
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- (b) the Professional Staff shall be afforded an opportunity to comment on the proposed amendment(s); and
- (c) the Medical Advisory Committee may make recommendations to the Board concerning the proposed amendment.

ARTICLE 15. MATTERS REQUIRED BY THE *PUBLIC HOSPITALS ACT*

15.01 Committees and Programs Required by the *Public Hospitals Act*

The Board shall ensure that the Corporation establishes such committees and undertakes such programs as are required pursuant to the *Public Hospitals Act* and the *Excellent Care for All Act, 2010*, including a medical advisory committee, a fiscal advisory committee and a quality committee.

15.02 Fiscal Advisory Committee

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

15.03 Chief Nursing Executive

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

15.04 Nurses and other Staff and Professionals on Committee

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

15.05 Retention of Written Statements

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

15.06 Occupational Health and Safety Program

- (a) Pursuant to the regulations under the *Public Hospitals Act*, there shall be an Occupational Health and Safety Program for the Corporation.
- (b) The program referred to in the [subsection 15.01](#) shall include procedures with respect to:
 - i. a safe and healthy work environment in the Corporation;
 - ii. the safe use of substances, equipment and medical devices in the Corporation;
 - iii. safe and healthy work practices in the Corporation;
 - iv. the prevention of accidents to persons on the premises of the Corporation; and
 - v. the elimination of undue risks and the minimizing of hazards inherent in the Corporation environment.

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

15.07 Health Surveillance Program

- (a) Pursuant to the regulations under the *Public Hospitals Act*, there shall be a Health Surveillance Program for the Corporation.
- (b) The program referred to in [subsection 15.01](#) shall:
 - i. be in respect of all persons carrying on activities in the Corporation, and
 - ii. include a communicable disease surveillance program.
- (c) The person designated by the Chief Executive Officer to be in charge of health surveillance in the Corporation shall be responsible to the Chief Executive Officer or his or her delegate for the implementation of the Health Surveillance Program.
- (d) The Chief Executive Officer shall report to the Board as necessary on matters in respect of the Health Surveillance Program.

15.08 Organ Donation

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

ARTICLE 16. RULES AND POLICIES

16.01 Rules of Order

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

16.02 Board Policies

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

ARTICLE 17. NOTICES

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

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

Notwithstanding the foregoing provisions with respect to mailing, in the event 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 not later than the third (3rd) business day following the mailing thereof, then the mailing of such notice as aforesaid shall not be an effective means of sending the same but rather any notice must be sent by an alternative method which it may be reasonably be anticipated will cause the notice to be received reasonably expeditiously by the addressee.

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

17.01 Computation of Time

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

17.02 Omissions and Errors

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

17.03 Waiver of Notice

Any Member, Director, officer, member of a committee or the auditor of the Corporation may waive any notice required to be given to him or her under any provision of the *Public Hospitals Act*, the Act or the Letters Patent or the by-laws of the Corporation, and such waiver, whether given before or after the meeting or other event of which notice is required to be given, shall cure any default in giving such notice. Attendance and participation at a meeting constitutes waiver of notice.

ARTICLE 18. AMENDMENTS TO THE BY-LAWS OF THE CORPORATION

18.01 Amendment

Subject to applicable legislation, the provisions of the by-laws of the Corporation may be repealed or amended by by-law enacted by a majority resolution of the Directors at a meeting

of the Board of Directors and sanctioned by at least a majority of the Members entitled to vote and voting at a meeting duly called for the purpose of considering the said by-law.

18.02 Effect of Amendment

Subject to the Act and to [section 18.03](#) below, a by-law or an amendment to a by-law passed by the Board has full force and effect:

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

18.03 Member Approval

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

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

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

18.04 Amendments to the Professional Staff By-law

Prior to submitting all or any part of the Professional Staff By-law to the process in [ARTICLE 18](#), the procedures set out in [ARTICLE 14](#) shall be followed.
