



Health Sciences North
Horizon Santé-Nord

Health Sciences North

Administrative By-Law No. 2024-1

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ADMINISTRATIVE BY-LAW NO. 2024-1

OF HEALTH SCIENCES NORTH

SECTION 1 – INTERPRETATION

1.1 Definitions

In this By-Law, unless the context otherwise requires:

- (a) **“Act”** means the *Not-for-Profit Corporations Act, 2010* (Ontario) and, where the context requires, includes the regulations made under it, as amended or re-enacted from time to time;
- (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;
- (c) **“Board”** means the board of directors of the Corporation;
- (d) **“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;
- (e) **“Chair”** means the chair of the Board;
- (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 and is responsible for the administration, organization and management of the affairs of the Corporation;
- (g) **“Chief Nursing Executive”** means the senior nurse employed by the Hospital who reports directly to the Chief Executive Officer and is responsible for nursing services provided in the Hospital;
- (h) **“Chief of Staff”** means the member of the Medical Staff who has been duly appointed by the Board to be responsible to the Board for the quality of care provided in the Hospital;
- (i) **“Committee”** means any committee established by the Board in accordance with the By-Laws;
- (j) **“Conflict of Interest”** means a situation where a Director or Officer:

- (i) is a party to a material contract or transaction or proposed material contract or transaction with the Corporation; or
- (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;
- (k) **“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;
- (l) **“Director”** means an individual elected or appointed to the Board and does not include an Honorary Director;
- (m) **“Excellent Care for All Act”** means the *Excellent Care for All Act, 2010* (Ontario), and where the context requires, includes the regulations made under it, as amended or re-enacted from time to time;
- (n) **“Ex-Officio”** refers to a Director or a member of a Committee who is appointed as such by virtue of their office;
- (o) **“Hospital”** means the public hospital operated by the Corporation and, only where the context permits, may be synonymous with “Corporation”;
- (p) **“Medical Advisory Committee”** means the medical advisory committee established by the Board in accordance with the *Public Hospitals Act*;
- (q) **“Medical Staff”** means the physicians to whom the Board has granted Privileges to treat patients in the Hospital;
- (r) **“Member”** means a member of the Corporation;
- (s) **“Officer”** means an Officer of the Corporation;
- (t) **“Professional Staff”** means the physicians, dentists, midwives and extended class nurses who are required by the *Public Hospitals Act* to be appointed by the Board and who are granted specific Privileges to practice medicine, dentistry, midwifery or extended class nursing, respectively, in the Hospital;
- (u) **“Privileges”** means those rights or entitlements conferred upon a physician, dentist, midwife or extended class nurse at the time of appointment or re-appointment to the Professional Staff;
- (v) **“Public Hospitals Act”** means the *Public Hospitals Act* (Ontario) and, where the context requires, includes the regulations made under it, as amended or re-enacted

from time to time;

- (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
- (x) **“Treasurer”** means the treasurer of the Corporation.

1.2 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.

1.3 Repeal and Replacement of By-Laws

By-Law No. 1 relating to the administration of the affairs of the Corporation is hereby repealed and replaced with this By-Law.

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.

SECTION 2 – MEMBERSHIP IN THE CORPORATION

2.1 Composition of Membership

Membership in the Corporation shall consist of those persons who are from time to time the Directors of the Corporation, each of whom shall cease to be a Member immediately upon ceasing to be a Director, without further action or formality.

2.2 Resignation and Termination of Membership

- (1) 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.
- (2) Any Member may resign their membership in the Corporation by resignation of their position as a Director in writing.
- (3) Any Member may have their membership terminated and be expelled from the Corporation upon being removed as a Director in accordance with Section 4.8(2).

SECTION 3 – MEETINGS OF THE CORPORATION

3.1 Annual Meeting

- (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.
- (2) The business transacted at the annual meeting shall include:
 - (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.
- (3) No other item of business shall be considered at the annual meeting unless notice in writing of such other item of business has been given to the Secretary prior to the giving of notice of the annual meeting so that such item of new business can be included in the notice of annual meeting. Such notice of new business shall be signed by at least four Members.
- (4) Members of the Professional Staff, employees of the Corporation and members of the public may attend the annual meeting.

3.2 Special Meeting

- (1) The Chair may call a special meeting of the Corporation.
- (2) Not less than one-tenth of the Members may requisition in writing the Directors to call 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.
- (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.
- (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.

3.3 Location of Meeting

Meetings of the Corporation shall be held at the head office of the Corporation or at a location fixed by the Board within Northeastern Ontario.

3.4 Notice of Meeting

- (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.
 - (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.
 - (b) 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 meeting and consent

to the transaction of such business as may have come before it, subject to a quorum being present at such meeting.

- (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.
 - (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:
 - (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.
 - (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).
- (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 receive a copy of those documents.

3.5 Quorum

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.

3.6 Chair

Meetings of the Corporation shall be chaired by the Chair or, in their absence, the Vice Chair or a chair selected by the Members present if the Chair and the Vice Chair are absent.

3.7 Procedures for Meetings

- (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 enable 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.
- (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:
 - (a) except as provided in this By-Law, each Member shall be entitled to one vote at any meeting of the Corporation;
 - (b) in accordance with the *Public Hospitals Act*, no Member shall be entitled to vote by proxy at any meeting of the Corporation;
 - (c) votes shall be taken by a show of hands among all Members present, and the Chair shall not have an initial vote;
 - (d) an abstention shall not be considered a vote cast;
 - (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;
 - (f) before or after a show of hands has been taken on any question, the Chair may 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;
 - (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.
- (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.
- (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.

3.8 Fiscal Year

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

SECTION 4 – BOARD

4.1 Nominations for Election of Directors

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:

- (1) 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
- (2) Members, provided that each nominee meets the criteria of the Governance and Nominating Committee and the Board, and the nomination by Members: (a) is in writing and signed by at least two Members; (b) is accompanied by a written declaration signed by the nominee that they will serve as a Director in accordance with this By-Law if elected; and (c) is submitted to and received by the Secretary at least 30 days before the date of the annual meeting.

4.2 Board Composition

- (1) The affairs of the Corporation shall be governed by a Board of Directors consisting of up to 19 Directors.
- (2) The Board shall consist of up to 14 elected Directors and the *Ex-Officio* Directors listed in Section 4.4.
- (3) It is intended that at least one-third of the elected Directors be French-speaking, at least two Directors be from the Indigenous community, and at least two Directors be from Northeastern Ontario outside Greater Sudbury.

4.3 Elected Directors

- (1) The Directors shall be elected by the Members at the first meeting of the Corporation and at each succeeding annual meeting.
- (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).

- (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.
- (4) Four Directors shall retire from office each year subject to re-election as permitted in Section 4.3(3).

4.4 Ex-Officio Directors

- (1) The following shall be non-voting *Ex-Officio* Directors:
 - (a) the Chief of Staff;
 - (b) the President of the Medical Staff Association;
 - (c) the Vice President of the Medical Staff Association;
 - (d) the Chief Executive Officer; and
 - (e) the Chief Nursing Executive.
- (2) The *Ex-Officio* Directors shall hold office until their successors are appointed in accordance with the By-Laws.

4.5 Qualifications of Directors

- (1) No individual shall be qualified for election or appointment as a Director if the individual:
 - (a) is under 18 years old;
 - (b) has been found under the *Substitute Decisions Act, 1992* or under the *Mental Health Act* to be incapable of managing property;
 - (c) has been found to be incapable by any court in Canada or elsewhere;
 - (d) has the status of a bankrupt;
 - (e) is an “ineligible individual” as defined in the *Income Tax Act* (Canada) or any regulations made under it;
 - (f) is an employee of the Corporation or a member of the Professional Staff, except as provided in Section 4.4.
- (2) The Board’s decision as to whether or not a candidate is qualified to stand for election shall be final.

4.6 Director's Consent to Act

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.

4.7 No Remuneration

- (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.
- (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.

4.8 Vacancy and Termination of Office

- (1) The office of a Director shall be vacated immediately:
 - (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;
 - (b) if the Director dies or becomes bankrupt;
 - (c) if the Director is found to be incapable by a Court or incapable of managing property under Ontario law; or
 - (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.
- (2) The office of an elected Director may be vacated in accordance with Section 4.8(1)(d) if:
 - (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
 - (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.

- (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.
- (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:
 - (a) if the vacancy occurs as a result of the Members removing a Director, the Members may fill the vacancy by an ordinary resolution;
 - (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
 - (c) a quorum of Directors may fill a vacancy among the Directors.

4.9 Conflict of Interest

- (1) A Director or officer who:
 - (a) is a party to a material contract or transaction or proposed material contract or transaction with the Corporation; or
 - (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,

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.

4.10 Confidentiality

Every Director, officer, Committee member, Professional Staff member, employee and agent of the Corporation shall respect the confidentiality of matters brought before the Board or any Committee or coming to their attention in the course of their duties. No statements respecting such matters shall be made to the public or the press by any such Director, officer, Professional Staff member, employee or agent except as authorized by the Board.

4.11 Responsibilities of the Board

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.

SECTION 5 – MEETINGS OF THE BOARD

5.1 Regular Meetings

The Directors shall meet at least five times per year at the head office of the Corporation or such other place and at such times as the Board may determine from time to time.

5.2 Special Meetings

Special meetings of the Directors may be called by the Chair, Secretary or any eight Directors on notice as required by this By-Law.

5.3 Notice of Board Meetings

- (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.
- (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.
- (3) If a quorum of Directors is present, each newly elected or appointed Board may hold, without notice, its first meeting immediately following the annual meeting of the Corporation.
- (4) Notice of a special meeting shall state the purpose for which it is called.

5.4 Procedures for Board and Committee Meetings

- (1) Unless specifically provided otherwise herein, the procedure relating to conduct of meetings of the Corporation shall apply *mutatis mutandis* to meetings of the Board and its Committees.
- (2) Meetings of the Board shall be open, but the Board may, at its discretion and without notice, move all or part of any Board meeting to a closed session. Guests may attend and/or participate in meetings of the Board and its Committees only by invitation or approval of the Chair or by resolution of the Board or Committee.

- (3) Meetings of Committees shall be closed, and shall be held at the call of the Chair, the chair of the Committee or at the request of any two Directors who are members of the Committee.
- (4) The chair of the Board or any Committee meeting shall not have a second or casting vote.
- (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.

5.6 Quorum

A quorum for the transaction of business at a Board meeting shall consist of a simple majority of the total number of Directors entitled to vote. A quorum for the transaction of business at any Committee meeting shall consist of a majority of its members.

SECTION 6 – OFFICERS

6.1 Officers

- (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.
- (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.
- (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.
- (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.
- (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.
- (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.

6.2 Duties of the Chair

The Chair shall perform the duties described in Schedule 6.1 (2) and such other duties as may be required by law or as the Board may determine from time to time.

6.3 Duties of the Vice Chair

The Vice Chair shall perform the duties described in Schedule 6.1 (3) and such other duties as the Chair may assign or as the Board may determine from time to time.

6.4 Duties of the Treasurer

The Treasurer shall perform the duties described in Schedule 6.1 (4) and such other duties as the Board may determine from time to time.

6.5 Duties of the Chief Executive Officer

The Chief Executive Officer shall be *Ex-Officio* President and Secretary of the Corporation, and an *Ex-Officio* non-voting member of the Board. The Chief Executive Officer shall perform the duties described in Schedule 6.5 and such other duties as the Board may determine from time to time.

6.6 Indemnification

- (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.
- (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).
- (3) The Corporation shall not indemnify an individual under paragraph 6.6(1) unless:
 - (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
 - (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.
- (4) The indemnity provided for in the preceding paragraph 6.6(1) shall not apply to any liability that 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.

6.7 Insurance

The Corporation shall purchase and maintain insurance for the benefit of an individual

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.

SECTION 7 – COMMITTEES

7.1 Standing Committees

- (1) At the first Board meeting following the annual meeting, the Board shall establish the following standing Committees:
 - (a) Executive Committee;
 - (b) Audit Committee;
 - (c) Governance and Nominating Committee;
 - (d) Quality Committee;
 - (e) Finance Committee;
 - (f) Medical Advisory Committee; and
 - (g) Long Range Planning Committee.
- (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.
- (4) Subject to applicable law, the Board may dissolve any Committee by resolution at any time.
- (5) Except for the Executive Committee and the Medical Advisory Committee, the Board may consider the appointment of Committee members who are not Directors and shall ensure that the Committees reflect the community the Corporation serves.
- (6) Except for the Medical Advisory Committee, the Chair and the Secretary shall be *Ex-Officio* members of all Committees.

SECTION 8 – FINANCIAL

8.1 Bonding-Fidelity Insurance

- (1) Directors, officers and employees designated by the Board from time to time shall secure from a guarantee company such bonds of fidelity as the Board may require.
- (2) The Board, in its discretion, may accept an alternative form of employee fidelity insurance such as, but not limited to, a blanket position bond, a commercial blanket bond, or a comprehensive dishonesty, disappearance and destruction policy.
- (3) The Corporation shall pay the costs of any fidelity bond or policy secured to comply with these requirements.

8.2 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 Banking and Borrowing

- (1) The Board shall by resolution from time to time designate the bank in which the monies, bonds or other securities of the Corporation shall be placed for safekeeping.
- (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:
 - (a) to draw, accept, sign and make all or any bills of exchange, promissory notes, cheques and orders for payment of money;
 - (b) to receive and deposit all Corporation monies in the bank and give receipts for same;
 - (c) subject to the approval of the Board, to assign and transfer to the bank all or any stocks, bonds or other securities;
 - (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;
 - (e) to transact with the bank any business that it may think fit;
 - (f) to negotiate with, deposit with, endorse or transfer to the bank, but for the credit of the Corporation only, all or any bills of exchange, promissory notes,

cheques or orders for the payment of money and other negotiable paper;

- (g) from time to time, to arrange, settle, balance and certify all books and accounts between the Corporation and the bank;
- (h) to receive all paid cheques and vouchers; and
- (i) to sign the bank's form of settlement of balance and release.

8.4 Seal

The seal of the Corporation, if any, shall be in the form determined by the Board.

8.5 Investments

The Board may invest in any investments that are authorized by the Corporation's investment policy.

8.6 Trust Funds

The Corporation shall apply any trust funds of the Corporation only to the designated purpose(s) for which such funds were intended. Under no circumstances shall the Corporation transfer any funds held in trust by the Corporation to any other individual or entity unless such transfer complies with all applicable law, including without limitation the *Charities Accounting Act* (Ontario) and the *Trustee Act* (Ontario).

8.7 Auditor

- (1) At each annual meeting, the Corporation shall 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.
- (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.
- (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.
- (4) The Board shall fix the remuneration of the auditor.

SECTION 9 – VOLUNTARY ASSOCIATIONS

9.1 Ancillary Associations

- (1) The Board may sponsor the formation of voluntary associations as it deems advisable to be conducted with the advice of the Board for the general welfare and benefit of the Hospital and its patients.
- (2) Each association shall elect its own officers and formulate its own by-laws, but at all times the by-laws, objects and activities of each such association shall be subject to review by and approval of the Board and the Board may determine a mechanism to provide for representation by the voluntary associations on the Board.
- (3) Each unincorporated voluntary association shall have its financial affairs reviewed by an auditor for the purposes of assuring reasonable internal control. The auditor for the Corporation may be the auditor for the voluntary associations under this section.

SECTION 10 – ADOPTION AND AMENDMENT OF BY-LAWS

10.1 Amendments to By-Laws

- (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:
 - (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.
- (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, 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.
- (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.
- (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.

- (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.
- (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.
- (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.
- (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.

SECTION 11 – MATTERS REQUIRED BY THE *PUBLIC HOSPITALS ACT* AND OTHER APPLICABLE LEGISLATION

11.1 Professional Staff

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.

11.2 Required Committees and Programs

The Board shall ensure that the Corporation establishes the committees and undertakes the programs that are required pursuant to 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 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 approve, from time to time, 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.

11.7 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;
 - (b) the safe use of substances, equipment and medical devices in the Hospital;
 - (b) safe and healthy work practices;
 - (c) the prevention of accidents to individuals on the premises of the Hospital; and
 - (d) the elimination of undue risks and the minimizing of hazards inherent in the Hospital environment.
- (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.
- (3) The Chief Executive Officer shall report to the Board as necessary on the occupational health and safety program.

11.8 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.

- (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.
- (3) The Chief Executive Officer shall report to the Board as necessary on the health surveillance program.

11.9 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.

SECTION 12 – OFFICIAL LANGUAGES

12.1 Provision of Designated Services to the Public

- (1) The Board shall ensure the provision of designated services to the public in both official languages (English and French), review annually the quality of French-language services delivered, and ensure that senior management is representative of the community served including the Francophone population, which represents 23% of the Hospital's catchment area.
- (2) The Chief Executive Officer shall:
 - (a) Establish a Francophone Advisory Committee;
 - (b) Establish policies that meet or exceed the designation requirements under the *French Language Services Act (Ontario)* as directed by the Ministry of Health;
 - (c) Support, track and remain accountable for the quality of French-language services delivered;
 - (d) Ensure that employees are aware of their French-language services obligations and that resources are made available to support the delivery of French-language services by offering training and orientation on French-language services;
 - (e) Ensure that complaints regarding French-language services are addressed and resolved in a timely manner.

Enacted June 12, 2024

David McNeil, PhD
Secretary

SCHEDULES

Schedule 6.1 (2) Chair

The Chair of the Board shall:

- (a) preside at all meetings of the Board;
- (b) be an *Ex-Officio* member of all committees of the Board, except for the Medical Advisory Committee;
- (c) be responsible for the naming of Directors to committees not otherwise provided for in the By-Laws of the Corporation;
- (d) report to Members of the Corporation on the operations of the Corporation;
- (e) represent the Corporation at public or official functions; and
- (f) perform such other duties as may from time to time be determined by the Board.

Schedule 6.1 (3) Vice Chair

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

Schedule 6.1 (4) Treasurer

The Treasurer of the Corporation shall:

- (a) be a member of the Finance Committee and an Ex-Officio member of the Audit Committee;
- (b) chair the Finance Committee;
- (c) present to the Members at the annual meeting the financial statements of the Corporation approved by the Board together with the report of the auditor; and
- (d) perform such other duties as may from time to time be determined by the Board.

Schedule 6.1 (5) Chief Executive Officer

Duties of Chief Executive Officer:

- (a) The Chief Executive Officer shall be appointed by the Board.
- (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.

- (c) The duties of the Chief Executive Officer shall include the exercise of the authority delegated to the Chief Executive Officer by the Board through Board policies for the organization and operation of the Hospital and the Chief Executive Officer shall be accountable to the Board for the organization accomplishment of applicable Board policies and operation of the Hospital consonant with the reasonable interpretation of Board policies.
- (d) The Chief Executive Officer shall be a non-voting member of the Board.
- (e) The Chief Executive Officer shall submit quarterly certificates to the Board in respect of the previous quarter that all wages owing to employees and source deductions relating to the employees that the Corporation is required to deduct and remit to the proper authorities pursuant to all applicable legislation, including without limitation, the *Income Tax Act* (Canada), the Canada Pension Plan (Canada), the *Employment Insurance Act* (Canada), and *Employer Health Tax Act* (Ontario), have been made and remitted to the proper authorities, and that all taxes collected pursuant to the goods and services tax and provincial sales tax have been collected and remitted to the proper authorities.
- (f) The Chief Executive Officer shall perform such other duties as may be determined from time to time by the Board.