
Corporate By-law
Southlake Regional Health Centre

Approved: June 20, 2018

Table of Contents

Article 1 - Interpretation..... 1

1.1 Definitions..... 1

1.2 Interpretation..... 2

1.3 Repeal and Replacement of By-laws..... 2

Article 2 – Membership in the Corporation..... 2

2.1 Members 2

2.2 Fees 2

Article 3 – Meeting of Members 2

3.1 Location 2

3.2 Annual Meetings 3

3.3 Calling Meetings 3

3.4 Quorum 3

3.5 Notice 3

3.6 Voting 3

3.7 Telephone or Electronic Meetings 4

3.8 Written Resolution in Lieu of Meeting 4

3.9 Chair of the Meeting 4

3.10 Adjourned Meetings of Members 4

3.11 Notice of Adjourned Meetings..... 4

Article 4 – Directors..... 4

4.1 Composition of Board 4

4.2 Board Duties and Responsibilities..... 5

4.3 Individual Director Duties and Responsibilities 5

4.4 Qualifications of Directors 5

4.5 Vacation of Office 6

4.6 Removal 6

4.7 Term 6

4.8 Maximum Terms..... 7

4.9 Nomination Procedure for Election of Directors 7

4.10 Filling Vacancies 7

4.11 Directors Remuneration 7

Article 5 – Board Meetings 7

5.1 Board Meetings 7

5.2 Regular Meetings 7

5.3 Telephone or Electronic Meetings 8

5.4 Notices 8

5.5 Quorum 8

5.6 First Meeting of New Board..... 8

5.7 Persons Entitled to be Present 8

5.8 Voting 8

5.9 Chair’s Vote 8

5.10 Ballots 8

5.11 Written Resolution in Lieu of Meeting 9

5.12 Adjournment of the Meeting 9

5.13 Notice of Rescheduled Meeting 9

Article 6 – Interest of Directors in Contracts 9

6.1 Declaration of Conflict 9

Article 7 – Protection of Officers and Directors 10

7.1 Directors Liability 10

7.2 Indemnities to Directors and Others 10

7.3 Enhancement of Statutory Indemnification 11

Article 8 – Committees 11

8.1 Committees 11

8.2 Functions, Duties, Responsibilities and Powers of Committees 11

8.3 Committee Members, Chair 11

8.4 Procedures at Committee Meetings 12

8.5 Governance and People Committee of the Board 12

Article 9 – Officers 12

9.1 Officers 12

9.2 Appointment 12

9.3 Terms of Office 12

9.4 Duties of Officers 13

9.5 Appointment of Alternative Officers 13

| | |
|---|----|
| Article 10 – Organization and Financial..... | 13 |
| 10.1 Seal..... | 13 |
| 10.2 Execution of Documents..... | 13 |
| 10.3 Banking Arrangements | 13 |
| 10.4 Fiscal Year | 14 |
| 10.5 Appointment of Auditor..... | 14 |
| 10.6 Borrowing Power | 14 |
| 10.7 Investments | 14 |
| Article 11 – Books and Records..... | 14 |
| 11.1 Books and Records | 14 |
| Article 12 – Confidentiality..... | 14 |
| 12.1 Confidentiality | 14 |
| 12.2 Board Spokesperson..... | 15 |
| Article 13 – Matters Required by the <i>Public Hospitals Act</i> and the <i>Excellent Care for All Act</i> .. | 15 |
| 13.2 Fiscal Advisory Committee..... | 15 |
| 13.3 Chief Nursing Officer | 15 |
| 13.4 Nurses and other Staff and Professionals on Committees | 15 |
| 13.5 Retention of Written Statements | 15 |
| 13.6 Occupational Health and Safety Program..... | 15 |
| 13.7 Health Surveillance Program | 16 |
| 13.8 Organ Donation..... | 16 |
| Article 14 – Rules and Policies | 16 |
| 14.1 Rules of Order..... | 16 |
| 14.2 Rules and Policies..... | 17 |
| Article 15 – Notices..... | 17 |
| 15.1 Notice | 17 |
| 15.2 Computation of Time | 17 |
| 15.3 Omissions and Errors | 17 |
| 15.4 Waiver of Notice..... | 18 |
| Article 16 – Amendment of By-laws..... | 18 |
| 16.1 Amendment..... | 18 |
| 16.2 Effect of Amendment..... | 18 |
| 16.3 Member Approval | 18 |

Corporate By-law

Southlake Regional Health Centre

A By-law relating to the transaction of the business and affairs of the Corporation.

Be it enacted as a By-law of the Corporation as follows:

Article 1 - Interpretation

1.1 Definitions

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

- (a) “**Act**” means the *Corporations Act* (Ontario) and, where the context requires, includes the regulations made under it and any statute that may be substituted therefor, as amended from time to time.
- (b) “**Alternative Officer**” shall have the meaning set out under Section 9.5.
- (c) “**Board**” means the board of directors of the Corporation.
- (d) “**Board Policy Manual**” means the written policies and procedures adopted by the Board concerning Board governance of the Corporation, as amended from time to time.
- (e) “**Chair**” means the chair of the Board.
- (f) “**Chief Executive Officer**” means the president and chief executive officer of the Corporation, and the administrator of the Hospital for the purposes of the *Public Hospitals Act*.
- (g) “**Chief Nursing Officer**” 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.
- (h) “**Chief of Staff**” means the member of the Medical Staff appointed by the Board as Chief of Staff in accordance with the regulations under the *Public Hospitals Act*.
- (i) “**Corporation**” means Southlake Regional Health Centre.
- (j) “**Director**” means a member of the Board.
- (k) “**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 therefor, as amended from time to time.
- (l) “**Ex officio**” means membership “by virtue of office” and includes all rights, responsibilities and power to vote, unless otherwise specified.

- (m) “**Hospital**” means the public hospital operated by the Corporation.
- (n) “**Medical Advisory Committee**” means the Medical Advisory Committee established by the Board as required by the *Public Hospitals Act*.
- (o) “**Members**” means members of the Corporation as described in Article 2.
- (p) “**Policies**” means any administrative, human resources, clinical and professional policies of the Hospital and includes policies and procedures adopted by the Board from time to time including those policies adopted by the Board in accordance with section 14.2.
- (q) “**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 therefor, as amended from time to time.
- (r) “**Rules**” means the rules adopted by the Board in accordance with section 14.2.

1.2 Interpretation

In this By-law and in all other by-laws of the Corporation, unless the context otherwise requires, words importing the singular number include the plural number and vice versa; and words importing one gender include all genders.

1.3 Repeal and Replacement of By-laws

Articles 1 through 12 and Articles 14 through 17 of By-law Number 4 are repealed and replaced with this By-law.

Article 2 – Membership in the Corporation

2.1 Members

The Members shall consist of the elected and *ex officio* Directors from time to time of the Corporation who shall be *ex officio* Members for so long as they serve as Directors.

2.2 Fees

No fees shall be payable by the Members.

Article 3 – Meeting of Members

3.1 Location

Meetings of the Members shall be held at the head office of the Corporation or at any place in Ontario as the Board may determine.

3.2 Annual Meetings

In accordance with the *Public Hospitals Act*, the annual meeting of Members shall be held between the 1st day of April and the 31st day of July of each year.

3.3 Calling Meetings

The Board or the Chair shall have the power to call, at any time, an annual or general meeting of the Members.

3.4 Quorum

A quorum for the transaction of business at a meeting of the Members shall be a majority of the Members.

3.5 Notice

Notice of meetings of Members shall be given by: (a) sending it to each Member by one of the methods set out in section 15.1 addressed to the Members at their most recent addresses as shown on the Corporation's records at least ten (10) days before the meeting; or (b) such other means as may be permitted by the *Public Hospitals Act*.

3.6 Voting

- (a) Each Member shall have the right to exercise one vote.
- (b) A Member may abstain from voting. An abstention shall not be considered a vote cast.
- (c) A Member may not vote by proxy.
- (d) Every question shall be decided by a majority of votes, unless otherwise provided by statute or this By-law.
- (e) Every question shall be decided in the first instance by a show of hands. If there is a tie vote, the chair of the meeting shall have a second vote to break the tie.
- (f) At any meeting, unless a poll is demanded, a declaration by the chair of the meeting that a resolution has been carried by a particular majority or not carried shall be conclusive.
- (g) A Member may demand a poll either before or after any vote cast by a show of hands. If a Member demands a poll on the election of a chair of the meeting or on the question of adjournment, the poll shall be taken immediately. If a Member demands a poll on any other question, the vote shall be taken by ballot in the manner and at the time that the chair of the meeting directs. The result of a poll shall be the resolution of the meeting. A Member may withdraw a demand for a poll.

3.7 Telephone or Electronic Meetings

A meeting of the Members may be held by such telephone, electronic or other communication facilities that permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously, and a Member who, through those means, votes at the meeting or establishes a communications link to the meeting is deemed for the purposes of the Act to be present at the meeting.

3.8 Written Resolution in Lieu of Meeting

A written resolution signed by all of the Members entitled to vote on that resolution at a meeting of Members, is as valid and effective as if passed at a meeting of Members duly called, constituted and held for that purpose.

3.9 Chair of the Meeting

The chair of a meeting of the Members shall be:

- (a) the Chair; or
- (b) the Vice Chair, if the Chair is absent or is unable to act; or
- (c) a chair elected by the Members present if the Chair and Vice Chair are absent or unable to act. The Secretary shall preside at the election of the chair of the meeting, but if the Secretary is not present, the Directors, from those present, shall choose a Director to preside at the election.

3.10 Adjourned Meetings of Members

If within one-half hour after the time appointed for a meeting of the Members, a quorum is not present, the meeting shall stand adjourned until a day within two (2) weeks to be determined by the Board.

3.11 Notice of Adjourned Meetings

Not less than three (3) days' notice of a rescheduled meeting following an adjournment shall be given in such manner as the Board may determine.

Article 4 – Directors

4.1 Composition of Board

The Board shall consist of:

- (a) twelve (12) Directors who satisfy the criteria set out in section 4.4 and who are elected by the Members in accordance with section 4.9 or appointed in accordance with section 4.10;
- (b) the following five (5) *ex-officio* non-voting Directors:

- (i) Chief Executive Officer;
 - (ii) Chief of Staff;
 - (iii) President of the Medical Staff;
 - (iv) Vice-President of the Medical Staff; and
 - (v) the Chief Nursing Officer; and
- (c) the following *ex-officio* voting Directors:
- (i) the chair of the board of directors of the Southlake Regional Health Centre Foundation; and
 - (ii) until the close of the 2019 annual general meeting, the Mayor of Aurora.

4.2 Board Duties and Responsibilities

The Board shall govern and oversee the management of the affairs of the Corporation and may exercise all such other powers and do all such other acts and things as the Corporation is, by its charter or otherwise, authorized to exercise and do.

In doing so, the Board shall govern in accordance with the *Principles of Governance and Board Accountability* and shall assume responsibility for the matters described in the *Roles and Responsibilities of the Board of Directors*, as set out in the Board Policy Manual.

4.3 Individual Director Duties and Responsibilities

As a fiduciary of the Corporation, every Director shall:

- (a) act honestly and in good faith with a view to the best interests of the Corporation, having regard to all relevant considerations;
- (b) exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances;
- (c) assume responsibility for the matters described in the *Roles and Responsibilities of Individual Director*, as set out in the Board Policy Manual; and
- (d) sign a *Director's Declaration*, as set out in the Board Policy Manual, confirming the Director's commitment to adhere to the roles, responsibilities and duties described in the Board Policy Manual.

4.4 Qualifications of Directors

No person shall be qualified for election as a Director under sections 4.1(a) or 4.1(c), or appointment as a Director under section 4.10, if he or she:

- (a) is less than eighteen (18) years of age;
- (b) is found under the *Substitute Decisions Act, 1992* or under the *Mental Health Act* to be incapable of managing property or has been found to be incapable by any court in Canada or elsewhere;
- (c) has the status of a bankrupt;
- (d) subject to section 4.1(b), is a current employee or member of the Professional Staff;
- (e) has within the preceding five-year period been an employee of the Corporation or member of the Professional Staff; or
- (f) is a spouse, parent, child, brother or sister of any person who is a current indefinite full-time employee or member of the Professional Staff, or the spouse of any such parent, child, brother or sister.

For the purposes of section 4.4(f), “spouse” includes a partner, and “partner” means one of two persons who have lived together for at least one year and have a close personal relationship that is of primary importance in both person’s lives.

4.5 Vacation of Office

The office of a Director shall automatically be vacated:

- (a) if a Director resigns the office by delivering a written resignation to the Secretary of the Corporation;
- (b) if the Director becomes a person referred to in sections 4.4(b) or 4.4(c); or
- (c) if, in the case of an elected Director, he or she becomes a person referred to in sections 4.4(d), 4.4(e) or 4.4(f).

Where there is a vacancy in the Board, the remaining Directors may exercise all the powers of the Board so long as a quorum of Directors remains in office.

4.6 Removal

The office of an elected Director may be vacated by a resolution passed by a majority of the Directors in office in accordance with the *Resignation and/or Removal of a Director* policy set out in the Board Policy Manual.

4.7 Term

Upon the coming into force of this By-law, subject to section 4.10, newly elected Directors shall be elected for a term of three (3) years, provided that each elected Director shall hold office until the earlier of the date on which the office is vacated under sections 4.5 or 4.6 or until the end of the meeting at which his or her successor is elected or appointed.

4.8 Maximum Terms

Each elected Director shall be eligible for re-election provided that the Director shall not be elected or appointed for a term that will result in the Director serving more than nine (9) years. In determining a Director's length of service as a Director, service before the coming into force of this By-law shall be included.

Where a Director is appointed to fill a vacancy on the Board, the partial term shall be excluded in the calculation of the maximum years of service.

Despite the foregoing, a Director may, by resolution of the Board have his or her maximum term as a Director extended in accordance with the Board Policy Manual.

4.9 Nomination Procedure for Election of Directors

Nominations made for the election of Directors at a meeting of Members may be made only by the Board in accordance with this By-law, and the *Guidelines for the Selection of Directors* and the *Process for Nomination of Directors* as set out in the Board Policy Manual.

4.10 Filling Vacancies

So long as there is a quorum of Directors in office, any vacancy occurring in the Board may be filled by Board resolution with a qualified person. A Director so appointed by the Board shall hold office until the next annual meeting of Members. In the absence of a quorum of Directors in office, the Board shall forthwith call a meeting of the Members to fill the vacancy.

4.11 Directors Remuneration

The Directors shall serve as such without remuneration and no Director shall directly or indirectly receive any profit from his or her position as such provided that a Director may be reimbursed reasonable expenses incurred by the Director in the performance of his or her duties in accordance with the *Reimbursement of Board Director Expenses* policy, as set out in the Board Policy Manual.

Article 5 – Board Meetings

5.1 Board Meetings

Board meetings shall be conducted in accordance with the *Board Meetings Policy* as set out in the Board Policy Manual. The Board shall meet at such times and in such places as may be determined by the Board, the Chair or the Chief Executive Officer. Special Board meetings may be called by the Chair or the Chief Executive Officer, and shall be called by the Secretary upon receipt of the written request of three (3) Directors.

5.2 Regular Meetings

The Board may appoint one (1) or more days for regular Board meetings at a place and time named. A copy of any Board resolution fixing the place and time of regular Board meetings shall be given to each Director forthwith after being passed and no other notice shall be required for any such

regular meeting.

5.3 Telephone or Electronic Meetings

If all the Directors present at or participating in the meeting consent, a Board meeting or a Board committee meeting may be held by such telephone, electronic or other communication facilities that permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously, and the Director or committee member participating in the meeting by those means is deemed to be present at the meeting.

5.4 Notices

Notice of meetings, other than regular meetings, shall be given to all Directors at least forty-eight (48) hours before the meeting. The Chair or the Chief Executive Officer may call a meeting on less notice, by such means as are deemed appropriate, provided that notice is given to all Directors, and the majority of the Directors consent to the holding of the meeting. In calculating the 48-hour notice period, Saturdays, Sundays and statutory holidays shall be excluded.

5.5 Quorum

A quorum for the transaction of business at a Board meeting shall be a majority of the Directors in office.

5.6 First Meeting of New Board

Provided a quorum of Directors is present, each newly elected Board may, without notice, hold its first meeting immediately following the meeting of Members at which the Board is elected.

5.7 Persons Entitled to be Present

Guests may attend Board meetings with the consent of the meeting on the invitation of the Chair or Chief Executive Officer. The *Board Meetings Policy* shall govern the attendance of the public at Board meetings.

5.8 Voting

Each voting Director shall have the right to exercise one (1) vote. A Director may abstain from voting. An abstention shall not be considered a vote cast. A Director shall not be entitled to vote by proxy. Every question arising at a Board meeting or a Board committee meeting shall be decided by a majority of votes.

5.9 Chair's Vote

If there is a tie vote, the chair of the meeting shall not have a second vote to break the tie; instead, the motion shall be considered not to have passed.

5.10 Ballots

The vote on any question shall be taken by secret ballot if so demanded by any Director present and

entitled to vote. Such ballots shall be counted by the chair of the meeting. Otherwise a vote shall be taken by a show of hands. A declaration by the chair of the meeting that a resolution has been carried by a particular majority or not carried shall be conclusive.

5.11 Written Resolution in Lieu of Meeting

A written resolution signed by all of the voting Directors is as valid and effective as if passed at a Board meeting duly called, constituted and held for that purpose.

5.12 Adjournment of the Meeting

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

5.13 Notice of Rescheduled Meeting

At least twenty-four (24) hours' notice of the rescheduled meeting by an appropriate means shall be given to each Director; provided that in calculating the 24-hour notice period, Saturday, Sundays and statutory holidays shall be excluded.

Article 6 – Interest of Directors in Contracts

6.1 Declaration of Conflict

- (a) Any Director who is in any way, directly or indirectly, interested in a contract or proposed contract with the Corporation shall disclose in writing or have entered in the minutes, the nature and extent of the Director's interest in such contract or proposed contract with the Corporation.
- (b) The disclosure required by section 6.1(a), shall be made:
 - (i) at the meeting at which a proposed contract is first considered if the Director is present, and otherwise, at the first meeting after the Director becomes aware of the contract or proposed contract;
 - (ii) if the Director was not then interested in a proposed contract, at the first meeting after such Director becomes so interested; or
 - (iii) if the Director becomes interested after a contract is made, at the first meeting held after the Director becomes so interested.
- (c) A Director referred to in section 6.1(a) is not liable to account for any profit made on the contract by the Director or by a corporate entity, business firm or organization in which the Director has a material interest, provided:
 - (i) the Director disclosed the Director's interest in accordance with sections 6.1(b) or (e); and

- (ii) the Director has not voted on the contract.
- (d) A Director referred to in section 6.1(a) shall not vote on any resolution to approve the contract and shall not take part in the discussion or consideration of, or in any way attempt to influence the voting on any question with respect thereto and shall exit the meeting when the applicable issue is under consideration.
- (e) For the purposes of this section 6.1, a general notice to the Directors by a Director declaring that the person is a director or officer of or has a material interest in a body corporate, business firm or organization and is to be regarded as interested in any contract made therewith, is a sufficient declaration of interest in relation to any contract so made.
- (f) The provisions of this Article are in addition to the *Conflict of Interest Policy*, as set out in the Board Policy Manual.

Article 7 – Protection of Officers and Directors

7.1 Directors Liability

Any Director or officer of the Corporation shall not be liable for any act, receipt, neglect or default of any other Director, officer or employee or for any loss, damage or expense happening to the Corporation through any deficiency of title to any property acquired by the Corporation or for any deficiency of any security upon which any moneys of the Corporation shall be invested or for any loss or damage arising from bankruptcy, insolvency or tortuous act of any person including any person with whom any moneys, securities or effects shall be deposited or for any loss, conversion, or misappropriation of or any damage resulting from any dealings with any moneys, securities or other assets belonging to the Corporation or for any other loss, damage or misfortune which may happen in the execution of the duties of such Director's or officer's respective office unless such occurrence is as a result of such Director's or officer's own wilful neglect or default.

7.2 Indemnities to Directors and Others

Every Director or officer of the Corporation and his or her heirs, executors, administrators and estates and effects, respectively, shall from time to time and at all times, be indemnified and saved harmless out of the funds of the Corporation from and against:

- (a) all costs, charges and expenses whatsoever which such Director or officer sustains or incurs in or about any action, suit or proceedings which is brought, commenced or prosecuted against him or her, for or in respect of any act, deed, matter or thing whatsoever, made, done or permitted by him or her, in or about the execution of the duties of his or her office; and
- (b) all other costs, charges and expenses which he or she sustains or incurs in or about or in relation to the affairs of the Corporation, except such costs, charges or expenses as are occasioned by his or her wilful neglect or default.
- (c) The indemnity provided for in the preceding paragraph:

- (i) shall not apply to any liability which a Director or officer of the Corporation may sustain or incur as the result of any act or omission as a member of the Professional Staff of the Corporation; and
- (ii) shall be applicable only if the Director or officer of the Corporation acted honestly and in good faith with a view to the best interests of the Corporation and in the case of criminal or administrative action or proceeding that is enforceable by a monetary penalty, had reasonable grounds for believing that his or her conduct was lawful.

7.3 Enhancement of Statutory Indemnification

Where the indemnification rights and/or processes available to directors or officers under the Act (or under any future governing statute that the Corporation may transition or become subject to) are enhanced beyond what is currently provided for under the Act (including without limitation an extension of indemnification rights to former directors and/or officers) this By-law shall be amended to extend such additional rights and processes to such persons.

Article 8 – Committees

8.1 Committees

The Board may establish committees from time to time. The Board shall determine the duties of these committees. The Board committees shall be:

- (a) Standing Committees, being those committees whose duties are normally continuous; and
- (b) Ad Hoc Committees, being those committees appointed for specific duties whose mandate shall expire with the completion of the tasks assigned.

Subject to applicable law, the Board may dissolve any committee by resolution at any time.

8.2 Functions, Duties, Responsibilities and Powers of Committees

The functions, duties, responsibilities and powers of the Board committees shall be provided in the Board resolution by which a committee is established, or in the terms of reference for the committee described in *Board Standing and Ad Hoc Committees* and in the *Board Committee/Task Force Principles* set out in the Board Policy Manual.

8.3 Committee Members, Chair

Upon the recommendation of the Governance Committee and in accordance with the *Board Standing and Ad Hoc Committees*, the *Board Committee/Task Force Principles* and the *Process for Selection of Board Officers and Standing Committee Chairs* set out in the Board Policy Manual, the Board shall appoint the chair, if desired, a vice-chair, and the members of each committee.

Each chair and vice-chair of a committee shall be a Director.

The committees may include members who are not Directors. The members will hold their office at the will of the Board. Unless otherwise provided, the Chair and Chief Executive Officer shall be *ex officio* members of all committees.

8.4 Procedures at Committee Meetings

Subject to Section 8.2 and unless established by Board resolution from time to time, the procedures at and quorum for committee meetings shall be as set out in the *Board Committee/Task Force Principles*, as set out in the Board Policy Manual.

8.5 Governance and People Committee of the Board

The Governance and People Committee may exercise the full powers of the Board in all matters of administrative urgency arising in unusual circumstances, reporting every action at the next meeting of the Board. This Committee shall fix its quorum at not less than a majority of its members.

Article 9 – Officers

9.1 Officers

The officers of the Corporation shall include:

- (a) Chair;
- (b) Vice-Chair;
- (c) Treasurer; and
- (d) Secretary,

and may include such other officers as the Board may by resolution determine.

9.2 Appointment

Upon the recommendation of the Governance and People Committee and in accordance with the *Process for Selection of Board Officers and Standing Committee Chairs*, as set out in the Board Policy Manual, the Board shall appoint these officers, from among the Directors, at its first meeting following the annual meeting of Members at which the Directors are elected or at such other times when a vacancy shall occur. A person may hold more than one office. The *ex officio* Directors are not eligible for appointment as Chair or Vice- Chair.

9.3 Terms of Office

Unless otherwise provided in this By-law, the officers of the Corporation shall hold office for one (1) year from the date of appointment or until their successors are elected or appointed in their stead. The Chair, Vice-Chair and Treasurer shall be eligible for reappointment for one (1) additional one-year term. The Secretary shall be eligible for reappointment for two (2) additional one-year terms; however, if the Chief Executive Officer is appointed as the Secretary, then the maximum term of office shall not apply to the Secretary. Notwithstanding the foregoing, the Board may extend the

maximum number of successive one-year terms of the Chair, Vice-Chair and Treasurer in extraordinary circumstances. Officers shall be subject to removal by Board resolution at any time.

9.4 Duties of Officers

The officers shall have the powers and duties described in the *Position Description* for the officer as set out in the Board Policy Manual and such other duties as may be required by statute or as may from time to time be determined by the Board. An officer may delegate the performance of any of his or her duties to another, unless the Board otherwise directs.

9.5 Appointment of Alternative Officers

Notwithstanding Section 9.2; Section 9.3 and Section 9.4, the Board may from time to time by resolution appoint officers for positions not listed in Section 9.1, with the designation “Alternative Officer”. An Alternative Officer shall hold office until such time as he or she is removed by resolution of the Board or such other time as may be stated in such resolution. Notwithstanding the foregoing, an Alternative Officer shall not be removed by the Board until the Act, or any future governing statute that the Corporation may transition or become subject to, provides for indemnification of former officers. An Alternative Officer may be appointed from any person employed, or previously employed, by the Corporation and shall have such powers and duties (if any) as determined by the Board by resolution and accepted by such Alternative Officer.

Article 10 – Organization and Financial

10.1 Seal

Until changed in accordance with the Act, the seal of the Corporation shall be in the form impressed on this By-law.

10.2 Execution of Documents

Deeds, transfers, assignments, contracts, agreements, mortgages, conveyances, obligations, certificates or any other instruments or documents requiring the signature of the Corporation, shall be signed in accordance with the *Delegation of Signing Authority* as set out in the Board Policy Manual, and all instruments or documents so signed shall be binding upon the Corporation without any further authorization or formality.

In addition, the Board may from time to time by resolution direct the manner in which and the person or persons by whom any particular instrument or class of instruments or document may or shall be signed. Any signing officer may affix the seal of the Corporation to any instrument or document and may certify a copy of any instrument, resolution, by-law or other document of the Corporation to be a true copy.

10.3 Banking Arrangements

The banking business of the Corporation or any part thereof shall be transacted with such banks, trust companies or other financial institutions as the Board may, by resolution, from time to time determine.

10.4 Fiscal Year

The fiscal year end of the Corporation shall be the last day of March in each year.

10.5 Appointment of Auditor

The Members shall, at each annual meeting, appoint an auditor to audit the accounts of the Corporation and to report to the Members at the next annual meeting. The auditor shall hold office until the next annual meeting, provided that the Directors may fill any casual vacancy in the office of auditor. The Board shall fix the remuneration of the auditor.

10.6 Borrowing Power

Without limiting the borrowing powers of the Corporation as set forth in the Act, the Board may from time to time, on behalf of the Corporation, without authorization of the Members:

- (a) borrow money on the credit of the Corporation;
- (b) issue, sell or pledge securities (including bonds, debentures, notes or other similar obligations, secured or unsecured) of the Corporation; or
- (c) charge, mortgage, hypothecate or pledge all or any of the real or personal property of the Corporation, including book debts and unpaid calls, rights and powers, franchises and undertakings, to secure any securities or for any money borrowed, or other debt, or any other obligation or liability of the Corporation.

10.7 Investments

Subject to the Corporation's charter, the Board is authorized to make or receive any investments which the Board in its discretion considers advisable.

Article 11 – Books and Records

11.1 Books and Records

The Board shall see that all necessary books and records of the Corporation required by this By-law or by any applicable statute or law are regularly and properly kept.

Article 12 – Confidentiality

12.1 Confidentiality

Every Director, officer, member of the Professional Staff, member of a Board committee and employee of the Corporation shall respect the confidentiality of matters:

- (a) brought before the Board;
- (b) brought before any committee;

- (c) dealt with in the course of the employee's employment; or
- (d) dealt with in the course of the Professional Staff member's activities in connection with the Hospital.

12.2 Board Spokesperson

The Chair is responsible for Board communications and may delegate authority to one or more Directors, officers or employees of the Corporation to make statements to the news media or public about matters that the Chair determines appropriate for disclosure.

Article 13 – Matters Required by the *Public Hospitals Act* and the *Excellent Care for All Act*

13.1 Committees and Programs Required by the *Public Hospitals Act*

The Board shall ensure that the Corporation establishes such committees and undertakes such programs as are required under the *Public Hospitals Act* and the *Excellent Care for All Act*, including a medical advisory committee, a quality committee and a fiscal advisory committee.

13.2 Fiscal Advisory Committee

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

13.3 Chief Nursing Officer

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

13.4 Nurses and other Staff and Professionals on Committees

The Chief Executive Officer shall from time to time approve a process for the participation of the Chief Nursing Officer, nurse managers, and staff nurses, staff and other professionals of the Corporation in decision making related to administrative, financial, operational and planning matters and for the election or appointment of the Chief Nursing Officer, staff nurses or nurse managers and other staff and professionals of the Corporation to those administrative committees approved by the Chief Executive Officer to have a nurse, staff or professional representation.

13.5 Retention of Written Statements

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

13.6 Occupational Health and Safety Program

Pursuant to the regulations under the *Public Hospitals Act*, there shall be an Occupational Health and Safety Program for the Corporation, which shall include procedures for:

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

The Chief Executive Officer shall designate an individual to be in charge of occupational health and safety in the Corporation. The designate shall be responsible to the Chief Executive Officer for the implementation of the Occupational Health and Safety Program. The Chief Executive Officer shall report to the Board as necessary on matters concerning the Occupational Health and Safety Program.

13.7 Health Surveillance Program

Pursuant to the regulations under the *Public Hospitals Act*, there shall be a Health Surveillance Program for the Corporation, which shall:

- (a) be in respect of all persons carrying on activities in the Corporation, and
- (b) include a communicable disease surveillance program.

The Chief Executive Officer shall designate an individual to be in charge of health surveillance in the Corporation. The designate shall be responsible to the Chief Executive Officer for the implementation of the Health Surveillance Program. The Chief Executive Officer shall report to the Board as necessary on matters in respect of the Health Surveillance Program.

13.8 Organ Donation

Pursuant to the regulations under the *Public Hospitals Act*, the Board shall approve procedures to encourage the donation of organs and tissues including:

- (a) procedures to identify potential donors; and
- (b) procedures to make potential donors and their families aware of the options of organ and tissue donations.

The Board shall ensure that these procedures are implemented in the Corporation.

Article 14 – Rules and Policies

14.1 Rules of Order

Any questions of procedure at or for any meetings of the Members, of the Board, of the Professional Staff, or of any committee, which have not been provided for in this By-law, the Act, the *Public Hospitals Act*, the Rules or the Staff Rules and Regulations shall be determined in accordance with the rules of procedure described in the *Board Meetings Policy* as set out in the Board Policy Manual.

14.2 Rules and Policies

The Board may, from time to time, make such Rules and adopt such Policies as it may deem necessary or desirable in connection with the management of the business and affairs of the Board and the conduct of the Directors and officers, provided however that any such Rule or Policy shall be consistent with the provision of this By-law.

Article 15 – Notices

15.1 Notice

Whenever under the provisions of this By-law notice is required to be given, unless otherwise provided, such notice may be given in writing and delivered or sent by prepaid mail, by facsimile transmission or by electronic mail addressed to the Director, officer, committee member, Member or auditor at the postal address, the facsimile number or electronic mail address, as the case may be, as the same appears on the books of the Corporation.

If any notice is sent by prepaid mail, it shall, subject to the following paragraph, be conclusively deemed to have been received on the third business day following the mailing thereof. If delivered, a notice shall be conclusively deemed to have been received at the time of delivery, or if sent by facsimile transmission or electronic mail, it shall be conclusively deemed to be received on the next business day after transmission.

Notwithstanding the foregoing provisions with respect to mailing, in the event that it may be reasonably anticipated that, due to any strike, lock out or similar event involving an interruption in postal service, any notice will not be received by the addressee by no later than the third business day following the mailing thereof, then the mailing of any such notice as aforesaid shall not be an effective means of sending the same but rather any notice must then be sent by an alternative method which it may reasonably be anticipated will cause the notice to be received reasonably expeditiously by the addressee.

Any person entitled to receive any such notice may waive such notice either before or after the meeting to which such notice refers.

15.2 Computation of Time

In computing the date when notice must be given under any provision requiring a specified number of days' notice of any meeting or other event, the date of giving the notice shall be excluded and the date of the meeting or other event shall be included.

15.3 Omissions and Errors

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

15.4 Waiver of Notice

Any Member, Director, officer, committee member or the auditor of the Corporation may waive any notice required to be given to him or her under any provision of the *Public Hospitals Act*, the Act or the Letters Patent or this By-law, and such waiver, whether given before or after the meeting or other event of which notice is required to be given, shall cure any default in giving such notice. Attendance and participation at a meeting constitutes waiver of notice.

Article 16 – Amendment of By-laws

16.1 Amendment

Subject to applicable legislation, this By-law may be repealed or amended by by-law enacted by a majority Board resolution at a Board meeting and sanctioned by at least a majority of the Members voting at a meeting duly called for the purpose of considering the by-law.

16.2 Effect of Amendment

Subject to the Act and to Section 16.3 below, a by-law or an amendment to a by-law passed by the Board has full force and effect:

- (a) from the time the motion was passed; or
- (b) from such future time as may be specified in the motion.

16.3 Member Approval

A by-law or an amendment to a by-law passed by the Board shall be presented for confirmation at the next annual meeting or to a general meeting of the Members called for that purpose. The notice of such annual meeting or general meeting shall refer to the by-law or amendment to be presented.

The Members may confirm the by-law as presented or reject or amend it, and if rejected, it thereupon ceases to have effect and if amended, it takes effect as amended.

In any case of rejection, amendment, or refusal to approve the by-law or part of the by-law in force and effect in accordance with any part of this section, no act done or right acquired under any such by-law is prejudicially affected by any such rejection, amendment or refusal to approve.

ENACTED this 20 day of June, 2018

Colette Verucci

Chair