

# **WOMEN'S COLLEGE HOSPITAL**

## **BY-LAW NO. 2**

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# **WOMEN’S COLLEGE HOSPITAL**

## **BY-LAW NO. 2**

### **PREAMBLE**

WHEREAS it is the intent of Women’s College Hospital to serve the community, and whereas the objects of Women’s College Hospital are:

To establish, equip, maintain, operate and conduct a public hospital for the reception, support and treatment of persons requiring clinical care;

To promote and support causes pertaining to general health, patient dignity and the interests of women;

To participate in the dissemination of information and in any educational activities designed and carried on to promote the general health of the community;

To promote, carry on, encourage and foster a program of teaching and research; and

Subject to the provisions of the *Public Hospitals Act*, to perform such lawful acts as are deemed necessary or expedient to attain these objects.

WHEREAS the Board of Directors of Women’s College Hospital deems it expedient that By-law No. 2 as last amended on June 16, 2022 (“By-law No. 2 2022”) be cancelled and revoked and that the following By-law No. 2 be adopted for regulating the affairs of the Corporation;

Such repeal of By-law No. 2 2022 shall not affect the previous operation of such by-laws or affect the validity of any act done or right, privilege, obligation or liability acquired or incurred under the validity of any contract or agreement made pursuant to such by-laws prior to their repeal. All officers and persons acting under such repealed by-laws shall continue to act as if appointed under the provisions of this by-law and all resolutions of the Members or Board of Directors with continuing effect passed under such repealed by-laws shall continue good and valid, until amended or repealed, except to the extent inconsistent with this By-law.

NOW THEREFORE be it enacted and it is hereby enacted that By-law No. 2 2022 be repealed, cancelled and revoked and that the following By-law No. 2 be substituted and adopted in lieu thereof.

## **ARTICLE 1 INTERPRETATION AND DEFINITIONS**

### **1.1 DEFINITIONS**

#### **1.1.1 In this By-law:**

##### **EQUITY – Proactively promote equity:**

Actively seek opportunities to identify and promote equity for racialized, marginalized, and equity-deserving groups. Accommodate, protect or support differences, including, but not limited to protected grounds under the *Human Rights Code*, such as race, sex and gender, religious, cultural, political and other differences, among people and groups.

##### **INCLUSION – Act as *Inclusive Leaders* and *Racially Responsive Leaders*:**

Embody and practice principles of *Inclusive Leadership* in all decision making, which includes: the *introspection* of one's positionality and how it impacts how others perceive them; the *intention* of promoting and following anti-oppressive policies, practices, and procedures; and the *integration* of implementing these policies in all aspects of their decision-making and day-to-day affairs.

##### **INTEGRITY - Act with integrity:**

Give priority to ethical considerations even when there is a strong drive for self-interest or other desires, or where violating ethical requirements could pass unnoticed.

##### **JUSTICE - Promote justice and fairness:**

Actively treat people and groups fairly and equitably by treating morally relevant cases alike, by promoting fair and equitable relations among individuals and ethno-racial groups, and by ensuring fair and equitable access to resources and opportunities, including fair and equitable distribution of benefits and burdens.

##### **NON-MALEFICENCE - Act so as to do no harm:**

Avoid causing harm to individuals or groups, or risking harms of significant magnitude and probability.

**PATIENT, FAMILY AND CAREGIVER EXPERIENCE** Organize and provide care and services, interventions and interactions in ways that respect and respond to the patient's or family's values, race, abilities, socio-cultural identities, preferences, decisions, and self-identified best interests.

##### **POSITIONALITY – Understand one's own identity**

Understand and mitigate how one's identity (including, but not limited to, race, gender, ability, and class) impacts decision-making and interpersonal relations with colleagues. Mitigate unconscious and conscious power dynamics that create inequitable and oppressive environments.

- (1) “**Act**” means the Not-for-Profit Act, 2010, S.O. 2010, c.15, as amended from time to time and any successor legislation thereto;
- (2) “**Annual Meeting**” means the annual meeting of the Members of the Corporation, pursuant to section 5.1 of this By-law;
- (3) “**Association of Volunteers**” means Association of Volunteers, Women’s College Hospital;
- (4) “**Board**” or “**Board of Directors**” means the board of directors of Women’s College Hospital, being the governing body of the Corporation;
- (5) “**Board Committee**” means any committee established by by-law, resolution or otherwise by the Board;
- (6) “**By-law**” means this By-law No. 2 as amended from time to time;
- (7) “**Chair**” or “**Chair of the Board**” means the person elected to that office pursuant to section 24.1.2 of this By-law;
- (8) “**Chief Executive Officer**” means the President and Chief Executive Officer who has for the time being the direct and actual superintendence and charge of the Hospital;
- (9) “**Chief Nursing Executive**” means the senior nurse employed by the Hospital who reports directly to the Chief Executive Officer and who is responsible for nursing services provided in the Hospital;
- (10) “**Community Stakeholder**” means a community stakeholder pursuant to 3 of this By-law;
- (11) “**Corporation**” or the “**Hospital**” means Women’s College Hospital, with its head office located at 76 Grenville Street, Toronto, Ontario;
- (12) “**Director**” means a member of the Board;
- (13) “**Equity Policy**” means the Equity Policy and Recommendations for Management as approved by the Board on March 4, 2002 and any successor thereto;
- (14) “**ex officio**” means membership by virtue of the office and includes all rights, responsibilities, and power to vote unless otherwise specified;
- (15) “**Executive Committee**” means the committee referred to in section 32.1 of this By-law;

- (16) **“Fiscal Advisory Committee”** means the committee referred to in section 32.3 of this By-law;
- (17) **“Foundation”** means the Women’s College Hospital Foundation;
- (18) **“Foundation Board”** means the board of directors of the Foundation, being the governing body of the Foundation;
- (19) **“Governance and Nominating Committee”** means the committee referred to in section 32.4 of this By-law;
- (20) **“Head Office”** means the head office of the Corporation as set out in Article 40;
- (21) **“Hospital Management Regulations”** means Ontario Regulation 965 ;
- (22) **“Immediate Family”** means an individual’s spouse, partner, parent, child, sibling, parent-in-law, child-in-law, sibling-in-law and anyone (other than an employee or either the individual or the individual’s family member) who shares the individual’s home;
- (23) **“Medical Advisory Committee”** means the committee formed pursuant to the Public Hospitals Act and the Medical Staff By-laws;
- (24) **“Medical Staff”** means any person appointed by or pursuant to the authority of the Board to the medical staff of the Hospital in accordance with the Medical Staff By-laws;
- (25) **“Medical Staff Association”** means the medical staff association established in the Medical Staff By-laws
- (26) **“Medical Staff By-laws”** means the Women’s College Hospital Medical Staff By-laws, as amended from time to time;
- (27) **“Medical Staff”** means the physicians who are granted privileges in the Hospital by the Board;
- (28) **“Member”** means a member of the Corporation pursuant to Article 2 of this Bylaw;
- (29) **“Officer”** means an officer of the Corporation pursuant to Article 24;
- (30) **“Personal Health Information”** has the meaning set forth in the *Personal Health Information Protection Act, 2004*;



- (31) “**President**” means the Chief Executive Officer and Administrator of the Hospital appointed by the Board pursuant to Article 33;
- (32) “**Public Accounting Act**” means the *Public Accounting Act, 2004* S.O. 2004. c. 8.
- (33) “**Public Hospitals Act**” means the *Public Hospitals Act*, R.S.O. 1990, c. P.40 and the regulations thereunder;
- (34) “**Quality, Academic and Equity Committee**” means the committee referred to in section 32.6 of this By-law;
- (35) “**Resources Committee**” means the committee referred to in section 32.2 of this By-law;
- (36) “**Secretary**” means the person appointed to that office pursuant to section 28.1.1(a) of this By-law;
- (37) “**Special Meeting**” means a special meeting of the Members of the Corporation pursuant to section 5.2 of this By-law;
- (38) “**Supermajority Approval of the Board**” means a resolution passed by at least 75% of the votes cast by those Directors entitled to vote at a meeting of the Board;
- (39) “**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;
- (40) “**Treasurer**” means the person appointed to that office pursuant to section 27.1.1(a) of this By-law;
- (41) “**University**” means the University of Toronto;
- (42) “**Vice-Chair**” means the person or persons appointed to that office pursuant to section 24.1.2 of this By-law;

## **1.2 INTERPRETATION**

**1.2.1** Where the context permits, words imparting the singular shall include the plural.

## **ARTICLE 2 MEMBERS OF THE CORPORATION**

### **2.1 ADMISSION**

- 2.1.1** The Members of the Corporation shall be only those persons who are members of the Board of Directors from time to time, who shall be ex-officio members for so long as they serve as Directors.
- 2.1.2** No fees or remuneration shall be payable to the Members, provided that a Director may be reimbursed reasonable expenses incurred by the Director in the performance of their duties.

### **2.2 TERMINATION OF MEMBERSHIP**

- 2.2.1** Membership in the Hospital is not transferrable and shall automatically terminate when a Member ceases to be a Director.

### **2.3 VOTING RIGHTS**

- 2.3.1** A Member of the Corporation is entitled to one vote.

## **ARTICLE 3 COMMUNITY STAKEHOLDERS**

### **3.1 INDIVIDUAL COMMUNITY STAKEHOLDERS**

- 3.1.1** An individual shall be a Community Stakeholder if:
- (a) such individual (i) has made or caused to be made a charitable donation either in support of the Hospital or to the Foundation;
  - (b) such individual has been appointed by the Board as a member of a Community Advisory Panel pursuant to Article 4;
  - (c) such individual is a member of the Association of Volunteers;
  - (d) such individual has been appointed as a member of the Medical Staff; or
  - (e) such individual has been identified as an Honorary Governor pursuant to the Board of Directors policy with regard to Honorary Governors.

### **3.2 CORPORATE COMMUNITY STAKEHOLDERS**

Any association or corporation, including public and private foundations, shall be a Community Stakeholder if it has made or caused to be made a charitable donation or provided a gift in support of the Hospital or to the Foundation.

### **3.3 ROLE**

**3.3.1** The Corporation recognizes the important role played by its Community Stakeholders in generously contributing their skills, talents, time, effort and support in many ways to the Hospital and its patients.

**3.3.2** A Community Stakeholder is a valued part of the Hospital community.

## **ARTICLE 4 COMMUNITY ADVISORY PANELS**

**4.1.1** The Board may establish Community Advisory Panels of the Hospital as a means of increasing engagement in and fulfilling the objects of the Hospital.

**4.1.2** A Community Advisory Panel will include Directors and individuals who will serve as an advisory group and provide advice to the Board and Hospital administration and act as a liaison between the Hospital and the surrounding communities on specific matters of common interest and concern.

**4.1.3** The Board shall appoint the chair and members of each Community Advisory Panel.

**4.1.4** The Board shall prescribe the terms of reference for any Community Advisory Panel.

**4.1.5** The Board, by Supermajority Approval, may dissolve any Community Advisory Panel at any time.

## **ARTICLE 5 MEETINGS OF THE CORPORATION**

### **5.1 ANNUAL MEETING**

**5.1.1 Time and Place** – The Annual Meeting of the Corporation shall be held in each year on such day between the 1st day of April and the 31<sup>st</sup> day of July unless otherwise approved by the Board, provided such variation is directed by the Minister of Health, all in accordance with the Public Hospitals Act. The Annual Meeting shall be at such place in Ontario as the Board may determine, but not more than fifteen months after the holding of the last preceding Annual Meeting.

**5.1.2 Notice** – Notice of the time and place for holding the Annual Meeting of the Members of the Corporation shall be given by one of the following methods:

- (a) by sending it to the auditor of the Corporation and each Member by prepaid mail, or other mutually agreed upon and accessible means of communication, not less than ten (10) days and not more than fifty (50) days before the date of the meeting to the last address of the Member as shown on the records of the Corporation or in any other manner permitted by the Public Hospitals Act; and
- (b) by publication at least once a week for two (2) successive weeks next preceding the meeting in an accessible means of communication, including, but not limited to: newspaper or newspapers, websites, and social media. Communications will be circulated in the municipality or municipalities in which Members of the Corporation reside as shown by their addresses on the records of the Corporation as well as within Toronto.

**5.1.3** Not less than 21 days, or a prescribed number of days, before each Annual Meeting or before the signing of a resolution in lieu of the Annual Meeting, the Corporation shall give a copy of the Board-approved financial statements, auditor's report, and any further information respecting the financial position of the Corporation and the results of its operations required by the Articles or this By-law to all Members who have informed the Corporation that they wish to receive a copy of those documents.

**5.1.4** No error or omission in giving notice of a meeting of Members of the Corporation shall invalidate resolutions passed or proceedings taken at the meeting.

**5.1.5 Quorum** – A quorum for the Annual or any Special Meeting of the Corporation shall consist of a majority of the Members present and entitled to vote. 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 quorum is not present throughout the meeting.

**5.1.6 Business** – The business transacted at the Annual Meeting of the Members of the Corporation shall include the following items:

- (a) approval of the minutes of the previous Annual Meeting;
- (b) report of the unfinished business from any previous meeting of the Corporation;
- (c) report of the Chair of the Board;
- (d) report of the Chief Executive Officer;
- (e) report of the Treasurer;

- (f) report of the auditor and receipt of audited financial statements;
- (g) appointment of the auditor to hold office until the next Annual Meeting and authority for Directors to fix the remuneration of the auditor;
- (h) election of Directors; and
- (i) other business.

**5.1.7 Calling Meetings.** The Board or Chair shall have the power to call, at any time, a Members' meeting. If the Board, Chair, or Members call a Members' meeting, the Board or Chair may determine that the meeting be held entirely by telephonic or electronic means that permits all participants to communicate adequately with each other during the meeting.

## **5.2 SPECIAL MEETINGS**

**5.2.1 Time and Place** – Special Meetings of the Corporation shall be held at such time and place in an accessible location in Ontario as may be determined by the Board.

**5.2.2** The Board or Chair may, at any time, call a Special Meeting of the Members for the transaction of any business which is to be specified in the notice calling the meeting with an outline in sufficient detail of the business to be transacted in a manner that permits a Member to form a reasoned judgment of the business, along with the text of any special resolution to be submitted to the meeting.

## **5.3 VOTING**

### **5.3.1 Voting**

- (a) Each Member in attendance at a Members' meeting shall be entitled to one vote on each matter.
- (b) At all Members' meetings, every question shall be determined by a majority of votes cast, unless otherwise specifically provided by the Act or this By-law.
- (c) If there is a tie vote at a Members' meeting, the chair of the meeting shall not have a second vote to break the tie.
- (d) Subject to the Articles, voting at a Members' meeting shall be by show of hands unless a Member demands a ballot.

- (e) A Member may demand a ballot either before or after any vote. A Member may withdraw a demand for a ballot.
- (f) Unless a ballot is demanded, an entry in the minutes of a meeting to the effect that the chair of the meeting declared a resolution to be carried or defeated is, in the absence of evidence to the contrary, proof of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.

**5.3.2 Proxy Voting** – No Member of the Corporation shall vote by proxy at any meeting of the Corporation.

## **5.4 ADJOURNED MEETINGS**

- 5.4.1** If a quorum is not present within one hour after the time appointed for a meeting of the Corporation, the meeting shall stand adjourned until a day within thirty (30) days from the date of the adjourned meeting to be determined by the Board. No notice to a Member is required for a meeting adjourned in compliance with this section.
- 5.4.2** At least three (3) days' notice of the rescheduled meeting following an adjournment shall be given by publication in a newspaper circulated in Toronto and posted on websites and social media.
- 5.4.3** If a Members' meeting is adjourned by one or more adjournments for an aggregate of more than 30 days, notice of the meeting that continues the adjourned meeting shall be given in accordance with section 5.1.2.

## **5.5 CHAIR**

**5.5.1** The meetings of the Corporation shall be chaired by:

- (a) the Chair;
- (b) the Vice-Chair if the Chair is absent, unable or unwilling to act; or
- (c) a Member of the Corporation elected by the Members present if the Chair and Vice-Chair are both absent, unwilling 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 Members from those present, shall choose a Member to preside at the election.

**5.5.2** The chair of the meeting shall vote only in order to break a tie, except where there is a tie in the election of Directors, in which case the vote shall be decided by lot in a manner to be determined by the chair of the meeting.

## **5.6 WRITTEN RESOLUTION IN LIEU OF MEETING**

**5.6.1** Except as provided in the Act, a resolution signed by all of the Members is as valid as if it had been passed at a Members' meeting.

## **5.7 TELEPHONIC OR ELECTRONIC MEMBERS' MEETINGS**

**5.7.1** Any person entitled to attend a Members' meeting may participate in the meeting by telephonic or electronic means that permits all participants to communicate adequately with each other during the meeting if the Corporation makes these means available. A person so participating in a meeting is deemed to be present at the meeting.

## **5.8 FISCAL YEAR**

**5.8.1** Until changed by the Board, the fiscal year of the Corporation shall end with the 31st day of March in each year, or as otherwise prescribed by law.

# **ARTICLE 6 BOARD COMPOSITION AND TERM**

## **6.1 BOARD COMPOSITION**

**6.1.1** Subject to the Articles, the Board shall consist of:

(a) sixteen (16) Directors<sup>1</sup> elected in rotation by the Voting Members of the Corporation, each for a three (3) year term (or, in the case of a Director elected to replace a Director who has not completed the full three-year term, for the period remaining in such term); and

(b) the eight (8) *ex officio* Directors as set out in section 6.1.5 and section 6.1.6.

**6.1.2** The number of elected Directors under section 6.1.1(a) shall always be greater than the number of *ex officio* Directors under section 6.1.5 and 6.1.6, which fixed number of Directors may be changed, from time to time, in accordance with the provisions of the Act.

- 6.1.3** For certainty, the Board shall continue its practice in place as of the date this By-law is adopted of electing Directors in rotation provided that the three (3) year terms of at least four (4) Directors expire in each year.
- 6.1.4** The Board shall be representative of the communities that we serve. Representation will be reviewed on an annual basis and will inform our nominating and recruitment process.
- 6.1.5** *Ex officio* Directors – The *ex officio* Directors shall be:
- (a) one (1) representative of the Association of Volunteers, elected from among the members of the Association of Volunteers for a three (3) year term;
  - (b) the Chair of the Foundation Board or the Chair of the Foundation Board's designate; and
  - (c) the Dean of Medicine of the University.
- 6.1.6** The Chief Executive Officer, the Chair of the Medical Advisory Committee, the President of the Medical Staff Association who is also the President of the Medical Staff, the Vice-President of the Medical Staff Association who is also the Vice-President of the Medical Staff, and the Chief Nursing Executive shall be non-voting *ex officio* members of the Board.
- 6.1.7** For greater certainty, any person nominated to be, or serving as, an *ex officio* Director pursuant to sections 6.1.4, must meet all of the qualifications of Directors as set out in Article 7.

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<sup>1</sup> Elected Directors increased from 13 to 16 on June 26, 2007.



## **6.2 TERM OF OFFICE OF DIRECTORS**

- 6.2.1** Except for the Chief Executive Officer, the Chief Nursing Executive, the President of the Medical Staff Association, the Vice-President of the Medical Staff Association, the Chair of the Medical Advisory Committee, the Dean of Medicine of the University and the Chair of the Foundation Board, a Director may serve a maximum of three (3) consecutive terms of office (plus the unexpired term if the Director was appointed to fill a midterm vacancy); provided, however, that the term of the Director who is Chair may be extended by one (1) year to complete their two (2) year term of office as Chair or in special circumstances that arise pursuant to Article 24.1.4 and following a break in the continuous service of at least one (1) year, the same person may be re-elected or re-appointed a Director.

## **ARTICLE 7 QUALIFICATIONS OF DIRECTORS**

- 7.1.1** No individual shall be qualified for election or appointment as a Director if the individual:
- (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; and
  - (e) is an “ineligible individual” as defined in the *Income Tax Act* (Canada) or any regulations made under it.
- 7.1.2** No member of the Medical Staff of the Hospital shall be eligible for election or appointment to the Board, except as otherwise provided in the by-laws or as mandated by law.
- 7.1.3** No employee of the Hospital shall be eligible for election or appointment to the Board except as otherwise provided in this By-law or as mandated by law.
- 7.1.4** The Board’s decision as to whether or not a candidate is qualified to stand for election shall be final.

- 7.1.5** 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 8 NOMINATIONS FOR ELECTION OF DIRECTORS**

- 8.1.1** Subject to Article 6 and all other provisions of this By-law, nominations for election as a Director at the Annual Meeting of Members of the Corporation may be made only by:

- (a) the Governance and Nominating Committee of the Board; or
- (b) Members of the Corporation provided that each nomination by Members is,
  - (i) in writing and signed by at least two (2) Members in good standing, and
  - (ii) accompanied by a written declaration signed by the nominee that the nominee will serve as a Director in accordance with this By-law if elected, and
  - (iii) submitted to and received by the Secretary at least thirty (30) days before the date of the Annual Meeting.

## **ARTICLE 9 ATTENDANCE AT MEETINGS**

- 9.1.1** No Director shall miss three consecutive meetings. The Board may make exceptions for a Director who misses a meeting by reason of an extraordinary circumstance.

## **ARTICLE 10 RESIGNATION BY A DIRECTOR**

- 10.1.1** A Director may resign the Director's office by communicating in writing to the Secretary which resignation shall be effective at the time it is received by the Secretary or at the time specified in the notice, whichever is later.

## **ARTICLE 11 REMOVAL OF A DIRECTOR**

**11.1.1** In accordance with the Act, the Members may by a resolution passed by at least two-thirds (2/3) of the votes cast at a Special Meeting of Members of which notice specifying the intention to pass such resolution has been given, remove any elected Director before the expiration of the Director's term of office, and may, by a majority of the votes cast at that meeting, elect any person in the Director's stead for the remainder of the term.

**11.1.2** Failure of an elected Director to attend three (3) consecutive meetings of the Board shall be deemed to constitute resignation of that Director and the Board may by resolution accept such resignation. The Board may make exceptions for those Directors whose attendance is affected by extraordinary circumstances.

## **ARTICLE 12 VACANCY**

**12.1.1** The office of a Director shall automatically be vacated if the Director,

- (a) by notice in writing to the Secretary, resigns the Director's office, which resignation shall be effective at the time it is received by the Secretary or at the time specified in the notice, whichever is later;
- (b) dies; or
- (c) becomes bankrupt.

**12.1.2** If a vacancy occurs for any reason among the Directors, so long as there is a quorum of Directors in office, such vacancy may be filled by an eligible person elected by the Board to serve until the next Annual Meeting.

**12.1.3** At the next Annual Meeting, in addition to the election of Directors to fill the vacancies caused by the expiry of Directors' terms, or otherwise, the Members at the meeting shall elect an additional Director to fill the unexpired term, if any, created by any vacancy referred to in section 12.1.1.

## **ARTICLE 13 RESPONSIBILITIES OF THE BOARD**

**13.1.1** The Board of Directors shall be responsible for the governance and supervision of the activities and affairs of the Corporation.

**13.1.2** The Board of Directors shall be responsible, without limitation, as follows:

- (a) to develop and review on a regular basis the mission, objectives and the Board's strategic plan of the Corporation to meet the diverse healthcare needs of the community;
- (b) to establish, on an annual basis, Board goals and objectives (separate from the Corporation's goals and objectives) to ensure the effective and efficient governance of the Hospital within available resources;
- (c) to establish procedures for monitoring and to monitor the activities of the Hospital for compliance with the requirements of the Public Hospitals Act, the by-laws of the Hospital and other applicable legislation and to take such measures as the Board considers necessary to ensure such requirements are being complied with;
- (d) to set, promote, and safeguard the vision, mission, and values of the Hospital;
- (e) to establish policies that recognize but are not limited to interpersonal and systemic racism and oppression, which will provide the framework for the management and operation of the Hospital;
- (f) to establish the selection process for the engagement of a Chief Executive Officer and to hire the Chief Executive Officer in accordance with the process;
- (g) annually to conduct the Chief Executive Officer's formal performance evaluation and to review and approve the Chief Executive Officer's compensation and to set the Chief Executive Officer's goals and objectives for the coming year;
- (h) to delegate responsibility and concomitant authority to the Chief Executive Officer for the management and operation of the Hospital and require accountability to the Board;
- (i) at any time to revoke or suspend the appointment of the Chief Executive Officer with cause;
- (j) to appoint the Chair of the Medical Advisory Committee, following consultation with the Medical Advisory Committee;
- (k) to delegate responsibility and concomitant authority to the Medical Advisory Committee for the supervision of the practice of Medical Staff at the Hospital and require accountability to the Board;

- (l) to appoint and re-appoint physicians to the Medical Staff and delineate the respective privileges after considering the recommendations of the Medical Advisory Committee, the Hospital's resources, and whether there is a need for such services in the community, in accordance with legislative and by-law requirements;
- (m) to ensure that the services which are provided have properly qualified staff and appropriate facilities;
- (n) to ensure mechanisms and policies are in place to provide a high quality of care for patients in the Hospital;
- (o) to ensure mechanisms and policies are in place with respect to education and research;
- (p) to ensure mechanisms and policies are in place to respect and protect the dignity, safety, and well-being of *all* staff, patients, and community members, with particular concern for members of racialized and Indigenous communities and equity-deserving groups;
- (q) to ensure that quality assurance, risk management and utilization review methods are established for the regular evaluation of the quality of care of patients in the Hospital, and that all Hospital services are regularly evaluated in relation to generally accepted standards and require accountability on a regular basis;
- (r) to ensure that the Chief Executive Officer, the Medical Staff, the Chief Nursing Executive, staff nurses and nurses who are managers develop plans to deal with:
  - (i) emergency situations that could place a greater than normal demand on the services provided by the Hospital or disrupt the normal Hospital routine; and
  - (ii) the failure to provide services by persons who ordinarily provide services in the Hospital;
- (s) to regularly review the functioning of the Hospital in relation to the objects of the Corporation as stated in the letters patent, supplementary letters patent and the bylaws, and demonstrate accountability for its responsibility to the Annual Meeting of the Corporation;
- (t) to approve the annual budget for the Hospital;
- (u) to establish an investment policy consistent with the provisions of this By-law, including Article 42;

- (v) to recruit individuals as Directors who are knowledgeable, skilled, committed and representative of the community served;
- (w) to be committed to an effective Board orientation program and the continuing education of the members of the Board;
- (x) to ensure an environment within the Board which encourages open and honest discussion and respect for the expression of different viewpoints;
- (y) to evaluate its own performance in relation to its responsibilities and periodically review and revise governance policies, processes and structures as appropriate;
- (z) provide leadership to the community and healthcare institutions throughout the world in the areas of women's health and academic ambulatory care; and
- (aa) to work collaboratively with the Quality, Academic and Equity Committee and community agencies and institutions to identify and meet the diverse healthcare needs of the community.

#### **ARTICLE 14 DUTIES AND RESPONSIBILITIES OF EVERY DIRECTOR**

##### **14.1.1 Every Director shall:**

- (a) be loyal to the Corporation;
- (b) exercise the powers and discharges the duties of the office honestly, in good faith and in the best interests of the Corporation; and
- (c) exercise equitable degree of care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

##### **14.1.2 In contributing to the achievement of the responsibilities of the Board as a whole, each Director shall:**

- (a) adhere to and promote the Hospital's mission, vision, equity vision, and values;
- (b) work positively, co-operatively and respectfully as a member of the team with other Directors and with the Hospital's management and staff;
- (c) respect and abide by Board decisions;
- (d) serve on at least one (1) standing committee;

- (e) complete the necessary background preparation in order to participate effectively in meetings of the Board and its committees;
- (f) keep informed about,
  - (i) matters relating to the Corporation,
  - (ii) the geographic and ethno-racial communities served, including, but not limited to, Communities of Colour,
  - (iii) the social determinants of health as outlined by Health Canada, and
  - (iv) other health care services provided in the region;
- (g) participate in the initial orientation as a new Director and in ongoing Board education;
- (h) participate in the annual evaluation of overall Board effectiveness;
- (i) represent the Board, when requested; and
- (j) carry out the operational functions of governance such as adopting by-laws, nominating officers and Members, and evaluating Board performance.

## **ARTICLE 15 MATTERS REQUIRING SPECIAL CONSENT**

**15.1.1** Notwithstanding any other provision of this By-law and subject to the Public Hospitals Act, any action taken by the Board or a committee thereof with respect to any of the following matters must, to become effective, be ratified by a Supermajority Approval of the Board and by a resolution of the Members at an Annual or Special Meeting called in compliance with Article 5:

- (a) any extension, limitation or other variation in the objects or letter patent of the Hospital relating to a material change in the nature of the services provided by the Hospital;
- (b) any change in the Hospital's name;
- (c) the sale, lease, license (on an exclusive and irrevocable basis), exchange or disposition of all or substantially all of the property or assets of the Hospital;

- (d) an amalgamation, merger or consolidation of the Hospital with any other public hospital or body corporate if the amalgamating entity or merger partner is larger than the Hospital either in assets, revenue or number of employees;
- (e) the acquisition of property and/or assets of another public hospital or body corporate if the property and/or assets acquired from such entity are greater than the Hospital's assets, generate larger revenue or have a greater number of employees than the Hospital;
- (f) the taking of any steps to wind up or terminate the corporate existence of the Corporation; and
- (g) any commitment or agreement to do any of the foregoing.

## **ARTICLE 16 CONFLICTS OF INTEREST**

- 16.1.1** Every Director who is in any way directly or indirectly interested in a proposed material contract or a material contract, a proposed transaction or a transaction with the Hospital shall declare the Director's interest at a meeting of the Directors.
- 16.1.2** In the case of a proposed material contract or proposed transaction, the declaration required by this section shall be made at the meeting of the Directors at which the question of entering into the contract or transaction is first taken into consideration or, if the Director is not at the date of that meeting interested in the proposed contract or proposed transaction, at the next meeting of the Directors held after the Director becomes so interested, and, in a case where the Director becomes interested in a contract or transaction after it is made, the declaration shall be made at the first meeting of the Directors held after the Director becomes so interested. The disclosure required by subsection (1) must be made, in a case where a person who has or had an interest in a contract or transaction later becomes a Director, at the first meeting after the person becomes a Director.
- 16.1.3** For the purposes of this Article, a general notice given to the Directors by a Director to the effect that the Director is a shareholder of or otherwise interested in any other company, or is a member of a specified firm and is to be regarded as interested in any contract or financial transaction made with such other company or firm, shall be deemed to be a sufficient declaration of interest in relation to a contract or financial transaction so made, but no such notice is effective unless it is given at a meeting of the Directors or the Director takes reasonable steps to ensure that it is brought up and read at the next meeting of the Directors after it is given.



- 16.1.4** If a Director has made a declaration of the Director's interest in a proposed material contract or a material contract, a proposed transaction or a transaction in compliance with this Article and has not voted in respect of the contract or transaction, the Director is not accountable to the Hospital or to any of its Members or creditors for any profit realized from the contract or transaction, and the contract or transaction is not voidable by reason only of the Director holding that office or of the fiduciary relationship established thereby.
- 16.1.5** Despite anything in this Article, a Director is not accountable to the Hospital or to any of its Members or creditors for any profit realized from such contract or transaction and the contract or transaction is not by reason only of the Director's interest therein voidable if it is confirmed by a majority of the votes cast at a Special Meeting of the Members duly called for that purpose and if the Director's interest in the contract or financial transaction is declared in the notice calling the meeting
- 16.1.6** No Director or any member of the Director's Immediate Family shall enter into any proposed material contract or material contract, or proposed transaction or transaction with the Hospital, except on a competitive bid basis or other basis in writing, and provided the Director has declared any interest therein, has been recused from the meeting, and has refrained from voting thereon.
- 16.1.7**
- (a) The disclosure required by section 16.1.1 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.
  - (b) 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 16.1.1 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.

- (c) Except as permitted by the Act, a Director referred to in section 16.1.1 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.
- (d) 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 the terms of this Article, the remaining Directors are deemed to constitute a quorum for the purpose of voting on the resolution.

## **ARTICLE 17 CONFIDENTIALITY AND PUBLIC RELATIONS**

- 17.1.1** Every Director, Officer, member of the Medical Staff and employee of the Corporation shall respect the confidentiality of matters brought before the Board or before any committee, subcommittee or task force, or any matter dealt with in the course of the employee's employment or of the Medical Staff member's activities in connection with the Hospital.
- 17.1.2** The Chair of the Board is responsible for Board communications and may delegate authority to one or more Directors, Officers or employees of the Corporation to make statements to the news media or public about matters that the Chair determines appropriate for disclosure to the media.
- 17.1.3** The Board shall establish, and shall review on an annual basis, a communications policy governing the communications, correspondence and interaction of the Hospital with news media and the public generally. The Board may give authority to one or more Directors, Officers, or employees of the Corporation to make statements to the news media or public about matters brought before the Board.

## **ARTICLE 18 INDEMNIFICATION**

- 18.1.1** Every Director or Officer or former Director or Officer, of the Corporation and every member of a committee, and such person's heirs, executors and administrators, and estate and effects, respectively, shall from time to time and at all times, be indemnified and saved harmless out of the funds of the Hospital, from and against:
  - (a) all costs, charges and expenses whatsoever which such Director, Officer or committee member sustains or incurs in or about any action, suit or proceeding for damages or otherwise which is brought, commenced or prosecuted against such person, for or in respect of any act, deed, matter or thing whatsoever, made, done

or permitted by such person, in or about the execution or intended execution in good faith of the duties of such person's office; and

- (b) all other costs, charges and expenses that such Director, Officer or former Director or Officer, or committee member sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by such person's own wilful neglect or default.

**18.1.2** The indemnity provided for in the preceding paragraph shall not apply to any liability which a Director, Officer or former Director or Officer of the Corporation may sustain or incur as the result of any act or omission as a member of the Medical Staff or professional staff of the Corporation.

**18.1.3** The Corporation shall not indemnify an individual under 18.1.1 unless:

- (a) 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
- (b) 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.

## **ARTICLE 19 MEETINGS OF THE BOARD**

### **19.1 ATTENDEES**

**19.1.1** Community Stakeholders and members of the public may attend meetings of the Board of Directors of the Hospital, except for any meetings or portions thereof which the Chair determines shall be a closed session of the Board.

**19.1.2** Community Stakeholders and members of the public and invited guests who attend Board meetings shall not interfere with the orderly conduct of the meeting. The Chair of the Board shall control all meetings of the Board and may expel any person for improper conduct at a meeting of the Board.

### **19.2 CALL AND NOTICE**

#### **19.2.1 Regular Meetings of the Board**

- (a) The Board shall meet at least six (6) times a year. Dates, times and place of such meetings shall be determined from time to time by the Board. Determined meeting locations (in-person, telephone, electronic or virtual) must be accessible to all members. At the first Board meeting following the Annual Meeting a list of the

dates for all regularly scheduled Board meetings shall be prepared and the list of the meetings shall be given to the Directors and shall be made available to the public and the Community Stakeholders in print and online and in accessible formats.

- (b) The Secretary shall provide to each Director not less than seven (7) calendar days' notice of a regularly scheduled Board meeting. The notice may be delivered, mailed, e-mailed, telephoned, verbal or faxed. Preferred methods should be selected by all Board members (minimum of 2).
- (c) Any notice sent by the following means shall conclusively be deemed to be received as provided below:
  - (i) if by electronic means, on the next business day after transmission;
  - (ii) if delivered, at the time of delivery; and
  - (iii) if by prepaid mail, subject to any interruptions in postal service, on the fifth business day following its mailing.
- (d) The Secretary shall give notice of the meeting to the Directors if the meeting is to be held at another time or day or at a place other than the Head Office. If such notice is to be given, it shall be delivered, e-mailed, faxed or telephoned to each Director at least twenty-four (24) hours in advance of the meeting or shall be mailed, e-mailed, faxed, or telephoned to each Director at least five (5) days in advance of the meeting. Notification of time and place of the meeting shall be made available to the Community Stakeholders and the public in print and online in accessible formats.
- (e) A meeting of the Board may be held without notice, immediately following the Annual Meeting of the Corporation.
- (f) The declaration of the Secretary or Chair that notice has been given pursuant to the By-law shall be sufficient and conclusive evidence of the giving of such notice.
- (g) No error or omission in giving notice of a meeting of Directors shall invalidate such meeting or invalidate or make void any proceedings taken or had at such meeting and any Director may at any time waive notice of any such meeting and may ratify and approve any or all proceedings taken or had thereat.

- (h) 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 of the following matters, in which case the notice must specify that matter:
  - (i) to submit to the Members any question or matter requiring their approval;
  - (ii) to fill a vacancy among the Directors or in the position of auditor;
  - (iii) to appoint additional Directors;
  - (iv) to issue debt obligations, except as authorized by the Directors;
  - (v) to approve any annual financial statements; or
  - (vi) to adopt, amend, or repeal by-laws.
- (i) Notice of a meeting that continues an adjourned Board meeting is not required to be given if the time and place of the continued meeting is announced at the meeting that is adjourned.
- (j) Any Member, Director, officer, Board committee member, or the auditor of the Corporation, may, in writing, waive any notice required to be given to them under any provision of the *Public Hospitals Act*, the Act, or the Articles or By-laws of the Corporation, either before or after the meeting to which it refers, and the 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 the 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.

### **19.2.2. Telephonic or Electronic Meetings**

If all the Directors consent, a Director may participate in a Board meeting and a Board committee member may participate in a Board committee meeting by telephonic or electronic means that permits all participants to communicate adequately with each other during the meeting. A Director or Board committee member so participating in a meeting is deemed for the purposes of the Act to be present at the meeting.

### **19.2.3 Written Resolutions in Lieu of Meeting**

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.

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.

## **19.3 SPECIAL MEETINGS**

**19.3.1** The Chair may call special meetings of the Board.

**19.3.2** The Secretary shall call a special meeting of the Board if three (3) Directors so request in writing.

**19.3.3** Notice of a special meeting of the Board shall specify the purpose of the meeting, may be delivered, e-mailed, faxed or telephoned to each Director and shall be given at least twenty-four (24) hours in advance of the meeting.

**19.3.4** If a special meeting of the Board is called that is not a closed session of the Board, as soon as the meeting is called, if feasible, notification of time and place of the meeting also shall be made available to the Community Stakeholders and to the public by posting on the Corporation's website or by such other notification as is practical in the circumstances.

## **19.4 CHAIR**

**19.4.1** All Board meetings shall be chaired by:

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

## **ARTICLE 20 VOTING**

### **20.1 VOTING**

**20.1.1** Business arising at any meeting of the Board shall be decided by a majority of votes of the Directors entitled to vote, provided that:

- (a) votes shall be taken by a show of hands or other accessible means in which case:
  - (i) the Chair shall not have a vote; and
  - (ii) if there is an equality of votes, the Chair shall vote in order to break the tie; or
- (b) despite section 20.1.1(a), votes shall be taken by written ballot or other accessible means if so demanded by any voting Director present in which case:
  - (i) the Chair shall have a vote, and
  - (ii) if there is an equality of votes, the motion is lost.

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

**20.1.3** Notwithstanding any provision in this By-law, a Director may request that the Director's vote on a motion or resolution be recorded in the minutes, and if such request is made, the Director's vote shall be recorded in the minutes.

### **20.2 PROXY VOTING**

**20.2.1** A proxy vote may not be cast at a Board meeting.

### **20.3 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:

- (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.

#### **20.4 PARTICIPATION BY TELEPHONE, ELECTRONIC AND VIRTUAL FACILITIES**

- 20.4.1** Directors may participate in a meeting of the Board or of a Board Committee by means of such telephone, virtual or other communications facilities as permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously, and a Director participating in such a meeting by such means is deemed to be present at the meeting.

#### **ARTICLE 21 MINUTES**

- 21.1.1** Minutes shall be recorded for all meetings of the Board by the Secretary and distributed in advance of the next meeting where they will be approved.

#### **ARTICLE 22 QUORUM**

- 22.1.1** A quorum for the transaction of business at any meeting of the Board shall be not less than two-fifths (2/5) of the Directors entitled to vote, provided that such number of Directors present includes not less than a majority of the elected Directors then in office.

#### **ARTICLE 23 DUTIES OF OFFICERS**

- 23.1.1** Every Officer shall:
- (a) be loyal to the Corporation;
  - (b) exercise the powers and discharge the duties of the office honestly, in good faith and in the best interests of the Corporation; and



- (c) exercise equitable degree of care, diligence and skill that a reasonably prudent person would exercise.

## **ARTICLE 24 OFFICERS OF THE CORPORATION**

**24.1.1** The following shall be Officers of the Corporation:

- (a) the Chair;
- (b) the President who shall also be the Secretary;
- (c) the Vice-Chair(s); and
- (d) the Treasurer.

**24.1.2** The Directors shall elect a Chair of the Board and a Vice-Chair from among themselves at the meeting immediately following each Annual Meeting of the Corporation.

**24.1.3** The Board may appoint such other Officers as it deems necessary from time to time. All Officers of the Hospital shall have the power and shall perform the duties as may, from time to time, be prescribed by resolution of the Board.

**24.1.4** The Chair, Vice-Chair and Treasurer shall be elected Directors and hold each such office for a maximum term of two (2) consecutive years in that office or until a successor is elected, provided however that the term may be extended by one (1) year to address special circumstances and following a break in the continuous service of at least one year in such office, the same person may be re-elected or reappointed to the office. Subject to section 6.2.1, nothing in this section shall prevent a Director from serving consecutively in the offices of Vice-Chair and Chair.

**24.1.5** Officers of the Corporation – ex officio Directors ineligible to be Officers

Ex officio Directors are ineligible for election or appointment as an officer of the Hospital, except for the Chief Executive Officer appointed pursuant to sections, 24.1.1, 28.1.1(a) and 33.

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

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

**24.1.8** If a vacancy occurs for any reason among the Officers, the Board may appoint an eligible person to fill that vacancy and the person so appointed shall serve the remainder of the term of the Officer that the person replaces.

## **ARTICLE 25 DUTIES OF THE CHAIR**

**25.1.1** The Chair shall:

- (a) preside at meetings of the Board or, upon the Chair's absence at any meeting the Vice-Chair shall preside thereat, or in the absence of both the Chair and the Vice-Chair, any Director appointed by the Directors at the meeting shall preside at that meeting;
- (b) preside at all meetings of the Corporation in accordance with Article 5 of this Bylaw;
- (c) report to each Annual Meeting of Members concerning the management and operations of the Hospital;
- (d) report regularly and promptly to the Board issues that are relevant to their governance responsibilities;
- (e) ensure that the annual review of the Chief Executive Officer's performance and compensation is done in accordance with Board approved policy;
- (f) represent and speak on behalf of the Hospital;
- (g) promote, and safeguard the vision, mission and values of the Hospital;
- (h) preside at meetings of the Executive Committee;
- (i) have the right to attend and vote at any Board committee meeting as an *ex officio* member, but the Chair's presence or absence shall not be counted towards quorum for any Board committee meeting;
- (j) appoint the chair, vice-chair and members of standing committees of the Board where not otherwise provided for in this By-law;

- (k) perform such official duties as required by the Hospital's by-laws and the Corporations Act; and
- (l) perform such other duties as may from time to time be determined by the Board.

#### **ARTICLE 26 DUTIES OF THE VICE-CHAIR**

**26.1.1** The Vice-Chair shall have all the powers and perform all the duties of the Chair in the absence, unwillingness or disability of the Chair and perform any other duties assigned by the Chair or the Board.

#### **ARTICLE 27 DUTIES OF THE TREASURER**

**27.1.1** The Treasurer shall:

- (a) be appointed by and shall report to the Board of Directors;
- (b) oversee the management of the finances of the Hospital, and ensure that appropriate reporting mechanisms and control systems as established by the Board are in place, and monitor such mechanisms and systems for compliance;
- (c) ensure that systems for control for the care and custody of the funds and other financial assets of the Hospital and for making payments for all approved expenses incurred by the Hospital are in place, are functional and adequate and monitor compliance with such systems; ensure that appropriate banking resolutions and signing authority policies as established by the Board are in place and monitor for compliance with such resolutions and policies. Ensure that systems for control for regular review and revision as necessary of the banking resolutions and signing authority policies are in place, are adequate and functional and monitor for compliance with such resolutions and policies;
- (d) ensure that systems for control as established by the Board for the maintenance of books of account and accounting records required by the Act are in place, are functional and adequate and monitor for compliance with such resolutions and policies;
- (e) review the financial results and the budget submitted to the Finance and Audit Committee by management and submit and recommend to the Board any changes to the budget;

- (f) oversee the management of the investment policy as established by the Board, and ensure that the investment policy as established by the Board is in place, and monitor for compliance with the policy;
- (g) review financial reports and financial statements and submit same at meetings of the Board, indicating the financial position of the Hospital;
- (h) review and submit to the Board for the approval of the Board, a financial statement for the past year;
- (i) ensure systems are established by the Board for the preparation and submission to the Board of compliance certificates confirming that wages and source deductions have been accomplished are in place, are functional and adequate and monitor for compliance with such systems;
- (j) where there is concern with respect to any of the above, review the matter with the Chief Executive Officer and report to the Board the results of those deliberations; and
- (k) perform such other duties as determined by the Board.

**27.1.2** The Treasurer may delegate any of the Treasurer's duties that are appropriate and lawfully delegable, but remains responsible for the fulfilment of such duties.

## **ARTICLE 28 DUTIES OF THE SECRETARY**

**28.1.1** The Secretary shall:

- (a) be the President and Chief Executive Officer as appointed by, and shall report to, the Board of Directors;
- (b) attend meetings of the Corporation, meetings of the Board of Directors including closed sessions and meetings of the standing and special committees of the Board, except when excused by the Chair, and shall enter or cause to be entered in books kept for that purpose, minutes of all proceedings at such meetings and shall circulate or cause to be circulated, the minutes of all such meetings to the Directors and the members of such committees, as applicable;
- (c) give, or cause to be given, all notices as required by the By-law of all meetings of the Corporation, the Board and its committees;
- (d) attend to correspondence of the Board;

- (e) prepare all reports in accessible formats required under any applicable act or regulation of the Province of Ontario;
- (f) be the custodian of all minute books, documents and registers of the Corporation required to be kept by the provisions of the Act and all minutes, documents and records of the Board;
- (g) keep copies of all testamentary documents and trust instruments by which benefits are given to the use of the Hospital;
- (h) be the custodian of the seal of the Corporation; and
- (i) perform such other duties as may from time to time be determined by the Board.

## **ARTICLE 29 COMMITTEES**

**29.1.1** At the first meeting of the Board following the Annual Meeting of the Corporation, the Board shall establish the following standing committees of the Board:

- (a) the Executive Committee;
- (b) the Resources Committee;
- (c) the Governance and Nominating Committee;
- (d) the Quality, Academic and Equity Committee; and
- (e) such other committees as the Board may from time to time deem necessary.

**29.1.1.1** The chair of each standing committee shall be an elected Director who joined the Board pursuant to Article 6.1.1(a) and who shall hold such position for a maximum term of two (2) consecutive years which may be extended by one (1) year to address special circumstances.

**29.1.2** The Board will cause senior management to establish the Fiscal Advisory Committee.

**29.1.3** The Board will establish the Medical Advisory Committee. The membership of the Medical Advisory Committee shall be as set out in the Medical Staff By-laws and the membership of the Fiscal Advisory Committee shall be as set out in section 32.3 of this By-law.

## **ARTICLE 30 SPECIAL COMMITTEES OF THE BOARD**

- 30.1.1** The Board may, at any meeting, appoint any special committee and appoint the chair and the members of the special committee. The chair of each special committee shall be an elected Director who joined the Board pursuant to Article 6.1.1(a). Chairs of special committees shall hold such positions for a maximum term of two (2) years which may be extended by one year to address special circumstances.
- 30.1.2** The Board shall prescribe terms of reference for any special committee.
- 30.1.3** The Board may by resolution dissolve any special committee at any time.

## **ARTICLE 31 PROCEDURES FOR MEETINGS OF STANDING AND SPECIAL COMMITTEES**

### **31.1 ATTENDEES AT MEETINGS OF STANDING AND SPECIAL COMMITTEES**

- 31.1.1** Each member of a Board Committee should attend at least 75% of the meetings of such committee.
- 31.1.2** Only members of a committee, subcommittee or task force of the Board, or the Medical Advisory Committee and the Fiscal Advisory Committee may attend meetings of such committees, subcommittees or task forces.
- 31.1.3** Despite subsection 31.1.2, a committee, subcommittee or task force of the Board, or (except as otherwise specified in the Medical Staff By-laws) the Medical Advisory Committee and Fiscal Advisory Committee, may, by resolution, approve that individuals such as external legal counsel, presenters and Hospital staff be permitted to attend the meeting, but may be asked to leave the meeting before a vote is taken.

### **31.2 CALL AND NOTICE FOR MEETINGS OF STANDING AND SPECIAL COMMITTEES**

- 31.2.1** Meetings of committees, subcommittees or task forces of the Board shall be held at the call of the Chair, the chair of the committee of the Board or at the request of any two (2) members of the committee.
- 31.2.2** The Secretary shall provide adequate notice of the meeting to each committee member in accordance with the provisions of subsections 19.2.1(c), (d), (f) and (g).

**31.2.3** Meetings of the Medical Advisory Committee and Fiscal Advisory Committee shall be held at the call of the chair of the committee or at the request of any two (2) members of the committee.

### **31.3 VOTING AT MEETINGS OF STANDING AND SPECIAL COMMITTEES**

**31.3.1** Business arising at any meeting of a committee, subcommittee or task force of the Board, and the Medical Advisory Committee and the Fiscal Advisory Committee, shall be decided by a majority of votes, provided that,

- (a) votes shall be taken by a show of hands or other accessible means, in which case,
  - (i) the chair shall have a vote; and
  - (ii) if there is an equality of votes, the chair shall not exercise a second vote in order to break a tie.
- (b) despite section 31.3.1(a), votes shall be taken by written ballot if so demanded by any voting member present in which case,
  - (i) the chair shall have one vote; and
  - (ii) if there is an equality of votes, the motion is lost.

### **31.4 MINUTES OF MEETINGS OF STANDING AND SPECIAL COMMITTEES**

**31.4.1** Minutes shall be recorded for all meetings of committees, subcommittees and task forces of the Board, and the Medical Advisory Committee and Fiscal Advisory Committee.

### **31.5 QUORUM FOR MEETINGS OF STANDING AND SPECIAL COMMITTEES**

**31.5.1** Except for the Medical Advisory Committee, where the quorum for a meeting of such committee shall be established in the Medical Staff By-laws, and unless otherwise specified in this By-law, a quorum for any meeting of a committee of the Board, subcommittee or task force of the Board, or the Fiscal Advisory Committee, shall be a majority of the Directors on the committee, subcommittee, or task force.

## **ARTICLE 32 MEMBERSHIP AND TERMS OF REFERENCE OF BOARD COMMITTEES**

### **32.1 EXECUTIVE COMMITTEE**

#### **32.1.1 The Executive Committee shall consist of:**

- (a) the Chair who shall be chair of the committee;
- (b) the chairs of all standing committees;
- (c) the Vice Chair; and
- (d) other Board member at the discretion of the Chair.

#### **32.1.2 Functions – The Executive Committee shall:**

- (a) in between meetings of the Board, exercise the full powers of the Board but only in matters of administrative urgency, or any decision-making or responsibilities delegated from time to time by the Board, reporting every action at the next meeting of the Board;
- (b) study and advise or make recommendations to the Board on any matter as directed by the Board;
- (c) advise the President and Chief Executive Officer and the Chair;
- (d) support the Chair in managing the CEO performance review, compensation and succession planning within parameters established by the Board; and within parameters established by the Board, determine the method of performance review, select the external reviewer if any, determine the appropriate compensation and succession plan and negotiate a final contract with the CEO, reporting to the Board upon conclusion as to the process followed and whether successful negotiations were achieved: and
- (e) In consultation with the CEO, determine the goals and objectives of each and report to the Board.

### **32.2 RESOURCES COMMITTEE**

#### **32.2.1 Membership –The Resources Committee shall consist of:**

- (a) the Treasurer who shall be chair; and
- (b) a minimum of two (2) other Directors.



**32.2.2 Guests** –The Chief Executive Officer and Chief Financial Officer shall attend meetings of the Resources Committee, but may be asked to leave when the Resources Committee performs its audit-related functions.

**32.2.3 Qualifications** — All Resources Committee members shall have the ability to read and understand financial statements, a balance sheet and an income statement and a cash flow statement. At least one (1) member of the Resources Committee shall have the ability to analyse and interpret a full set of financial statements including the notes attached thereto, in accordance with Canadian generally accepted accounting principles

**32.2.4 Function** – The Resources Committee shall assist the Board by: studying and recommending to the Board for approval detailed annual budgets; studying the detailed financial statements and reporting thereon to the Board; reviewing banking arrangements and risk management methods relating to financial matters; recommending an appropriate investment policy and monitoring the work of its Investment Subcommittee; advising the Board on other financial matters as requested; monitoring capital projects; and making recommendations regarding risks to the corporation or its operations and mitigation strategies to address and manage those risks. The Resources Committee shall also assist the Board by performing the following audit-related functions: overseeing the performance and appointment of the Corporation’s external auditor; reviewing financial statements and the annual report (for consistency with the financial statements), processes for presenting financial information, internal controls, risk management methods pertaining to audit and internal controls, and audit processes; and carrying out such other responsibilities as delegated by the Board from time to time. The Resources Committee shall meet at least four (4) times per year.

### **32.3 FISCAL ADVISORY COMMITTEE**

**32.3.1 Membership** – Pursuant to the Hospital Management Regulations, the Fiscal Advisory Committee shall consist of:

- (a) the Chief Executive Officer;
- (b) the President of the Medical Staff Association;
- (c) the Chief Nursing Executive or another person representing nurses who are managers appointed or elected in accordance with section 46.4.1 of this By-law; and
- (d) a staff nurse who is elected in accordance with section 46.4.1 of this By-law.

**32.3.2** In addition to those persons appointed to the Fiscal Advisory Committee in subsection 32.3.1, the Chief Executive Officer may appoint other persons to the Fiscal Advisory Committee.

**32.3.3 Chair** – The Fiscal Advisory Committee shall be chaired by the Chief Executive Officer or the Chief Executive Officer’s designate.

**32.3.4 Function** – The Fiscal Advisory Committee shall make recommendations to the Board with respect to the operation, use and staffing of the Hospital.

#### **32.4 GOVERNANCE AND NOMINATING COMMITTEE**

**32.4.1 Membership** – The Governance and Nominating Committee shall consist of a maximum of six (6) Directors.

**32.4.2** The Chief Executive Officer shall attend meetings of the Governance and Nominating Committee.

**32.4.3 Function** – The Governance and Nominating Committee shall assist the Board by reviewing and making recommendations to the Board regarding the effectiveness of the Corporation’s governance structure; reviewing Board risk management methods relating to enterprise risk management (liability and insurance); recruiting and nominating persons for election as Directors; recommending a slate of Officers of the Board; and making recommendations regarding succession planning. The Governance and Nominating Committee shall assist the Chair by making recommendations to the Chair regarding committee chairs and committee membership.

#### **32.5 QUALITY, ACADEMIC AND EQUITY COMMITTEE**

**32.5.1 Membership** – The Quality, Academic and Equity Committee shall consist of the following, all of whom shall be voting members of the Committee:

- (a) one elected Director who shall be Chair in addition to
  - (i) five (5) voting Directors;
  - (ii) the Board Chair who attends as a voting member, but whose presence or absence shall not be counted for the purposes of quorum;
  - (iii) the President and Chief Executive Officer, ex-officio;
  - (iv) the Chair, Medical Advisory Committee, ex-officio;

- (v) the Chief Nursing Executive, ex-officio;
- (vi) the Chief Medical Executive, ex-officio; and
- (b) one (1) staff member who is a member of a regulated health profession, other than a nurse or physician, selected by the Chief Executive Officer.

**32.5.2** In addition to those persons appointed to the Quality, Academic and Equity Committee in subsection 32.5.1, the following may be appointed as voting members of the Quality, Academic and Equity Committee provided always that at least one third of the members of the Quality, Academic and Equity Committee shall be voting Directors of the Board:

- (a) non-voting Directors;
- (b) additional Hospital employees who are members of a regulated health profession, selected by the Chief Executive Officer; and
- (c) members of the community in accordance with these By-laws.

**32.5.3 Function** – The Quality, Academic and Equity Committee shall assist and provide advice to the Board and the Hospital administration on matters relating to patient care, patient safety, equity, anti-racism, anti-oppression, clinical and corporate support, research and education (including medical, inter-professional, consumer and patient education). The Quality, Academic and Equity Committee shall meet at least four (4) times per year.

## **32.6 MEMBERS OF THE COMMUNITY ON COMMITTEES**

**32.6.1** Unless otherwise specified in this By-law,

- (a) a Committee may include members of the community to meet an identified need for specific expertise, resources or perspectives and, if so,
- (b) the Committee shall request the Governance and Nominating Committee to identify and recommend a member of the community for appointment to the requesting Committee by the Board Chair.

**32.6.2** Any such appointment of a member of the community shall expire at the date which is the earlier of the

- (a) Committee determining that the need no longer exists or
- (b) date of the next Annual General Meeting.

- 32.6.3** Where Committee membership includes members of the community, their number shall not exceed fifty percent (50%) of Directors.

## **ARTICLE 33 CHIEF EXECUTIVE OFFICER**

### **33.1 APPOINTMENT OF THE CHIEF EXECUTIVE OFFICER**

- 33.1.1** The Chief Executive Officer shall be appointed by the Board in accordance with its approved selection process.
- 33.1.2** The Board may at any time revoke or suspend the appointment of the Chief Executive Officer with cause.
- 33.1.3** Subject to the authority of the Board, the Chief Executive Officer shall have the direct and actual superintendence and charge of the Hospital and shall be responsible to the Board for taking such action as the Chief Executive Officer considers necessary to ensure compliance with the Public Hospitals Act, the by-laws and all other statutory and regulatory requirements.

## **ARTICLE 34 VOLUNTARY ASSOCIATIONS**

- 34.1.1 Authorization** – The Board may sponsor the formation of a voluntary association(s) as it deems advisable.
- 34.1.2 Purpose** – Such associations shall be conducted with the advice of the Board for the general welfare and benefit of the Corporation and the patients treated in the Hospital.
- 34.1.3 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.
- 34.1.4 Auditor** – Each unincorporated voluntary association shall have its financial affairs reviewed by an auditor for purposes of assuring reasonable internal control.
- 34.1.5** The Auditor for the Hospital may be the Auditor for the voluntary association(s) under this section.
- 34.1.6 Representation on Board** – A representative of the Association of Volunteers, elected from among the members of the Association of Volunteers shall sit as an *ex officio* member of the Board.

- 34.1.7** Representatives of the Association of Volunteers shall be entitled to meet monthly with the Chief Executive Officer of the Hospital.

## **ARTICLE 35 RELATIONSHIP TO THE FOUNDATION**

- 35.1.1** The Hospital shall cultivate and support its partnership with the Foundation and its relationship to other charitable partners.
- 35.1.2** The Board should seek to meet with the Foundation Board once yearly.
- 35.1.3** The Chair of the Foundation Board or the Chair of the Foundation Board's designate shall sit as an *ex officio* member of the Board.
- 35.1.4** If the Hospital should seek funds from Canadian and international corporations, organizations, foundations and other entities for programs involving health services, education or research, the Hospital shall collaborate and seek the support of the Foundation.

## **ARTICLE 36 RECORDS**

### **36.1 RETENTION OF WRITTEN STATEMENTS**

- 36.1.1** 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 records of Personal Health Information including medical records, notes, charts and other material relating to patient care and copies and reproductions thereof (including photographs).
- 36.1.2** The Board shall see that all necessary records of the Corporation required by the By-laws of the Corporation or by any applicable laws are regularly and properly kept.

## **ARTICLE 37 BORROWING AND BANKING AUTHORITY**

- 37.1.1** Subject to any applicable law or regulation, the Hospital may from time to time, in such amounts and on such terms as it deems expedient, when necessary for carrying on the Hospital's undertaking;
- (a) borrow money upon the credit of the Hospital by way of overdraft at any bank or banks, or otherwise;

- (b) issue, sell, resell or pledge bonds, debentures, debt obligations or other securities of the Hospital; and
- (c) hypothecate, mortgage or pledge the real or personal property of the Hospital or both to secure any such bonds, debentures or other securities and any moneys borrowed for the purpose of the Hospital.

**37.1.2** From time to time the Directors may authorize any director, officer or employee of the Corporation or any other person to make arrangements with reference to the moneys borrowed or to be borrowed as aforesaid and as to the terms and conditions of the loan thereof, and as to the securities to be given therefore, with power to vary or modify such arrangements, terms and conditions and to give such additional securities for any moneys borrowed or remaining due by the Corporation as the Directors may authorize, and generally to manage, transact and settle the borrowing of money by the Corporation.

**37.1.3** No action as contemplated in section 37.1.1 of this By-law shall be taken for or on behalf of the Hospital until such action has been approved by the Board.

**37.1.4** The Banking business of the Corporation, or any part thereof, shall be transacted with such banks, trust companies or other firms or bodies corporate as the Board may designate, appoint or authorize or may have designated, directed or authorized from time to time and all such banking business, or any part thereof, shall be transacted on the Corporation's behalf by such one or more officers or other persons as the Board may designate, direct or authorize or may have designated, directed or authorized from time to time and to the extent thereby provided.

## **ARTICLE 38 BONDING AND FIDELITY INSURANCE**

**38.1.1** Directors, Officers and employees as the Board may designate shall secure from a guarantee company a bond of fidelity of an amount approved by the Board.

**38.1.2** The requirements of subsection 38.1.1 may be met by an alternative form of employee fidelity insurance such as, but not limited to, a blanket position bond, a commercial blanket bond, or a comprehensive dishonesty, disappearance and destruction policy, at the discretion of the Board.

**38.1.3** The Corporation shall pay the expenses of any fidelity bond or policy secured under this section.

## **ARTICLE 39 SIGNING OFFICERS**

**39.1.1** Any two of: the Chair, the Vice-Chair, the Treasurer and the Chief Executive Officer jointly shall sign on behalf of the Corporation and affix the Corporate Seal as require the same to all deeds, transfers, licenses, contracts, agreements, conveyances, mortgages, or other documents, as may be required by law or as authorized by the Board. The Directors shall have power from time to time by resolution to appoint an officer or officers of the Corporation to sign specific contracts, documents and instruments in writing.

## **ARTICLE 40 HEAD OFFICE**

**40.1.1** The head office of the Corporation shall be in the City of Toronto, in the Province of Ontario, and at such place therein as the Directors may from time to time determine.

## **ARTICLE 41 SEAL**

**41.1.1** The seal of the Corporation shall be in the form impressed hereon.

## **ARTICLE 42 INVESTMENTS**

**42.1.1** The Board may invest only in securities authorized by the Trustee Act of the Province of Ontario,

- (a) all monies given in trust to the Corporation for the use of the Corporation;
- (b) all Corporation monies not required for operating expenses; and
- (c) notwithstanding the provisions of section 42.1.1(a), the Board may, in its discretion, retain investments not authorized by the Trustee Act which are given to the Corporation *in specie*.

## **ARTICLE 43 ENDOWMENT BENEFITS**

**43.1.1** No benefit given in trust to or to the use of the Corporation for endowment purposes shall be hypothecated, transferred or assigned to obtain credit or to receive funds except as allowed by section 42.1.1(a).

## **ARTICLE 44 AUDITOR**

- 44.1.1** The Voting Members of the Corporation shall at each Annual Meeting appoint an auditor who shall not be a member of the Board or an Officer or employee of the Corporation or a partner or employee of any such person, and who is duly licensed under the *Public Accounting Act, 2004* to hold office until the next Annual Meeting of the Corporation.
- 44.1.2** The auditor shall have all the rights and privileges as set out in the Act and shall perform the audit function as prescribed therein.
- 44.1.3** The auditor shall hold office until the close of the next annual meeting, provided that the Board shall immediately fill any casual vacancy in the office of auditor for the unexpired term.
- 44.1.4** The Board shall fix the remuneration of the auditor.
- 44.1.5** In addition to making the report at the Annual Meeting of the Corporation, the auditor shall from time to time report through the Resources Committee to the Board on the audit work with any necessary recommendations.

## **ARTICLE 45 AMENDMENTS**

### **45.1 AMENDMENTS TO BY-LAWS**

- 45.1.1** The Board may make, amend, or repeal any by-law that regulates the activities or affairs of the Corporation, except in respect of a by-law:
  - (i) to add, change, or remove a provision respecting the transfer of a membership;
  - (ii) to change the manner of giving notice to Members; or
  - (iii) to change the method of voting by Members not in attendance at a Members' meeting.
- 45.1.2** Where it is intended to pass or amend the by-laws at a meeting of the Board, written notice of such intention shall be sent by the Secretary to each Director at their address as shown on the records of the Corporation by ordinary mail or emailed not less than ten (10) days before the meeting.



- 45.1.3** Where the notice of intention required by section 45.1.2 is not provided, any proposed by-laws or amendments to the by-laws may nevertheless be moved at the meeting and discussion and voting thereon adjourned to the next meeting, for which no notice of intention need be given.
- 45.1.4** Subject to section 45.1.3, 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.
- 45.1.5** 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 Special Meeting of the Members of the Corporation called for that purpose. The notice of such Annual Meeting or Special Meeting shall refer to the by-law or amendment to be presented.
- 45.1.6** The Voting Members at the Annual Meeting or at a Special 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.
- 45.1.7** In any case of rejection, amendment, or refusal to approve a by-law or part of a bylaw 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.

## **ARTICLE 46 PARTICIPATION OF NURSES**

### **46.1 CHIEF NURSING EXECUTIVE**

- 46.1.1** The Chief Nursing Executive shall be the most senior nurse at the Hospital. Subject to the authority of the President, the Chief Nursing Executive shall have the direct responsibility to oversee nursing practice, education and research at the Hospital, and shall be responsible to the President for taking such action as the Chief Nursing Executive considers necessary to ensure compliance with all requirements of law.

### **46.2 PARTICIPATION OF NURSES IN DECISION-MAKING**

- 46.2.1** The Chief Nursing Executive, and any nurse managers and staff nurses that the Chief Nursing Executive deems appropriate, shall participate in decision-making related to administrative, financial, operational and planning matters in the Hospital.

### **46.3 PARTICIPATION OF NURSES ON COMMITTEES**

**46.3.1** The Chief Nursing Executive, any nurse managers appointed by the Chief Nursing Executive and any staff nurses elected by nurses in accordance with this By-law shall participate on committees approved by the Board to have nurse representation.

### **46.4 ELECTION OR APPOINTMENT OF NURSES**

**46.4.1** The Chief Nursing Executive shall determine the mechanism by which nurses who are managers are elected or appointed, and the mechanism by which staff nurses are elected, to various committees that require nursing participation.

## **ARTICLE 47 PROGRAMS**

### **47.1 OCCUPATIONAL HEALTH AND SAFETY PROGRAM**

**47.1.1** There shall be an Occupational Health and Safety Program for the Hospital.

**47.1.2** The program referred to in subsection 47.1.1 shall include procedures with respect to,

- (a) a safe and healthy work environment in the Hospital;
- (b) the safe use of substances, equipment and medical devices in the Hospital;
- (c) safe and healthy work practices in the Hospital;
- (d) the prevention of accidents to persons on the premises of the Hospital; and
- (e) the elimination of undue risks and the minimizing of hazards inherent in the Hospital environment.

**47.1.3** The person designated by the Chief Executive Officer to be in charge of occupational health and safety in the Hospital shall be responsible to the Chief Executive Officer for the implementation of the Occupational Health and Safety Program.

**47.1.4** The Chief Executive Officer shall report to the Board as necessary on matters in respect of the Occupational Health and Safety Program.

### **47.2 HEALTH SURVEILLANCE PROGRAM**

**47.2.1** There shall be a Health Surveillance Program for the Hospital.

**47.2.2** The program referred to in subsection 47.2.1 shall,

- (a) be in respect of all persons carrying on activities in the Hospital; and
- (b) include a Communicable Disease Surveillance Program that complies with the requirements of the Hospital Management Regulation.

**47.2.3** The person designated by the Chief Executive Officer to be in charge of health surveillance in the Hospital shall be responsible to the Chief Executive Officer for the implementation of the Health Surveillance Program.

**47.2.4** The Chief Executive Officer shall report to the Board as necessary on matters in respect of the Health Surveillance Program.

#### **ARTICLE 48 ORGAN DONATION**

**48.1.1** Pursuant to the Hospital Management Regulation, the Board shall approve procedures to encourage the donation of organs and tissues including,

- (a) procedures to identify potential donors;
- (b) procedures to make potential donors and their families aware of the options of organ and tissue donations; and
- (c) ensuring that the procedures in sections 48.1.1(a) and (b) are equitably implemented in the Hospital.