



**Campbellford  
Memorial Hospital**

## **BY-LAW 2022-1**

Approved by the Board of Directors – June 14, 2018  
Approved by the Members of the Corporation – June 21, 2018

Updated and approved by the Board of Directors – May 27, 2021  
Approved by the Members of the Corporation - June 24, 2021

Updated and approved by the Board of Directors – November 29, 2022  
Updated and approved by the Board of Directors – May 30, 2023  
Approved by the Members of the Corporation – June 14, 2023

Updated and approved by the Board of Directors – April 30, 2024  
Approved by the Members of the Corporation – June 24, 2024

Updated and approved by the Board of Directors – June 17, 2025  
Approved by the Members of the Corporation – June 24, 2025

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## CAMPBELLFORD MEMORIAL HOSPITAL ADMINISTRATIVE BY-LAWS

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

### ARTICLE 1- DEFINITIONS AND INTERPRETATION

#### 1.1 Definitions

- (1) “Act” means the *Not-for-Profit Corporations Act 2010* (Ontario);
- (2) “Associates” includes the parents, siblings, children, adopted children, step-children, spouse or common law partner of the Director, or Officer, or persons living in the same household as the Director or Officer, or parents, siblings, children, adopted children, and step-children of the spouse or common law partner of the Director, Officer or non-Board committee member as well as any organization, agency, company, or individual with a formal or informal business relationship to a Director or Officer;
- (3) “Board” means the Board of Directors of Campbellford Memorial Hospital.
- (4) “Chief of Staff” means the Chief of the Professional Staff.
- (5) “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.
- (6) “Conflict of Interest” is any situation where the possibility of a benefit of any kind, whether pecuniary or non-pecuniary, to the private interest of a Director or Officer, or any of the Director’s or Officer’s Associates, could compromise, or be seen to compromise, the Director’s or Officer’s judgment, decisions or actions with respect to any interest or any business of the Corporation.
- (7) “Corporation” means the Campbellford Memorial Hospital.
- (8) “Dentist” means a dental practitioner in good standing with the College of Dental Surgeons of Ontario.
- (9) “Director” means a member of the Board of Directors.
- (10) “Excellent Care for All Act” means the Excellent Care for All Act (Ontario) and, where the context so requires, the regulations made thereunder.
- (11) “Ex Officio” means membership “by virtue of the office”.

- (12) "Foundation" means the Campbellford Memorial Hospital Foundation.
- (13) "Head Office" means the Corporation having its head office at 146 Oliver Road, Campbellford, Ontario, K0L 1L0.
- (14) "Hospital" means the Campbellford Memorial Hospital.
- (15) "Household" means one single unit of living accommodation.
- (16) "Member" means member of the Corporation, as defined in Article 2.1.
- (17) "Member of household" means a person whose primary residence is in a household.
- (18) "Midwife" means a member in good standing with the College of Midwives of Ontario.
- (19) "Patient" means, unless otherwise specified, any in-patient, out-patient, or other patient of the Hospital.
- (20) "Officer" means a person elected or appointed pursuant to Article 7 of the By-laws.
- (21) "Perceived Conflict of Interest" is any situation where the private interest of a Director or Officer or any of the Director's or Officer's Associates would appear, to a reasonable person, to be capable of compromising the Director's or Officer's judgment, decisions or actions with respect to any interest or business of the Corporation.
- (22) "Physician" means a member in good standing with the College of Physicians and Surgeons of Ontario.
- (23) "Potential Conflict of Interest" is any situation where a Director or Officer or any of the Director's or Officer's Associates has a private interest such that, while no Conflict of Interest has yet arisen, a Conflict of Interest could arise were the Director or Officer to become involved in any interest or business of the Corporation in the future that could be influenced by the private interest.
- (24) "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 By-laws to be the President and Chief Executive Officer of the Hospital.
- (25) "Privileges" means those rights or entitlements conferred by the Board upon a Physician, Dentist, Midwife or Registered Nurse in the Extended Class at the time of appointment or reappointment.
- (26) "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.

- (27) "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.
- (28) "Registered Nurse in the Extended Class" means a member registered in the extended class in good standing with the College of Nurses of Ontario.
- (29) "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.
- (30) "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 neutral 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;
- (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; and
- (e) any references herein to notice requirements or to the transmission of documents includes notice and transmission by electronic means.

## ARTICLE 2 – MEMBERS

### 2.1 Membership

There shall be one (1) class of Members in the Corporation, consisting of those persons who are from time to time the Directors of the Corporation, each of whom shall cease to be a Member immediately upon ceasing to be a Director, without further action or formality.

### 2.2 Transfer of Membership

Membership in the Corporation is not transferable.

### 2.3 Revocation of Membership

The Members may remove a Member from office by a majority vote cast by the Members entitled to vote at a Special Meeting duly called for that purpose. Any Member being considered for removal shall be given notice of the purpose of the meeting and shall be entitled to be heard at such meeting.

### 2.4 Termination of Membership

Membership in the Corporation automatically terminates upon the happening of any of the following events:

- (a) if a Member, in writing, resigns as a Member of the Corporation;
- (b) if the person ceases to be a Director of the Corporation;
- (c) the death of a Member;
- (d) the expulsion of a Member pursuant to section 2.3; or
- (e) the liquidation or dissolution of the Corporation.

## 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 September 30<sup>th</sup> in each year on a date fixed by the Board. Such meeting may be held by electronic means.

### 3.2 Notice of Annual Meeting of the Corporation

- (a) Notice of the annual meeting of the Corporation shall be given:
  - (i) at least ten (10) days in advance of the meeting to the last known postal or electronic address in the records of the Corporation of each Member; and;
  - (ii) by publication on the Corporation's website.

### 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 annual or special 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 ten percent (10%) 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 majority of Members (which shall be a number constituting the majority of the Directors set out in section 4.2) shall constitute a quorum at any meeting of the Corporation.

### 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 and the matter is lost.
- (b) Pursuant to the Public Hospitals Act, no Member may vote by proxy.
- (c) 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.
- (d) 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 unable to act; or
- (c) a Chair elected by the members present if the Chair of the Board and Vice-Chair of the Board are absent or unable to act.

### 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 consisting of fifteen (15) to eighteen (18) directors of whom:

- (a) Elected Directors

Nine (9) to Twelve (12) Directors are elected by the Members of the Corporation.

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 a maximum 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,

- (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) A designate of the Hospital Auxiliary Organization who is a member of that organization's Executive Committee.
- (ii) A designate of the Campbellford Memorial Hospital Foundation Board who is a Director of that Board.

### 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(e) 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:
  - (i) automatically take office upon election;
  - (ii) be eighteen (18) or more years of age;
  - (iii) not have the status of a bankrupt;
  - (iv) not be a person who has been found under the Substitute Decisions Act, 1992 or under the Mental Health Act to be incapable of managing property; and
  - (v) not be a person who has been declared incapable by any court in Canada or elsewhere.

- (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 associates of a member of the professional staff or an employee of the Corporation shall be eligible for election or appointment to the Board of Directors.
- (d) 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 Directors, serving as Chair of the Board, have been elected for an additional term that will extend beyond nine (9) consecutive years of service, those Directors may complete their 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.
- (e) No Director may serve as Chair or Vice-Chair of the Board for more than three (3) consecutive two-year terms in one office, provided however, that following a break in the continuous service of at least one (1) two-year term, the same person may be re-elected or re-appointed to any office.
- (f) No former employees or their associates may be elected or appointed as Director unless it has been at least three (3) years since the last day of employment with the Corporation.
- (g) No former members of the professional staff or their associates may be elected or appointed as Director unless it has been at least three (3) year since the last day of their professional relationship with the Corporation.

#### 4.5 Vacation and Termination of Office

- (a) The office of a Director shall automatically be vacated:
  - (i) if a Director ceases to meet the requirements of section 4.4;
  - (ii) if the Director, by notice in writing to the Corporation, resigns from 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;
  - (iii) if at a special meeting of the Corporation a resolution is passed by a majority of Members of the Corporation removing the Director before the expiration of the Director's term of office, such Director having been given

notice of the purpose of the meeting and being entitled to be heard at such meeting;

- (iv) if the Director dies;
  - (v) if the Director becomes bankrupt or suspends payment of debts generally or compounds with creditors or makes an assignment in bankruptcy; or
  - (vi) if the Director fails to comply with 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.
- (b) 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 the Director's seat vacant;

#### 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 may 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 Duties and Responsibilities of the Board

The Board shall govern and oversee the management of the affairs of the Corporation and may exercise all such other powers and do all such other acts and things as the Corporation is authorized to exercise and do. The Board's responsibilities are further described in Schedule 2 of these By-Laws.

#### 4.8 Standards of Care

Directors and officers of the Corporation in exercising their powers and discharging their 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; and
- (c) adhere to the Corporation's philosophy, mission, and values; and

- (d) respect and abide by decisions of the Board; and
- (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, officer, or committee member 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

Directors and Officers shall not act in any way, in relation to the interests or business of the Corporation, to further their private interests or the private interests of any of their Associates or to improperly further another person's or entity's private interests.

### 5.2 Avoidance of Conflict of Interest

Directors and Officers shall at all times act in relation to the Corporation in such a manner so as to avoid being in a Conflict of Interest or a Potential or Perceived Conflict of Interest.

### 5.3 Disclosure of Conflict of Interest

- (a) Directors and Officers who, either directly or through one of their Associates, has or thinks they may have a Conflict of Interest, or a Potential or Perceived Conflict of Interest, shall disclose the nature and extent of the interest.
- (b) The disclosure of a Conflict of Interest, or a Potential or Perceived Conflict of Interest, and the nature and extent of the interest shall be at a meeting of the Board or a committee of the Board, as the case may be, at which any interest or business of the Corporation relating to the Conflict of Interest, or the Potential or Perceived Conflict of Interest, is first raised, or immediately to the Chair of the Board or the Chief Executive Officer of the Corporation at such time as the Director or Officer becomes aware of the Conflict of Interest or the Potential or Perceived Conflict of Interest. The Director or Officer shall not be present during the discussion or vote in respect of the matter in which the Director has a Conflict of Interest, or a Potential or Perceived Conflict of Interest, and shall not attempt in any way to influence the voting.

## 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 or place, at such other time and day as the Board may from time to time determine.
- (b) There shall be at least six (6) regular meetings per annum.
- (c) 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.
- (d) 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 a majority of the Directors entitled to vote.

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

## 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 Consent and Dissent of Director

- (a) A Director who is present at a Board or Board committee meeting is deemed to have consented to any resolution passed or action taken at the meeting, unless:
  - (i) the Director's dissent is entered in the meeting minutes;

- (ii) the Director requests that their dissent be entered in the meeting minutes;
  - (iii) the Director gives their dissent to the secretary of the meeting before the meeting is terminated; or
  - (iv) the Director submits their written dissent to the Corporation immediately after the meeting is terminated.<sup>87</sup>
- (b) A Director who votes for or consents to a resolution is not entitled to dissent under this section.<sup>88</sup>
- (c) A Director who was not present at a meeting at which a resolution was passed or action taken is deemed to have consented to the resolution or action unless within seven days after becoming aware of the resolution, the Director:
  - (i) causes their written dissent to be placed with the meeting minutes; or
  - (ii) submits their written dissent to the Corporation

## ARTICLE 7- OFFICERS AND DUTIES OF THE BOARD

### 7.1 Officers and Duties of the Board

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

When required, 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(s), 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;
- (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(s)

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 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.

### 7.5 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 not be the Chair or Vice-Chair of the Board.
- (d) 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 annual meeting between the auditors and the Resource/Audit Committee;
  - (iii) employ, control and direct all employees of the Corporation;
  - (iv) 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:
    - (A) any failure of any member of the Professional Staff to act in accordance with statute law or regulations thereunder, or Corporation By-Laws and Rules;
    - (B) 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
    - (C) any other matter about which the President and Chief Executive Officer 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 Executive Committee

- (a) There shall be an Executive Committee that shall consist of:
  - (i) the Chair
  - (ii) the Vice-Chair(s)
  - (iii) the Past Board Chair
  - (iv) two other Directors elected by the Board who chair committees of the Board
- (b) Each member of the Executive Committee shall serve at the pleasure of the Board and, in any event, only for as long as such Member shall be a Director.
- (c) The President and Chief Executive Officer and the Chief of Staff shall be entitled to attend at and speak, but not to vote, at any meeting of the Executive Committee at which the President and Chief Executive Officer and/or the Chief of Staff is present; however, the presence of the President and Chief Executive Officer and/or Chief of Staff shall not be included for the purpose of calculating a quorum.
- (d) The Executive Committee shall:
  - (i) Meet only when decisions are required and all attempts to achieve a quorum of the full Board prior to the date a decision is required have been unsuccessful, reporting every action to the next meeting of the Board; and
  - (ii) Address duties as assigned by the full Board.

### 8.2 Other Standing Committees

- (a) In addition to the Executive Committee, there shall be the following standing committees which shall be established by and subject to terms of reference approved by the Board:
  - (i) Governance Committee;
  - (ii) Resource and Audit Committee, and
  - (iii) Quality Committee
  - (iv) Compensation and Performance Management Committee
- (b) The composition and terms of reference for other standing committees shall be set out in Board policy.
- (c) Other than the Executive Committee and Compensation and Performance Management Committee, the Board may appoint additional members to a standing committee who are not Directors.
- (d) The Chair of a standing committee must be a Director.

### 8.3 Special Committees

- (a) By formal motion, the Board may at any meeting, appoint any special committee and name the Chair and members of the special committee.
- (b) The Board shall prescribe terms of reference for any special committee.
- (c) The Board may by resolution dissolve any special committee at any time or the committee will be dissolved upon completion of the task assigned by the Board.

## 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, or equivalent insurance coverage, 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.
- (d) The Resource & Audit Committee will monitor the hospital's fidelity insurance coverage on a yearly basis and recommend any changes to the board as necessary.

### 9.3 Signing Officers

Contracts, agreements, conveyances, mortgages, or other instruments may be signed on behalf of the Corporation by any two (2) persons holding the office of Chair, Vice Chair, Chief Executive Officer and Chief Financial Officer. In addition, the Board may from time to time direct, by resolution, the manner in which and the person or persons by whom any particular instrument or class of instruments may or shall be signed.

## 9.4 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.

## 9.5 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 Accounting 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 Resource and 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 Resource and Audit Committee to the Board on the audit work with any necessary recommendations.

# ARTICLE 10- ANCILLARY ASSOCIATIONS

## 10.1 Authorization

The Board will 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 Auditor

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

## ARTICLE 11- AMENDMENTS TO BY-LAWS

### 11.1 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.

## 11.2 Amendment to Professional Staff By-Law

Prior to submitting amendments to the Professional Staff By-Law (2022-2), the following procedure shall be followed:

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

The Board shall govern and oversee 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 the Professional Staff 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 and/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 and other clinicians 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 and other clinicians 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.

**CERTIFIED** to be the Administrative By-law of the Corporation effective as of the date of the certificate of amendment, as enacted by the Board by resolution dated June 17, 2025 and confirmed by the Members by resolution dated June 24, 2025.



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Chair of the Board



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Secretary