



**BY-LAW NUMBER 1**  
**CORPORATE BY-LAW**

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## BY-LAW NUMBER 1

### QUINTE HEALTHCARE CORPORATION

A by-law relating to the transaction of the business and affairs of Quinte Healthcare Corporation (the "Corporation").

**BE IT ENACTED** as a by-law of the Corporation as follows:

#### **ARTICLE 1** **INTERPRETATION**

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

- (a) "Act" means the *Corporations Act* (Ontario) and where the context requires, includes the regulations made under it and any statute that may be substituted therefor, as from time to time amended;
- (b) "Advisory Council" means a group of community members brought together to advise the Board on community matters and to be involved in the Nomination Process for Election of Directors
- (c) "Board" means the Board of Directors of the Corporation;
- (d) "Board of Directors Policy Manual" means the policies and procedures adopted by the Board from time to time with respect to board governance and includes without limitation policies with respect to board duties and responsibilities, directors duties and responsibilities, committees and board officer descriptions;
- (e) "Chair" means the Chair of the Board;
- (f) "Chief Executive Officer" means, in addition to "administrator" as defined in the *Public Hospitals Act*, the President and Chief Executive Officer of the Corporation;
- (g) "Chief Nursing Executive" means the senior nurse employed by the Hospital who reports directly to the Chief Executive Office and is responsible for nursing services provided in the Hospital;
- (h) "Chief of Staff" means the Physician appointed to be the Chief of Staff;
- (i) "Dentist" means a dental practitioner in good standing with the College of Dental Surgeons of Ontario;
- (j) "Dental Staff" means the Dentists who have been appointed by the Board to the Dental Staff;
- (k) "Director" means a member of the Board;

- (l) “Excluded Person” means:
- (i) any employee of the Corporation or any member of the Professional Staff or any employee of a Foundation;
  - (ii) any individual who has been within the preceding two (2) year period an employee of the Corporation or member of the Professional Staff or an employee of a Foundation or an Auxiliary;
  - (iii) any person who is a Family Member of a member of the Professional Staff or an employee of the Corporation or an employee of a Foundation or an Auxiliary;
  - (iv) a person who is a member of the Board of one of the Foundations supporting Quinte Health Care, except where that Board position is ex-officio based on being a member of the Quinte Health Care Board of Directors;
  - (v) a person who is a member of the Board or an Executive of an Auxiliary supporting Quinte Health Care, except where the Board or Executive position is ex-officio based on being a member of the Quinte Health Care Board of directors; and
  - (vi) a person holding an elected office, or who within the preceding two (2) year period has held an elected office, in any city, town, municipal or county council or other local government wholly or partly within the area served by the Hospital as established by the Board from time to time, including without limitation, an elected member of any of the Local Councils;
- (m) “*ex-officio*” means membership “by virtue of office” and includes all rights, responsibilities, and power to vote unless otherwise specified;
- (n) “Extended Class Nursing Staff” means those Registered Nurses in the Extended Class who are:
- (i) nurses that are employed by the Hospital and are authorized to diagnose, prescribe for or treat out-patients in the Hospital; and
  - (ii) nurses who are not employed by the Hospital and to whom the Board has granted privileges to diagnose, prescribe for or treat out-patients in the Hospital;
- (o) “Family Member” means the spouse, parent, child, brother or sister of any person, and the spouse of any such child, parent, brother or sister and includes the partner of any person;
- (p) “Foundations” means the fundraising foundations that support the Hospital;
- (q) “Guideline for Director Selection” means the guideline adopted by the Board from time to time with respect to the process for selection of and required qualities of Directors and non-Director members of Board committees;

- (r) “Hospital” means the public hospital operated by the Corporation;
- (s) “Hospital Auxiliaries” means the auxiliary associations and voluntary support organizations of the Corporation;
- (t) “Local Councils” means the councils of the cities, counties, towns and municipalities;
- (u) “Medical Staff” means the Physicians who have been appointed to the Medical Staff by the Board;
- (v) “Members” means the Voting Members of the Corporation as described in Article 2;
- (w) “Midwifery Staff” means the Midwives who have been appointed to the Midwifery Staff by the Board;
- (x) “Midwife” means a midwife in good standing with the College of Midwives of Ontario;
- (y) “partner” means one of two persons who have lived together for at least one (1) year and have a close personal relationship that is of primary importance in both person’s lives;
- (z) “patient” means, unless otherwise specified, any in-patient or out-patient of the Hospital;
- (aa) “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;
- (bb) “Physician” means a medical practitioner in good standing with the College of Physicians and Surgeons of Ontario;
- (cc) “Policies” means the policies adopted by the Board from time to time in accordance with section 16.2;
- (dd) “Professional Staff” means the Medical Staff, Dental Staff, Midwifery Staff and Extended Class Nursing Staff;
- (ee) “*Public Hospitals Act*” means the *Public Hospitals Act* (Ontario), and, where the context requires, includes the regulations made under it and any statute that may be substituted therefor, as from time to time amended;
- (ff) “Registered Nurse in the Extended Class” means a member of the College of Nurses of Ontario who is a registered nurse and holds an extended certificate of registration under the *Nursing Act*, 1991;

- (gg) “Rules” means a rule adopted by the Board in accordance with section 16.2;
- (hh) “Special Resolution” means a resolution passed by the Directors and confirmed with or without variation by at least two-thirds (2/3) of the votes cast by those entitled to vote and voting at a general meeting of the Members of the Corporation duly called for the purpose, or at an annual meeting, or in lieu of such confirmation, by consent in writing of all Members entitled to vote at such meeting; and
- (ii) “Voting Members” means the Directors from time to time who shall be the Voting Members in accordance with Article 2.

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

## **ARTICLE 2**

### **MEMBERSHIP IN THE CORPORATION**

- 2.1 **Members.** The members of the corporation shall consist of the Directors of the Corporation from time to time who shall be Voting Members for so long as they serve as Directors of the Corporation.
- 2.2 **Fees.** No fees shall be payable by Members.
- 2.3 **Voting and Notice.** Each Voting Member shall be entitled to one vote. Voting Members shall be entitled to notice of and to attend annual and general meetings of Members of the Corporation.
- 2.4 **Rights of Voting Members.** Voting Members shall have the rights as set out in this By-law and the rights of members under the Act.

## **ARTICLE 3**

### **MEETINGS OF MEMBERS**

- 3.1 **Location.** Meetings of the Members shall be held at the head office of the Corporation or at any place in Ontario as the Board may determine.
- 3.2 **Annual Meetings.** In accordance with the *Public Hospitals Act*, the annual meeting of Members shall be held between the 1<sup>st</sup> day of April and the 31<sup>st</sup> day of July of each year.
- 3.3 **Calling Meetings.** The Board or Chair shall have power to call, at any time, an annual or general meeting of the Members of the Corporation.
- 3.4 **Quorum.** A majority of the Voting Members present in person at a meeting will constitute a quorum at a meeting of Members.



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

- (a) by sending it to each Member entitled to notice by one of the methods set out in section 17.1 addressed to the Member at his or her most recent addresses as shown on the Corporation's records at least ten (10) days prior to the meeting; or
- (b) by publication at least once a week for two successive weeks next preceding the meeting in a newspaper or newspapers circulated in the municipality or municipalities in which the Members entitled to notice of the Corporation reside as shown by their addresses on the records of the Corporation.

3.6 **Votes.**

- (a) Each Voting Member in attendance at a meeting of Members of the Corporation shall have the right to exercise one vote.
- (b) To be considered for a vote, a motion must be properly moved and seconded by a Voting Member of the Corporation.
- (c) At all meetings of Members of the Corporation every question shall be determined by a majority of votes cast by Voting Members present unless otherwise specifically provided by statute or by this By-law.
- (d) Votes at all meetings of Members shall be cast in person and not by proxy.
- (e) 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 an equality of votes, whether on a show of hands or at a poll, the chair of the meeting shall not have a second vote to break the tie and the motion shall be considered not to have passed.
- (f) 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.
- (g) A poll may be demanded either before or after any vote by show of hands by any Voting Member present 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 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.

3.7 **Chair of the Meeting.**

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

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

3.8 **Adjourned Meetings of Members.**

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

3.9 **Notice of Adjourned Meetings.**

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

**ARTICLE 4**  
**DIRECTORS**

4.1 **Composition of Board.** The Board shall consist of:

- (a) twelve (12) Directors who satisfy the criteria set out in section 4.4 and who are elected by the Voting Members in accordance with section 4.8 or appointed in accordance with section 4.10; and
- (b) the Chief Executive Officer, the Chief of Staff, the Chief Nursing Officer and the President of the Medical Staff, as *ex-officio* Directors.

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

The Board of Directors will govern in accordance with the Principles of Governance and Board Accountability and with the Board of Directors Roles and Responsibilities as defined in the Board of Directors Policy Manual.

4.3 **Duties and Responsibilities of Every Director.**

- (a) As a fiduciary of the Corporation, every Director shall act ethically, honestly and in good faith and make decisions that are in the best interests of the Corporation

having regard to all relevant considerations including but not confined to considering the impact of the Board's decisions on affected stakeholders.

- (b) Each Director shall exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances. Directors with special skill and knowledge are expected to apply that skill and knowledge to matters that come before the Board.
- (c) A Director shall comply with the responsibilities of an elected and ex-officio Director as defined in the Board of Directors Policy Manual.
- (d) Directors shall sign a declaration confirming their commitment to adhere to their duties and responsibilities in accordance with the Board of Directors Policy Manual.

4.4 **Qualifications of Directors.** No person shall be qualified for election or appointment as a Director referred to in section 4.1(a) if he or she:

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

4.5 **Vacation of Office.** The office of a Director shall be automatically vacated:

- (a) if a Director shall resign such office by delivering a written resignation to the Secretary of the Corporation;
- (b) if the Director becomes bankrupt; or
- (c) if, in the case of an elected Director, he or she ceases to meet the requirements of subsection 4.4(c) or becomes a person referred to in subsection 4.4(d), except by resolution of the Board.

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

4.6 **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 one-quarter ( $\frac{1}{4}$ ) 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, policies and procedures adopted by the Board, including without limitation, confidentiality and conflict of interest requirements.

4.7 **Election and Term.** Directors shall be elected and shall retire in rotation as herein provided. Subject to section 4.10, the Directors referred to in subsection 4.1(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 4.5 or 4.6 or until the end of the meeting at which his or her successor is elected or appointed. Each year four (4) Directors terms of three (3) years shall expire, subject to re-election as herein provided. Despite the foregoing, upon the coming into force of this By-law, Directors shall be elected for terms of one, two and three years to establish the rotation provided herein.

4.8 **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 this By-law, the Guidelines for selection of Directors and the nominating and election procedure prescribed by the Board from time to time.

The Board shall from time to time establish a committee for the purpose of nominating elected Directors and non-Director members of Board committees, such committee shall:

- (a) be comprised of members of the Advisory Council and Directors appointed by the Board provided that at least an equal number of the members of the committee shall be from the Advisory Council and elected Board members;
- (b) be chaired by a Director selected by the Board;
- (c) review the vacancies and specific skills and expertise which are required on the Board and on Board committees, as identified by the Board or by a committee established by the Board;
- (d) advertise vacancies on the Board and Board committees approved to have non-Board members in the regional daily and weekly papers and on the Hospital website, including a summary of the responsibilities as a Director and the Guidelines for Selection of Directors. Where an incumbent director is seeking re-election, that fact shall be stated in the notice and advertisement;
- (e) notify the members of the Advisory Council of vacancies on the Board and Board committees approved to have non-Board members;
- (f) invite formal applications by interested individuals on a standard form to be provided by the Corporation, which shall be submitted to the Secretary of the Corporation and forwarded to the committee for review. Consider all applicants submitted by members of the Advisory Council. Applicants who do not meet the basic qualifications set out in section 4.4 shall be advised of their ineligibility to serve as Directors or committee members;

- (g) identify a short-list of candidates for interview by the committee and interview and evaluate the short-listed candidates against the criteria set out in the Guidelines for the Selection of Directors;
- (h) obtain and check references for the candidates selected for nomination as Directors and non-Director members of Board committees;
- (i) recommend to the Board of Directors a slate of candidates for Director to a maximum of the number of vacancies for approval by the Board of Directors and for subsequent election by the Voting Members of the Corporation at a meeting of Members; and
- (j) the process outlined in this section 4.8 of By-law No. 1 constitute a minimum process for the Nomination process. As warranted, the Board , or a committee delegated by the Board shall be able to add additional steps to the process to ensure a committed, skill-based Board is selected

Members of the Advisory Council may submit nominations for the election of an individual as a Director or as a non-Director member of a Board committee in accordance with the process outlined in this section 4.8.

4.9 **Maximum Terms.** Each Director referred to in subsection 4.1(a) shall be eligible for re-election provided that such Director shall not be elected or appointed for a term that will result in the Director serving more than 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 two (2) or more years have elapsed since the termination of his or her last term. Despite the foregoing a Director may, by resolution of the Board, have his or her maximum term as a Director extended for the sole purpose of that Director succeeding to the office of Chair or serving as Chair. Despite the foregoing where a Director was appointed for an initial term of less than three years or to fill an unexpired term of a Director such initial term or partial term shall be included in the calculation of the maximum years of service.

4.10 **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 Voting Members to elect the number of Directors required to be elected at any meeting of Members, the Board shall forthwith call a general meeting of Members to identify a process to fill the vacancy prior to the next official Board meeting. A Director so appointed or elected shall hold office for the unexpired portion of the term vacated.

4.11 **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**

- 5.1 **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 four (4) Directors.
- 5.2 **Regular Meetings.** The Board may appoint one or more days for regular meetings of the Board at a place and time named. A copy of any resolution of the Board fixing the place and time of regular meetings of the Board shall be given to each Director forthwith after being passed and no other notice shall be required for any such regular meeting.
- 5.3 **Telephone Meetings.** If all the Directors present at or participating in the meeting consent, a meeting of Directors or a meeting of a committee of the Board may be held by such telephone, electronic or other communication facilities as permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously, and the Director or committee member participating in the meeting by those means is deemed to be present at the meeting.
- 5.4 **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, 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) hour notice period Saturdays, Sundays and statutory holidays shall be excluded.
- 5.5 **Quorum.** A majority of the Voting Directors shall constitute a quorum.
- 5.6 **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.
- 5.7 **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.
- 5.8 **Voting.** Each Voting Director 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 or any committee of the Board, shall be decided by a majority of votes.
- 5.9 **Casting Vote.** In the case of an equality of votes, the Chair shall not have a second vote and the motion shall be considered not to have passed.

- 5.10 **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.
- 5.11 **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 within two (2) weeks to be determined by the chair of the meeting.
- 5.12 **Notice of Adjourned Meeting.** At least twenty-four (24) hours notice of the adjourned meeting by an appropriate means shall be given to each Director; provided that in calculating such twenty-four (24) hour notice period Saturday, Sundays and statutory holidays shall be excluded.

## **ARTICLE 6**

### **INTEREST OF DIRECTORS IN CONTRACTS**

#### **6.1 Declaration of Conflict.**

- (a) Any Director who is in any way, directly or indirectly, interested in a contract or proposed contract with the Corporation shall disclose in writing or have entered in the minutes, the nature and extent of such Director's interest in such contract or proposed contract with the Corporation.
- (b) The disclosure required by (a) above, shall be made:
- (i) at the meeting at which a proposed contract is first considered if the Director is present, and otherwise, at the first meeting after the Director becomes aware of the contract or proposed contract;
  - (ii) if the Director was not then interested in a proposed contract, at the first meeting after such Director becomes so interested; or
  - (iii) if the Director becomes interested after a contract is made, at the first meeting held after the Director becomes so interested.
- (c) A Director referred to in sub-paragraph (a) above 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 sub-paragraphs (b) or (e) of this section 6.1; and
  - (ii) the Director has not voted on the contract.
- (d) A Director referred to in sub-paragraph (a) above shall not vote on any resolution to approve the contract and shall not take part in the discussion or consideration

of, or in any way attempt to influence the voting on any question with respect thereto and shall exit the meeting when the applicable issue is under consideration.

- (e) For the purposes of this section 6.1, a general notice to the Directors by a Director declaring that the person is a director or officer of or has a material interest in a body corporate, business firm or organization and is to be regarded as interested in any contract made therewith, is a sufficient declaration of interest in relation to any contract so made.
- (f) If a Director believes that any other Director is in a conflict of interest position with respect to any contract, transaction, matter or decision, the Director shall have the concern recorded in the minutes. Thereafter, at the request of the Director who recorded the initial concern, the Board shall, after the Director alleged to have a conflict has exited the room, vote on whether the Director alleged to have a conflict of interest is, in the opinion of the Board, in a conflict of interest. If the Board so finds the person in a conflict of interest, the Board member shall exit the room during any subsequent discussion or voting process relating to or pertaining to the conflict. The question of whether or not a Director has a conflict of interest shall be determined by a majority resolution of the Board.
- (g) The provisions of this Article are in addition to any conflict of interest policy adopted by the Board from time to time.

## **ARTICLE 7**

### **PROTECTION OF OFFICERS AND DIRECTORS**

- 7.1 **Directors Liability.** Any Director or officer of the Corporation shall not be liable for any act, receipt, neglect or default of any other Director, officer or employee or for any loss, damage or expense happening to the Corporation through any deficiency of title to any property acquired by the Corporation or for any deficiency of any security upon which any moneys of the Corporation shall be invested or for any loss or damage arising from bankruptcy, insolvency or tortious act of any person including any person with whom any moneys, securities or effects shall be deposited or for any loss, conversion, or misappropriation of or any damage resulting from any dealings with any moneys, securities or other assets belonging to the Corporation or for any other loss, damage or misfortune which may happen in the execution of the duties of such Director's or officer's respective office unless such occurrence is as a result of such Director's or officer's own wilful neglect or default.
- 7.2 **Indemnities to Directors and Others.** Every Director or officer of the Corporation and 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 Director or officer sustains or incurs in or about any action, suit or proceedings which is brought, commenced or prosecuted against him or her, for or in respect of any act, deed, matter or thing whatsoever, made, done or permitted by him or her, in or about the execution of the duties of 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 are occasioned by his or her own wilful neglect or default.
- (c) The indemnity provided for in the preceding paragraph:
  - (i) shall not apply to any liability which a Director or officer of the Corporation may sustain or incur as the result of any act or omission as a member of the Professional Staff of the Corporation; and
  - (ii) shall be applicable only if the Director or officer of the Corporation acted honestly and in good faith with a view to the best interests of the Corporation and in the case of criminal or administrative action or proceeding that is enforceable by a monetary penalty, had reasonable grounds for believing that his or her conduct was lawful.

## **ARTICLE 8**

### **COMMITTEES**

- 8.1 **Committees.** The Board may establish committees from time to time. The Board shall determine the duties of such committees. The committees of the Board shall be:
- (a) Standing Committees, being those committees whose duties are normally continuous; and
  - (b) Ad hoc Committees, being those committees appointed for specific duties whose mandate shall expire with the completion of the tasks assigned.
- 8.2 **Functions, Duties, Responsibilities and Powers of 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. For greater certainty, the Board may delegate any of its powers to a committee comprised entirely of Directors.
- 8.3 **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 and the chair and vice chair of a committee will hold office at the will of the Board. Each chair of a Standing Committee shall be a member of the Board. Unless otherwise provided, the Chair and Chief Executive Officer shall be *ex-officio* members of all committees. The Board may appoint non-Board members to Board committees.

- 8.4 **Procedures at Committee Meetings.** Procedures at and quorum for committee meetings shall be determined by the chair of each committee, unless established by the Board by resolution or by way of general committee regulations from time to time.

## **ARTICLE 9** **OFFICERS**

- 9.1 **Officers.** The officers of the Corporation shall include:

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

and may include: a Second Vice-Chair and any such other officers as the Board may by resolution determine. 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 or the Board may determine. A person may hold more than one office.

- 9.2 **Terms of Office.** Unless otherwise provided in this By-law, the officers of the Corporation shall hold office for 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**

- 10.1 **Chair of the Board.** The Chair shall be elected by the Board from among the elected Directors. The Chair shall, when present, preside at all meetings of the Members and the Board and shall represent the Corporation and the Board as may be required or appropriate and shall have such other powers and duties as may be set out in the Board of Directors Policy Manual or as the Board may specify. The Chair shall be an *ex-officio* member of all committees of the Board. The Chair shall be elected annually and shall be eligible for re-election provided that the Chair shall serve no longer than two (2) consecutive years. Notwithstanding the foregoing, where a Director has served two (2) consecutive years as Chair, the Board may, by resolution approved by two-thirds ( $\frac{2}{3}$ ) resolution of the Board, provide that such member is eligible for re-election as Chair provided, however, that in no event shall such member serve longer than three (3) consecutive years.

- 10.2 **Vice-Chair**. The Vice-Chair shall, in the absence or disability of the Chair, perform the duties and exercise the powers of the Chair and shall perform such other duties as shall be set out in the Board of Directors Policy Manual or as from time to time assigned to the Vice-Chair by the Board.
- 10.3 **Chief Executive Officer**. The Chief Executive Officer shall be a Director, the President of the Corporation and the administrator of the Hospital for the purposes of the *Public Hospitals Act*. Subject to the authority of the Board, the Chief Executive Officer shall be responsible for the administration, organization and management of the affairs of the Corporation. The Chief Executive Officer shall perform such duties as may be set out in the Board of Directors Policy Manual or as assigned from time to time by the Board.
- 10.4 **Treasurer**. The Treasurer shall perform the duties as shall be set out in the Board of Directors Policy Manual or as assigned from time to time by the Board.
- 10.5 **Secretary**. The Secretary shall carry out the duties of the secretary of the Corporation generally and shall attend or cause a recording secretary to attend all meetings of the Members, Board, and 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 shall give or cause to be given notice of all meetings of the Members and of the Board of Directors and shall perform such other duties as may be set out in the Board of Directors Policy Manual, prescribed by the by-laws or assigned from time to time by the Board.
- 10.6 **Other Officers**. The powers and duties of all other officers shall be such as the Board may from time to time determine. Any of the powers and duties of an officer to whom an assistant has been appointed may be exercised and performed by such an assistant unless the Board otherwise directs.

## **ARTICLE 11**

### **ORGANIZATION AND FINANCIAL**

- 11.1 **Seal**. Until changed in accordance with the Act, the seal, an impression whereof is stamped in the margin hereof, shall be the seal of the Corporation.
- 11.2 **Execution of Documents**. Subject to section 11.3, deeds, transfers, assignments, contracts, agreements, mortgages, conveyances, obligations, certificates or any other instruments or documents requiring the signature of the Corporation, shall be signed by any one of the Chair or Vice-Chair together with any one of the Chief Executive Officer or a Director and all instruments or documents so signed shall be binding upon the Corporation without any further authorization or formality.

- 11.3 **Other Signing Officers.** In addition to the provisions of section 11.2, the Board may from time to time by resolution direct the manner in which and the person or persons by whom any particular instrument or class of instruments or document may or shall be signed. Any signing officer may affix the seal of the Corporation to any instrument or document and may certify a copy of any instrument, resolution, by-law or other document of the Corporation to be a true copy.
- 11.4 **Banking Arrangements.** The banking business of the Corporation or any part thereof shall be transacted with such banks, trust companies or other financial institutions as the Board may, by resolution, from time to time determine.
- 11.5 **Financial Year.** Unless otherwise determined by the Board and subject to the *Public Hospitals Act*, the fiscal year-end of the Corporation shall be the last day of March in each year.
- 11.6 **Appointment of Auditor.** The Voting Members shall, at each annual meeting, appoint an auditor to audit the accounts of the Corporation and to report to the Members at the next annual meeting. The auditor shall hold office until the next annual meeting, provided that the Directors may fill any casual vacancy in the office of auditor. The remuneration of the auditor shall be fixed by the Board of Directors.
- 11.7 **Borrowing Power.** Without limiting the borrowing powers of the Corporation as set forth in the Act, the Board may from time to time, on behalf of the Corporation, without authorization of the Members:
- (a) borrow money on the credit of the Corporation;
  - (b) issue, sell or pledge securities (including bonds, debentures, notes or other similar obligations, secured or unsecured) of the Corporation; or
  - (c) charge, mortgage, hypothecate or pledge all or any of the real or personal property of the Corporation, including book debts and unpaid calls, rights and powers, franchises and undertakings, to secure any securities or for any money borrowed, or other debt, or any other obligation or liability of the Corporation.
- 11.8 **Investments.** Subject to the Corporation's charter, the Board is authorized to make or receive any investments which the Board in its discretion considers advisable.

## **ARTICLE 12**

### **BOOKS AND RECORDS**

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

**ARTICLE 13**  
**CONFIDENTIALITY**

- 13.1 **Confidentiality**. Every Director, officer, member of the Professional Staff, member of a committee of the Board, employee and agent of the Corporation shall respect the confidentiality of matters:
- (a) brought before the Board;
  - (b) brought before any committee;
  - (c) dealt with in the course of the employee's employment or agent's activities; or
  - (d) dealt with in the course of the Professional Staff member's activities in connection with the Corporation.

**ARTICLE 14**  
**PROFESSIONAL STAFF**

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

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

- 15.1 **Committees and Programmes Required by Public Hospitals Act**. The Board shall ensure that the Corporation establishes such committees and undertakes such programmes as are required pursuant to the *Public Hospitals Act*, including a medical advisory committee and a fiscal advisory committee.
- 15.2 **Fiscal Advisory Committee**. The Chief Executive Officer shall appoint the members of the fiscal advisory committee required to be established pursuant to the regulations under the *Public Hospital Act*.
- 15.3 **Chief Nursing Executive**. The Chief Executive Officer shall ensure there are appropriate procedures in place for the appointment of the Chief Nursing Executive.
- 15.4 **Nurses and other Staff and Professionals on Committees**. The Chief Executive Officer shall from time to time approve a process for the participation of the Chief Nursing 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.

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

15.6 **Occupational Health and Safety Program.**

- (a) 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 section 15.6(a) shall include procedures with respect to:
  - (i) a safe and healthy work environment in the Corporation;
  - (ii) the safe use of substances, equipment and medical devices in the Corporation;
  - (iii) safe and healthy work practices in the Corporation;
  - (iv) the prevention of accidents to persons on the premises of the Corporation; and
  - (v) the elimination of undue risks and the minimizing of hazards inherent in the Corporation environment.
- (c) The person designated by the Chief Executive Officer to be in charge of occupational health and safety in the Corporation shall be responsible to the Chief Executive Officer or 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.

15.7 **Health Surveillance Program.**

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

15.8 **Organ Donation.**

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

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

**ARTICLE 16**  
**RULES AND PROCEDURES**

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

**ARTICLE 17**  
**NOTICES**

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

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

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

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

- 17.2 **Computation of Time.** In computing the date when notice must be given under any provision requiring a specified number of days' notice of any meeting or other event, the date of giving the notice shall be excluded and the date of the meeting or other event shall be included.
- 17.3 **Omissions and Errors.** The accidental omission to give any notice to any Member, Director, officer, member of a committee or the auditor of the Corporation or the non-receipt of any notice by any Member, Director, officer, member of a committee or the auditor of the Corporation or any error in any notice not affecting the substance thereof shall not invalidate any action taken at any meeting held pursuant to such notice or otherwise founded thereon.
- 17.4 **Waiver of Notice.** Any Member, Director, officer, member of a committee or the auditor of the Corporation may waive any notice required to be given to him or her under any provision of the *Public Hospitals Act*, the Act or the letters patent or the by-laws of the Corporation, and such waiver, whether given before or after the meeting or other event of which notice is required to be given, shall cure any default in giving such notice. Attendance and participation at a meeting constitutes waiver of notice.

## **ARTICLE 18**

### **AMENDMENT OF BY-LAWS**

- 18.1 **Amendment.** Subject to applicable legislation, the provisions of the by-laws of the Corporation may be repealed or amended by a 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 Voting Members present and voting at a meeting duly called for the purpose of considering the said by-law.
- 18.2 **Effect of Amendment.** Subject to the Act and to section 18.3 below, a by-law or an amendment to a by-law passed by the Board has full force and effect:
- (a) from the time the motion was passed, or
  - (b) from such future time as may be specified in the motion.



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

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

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

- 18.4 **Amendments to Professional Staff By-laws.** Prior to submitting all or any part of the Professional Staff by-laws to the process established in subsections 18.1 and 18.3, the procedures set out in the Professional Staff By-law shall be followed.