



APPENDIX A

NOTICE OF INTENTION TO AMEND
ADMINISTRATIVE BY-LAW No. 2023-01 OF HEALTH SCIENCES NORTH

TAKE NOTICE THAT pursuant to Section 10.1 of Administrative By-Law No. 2023-01 of Health Sciences North, the Board of Directors intends to present certain amendments to the said By-Law at the Annual Meeting of Health Sciences North on Wednesday, June 12, 2024 at 5:00 p.m.

At the meeting, the Members of the Corporation will be asked to pass the proposed amendments to Administrative By-Law No. 2023-01 of Health Sciences North as set out below:

Section	Current By-Law	Proposed Amendment
1.1(a)	Act means the <i>Corporations Act</i> (Ontario) and, where the context requires, includes the regulations made under it, as amended from time to time;	Act means the <i>Not-for-Profit Corporations Act</i> , 2010 (Ontario) and, where the context requires, includes the regulations made under it, as amended or re-enacted from time to time;
1.1(b)	Associates in relation to an individual means the individual’s parents, dependent children, siblings, spouse or common law partner, and includes any organization, agency, company or individual (such as a business partner) with a formal relationship to the individual;	<i>Remove</i>
1.1(b)		Articles means any instrument that incorporates the Corporation or modifies its incorporating instrument, including articles of incorporation, restated articles of incorporation, articles of amendment, articles of amalgamation, articles of arrangement, articles of continuance, articles of dissolution, articles or reorganization, articles of revival, letters patent, supplementary letters patent, or a special act;
1.1(d)	By-Law(s) means the by-laws of the Corporation;	By-Law(s) means this by-law (including the schedules to this by-law) and all other by-laws of the Corporation as amended and which are, from time to time, in force;
1.1(f)	Chief Executive Officer means in addition to ‘administrator’ as defined in section 1 of the Public Hospitals Act, the employee of the Corporation who has been duly appointed by the Board as chief executive officer of the Corporation;	Chief Executive Officer means, in addition to “administrator” as defined in Section 1 of the Public Hospitals Act, the employee of the Corporation who has been duly appointed by the Board as chief executive officer of the Corporation and is responsible for the administration, organization and management of the affairs of the Corporation;
1.1(g)	Chief Nursing Executive means the senior	Chief Nursing Executive means the senior

	employee responsible to the President and Chief Executive Officer for the nursing facilities in the Hospital;	nurse employed by the Hospital who reports directly to the Chief Executive Officer and is responsible for nursing services provided in the Hospital;
1.1(j)	<p>Conflict of Interest includes, without limitation, the following three areas that may give rise to a conflict of interest for the Directors, namely:</p> <p>(i) Pecuniary or financial interest – a Director is said to have a pecuniary or financial interest in a decision when the Director (or his or her Associates) stands to gain by that decision, either in the form of money, gifts, favours, gratuities or other special consideration;</p> <p>(ii) Undue influence – a Director’s participation or influence in Board decisions that selectively and disproportionately benefits particular agencies, companies, organizations, municipal or professional groups, patients or other individuals from a particular demographic, geographic, political, socio-economic or cultural group is a violation of the Director’s entrusted responsibility to the community at large; or</p> <p>(iii) Adverse interest – a Director is said to have an adverse interest to the Corporation when he or she is a party to a claim, application or proceeding against the Corporation;</p>	<p>Conflict of Interest means a situation where a Director or Officer:</p> <p>(i) is a party to a material contract or transaction or proposed material contract or transaction with the Corporation; or</p> <p>(ii) is a director or an officer of, or has a material interest in, any person who is a party to a material contract or transaction or proposed material contract or transaction with the Corporation;</p>
1.1(k)	Corporation means Health Sciences North in the English language and Horizon Santé-Nord in the French language having its head office at 41 Ramsey Lake Road, Sudbury, Ontario;	Corporation means the corporation that has passed this by-law under the Act or that is deemed to have passed this by-law under the Act, and in particular, means Health Sciences North in the English language and Horizon Santé-Nord in the French language, having its head office at 41 Ramsey Lake Road, Sudbury, Ontario;
1.1(l)	Director means a member of the Board and does not include an Honorary Director;	Director means an individual elected or appointed to the Board and does not include an Honorary Director;
1.1(n)	<p>Excluded Person means:</p> <p>(i) any member of the Professional Staff other than the members of the Medical Staff appointed to the Board pursuant to the Public Hospitals Act;</p> <p>(ii) any employee of the Corporation other than the Chief Executive Officer;</p>	Remove

	(iii) a parent, dependent child, sibling, spouse or common law partner of a member of the Professional Staff or an employee; or (iv) any person who lives in the same household as a member of the Professional Staff or an employee of the Corporation;	
1.1(o)	Ex officio means membership, election or appointment by virtue of the office;	Ex-Officio refers to a Director or a member of a Committee who is appointed as such by virtue of their office;
1.1(p)	Honorary Director means an honorary director of the Corporation appointed in accordance with these By-laws;	<i>Remove</i>
1.1(s)		Officer means an Officer of the Corporation;
1.1(w)		Telephonic or electronic means means any means that uses the telephone or any other electronic or other technological means to transmit information or data, including telephone calls, voice mail, fax, email, an automated touch-tone telephone system, computer, or computer networks; and
1.1(x)		Treasurer means the treasurer of the Corporation.
1.2	Number and Gender, etc. Words importing the singular include the plural and vice versa; words importing gender include all genders; and references to persons include references to corporations, partnerships, trusts and unincorporated organizations.	Number and Gender, etc. (1) Other than as specified in Section 1.1, all terms contained in this By-Law that are defined in the Act shall have the meanings given to such terms in the Act. (2) Words importing the singular include the plural and vice versa, and words importing one gender include all genders. (3) Headings are used for convenience of reference and do not affect the interpretation of the By-Law. (4) References to persons include references to corporations, partnerships, trusts and unincorporated organizations.
1.4		Severability and Precedence The invalidity or unenforceability of any provision of this By-Law shall not affect the validity or enforceability of the remaining provisions of this By-Law. If any of the provisions contained in the By-Laws are inconsistent with those contained in the

		Articles or the Act, the provisions contained in the Articles or the Act, as the case may be, shall prevail.
2.2(a)	<p>Resignation and Termination of Membership</p> <p>(a) The interest of a Member in the Corporation is not transferable and lapses and ceases to exist upon the Member's death or when the Member ceases to be a Director by resignation or otherwise in accordance with this By-Law.</p>	<p>Resignation and Termination of Membership</p> <p>(a) Membership in the Corporation is not transferable and automatically terminates if the Member dies or resigns, or such Membership is otherwise terminated in accordance with the Act or this By-Law.</p>
3.1(1), (2)	<p>Annual Meeting</p> <p>(1) The annual meeting shall be held on a day fixed by the Board that is between April 1st and July 31st in a year or as may otherwise be allowed by law.</p> <p>(2) The business transacted at the annual meeting shall include:</p> <ul style="list-style-type: none"> (a) reading the minutes of the previous annual and subsequent general and special meetings; (b) unfinished business, if any, from the previous annual meeting; (c) reports from the Chair, Chief Executive Officer, Chief of Staff and Treasurer; (d) election of Directors; and (e) appointment of the auditor for the coming year. 	<p>Annual Meeting</p> <p>(1) The annual meeting shall be held between the 1st day of April and the 31st day of July of each year on a day and at a place fixed by the Board.</p> <p>(2) The business transacted at the annual meeting shall include:</p> <ul style="list-style-type: none"> (a) receipt of the minutes of the previous annual and any subsequent special meeting(s); (b) unfinished business, if any, from the previous annual and any subsequent special meeting(s); (c) consideration of the financial statements; (d) appointment of reappointment of the auditor for the coming year; (e) reports from the Chair, Chief Executive Officer, Chief of Staff and Treasurer on the affairs of the Corporation for the previous year; and (f) election of Directors. <p>(4) Members of the Professional Staff, employees of the Corporation and members of the public may attend the annual meeting.</p>
3.2	<p>Special Meeting</p> <p>(1) The Chair may call a special meeting of the Corporation.</p> <p>(2) Not less than one-tenth of the Members may, in writing, requisition the Directors to call</p>	<p>Special Meeting</p> <p>(1) The Chair may call a special meeting of the Corporation.</p> <p>(2) Not less than one-tenth of the Members may, in writing, requisition the Directors to call</p>

	<p>a general meeting of the Corporation for any purpose connected with the affairs of the Corporation that is properly within the purview of the Members' role in the Corporation and that is not inconsistent with the Act. The requisition shall be deposited at the head office of the Corporation. If the Directors determine that the requisition meets the qualifications set out above, the Directors shall call and hold such meeting within 31 days from the date of the deposit of the requisition.</p> <p>(3) Notice of a special meeting shall be given in the same manner as provided in Section 3.4 and shall state the purpose for which it is called.</p>	<p>a special meeting of the Corporation for any purpose connected with the affairs of the Corporation that is properly within the purview of the Members' role in the Corporation and that is not inconsistent with the Act. The requisition shall be deposited at the head office of the Corporation. If the Directors determine that the requisition meets the qualifications set out above, the Directors shall call and hold such meeting within 21 days after receiving the requisition.</p> <p>(3) Notice of a special meeting shall be given in the same manner as provided in Section 3.4 and shall state the purpose for which it is called.</p> <p>(4) Guests may attend a special meeting of the Corporation with the consent of the meeting on the invitation of the Chair or the Chief Executive Officer.</p>
<p>3.4</p>	<p>Notice of Meeting</p> <p>(1) Notice of the annual meeting of the Corporation may be given by any means permitted by law and shall be sufficiently given:</p> <p>(a) to each Member by mail at least ten days in advance of the meeting by sending it to the last address as shown on the records of the Corporation.</p> <p>(2) The declaration of the Secretary or Chair that notice has been given pursuant to the By-Laws shall be conclusive evidence of the giving of such notice. No error or omission in giving notice for a meeting shall invalidate such meeting or make void any proceedings taken or had at such meeting, and any person entitled to notice of a meeting may at any time waive notice of any such meeting and ratify and approve any or all of its proceedings.</p> <p>(3) Attendance at a meeting shall constitute a waiver of notice of the meeting, except where a person attends such meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called. Meetings held without notice shall be deemed to be duly called and held if all of the Members waive notice of the</p>	<p>Notice of Meeting</p> <p>(1) Notice of any annual or special meeting of the Corporation may be given by any means permitted by law and shall be sufficiently given to each Member and each Director by sending it to the last address as shown on the records of the Corporation, as well as to the auditor at its business address, at least 10 days in advance of the meeting. Notice of any meeting where special business will be transacted must contain sufficient information to permit the Members to form a reasoned judgment on the decision to be taken, and state the text of any special resolutions to be submitted to the meeting.</p> <p>(a) The declaration of the Secretary or Chair that notice has been given pursuant to the By-Law shall be conclusive evidence of the giving of such notice. No error or omission in giving notice for a meeting shall invalidate such meeting or make void any proceedings taken or had at such meeting, and any person entitled to notice of a meeting may at any time waive notice of any such meeting and ratify and approve any or all of its proceedings.</p> <p>(b) Attendance at a meeting shall constitute a waiver of notice of the meeting, except where a person attends such meeting for</p>

	<p>meeting and consent to the transaction of such business as may have come before it, subject to a quorum being present at such meeting.</p> <p>(4) If within one-half 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. At least three days' notice of the adjourned meeting shall be given.</p>	<p>the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called. Meetings held without notice shall be deemed to be duly called and held if all of the Members waive notice of the meeting and consent to the transaction of such business as may have come before it, subject to a quorum being present at such meeting.</p> <p>(c) If within one-half hour after the time appointed for a meeting of the Corporation, the meeting has not commenced because a quorum is not present, the meeting shall stand adjourned until a day to be determined by the Board.</p> <p>(d) If a meeting of the Corporation is adjourned by one or more adjournments for an aggregate of less than 30 days, no notice of the meeting that continues the adjourned meeting is required if all of the following are announced at the time of the adjournment:</p> <ul style="list-style-type: none"> (i) The time of the continued meeting; (ii) If applicable, the place of the continued meeting; and (iii) If applicable, instructions for attending and participating in the continued meeting by telephonic or electronic means that will be made available for the meeting, including if applicable, instructions for voting by such means at the meeting. <p>(e) If a meeting of the Corporation is adjourned by one or more adjournments for an aggregate of 30 days or more, notice of the meeting that continues the adjourned meeting shall be given in accordance with Section 3.4(1).</p> <p>(2) Not less than five days before each annual meeting of the Corporation or before the signing of a resolution in lieu of the annual meeting, the Corporation shall give a copy of the Board-approved financial statements and the auditor's report to all Members who have informed the Corporation that they wish to</p>
--	--	---

		receive a copy of those documents.
3.5	<p>Quorum</p> <p>A quorum for the transaction of business at a meeting of the Corporation shall consist of a simple majority of the total number of Members entitled to vote.</p>	<p>Quorum</p> <p>A quorum for the transaction of business at a meeting of the Corporation shall consist of a simple majority of the total number of Members entitled to vote. If a quorum is present at the opening of a meeting of the Corporation, the Members present may proceed with the business of the meeting, even if a quorum is not present throughout the meeting.</p>
3.7	<p>Procedures for Meetings</p> <p>(1) Business arising at any meeting of the Corporation shall be decided by a majority of votes unless otherwise required by statute, provided that:</p> <p>(a) except as provided in this By-Law, each Member shall be entitled to one vote at any meeting of the Corporation;</p> <p>(b) in accordance with the Public Hospitals Act, no Member shall be entitled to vote by proxy at a meeting of the Corporation;</p> <p>(c) votes shall be taken by a show of hands among all Members present, and the Chair shall not have an initial vote;</p> <p>(d) an abstention shall not be considered a vote cast;</p> <p>(e) in the event of a tie vote, the Chair shall require a written ballot thereon, and shall be entitled to a vote. In the event of a tie vote upon written ballot, the motion is lost;</p> <p>(f) after a show of hands has been taken on any question, the Chair may require, or any person entitled to vote on the question may demand, a written ballot thereon. A written ballot so required or demanded shall be taken in such manner as the Chair shall direct;</p> <p>(g) whenever a vote by show of hands is taken on a question, unless a written ballot is required or demanded, a declaration by the Chair that a resolution, vote or motion has been carried and an entry to that effect in the minutes shall be admissible in</p>	<p>Procedures for Meetings</p> <p>(1) A meeting of the Corporation may be held entirely by telephonic or electronic means or by any combination of in-person attendance and telephonic or electronic means, provided such means enables all persons entitled to attend the meeting of the Corporation to reasonably participate. A person who, through telephonic or electronic means, votes at or attends a meeting of the Corporation is deemed to be present in person at the meeting.</p> <p>(2) Business arising at any meeting of the Corporation shall be decided by a majority of votes unless otherwise required by law or this By-Law, provided that:</p> <p>(a) except as provided in this By-Law, each Member shall be entitled to one vote at any meeting of the Corporation;</p> <p>(b) in accordance with the Public Hospitals Act, no Member shall be entitled to vote by proxy at any meeting of the Corporation;</p> <p>(c) votes shall be taken by a show of hands among all Members present, and the Chair shall not have an initial vote;</p> <p>(d) an abstention shall not be considered a vote cast;</p> <p>(e) if there is a tie vote, the Chair shall require a written ballot, and shall be entitled to a vote. If there is a tie vote upon written ballot, the motion is lost;</p> <p>(f) before or after a show of hands has been taken on any question, the Chair may</p>

	<p>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.</p> <p>(2) A by-law or resolution in writing signed by all the Members entitled to vote on that by-law or resolution at a meeting of the Corporation is as valid as if it had been passed at a meeting of the Corporation.</p> <p>(3) Minutes shall be kept for all meetings of the Corporation and shall be approved at the next meeting of the Corporation.</p> <p>(4) Any questions of procedure at or for any meetings of the Corporation which have not been provided for in this By-Law or by the Act or the Public Hospitals Act shall be determined by the Chair in accordance with Bourinot's Rules of Order or such other rules of procedure adopted by resolution of the Board.</p>	<p>require, or any Member may demand, a written ballot. A written ballot so required or demanded shall be taken in such manner as the Chair shall direct;</p> <p>(g) whenever a vote by show of hands is taken on a question, unless a written ballot is required or demanded, a declaration by the Chair that a resolution, vote or motion has been carried or lost and an entry to that effect in the minutes shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution, vote or motion.</p> <p>(3) A resolution in writing signed by all the Members entitled to vote on that resolution at a meeting of the Corporation is as valid as if it had been passed at a meeting of the Corporation.</p> <p>(4) Any questions of procedure at or for any meetings of the Corporation which have not been provided for in this By-Law or by the Act or by applicable law shall be determined by the Chair in accordance with the rules of order adopted by the Board from time to time, or failing such adoption, adopted by the Chair.</p>
<p>4.1(a)</p>	<p>Nominations for Election of Directors</p> <p>Subject to Board composition requirements and this By-Law, nominations for election as a Director at the annual meeting may be made only by:</p> <p>(a) the Governance and Nominating Committee of the Board; or</p>	<p>Nominations for Election of Directors</p> <p>Subject to Board composition requirements and this By-Law, nominations made for the election of Directors at a meeting of the Corporation may only be made by:</p> <p>(a) the Board, after considering the recommendations of the Governance and Nominating Committee, in accordance with the nominating and election procedure prescribed by the Board from time to time; or</p>
<p>4.2</p>	<p>Board Composition</p> <p>(1) The Board shall consist of 14 elected Directors and the ex officio Directors listed in Section 4.4. Except as provided in Section 4.4, no Excluded Person shall be eligible to serve on the Board.</p> <p>(2) It is intended that at least one-third of the elected Directors be French-speaking, that at least one Director be from the Indigenous community and that at least two Directors be</p>	<p>Board Composition</p> <p>(1) The affairs of the Corporation shall be governed by a Board of Directors consisting of up to 19 Directors.</p> <p>(2) The Board shall consist of up to 14 elected Directors and the Ex-Officio Directors listed in Section 4.4.</p> <p>(3) It is intended that at least one-third of the elected Directors be French-speaking, at least</p>

	from Northeastern Ontario outside Sudbury.	two Directors be from the Indigenous community, and at least two Directors be from Northeastern Ontario outside Greater Sudbury.
4.3	<p>Elected Directors</p> <p>(1) At the first election of Directors following approval of this By-law, four Directors shall be elected for a three-year term, four Directors shall be elected for a two-year term and four Directors shall be elected for a one-year term. Thereafter, newly elected Directors shall be elected for three-year terms.</p> <p>(2) Each Elected Director shall be eligible for re-election for two further consecutive three-year terms. Subject to Section 6.1(2), no person may be elected a Director for more terms than will constitute nine consecutive years of service. An elected Director may be eligible for re-election for another term or terms to a maximum of nine consecutive years if two (2) or more years have elapsed since the termination of his or her last term.</p> <p>(3) Four (4) Directors shall retire from office each year subject to re-election as permitted in section 4.3(2).</p>	<p>Elected Directors</p> <p>(1) The Directors shall be elected by the Members at the first meeting of the Corporation and at each succeeding annual meeting.</p> <p>(2) At the first election of Directors following approval of this By-law, four Directors shall be elected for a three-year term, four Directors shall be elected for a two-year term and four Directors shall be elected for a one-year term. Thereafter, newly elected Directors shall be elected for terms of up to three years to facilitate the retirements contemplated in Section 4.3(4).</p> <p>(3) Each Elected Director shall be eligible for re-election for two further consecutive three-year terms. Subject to Section 6.1(2), no person may be elected a Director for more terms than will constitute nine consecutive years of service. An elected Director may be eligible for re-election for another term or terms to a maximum of nine consecutive years if two or more years have elapsed since the termination of their last term.</p> <p>(4) Four Directors shall retire from office each year subject to re-election as permitted in Section 4.3(3).</p>
4.5	<p>Honorary Directors</p> <p>The Board may from time to time appoint Honorary Directors in recognition of contributions of long or special services to the Hospital considered worthy of such appointment. Honorary Directors may attend public meetings of the Board but do not have the right to vote. Honorary Directors do not have the rights and privileges of the Directors.</p>	Remove
4.5		<p>Qualifications of Directors</p> <p>(1) No individual shall be qualified for election or appointment as a Director if the individual:</p> <ul style="list-style-type: none"> (a) is under 18 years old; (b) has been found under the Substitute

		<p>Decisions Act, 1992 or under the Mental Health Act to be incapable of managing property;</p> <p>(c) has been found to be incapable by any court in Canada or elsewhere;</p> <p>(d) has the status of a bankrupt;</p> <p>(e) is an "ineligible individual" as defined in the Income Tax Act (Canada) or any regulations made under it;</p> <p>(f) is an employee of the Corporation or a member of the Professional Staff, except as provided in Section 4.4.</p> <p>(2) The Board's decision as to whether or not a candidate is qualified to stand for election shall be final.</p>
4.6		<p>Director's Consent to Act</p> <p>An individual who is elected or appointed to hold office as a Director shall, in writing, consent to the election or appointment before or within 10 days after the election or appointment, unless the Director has been elected or appointed where there is no break in the Director's term of office. If an elected or appointed Director consents in writing after the 10-day period, the election or appointment is valid.</p>
4.6	<p>No Remuneration</p> <p>The Directors shall serve as such without remuneration, and no Director shall directly or indirectly receive any profit from his or her position as such, provided that a Director may be paid reasonable expenses incurred by him or her in the performance of his or her duties as a Director. Members of the Medical Staff required to serve as Directors in accordance with the Public Hospitals Act shall be paid for their services to the Corporation in any other capacity, as approved by the Board or the Executive Committee.</p>	<p>No Remuneration</p> <p>(1) The Directors shall serve as such without remuneration, and no Director shall directly or indirectly receive any profit from their position as such, provided that a Director may be reimbursed for reasonable expenses they incur in the performance of their duties as a Director.</p> <p>(2) Members of the Medical Staff required to serve as Directors in accordance with the Public Hospitals Act may be paid remuneration and reimbursed for expenses incurred in connection with services they provide to the Corporation in their capacity other than as Directors, provided that the amount of any such remuneration or reimbursement is pursuant to a contract for such services or in accordance with Hospital policy, as the case may be.</p>

<p>4.7</p>	<p>Vacancy and Termination of Office</p> <p>(1) The office of a Director shall automatically be vacated if the Director resigns office by notice in writing to the Secretary, 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, or if the Director dies.</p> <p>(2) The office of an elected Director may be vacated by a resolution of the Board if:</p> <p>(a) a Director is absent for three consecutive regular Board meetings or if a Director is absent for one-quarter or more of the regular Board or Committee meetings in any 12-month period;</p> <p>(b) a Director fails to comply with the Public Hospitals Act, the Act or the Corporation's By-Laws, rules, regulations, policies or procedures including, without limitation, the confidentiality and conflict of interest provisions contained in these By-Laws; or</p> <p>(c) at a special Board meeting, a resolution is passed by at least two-thirds of the votes cast by the Directors removing a Director before the expiration of the Director's term of office.</p> <p>(3) If a vacancy occurs at any time among the Directors either by a resignation, by death or by removal by the Directors in accordance this Section, or by any other cause, such vacancy may be filled by the Board, and the appointee shall hold office for the remainder of the unexpired portion of the term of the vacating Director. Thereafter, the appointee shall be eligible to be elected a Director in accordance with Section 4.3.</p>	<p>Vacancy and Termination of Office</p> <p>(1) The office of a Director shall be vacated immediately:</p> <p>(a) if the Director resigns office by written notice to the Secretary, 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;</p> <p>(b) if the Director dies or becomes bankrupt;</p> <p>(c) if the Director is found to be incapable by a Court or incapable of managing property under Ontario law; or</p> <p>(d) if, at a meeting of the Corporation, the Members by ordinary resolution remove the Director before the expiration of the Director's term of office.</p> <p>(2) The office of an elected Director may be vacated in accordance with Section 4.8(1)(d) if:</p> <p>(a) a Director is absent for three consecutive regular Board meetings or if a Director is absent for one-quarter or more of the regular Board or Committee meetings in any 12-month period; or</p> <p>(b) a Director fails to comply with the Public Hospitals Act, the Act or the Corporation's By-Laws, rules, regulations, policies or procedures including, without limitation, the confidentiality and conflict of interest provisions contained in these By-Laws.</p> <p>(3) Where there is a vacancy on the Board, the remaining Directors may exercise all the powers of the Board so long as a quorum remains in office.</p> <p>(4) A vacancy on the Board shall be filled as follows, and the Director appointed or elected to fill the vacancy holds office for the remainder of the unexpired terms of the Director's predecessor:</p> <p>(a) if the vacancy occurs as a result of the Members removing a Director, the Members</p>
-------------------	---	---

		<p>may fill the vacancy by an ordinary resolution;</p> <p>(b) if there is not a quorum of Directors or there has been a failure to elect the number or minimum number of Directors set out in the Articles, the Directors in office shall, without delay, call a special meeting of the Corporation to fill the vacancy and, if they fail to call such a meeting or if there are no Directors in office, the meeting may be called by any Member; and</p> <p>(c) a quorum of Directors may fill a vacancy among the Directors.</p>
<p>4.8</p>	<p>Conflict of Interest</p> <p>(1) Every Director who, either directly or through one of his or her Associates, has or thinks he or she may potentially have a Conflict of Interest with respect to a proposed or current contract, transaction, matter or decision of the Corporation, shall disclose the nature and extent of the Conflict of Interest at a Board meeting.</p> <p>(2) The declaration of Conflict of Interest shall be disclosed at the Board meeting at which the contract, transaction, matter or decision is first raised.</p> <p>(3) If the Director or his or her Associates become interested in a contract, transaction, matter or decision after the Board meeting at which it is first raised, the Director shall make a declaration at the next Board meeting following the Director's perception or apprehension of a Conflict of Interest.</p> <p>(4) After making such a declaration, no interested Director shall vote or be present at the vote or during the discussions, or otherwise attempt to influence the voting, on a contract, transaction, matter or decision, nor shall the Director be counted in any required quorum with respect to the vote.</p> <p>(5) If a Director has made a declaration of Conflict of Interest in compliance with this By-Law, the Director is not accountable to the Corporation for any profits he or she may realize from the contract, transaction, matter or decision.</p>	<p>Conflict of Interest</p> <p>(1) A Director or officer who:</p> <p>(a) is a party to a material contract or transaction or proposed material contract or transaction with the Corporation; or</p> <p>(b) is a director or officer of, or has a material interest in, any person who is a party to a material contract or transaction or proposed material contract or transaction with the Corporation,</p> <p>shall disclose to the Corporation or request to have entered in the minutes of Board meetings the nature and extent of their interest in accordance with the Act and as set out in Board policy.</p>

(6) If the Director fails to make a Declaration of his or her Conflict of Interest in a contract, transaction, matter or decision, as required by this By-Law, this failure may be considered grounds for termination of his or her position as a Director.

(7) The failure of any Director to comply with the Conflict of Interest provisions of this By-Law does not, in or of itself, invalidate any contract, transaction, matter or decision undertaken by the Board.

(8) If a Director believes that any other Director is in a Conflict of Interest position with respect to any contract, transaction, matter or decision, the Director shall have his or her concern recorded in the minutes, and the Director with the alleged Conflict of Interest shall have the right to address the Board with respect to the allegation.

Thereafter, at the request of the Director who recorded the initial concern, the Board, after the Director alleged to have a Conflict of Interest has absented himself or herself from the room, shall vote on whether the Director alleged to have a Conflict of Interest is, in the opinion of the Board, in a Conflict of Interest. If the Board finds the person in a Conflict of Interest, that interested Director shall absent himself or herself during any subsequent discussion or voting process relating to or pertaining to the conflict. The question of whether or not a Director has a Conflict of Interest shall be determined by a simple majority of the Board and shall be final.

(9) If the Board finds that the person is not in a Conflict of Interest, the Board will then vote on the contract, transaction, matter or decision and the votes of each Director shall be recorded.

(10) The Board shall record every declaration of a Conflict of Interest and the general nature in the minutes.

(11) Where, by reason of the provisions of Section 4.8(4), a quorum is not met then, notwithstanding any other provision in this By-Law, the remaining number of Directors shall be deemed to constitute a quorum, provided such number is not less than three.

	<p>(12) Where, in the circumstances mentioned above, the remaining number of Directors who are not prohibited from participating in the meeting is less than three, the Chair may apply to the Superior Court of Justice on an ex parte basis for an order authorizing the Board to give consideration to, discuss and vote on the matter out of which the interest arises.</p> <p>(13) The Court may by order declare that this Section does not apply to the Board in respect of the matter in relation to which the application is brought, and the Board thereupon may give consideration to, discuss and vote on the matter in the same manner as though none of the Directors had any interest therein, subject only to such conditions and directions as the Court may consider appropriate and so order.</p>	
4.10	<p>Responsibilities of the Board</p> <p>The Board shall govern and supervise the management of the affairs of the Corporation, and in so doing shall assume responsibility for the matters described in Schedule 4.10.</p>	<p>Responsibilities of the Board</p> <p>Subject to the Act, the Board shall govern and supervise the management of the activities and affairs of the Corporation and may exercise all other powers and do all other acts and things as the Corporation is, by its Articles or otherwise, authorized to exercise and do.</p>
5.2	<p>Special Meetings</p> <p>Special meetings of the Board shall be called by the Secretary on the written request of the Chair or any ten Directors.</p>	<p>Special Meetings</p> <p>Special meetings of the Directors may be called by the Chair, Secretary or any eight Directors on notice as required by this By-Law.</p>
5.3	<p>Notice of Board Meetings</p> <p>Notice of Board meetings shall be sufficiently given by the Secretary to Directors by telephone or other electronic means at least 24 hours in advance of the meeting or by prepaid post mailed at least five days in advance of the meeting. Provided a quorum of Directors is present, each newly appointed Board may, without notice, hold its first meeting immediately following the annual meeting of the Corporation. Notice of a special meeting shall state the purpose for which it is called.</p>	<p>Notice of Board Meetings</p> <p>(1) Notice of Board meetings may be given to Directors by any means permitted by law and shall be sufficiently given to each Director by sending it to the last address as shown on the records of the Corporation at least 24 hours in advance of the meeting.</p> <p>(2) Notice of a meeting is not necessary if all of the Directors are present, and none objects to the holding of the meeting, or if those absent have waived notice or have otherwise signified their consent to the holding of such meeting.</p> <p>(3) If a quorum of Directors is present, each newly elected or appointed Board may, without notice, hold its first meeting immediately following the annual meeting of the Corporation.</p>

		(4) Notice of a special meeting shall state the purpose for which it is called.
5.4(5)	Procedures for Board and Committee Meetings (5) Any person may participate in a Board or Committee meeting by means of telephone conference or electronic or other communication facilities as permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously, and a person participating in such a meeting by such means is deemed, for the purposes of the Act and this By-Law, to be present at the meeting.	Procedures for Board and Committee Meetings (5) A Board or Committee meeting may be held entirely by telephonic or electronic means, or any combination of in-person attendance and telephonic or electronic means, provided that all persons attending the meeting are able to communicate with each other simultaneously and instantaneously. A person who, through telephonic or electronic means, attends a Board or Committee meeting is deemed to be present in-person at the meeting.
5.5		Consent and Dissent of Directors (1) A Director who is present at a Board or Committee meeting is deemed to have consented to any resolution passed or action taken at the meeting, unless: (a) the Director's dissent is entered in the meeting minutes; (b) the Director requests that their dissent be entered in the meeting minutes; (c) the Director gives their dissent to the secretary of the meeting before the meeting is terminated; or (d) the Director submits their written dissent to the Corporation immediately after the meeting is terminated. (2) A Director who votes for or consents to a resolution is not entitled to dissent under this section. (3) A Director who was not present at a meeting at which a resolution was passed or action taken is deemed to have consented to the resolution or action unless within seven days after becoming aware of the resolution; the Director: (a) causes their written dissent to be placed with the meeting minutes; or (b) submits their written dissent to the Corporation.

<p>6.1</p>	<p>Officers</p> <p>(1) The Board shall elect, from among the elected Directors, at its first meeting following the annual meeting of the Corporation the Chair, Vice Chair and Treasurer. The Board may also elect from among its members such other officers with such other duties as the Board may, in its discretion, deem necessary.</p> <p>(2) The Chair shall serve for a two-year term, and may upon expiry of the term be elected in that capacity for a second two-year term. If the term of office as Chair coincides with the completion of the Director's term as a Board member, the Director shall vacate his or her seat on the Board. If the term of office as Chair is completed prior to the Director's term as a Board member, the Director may remain on the Board until completion of term is reached. If the Director assumes the position of Chair in the ninth (9th) year of his or her term, the term may be extended by only one year to accommodate one term of Chair, which is two years.</p> <p>(3) The Vice Chair shall serve for a one-year term, and may, upon expiry of the term, be elected in that capacity for a second year. A Vice Chair who is elected for a second term could normally be expected to advance to the office of the Chair-Elect. Succession of the Vice Chair to Chair-Elect shall be subject to Board confirmation.</p> <p>(4) Subject to Sections 6.1(2) and 6.1(3), a Director shall not serve in the same office for more than four consecutive years provided, however, that following a year's break in service in any particular office, such Director may be re-elected or re-appointed to that office.</p> <p>(5) Any officer shall cease to hold office upon resolution of the Board.</p> <p>(6) Officers shall be responsible for the duties assigned to them and they may delegate to others the performance of any or all of such duties.</p>	<p>Officers</p> <p>(1) The Board shall appoint from among the elected Directors, at its first meeting following the annual meeting of the Corporation, a Chair, Vice Chair and Treasurer. The Board may appoint such other Officers and agents as it deems necessary, and who shall have such authority and shall perform such duties as the Board may prescribe from time to time.</p> <p>(2) The Chair shall serve for a two-year term, and may upon expiry of the term be appointed in that capacity for a second two-year term. If the completion of the Chair's term of office coincides with the completion of the Director's term as a Board member, the Director shall vacate their seat on the Board. If the Chair's term of office is completed prior to the completion of the Director's term as a Board member, the Director may remain on the Board until completion of term is reached. If the Director assumes the position of Chair in the ninth year of their term as a Board member, the term may be extended by only one year to accommodate one term of office as Chair, which is two years.</p> <p>(3) The Vice Chair shall serve for a one-year term, and may upon expiry of the term be appointed in that capacity for a second one-year term. A Vice Chair who is elected for a second term could normally be expected to advance to the office of the Chair-Elect. Succession of the Vice Chair to Chair-Elect shall be subject to Board confirmation.</p> <p>(4) A Director shall not serve in the same office for more than four consecutive years provided, however, that following a year's break in service in any particular office, such Director may be re-elected or re-appointed to that office.</p> <p>(5) Any Officer shall cease to hold office upon resolution of the Board. Unless so removed, an Officer shall hold office until the earlier of: the Officer's successor being appointed; the Officer's resignation; or such Officer's death.</p> <p>(6) Officers shall be responsible for the duties assigned to them and they may delegate to others the performance of any or all of such</p>
-------------------	---	--

		duties.
6.6	<p>Indemnification</p> <p>Every Director, officer and Committee member, and his or her heirs, executors, administrators and estate and effects, shall be indemnified and saved harmless out of the funds of the Corporation from and against all costs, charges and expenses whatsoever that he or she sustains or incurs in or about any action, suit or proceeding that is commenced or prosecuted against him or her, for and in respect of any act, deed, matter or thing whatsoever made, done, permitted or omitted to be done by him or her in or about the execution of his or her duties as Director, officer or Committee member, and all other costs, charges and expenses that he or she sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by or are due to his or her own willful neglect or default or by his or her dishonest, fraudulent or criminal act.</p>	<p>Indemnification</p> <p>(1) The Corporation shall indemnify the Directors, Officers and Committee members of the Corporation, the former Directors, Officers and Committee members of the Corporation and any individual who acts or acted at the Corporation's request as a Director, Officer or Committee member, or in a similar capacity, of another entity, against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by the individual in respect of any civil, criminal, administrative, investigative or other action or proceeding in which the individual is involved because of that association with the Corporation or such other entity.</p> <p>(2) The Corporation may advance money to an individual referred to in Section 6.6(1) for the costs, charges and expenses of an action or proceeding referred to in that Section, but the individual shall repay the money if the individual does not fulfil the conditions set out in Section 6.6(3).</p> <p>(3) The Corporation shall not indemnify an individual under paragraph 6.6(1) unless:</p> <p>(a) the individual acted honestly and in good faith with a view to the best interests of the Corporation or other entity, as the case may be; and</p> <p>(b) if the matter is a criminal or administrative proceeding that is enforced by a monetary penalty, the individual had reasonable grounds for believing that their conduct was lawful.</p> <p>(4) The indemnity provided for in the preceding paragraph 6.6(1) shall not apply to any liability which a Director, Officer or Committee member of the Corporation may sustain or incur as the result of any act or omission as a member of the Professional Staff of the Hospital.</p>
6.7	<p>Insurance</p> <p>The Board will cause to be purchased such insurance as it considers advisable and</p>	<p>Insurance</p> <p>The Corporation shall purchase and maintain insurance for the benefit of an individual</p>

	necessary to ensure that Directors, officers and Committee members will be indemnified and saved harmless in accordance with this By-Law. The premiums for such insurance coverage shall be paid from the funds of the Corporation.	referred to in paragraph 6.6(1) against any liability incurred by the individual, (a) in the individual's capacity as a Director, Officer or Committee member of the Corporation; or (b) in the individual's capacity as a Director, Officer or Committee member, or a similar capacity, of another entity, if the individual acts or acted in that capacity at the Corporation's request.
7.1(2), (3)	Standing Committees (2) The composition and terms of reference of the standing Committees shall be set out in an administrative policy or, in the case of the Medical Advisory Committee, in the Hospital By-Laws. The Finance Committee's terms of reference shall include responsibility for the fiscal advisory committee described in section 5 of Regulation 965 of the Public Hospitals Act. (3) The Board may establish such other Committees as it determines are necessary for the execution of the Board's responsibilities. The Board shall prescribe the composition and terms of reference for any such Committees.	Standing Committees (2) The composition and terms of reference of the standing Committees shall be set out in Board policy or, in the case of the Medical Advisory Committee, in the Credentialed Professional Staff By-Law. (a) The Board may delegate to the Executive Committee any of the powers of the Directors excepting those powers set out in the Act that are not permitted to be delegated. (3) Subject to the limitations on delegation set out in the Act, the Board may establish any other Committee it determines necessary for the execution of the Board's responsibilities. The Board shall determine the composition and terms of reference for any such Committee.
8.2	Authorized Signing Officers The individuals designated as signing officers by a Board policy shall sign on behalf of the Corporation all contracts, agreements, conveyances, mortgages or other documents as may be required and as authorized by the Board or the Executive Committee.	Authorized Signing Officers The individuals designated as signing officers by a Board policy shall sign on behalf of the Corporation all deeds, transfers, assignments, contracts, agreements, conveyances, mortgages, obligations, certificates, or any other instruments or documents for which Board approval is required.
8.3(2)(d)	Banking and Borrowing (2) The Board shall by resolution, from time to time, designate the signing officers of the Corporation, and they are hereby authorized for and in the name of the Corporation: (d) subject to the approval of the Board, from time to time, to borrow money from the bank;	Banking and Borrowing (2) The Board shall by resolution, from time to time, designate the signing officers of the Corporation, and they are hereby authorized for and in the name of the Corporation: (d) subject to the approval of the Board, from time to time, to borrow money from the bank upon the credit of the Corporation by loans, advances, overdraft or otherwise;

<p>8.4</p>	<p>Seal</p> <p>The seal of the Corporation shall be in the form impressed hereon.</p>	<p>Seal</p> <p>The seal of the Corporation, if any, shall be in the form determined by the Board.</p>
<p>8.7</p>	<p>Auditor</p> <p>The Corporation shall at each annual meeting appoint an auditor, who shall not be a Director 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 (Ontario), to hold office until the next annual meeting of the Corporation. The auditor shall perform the audit function as prescribed by law, report in advance of the annual meeting of the Corporation and from time to time report through the Audit Committee to the Board on audit work with any necessary recommendations.</p>	<p>Auditor</p> <p>(1) The Corporation shall at each annual meeting appoint an auditor, who shall not be a Director 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 (Ontario), to hold office until the next annual meeting of the Corporation.</p> <p>(2) The auditor shall have all the rights and privileges as set out in the Act and shall perform the audit function as prescribed therein.</p> <p>(3) In addition to making the report in advance of the annual meeting of the Corporation, the auditor shall from time to time report through the Audit Committee to the Board on audit work with any necessary recommendations.</p> <p>(4) The Board shall fix the remuneration of the auditor.</p>
<p>10.1</p>	<p>Amendments to By-Laws</p> <p>(1) The Board may pass or amend By-Laws of the Corporation from time to time.</p> <p>(2) Where it is intended to pass or amend By-Laws at a Board meeting, the Secretary shall send not less than ten days before the meeting, by ordinary prepaid mail, written notice of such intention to each Director at his or her address as shown on the records of the Corporation. Where the notice of intention is not sent as provided herein, 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.</p> <p>(3) Except as hereinafter otherwise provided, a By-Law or an amendment to a By-Law passed by the Board has full force and effect from the time the motion is passed or from such future time as may be specified in the</p>	<p>Amendments to By-Laws</p> <p>(1) The Board may make, amend or repeal any by-law that regulates the activities or affairs of the Corporation, except in respect of a by-law:</p> <ul style="list-style-type: none"> (a) to add, change, or remove a provision respecting the transfer of a membership; (b) to change the manner of giving notice to Members; or (c) to change the method of voting by Members not in attendance at a Members' meeting. <p>(2) Where it is intended to make, amend or repeal by-laws at a Board meeting, the Secretary shall send, not less than ten days before the meeting, notice of such intention to each Director in accordance with Section 5.3. Where the notice of intention is not sent as provided herein, any proposed by-law,</p>

	<p>motion.</p> <p>(4) 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 Corporation called for that purpose. The notice of such annual meeting or special general meeting shall refer to the By-Laws or amendment to be presented. The Members at the annual meeting or 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 thereupon takes effect as amended.</p> <p>(5) Any rejection, amendment or refusal to approve the By-Law or part of the By-Law made in accordance with this section, shall not invalidate any act done or right acquired under any such By-Law prior to its rejection, amendment or refusal to approval.</p> <p>(6) The Board may amend any Schedule to the By-Laws from time to time and such amendment shall not be subject to approval by the Members.</p>	<p>amendment or repeal 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.</p> <p>(3) The Board shall submit the by-law, amendment or repeal to the Members at the next meeting of the Corporation, and the Members may confirm, reject or amend the by-law, amendment or repeal by ordinary resolution.</p> <p>(4) Subject to section 10.1(7), the by-law, amendment or repeal is effective from the date of the Board resolution or from such future time as may be specified in the resolution.</p> <p>(5) If the by-law, amendment or repeal is confirmed or confirmed as amended by the Members, it remains effective in the form in which it was confirmed.</p> <p>(6) The by-law, amendment or repeal ceases to have effect if the Board does not submit it to the Members as required under Section 10.1(3) or if the Members reject it.</p> <p>(7) If a by-law, amendment or repeal ceases to have effect, a subsequent Board resolution that has substantially the same purpose or effect is not effective until it is confirmed or confirmed as amended by the Members.</p> <p>(8) In any case of rejection, amendment or refusal to approve the by-law or part of the by-law in effect in accordance with this section, no act done or right acquired under any such by-law is prejudicially affected by any rejection, amendment or refusal to approve.</p>
SECTION 11	PROGRAMS	MATTERS REQUIRED BY THE PUBLIC HOSPITALS ACT AND OTHER APPLICABLE LEGISLATION
11.1 <i>(shift to 11.7)</i>	Health Surveillance Program (1) Pursuant to the regulations under the Public Hospitals Act, there shall be a health surveillance program for the Hospital, which shall be in respect of all individuals carrying on activities in the Hospital, and shall include a communicable disease surveillance program.	Occupational Health and Safety Program (1) Pursuant to the regulations under the Public Hospitals Act, there shall be an occupational health and safety program for the Hospital, which shall include procedures for: (a) a safe and healthy work environment;

	<p>(2) The Chief Executive Officer shall designate an individual to be in charge of health surveillance in the Hospital, who shall be responsible to the Chief Executive Officer or their delegate for the implementation of the health surveillance program.</p> <p>(3) The Chief Executive Officer shall report to the Board as necessary on the health surveillance program.</p>	<p>(b) the safe use of substances, equipment and medical devices in the Hospital;</p> <p>(c) safe and healthy work practices;</p> <p>(d) the prevention of accidents to individuals on the premises of the Hospital; and</p> <p>(e) the elimination of undue risks and the minimizing of hazards inherent in the Hospital environment.</p> <p>(2) The Chief Executive Officer shall designate an individual to be in charge of occupational health and safety in the Corporation, who shall be responsible to the Chief Executive Officer or their delegate for the implementation of the occupational health and safety program.</p> <p>(3) The Chief Executive Officer shall report to the Board as necessary on the occupational health and safety program.</p>
11.1		<p>Professional Staff</p> <p>There shall be a Professional Staff of the Hospital whose appointment and functions shall be as set out in the Credentialed Professional Staff By-Law.</p>
11.2 <i>(shift to 11.8)</i>	<p>Health Surveillance Program</p> <p>(1) There shall be a Health Surveillance Program for the Hospital, which shall apply to all persons carrying on activities in the Hospital, and shall include a communicable disease surveillance program.</p> <p>(2) The Chief Executive Officer shall appoint the person responsible for implementation of the Health Surveillance Program and his or her reports shall be communicated through the Chief Executive Officer to the Board.</p>	<p>Health Surveillance Program</p> <p>(1) Pursuant to the regulations under the Public Hospitals Act, there shall be a health surveillance program for the Hospital, which shall be in respect of all individuals carrying on activities in the Hospital, and shall include a communicable disease surveillance program.</p> <p>(2) The Chief Executive Officer shall designate an individual to be in charge of health surveillance in the Hospital, who shall be responsible to the Chief Executive Officer or their delegate for the implementation of the health surveillance program.</p> <p>(3) The Chief Executive Officer shall report to the Board as necessary on the health surveillance program.</p>
11.2		<p>Required Committees and Programs</p> <p>The Board shall ensure that the Corporations establishes the committees and undertakes the programs that are required pursuant to</p>

		applicable legislation, including the Public Hospitals Act and the Excellent Care for All Act, including a medical advisory committee, a fiscal advisory committee and a quality committee.
11.3 <i>(shift to 11.9)</i>	Organ Donation The Board shall approve procedures to encourage the donation of organs and tissues including procedures to identify potential donors and to make potential donors and their families aware of the options of organ and tissue donations, and shall ensure that these procedures are implemented in the Hospital.	Organ Donation Pursuant to the regulations under the Public Hospitals Act, the Board shall approve procedures to encourage the donation of organs and tissues including procedures to identify potential donors and to make potential donors and their families aware of the options of organ and tissue donations, and shall ensure that these procedures are implemented in the Hospital.
11.3		Fiscal Advisory Committee The Chief Executive Officer shall appoint the members of the fiscal advisory committee required to be established pursuant to the regulations under the Public Hospitals Act.
11.4		Chief Nursing Executive The Chief Executive Officer shall ensure that there are appropriate procedures in place for the appointment of the Chief Nursing Executive.
11.5		Nurses and Other Staff and Professionals on Committees The Chief Executive Officer shall, from time to time, approve a process for: (1) the participation of the Chief Nursing Executive, nurse managers, staff nurses, staff and other professionals of the Corporation in decision-making related to administrative, financial, operational and planning matters; and (2) the election or appointment of the Chief Nursing Executive, nurse managers, staff nurses and other staff and professionals of the Corporation to those administrative committees approved by the Chief Executive Officer to have a nurse or other staff or professional representation.
11.6		Retention of Written Statements The Chief Executive Officer shall cause to be retained for at least 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.
12	<p>NURSES AND OTHER PROFESSIONAL STAFF ON COMMITTEES</p> <p>The Chief Executive Officer shall 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 nurses or nurse managers and other staff and professionals of the Corporation to those administrative committees approved by the Chief Executive Officer to have a nurse, staff or professional representation.</p>	<i>Remove (included under Section 11)</i>
Schedule 4.10	<p>Responsibilities of the Board</p> <p>The Board of Directors shall govern and supervise the management of the affairs of the Corporation and shall:</p> <p>(a) 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 Departments in order to meet the needs of the community;</p> <p>(b) Ensure that optimal utilization of resources is a key focus, while ensuring that the organization operates within its resource envelope;</p> <p>(c) Work collaboratively with other community agencies and institutions in meeting the needs of the community;</p> <p>(d) Establish procedures for monitoring compliance with the requirements of the Public Hospitals Act, the Hospital Management Regulations thereunder, the By-Laws of the Corporation, and all other applicable legislation;</p> <p>(e) Establish specific policies that will provide the general framework within which the President and Chief Executive Officer, the Medical Advisory Committee, the Professional Staff, and the Corporation staff will establish</p>	<i>Remove and refer to existing Board policy</i>

	<p>procedures for the management of the day-to-day processes within the Corporation;</p> <p>(f) Establish the selection process for the appointment of the President and Chief Executive Officer and the Chief Nursing Executive and appoint the President and Chief Executive Officer and Chief Nursing Executive in accordance with this process;</p> <p>(g) Delegate responsibility and concomitant authority to the President and Chief Executive Officer for the operation of the Corporation and require accountability to the Board;</p> <p>h) Appoint the Chief of Staff/Chair of the Medical Advisory Committee in accordance with the provisions of this By-Law and ensure the ongoing evaluation of the Chief of Staff/Chair of the Medical Advisory Committee;</p> <p>(i) Delegate responsibility and concomitant authority to the Chief of Staff/Chair of the Medical Advisory Committee for the operation of the general clinical organization of the Corporation and the supervision of the Professional Staff activities in the Corporation, including but not limited to quality of care and patient and staff safety, and require accountability to the Board;</p> <p>(j) Appoint and re-appoint Physicians to the Professional Staff of the Corporation, and delineate the respective Privileges after considering the recommendations of the Medical Advisory Committee, in accordance with legislative and By-Law requirements;</p> <p>(k) Through the Professional Staff organization, assess and monitor the acceptance by each member of the Professional Staff of responsibility to the patient and to the Corporation concomitant with the Privileges and duties of the appointment and with the By-Laws of the Corporation;</p> <p>(l) Review regularly the functioning of the Corporation 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</p>	
--	---	--

	<p>responsibility to the annual meeting of the Corporation;</p> <p>(m) Review on a regular basis the role and responsibility of the Corporation to its community in relation to the provision, with the means available, of appropriate types and amounts of services;</p> <p>(n) Ensure that the services, which are provided, have properly qualified staff and appropriate facilities;</p> <p>(o) Ensure the provision of designated services to the public in both official languages (English and French);</p> <p>(p) Ascertain that methods are established for the regular evaluation of the quality of care, and that all Corporation services are regularly evaluated in relation to generally accepted standards, and require accountability on a regular basis;</p> <p>(q) Borrow money, from time to time, as may be authorized by resolution of the Board;</p> <p>(r) Ensure that the President and Chief Executive Officer, Professional Staff, staff nurses and nurses who are managers develop plans to deal with:</p> <ul style="list-style-type: none"> (i) emergency situations that could place a greater than normal demand on the services provided by the Corporation or disrupt the normal Corporation routine; and (ii) the failure to provide services by persons who ordinarily provide services in the Corporation; <p>(s) Establish and provide for the operation of an Occupational Health and Safety program for the Corporation that shall include procedures with respect to:</p> <ul style="list-style-type: none"> (i) a safe and healthy work environment in the Corporation; (ii) the safe use of substances, equipment and medical devices in the Corporation; (iii) safe and healthy work practices in the 	
--	--	--

	<p>Corporation;</p> <p>(iv) the prevention of accidents to persons on the premises of the Corporation; and</p> <p>(v) the elimination of undue risks and the minimizing of hazards inherent in the Corporation environment;</p> <p>(t) Establish and provide for the operation of a health surveillance program including a communicable disease surveillance program in respect of all persons carrying on activities in the Corporation;</p> <p>(u) Establish a Fiscal Advisory Committee to make recommendations to the Board on the operation, use and staffing of the Hospital, comprised of:</p> <p>(i) the President and Chief Executive Officer;</p> <p>(ii) one person representing the professional staff;</p> <p>(iii) the Chief Nursing Executive or another person representing nurses who are managers;</p> <p>(iv) one person representing employees; and</p> <p>(v) such other persons as are appointed by the President and Chief Executive Officer;</p> <p>(v) Provide for:</p> <p>(i) the participation of the Chief Nursing Executive, nurses who are managers and staff nurses in decision making related to administrative, financial, operational and planning matters in the Hospital; and</p> <p>(ii) the participation at the committee level of the Chief Nursing Executive and staff nurses who are managers, including the election of staff nurses of representatives to committees and the election or appointment to committees of nurses who are managers;</p> <p>(x) Pursuant to the Hospital Management</p>	
--	--	--

	<p>Regulations, provide for the establishment of procedures to encourage the donation of organs and tissues including: and</p> <p>(i) procedures to identify potential donors; and</p> <p>(ii) procedures to make potential donors and their families aware of the options of organ and tissue donations,</p> <p>(iii) and shall ensure that such procedures are implemented in the Corporation.</p> <p>(y) Pursuant to the Hospital Management Regulations, ensure that the President and Chief Executive Officer establishes a system for ensuring the disclosure of every critical incident, as soon as is practicable after the critical incident occurs.</p> <p>(z) Establish a Quality Committee further to the Excellent Care for All Act to monitor and report on the overall quality of care and make recommendations to the Board regarding quality improvement initiatives and policies and to oversee the preparation of annual quality improvement plans, comprised of:</p> <p>(i) the President and Chief Executive Officer;</p> <p>(ii) one member of the Medical Advisory Committee;</p> <p>(iii) the Chief Nursing Executive;</p> <p>(iv) 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; and</p> <p>(v) such other persons as are selected by the Board so that one third of the members of the Quality Committee shall be voting members.</p>	
<p>Schedule 6.1(2)(b)</p>	<p>Chair</p> <p>The Chair of the Board shall:</p> <p>(b) be an ex officio member of all committees of the Board;</p>	<p>Chair</p> <p>The Chair of the Board shall:</p> <p>(b) be an Ex-Officio member of all committees of the Board, except for the Medical Advisory Committee;</p>

<p>Schedule 6.1(4)</p>	<p>Treasurer</p> <p>The Treasurer of the Corporation shall:</p> <p>(a) be a member of the Finance and/or Audit Committee;</p> <p>(b) chair the Finance and/or Audit Committee;</p> <p>(c) be the custodian of the books of account and accounting records of the Corporation required to be kept by the provisions of the Act;</p> <p>(i) submit a financial statement at each regular meeting of the Board indicating the financial position of the Corporation at the close of the preceding month;</p> <p>(d) have all the accounts audited; and</p> <p>(e) perform such other duties as may from time to time be determined by the Board.</p> <p>The Treasurer may delegate to employees of the Corporation those duties that he or she considers appropriate to delegate and that he or she is allowed by law to delegate.</p>	<p>Treasurer</p> <p>The Treasurer of the Corporation shall:</p> <p>(a) be a member of the Finance Committee and an Ex-Officio member of the Audit Committee;</p> <p>(b) chair the Finance Committee;</p> <p>(c) present to the Members at the annual meeting the financial statement of the Corporation approved by the Board together with the report of the auditor; and</p> <p>(d) perform such other duties as may from time to time be determined by the Board.</p>
<p>Schedule 6.5(b)</p>	<p>CEO</p> <p>Duties of Chief Executive Officer:</p> <p>(a) The Chief Executive Officer shall be appointed by the Board.</p> <p>(b) The Chief Executive Officer shall be Secretary of the Corporation and Secretary of the Board.</p>	<p>Chief Executive Officer</p> <p>Duties of Chief Executive Officer:</p> <p>(a) The Chief Executive Officer shall be appointed by the Board.</p> <p>(b) The Chief Executive Officer shall be Secretary of the Corporation and Secretary of the Board. The Chief Executive Officer may delegate to employees of the Corporation those duties of the Secretary that they consider appropriate to delegate and that they are allowed by law to delegate.</p>

Grammar, spelling and minor formatting amendments are also proposed to the following section: 1.1(h), 1.1(i), 1.1(m), 1.1(r), 1.1(v), 1.1(w), 2.1, 2.2(b), 2.2(c), 3.6, 4.1(b), 4.4(1), 4.4(2), 4.9, 5.1, 5.4(2), 5.4(3), 5.4(4), 6.2, 6.3, 6.4, 6.5, 7.1(6), 8.1, 8.6 and Schedule 6.1(2)(a).