



**SERVICES DE SANTÉ DE  
CHAPLEAU  
HEALTH SERVICES**

**BY-LAWS  
OF  
THE CORPORATION**

**BY-LAW No. 1: Management and Administration  
BY-LAW No. 2: Borrowing Power**

**Supported by:**



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**SERVICES DE SANTÉ DE CHAPLEAU HEALTH SERVICES  
BY-LAW NO. 1 - MANAGEMENT AND ADMINISTRATION**

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**BY-LAW NO. 1**  
**PART I – PURPOSES AND MISSION**

The purpose and mission of Services de santé de Chapleau Health Services (“SSCHS”) is to serve the people of the Township of Chapleau and its neighbouring communities with compassion and skill by providing health services, social services and other community based services, and, more particularly, subject to the best use of available resources,

- a) to give care and treatment to the sick;
- b) to provide the highest quality of comprehensive integrated health services;
- c) to maintain and improve the health status of the people of the Township of Chapleau and neighbouring communities by coordinating the provision of health services, social services and other community-based services and by receiving, allocating and making best use of funds and resources as may be required for these purposes;
- d) to provide and coordinate the provision of long-term care and chronic care services;
- e) to provide and coordinate the provision of services to the elderly, the developmentally disabled and others with special needs;
- f) to provide assistance to seniors;
- g) to provide a centre for elderly persons;
- h) to provide services in the English and French languages;
- i) to be sensitive to multicultural needs and the needs of native Canadian and other groups;
- j) to provide education pertaining to healthcare and maintain appropriate and relevant educational standards;
- k) to provide spiritual care and counselling on a holistic and multi-denominational basis to patients, family members, staff and members of the community as requested;
- l) to acquire, own and operate, directly or by agreement, such facilities and programs as may be required for the attainment of these goals; and
- m) to perform such lawful acts as are deemed necessary or expedient to promote and attain this purpose and mission.

## **PART II - INTERPRETATION**

### **1. DEFINITIONS**

1. In this By-law and all other By-laws of the Corporation,

“Act” means the Corporations Act (Ontario), and includes the Regulations made under it;

“Admitting Privileges for the Dental Staff” means the privileges granted to a member of the Dental Staff who holds a Speciality Certificate from the Royal College of Dental Surgeons of Ontario, authorizing the practice of oral and maxillofacial surgery, and related to the admission of in-patients, registration of out-patients, and the diagnosis, assessment and treatments of in-patients and out-patients in the Hospital;

“Admitting Privileges for the Medical Staff” means the privileges granted to a member 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;

“Board” means the governing body of the Corporation;

“By-Law” means any By-law of the Corporation from time to time in effect;

“Chair” means the Director elected by the Board to serve as Chair of the Board;

“Chief Executive Officer” means the person who has at any given time the direct and actual superintendence and charge of the Corporation, including Chapleau General Hospital;

“Chief Financial Officer” means the senior employee responsible to the Chief Executive Officer for the treasury and controllership functions;

“Chief Nursing Executive” means the senior employee responsible to the Chief Executive Officer for the nursing and other patient and client related functions;

“Chief of Staff” means the Chief of the Medical Staff, Dental Staff and Extended Class Nursing Staff appointed to the Hospital;

“Clinical Chief” is the head of a Clinical Service;

“College” means, as the case may be, the College of Physicians and Surgeons of Ontario, the Royal College of Dental Surgeons of Ontario, the College of Nurses of Ontario or any other college or regulatory body from other jurisdictions in which an applicant or member has practised;



“Community” means the individuals who are eligible for and may benefit from the programs and services offered by or coordinated by the Corporation;

“Corporation” means the Corporation known as Services de santé de Chapleau Health Services (“SSCHS”) having its head office at 6 Broomhead Road, Town of Chapleau, Ontario;

“Dental Staff” means those legally qualified Dentists appointed by the Board to attend or perform dental services for patients in the Hospital;

“Dentist” means a dental practitioner in good standing with the Royal College of Dental Surgeons of Ontario;

“Director” means a member of the Board;

“Extended Class Nurse” means a registered nurse in the extended class to whom the Board has granted privileges with respect to the right to diagnose, prescribe for or treat out-patients of the Hospital;

“Extended Class Nursing Staff” means those Extended Class Nurses who are in good standing with the College of Nurses of Ontario, and who may:

- i) be employed by the Hospital and authorized to diagnose, prescribe for or treat out-patients in the Hospital; or
- ii) not be employed by the Hospital but be granted privileges by the Board to diagnose, prescribe for or treat out-patients in the Hospital;

“Ex officio” means membership “by virtue of the office” and includes all rights, responsibilities, and power to vote unless otherwise specified;

“Hospital” means the premises located at 6 Broomhead Road, Town of Chapleau, bearing the name Chapleau General Hospital;

“Impact Analysis” means a study conducted by the Chief Executive Officer, or designate, in consultation with the Chief of Staff to determine the impact upon the resources of the Corporation of the proposed or continued appointment of any person to the Professional Staff;

“Legislation” means the relevant statutes and regulations that govern the provision of health care to patients of the Hospital, including the Public Hospitals Act, the Health Care Consent Act, the Substitute Decisions Act, 1992, the Mental Health Act, and the Regulated Health Professions Act, 1991;

“Locum Tenens” means Physicians, Dentists, or Extended Class Nurses who

provide coverage for a member of the Professional Staff during their absence;

“Medical Resource Plan” means the plan developed by the Chief Executive Officer in consultation with the Chief of Staff based on the mission and strategic plan of the Corporation and on the needs of the community, which provides information and future projections of this information with respect to the management and appointment of Physicians, Dentists, and Extended Class Nurses who are or may become members of the Professional Staff;

“Medical Staff” means those Physicians who are appointed by the Board and who are granted Privileges to practice medicine in the Hospital;

“Medical Staff Rules and Regulations” means provisions of this By-Law, rules and regulations concerning the practice and professional conduct of the members of the Medical Staff;

“Medical Student” means a university undergraduate who is registered in a recognized university medical program.

“Member” means a member of the Corporation;

“Nurse” means a Registered Nurse within the meaning of the Nursing Act, 1991 and a holder of a current Certificate of Competence issued in Ontario as a Registered Nurse;

“Nurse Practitioner” means a Nurse who has the designation of Registered Nurse with the College of Nurses of Ontario, in the Extended Class or RN(EC) and who is governed and regulated under the Regulated Health Professions Act, the Nursing Act and the Expanded Nursing Services for Patients Act;

“Patient” includes an out-patient except where the context otherwise requires;

“Physician” means a medical practitioner in good standing with the College of Physicians and Surgeons of Ontario;

“Policies” means the administrative, medical and professional policies of the Hospital;

“Professional Staff” means those Physicians, Dentists, and Extended Class Nurses who are appointed by the Board and who are granted specific Privileges to practice medicine, dentistry, respectively, or, with respect to extended class nursing the right to diagnose, prescribe for or treat out-patients in the Hospital;

“Public Hospitals Act” means the Public Hospitals Act and includes the Regulations made under it;

“Rules and Regulations” means the Rules and Regulations governing the practice of the Professional Staff in the Hospital generally and within a particular Program, which have been established respectively by the staff in general and the staff of the Program;

“Standardized Credentialing Policy” means the Policy which governs the appointment, re-appointment, alteration and mid-term revocation of Hospital staff privileges, between the Hospital and other Network #13 Hospitals, a copy of which is annexed hereto to form part of this By-Law; and,

“Supervisor” means a Physician, Dentist, or Registered Nurse, as the case may be, who is assigned the responsibility to oversee the work of a Physician, Dentist, or Registered Nurse in the extended class respectively, unless otherwise provided for in this By-Law.

2. Unless the context otherwise specifies or requires, this By-Law shall be interpreted in accordance with the following principles:
  - a) all terms in this By-Law which are defined in the Act or the Public Hospitals Act shall have the meanings given to such terms in the Act or the Public Hospitals Act;
  - b) the singular shall include the plural and vice versa and the use of any gender shall include the masculine, feminine and neuter genders;
  - c) headings used in the By-Law are inserted for reference purposes only and are not to be considered or taken into account in construing the terms or provisions or to be deemed in any way to clarify, modify or explain the effect of any such terms or provisions; and
  - d) a reference to a law, by-law, rule, regulation, order or act of any government, governmental body or other regulatory body shall be construed as a reference thereto as amended or re-enacted from time to time or as a reference to any successor thereto.

### **PART III - CORPORATION**

#### **2. MEMBERS**

1. The members of the Corporation shall consist of the Directors from time to time of the Corporation who shall be *ex-officio* members for so long as they serve as Directors.
2. No fees shall be payable by the members.

3. Each member shall be entitled to one vote.
4. The interest of a member in the Corporation is not transferable and lapses and ceases to exist when the member ceases to be a Director of the Corporation or otherwise in accordance with this By-law.

### **3. ANNUAL MEETING OF THE CORPORATION**

1. The annual meeting of the Corporation shall be held between the 1<sup>st</sup> day of April and the 31<sup>st</sup> day of July of each year and at such place in Ontario as the Board may determine.
2. Notice of the annual meeting of the Corporation shall be given by one of the following methods:
  - a) by sending it in writing to each member entitled to notice by prepaid mail, facsimile transmission or by electronic mail addressed to the member 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 at least ten (10) days prior to the meeting; or
  - b) by publication at least once a week for two (2) successive weeks six (6) weeks prior to the meeting in a newspaper or newspapers circulated in the municipality or municipalities in which members of the Corporation reside as shown by their addresses on the records of the Corporation.
3. The notice of the annual meeting shall include a copy of section 10 of this by-law (nomination for election of directors).
4. A majority of the members entitled to vote present in person at a meeting will constitute a quorum at a meeting of members.

### **4. BUSINESS**

The business transacted at the annual meeting of the Corporation shall include the,

- a) approval of the agenda;
- b) minutes of the previous meetings;
- c) report of the Board including the audited financial statements and committee reports;

- d) report of the unfinished business from any previous meetings of the Corporation;
- e) report of the Chief Executive Officer;
- f) report of the Auditor;
- g) report of the Chief of Staff;
- h) report of the Chief Nursing Executive;
- i) new business;
- j) election of Directors;
- k) appointment of an Auditor to hold office until the next annual meeting and authorizing the Directors to fix the remuneration of the Auditor; and,
- l) other matters as the Board and Members may determine.

## **5. SPECIAL MEETINGS OF THE CORPORATION**

1. Special meetings of the Corporation shall be held at such time and place in Ontario as maybe determined by the Board.
2. The Board or Chair may call a special meeting of the Corporation.
3. If one-tenth (1/10) or more of the members of the Corporation entitled to vote at a meeting requisition the Directors, in writing, to call a special meeting of the members, for any purpose connected with the affairs of the Corporation that is not inconsistent with the Corporations Act, the Directors of the Corporation shall call forthwith a special meeting of the members of the Corporation for the transaction of the business stated in the requisition.
4. The requisition shall state the nature of the business to be presented at the meeting and shall be signed by the members and deposited at the head office of the Corporation and may consist of several documents in like form signed by one or more of the members.
5. Notice of a special meeting shall be given in the same manner as provided in section 3.2 provided that the members receive at least twenty-five (25) days' notice of the special meeting.
6. The notice of a special meeting shall specify the purpose or purposes for which it is called.

7. If the Directors do not within twenty-one (21) days from the date of the deposit of the requisition call and hold such meeting, any of the members may call such meeting which shall be held within sixty (60) days from the date of the deposit of the requisition.
8. A quorum for a special meeting of the Corporation shall be a majority of members entitled to vote present in person at a meeting.

**6. ADJOURNED MEETING**

1. A meeting shall stand adjourned to be reconvened on a day within two (2) weeks to be determined by the Board if a quorum is not present within one-half (½) hour after the time appointed for a meeting of the Corporation.
2. At least three (3) working days' notice of the re-scheduled meeting following an adjournment shall be given by publication in a newspaper circulated in the municipality in which the Corporation is located.

**7. MEETINGS OF THE CORPORATION - CHAIR**

1. The meetings of the Corporation shall be chaired by:
  - a) the Chair;
  - b) if the Chair is absent, the Vice-Chair; or
  - c) if the Chair and Vice-Chair are both absent, a member of the Corporation elected by the members present.
2. 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 Chair of the meeting shall vote in order to break the tie except in the case of a tie in the election of Directors in which case there shall be a ten (10) minute adjournment and a new election where the vote shall be decided by lot.
3. At any meeting of the members of the Corporation, resolutions may be moved, seconded and put to a vote by any member of the Corporation.

**8. FISCAL YEAR**

The fiscal year of the Corporation shall end with the 31st day of March in each year.

**9. HEAD OFFICE**

The head office of the Corporation shall be located at 6 Broomhead Road, P.O. Box 757, Chapleau, Ontario P0M 1K0 or at such other place as may be determined by the Board.

**PART IV - BOARD**

**10. NOMINATIONS FOR ELECTION OF DIRECTORS**

1. Nominations for election of Directors at the annual general meeting of the Corporation shall be made as follows:
  - a) the Governance and Strategic Planning Committee shall request nominations for vacant positions on the Board of Directors from Members of the Corporation, at least 30 days in advance of the annual meeting;
  - b) the Governance and Strategic Planning Committee shall, throughout the year, identify potential candidates for Directors and determine the willingness of such candidates to serve. In identifying potential candidates, the Governance and Strategic Planning Committee shall:
    - (i) advertise within and beyond the Hospital's catchment area for interested persons to submit their resume; and,
    - (ii) contact the Hospital's stakeholders to encourage and identify potential candidates, including (without limitation):
      - (a) other employers within Chapleau;
      - (b) the Town of Chapleau and the community of Sultan;
      - (c) the Hospital Auxiliary;
      - (d) Chapleau General Hospital Foundation;
      - (e) the First Nations, both reserve and non-reserve, under the guidance of the First Nations' representatives;
      - (f) local unions;
      - (g) local schools;
      - (h) local service and social clubs; and,
      - (i) such other areas and organizations that the Governance and Strategic Planning Committee shall determine from time to time.
    - (iii) To be in compliance with its' French Language Services designation under the French Language Services Act, the Board will take all reasonable steps to ensure that the elected membership of the Board includes representation from the

Francophone community to reflect the proportion of Francophones in the catchment area as per the current Office Of Francophone Affairs' Inclusive Definition of Francophone statistics.

- c) all nominees must complete the application form set by the Board from time to time;
- d) the Governance and Strategic Planning Committee will receive and review all applications and will prepare a list of recommended nominees to the Board. In making their recommendations, the Governance and Strategic Planning Committee will place emphasis on the competencies, knowledge, skills, experience and perspective required by the Board, and will evaluate the applications in accordance with the Board's policy for selecting directors, as amended from time to time; and
- e) the Board will receive and review the list of candidates and recommended nominations and prepare a list for consideration by the Members for election as Directors.

## **11. BOARD COMPOSITION**

1. The Board of Directors shall govern the affairs of the Corporation. The Board of Directors shall be composed of seven (7) Directors; six (6) Directors elected to the greatest extent possible to reflect the areas and organizations set out in paragraph 10.1(b)(ii) and one (1) Director shall be the Chair of the Chapleau and District Family Health Team to serve a one (1) year trial period plus the following three (3) appointed Directors as ex-officio, non-voting Directors:
  - a) the Chief of Staff; and
  - b) the Chief Executive Officer (non voting member); and
  - c) Chief Nursing Executive (non voting member).
2. If an insufficient number of Directors are elected, the Board of Directors may appoint persons as Directors to reflect the areas and organizations set out in paragraph 10.1(b)(ii).
3. The interests and concerns of the community of Foleyet may be addressed through a Nursing Station Advisory Committee that will report to the Board at least quarterly. Terms of Reference for the Advisory Committee shall be approved by the Board.

## **12. TERMS OF ELECTED AND APPOINTED DIRECTORS**



1. The terms of office for elected Directors shall be three (3) years.
2. The Chair of the Chapleau and District Family Health Team will be appointed to serve a trial period of one (1) year or until the next annual meeting.
3. Two (2) Directors shall be elected at each annual meeting of the Corporation and one (1) additional Director shall be elected once every three (3) years.
4. All appointed Directors shall be appointed for a term of one (1) year or until the next annual meeting.

**13. ATTENDANCE AT MEETINGS**

1. The Board shall establish a policy for the minimum attendance by a Director at meetings of the Board of Directors and Standing Committees and Special Committees of the Board.
2. A Director shall attend meetings of the Board of Directors and Standing Committees of the Board in accordance with the Board policy.

**14. QUALIFICATIONS**

1. No person shall be qualified for election or appointment to the Board of Directors referred to in Section 11.1 if he or she is:
  - a) A members of the Medical Staff of the Corporation except where otherwise provided in this By-Law;
  - b) A member of the Dental Staff of the Corporation except by resolution of the Board passed by a majority of the Board;
  - c) A current or former employee (within one year from the date of election or appointment) of the Corporation except where otherwise provided in this By-Law, or the Board otherwise determines;
  - d) A spouse, child, parent, brother or sister of any person included in (a), (b) or (c) above, or the spouse of any such child, parent, brother or sister, except by resolution of the Board passed by a majority of the Board;
  - e) Is less than eighteen (18) years of age;
  - f) Has the status of a bankrupt; and
  - g) Not elected or appointed to the position of an elected official of the municipality.

1. Except for the Chief Executive Officer and the Medical Staff, Chief of Staff, and the Chief Nursing Executive, no person may be elected or appointed a Director for more terms than will constitute nine (9) consecutive years of service, provided however that following a break of at least one (1) year in the continuous service, the same person may be re-elected or re-appointed a Director.
2. The Board of Directors may from time to time appoint to the Board, by special resolution, in recognition of long or special services to the Corporation, persons considered by the Board to be worthy of such appointment as Special Directors in one of two categories, Life Director and Honorary Director. The appointment of any such Special Director shall be deemed not to increase the number of Directors comprising the Board.

Life Directors may attend meetings of the Board and may be heard but shall not be eligible to vote.

Honorary Directors may attend meetings of the Board and may act in an advisory capacity but shall not be eligible to vote.

3. A Director may resign the Director's office by communicating in writing to the Secretary of the Corporation; which resignation shall be effective at the time it is received by the Secretary or at the time specified in the notice, whichever is later.

## **15. VACANCY**

1. The office of a Director shall automatically be vacated if the Director,
  - a) by notice in writing to the Secretary of the Corporation, resigns the Director's office, which resignation shall be effective at the time it is received by the Secretary or at the time specified in the notice, whichever is later;
  - b) dies;
  - c) becomes a bankrupt; or
  - d) becomes disabled to the extent, on medical or other evidence, that the Director is not able to perform the duties of the office.
2. The members may by resolution passed by at least two thirds (2/3) of the votes cast at a general or special meeting of which notice specifying the intention of the passage of such resolution has been given, remove any Director before the expiration of the Director's term of office and may by majority of votes cast at such meeting, elect any other member to the Board as a replacement.

3. A Director may be removed for non-disclosure of a conflict of interest, failure to attend meetings or conduct detrimental to or inconsistent with the mission and purposes of SSCHS. On being given notice of the reasons for the removal, a Director may respond in writing which written submissions must be considered at the meeting of the Board called for the purposes of considering the removal of the Director.
4. If a vacancy occurs for any reason among the Directors, such vacancy may be filled by an eligible person elected by the Board to serve until the next annual meeting.
5. At the next annual meeting, in addition to the election of Directors to fill the vacancies caused by the expiry of Directors' terms, the members at the meeting shall elect an additional Director to fill the unexpected term created by any vacancy referred to in section 14 (qualifications).

## **16. RESPONSIBILITIES OF THE BOARD**

1. The Board of Directors shall be responsible for the governance of the affairs of the Corporation.
2. The Board of Directors shall be responsible, without limitation, as follows:
  - a) to develop and review on a regular basis the mission, objectives and strategic plan of the Corporation in relation to the provision, within available resources, of appropriate programs and services in order to meet the needs of the Town of Chapleau and its neighbouring communities.
  - b) to work collaboratively with other community agencies and institutions at a district and regional level in meeting the needs of the community.
  - c) to establish, on an annual basis, Board goals and objectives (separate from the Corporate goals and objectives) to ensure the effective and efficient governance of the Hospital;
  - d) to establish procedures for monitoring compliance with the requirements of the Public Hospitals Act, the Hospital Management Regulation thereunder, the By-laws of the Hospital and other applicable legislation;
  - e) to establish policies which will provide the framework for the management and operation of the Hospital;
  - f) to establish the selection process for the engagement of a Chief Executive

Officer and to hire the Chief Executive Officer in accordance with the process;

- g) annually, to conduct the Chief Executive Officer's formal performance evaluation and to review and approve the Chief Executive Officer's compensation and to set the Chief Executive Officer's goals and objectives for the coming year;
- h) to delegate responsibility and concomitant authority to the Chief Executive Officer for the management and operation of the Hospital and require accountability to the Board;
- i) at any time, to revoke or suspend the appointment of the Chief Executive Officer;
- j) to establish the selection process for the appointment of a Chief of Staff and appoint the Chief of Staff in accordance with the process;
- k) annually, to conduct the Chief of Staff's formal performance evaluation and to review and approve the Chief of Staff's compensation and to set the Chief of Staff's goals and objectives for the coming year;
- l) to delegate responsibility and concomitant authority to the Chief of Staff for the supervision of the practice of medicine, dentistry, and extended class nursing staff in the Hospital and require accountability to the Board;
- m) at any time, to revoke or suspend the appointment of the Chief of Staff;
- n) to appoint and re-appoint physicians to the medical staff and dentists to the dental staff and registered nurses in the extended class, who are not employed by the hospital, to the extended class nursing staff of the Hospital, and delineate the respective privileges after considering the recommendations of the Medical Advisory Committee, the Hospital's resources, and whether there is a need for such services in the community, in accordance with legislative and By-law requirements;
- o) to ascertain through the relevant medical, dental, and extended class nursing staff organizations, that each member of the medical, dental, and extended class nursing staff meets the member's 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;
- p) to ensure that the services which are provided have properly qualified staff and appropriate facilities;

- q) to ensure mechanisms and policies are in place to provide a high quality of care for patients in the hospital;
- r) to ensure mechanisms and policies are in place with respect to education and research;
- s) to ensure that quality assurance, risk management and utilization review methods are established for the regular evaluation of the quality of care of patients in the Hospital, and that all Hospital services are regularly evaluated in relation to generally accepted standards and require accountability on a regular basis;
- t) to ensure that a French Language Services Committee is in place to oversee the development and implementation of a plan for the provision of French Language Services in accordance to its mandate, and that the Board of Directors is committed to an active role in responding to the requirements of the French Language Services Committee and is responsible for ensuring the delivery of quality French language services. The Board of Directors and the CEO take responsibility for the delivery of French languages services.
- u) to review regularly the functioning of the SSCHS in relation to the objects of the Corporation as stated in the Letters Patent, Supplementary Letters Patent and the By-laws and demonstrate accountability for its responsibility to the annual meeting of the Corporation.
- v) to approve the annual budget for the Hospital;
- w) to establish an investment policy consistent with the provisions of this By-law, in particular section 51 (Investments).
- x) to assume responsibility for and maintain and operate, directly or by agreement, such institutions and facilities as may be required for the provision of health, social and community services in the Town of Chapleau and catchment area.
- y) to recruit individuals as Directors who are knowledgeable, skilled, committed and representative of the community served;
- z) to be committed to an effective Board orientation program and the continuing education of the members of the Board;
- aa) to ensure an environment within the Board which encourages open and frank discussion and respect for the expression of different viewpoints; and

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

**17. DUTIES AND RESPONSIBILITIES OF EVERY DIRECTOR**

1. Every Director shall,
  - a) be loyal to the Corporation;
  - b) exercise the powers and discharge the duties of the office honestly, in good faith and in the best interest of the Corporation; and
  - c) exercise the degree of care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.
2. In contributing to the achievement of the responsibilities of the Board as a whole, each Director shall,
  - a) adhere to the Hospital's mission, vision and values;
  - b) work positively, co-operatively and respectfully as a member of the team with other Directors and with the Hospital's management and staff;
  - c) respect and abide by Board decisions;
  - d) serve on at least one (1) standing committee;
  - e) complete the necessary background preparation in order to participate effectively in meetings of the Board and its committees;
  - f) keep informed about,
    - (i) matters relating to the Corporation,
    - (ii) the community served, and
    - (iii) other health care services provided in the region;
  - g) participate in the initial orientation as a new Director and in ongoing Board education;
  - h) participate in the annual evaluation of overall Board effectiveness; and

- i) represent the Board, when requested.

## **18. PUBLIC RELATIONS**

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

## **19. CONFLICT OF INTEREST**

1. Every Director who is in any way directly or indirectly interested in a proposed contract or a contract, a proposed financial transaction or a financial transaction with the Hospital shall declare the interest at a meeting of the Directors.
2. In the case of a proposed contract or proposed financial transaction, the declaration required by this section shall be made at the meeting of the Directors at which the question of entering into the contract or financial transaction is first taken mid consideration or, if the Director is not at the date of that meeting interested in the proposed contract or proposed financial transaction, at the next meeting of the Directors held after the Director becomes so interested, and, in a case where the Director becomes interested in a contract or financial transaction after it is made, the declaration shall be made at the first meeting of the Directors held after the Director becomes so interested.
3. For the purposes of this section, a general notice given to the Directors by a Director to the effect that the Director is a shareholder of or otherwise interested in any other company, or is a member of a specified firm and is to be regarded as interested in any contract or financial transaction made with such other company or firm, shall be deemed to be a sufficient declaration of interest in relation to a contract or financial transaction so made, but no such notice is effective unless it is given at a meeting of the Directors or the Director takes reasonable steps to ensure that it is brought up and read at the next meeting of the Directors after it is given.
4. If a Director has made a declaration of the Director's interest in a proposed contract or a contract, a proposed financial transaction or a financial transaction in compliance with this section and the Director has been absent during the discussion and has not voted in respect of the contract or financial transaction, such absence and non-vote being recorded in the minutes, the Director is not accountable to the Hospital or to any of its members or creditors for any profit realized from the contract or financial transaction, and the contract or financial transaction is not voidable by reason only of the Director holding that office or of the fiduciary relationship established thereby.
5. Despite anything in this section, a Director is not accountable to the Hospital or to

any of its members or creditors for any profit realized from such contract or financial transaction and the contract or financial transaction is not by reason only of the Director's interest therein voidable if it is confirmed by a majority of the votes cast at a general meeting of the members duly called for that purpose and if the Director's interest in the contract or financial transaction is declared in the notice calling the meeting.

6. Directors and their families shall not enter into any proposed contract or contract, or proposed financial transaction or financial transaction with the Hospital, except,
  - a) on a competitive bid basis or other basis in writing; and
  - b) where the director has declared any interest therein, and where the Director has been absent from the meeting and where the Director has refrained from voting thereon.

## **20. CONFIDENTIALITY**

1. All Directors, Officers of the Corporation, members of the Medical and Dental Staff, and Extended Class Nursing Staff and employees of the Corporation and persons participating in the activities of the Corporation shall respect the confidentiality of matters brought before the Board or before any committee or any matter dealt with in the course of their employment in the Corporation or their Medical Staff, Dental Staff, or Extended Class Nursing Staff activities in the Corporation, or their participation in the activities of the Corporation as the case may be.
2. All Directors shall sign a confidentiality statement.

## **21. INDEMNIFICATION**

1. Every Director or Officer of the Corporation and every member of a committee ("person") and their respective heirs, executors and administrators, and estate and effects, 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 person sustains or incurs in or about any action, suit or proceeding for damages or otherwise which is brought, commenced or prosecuted against such person, for or in respect of any act, deed, matter or thing whatsoever, made, done or permitted by such person, in or about the execution or intended execution in good faith of the duties of such person's office; and,



- b) all other costs, charges and expenses sustained or incurred in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by such person's own willful neglect or default.
2. The Corporation shall maintain insurance coverage to carry out the purposes hereof as approved by the Board of Directors from time to time.
3. The indemnity provided for in the preceding paragraph shall not apply to any liability which a Director or Officer of the Corporation and a member of a committee may sustain or incur as the result of any act or omission as a member of the medical staff of the Corporation.

## **22. OFFICERS**

1. The following shall be officers of the Board:
  - a) the Chair;
  - b) the Vice-Chair;
  - c) the Treasurer; and
  - d) the Secretary.
2. The Directors shall elect a President from among themselves at the meeting immediately following each annual meeting of the Corporation. The President shall preside as the Chair of the Board and is hereinafter referred to as the "Chair".
3. The Chair of the Board shall preside at all meetings of the Corporation and Board.
4. The Chair shall not have a vote unless it is to break a tie.
5. The Board shall elect a Vice-Chair from among themselves at the second meeting following each annual meeting of the Corporation. Until that time the current Vice-Chair shall continue to preside.
6. No Director may serve as Chair or Vice-Chair for more than three (3) consecutive years in one (1) office provided however that following a break in the continuous service of at least one (1) year the same person may be reelected to any office.
7. When an officer's position becomes vacant in mid-term, the Directors may elect any member of the Board to complete that year.

8. The officers of the Corporation shall be responsible for the duties set forth in the By-laws and they are not necessarily required to perform such duties personally, but they may delegate to others the performance of any or all such duties.
9. Any officers of the Corporation shall be removed by a two-thirds (2/3) majority vote of the Board members present.
10. The Board may allow exceptions for a one (1) year term to the limit as set out in section 22.6 by a two-thirds (2/3) majority vote.
11. The Chief Executive Officer may act as Secretary, Treasurer or both.

**23. DUTIES OF EVERY OFFICER**

1. Every Officer shall,
  - a) be loyal to the Corporation;
  - b) exercise the powers and discharge the duties of the office honestly, in good faith and in the best interest of the Corporation; and
  - c) exercise the degree of care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

**24. DUTIES OF THE CHAIR**

1. The Chair shall,
  - a) preside at meetings of the Board or in the Chair's absence at any meeting the Vice-Chair shall preside thereat, or in the absence of both the Chair and the Vice-Chair, any Director appointed by the Directors at the meeting shall preside at that meeting;
  - b) report to each annual meeting of members of the Corporation concerning the governance of the Corporation;
  - c) represent the Corporation at public and other official functions;
  - d) perform such other duties as may from time to time be determined by the Board;
  - e) be entitled to attend and vote at every Board Committee meeting;
  - f) ensure that at least one officer of the Corporation is on each Board

Committee;

- g) appoint Directors to each of the Committees of the Board;
- h) report regularly and promptly to the Board issues that are relevant to their governance responsibilities;
- i) ensure that the annual review of the Chief Executive Officer's performance and compensation is done in accordance with Board approved policy;
- j) be an *ex officio* member of all committees of the Board with the exception of the Medical Advisory Committee;
- k) preside at meetings of the Executive Committee; and
- l) perform such other duties as may from time to time be determined by the Board.

## **25. DUTIES OF THE VICE-CHAIR**

The Vice-Chair shall have all the powers and perform all the duties of the Chair in the absence or disability of the Chair and perform any other duties assigned by the Chair or the Board.

## **26. DUTIES OF THE TREASURER**

1. The Treasurer shall,
  - a) be appointed by, and report to, the Board of Directors;
  - b) oversee the management of the finances of the Hospital, and ensure that appropriate reporting mechanisms and control systems as established by the Board are in place, and monitor such mechanisms and systems for compliance;
  - c) ensure that systems for control for the care and custody of the funds and other financial assets of the Hospital and for making payments for all approved expenses incurred by the Hospital are in place, are functional and adequate and monitor for compliance with such systems;
  - d) ensure that appropriate banking resolutions and signing authority policies as established by the Board are in place and monitor for compliance with such resolutions and policies and ensure that systems for control for regular review and revision as necessary of the banking resolutions and signing authority policies are in place, are adequate and functional and monitor for compliance with such resolutions and policies;
  - e) ensure that systems for control as established by the Board for the

maintenance of books of account and accounting records required by the Corporations Act are in place, are functional and adequate and monitor for compliance with such resolutions and policies;

- f) review the financial results and the budget submitted to the Finance Committee by management and submit and recommend to the Board any changes to the budget;
  - g) oversee the management of the investment policy as established by the Board, and ensure that the investment policy as established by the Board is in place, and monitor for compliance with the policy;
  - h) review financial reports and financial statements and submit same at meetings of the Board, indicating the financial position of the Hospital;
  - i) review and submit to the Board for the approval of the Board, a financial statement for the past year;
  - j) ensure systems as established by the Board for the preparation and submission to the Board of compliance certificates confirming that wages and source deductions have been accomplished are in place, are functional and adequate and monitor for compliance with such systems;
  - k) where there is concern with respect to any of the above, review the matter with the Chief Executive Officer and report to the Board the results of those deliberations; and
  - l) perform such other duties as determined by the Board.
2. The Treasurer may delegate any of the Treasurer's duties that are appropriate and lawfully delegable, but remains responsible for the fulfilment of such duties.

## **27. DUTIES OF THE SECRETARY**

1. The Secretary shall,
- a) be appointed by, and shall report, to the Board of Directors;
  - b) attend meetings of members, meetings of the Directors including closed sessions and meetings of the standing and special committees of the Board; except when excused by the Chair, and shall enter or cause to be entered in books kept for that purpose, minutes of all proceedings at such meetings and shall circulate or cause to be circulated, the minutes of all such meetings of standing or special committees, to the members of such committees, as applicable;

- c) give, or cause to be given, all notices as required by the By-law of the Hospital of all meetings of the Corporation, the Board and its committees;
- d) attend to correspondence of the Board;
- e) prepare all reports required under any applicable Act or Regulation of the Province of Ontario;
- f) be the custodian of all minute books, documents and registers of the Corporation required to be kept by the provisions of the Corporations Act and all minutes, documents and records of the Board;
- g) keep copies of all testamentary documents and trust instruments by which benefits are given to the use of the Hospital;
- h) be the custodian of the seal of the Corporation; and
- i) perform such other duties as may from time to time be determined by the Board.

## **28. REGULAR MEETINGS OF THE BOARD AND NOTICE**

1. The Board shall meet at the Head Office of the Corporation on the fourth (4<sup>th</sup>) Wednesday of each month, or such other place, time and day as the Board may from time to time determine.
2. The Secretary shall give notice of the meeting to the Directors if the meeting is to be held at another time or day or at a place other than the Head Office. If notice is to be given it shall be delivered, telephoned or sent by fax or other electronic means to each Director at least twenty-four (24) hours in advance of the meeting or shall be mailed to each Director at least five (5) days in advance of the meeting.
3. There shall be at least nine (9) regular meetings of the Board per annum.
4. A meeting of the Board may be held without notice immediately following the annual meeting of the Corporation.
5. Members of the Hospital and the public may attend meetings of the Board of Directors of the Hospital subject to Board policy on closed sessions of meetings of the Board.
6. Members of the Hospital, members of the public and invited guests who attend Board meetings shall not interfere with the orderly conduct of the meeting. The Chair of the Board shall control all meetings of the Board and may expel any person for improper conduct at a meeting of the Board.

7. At the beginning of each Board year a list of the dates for all regularly scheduled Board meetings shall be prepared, and the list of the meetings shall be given to the Directors and the members of the Hospital and shall be made available to the public.
8. The Secretary shall provide to each Director not less than seven (7) days' written notice of a regularly scheduled Board meeting. The notice may be delivered, mailed, e-mailed or faxed.
9. The Secretary shall give notice of the meeting to the Directors if the meeting is held at another time or day or at a place other than the Head Office. If such notice is to be given, it shall be delivered, e-mailed, faxed or telephoned to each Director at least twenty-four (24) hours in advance of the meeting or shall be mailed to each Director at least five (5) days in advance of the meeting. Notification of time and place of the meeting shall be made available to the members of the Hospital and the public.
10. The declaration of the Secretary or Chair that notice has been given pursuant to the By-law shall be sufficient and conclusive evidence of the giving of such notice.
11. No error or omission in giving notice of a meeting of Directors shall invalidate such meeting or invalidate or make void any proceedings taken or had at such meeting and any Director may at any time waive notice of any such meeting and may ratify and approve any or all proceedings taken or had thereat.

**29. SPECIAL MEETINGS OF THE BOARD AND NOTICE**

1. The Chair may call special meetings of the Board.
2. The Secretary shall call a special meeting of the Board if three (3) Directors so request in writing.
3. The Secretary shall give notice of a special meeting of the Board and shall specify the purpose of the meeting, may be delivered or given by telephone or by fax or other electronic communication and shall be given at least twenty-four (24) hours in advance of the meeting.

**30. TELEPHONE MEETINGS**

1. 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.

**31. BOARD MEETINGS - CHAIR**

1. Board meetings shall be chaired by:
  - a) the Chair;
  - b) the Vice-Chair if the Chair is absent or unable to act; or
  - c) a Director elected by the Directors present if the Chair and Vice-Chair are both absent.

**32. PROCEDURES FOR BOARD MEETINGS**

1. The declaration of the Secretary that notice has been given pursuant to the By-law, shall be sufficient and conclusive evidence of the giving of such notice.
2. No error or omission in giving notice for a meeting of Directors shall invalidate such meeting or invalidate or make void any proceedings taken or had at such meeting and any Director may at any time waive notice of any such meeting and may ratify and approve any or all proceedings at that meeting.
3. Guests, other than member of public delegations as set out in section 31.9, may attend meetings of the Board only upon:
  - a) invitation by the Chair of the meeting through the Chief Executive Officer or designate;
  - b) invitation by the Chief Executive Officer with the approval of the Chair of the meeting; or
  - c) resolution of the Board.
4. Minutes shall be kept for all meetings of the Board and are the responsibility of the Secretary.
5. Questions arising at any meeting of the Board or any Committee established by means of these By-laws shall be decided by a majority of votes, provided that:
  - a) the Chair shall not have a vote unless there is a tie; and,
  - b) all votes shall be taken by a show of hands or a recorded vote if so requested.

6. Votes shall be taken by written ballot if so demanded by any voting member present, in which case:
  - a) the Chair shall have a vote; and,
  - b) if there is an equality of votes, the motion is lost.
7. Notwithstanding any provision in this By-law, a Director may request that the Director's vote on a motion or resolution be recorded in the minutes, and if such request is made, the Director's vote shall be recorded in the minutes.
8. A declaration by the Chair of the meeting that a resolution, vote or motion has been carried, and an entry to that effect in the minutes, shall be admissible in evidence as prima facie proof of the fact. The number or proportion of the votes recorded in favour of or against such resolution, vote or motion is not required as proof.
9. Public delegations to meetings of the Board or one of its Committees may address the meeting:
  - a) provided that written notice specifying the nature of the matter has been provided to the Chief Executive Officer ten (10) days prior to the meeting;
  - b) provided that a maximum number of three (3) persons attend on behalf of the delegation; and
  - c) provided that the presentation is limited to fifteen (15) minutes.
9. The conditions respecting public delegations may be waived by the Board at its sole discretion.

### **33. QUORUM**

A quorum for any meeting of the Board shall be a majority of the Directors entitled to vote.

### **34. 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 a procedural text as specified by majority vote of the Board.

### **35. ESTABLISHMENT AND MEMBERSHIP OF STANDING AND SPECIAL**



## **COMMITTEES OF THE BOARD**

1. At the first meeting of the Board following the annual meeting of the Corporation, the Board shall,
  - a) establish the following standing committees of the Board:
    - i) the Executive Committee;
    - ii) the Finance and Audit Committee;
    - iii) the Fiscal Advisory Committee;
    - iv) the Governance and Strategic Planning Committee;
    - v) the Joint Conference Committee;
    - vi) the Medical Advisory Committee;
    - vii) the Nominating and By-Laws Committee;
    - viii) the Quality Assurance Committee; and
    - ix) such other committees as the Board may from time to time deem necessary.
  - b) with the exception of the Medical Advisory Committee, the membership which shall be as set out in section 95.1 of this By-law, and subject to section 43.1 (Fiscal Advisory Committee) of this By-Law, and the provisions of Regulation 965 under the Public Hospitals Act, appoint from among themselves the chair and vice-chair of the standing committees of the Board; and
  - c) with the exception of the Medical Advisory Committee the membership of which shall be as set out in clause 95.1 of this By-law, and subject to section 43.1 (Fiscal Advisory Committee) of this By-Law, appoint from among themselves the members of the standing committees of the Board.
2. With the exception of the Executive Committee and the Medical Advisory Committee, the membership of which shall be as set out in sections 36.1 and 95.1 respectively, the Board may appoint additional members who are not Directors to all committees of the Board, 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.

3. Subject to all applicable Legislation, the Board may combine the functions of one or more of the standing committees and assign the functions so combined to the Executive Committee.
4. The Board may, at any meeting, appoint any special committee and appoint the chair and the members of the special committee.
5. The Board shall prescribe terms of reference for any special committee.
6. The Board may by resolution dissolve any special committee at any time.

**36. PROCEDURES FOR BOARD COMMITTEE MEETINGS**

1. Only members of a committee, subcommittee or task force of the Board, including the Medical Advisory Committee and the Fiscal Advisory Committee, may attend meetings of such committees, subcommittees or task forces.
2. Despite subsection 35.1, a committee, subcommittee or task force of the Board, including the Medical Advisory Committee and Fiscal Advisory Committee, may, by resolution, approve that individuals such as external 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.
3. Guests may attend Board Committee meetings at the invitation of the Chair of the Board Committee.
4. Meetings of committees, subcommittees or task forces of the Board, including the Medical Advisory Committee and Fiscal Advisory Committee, shall be held at the call of the Chair, the chair of the committee of the Board or at the request of any two (2) members of the committee of the Board.
5. Business arising at any meeting of a committee, subcommittee or task force of the Board, including the Medical Advisory Committee and the Fiscal Advisory Committee, shall be decided by a majority of votes, provided that,
  - a) votes shall be taken by a show of hands, in which case,
    - i) the chair shall have a vote; and
    - ii) if there is an equality of votes, the chair shall not exercise a second vote in order to break a tie.
  - b) despite clause 35.5 (a) votes shall be taken by written ballot if so demanded by any voting member present in which case,

- i) the chair shall have a vote; and
  - ii) if there is an equality of votes, the motion is lost.
- 6. Minutes shall be recorded for all meetings of committees, subcommittees and task forces of the Board, including the Medical Advisory Committee and Fiscal Advisory Committee.
- 7. A quorum for any meeting of a committee of the Board, subcommittee or task force of the Board, including the Medical Advisory Committee and the Fiscal Advisory Committee, shall be a majority of the members of the committee, subcommittee, or task force entitled to vote.

**37. EXECUTIVE COMMITTEE**

- 1. The Board shall elect from among themselves an Executive Committee consisting of not fewer than three (3) members and shall consist of:
  - a) the Chair;
  - b) the Vice-Chair;
  - c) the Chair of the Finance Committee;
  - d) the Chief of Staff, ex officio (without a vote);
  - e) the Chief Executive Officer, ex officio (without a vote);
  - f) at least one (1) other Director; and
- 2. 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;
  - b) study and advise or make recommendations to the Board on any matter as directed by the Board;
  - c) evaluate the Chief Executive Officer's performance;
  - d) inform and advise the Board on labour relations matters of significance which could affect the entire Corporation;
  - e) coordinate and monitor Board goals and objectives in relation to the

Strategic Plan;

- f) monitor the Board's performance as it relates to expectations of government, accreditation body and the public;
- g) conduct strategic planning as required from time to time; and
- h) monitor and review all policies relating to occupational health and safety.
- g) conduct periodic training of Board members including evaluations of the Board's effectiveness in terms of structure, process, goal attainment and, generally, the mission and purpose of SSCHS.

**38. FINANCE AND AUDIT COMMITTEE**

1. The Finance and Audit Committee shall consist of at least:
  - a) the Chair;
  - b) the Vice-Chair;
  - c) the Chief of Staff or designate, ex-officio (without a vote);
  - d) at least one (1) other Director;
  - e) the Chief Executive Officer, ex-officio (without a vote); and,
  - f) the Chief Financial Officer (without a vote).
2. The Finance and Audit Committee shall:
  - a) review and recommend to the Board for approval a detailed annual budget for capital and operating revenues and expenditures including allocations of staff capital equipment, renovations, for the ensuing fiscal year;
  - b) review and approve ongoing financial statements and advise the Board accordingly at least quarterly;
  - c) recommend to the Board the types and amounts of insurance to be carried by the Corporation and review these annually;
  - d) meet with the Auditor and review the annual audited financial statement and Auditor's report prior to the annual meeting of the Corporation;

- e) inform and advise the Board on financial matters as requested;
  - f) advise the Board on the financial, staffing and labour relations implications of the Hospital's annual operating plan;
  - g) review and recommend for approval major contractual arrangements such as banking, borrowing, insurance and fidelity bonds, architects, engineers and contractors;
  - h) review and recommend for approval, proposals regarding wage rates and employee benefits provided to employees of the SSCHC; and
  - i) advise and report to the Board the application of all corporate policies and practices relating to human resources administration ensuring that policies are fair and equitable to patients, staff, visitors and the public.
3. The Finance and Audit Committee shall receive at any one of its meetings any written report and recommendations of the Auditor.
4. The Chief Executive Officer may send a copy of the excerpt on the discussion of the audit from the Finance and Audit Committee's minutes to the Auditor.

**39. JOINT CONFERENCE COMMITTEE**

1. The Joint Conference Committee shall consist of:
- a) the Chair of the Board;
  - b) one (1) other Director who is not a physician;
  - c) two (2) members of the Medical Advisory Committee, one (1) of whom shall be the Chief of Staff ex officio (without a vote); and
  - d) the Chief Executive Officer ex officio (without a vote).
2. The Joint Conference Committee may invite guests to attend meetings of the Committee.
3. The Joint Conference Committee shall provide liaison among the Board, the Hospital Management and the Medical Staff and shall discuss sensitive issues and, if possible, provide understanding on points of mutual interest to the Board, the Hospital Management and the Medical Staff, and shall report back to the Board and to the Medical Advisory Committee. The Board shall be the final arbiter in the event of a conflict, which are not appropriate to deal with at any other Board Committee.

4. The Joint Conference Committee shall meet at the call of the Committee Chair or the request of any two (2) Directors.

**40. NOMINATING AND BY-LAWS COMMITTEE**

1. The Nominating and By-laws 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 (without a vote).
2. The Nominating Committee shall:
  - a) nominate persons for election to the Board to fill any vacancies on the Board;
  - b) nominate Directors for consideration by the Board for election or appointment as officers of the Corporation;
  - c) review, revise and recommend to the Board and then to the Corporation for approval of any changes to the By-laws.
3. In selecting persons as nominees for election to the Board, the Committee shall:
  - a) endeavour to provide for broad community representation after considering the list of appointed and ex officio Directors;
  - 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 provision of health and social services generally in Ontario and particularly in providing services to the Chapleau community in accordance with the goals and objectives of the Corporation.
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.
5. The Nominating and By-laws Committee shall perform such other duties as may be requested by the Board from time to time.

#### **41. GOVERNANCE AND STRATEGIC PLANNING COMMITTEE**

1. The Governance and Strategic Planning Committee shall consist of Directors of the Board as follows:
  - a) two (2) Directors; and
  - b) the Chair, *ex officio*.
2. The Chief Executive Officer shall attend meetings of the Governance and Strategic Planning Committee.
3. The Governance and Strategic Planning Committee shall ensure processes are established and monitored for,
  - a) the establishment and review of the SSCHS's mission, vision and values;
  - b) the evaluation of the Chief Executive Officer's performance and approval of the Chief Executive Officer's compensation, and setting of the Chief Executive Officer's goals and objectives;
  - c) the evaluation of the Chief of Staff's performance and approval of the Chief of Staff's compensation, and setting of the Chief of Staff's goals and objectives;
  - d) an effective Board orientation program and the continuing education of the members of the Board;
  - e) the establishment, on an annual basis, of Board goals and objectives (separate from the Corporate goals and objectives);
  - f) the evaluation of its own performance in relation to its responsibilities and periodic review and revision of governance policies, processes and structures as appropriate; and
  - g) a regular review of the By-Laws and governance structure of SSCHS.
4. The Governance and Strategic Planning Committee shall establish and recommend to the Board a strategic plan for the development of the SSCHS's related services and shall evaluate, update and make recommendations on the strategic plan to the Board at least annually and shall:
  - a) participate in the ongoing assessment of the health care needs of the Hospital's community and catchment area;

- b) assess the SSCHS's role in meeting the needs of the community and catchment area;
- c) develop, evaluate, update and make recommendations to the Board on the SSCHS's mission and role for its community and catchment area;
- d) develop, evaluate, update and make recommendations to the Board on an implementation plan which supports the SSCHS's key strategies for achieving its mission and role;
- e) develop and at least annually evaluate, update and make recommendations to the Board on a short-term operating plan;
- f) develop and at least annually evaluate, update and make recommendations to the Board on a human resources plan which includes a profile of the present medical, dental, extended class nursing and SSCHS staff as well as projections of future medical, dental, extended class nursing staff and SSCHS staff requirements;
- g) establish priorities for future capital expenditures and resources required to implement the strategic plan; and
- h) perform such other duties as may be requested by the Board.

**42. QUALITY ASSURANCE COMMITTEE**

1. The Quality Assurance Committee shall be composed of the following:
  - a) At least the number of voting members of the hospital's board that are required to ensure that one third of the members of the quality committee are voting member of the hospital board.
  - b) One member of the hospital's medical advisory committee.
  - c) The hospital's chief nursing executive within the meaning of Regulation 965 of the Revised Regulations of Ontario, 1990 (Hospital Management) made under the Public Hospital Act.
  - d) One person who works in the hospital and who is not a member of the College of Physicians and Surgeons of Ontario or the College of Nurses of Ontario.
  - e) The hospital's administrator within the meaning of the Public Hospitals Act.



- f) Such other persons as are appointed by the hospital's board. O. Reg. 445/10, s. 1(3).
- 2. The hospital's board shall appoint a voting member of the board to be the chair of the quality committee. O. Reg. 445/10, s. 1 (4).
- 3. All members, except the designated Board members, may with the approval of the Board of Directors, appoint a delegate to sit as a member of the quality committee in his or her stead on a temporary basis.
- 4. The Quality Committee shall:
  - a) monitor report and report to the responsible body on quality issues and on the overall quality of services provide in the health care organization, with reference to appropriate data.
  - b) consider and make recommendations to the responsible body regarding quality improvement initiatives and policies.
  - c) ensure that best practices information supported by available scientific evidence is translated into materials that are distributed to employees and persons providing services within the health care organization, and to subsequently monitor the use of these materials by these people.
  - d) oversee the preparation of annual quality improvement plans.
  - e) carry out any other responsibilities provided for in O. Reg 445/10, c. 14, s. 4.

#### **43. COMMUNITY RELATIONS COMMITTEE**

- 1. The Community Relations Committee shall consist of at least:
  - a) the Vice-Chair;
  - b) the Chief of Staff or designate, ex officio (without a vote);
  - c) two (2) other Directors;
  - d) the Chief Executive Officer, ex officio (without a vote); and
  - e) such other persons as may be appointed by the Board from time to time.
- 2. The Committee shall be responsible for the following Community Relations

functions:

- a) make recommendations to the Board concerning:
  - i) methods of interpreting the Corporation's policies and rules that will ensure that these are well understood by the public, patients, visitors, residents, members of the community and the news media;
  - ii) the establishment and operation of programs and policies which will improve the image of the Corporation and earn for the Corporation public understanding, acceptance and financial support;
  - iii) the public relations methods and techniques to be employed by the Corporation; and
  - iv) the establishment and operation of effective lines of communication between the Corporation and the community, the Corporation and the news media and between the Corporation and various levels of government.
- b) review and report to the Board at least annually on:
  - i) public attitudes in relation to the Corporation;
  - ii) the complete public relations program; and
  - iii) the effectiveness of the public relations methods and techniques used at the Corporation.

#### **44. NON BOARD COMMITTEES - FISCAL ADVISORY COMMITTEE**

- 1. The Fiscal Advisory Committee shall consist of:
  - a) the Chief Executive Officer ex officio (without a vote);
  - b) a member of the Medical and Dental Staff elected by the Medical and Dental Staff;
  - c) a Chief Nursing Executive or another person representing the nurses who is a manager, appointed or elected in accordance with the By-law; and
  - d) a Staff Nurse who is elected in accordance with the By-law.
- 2. In addition to those persons appointed to the Fiscal Advisory Committee in section 43.1, 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 through the Chief Executive Officer or designate with respect to the operation, use and staffing of the SSCHS.

**45. CHIEF EXECUTIVE OFFICER**

1. The Chief Executive Officer shall be appointed by the Board in accordance with its approved selection process.
2. The Board may at any time revoke or suspend the appointment of the Chief Executive Officer.

**46. DUTIES OF THE CHIEF EXECUTIVE OFFICER**

1. The Chief Executive Officer shall:
  - a) be responsible to the Board for the organization and management of the Corporation in accordance with policies established by the Board and subject to direction of the Board;
  - b) ensure appropriate systems and structures are in place for the effective management and control of the Corporation and its resources including the employment, development, control, direction and discharge of all employees of the Corporation;
  - c) ensure structures and systems for the development, review and recommendation of new programs, program expansion or changes;
  - d) ensure effective manpower planning and identify resource implications;
  - e) establish an organizational structure to ensure accountability of all departments and staff for fulfilling the mission, objectives and strategic plan of the Corporation;
  - h) provide leadership in support of the Board's responsibility to develop and periodically review the mission, objectives and strategic plan of the Corporation; implement the mission, objectives and strategic plan of the organization;
  - i) develop, recommend and foster the values, culture and philosophy of the Corporation;

- j) communicate with health care, social services and community service agencies at the district and regional levels to promote coordination and/or planning and delivery of local health care, social services and community services;
- k) represent the Corporation externally to the community, government, media and other organizations and agencies except with respect to Board matters;
- l) be responsible for the payment by the Corporation of all salaries and amounts due from and owing by the Corporation which fall within the purview and scope of the approved annual budget or otherwise as may be established from time to time by resolution of the Board;
- m) prepare and forward a detailed report to the College of Physicians and Surgeons of Ontario where,
  - i) the application of a physician for appointment or reappointment to the medical staff of the hospital is rejected by reason of the physician incompetence, negligence or misconduct,
  - ii) the privileges of a member of the Medical Staff of the hospital are restricted or cancelled by reason of the Medical Staff member's incompetence, negligence or misconduct, or
  - iii) a physician voluntarily or involuntarily resigns from the Medical Staff of the hospital during the course of an investigation into the physician's competence, negligence or conduct
- l) notify the Chief of Staff, the Chief of Department, and in the case of a member of the extended class nursing staff the Chief Nursing Executive, and the Board if necessary, of,
  - i) any failure of any member of the medical, dental, or extended class nursing staff to act in accordance with statute law or regulations thereunder, or the Hospital By-law and Rules,
  - ii) any belief that a member of the medical, dental, or extended class nursing staff is unable to perform the persons professional duties with respect to a patient in the Hospital
  - iii) any patient who does not appear to be receiving the most appropriate treatment and care or who is not being visited frequently enough by the attending member of the medical, dental, or extended class nursing staff; and

- iv) any other matter about which they should have knowledge;
- m) establish the selection process for the engagement of a Chief Nursing Executive and hire the Chief Nursing Executive in accordance with the process;
- n) establish the functions and responsibilities of the Chief Nursing Executive;
- o) annually conduct the Chief Nursing Executive's formal performance evaluation and review and approve the Chief Nursing Executive's compensation, and set the Chief Nursing Executive's goals for the coming year;
- p) report to the Board as necessary regarding the occupational health and safety program;
- q) report to the Board as necessary in respect of the health surveillance program;
- r) be responsible to the Board for taking such action as considered necessary to ensure compliance with the Public Hospitals Act, the Regulations and the By-laws of the Corporation and all other statutory and regulatory requirements applicable to the Corporation;
- s) attend meetings of the Medical Advisory Committee and Fiscal Advisory Committee;
- t) attend meetings of the Board and report to the Board on any matters about which it should have knowledge and subject to this By-law be a member of Board Committees as an ex officio member without a vote;
- u) attend meetings of the Board;
- v) attend meetings of all Board Committees;
- w) despite section 45.1(t), be a member of the Fiscal Advisory Committee as provided for in section 43.1(a) of this By-law;
- x) perform such other duties as may be directed from time to time by the Board.
- y) perform such other reasonable duties as directed from time to time by the Board;
- z) participate in continuing professional and educational development and ensure staff participation in same;

- aa) develop and maintain an effective senior management team;
  - bb) be Secretary - Treasurer of the Corporation; and
  - cc) be the Secretary of the Board and shall be responsible for recording and circulating the minutes of the Board, preparing and circulating notices of Board meetings and attending to such other matters necessary for the operation of the Board subject to the direction of the Chair.
2. The Board may, by resolution, authorize the Chief Executive Officer to attend external meetings on behalf of the Corporation, to participate in such meetings on behalf of the Corporation, and to vote at such meetings on behalf of the Corporation.

## **PART V - RECORDS AND AUTHORIZATIONS**

### **47. RETENTION OF WRITTEN STATEMENTS**

The Chief Executive Officer shall cause to be retained for the time period required by the Ministry of Health and Long-Term Care or otherwise under any relevant law governing record retention, all medical records, notes, charts and other material, including all written statements, relating to patient care and photographs thereof.

### **48. BONDING - FIDELITY INSURANCE**

1. Directors, officers and employees as the Board may designate shall secure from a guarantee company a bond of fidelity of an amount approved by the Board.
2. The requirements of section 47.1 may be met by an alternative form of employee fidelity insurance such as, but not limited to, a blanket position bond, a commercial blanket bond, or a comprehensive dishonesty, disappearance and destruction policy, at the discretion of the Board.
3. The Corporation shall pay the expenses of any fidelity bond or policy secured under this section.

### **49. SIGNING OFFICERS**

The Chair, Vice-Chair or Chair of the Finance Committee and the Secretary-Treasurer (Chief Executive Officer) or Director of Finance jointly shall sign on behalf of the Corporation and affix the Corporate Seal to all contracts, agreements, conveyances, mortgages, or other documents, as may be required by law or as authorized by the Board.

**50. SEAL**

The Seal of the Corporation shall be in the form impressed hereon.

**51. BANKING AND BORROWING**

1. The Board shall by resolution designate the banks in which the monies of the Corporation shall be deposited and in which any stocks, bonds or other securities of the Corporation shall be placed for safekeeping.
2. The Chair, Vice-Chair, Secretary - Treasurer (CEO), Chair of the Finance Committee, one other Director of the Finance and Audit Committee, and such other Directors and/or employees as the Board shall deem appropriate by annual resolution of the Board, be authorized in the name of the Corporation,
  - a) to draw, accept, sign and make all bills of exchange; promissory notes, cheques and orders for payment of money;
  - b) to receive all monies and give a quittance for same;
  - c) subject to Board approval to assign and transfer to the bank(s) all or any stocks, bonds and other securities;
  - d) subject to Board approval, from time to time to borrow money from a bank by incurring an overdraft, line of credit or otherwise; and
  - e) generally, for and in the name and on behalf of the Corporation to transact with the said bank any business they may think fit.
3. Any officer of the Corporation or any official as may from time to time be designated by the Board is hereby authorized on behalf of the Corporation,
  - a) to negotiate with, deposit with, endorse or transfer to a new 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;
  - b) from time to time to arrange, settle, balance and certify all books and accounts between the Corporation and the Corporation's bank, and
  - c) to receive all paid cheques and vouchers; and,
  - d) to sign the bank's form of settlement of balances and releases.

**52. INVESTMENTS**

The Board may invest only in securities authorized by the Trustee Act of the Province of Ontario:

- a) all monies given in trust to the Corporation for the use of the Corporation;
- b) all Corporation monies not required for operating expenses; and
- c) notwithstanding the provisions of section 51(a), the Board may, in its discretion, retain investments not authorized by the Trustee Act which are given to the Corporation in specie.

### **53. TRUST FUNDS**

The Board may, by resolution, authorize the Chief Executive Officer to maintain accounts for the purposes of administering the funds held for the account of patients of SSCHS. Any two (2) signing officers may be authorized to administer such accounts by resolution of the Board. The CEO shall report to the Board annually on the state of all accounts administered for patients.

### **54. ENDOWMENT BENEFITS**

No benefit given in trust to or to the use of the Corporation for endowment purposes shall be hypothecated, transferred or assigned to obtain credit or to receive funds except as allowed by section 50.

### **55. 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. In addition to making the report at the annual meeting of the Corporation, the Auditor shall from time to time report through the Finance Committee to the Board on the audit work with any necessary recommendations.

## **PART VI - PROGRAMS**

### **56. OCCUPATIONAL HEALTH AND SAFETY PROGRAM**

1. There shall be an Occupational Health and Safety Program for the SSCHS.



2. The program referred to in section 55.1 shall include procedures with respect to:
  - a) a safe and healthy work environment in the SSCHS;
  - b) the safe use of substances, equipment and medical devices in the SSCHS;
  - c) safe and healthy work practices in the SSCHS;
  - d) the prevention of accidents to persons on the premises of the SSCHS;  
and
  - e) the elimination of undue risks and the minimizing of hazards inherent in the SSCHS environment.
3. The person designated by the Chief Executive Officer to be in charge of occupational health and safety in the SSCHS shall be accountable to the Chief Executive Officer for the implementation of the Occupational Health and Safety Program.
4. The Chief Executive Officer shall report to the Board as necessary on matters in respect of the occupational health and safety program.

#### **57. HEALTH SURVEILLANCE PROGRAM**

1. There shall be a Health Surveillance Program for the SSCHS.
2. The program referred to in section 56.1 shall:
  - a) be in respect of all persons carrying on activities in the SSCHS; 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 SSCHS shall be accountable to the Chief Executive Officer for the implementation of the health surveillance program.
4. The Chief Executive Officer shall report to the Board as necessary on matters in respect of the health surveillance program.

### **PART VII - ORGAN DONATION**

#### **58. ORGAN DONATION**

1. 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.
2. The Board shall ensure that such procedures are implemented in the Hospital.

## **PART VIII - PARTICIPATION OF NURSES**

### **59. PARTICIPATION OF NURSES ON COMMITTEES**

The Chief Nursing Executive a staff nurse elected in accordance with this By-law and a nurse who is a manager appointed in accordance with this By-law shall be a member, with full-voting privileges, of those committees, approved by the Board to have nurse representation, that deal with one or more of the following:

- a) nurses' clinical practice;
- b) utilization review;
- c) quality assurance;
- d) risk management;
- e) hospital planning process; and
- f) any other matter as the Board may deem advisable.

### **60. ELECTION OF STAFF NURSES**

1. There shall be an annual meeting of the Staff Nurses.
2. A Nominating Committee shall be elected by Staff Nurses at each annual meeting of the Staff Nurses and shall consist of three (3) Staff Nurses.
3. The Nominating Committee shall at least thirty (30) days before the annual meeting of the Staff Nurses, post in the cafeteria, a list of the names of those Staff Nurses who are nominated to the various Hospital committees that require nursing participation.
4. The Nominating Committee shall call for any further nominations to be made in

writing to the Chair of the Nominating Committee within fifteen (15) days after the posting of the names referred to in section 59.3. These further nominations shall be signed by two (2) Staff Nurses and shall be posted alongside the list referred to in section 59.3.

5. All nominees shall have signified in writing on the nomination form, acceptance of the nomination.
6. Elections of Staff Nurses to the various committees in the Hospital that require nursing participation shall be conducted at each annual meeting of the Staff Nurses.

**61. FAILURE TO ELECT A STAFF NURSE AND VACANCIES**

1. Where the election process for Staff Nurses has been carried out and no Staff Nurse is elected, then the Board may appoint a Staff Nurse to be a member of such committee.
2. Where a duly elected Staff Nurse resigns the Staff Nurse's seat on a committee, or is unable to complete the Staff Nurse's term for any reason, then the Board may appoint the Staff Nurse with the next highest number of votes, or appoint a Staff Nurse to complete the term.

**62. ELECTION OR APPOINTMENT OF NURSES WHO ARE MANAGERS**

The Chief Nursing Officer shall determine the mechanism by which Nurses who are managers are elected or appointed to the various committees in the Hospital that require nursing participation.

**PART IX - VOLUNTARY ASSOCIATIONS**

**63. AUTHORIZATION**

The Board may sponsor the formation of the Hospital Auxiliary, or any other ancillary association(s) as it deems advisable.

**64. 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 and other persons served by the Corporation.

**65. CONTROL**

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

**66. REPRESENTATION ON BOARD**

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

**67. AUDITOR**

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

**PART X - MEDICAL STAFF**

**68. PURPOSE OF THE MEDICAL STAFF ORGANIZATION**

The purpose of the Medical Staff organization, in addition to fulfilling the responsibilities established by the laws of Ontario and this By-law, are:

- a) to provide a structure whereby the members of the Medical Staff participate in the Corporation's planning, policy setting, and decision making;
- b) to serve as a quality assurance system for medical care rendered to patients by the Medical Staff and to ensure the continuing improvement of the quality of medical care; and
- c) to provide a structure and process to ensure that all patients receive medical care.

**69. MEDICAL STAFF APPOINTMENT**

The Board shall appoint annually a Medical Staff for the Corporation.

**70. APPLICATION FOR APPOINTMENT TO THE MEDICAL STAFF**

1. An application for appointment to the medical staff shall be processed in accordance with the provisions of the Public Hospitals Act, and in accordance with the Regulations thereunder and this By-law.
2. On request, the Chief Executive Officer (CEO) shall supply a copy of the By-

laws, the rules of the Hospital and the Public Hospitals Act and the Regulations thereunder and the prescribed form to each physician who expresses in writing the intention to apply for appointment to the Medical Staff.

3. An applicant for appointment to the Medical Staff shall submit one (1) original written application and one (1) copy of the application to the Chief Executive Officer.
4. Each application shall contain:
  - a) a statement by the applicant that the applicant has read the Public Hospitals Act and the Hospital Management Regulation thereunder and the By-laws and rules of the Hospital;
  - b) an undertaking that, if the applicant is appointed to the Medical Staff of the Hospital, the applicant will govern himself or herself in accordance with the requirements set out in the By-laws and rules of the Corporation and the relevant legislation;
  - c) evidence of medical practice protection coverage satisfactory to the Board and which may be subject to verification;
  - d) a list of the privileges which are requested;
  - e) an up-to-date curriculum vitae;
  - f) a list of three (3) appropriate referees;
  - g) information of any previous disciplinary proceeding where there was an adverse finding;
  - h) information of any civil suit where there was a finding of negligence or battery; and
  - i) a signed consent authorizing any medical regulatory authority to provide a report on:
    - i) any action taken by its disciplinary committee; and
    - ii) whether the applicant's privileges have been curtailed or cancelled by any medical regulatory authority or by another hospital because of incompetence, negligence, incapacity, or any act of professional misconduct.
5. Each new applicant shall visit the Hospital for an interview with appropriate

members of the Medical Staff and the Chief Executive Officer or the Chief Executive Officer's delegate.

6. The Chief Executive Officer shall retain a copy of the application and shall refer the original application immediately to the Medical Advisory Committee (MAC) through the Chair who shall keep a record of each application received and shall ensure that each application is processed by the MAC acting as the Credentials Committee in accordance with this By-law and the Public Hospitals Act.
7. Each application shall be considered by the Medical Advisory Committee which shall make a recommendation thereon in writing to the Board within sixty (60) days from the date of the application.
8. Despite section 69.7, the Medical Advisory Committee may make its recommendation later than sixty (60) days after the date of the application if, prior to the expiry of the sixty (60) day period, it indicates in writing to the board and the applicant that a final review cannot yet be made and gives written reasons therefor.
9. The Hospital and the Medical Advisory Committee shall deal with the application in accordance with the Public Hospitals Act and the procedures set out in this By-law.

#### **71. CRITERIA FOR APPOINTMENT TO THE MEDICAL STAFF**

1. Only an applicant qualified to practice medicine and who holds a current valid Certificate of Registration with the College of Physicians and Surgeons of Ontario is eligible to be a member of and appointed to the Medical Staff of the Hospital except as otherwise provided for in this By-law.
2. Subject to such other criteria as may be determined by the Board from time to time, the applicant will have:
  - a) a current valid Certificate of Registration from the College of Physicians and Surgeons of Ontario;
  - b) a Certificate of Professional Conduct from the College of Physicians and Surgeons of Ontario;
  - c) a demonstrated ability to provide patient care at an appropriate level of quality and efficiency;
  - d) demonstrated ability to communicate, work with and relate to all members of the Medical, Dental, extended class nursing and Corporation staff in a cooperative and professional manner as approved by the Chief of Staff;

- e) a demonstrated ability to communicate and relate appropriately with patients and patient's relatives as approved by the Chief of Staff;
  - f) a willingness to participate in the discharge of staff obligations appropriate to membership group;
  - g) adequate training and experience for the privileges requested;
  - h) a willingness and demonstrated ability to provide emergency room coverage on a rotation basis as required by the Chief of Staff;
  - i) a report on, among other things, the experience, competence and reputation of the applicant from the Chief of Staff or Chief of Department in the last hospital in which the applicant trained or held an appointment;
  - j) in the case of a certified specialist, a report from the Chief of Department in which training was completed, as well as a report from the Chief of the Department in which the certified specialist last practiced;
  - k) evidence of medical practice protection coverage satisfactory to the Board; and
  - l) adequate training and experience for the privileges requested.
3. The applicant must agree to govern himself or herself in accordance with the requirements set out in this By-law, the Medical Staff Rules and the Corporation's policies and relevant legislation.
  4. The applicant must demonstrate, to the satisfaction of the MAC acting as the Credentials Committee, adequate control of any significant physical or behavioural impairment that affects skill, attitude or judgment.
  5. There must be a need for the services offered by the applicant in the community and adequate resources available to meet such need.

**72. TERM**

Each appointment to the Medical Staff shall be for one (1) year, but shall continue in effect until the Board has made appointments for the ensuing year.

**73. REVOCAION, SUSPENSION OR ALTERATION OF APPOINTMENT**

Pursuant to the Public Hospitals Act and this By-law the Board at any time may revoke, suspend or alter any appointment to the Medical Staff and may revoke any other

appointment of a member of the Medical Staff to any office in the Hospital.

**74. RE-APPOINTMENT**

1. Upon recommendation by the Medical Advisory Committee, the Board shall establish and approve a process for the annual performance review of each member of the medical staff.
2. Each year each member of the medical staff shall make a written application for re-appointment to a group of the medical staff of the Hospital in the prescribed form and in accordance with the Standardized Credentialing Policy.

**75. CRITERIA FOR RE-APPOINTMENT TO THE MEDICAL STAFF**

1. The applicant continues to meet the criteria set out at section 70.
2. The applicant demonstrates an appropriate use of the Corporation's resources.

**76. REFUSAL TO RE-APPOINT**

1. Pursuant to the Public Hospitals Act and in accordance with the Regulations thereunder, the Board may refuse to re-appoint a member of the medical staff.
2. Where a member has applied under section 73.2 for re-appointment, the member's appointment shall be deemed to continue,
  - a) until the re-appointment is granted; or
  - b) where the member is served with notice that the board refuses to grant the re-appointment, until the time for giving notice requiring a hearing by the Health Professions Appeal and Review Board has expired and, where a hearing is required, until the decision of the Health Professions Appeal and Review Board has become final.

**77. APPLICATION FOR CHANGE OF PRIVILEGES**

1. Where a physician wishes to change the physician's privileges, the physician shall make a written application, in the prescribed form, listing the change of privileges which is requested and shall submit evidence of appropriate training and competence in respect of the privileges being requested.
2. Applications for a change of privileges shall be processed in accordance with the provisions of the Public Hospitals Act and the Standardized Credentialing Policy.

**78. MONITORING ABERRANT PRACTICES**



Where any member of the Medical Staff, Dental Staff, or Extended Class Nursing Staff or Hospital staff believes that a member of the Medical Staff is attempting to exceed the member's privileges or is temporarily incapable of providing a service that the member of the Medical Staff is about to undertake, the belief shall be communicated immediately to the Chief of Staff and to the Chief Executive Officer.

#### **79. VIEWING OPERATIONS OR PROCEDURES**

Any therapeutic action, operation or procedure performed in the Hospital may be viewed without the permission of the physician by,

- a) the Chief of Staff or delegate; or
- b) the Chief of the Department or delegate.

#### **80. MEDICAL STAFF GROUPS**

The Medical Staff shall be divided into the following groups:

- a) Active;
- b) Associate;
- c) Courtesy;
- d) Locum Tenens;
- e) Temporary;
- f) Honorary;
- g) Resident Staff and,
- h) Medical Student.

#### **81. ACTIVE MEDICAL STAFF**

1. The Active Medical Staff shall consist of those physicians who have been appointed by the Board.
2. Except where approved by the Board, no physician with an Active Medical Staff appointment at another hospital shall be appointed to the Active Medical Staff.

3. Every physician applying for appointment to the Active Medical Staff may be assigned to the Associate Medical Staff for a probationary period if the Board so requires.
4. All Active Medical Staff members are responsible for assuring that medical care is provided to all patients in the Hospital.
5. All Active Medical Staff members shall have admitting privileges unless otherwise specified in their appointment to the Medical Staff.
6. All Active Medical Staff members shall be eligible to vote at Medical Staff meetings, to hold office and to sit on any committee of the Medical Staff.
7. Each member of the Active Medical Staff shall:
  - a) undertake such duties in respect of those patients classed as emergency patients and such outpatient clinics as may be specified by the Chief of Staff, including but not limited to the sharing of on-call duties with other members of the Medical Staff;
  - b) attend patients, and undertake treatment and operative procedures only in accordance with the kind and degree of privileges granted by the Board;
  - c) act as a supervisor of a member of the medical, dental staff, as and when requested by the Chief of Staff or the Chief of Department, and act as a supervisor of the extended class nursing staff, for the diagnosing, prescribing for or treating out-patients, as and when requested by the Chief of Staff or the Chief of Department; and
  - d) be expected to make themselves available for committee membership.

## **82. ASSOCIATE MEDICAL STAFF**

1. Each Associate Medical Staff member shall have admitting privileges unless otherwise specified in the appointment.
2. An Associate Medical Staff member shall work for a probationary period under the supervision of the Chief of Staff or an Active Medical Staff member named by the Chief of Staff who shall carry out the duties of a supervisor in accordance with the Medical and Dental Staff rules for six (6) months.
3. From time to time and at least every three (3) months after the appointment of an Associate Medical Staff member to the Medical Staff, the Chief of Staff shall prepare a written report, which shall include:

- a) information concerning the professional knowledge and skill which has been demonstrated by the Associate Medical Staff member;
  - b) the nature and quality of the member's work in the Hospital;
  - c) comments on the utilization of the Corporation's resources by the Associate Medical Staff member; and
  - d) comments on the ability of the Associate Medical Staff member to function in conjunction with other members of the Medical Staff and the staff of the Corporation.
4. After six (6) months, the appointment of a physician to the Associate Medical Staff shall be reviewed by the Medical Advisory Committee acting as the Credentials Committee.
  5. The Medical Advisory Committee may recommend that the physician be appointed to the Active Medical Staff or may require the physician to be subject to a further probationary period not to exceed six (6) months.
  6. The Chief of Staff, upon the request of an Associate Medical Staff member or a supervisor, may assign the Associate Medical Staff member to a different supervisor for a further probationary period not to exceed six (6) months.
  7. At any time an unfavourable report may cause the Medical Advisory Committee to consider making a recommendation to the Board that the appointment of the Associate Medical Staff member be terminated.
  8. No member of the Medical Staff shall be appointed to the Associate Medical Staff for more than twelve (12) consecutive months.
  9. An Associate Medical Staff member shall:
    - a) attend patients and undertake treatment and operative procedures under supervision in accordance with the kind and degree of privileges granted by the Board on the recommendation of the Medical Advisory Committee; and
    - b) undertake such duties in respect of those patients classed as emergency patients and of outpatient clinics as may be specified by the Chief of Staff, including but not limited to the sharing of on-call duties with other members of the Medical Staff.
  10. A member of the Associate Medical Staff shall not vote at Medical Staff meetings nor be elected a Medical Staff Officer, but may be appointed to a Committee of

the Medical Staff.

**83. COURTESY MEDICAL STAFF**

1. The Board may grant a physician an appointment to the Courtesy Medical Staff in one or more of the following circumstances:
  - a) the applicant has an Active Medical Staff commitment at another hospital;
  - b) the applicant lives at such a remote distance from the Hospital that it limits full participation in Active Medical Staff duties, but the applicant wishes to maintain an affiliation with the Hospital;
  - c) the applicant has a primary commitment to, or contractual relationship with, another community or organization;
  - d) the applicant is able to supply a service needed by the Hospital which is otherwise unavailable and requests access to limited Hospital resources or out-patient programs or facilities; or
  - e) where the Board deems it otherwise advisable.
2. The Board may grant a physician an appointment to the Courtesy Medical Staff with such privileges as the Board deems advisable. Privileges to admit patients shall only be granted under specified circumstances.
3. The circumstances leading to an appointment under this section shall be specified by the physician on each application for re-appointment.
4. Each physician on the Courtesy Medical Staff may attend Medical Staff and departmental meetings but unless the Board so requires shall not be subject to the attendance requirements and penalties as provided by this By-law and the Medical Staff rules.
5. Members of the Courtesy Medical Staff shall not have the right to vote at Medical Staff or departmental meetings or to hold office.

**84. LOCUM TENENS**

1. The Medical Advisory Committee upon the request of a member of the Medical Staff may recommend the appointment of a Locum Tenens as a planned replacement for that physician for a specified period of time.
2. The credentials of each Locum Tenens shall be reviewed in accordance with the process outlined in section 69 (Application for Appointment to Medical Staff).

3. A Locum Tenens shall:
  - a) have admitting privileges unless otherwise specified;
  - b) work under the counsel and supervision of the Chief of Staff or a member of the Active Medical Staff assigned this responsibility by the Chief of Staff;
  - c) attend patients assigned to the Locum Tenens' care by the Active Medical Staff member by whom the Locum Tenens is supervised, and shall treat them within the professional privileges granted by the Board on the recommendation of the Medical Advisory Committee;
  - d) undertake such duties in respect of those patients classed as emergency patients and of outpatient clinics as may be specified by the Chief of Staff, including but not limited to the sharing of on-call duties with other members of the Medical Staff; and
  - e) undertake other duties as approved by the Board.

**85. TEMPORARY MEDICAL STAFF**

1. A Temporary Medical Staff appointment of a physician to the Medical Staff may be made only for one of the following reasons:
  - a) to meet a specific singular requirement by providing a consultation and/or operative procedure; or
  - b) to meet an urgent unexpected need for a medical service.
2. Notwithstanding any other provision in this By-law, the Chief Executive Officer, or designate, after consultation with the Chief of Staff or designate, may:
  - a) grant a Temporary Medical Staff appointment to a physician who is not a member of the Medical Staff provided that such appointment shall not extend beyond the date of the next meeting of the Medical Advisory Committee at which time the action taken shall be reported; and
  - b) continue the appointment on the recommendation of the Medical Advisory Committee until the next meeting of the Board.
3. A temporary appointment shall not include privileges to admit patients.

**86. HONORARY MEDICAL STAFF**

1. A physician may be honoured by the Board with a position on the Honorary

Medical Staff of the Hospital because the physician:

- a) is a former member of the Medical Staff who has retired from Active Medical practice; or
  - b) has an outstanding reputation or made an extraordinary accomplishment, although not necessarily a resident in the community.
2. Each member of the Honorary Medical Staff shall be appointed by the Board on the recommendation of the Medical Advisory Committee.
  3. Membership on the Honorary Medical Staff is not restricted to physicians.
  4. Members of the Honorary Medical Staff shall not:
    - a) have regularly assigned duties or responsibilities;
    - b) be eligible to vote at Medical Staff meetings or to hold office;
    - c) be bound by the attendance requirements for Medical Staff meetings; or
    - d) have admitting privileges.

**87. RESIDENT STAFF**

1. Resident Staff privileges shall be granted to graduates in medicine who are registered in a recognized University postgraduate program.
2. A Resident Staff member:
  - a) may attend and write orders for patients in the Hospital under the supervision and counsel of a member of the Medical Staff
  - b) may attend Medical Staff organization meetings; and
  - c) shall perform such other duties as specified by the Program or Clinical Service to which the Resident Staff member is assigned.
3. A Resident Staff member shall not:
  - a) be required to attend Medical Staff organization meetings;
  - b) have a vote;
  - c) hold office, however they may be required to attend program or clinical service meetings, or to serve on Committees; or

- d) admit patients.

**88. MEDICAL STUDENTS**

1. Medical Student privileges shall be granted to University undergraduates who are registered in a recognized University medical program.
2. A Medical Student:
  - a) may attend and write co-signed orders for patients in the Hospital under the direct supervision and counsel of a member of the Medical Staff
  - b) may attend Medical Staff organization meetings; and
  - c) all perform such other duties as specified by the Program or Clinical service to the Medical Student is assigned.
3. A Medical Student shall not:
  - a) be required to attend Medical Staff organization meetings;
  - b) have a vote;
  - c) hold office, however they may be required to attend program or clinical service meetings, or to serve on Committees; or
  - d) admit patients.

**89. MEDICAL STAFF DUTIES - GENERAL**

1. Each member of the Medical Staff is accountable to and shall recognize the authority of the Board through and with the Chief of Staff and the Chief Executive Officer, and each member shall cooperate with the Chief of Staff, the Medical Advisory Committee, the Chief Executive Officer and Chief Nursing Officer.
2. Each member of the Active and Associate Medical Staff groups and the Courtesy Medical Staff where required, shall attend seventy (70) percent of the regular staff meetings.
3. Each member of the Medical Staff has an individual responsibility to the Corporation and the Board to:
  - a) ensure a high professional standard of care is provided to patients under his care that is consistent with sound healthcare resource utilization practices;

- b) practice at the highest professional and ethical standards within the limits of the privileges provided;
- c) perform only those acts, procedures, treatments and operations for which the Medical Staff member is competent;
- d) maintain involvement, as a recipient, in continuing medical and interdisciplinary professional education;
- e) if applicable, contribute to academic activities within the parameters of a mutual agreement as determined within the Program in which the Medical Staff member is appointed;
- f) recognize the authority of the Chief of Staff, the Medical Advisory Committee and the Board;
- g) comply with the Public Hospitals Act, the Legislation, and the Hospital's By-Laws, Rules and Regulations, Policies and ethical guidelines;
- h) participate in quality, complaint and error management initiatives, as appropriate;
- i) prepare and complete patient records in accordance with the Hospital's Policies as may be established from time to time, the Legislation and accepted industry standards;
- k) work and cooperate with others in a manner consistent with the Hospital's mission, vision and values;
- l) notify the Board in writing through the Chief Executive Officer of any additional professional degrees or qualifications obtained by the member or of any change in the licence to practice medicine made by the College or change in professional liability insurance;
- m) serve as required on various Hospital and Medical Staff committees;
- n) provide timely communication with all patients' referring physicians;
- o) obtain consultations on patients, where appropriate;
- p) when requested by a fellow Medical Staff member, provide timely consultations;
- q) endeavour to secure from the next of kin of a deceased patient, or from another appropriate authority, a written consent for the performance of a



post-mortem examination on the body of a deceased patient;

- r) complete, or cause to be completed, the “Recorded Consideration” section of the Notification of Death form indicating whether organs and/or tissues of the deceased patient were considered for transplantation; and
- s) not undertake any conduct that would be prejudicial to the Hospital’s reputation or standing in the community, including making prejudicial or adverse public statements with respect to the Hospital’s operations which have not first been addressed through the proper communication channels identified above and such official channels have not satisfactorily resolved the Medical Staff member’s concerns.

**90. CONSULTING MEDICAL STAFF**

- 1. The category of Consulting Medical Staff has been created to address situations where the Hospital is unable to attract a Physician with specific skills or the Hospital does not have the volume of practice to require the specialized services on a full-time basis, or access to the Physician’s skills would contribute to the health and welfare of members of the community.
- 2. The Board of the Hospital shall be entitled to grant privileges in accordance with Article 10 of the Standardized Credentialing Policy of the Network #13 Hospitals in the following circumstances:
  - a) the Physician has an Active Medical Staff commitment at another hospital;
  - b) the Physician will provide only occasional advice to the Professional Staff and patients; and
  - c) it is highly unlikely or impractical to expect the Physician to formally apply for privileges at the Hospital.
- 3. Where a Physician is granted an appointment to the Consulting Medical Staff, the extent of his or her privileges will be determined on a case-by-case basis. Privileges to admit patients shall only be granted under specified circumstances.
- 4. Physicians awarded Consulting Medical Staff privileges shall not be subject to Medical Staff, Clinical Service or Program meeting attendance requirements. Furthermore, they will not have the right to vote and shall not hold office nor be eligible for appointment to a committee of the Medical Staff.

**91. TRANSFER OF RESPONSIBILITY**

- 1. Pursuant to the Hospital management regulation whenever the responsibility for the care of a patient is transferred to another member of the Medical Staff, a

written notation by the Medical Staff member who is transferring the care over to another shall be made and signed on the patient's medical record. Such notation shall include the name of the Medical Staff member assuming the responsibility who shall be notified immediately in person, or by telephone by the transferring physician before the transfer is effective. The transfer of responsibility shall be deemed to have occurred when the Medical Staff member accepts the responsibility.

2. Where the Chief of Staff or the Chief of a Department has cause to take over the care of a patient, the Chief Executive Officer, the attending physician, and the patient, shall be notified as soon as possible or, in the case where the patient is mentally incompetent, the patient's substitute decision maker, shall be notified as soon as possible.

## **92. CHIEF OF STAFF**

1. The Board shall appoint a member of the Active Medical Staff or other legally qualified medical practitioner to be the Chief of Staff after giving consideration to the recommendations of the Selection Committee.
2. The membership of a Selection Committee may include:
  - a) a Director, who shall be Chair;
  - b) two (2) members of the Medical Advisory Committee;
  - c) the Chief Nursing Executive;
  - d) the Chief Executive Officer or delegate; and
  - e) such other members as the Board deems advisable.
3. Subject to annual confirmation by the Board, an appointment made under section 90.1 shall be for a term of three (3) years, but the Chief of Staff shall hold office until a successor is appointed.
4. The maximum number of terms under section 90.3 shall be two (2), provided however that following a break in the continuous service of at least one (1) year the same person may be re-appointed.
5. This provision may be waived in the event that no other member of the Active Medical Staff is available or willing to assume the appointment to Chief of Staff.
6. The Board may at any time revoke or suspend the appointment of the Chief of Staff.

### 93. DUTIES OF THE CHIEF OF STAFF

The Chief of Staff shall be a non-voting ex-officio member of the Board and shall:

- a) be accountable to the Board;
- b) organize the medical and dental staff to ensure that the quality of the medical and dental care given to all patients of the Hospital is in accordance with policies established by the Board, and organize the extended class nursing staff care to ensure that the quality of the extended class nursing care, with respect to diagnosing, prescribing for or treating out-patients of the Hospital, is in accordance with policies established by the Board;
- c) chair the Medical Advisory Committee;
- d) advise the Medical Advisory Committee and the Board with respect to the quality of medical and dental diagnosis, care and treatment provided to the patients of the Hospital and the quality of extended class nursing staff care with respect to diagnosing, prescribing for or treating out-patients of the Hospital;
- e) assign, or delegate the assignment of a member of the medical, dental, or extended class nursing staff,
  - i) to supervise the practice of medicine of any other member of the medical staff, the practice of dentistry of any other member of the dental staff, or the practice of registered nurses in the extended class with respect to diagnosing, prescribing for or treating out-patients of any other member of the extended class nursing staff, as appropriate for any period of time; and
- f) assign or delegate the assignment of a member of the Medical and Dental Staff to discuss in detail with any other member of the Medical and Dental Staff any matter which is of concern to the Chief of Staff and to report the discussion to the Chief of Staff;
- g) in consultation with the Chief Executive Officer, designate an alternate to act during an absence;
- h) supervise the professional care provided by all members of the medical and dental staff in the Hospital, and supervise the professional care provided by all members of the extended class nursing staff, with respect to diagnosing, prescribing for or treating out-patients of the Hospital;

- i) be responsible to the Board through and with the Chief Executive Officer for the appropriate use of resources by all members of the Medical, Dental, and Extended Class Nursing Staff;
- j) report to the Medical Advisory Committee on activities of the Corporation including the use of resources and quality assurance;
- k) participate in the development of the Corporation's mission, vision, values, objectives, and strategic plan;
- l) work with the Medical Advisory Committee to plan medical manpower needs of the Hospital in accordance with the Hospital's strategic plan;
- m) participate in Hospital resource allocation decisions;
- n) ensure a process for the regular annual review of the performance of all members of the Medical and Dental Staff;
- o) assure there is a process for participation in continuing Medical and Dental education;
- p) receive and review all applications for changes in privileges;
- q) advise the Medical and Dental Staff on current Corporation policies, objectives and rules;
- r) be an ex officio and voting member of all committees which report to the Medical Advisory Committee;
- s) be a member of the following Board, Committees: Executive Committee, Joint Conference Committee and Planning Committee;
- t) ensure there is a process for participation in continuing medical, dental, and extended class nursing staff education;
- u) receive and review the performance evaluations and the recommendations from Medical Staff concerning re-appointments. Ensure that the evaluations and recommendations are forwarded to the Medical Advisory Committee. Notify the Credentials Committee of the completion of the evaluations and the completion of the recommendations;
- v) advise the medical, dental, and extended class nursing staff on current Hospital policies, objectives and rules; and

**94. MEDICAL STAFF MEETINGS**

1. Members of the Medical Staff, including Dental Staff may at any time meet for the purposes of discussing matters pertaining to the medical and/or dental affairs of the Corporation.
2. Provided all members of the Medical and/or Dental Staff are present notice of time, place, purpose of the meeting need not be given.
3. Members of the Medical Staff, including Dental Staff, may determine at their discretion procedural matters relating to their meetings.
4. At the discretion of the Medical Staff, including Dental Staff, a record or minutes of meetings may be provided to the Chief Executive Officer.

**95. MEDICAL ADVISORY COMMITTEE**

1. The Medical Advisory Committee shall consist of:
  - a) the Chief of Staff, who shall be the Chair;
  - b) the Chief Executive Officer (without a vote);
  - c) the Chief Nursing Executive (without a vote); and,
  - d) so long as there is a sufficient number of Medical Staff, two (2) Active members of the Medical and Dental Staff.
2. Medical Advisory Committee shall hold at least ten monthly meetings in each fiscal year of the hospital (PHA, RRO, 1990, Reg 965 5.7(3)).
3. A quorum at any meeting of the MAC shall be a majority of the voting members. If there is an equality of votes at any proceeding before this committee, including the vote of the Chair, the motion is lost.

**96. DUTIES OF THE MEDICAL ADVISORY COMMITTEE**

1. In addition to the duties of the Medical Advisory Committee set out below, the Medical Advisory Committee shall be responsible for all of the duties of the following Committees: Credentials, Medical Records, Medical Audit and Quality Assurance, Utilization and Pharmacy & Therapeutic Committees, which Terms of Reference are set out below.
2. The Medical Advisory Committee shall perform the functions as set out in the

Hospital management regulation.

3. The Medical Advisory Committee shall:
  - a) receive and consider its report prepared on behalf of the Credentials Committee;
  - b) in considering a recommendation for appointment, review:
    - i) the need of the Hospital for such an appointment; and
    - ii) the impact such an appointment would have on available Hospital and community resources; and
  - c) in the case of a recommendation for appointment, specify the privileges which it recommends the applicant be granted.
4. Develop a dental and medical manpower plan.
5. Develop a medical, dental, and extended class nursing staff human resources plan.
6. Through the Chief of Staff, advise the Board on:
  - a) medical, dental, and extended class nursing staff quality assurance;
  - b) education;
  - c) clinical role of the Hospital; and
  - d) medical, dental, and extended class nursing staff human resources plan.
  - e) make recommendations to the Quality Committee of the Board established under the Excellent Care for All Act as required by the Public Hospitals Act and the Hospital Management Regulation;
  - f) and advise the Board on any matters referred to it by the Board.

**97. MEDICAL STAFF COMMITTEES ESTABLISHED BY THE BOARD**

1. The following Medical Staff Committees are hereby established:  
Infection Control Committee.

2. In recognition of the limited number of Medical Staff available to serve on Committees, the responsibilities and duties of the following Medical Staff Committees will be fulfilled by the Medical Advisory Committee:
  - a) Medical Records;
  - b) Medical Audit and Quality Assurance;
  - c) Utilization Committee;
  - d) Credentials Committee;
  - e) Pharmacy and Therapeutics Committee; and
  - f) Transfusion Review Committee.
3. The Board may by resolution at any time establish additional Committees of the Medical Staff and prescribe their functions.
4. The Board, subject to any applicable legislation, may by resolution dissolve or change the composition or duties of any Committees of the Medical Staff or combine any such Committees.

**98. CREDENTIALS COMMITTEE DUTIES**

In fulfilling the role of the Credentials Committee the Medical Advisory Committee shall:

- a) ensure that a record of the qualifications and professional career of every member of the Medical, Dental, and extended class nursing Staff is maintained;
- b) establish the authenticity of and investigate the qualifications of each applicant for appointment and re-appointment to the Medical, Dental, and extended class nursing Staff and each applicant for a change in privileges;
- c) with regard to appointments, re-appointments and applications for a change in privileges, ensure that:
  - i) each applicant for appointment to the Medical Staff meets the criteria as set out at section 70;
  - ii) each applicant for appointment to the Dental Staff meets the criteria as set out at section 103;

- iii) each applicant for re-appointment to the Medical Staff meets the criteria as set out at section 74;
  - iv) each applicant for re-appointment to the Dental Staff meets the criteria as set out at section 108;
  - v) each applicant for re-appointment to the extended class nursing staff meets the criteria as set out at section 119 ; and
  - vi) each applicant for a change in privileges continues to meet the requirements for re-appointment set out at section 4.01 of the Standardized Credentialing Policy;
- d) consider reports of the interviews with the applicant;
  - e) submit a written report to the Medical Advisory Committee or before its next regular meeting. The report shall include the kind and extent of privileges requested by the applicant, and if necessary, a request that the application be deferred for further investigation;
  - f) the Medical Advisory Committee, in its discretion, may perform or delegate any of its duties related to the function of the Credentials Committee; and
  - g) the Committee shall perform any other duties prescribed by the Medical Advisory Committee.

**99. MEDICAL RECORDS COMMITTEE DUTIES**

- 1. In fulfilling the role of the Medical Records Committee, the Medical Advisory Committee with the addition of the Health Records Officer shall determine procedures to ensure that the provisions of the Hospital management regulation, this By-law and the rules of the Medical Staff are observed, including:
  - a) the development of policies/procedures to govern the completion of Medical Records;
  - b) a periodic review of Medical Records including emergency and outpatient records department for completeness and quality of recording;
  - c) a report in writing to the Medical Advisory Committee with respect to:
    - i) the review of the Medical Records and the results thereof; and
    - ii) the names of delinquent members of the Medical Staff;



- d) a review and revision of forms as they pertain to Medical, and extended class nursing Staff record keeping; and
  - e) the retention of medical records and notes, charts and other material relating to patient care.
2. The Medical Advisory Committee, in its discretion, may perform or delegate any of its duties pertaining to the Medical Records Committee.

#### **100. MEDICAL AUDIT AND QUALITY ASSURANCE COMMITTEE DUTIES**

In fulfilling the role of the Medical Audit and Quality Assurance Committee, the Medical Advisory Committee shall:

- a) develop a Medical Quality Assurance Program which includes mechanisms to:
  - i) monitor trends and activities;
  - ii) identify potential problem areas; and
  - iii) develop action plans and provide follow-up;
- b) report to the Quality Assurance Committee of the Board;
- c) monitor the functioning of the Medical Advisory Committee.
- d) review, evaluate and make recommendations on the following matters affecting the Medical Staff:
  - i) privileges;
  - ii) human resources planning, impact analysis;
  - iii) departmental and service activities;
  - iv) process for handling complaints; and
  - v) Hospital By-laws, rules and policies;
- e) determine procedures to assure that an ongoing peer review process is established for assessment of the quality of patient care as follows:
  - i) study, record, analyze and consider the agreement or disagreement between the pre-operative diagnosis shown on the

Hospital records, and the pathology reports on tissues removed from patients in the Hospital of post mortem reports;

- ii) review or cause to be reviewed regularly medical records;
  - iii) report in writing periodically at the meeting of the Medical Advisory Committee;
  - iv) assure a review of all Hospital deaths to assess the quality of care that has been provided;
  - v) identify the continuing medical educational needs of the Medical, Dental, and extended class nursing Staff and assure that actions are taken on the recommendations of the Committee; and
  - vi) assure that medical audits are undertaken as necessary;
- f) perform or delegate in its discretion any of its duties concerning the quality and quantity of professional work being performed by the Medical and Dental Staff of the Hospital.

#### **101. INFECTION CONTROL COMMITTEE DUTIES**

1. The Infection Control Committee shall be comprised of one (1) physician member of the Medical Advisory Committee, the Chief Nursing Officer, the Registered Nurse responsible for the employee health service, the Infection Control Nurse -- a representative of the Medical Office Health and others as may be appointed by the Board or Medical Staff in accordance with section 87 herein.
2. In fulfilling its role as the Infection Control Committee the Medical Advisory Committee shall:
  - a) make recommendations on infection control matters related to:
    - i) the occupational health and safety program;
    - ii) immunization programs;
    - ii) visitor restrictions or instructions both in general terms and in special circumstances;
    - iii) patient restrictions or instructions;
    - iv) educational programs for all persons carrying on activities in the Hospital;
    - v) isolation procedures;

- vi) aseptic and antiseptic techniques; and
  - vii) environmental sanitation in the Hospital.
- b) make recommendations to the Chief Executive Officer with respect to infection control matters related to the occupational health and safety program;
  - c) make recommendations to the Chief Executive Officer with respect to infection control matters related to the health surveillance program;
  - d) follow-up and evaluate the results of each of its recommendations made under subsection 2 a), b) and c);
  - e) develop, monitor and evaluate an infection control system, which includes a reporting system by which all infections, including post discharge infections will come to the Committee's attention;
  - f) review reports from all departments and programs in the Hospital;
  - g) meet at least semiannually or at the call of the Committee Chair as required; and
  - h) perform such other duties as may from time to time be requested.

**102. UTILIZATION COMMITTEE DUTIES**

In fulfilling the role of the Utilization Committee the Medical Advisory Committee shall:

- a) review utilization patterns in the Hospital to determine whether the needs of the community are being served appropriately;
- b) monitor overall trends in admissions, length of stay, day program volumes, and other diagnostic and treatment parameters to determine whether resources are being used effectively and in a cost efficient manner; making recommendations as necessary;
- c) identify where improvements in utilization patterns could be achieved;
- d) ensure that members of the Medical Staff are educated about utilization;
- e) review issues and about their responsibility for appropriate use of Hospital resources;
- f) report findings and make recommendations to the Hospital management and to the Board as required;

- g) report findings and make recommendations to the Hospital management and to the Board as required;
- h) monitor response to those Committee recommendations, which are approved by the Hospital management and report back on progress achieved;
- i) report annually to the Board on the Committee's utilization review activities;
- j) comment on the resource implications of any proposed additions to the Medical Staff; and
- k) perform or delegate in its discretion any of its duties concerning the utilization of the Corporation's resources as may be required from time to time.

**103. PHARMACY AND THERAPEUTICS COMMITTEE DUTIES**

1. Representatives from Nursing, Pharmacist or delegate, Dietitian, representatives from the Medical and Dental Staff shall:
  - a) serve in an advisory capacity to the Medical, Dental, and extended class nursing Staff by assessing regularly the appropriateness and adequacy of medication-related policies and make policy recommendations to the Medical Advisory Committee regarding drug utilization to ensure safe, effective and economical use of drugs;
  - b) evaluate drug utilization, new drugs and current therapeutics and develop a formulary which is suited to the Hospital's needs and periodically assess the effectiveness of and adherence to the formulary;
  - c) develop a procedure for the use of non-formulary drugs and mechanisms for their evaluation;
  - d) periodically analyze a summary of medication errors and their causative factors and make appropriate recommendations regarding prevention to the Medical, Nursing and/or Pharmacy Staffs;
  - e) develop an adverse drug reaction reporting program, review all these reports and ensure that a summary is circulated to Medical and Nursing staffs when the need arises;
  - f) review all standing orders annually or more often if deemed necessary;
  - g) develop protocols governing programs such as total parental nutrition,

investigational drugs and self-medication or ensure that such protocols have been developed after appropriate Committee review;

- h) identify and/or arrange appropriate educational programs for the Medical, Dental and Hospital staff to enhance their knowledge of drug therapy and practices;
- i) perform or delegate in its discretion any of its duties concerning pharmacy and therapeutics as may be required from time to time; and
- j) meet quarterly or more frequently at the call of the Committee Chair.

## **PART XI - DENTAL STAFF**

### **104. APPOINTMENT**

The Board, on the advice of the Medical Advisory Committee, may appoint one (1) or more dentists to the Dental Staff of the Hospital and shall delineate the privileges for each dentist.

### **105. CRITERIA FOR APPOINTMENT TO THE DENTAL STAFF**

1. Only an applicant qualified to practice dentistry and who holds a current, valid certificate of Registration with the Royal College of Dental Surgeons of Ontario, or an applicant qualified to practice a dental specialty recognized by the Royal College of Dental Surgeons of Ontario and who holds a current, valid Specialty Certificate of Registration with the Royal College of Dental Surgeons of Ontario, is eligible to be a member of and appointed to the dental staff of the Hospital.
2. The applicant will have,
  - a) a current valid Certificate of Registration with the Royal College of Dental Surgeons of Ontario, and in the case of an oral maxillofacial surgeon, a current valid Specialty Certificate of Registration from the Royal College of Dental Surgeons of Ontario authorizing practice in oral and maxillofacial surgery;
  - b) a demonstrated ability to provide patient care at an appropriate level of quality and efficiency;
  - c) a demonstrated ability to communicate, work with and relate to all members of the dental, medical, extended class nursing staff and Hospital staff in a co-operative and professional manner;
  - d) a demonstrated ability to communicate and relate appropriately with patients and patients' relatives;

- e) a willingness to participate in the discharge of staff obligations appropriate to the dental staff;
  - f) adequate training and experience for the privileges requested;
  - g) evidence of dental practice protection coverage satisfactory to the Board; and
  - h) a report on, among other things, the experience, competence and reputation of the applicant from the Chief of Staff or Chief of Department in the last hospital in which the applicant trained or held an appointment.
3. The applicant must agree to govern himself or herself in accordance with the requirements set out in this By-law, the Dental Staff rules, relevant legislation and the Corporation's policies.
  4. The applicant must demonstrate, to the satisfaction of the Chief of Staff and the Chief Executive Officer, adequate control of any significant physical or behavioral impairment that effects skill, aptitude or judgment.
  5. There is a need for the service in the community and adequate resources are available to meet such a need.

**106. REVOCAION OF APPOINTMENT TO THE DENTAL STAFF**

The Board at any time may revoke the appointment of a member of the Dental Staff.

**107. TERM**

Each appointment to the Dental Staff shall be for one (1) year, but shall continue in effect until the Board has made appointments for the ensuing year.

**108. APPLICATION**

1. An application for appointment to the Dental Staff shall be processed in the same manner as an application for appointment to the Medical Staff as set out in section 69, insofar as may be applicable.
2. Each application shall contain the same information as set out in section 69.
3. An application for appointment to the Dental Staff shall a processed in accordance with the provisions of the Public Hospitals Act and in accordance with the Standardized Credentialing Policy.

**109. RE-APPOINTMENT**

1. Each year each member of the Dental Staff shall make a written application for re-appointment to a group of the Dental Staff of the Hospital in the prescribed form and shall submit the application to the Chief Executive Officer.
2. Applications for re-appointment shall be processed in accordance with the Public Hospitals Act and the Standardized Credentialing Policy.

**110. CRITERIA FOR RE-APPOINTMENT TO THE DENTAL STAFF**

1. The applicant continues to meet the criteria set out in section 103.
2. The applicant demonstrates an appropriate use of the Corporation's resources.

**111. MONITORING ABERRANT PRACTICES**

Where any member of the Medical Staff, Dental Staff, Extended Class Nursing Staff or Hospital Staff believes that a member of the Dental Staff is attempting to exceed the Dental Staff member's privileges or is temporarily incapable of providing a service that the member of the Dental Staff is about to undertake, the belief shall be communicated to the Chief of Staff, the Chief of Department and to the Chief Executive Officer.

**112. DENTAL SERVICE**

The Dental Staff shall function as a service within the general Medical Staff.

**113. HEAD OF DENTAL SERVICE**

1. Where the Board has appointed more than one (1) dentist to the Staff of the Dental Service, one of the members of the Dental Staff shall, subject to annual confirmation by the Board, be appointed by the Board annually for a term of three (3) years to be the Head of Dental Service upon the recommendation of the Chief of Staff.
2. The Board may at any time revoke or suspend the appointment of the Head of Dental Service.

**114. DUTIES OF THE HEAD OF DENTAL SERVICE**

The Head of Dental Service shall supervise the professional care given by all members of the Dental Staff and shall be responsible to the Chief of Staff for the quality of care rendered to patients by members of the Dental Staff.

**115. ATTENDANCE BY DENTAL STAFF AT MEDICAL STAFF MEETINGS**

1. A member of the Dental Staff may attend Medical Staff meetings but shall not be eligible to vote at a Medical Staff meeting.
2. When the case of a patient who has been examined by, operated on by or has

received treatment from a member of the Dental Staff is to be presented at a General or Departmental Medical Staff meeting, the dentist who examined, operated or treated the patient in question shall be given at least forty-eight (48) hours' notice by an Officer of the Medical Staff or the Chief of Staff and shall attend such meeting prepared to present and discuss the dental aspects of the case.

3. Failure of a member of the Dental Staff to attend and participate at such meeting pursuant to section 113.2, for which proper notice has been received, may result in disciplinary action being taken against the Dental Staff member as provided for in these By-laws.

#### **116. ELIGIBILITY TO HOLD OFFICE**

A member of the Dental Staff is not eligible to hold an office other than Head of Dental Service.

#### **117. DENTAL STAFF DUTIES**

1. Each member of the Dental Staff shall:
  - a) attend and treat patients within the limit of the privileges granted by the Board;
  - b) notify the Chief Executive Officer of any change in licence to practice dentistry;
  - c) abide by the rules of the Medical/Dental Staff;
  - d) give instructions as required for the education of other members of the Dental, Medical, Extended Class Nursing and Hospital Staff;
  - e) comply with such matters as are from time to time prescribed by the Public Hospitals Act and by the Hospital management regulation thereunder;
  - f) provide consultations on patients as required;
  - g) perform such other duties as may be prescribed from time to time by or under the authority of the Medical Advisory Committee;
  - h) ensure that indicated consultations shall be conducted on dental patients and recorded as with any other patient in the Hospital; and
  - i) enter in each patient's medical records, within thirty-six (36) hours of performing a treatment or procedure, a description of every dental treatment, procedure and operation which the member of the Dental Staff had performed.



2. Every member of the Dental Staff shall cooperate with:
  - a) the Chief of Staff and the Medical Advisory Committee; and
  - b) the Chief Executive Officer.

#### **118. MEDICAL AND DENTAL STAFF RULES**

1. The Board shall require that appropriate Medical and Dental Staff rules are formulated and it may establish, modify or revoke one or more Medical or Dental Staff rules.
2. The MAC may make recommendations to the Board for the establishment of one (1) or more Medical or Dental Staff rules to be applicable to a group or category of physicians or dentists or to all physicians on the Medical Staff and all dentists on the Dental Staff.
3. The MAC shall ensure that prior to making any recommendations to the Board with respect to a rule or rules, the members of the Active Medical, Dental, and Extended Class Nursing Staff shall have an opportunity to comment on the proposed recommendations.

### **Part XII – EXTENDED CLASS NURSING STAFF**

#### **119. BOARD APPOINTMENT**

The Board, on the advice of the Medical Advisory Committee, may appoint, annually, one or more registered nurses in the extended class to the Extended Class Nursing Staff of the Hospital and shall delineate the privileges with respect to the ordering of diagnostic procedures for persons registered as out-patients of the Hospital.

#### **120. APPLICATION FOR APPOINTMENT TO THE EXTENDED CLASS NURSING STAFF**

An application for appointment to the Extended Class Nursing Staff shall be processed consistent with the Public Hospitals Act and in accordance with the Standardized Credentialing Policy.

#### **121. APPLICATION FOR RE-APPOINTMENT**

1. Each year each member of the Extended Class Nursing Staff shall make a written application for re-appointment to a group of the Extended Class Nursing Staff of the Hospital in the prescribed form and shall submit the application to the Chief Executive Officer.
2. Applications shall be processed in accordance with the Public Hospitals Act and

the Standardized Credentialing Policy.

**122. REFUSAL OF RE-APPOINTMENT**

1. Pursuant to the Public Hospitals Act, the Board may refuse to re-appoint a member of the Extended Class Nursing Staff. In the event that this occurs, the Extended Class Nursing Staff member shall be entitled to the process set out in the Standardized Credentialing Policy.
2. Where a member has submitted a complete application form for re-appointment within the prescribed time period, his appointment is deemed to continue:
  - a) until the re-appointment is granted; or
  - b) where he is served with a notice that the Board refused to grant the re-appointment, until the time for giving notice requiring a hearing by the Health Professions Appeal and Review Board has expired and, where a hearing is required, until the decision of the Health Professions Appeal and Review Board has become final.

**123. APPLICATION FOR CHANGE OF PRIVILEGES**

Applications for a change of privileges shall be processed in accordance with the process set out in the Standardized Credentialing Policy.

**124. EXTENDED CLASS NURSING STAFF CATEGORIES**

Extended Class Nursing Staff may be divided into the following groups:

- a) Active;
- b) Associate;
- c) Temporary;
- d) Courtesy;
- e) Locum Tenens; and
- f) Senior.

**125. AGE OF RETIREMENT FROM ACTIVE/ASSOCIATE/COURTESY AND LOCUM TENENS STAFF**

1. The retirement date for the Extended Class Nursing Staff members in the Active, Associate, Courtesy and Locum Tenens categories will be the thirtieth (30<sup>th</sup>) day of June following the member's attainment of the age of sixty-five (65).

2. Upon reaching the age of retirement, the member may;
  - a) retire; or
  - b) apply for appointment to the Senior Staff.
3. Beginning in March of the year in which an applicant turns sixty-three (63) and annually thereafter, that applicant must prepare a retirement report outlining his proposed plan for retirement so as to provide the Hospital an opportunity to do succession planning, if he wishes to apply for Senior Staff privileges upon turning sixty-five (65). The retirement report must be submitted to the Program Medical Director and Chief of Staff. The report will be expected by the end of March in each applicable year, and a meeting shall be convened within two (2) months of its receipt to finalize the retirement plan. The retirement plan will be developed by the applicant in consultation with the Chief of Staff and the Program Medical Director, and the applicant and shall be submitted by them to the Medical Advisory Committee for the consideration and approval. Extended Nursing Staff members will not be considered for appointment to the Senior Staff if they have not completed their retirement reports.

**126. ACTIVE EXTENDED CLASS NURSING STAFF**

1. The Board may grant a registered nurse in the extended class an appointment to the Active Extended Class Nursing Staff and the Active Extended Class Nurse may, unless his application or grant of privileges stipulates otherwise, be permitted to:
  - a) register out-patients at the Hospital solely for the purpose of undergoing a diagnostic procedure;
  - b) order diagnostic procedures on such out-patients; and
  - c) access the Hospital's diagnostic services in respect of such out-patients.

**127. ASSOCIATE EXTENDED CLASS NURSING STAFF**

1. Subject to clause (2) below, all applicants who are applying for initial appointment to the Extended Class Nursing Staff shall be assigned to the Associate Extended Class Nursing Staff for a period of at least one (1) year and which shall not exceed eighteen (18) months, unless the Board determines otherwise.
2. In the event that the applicant's promotion from Active Extended Class Nursing Staff is under review, the applicant's Active Extended Class Nursing Staff period shall be extended until such time as a final determination is made.
3. The Board may grant a registered nurse in the extended class an appointment to

the Associate Extended Class Nursing Staff and the Associate Extended Class Nurse may, unless his application or grant of privileges stipulates otherwise, be permitted to:

- a) register out-patients at the Hospital solely for the purposes of undergoing a diagnostic procedure;
  - b) order diagnostic procedures on such out-patients; and
  - c) access the Hospital's diagnostic services in respect of such out-patients.
4. The Associate Extended Class Nursing Staff shall consist of those Extended Class Nurses who have been appointed by the Board.
  5. An Associate Extended Nursing Class Staff member shall work for a probationary period of no less than six (6) months under the supervision of an active medical or Extended Class Nursing Staff member named by the Program Medical Director or Clinical Chief to which the Associate Extended Class Nursing Staff member has been assigned.
  6. A Supervisor shall carry out the duties in accordance with the Rules, Regulations and Policies of the Hospital.
  7. After a minimum period of six (6) months but not to exceed one (1) year, the appointment of an Extended Class Nurse to the Associate Extended Class Nursing Staff shall be reviewed by the Credentials Committee who shall report to the Medical Advisory Committee.
  8. The Medical Advisory Committee may recommend that the Extended Class Nurse be appointed to the Active Extended Class Nursing Staff or may require the Extended Class Nurse to be subject to a further probationary period not longer than six (6) months.
  9. At any time, an unfavourable report may cause the Medical Advisory Committee to consider making a recommendation to the Board that the appointment of the Associate Extended Class Nursing Staff member be terminated.
  10. After six (6) months, the appointment of an Extended Class Nurse to the Associate Extended Class Nursing Staff will again be reviewed by the Credentials Committee. The review will include assessment of the Extended Class Nurse's clinical performance and the information and evidence set out in clause 2.01 (a)(iv) of the Standardized Credentialing Policy. The report developed from the review will be reviewed and discussed with the Extended Class Nurse.
  11. After one (1) year, the appointment of an Extended Class Nurse to the Associate Extended Class Nursing Staff will be reviewed by the Credentials Committee,

which will report to the Medical Advisory Committee. The review will include assessment of the Extended Class Nurse's clinical performance and the information and evidence set out in clause 2.01 (a) (iv) of the Standardized Credentialing Policy. The Medical Advisory Committee, after considering the report of the Credentials Committee, will recommend to the Board for its consideration and determination either a change in category, continuation in the Associate Staff category for a further period of time not to exceed an additional six (6) months for an aggregate total of eighteen (18) months, or denial of re-appointment.

12. No member of the Extended Class Nursing Staff shall be appointed to the Associate Extended Class Nursing Staff for more than eighteen (18) consecutive months. Notwithstanding this limitation, the Associate Extended Class Nurse shall remain on an Associate Staff until such time as a final decision is made about his application for privileges and request for promotion.
13. An Associate Extended Class Nursing Staff member shall attend patients and order diagnostic procedures under supervision in accordance with the privileges granted by the Board on the recommendation of the Medical Advisory Committee.

**128. COURTESY EXTENDED CLASS NURSING STAFF**

1. The Board may grant a registered nurse in the extended class an appointment to the Courtesy Extended Class Nursing Staff if he meets the criteria set out in this By-Law, with necessary changes to points of detail. Under such circumstances the Extended Class Nurse may, unless his application or grant of privileges stipulates otherwise, be permitted to:
  - a) register out-patients at the Hospital solely for the purpose of undergoing a diagnostic procedure;
  - b) order diagnostic procedures on such out-patients; and
  - c) access the Hospitals diagnostic services in respect of such out-patient.

**129. LOCUM TENENS EXTENDED CLASS NURSING STAFF**

1. The Medical Advisory Committee upon the request of a member of the Extended Class Nursing Staff may recommend the appointment of a Locum Tenens as a planned replacement for that registered nurse in the extended class for a specified period of time.
2. A Locum Tenens shall work under the counsel and supervision of a member of the Active Medical Staff or Courtesy Extended Class Nursing Staff who has been assigned this responsibility by the Chief of Staff or his delegate the Extended Class Nurse may be permitted to:

- a) register out-patients at the Hospital solely for the purpose of undergoing a diagnostic procedure;
- b) order diagnostic procedures on such out-patients; and
- c) have access to the Hospital's diagnostic services in respect of such out-patients.

**130. SENIOR EXTENDED CLASS NURSING STAFF**

Provisions of this By-Law applicable to Senior Active Medical Staff shall apply to members of the Senior Extended Class Nursing staff with necessary changes to points of detail.

**131. EXTENDED CLASS NURSING STAFF DUTIES**

1. Each member of the Extended Class Nursing Staff is accountable to and shall recognize the authority of the Board through and with the Program Medical Director, the Chief of Staff and the Chief Executive Officer.
2. Each member of the Extended Class Nursing Staff shall:
  - a) register a person as an out-patient solely for the purpose of undergoing a diagnostic procedure;
  - b) notify the Chief Executive Officer of any change in the class of registration on the Annual Registration Payment Card from the College;
  - c) give such instruction as is required for the education of other members of the Professional Staff and Hospital Staff;
  - d) abide by the Rules and Regulations, and Policies of the Hospital, this By-Law, the Public Hospitals Act and the Regulations thereunder and all other legislative requirements; and
  - e) perform such other duties as may be prescribed from time to time by, or under the authority of the Board, the Medical Advisory Committee or the Chief of Staff.
3. Every member of the Extended Class Nursing Staff shall cooperate with:
  - a) the Chief of Staff and the Medical Advisory Committee;
  - b) the Chief Executive Officer; and
  - c) other members of the Professional staff and Hospital Staff.

### **132. MONITORING ABERRANT PRACTICES**

Where anyone believes that a member of the Extended Class Nursing Staff is attempting to exceed his privileges or is temporarily incapable of providing a service that he is about to undertake; the belief shall be communicated immediately to the Chief of Staff and to the Chief Executive Officer.

### **133. MONITORING PATIENT CARE**

Any aspect of patient care performed in the Hospital may be viewed by the Chief of Staff or designate without the approval of, but where possible with the knowledge of, the Extended Class Nursing in question.

### **134. TRANSFER OF RESPONSIBILITY**

1. Pursuant to the Hospital Management Regulation, whenever the responsibility for the care of a patient of a member of the Extended Class Nursing Staff is transferred to another member of the Extended Class Nursing Staff or the Medical Staff, a written notation by the Extended Class Nursing Staff member who is transferring the care over to another shall be made and signed on the patient's medical record and the name of the Extended Class Nursing Staff member or Medical Staff member assuming the responsibility shall be noted in the patient's medical record and the member of the Extended Class Nursing Staff or the Medical Staff member assuming the responsibility shall be notified immediately. The transfer shall be completed when the member assuming responsibility confirms that the member has taken responsibility.
2. Where a Supervisor of a member of the Extended Class Nursing Staff or Chief of Staff becomes aware that, in his opinion a serious problem exists in the care or treatment of one or more out-patients of a member of the Extended Class Nursing Staff, the Supervisor, or Chief of Staff, as the case may be, shall forthwith discuss the condition, care and treatment of the out-patient with the attending member of the Extended Class Nursing Staff and if changes in the care or treatment satisfactory to the Supervisor or Chief of Staff, as the case may be, are not made promptly, he notify the attending member of the Extended Class Nursing Staff, the Chief Executive Officer and, if possible, the out-patient, that the member of the Extended Class Nursing Staff who was in attendance will cease forthwith to have any hospital privileges as the attending member of the Extended Class Nursing Staff for the out-patient.
3. Where a Supervisor or Chief of Staff, as the case may be, is responsible under subsection 132.1 above is unable to discuss the problem with the attending member of the Extended Class Nursing Staff as required by subsection 132.2 above, the Supervisor, Program medical Director or Chief of Staff, as the case may be, shall proceed with his duties as prescribed in this subsection 132.1 above as if he had had the discussion with the attending member of the

Extended Class Nursing Staff.

4. Where a Supervisor, the Chief of Family Practice or Chief of Staff, as the case may be, has cause to take over the care of an out-patient of a member of the Extended Class Nursing Staff, the Chief Executive Officer, the attending member of the Extended Class Nursing Staff and the patient, or when the patient is mentally incompetent, the patient's substitute decision maker shall be notified immediately.

**135. MID-TERM ACTION**

In a manner consistent with the Public Hospitals Act and in accordance with the Standardized Credentialing Policy, the Board at any time may revoke or suspend any appointment of a registered nurse in the extended class or dismiss, suspend, restrict or otherwise deal with the privileges of the member.

**136. EXTENDED CLASS NURSING STAFF: FUNCTION WITHIN MEDICAL STAFF PROGRAM**

The Extended Class Nursing Staff shall function within the Medicine Program.

**137. ATTENDANCE BY EXTENDED CLASS NURSING STAFF AT MEDICAL STAFF MEETINGS**

A member of the Extended Class Nursing Staff may attend Medical Staff meetings, but shall not be eligible to vote at a Medical Staff meeting.

**138. ELIGIBILITY TO HOLD A MEDICAL STAFF OFFICE**

A member of the Extended Class Nursing Staff is not eligible to hold an office of the Medical Staff.

**PART XIII – MID-TERM ACTION REGARDING MEDICAL STAFF PRIVILEGES**

**139. NON-IMMEDIATE MID-TERM ACTION**

1. Pursuant to the Public Hospitals Act, the Board at any time may revoke or suspend any appointment of a member of the Medical Staff or dismiss, suspend, restrict or otherwise deal with the privileges of the member. Mid-Term action shall be taken only in accordance with the Standardized Credentialing Policy.

**INITIATION**

2. Where information is provided to the Chief Executive Officer (CEO), or Chief of Staff, which raises concerns about any of the matters in section 137.1, then the information shall be in writing and shall be directed to the CEO or Chief of Staff.



If either of the CEO or Chief of Staff receives such information about the performance, conduct or competence of a member, the other shall be informed.

### **INITIAL INTERVIEW**

3. An interview shall be arranged with the member at which the member shall be advised of the information about the member's conduct, performance or competence and at which the member shall be given reasonable opportunity to present relevant information on the member's behalf. A written record shall be maintained reflecting the substance of the interview and copies shall be sent to the member, the CEO and the Chief of Staff.

### **FAILURE TO ATTEND**

4. If the member fails or declines to participate in the interview, after being given reasonable opportunity, then the appropriate action may be initiated.

### **VOLUNTARY SUSPENSION OR RESIGNATION FROM PRACTICE**

5. At any time after the filing of information or a complaint pursuant to section 137.2 where the physician in question voluntarily:
  - a) resigns from the Medical Staff of the Hospital permanently; or
  - b) suspends the physician's privileges at the Hospital temporarily and/or complies with such other conditions as may be imposed by the Chief of Staff or the CEO, and agrees to continue to do so until the problem complained of is resolved to the satisfaction of the Board, upon recommendation of the Chief of Staff or the CEO, then neither an investigation under section 137.6 nor a meeting of the MAC nor a hearing before the Hospital Board is required. A written record shall be maintained reflecting the nature of the complaint and the manner in which it was resolved.

### **EXTERNAL INVESTIGATION**

6. If the matter cannot be resolved at the interview then an independent external investigation (by an individual or group from outside the Hospital) shall be conducted in which the independent investigators shall both investigate the alleged complaint and shall prepare a report which shall include a review of the alleged complaint and recommendations, with reasons, as to the resolution of this matter. Such recommendations, without limitation may include but not be limited to the following:
  - a) warn or provide a formal letter of reprimand;
  - b) require a probationary period with retrospective review of cases but

without special requirements of prior or concurrent consultation or direct supervision;

- c) suspend membership prerogatives that do not affect clinical privileges;
  - d) require individual requirements of consultation or supervision;
  - e) restrict, suspend or revoke clinical privileges;
  - f) reduce the staff category; or
  - g) suspend or revoke the member's staff appointments.
7. Upon completion of the investigation the individual or group shall forward immediately a written report, including the recommendations and reasons, to the Chief of Staff or delegate and the CEO. The member should be provided with a copy of the report.
8. The Chief of Staff or delegate, and the CEO shall review the report and determine whether any further action is required.

#### **INVESTIGATION BY THE MAC**

9. In the unusual event that there are insufficient numbers of physicians on staff at the Hospital to constitute a quorum of the MAC, to allow the MAC to carry on with either an investigation under section 137.11 or with a meeting of the MAC under section 137.1, then the report, recommendations and reasons of the external investigation under section 137.6 shall be adopted as those of the MAC and the matter shall go directly before the Hospital Board for a hearing with the member, pursuant to sections 137.30 - 137.42, so long as the member requires such a hearing.
10. In all other situations where it is determined pursuant to section 137.8 that further action may be required and the matter relates to dismissal, suspension or restriction of the member's hospital privileges and/or the quality of medical care or dental care in the Hospital, the matter shall be referred to the MAC who shall make a recommendation to the Board. Such request for mid-term action by the MAC must be made in writing and supported with specific reference to the specific activities and conduct which constitute grounds for the request along with any reports or documentation made by a body or consultant about the matter in question.
11. The MAC may initiate further investigation, establish an Ad Hoc Committee to conduct further investigation, refer the matter to an outside consultant, dismiss the matter for lack of merit or determine to have a meeting of the MAC to which the member shall be invited.

12. Upon completion of its own investigation or receipt of the report by the body that conducted the investigation at the request of the MAC, the MAC may dismiss the matter for lack of merit or determine to have a meeting to which the member shall be entitled to attend and the procedure set out at sections 137.13 - 137.23 shall be followed.
13. Where it is determined that further action may be required and the matter relates to the dismissal, suspension or restriction of a member's hospital privileges and/or the quality of medical care or dental care in the hospital, the matter shall be referred to the Medical Advisory Committee who shall make a recommendation to the Board.
14. All requests for a recommendation for mid-term action must be submitted to the Medical Advisory Committee in writing and supported by reference to the specific activities or conduct which constitute grounds for the request.
15. Where the matter is referred to the Medical Advisory Committee, a copy of any reports made by a body or consultant with respect to the matter shall be forwarded to the Medical Advisory Committee.
16. Within twenty-one (21) days after receipt by the Medical Advisory Committee of the request for a recommendation for mid-term action, unless deferred, the Medical Advisory Committee shall determine whether a meeting of the Medical Advisory Committee is required to be held.
17. If additional time is needed for the investigative process, the Medical Advisory Committee may defer action on the request. The Medical Advisory Committee must act within thirty (30) days of the deferral.
18. If the Medical Advisory Committee determines that there is merit to proceed to a Medical Advisory Committee meeting, then the member is entitled to attend the meeting.

## **MAC MEETING**

19. At least fourteen (14) days prior to the meeting both the member and the MAC shall be given written notice of the MAC meeting. The notice shall include:
  - a) time, date and place of the meeting;
  - b) the purpose of the meeting;
  - c) a statement that the member will be provided with a statement of the matter to be considered along with any relevant documentation;
  - d) a statement that the member is entitled to attend the MAC meeting and to participate fully, to answer all matters considered by the MAC and to

present documents and witnesses;

- e) a statement that the parties are entitled to bring legal counsel to the meeting and to consult with legal counsel, but that legal counsel shall not be entitled to participate in the meeting; and
  - f) a statement that in the absence of the member, the meeting may proceed.
20. The MAC Secretary or delegate shall provide the member with a short but comprehensive statement of the matter to be considered at the meeting along with any documents or reports, which will be reviewed at the meeting.
21. At the meeting a record of the proceedings shall be kept in the minutes of the MAC and the member shall be given full opportunity to answer each ground, as well as to present documents and witnesses if so desired.
22. Where the MAC determines that the matter has no merit this shall be noted in the minutes of the MAC and the member shall be so informed.
23. Where the MAC determines that the matter has merit the MAC shall make a recommendation to the Hospital Board.
24. The MAC may recommend to the Hospital Board without limitation:
- a) to warn or provide a formal letter of reprimand;
  - b) to require a probationary period with retrospective review of cases but without special requirements of prior or concurrent consultation or direct supervision;
  - c) to suspend membership prerogatives that do not affect clinical privileges;
  - d) to require individual requirements of consultation or supervision;
  - e) to restrict, suspend or revoke clinical privileges;
  - f) to reduce the staff category; or
  - g) to suspend or revoke the member's staff appointments.
25. Within fourteen (14) days of the date of the MAC meeting, the Chief of Staff or CEO, on behalf of the MAC, shall provide to the member notice of:
- a) the MAC's recommendations and written reasons therefor; and
  - b) the member's entitlement to a hearing before the Hospital Board, if a written request is received by the Hospital Board and the MAC within

seven (7) days of receipt by the member of the MAC's written reasons.

26. Where the member does not require a hearing by the Hospital Board, the Hospital Board may implement the recommendations of the MAC.
27. Where the member requires a hearing by the Hospital Board, the Hospital Board shall appoint a place and time for such hearing.
28. Where the member continues the member's duties at the Hospital and the Chief of Staff or CEO believes that the member's work should be scrutinized, the member's work shall be scrutinized in a manner to be determined by the Chief of Staff or the CEO.
29. If at any time it becomes apparent that the member's conduct, performance or competence is such that it exposes or is reasonably likely to expose patients to harm or injury, and immediate action must be taken to protect the patients, then the procedures in this By-law under immediate measures in an emergency situation (Immediate Mid-Term Action) shall be invoked.

## **BOARD HEARING**

30. Where the member requires a hearing before the Hospital Board then the Hospital Board shall name a place and time for the hearing.
31. The Hospital Board hearing shall be held within fourteen (14) days of the Hospital Board receiving the notice from the member requesting the hearing.
32. Hospital Board shall give written notice of the hearing to the member and to the Chair (or substitute) of the MAC at least seven (7) days before the hearing.
33. The notice of the Hospital Board hearing shall include:
  - a) place, date and time of the hearing;
  - b) the purpose of the hearing;
  - c) a statement that the member and the MAC shall be afforded an opportunity to examine, prior to the hearing, any written or documentary evidence that will be provided or any report, the contents of which will be given in evidence at the hearing;
  - d) a statement that the member may proceed in person or be represented by counsel, and that in the member's absence the Hospital Board may proceed with the hearing and that the member will not be entitled to any further notice of the proceeding;
  - e) a statement that the member may call witnesses and tender documents in

evidence in support of the member's case; and

- f) a statement that the time for the hearing may be extended by the Hospital Board.
34. The parties to the Hospital Board hearing are the member, the MAC and such other persons as the Hospital Board may specify.
  35. The member requiring a hearing before the Hospital Board shall be afforded an opportunity to examine, prior to the hearing, any written or documentary evidence that will be produced at the hearing or any report, the contents of which will be given in evidence at the hearing.
  36. Members of the Hospital Board holding the hearing shall not have taken part in any investigation or consideration of the subject matter of the hearing before the hearing and shall not communicate directly or indirectly in relation to the subject matter of the hearing with any person or with any party or any party's representative, except upon notice to and an opportunity for all parties to participate.
  37. The findings of fact of the Hospital Board pursuant to a hearing shall be based exclusively on evidence admissible or matters that may be noticed under sections 15 and 16 of the Statutory Powers Procedure Act, R.S.O. 1990.
  38. The Hospital Board shall consider only the reasons of the MAC that have been given to the member in support of its recommendations. Where, through error or inadvertence, certain reasons have been omitted in the statement delivered to the member, the Hospital Board may consider those reasons only if those reasons are given by the MAC or its delegate, in writing to both the member and the Hospital Board and the member is given a reasonable time to review the reasons and prepare a case to meet those additional reasons.
  39. No member of the Hospital Board shall participate in a decision of the Hospital Board pursuant to a hearing unless the Hospital Board member was present throughout the hearing and heard the evidence and arguments of the parties and, except with the consent of the parties, no decision of the Hospital Board shall be given unless all members so present participate in the decision.
  40. The Hospital Board shall make a decision to either follow or not to follow the recommendations of the MAC.
  41. A written copy of the decision of the Hospital Board and the written reasons for the decision shall be provided to the member and to the MAC through its secretary or delegate.
  42. Service of the notice of the decision and the written reasons to the member may be made personally or by registered mail addressed to the member at the

member's last known address and, where the notice is served by registered mail, it shall be deemed that the notice was served on the third (3<sup>rd</sup>) day of mailing unless the person to be served establishes that the person did not, acting in good faith, through absence, accident, illness or other cause beyond the person's control, receive it until a later date.

#### **140. IMMEDIATE MID-TERM ACTION**

##### **IMMEDIATE STEPS**

1. Where the conduct, performance or competence of a member exposes or is reasonably likely to expose patients to harm or injury and immediate action must be taken to protect the patients and no less restrictive measures can be taken, the Chief of Staff or delegate, or the CEO may immediately and temporarily suspend the member's privileges, with immediate notice to the CEO or delegate and pending an MAC meeting and a hearing by the Hospital Board.
2. The Chief of Staff, the Chief of Staff's delegate or the CEO shall immediately notify the member, the MAC and the Hospital Board of a decision to suspend the member's privileges.
3. Arrangements as necessary shall be made by the Chief of Staff, the Chief of Staff's delegate or the CEO for the assignment of a substitute physician to care for the patients of the suspended member.
4. Within forty-eight (48) hours of the suspension, the individual who suspended the member shall provide the member and the MAC with written reasons for the suspension and copies of relevant documents or records.

##### **VOLUNTARY RESIGNATION FROM PRACTICE**

5. At any time after a temporary suspension of a member under section 138.1 where the physician in question voluntarily resigns from the Medical Staff of the Hospital permanently, then neither a meeting of the MAC nor a hearing before the Hospital Board is required. A written record shall be maintained reflecting the nature of the complaint and the manner in which it was resolved. Copies shall be sent to the member, the CEO and the Chief of Staff, the MAC and the Board.

##### **EXTERNAL INVESTIGATION**

6. If time allows prior to the meeting of the MAC or if the member consents to an extension of time, then an independent external investigation (by an individual or group from outside the Hospital) shall be conducted in which the independent investigators shall prepare a report for the MAC which shall include a review of the suspension and shall make recommendations with reasons therefor.

7. Within forty-eight (48) hours of the completion of the investigation the individual or group shall forward a written report including the recommendations and reasons to the Chief of Staff or delegate and to the CEO.

## **MEETING OF THE MEDICAL ADVISORY COMMITTEE**

8. In the unusual event that there are insufficient numbers of physicians on staff at the Hospital to constitute a quorum of the MAC to allow the MAC to proceed with a meeting of the MAC as described immediately below, then the suspension and supporting documentation along with the report of the external investigation, if any, shall go directly before the Hospital Board for review at a hearing with the member, pursuant to sections 138.19 - 138.31, so long as the member requires such a hearing.
9. In all other situations the MAC shall set a date for a meeting of the MAC to be held within five (5) days of the date of the suspension to review the suspension and to make recommendations to the Hospital Board.
10. As soon as possible and in any event at least forty-eight (48) hours prior to the MAC meeting, the member shall be given written notice of the MAC meeting. The notice shall include:
  - a) time, date and place of the meeting;
  - b) the purpose of the meeting;
  - c) a statement that the member will be provided with a statement of the matter to be considered along with any relevant documentation;
  - d) a statement that the member is entitled to attend the MAC meeting and to participate fully, to answer all matters considered by the MAC and to present documents and witnesses;
  - e) a statement that the parties are entitled to bring legal counsel to the meeting and to consult with legal counsel, but that legal counsel shall not be entitled to participate in the meeting; and
  - f) a statement that in the absence of the member, the meeting may proceed.
11. The member may request and the MAC may grant a postponement of the MAC meeting.
12. The MAC Secretary or delegate shall provide the member with a short but comprehensive statement of the matter to be considered at the meeting along with any documents or reports which will be reviewed at the meeting.
13. At the meeting a record of the proceedings shall be kept in the minutes of the



MAC and the member shall be given full opportunity to answer each ground as well as to present documents and witnesses if so desired.

14. Before deliberating on the recommendations to be made to the Hospital Board, the Chair shall require the member involved and any other persons present who are not members of the MAC to retire. The MAC shall not consider any matter or case to which they did not give the member a fair opportunity to answer.
15. Within twenty-four (24) hours of the date of the MAC meeting, the Chief of Staff or CEO, on behalf of the MAC, shall provide to the member a written notice of:
  - a) the MAC's recommendations and written reasons therefor; and
  - b) the member's entitlement to a hearing before the Hospital Board, if a written request is received by the Hospital Board and the MAC within seven (7) days of receipt by the member of the MAC's written reasons.
16. The MAC, through the Chief of Staff or the CEO, shall provide the Hospital Board within twenty-four (24) hours of the meeting of the MAC, written notice of the MAC's recommendations and the written reasons for such recommendations.
17. Where the member does not require a hearing by the Hospital Board, the Hospital Board may implement the recommendations of the MAC or act on the suspension pursuant to section 138.8.
18. Where the member requires a hearing by the Hospital Board, the Hospital Board shall appoint a place and time for such hearing.

## **BOARD HEARING**

19. Where the member requires a hearing by the Hospital Board, the Hospital Board shall appoint a place and time for such hearing.
20. The Hospital Board hearing shall be held within seven (7) days of the date of receipt by the member of the MAC's recommendations and written reasons.
21. The Hospital Board shall give written notice of the Hospital Board hearing to the member and to the Chair (or substitute) of the MAC at the earliest possible opportunity and in any event, at least seventy-two (72) hours before the hearing.
22. The notice of the Hospital Board hearing shall include:
  - a) place, date and time of the hearing;
  - b) the purpose of the hearing;
  - c) a statement that the member and the MAC shall be afforded an opportunity to examine, prior to the hearing, any written or documentary

evidence that will be provided or any report, the contents of which will be given in evidence at the hearing;

- d) a statement that the member may proceed in person or be represented by counsel, and that in the member's absence the Hospital Board may proceed with the hearing and that the member will not be entitled to any further notice of the proceeding;
  - e) a statement that the member may call witnesses and tender documents in evidence in support of the member's case; and
  - f) a statement that the time for the hearing may be extended by the Hospital Board.
23. The parties to the Hospital Board hearing are the member, the MAC and such other persons as the Hospital Board may specify.
24. The member requiring a hearing before the Hospital Board shall be afforded an opportunity to examine, prior to the hearing, any written or documentary evidence that will be produced at the hearing or any report, the contents of which will be given in evidence at the hearing.
25. Members of the Hospital Board holding the hearing shall not have taken part in any investigation or consideration of the subject matter of the hearing before the hearing and shall not communicate directly or indirectly in relation to the subject matter of the hearing with any person or with any party or the party's representative, except upon notice to and an opportunity for all parties to participate.
26. The findings of fact of the Hospital Board pursuant to a hearing shall be based exclusively on evidence admissible or matters that may be noticed under sections 15 and 16 of the Statutory Powers Procedure Act, R.S.O. 1990.
27. The Hospital Board shall consider only the reasons of the MAC that have been given to the member in support of its recommendations. Where, through error or inadvertence, certain reasons have been omitted in the statement delivered to the member, the Hospital Board may consider those reasons only if those reasons are given by the MAC or its delegate, in writing to both the member and the Hospital Board and the member is given a reasonable time to review the reasons and prepare a case to meet those additional reasons.
28. No member of the Hospital Board shall participate in a decision of the Hospital Board pursuant to a hearing unless the Hospital Board member was present throughout the hearing and heard the evidence and arguments of the parties and, except with the consent of the parties, no decision of the Hospital Board shall be given unless all members so present participate in the decision.

29. The Hospital Board shall make a decision to either follow or not to follow the recommendations of the MAC.
30. A written copy of the decision of the Hospital Board and the written reasons for the decision shall be provided to the member and to the MAC Secretary or delegate of the MAC.
31. Service of the notice of the decision and the written reasons to the member may be made personally or by registered mail addressed to the member at the member's last known address and, where the notice is served by registered mail, it shall be deemed that the notice was served on the third (3<sup>rd</sup>) day of mailing unless the person to be served establishes that the person did not, acting in good faith, through absence, accident, illness or other cause beyond the person's control, receive it until a later date.

#### **PART XIV - AMENDMENTS**

##### **141. AMENDMENTS TO BY-LAWS**

1. The Board may pass or amend the By-laws of the Corporation from time to time where:
  - a) it is intended to pass or amend the By-laws at a meeting of the Board, written notice of such intention shall be sent by the Secretary to each Director at the Director's address as shown on the records of the Corporation by ordinary mail not less than ten (10) days before the meeting; and
  - b) the notice of intention required by section 139.1(a) is not provided, any proposed By-laws or amendments to the By-laws may nevertheless be moved at the meeting and discussion and voting thereon adjourned to the next meeting, for which no notice of intention need be given.
2. Subject to sections 139.4 and 139.5 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.
3. 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 special general meeting of the members of the Corporation called for that purpose. The notice of such annual meeting or special general meeting shall refer to the By-law or amendment to be presented.
4. The members at the annual meeting or at a special general meeting 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.

5. Those sections of the By-laws passed or amended pursuant to regulations made under the Public Hospitals Act shall, if required by law, or otherwise at the discretion of the Board, be forwarded to the Minister of Health for approval, if approval of this Minister is required by law, and shall cease to be effective forthwith upon notice of disapproval by the Minister.
6. In any case of rejection, amendment, or refusal to approve a By-law or part of a By-law in force and effect in accordance with any part of this section, no act done or right acquired under any such By-law is prejudicially affected by any such rejection, amendment or refusal to approve.

**142. AMENDMENTS TO MEDICAL STAFF BY-LAWS**

Prior to submitting the Medical Staff part of this By-law to the process established in section 139, the following procedures shall be followed:

- a) notice specifying the proposed Medical Staff part of the By-law or amendment thereto shall be posted;
- b) the Medical Staff shall be afforded an opportunity to comment on the proposed Medical Staff part of the By-law or amendment thereto; and
- c) the Medical Advisory Committee shall make recommendations to the Board, concerning the proposed Medical Staff part of the By-law or amendment thereto.

## **BORROWING BY-LAW NO. 2**

BE IT ENACTED as special By-law No. 2 of the Corporation, that:

1. The Directors may, from time to time:
  - a) borrow money on the credit of the Corporation;
  - b) subject to any provision in the Public Hospitals Act, issue, sell or pledge securities of the Corporation;
  - c) subject to any provision in the Public Hospitals Act, charge, mortgage, hypothecate or pledge all or any of the real or personal property of the Corporation, including book debts and rights, powers, franchises and undertakings, to secure any securities or any money borrowed, or other debt, or any other obligation or liability of the Corporation; and
  - d) authorize any Director, officer or employee of the Corporation to make arrangements with reference to the monies borrowed or to be borrowed as aforesaid, and as to the terms and conditions of the loan thereof, and as to the securities to be given therefor, with power to vary or modify such arrangements, terms and conditions and to give such additional securities for any monies borrowed or remaining due by the Corporation as the Directors may authorize, and generally to manage, transact and settle the borrowing of money by the Corporation.