



**JOSEPH BRANT HOSPITAL  
ADMINISTRATIVE BY-LAWS**

Approved: **March 31, 2021**

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## BY-LAWS

### Joseph Brant Hospital

WHEREAS the Joseph Brant Hospital is a public hospital under the *Public Hospitals Act* (Ontario);

AND WHEREAS the Mission of the Joseph Brant Hospital is as follows:

We are committed to exemplary health care. We are focused on clinical excellence, quality and patient safety. We have a passion for service.

At the Hospital we:

- (a) provide quality services to our community through a wide range of inpatient and outpatient programs focused on acute and chronic care;
- (b) be a healthcare partner in delivering regional integrated services;
- (c) develop innovative programs and services to meet the unique needs of our patients;
- (d) perform such lawful acts as are deemed necessary to promote the attainment of these objectives;
- (e) provide a safe, supportive environment focused on healing, prevention and wellness; and
- (f) offer learning opportunities in a community hospital setting;

NOW THEREFORE BE IT ENACTED as a by-law of the Joseph Brant Hospital (the "Corporation") as follows:

## 1. INTERPRETATION

### 1.1 Definitions

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

- 1.1.1 "Act" means the *Corporations Act* (Ontario) and where the context requires, includes the regulations made under it and any statute that may be substituted therefore, as from time to time amended;
- 1.1.2 "Board" means the Board of Directors of the Corporation;
- 1.1.3 "Chair" means the Chair of the Board;
- 1.1.4 "Chief Nursing Executive" means the senior nurse employed by the Hospital who reports directly to, and is appointed by, the Chief Executive Officer and is responsible for nursing services provided in the Hospital and duties as prescribed in the *Public Hospital's Act*;
- 1.1.5 "Chief of Staff" means the member of the Medical Staff appointed by the Board of Directors to be responsible for the professional standards of the Medical, Dental and Midwifery Staff and the quality of professional staff care rendered at the Hospital, and Chair of the Medical Advisory Committee;

- 1.1.6 “**Community Representative**” means those individuals serving on committees who are not Directors but shall not include Professional Staff or employees of the Hospital or their children, parents, siblings, spouse, or common law partner, or any individual (such as a business partner) with a formal relationship to the individual;
- 1.1.7 “**Corporation**” means Joseph Brant Hospital, a corporation incorporated under the laws of the Province of Ontario, also referred to herein as the “**Hospital**”;
- 1.1.8 “**Dentist**” means a dental practitioner in good standing with the Royal College of Dental Surgeons of Ontario;
- 1.1.9 “**Dental Staff**” means the Dentists who have been appointed by the Board to the Dental Staff;
- 1.1.10 “**Director**” means a member of the Board;
- 1.1.11 “**Ex officio**” means “by virtue of office”;
- 1.1.12 “**Extended Class Nursing Staff**” means those Registered Nurses in the Extended Class who are:
- (i) nurses that are employed by the Hospital and are authorized to diagnose, prescribe for or treat patients in the Hospital; and
  - (ii) nurses who are not employed by the Hospital and to whom the Board has granted privileges to diagnose, prescribe for or treat patients in the Hospital;
- 1.1.13 “**Hospital**” means Joseph Brant Hospital, a corporation incorporated under the laws of the Province of Ontario, also referred to herein as the “**Corporation**”;
- 1.1.14 “**Ineligible Individual**” has the meaning in section 149.1 of the *Income Tax Act* (Canada), as amended from time to time<sup>1</sup>;
- 1.1.15 “**Medical Advisory Committee**” means the Medical Advisory Committee established by the Board as required by the *Public Hospitals Act*;
- 1.1.16 “**Medical Staff**” means the Physicians who have been appointed to the Medical Staff by the Board;

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<sup>1</sup> Section 149.1 of the Income Tax Act defines “ineligible individual” as follows:

“ineligible individual”, at any time, means an individual who has been

- (a) convicted of a relevant criminal offence unless it is a conviction for which
  - (i) a pardon has been granted or issued and the pardon has not been revoked or ceased to have effect, or
  - (ii) a record suspension has been ordered under the Criminal Records Act and the record suspension has not been revoked or ceased to have effect,
- (b) convicted of a relevant offence in the five-year period preceding that time,
- (c) a director, trustee, officer or like official of a registered charity or a registered Canadian amateur athletic association during a period in which the charity or association engaged in conduct that can reasonably be considered to have constituted a serious breach of the requirements for registration under this Act and for which the registration of the charity or association was revoked in the five-year period preceding that time,
- (d) an individual who controlled or managed, directly or indirectly, in any manner whatever, a registered charity or a registered Canadian amateur athletic association during a period in which the charity or association engaged in conduct that can reasonably be considered to have constituted a serious breach of the requirements for registration under this Act and for which its registration was revoked in the five-year period preceding that time, or
- (e) a promoter in respect of a tax shelter that involved a registered charity or a registered Canadian amateur athletic association, the registration of which was revoked in the five-year period preceding that time for reasons that included or were related to participation in the tax shelter.

- 1.1.17 “**Members**” means members of the Corporation as described in Article 2;
- 1.1.18 “**Midwife**” means a midwife in good standing with the College of Midwives of Ontario;
- 1.1.19 “**Midwifery Staff**” means the Midwives who have been appointed to the Midwifery Staff by the Board;
- 1.1.20 “**ONCA**” means the Ontario *Not-for-Profit Corporations Act, 2010*, S.O. c. 15, and any regulations thereunder as may be amended from time to time;
- 1.1.21 “**Patient**” means, unless otherwise specified or the context otherwise requires, any in-patient or out-patient of the Corporation;
- 1.1.22 “**Physician**” means a medical practitioner in good standing with the College of Physicians and Surgeons of Ontario;
- 1.1.23 “**President & Chief Executive Officer**” means, in addition to “administrator” as defined in the *Public Hospitals Act*, the President and Chief Executive Officer of the Corporation appointed by the Board of Directors;
- 1.1.24 “**Professional Staff**” means the Medical Staff, Dental Staff, Midwifery Staff and Extended Class Nursing Staff;
- 1.1.25 “**Public Hospitals Act**” means the *Public Hospitals Act* (Ontario), and, where the context requires, includes the regulations made under it and any statute that may be substituted thereof, as from time to time amended;
- 1.1.26 “**Registered Nurse in the Extended Class**” means a member of the College of Nurses of Ontario who is a registered nurse and holds an extended certificate of registration under the *Nursing Act, 1991*;
- 1.1.27 “**Rules**” means a rule adopted by the Board in accordance with section 15.6;
- 1.1.28 “**Special Meeting**” means, in the case of the Act, a general meeting of Members and, in the case of the ONCA, a special meeting of Members called pursuant to section 3.3 of these By-laws; and
- 1.1.29 “**Special Resolution**” means:
- (a) while the Act is in force, a resolution passed by the Board and confirmed, with or without variation, by at least two-thirds (2/3rds) of the votes cast by the Members entitled to vote at a meeting duly called for the purpose of considering the resolution, or by the consent in writing of the Members entitled to vote; or
  - (b) following the coming into force of the ONCA, by a resolution submitted to a Special Meeting duly called for the purpose of considering the resolution and passed at the meeting, with or without amendment, by at least two-thirds (2/3rds) of the votes cast, or consented to in writing by each Member of the Corporation entitled to vote at a meeting of the Members or by the Member’s attorney.

## **1.2 Interpretation**

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

## **2. MEMBERSHIP IN THE CORPORATION**

### **2.1 Members**

The Members of the Corporation shall consist of those persons who are the Directors of the Corporation, each of whom shall upon becoming a Director automatically become a Member and cease to be a Member immediately upon ceasing to be a Director, without further action or formality.

### **2.2 Fees**

No fees shall be payable by the Members.

### **2.3 Voting**

Each Member shall be entitled to one vote.

### **2.4 Transfer of Membership**

Membership in the Corporation is not transferable.

### **2.5 Revocation of Membership**

The Members may remove a Member from office by a majority vote cast by the Members entitled to vote at a Special Meeting duly called for that purpose. Any Member being considered for removal shall be given notice of the purpose of the meeting and shall be entitled to be heard at such meeting.

### **2.6 Termination of Membership**

Membership in the Corporation automatically terminates upon the happening of any of the following events:

- (a) if a Member, in writing, resigns as a Member of the Corporation;
- (b) if the person ceases to be a Director of the Corporation;
- (c) the death of a Member;
- (d) the expulsion of a Member pursuant to section 2.5; or
- (e) the liquidation or dissolution of the Corporation.

## **3. MEETINGS OF MEMBERS**

### **3.1 Location**

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



### **3.2 Annual Meetings**

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

### **3.3 Business at Annual Meetings**

The business transacted at the annual meeting of the Members shall include:

- (a) Reading and/or the circulation of:
  - (i) minutes of the previous annual meeting;
  - (ii) report of the Board, including the financial statements;
  - (iii) report of the unfinished business from any previous meeting of the Members;
  - (iv) report of the Chair of the Board;
  - (v) report of the President & Chief Executive Officer;
  - (vi) report of the auditor; and
  - (vii) report of the Chief of Staff.
- (b) Election of Directors.
- (c) Appointment of auditors to hold office until the next annual meeting.

### **3.4 Special Meetings**

The Board or the Chair shall have the power to call, at any time, a Special Meeting of the Members of the Corporation. The Board shall, on written requisition of Members carrying not less than two-thirds (2/3) of the voting rights call a Special Meeting of Members for any purpose connected with the affairs of the Corporation which is properly within the purview of the Members' role in the Corporation and is not inconsistent with the Act.

### **3.5 Quorum**

A quorum for a meeting of the Members shall consist of a majority of Members.

### **3.6 Notice**

- 3.6.1 Notice of annual meetings or Special Meetings of the Members shall be given by sending it to each Member entitled to notice by one of the methods set out in section 15.1 addressed to the Members at their most recent addresses as shown on the Corporation's records at least ten (10) days prior to the meeting.
- 3.6.2 The notice of a Special Meeting shall state the purpose for which it is called and no other matter may be dealt with at that meeting.

### **3.7 Votes**

- 3.7.1 Each Member entitled to vote and in attendance at a meeting shall have the right to exercise one (1) vote.

- 3.7.2 At all meetings of Members of the Corporation every question shall be determined by a majority of votes unless otherwise specifically provided by statute or by this By-law.
- 3.7.3 In accordance with the *Public Hospitals Act*, no Member shall be entitled to vote by proxy at a meeting of the Members.
- 3.7.4 If all the Members present at the meeting of the Members consent, a meeting of the Members may be held by such conference telephone, electronic or other communication facilities as permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously, and Members participating in meetings by those means are deemed to be present at the meeting.
- 3.7.5 Every question submitted to a meeting of Members shall be decided in the first instance by a show of hands unless a poll is demanded. In the circumstances of a tie, whether on the show of hands or a poll, the matter in question shall be defeated.
- 3.7.6 At any meeting of Members, whenever a vote by show of hands shall have been taken on a question, unless a poll is required or demanded, a declaration by the chair of the meeting that a resolution, vote or motion has been carried and an entry to that effect in the minutes shall be admissible in evidence as prima facie proof of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution, vote or motion.
- 3.7.7 A poll may be demanded either before or after any vote by show of hands by any Member entitled to vote at the meeting. If a poll is demanded on the election of a chair or on the question of adjournment it shall be taken forthwith without adjournment. If a poll is demanded on any other question or as to the election of Directors, the vote shall be taken by ballot in such manner and either at once, later in the meeting or after adjournment as the chair of the meeting directs. The result of a poll shall be deemed to be the resolution of the meeting at which the poll was demanded. A demand for a poll may be withdrawn.

### **3.8 Chair of the Meeting**

The chair of a meeting of the Members shall be:

- (a) the Chair of the Board;
- (b) Vice Chair of the Board if the Chair is absent; or
- (c) a Member elected by the Members present if the Chair and Vice Chair are absent.

### **3.9 Adjourned Meetings of Members**

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

### **3.10 Notice of Adjourned Meetings**

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

#### **4. DIRECTORS**

##### **4.1 Composition of Board**

The Board shall consist of:

- 4.1.1 Twelve (12) Directors, subject to section 4.1.4, who satisfy the criteria set out in section 4.3 and who are elected by the Members entitled to vote in accordance with section 4.7 or appointed in accordance with section 4.10;
- 4.1.2 One (1) Director to be nominated by and from the Municipal Council of the City of Burlington and elected by the Members, who shall have a vote; and
- 4.1.3 The following ex officio Directors not entitled to vote:
  - (a) President & Chief Executive Officer,
  - (b) Chief Nursing Executive,
  - (c) Chief of Staff,
  - (d) President of the Medical Staff Association, and
  - (e) Vice President of the Medical Staff Association.
- 4.1.4 The size of the Board may be changed by Special Resolution in accordance with the Act or the ONCA, as applicable.

##### **4.2 Duties and Responsibilities**

- 4.2.1 The Board shall govern and oversee the management of the affairs of the Corporation and may exercise all such other powers and do all such other acts and things as the Corporation is, by its charter or otherwise, authorized to exercise and do.
- 4.2.2 The Board, being accountable for quality, shall ensure mechanisms and policies are in place to provide a high quality of care for patients.
- 4.2.3 The specific roles and responsibilities of the Board of Directors are set out in Board Policy.

##### **4.3 Qualifications of Directors**

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

- 4.3.1 is less than eighteen (18) years of age;
- 4.3.2 has the status of a bankrupt;
- 4.3.3 is a person who has been found under the *Substitute Decisions Act*, 1992 or under the *Mental Health Act* to be incapable of managing property;
- 4.3.4 has been declared incapable by any court in Canada or elsewhere;
- 4.3.5 is an Ineligible Individual under the Income Tax Act<sup>1</sup>; or

4.3.6 is a current or former member of the Professional Staff other than the members of the Medical Staff appointed to the Board pursuant to the Public Hospitals Act; a current or former employee of the Corporation other than the Chief Executive Officer; a person who lives in the same household or is related (such as a parent, dependent child, sibling, spouse, common law partner) to a current or former member of the Professional Staff or employee of the Corporation; an individual with a formal relationship (such as a business partner) to a current member of the Professional Staff or a current employee of the Corporation or; is an employee of another publicly funded healthcare organization.

#### **4.4 Duty to Disclose**

Every Director or officer who is or becomes an Ineligible Individual shall disclose such fact to the Board immediately upon learning that he or she has become an Ineligible Individual. Upon such disclosure being made, the Board may approve of the Ineligible Individual remaining as a Director or officer.<sup>2</sup> If the Director or officer is not approved, the Director or officer will be deemed to be no longer qualified pursuant to section 4.3 and will immediately cease to be a Director or officer, as applicable. The resulting vacancy may be filled in the manner prescribed in section 4.10.

#### **4.5 Vacation of Office**

4.5.1 The office of a Director shall be automatically vacated if:

- (a) a Director shall resign such office by delivering a written resignation to the Secretary of the Corporation;
- (b) the Director becomes a candidate in a federal, provincial or municipal (including school board trustee) election;
- (c) the Director fails to meet any of the requirements set out in section 4.3;
- (d) at a Special Meeting of the Members, a resolution is passed by a majority of the votes cast by the Members, removing a Director before the expiration of the Director's term of office; or
- (e) the Director dies.

4.5.2 Where there is a vacancy on the Board, the remaining Directors may exercise all the powers of the Board so long as a quorum as defined in section 5.4 remains in office.

#### **4.6 Removal**

The office of a Director may be vacated by a vote of a majority of the Members:

- 4.6.1 if a Director is absent for three (3) consecutive meetings of the Board, or is absent for one quarter ( $\frac{1}{4}$ ) or more of the meetings of the Board in any twelve (12) month period; or
- 4.6.2 if a Director fails to comply with the *Public Hospitals Act*, the Act, the Corporation's Letters Patent, By-laws, Rules, Policies, Procedures and Code of Conduct adopted by the Board, including without limitation, confidentiality and conflict of interest requirements.

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<sup>2</sup> The CRA may revoke the registration of a charity with an Ineligible Individual as a Director.

#### **4.7 Election and Term**

Directors shall be elected and shall retire in rotation as herein provided. The Directors referred to in subsection 4.1.1 shall be elected for a term of three (3) years, expiring on the earlier of the date on which his or her office is vacated pursuant to sections 4.5 or 4.6, or the date of the annual meeting at the end of his or her designated term.

#### **4.8 Nomination Procedure for Election of Directors**

Nominations made for the election of Directors at a meeting of Members may be made only by the Board in accordance with the nominating and election procedure prescribed by the Board from time to time. For greater certainty, no nominations shall be accepted by the Members of the Corporation which are not submitted and approved by the Board in accordance with the Board approved process. The decision of the Board as to whether or not a candidate is qualified to stand for election shall be final.

#### **4.9 Maximum Terms**

- 4.9.1 Each Director referred to in subsection 4.1.1 shall be eligible for re-election provided that such Director shall not be elected or appointed for a term that will result in the Director serving more than nine (9) consecutive years.
- 4.9.2 Such Director may also be eligible for re-election for another term or terms (to a maximum of nine (9) consecutive years) if two (2) or more years have elapsed since the termination of his or her last term;
- 4.9.3 The results of Director evaluations will be taken into account when considering renewal terms for Directors.
- 4.9.4 Where a Director was appointed to fill an unexpired term of a Director such partial term shall be excluded from the calculation of the maximum years of service.
- 4.9.5 Except as provided in section 10.1, no Director shall serve as Chair or Vice Chair for more than two (2) consecutive annual terms in one office, provided however that following a break in continuous service of at least one year the same person may be re-elected or re-appointed to any office.
- 4.9.6 Notwithstanding section 4.9.1, a Director may, by resolution of the Members, have his or her maximum term as a Director extended for a term not to exceed two (2) years for the sole purpose of that Director succeeding to the office of Chair or serving as Chair.

#### **4.10 Filling Vacancies**

So long as there is a quorum of Directors in office, any vacancy occurring in the Board of Directors may be filled by a qualified person appointed for the remainder of the term by the Directors then in office. A Director so appointed or elected shall hold office for the unexpired portion of the term vacated.

#### **4.11 Directors Remuneration**

Directors shall not receive remuneration by virtue of their position on the Board.

## **5. MEETINGS OF THE BOARD OF DIRECTORS**

### **5.1 Regular Meetings**

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

### **5.2 Meetings via Electronic Means**

If a majority of 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 as defined in Board policy which permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously, and Directors or committee members participating in meetings by those means are deemed to be present at the meeting.

### **5.3 Notices**

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

### **5.4 Quorum**

A quorum shall consist of a majority of Directors provided that at least four (4) elected Directors are also present.

### **5.5 First Meeting following Annual Meeting**

Provided a quorum of Directors is present, the Board may, without notice, hold its first meeting immediately following the annual meeting of the Members.

### **5.6 Persons Entitled to be Present**

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

### **5.7 Voting**

Except for the Directors under section 4.1.3, each Director present at a meeting of the Board shall be entitled to one (1) vote on each matter. A Director shall not be entitled to vote by proxy. Any question arising at any meeting of the Board or any committee of the Board, shall be decided by a majority of votes. In the circumstances of a tie, the matter in question shall be defeated.

### **5.8 Polls**

The vote on any question shall be taken by secret ballot if so demanded by any Director present and entitled to vote. Such ballots shall be counted by the chair of the meeting. Otherwise a vote shall be taken by a show of hands. A declaration by the chair of the meeting that a resolution has been carried or not carried shall be conclusive.

## **5.9 Adjournment of the Meeting**

If within one-half (½) hour after the time appointed for a meeting of the Board a quorum is not present, the meeting shall stand adjourned until a day within two (2) weeks to be determined by the chair of the meeting.

## **5.10 Notice of Adjourned Meeting**

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

## **6. CONFLICT OF INTEREST**

### **6.1 Conflict of Interest**

6.1.1 A Director or Community Representative of a committee of the Board holds a position of trust. As such there is an obligation on him/her to avoid situations of conflict of interest. Each Director is responsible first and foremost to the welfare of the Corporation and must function primarily as a member of the Board, not as a member of any other constituency or group.

6.1.2 A conflict of interest arises in any situation where a Director's or committee Community Representative's duty to act solely in the best interest of the Corporation and to adhere to his or her fiduciary duties is compromised or impeded by any other interest, relationship or duty of that director.

6.1.3 Specific rules, policies and practices related to conflict of interest are set out in Board policy.

## **7. PROTECTION OF OFFICERS AND DIRECTORS**

### **7.1 Directors' Liability**

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

### **7.2 Indemnities to Directors and Others**

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

7.2.1 All costs, charges and expenses whatsoever which such Director or officer sustains or incurs in or about any action, suit or proceedings which is brought, commenced or prosecuted

- against him or her, for or in respect of any act, deed, matter or thing whatsoever, made, done or permitted by him or her, in or about the execution of the duties of his or her office; and
- 7.2.2 All other costs, charges and expenses which he or she sustains or incurs in or about or in relation to the affairs of the Corporation, except such costs, charges or expenses as are occasioned by his or her own willful neglect, fraud or default.
- 7.2.3 The indemnity provided for in the preceding paragraph:
- (a) shall not apply to any liability which a Director or officer of the Corporation may sustain or incur as the result of any act or omission as a member of the Professional Staff of the Corporation; and
  - (b) shall be applicable only if the Director or officer of the Corporation acted honestly and in good faith with a view to the best interests of the Corporation and in the case of criminal or administrative action or proceeding that is enforceable by a monetary penalty, had reasonable grounds for believing that their conduct was lawful.

### **7.3 Insurance**

Upon approval by the Board from time to time, the Corporation shall purchase and maintain insurance for the benefit of any Director, officer or other person acting on behalf of the Corporation against any liability incurred in that person's capacity as a Director, officer or other person acting on behalf of the Corporation, except where the liability relates to that person's failure to act honestly and in good faith with a view to the best interests of the Corporation.

## **8. COMMITTEES**

### **8.1 Committees**

The Board may establish committees from time to time. The Board shall determine the duties of such committees and may from time to time amend the Terms of Reference of each committee. The committees of the Board shall be:

- 8.1.1 Standing Committees, being those committees whose duties are normally continuous; and
- 8.1.2 Special Committees, being those committees appointed for specific duties whose mandate shall expire upon resolution of the Board.

### **8.2 Functions, Duties, Responsibilities and Powers of Committees**

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

### **8.3 Committee Members, Chair**

Unless otherwise provided by by-law or by Board resolution, the Board shall appoint the members of the committee, the chair of the committee and, if desirable, the vice chair thereof. The members of any committee need not be Directors of the Corporation. The members and the chair and vice chair of a committee will hold their office at the will of the Board. Each chair of a Standing Committee shall be an elected member of the Board. Unless otherwise provided, the Chair and President & Chief Executive Officer shall be *ex officio* members of all committees.



#### **8.4 Committees Required by Public Hospitals Act**

The Board shall ensure that the Corporation establishes such committees and undertakes such programs as are required pursuant to the *Public Hospitals Act* and other applicable legislation including a medical advisory committee, quality committee and fiscal advisory committee. The President & Chief Executive Officer shall appoint the members of the fiscal advisory committee.

#### **8.5 Procedures at Committee Meetings**

Procedures at committee meetings shall be determined by the chair of each committee, unless established by the Board by resolution or by way of general committee regulations from time to time. Quorum for committee meetings shall be a majority of committee members.

### **9. OFFICERS**

#### **9.1 Officers**

The officers of the Corporation shall include:

- (i) Chair;
- (ii) Vice Chair; and
- (iii) Corporate Secretary;

and may include such other officers as the Board may by resolution determine. The officers shall be elected or appointed by resolution of the Board at the first meeting of the Board following the annual meeting of Members at which the Directors are elected or at such other times when a vacancy shall occur. Officers of Corporation shall be responsible for the duties set out in Board Policy.

#### **9.2 Terms of Office**

Unless otherwise provided in this By-law, the officers of the Corporation shall hold office for one (1) year from the date of appointment or election or until their successors are elected or appointed in their stead and shall be eligible for reappointment. Officers shall be subject to removal by resolution of the Board at any time.

### **10. DUTIES OF OFFICERS**

#### **10.1 Chair of the Board**

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

## **10.2 Vice Chairs**

A Vice Chair shall, in the absence or disability of the Chair, perform the duties and exercise the powers of the Chair and shall perform such other duties as shall from time to time assigned to the Vice Chair by the Board.

## **10.3 Corporate Secretary**

The Corporate Secretary shall carry out the duties of the secretary of the Corporation generally and shall attend or cause a recording secretary to attend all meetings of the Members, Board and other committees to act as a clerk thereof and to record all votes and minutes of all proceedings in the books to be kept for that purpose. The Corporate Secretary shall give or cause to be given notice of all meetings of the Members and of the Board of Directors and shall perform such other duties as may be prescribed in Board policy. The Corporate Secretary may delegate any of the duties set forth in these By-laws but shall remain responsible for the fulfilment of these duties.

## **10.4 Other Officers**

The powers and duties of all other officers shall be such as the Board may from time to time determine.

## **11. PRESIDENT & CHIEF EXECUTIVE OFFICER**

### **11.1 President & Chief Executive Officer**

The President & Chief Executive Officer shall be a Director, the President of the Corporation and the administrator of the Hospital for the purposes of the *Public Hospitals Act*. Subject to the authority of the Board, the Chief Executive Officer shall be responsible for the administration, organization and management of the affairs of the Corporation as well as delegated authority as designated in Board policy.

### **11.2 Chief Nursing Executive**

11.2.1 In accordance with Regulation 965 under the *Public Hospitals Act*, the President & Chief Executive Officer shall:

- (a) ensure there are appropriate procedures in place for the appointment of the Chief Nursing Executive; and
- (b) from time to time approve a process for the participation of the Chief Nursing Executive, nurse managers, and staff nurses, staff and other professionals of the Corporation in decision making related to administrative, financial, operational and planning matters and for the election or appointment of the Chief Nursing Executive, staff nurse or nurse managers and other staff professionals of the Corporation to those administrative committees approved by the President & Chief Executive Officer to have a nurse, staff or professional representation.

## **12. PROFESSIONAL STAFF**

### **12.1 Professional Staff**

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

### **13. ORGANIZATION AND FINANCIAL**

#### **13.1 Execution of Documents**

Deeds, transfers, assignments, contracts, agreements, mortgages, conveyances, obligations, certificates or any other instruments or documents requiring the signature of the Corporation, shall be signed by any two of the following:

- (i) Chair;
- (ii) Vice Chair;
- (iii) President & Chief Executive Officer;
- (iv) Chief Financial Officer; and
- (v) such other officers as may by resolution of the Board be so designated are hereby authorized for and in the name of the Corporation.

#### **13.2 Delegation of Authority**

Despite section 13.1 above, the Board may resolve to delegate authority to the President & Chief Executive Officer within limits as designated in Board policy.

#### **13.3 Other Signing Officers**

In addition to the provisions of section 13.2, the Board may from time to time by resolution direct the manner in which and the person or persons by whom any particular instrument or class of instruments or document may or shall be signed. Any signing officer may affix the seal of the Corporation to any instrument or document and may certify a copy of any instrument, resolution, by-law or other document of the Corporation to be a true copy.

#### **13.4 Banking Arrangements**

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

#### **13.5 Financial Year**

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

#### **13.6 Books and Records**

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

### **14. CONFIDENTIALITY**

#### **14.1 Confidentiality**

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

- (i) brought before the Board;
- (ii) brought before any committee;
- (iii) dealt with in the course of the employee's employment or agent's activities; or
- (iv) dealt with in the course of the Professional Staff member's activities in connection with the Corporation.

#### 14.1.2 Corporation's Spokesperson

Responsibility for public communications concerning the Corporation shall rest with the Chair of the Board and the President & Chief Executive Officer. No other persons shall have the authority to comment to the news media or public on any matters concerning the Corporation unless authorized by the Chair of the Board or the President & Chief Executive Officer.

## 15. PROCEDURES

### 15.1 Appointment of Auditor

The Members entitled to vote shall, at each annual meeting, appoint an auditor to audit the accounts of the Corporation and to report to the Members at the next annual meeting. The auditor shall hold office until the next annual meeting, provided that the Directors may fill any casual vacancy in the office of auditor. The selection of the auditor shall be in accordance with Board policy and the remuneration of the auditor shall be fixed by the Board.

### 15.2 Borrowing Power

Without limiting the borrowing powers of the Corporation as set forth in the Act, the Board may from time to time, in accordance with Board policy, on behalf of the Corporation, and with two-thirds (2/3) majority of the Directors:

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

### 15.3 Investments

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

### 15.4 Retention of Written Statements

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

## **15.5 Rules of Order**

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

## **15.6 Rules**

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

## **16. NOTICES**

### **16.1 Notice**

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

16.1.2 If any notice is sent by prepaid mail, it shall, subject to the following paragraph, be conclusively deemed to have been received on the third (3rd) business day following the mailing thereof. If delivered, a notice shall be conclusively deemed to have been received at the time of delivery, or if sent by facsimile transmission or electronic mail, it shall be conclusively deemed to be received on the next business day after transmission.

16.1.3 Notwithstanding the foregoing provisions with respect to mailing, in the event that it may be reasonably anticipated that, due to any strike, lock out or similar event involving an interruption in postal service, any notice will not be received by the addressee by no later than the third (3rd) business day following the mailing thereof, then the mailing of any such notice as aforesaid shall not be an effective means of sending the same but rather any notice must then be sent by an alternative method which it may reasonably be anticipated will cause the notice to be received reasonably expeditiously by the addressee.

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

### **16.2 Computation of Time**

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

### **16.3 Omissions and Errors**

The accidental omission to give any notice to any Member, Director, officer, member of a committee or the auditor of the Corporation or the non-receipt of any notice by any Member, Director, officer, member of a committee or the auditor of the Corporation or any error in any notice not affecting the substance

thereof shall not invalidate any action taken at any meeting held pursuant to such notice or otherwise founded thereon.

#### **16.4 Waiver of Notice**

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

### **17. AMENDMENT TO BYLAWS**

#### **17.1 Amendment**

Subject to applicable legislation, the provisions of the By-laws of the Corporation may be repealed or amended by by-law enacted by a majority resolution of the Directors at a meeting of the Board of Directors and confirmed by at least a majority of the Members entitled to vote and voting at a meeting duly called for the purpose of considering the said by-law.

#### **17.2 Effect of Amendment**

Subject to the Act and to section 17.3 below, a by-law or an amendment to a by-law passed by the Board has full force and effect from the time the motion was passed, or from such future time as may be specified in the motion.

#### **17.3 Member Approval**

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

17.3.2 The Members entitled to vote at the annual meeting or at a 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.

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

#### **17.4 Amendments to Medical and Professional Staff By-law**

Prior to submitting all or any part of the Medical and Professional Staff By-law to the process established in sections 17.1 and 17.3, the procedures set out in the Medical and Professional Staff By-law shall be followed.