



Arnprior Regional Health Corporate By-Law

June 22nd, 2023

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Arnprior Regional Health – By-law Number 1

A By-law relating to the transaction of the business and affairs of Arnprior Regional Health (the “**Corporation**”).

Be it enacted as a By-law of the Corporation as follows (this By-law replaces and repeals all previous administrative by-laws of the Corporation):

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 *Not-for-Profit Corporations Act, 2010* (Ontario); and where the context requires, includes the regulations made under it and any statute that may be substituted therefor, as from time to time amended;
- (b) “**Articles**” means any instrument that incorporates the Corporation or modifies its incorporating instrument, including articles of amendment of the Corporation dated [insert] and any subsequent articles of amendment, amalgamation, continuance, reorganization, arrangement, restated articles or revival of the Corporation from time to time in force and effect, as well as any letters patent or supplementary letters patent under the *Corporations Act* (Ontario);
- (c) “**Board**” means the Board of Directors of the Corporation;
- (d) “**Board Exclusive Responsibility**” means each specific decision identified by section 36(2) of the Act that cannot be delegated by the Board to a committee or to management, being:
 - a. To submit to the Members any question or matter requiring the approval of the Members.
 - b. To fill a vacancy among the Directors or in the position of Auditor.
 - c. To appoint additional Directors under section 24(7) of the Act.
 - d. To issue debt obligations except as authorized by the Board.
 - e. To approve any financial statements under section 83 of the Act.
 - f. To adopt, amend or repeal by-laws.
 - g. To establish contributions to be made, or dues to be paid, by Members under section 86 of the Act;
- (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 (CEO) of the Corporation who, subject to the authority of the Board, is responsible for the administration, organization, and management of the affairs of the Corporation;
- (g) “**Chief Nursing Executive**” means the senior nurse employed by the Corporation who reports directly to the Chief Executive Officer and is responsible for nursing services provided in the Hospital;
- (h) “**Chief of Staff**” means the medical staff member appointed by the Board to serve as such in accordance with the *Public Hospitals Act* and the Professional Staff By-law;
- (i) “**Corporation**” means Arnprior Regional Health and all of its lines of business including, but not limited to, the Arnprior and District Memorial Hospital, the Grove Nursing Home and ARH Community Programs.
- (j) “**Dentist**” means a dental practitioner in good standing with the College of Dental Surgeons of Ontario;
- (k) “**Dental Staff**” means the Dentists who have been appointed by the Board to the Dental Staff;
- (l) “**Director**” means an individual elected or appointed to the Board;
- (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) “**Hospital**” means the public Hospital operated by the Corporation;
- (p) “**Hospital Auxiliary**” means the auxiliary association(s) and voluntary support organization(s) of the Corporation;
- (q) “**Medical Advisory Committee**” means the Medical Advisory Committee established by the Board as required by the *Public Hospitals Act*;

- (r) “**Medical Staff**” means the Physicians who have been appointed to the Medical Staff by the Board;
- (s) “**Members**” means members of the Corporation as described in Article 2;
- (t) “**Midwife**” means a midwife in good standing with the College of Midwives of Ontario;
- (u) “**Midwifery Staff**” means the Midwives who have been appointed to the Midwifery Staff by the Board;
- (v) “**Patient/Resident/Family/Client**” means, unless otherwise specified or the context otherwise requires, any patient, resident, family or client of the Corporation;
- (w) “**Person**” means and includes any individual, corporation, partnership, firm, joint venture, syndicate, association, trust, government, government agency, board, commission or authority, or any other form of entity or organization;
- (x) “**Physician**” means a medical practitioner in good standing with the College of Physicians and Surgeons of Ontario;
- (y) “**Professional Staff**” means the Medical Staff, Dental Staff, Midwifery Staff and Extended Class Nursing Staff;
- (z) “**Professional Staff By-law**” means the by-law of the Corporation concerning the Professional Staff made in accordance with the *Public Hospitals Act*;
- (aa) “**Public Hospitals Act**” means the *Public Hospitals Act* (Ontario), and, where the context requires, includes the regulations made under it and any statute that may be substituted therefor, as from time to time amended;
- (bb) “**Registered Nurse in the Extended Class**” means a member of the College of Nurses of Ontario who is a registered nurse and holds an extended certificate of registration under the *Nursing Act, 1991*;
- (cc) “**Secretary**” means the secretary of the Board;
- (dd) “**Special Business**” means all business transacted at a special Members’ meeting and all business transacted at an annual Members’ meeting except for the following:
- i. consideration of the financial statements;
 - ii. consideration of the audit report, if any;
 - iii. election of directors; and
 - iv. reappointment of the incumbent auditor;

- (ee) **“Special Resolution”** means a resolution that is submitted to a special meeting of the Members duly called for the purpose of considering the resolution and passed at the meeting, with or without amendment by at least two thirds (2/3) of the votes cast, or consented to by each Member entitled to vote at a meeting of the Members.
- (ff) **“telephonic or electronic means”** means any means that uses the telephone or any other electronic or other technological means to transmit information or data, including telephone calls, voice mail, fax, e-mail, automated touch-tone telephone system, computer, or computer networks; and
- (gg) **“Vice Chair”** means one or more vice chair(s) of the Board.

1.2 Interpretation

In this By-law and in all other by-laws of the Corporation, unless the context otherwise requires and other than as specifically defined in this By-law, all terms contained in this By-law that are defined in the Act shall have the meanings given to the terms in the Act; words importing the singular shall include the plural and *vice versa*; and headings are used for convenience of reference and do not affect the interpretation of the by-law. Any reference to a statute in this By-law includes, where the context requires, the statute and the regulations made under it, all as amended or replaced from time to time.

Article 2: Membership in the Corporation

2.1 Members

The membership of the Corporation shall be limited to the Directors from time to time of the Corporation, with all voting and other rights afforded to Members, for so long as they serve as Directors.

2.2 Non-Transferable

The interest of a Member in the Corporation is not transferable.

2.3 Fees

No fees shall be payable by the Members.

Article 3: Meetings of Members

3.1 Location

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

3.2 Annual Meetings

The annual Members' meeting shall be held between the 1st day of April and the 31st day of July of each year, unless otherwise approved by the Board, provided such variation is directed by the Minister of Health, all in accordance with the *Public Hospitals Act*.

3.3 Electronic Participation in Meetings

- (a) Any Member may participate in a meeting of the Members by means of telephonic or electronic means that permit all persons participating in the meeting to communicate adequately with each other during the meeting, and a person so participating in a meeting is deemed, for the purposes of the Act and this By-law, to be present at the meeting.
- (b) The Board may determine that a Members' meeting may be held entirely by telephonic or electronic means that permits all participants to communicate adequately with each other during the meeting.

3.4 Quorum

A simple majority of the Members shall constitute a quorum at any Members' meeting.¹ If a quorum is present at the opening of a Members' meeting, the Members present may proceed with the business of the meeting, even if a quorum is not present throughout the meeting.

3.5 Notice

- (a) Notice of meetings of Members shall be given by sending it to each Member entitled to notice by one of the methods set out in section 18.1 addressed to the Members at their most recent addresses as shown on the Corporation's records at least ten (10) days but not more than fifty (50) days prior to the meeting.

¹ ONCA, s. 57(1) provides: *Unless the by-laws provide otherwise, the quorum for a meeting of the members is a majority of the members entitled to vote at the meeting...* Under ONCA, s. 53(4), any person participating in a compliant members' meeting by telephonic or electronic means is deemed for the purposes of the Act to be present at the meeting. There are no requirements for a minimum quorum for Members' meetings. The quorum should be a number that is likely to be satisfied by attendance at a Members' meeting.

- (b) The auditor is entitled to receive notice of all meetings of Members.
- (c) Notice of a Members' meeting at which Special Business is to be transacted must state the nature of that business in sufficient detail to permit a Member to form a reasoned judgment on the business and state the text of any Special Resolution to be submitted to the meeting.

3.6 Votes

- (a) Each Member in attendance at a meeting shall have the right to exercise one vote on each matter.
- (b) At all meetings of Members of the Corporation, every question shall be determined by a majority of votes unless otherwise specifically provided by statute or by this By-law. In the case of an equality of votes, the Chair does not have a second or casting vote.
- (c) Votes at all Members' meetings shall be cast by those Members in attendance at the meeting 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 unless a Member demands a ballot.
- (e) At any meeting of Members, unless a ballot 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 ballot may be demanded either before or after any vote by show of hands by any Member entitled to vote at the meeting. If a ballot is demanded on the election of a chair or on the question of adjournment it shall be taken forthwith without adjournment. If a ballot 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 ballot shall be deemed to be the resolution of the meeting at which the ballot was demanded. A demand for a ballot may be withdrawn.

3.7 Chair of the Meeting

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

- (a) the Chair of the Corporation; or
- (b) a Vice Chair of the Corporation, if the Chair is absent or is unable to act; or

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

3.8 Adjourned Meetings of Members

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

3.9 Notice of Adjourned Meetings

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

3.10 Special Meetings

- (a) The Board may call a special meeting of the Members.
- (b) Members who hold at least ten percent (10%) of the votes that may be cast at a meeting of the Members may, in writing, requisition the Board to call a special meeting of the Members for the purposes stated in the requisition. The requisition must state the business to be transacted at the meeting and must be sent to each Director and to the registered office. The Board shall call and hold a meeting of the Members within twenty-one (21) days from receiving the requisition.
- (c) Notice of a special meeting shall be given in the same manner as provided in Article 3.5.
- (d) The notice of a special meeting shall specify the purpose or purposes for which it is called.

3.11 Business at Annual Meeting

At each annual meeting, in addition to the other business transacted, the following reports and statements shall be presented:

- (a) minutes of the previous annual meeting;
- (b) the report of the Chair of the Board;
- (c) report of the auditor including presentation of the audited financial statements;

- (d) the report of the Chief Executive Officer;
- (e) the report of the Chief of Staff;
- (f) election of Directors; and
- (g) appointment of the auditor.

3.12 Written Resolution in Lieu of Meeting

A resolution signed by all of the Members is as valid as if it had been passed at a Members' meeting.

Article 4: Directors

4.1 Size and Composition of Board

As set out in the Articles, the Board shall consist of between ten (10) and eighteen (18) Directors. The Board size shall be fixed at fourteen (14) until changed by Special Resolution. The Board shall consist of:

- (a) ten (10) Directors who satisfy the criteria set out in section 4.3 and who are elected by the Members entitled to vote in accordance with section 4.7 or appointed in accordance with section 4.8; and,
- (b) the Chief Executive Officer, the Chief of Staff, the President of the Medical Staff and the Chief Nursing Executive, as ex-officio non-voting Directors.

4.2 Duties and Responsibilities

Subject to the Act, the Board shall govern and supervise the management of the activities and affairs of the Corporation and may exercise all other powers and do all other acts and things as the Corporation is, by its Articles or otherwise, authorized to exercise and do.

In so acting, every Director and Officer shall:

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

4.3 Qualifications of Directors

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

- (a) is under 18 years old;
- (b) has been found under the Substitute Decisions Act, 1992 or under the Mental Health Act to be incapable of managing property;
- (c) has been found to be incapable by any court in Canada or elsewhere;
- (d) has the status of a bankrupt;
- (e) is an “ineligible individual” as defined in the Income Tax Act (Canada) or any regulations made under it; or
- (f) except by resolution of the Board, is a current employee or member of the Professional Staff (except those employees or members of the Professional Staff identified in section 4.1(b)); is a spouse, child, parent, brother, or sister of a current employee or member of the Professional Staff; or is a person who lives in the same household as a current employee or member of the Professional Staff.

4.4 Vacation of Office

The office of a Director shall be automatically vacated:

- (a) dies;
- (b) resigns office by delivering a written resignation to the Secretary, and the resignation shall be effective at the time it is received by the Secretary or at the time specified in the resignation, whichever is later, or
- (c) ceases to meet the qualifications in section 4.3.

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

4.5 Removal

The office of a Director may be vacated by a simple majority resolution of the Members at a special meeting called for the purpose. The Chair may request the resignation of a Director who fails to meet the Board’s attendance requirements or who fails to comply with the Act, the By-laws and other policies and procedures. A Director may not be absent for three (3) consecutive meetings of the Board or for one-quarter or more of the Board meetings in any twelve (12) month period.

4.6 Election, Term and Maximum Terms

- (a) Directors shall be elected and shall retire in rotation as herein provided. The Directors referred to in subsection 4.1(a) shall be elected for a term of up to three (3) years (as assigned by the Board), provided that each such Director shall hold

office until the earlier of the date on which their office is vacated pursuant to sections 4.4 or 4.5 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 paragraph (b).

- (b) 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 one (1) year or more 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, including partial terms.
- (c) Notwithstanding paragraph (b), the Board may by resolution extend the term of a Director who has been elected as Chair so that the Chair may serve his or her full three (3) year term as Chair.
- (d) Notwithstanding paragraph (b), where a Director was appointed to fill an unexpired term of a Director, the partial term shall be excluded from the calculation of the maximum years of service.

4.7 Nomination Procedure for Election of Directors

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

- (a) The Board shall appoint a committee to act as the nominating committee of the Board.
- (b) The Committee shall:
 - i. solicit names of individuals who could act as Directors;
 - ii. review short-listed applications and candidates, including interviews, to determine the best candidates;
 - iii. nominate individuals for presentation to the Board to fill any vacancies on the Board and use best efforts to ensure that the candidates possess a broad range of skills and experience and are reflective of the population served by the Corporation;

- iv. apply objective criteria (including any criteria as established by the Board from time to time in its Guidelines for the Selection of Directors Policy) to determine the appropriate candidates;
 - v. present to the Board, for approval at an in-camera session of the Board, a slate of candidates for election as Directors; the number of candidates on the slate must not exceed the number of vacancies on the Board; and
 - vi. if requested by the Board, present to the Board at an in-camera session of the Board, the name of each candidate considered and a brief description of the candidate's qualifications.
- (c) The slate of candidates as approved by the Board will be presented to the Members at the annual meeting. Provided the slate is moved and seconded, the candidates shall be elected by acclamation.

4.8 Filling Vacancies

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

4.9 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.

4.10 Director's Consent to Act

An individual who is elected or appointed to hold office as a Director shall, in writing, consent to the election or appointment before or within 10 days after the election or appointment, unless the Director has been elected or appointed where there is no break in the Director's terms of office. If an elected or appointed Director consents in writing after the 10-day period, the election or appointment is valid.

Article 5: Meetings of Directors

5.1 Meetings of Directors

The Board shall meet at such times and in such places as may be determined by the Board, the Chair, a Vice Chair or the Chief Executive Officer.

Special meetings of the Board may be called by the Chair, a Vice Chair or by the Chief Executive Officer and shall be called by the Secretary upon receipt of the written request of four (4) Directors.

5.2 Regular Meetings

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

5.3 Electronic Participation in Meetings

- (a) Any Director may participate in a meeting of the Board by means of telephonic or electronic means that permit all persons participating in the meeting to communicate adequately with each other during the meeting, and a person so participating in a meeting is deemed, for the purposes of the Act and this By-law, to be present at the meeting.
- (b) The Board may determine that a Board meeting may be held entirely by telephonic or electronic means that permits all participants to communicate adequately with each other during 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, a Vice Chair or the Chief Executive Officer may call a meeting on less notice, by such means as are deemed appropriate, provided that notice is given to all Directors and the majority of the Directors consent to the holding of such meeting. In calculating the said forty-eight (48) hour notice period Saturdays, Sundays and statutory holidays shall be excluded.

Notice of a Board meeting need not specify the purpose of or the business to be transacted at the meeting, unless the meeting is intended to deal with any matter that is a Board Exclusive Responsibility.

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 annual meeting of Members at which such Board is elected, provided that no Board Exclusive Responsibility is to be considered.

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 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.

5.10 Adjournment of the Meeting

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

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.

5.12 Written Resolutions in Lieu of Meeting

- (a) A resolution signed by all of the Directors entitled to vote on that resolution at a Board meeting is as valid as if it had been passed at a Board meeting.

- (b) A resolution signed by all of the Board committee members entitled to vote on that resolution at a Board committee meeting is as valid as if it had been passed at a Board committee meeting.

5.13 Consent and Dissent of Director

- (a) A Director who is present at a Board or Board committee meeting is deemed to have consented to any resolution passed or action taken at the meeting, unless:
- i. the Director's dissent is entered in the meeting minutes;
 - ii. the Director requests that their dissent be entered in the meeting minutes;
 - iii. the Director gives their dissent to the secretary of the meeting before the meeting is terminated; or
 - iv. the Director submits their written dissent to the Corporation immediately after the meeting is terminated.
- (b) A Director who votes for or consents to a resolution is not entitled to dissent under this section.
- (c) A Director who was not present at a meeting at which a resolution was passed or action taken is deemed to have consented to the resolution or action unless within seven days after becoming aware of the resolution, the Director:
- i. causes their written dissent to be placed with the meeting minutes; or
 - ii. submits their written dissent to the Corporation.

Article 6: Interest of Directors in Contracts

6.1 Declaration of Conflict

- (a) A Director or officer who:
- i. is a party to a material contract or transaction or proposed material contract or transaction with the Corporation; or
 - ii. is a director or officer of, or has a material interest in, any person who is a party to a material contract or transaction or proposed material contract or transaction with the Corporation,

shall disclose to the Corporation or request to have entered in the minutes of Board meetings the nature and extent of their interest.

(b) The disclosure required by subsection 6.1(a), shall be made:

- i. at the meeting at which a proposed contract or transaction 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.
- iv. if an individual who is interested in a contract or transaction later becomes a Director, at the first meeting after the individual becomes a Director.

(c) The disclosure required by section 5.1(a) must be made, in the case of an officer who is not a Director:

- i. forthwith after the officer becomes aware that the contract or transaction or proposed contract or transaction is to be considered or has been considered at a Board meeting;
- ii. if the officer becomes interested after a contract is made or transaction is entered into, forthwith after the officer becomes so interested; or
- iii. if an individual who is interested in a contract or transaction later becomes an officer, forthwith after the individual becomes an officer.

(d) If the contract or transaction or proposed contract or transaction in respect of which a disclosure is required to be made for the purposes of section 5.1(a) is one that, in the ordinary course of the Corporation's business, would not require approval of the Board or Members, then the Director or officer shall disclose to the Corporation, or request to have entered in the minutes of Board meetings, the nature and extent of their interest forthwith after the Director or officer becomes aware of the contract or transaction or proposed contract or transaction.

(e) Except as permitted by the Act, a Director referred to in section 5.1(a) shall not attend any part of a Board meeting during which the contract or transaction is discussed and shall not vote on any resolution to approve the contract or transaction or otherwise attempt to influence the voting thereon.

- (f) If no quorum exists for the purposes of voting on a resolution to approve a contract or transaction only because one or more Director(s) are not permitted to be present at the meeting by virtue of section 5.1(e), the remaining Directors are deemed to constitute a quorum for the purpose of voting on the resolution.
- (g) A contract or transaction for which disclosure is required under section 5.1(a) is not void or voidable, and the Director or officer is not accountable to the Corporation or the Members for any profit or gain realized from the contract or transaction, because of the Director's or officer's interest in the contract or transaction or because the Director was present or was counted to determine whether a quorum existed at the Board or Board committee meeting that considered the contract or transaction, if:
 - i. disclosure of the interest was made in accordance with this section;
 - ii. the Board approved the contract or transaction; and
 - iii. the contract or transaction was reasonable and fair to the Corporation when it was approved.
- (h) For the purposes of section 5.1, a general notice to the Board by a Director or officer disclosing that the individual is a director or officer of, or has a material interest in, a person, or that there has been a material change in the Director's or officer's interest in the person, and is to be regarded as interested in any contract or transaction entered into with that person, is sufficient disclosure of interest in relation to any such contract or transaction.
- (i) 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

- (a) The Corporation shall indemnify a Director or officer of the Corporation, a former Director or officer of the Corporation, or an individual who acts or acted at the Corporation's request as a director or officer, or in a similar capacity, of another entity, against all costs, charges, and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by the individual in respect of any civil, criminal, administrative, investigative, or other action or proceeding in which the individual is involved because of that association with the Corporation or other entity.
- (b) The Corporation may advance money to an individual referred to in section 7.2(a) for the costs, charges, and expenses of an action or proceeding referred to in that section, but the individual shall repay the money if the individual does not fulfil the conditions set out in section 7.2(c).
- (c) The Corporation shall not indemnify an individual under section 7.2(a) unless:
 - i. the individual acted honestly and in good faith with a view to the best interests of the Corporation or other entity, as the case may be; and
 - ii. if the matter is a criminal or administrative proceeding that is enforced by a monetary penalty, the individual had reasonable grounds for believing that their conduct was lawful.
- (d) The indemnity provided for in section 7.2(a) shall not apply to any liability that a Director or officer, or former Director or officer, of the Corporation, or individual, may sustain or incur as the result of any act or omission as a Professional Staff member.

7.3 Insurance

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

Article 8: Committees

8.1 Committees

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

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

8.2 Functions, Duties, Responsibilities and Powers of Committees

- (a) 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.
- (b) The Board may delegate decision-making authority to a committee on the following conditions:
 - a. the Board may not delegate any Board Exclusive Responsibility to a committee; and
 - b. only Directors may be voting members of that Committee.

8.3 Committee Members, Chair, Voting

- (a) Unless otherwise provided by by-law or by Board resolution, the Board shall appoint the members of the committee, the chair of the committee and, if desirable, the vice chair thereof. The members of any committee (other than an Executive Committee, if any) need not be Directors of the Corporation.
- (b) The Board shall ensure that a majority of the members of any audit committee cannot be either officers or employees of the Corporation.
- (c) The members and the chair and vice 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.
- (d) Unless otherwise provided, the Chair of the Board and Chief Executive Officer shall be ex-officio members of all committees; they shall have the right to vote and shall count for the purposes of quorum.
- (e) Unless otherwise provided, all Committee members shall have the right to vote.

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.

8.5 Executive Committee

(a) The Board shall 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 (save and except any Board Exclusive Responsibility), subject to such restrictions as may be imposed by the Board by resolution. The Executive Committee shall fix its quorum at not less than a majority of its members. Any Executive Committee member may be removed by a majority vote of the Board.

(b) The Executive Committee shall include:

- i. the Board Chair;
- ii. the Board Vice-Chair;
- iii. any other Chairs of standing Board committees;
- iv. the Chief Executive Officer, non-voting; and
- v. the Chief of Staff, non-voting.

Article 9: Officers

9.1 Officers

Subject to the Act, the Articles, and this By-law, the Board may designate the offices of the Corporation, appoint officers, specify their duties, and delegate to them powers to manage the activities and affairs of the Corporation, except powers to do anything that constitutes a Board Exclusive. The officers of the Corporation shall include:

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

and may include such other officers as the Board may by resolution determine.

The Board shall appoint the officers at its first meeting following the annual Members' meeting at which the Directors are elected or at other times when a vacancy occurs. A Director may be appointed to any office of the Corporation. The Chief Executive Officer shall be the Secretary. The same individual may hold more two or more offices (except one individual may not hold the offices of Chair and Vice Chair). The Board shall appoint the Chair and Vice Chair(s) from among the elected Directors.

9.2 Terms of Office

- (a) Unless otherwise provided in this By-law, the Chair of the Corporation shall hold office for three (3) years from the date of appointment or election until his or her successor is elected or appointed and shall be eligible for reappointment.
- (b) The Vice-Chair is intended to hold office for three (3) years from the date of appointment or election until their successor is elected or appointed, subject to re-election to the Board where applicable, and they are eligible for reappointment.
- (c) 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 the Board may specify. The Chair shall be an *ex-officio* member of all committees of the Board. The Chair shall be elected for a three (3) year term.

10.2 Vice Chair

A Vice Chair shall, in the absence, disability, or unwillingness of the Chair, perform the duties and exercise the powers of the Chair and shall perform those other duties as the Board may specify. Where two or more Vice Chairs are appointed they shall be designated First Vice Chair, Second Vice Chair, and so on. The Chair, or failing the Chair, the Board, shall designate which of the Vice Chairs shall exercise the powers and perform the duties of the Chair as contemplated in this section.

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.

10.4 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, 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 shall give or cause to be given notice of all meetings of the Members and of the Board of Directors and shall perform such other duties as may be prescribed by the by-laws or the Board. The Board may appoint the Chief Executive Officer as the Secretary of the Corporation.

10.5 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

- (a) Subject to section 11.3, deeds, transfers, mortgages, conveyances, obligations, certificates or any other similar instruments or documents requiring the signature of the Corporation shall be signed by:
- i. any one of the Chair or a Vice Chair; and
 - ii. the Chief Executive Officer (or designate).

All instruments or documents so signed shall be binding upon the Corporation without any further authorization or formality.

- (b) All contracts and agreements shall be signed as set out in the Board's Signing Authority Policy for Contracts, as amended from time to time.

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 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 be duly licensed under the *Public Accounting Act, 2004* (Ontario) and shall be independent of the Corporation and its Directors and officers. The auditor shall hold office until the next annual meeting, provided that the Board shall immediately fill any mid-term vacancy in the office of auditor for the unexpired term. 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, reissue sell or pledge securities (including bonds, debentures, notes or other similar obligations, secured or unsecured) of the Corporation;
- (c) give a guarantee on behalf of the Corporation to secure performance of an obligation of any person; or

- (d) 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 Articles and any limitations accompanying a gift, the Board is authorized to make or receive any investments which the Board in its discretion considers advisable.

Article 12: Books and Records

12.1 Books and Records

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

Article 13: Confidentiality

13.1 Confidentiality

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

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

13.2 Board Spokesperson

The Board shall give authority to the Chair and the Chief Executive Officer to make statements to the news media or public about matters brought before the Board; the Board may give other Directors similar authority with respect to specific matters brought before the Board.

Article 14: Professional Staff

14.1 Professional Staff

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

Article 15: Matters Required by the *Public Hospitals Act*

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

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

15.2 Fiscal Advisory Committee

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

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

16.2 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: Unincorporated Volunteer Associations

17.1 Authorization

The Board may sponsor the formation of an unincorporated voluntary association(s) as it deems advisable.

17.2 Purpose

Such associations shall be conducted with the advice of the Board for the general welfare and benefit of the Corporation and its clients.

17.3 Control

Each such association shall elect its own officers and formulate its own by-laws, but at all times the by-laws, objects and activities of each such association shall be subject to review and approval by the Board.

17.4 Representation on Board

The Board may determine a mechanism to provide for representation by the voluntary association(s) on the Board.

17.5 Auditor

- (a) Each unincorporated voluntary association shall have its financial affairs reviewed for the purposes of assuring reasonable internal control. Subject to Board approval, a review engagement is acceptable for this purpose.
- (b) The auditor for the Hospital may be the auditor for the voluntary association(s) under this Article.

Article 18: Notices

18.1 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.

Any notice sent by the following means shall conclusively be deemed to be received as provided below:

- (a) if by electronic means, on the next business day after transmission;
- (b) if delivered, at the time of delivery; and
- (c) if by prepaid mail, subject to section 18.1, on the fifth business day following its mailing.

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

rather any notice must then be sent by an alternative method which it may reasonably be anticipated will cause the notice to be received reasonably expeditiously by the addressee.

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

The Secretary may change or cause to be changed the recorded address of any Director, officer, Board committee member, Member, or auditor in accordance with any information believed by them to be reliable.

18.2 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.

18.3 Omissions and Errors

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

18.4 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, unless the attendance is for the express purpose of objecting to the transaction of any business on the grounds the meeting was not lawfully called.

Article 19: Amendment of By-laws

19.1 Amendment

Excluding amendments that require a Special Resolution, 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 and sanctioned by at least a

majority of the Members entitled to vote and voting at the next meeting of Members duly called for the purpose of considering the said by-law.

19.2 Effect of Amendment

Subject to the Act and to section 19.3 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) if the matter requires a Special Resolution, at the time of Member approval by Special Resolution.

19.3 Member Approval

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

The Members entitled to vote at the 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.

19.4 Amendments to Professional Staff By-law

Prior to submitting all or any part of the Professional Staff By-law to the process established in sections 19.1 and 19.3, the procedures set out in the Professional Staff By-law shall be followed.