

**PROFESSIONAL STAFF BY-LAW
OF
LAKE OF THE WOODS DISTRICT HOSPITAL**

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ARTICLE 1
DEFINITIONS AND INTERPRETATION

1.1 Definitions

In this By-Law:

1. **“Administrative By-Law”** means the By-Law of the Hospital relating to administrative matters.
2. **“Administrator Responsible”** means the individual appointed by the Chief Executive Officer with responsibility for the administrative activity or activities described in the relevant provisions of this By-Law.
3. **“Affiliation Agreement”** means the Agreement to be entered into between the Corporation and Northern Ontario School of Medicine relating to the teaching and clinical research functions integrated in the Hospital as contemplated in the Vision, Mission and Values.
4. **“Associate Chief of Staff”** means the Professional Staff member appointed by the Chief of Staff and Board to provide high level support relating to the duties of Chief of Staff which may include administrative, operational or clinical duties, reporting directly to the Chief of Staff.
5. **“Board”** means the board of Directors of the Corporation.
6. **“By-Law”** means this Professional Staff By-Law.
7. **“Chief Executive Officer”** means the president and chief executive officer of the Corporation who is the ‘administrator’ for the purposes of the *Public Hospitals Act* and the ‘officer in charge’ for the purposes of the *Mental Health Act*.
8. **“Chief Nursing Executive”** means the senior nurse employed by the Hospital, who reports directly to the Chief Executive Officer and is responsible for nursing services provided in the Hospital.
9. **“Chief of Staff”** means the Professional Staff member appointed by the Board to serve as such in accordance with the *Public Hospitals Act* and this By-Law.
10. **“College”** means, as the case may be, College of Physicians and Surgeons of Ontario, the Royal College of Dental Surgeons of Ontario, the College of Midwives of Ontario, and/or the College of Nurses of Ontario.
11. **“Corporation”** means The Lake of the Woods District Hospital.
12. **“Credentialing Policy”** means the Northwest Regional Appointment and Credentialing Policy and procedure (NwRA Credentialing Policy and Procedure), as may be amended from time to time, approved by the Board of all Regional Sites.

13. **“Credentialing Committee”** means a subcommittee of the MAC established by the MAC and tasked with reviewing applications for appointment and reappointment to the Professional Staff, and application for a change in privileges, and making recommendations to the MAC on these matters, and if no such subcommittee is established or maintained, it means the MAC.
14. **“Day”**, unless otherwise specified as a business day, means a calendar day.
15. **“Dental Staff”** means:
 - (a) oral and maxillofacial surgeons to whom the Board has granted the privilege of diagnosing, prescribing for, or treating Patients in the Hospital; and
 - (b) Dentists to whom the Board has granted the privilege of attending to Patients in the Hospital in co-operation with a member of the Professional Staff;
16. **“Dentist”** means a dental practitioner in good standing with the Royal College of Dental Surgeons of Ontario.
17. **“Disruptive Behaviour”** occurs when the use of inappropriate words, actions or inactions by a Professional Staff member interferes with; his/her ability to collaborate or function well with others; hospital operations; quality healthcare delivery; the safety of others; staff recruitment or retention; or the cost of providing healthcare to patients. Disruptive Behavior may be demonstrated through a single act, but more commonly through a pattern of events;
18. **“Excellent Care for All Act”** means the *Excellent Care for All Act, 2010* (Ontario) and, where the context requires, includes the regulations made under it, and any statute that may be substituted for it, as amended from time to time.
19. **“ex officio”** means membership “by virtue of the office” and includes all rights, responsibilities, and powers to vote, unless otherwise specified.
20. **“Extended Class Nursing Staff”** means those Registered Nurses in the Extended Class who are:
 - (a) employed by the Corporation and authorized to diagnose, prescribe for, or treat Patients in the Hospital; and
 - (b) not employed by the Corporation and to whom the Board has granted privileges to diagnose, prescribe for, or treat Patients in the Hospital.
21. **“Health and Safety Guidelines”** means the Hospital’s Health and Safety Guidelines as may be amended from time to time including, without limitation, infection protection and control and other health and safety measures, practices and policies implemented by the Hospital to protect staff, patients and other persons.
22. **“Hospital”** means the Lake of the Woods District Hospital.

23. **“Impact Analysis”** means a study conducted by the Chief Executive Officer in consultation with the Chief Nursing Executive, Chief of Staff and the affected Service Lead(s) to determine the impact upon the resources of the Corporation, including the impact upon the resources of a Service, of a proposed or continued appointment of an applicant to the Professional Staff or an application by a Professional Staff member for additional privileges or a change in membership category.
24. **“MAC”** means the Medical Advisory Committee established under Article 9.
25. **“Professional Staff”** means those Physicians, Dentists, Midwives, and Registered Nurses in the Extended Class, who are appointed by the Board and granted privileges to practice their profession in the Hospital.
26. **“Professional Staff Human Resources Plan”** means the plan developed for each Service that provides information and future projections on the management and appointment of the Professional Staff based on the mission and strategic plan of the Corporation.
27. **“Midwife”** means a midwife in good standing with the College of Midwives of Ontario.
28. **“MRP”** means the Most Responsible Physician. This is the physician who admits a patient to the Hospital and who will, therefore be responsible for directing that patient’s care, diagnosis and treatment until such responsibility is transferred to another member of the Professional Staff;
29. **“Organizational Dyad”** mean the Administrator Responsible who works in a dyad relationship with a Service Lead, as determined by the organizational structure of the Hospital.
30. **“Other Clinical Staff”** means other clinical staff to whom the Board has granted the professional privileges and may include physician assistants, research assistants and PhD staff.
31. **“Patient”** means any in-patient or out-patient of the Corporation.
32. **“Physician”** means a medical practitioner in good standing with the College of Physicians and Surgeons of Ontario.
33. **“Physician Assistant”** means a staff practitioner in good standing.
34. **“Policies”** means the administrative, human resources, clinical and professional policies adopted by the Board, the Corporation, the MAC, or the Service Lead under Article 2.
35. **“Privileges”** mean those rights or entitlements conferred upon a Physician, Dentist, Extended Class Nurse or Midwife at the time of appointment or reappointment.

36. **“Public Hospitals Act”** means the *Public Hospitals Act* (Ontario) and, where the context requires, includes the regulations made under it, and any statute that may be substituted for it, as amended from time to time.
37. **“Registered Nurse in the Extended Class”** means a member in good standing with the College of Nurses of Ontario, who is a registered nurse and holds an extended certificate of registration under the *Nursing Act, 1991*.
38. **“Retirement Plan”** means a written statement by the Professional Staff of their intention to retire from practice, and/or the hospital including dates and timelines for withdrawal or change in clinical, teaching or research activities or duties.
39. **“Rules”** means the rules adopted by the Board under Article 2.
40. **“Service”** means an organizational unit of the Professional Staff to which members with a similar field of practice have been assigned.
41. **“Service Lead”** means the Professional Staff member appointed by the Board to serve as such in accordance with this By-Law.
42. **“University”** means the Northern Ontario School of Medicine University (NOSMU) unless otherwise identified.
43. **“Vision, Mission and Values”** means the vision, mission and values of the Corporation that have been approved by the Board as may be amended from time to time.

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 *Not-for-Profit Corporations Act* shall have the meanings given to such terms in the *Act* or the *Not-for-Profit Corporations Act*.
- (b) The use of the singular number shall include the plural and vice versa and the use of any gender shall include all genders.
- (c) 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.
- (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.

1.3 Delegation of Duties

Each of the Chief Executive Officer, Chief of Staff, Associate Chief of Staff or Service Lead, may delegate the performance of any of the duties assigned to them under this By-Law to others, except voting rights, where applicable. However, they shall each remain responsible for the performance of their respective duties.

1.4 Consultation with Professional Staff

Where the Board or MAC is required to consult with the Professional Staff under this By-Law, it shall be sufficient for the Board or MAC to receive and consider input of the Professional Staff Officers named in Article 12.

ARTICLE 2 RULES AND POLICIES

2.1 Rules and Policies

1. The Board, after consulting with the Professional Staff and considering the recommendation of the MAC, may make Rules as it deems necessary, including Rules for Patient care, health and safety and the conduct of members of the Professional Staff.
2. The Board, after consulting with the Professional Staff and considering the recommendation of the MAC, may adopt Policies as applicable to the Professional Staff that are consistent with, and that support the implementation of the Rules.
3. The MAC, after consulting with the Professional Staff, may make policies applicable to the Professional Staff that are consistent with this By-Law, the Rules and the Board-approved Policies.
4. The Service Lead, after consulting with the Professional Staff of the Service, may bring forward policies and procedures applicable to the Professional Staff of the Service through the Professional Staff and MACs.

ARTICLE 3 APPOINTMENT AND REAPPOINTMENT TO PROFESSIONAL STAFF

3.1 Appointment and Revocation

1. The Board, after considering the recommendations of the MAC, shall appoint annually Professional Staff.
2. The board may establish criteria for appointment to the Professional Staff after considering the advice of the MAC. The criteria shall be set out in the Credentialing Policy and the Professional Staff By-Law. Where there may be a contradiction between the Credentialing Policy and the Professional Staff By-Law, the Professional Staff By-Law will be paramount.

3. Subject to Article 3.1(4), Professional Staff shall perform only the clinical duties and procedures which they may be authorized to perform.
4. Exercising privileges in an emergency:
 - (a) In case of emergency, regardless of their Service or staff status, a Physician shall undertake all steps necessary to treat their Patient.
 - (b) For the purposes of paragraph (a) above, an emergency is defined by the *Health Care Consent Act* (Ontario).
 - (c) After consultation with the Service Lead(s) concerned, the Chief of Staff shall have the authority to grant temporary privileges to any Physician, Dentist, Extended Class Nurse or Midwife who is not a member of the Professional Staff in accordance with this By-Law. The temporary appointment shall be until the MAC and Board can consider the application. An applicant who has been granted a temporary appointment cannot rely upon the due process provisions set out in the *Public Hospitals Act*, this By-Law or the Credentialing Policy.
5. All applications for appointment and reappointment to the Professional Staff shall be processed in accordance with the provisions of the Credentialing Policy, this By-Law and the *Public Hospitals Act*.
6. The Board may, at any time, make or revoke any appointment to the Professional Staff, refuse to reappoint a Professional Staff member, or restrict or suspend the privileges of any Professional Staff member, in accordance with the provisions of the Credentialing Policy, this By-Law and the *Public Hospitals Act*.

3.2 Term of Appointment

1. Subject to Article 3.2(2), each appointment to the Professional Staff shall be for a term of up to one year.
2. Where a Professional Staff has applied for reappointment within the prescribed time the current appointment shall continue:
 - (a) unless Article 3.2(2)(b) applies, until the Board grants or does not grant the reappointment; or
 - (b) in the case of a Physician or Professional Staff, and where the Board does not grant the reappointment and there is a right to a hearing by the Health Professions Appeal and Review Board, until the time for giving notice of a hearing by the Health Professions Appeal and Review Board has expired, or, where a hearing is required, until the decision of the Health Professions Appeal and Review Board has become final.

3.3 Qualifications and Criteria for Appointment

1. Only an applicant who meets the qualifications and satisfies the criteria set out in the Credentialing Policy and this By-Law and who is licensed pursuant to the laws of Ontario is eligible to be a member of and appointed to the Professional Staff. Any restriction on the applicant's license will be reviewed by the Chief of Staff and/or the Credentialing Committee annually.
2. The applicant shall have:
 - (a) a certificate of professional conduct or letter of good standing from the relevant College, or the equivalent certificate(s), from their most recent licensing body;
 - (b) current membership in the Canadian Medical Protective Association or equivalent professional practice liability coverage appropriate to the scope and nature of the intended practice;
 - (c) adequate training and experience for the privileges requested;
 - (d) maintained the level of continuing professional education required by the relevant College;
 - (e) up-to-date inoculations, screenings, tests, and training as may be required by the Policies of the Corporation, the *Public Hospitals Act*, or other legislation;
 - (f) a demonstrated ability to:
 - (i) provide Patient care at an appropriate level of quality and efficiency;
 - (ii) meet an appropriate standard of ethical conduct and behaviour;
 - (iii) work and communicate with, and relate to, others in a co-operative, collegial, and professional manner;
 - (iv) communicate with, and relate appropriately to, Patients and Patients' relatives and/or substitute decision makers;
 - (g) demonstrated adequate control of any significant physical or behavioural impairment affecting skill, attitude, or judgement that might impact negatively on Patient care or the operations of the Corporation;
 - (h) a willingness to participate in the discharge of clinical, administrative, teaching, and, if applicable, research responsibilities, and other duties appropriate to staff category; and
 - (i) a willingness to comply with the Health and Safety Guidelines.
3. When the conditions in Article 3.3(1) are not met the following may be considered:

- (a) Subject to Article 3.3(3)(b), one of the following additional qualifications shall be required:
 - (i) certification by the College of Family Physicians of Canada; or
 - (ii) certification by the Royal College of Physicians and Surgeons of Canada; or
 - (iii) in disciplines that do not, or did not, come under the supervision of any recognized examining body, an applicant may be appointed to the Professional Staff with privileges in a speciality, provided that the applicant's training, research or teaching experience are of a quality, scope and duration acceptable to the MAC following study and recommendation by the Service Lead concerned and the Credentialing Committee.

 - (b) In the case where an applicant does not have one of the qualifications enumerated above in Article 3.3(3) (a), and where acceptable to the Board, upon recommendations of the MAC and the Service Lead, as applicable, one of the following additional qualifications shall be required:
 - (i) qualification by medical examination bodies in other jurisdictions where such examining bodies are comparable to those described above; or
 - (ii) a Ph.D. or equivalent from a recognized university; or
 - (iii) in the absence of formal qualifications, recognition or excellence, clinical care experience and/or scholarship in the provision of health care (note that in some circumstances members of the Other Clinical Staff category will function under the supervision of a member of the Professional Staff); or
 - (iv) Royal College of Physicians and Surgeons of Canada, College of Family Physicians of Canada academic certification document or equivalent.
4. All applicants must agree to govern themselves in accordance with the requirements set out by this By-Law, the Corporation's Mission, Vision and Values, and Policies.
- (a) In addition to any other provisions of the Credentialing Policy or the By-Law, the Board may refuse to appoint any applicant to the Professional Staff on any of the following grounds:
 - (i) the application was incomplete;
 - (ii) the applicant is unable to provide care at a level that is consistent with the standard of care expected of Physicians at the Hospital;

- (iii) the appointment is not consistent with the need for service, as determined by the Board from time to time;
 - (iv) the Professional Staff Human Resources Plan does not indicate that there is a vacancy that needs to be filled or the Impact Analysis does not demonstrate sufficient resources to accommodate the applicant;
 - (v) the appointment is not consistent with the strategic plan of the Corporation or, if applicable, the academic plan of the Service;
 - (vi) the applicant was not considered the best qualified applicant for the position available; and/or
 - (vii) the applicant has not demonstrated an ability to fulfill all of the criteria for appointment as set out in this By-Law and the Credentialing Policy.
 - (viii) the appointment is not consistent with the Vision, Mission, Values and strategic plan of the Corporation.
- (b) Each applicant shall visit, if requested, the Hospital for an interview with appropriate members of the Professional Staff and the Chief Executive Officer or his/her designate.
 - (c) Certain applicants may be requested to sign a Professional Staff letter of offer or contract of services as a condition of their appointment not inconsistent with the provisions of the *Act*.

3.4 Application for Appointment

1. The Chief Executive Officer or designate shall supply information on how to apply for an appointment, a copy of this By-Law and associated policies, to each Professional Staff who expresses in writing an intention to apply for appointment.
2. An applicant for appointment to the Professional Staff shall submit an application to the Chief Executive Officer or designate with all required documents and information included as referenced in the By-Law and/or Credentialing Policy.
3. An applicant may be required to visit the Corporation for an interview with appropriate Professional Staff members, the Chief of Staff, Service Lead(s) and/or the Chief Executive Officers.
4. The Board shall approve the prescribed form of application for appointment, re-appointment and change in privileges after receiving the recommendation of the MAC.

3.5 Procedure for Processing Applications for Appointment

1. Upon receipt of a completed application, the designated credentialing officer or Chief of Staff shall provide the application to the relevant Service Lead for review

and follow up with references. Once recommended by the Service Lead, the Chief of Staff will review before recommending and providing the application to the Credentialing Committee for review.

2. The Credentialing Committee shall:
 - (a) review all materials in the application and ensure all required information has been provided;
 - (b) investigate the qualifications, experience, professional reputation, and competence of the applicant, and consider if the criteria required by this By-Law are met;
 - (c) receive the recommendation of the relevant Service Lead(s); and
 - (d) submit a report of its assessment and recommendations to the MAC at its next regular meeting, together with a recommendation that the application is acceptable, not acceptable, or is deferred for further investigation. Applications that the Credentialing Committee does not recommend for approval or recommend further investigation should be reviewed and discussed In-Camera with final decisions being made in regular session.
3. The MAC shall:
 - (a) receive and consider the report and recommendations of the Credentialing Committee;
 - (b) review the application with reference to the Professional Staff Human Resources Plan and Impact Analysis; and
 - (c) send, within 60 days of the date of receipt by the Chief of Staff of a completed application, written notice of its recommendation to the Board and to the applicant, in accordance with the *Public Hospitals Act*.
4. The MAC may make its recommendation to the Board later than 60 days after receipt of a completed application, provided that, within the 60-day period, it advises the applicant and the Board in writing that a final recommendation cannot be made within the 60-day period and gives written reasons for it.
5. Where the MAC does not recommend appointment or where the recommended appointment or privileges differ from those requested, the MAC shall inform the applicant that they are entitled to:
 - (a) written reasons for the recommendation, if the MAC receives a written request for the reasons from the applicant within seven days of the applicant's receipt of notice of the recommendation; and
 - (b) a Board hearing, if the Board and the MAC receive a written request for a Board hearing from the applicant within seven days of the applicant's receipt of the written reasons referred to in Article 3.5(7)(a).

6. Where the applicant does not request a Board hearing, the Board may implement the recommendation of the MAC.
7. Where the applicant requests a Board hearing, it shall be dealt with in accordance with the applicable provisions of the *Public Hospitals Act* and Article 5.
8. The Board shall consider the MAC recommendations within the timeframe specified by the *Public Hospitals Act*.
9. The Board, in determining whether to make any appointment or reappointment to the Professional Staff or approve any request for a change in privileges, shall take into account the recommendation of the MAC and such other considerations it, in its discretion, considers relevant, including the Professional Staff Human Resources Plan, Impact Analysis, strategic plan, and the Corporation's ability to operate within its resources.
10. The first appointment of applicants shall be to the Associate Staff.
 - (a) Despite Article 3.5(12)(a), if the Credentialing Committee concurs, the MAC may recommend that a newly selected Service Lead or Chief of Staff may be appointed to the Active Staff.

3.6 Reappointment

1. Each year, each Professional Staff member desiring reappointment to the Professional Staff shall make a written application for reappointment on the prescribed form through the Chief Executive Officer or designate to the Board by January 1st, as per the NWRA Credentialing Policy and Procedure.
2. Each application for reappointment to the Professional Staff shall contain the following information:
 - (a) a restatement or confirmation of the undertakings and acknowledgements requested as part of an application for appointment;
 - (b) either:
 - (i) a declaration that all information on file at the Hospital from the applicant's most recent application is up-to-date, accurate, and unamended as of the date of the current application; or
 - (ii) a description of all material changes to the information on file at the Hospital since the applicant's most recent application, including: an annual performance review (Active/Associate) and information on any pending, ongoing or completed disciplinary or malpractice proceedings, restriction in privileges, or suspensions during the past year;
 - (c) the category of appointment requested and a request for either the continuation of, or any change in, existing privileges;

- (d) Proof of current licence with College of Physicians and Surgeons of Ontario or equivalent governing body.
 - (e) confirmation that the member has complied with the disclosure duties set out in Article 6.11 (c)(f); and
 - (f) such other information that the Board may require respecting competence, capacity, and conduct, after considering the recommendation of the MAC.
3. Each application for reappointment, where the applicant is a member of the Professional Staff at another hospital, shall contain a description of any investigations against the applicant at that hospital and university during the past year, and, if requested, an authorization to the other hospital to release information to the Hospital.
 4. The Service Lead(s) or Chief of Staff will annually review the nature and scope of the applicant's practice as part of an annual performance review process in accordance with a relevant licencing bodies-approved performance evaluation process. The nature and scope of practice will be discussed between the applicant and the Service Lead(s) in order to inform and assure the MAC as to the competency of the applicant and the clinical services provided by the Service.
 5. The relevant Service Lead(s) shall make recommendations concerning each application for reappointment within that Service to the MAC.
 6. In the case of any application for reappointment in which the applicant requests additional privileges, each application for reappointment shall identify any required professional qualifications and confirm that the applicant holds such qualifications.
 7. Applications for reappointment shall be dealt with in accordance with the *Public Hospitals Act* and Article 3.5 of this By-Law.
 8. For Professional Staff who will provide care at the hospital, the Chief Of Staff or designate, together with the Service Lead(s) will make recommendations to the MAC for the reappointment of Professional Staff.

3.7 Qualifications and Criteria for Reappointment

1. To be eligible for reappointment, the application shall:
 - (a) continue to meet the qualifications and criteria set out in Article 3.3;
 - (b) have conducted themselves in compliance with this By-Law, and the Corporation's values and Policies;
 - (c) have demonstrated appropriate use of hospital resources in accordance with the Professional Staff Human Resources Plan and the Policies; and
 - (d) have up-to-date inoculations, screenings tests and training as may be required by the Health and Safety Guidelines of the Corporation

3.8 Application for Change of Privileges

1. Each Professional Staff who wishes to change their privileges shall submit to the relevant Service Lead or designate an application on the prescribed form listing the change of privileges requested, and provide evidence of appropriate training and competence, and such other matters as the Board may require.
2. The Service Lead or designate shall retain a copy of each application received and shall refer the original application forthwith to the MAC, through the Chief of Staff, who shall then refer the original application forthwith to the chair of the Credentialing Committee, with a copy to the relevant Service Lead.
3. For Professional Staff who will provide care at the Hospital, the Chief of Staff of the Hospital or delegate together with the Service Lead, will make recommendations to the MAC for specific privilege changes to be granted and the procedures they are authorized to perform at the Hospital.
4. The Credentialing Committee shall investigate the applicant's professional competence, verify their qualifications for the privileges requested, receive the report of the Service Lead, and prepare and submit a report of its findings to the MAC at its next regular meeting. The report shall contain a list of privileges, if any, that it recommends that the applicant be granted.
5. The application shall be processed in accordance with the requirements of Article 3.7 and Article 3.5(4) to 3.5(11) of this By-Law.

3.9 Leave of Absence

1. Professional Staff members who have Hospital responsibilities may request, through the appropriate process or relevant Service Lead if the process is not defined, a leave of absence from 6 weeks up to 12 months, in accordance with the Policies:
 - (a) Parental leave;
 - (b) in the event of extended illness or disability of the member; or
 - (c) in other circumstances acceptable to the relevant Service Lead and Chief of Staff.
2. Any request for a leave of absence that extends beyond the current appointment must be requested in the Professional Staff member's reapplication as such an extension must be Board approved unless the leave is for a parental leave or medical leave in which case the leave can be for up to 12 months. After returning from a leave of absence, the Professional Staff member may be required to produce a medical certificate of fitness acceptable to the Chief of Staff. The Chief of Staff may impose such conditions on the privileges granted to the member as appropriate.

- (a) In special circumstances, such as a parental or medical leave, the new application for appointment may be waived, in accordance with the Leave of Absence policy approved by the board.
- (b) In certain circumstances, Professional Staff will be required to jointly sign an agreed upon transition plan which will be considered by the Credentialing Committee to ensure the member's clinical competencies were not prejudiced during his/her absence.

3.10 Resignation

A Professional Staff member wishing to resign or retire from active practice shall, no less than 90 days before the effective date of resignation or retirement, submit a written notice to the relevant Service Lead or designate, who shall notify the Chief of Staff, and the chair of the Credentialing Committee. The 90 days' notice can be waived at the discretion of the Chief of Staff.

3.11 Retirement Planning

Future career and retirement planning should be done on an ongoing basis with all Professional Staff. It is expected that all Professional Staff will discuss their proposed Retirement Plan with their Service Lead well in advance of their proposed departure to ensure a smooth transition and continuity of Patient care.

1. In accordance with the Hospital's Medical Human Resources Plan, when a member of the Professional Staff is over the age of sixty-five years, the member shall submit, in writing on an annual basis, a personal clinical and academic practice plan, which includes details of the member's Retirement Plans, with the member's reappointment application to the Service Lead, if the member plans to remain a member of the Professional Staff after they attain the age of sixty-five years.
2. The Retirement Plan shall indicate the planned date of withdrawal from the Professional Staff and any planned changes in clinical, educational, research or administrative duties prior to withdrawal from the Professional Staff.
3. A copy of all Retirement Plans shall be sent by the Service Leads to the Chief of Staff.
4. A Service Lead shall discuss the Retirement Plan with the Professional Staff member with particular reference to how the Retirement Plan deals with the considerations set out in Article 3.3 of this By-Law. These shall be taken into consideration by the Service Lead making their recommendation to the MAC on the reappointment of the member to the Professional Staff.

3.12 University Affiliation

1. The Hospital is an academic teaching facility and operates under the Affiliation Agreement with the Northern Ontario School Of Medicine. An appointment to the

University shall be required for all new Active and Associate Physician and Scientific applicants.

2. Other Professional Staff who assume formal academic duties shall be required to hold an appointment to the University.
3. The appointment or reappointment of any Physician who holds an appointment to the University shall be made in accordance with the Affiliation Agreement.
4. Where an academic appointment was a condition of the applicant's Hospital appointment, the termination or suspension of the academic appointment shall result in the termination or suspension of the applicant's Hospital appointment.

ARTICLE 4 SUSPENSION AND REVOCATION OF PRIVILEGES

4.1 Mid-Term Action with Procedural Guidelines

1. Mid-term action may be initiated wherever the Professional Staff member is alleged to have engaged in, made or exhibited acts, statements, demeanour or professional conduct, either within or outside of the Corporation, and the same:
 - (a) fails to meet the criteria for annual reappointment;
 - (b) exposes, or is reasonably likely to expose patients or employees or any other persons to harm or injury;
 - (c) is, or is reasonably likely to be, detrimental to patient safety or to the delivery of quality patient care within the Corporation;
 - (d) is, or is reasonably likely to be, detrimental to Corporation operations and/or reputation;
 - (e) include any health problem that significantly affects the Professional Staff member's ability to carry out his or her Professional Staff responsibilities;
 - (f) is, or is reasonably likely to constitute, Disruptive Behaviour;
 - (g) results in the imposition of sanctions by the applicable professional College;
or
 - (h) is contrary to the By-Law, policies, Rules and Regulations, the Legislation, and/or the Professional Staff members letter of offer (or any subsequent amendment) contract for services.
2. Where information is provided to any of the Chief Executive Officer, the Chief of Staff, or the Service Lead that raises concerns about any of the matters in paragraph 4.1 above, they shall inform the other individuals listed in this paragraph.

3. If any of the Chief Executive Officer, the Chief of Staff, or the Service Lead receives information that potentially has a negative effect on patient care or workplace morale about the conduct, performance or competence of a Professional Staff member, they shall inform the other individuals listed in this paragraph.
4. An interview shall be arranged with the Professional Staff member.
5. The Professional Staff member shall be advised of the information about his or her conduct, performance or competence and shall be given a reasonable opportunity to present relevant information on his or her own behalf.
6. A written record shall be maintained reflecting the substance of the interview and copies shall be sent to the Professional Staff member, the Chief Executive Officer, the Chief of Staff and the Service Lead.
7. If the Professional Staff member fails or declines to participate in the interview after being given a reasonable opportunity, the appropriate action may be initiated.
8. The Chief Executive Officer, the Chief of Staff, or the Service Lead shall determine collectively whether a further investigation is necessary. If so, the investigation may be assigned to an individual within the Corporation, the MAC, a body within the Corporation other than the MAC, or an external consultant.
9. Upon completion of the investigation, the individual or body who conducted the investigation shall forward a written report to the President & Chief Executive Officer, the Chief of Staff, and the Service Lead. The Professional Staff member shall be provided with a copy of the written report.
10. The Chief Executive Officer, the Chief of Staff, and the Service Lead shall review the report and determine whether any further action may be required, including, without limitation, whether the matter should be referred to the MAC for consideration pursuant to section 4.2 or dealt with as an immediate mid-term action pursuant to section 5.1.

4.2 Request to MAC for Recommendation for Mid-Term Action

1. Where it is determined under paragraph 4.1(10) that further action may be required and the matter relates to the dismissal, suspension or restriction of a member's hospital privileges, medical care, diagnosis and treatment and/or patient/workplace safety in the Hospitals, the matter shall be referred to the MAC who, if applicable, shall make a recommendation to the Board which may dismiss the matter for lack of merit or initiate further investigation, or determine to have a meeting of the MAC.
2. All requests for a recommendation for mid-term action must be submitted to the MAC in writing and supported by reference to the specific activities or conduct that constitute grounds for the request.

3. Where the matter is referred to the MAC, a copy of any reports made pursuant to paragraph 4.1(9) shall be forwarded to the MAC.
4. The MAC may initiate further investigation itself, establish an ad hoc committee to conduct the investigation, refer the matter to an external consultant, dismiss the matter for lack of merit, or determine to have a meeting of the MAC.
5. Where the MAC establishes an ad hoc committee to conduct the investigation or refers the matter to an external consultant, that individual or body shall forward a written report of the investigation to the MAC as soon as practicable after the completion of the investigation.
6. Upon completion of its own investigation or upon receipt of the report by the body that conducted the investigation, as the case may be, the MAC may either dismiss the matter for lack of merit or determine to have a meeting of the MAC.
7. Within twenty-one (21) days after receipt by the MAC of the request for a recommendation for mid-term action, unless deferred, the MAC shall determine whether a section 4.3 meeting of the MAC is required to be held.
8. If additional time is needed for the investigative process, the MAC may defer action on the request. The MAC must act within thirty (30) days of the deferral.
9. If the MAC determines that there is merit to proceed to a section 4.3 meeting of the MAC, then the Professional Staff member is entitled to attend the meeting.
10. Where the MAC considers the matter at a MAC meeting, for the purposes of potentially making a recommendation to the Board, then the procedure set out at section 4.3 is to be followed.

4.3 MAC Meeting

1. At least fourteen (14) days prior to the MAC meeting, the Professional Staff member and the MAC shall be given written notice of the MAC meeting. The notice shall include:
 - (a) the date, time and place of the meeting;
 - (b) the purpose of the meeting;
 - (c) a statement that the Professional Staff member will be provided with a statement of the matter to be considered by the MAC together with any documentation or list of witnesses that will be considered by the MAC as may be determined by the Chief of Staff or designate;
 - (d) a statement that the Professional Staff member is entitled to attend the MAC meeting and to participate fully, to answer all matters considered by the MAC, and to present documents and witnesses;

- (e) a statement that the parties are entitled to bring legal counsel to the meeting and consult with legal counsel, but that the Professional Staff member's legal counsel will not be entitled to participate in the meeting;
 - (f) if applicable, a copy of Board approved procedural rules that will govern the meeting; and
 - (g) a statement that, in the absence of the Professional Staff member, the meeting may proceed.
2. The Professional Staff member may request and the MAC may, after considering the reason cited and acting in its absolute sole discretion, grant a postponement of the MAC meeting. The request for postponement of the meeting must be made in writing at least five (5) days prior to the MAC meeting and subject to MAC scheduling and extraordinary circumstances may not be postponed by more than five (5) business days.
 3. The MAC shall keep minutes of the proceedings. The MAC shall provide the member with a copy of the approved minutes. The approved minutes shall only record the MAC's reasons and recommendations.
 4. The Professional Staff member involved shall be given full opportunity to answer each ground as well as to present documents and witnesses if so desired, provided that the Professional Staff member provides the MAC with:
 - (a) a list of witnesses with a brief synopsis of the purpose for which they are being called; and
 - (b) a copy of all additional documentation in the possession, power or control of the of the member that has not been produced by the MAC that the member will be relying on at the special meeting,at least five (5) business days before the meeting and complies with the procedural rules.
 5. Where the MAC determines that the matter has no merit, this shall be noted in the minutes of the MAC.
 6. Where the MAC determines that the matter has merit, the MAC shall make a recommendation to the Board.
 7. The MAC shall provide to the Professional Staff member within fourteen (14) days from the date of the MAC meeting written notice of:
 - (a) the MAC's recommendation and the written reasons for the recommendation; and
 - (b) the member's entitlement to a hearing before the Board if a written request is received by the Board and the MAC within seven (7) days of the receipt by the Professional Staff member of the MAC's written reasons.

8. The time period to provide the written notice required in paragraph 4.3(7) above may be extended if the MAC, prior to the expiry of the fourteen (14) days, gives written notice to the Professional Staff member that the final recommendation cannot yet be made and provides the Professional Staff member with written reasons.
9. The MAC shall provide to the Board within fourteen (14) days from the date of the MAC meeting, or such later date where the time period is extended pursuant to paragraph 4.3(8) above, written notice of:
 - (a) the MAC's recommendation and the written reasons for the recommendation; and
 - (b) where an extension was made pursuant to paragraph 4.3(8) above, the written reasons for the extension.
10. Service of a notice to the Professional Staff member may be made personally or by registered mail addressed to the person to be served at his or her last known address and, where the notice is served by registered mail, it shall be deemed that the notice was served on the third day after the day of mailing unless the person to be served establishes that they did not, acting in good faith, through absence, accident, illness or other cause beyond his or her control receive it until a later date. In the alternative, when the member is represented by legal counsel, the notice may be served on legal counsel.
11. Participation of any member of the MAC in an investigation regarding an applicant does not preclude such member from chairing, participating or voting at a special meeting of the MAC.
12. Where the Professional Staff member does not require a hearing by the Board, the Board may implement the recommendation of the MAC. However, where the MAC makes a recommendation with respect to the dismissal, suspension or restriction of a Professional Staff member's privileges and:
 - (a) the Professional Staff member has not made any written or oral submissions to the Board, and concerns are raised that the Board believes the Professional Staff member should have an opportunity to address, the Board may give the Professional Staff member notice that they are entitled to a Board hearing and shall follow the process set out in section 4.4 of this By-Law with the necessary changes to points of detail; or
 - (b) information that has not been considered by the MAC has come to the attention of the Board that the Board believes should be considered by the MAC prior to the Board acting on the MAC's recommendation, the Board may refer the new information back to the MAC for consideration, with the MAC to provide a reconsidered recommendation to the Board with respect to the dismissal, suspension or restriction of a Professional Staff member's Hospital Site privileges, as the case may be. The Professional Staff member shall be given notice of the request for a reconsidered recommendation as

outlined in this section and entitled to a meeting and the process set out in section 4.3 of this By-Law.

13. Subject to the Public Hospitals Act and the By-Law, the MAC has the power to determine its own procedures and practices and may for that purpose, designate the Chief of Staff or delegate to:
 - (a) make orders with respect to the procedures and practices that apply in any particular proceeding;
 - (b) make such orders or give such directions in proceedings before the MAC as they consider proper to prevent abuse of its processes; and
 - (c) reasonably limit proceedings where her or she is satisfied the MAC has received sufficient information to make a recommendation, including without limitation by way of placing reasonable limits on documentation, submissions, questions, and deliberations.

4.4 Board Hearing

1. In this section, "Professional Staff member" may include an applicant for initial appointment to the Professional Staff, where the context allows.
2. Where the Professional Staff member requires a hearing by the Board, the Board shall appoint a date, time and place for the hearing.
3. The Board hearing shall be held within thirty (30) days of the Board receiving the notice from the Professional Staff member requesting a hearing or at a later date on consent of the member and the MAC.
4. The Board shall give written notice of the hearing to the Professional Staff member and to the Chief of Staff at least seven (7) days before the hearing date.
5. The notice of the Board hearing shall include:
 - (a) the date, time and place of the hearing;
 - (b) the purpose of the hearing;
 - (c) a statement that the Professional Staff member and MAC shall be afforded an opportunity to examine, prior to the hearing, any written or documentary evidence that will be provided or any report, the contents of which will be given in evidence at the hearing;
 - (d) a statement that the Professional Staff member may proceed in person or be represented by counsel, and that in his or her absence the Board may proceed with the hearing and that the Professional Staff member will not be entitled to any further notice of the proceeding;

- (e) a statement that subject to paragraph 4.3(4), and paragraph 4.4.5(f), the Professional Staff member may call witnesses and tender documents in evidence in support of his or her case; and
 - (f) if applicable, a copy of the Board approved procedural rules that will govern the hearing; and
 - (g) a statement that the time for the hearing may be extended by the Board.
6. The parties to the Board hearing are the Professional Staff member, the MAC and such other persons as the Board may specify.
 7. The Professional Staff member requiring a hearing before the Board shall be afforded an opportunity to examine, prior to the hearing, any written or documentary evidence that will be produced, or any report the contents of which will be given in evidence at the hearing.
 8. At least five (5) days before the Board hearing, the Professional Staff member shall provide the Board and the MAC with the following:
 - (a) a list of witnesses and
 - (b) a copy of all documentation in the possession, power or control of the Professional Staff member that is relevant to the matter(s) under consideration.
- at least five (5) business days before the meeting.
9. Subject to paragraph (10) below, Directors holding the hearing shall not have taken part in any investigation or consideration of the subject matter of the hearing before the hearing and shall not communicate directly or indirectly in relation to the subject matter of the hearing with any person or with any party or his or her representative, except upon notice to and an opportunity for all parties to participate. In the event that the Board By-Law quorum requirements cannot be met, the parties may (a) waive the requirement for a quorum; or (b) proceed directly to the Health Professions Appeal and Review Board for consideration of the MAC's recommendation.
 10. A panel comprised of a subset of the Board or the Board Chair shall have the authority to make determinations regarding pre-hearing matters at the Board's discretion.
 11. The findings of fact of the Board pursuant to a hearing shall be based exclusively on evidence admissible or matters that may be noticed under sections 15 and 16 of the Statutory Powers Procedure Act (Ontario).
 12. The Board shall consider only the reasons of the MAC that have been given to the Professional Staff member in support of its recommendation. Where, through error or inadvertence, certain reasons have been omitted in the statement delivered to the Professional Staff member, the Board may consider those reasons only if those

reasons are given by the MAC in writing to both the Professional Staff member and the Board, and the Professional Staff member is given a reasonable time to review the reasons and to prepare a case to meet those additional reasons.

13. No Director shall participate in a decision of the Board pursuant to a hearing unless they were present throughout the hearing and heard the evidence and argument of the parties and, except with the consent of the parties, no decision of the Board shall be given unless all Directors present participate in the decision.
14. The Board shall make a decision to follow, not follow, or modify the recommendation of the MAC.
15. A written copy of the decision of the Board and the written reasons for the decision shall be provided to the Professional Staff member and to the MAC.
16. Service of the notice of the decision and the written reasons to the Professional Staff member may be made personally or by registered mail addressed to the Professional Staff member at his or her last known address and, where the notice is served by registered mail, it shall be deemed that the notice was served on the third day after the day of mailing unless the person to be served establishes that they did not, acting in good faith, through absence, accident, illness or other cause beyond his or her control. receive it until a later date.

4.5 Addressing Issues of Competence during Mid-Term Action

At any time during mid-term action, if it becomes apparent that the Professional Staff member's conduct, performance or competence is such that it exposes, or is reasonably likely to expose, patient(s) to harm or injury and immediate action must be taken to protect the patients, then the Chief of Staff, or the Service Lead may determine to invoke the procedures set out in Article 5.

4.6 Notification of College

Notice of any suspension, revocation or restriction of privileges shall be given by the President & Chief Executive Officer to the Registrar of the College within which the member is registered.

4.7 Ceasing to Provide a Service

For greater certainty, the process, obligations and rights contained in this Article 4 shall not apply to a decision of the Board under section 44(2) of the Public Hospitals Act.

ARTICLE 5 IMMEDIATE MID-TERM ACTION IN AN EMERGENCY SITUATION

5.1 Immediate Steps

1. Where the behaviour, performance or competence of a Professional Staff member:

- (a) exposes, or is reasonably likely to expose patient(s) or employees or other persons to harm or injury, and immediate action must be taken to protect the patients, staff or other persons; or
- (b) has previously been sanctioned by the Chief of Staff, the MAC or the Board and, in the circumstances is deemed to be a continuation of such previously sanctioned behaviour, performance or competence;

the Chief of Staff, in collaboration with Service Lead, or their designate, may immediately and temporarily suspend the Professional Staff member's privileges, with immediate notice to the President of the Professional Staff Association, Chief Executive Officer or his or her designate, and pending an MAC meeting and a hearing by the Board.

2. The Chief of Staff, or the Service Lead, as the case may be, shall immediately notify the others, together with the Professional Staff member, Chief Executive Officer, the MAC, and the Board of his or her decision to suspend the Professional Staff member's Privileges and/or appointment.
3. The President & Chief Executive Officer's College reporting requirements set out in section 4.6 shall be applicable to the Chief of Staff, or Service Lead's respective decision to immediately suspend the Professional Staff member's privileges.
4. Arrangements, as necessary, shall be made by the Chief of Staff, Service Lead or Program Medical Director, for the assignment of a substitute physician to care for the patients of the suspended Professional Staff member.
5. Within five (5) days of the suspension, the individual who suspended the Professional Staff member shall provide the Professional Staff member and the MAC with written reasons for the suspension and copies of any relevant documents or records.
6. Participation of any member of the MAC in the suspension of the Professional Staff member's privileges does not preclude such member from chairing, participating or voting at the MAC meeting.

5.2 MAC Meeting

1. The MAC shall set a date for a meeting of the MAC to be held within fourteen (14) days from the date of the suspension to review the suspension and to make recommendations to the Board.
2. As soon as possible, and in any event, at least forty-eight (48) hours prior to the MAC meeting, the MAC shall provide the Professional Staff member with a written notice of:
 - (a) the date, time and place of the meeting;
 - (b) the purpose of the meeting;

- (c) a statement that the Professional Staff member will be provided with a statement of the matter to be considered by the MAC together with any relevant documentation or list of witnesses that will be considered by the MAC as may be determined by the Chief of Staff or designate;
 - (d) a statement that the Professional Staff member is entitled to attend the MAC meeting and to participate fully, to answer all matters considered by the MAC, and to present documents and witnesses;
 - (e) a statement that the parties are entitled to bring legal counsel to the meeting and consult with legal counsel, but that the Professional Staff member's legal counsel will not be entitled to participate in the meeting;
 - (f) a copy of Board Procedures that will govern the meeting; and
 - (g) a statement that, in the absence of the Professional Staff member, the meeting may proceed.
3. The Professional Staff member may request and the MAC may, after considering the reason cited and acting in its absolute discretion, grant a postponement of the MAC meeting. The request for postponement of the meeting must be made in writing at least twenty-four (24) hours prior to the MAC meeting and subject to MAC scheduling and extraordinary circumstances may not be postponed by more than five (5) business days.
4. The MAC shall keep minutes of the proceedings. The MAC shall provide the member with a copy of the approved minutes. The approved minutes shall record the MAC's reasons and recommendations.
5. The Professional Staff member shall be given full opportunity to answer each ground as well as to present documents and witnesses if so desired, provided that the Professional Staff member provides the MAC with:
- (a) a list of witnesses with a brief synopsis of the purpose for which they are being called; and
 - (b) a copy of all documentation in the possession, power or control of the Professional Staff member that is relevant to the matter(s) under consideration,
- at least forty-eight (48) hours before the meeting.
6. Where the MAC determines that the matter has merit, the MAC shall make a recommendation to the Board. Before deliberating on the recommendation to be made to the Board, the chair of the MAC shall require the Professional Staff member involved, and any other persons present, other than legal counsel, who are not MAC members, to retire.
7. The MAC shall provide to the Professional Staff member within fourteen (14) days of the MAC meeting written notice of:

- (a) the MAC's recommendation and the written reasons for the recommendation; and
 - (b) the Professional Staff member's entitlement to a hearing before the Board.
- 8. The MAC shall provide to the Board within fourteen (14) days of the MAC meeting written notice of the MAC's recommendation and the written reasons for the recommendation.
- 9. The time period to provide the written notice required in paragraph 14.02(g) may be extended if the MAC, prior to the expiry of the fourteen (14) days, gives written notice to the member that the final recommendation cannot yet be made and provides the member with written reasons.
- 10. The MAC shall provide to the Board within fourteen (14) days from the date of the MAC meeting, or such later date where the time period is extended pursuant to paragraph 5.2(a), written notice of:
 - (a) the MAC's recommendation and the written reasons for the recommendation; and
 - (b) where an extension was made pursuant to paragraph 5.2(a), the written reasons for the extension.
- 11. Service of a notice to the member may be made personally or by registered mail addressed to the person to be served at his or her last known address and, where the notice is served by registered mail, it shall be deemed that the notice was served on the third (3rd) day after the day of mailing unless the person to be served establishes that they did not, acting in good faith, through absence, accident, illness or other cause beyond his or her control receive it until a later date. In the alternative, when the member is represented by legal counsel, the notice may be served on legal counsel.
- 12. Subject to the Public Hospitals Act and the By-Law, the MAC has the power to determine its own procedures and practices and may for that purpose, designate the Chief of Staff or delegate to:
 - (a) make orders with respect to the procedures and practices that apply in any particular proceeding;
 - (b) make such orders or give such directions in proceedings before the MAC as they consider proper to prevent abuse of its processes; and
 - (c) reasonably limit proceedings where her or she is satisfied the MAC has received sufficient information to make a recommendation, including without limitation by way of placing reasonable limits on documentation, submissions, questions, and deliberations.

5.3 Board Hearing

1. Where the member requires a hearing by the Board, the Board shall appoint date, time and place for the hearing.
2. The Board hearing shall be held within fourteen (14) days of the Board receiving the notice from the member requesting a hearing or at a later date on consent of the member and the MAC.
3. The Board shall provide written notice of the Board hearing to the Professional Staff member and to the Chief of Staff at the earliest possible opportunity and in any event, at least seven (7) days prior to the date of the hearing.
4. The notice of the Board hearing shall include the following matters:
 - (a) the date, time and place of the hearing;
 - (b) the purpose of the hearing;
 - (c) a statement that the Professional Staff member and the MAC shall be afforded an opportunity to examine, prior to the hearing, any written or documentary evidence that will be produced or any report, the contents of which will be given in evidence at the hearing;
 - (d) a statement that the Professional Staff member may proceed in person or be represented by counsel, and that in his or her absence the Board may proceed with the hearing and that the Professional Staff member will not be entitled to any further notice of the proceeding;
 - (e) a statement that the Professional Staff member, subject to paragraph 14.03(f) below, may call witnesses and tender documents in evidence in support of his or her case;
 - (f) if applicable, a copy of the Board approved procedural rules that will govern the hearing; and
5. The time for the hearing may be extended by the Board.
6. The procedure outlined in paragraphs 4.4(6) through to (16) relating to the Board hearing process shall be followed.

5.4 Notification of College

Section 4.6 with necessary changes to point of detail applies to this ARTICLE 5.

5.5 Ceasing to Provide a Service

For greater certainty, the process, obligations and rights contained in this ARTICLE 5 shall not apply to a decision of the Board under section 44(2) of the Public Hospitals Act.

ARTICLE 6 PROFESSIONAL STAFF CATEGORIES AND DUTIES

6.1 Professional Staff Categories

1. The Professional Staff categories acknowledge that members of the Professional Staff undertake different roles with respect to Patient care, education and research, and recognize that members will assume specific roles within their respect scope of practice. Accordingly, resources, duties and clinical activities will be outlined annually as agreed upon, within the process of annual performance reviews to be completed by the relevant Service Lead or Chief of Staff.
2. The categories of Professional Staff privileges are granted annually through the appointment and reappointment process. The specific details of the Professional Staff's clinical and academic practice are outlined annually and constitute part of the annual performance review process.
3. The Professional Staff shall be divided into the following categories:
 - (a) Active Staff;
 - (b) Associate Staff;
 - (c) Locum Tenens
 - (d) Other Clinical Staff;
 - (e) Learners;
 - (f) Scientific Staff; and
 - (g) such other categories as the Board may determine after considering the recommendation of the MAC.

6.2 Active Staff

1. The Active Staff shall consist of those Physicians, Dentists, Extended Class Nurses and Midwives whom the Board appoints to the Active Staff and who have completed satisfactory service as Associate Staff for at least one year, or who the Board, on the recommendation of the MAC, appoints directly to the Active Staff.
2. Each Active Staff member shall:
 - (a) have admitting privileges unless otherwise specified in their appointment;
 - (b) attend Patients and undertake treatment and operative procedures only in accordance with the kind and degree of privileges granted by the Board;
 - (c) be responsible to the Service Lead to which they have been assigned for all aspects of Patient care;

- (d) act as a supervisor of other Professional Staff, when requested by the Chief of Staff or the Service Lead to which they have been assigned;
- (e) fulfil such on-call requirements as may be established for each Service in accordance with the Professional Staff Human Resource Plan and the Policies;
- (f) perform such other duties as may be prescribed by the MAC or requested by the Chief of Staff or Service Lead;
- (g) attend meetings of their Service; and
- (h) be entitled to vote at all Professional Staff meetings.

6.3 Associate Staff

1. Physicians, Dentists, Extended Class Nurses or Midwives who are applying for appointment to the Active Staff, subject otherwise to the determination of the Board, will be assigned to the Associate Staff.
2. Each Associate Staff member shall:
 - (a) have admitting privileges unless otherwise specified in their appointment;
 - (b) work under the supervision of an Active Staff member named by the Chief of Staff or Service Lead to which they have been assigned;
 - (c) undertake such duties in respect of Patients as may be specified by the Chief of Staff and, if appropriate, by the Service Lead to which they have been assigned;
 - (d) fulfil such on call requirements as may be established for each Service in accordance with the Professional Staff Human Resources Plan and the Policies; and
 - (e) perform such other duties as may be prescribed by the MAC or requested by the Chief of Staff or Lead of the relevant Service;
 - (f) attend meetings of their Service; and
 - (g) shall be entitled to vote at all Professional Staff meetings.
3. At six-month intervals following the appointment of an Associate Staff member to the Professional Staff, the Active Staff member by whom the Associate Staff member has been supervised shall complete a performance evaluation and shall make a written report the Service Lead on:
 - (i) the knowledge and skill that has been shown by the Associate Staff member;

- (ii) the nature and quality of their work in the Corporation; and
 - (iii) their performance and compliance with the criteria set out in Article 3.3(2).
- (a) At the end of the first year of the appointment of an Associate Staff member to the Professional Staff, the Associate Staff will complete an in-depth performance review with the relevant Service Lead or Chief of Staff.
 - (b) The Chief of Staff shall forward such report to the Credentialing Committee.
 - (c) Upon receipt of the report, the Credentialing Committee shall review the appointment of the Associate Staff member and make a recommendation to the MAC.
 - (d) If any report is not favourable to the Associate Staff member, the MAC may recommend that their appointment be terminated.
 - (e) No Associate Staff member shall be recommended for appointment to the Active Staff unless they have been an Associate Staff member for at least one year.
 - (f) In no event shall an appointment to the Associate Staff be continued for more than two years, unless they are on a leave of absence which may extend by the period of the leave of absence at the discretion of the Chief of Staff.

6.4 Locum Tenens Staff

1. The Locum Tenens Staff shall consist of those Physicians, Dentists, Extended Class Nurses and Midwives whom the Board appoints to the Locum Tenens Staff in order to meet specific clinical needs for a defined period of time in one or more of the following circumstances:
 - (a) to be a planned replacement for a Physician, Dentist, Extended Class Nurse or Midwife for a specified period of time; or
 - (b) temporarily provide coverage for an unanticipated incremental demand or new clinical service requirement within a Service. In this case, the Service must be actively seeking to recruit permanent Professional Staff.
2. The period of appointment shall be for a term of up to 12 months and may be subject to an extension of up to 12 additional months.
3. A Locum Tenens Staff member shall:
 - (a) have admitting privileges unless otherwise specified in their appointment;
 - (b) work under the supervision of an Active Staff member assigned by the Service Lead or Chief of Staff; and

- (c) attend Patients and undertake treatment and operative procedures only in accordance with the kind and degree of privileges granted by the Board.
- (d) undertake such duties in respect of those patients in the emergency department or outpatient clinics as may be specified by the Chief of Staff or Service Lead to which the member has been assigned.

4. A Locum Tenens Staff member shall not:

- (a) be eligible to vote at meetings of the Professional Staff or hold office; or
- (b) be required to accept Committee assignments.

6.5 Other Clinical Staff

1. The Other Clinical Staff shall consist of those Professional Staff whom the Board appoints to the Other Clinical Staff in one or more of the following circumstances:

- (a) to provide episodic or limited surgical or consulting services;
- (b) the applicant meets a specific service need of the Corporation; or
- (c) where the Board deems it advisable and in the best interests of the Corporation.

2. Other Clinical Staff members shall:

- (a) have such limited privileges as may be granted by the Board on an individual basis;
- (b) attend Patients and undertake treatment and operative procedures only in accordance with the kind and degree of privileges granted by the Board; and
- (c) be responsible to the Service Lead to which they have been assigned for all aspects of Patient care.

3. The Other Clinical Staff appointment is a discrete appointment which does not create entitlements which carry forward in the subsequent annual applications for reappointment to the Professional Staff.

6.6 Learners

6.6.1 Fellows

1. Fellows shall consist of medical graduates who are at the Hospital under the authority of an educational or independent practice license and are appointed on the recommendation of the University with the support of the Service Lead and, if applicable, Chief of Staff, in accordance with the prevailing arrangements with the University. Appointment of Fellows shall be approved annually by the Board.

Fellows will be subject to the joint disciplinary process between the Hospital and the University in accordance with the Affiliation Agreement.

2. As in all educational settings, fellowship training must be supervised. However, a fellow may provide care in an unsupervised setting if outside of the objectives of the educational program they are licensed to do so.
3. Fellows shall not be the MRP.
4. Each Fellow shall:
 - (a) Work under the supervision of the Service Lead as delegated by the Service, to which they have been assigned by the MAC.
 - (b) Undertake to care for Patients within the limitations of their license and restrictions outlined by the Board; and
 - (c) Abide by all Hospital policies, and procedures.
5. Each Fellow shall not:
 - (a) Assume responsibility for the care of Patients without supervision and counsel by a member of the Active Staff unless an Active Staff member agrees to accept responsibility for the aforementioned;
 - (b) Have admitting privileges.
6. The Other Clinical Staff appointment is a discrete appointment which does not create entitlements which carry forward in the subsequent annual applications for reappointment to the Professional Staff.

6.6.2 Scholars

1. Scholars shall consist of physicians with an independent practice license who are fully qualified in a specialization and are continuing their education in a non-clinical field (e.g. Masters) and are appointed on the recommendation of their University with the support of the Chief Executive Officer, Service Lead in accordance with the prevailing arrangements with their University. Scholars shall be appointed annually by the Board and, in any case, shall be for a term not in excess of three years.
2. Each Scholar shall:
 - (a) Have admitting privileges, if required;
 - (b) Work under the counsel and supervision of an Active Staff member named by the Service Lead to which they have been assigned by the MAC;
 - (c) Undertake to attend to the care of assigned Patients and treat them within the privileges granted by the Board; and

- (d) Abide by all Hospital policies, and procedures.

6.7 Extended Class Nursing Staff

1. The Credentialing Committee shall review the report and shall make a recommendation to the MAC, which shall, in turn, make a recommendation to the Board.
2. Each Registered Nurse in the Extended Class must meet the following qualifications:
 - (a) must be a member in good standing with the College of Nurses of Ontario; and
 - (b) must be a Registered Nurse in the Extended Class as is herein defined.
3. The provisions of the By-Law apply to the Extended Class Nurse with necessary changes to points of detail other than Article 4 and Article 5 and the right to attend or vote at Professional Staff meetings.

6.8 Dental Staff

1. Members of the Active Dental Staff who are oral and maxillofacial surgeons may admit Patients to the Hospital on their own authority. Members of the Active Dental Staff, other than oral and maxillofacial surgeons, may admit Patients on the joint order of the Dentist and a Physician who is a member of the Active Professional Staff.
2. Members of the Dental Staff shall be entitled to attend and vote at Professional Staff meetings and to hold office.

6.8.1 Qualifications

1. Only a person qualified to practice dentistry pursuant to the laws of Ontario shall be eligible for appointment to the Dental Staff
2. The applicant will have:
 - (a) certification by the Royal College of Dental Surgeons of Ontario;
 - (b) dental practice liability protection coverage acceptable to the Board; and
 - (c) speciality certification where indicated, including fellowship eligibility.

6.8.2 Service

1. The Dental Staff shall be included within the Specialist Surgery Service.
2. The Service Lead shall supervise the professional care given by all members of the Dental Staff and be responsible to the Chief of Staff and the MAC and ultimately

the Board, and for the quality of care given to Patients by members of the Service. The Service Lead shall represent the interests of the Service at the MAC in accordance with the *Public Hospitals Act* and the regulations thereunder.

6.8.3 Exclusions from Application of By-Law

The provisions of the By-Law apply to the Dental Staff with necessary changes to points of detail other than Article 4 and Article 5 and the right to attend or vote at Professional Staff meetings.

6.9 Midwifery Staff

1. Members of the Midwifery Staff shall be entitled to attend and vote at Professional Staff meetings and hold office, including Midwifery Service Lead.

6.9.1 Qualifications

1. Only an applicant qualified to practice midwifery pursuant to the laws of the Province of Ontario is eligible to be a member of, and appointed to, the Midwifery Staff of the Hospital.
2. The applicant will have:
 - (a) a certificate of registration with the College of Midwives of Ontario;
 - (b) a current certificate of Professional Conduct from the College of Midwives of Ontario; and
 - (c) midwifery practice liability protection coverage acceptable to the Board.

6.9.2 Service

1. Midwifery will work closely with Maternity but will represent their service at MAC through a Midwifery Service Lead. The Service Lead shall supervise the professional care given by all members of the Midwifery Staff and be responsible to the Chief of Staff and the MAC and ultimately the Board, for the quality of care given to Patients.

6.9.3 Midwifery Staff Categories

1. The midwifery staff shall be divided into the following sub-categories
 - (a) Active Staff;
 - (b) Associate Staff;
 - (c) Courtesy
 - (d) Locum Tenens

6.9.4 Mandatory Consultation/Transfer of Responsibility

Mandatory consultation with, or transfer of, responsibility to an obstetrician or pediatrician is required under certain circumstances as specified by the College of Midwives and the Medical Policies relating to the Midwifery Staff.

6.9.5 Exclusions from Application of By-Law

The provisions of the By-Law apply to the Midwifery Staff with necessary changes to points of detail other than Article 4 and Article 5 and the right to attend or vote at Professional Staff meetings.

6.10 Duties of Professional Staff

1. Each Professional Staff member:
 - (a) is accountable to and shall recognize the authority of the Board through and with the Chief of Staff, Service Lead, and Chief Executive Officer;
 - (b) shall co-operate with and respect the authority of:
 - (i) the Chief of Staff and the MAC;
 - (ii) the Service Lead(s);
 - (iii) the Chief Executive Officer;
 - (c) ensure a high professional standard of care is provided to patients under his/her care that is consistent with the Corporation's resource utilization practices;
 - (d) practise at the highest professional and ethical standards within the limits of the privileges provided;
 - (e) perform only those acts, procedures, treatments and operations for which the Professional Staff member is competent;
 - (f) maintain involvement in continuing medical and interdisciplinary professional education;
 - (g) cooperate and participate in the performance evaluation process conducted by his/her Service Lead and, if applicable, any investigation into his/her practice conducted in accordance with the By- Law and/or Policies or Rules;
 - (h) ensure the appropriate, timely and comprehensive entry of records of health records in accordance with the Hospital's Physician, Dentist and Midwife (Credentialed Staff) Chart Completion Policy as may be established from time to time, the Legislation and accepted industry standards;
 - (i) provide the Professional Staff member's Service Lead with three (3) months' notice of the members' intention to resign or restrict the Professional Staff member's privileges;

- (j) work and cooperate with others in a manner consistent with the Hospital's mission, vision and values;
- (k) take appropriate action to protect themselves, staff and patients from known or suspected transmittable infections and conditions. Such action shall include compliance with basic infection control strategies, for every patient encounter. Additional precautions may be necessary for patients with pathogens transmitted by contact, droplet or airborne routes. As determined by an occupational health physician and/or a Medical Officer of Health, alteration and/or restriction;
- (l) immediately provide a recital and description to the Chief of Staff regarding:
 - (i) any pending, ongoing or completed action taken any of the Regulatory College; and/or
 - (ii) any information regarding any pending or ongoing civil or criminal charges, convictions, investigations, or proceedings which may impact on the safety of the Corporation's workplace or to the applicant's clinical practice;
 - (iii) if his/her privileges have been restricted or cancelled, voluntarily or involuntary, by another hospital or healthcare facility; or
 - (iv) any other material change to the information the Professional Staff member is required to provide the Hospital as part of the yearly credentialing process;
 - (v) any changes during the credentialing year to the information provided by the Professional Staff member to the Corporation in his/her most recent application for appointment or reappointment including, without limitation, any changes to the information set out in paragraphs 3.02(d)(x), (xi), (xiii) and/or (xiv) or 3.05(b)(ii)(B) or 3.05(b)(v)(B), or (vi).
 - (vi) file a prescribed report with the appropriate Regulatory College regulated under the *Regulated Health Professions Act* (Ontario) if:
 - (A) the Professional Staff member has reasonable grounds, obtained in the course of practicing, to believe that another member of the same or different Regulatory College has sexually abused a patient; or
 - (B) the Professional Staff member has been found guilty of an offence or if there has been a finding of professional negligence or malpractice against the Professional Staff member; and

- (vii) file a report with the Chief Executive Officer or his/her designate if the Professional Staff member has reasonable grounds to believe that another member of the same or different Regulatory College is incompetent or incapacitated;
 - (m) obtain consultations on patients, where appropriate;
 - (n) provide timely communication with all patients' referring physicians;
 - (o) provide at any time, when requested by the Service Lead, Chief of Staff or his/her designate, a direction to the Regulatory College to share the results of any ongoing investigation or peer assessment or concluded investigation, where there was an adverse finding, with the Credentials & MAC Health Human Resources Planning Committee through the Service Lead;
 - (p) not undertake any conduct that would be prejudicial to the Hospital's reputation or standing in the community, including making prejudicial or adverse public statements with respect to the Hospital's operations which have not first been addressed through the proper communication channels identified above and such official channels have not satisfactorily resolved the Professional Staff member's concerns;
 - (q) shall perform the duties, undertake the responsibilities, and comply with the provisions set out in this By-Law and the Policies;
 - (r) shall attend meetings of their Service or Division;
 - (s) shall immediately advise the Chief of Staff and Chief Executive Officer of:
 - (i) the commencement of any investigation or proceeding that would be required to be disclosed by this By-Law, the credentialing policy and/or reapplication process;
 - (ii) any change in the member's licence to practise made by the relevant College or any change in professional practice liability coverage; and
 - (t) perform such other duties as may be prescribed from time to time by, or under the authority of, the Board, the MAC, the Chief of Staff, or Service Lead.
2. If the Chief of Staff and/or Service Lead request(s) a meeting with a Professional Staff member for the purpose of interviewing that Professional Staff member about any matter, the Professional Staff member shall attend the interview at a mutually agreeable time but within 14 days of the request. If the Professional Staff member so requests, they may bring a non-legal representative with them to the meeting. The Chief of Staff and/or Service Lead may extend the date for attendance at the interview at their discretion. If requested by the Chief of Staff and/or Service Lead, the Professional Staff member attending the meeting shall produce any documents requested by the Chief of Staff and/or Service Lead for discussion at the meeting.

ARTICLE 7 SERVICES AND DIVISIONS

7.1 Services

1. The Board may organize the Professional Staff into Services after considering the recommendation of the MAC.
2. The Board shall appoint each Professional Staff member to a minimum of one of the Services. Appointment may extend to one or more additional Services.

7.2 Divisions

The Board may divide a Service into Divisions after considering the recommendation of the MAC.

7.3 Changes to Services and Divisions

The Board may, at any time, after consulting with the MAC, create such additional Services or Divisions, amalgamate Services or Divisions, or disband Services or Divisions. Where there is a corresponding Service or Division at the University, the University may be consulted.

7.4 Service and Division Meetings

1. Each Service and Division shall function in accordance with the Policies.
2. Regular meetings shall be held in accordance with the Policies.

ARTICLE 8 LEADERSHIP POSITIONS

8.1 General

1. The Board may appoint an individual on an acting or interim basis where there is a vacancy in any office referred to in this Article or while the individual holding any such office is absent or unable to act.
2. If the term of office of any medical leader expires before a successor is appointed, the Board may extend the appointment of the incumbent.
3. Unless otherwise approved by the Board, the maximum number of consecutive years of service of a medical leader shall be ten years. However, following a break in the continuous service of at least one year, the same person may be reappointed.
4. The Board may revoke any appointment to any position referred to in this Article at any time.

8.2 Chief of Staff

1. The Board shall appoint a Chief of Staff after considering the recommendation of the Selection Committee and the opinion of the MAC.
2. The Chief of Staff shall:
 - (a) be a member of the Active Staff or a person eligible to be a member of the Active Staff
 - (b) be an *ex officio* non-voting Governor of the Board and as a Governor, fulfill fiduciary duties to the Corporation;
 - (c) be the *ex officio* Chair of the MAC;
 - (d) report regularly to the Board on the work and recommendations of the MAC;
 - (e) perform such additional duties as may be outlined in the Board-approved Chief of Staff position description, or as set out in the Policies, or as assigned by the Board;
 - (f) supervise through and with the Service Lead all medical care given to all Patients within the Hospital;
 - (g) be responsible to the Board for the general clinical organization of the Hospital and the quality of care rendered; and
 - (h) advise the MAC with respect to the quality of medical diagnosis, care and treatment provided to the Patients of the Hospital; and
 - (i) be the Acting Service Lead, in case of unexpected vacancy until the appointment of a new Service Lead;
3. The Chief of Staff shall, in consultation with the Chief Executive Officer, designate an alternate to act during their absence.
4. The Chief of Staff shall, subject to annual confirmation, be appointed for a term of three years. Unless otherwise approved by the Board no member of the Professional Staff shall serve an aggregate of more than ten consecutive years as Chief of Staff.

8.3 Service Lead

1. The Board shall appoint a Service Lead after considering the recommendation of the MAC and the opinion of the Selection Committee.
2. A Service Lead shall:
 - (a) be a member of the Active Staff or a person eligible to be a member of the Active Staff

- (b) be an *ex officio* member of the MAC;
 - (c) make recommendations to the MAC on appointment, reappointment, change in privileges, and any disciplinary action to which Service members should be subject;
 - (d) advise the MAC, through and with the Chief of Staff, on the quality of care provided to Patients of the Service;
 - (e) review and make recommendations to the MAC on the performance evaluations of Service members annually as part of the reappointment process and conduct an enhanced performance evaluation on a periodic basis;
 - (f) hold at minimum, regular Service meetings quarterly (4 times per year);
 - (g) delegate responsibility to appropriate Service members, with the exception of delegated representation at the MAC;
 - (h) report to the MAC and to the Service on the activities of the Service;
 - (i) perform such additional duties as may be outlined in the Board-approved Service Lead position description, or as set out in the Policies, or as assigned by the Board, Chief of Staff, MAC, or Chief Executive Officer;
 - (j) in consultation with the Chief of Staff, designate an alternate to act during their absence.
3. The Service Lead shall, subject to annual confirmation, be appointed for a term of three years. Unless otherwise approved by the Board no member of the Professional Staff shall serve an aggregate of more than ten consecutive years as a Service Lead.
 4. At the end of each three-year term, a formal review, as approved by the MAC, shall be conducted.
 5. Where necessary, the Chief of Staff, through the MAC, shall recommend to the Board an Acting Service Lead. The appointment shall be for a period not to exceed 12 months and, subject to Board approval, may continue until a replacement is identified.
 6. The responsibilities of an Acting Service Lead shall be those of a Service Lead.

ARTICLE 9 MEDICAL ADVISORY COMMITTEE

9.1 Composition

1. The Medical Advisory Committee shall consist of the following members, each of whom shall have one vote:

- (a) the Chief of Staff, who shall be the Chair;
 - (b) the Service Leads;
 - (c) the President, Vice President, and Secretary of the Professional Staff; and
 - (d) such other Professional Staff members as the Board may appoint on the recommendation of the Chief of Staff and/or Chief Executive Officer.
2. In addition, the following individuals shall be entitled to attend MAC meetings without a vote:
- (a) the Chief Executive Officer of the Hospital;
 - (b) the Chief Nursing Executive of the Hospital;
 - (c) the Pharmacy Services Manager;
 - (d) the Dean of the Northern Ontario School of Medicine University, or delegate, who holds a senior title;
 - (e) a representative of the Learners category selected by the MAC.
3. Where an Acting Service Lead is also the Chief of Staff, the MAC, upon the advice of such Service Lead, shall name a member of the Service concerned to replace that Service Lead at meetings of the MAC.

9.2 Recommendations

The MAC shall consider and make recommendations and report to the Board in accordance with the *Public Hospitals Act*.

9.3 Duties and Responsibilities

The MAC shall perform the duties and undertake the responsibilities set out in the *Public Hospitals Act* and this By-Law, including:

- (a) make recommendations to the Board on the following matters:
 - (i) every application for appointment or reappointment to the Professional Staff, and any request for a change in privileges;
 - (ii) the privileges to be granted to each Professional Staff member;
 - (iii) this By-Law and the Policies;
 - (iv) the revocation of appointment or the suspension or restriction of privileges of any Professional Staff member; and

- (v) the quality of care provided in the Hospital or Hospital by the Professional Staff, Dental Staff, Midwifery Staff, and Extended Class Nursing Staff;
- (vi) medical human resource plan for the Hospital and the allocation of Hospital resources;
- (vii) the appointment of Service Leads;
- (b) supervise the practice and behaviours of the Professional Staff in the Hospital;
- (c) appoint the Professional Staff members of all MAC subcommittees;
- (d) receive reports of the MAC subcommittees;
- (e) approve Policies of the MAC concerning expectations of the Professional Staff;
- (f) advise the Board on any matters that it refers to the MAC; and
- (g) where the MAC identifies systemic or recurring quality of care issues in making its recommendations to the Board under section 2(a)(v) of the Hospital Management Regulation under the *Public Hospitals Act*, make recommendations about those issues to the Hospital's or Hospital's quality committee established under the *Excellent Care for All Act*.

9.4 Subcommittees

1. The Board may, on the recommendation of the MAC, establish such standing and special subcommittees of the MAC as may be necessary or advisable for the MAC to perform its duties under the *Public Hospitals Act* or this By-Law.
2. The terms of reference and composition for any standing or special subcommittees of the MAC may be set out in the Policies or in a Board resolution, on the recommendation of the MAC. The MAC shall appoint the Professional Staff members of any MAC subcommittee and the Board may appoint other subcommittee members.

9.5 Quorum

A quorum for any MAC meeting or subcommittee meeting shall be a majority of the members entitled to vote.

9.6 Meetings

1. The MAC shall hold at least ten meetings each year.
2. Unless otherwise required by applicable law, motions arising at any MAC meeting or subcommittee meeting shall be decided by consensus of the voting members

present. Consensus will be considered to have been reached when no voting member objects to the subject matter of the motion before the meeting. If the chair of the meeting determines that the sense of the meeting is that consensus will not be reached, then the motion shall be decided by a majority of the votes cast. In such cases, the chair of the meeting shall be entitled to cast a second, or tie-breaking, vote in the event of a tie. A member may attend and vote by electronic means.

3. A MAC or subcommittee meeting may be held by telephonic or electronic means. Where a meeting is held by telephonic or electronic means, a vote may be taken by show of hands, voice vote, or other electronic means of voting.

ARTICLE 10 EXECUTIVE MAC

10.1 Composition

The Executive MAC shall consist of the following members, each of whom shall have one vote:

- (a) the Chief of Staff, who shall be the Chair;
- (b) the Service Leads; and
- (c) the President of the Professional Staff.

10.2 Meetings

The MAC will hold at least ten monthly meetings each fiscal year as per the *Public Hospitals Act*.

ARTICLE 11 PROFESSIONAL STAFF MEETINGS

11.1 Annual, Regular, and Special Meetings

1. The Professional Staff shall hold at least four regular meetings in each fiscal year of the Corporation, one of which shall be the annual meeting, at a time and place fixed by the Executive of the Professional Staff Committee with notice provided to members 60 days in advance
2. Officers of the Professional Staff shall be elected at the annual meeting of the Professional Staff
3. The President of the Professional Staff may call a special meeting. The President of the Professional Staff shall call a special meeting on the written request of any 50% Active Staff members entitled to vote.
4. The Secretary of the Professional Staff shall give written notice of each Professional Staff meeting (including the annual meeting or any special meeting)

to the Professional Staff at least ten days before the meeting by posting a notice of the meeting in a conspicuous place in the Hospital or by emailing or sending it through an internal mail distribution system to each Professional Staff member. Notice of a special meeting shall state the nature of the business for which the meeting is called.

5. The period of time required for giving notice of any special meeting may be waived in exceptional circumstances by a majority of those Professional Staff members present and entitled to vote at the special meeting, as the first item of business of the meeting.
6. The Professional Staff Officers may determine that any Professional Staff meeting may be held by telephonic or electronic means. Where a Professional Staff meeting is held by telephonic or electronic means, the word "present" in Article shall mean present physically or by telephonic or electronic means, and a vote may be taken by show of hands, voice vote, or other electronic means of voting.

11.2 Quorum

Fifty percent (50) of the Professional Staff members entitled to vote and present shall constitute a quorum at any Professional Staff meeting.

11.3 Rules of Order

The procedures for Professional Staff meetings not provided for in this By-Law or the Policies shall be governed by the rules of order adopted by the Board.

11.4 Professional Staff Meetings

Professional Staff meetings held in accordance with this Article shall be deemed to meet the requirement to hold Professional Staff meetings under the *Public Hospitals Act*.

ARTICLE 12 PROFESSIONAL STAFF OFFICERS

12.1 Professional Staff Officers

1. The provisions of this Article 12 shall be deemed to satisfy the requirements of the *Public Hospitals Act* for Professional Staff Officers.
2. The Professional Staff Officers shall be:
 - (a) the President;
 - (b) the Vice President;
 - (c) the Secretary;
 - (d) such other officers as the Professional Staff may determine.

3. The Professional Staff Officers shall be elected on a rotational basis annually for a one-year term by a majority vote of the Professional Staff members present and voting at a Professional Staff meeting in accordance with the nominating and election procedure prescribed by the Professional Staff from time to time.
4. The Professional Staff Officers may serve a maximum of four consecutive years in one office. An officer may be re- elected to the same position following a break in continuous service of at least one year.
5. The Professional Staff Officers may be removed from office before the expiry of their term by a majority vote of the Professional Staff members present and voting at a Professional Staff meeting called for that purpose.
6. If any office of the Professional Staff becomes vacant, and it is deemed expedient to fill the office before the next annual meeting of the Professional Staff, the vacancy may be filled by a majority vote of the Professional Staff members present and voting at a regular or special Professional Staff meeting. The election of the Professional Staff member shall follow the process in Article 12.3. The Professional Staff member so elected to office shall fill the office until the next annual meeting of the Professional Staff.

12.2 Attendance, Voting, and Holding Office

1. All Professional Staff members are entitled and encouraged to attend Professional Staff meetings.
2. Only Active Staff and Associate Staff members are entitled to vote at Professional Staff meetings.
3. Only Active Professional Staff members may hold any Professional Staff office.

12.3 Nominations and Election Process

1. A nominating committee shall be constituted through a process approved by the Professional Staff on the recommendation of the Professional Staff Officers.
2. At least 21 days before the annual meeting of the Professional Staff, the nominating committee shall circulate by email to all Professional Staff a list of the names of those who are nominated to stand for the offices of the Professional Staff that are to be filled by election in accordance with the *Public Hospitals Act* and this By-Law.
3. Any further nominations shall be made in writing to the Secretary of the Professional Staff up to seven days before the annual meeting of the Professional Staff.
4. The Professional Staff Officers shall be elected based on the highest number of votes for the position.

5. Only members of the Active Professional Staff may be elected or appointed to any position or office of the Professional Staff Association.

12.4 President of the Professional Staff

The President of the Professional Staff shall:

1. preside at all Professional Staff meetings;
2. call special meetings of the Professional Staff;
3. act as a liaison between the Professional Staff, the Chief Executive Officer, and the Board on matters concerning the Professional Staff;
4. support and promote the values and strategic plan of the Corporation;
5. be a member of the MAC; and
6. be a non-voting member of the Board of the Hospital as required by the Hospital Management Regulation and as a director fulfil his or her fiduciary duties to the Hospital by making decisions in the best interests of the Hospital; be an ex officio member of all Committees which report to the Medical Advisory Committee or the Professional Staff;
7. report to the Medical Advisory Committee and the Board on any issues raised by the Professional Staff;
8. be accountable to the Professional Staff Association and advocate fair process in the treatment of individual members of the Professional Staff;
9. chair the Nominating Committee; and

12.5 Vice President of the Professional Staff

The Vice President of the Professional Staff shall:

1. in the absence or disability of the President of the Professional Staff, act in place of the President, and perform their duties and possess their powers as set out in Article 12.4 (other than as set out in Article 12.4(5));
2. perform such duties as the President of the Professional Staff may delegate to them; and
3. be a member of the MAC.
4. be a non-voting member of the Board of the Hospital and as a director fulfil his or her fiduciary duties to the Hospital by making decisions in the best interests of the Hospital;

12.6 Secretary of the Professional Staff

The Secretary of the Professional Staff shall:

1. attend to the correspondence of the Professional Staff;
2. ensure notice is given and minutes are kept of Professional Staff meetings;
3. be a member of the MAC; and
4. in the absence or disability of the Vice President of the Professional Staff, perform the duties and possess the powers of the Vice President as set out in Article 12.5 (other than as set out in Article 12.5(4));

12.7 Other Officers

The duties of any other Professional Staff officers shall be determined by the Professional Staff.

ARTICLE 13 AMENDMENTS

13.1 Amendments to this By-Law

Prior to submitting any amendment(s) to this By-Law to the Corporation's By-Law approval processes:

1. the Corporation shall provide notice specifying the proposed amendment(s) to the Professional Staff;
2. the Professional Staff shall be afforded an opportunity to comment on the proposed amendment(s); and
3. the MAC may make recommendations to the Board on the proposed amendment(s).

13.2 Repeal and Restatement

This By-Law repeals and restates in its entirety the By-Laws of the Corporation previously enacted concerning the Professional Staff.