



GERALDTON DISTRICT HOSPITAL

Bylaw – Administrative Section

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Corporate By-law

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By-law Number 1 Geraldton District Hospital

A By-law relating to the transaction of the business and affairs of Geraldton District Hospital (the “**Corporation**”).

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

PREAMBLE

Whereas it is the intent of the Geraldton District Hospital to serve the Community, and whereas the objective of the Geraldton District Hospital is:

1. To give care and treatment to the sick,
2. To provide education and maintain appropriate educational standards,
3. To promote medical research,
4. To maintain and improve Community health,
5. To perform such lawful acts as are deemed necessary or expedient to promote the attainment of these goals, and

The Geraldton District Hospital recognizes and supports the principles of providing First Nation cultural services and Francophone clients being able to access health care services in their own language. English will continue to be the operating language of this Hospital and Board.

Whereas the governing body of the Geraldton District Hospital deems it expedient that By-law No. 1 and the amendments thereto and heretofore enacted be cancelled and revoked and that the following By-law No. 1 be adopted for regulating the affairs of the Hospital.

Now therefore be it enacted and it is hereby enacted that By-law No. 1 and the amendments thereto and heretofore enacted be cancelled and revoked and that the following By-law No. 1 be substituted in lieu thereof.

Our Mission

-Community-based culturally-sensitive quality care

Our Vision

-Co-ordinated quality healthcare through established working linkages and partnerships

Our Values

- To provide safe client-centered multi-disciplinary quality care
- To respect the dignity and diversity of our clients and human resources
- To practice continuous quality improvement
- To provide a safe and healthy environment for clients, staff, volunteers and visitors
- To be legally, ethically, fiscally and environmentally accountable
- To learn and to evolve

Article 1 Interpretation

1.1 Definitions

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

1. "Act" means the *Corporation Act* (Ontario) and where the context requires, includes the regulations made under it and any statute that may be substituted therefore, as from time to time amended;
2. "Admitting Privileges" means the privileges granted to members of the medical staff related to the admission of in-patients, registration of out-patients, and the diagnosis, assessment and treatment of in-patients and out-patients in the Hospital;
3. "Allied Health Worker" means non medical person, the nature of their work may bring them into close association with the Hospital and may permit them to render professional services, valuable to members of the medical or dental staff in the course of patient treatment;
4. "Board" means the Board of Directors of the Corporation;
5. "Certification" means the holding of a certificate in a medical or surgical speciality issued by any professional body recognized by the Board of Directors after consultation with the Medical Advisory Committee;
6. "Chair" means the Chair of the Board;
7. "Chair of the Medical Advisory Committee" means the member of the Medical Advisory Committee appointed by the Board as Chair of the Medical Advisory Committee;
8. "Chief Executive Officer" means, in addition to "administration" as defined in the *Public Hospitals Act*, the Secretary and Chief Executive Officer of the Corporation;
9. "Chief Financial Officer" means the senior employee, responsible to the Chief Executive Officer for the treasury and controllership functions in the Hospital;
10. "Chief Nursing Officer" (also known as Director of Nursing) 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;
11. "Chief of Clinical Services Officer" (also known as Director of Clinical Services) means the Senior Employee responsible for the Allied Health Workers;
12. "Community" shall mean all individuals residing within the service area of the Geraldton District Hospital;
13. "Corporation" means the Geraldton District Hospital with Head Office at 500 Hogarth Avenue West, Geraldton, Ontario;
14. "Decision by lot" means in deciding by lot one may use one of the following methods;
 - a. Draw straws
 - b. Toss coins
 - c. Other

15. "Dentist" means a dental practitioner in good standing with the College of Dental Surgeons of Ontario;
16. "Dental Staff" means the Dentists who have been appointed by the Board to the Dental Staff;
17. "Director" means a member of the Corporation elected or appointed to the Board;
18. "Ex officio" means membership "by virtue of the office" and includes all rights, responsibilities, and power to vote unless otherwise specified;
19. "Extended Class Nursing Staff" means those Registered Nurses in the Extended Class who are:
 - a. Nurses that are employed by the Hospital and are authorized to diagnose, prescribe for or treat out-patients in the Hospital, and
 - b. Nurses who are not employed by the Hospital and to whom the Board has granted privileges to diagnose, prescribe for or treat out-patients in the Hospital;
20. "Family" shall mean a person who is a Parent, Sibling, Spouse, or Child;
21. "Fiscal year" means a 12-month period of corporate operations;
22. "Hospital" means the public Hospital operated by the Corporation;
23. "Hospital Volunteer Services" means the auxiliary association(s) and voluntary support organization(s) of the Corporation;
24. "Medical Advisory Committee" means the Medical Advisory Committee established by the board as required by the *Public Hospitals Act*;
25. "Medical Staff" means the Physicians who have been appointed to the Medical Staff by the Board;
26. "Members" means members of the Corporation as described in Article 2;
27. "Midwife" means a midwife in good standing with the College of Midwives of Ontario;
28. "Midwifery Staff" means the Midwives who have been appointed to the Midwifery Staff by the Board;
29. "Nurse" means a holder of a current certificate of competence issued in Ontario as a registered nurse;
30. "Patient" means an individual registered for services either waiting for or under medical care/treatment;
31. "Person" means and includes any individual, corporation, partnership, firm, joint venture, syndicate, association, trust, government, government agency, board, commission or authority, or any other form of entity or organization;
32. "Physician" means a medical practitioner in good standing with the College of Physicians and Surgeons of Ontario;
33. "Professional Staff" means the Medical Staff, Dental Staff, Midwifery Staff and Extended Class Nursing Staff;
34. "*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 therefore, as from time to time amended;
35. "Registered Nurse in the Extended Class" means a member of the College of Nurses of Ontario who is a registered nurse and holds an extended certificate of registration under the *Nursing Act*, 1991;

36. "Registered Practical Nurse" means a holder of a current certificate of competence issued in Ontario as a registered practical nurse;
37. "Rules" means a rule adopted by the Board in accordance with section 16.2;
38. "Service Area for Membership Purposes" is from the Hospital,
-North to Ogoki
-South to Caramat
-East to Klotz Lake
-West to Jellicoe
39. "Special Resolution" means a resolution passed by the Directors and confirmed with or without variation by at least two thirds (2/3) of the votes cast by those entitled to vote and voting at a general meeting of the Members of the Corporation duly called for the purpose, or at an annual meeting, or in lieu of such confirmation, by consent in writing of all Members entitled to vote at such meeting;
40. "Spouse" means either a man or a woman who:
- a. are married to each other, or
 - b. live together in conjugal relationship, whether within or outside marriage, for a period of 3 months or more; or
 - c. are in a relationship of some permanence. For the purpose of this section the term "a relationship of some permanence" shall mean parties who have demonstrated a settled intention to treat each other as a spouse;
41. "Supervisor" means a physician or dentist who is assigned the responsibility to oversee the work of another physician or dentist respectively.

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 shall include the plural number and vice versa and references to persons shall include firms and corporations and words importing one gender shall include the opposite.

Article 2 Membership in the Corporation

2.1 Members

The Members of the Corporation shall be any individual who maintains a principal residence within the service area of the Corporation

2.2 Fees

No fees shall be payable by the Members.

2.3 Voting

Each Member shall be entitled to one vote.

Article 3

Meetings of Members

3.1 Location

Meetings of the Members shall be held at the head office of the Corporation or at any place in the service area of the Corporation 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 Chair shall have power to call, at any time, an annual or general meeting of the Members of the Corporation.

3.4 Quorum

A majority of the Members, nine (9), are entitled to vote while present in person at a meeting will constitute a quorum at a meeting of Members.

3.5 Notice

Notice of meetings of Members shall be given by one of the following methods:

1. By sending it to each Member entitled to notice by one of the methods set out in section 17.1 addressed to the members at their most recent addresses as shown on the Corporation's records at least ten (10) days prior to the meeting; OR
2. By publication at least once a week for two (2) successive weeks next preceding the meeting in a newspaper or newspapers circulated in the municipality or municipalities in which the Members entitled to notice of the Corporation reside.

3.6 Votes

1. Each Member entitled to vote and in attendance at a meeting shall have the right to exercise one vote.
2. At all meetings of Members of the Corporation every question shall be determined by a majority of votes unless otherwise specifically provided by statute or by this Bylaw.
3. Votes at all meetings of Members shall be cast in person and not by proxy.
4. Every question submitted to any meeting of Members shall be decided in the first instance by a show of hands and in the case of an equality of votes, whether on a show of hands or at a poll, the question is defeated.
5. At any meeting of Members, unless a poll is demanded, a declaration by the chair of the meeting that a resolution has been carried or carried unanimously or by a particular majority or lost or not carried by a particular majority shall be conclusive evidence of the fact.
6. A poll may be demanded either before or after any vote by show of hands by any Member entitled to vote at the meeting. If a poll is demanded on the election of a

chair or on the question of adjournment it shall be taken forthwith without adjournment. If a poll is demanded on any other question or as to the election of Directors, the vote shall be taken by ballot in such manner and either at once, later in the meeting or after adjournment as the chair of the meeting directs. The results of a poll shall be deemed to be the resolution of the meeting at which the poll was demanded. A demand for a poll may be withdrawn.

3.7 Chair of the Meeting

The chair of a meeting of the Members of the Corporation shall be:

1. The Chair of the Corporation; or
2. A Vice Chair of the Corporation, if the Chair is absent; or
3. A chair elected by the Members present if the Chair and Vice Chair(s) are absent. 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.

3.8 Adjourned Meetings of Members

If within one-half (1/2) hour after the time appointed for a meeting of the Members of the Corporation, a quorum (nine (9) members) is not present, the meeting shall stand adjourned until a day to be determined by the Board.

3.9 Notice of Adjourned Meetings

Not less than three (3) days notice of adjourned meeting of Members shall be given in such manner as the Board may determine.

Article 4 Directors

4.1 Composition of Board

The Board shall consist of seventeen (17) members as follows:

1. Nine (9) voting Members will be elected;
2. One (1) voting Member appointed from the Geraldton District Hospital Auxiliary;
3. One (1) voting Member appointed from an Industry;
4. Five (5) non-voting Members appointed (Chief of Staff, President of Medical Staff, Chief Executive Officer, Chief Nursing Officer, Chief of Clinical Services Officer) and;
5. Up to one (1) non-voting OHA Board representative.

4.2 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 acts and things as the Corporation, by its charter or otherwise authorized to exercise and do.

1. The Board shall be responsible, without limitation to:
 - a. develop and review on a regular basis the mission, objectives and strategic plan of the Hospital in relation to the provision, within available

- resources, of appropriate programs and services in order to meet the needs of the Community;
- b. work collaboratively with other stakeholders in meeting the needs of the Community;
 - c. establish procedures for monitoring compliance with the requirements of the Public Hospitals Act, the Hospital Management Regulation, the By-laws of the Hospital and other applicable legislation;
 - d. establish policies and procedures to provide the framework for the management and operation of the Hospital;
 - e. establish the selection process for the appointment of the Chief Executive Officer and appoint the Chief Executive Officer in accordance with the process and ensure the ongoing evaluation of the Chief Executive Officer;
 - f. delegate responsibility and concomitant authority to the Chief Executive Officer for the management and operation of the Hospital and require accountability to the Board;
 - g. appoint the Chief of Staff in accordance with the provisions of this By-law and ensure the ongoing evaluation of the Chief of Staff;
 - h. delegate responsibility and concomitant authority to the Chief of Staff for the supervision of the practice of medicine and dentistry in the Hospital and require accountability to the Board;
 - i. appoint and re-appoint physicians to the medical staff and dentists to the dental staff of the Hospital and delineate the respective privileges after considering the recommendations of the Medical Advisory Committee, in accordance with legislative and By-law requirements;
 - j. through the medical and dental staff organization, assess and monitor the acceptance by each member of the medical and dental staff of their responsibility to the patient and to the Hospital concomitant with the privileges and duties of the appointment and with the By-laws of the Hospital;
 - k. ensure that staff and facilities are appropriate for the services provided;
 - l. ensure that continuous quality improvement, risk management and utilization review methods are established for the regular evaluation of the quality of care, and that all Hospital services are regularly evaluated in relation to best practices and require accountability on a regular basis;
 - m. review regularly the functioning of the Hospital in relation to the objects of the Corporation as stated in the letters patent, supplementary letters patent and the By-laws demonstrate accountability for its responsibility to the annual meeting of the Corporation;
 - n. approve the annual budget;
 - o. establish an investment policy consistent with the provisions of this By-Law;
 - p. recruit individuals as Directors who are knowledgeable, skilled, committed and representative of the Community served;
 - q. ensure an environment within the Board which encourages open and frank discussion and respect for the expression of differing viewpoints; and

- r. evaluate its own performance in relation to its responsibilities and periodically review and revise governance policies, processes and structures as appropriate.

4.3 Qualifications of Directors

No person shall be qualified for election or appointment as a Director if he or she:

1. Is less than eighteen (18) years of age
2. Has the status of bankrupt
3. Does not have their principal residence or carry on business within the area served by the Corporation as established by the Board from time to time.

General qualities of Directors:

1. Commitment to the vision, objectives, mission and core values of the Corporation;
2. Ability to work as a member of a team;
3. Respect for the views of others;
4. Ability to be objective when reviewing / discussing issues;
5. Recognition of the time commitment and energy necessary to perform the role of a Director;
6. Enthusiasm and capacity for resolving challenging issues;
7. Integrity and the absence of conflicts of interest;
8. Understanding of the range of obligations and constraints imposed upon Directors of Corporations;
9. Sensitivity to and willingness to understand the unique cultural and support requirements of individuals and special communities served by the Hospital; and
10. Commitment to an effective Board orientation program and continuing education.
11. No employee of the Hospital shall be eligible for election or appointment to the Board except as where otherwise provided in this By-law.

4.4 Vacation of Office

The office of a Director shall be automatically vacated:

1. If a Director shall resign such office by delivering a written resignation to the Secretary of the Corporation;
2. If the Director becomes bankrupt; or
3. If, in the case of an elected Director, he or she ceases to meet the requirements of subsection 4.3 (c).

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

4.5 Removal

The office of a Director may be vacated by a simple majority resolution of the Board:

1. If a Director, without being granted a leave of absence by the Board, is absent for three (3) consecutive meetings of the Board, or if a Director is absent for one quarter (1/4) or more of the meetings of the Board in any twelve (12) month period; or

2. if a Director fails to comply with the *Public Hospitals Act*, the Corporation's Letters Patent, by-laws, Rules, policies and procedures adopted by the Board, including without limitation, confidentiality and conflict of interest requirements.

4.6 Election and Term

Directors shall be elected and shall retire in rotation as herein provided. The Directors referred to in subsection 4.1 (a) shall be elected for a term of three (3) years provided that each such Director shall hold office until the earlier of the date on which their office is vacated pursuant to sections 4.4 and 4.5 or until the end of the meeting at which his or her successor is elected or appointed. Three (3) Directors shall retire from office each year subject to re-election as permitted by section (4.8).

The Board shall consist of eleven (11) voting members, nine (9) of whom will be elected and two (2) of whom will be appointed. Of the eleven (11) members, two (2) will be Francophone and one (1) First Nation.

In the event of a tie election, the vote will be decided by lot.

4.7 Nomination Procedure for Election of Directors

Subject to section "4.1 Composition" and all other provisions of this By-law, nominations for election as Director at the annual meeting of the Corporation may be made only by:

1. The Nominating Committee of the Board; or
2. Members of the Corporation provided that each nomination by members:
 - a. is in writing and signed by at least two members in good standing; and
 - b. is accompanied by a written declaration signed by the nominee that they will serve as a Director in accordance with this By-law if elected; and
 - c. is accompanied by a completed application form; and
 - d. is submitted to and received by the Secretary of the Board at least thirty days before the date of the annual meeting.

4.8 Maximum Terms

Except for the non-voting members noted in Article 4.1 (d) and (e), no person may be elected or appointed a Director for more terms than will constitute twelve (12) consecutive years of service, provided however that following a break in the continuous service of at least one year the same person may be re-elected or re-appointed a Director.

4.9 Filling Vacancies

So long as there is a quorum of Directors in office, any vacancy occurring in the Board of Directors may be filled by a qualified person appointed for the remainder of the term by the Directors in office.

In the absence of a quorum of the Board, or if the vacancy has arisen from a failure of the Members to elect the number of Directors required to be elected at any meeting of Members, the Board shall forthwith call a meeting of Members to fill the vacancy. A

Director so appointed or elected shall hold office for the unexpired portion of the term vacated.

4.10 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.

Article 5 Meetings of Directors

5.1 Meetings of Directors

The Board shall meet at the Head Office of the Corporation on the first Tuesday of each month at 6 o'clock in the evening, or such other place, time and day as the Board may from time to time determine.

5.2 Regular Meetings of the Board

There shall be at least 9 regular meetings of the Board per annum.

5.3 Telephone Meetings

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

5.4 Notices

Notice of meetings, other than regular meetings, shall be given to all Directors at least forty-eight (48) hours prior to the meeting. The Chair, a Vice 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 such meeting. In calculating the said forty-eight (48) hour notice period Saturday, Sundays and statutory holidays shall be excluded.

5.5 Quorum

A majority of the Directors shall constitute a quorum.

5.6 First Meeting of New Board

A meeting of the Board may be held without notice, immediately following the annual meeting of the Corporation.

5.7 Persons Entitled to be Present

Attendees:

1. Members of the Hospital and the public may attend meetings of the board subject to Board policy on closed sessions (appendix b).
2. Members of the hospital, the public or invited guests shall not interfere with the orderly conduct of the meeting. The chair shall control all meetings of the board and may expel any person for improper conduct.

5.8 Voting

Each Director present at a meeting of the Board shall be entitled to one (1) vote on each matter. A Director shall not be entitled to vote by proxy. Any question arising at any meeting of the Board or any committee of the Board, shall be decided by a majority of votes.

5.9 Casting Vote

In the case of an equality of votes, the motion is lost.

5.10 Polls

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 Adjournment of the Meeting

If within one-half (1/2) hour after the time appointed for a meeting of the Board a quorum (majority of filled voting seats) is not present, the meeting shall stand adjourned until a day within two (2) weeks to be determined by the chair of the meeting.

5.12 Notice of Adjourned Meeting

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

Article 6 Interest of Directors in Contracts

6.1 Declaration of Conflict

1. 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 such Director's interest in such contract or proposed contract with the Corporation.
2. The disclosure required by subsection 6.1 (a.) shall be made:
 - a. 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;

- b. If the Director was not then interested in a proposed contract, at the first meeting after such Director becomes so interested; or
 - c. If the Director becomes interested after a contract is made, at the first meeting held after the Director becomes so interested.
3. A Director referred to in subsection 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:
 - a. The Director disclosed the Director's interest in accordance with subsection 6.1 (e.); and
 - b. The Director has not voted on the contract.
4. A Director referred to in subsection 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.
5. For the purpose 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.
6. The provisions of this Article are in addition to any conflict of interest policy adopted by the Board from time to time.

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 monies 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 monies, securities, or effects shall be deposited or for any loss, conversion, or misappropriation of or any damage resulting from any dealings with any monies, securities or other assets belonging to the Corporation or for any other loss, damage or misfortune which may happen in the execution of the duties of 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:

1. 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
2. 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 own wilful neglect or default.
3. The indemnity provided for in the preceding paragraph:
 - a. 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
 - b. Shall be applicable only if the Director or officer of the Corporation acted honestly and in good faith with a view of 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.

Article 8 Committees

8.1 Committees

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

1. Standing Committees, being those committees whose duties are normally continuous; and
2. Special Committees, being those committees appointed for specific duties whose mandate shall expire with the completion of the tasks assigned.

At the first regular meeting of the Board following the annual meeting of the Corporation, the Board shall:

1. Set out the following Committees of the Board:
 - a. the Executive Committee
 - b. the Audit Committee
 - c. the Nominating Committee
 - d. the Anishnabe Hospital Liaison Committee
2. Subject to the provisions of this By-law, appoint the members of the Committees of the Board with the exception of the Fiscal Advisory committee and the Medical Advisory Committee.

3. The Board may appoint additional members who are not Directors to all Committees of the Board except the Executive Committee and those persons shall be entitled to vote, but the number of non-Directors shall not exceed the number of Directors on a Committee of the Board.

8.2 Functions, Duties, Responsibilities and Powers of Committees

The functions, duties, responsibilities and powers of committees shall be provided in the resolution of the Board by which such committee is established or in terms of reference adopted by the Board.

8.3 Committee Members, Chair

Unless otherwise provided by bylaw or by Board resolution, the Board shall appoint the members of the committee. The members of any committee (other than an Executive Committee, if any) need not be Directors of the Corporation. The members and the chair and vice chair of a committee 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. At the first meeting of a Committee, the Chair shall be elected by members by majority of vote.

8.4 Procedures for All Board Committee Meetings

1. Board Committee meetings shall be held at the call of the Chair, the chair of the Board Committee or at the request of any two members of the Board Committee.
2. Minutes shall be kept for all Board Committee meetings.
3. Business arising at any Board Committee meeting shall be decided as in subsection 5.8 except that the chair of the Board Committee shall have an original vote but cannot exercise a second vote in order to break a tie.
4. Any motion is lost if there is an equality of votes including that of the chair of the Board Committee.
5. Only members of a committee / subcommittee of the Board including the Medical Advisory Committee and the Fiscal Advisory Committee may attend meetings.
6. Despite subsection (e) a committee / subcommittee of the Board including the Medical Advisory Committee and the Fiscal Advisory Committee, may by resolution approve an individual such as legal counsel, presenters, and Hospital staff be permitted to attend the meeting, but may be asked to leave the meeting before a vote is taken.
7. No member of the Committee shall vote by proxy at any meeting of the committee.
8. All Committee meeting minutes will be forwarded for acceptance to the Board, at the next Board meeting.

8.5 Executive Committee

1. The Executive Committee shall consist of:
 - a. the Chair/President;
 - b. the Vice-Chair/Vice-President;
 - c. the Treasurer;
 - d. one other voting Director elected from among the Board;
 - e. the Chief of Staff;
 - f. the Chief Executive Officer.

2. In-between meetings of the Board where no quorum can be obtained, the Executive Committee shall:
 - a. Exercise the full powers of the Board in all matters of administrative urgency, reporting every action at the next meeting of the Board; and
 - b. Study and advise or make recommendations to the Board on any matter as directed by the Board.

8.6 Audit Committee

1. The Audit Committee shall consist of:
 - a. the Treasurer of the Board;
 - b. the Vice-Chair of the Board; and
 - c. one other elected Director.

2. The Audit Committee shall:
 - a. Meet with the Auditor and plan the annual audit.
 - b. Review the results of the audit with the auditor, and obtain an explanation from Management of significant variances.
 - c. Ensure that the annual audit is conducted in an efficient, cost-effective and objective manner.
 - d. Oversee the Hospital's financial and control systems.
 - e. Recommend to the Board approval of the annual audited financial statements including the selection of appropriate accounting policies and practices.
 - f. Recommend the appointment of the external auditor and the appropriate fee.
 - g. Enquire about changes in professional standards or regulatory requirements.

8.7 Nominating Committee

1. The Nominating Committee shall consist of at least:
 - a. Two (2) Directors;
 - b. one (1) member of the Corporation who is not a Director; and
 - c. the Chief Executive Officer, ex officio.

2. The Nominating Committee shall:
 - a. nominate persons for election to the Board to fill any vacancies on the Board; and

- b. nominate Directors for consideration by the Board for election or appointment as Officers of the Corporation.
3. In selecting persons as nominees for election to the Board, the Committee shall:
 - a. first consider candidates for election who demonstrate the qualities and abilities required to enhance the board;
 - b. consider the names of all persons submitted as nominees in accordance with this By-law;
 - c. consider the potential contribution of any person nominated in relation to the function of the Hospital.
4. In selecting Directors for nomination for election or appointment as Officers of the Corporation, the Committee shall review participation and attendance at previous Board and Committee meetings.

8.8 Anishnabe/Hospital Liaison Committee

1. The Anishnabe/Hospital Liaison Committee shall consist of :
 - a. Chair of the Hospital Board or designate;
 - b. Chief Executive Officer or designate;
 - c. A First Nations Inuit Health Branch, Health Canada representative;
 - d. A community health representative from each First Nation Community;
 - e. A representative of each First Nation Band;
 - f. Chief Nursing Officer, who will also be the Chair;
 - g. Hospital Anishnabe Resource Worker;
 - h. First Nation representative to the Hospital Board of Directors;
 - i. Representative from the Thunderbird Friendship Centre, who will be the Co-Chair;
 - j. A Dilico Community Health Nurse;
 - k. A Dilico Home and Community Care Manager;
 - l. Representative from Matawa First Nations;
 - m. Representative from the NorWest Community Health Centres
 - n. Other resource personnel as required.
2. The Anishnabe Hospital Liaison Committee shall :
 - a. Develop and maintain lines of communication between the Hospital and the First Nations communities and urban aboriginal community.
 - b. Develop and implement education opportunities to improve the understanding of First Nations culture/traditions/health issues, as well as providing a forum for the understanding of the Hospital's culture/vision/values.
 - c. Develop and monitor First Nations initiatives at the Hospital.
 - d. Develop and implement a holistic approach for First Nations patients in the Hospital.

8.9 Mandatory Committees:

The Board shall ensure that the Corporation establishes such committees and undertakes such programs as are required pursuant to the *Public Hospitals Act*, including:

1. A fiscal advisory committee
2. A quality improvement committee
3. A medical advisory committee

8.9.1 Fiscal Advisory Committee:

1. Pursuant to the Hospital Management Regulation,
 - a. The Fiscal Advisory Committee shall consist of:
 - i. CEO;
 - ii. Chief Clinical Services Officer;
 - iii. Chief Nursing Officer;
 - iv. Representatives of CAW, CUPE, ONA;
 - v. Representative of Medical or Dental staff.
2. In addition to those persons appointed to the Fiscal Advisory Committee in subsection (a), the Chief Executive Officer may appoint other persons to the Fiscal Advisory Committee.
3. The Fiscal Advisory Committee shall be chaired by the Chief Executive Officer or designate.
4. The Fiscal Advisory Committee shall make recommendations to the Board with respect to the operation, use and staffing of the Hospital.
5. The Fiscal Advisory Committee shall be responsible for the development and review of the Hospital's annual Operating Plan.

8.9.2 Quality Improvement Committee

1. The Quality Improvement Committee shall consist of :
 - a. A minimum of five (5) voting members from the Board of Directors
 - b. Chief Nursing Officer
 - c. Chief Executive Officer
 - d. A Regulated Health Professional
 - e. A member of the Medical Staff
2. The Quality Improvement Committee shall:
 - a. Ensure consistent efforts are made toward the achievement of the QI goals, vision and values.
 - b. Monitor items of high priority, key quality activities and initiatives brought forward by the appropriate department of QI team.
 - c. Ensure improvement objectives are met as outlined in the quarterly reports.

- d. Encourage internal / external clients to bring forward improvements and suggestions and provide feedback on improvements to the clients.
 - e. Participate in the development of an annual report on the Hospital's quality performance for accountability purposes.
 - f. Establish and maintain effective communications for quality within the committee and with the QI teams, staff, management, and Board.
3. The committee shall meet a minimum of 10 times per year.

8.9.3 Medical Advisory Committee:

1. The Medical Advisory Committee shall consist of:
 - a. the Chief of Staff, who shall be chair
 - b. all Chiefs of Department
 - c. the President of the medical staff
 - d. the Vice-President of the medical staff
 - e. the Secretary of the medical staff
 - f. Program Medical Directors
2. The Chief Executive Officer shall attend meetings of the Medical Advisory Committee but shall not have a vote.
3. The Chief Nursing Officer shall attend meetings of the Medical Advisory Committee but shall not have a vote.
4. The Head Midwife shall attend meetings of the Medical Advisory Committee but shall not have a vote.

**Article 9
Officers**

9.1 Officers

The officers of the Corporation shall include:

1. Chair of the Board;
2. Chief Executive Officer/Secretary;
3. Treasurer;
4. Vice-Chair;

and may include any such other officers as the Board may by resolution determine. The officers shall be elected by resolution of the Board at the first meeting of the Board 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.

9.2 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 election or until their successors are elected in their

stead and shall be eligible for re-election. Officers shall be subject to removal by resolution of the Board at any time.

Article 10 Duties of Officers

10.1 Chair of the Board

The Chair shall, when present, preside at all meetings of the Members and the Board and shall represent the Corporation and the Board as may be required or appropriate and shall have such other powers and duties as the Board may specify. The Chair shall be an *ex-officio* member of all committees of the Board. The Chair shall be elected annually and shall be eligible for re-election provided that the Chair shall serve no longer than three (3) consecutive years. Notwithstanding the foregoing, where a Director has served three (3) consecutive years as Chair, the Board may, by resolution approved by two-thirds (2/3) resolution of the Board, provide that such member is eligible for re-election as Chair provided, however, that in no event shall such member serve longer than four (4) consecutive years.

The Chair shall:

1. Report to each annual meeting of members of the Corporation concerning the management and operations of the Hospital.
2. Set the agenda of board meetings.
3. Report regularly and promptly to the Board issues that are relevant to their governance responsibilities.
4. Ensure that the annual review of the Chief Executive Officer's performance and compensation is done in accordance with the Board approved policy.
5. Represent and speak on behalf of the Hospital, or delegate this duty to a representative.

10.2 Vice Chair

A Vice Chair shall, in the absence or disability of the Chair; perform the duties and exercise the powers of the Chair.

10.3 Chief Executive Officer

The Chief Executive Officer shall be a non-voting Director, the President and Secretary of the Corporation and the administrator of the Hospital for the purposes of the *Public Hospitals Act*. Subject to the authority of the Board, the Chief Executive Officer shall be responsible for the administration, organization and management of the affairs of the Corporation, as per the approved job description.

10.4 Secretary

The Secretary shall carry out the duties of the secretary of the Corporation generally and shall attend or cause a recording secretary to attend all meetings of the Members, Board, Executive Committee and other committees to act as a clerk thereof and to record all votes and minutes of all proceedings in the books to be kept for that purpose. The Secretary shall give or cause to be given notice of all meetings of the Members and of the Board of Directors and shall perform such other duties as may be prescribed by the by-laws or the Board, as per the approved job description of the Chief Executive Officer.

10.5 Treasurer

1. The treasurer may delegate any of his or her duties that are appropriate and lawfully delegable, but remains responsible for the fulfilment of such duties.
2. The Treasurer shall:
 - a. be the Chair of the Audit Committee;
 - b. be the custodian of the books of account and accounting records of the Corporation required to be kept by the provisions of the Corporations Act or otherwise by law;
 - c. submit a quarterly financial report for the Board indicating the financial position of the Hospital on a timely basis;
 - d. submit an annual audited financial report to the Board and the Corporation of the financial operations of the Hospital; and
 - e. ensure that the investment policy established by the Board is in place and monitor for compliance with the policy;
 - f. perform such other duties as may from time to time be determined by the Board.

10.6 Other Officers

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

Article 11 Organizational and Financial

11.1 Seal

Until changed in accordance with the Act, the seal, an impression whereof is stamped in the margin hereof, shall be the seal of the Corporation.

11.2 Execution of Documents

Subject to section 10.3, deeds, transfers, assignments, contracts, agreements, mortgages, conveyances, obligations, certificates or any other instruments or documents requiring the signature of the Corporation, shall be signed by any one of the Chair, Vice Chair or a Treasurer together with any one of the Chief Executive Officer, Chief Nursing Officer or Chief of Clinical Services Officer and all instruments or documents so signed shall be binding upon the Corporation without any further authorization or formality.

11.3 Other Signing Officers

In addition to the provision of section 10.2, 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.

11.4 Banking Arrangements and Borrowing Power

1. The Chair or Vice-Chair and the Treasurer or the Secretary jointly are hereby authorized for and in the name of the Corporation:
 - a. to draw, accept, sign and make all or any bills of exchange, promissory notes, cheques and orders for the payment of money;
 - b. subject to the prior approval of the Board, to assign and transfer to the bank, all or any stocks, bonds, and other securities;
 - c. subject to the approval of the Board, to borrow money from a bank by incurring an overdraft or otherwise; and
 - d. to transact with the said bank any business that the Board may authorize. Any two of the Chief Executive Officer, Board Treasurer, Chief Nursing Officer, Chief of Clinical Services Officer are hereby authorized to pay all salaries and amounts due from and owing by the corporation, which fall within the purview and scope of the approved annual operating budget. Any payments to suppliers in excess of \$25,000 will be co-signed by the Treasurer.

2. The Secretary is hereby authorized on behalf of the Corporation to:
 - a. receive all monies and give quittance for the same;
 - b. negotiate with, deposit with, endorse or transfer to a bank but for the credit of the Corporation only, all or any bills of exchange, promissory notes, cheques, or orders for the payment of money and other negotiable paper;
 - c. from time to time arrange, settle, balance and certify all books and accounts between the Corporation and the Corporation's bank; and
 - d. receive all paid cheques and vouchers and sign the bank's form of settlement of balances and release.

11.5 Financial Year

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

11.6 Appointment of Auditor

1. The Corporation shall at its annual meeting appoint an Auditor who shall not be a member of the Board or an Officer or employee of the Corporation or a partner or employee of any such person, and who is duly licensed under the Public Accountancy Act, to hold office until the next annual meeting of the Corporation.
2. The Auditor shall have all the rights and privileges as set out in the Corporations Act of Ontario and shall perform the audit function as prescribed therein.
3. The Auditor shall annually report through the Audit Committee to the Board on the audit work with any necessary recommendations.

11.7 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 12 Books and Records

12.1 Books and Records

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

Article 13 Confidentiality

13.1 Confidentiality

Every Director, Officer, member of the medical and dental staff and employee of the Corporation shall respect all matters brought before the Board or before any committee or any matter dealt with in the course of the employee's employment or the medical staff or dental staff member's activities in the Hospital, in accordance and respect of any Privacy or Freedom of Information Legislation.

Article 14 Professional Staff

14.1 Professional Staff

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

Article 15 **Matters Required by the *Public Hospitals Act***

15.1 Chief Nursing Officer

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

15.2 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 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.

15.3 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.

15.4 Occupational Health and Safety Program

1. Pursuant to the regulations under the *Public Hospitals Act*, there shall be an Occupational Health and Safety Program for the Corporation.
2. The program referred to in subsection 15.4 (a.) shall include procedures with respect to:
 - 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.
3. The person designated by the Chief Executive Officer to be in charge of occupational health and safety in the Corporation shall be responsible to the Chief Executive Officer or his or her delegate for the implementation of the Occupational Health and Safety Program.

4. The Chief Executive Officer shall report to the Board, quarterly, on matters in respect of the Occupational Health and Safety Program.

15.5 Health Surveillance Program

1. Pursuant to the regulations under the *Public Hospitals Act*, there shall be a Health Surveillance Program for the Corporation.
2. The program referred to in section 15.5 (a.) shall:
 - a. Be in respect of all persons carrying on activities in the Corporation; and
 - b. Include a communicable disease surveillance program.
3. The person designated by the Chief Executive Officer to be in charge of health surveillance in the Corporation shall be responsible to the Chief Executive Officer or his or her delegate for the implementation of the Health Surveillance Program.
4. The Chief Executive Officer shall report to the Board, quarterly, on matters in respect of the Health Surveillance Program.

15.6 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:

1. Procedures to identify potential donors; and
2. Procedures to make potential donors and their families aware of the options of organ and tissue donations, and shall ensure that such procedures are implemented in the Corporation.

Article 16 Rules and Procedures

16.1 Rules of Order

Any questions of procedure at or for any meetings of Members of the Corporation, or the Board, or the Professional Staff, or of any committee, which have not been provided for in this By-law or by the Act or by the *Public Hospitals Act* or regulations thereunder, or the Rules adopted from time to time by the Board or the Professional Staff Rules and Regulations, shall be determined by the chair of such meeting in accordance with the rules of procedure adopted by resolution of the Board, or failing such resolution, adopted by the chair of the meeting.

16.2 Rules

The Board may, from time to time, make such Rules 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 shall be consistent with the provision of this By-law.

Rules of Order

Any questions of procedure at or for any meetings of the Corporation, of the Board, of the medical staff, or of any committee, which have not been provided for in this By-law or by the Corporations Act or by the Public Hospitals Act or Regulations thereunder, or the Medical and Dental Staff Rules, shall be determined by the chair in accordance with Kerr & King.

Article 17 Notices

17.1 Notice

Whenever under the provisions of the by-laws of the Corporation 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, member of a committee, 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 (3rd) 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 deemed 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 (3rd) 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.

The Board shall meet at the Head Office of the Corporation on the first Tuesday of each month at 6 o'clock in the evening, or such other place, time and day as the Board may from time to time determine.

17.2 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.

17.3 Omissions and Errors

The accidental omission to give any notice to any Member, Director, officer, member of a committee or the auditor of the Corporation or the non-receipt of any notice by any Member, Director, officer, member of a committee 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.

17.4 Waiver of Notice

Any Member, Director, officer, member of a committee 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 the by-laws of the Corporation, 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 18 Amendments of By-laws

18.1 Amendments

Proposed amendments to the By-laws of the Corporation may be presented and read at any regular meeting of the Board of Directors. All objections or amendments to the proposed amendment or amendments must be filed in writing with the Secretary within three (3) days after such reading and such objections or amendments shall be presented for consideration by the Board of Directors.

18.2 Effect of Amendment

Subject to the Act and to section 18.3 below, a by-law or an amendment to a by-law passed by the Board has full force and effect:

1. from the time the motion was passed, or
2. from such future time as may be specified in the motion.

18.3 Member Approval

1. The Board of Directors may reject or sustain any objection, or amendments so filed or incorporate such amendment(s) proposed into the original amendment, and to adopt the same. The amendments to the by-law shall be submitted to the general membership for approval at any regular or special meeting of the Corporation.
2. The amendments of the by-laws of the Corporation may be confirmed at the Annual General Meeting of the members of the Corporation or at a Special Meeting of members called for such purpose. Amendments to the by-laws shall be passed only upon a two-thirds (2/3) majority of votes of the eligible members present at such meetings provided that in no case shall by-law amendments be passed unless there is a minimum quorum of nine (9) members.

3. A proposed amendment of this by-law may only be made by Notice of Motion from the Board of Directors, which motion must include details of the proposed amendment(s) and must be received by the Secretary no later than thirty (30) days prior to a General or Special Meeting.
4. All members of the Corporation in good standing shall be notified of the Notice of Motion to amend the by-laws at least twenty-one (21) days before the meeting is to occur.

18.4 Amendments to Professional Staff By-law

Prior to submitting all or any part of the Professional Staff By-law to the process established in sections 18.1 and 18.3, the procedures set out in the Professional Staff By-law shall be followed.

Article 19 Voluntary Associations

19.1 Authorization

The Board may sponsor the formation of a Hospital Auxiliary or any other voluntary associations, as it deems advisable.

19.2 Purpose

Such associations shall be conducted with the advice of the Board for the general welfare and benefit of the Corporation and the patients treated in the Hospital.

19.3 Control

Each such association shall elect its own officers and formulate its own by-laws, but at all times, objects and activities of each such association shall be subject to review and approval by the Board.

19.4 Representation On Board

The Board may determine a mechanism to provide for representation by the voluntary association on the Board.

19.5 Auditor

1. Each unincorporated voluntary association shall have its financial affairs reviewed by an independent financial reviewer for purposes of assuring reasonable internal control. Confirmation of this control shall be provided to the Board annually.
2. The Auditor for the Hospital may be the auditor for the voluntary association under this section.

Appendix A

Open and Closed Meetings of the Board

1. Open sessions of the board:
 - a. Agenda for open sessions of the board.
 - i. An agenda identifying all items requiring board action shall be prepared by the chair of the board.
 - ii. Where the board determines that a matter is to be dealt with in a closed session of the board, the item shall be set out in the main agenda identifying only the general nature of the matter to be considered at the closed session of the board.
 - b. Minutes of open sessions of meetings of board.
 - i. The corporate secretary shall record the minutes of meetings of the board. Where the secretary is absent, the chair shall designate a director to record the minutes.
 - ii. Minutes shall be reviewed and approved at the next regular Board meeting.
 - iii. Minutes of meetings of the Board except for closed meetings, shall be available for review by members of the Hospital and the public upon written request to the secretary.
2. Closed sessions of the Board:
 - a. Where the Board determines that any matter before the Board should be dealt with in a closed session of the board, the board may, but is not required to, close any meeting or part thereof.
 - b. Matters that may be dealt with in a closed session of the Board include, but are not limited to, the following:
 - i. the assessment, rewarding and disciplining of individuals;
 - ii. discussions and dealings with other entities or persons where the information being discussed may compromise the relationship of the Hospital with them or its relationship with its stakeholders;
 - iii. labour relations or human resource issues;
 - iv. financial, personal, contractual and any other matters for which a decision must be made in which premature disclosure would be prejudicial;
 - v. discussions regarding property matters;
 - vi. discussions that may prejudice a person or entity involved in a criminal proceeding or civil suit or proceeding, including matters before administrative tribunals;
 - vii. instructions given to or instructions received from a solicitor or consultant;
 - viii. personal health information related to an individual; and
 - ix. deliberations that may be necessary to decide whether the matter warrants being dealt with in a closed session of the Board;
 - c. A Board motion is required to move into, and rise from, a closed session of the Board.

- d. All matters before a closed session of the Board are confidential until such time that any of the matters may be moved by the Board to the open session of the Board.
- e. Attendees at closed sessions of the Board:
 - i. During the closed session of the Board all persons who are not directors of the Board shall be excused.
 - ii. Despite 3(e.i.), the Board may approve by resolution of the Board that individuals such as external legal counsel, consultants, presenters and hospital staff may be permitted to attend the meeting, but may be asked to leave before a vote is taken.
- f. Where a closed session of a meeting of the Board is required, a separate agenda from the main agenda shall be prepared, indicating the items to be dealt with during the closed session, and the agenda and any material in support of the agenda items shall be clearly identified as CONFIDENTIAL and handled and secured in a manner that respects the nature of the material.
- g. The vote on a matter that is under consideration at a closed session of a meeting of the Board shall be taken in a closed session of the Board.
- h. Minutes of closed sessions:
 - i. Minutes of a closed session of a meeting of the Board shall be recorded by the secretary in the same as an open session of the Board, with the addition of CONFIDENTIAL clearly identified and handled and secured in a manner that respects the nature of the material.
 - ii. Minutes of a closed session of the Board shall be presented for approval at a closed session of the board.