CORPORATE BY-LAW
OF
LAKE OF THE WOODS DISTRICT HOSPITAL

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LAKE OF THE WOODS DISTRICT HOSPITAL

CORPORATE BY-LAW

A by-law relating generally to the conduct of the activities and affairs of the Corporation.

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

ARTICLE 1
INTERPRETATION

1.1 Definitions

In this By-law and in all other by-laws of the Corporation, unless the context otherwise requires:

(a) "***Act***" means the *Not-for-Profit Corporations Act,* 2010 (Ontario);

(b) "**Articles**" means any instrument that incorporates the Corporation or modifies its incorporating instrument, including articles of incorporation, restated articles of incorporation, articles of amendment, articles of amalgamation, articles of arrangement, articles of continuance, articles of dissolution, articles of reorganization, articles of revival, letters patent, supplementary letters patent, or a special act;

(c) "**Board**" means the board of directors of the Corporation;

(d) "**By-Law**" means any By-Law of the Corporation from time to time in effect, including this By-Law;

(e) "**Catchment Area**" includes the area from the Manitoba/Ontario border to the west, to the Sioux Narrows/Nestor Falls area to the south, to all areas east to Vermillion Bay and to all areas north of Kenora not part of the Sioux Lookout Zone, including First Nations communities of Wabaseemoong (White Dog) (Wabaseemoong Independent Nations), Grassy Narrows (Asubpeeschoseewagong First Nation), Rat Portage (Wauzhushk Onigum Nation), Whitefish Bay (Naotkamegwanning First Nation), Shoal Lake #39 (Iskatewizaagegan 39 Independent First Nation), #40 (Shoal Lake 40 First Nation), Northwest Angle #33 (Northwest Angle 33 First Nation), #37 (Animakee Wa Zhing 37 First Nation), the Dalles (Niisaachewan Anishinaabe Nation), Washagamis Bay (Washagamis Bay First Nation);

(f) "**Chair**" means the Director elected by the Board to serve as Chair of the Board and the Corporation;

(g) "**Chief Executive Officer**" means, in addition to "administrator" as defined in the *Public Hospitals Act,* the president and chief executive officer of the

Corporation who, subject to the authority of the Board, is responsible for the administration, organization, and management of the affairs of the Corporation;

(h) "**Chief Nursing Officer**" means the senior nurse employed by the Corporation, who reports directly to the Chief Executive Officer and is responsible for nursing services provided in the Hospital;

(i) "**Chief of Staff**" means the medical staff member appointed by the Board to serve as such in accordance with the *Public Hospitals Act* and the Professional Staff By-law;

(j) "**Conflict of Interest**" includes, without limitation, the following four 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 or financial interest in a decision when the Director (or the Director's Associates) stands to gain by that decision, either in the form of money, gifts, favours, gratuities, or other special considerations;

(ii) Undue influence - participation or influence in Board decisions that selectively and disproportionately benefit particular agencies, companies, organizations, municipal or professional groups, or patients from a particular demographic, geographic, political, socio-economic, or cultural group is a violation of the Director's entrusted responsibility to the community at large;

(iii) Adverse interest - A Director is said to have an adverse interest to the Corporation when the Director is a party to a claim, application or proceeding against the Corporation; or

(iv) Personal relationship – a Director has or may be perceived to have personal interests that are inconsistent with those of the Corporation, creating conflicting loyalties.

(k) "**Corporation**" means the Lake of the Woods District Hospital with the Head Office located in Kenora, Ontario;

(l) "**Day**", unless otherwise specified as a business day, means a clear calendar day;

(m) "**Director**" means an individual elected or appointed to the Board;

(n) "***ex-officio***" means membership "by virtue of office", and includes all rights, responsibilities, and power to vote unless otherwise specified;

(o) "**Excluded Person**" means:

(i) a person who is not an individual;

(ii) a person who is under eighteen (18) years old;

(iii) a person who has been found under the *Substitute Decisions Act*, 1992 (Ontario) or under the *Mental Health Act* (Ontario) to be incapable of managing property;

(iv) a person who has been found to be incapable by any court in Canada or elsewhere;

(v) a person who has the status of bankrupt; or

(vi) any person who has been convicted of an indictable offence;

(p) "**Head Office**" means Lake of the Woods District Hospital, 21 Sylvan St. West, Kenora, Ontario P9N 3W7;

(q) "**Hospital**" means the public hospital operated by the Corporation;

(r) "**Hospital Foundation**" means the Lake of the Woods District Hospital Foundation;

(s) "**HSAA**" means the Hospital Service Accountability Agreement entered into between the Corporation and Ontario Health;

(t) "**Legislation**" means relevant statutes and regulations that govern the provision of health care to patients of the Hospital;

(u) "**Medical Advisory Committee**" means the committee established by the Board to discharge the responsibilities set out in the *Public Hospitals Act* (Ontario) and this By-Law;

(v) "**Members**" means members of the Corporation as described in Article 2;

(w) "**Patient**" means, unless otherwise specified, any in-patient, out-patient or other patient of the Corporation;

(x) "**Policy**" means a policy adopted by the Board in accordance with section 12.2;

(y) "**Privileges"** mean those rights or entitlements conferred upon a Physician, Dentist, Midwife or Nurse Practitioner at the time of appointment or re-appointment;

(z) "**Professional Staff**" means the Board-appointed professional/credentialed staff of the Hospital;

(aa) "**Professional Staff By-law**" means the by-law of the Corporation concerning the Professional Staff made in accordance with the *Public Hospitals Act*;

(bb) "***Public Hospitals Act***" means the *Public Hospitals Act* (Ontario);

(cc) "**Secretary**" means the secretary of the Board;

(dd) "**telephonic or electronic means**" means any means that uses the telephone or any other electronic or other technological means to transmit information or data, including telephone calls, voice mail, fax, e-mail, automated touch-tone telephone system, computer, or computer networks; and

(ee) "**Vice Chair**" means one or more vice chair(s) of the Board.

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 this By-Law and which are defined in the *Act* or the *Public Hospitals Act* or the regulations made thereunder shall have the meanings given to terms in the *Act* or *Public Hospitals Act* or the regulations made thereunder;

(b) any references herein to any laws, by-laws, rules, 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;

(c) the use of the singular number shall include the plural and vice versa and the use of gender shall include the masculine, feminine and neuter genders; and

(d) the headings used in this By-Law 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.

1.3 Procedure

(a) Any Director, Member, Officer, Committee Member or employee, as the context requires and as is permitted by the By-Law or the Policies of the

Corporation, may participate in a meeting of the Board or of a Committee of the Board, or a meeting of the Members, by means of telephone conference or electronic or other communication facilities as permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously, and a person participating in such a meeting by such means is deemed for the purposes of the *Act* and this By-Law to be present at the meeting. If the meeting is to be held entirely by telephonic or electronic means, a place does not need to be specified in the notice of meeting and the notice shall include instructions for attending and participating in the meeting by the telephonic or electronic means that will be made available at the meeting, including instructions for voting by such means at the meeting.

(b) The business arising at any meeting of the Corporation, the Board or any committee established pursuant to this By-Law shall be decided by a majority of votes unless otherwise required by statute, provided that:

(i) Unless otherwise specified, each Member, each Director and each committee member shall be entitled to one (1) vote at any meeting of the Corporation, Board or committee, respectively;

(ii) in accordance with the *Public Hospitals Act*, no Member shall be entitled to vote by proxy at a meeting of the Corporation, i.e., all Members must attend annual and/or special meetings of the Corporation in person or via telephone or electronic means in order to be eligible to vote;

(iii) votes shall be taken in the usual way, by show of hands or by oral or written communication where participation is by telephone conference, electronic or other means of simultaneous communication, among all Members, Directors and committee members present and, in the event of a tie, the motion is lost;

(iv) a Member shall not be entitled to cast a negative vote in respect of a motion to elect a Director or Board officer;

(v) a motion to elect the Directors and Board officers by acclamation shall require a mover and seconder and one vote cast by the chair of the meeting;

(vi) after a vote has been taken on any question, the chair of the meeting may require, or any person entitled to vote on the question may demand, a poll thereon. A poll so required or demanded shall require approval of the meeting, on motion. If approved, the poll shall be taken in such manner as the chair of the meeting shall direct. A demand for a poll may be withdrawn at any time prior to the taking of

the poll. Upon a poll, each individual present in person and entitled to vote at such meeting shall have one (1) vote and the result of the poll shall be the decision of the Members, the Board or the committee, as the case may be; and

(vii) whenever a vote by show of hands shall have been taken on a question, unless a poll is required or demanded, a declaration by the chair of the meeting 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 that without proof of the number or proportion of the votes recorded in favour of or against such resolution, vote or motion.

(c) Minutes shall be kept for all meetings of the Corporation, the Board, or any Committee and may be approved by the chair of the Board or Committee, subject to any corrections.

(d) Any questions of procedure at or for any meetings of the Corporation, of the Board, or of any committee that have not been provided for in a Board policy or in this By-Law or by the *Act* shall be determined by the chair of the meeting in accordance with the Board approved rules.

1.4 Computation of Time

In computing the date when notice must be given under any provision of the by-laws requiring a specified number of days' notice of any meeting or other event, the date of giving the notice shall be excluded and the notice period shall terminate at midnight of the last day of the notice period, except if the last day is a holiday, the period shall terminate at midnight of the next day that is not a holiday.

1.5 Omissions and Errors

The accidental omission to give any notice to any Member, Director, officer, Board committee member, or the auditor of the Corporation, or the non-receipt of any notice by any such person, or any error in any notice not affecting the substance of it, shall not invalidate any action taken at any meeting held pursuant to the notice or otherwise founded on it.

1.6 Waiver of Notice

Any Member, Director, officer, Board committee member, or the auditor of the Corporation, may, in writing, waive any notice required to be given to them under any provision of the *Public Hospitals Act*, the *Act*, or the Articles or By-laws of the Corporation, either before or after the meeting to which it refers, and the waiver, whether given before or after the meeting or other event of which notice is required to be given, shall cure any default in giving the notice. Attendance and participation at a meeting constitute waiver of notice, unless the attendance is for the express

purpose of objecting to the transaction of any business on the grounds the meeting was not lawfully called.

1.7 Repeal of Previous By-Laws

All previous By-Laws relating to the administration of the corporate affairs of the Corporation are hereby repealed and replaced with this By-Law.

ARTICLE 2
MEMBERSHIP OF THE CORPORATION

2.1 Members

(a) The Members shall consist of the Directors from time to time, who shall be *ex-officio* Members for so long as they serve as Directors.

(b) Membership is not transferrable and terminates upon the Member ceasing to be a Director.

(c) No fees shall be payable by the Members.

2.2 Termination, Discipline and Resignation of Membership

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

(i) upon death, resignation or termination of the Member;

(ii) violating any provision of the Articles, By-Law, or written Policies of the Corporation;

(iii) carrying out any conduct which may be detrimental to the Corporation or for any other reason as determined by the Board in its sole and absolute discretion;

(iv) in the event that the Member ceases to meet the qualifications set out for membership in this By-Law; or

(v) when the person ceases to be a Director of the Corporation, as applicable.

(b) In the event that the Board determines that a Member should be terminated or suspended from membership in the Corporation, the Chair, or such other officer as may be designated by the Board, shall provide ten (10) days notice of suspension or termination to the Member and shall provide reasons for the proposed suspension or termination. The Member may make written submissions to the Chair, or such other officer as may be designated by the Board, in response to the notice received, within such ten

(10) day period. In the event that no written submissions are received by the Chair, the Chair or such other officer as may be designated by the Board, may proceed to notify the Member that the Member is suspended or terminated from membership in the Corporation. If written submissions are received in accordance with this section, the Board will consider such submissions in arriving at a final decision and shall notify the Member concerning such final decision within a further ten (10) days from the date of receipt of the submissions.

(c) A Member of the Corporation who claims to be aggrieved because they were disciplined or because their membership was terminated may apply to the court for an order that the court thinks fit.

(d) Any member may resign their membership in the Corporation by resignation in writing which shall be effective upon acceptance thereof by the Board.

(e) A membership shall terminate upon a resolution passed at a meeting of the Board and confirmed by majority vote at a general meeting of the Members for any reason as set out in section 2.2 or for any other reason.

ARTICLE 3
ANNUAL MEETING AND SPECIAL MEETING OF THE MEMBERS OF THE CORPORATION

3.1 Meeting Location

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

3.2 Annual Meeting

(a) The annual Members' meeting shall be held between the 1st day of April and the 31st day of July of each year on a date fixed by the Board.

(b) The business transacted at the annual meeting of the Corporation, in addition to the other business transacted, shall include:

(i) reading and/or the circulation and consideration of[1]:

(A) the minutes of the previous meeting;

(B) the report of the unfinished business from any previous meeting;

1 NFPCA s.55(7)

(C) the report of the Chair and the Chief Executive Officer on the affairs of the Corporation for the previous year;

(D) the report of the Treasurer on the financial statements and audit reports of the Corporation;

(E) the report of the Chief of Staff; and

(F) the report of the Governance & Nominating Committee;

(ii) reappointment of the incumbent auditor; and

(iii) the election of Directors.

Any other items of business conducted at a meeting of the Members that requires a vote by the Members shall be deemed to be special business[2].

(c) No item of other business shall be considered at the annual meeting unless notice in writing of such item of special business:

(i) has been given to the Members in accordance with section 3.5; or

(ii) has been requisitioned by the Members and such requisition meets the qualifications set out in paragraphs 3.3 (b) and (c).

3.3 Special Meetings

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

(b) (i) If not less than one-tenth (1/10) of the members of the Corporation entitled to vote at a meeting proposed to be held, request the Directors, in writing, to call a special meeting of the members, the Directors of the Corporation shall, subject to paragraph 3.3(c) below, call forthwith a special meeting of the members of the Corporation for the transaction of the business stated in the requisition[3].

(ii) The requisition shall state the general nature of the business to be presented at the meeting and shall be signed by the requisitionists and be deposited at or delivered to the Head Office of the Corporation and may consist of several documents in like forms signed by one (1) or more requisitioners.

(c) If the Directors, acting in their sole and absolute discretion, determine that:

2 NFPCA s. 55(7)

3 NFPCA s.55(8)(b).

(i) the requisition meets the qualifications set out in paragraph 3.3(b), the Directors shall call and hold such meeting within twenty-one (21) days from the date of the deposit of the requisition that met the one-tenth (1/10th) threshold requirement; or

(ii) (A) the requisition does not meet the qualifications set out in paragraph 3.3(b)[4]; or

(B) the primary purpose of the requisition is to enforce a personal claim or redress a personal grievance against the Corporation or its Directors, officers, or Members; or

(C) the requisition does not relate in a significant way to the activities or affairs of the Corporation; or

(D) substantially the same requisition was submitted to Members in a notice of a meeting of the Members held not more than two (2) years before the receipt of the requisition and the requisition was defeated; or

(E) the rights conferred by this section are being abused to secure publicity,

the Directors shall provide the requisitioning Members written notice of their determination not to call a meeting within twenty-one (21) days of the deposit of the requisition.

(d) Subject to paragraph 3.3(c)(ii) above, if the directors do not within twenty-one (21) days from the date of the deposit of the requisition call and hold such meeting, any of the requisitions may call such meeting as nearly as possible in the manner as is set out in this section 3.3[5].

3.4 Quorum

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

3.5 Notice of Annual and Special Meetings

(a) A printed, written or typewritten notice stating the day, hour and place of the meeting and the general nature of the business to be transacted shall be served either personally or by sending such notice to each Member entitled to notice of such meeting and to the auditor of the Corporation. If the

4 NFPCA s.56(6)

5 NFPCA s.60(5)

meeting is to be held entirely by telephonic or electronic means, a place does not need to be specified in the notice of meeting and the notice shall include instructions for attending and participating in the meeting by the telephonic or electronic means that will be made available at the meeting, including instructions for voting by such means at the meeting.

(b) Such notice shall be sent by an appropriate means, which may include electronic transmission, at least ten (10) days and not more than fifty (50) days[6] (exclusive of the day of sending the notice and the day for which notice is given) before the date of every meeting directed to such address of each such Member and of the auditor as appears on the books of the Corporation; or if no address is given therein, then to the last address of each such Member or auditor known to the Secretary. Notice of any meeting or any irregularity at any meeting or in the notice thereof may be waived by any Member or by the auditor of the Corporation.

(c) In lieu of such notice, it is sufficient notice of any annual or special meeting of Members of the Corporation if notice is given by publication at least once a week for two successive weeks next preceding the meeting in a newspaper or newspapers circulated in the municipalities in which Members of the Corporation reside as shown by their addresses in the records of the Corporation.

(d) Notice of any meeting where special business will be transacted shall contain sufficient information to permit the Member to form a reasoned judgement on the decision to be taken and the text of any special resolution to be submitted to the meeting[7].

3.6 Chair of the Meeting

The chair of a Members' meeting shall be:

(a) the Chair; or

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

(c) if the Chair and the Vice-Chair are both absent, a Director elected by the Members present to serve as chair.

6 NFPCA s.55(1)

7 NFPCA s. 55(8)(b)

3.7 Adjourned Meetings

(a) If within one-half hour after the time appointed for a Members' meeting, the meeting has not commenced because a quorum is not present, the meeting shall stand adjourned until a day to be determined by the Board.

(b) If a Members' meeting is adjourned for fewer than 30 days, no notice of the meeting that continues the adjourned meeting is required other than by announcement at the meeting that is adjourned.

(c) If a Members' meeting is adjourned by one or more adjournments for an aggregate of 30 or more days, notice of the meeting that continues the adjourned meeting shall be given in accordance with section 3.5.

3.8 Written Resolution in Lieu of Meeting

A resolution signed by all the Members entitled to vote on that resolution at a meeting of the Members is as valid as if it had been passed at a meeting of the Member[8].

ARTICLE 4
BOARD

4.1 Board Composition

Subject to the Articles, the Board shall consist of:

(a) The affairs of the Corporation shall be managed by a Board of Directors consisting of nineteen (19) Directors, of whom not less than nine (9) and not more than twelve (12) shall be elected Directors and not less than four (4) and not more than seven (7) shall be ex-officio Directors.

(b) The following five *ex-officio* non-voting Directors:

(i) President and Chief Executive Officer;

(ii) Chief of Staff;

(iii) President of the Professional Staff Association;

(iv) Vice President, Patient Care and Chief Nursing Officer; and

(v) LWDH Foundation Representative.

8 NFPCA s.59(1)

(c) The Ex-Officio Directors are non-voting members of the Board and the Board committees and shall not count towards quorum.

(d) The number of elected Directors may be fixed from time to time by Special Resolution[9].

4.2 Qualifications of Directors

(a) An Excluded Person is disqualified from being a Director of the Corporation.

(b) The Board's decision as to whether or not a candidate is qualified to be appointed shall be final.

4.3 Ceasing to Hold Office

(a) The office of an elected Director shall automatically be terminated if the Director becomes and Excluded Person.

(b) The office of any elected Director may, at a special meeting of the Members, be terminated by a simple majority resolution of the Members:

(i) if a Director fails to comply with the *Act*, Articles, By-Law or Policies, including without limitation the confidentiality, Conflict of Interest or standards of care requirements;

(ii) if a Director misses more than three (3) Board meetings in the course of a year or if their performance and actions are deemed inconsistent with the goals of the Corporation;

(iii) if a Director's conduct is determined to be detrimental to the Corporation; or

(iv) for any other reason that the Members consider to be reasonable, having regard to the purpose of the Corporation.

(c) If a vacancy occurs at any time among the elected Directors either by a resignation, death or removal in accordance with paragraph (a) or (b) above, or by any other cause, such vacancy may be filled by a qualified person elected by the Board to fill the unexpired term, provided that the requirements of section 4.3 are complied with.

4.4 Term of Office Restrictions

(a) Elected Directors

9 NFPCA s.22(2)

No person may serve as an elected Director for more terms than will constitute nine (9) consecutive or cumulative years of service; provided however, that following a break in the continuous service of at least two (2) years, the same person may be eligible to serve as a Director despite the foregoing:

(i) a Director may, by Board resolution, have their maximum term as a Director extended for the sole purpose of that Director succeeding to the office of Chair or serving as Chair; and

(ii) where a Director was appointed to fill an unexpired term of a Director, the partial term shall be excluded from the calculation of the maximum years of service.

(b) Ex-Officio Directors

The ex-officio Directors shall hold office until their successors are appointed in accordance with the By-Laws of the Corporation.

4.5 Directors' Renumeration

The Directors shall serve as such without renumeration and shall not, directly, or indirectly, receive any profit from their position as such, provided that a Director may be reimbursed reasonable expenses incurred by the Director in their performance of their duties.

4.6 Board Nominations

(a) The Governance and Nominating Committee will have responsibility for preparing an annual report to the Board with respect to Board vacancies and the Board's overall succession plan.

(b) The Governance and Nominating Committee shall administer the application process.

(c) The recruitment process for Board members shall include a public advertisement in local Kenora media, as well as on the Corporation public web site and social media platforms.

(d) The Governance and Nominating Committee shall, throughout the year, identify potential candidates for Directors and determine the willingness of such candidates to serve.

(e) The Governance and Nominating Committee will prepare a list of recommended candidates for the Board. The list shall be accompanied by a signed application by each candidate indicating that the candidate is willing to serve as a Director in accordance with this By-Law if elected.

(f) In developing the list of recommended candidates, the Governance and Nominating Committee will interview each candidate so as to ensure their skills and experience are consistent with the Board member role description and the governance needs of the Corporation.

(g) The Board will receive and review the list of recommended candidates, together with applications. The application process set out in Board policy and the Board skill matrix should be considered by the Board in its determination of the appropriate candidates for appointment as a Director.

4.7 Responsibilities of the Board

The Board shall be responsible for the governance and supervision of the management of the activities and affairs of the Corporation. The Board's specific responsibilities and duties shall be set out in Board policy.

4.8 Fiduciary Duty and Standard of Care of Directors and Officers

Every Director and Officer of the Corporation, shall in exercising their powers and discharging their duties to the Corporation:

(a) act honestly and in good faith and make decisions that are in the best interests of the Corporation having regard to all relevant considerations, including but not confined to, considering the impact of the Board's decisions on affected stakeholders including the patients and communities served, the Government of Ontario, employees and staff. In instances where the interests of the stakeholders' conflict with each other or with the Corporation, the Directors must act in the best interests of the Corporation commensurate with the Corporation's duties as a responsible, well-intentioned public hospital. The Legislation, the HSAA and the Corporation's objects, mission, vision and values shall be used to guide the Directors' decision as to whether a decision is in the best interests of the Corporation;

(b) exercise the care, diligence, and skill that a reasonably prudent person would exercise in comparable circumstances;

(c) discharge such further and other duties as more particularly set out in Board policy; and

(d) comply with the *Act*, Articles, By-Law and Board policies.

4.9 Confidentiality

(a) Every Director, officer and employee of the Corporation shall respect the confidentiality of matters brought before the Board, keeping in mind that

unauthorized statements could adversely affect the interests of the Corporation.

(b) The Board shall give authority to one or more Directors, officers, or employees of the Corporation to make statements to the news media or public about matters brought before the Board.

ARTICLE 5
BOARD MEETINGS

5.1 Board Meetings

(a) The Board may appoint one or more days for regular Board meetings at a time and place named. A copy of any Board resolution fixing the time and place of regular Board meetings shall be given to each Director forthwith after being passed and, subject to the *Act*, no other notice shall be required for any regular meeting.

(b) There shall be at least eight (8) regular Board meetings per annum.

(c) Regular Board meetings will include a public meeting for regular Board business and an In-Camera Board meeting for sensitive matters that cannot be shared publicly.

(d) In addition to section 5.1(a):

(i) the Board, the Chair, the Vice Chair, or the Chief Executive Officer may call a Board meeting; and

(ii) the Secretary shall call a Board meeting upon receipt of the written request of four (4) Directors;

(iii) such meeting shall be held at the time and place determined in the notice of meeting.

(e) Notice of a Board meeting need not specify the purpose of or the business to be transacted at the meeting, unless the meeting is intended to deal with any of the following matters, in which case the notice must specify that matter:

(i) to submit to the Members any question or matter requiring their approval;

(ii) to fill a vacancy among the Directors or in the position of auditor;

(iii) to appoint additional Directors;

(iv) to issue debt obligations, except as authorized by the Directors;

(v) to approve any annual financial statements; or

(vi) to adopt, amend, or repeal by-laws.

(f) Notice of Board meetings, other than regular meetings, shall be given to all Directors at least 24 hours prior to the meeting. The Chair, a Vice Chair, or the Chief Executive Officer may call a meeting on less notice, by means deemed appropriate, provided that notice is given to all Directors and the majority of the Directors consent to holding the meeting. Notice of a meeting that continues an adjourned Board meeting is not required to be given if the time and place of the continued meeting is announced at the meeting that is adjourned.

(g) The declaration of the Secretary/Treasurer or Chair that notice has been given pursuant to the By-Law, shall be sufficient and conclusive evidence of the giving of such notice.

(h) 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.

5.2 Quorum

A majority of the Directors present shall constitute a quorum.

5.3 First Board Meeting after Annual Meeting

The Board shall elect the Board Officers every two (2) years at the first meeting held immediately after the Annual General Meeting.

5.4 Voting

(a) At all regular and special meetings of the Board, voting shall be determined by the procedure set out in paragraph 1.3(b) of this By-Law, subject to the additional procedures set out in paragraph (b) below.

(b) A Director who is present at a meeting of the Directors or of a Committee of Directors 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 minutes of the meeting;

(ii) the Director requests that his/her dissent be entered in the minutes of the meeting;

(iii) the Director gives his/her dissent to the secretary of the meeting before the meeting is terminated; or

(iv) the Director submits his/her dissent immediately after the meeting is terminated to the Corporation.

(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 his/her dissent to be placed with the minutes of the meeting; or

(ii) submits his/her dissent to the Corporation.

5.5 Adjournment of the Meeting

If with one-half hour after the time appointed for a Board meeting a quorum is not present, the meeting shall stand adjourned until a day within two weeks to be determined by the chair of the meeting.

5.6 Persons Entitled to be Present

Guests may attend Board meetings with the consent of the meeting on the invitation of the Chair or Chief Executive Officer. The Board may adopt a policy from time to time on the attendance of the public at Board meetings.

5.7 Written Resolutions in Lieu of Meeting

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

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

(c) The results of resolutions voted on under 5.7 shall be reported to the Board at there next regular Board meeting.

ARTICLE 6
CONFLICT OF INTEREST

6.1 Disclosure of Conflict

(a) Every Director and Committee Member who has or thinks they may potentially have a Conflict of Interest with respect to a proposed, either directly or through one of their Associates, or current material contract,

transaction, matter or decision of the Corporation (collectively referred to as a "**Matter**"), shall disclose the nature and extent of the Conflict of Interest at a meeting of the Board, Committee, or otherwise.

(b) The declaration of the Conflict of Interest shall be disclosed at the meeting of the Board, committee or otherwise at which the Matter is first raised.

(c) If the Director or a Committee Member, or their Associates, becomes interested in a Matter after the Board meeting, Committee meeting or otherwise at which it is first raised, the Director, or Committee Member shall make a declaration at the next Board meeting, Committee meeting or otherwise following the Director's, or Committee Member's perception or apprehension of a conflict.

(d) In the case of an existing Matter, the declaration of the Conflict of Interest shall be made at the first meeting of the Board after the individual becomes a Director or Committee Member or the interest comes into being.

(e) After making such a declaration, no interested Director or Committee Member shall vote or be present at the vote or during the discussions, or otherwise attempt to influence the voting, on a Matter, nor shall the Director or Committee Member be counted in any required quorum with respect to the vote.

(f) If a Director or Committee Member has made a declaration of Conflict of Interest in compliance with this By-Law, the Director or Committee Member is not accountable to the Corporation for any profits they may realize from the Matter.

(g) If the Director or Committee Member fails to make a declaration of their interest in a Matter, as required by this By-Law, this failure may be considered grounds for termination of their position as a Director or Committee Member in addition to any other remedies available to the Corporation under statute, equity or common law.

(h) The failure of any Director or Committee Member to comply with the Conflict of Interest provisions of this By-Law does not, in or of itself, invalidate any Matter undertaken by the Board, Committee or otherwise.

(i) If a Director or Committee Member believes that any other Director or Committee Member is in a Conflict of Interest position with respect to any Matter, the Director or Committee Member shall have their concern recorded in the minutes, and the Director or Committee Member with the alleged Conflict of Interest shall have the right to address the Board, Committee, or otherwise with respect to the allegation. Thereafter, at the request of the Director or Committee Member who recorded the initial concern, the Board, Committee, or otherwise after the Director or

Committee Member alleged to have a Conflict of Interest has absented themself from the room, shall vote on whether the Director or Committee Member alleged to have a Conflict of Interest is, in the opinion of the Board, committee, or otherwise in a Conflict of Interest. If the Board, Committee, or otherwise finds the person in a Conflict of Interest, that interested Director or Committee Member shall absent themself during any subsequent discussion or voting process relating to or pertaining to the conflict. The question of whether or not a Director or Committee Member has a Conflict of Interest shall be determined by a simple majority of the Board, committee or otherwise and shall be final.

(j) (i) A Director or Committee Member of the Corporation may have interests with stakeholders of the Corporation which may appear to be a Conflict of Interest. The Board, Committee or otherwise recognizes that where the perceived conflicts related to non-profit stake-holders/partners that share common goals with the Corporation that the benefits of having such members on the Board outweigh the potential difficulties relating to the perceived or actual conflict of interest.

(ii) The benefits include:

(A) Reflection of the operational reality of the inter-relationship that the Corporation has with key stakeholders/partners that is critical to the Corporation achieving its mission and vision, and

(B) increased capacity of the Board, Committee or otherwise because it leads to fuller and more informed deliberation on issues that have cross-organizational implications.

(ii) For reasons reviewed above, notwithstanding provision to the contrary contained in paragraph 7.1 (b) of this By-Law, where a member has an actual or perceived Conflict of Interest relating to a not-for-profit partner or stakeholder, the Director or Committee Member shall be entitled to be present at and take part in the deliberations with respect to the proposed Matter but shall not be entitled to vote.

(k) If the Board, Committee, or otherwise finds that the person is not in a Conflict of Interest, the Board will then vote on the Matter and the votes of each Director or Committee Member shall be recorded.

(l) Every declaration of a Conflict of Interest and the general nature thereof shall be recorded in the minutes by the Board, Committee or otherwise.

(m) Where the number of Directors or Committee Members who, by reason of the provisions of this section, are prohibited from participating in a meeting

is such that, at that meeting the remaining Directors or Committee Members are not of sufficient number to constitute a quorum, then, notwithstanding any other provision in this By-Law, the remaining number of Directors or Committee Members shall be deemed to constitute a quorum, provided such number is not less than three (3).

(n) Where, in the circumstances mentioned in the preceding paragraph, the remaining number of Directors or Committee Members who are not prohibited from participating in the meeting is less than three (3), the Chair may apply to the Superior Court of Justice on an ex parte basis for an order authorizing the Board, Committee or otherwise to give consideration to, discuss and vote on the matter out of which the interest arises, or such other relief as the Court may consider appropriate.

ARTICLE 7
INDEMNIFICATION AND INSURANCE

7.1 Indemnities to Directors, Officers and Others

(a) The Corporation shall indemnify a Director or officer of the Corporation, a former Director or officer of the Corporation, or an individual who acts or acted at the Corporation's request as a director or officer, or in a similar capacity, of another entity, against all costs, charges, and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by the individual in respect of any civil, criminal, administrative, investigative, or other action or proceeding in which the individual is involved because of that association with the Corporation or other entity.

(b) The Corporation may advance money to an individual referred to in section 7.1 (a) for the costs, charges, and expenses of an action or proceeding referred to in that section, but the individual shall repay the money if the individual does not fulfil the conditions set out in section 7.1(c).

(c) The Corporation shall not indemnify an individual under section7.1(a) unless:

(i) the individual acted honestly and in good faith with a view to the best interests of the Corporation or other entity, as the case may be; and

(ii) if the matter is a criminal or administrative proceeding that is enforced by a monetary penalty, the individual had reasonable grounds for believing that their conduct was lawful.

(d) The indemnity provided for in section7.1(a) shall not apply to any liability that a Director or officer, or former Director or officer, of the Corporation, or

individual, may sustain or incur as the result of any act or omission as a Professional Staff member.

7.2 Insurance

(a) The Corporation shall purchase and maintain insurance for the benefit of an individual against any liability incurred by the individual,

(i) in the individual's capacity as a Director, Board Committee Member or Officer of the Corporation; or

(ii) in the individual's capacity as a Director, Board Committee Member or Officer, or a similar capacity, of another entity, if the individual acts or acted in that capacity at the Corporation's request.

ARTICLE 8
BOARD COMMITTEES

8.1 Committees

The Board may, from time to time, establish:

(a) standing committees, being those committees, whose duties are normally continuous; and

(b) special committees, being those committees appointed for specific duties whose mandate shall expire with the completion of the tasks assigned.

8.2 Functions, Duties, Responsibilities, and Powers of Board Committees

(a) Subject to paragraph (b), the Board shall provide for the functions, duties, responsibilities, and powers of the Board committees in the Board resolution by which a Board committee is established or in Board-approved terms of reference or general committee policy.

(b) The Board may delegate to any committee comprised entirely of Directors any of the Board's powers, other than the following powers:

(i) to submit to the Members any question or matter requiring the Members' approval;

(ii) to fill a vacancy among the Directors or in the position of auditor;

(iii) to appoint additional Directors;

(iv) to issue debt obligations, except as authorized by the Board;

(v) to approve any annual financial statements; or

(vi) to adopt, amend, or repeal By-Laws.

8.3 Board Committee Members, Chair

(a) Unless otherwise provided by by-law or by Board resolution:

(i) the Board shall appoint the chair, vice chair (if any), and members of each Board committee;

(ii) each chair and vice chair of a Board committee shall be a Director;

(iii) the Board committees may include members who are not Directors, provided such members sign appropriate declarations/acknowledgments regarding, but not limited to: (i) disclosure of conflict of interest; (ii) duty to act in the best interest of the Corporation; and (iii) duty of confidentiality;

(iv) a majority of the members of any Board committee shall be elected Directors; and

(v) the Chair and Chief Executive Officer shall be an *ex-officio* member of all Board committees.

(b) The Board may remove any chair, vice chair, or Board committee member from any Board committee at any time.

8.4 Procedures at Committee Meetings

Procedures for Board Committee meetings shall be, with necessary changes to parts of detail, the same proceedings that govern the Board meetings, unless specifically established by this By-law, Board resolution, or in Board-approved terms of reference or general committee policy.

ARTICLE 9
OFFICERS

9.1 General

Subject to the *Act*, the Articles, and this By-law, the Board may designate the offices of Corporation, appoint officers, specify their duties, and delegate to them powers to manage the activities and affairs of the Corporation.

(a) The Board shall elect the following officers every two (2) years at the special meeting held immediately after the Annual General Meeting:

(i) The Chair;

(ii) Vice-Chair;

(iii) Secretary/Treasurer;

(b) The Chief Executive Officer shall be the Secretary/Treasurer of the Board;

(c) The Ex-Officio Directors are ineligible for election as Chair or Vice-Chair.

(d) A Director may hold two or more offices (except one individual may not hold the offices of Chair and Vice Chair). The Board shall appoint the Chair and Vice Chair from among the elected Directors.

9.2 Terms of Office

(a) Unless otherwise provided in this By-law, the officers shall hold office for a two-year term from the date of their appointment or until their successors are appointed in their stead. The Board may remove any officer at any time.

(b) The Chair shall serve no longer than two consecutive years; and

(c) Where a Director has served as Chair for two (2) consecutive years, the Board may by resolution passed by at least two-thirds of the votes cast at a Board meeting, reappoint the Director as Chair provided that such Director is eligible for re-appointment for a maximum of two (2) additional one-year terms as Chair.

9.3 Duties of Chair

The Chair shall, when present, preside at all Board and Members' meetings and shall represent the Corporation and the Board as may be required or appropriate and shall have those other powers and duties as the Board may specify. Unless otherwise provided by by-law or by Board resolution, the Chair shall be an *ex-officio* member of all Board committees.

9.4 Duties of Vice Chairs

A Vice Chair shall, in the absence, disability, or unwillingness of the Chair, perform the duties and exercise the powers of the Chair and shall perform those other duties as the Board may specify.

9.5 Duties of Secretary/Treasurer

The Secretary/Treasurer of the Corporation shall:

(a) be the custodian of the books of account and accounting records of the Corporation required to be kept by the provisions of the *Act*;

(b) attend all meetings of the Board and of Committees of the Board;

(c) keep a record of the minutes of all meetings;

(d) keep a roll of names and addresses of the members of the Board;

(e) give such notice as required by the by-laws of the Corporation relating to all meetings of the Corporation, the Board, and its committees;

(f) be the custodian of all minute books, documents and registers of the Corporation required to be kept by the provisions of the *Act*;

(g) perform such other duties as the Board may direct or as set out in Board policy.

(h) The Secretary/Treasurer may delegate to employees of the Corporation those duties that he/she considers appropriate to delegate and that he/she is allowed by law to delegate.

9.6 Duties of the Chief Executive Officer

(a) The Chief Executive Officer shall be ex-officio and a non-voting member of the Board;

(b) The Chief Executive Officer shall:

(i) be responsible to the Board for the general administration, organization, and management of the clinical and administrative operations of the Corporation in accordance with policies established by the Board;

(ii) be responsible for the hiring, evaluation, compensation, and termination of all members of the Corporation's senior executive team, including without limitation, the Chief Nursing Officer, and all other employees of the Corporation;

(iii) attend all meetings of the Board and act as Secretary to the Board;

(iv) be responsible to the Board, for taking such action as the Chief Executive Officer considers necessary to ensure compliance with the Legislation and the By-Laws of the Corporation; and

(v) have such other powers and duties as may from time to time be assigned to this office by the Board of Directors or as set out in Board policy or as are incident to this office.

9.7 Duties of the Chief Nursing Officer

(a) The Chief Nursing Officer shall be Ex-Officio and a non-voting member of the Board.

(b) The employment duties of the Chief Nursing Officer shall be as established by from time to time by the Chief Executive Officer.

(c) The Chief Nursing Officer shall be accountable to the Chief Executive Officer for the performance of their non-"Director" duties and responsibilities.

9.8 Other Officers

The Board shall determine the powers and duties of all other officers from time to time. Any of the powers and duties of an officer to whom an assistant has been appointed may be exercised and performed by the assistant unless the Board otherwise directs.

ARTICLE 10
ORGANIZATION AND FINANCIAL

10.1 Seal

The Board shall determine the form of the seal of the Corporation, if any.

10.2 Execution of Documents

(a) Any one of the Chair or a Vice Chair, together with any one of the Chief Executive Officer or a Director, shall sign deeds, transfers, assignments, contracts, agreements, mortgages, conveyances, obligations, certificates, or any other instruments or documents requiring the signature of the Corporation, and all instruments or documents so signed shall be binding upon the Corporation without any further authorization or formality.

(b) Additionally, the Board may from time to time direct the manner in which and the individual or individuals by whom any particular instrument or document, or class of instruments or documents, may or shall be signed.

(c) Any signing officer may affix the seal of the Corporation to any instrument or document and may certify a copy of any instrument, resolution, by-law, or other document of the Corporation to be a true copy.

10.3 Banking Arrangements

The Corporation shall transact the banking business of the Corporation or any part of it with those banks, trust companies, or other financial institutions as the Board may determine from time to time.

10.4 Financial Year

Unless otherwise determined by the Board and subject to the *Public Hospitals Act*, the financial year end of the Corporation shall be March 31 in each year.

10.5 Appointment of Auditor

(a) The Board shall, at each annual meeting, appoint an auditor to audit the accounts of the Corporation and to report to the Members at the next annual meeting.

(b) The auditor shall be duly licensed under the *Public Accounting Act, 2004* (Ontario) and shall be independent of the Corporation and its Directors and officers.

(c) The auditor shall hold office until the close of the next annual meeting, provided that the Board shall immediately fill any casual vacancy in the office of auditor for the unexpired term.

(d) The Board shall fix the remuneration of the auditor.

10.6 Borrowing Power

Subject to the Articles, the Board may:

(a) borrow money on the credit of the Corporation;

(b) issue, reissue, sell, or pledge debt obligations of the Corporation;

(c) give a guarantee on behalf of the Corporation to secure performance of an obligation of any person; and

(d) mortgage, pledge, or otherwise create a security interest in all or any property of the Corporation, owned or subsequently acquired, to secure any obligation of the Corporation.

10.7 Investments

The Corporation may invest its funds as the Board thinks fit, subject to the Articles or any limitations accompanying a gift.

10.8 Records

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

ARTICLE 11
MATTERS REQUIRED BY THE *PUBLIC HOSPITALS ACT* AND OTHER APPLICABLE LEGISLATION

11.1 Professional Staff

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

11.2 Required Committees and Programs

The Board shall ensure that the Corporation establishes the committees and undertakes the programs that are required pursuant to applicable legislation, including the *Public Hospitals Act* and the *Excellent Care for All Act, 2010*, including a medical advisory committee, a fiscal advisory committee, and a quality committee.

11.3 Fiscal Advisory Committee

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

11.4 Chief Nursing Executive

The Chief Executive Officer shall ensure that there are appropriate procedures in place for the appointment of the Chief Nursing Executive.

11.5 Nurses and other Staff and Professionals on Committees

The Chief Executive Officer shall, from time to time, approve a process for:

(a) the participation of the Chief Nursing Officer, nurse managers, staff nurses, staff, and other professionals of the Corporation in decision making related to administrative, financial, operational, and planning matters; and

(b) the election or appointment of the Chief Nursing Officer, nurse managers, staff nurses, and other staff and professionals of the Corporation to those administrative committees approved by the Chief Executive Officer to have a nurse or other staff or professional representation.

11.6 Retention of Written Statements

The Chief Executive Officer shall cause to be retained for at least 25 years, all written statements made in respect of the destruction of medical records, notes, charts, and other material relating to patient care and photographs thereof.

11.7 Occupational Health and Safety Program

(a) Pursuant to the regulations under the *Public Hospitals Act*, there shall be an occupational health and safety program for the Corporation, which shall include procedures for:

(i) a safe and healthy work environment;

(ii) the safe use of substances, equipment, and medical devices;

(iii) safe and healthy work practices;

(iv) the prevention of accidents to individuals on the premises; and

(v) the elimination of undue risks and the minimizing of hazards inherent in the Corporation environment.

(b) The Chief Executive Officer shall designate an individual to be in charge of occupational health and safety in the Corporation, who shall be responsible to the Chief Executive Officer or their delegate for the implementation of the occupational health and safety program.

(c) The Chief Executive Officer shall report to the Board as necessary on the occupational health and safety program.

11.8 Health Surveillance Program

(a) Pursuant to the regulations under the *Public Hospitals Act*, there shall be a health surveillance program for the Corporation, which shall be in respect of all individuals carrying on activities in the Corporation and include a communicable disease surveillance program.

(b) The Chief Executive Officer shall designate an individual to be in charge of health surveillance in the Corporation, who shall be responsible to the Chief Executive Officer or their delegate for the implementation of the health surveillance program.

(c) The Chief Executive Officer shall report to the Board as necessary on the health surveillance program.

11.9 Organ Donation

Pursuant to the regulations under the *Public Hospitals Act*, the Board shall approve procedures to encourage the donation of organs and tissues including procedures to identify potential donors and make potential donors and their families aware of the options of organ and tissue donations, and shall ensure that these procedures are implemented in the Corporation.

ARTICLE 12
RULES OF ORDER AND POLICIES

12.1 Rules of Order

Any questions of procedure at or for any meetings of the Members, the Board, the Professional Staff, or any Board committee, which have not been provided for in this By-law or by applicable legislation, the Policies, or the Professional Staff rules and regulations, shall be determined by the chair of the meeting in accordance with the rules of order adopted by the Board, or failing such adoption, adopted by the chair of the meeting.

12.2 Policies

The Board may, from time to time, adopt, amend, or repeal Policies as it may deem necessary or desirable in connection with the management of the activities and affairs of the Board and the conduct of the Directors, officers, and Board committee members; provided, however, that any Policy shall be consistent with the provisions of this By-law.

ARTICLE 13
BY-LAWS

13.1 By-laws and Amendments

(a) The Board may make, amend, or repeal any by-law that regulates the activities or affairs of the Corporation.

(b) The by-law, amendment, or repeal is effective from the date of the Board resolution.

(c) A By-Law or an amendment to a By-Law passed by the Board shall be presented for confirmation at the next annual meeting of the Corporation. The notice of such annual meeting shall refer to the By-Laws or amendment to be presented.

13.2 Amendments to Professional Staff By-law

Prior to submitting all or any part of the Professional Staff By-law to the process established in section 13.1, the procedures set out in the Professional Staff By-law shall be followed.