

# *BY-LAW 2012-1*

*being a by-law relating to the affairs of*

## **CAMPBELLFORD MEMORIAL HOSPITAL**

### **Revisions**

**Governance Committee Jan 26 2012; Mar 5 2012; Mar 29 2012**

### **Approvals**

**Board of Directors April 5, 2012**

**Corporate Membership June 21, 2012**

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## CAMPBELLFORD MEMORIAL HOSPITAL BY-LAWS

It is hereby enacted that all By-Laws of the Hospital heretofore enacted be cancelled and revoked without prejudice to actions heretofore taken thereunder, and that the following By-Laws be substituted in lieu thereof.

### ARTICLE 1 – DEFINITIONS AND INTERPRETATION

#### 1.1 Definitions

- (a) “**Act**” means the *Corporations Act* (Ontario);
- (b) “**Associates**” includes the parents, siblings, children, spouse or common law partner of the Director as well as any organization, agency, company, or individual (such as a business partner) with a formal relationship to a Director;
- (c) “**Board**” means the Board of Directors of Campbellford Memorial Hospital.
- (d) “**Certification**” means the holding of a certificate in a medical or surgical specialty issued by any professional body recognized by the Board of Directors after consultation with the Medical Advisory Committee.
- (e) “**Chief of Staff**” means the Chief of the Professional Staff.
- (f) “**Chief Nursing Executive**” means the Coordinator, Patient and Client Services who is the senior nurse employed by the Hospital who reports directly to the President and Chief Executive Officer and is responsible for nursing services provided in the Hospital.
- (g) “**Clinical Nurse**” means a staff nurse employed by the Hospital.
- (h) “**Conflict of Interest**” includes, without limitation, the following three areas that may give rise to a Conflict of Interest for the Directors of the Corporation, namely:
  - (i) *Pecuniary or Financial Interest* - a Director is said to have a pecuniary interest in a decision when the Director (or his or her Associates) stands to gain by that decision, either in the form of money, gifts, favours, gratuities, or other special considerations. This may apply to a number of decisions made by the Board, notably the awarding of contracts to service providers and medical supply firms. In such cases, the declaration of any pecuniary interest held by a Director (or his or her Associates) is essential;
  - (ii) *Undue Influence* - Interests that impede a Director in his or her duty to promote the greater interest of the whole community served by the Corporation - participation or influence in Board decisions that selectively and disproportionately benefit particular agencies, companies (e.g. foundation) and organizations (e.g. auxiliary), professional groups (e.g. medical, dental midwifery or registered nurse in the extended class staff), or

clients from particular demographic, geographic (e.g. one community vs. another), political, socio-economic, cultural, or other groups is a violation of the Director's entrusted responsibility to the community at large. Accordingly, if the Director's external affiliations, obligations or other formal associations influence or are perceived to unduly influence the Director's actions, then a Conflict of Interest may need to be declared; or

- (iii) *Adverse Interest* - A Director is said to have an adverse interest to the Corporation when he or she is in opposition to the Hospital in respect of a claim, application or proceeding against the Corporation.
- (i) **“Corporation”** means the Campbellford Memorial Hospital.
- (j) **“Dentist”** means a dental practitioner in good standing with the College of Dental Surgeons of Ontario.
- (k) **“Dental Staff”** means the collection of legal qualified dentists appointed by the Board to attend or perform dental services for patients in Campbellford Memorial Hospital.
- (l) **“Director”** means a member of the Board of Directors.
- (m) **“Excellent Care for All Act”** means the *Excellent Care for All Act (Ontario)* and, where the context so requires, the regulations made thereunder.
- (n) **“Ex Officio”** means membership “by virtue of the office”.
- (o) **“Fellowship”** means a fellowship in a professional medical college recognized by the Board of Directors after consultation with the Medical Advisory Committee.
- (p) **“Head Office”** means the Corporation having its head office at 146 Oliver Road, Campbellford, Ontario, K0L 1L0.
- (q) **“Hospital”** means the Campbellford Memorial Hospital.
- (r) **“Household”** means one single unit of living accommodation.
- (s) **“Member”** means member of the Campbellford Memorial Hospital.
- (t) **“Member of household”** means a person whose primary residence is in a household.
- (u) **“Midwife”** means a member of the College of Midwives of Ontario.
- (v) **“Patient”** means, unless otherwise specified, any in-patient, out-patient, or other patient of the Hospital.
- (w) **“Physician”** or **“physician”** means a person registered in good standing in the College of Physicians and Surgeons of Ontario.

- (x) **“President and Chief Executive Officer”** means, in addition to ‘administrator’ as defined in section 1 of the *Public Hospitals Act*, the person appointed pursuant to the Bylaws to be the President and Chief Executive Officer of the Hospital.
- (y) **“Privileges”** or **“privileges”** means those rights or entitlements conferred by the Board upon a Physician, Dentist, Midwife or Registered Nurses in the Extended Class at the time of appointment or reappointment.
- (z) **“Professional Staff”** means the collection of legally qualified practitioners (Physicians, Dentists, Registered Nurses in the Extended Class and Midwives) appointed by the Board to attend or perform services for patients in Campbellford Memorial Hospital.
- (aa) **“Public Hospitals Act”** means the *Public Hospitals Act* (Ontario) R.S.O. 1990, c.P. 40 as amended and where the context requires, includes the regulations made under it.
- (bb) **“Registered Nurse in the Extended Class”** means those registered nurses in the extended class to whom the Board has granted Privileges with respect to the ordering of diagnostic Procedures for out-patients in the Hospital.
- (cc) **“Restricted Person”** means:
  - (i) any Professional Staff member other than the members of the Medical Staff appointed to the Board pursuant to the *Public Hospitals Act*;
  - (ii) any employee other than the Administrator;
  - (iii) any spouse, dependent child, parent, brother or sister of an employee or member of the Professional Staff;
  - (iv) any person who lives in the same household as a member of the Professional Staff or an employee of the Corporation.
- (dd) **“Rules and Regulations”** means the Rules and Regulations governing the practice of the Professional Staff in Campbellford Memorial Hospital both generally and within a particular department, which have been established respectively by the staff in general and the staff of the department.
- (ee) **“Selection Committee”** has the meaning ascribed thereto in section 7.4 (b) hereof.
- (ff) **“Supervisor”** means a physician who is assigned the responsibility to oversee the work of another person.
- (gg) **“Territory”** means the area listed in the Hospital’s service population, being a large number of townships and municipalities located in the Municipality of Trent Hills and other municipalities in Northumberland, Peterborough and Hastings Counties.

## 1.2 Interpretation

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

- (a) all terms which are contained in the By-Laws of the Corporation and which are defined in the Act, the *Public Hospitals Act*, the *Excellent Care for All Act* or the regulations made thereunder, shall have the meanings given to such terms in the Act, the *Public Hospitals Act*, the *Excellent Care for All Act* or the regulations thereunder;
- (b) the use of the singular number shall include the plural and vice versa, the use of gender shall include the masculine, feminine and neuter genders, and the word “person” shall include an individual, a trust, a partnership, a body corporate or public, an association or other incorporated or unincorporated organization or entity;
- (c) the headings used in the By-Laws are inserted for reference purposes only and are not to be considered or taken into account in construing the terms or provisions thereof or to be deemed in any way to clarify, modify or explain the effect of any such terms or provisions; and
- (d) any references herein to any Law, By-Law, Rule, Regulation, Order or Act of any government, governmental body or other regulatory body shall be construed as a reference thereto as amended or re-enacted from time to time or as a reference to any successor thereto.

## ARTICLE 2 - MEMBERS

### 2.1 Admission

Membership in the Corporation shall be limited to individuals interested in furthering the Corporation’s objects and shall consist of individuals who meet the qualifications set out in subsection 2.2 below and whose Application for admission as a Member has been approved by resolution of the Board.

### 2.2 Memberships

- (a) Annual Fee Membership
  - (i) Subject to the provisions of this section, a person is eligible to be an annual Member where he or she pays to the Corporation the annual membership fee for individuals, which amount shall be determined, from time to time, by resolution of the Board.
  - (ii) At the time of the payment of the fee, the person must,
    - (A) have been a resident or employed in the Territory for a continuous period of at least three (3) months immediately prior thereto, or

- (B) be employed or carry on business in the said municipality, county, region or township, and
- (C) where a Restricted Person, membership in the Corporation of such person shall be subject to the terms set out at subsection 2.2 (e) below;
- (D) be of the full age of eighteen (18) years.

(b) Annual Donor Membership

Subject to the criteria in section 2.2 (ii) (C) and (D) being met, any individual who has donated funds, in the immediately preceding calendar year, to the Corporation or to the Campbellford Memorial Hospital Foundation in the amount as determined by the Board shall be automatically admitted by resolution of the Board as an Annual Member without payment of an annual membership fee.

(c) Term of Annual Membership

Any Annual Membership in the Corporation shall be effective only from April 1<sup>st</sup> in one year to March 31<sup>st</sup> in the following year.

(d) Board Approval

A Member shall not be entitled to vote at any meetings of the Corporation unless admission as a member was approved by the Board, and any required membership fee was paid in full at least sixty (60) days prior to the date of the meeting.

(e) Limit on Restricted Persons

Save and except for persons who have previously been admitted as Members of the Corporation:

- (i) The total number of Restricted Persons shall not in the aggregate exceed thirty (30%) percent of the total number of persons admitted as Annual Members. Furthermore,
  - (A) any employee other than the administrator, and any spouse, dependent child, parent, brother or sister of an employee who can become Annual Members shall not respectively exceed fifteen (15%) percent of the number of persons admitted as Annual Members; and
  - (B) any member of the Professional Staff other than the members of the Medical Staff appointed to the Board pursuant to the *Public Hospitals Act* and any spouse, dependent child, parent, brother or sister of an employee who can become Annual Members shall not respectively exceed fifteen (15%) percent of the number of persons admitted as Annual Members.

### **2.3 Withdrawal**

A Member may withdraw from the Corporation by delivering a written resignation to the Secretary. Upon withdrawal, a Member is not entitled to a refund of the membership dues in whole or in part.

### **2.4 Termination of Membership**

The interest of a Member in the Corporation is not transferable and lapses and ceases to exist:

- (a) upon death, dissolution, resignation or termination of the Member;
- (b) when the Member's period of membership expires;
- (c) when the Member ceases to be a Member by resignation or otherwise in accordance with the By-Laws;
- (d) if at a special meeting of the Board, a resolution is passed to remove the Member by at least two-thirds (2/3) of the votes cast at the special meeting;
- (e) the person ceases to be a resident of, or ceases to be employed or carry on business in the Territory.

### **2.5 Information Available to Members**

No Member may have access to information respecting the details of the business or affairs of the Corporation which, in the opinion of the Board, would be detrimental to the interests of the Corporation to communicate to the public.

### **2.6 Membership Dues**

Members shall be notified in writing of membership dues at any time payable by them.

### **2.7 Application**

Each Application for an annual voting membership in the Corporation, pursuant to Section 2.2 (a), must be in a form prescribed by the Directors of the Corporation for the then current year and must be received by the Board no later than March 15th of each year in order to be considered in time to allow the prospective applicant an opportunity to vote, if applicable, at the next annual meeting of the Corporation. The decision as to whether a prospective applicant will be admitted will be made by the Board in accordance with section 2.1. The Application shall contain:

- (a) the membership qualifications set out in section 2.2 of the By-Laws;
- (b) a statement by the applicant that he/she has read the membership qualifications and that he/she meets all of the requirements set forth therein; and
- (c) if applicable, the annual membership fee for the then current year.



## **ARTICLE 3 - ANNUAL AND SPECIAL MEETING OF THE MEMBERS OF THE CORPORATION**

### **3.1 Annual Meetings of the Members of the Corporation**

The annual meeting of Members shall be held at the head office of the Corporation or at any place in Ontario as the Board determines between April 1st and July 31st in each year on a date fixed by the Board.

### **3.2 Notice of Annual Meeting of the Corporation**

- (a) Notice of the annual meeting of the Corporation shall be given:-
  - (i) by prepaid mail at least forty-five (45) days in advance of the meeting; or
  - (ii) by publication once a week for two consecutive weeks in a newspaper circulated in the municipality or municipalities in which the majority of members of the Corporation reside as shown by their addresses on the records of the Corporation.
- (b) Where notice is to be given by newspaper publication, the first publication shall be made at least forty-five (45) days preceding the date of the annual meeting.

### **3.3 Business at Annual Meetings of the Members of the Corporation**

The business transacted at the annual meeting of the Corporation shall include:

- (a) reading the:
  - (i) report of the Chair of the Board, including the financial statement/business;
  - (ii) report of the unfinished business from any previous meeting of the Corporation;
  - (iii) report of the President and Chief Executive Officer;
  - (iv) report of the Auditor;
  - (v) report of the Medical Advisory Committee;
- (b) receiving the minutes of the previous meeting;
- (c) election of Directors; and
- (d) the appointment of auditors to hold office until the next annual meeting.

### **3.4 Special Meetings of the Members of the Corporation**

- (a) The Board or the Chair may call a special meeting of the Corporation.

- (i) Not less than twenty-five percent (25%) of the Members of the Corporation entitled to vote at a meeting proposed to be held may, in writing, requisition the Directors to call a special meeting of the Members for any purpose connected with the affairs of the Corporation which are properly within the purview of the Members' role in the Corporation and that is not inconsistent with the Act.
- (ii) The requisition shall be deposited at the Head Office of the Corporation and may consist of several documents in like forms signed by one or more requisitioners.
- (b) Notice of a special meeting shall be given in the same manner as provided in section 3.2. If the Directors, acting in their sole discretion, determine that the requisition meets the qualifications set out in subsection 3.2 (b), the Directors shall call and hold such meeting within twenty-one (21) days from the date of the deposit of the requisition.
- (c) The notice of a special meeting shall specify the purpose or purposes for which it is called.

### **3.5 Omission of Notice**

No error or omission in giving notice of a meeting of Members of the Corporation may invalidate resolutions passed or proceedings taken at the meeting. Any Member may at any time waive notice of any such meeting and may ratify, approve and confirm any or all resolutions passed or proceedings taken at the meeting.

### **3.6 Quorum**

A quorum for any meeting of the Corporation shall be ten (10) of its Members.

### **3.7 Voting**

- (a) At all annual or special meetings, questions shall be determined by a majority of affirmative votes cast by Members present at the meeting, unless otherwise required by statute or the By-Laws. In the case of an equality of votes cast at any meeting, the chair does not have a second or casting vote.
- (b) Pursuant to the *Public Hospitals Act*, no Member may vote by proxy.
- (c) No Member shall be entitled to vote at meetings of Members of the Corporation unless the Member has paid all dues or fees, if any, then payable by the Member as set out in subsection 2.2 (a) above.
- (d) At any meeting, unless a poll is demanded, a declaration by the Chair of the meeting that a resolution has been carried or carried unanimously or by a particular majority, or lost or not carried by a particular majority, shall be conclusive of the fact.

- (e) A poll may be demanded either before or after any vote by a show of hands by any person entitled to vote at the meeting. If at any meeting a poll is demanded on the election of the Chair or on the question of adjournment, it shall be taken forthwith without adjournment. If at any meeting a poll is demanded on any other question or as to the election of Directors, the vote shall be taken by ballot in such manner as the Chair of the meeting directs. The result of a poll shall be deemed to be the resolution of the meeting at which the poll was demanded. A demand for a poll may be withdrawn.

### **3.8 Chair of the Meeting**

The Chair of a meeting of the Corporation shall be:

- (a) the Chair of the Board;
- (b) the Vice-Chair of the Board if the Chair of the Board is absent; or
- (c) a Chair elected by the members present if the Chair of the Board and Vice-Chair of the Board are absent.

### **3.9 Adjourned Meeting**

- (a) If, within one-half hour after the time appointed for a meeting of the Corporation, a quorum is not present, the meeting shall stand adjourned until a day within two weeks to be determined by the Board.
- (b) At least three days' notice of the adjourned meeting shall be given in accordance to the provisions of Section 3.2 above.

## **ARTICLE 4 - BOARD OF DIRECTORS**

### **4.1 Nominations**

Subject to Section 4.4 and all other provisions of these by-laws, nominations for election as Director at the annual meeting of the Corporation may be made only by the Governance Committee of the Board.

### **4.2 Board Composition**

The affairs of the Corporation shall be managed by a Board of Directors of eighteen (18) directors of whom:

- (a) Elected Directors

Twelve (12) Directors, who shall be elected by the Members.

Each elected Director shall hold office for a period of three (3) years from the date of election and shall retire, in rotation, in such a manner that the terms of

office of four (4) Directors expire as of the date of the annual meeting of the Corporation of each year.

(b) Non-voting *Ex Officio* Directors

The incumbents of each of the following offices shall be non-voting *Ex Officio* Directors of the Corporation;

- (i) The President and Chief Executive Officer of the Corporation, who shall hold office at the pleasure of the Board, but who in no case shall be Chair or Vice-Chair of the Board;
- (ii) The Chief of Staff;
- (iii) The President of the Professional Staff; and
- (iv) The Chief Nursing Executive.

Upon any one of such persons ceasing to hold their respective office they shall thereupon cease to be a Director of the Corporation.

(c) Voting *Ex Officio* Directors

- (i) The President of the Hospital Auxiliary Organization for a term of two (2) year expiring at the annual meeting next following such person's appointment; and
- (ii) A member of the Campbellford Memorial Hospital Foundation Board as identified by the Foundation Board.

Upon any one of such persons ceasing to hold their respective office they shall thereupon cease to be a Director of the Corporation.

(d) Honourary Directors

The Board may, from time to time, appoint by resolution one or more Honourary Directors, including an Honourary Chair of the Board, to hold office for such term or terms as may be determined by the Board of Directors. The Honourary Directors are entitled to participate in discussions, but are not entitled to move motions or vote.

### 4.3 Term

(a) Directors shall be elected pursuant to section 4.2 (a) at the annual meeting of the Corporation and shall retire in rotation as follows:

- (i) Four (4) Directors shall be elected at each annual meeting for a term of three (3) years expiring on the date of the annual meeting at the end of their designated term; and

- (ii) Subject to subsection 4.4 (f) and other provisions of this By-Laws, none of the above persons may be elected or appointed for more terms than will constitute nine (9) consecutive years of service.

#### **4.4 Qualifications of Directors**

- (a) Every Director shall be eighteen (18) or more years of age and shall be a voting Member in good standing of the Corporation, or shall become a Member of the Corporation within ten (10) days after election or appointment as a Director in accordance with the terms of these By-Laws. No undischarged bankrupt shall become a Director.
- (b) No employee other than the President and Chief Executive Officer and the Chief Nursing Executive of the Corporation shall be eligible for election or appointment to the Board of Directors.
- (c) No spouse, child, parent, brother or sister of an employee shall be eligible for election or appointment to the Board of Directors, except where nomination of such person is supported by one hundred percent (100%) of the Board of Directors and such person is elected in accordance with the By-Laws.
- (d) No person who lives in the same Household as a member of the professional staff or an employee of the Corporation shall be eligible for election or appointment to the Board of Directors, except where nomination of such person is supported by one hundred percent (100%) of the Board of Directors and such person is elected in accordance with the By-Laws.
- (e) No person may be elected or appointed a Director for terms that will exceed nine (9) consecutive years of service, subject to the following:
  - (i) where there is a break in the continuous service of at least one (1) year, the same person may be re-elected or re-appointed a Director;
  - (ii) where a Director, who is the Chair of the Board, has been elected for an additional term that will extend beyond nine (9) consecutive years of service, that Director may complete his or her tenure as Chair of the Board, subject to the approval of the Board;
  - (iii) such limit shall not prevent the immediate Past Chair from continuing to serve as a Director for a period not exceeding one (1) additional year beyond their tenure as Chair of the Board.
- (f) No Director may serve as Chair, Vice-Chair, or Treasurer of the Board for more than three (3) consecutive annual terms in one office, provided however, that following a break in the continuous service of at least one (1) annual term, the same person may be re-elected or re-appointed to any office.

#### **4.5 Vacation and Termination of Office**

The office of a Director shall automatically be vacated:

- (a) if a Director is absent for three (3) consecutive meetings of the Board without sufficient and good cause, or if a Director is absent for one-third (1/3) or more of the meetings of the Board in any twelve (12) month period, the Board may at its discretion, declare his seat vacant;
- (b) if the Director is found to be a mentally incompetent person or becomes of unsound mind;
- (c) if the Director, by notice in writing to the Corporation, resigns his office, which resignation shall be effective at the time it is received by the Secretary of the Corporation or at the time specified in the notice, whichever is later;
- (d) if at a special meeting of the Corporation a resolution is passed by at least two-thirds (2/3) of the votes cast by the Members of the Corporation at the special meeting removing the Director before the expiration of the Director's term of office;
- (e) if the Director does not within ten (10) days after election or appointment as a Director, become a Member or ceases to become a Member;
- (f) if the Director dies;
- (g) if the Director becomes bankrupt or suspends payment of debts generally or compounds with creditors or makes an assignment in bankruptcy; or
- (h) if the Director knowingly materially breaches the provisions of the letters patent, supplementary letters patent, by-laws or Rules and Regulations of the Corporation, including, without limitation, the conflict of interest and confidentiality provisions contained in this By-Law.

#### **4.6 Vacancy**

- (a) If a vacancy occurs at any time among the elected Directors either by a resignation or by death or by other cause, such vacancy shall be filled by a qualified person elected by the Board to serve until the next annual meeting.
- (b) At the next annual meeting, in addition to the election of Directors to fill the vacancies caused by expiry of Directors' terms, the meeting shall elect an additional Director to fill the unexpired term created by any vacancy referred to in subsection 4.6 (a) above.

#### **4.7 Responsibilities of the Board**

The Board shall govern and supervise the management of the affairs of the Corporation and shall:

- (a) Develop and review on a regular basis the mission, vision, objectives and strategic plan of the Corporation in relation to the provision, within available resources, of appropriate programs and Departments in order to meet the needs of the community;
- (b) Ensure that optimal utilization of resources is a key focus, while ensuring that the organization operates within a reasonable resource envelope;
- (c) Work collaboratively with other community agencies and institutions in meeting the needs of the community;
- (d) Establish procedures for monitoring compliance with the requirements of the *Public Hospitals Act*, the Hospital Management Regulation thereunder, the By-Laws of the Corporation, and all other applicable legislation;
- (e) Establish specific policies which will provide the general framework within which the President and Chief Executive Officer, the Medical Advisory Committee, the Professional Staff, and the Corporation staff will establish procedures for the management of the day-to-day processes within the Corporation;
- (f) Establish the selection process for the appointment of the President and Chief Executive Officer and appoint the President and Chief Executive Officer in accordance with the process;
- (g) Ensure the ongoing evaluation of the President and Chief Executive Officer;
- (h) Through policies, delegate responsibility and concomitant authority to the President and Chief Executive Officer for the organization and operation of the Corporation and require accountability of the President and Chief Executive Officer to the Board;
- (i) Establish the selection process for the Chief of Staff in accordance with the provisions of this By-law and appoint the Chief of Staff in accordance with said process;
- (j) Ensure the ongoing evaluation of the Chief of Staff;
- (k) Through policies, delegate responsibility and concomitant authority to the Chief of Staff for the operation of the general clinical organization of the Corporation and the supervision of the Professional Staff activities in the Corporation, and require accountability of the Chief of Staff to the Board;
- (l) Appoint and re-appoint physicians, dentists, midwives, and registered nurses in the extended class to the Professional Staff of the Corporation, and delineate the respective Privileges after considering the recommendations of the Medical Advisory Committee, in accordance with legislative and By-Law requirements;
- (m) Through the Professional Staff organization, assess and monitor the acceptance by each member of the Professional Staff of responsibility to the patient and to the

Corporation concomitant with the Privileges and duties of the appointment and with the By-Laws of the Corporation;

- (n) Review regularly the functioning of the Corporation in relation to the objects of the Corporation as stated in the letters patent, supplementary letters patent and the By-Laws, and demonstrate accountability for its responsibility to the Annual Meeting of the Corporation;
- (o) Review on a regular basis the role and responsibility of the Corporation to its community in relation to the provision, with the means available, of appropriate types and amounts of services;
- (p) Ensure that the services, which are provided, have properly qualified staff and appropriate facilities;
- (q) 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) Borrow money, from time to time, as may be authorized by resolution of the Board;
- (s) Approve the annual operating and capital budgets for the Corporation;
- (t) Ensure that the President and Chief Executive Officer, Professional Staff, 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 Corporation or disrupt the normal Corporation routine;
  - (ii) the failure to provide services by persons who ordinarily provide services in the Corporation; and
  - (iii) situations, circumstances, conduct and behaviours which pose or have the potential of resulting in a risk to the safety and wellbeing of patients, staff an/or other health professionals;
- (u) Establish and provide for the operation of an Occupational Health and Safety program for the Corporation that 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;
- (v) Establish and provide for the operation of a health surveillance program including a communicable disease surveillance program in respect of all persons carrying on activities in the Corporation;
- (w) Establish a Fiscal Advisory Committee to make recommendations to the Board on the operation, use and staffing of the Hospital, comprised of:
  - (i) the President and Chief Executive Officer;
  - (ii) one person representing the Professional Staff;
  - (iii) the Chief Nursing Executive or another person representing nurses who are managers;
  - (iv) one person representing employees; and
  - (v) such other persons as are appointed by the President and Chief Executive Officer;
- (x) Provide for:
  - (i) the participation of Nurses who are managers and staff Nurses in decision making related to administrative, financial, operational and planning matters in the Hospital; and
  - (ii) the participation at the committee level of staff Nurses who are managers, including the election of staff Nurses of representatives to committees and the election or appointment to committees of Nurses who are managers;
- (y) Pursuant to the Hospital Management Regulations, provide for the establishment of procedures to encourage the donation of organs and tissues including: and
  - (i) procedures to identify potential donors; and
  - (ii) procedures to make potential donors and their families aware of the options of organ and tissue donations,

and shall ensure that such procedures are implemented in the Corporation.
- (z) Establish a Quality Committee further to the *Excellent Care for All Act* to monitor and report on the overall quality of care and make recommendations to the Board regarding quality improvement initiatives and policies and to oversee the preparation of annual quality improvement plans, comprised of:
  - (i) The President and Chief Executive Officer;
  - (ii) One member of the Medical Advisory Committee;

- (iii) The Chief Nursing Executive;
- (iv) One person who works in the Hospital and who is not a member of the College of Physicians and Surgeons of Ontario or the College of Nurses of Ontario; and
- (v) Such other persons as are selected by the Board such that one-third of the members of the Quality Committee shall be voting members of the Board.

#### **4.8 Standards of Care**

Every Director and officer of the Corporation in exercising his/her powers and discharging his/her duties 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 person would exercise in comparable circumstances;
- (c) adhere to the Corporation's philosophy, mission, and values; and
- (d) respect and abide by decisions of the Board.
- (e) keep informed about matters relating to the Corporation and the community served; and
- (f) represent the Board when requested.

#### **4.9 Public Statements and Confidentiality**

- (a) Unless the Board withholds such authority, the Chair, the Vice-Chair in the absence of the Chair, and the President and Chief Executive Officer have the authority to make statements to the news media, or public, on any matters concerning the Hospital. No other persons shall have the authority to comment to the news media or public on any matters on behalf of the Hospital unless authorized by the Chair of the Board or by the President and Chief Executive Officer.
- (b) Every Director, officer and member of the Professional Staff, and employee of the Corporation shall respect the confidentiality of matters brought before the Board or before any committee or any matter dealt with in the course of the employee's employment or the Professional Staff member's activities in the Corporation and keep in mind that unauthorized statements could adversely affect the interests of the Corporation.

#### **4.10 Indemnities to Directors and Others**

- (a) Protection of Directors and Officers

Except as otherwise provided in any legislation or law, no Director or officer for the time being of the Corporation shall be liable for the acts, receipts, neglects or defaults of any other Director or officer or employee or for any loss, damage or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired by the Corporation or for or on behalf of the Corporation or for the insufficiency or deficiency of any security in or upon which any of the monies of or belonging to the Corporation shall be placed out or invested or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person including any person with whom or which any monies, securities or effects shall be lodged or deposited or for any loss, conversion, misapplication or misappropriation of or any damage resulting from any dealings with monies, 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 the Director's or officer's respective office or trust or in relation thereto unless the same shall happen by or through the Director's or officer's own failure to act honestly and in good faith in the performance of the duties of office, or other willful neglect or default.

(b) Pre-Indemnity Considerations

Before giving approval to the indemnities provided in section 4.10(c), or purchasing insurance provided in section 4.10(d), the Board shall consider:

- (i) The degree of risk to which the Director or officer is or may be exposed;
- (ii) Whether, in practice, the risk cannot be eliminated or significantly reduced by means other than the indemnity or insurance;
- (iii) Whether the amount or cost of the insurance is reasonable in relation to the risk;
- (iv) Whether the cost of the insurance is reasonable in relation to the revenue available; and
- (v) Whether it advances the administration and management of the property to give the indemnity or purchase the insurance.

(c) Indemnification of Officers and Directors

Upon approval by the Board from time to time, every Director and officer of the Corporation and every member of a committee, or any other person who has undertaken, or is about to undertake, any liability on behalf of the Corporation or any corporation controlled by it, and the person's respective heirs, executors and administrators, and estate and effects, successors and assigns, shall from time to time and at all times, be indemnified and saved harmless out of the funds of the Corporation, from and against:

- (i) all costs, charges and expenses whatsoever which such Director, officer, committee member or other person sustains or incurs in or in relation to any

action, suit or proceeding which is brought, commenced or prosecuted against the Director, officer, committee member or other person, for or in respect of any act, deed, matter or thing whatsoever, made, done or permitted by them, in or in relation to the execution of the duties of such office or in respect of any such liability; and

- (ii) all other costs, charges and expenses which the Director, officer, committee member or other person sustains or incurs in or in relation to the affairs thereof,

except such costs, charges or expenses as are occasioned by their own failure to act honestly and in good faith in the performance of the duties of office, or by other willful neglect or default.

The Corporation shall also, upon approval by the Board from time to time, indemnify any such person in such other circumstances as any legislation or law permits or requires. Nothing in this By-law shall limit the right of any person entitled to indemnity to claim indemnity apart from the provisions of this By-law to the extent permitted by any legislation or law.

- (d) Insurance

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

## **ARTICLE 5 – CONFLICT OF INTEREST**

### **5.1 Conflict of Interest**

- (a) Every Director who, either directly or through one of his or her Associates, has or thinks he or she may potentially have, a Conflict of Interest shall disclose the nature and extent of the interest at a meeting of the Board.
- (b) A Conflict of Interest may occur with respect to a proposed or current contract, transaction, matter or decision of the Corporation, or any other matter that competes for the interest of the Director.
- (c) The declaration of actual or potential Conflict of Interest shall be disclosed at a meeting of the Board or a committee of the Board, as the case may be, at which the contract, transaction, matter or decision is first raised or at such time as the Director becomes aware. The Director shall not be present during the discussion or vote in respect of the matter in which he/she has a conflict and shall not attempt in any way to influence the voting.

- (d) If a Director has made a declaration in compliance with this By-Law and complied with all conflict of interest policies of the Board, the Director is not accountable to the Corporation for any profit he or she may realize from the contract, transaction, matter or decision.

## **ARTICLE 6 - REGULAR AND SPECIAL MEETINGS OF THE BOARD**

### **6.1 Regular Meeting**

- (a) The Board may meet at the Head Office of the Corporation on the first Thursday of each month at 5:00 in the evening, or such other time and day as the Board may from time to time determine.
- (b) There shall be at least nine (9) regular meetings per annum.
- (c) The Secretary of the Board 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.
- (d) 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.
- (e) Regular Board meetings shall be open to members of the public.

### **6.2 Special Meeting**

- (a) The Chair of the Board may call Special Meetings of the Board.
- (b) If six (6) Directors so request in writing, the Secretary of the Board shall call a Special Meeting of the Board.
- (c) The Secretary of the Board of Directors shall give notice in writing of a special meeting of the Board of Directors to the Directors at least forty-eight hours in advance.
- (d) The notice of a Special Meeting shall state the purpose for which it is called.

### **6.3 Omission of Notice**

No error or omission in giving notice for a meeting of Directors shall invalidate such meeting or invalidate any proceedings at such meeting and any Director may at any time waive notice of any such meeting and may ratify and approve any or all proceedings.

### **6.4 Quorum**

A quorum for any meeting of the Board shall be seven (7) voting Directors elected under section 4.2 (a).

## **6.5 Adjournment of Meeting**

- (a) If, within, one-half hour after the time appointed for a Meeting of the Board, a quorum is not present, the Meeting shall stand adjourned subject to the call of the Chair.
- (b) Notice of such adjourned Meeting shall be sent by the Secretary to each of the Directors, at least forty-eight (48) hours prior to the date of the next Meeting.

## **6.6 Chair**

The Chair of a meeting of the Board shall be:

- (a) the Chair of the Board; or
- (b) the Vice-Chair of the Board if the Chair of the Board is absent; or
- (c) a Chair elected by the Directors present if the Vice-Chair of the Board is absent.

## **6.7 Procedure**

- (a) Minutes shall be kept for all meetings of the Board.
- (b) Business arising at any meeting of the Board shall be decided by a majority of votes, provided that:
  - (i) except as provided by clause (ii) below, votes shall be taken in the usual way by a show of hands, in which case:
    - (A) The chair shall have a vote;
    - (B) If there is an equality of votes, the motion is lost.
  - (ii) votes shall be taken by written ballot if so demanded by any voting member present, in which case.
    - (A) The chair shall have a vote;
    - (B) If there is an equality of votes, the motion is lost.
  - (iii) 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.

## **6.8 Telephone Meetings**

If all the Directors present at or participating in the meeting consent, a meeting of Directors or a meeting of a committee of the Board may be held by such telephone, electronic or other communication facilities that permit all persons participating in the meeting to

communicate with each other simultaneously and instantaneously, and the Director or committee member participating in the meeting by those means is deemed to be present at the meeting.

## **ARTICLE 7 - OFFICERS AND DUTIES OF THE BOARD**

### **7.1 Officers and Duties of the Board**

The directors shall elect from among themselves the Chair of the Board, the Vice-Chair and the Treasurer and such other officers as the Board may by resolution determine. The President and Chief Executive Officer shall be the Secretary of the Board.

The officers shall be elected or appointed at the first meeting of the Board following the annual meeting of members at which directors are elected or at such other times as a vacancy shall occur. Except for the Board Chair and Vice-Chair, an individual may hold more than one office.

### **7.2 Duties of Chair**

The Chair of the Board shall:

- (a) preside at all meetings of the Board;
- (b) be chair of the Executive Committee and Joint Conference Committee;
- (c) be responsible for the naming of Directors to committees not otherwise provided for in the By-Laws of the Corporation;
- (d) report to each annual meeting of members of the Corporation concerning the operations of the Corporation;
- (e) represent the Corporation at public or official functions;
- (f) perform such other duties as may from time to time be determined by the Board; and
- (g) be an *Ex Officio* member of all committees of the Board.

### **7.3 Duties of Vice-Chair**

The Vice-Chair of the Board shall:

- (a) preside in the absence or disability of the Chair of the Board;
- (b) be a member of the Executive Committee; and
- (c) perform such other duties as may from time to time be determined by the Board.

## 7.4 Duties of the Treasurer

The Treasurer of the Corporation shall ensure:

- (a) that the books of account and accounting records of the Corporation are kept according to the provisions of the Act and any act or regulation of the Province of Ontario;
- (b) that the Board receives regular reports indicating the financial position of the Corporation;
- (c) that the investment policy as established by the Board is in place, and monitor compliance with the policy;
- (d) that quarterly certificates are presented to the Board by the Chief Financial Officer in respect of the previous quarter that all wages owing to employees and source deductions relating to the employees that the Corporation is required to deduct and remit to the proper authorities pursuant to all applicable legislation, including without limitation, the *Income Tax Act* (Canada), the Canada Pension Plan (Canada), the *Unemployment Insurance Act* (Canada), and *Employer Health Tax Act* (Ontario), have been made and remitted to the proper authorities, and that all taxes collected pursuant to the goods and services tax and provincial sales tax have been collected and remitted to the proper authorities;
- (e) submission of an annual audited financial report to the Board and the Corporation of the financial operations of the Corporation; and

perform such other duties as may be established from time to time by resolution of the Board.

## 7.5 Duties of Secretary

The Secretary shall:

- (a) attend all meetings of the Board;
- (b) keep a record of the minutes of all meetings;
- (c) attend to correspondence;
- (d) prepare all reports required under any act or regulation of the Province of Ontario;
- (e) be the custodian of all minute books, documents and registers of the Corporation required to be kept by the provisions of the Act;
- (f) be the custodian of the seal of the Corporation;
- (g) keep copies of all testamentary documents and trust instruments by which benefits are given to the use of the Hospital and provide the office of the Public Guardian



and Trustee with attested or notarial copies of such documents in accordance to the provisions of the *Charities Accounting Act* (Ontario);

- (h) perform such other duties as the Board may direct;
- (i) not be required to perform duties personally but may delegate to others the performance of any or all such duties.

## **7.6 Duties of President and Chief Executive Officer**

- (a) The President and Chief Executive Officer of the Corporation shall be appointed by the Board.
- (b) The President and Chief Executive Officer shall be Secretary of the Board.
- (c) The President and Chief Executive Officer shall:
  - (i) be responsible to the Board for the general administration, organization and management of the Corporation in accordance with policies established by the Board;
  - (ii) attend all meetings of the Board and of its committees, except the Audit Committee;
  - (iii) employ, control and direct all employees of the Corporation;
  - (iv) notwithstanding the provisions of section 9.3, be responsible for the payment by cheque of all salaries and amounts due from and owing by the Corporation which fall within the purview and scope of the approved annual budget, or otherwise as may be established from time to time by resolution of the Board;
  - (v) report to the Board any matter about which it should have knowledge;
  - (vi) report to the physician charged with the responsibility for clinical supervision and oversight of medical practice in the Hospital, and to the Board if necessary:
    - (1) any failure of any physician to act in accordance with statute law or regulations thereunder, or Corporation By-Laws and Rules;
    - (2) any patient who does not appear to be making reasonable progress towards recovery or who is not being visited frequently enough by the attending physician; and
    - (3) any other matter about which he or she should have knowledge;

- (vii) be a member of the Medical Advisory Committee and participate with the Medical Advisory Committee in the provision of quality care;
- (viii) ensure that the Corporation complies with all statutory and regulatory requirements; and
- (ix) 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 materials relating to patient care and photographs thereof.

## **ARTICLE 8 - COMMITTEES OF THE BOARD**

### **8.1 Committees of the Board**

- (a) At the first meeting of the Board following the annual meeting, the Board shall elect the Executive Committee, hereinafter referred to as the Executive Committee, and appoint the following standing committees, and name the Chair of each committee where necessary:
  - (i) the Executive Committee;
  - (ii) the Finance/Audit Committee;
  - (iii) the Governance Committee;
  - (iv) the Joint Conference Committee;
  - (v) the Quality Committee; and
  - (vi) such other special committees as the Board deems necessary or desirable.
- (b) The Board may appoint additional members to a committee of the Board who are not Directors, except for the Executive Committee and the Joint Conference Committee.
- (c) The Board may at any meeting appoint any special committee and name the Chair, members of the committee and terms of reference.
- (d) The Board may by resolution dissolve any special committee at any time.
- (e) All Directors including non-voting Directors, shall have a vote at committees.

### **8.2 Executive Committee**

- (a) The Executive Committee shall, subject to election by the Board, consist of:
  - (i) the Chair
  - (ii) the Vice-Chair

- (iii) the Treasurer
  - (iv) the Past Board Chair
  - (v) the Chief of Staff
  - (vi) two other Directors who chair committees of the Board, and
  - (vii) the President and Chief Executive Officer.
- (b) The Executive Committee shall:
- (i) exercise the full powers of the Board in all matters of administrative urgency, reporting every action at the next meeting of the Board;
  - (ii) inform and advise the Board on all property and operational matters as directed by the Board; and
  - (iii) make recommendations on the purchase of any capital equipment not foreseen in the approved annual budget.

### **8.3 Terms of Reference**

- (a) The composition and terms of reference for other standing and special committees shall be set out in Board policy.

## **ARTICLE 9 - FINANCE**

### **9.1 Financial Year End**

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

### **9.2 Financial Bonding - Fidelity Insurance**

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

### **9.3 Banking and Borrowing**

- (a) Either the Chair or Chair of the Finance/Audit Committee together with the President and Chief Executive Officer or designate jointly are hereby authorized for and in the name of the Corporation:

- (i) to draw, accept, sign and make all or any bills of exchange, promissory notes, cheques and orders for payment of money except cheques for \$5,000 and under which may be signed by one of the aforementioned signing officers;
  - (ii) to receive all monies and to give acquittance for the same;
  - (iii) subject to the approval of the Board, to assign and transfer to the bank all or any stocks, bonds and other securities;
  - (iv) subject to the approval of the Board, from time to time to borrow money from a bank, by incurring an overdraft or otherwise; and
  - (v) generally, for and in the name and on behalf of the Corporation, to transact with the said bank any business they may think fit.
- (b) Any Officer of the Corporation or any official as may from time to time be designated by the Board, is hereby authorized or may be authorized on behalf of the Corporation:
- (i) to negotiate with, deposit with, endorse or transfer to the Corporation's bank, but for the credit of the Corporation only, all or any bills of exchange, promissory notes, cheques, or orders for the payment of money and other negotiable paper;
  - (ii) from time to time to arrange, settle, balance and certify all books and accounts between the Corporation and the Corporation's bank;
  - (iii) to receive all paid cheques and vouchers; or
  - (iv) to sign the bank's form of settlement of balances and release.

#### **9.4 Signing Officers**

- (a) The Chair or Chair of the Finance /Audit Committee together with the President and Chief Executive Officer shall sign on behalf of the Corporation and affix the Corporate Seal to all contracts, agreements, conveyances, mortgages, or other documents, as may be required and as authorized by the Board.
- (b) The Seal of the Corporation shall be in the form impressed hereon.

(SEAL)

#### **9.5 Investments**

- (a) Subject to subsections (b) and (c) below, the Board shall not be limited to investing the funds of the Hospital in investments authorized by laws for trustees provided their investments are investments which are deemed reasonable and prudent under the circumstances.

- (b) With respect to monies or property held in trust by the Corporation, the Board may invest only in securities authorized by the *Trustee Act* (Ontario), unless the trust instrument indicates otherwise.
- (c) Notwithstanding the provisions contained in subsections (a) and (b) above, the Board may, in its discretion retain investments which are given to the Corporation in specie.

## **9.6 Donations**

- (a) No benefit given in trust to or to the use of the Corporation for endowment purposes shall be hypothecated, transferred or assigned to obtain credit or to receive funds except as allowed by subsection 9.5 (a).
- (b) The Secretary shall keep copies of all testamentary documents and trust instruments by which benefits are given, bequeathed or devised to, or to the use of, the Corporation.
- (c) The Secretary shall give notice to the Public Guardian and Trustee, in accordance with the terms of the *Charities Accounting Act* (Ontario), of the benefits referred to in subsection (b) above which come into the control or possession of the Corporation and the notice shall be accompanied by an attested or notarial copy of the testamentary or trust document.
- (d) The Corporation shall apply any trust funds of the Corporation only to the designated purpose(s) for which such funds were intended. Under no circumstances shall the Corporation transfer any funds held in trust by the Corporation to any other individual or entity, unless such transfer complies with all applicable law, including without limitation, the *Charities Accounting Act* (Ontario) and the *Trustee Act* (Ontario).
- (e) The Secretary shall at least semi-annually provide an accounting to the Board with respect to all funds held in trust by the Corporation.

## **9.7 Auditor**

- (a) The Corporation shall at its annual meeting appoint an auditor who shall not be a member of the Board or an officer or employee of the Corporation or a partner or employee of any such person, and who is duly licensed under the provisions of the *Public Accountancy Act*, to hold office until the next annual meeting of the Corporation.
- (b) The auditor shall have all the rights and privileges as set out in the Act and shall perform the audit function as prescribed therein.
- (c) The auditor shall meet with the Finance/Audit Committee.

- (d) In addition to making the report at the annual meeting of the Corporation, the auditor shall from time to time report through the Finance/Audit Committee to the Board on the audit work with any necessary recommendations.

## **ARTICLE 10 - ANCILLARY ASSOCIATIONS**

### **10.1 Authorization**

The Board may sponsor the formation of a Hospital Auxiliary or any other ancillary association as it deems advisable.

### **10.2 Purpose**

Such association shall be conducted with the advice of the Board for the general welfare and benefit of the Corporation and the Patients.

### **10.3 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.

### **10.4 Representation**

The Hospital representative of an ancillary association shall be an *Ex Officio* Director of the Corporation entitled to one vote at all meetings of the Board.

### **10.5 Auditor**

Each unincorporated ancillary organization shall have its financial affairs reviewed by the Hospital auditor for purposes of assuring reasonable internal control.

## **ARTICLE 11 - PROFESSIONAL STAFF**

### **11.1 Purposes of the Professional Staff**

The purposes of the Professional Staff organization, in addition to fulfilling the responsibilities established by the laws of the Province of Ontario and these By-Laws, are:

- (a) To establish quality assurance mechanisms, approved by the Board, for the Professional care rendered by the Hospital's Professional Staff and to ensure, through the Professional Staff organization, the quality of professional care rendered to patients by the Hospital's Professional Staff;
- (b) To advise the Board on the processes of maintaining a satisfactory quality of professional care, and wherever possible, improving the quality of professional care, with consideration for the most effective and efficient application and utilization of the available resources;

- (c) To encourage and support each member of the Professional Staff in the discharge of his/her responsibilities for organized participation in the provision of advice to the Hospital regarding planning and the establishment of policies and other decisions in the Hospital;
- (d) To provide a mechanism for physician input into the senior levels of decision and policy setting within the Hospital; and
- (e) To fulfil the responsibilities of the Professional Staff organization as established by the Hospital By-Laws and Rules of the Professional Staff.

## **11.2 Professional Staff Resource Plan**

The Medical Advisory Committee, will recommend to the Board for approval, on an annual basis, a Professional Staff Resource Plan, with the advice of the Administration of the Hospital. This plan will be consistent with the strategic directions of the Hospital as established by the Board, and section 44 (2) of the *Public Hospitals Act* regarding cessation of services.

## **11.3 Appointment**

- (a) Having considered the recommendations of the Medical Advisory Committee, the Board shall appoint annually a Professional Staff of the Hospital. Except where the particular privileges applied for are exclusive to a Department of the Hospital, all Professional Staff members must also apply for, be granted and maintain an appointment to the Professional Staff of the Hospital.
- (b) The Board shall from time to time establish criteria, as stated in these By-Laws and the Rules of the Professional Staff, for the appointment and reappointment of the members of the Professional Staff after considering the advice of the Medical Advisory Committee.
- (c) All new appointments will be contingent upon the need for services in the community and the completion of a full financial Impact Analysis demonstrating that the Hospital has the resources to accommodate the applicant and that the applicant meets the needs of the respective Department as described in the Professional Staff Resource Plan.
- (d) Where the Board of the Hospital determines that the Hospital shall cease to provide a service or the Minister directs the Hospital to cease to provide a service, the Board of Directors may:
  - (i) refuse the application of a member for appointment or reappointment to the Professional Staff or for a change in hospital Privileges;
  - (ii) revoke the appointment of any member; and
  - (iii) cancel or substantially alter the privileges of any member as long as such determination relates to the termination of the service.

#### 11.4 Term of Office

Each appointment to the Professional Staff shall be for a period of not more than one (1) year. Provided that where, within the time prescribed therefore, a member has applied for reappointment, his/her appointment shall be deemed to continue,

- (a) until the reappointment is granted; or
- (b) where he/she is served with notice that the Board refuses to grant the reappointment, until the time for giving notice requiring a hearing by the Appeal Board has expired and, where a hearing is required, until the decision of the Appeal Board has become final.

#### 11.5 Application

- (a) An application for appointment to the Professional Staff will be processed in accordance with the provisions of the *Public Hospitals Act*, these By-Laws and the Rules and Regulations of the Professional Staff.
- (b) The President and Chief Executive Officer will provide access to the By-Laws, the Rules and Regulations of the Professional Staff, the *Public Hospitals Act* and regulations thereunder to each applicant who expresses in writing the intention to apply for appointment to the Professional Staff.
- (c) Each applicant for membership to the Professional Staff will submit on the prescribed forms a written application to the President and Chief Executive Officer, together with a consent for release of the required information.
- (d) Each application must contain:
  - (i) a statement by the applicant that they have read the *Public Hospitals Act* and its regulations, these By-Laws and the Rules and Regulations of the Professional Staff of the Hospital;
  - (ii) an undertaking that, if the applicant is appointed to the Professional Staff, the applicant will provide the agreed upon services to the Hospital and will act in accordance with the *Public Hospitals Act*, the regulations thereunder, the By-Laws, Rules and Regulations and policies of the Hospital;
  - (iii) a current, certificate of Professional Conduct (physicians), certificate of registration (dentists and midwives) or annual registration payment card as a registered nurse in the extended class and a signed consent which shall include but not limited to authorizing any college to provide:
    - (A) a report on any action taken by its disciplinary or fitness to practice committee;



- (B) a report on whether the applicant's privileges have been curtailed or cancelled by the college or by another hospital because of incompetence, negligence or any act of professional misconduct;
- (iv) reports on experience, and competence including:
  - (A) a report from the Chief of Staff or Chief of Department in the last hospital in which the applicant held an appointment; or
  - (B) if the applicant has completed training within the past five years, a report from a supervisor or head of the program in which the applicant has completed training;
- (v) a list of three (3) current appropriate references;
- (vi) a list of procedural privileges requested;
- (vii) an up to date curriculum vitae, including a record of the applicant's professional education, post-graduate training, history of academic and professional career, and continuing medical education;
- (viii) evidence of medical practice liability insurance coverage satisfactory to the Board and appropriate to the scope and nature of the intended practice;
- (ix) where there has been an adverse finding or the applicant did voluntarily or involuntarily resign or restrict their privileges, the applicant shall provide a recital and description of disciplinary actions, voluntary restriction of privileges, competency investigations, performance reviews and details with respect to prior privileges disputes with other hospitals regarding appointment, re-appointment, change in privileges, or mid-term suspension or revocation of privileges;
- (x) information of any civil suit related to professional practice where there was a finding of negligence or battery, including any suit settled by a payment;
- (xi) information regarding any criminal proceedings or convictions involving the applicant which may impact the applicant's ability to practice;
- (xii) information regarding the applicant's health, including any impairments, medical conditions, diseases or illnesses that may impact on the applicant's ability to practice, along with an authorization for the treating health professional to release relevant information to the Hospital, such information as released by a treating health professional to not form part of the applicant's credentialling file;
- (xiii) an undertaking, in writing, that if appointed, the applicant will act in accordance with the Laws of the Province of Ontario relating to hospital practice, and abide by and guided by the requirements set out in the By-Laws and the Rules and Regulations of the Professional Staff and policies

of the Hospital and will act in accordance with ethical standards of the profession;

- (xiv) an undertaking, in writing, that if appointed, the applicant will abide the Hospitals policies as related to confidentiality of patient information and Hospital matters. No member will make statements on behalf of the Hospital to the news media or public without the express authority of the President and Chief Executive Officer or delegate.

## **11.6 Procedure for Processing Application**

### **(a) Chief Executive Officer Review**

The Chief Executive Officer shall refer the original application immediately to the Credentials Committee.

### **(b) Credentials Committee Review**

The Credentials Committee shall:

- (i) Investigate each application submitted under the provisions of subsection 11.5 (a), together with the qualifications, experience and professional reputation of the applicant; and
- (ii) make a written report thereon to the Medical Advisory Committee at its next regular meeting.

### **(c) The Medical Advisory Committee will receive and consider the application and report of the Credentials Committee, and send its recommendation in writing to the Board within sixty (60) days of the date of receipt by the President and Chief Executive Officer or delegate of the completed application, as outlined in the *Public Hospitals Act*. The Medical Advisory Committee may make its recommendation to the Board later than sixty (60) days after the receipt of the application if, prior to the expiry of the sixty (60) day period, it indicates in writing to the Board and the applicant that a final recommendation cannot yet be made and includes written reasons for the delay.**

### **(d) Where the Medical Advisory Committee recommends to the Board that an application for appointment not be granted, it will give written notice to the applicant and the Board of its recommendation and the applicant will be given written notice that they are entitled to written reasons for the recommendation and a hearing before the Board pursuant to the provision of the *Public Hospitals Act* if such a hearing is required. The procedures to be followed are outlined in Schedule 1, section 5 of these By-Laws.**

### **(e) Where the Medical Advisory Committee recommends to the Board that an application for reappointment or any requested change in Privileges not be granted, it will give written notice to the applicant and the Board of its recommendation and the applicant will be given written notice that they are entitled to written reasons for**

the recommendation and a hearing before the Board pursuant to the provision of the *Public Hospitals Act* if such a hearing is required. The procedures to be followed are outlined in Schedule 1, section 1 of these By-Laws.

- (f) Where the Medical Advisory Committee recommends to the Board that an application for appointment, re-appointment or requested Privileges be denied, the Board shall not consider such recommendation of the Medical Advisory Committee until it is determined as to whether a hearing is required.

## **11.7 Refusal to Appoint**

In addition to any other provisions of the By-Laws, the Board may refuse to appoint any applicant to the Professional Staff on any of the following grounds:

- (i) the appointment is not consistent with the need for service, as determined by the Board from time to time;
- (ii) the Professional Staff Resource Plan of the Hospital does not demonstrate sufficient resources to accommodate the applicant; and
- (iii) the appointment is not consistent with the strategic plan of the Hospital.

## **11.8 Criteria for Appointment to the Professional Staff**

- (a) Each applicant for appointment to the Professional Staff will meet the following qualifications:
  - (i) be a registrant in good standing of the relevant college;
  - (ii) in addition to the above qualification, all Professional Staff members practicing in a specialty recognized by the Royal College of Physicians and Surgeons of Canada must hold a Royal College certificate by way of examination eligibility.
  - (iii) Notwithstanding the qualifications noted above:
- (b) The individual should meet the needs of the Hospital as described in the Professional Staff Resource Plan, and will be assessed on the basis of credentials and experience, and such other factors as the Board, may from time to time, consider relevant or as set out in the Rules and Regulations of the Professional Staff.
- (c) At the time of applicant, the individual will agree in writing to abide by the requirements of the *Public Hospitals Act* and its regulations, By-Laws, Rules and Regulations of the Professional Staff, and policies of the Hospital.
- (d) The granting of privileges will be further based upon:
  - (i) a demonstrated ability to provide patient care at an appropriate level of quality and efficiency;

- (ii) a demonstrated ability to communicate, work with and relate to all members of the Professional and Hospital Staff in a cooperative and professional manner;
  - (iii) a demonstrated ability to communicate and relate appropriately with patients and patient's relatives;
  - (iv) a willingness to participate in the discharge of staff, committee, if applicable, teaching responsibilities and obligations appropriate to the respective membership group;
  - (v) the applicant's agreement to provide reasonable "on-call" coverage as required by relevant roster or schedule.
- (e) All new appointments will be contingent upon an impact analysis demonstrating that the Hospital has the resources to accommodate the applicant and that the applicant meets the needs of the respective department as described in the Professional Staff Resource Plan.

### **11.9 Application for Change of Privileges**

- (a) Where a Professional Staff member wishes to change his or her Privileges or Procedures, an application shall be submitted to the Medical Advisory Committee and the Chief of Staff listing the change of Privileges which is requested and evidence of appropriate training and competence.
- (b) Any change of Privileges requested by a member of the Professional Staff shall be processed in accordance with the provisions of the *Public Hospitals Act* and the Regulations thereunder, and in consideration of the impact on Hospital resources of the requested change in status.
- (c) An applicant shall submit one original written application and one copy of the application to the President and Chief Executive Officer of the Corporation.
- (d) The President and Chief Executive Officer of the Corporation shall retain the copy and shall refer the original application immediately to the Chief of Staff, the Chief of Department and the Clinical Director of the appropriate Clinical Program, who shall keep a record of each application received and then refer the original application forthwith to the Chair of the Credentials Committee.
- (e) The Medical Advisory Committee is entitled to request any additional information or evidence that it deems necessary for consideration of the application for change in privileges.

### **11.10 Reappointment to the Professional Staff**

- (a) Each year the Board shall require each member of the Professional Staff to make a written application for reappointment to the Professional Staff on the prescribed form to the President and Chief Executive Officer of the Corporation prior to the

expiry of the Member's annual appointment. Any request for a change in category will be clearly indicated on the form.

- (b) The Chair of the Medical Advisory Committee and Credentials Committee shall review and make recommendations concerning each application to the Medical Advisory Committee where they will be considered for subsequent presentation to the Board in accordance with provisions of these By-Laws.
- (c) The applications for reappointment to the Professional Staff shall be processed in the same manner as set out in section 11.6.

#### **11.11 Criteria for Reappointment to the Professional Staff**

- (a) The applicant continues to meet the criteria set out at section 11.8;
- (b) the applicant demonstrates an appropriate use of the Corporation's resources.

#### **11.12 Refusal to Reappoint**

In accordance with the *Public Hospitals Act*, the Board may refuse to reappoint a member of the Professional Staff.

#### **11.13 Suspension/Revocation of Appointment to the Professional Staff**

The Board at any time may revoke or suspend any appointment to the Professional Staff or any other appointment of a member of the Professional Staff to any office in the Hospital.

#### **11.14 Suspension/Revocation of Privileges**

In circumstances where there are concerns about the conduct, performance or competence of a member of the Professional Staff, the Board may, at any time, in a manner consistent with the *Public Hospitals Act* and in accordance with the regulations thereunder, these By-Laws, the Rules and Regulations of the Professional Staff, and policies of the Hospital, revoke or suspend any appointment of a member of the Professional Staff or revoke, suspend or restrict or otherwise deal with the privileges of the member.

- (a) **Immediate Action In Emergency Situations** - In circumstances where the conduct, performance or competence of a member of the Professional Staff exposes or is reasonably likely to expose patient(s) to harm or injury and immediate action must be taken to protect the patient(s), and no less restrictive measure can be taken, the Head of Service or Chief of Staff will take action. This may require immediate and temporary suspension of the privileges of the member of the Professional Staff with immediate notice to the President and Chief Executive Officer and the President of the Medical Staff, pending the consideration of the suspension by the Medical Advisory Committee and the Board in keeping with the procedures outlined in Schedule 1, section 2 of these By-Laws, respecting Mid-Term Action in an Emergency Situation.

- (b) Non-Immediate Mid-Term Action - In circumstances where the conduct, performance or competence of a member of the Professional Staff:
  - (i) fails to comply with the criteria for annual reappointment;
  - (ii) exposes or is reasonably likely to expose patient(s) to harm or injury; or
  - (iii) is, or is reasonably likely to be, detrimental to patient safety or to the delivery of quality patient care within the Hospital;
  - (iv) is such that disciplinary action is taken by the College;
  - (v) has violated the By-Laws, Rules and Regulations of the Professional Staff, policies of the Hospital, the *Public Hospitals Act*, the regulations made thereunder, or any other relevant law or legislated requirement;
  - (vi) constitutes abuse; or
  - (vii) is, or is reasonably likely to be, detrimental to the operations of the Hospital;
  - (viii) and if immediate action is not required to be taken, action may be initiated in keeping with the procedures in Schedule 1, section 3 of these By-Laws, respecting Non-Immediate Mid-Term Action.

### **11.15 Professional Staff Categories**

- (a) The Professional Staff shall be divided into the following categories:
  - (i) Active
  - (ii) Associate
  - (iii) Courtesy
  - (iv) Consulting
  - (v) Senior
  - (vi) Locum Tenens
  - (vii) Temporary
  - (viii) Honourary
  - (ix) Term

### **11.16 Active Staff**

- (a) The Active Staff shall consist of those professional practitioners who have been appointed by the Board, following a period of Associate Staff membership as

provided for in the By-Laws, to be responsible for assuring that professional care is provided to all patients in the Hospital.

- (b) All Active Staff shall have full admitting privileges.
- (c) Each member of the Active Staff shall:
  - (i) undertake such duties in respect of those patients classed as emergency cases, as may be specified by the Chief of Staff;
  - (ii) attend patients, and undertake treatment and operative procedures only in accordance with the kind and degree of privileges and procedures granted by the Board; and
  - (iii) act as a supervisor when requested by the Chief of Staff and/or the Medical Advisory Committee.
- (d) Active Staff members shall be eligible to vote at Professional Staff meetings, to hold office and to sit on any committee requiring Professional Staff.

#### **11.17 Associate Staff**

- (a) Every applicant for appointment to the Active Professional Staff shall be assigned to the Associate Staff for a probationary period of one year.
- (b) Each Associate Staff member shall have full admitting privileges unless otherwise specified in the appointment.
- (c) An Associate Staff member shall work under the counsel and supervision of an Active Staff member named by the Medical Advisory Committee.
  - (i) The Active Staff will provide a written report to the Chief of Staff if there are any concerns with the performance of the Associate Staff member.
  - (ii) After one year, the appointment of a Professional Staff member to the Associate Staff shall be reviewed by the Credentials Committee who shall report to the Medical Advisory Committee.
  - (iii) At any time, an unfavourable report may cause the Medical Advisory Committee to consider making a recommendation that the appointment of the Associate Staff member be terminated.
- (d) An Associate Staff member shall:
  - (i) attend patients, and undertake treatment and operative procedures under supervision and in accordance with the kind and degree of privileges and procedures granted by the Board on the recommendation of the Medical Advisory Committee, and

- (ii) undertake such duties in respect of those patients classed as emergency as may be specified by the Chief of Staff.
- (e) A member of the Associate Staff shall not vote at Professional Staff meetings nor be elected a Professional Staff officer, but may be appointed to a committee of the Professional Staff.

### 11.18 Courtesy Staff

- (a) A Professional Staff member may be granted an appointment to the Courtesy Staff provided one or more of the following criteria are fulfilled. The Professional Staff member:
  - (i) has an Active Staff appointment in another Hospital, or
  - (ii) lives at such a remote distance from the Hospital that it limits full participation in Active Staff duties, but wishes to maintain an affiliation with the Hospital, or
  - (iii) has a temporary or permanent disability, or
  - (iv) has a primary commitment to, or contractual relationship with, another community or organization,
  - (v) requests access to limited out-patient hospital resources or programs or facilities,
- (b) Courtesy Staff **do not** have any admitting privileges.
- (c) The Courtesy Staff group may:
  - (i) have access to view any professional records concerning their patients;
  - (ii) assist a member of the Active Staff during an operation;
  - (iii) have access to out-patient Hospital resources, programs and facilities.
- (d) Members of the Courtesy Staff group shall not have the right to vote at Professional Staff meetings, or to hold office, but may attend meetings and participate on committees.
- (e) Members of the Courtesy Staff group are not required to attend Professional Staff meetings.

### 11.19 Consulting Staff

- (a) The Consulting Staff shall consist of specialists with a fellowship or certification in their specialty or specialties, who are not Active Staff members.
- (b) The Consulting Staff shall **not** have in-patient admitting privileges.



- (c) The Consulting Staff may:
  - (i) provide consultative services for both in-patients and out-patients;
  - (ii) undertake procedures as granted by the Board, including operations;
  - (iii) have access to out-patient Hospital resources, programs and facilities;
  - (iv) admit to out-patient hospital resources (eg. out-patient surgery).
- (d) The Consulting Staff are not required to attend Professional Staff meetings.
- (e) The Consulting Staff shall not have the right to vote at Professional Staff meetings or to hold office, but **may** attend meetings and participate on committees.
- (f) The Consulting Staff may be required to belong to the agency/organization that has entered into a contractual agreement with the hospital to provide certain consulting services.

#### **11.20 Senior Staff**

- (a) The Senior Staff category has been created by the Board to allow the Hospital to, as required by its Professional Staff Resource Plan, approve privileges beyond the Active staff retirement age of seventy (70), provided that:
  - (i) the applicant's training, experience and qualifications are required and not otherwise represented within the Professional Staff;
  - (ii) the Hospital is unable to attract an applicant with like skills, training and experiences and the retirement of the applicant would be prejudicial to the health and welfare of members of the community.
- (b) The Board's responsibility to ensure a succession plan for members of its Professional Staff, may require that from time to time a senior staff member's privileges may be reduced, revoked or not renewed in favour of granting privileges to a new or existing Associate staff or Active staff member.
- (c) Senior Staff:
  - (i) will consist of those members of the Active staff appointed from time to time by the Board, who are at least seventy (70) years of age and maintain clinical activities within the corporation;
  - (ii) shall be subject to an enhanced peer review system which shall be developed by the Chief of Staff and approved by the Medical Advisory Committee with the express objective of ensuring the ongoing competency of the Senior Staff members;
  - (iii) will be granted privileges as approved by the Board having given consideration to the recommendation of the Medical Advisory Committee;

- (iv) will be granted in-patient and/or out-patient admitting privileges, unless otherwise specified in their appointment to the Professional Staff;
  - (v) will be eligible to apply for annual reappointment;
  - (vi) will be eligible to attend and vote at meetings of the Professional Staff organization and to be an officer of the Professional Staff organization;
  - (vii) will be bound by the expectations for attendance at Professional Staff organization and service meetings.
- (d) Upon reaching retirement, a member of the Senior Staff may apply for appointment to the Honourary Staff.

### **11.21 Locum Tenens**

- (a) The Medical Advisory Committee, upon the request of an Active Staff member, may recommend the appointment of a Locum Tenens as a planned replacement for that Professional Staff member for a specified period of time.
- (b) The Medical Advisory Committee may recommend a period of time for a Professional Staff member to have Locum Tenens privileges to cover more than one of the Active Professional Staff members.
- (c) A Locum Tenens shall:
  - (i) have full admitting privileges unless otherwise specified;
  - (ii) attend patients of the Active Staff member whom he/she is replacing, and shall treat them within the professional privileges granted by the Board on the recommendation of the Medical Advisory Committee.
  - (iii) undertake such duties in respect of those patients classed as emergency cases as may be specified by the Chief of Staff.

### **11.22 Temporary Appointments**

A temporary appointment may only be made for one of the following reasons:

- (a) to meet a specific, singular requirement by providing consultations and/or operative procedures; or
- (b) to meet an urgent expected need for a Professional service, including the provision of consultations.
- (c) The President and Chief Executive Officer, after consultation with the Chief of Staff or his delegate, may:
  - (i) grant temporary privileges to a physician, dentist, midwife or registered nurse in the extended class who is not a member of the Professional Staff,

provided that such privileges shall not extend beyond the date of the next meeting of the Medical Advisory Committee at which time the action taken shall be reported;

- (ii) on the recommendation of the Medical Advisory Committee at its next meeting, continue the temporary privileges until the next meeting of the Board; and
- (iii) remove temporary privileges at anytime prior to any action by the Board.

### **11.23 Honourary Staff**

- (a) A Professional Staff member may be honoured by the Board with a position on the honourary staff of the Hospital because he/she:
  - (i) is a former member of the Professional Staff who has retired from active practice, or
  - (ii) has outstanding reputation or extraordinary accomplishments, although not necessarily a resident in the community.
- (b) Each member of the Honourary Staff shall be appointed by the Board for a specified period of time, on the recommendation from the Medical Advisory Committee.
- (c) The Honourary Staff shall not:
  - (i) have the right to vote at Professional Staff meetings or to hold office, but may attend meetings and participate on committees;
  - (ii) be required to attend Professional Staff meetings;
  - (iii) be able to attend or admit patients;
  - (iv) have access to out-patient Hospital resources.
- (d) The Honourary Staff are not required to submit an application or reapplication.

### **11.24 Term Staff**

- (a) Term Staff will consist of applicants who have been granted admitting and/or procedural privileges as approved by the Board having given consideration to the recommendation of the Chief of Department and the Medical Advisory Committee in order to meet a specific clinical or academic need for a defined period of time not to exceed one (1) year. The specific clinical or academic need(s) shall be identified by the Medical Advisory Committee and approved by the President and Chief Executive Officer of the Hospital. Appointments shall be for a period not to exceed one (1) year and such appointment does not imply or provide for any continuing professional staff appointment.

- (b) Term Staff:
  - (i) may be required to work under the supervision of an Active Staff member identified by the Chief of Department;
  - (ii) may be required to undergo a probationary period as appropriate and as determined by the Chief of Department;
  - (iii) shall, if replacing another member of the Professional Staff, attend that Professional Staff member's patients;
  - (iv) shall undertake such duties in respect of those patients classed as emergency cases and of out-patient department clinics as may be specified by the Chief of Department;
- (c) Term staff will not, subject to determination by the Board in each individual case:
  - (i) attend or vote at meetings of the Professional Staff or be an officer of the Professional Staff or committee chair;
  - (ii) be bound by the expectations for attendance at Professional Staff, departmental and service meetings; and
  - (iii) have admitting privileges unless otherwise specified by the Board.

## **ARTICLE 12 - PROFESSIONAL STAFF DUTIES**

### **12.1 Professional Staff Duties**

- (a) Every member of the Professional Staff shall cooperate with:
  - (i) the Chief of Staff and the Medical Advisory Committee;
  - (ii) the Chief of Service in the area in which the Professional Staff member works;
  - (iii) the President of the Medical Staff; and
  - (iv) the President and Chief Executive Officer.
- (b) Each member of the Professional Staff shall:
  - (i) attend and treat patients within the limits of the privileges and procedures granted by the Board, unless the privileges are otherwise restricted;
  - (ii) notify the President and Chief Executive Officer and Chief of Staff of any change in his/her license to practice medicine and/or any disciplinary actions made by the College of Physicians and Surgeons of Ontario;

- (iii) abide by applicable legislation and the guidelines, policies and procedures of the Hospital;
  - (iv) abide by the By-Laws and the Rules of the Professional Staff;
  - (v) notify the Chief of Staff of any medical, psychiatric or behavioural conditions which affects his/her ability to deliver quality care to the patients of the hospital;
  - (vi) notify the Chief of Staff of any civil suit where there was a finding of negligence or battery;
  - (vii) give such instruction as is required for the education of other members of the professional and hospital staff; and
  - (viii) perform such other duties as may be prescribed from time to time by, or under the authority of, the Medical Advisory Committee.
- (c) Each member of the Active and Associate Staff groups must attend a minimum of sixty percent (60%) of the regular Professional Staff meetings, and a minimum of sixty percent (60%) of the Medical Advisory Committee meetings.

### **ARTICLE 13 - CHIEF OF STAFF**

#### **13.1 Chief of Staff**

- (a) The Board shall appoint a Physician who is or who shall apply to become a member of the Active Staff as the Chief of Staff after giving consideration to the recommendation of the Medical Advisory Committee.
- (b) An appointment made under subsection (a) above shall be for a term of two (2) years, subject to annual confirmation by the Board, but in any event, the Chief of Staff shall hold office until a successor is appointed.
- (c) The maximum number of consecutive terms under subsection (b) above shall be three (3). However, this may be extended by further two (2) year terms if deemed necessary by the Board of Directors.
- (d) The Board may revoke or suspend the appointment of the Chief of Staff.

#### **13.2 Duties of the Chief of Staff**

- (a) The Chief of Staff is accountable to the Board for two major responsibilities:
  - (i) The Chief of Staff is responsible for the quality of care by overseeing and facilitating the work of the department chiefs in carrying out their collective and individual responsibilities for the quality of clinical care provided to all patients. Similarly, the Chief of Staff is responsible for the quantity and quality of education and research.

- (ii) The Chief of Staff is responsible for chairing the Medical Advisory Committee. As Chair, it is also the responsibility of the Chief of Staff to report regularly to the Board on the work and recommendations of the Medical Advisory Committee and its component parts and subcommittees, and similarly to the Medical Advisory Committee, and its component parts and subcommittees, on the decisions and policies of the Board.
- (b) In addition, the Chief of Staff has the following other specific duties:
- (i) be responsible to the Board for the Professional Staff organization of the Hospital and for the supervision of the professional care given to all patients of the Hospital in accordance with the policies established by the Board;
  - (ii) be the Chair of the Medical Advisory Committee;
  - (iii) advise the Medical Advisory Committee and the Board with respect to the quality of professional care and treatment provided to the patients of the Hospital;
  - (iv) assign, or delegate the assignment of, any member of the Professional Staff;
    - (A) to supervise the practice of medicine of any other member of the Professional Staff for any period of time, and
    - (B) to make a written report to the Chief of Staff;
  - (v) assign, or delegate the assignment of, any member of the Professional Staff to discuss in detail with any other member of the Professional Staff, matters of concern to the Chief of Staff and to report the discussion to the Chief of Staff;
  - (vi) when necessary:
    - (A) assume, or assign to any other member of the Professional Staff, responsibility for the direct care and treatment of any patient in the Hospital under the authority of *the Public Hospitals Act*; and
    - (B) notify the attending physician, the President and Chief Executive Officer, and if possible, the patient or an authorized person acting on his/her behalf;
  - (vii) report regularly to the Board about activities, recommendations, and actions of the Medical Advisory Committee and any other matters about which they should have knowledge;
  - (viii) be an *Ex Officio* member of all committees that report to the Medical Advisory Committee;
  - (ix) be a member of the Executive Committee of the Board in accordance with section 8.2;

- (x) in conjunction with the President of the Medical Staff, either together or solely, be a member or designate membership of every Committee of the Hospital Board with the exception of the Management Committee;
- (xi) in consultation with the President and Chief Executive Officer, designate an alternate to act in his or her absence.

## **ARTICLE 14 – MEDICAL ADVISORY COMMITTEE**

### **14.1 The Medical Advisory Committee**

- (a) The Medical Advisory Committee shall consist of the following members:
  - (i) the President, Vice President and Secretary of the Professional Staff;
  - (ii) the Chief of Staff; and
  - (iii) the Physician members of the Active Staff of the hospital.
- (b) A quorum at any meetings of the Medical Advisory Committee shall be a majority (over 50%) of the voting members.
- (c) The Medical Advisory Committee shall meet at the call of the Chair and have at least ten (10) monthly meetings each year and keep minutes of these meetings.
- (d) In the proceedings of this Committee, if there is an equality of votes, including the vote of the Chair, the vote is lost.
- (e) The Chair of the Medical Advisory Committee shall be the Chief of Staff or designate.
- (f) The Secretary of the Medical Advisory Committee shall be the Secretary of the Professional Staff.
- (g) Hospital Board members are invited and encouraged to attend Medical Advisory Committee meetings as observers.
- (h) Professional students, interns and residents may attend meetings of the Medical Advisory Committee as observers.

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

- (a) The Medical Advisory Committee shall:
  - (i) Report and make recommendations to the Board on matters concerning the quality of professional care in the Hospital and the practice of the Professional Staff in relation to professionally recognized standards of Hospital professional care;

- (ii) Report and make recommendations to the Board concerning such matters as are from time to time prescribed by the *Public Hospitals Act* and by the Hospital Management Regulation thereunder;
- (iii) Provide supervision over the practice of medicine, dentistry, midwifery and extended class nursing in the Hospital;
- (iv) Participate in the development of the Hospital's overall objectives and planning, and make recommendations concerning allocation and utilization of Hospital resources;
  - (A) appoint such committees as are required for the supervision, review and analysis of all the clinical work in the Hospital;
  - (B) receive, consider and act upon the report from each of its appointed committees;
  - (C) appoint Medical Advisory Committee members to the relevant Hospital committees and receive reports back through them; and
  - (D) receive, consider and make recommendations on the reports from relevant Hospital committees.
- (b) Advise and cooperate with the Board and the President and Chief Executive Officer in all matters pertaining to the professional, clinical and technical services.
- (c) Appoint one or more members of the Professional Staff to advise the Joint Health & Safety Committee, established under the *Occupational Health & Safety Act*, where the Medical Advisory Committee is requested to do so by the Joint Health & Safety Committee.
- (d) Advise the Board of Directors on any matters referred to it by the Board.
- (e) In conjunction with the Board of Directors, develop and maintain a professional manpower plan.
- (f) Review recommendations for Professional Staff appointments and re-appointments and all relevant information including:
  - i. the need of the Hospital for such appointments;
  - ii. the impact such appointments would have on Hospital resources;
  - iii. privileges recommendations.
- (g) Make recommendations to the Board about the By-Laws and the Rules of the Professional Staff.



## **ARTICLE 15 - PROFESSIONAL STAFF DEPARTMENTS**

### **15.1 Professional Staff Departments**

- (a) When warranted by the professional resources of the Professional Staff, the Board, on the advice of the Medical Advisory Committee, may divide the Professional Staff into Departments which are in addition to the Emergency and Family Practice.
- (b) All Professional Staff Departments shall function in accordance with the Professional Staff Rules.
- (c) Every member of the Professional Staff shall be appointed to at least one Professional Staff Department.

### **15.2 Appointment of Chief of Department**

- (a) The Board, after considering the advice of the Medical Advisory Committee, may appoint a member of the active/associate Professional Staff to become a “Chief of a Department” for administrative purposes.
- (b) An appointment made under subsection (a) above shall be for a term of two (2) years, subject to annual confirmation by the Board, but the Chief of Department shall hold office until a successor is appointed.
- (c) The maximum number of consecutive terms under subsection (b) above shall be three (3). However, this may be extended by further two (2) year terms if deemed necessary by the Board of Directors.

### **15.3 Duties of a Chief of Department**

The Chief of a Department shall:

- (a) Through and with the Chief of Staff, supervise the professional care provided by all members of the Professional Staff that work in the department;
- (b) Make recommendations to the Medical Advisory Committee regarding professional manpower needs of the department and of the Hospital;
- (c) Advise and make recommendations to the Medical Advisory Committee regarding professional policies and procedures that relate to the needs of the department;
- (d) Report to the Medical Advisory Committee on the resources, and utilization of those resources, of the department;
- (e) Undertake duties, as outlined by the Rules of the Professional Staff and/or on the instruction of the Medical Advisory Committee, that are specific to the individual department, and
- (f) Be a member of the Medical Advisory Committee.

## **ARTICLE 16 – PROFESSIONAL STAFF MEETINGS**

### **16.1 Annual Meeting**

- (a) The annual meeting of the Professional Staff shall be held at a time and place stated in the Rules of the Professional Staff.
- (b) The elected offices of the Professional Staff shall be elected at the annual meeting of the Professional Staff.
- (c) The elected offices shall be President, Vice-President and Secretary/Treasurer.

### **16.2 Regular Meetings**

- (a) Meetings of the Professional Staff shall be held in conformity with the Hospital Management Regulation under the *Public Hospitals Act*.
- (b) The meetings are held regularly as outlined in the Rules and Regulations. Notice of any change shall be posted by the Secretary of the Professional Staff at least ten (10) days prior to the meeting.

### **16.3 Special Meetings**

- (a) The President of the Medical Staff may call a special meeting.
- (b) Special meetings shall be called by the President of the Medical Staff on written request of any three (3) members of the Active Staff.
- (c) Notice of such special meetings shall be ten (10) days, except in cases of emergency, and shall state the nature of the business for which the special meeting is called.
- (d) The usual period of time required for giving notice of any special meeting shall be waived in cases of emergency, subject to ratification of this action by the majority of those members present and voting at the special meeting, as the first item of business at the meeting.

### **16.4 Quorum**

A majority (over 50%) of the Professional Staff members entitled to vote shall constitute a quorum at any general or special meeting of the Professional Staff.

### **16.5 Order of Business**

The order of business at any meeting of the Professional Staff shall be as defined in the Rules of the Professional Staff.

## **ARTICLE 17 - PROFESSIONAL STAFF ELECTED OFFICERS**

### **17.1 Professional Staff Elected Officers**

- (a) Only Physician members of the Active and Senior Staff may be elected to any position or office of the Professional Staff Organization, as established by this By-Law.
- (b) The President, Vice-President and Secretary/Treasurer of the Professional Staff shall each hold office for a renewable term of two (2) years.
- (c) The maximum number of consecutive terms shall be three (3). However, this may be extended by further two (2) year terms if deemed necessary by the Board of Directors.
  - (i) In the event of the resignation of an officer of the Professional Staff, the nominating committee shall post the name(s) of the physician(s) nominated for that office at least twenty-one (21) days in advance of the next general Professional Staff meeting.
  - (ii) Where a physician has been elected to replace an officer of the Professional Staff who has resigned, the term of office of the incumbent shall be the balance of the term of the former officer who has resigned.

### **17.2 The President**

The President of the Medical Staff shall:

- (a) be the Chair of all meetings of the Professional Staff or assign designate;
- (b) call special meetings of the Professional Staff as needed;
- (c) be a member of the Medical Advisory Committee;
- (d) in all matters not assigned to the Medical Advisory Committee or to the Chief of Staff, act as liaison between the Professional Staff, the President and Chief Executive Officer and the Board of Directors;
- (e) act in the place of the Chief of Staff by performing the duties and possessing the powers of that office in the absence or disability of the Chief of Staff;
- (f) be a non-voting member of the Board of the Hospital as required by the Hospital Management Regulation under the *Public Hospitals Act*;
- (g) be a member of the Joint Conference Committee;
- (h) be an *Ex Officio* member of all committees which report to the Professional Staff, and

- (i) in conjunction with the Chief of Staff, be a member of other Hospital Board Committees as outlined in the Bylaws and/or the Rules of the Professional Staff.

### **17.3 The Vice-President**

The Vice-President of the Medical Staff shall:

- (a) act in the place of the President of the Medical Staff by performing the duties and possessing the powers of that office in the absence or disability of the President;
- (b) perform such duties as the President of the Medical Staff may delegate;
- (c) be a member of the Medical Advisory Committee, and
- (d) be a member of the Joint Conference Committee.

### **17.4 The Secretary/Treasurer**

The Secretary/Treasurer of the Professional Staff shall:

- (a) perform the duties of the Professional Staff Secretary as set out in the Hospital Management Regulation under the *Public Hospitals Act*;
- (b) be a member of the Medical Advisory Committee and act as Secretary of that Committee;
- (c) be a member of the Joint Conference Committee;
- (d) attend to the correspondence of the Professional Staff;
- (e) for other than the usual meetings, the Secretary shall give notice of the Professional Staff meetings by posting a written notice thereof;
- (f) in the case of special meeting of the Professional Staff at least ten (10) days before the meeting, and
- (g) in the case of an annual meeting of the Professional Staff, at least ten (10) days before the meeting;
- (h) ensure that minutes are kept of Professional Staff Meetings and Medical Advisory Committee meetings;
- (i) perform the duties of the Treasurer for the Professional Staff funds and be accountable thereof;
- (j) disburse Professional Staff funds at the discretion of the Professional Staff as determined by a majority vote of the Professional Staff members present and entitled to vote at a Professional Staff meeting; and

- (k) act in the place of the Vice-President, performing the duties and possessing the powers of that office in the absence or disability of the Vice-President.

## **ARTICLE 18 – COMMITTEES OF THE MEDICAL ADVISORY COMMITTEE**

### **18.1 Committees**

- (a) The Medical Advisory Committee, either solely or in conjunction with the Hospital, will establish committees to assess and make recommendations concerning:
  - (i) the credentialling of the Professional Staff;
  - (ii) the quality of patient care;
  - (iii) pharmacy and therapeutic programs of the Hospital, and
  - (iv) any other aspect of professional care and treatment in the Hospital.
- (b) The terms of reference for each committee shall be found in the Rules and Regulations and/or Hospital Administration Manual.
- (c) The Medical Advisory Committee shall receive written reports from these committees at the regular meetings.
- (d) A committee chair may request a meeting with the Medical Advisory Committee or, at the request of the Medical Advisory Committee, shall be present to discuss all or part of any report of that committee.

## **ARTICLE 19 - RULES**

### **19.1 Rules of the Professional Staff**

- (a) The Board shall require that appropriate Rules of the Professional Staff are formulated and submitted to the Board for approval.
- (b) After considering the recommendations of the Medical Advisory Committee, the Board may establish, modify, or revoke one or more of the Rules of the Professional Staff.
- (c) The Medical Advisory Committee may make recommendations to the Board for establishment of one or more Rules of the Professional Staff to be applicable to a group or category of physicians, or to a department of the Professional Staff, or to all physicians or dentists of the Professional Staff.
- (d) The Medical Advisory Committee shall ensure that, prior to making any recommendation to the Board with respect to a rule, the members of the active Professional Staff, or a specific department when appropriate, have an opportunity to comment on the proposed recommendation.

- (e) The President of the Medical Staff shall ensure that the Board is informed when a significant number of the Professional Staff at any properly constituted meeting of the Professional Staff is opposed to a rule or rule change proposed by the Medical Advisory Committee.

## **ARTICLE 20 - AMENDMENTS TO BY-LAWS**

### **20.1 Amendment to By-Laws**

- (a) Subject to applicable legislation, the Board may pass or amend the By-Laws of the Corporation from time to time.
- (b) A By-Law or amendment to a By-Law passed by the Board has full force and effect:
  - (i) From the time the motion was passed, or
  - (ii) From such future time as may be specified in the motion,
  - (iii) A By-Law or amendment to a By-Law passed by the Board shall be presented for confirmation at the next annual meeting or to a special general meeting of the members of the Corporation called for that purpose. The notice of such annual or special general meeting shall refer to the By-Law or amendment to be presented.
  - (iv) The members at the annual or at a special general meeting may confirm the By-Law or amended 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.
- (c) In any case of rejection, amendment, or refusal to approve a By-Law or part of a 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.

### **20.2 Amendment to Professional Staff By-Laws**

Prior to submitting amendments to the Professional Staff By-Laws, the following procedure shall be followed:-

- (a) notice specifying the proposed Professional Staff part of the By-Law or amendment thereto shall be posted;
- (b) the Professional Staff shall be afforded an opportunity to comment on the proposed Professional Staff part of the By-Law or amendment thereto;
- (c) the Medical Advisory Committee shall make recommendations to the Board, concerning the proposed Professional Staff part of the By-Law or amendment thereto; and

- (d) the Board shall consider the Professional Staff's comments and the Medical Advisory Committee's recommendations and shall thereafter, at the Board's absolute discretion, finalize the By-Law.

## **Schedule 1 - PROCEDURE REGARDING REAPPOINTMENTS, REQUESTS FOR CHANGES IN PRIVILEGES AND MID-TERM ACTION**

### **PREAMBLE**

This schedule outlines the procedures to be followed in three different circumstances. Section 1 deals with Reappointment and Requests for Changes in Privileges. Section 2 outlines the procedure when there is an immediate need to suspend privileges mid-term in an emergency situation. Section 3 is the procedure when mid-term action is required but not in an emergency situation. In addition, Section 4 outlines the procedure for Special Meetings of the Medical Advisory Committee and Section 5 outlines the procedure for Board Hearings.

It should be noted that a member's appointment and/or privileges shall continue throughout the review or investigation of circumstances relating to reappointment and until all appeals consistent with the *Public Hospitals Act* are completed.

The procedure for recommendations from the Medical Advisory Committee in respect of original Applications for Appointment shall be as set out in these By-Laws and undertaken pursuant to the *Public Hospitals Act*.

### **1. REAPPOINTMENT AND REQUESTS FOR CHANGES IN PRIVILEGES**

#### **Recommendation for Reappointment and Changes in Privileges**

- (a) The Credentials Committee shall forward to the Medical Advisory Committee a recommendation in respect of a reappointment or request for change in privileges consistent with the Committee's terms of reference and such recommendation shall be in writing and supported by references to the specific activities or conduct which constitute the basis for the recommendation.
- (b) The Medical Advisory Committee may; initiate further investigation, establish an ad hoc committee to conduct further investigation, refer the matter back to the Credentials Committee with direction or to an external consultant, or make recommendation to the Board.
- (c) Where the Medical Advisory Committee makes recommendation to the Board, it should provide notice to the member in accordance with Section 11.6 of these By-Laws.
- (d) Upon completion of its own investigation or upon receipt of the report of the body or consultant that conducted the investigation as the case may be, the Medical Advisory Committee shall make a recommendation to the Board in respect of the reappointment or privileges requested and provide notice to the member as set out at subsection 1 (c) above.
- (e) Service of a notice to the applicant or member may be made personally or by Registered Mail addressed to the person to be served at their last known address and, where notices served by Registered Mail, it shall be



deemed that the notice was served on the third day after the day of mailing unless the person to be served establishes that they did not, acting in good faith, through absence, accident, illness or other causes beyond their control, receive it until a later date.

- (f) If additional time is needed for review or the investigative process, the Medical Advisory Committee may defer its recommendation providing it indicates in writing to the Board and the applicant or member that the recommendation cannot yet be made and gives reasons therefore, further to Section 37(5) of the *Public Hospitals Act*.
- (g) The Medical Advisory Committee may, in its sole discretion, in the course of its review or investigation or in determining its recommendation, decide that there shall be a Special Meeting of the Medical Advisory Committee where the member shall be entitled to attend such Special Meeting.
- (h) Where the Medical Advisory Committee considers a matter at a Special Meeting, the procedures set out below at Section 4 for “Special Meetings of the Medical Advisory Committee” are to be followed.
- (i) The Medical Advisory Committee, when providing notice to the applicant or member as provided for in subsection 1(c) and subsection 1(d), shall advise the applicant or member that he/she is entitled to receive written reasons for the recommendation wherein a request therefore is received by the secretary of the Medical Advisory Committee within seven days from receipt by the applicant or member of the Medical Advisory Committee’s recommendation and further that the applicant or member is entitled to a Hearing before the Hospital’s Board if a written request is received by the Board and the Medical Advisory Committee within seven days from the receipt by the applicant or member of the Medical Advisory Committee’s written reasons where requested.
- (j) Where the applicant or member does not request written reasons for the Medical Advisory Committee’s recommendation or where the applicant or member does not require a Hearing by the Board, the Board may implement the recommendation of the Medical Advisory Committee.
- (k) Where the applicant or member requires a Hearing by the Board, the Board will appoint a time and place for the Hearing and the procedures set out below at Section 5 for “the Board Hearing” are to be followed.

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

The definition of mid-term action in an emergency situation is outlined in Section 11.14 (a) of these By-Laws.

If at any time it becomes apparent that a member’s conduct, performance or competence is such that it exposes, or is reasonably likely to expose patient(s), staff or others to harm or injury or is, or is reasonably likely to be detrimental to the safety of patient(s), staff or

others or to the delivery of quality care, an immediate action must be taken to protect the patient(s), staff or others or to ensure the delivery of quality of care and the procedures set out herein relating to suspension/revocation of privileges shall be followed.

- (a) In addition to the steps outlined in Section 11.14, the Chief of Department or the Chief of Staff will immediately notify the member, the Medical Advisory Committee, the President and Chief Executive Officer, the President of the Medical Staff and the Board of their decision to suspend the member's privileges.
- (b) Arrangements will be made by the Chief of the Department or Chief of Staff for the assignment of a substitute to care for the patients of the suspended member.
- (c) Within 24 hours of suspension, the individual who suspended the member will provide the Medical Advisory Committee, the President and Chief Executive Officer and the President of the Medical Staff with written reasons for the suspension and copies of any relevant documents or records.
- (d) Upon receipt of the written reasons for suspension as described above, the Medical Advisory Committee will set a date for a Special Meeting of the Medical Advisory Committee to be held within five days from the date of suspension to review the suspension and to make recommendation to the Board.
- (e) The Special Meeting of the Medical Advisory Committee shall be conducted further to the procedures set out below at Section 4 for "the Special Meeting of the Medical Advisory Committee".
- (f) The member may request and the Medical Advisory Committee may grant the postponement of the Special Medical Advisory Committee to a fixed date.
- (g) The Medical Advisory Committee, when providing notice to the applicant or member as provided for in subsection 1(c) and subsection 1(d), shall advise the applicant or member that he/she is entitled to receive written reasons for the recommendation wherein a request therefore is received by the secretary of the Medical Advisory Committee within seven days from receipt by the applicant or member of the Medical Advisory Committee's recommendation and further that the applicant or member is entitled to a Hearing before the Hospital's Board if a written request is received by the Board and the Medical Advisory Committee within seven days from the receipt by the applicant or member of the Medical Advisory Committee's written reasons where requested.
- (h) Where the applicant or member does not request written reasons for the Medical Advisory Committee's recommendation or where the applicant or

member does not require a Hearing by the Board, the Board may implement the recommendation of the Medical Advisory Committee.

- (i) Where the applicant or member requires a Hearing by the Board, the Board will appoint a time and place for the Hearing and the procedures set out below at Section 5 for “the Board Hearing” are to be followed.

### **3. NON-IMMEDIATE MID-TERM ACTION**

The definition of a non-immediate mid-term action is outlined in Section 10.14 (b) of these By-Laws.

Procedure for a non-immediate mid-term action shall include:

- (a) Information provided to the President and Chief Executive Officer or Chief of Staff by the Chief of Department which raises concerns about any of the matters in these By-Laws relating to non-immediate mid-term action, shall be in writing and will be directed to the President and Chief Executive Officer and/or Chief of Staff.
- (b) Where either of the President and Chief Executive Officer, Chief of Staff, or Chief of Department receives information about the conduct, performance or competence of a member, that person will provide a copy of the documentation to the other two.
- (c) Upon receipt of information above, an interview will be arranged by the Chief of Staff or Chief of Department with the member, at which time the member will be advised of the information about their conduct, performance or competence and will be given a reasonable opportunity to present relevant information on their behalf.
- (d) A written record will be maintained reflecting the substance of the aforementioned interview and copies will be sent to the member, the President and Chief Executive Officer and the Chief of Staff and Chief of Department.
- (e) Where the member fails or declines to participate in an interview as set out above, after being given a reasonable opportunity to so participate, appropriate action may be undertaken further to the procedure as outlined in this section.
- (f) Following an interview as set out above, or where the member fails or declines to participate in an interview, the Chief of Staff, Chief of Department or President and Chief Executive Officer will determine whether further investigation of the matter is necessary.
- (g) If further investigation is to be undertaken, the investigation may be assigned to an individual(s) within the Hospital, the Medical Advisory

Committee, a body within the Hospital other than the Medical Advisory Committee or an external consultant.

- (h) Upon the completion of the investigation contemplated by subsection 3 (g) above, the individual or body who conducted the investigation will forward a written report to the President and Chief Executive Officer, Chief of Staff and Chief of Department. The member will be provided with a copy of the written report.
- (i) The Chief of Staff, Chief of Department and President and Chief Executive Officer, upon further review of the matter and any report received, will determine whether further action may be required.
- (j) Where it is determined that further action in respect of the matter may be required, the matter shall be referred to the Medical Advisory Committee along with a proposed recommendation with respect to mid-term action in writing and supported by references to specific activities or conduct along with any reports which constitute grounds for the proposed recommendation.
- (k) The Medical Advisory Committee, in advance of considering the proposed recommendation, may initiate further investigation itself, in respect of such matters and in such a manner as it in its sole discretion deems appropriate.
- (l) Upon completion of its own investigation or upon receipt of the proposed recommendation as set out above, the Medical Advisory Committee may determine that no further action need be taken in respect of the matter for lack of merit or determine to have a Special Meeting of the Medical Advisory Committee where the member is entitled to attend such Special Meeting.
- (m) Where the Medical Advisory Committee considers the matter at a Special Meeting, then the procedures set out below at Section 4 for the Special Meeting of the Medical Advisory Committee are to be followed.
- (n) The Medical Advisory Committee, following a Special Meeting of the Medical Advisory Committee, will provide the member with written notice of the Medical Advisory Committee's recommendation and the written reasons for the recommendation and the member's entitlement to a Hearing before the Hospital's Board where a written request is received by the Board and the Medical Advisory Committee from the member within seven days of the receipt by the member of the Medical Advisory Committee's recommendation and written reasons.
- (o) Service of the notice of recommendation and written reasons to the member may be made personally or by Registered Mail addressed to the member at their last known address and, where notice is served by Registered Mail, it will be deemed that the notice was served on the third

day after the day of mailing unless the member to be served establishes that they did not, acting in good faith, through absence, accident, illness or other causes beyond their control, receive it until a later date.

- (p) Where the applicant or member does not require a Hearing by the Board, the Board may implement the recommendation of the Medical Advisory Committee.
- (q) Where the member requires a Hearing by the Board, the Board will appoint a time and place for the Hearing, such Board Hearing to be undertaken pursuant to the procedures set out below at Section 5 for “the Board Hearing”.

#### **4. SPECIAL MEETINGS OF THE MEDICAL ADVISORY COMMITTEE**

In the event that a Special Meeting of the Medical Advisory Committee is required further to this schedule, such Special Meeting of the Medical Advisory Committee will be conducted pursuant to procedures as follows:

- (a) The Medical Advisory Committee will give the applicant or member written notice of the Special Meeting, such notice to include:
  - (i) the time and place of the meeting;
  - (ii) the purpose of the meeting;
  - (iii) a statement that the applicant or member will be provided with a statement of the matter to be considered by the Medical Advisory Committee together with all relevant documentation;
  - (iv) a statement that the applicant or member is entitled to attend the Medical Advisory Committee meeting and to participate fully in all matters under consideration by the Medical Advisory Committee;
  - (v) a statement that the parties are entitled to bring legal counsel to the meeting and consult with legal counsel but that legal counsel shall not be entitled to participate in the meeting save and except in respect of making representation on behalf of the party;
  - (vi) a statement that, in the absence of the applicant or member, the meeting may proceed.
- (b) The Medical Advisory Committee will provide the applicant or member with a statement of the particulars of the matter to be considered by the Medical Advisory Committee, including any proposed recommendation, together with all documentation and records collected by the Medical Advisory Committee or Credentials Committee pursuant to the performance of their duties.

- (c) At the Special Meeting, a record of the proceedings will be kept in the Minutes of the Medical Advisory Committee.
- (d) The applicant or member involved will be given a full opportunity to answer each issue as well as to present documents and witnesses if so desired.
- (e) Before deliberating on the matter or the recommendation to be made to the Board, the Chair of the Medical Advisory Committee will require the member involved and any other members present who are not Medical Advisory Committee members to retire for the duration of the discussion. The Medical Advisory Committee will not consider any matter, fact or documentation to which it did not give the member an opportunity to respond.
- (f) No member of the Medical Advisory Committee will participate in a decision of the Medical Advisory Committee at a Special Meeting of the Medical Advisory Committee unless such member was present throughout the Special Meeting, except with the consent of the parties and no decision of the Medical Advisory Committee will be given unless all members so present participate in the decision. Where the Medical Advisory Committee determines that the matter is without merit and as such no decision of the Medical Advisory Committee is necessary, such determination will be noted in the Minutes of the Special Medical Advisory Committee meeting.

## **5. BOARD HEARINGS**

In the event that a Board Hearing is required pursuant to this schedule, such Board Hearing will be conducted further to the following procedures.

- (a) The Board will name a place and time for the Hearing.
- (b) The Board Hearing will be held within thirty days of the Board receiving the written recommendation and reasons for such recommendation from the Medical Advisory Committee unless such other time for the Hearing is agreed to as by the parties.
- (c) The Board will give written notice of the Hearing to the applicant or member and to the Chair of the Medical Advisory Committee at least seven days before the Hearing date.
- (d) The notice of the Board Hearing will include:
  - (i) the place and time of the Hearing;
  - (ii) the purpose of the Hearing;
  - (iii) a statement that the applicant or member and Medical Advisory Committee will be afforded an opportunity to examine prior to the Hearing all written or other documentary evidence to be ruled upon at the Hearing and all

reports which have been collected as part of the Credentials Committee and Medical Advisory Committee processes;

- (iv) a statement that the applicant or member may be represented by counsel or agent, call witnesses, cross-examine witnesses and tender documents in evidence and present arguments and submissions in support of their case;
  - (v) a statement that the time for the Hearing may be extended by the Board; and
  - (vi) a statement that if the applicant or member does not attend the Hearing, the Board may proceed in the absence of the applicant or member and the applicant or member will not be entitled to any further notice in respect of the Hearing.
- (e) The parties to the Board Hearing are the applicant or member, the Medical Advisory Committee and such other persons as the Board may specify.
- (f) As soon as possible, and at least five business days prior to the Hearing, the parties will provide one another with copies of all written documentary material, along with the names, addresses and qualifications of all witnesses who will testify at the Hearing and a detailed summary of the evidence they will give, along with reports that have been collected by the Credentials Committee or Medical Advisory Committee as part of the investigation process whether or not these materials will be used in evidence. The intent is that there should be full disclosure as between the parties to the Board Hearing.
- (g) The findings of fact of the Board pursuant to a Hearing will be based exclusively on evidence admissible or matters that may be noted under the *Statutory Powers Procedure Act*. A party at a Hearing may:
- (i) be represented by counsel or agent;
  - (ii) call and examine witnesses and present arguments and submissions; and
  - (iii) conduct cross-examination of witnesses reasonably required for a full and fair disclosure of the facts in relation to which they have given evidence.
- (h) The Board will consider the reasons for the Medical Advisory Committee that have been given to the applicant or member in support of its recommendations. Where through error or inadvertence, certain reasons have been omitted in the statement delivered to the applicant or member, the Board may consider those reasons only if those reasons are given by the Medical Advisory Committee in writing to both the applicant or member and the Board, and the applicant or member is given a reasonable time to review the reasons and to prepare a case to meet those additional reasons.
- (i) No member of the Board will participate in a decision of the Board pursuant to a Hearing unless they are present throughout the Hearing and heard the evidence and

argument of the parties and, except with the consent of the parties, no decision of the Board will be given unless all members so present participate in the decision.

- (j) The Board will make a decision to either follow or not follow the recommendation of the Medical Advisory Committee.
- (k) A written copy of the decision of the Board and the written reasons for the decision will be provided to the applicant or member and to the Medical Advisory Committee within fifteen days of the conclusion of the Hearing.
- (l) Service on the applicant or member will be as set out in section 11.6 of the By-Laws.