
**HALIBURTON HIGHLANDS
HEALTH SERVICES CORPORATION
AMENDED AND RESTATED BY-LAWS**

Amended July 16, 2020

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BY-LAW NO. 1

PREAMBLE

WHEREAS it is the intent of the Haliburton Highlands Health Services Corporation to serve the population within the Catchment area through the following;

AND WHEREAS the objectives of the Haliburton Highlands Health Services Corporation are:

- (a) to establish and to operate,
 - (i) one or more public hospitals of any type, including without limitation, a hospital for the acute and chronically ill and an out-Patient treatment and support facility;
 - (ii) ancillary facilities or services for any such hospital including, without limitation, any type of laboratory, diagnostic imaging, research facility, pharmacy, community health, rehabilitation or dispensary;
 - (iii) a long-term care facility as required;
 - (iv) any health related type of service as required;
- (b) to promote and to participate in all phases of education pertaining to health care, including, without limitation, the education of physicians, surgeons, dentists, nursing staff and paramedical personnel; and
- (c) to promote, support and participate in research activities pertaining to health care, including, without limitation, clinical trials, health promotion and disease prevention.

NOW THEREFORE, be it enacted and it is hereby enacted that Bylaw No. 1 of the Haliburton Highlands Health Services Corporation heretofore enacted be cancelled and revoked and that the following No. 1 be substituted in lieu thereof:

ARTICLE 1 – INTERPRETATIONS AND DEFINITIONS

1.1 Definitions

In these By-Laws and all other By-laws and resolutions of the Directors and Members of the Corporation unless the context otherwise requires:

- (a) “**Act**” means the *Corporations Act*, R.S.O. 1990, c. C.38 as amended or replaced from time to time and, where the context requires, includes the regulations made under it;
- (b) “**Administrator**” means the person who has for the time being the direct and actual superintendence and charge of a hospital, as defined in the *Public Hospitals Act*;
- (c) “**Admitting Privileges**” means the privileges granted to members of the Professional Staff related to the admission of in-Patients, registration of out-Patients and the diagnosis, assessment and treatment of in-Patients and out-Patients in the hospital;
- (d) “**Board**” means the Board of Directors of the Corporation;
- (e) “**Catchment Area**” means the geographic area served by the Corporation including the County of Haliburton and bordering townships, as determined by the Board from time to time;
- (f) “**Chair**” means the Chair of the Board;
- (g) “**Chief Financial Officer**” means the senior employee, responsible to the President and Chief Executive Officer for the treasury and controllership functions;
- (h) “**Chief Nursing Officer (s)**” has the same meaning as Chief Nursing Executive as defined in Ontario Regulation 965 (Hospital Management Regulation) enacted pursuant to the *Public Hospitals Act*, as amended from time to time, and means the senior nurse employed by the Hospital who reports directly to the Administrator and is responsible for nursing services provided in the Hospital;
- (i) “**Chief of Staff**” means the physician responsible to the Board for professional practice and supervision of the Professional Staff credentials, and the quality of diagnosis, professional care and treatment provided to the Patients of the Corporation;
- (j) “**consultation**” refers to the situation where a member of the Professional Staff in the light of his/her professional knowledge of the Patient, requests the opinion of another member of the Professional Staff competent to give advice in this field, because of the complexity, obscurity or seriousness of the case or because another

opinion is requested by the Patient or an authorized person acting on his/her behalf. The consultation will consist of an appropriate clinical assessment and review of all relevant data. Findings, opinions and recommendations will be recorded on the Patient's hospital medical record;

- (k) “**Corporation**” or “**Hospital**” means Haliburton Highlands Health Services Corporation;
- (l) “**Dental Staff**” as defined in Ontario Regulation 965 (Hospital Management Regulation) enacted pursuant to the *Public Hospitals Act*, means:
 - (i) the oral and maxillofacial surgeons to whom the Board has granted the privilege of diagnosing, prescribing for or treating patients in the Corporation; and
 - (ii) the dentists to whom the Board has granted the privilege of attending to patients in the hospital in co-operation with a member of the Medical Staff;
- (m) “**Dentist**” means a person registered in good standing in the College of Dental Surgeons of Ontario;
- (n) “**Director**” means a member of the Board of Directors of the Corporation;
- (o) “**Excellent Care for All Act**” means the *Excellent Care for All Act (Ontario)* and where the context requires, includes the Regulations made thereunder;
- (p) “**Excluded Person**” means:
 - (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*;
 - (ii) Any employee other than the President and Chief Executive Officer; and
 - (iii) Any spouse, dependent child, parent, brother or sister of an employee of the Corporation or member of the Professional Staff;
- (q) “**Extended Class Nursing Staff**” as defined in Ontario Regulation 965 (Hospital Management Regulation) enacted pursuant to the *Public Hospitals Act*, means those registered Nurses in the extended class in the hospital:
 - (i) who are employed by the hospital and are authorized to diagnose, prescribe for or treat out-patients in the Corporation; and
 - (ii) who are not employed by the hospital and to whom the Board has granted privileges to diagnose, prescribe for or treat out-patients in the hospital.
- (r) “**Ex officio**” means membership “by virtue of the office”;
- (s) “**in camera**” means a meeting that is held in private and is not open to the public;

- (t) “**Member**” means a member of the Corporation;
- (u) “**Medical Advisory Committee**” means the medical advisory committee of the Corporation;
- (v) “**Medical Staff**” as defined in Ontario Regulation 965 (Hospital Management Regulation) enacted pursuant to the *Public Hospitals Act* means those medical practitioners to whom the Board has granted the privilege of diagnosing, prescribing for and treating Patients of the Corporation;
- (w) “**Midwife**” as defined in Ontario Regulation 965 (Hospital Management Regulation) means a member of the College of Midwives of Ontario;
- (x) “**Nurse**” as defined in Ontario Regulation 965 (Hospital Management Regulation) enacted pursuant to the *Public Hospitals Act*, means a member of the College of Nurses of Ontario who is a registered nurse;
- (y) “**Patient**” means any person registered as an out-patient or admitted as an in-patient of the Hospital, including a person admitted to the long-term care program of the Hospital;
- (z) “**Professional Staff**” means all Medical Staff, Dental Staff, Midwifery Staff and Registered Nurse in the Extended Class to whom the Board has granted privileges of attending Patients in the Hospital;
- (aa) “**Physician**” means a person registered in good standing in the College of Physicians and Surgeons of Ontario;
- (bb) “**President and Chief Executive Officer**” means the person appointed pursuant to the By-laws to be President and Chief Executive Officer of the Corporation, who shall also serve as the Administrator as defined in the *Public Hospitals Act*;
- (cc) “**Professional Staff Rules and Regulations**” means provisions approved by the Board concerning the practice and professional conduct of the members of the Professional Staff;
- (dd) “**Public Hospitals Act**” means the *Public Hospitals Act*, R.S.O. 1990, c. P.40 and regulations thereunder, as amended from time to time;
- (ee) “**Special Resolution**” as defined in the *Corporations Act*, means a resolution passed by the Directors and confirmed with or without variation by at least two-thirds (2/3) of the votes at the annual or special meeting of the Members duly called for that purpose, or, in lieu of such confirmation, by the consent in writing of all the Members entitled to vote at such meeting;

1.2 Interpretation

These By-Laws shall be interpreted in accordance with the following unless the context otherwise specifies or requires:

- (a) all terms which are contained in these By-Laws and which are defined in the Act, the *Public Hospitals Act* (Ontario), the *Excellent Care for All Act* or the Regulations made thereunder, shall have the meanings given to such terms in the Act, the *Public Hospitals Act*, the *Excellent Care for All Act* or the Regulations made thereunder;
- (b) words importing the singular number only shall include the plural and vice versa. Words importing the masculine gender shall include the feminine and neuter genders. Words importing persons shall include bodies corporate, corporations, partnerships, trusts and any number or aggregate of persons;
- (c) the headings used in this Bylaw are inserted for reference purposes only and are not to be considered or taken into account in construing the terms or provisions hereof or to be deemed in any way to clarify, modify or explain the effect of any such terms or provisions; and
- (d) any references herein to any law, bylaw, rule, regulation, order or act of any government, governmental body or other regulatory body shall be construed as a reference thereto as amended or re-enacted from time to time or as a reference to any successor thereto.

ARTICLE 2 – ORGANIZATION

2.1 Head Office

The head office of the Corporation shall be in the Town of Haliburton in the Province of Ontario.

2.2 Seal

The seal of the Corporation shall be in the form impressed in the margin hereof.

ARTICLE 3 - MEMBERSHIP

3.1 Admission

- (a) Membership in the Corporation shall be limited to persons interested in furthering the Corporation's objects and shall consist of any person whose application for admission as a Member has been approved by a resolution of the Board.
- (b) The Secretary shall maintain a list of names and addresses of the Members of the Corporation and, the list as certified by the Secretary shall be conclusive evidence of such membership as of the date of such certificate.

3.2 Application

- (a) Each application for membership in the Corporation must be in a form prescribed by the Directors of the Corporation for the then current year. The decision as to

whether a prospective applicant will be admitted will be made by the Board in accordance with section 3.1. The application shall contain:

- (i) the membership qualifications set out in section 3.4;
- (ii) a statement by the applicant that he/she has read the membership qualifications and that he/she meets all of the requirements set forth therein; and
- (iii) the applicable membership fee for the upcoming year.

3.3 Term

- (a) Any Annual Membership in the Corporation shall be effective only from April 1st in one year to March 31st in the following year.

3.4 Eligibility

- (a) A person is eligible to be an Annual Member where he/she:
 - (i) is at least eighteen (18) years of age;
 - (ii) pays to the Corporation the Annual Membership fee subject to the following conditions:
 - (A) At the time of payment of the fee the individual must have been a property owner or tenant within the Catchment Area for a period of at least 12 months immediately prior thereto, or
 - (B) Be employed or carry on business in the Catchment Area for a period of at least 12 months immediately prior thereto;
 - (iii) is not an Excluded Person; and
 - (iv) has completed and signed the application.

3.5 Membership Fee

- (a) The annual membership fee will be determined by resolution of the board on an annual basis.
- (b) A Member is not entitled to vote at any meetings of the Corporation unless the membership fee was paid in full at least sixty (60) days prior to the date of the meeting.

3.6 Termination

A person's Annual Membership in the Corporation is automatically terminated upon the happening of any of the following events:

- (a) Upon the death, dissolution or resignation of the Member;

- (b) The Member ceases to be a property owner or tenant within the Catchment Area;
or
- (c) The Member ceases to be employed or to carry on a business in the Catchment Area;

3.7 Resignation

- (a) Any Member may resign their membership in the Corporation by submitting their resignation in writing to the Corporation.
- (b) The resignation shall be effective upon acceptance by the Corporation.
- (c) A Member ceases to have a right to attend, participate or vote at meetings effective upon their resignation being accepted by the Corporation, subject to clause (b) above.

3.8 Information Available to Members

No member may have access to information respecting the details of the business of the Corporation which, in the opinion of the Board, would be detrimental to the interests of the Corporation.

ARTICLE 4 – ANNUAL AND SPECIAL MEETINGS OF THE CORPORATION

4.1 Annual General Meetings of the Members of the Corporation

- (a) The Annual General Meeting of the Corporation shall be held within ninety (90) days of the end of each fiscal year of the Corporation on a date to be set by the Board.

4.2 Special Meetings of the Corporation

- (a) The Board or Chair may call a special meeting of the Corporation. The Secretary shall call a special meeting of the Corporation if not less than 40% of those Members eligible to vote at such a meeting so request in writing and the purpose of the meeting is connected with the affairs of the Corporation which are properly within the purview of the Members' role in the Corporation and which are not inconsistent with the Act.
- (b) The requisition shall be deposited at the Head Office of the Corporation and may consist of several documents in like forms signed by one or more requisitioners.
- (c) Notice of the time and place of each special meeting of the Corporation shall be given in the same manner as provided in section 4.3. If the Directors, acting in their sole discretion, determine that the requisition meets the qualifications set out in paragraph (b) above, the Directors shall call and hold such meeting within fourteen (14) days from the date of the deposit of the requisition.

- (d) The notice of a special meeting of Members shall specify the purpose or purposes for which it is called.

4.3 Notice

- (a) At least ten (10) days' prior written notice of a meeting of the Members shall be given to each Member and such notice shall specify the business to be transacted at such meeting:
- (b) In lieu of written notice required under paragraph (a) above, it is sufficient notice of any annual or special meeting of Members of the Corporation if notice is given by publication at least once a week for two successive weeks next preceding the meeting in a newspaper or newspapers circulated in the municipalities of the Corporation's catchment area.

4.4 Omission of Notice

No unintentional or technical error or omission in giving notice of a meeting of Members of the Corporation may invalidate resolutions passed or proceedings taken at the meeting. Any Member may at any time waive notice of any such meeting and may ratify, approve, and confirm any or all resolutions passed or proceedings taken at the meeting.

4.5 Adjourned Meeting

- (a) If a quorum is not present, within one-half hour after the time appointed for a meeting of Members of the Corporation, the meeting shall stand adjourned until a day within two weeks, as determined by the Board.
- (b) At least three (3) days notice of the re-scheduled meeting following an adjournment shall be given by E-Mail, publication in a newspaper circulated in the Catchment Area.

4.6 Chair

The meetings of Members of the Corporation shall be chaired by:

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

4.7 Business

The business transacted at each Annual General Meeting of the Corporation shall include:

- (a) reading the:
 - (i) minutes of the previous meeting;

- (ii) report of the Board including the audited financial statements;
 - (iii) report of the unfinished business from any previous meeting of the Corporation;
 - (iv) report of the President and Chief Executive Officer;
 - (v) report of the Auditor;
 - (vi) report of the Medical Advisory Committee;
- (b) election or appointment of Directors;
 - (c) the appointment of an Auditor to hold office until the next annual meeting and authorizing the Directors to fix the remuneration of the Auditor; and

4.8 Voting

- (a) At all annual or special meetings, questions shall be determined by a majority of affirmative votes cast by the Members present at the meeting, unless otherwise required by statute or the By-Laws. In the case of an equality of votes cast at any meeting, the chair does not have a second or casting vote.
- (b) Pursuant to the *Public Hospitals Act*, no Member may vote by proxy.
- (c) At any meeting, unless a poll is demanded, a declaration by the chair of the meeting that a resolution has been carried or carried unanimously or by a particular majority, or lost or not carried by a particular majority, shall be conclusive of the fact.
- (d) A poll may be demanded either before or after any vote by a show of hands by any person entitled to vote at the meeting. If at any meeting a poll is demanded on the election of the chair or on the question of adjournment, it shall be taken forthwith without adjournment. If at any meeting a poll is demanded on any other question or as to the election of Directors, the vote shall be taken by ballot in such manner as the chair of the meeting directs. The result of a poll shall be deemed to be the resolution of the meeting at which the poll was demanded. A demand for a poll may be withdrawn.

4.9 Quorum

A quorum for each Annual General Meeting or special meeting of the Corporation shall be ten (10) Members present in person.

ARTICLE 5 – BOARD OF DIRECTORS

5.1 Nominations to the Board

- (a) Subject to this section and all other provisions of these By-Laws, nominations for elections as Director at the annual meeting of the Corporation may be made only by the Nominating Committee of the Board as per Board policy, set from time to time. For greater certainty, no nominations shall be accepted by the Members of the Corporation which are not submitted and approved by the Nominating Committee.
- (b) Members of the Corporation may recommend persons for election as a Director of the Corporation to the Nominating Committee for consideration provided that each nomination by the Members:
 - (i) is in writing and signed by at least two Members in good standing;
 - (ii) is accompanied by a written declaration signed by the nominee that he or she will serve as a Director in accordance with these By-Laws if elected; and
 - (iii) is submitted to and received by the Secretary at least thirty (30) days before the date of the Annual General Meeting.

5.2 Board Composition

The affairs of the Corporation shall be managed by a Board of not less than sixteen (16) but in any event, not more than eighteen (18) Directors, which number shall be fixed by special resolution of the Board. Where the number of Directors is fixed at sixteen (16) in number, the composition of the Board shall be constituted as follows.

The Board shall consist of:

- (a) Elected

Eight (8) Directors to a maximum of fourteen (14) Directors elected by the Members as hereinafter set forth at the annual general meeting of the Corporation, each for a term of three years from the date of the election and who shall retire, in rotation, in such a manner that the terms of the office of one-third of the elected Directors, or four elected Directors, shall expire each year.

- (b) *Ex-Officio*

The following shall be non-voting *Ex-Officio* Directors:

- (i) the President of the Professional Staff ;
- (ii) the Chief of Staff; and
- (iii) the President and Chief Executive Officer of the Corporation; and

- (iv) the Chief Nursing Officer.

5.3 Qualifications of Directors

- (a) No Excluded Person shall be eligible for election to the Board, except by resolution of the Board.
- (b) Each Director shall be at least 18 years of age, be mentally competent and financially solvent.
- (c) Each Director shall be a Member.

5.4 Remuneration Of Directors

The Directors shall receive no remuneration for acting as such, but shall be entitled to reimbursement for any reasonable expenses incurred by them upon proof of such expenses.

5.5 Term

- (a) The Directors shall be elected for a term of three (3) years. No person shall be elected for more terms than will constitute more than nine (9) consecutive years of service, provided however that following a break in continuous service of at least one (1) year the same person may be re-elected or re-appointed a Director.
- (b) Save as otherwise provided in these By-Laws, a Director's term of office shall continue until his or her successor is elected.
- (c) Any Director appointed or elected to complete a term of a directorship left vacant, will assume the term of the Director, he or she is replacing.
- (d) A Director completing nine (9) years of service on the Board, may have his or her service as a Director extended for such necessary period of time to permit him or her to complete a term as Board Chair and serve out a term as Past Chair and Chair of Nominating Committee.
- (e) Directors appointed or elected pursuant to section 5.5(c) may complete more than nine (9) years of service on the Board for such necessary period of time to permit him or her to complete three (3) full terms on the Board.

5.6 Removal Of Directors

- (a) The **Members** may, by special resolution at a special meeting of Members at which notice specifying the intention to pass such a resolution has been given, remove any Director elected pursuant to section 5.2(a) before the expiration of such Director's term of office and may, by a majority of the votes cast at that meeting, elect any qualified person instead of such Director for the remainder of his or her term.

- (b) The office of a Director may be vacated by a two thirds (2/3) majority resolution of the **Board** if a Director fails to comply with the *Public Hospitals Act*, the *Long-Term Care Act*, the Corporation's letters patent, By-Laws, Regulations, policies and procedures, and other applicable legislation and requirements including without limitation, the confidentiality, Conflict of Interest and standards of care requirements.

5.7 Vacation Of Office

The office of Director of the Corporation shall be vacated if any such Director:

- (a) does not, within ten (10) days after election or appointment as a Director, become a Member, or ceases to be a Member of the Corporation;
- (b) becomes bankrupt or is declared insolvent;
- (c) is found to be mentally incompetent or becomes of unsound mind;
- (d) if at a special meeting of the Directors of the Corporation, a resolution is passed by at least two-thirds (2/3) of the votes cast by the Directors, removing a Director before the expiration of the Directors' term of office;
- (e) in the case of an *Ex Officio* Director, ceases to hold the position as a result of which he or she became an *Ex Officio* Director;
- (f) resigns from the Board at any time by giving notice of resignation to the Chair. Such resignation shall be effective from the date of receipt of such notice by the Chair or from the date specified therein whichever shall be the later.

5.8 Vacancy

- (a) If a vacancy occurs for any reason among the elected Directors except for a vacancy referred to in section 5.6, provided a quorum remains in office, such vacancy may be filled by an eligible person elected by the Board to serve until the next annual meeting.
- (b) At each annual meeting in addition to the election of Directors to fill the vacancies caused by the expiry of Directors' terms, the meeting shall elect an additional Director to fill the unexpired term created by any vacancy referred to in subsection (a).

ARTICLE 6 – RESPONSIBILITIES OF DIRECTORS

The Board shall govern and manage the affairs of the Corporation and shall:

- (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 services in order to meet the needs of the community;

- (b) Work collaboratively with other community agencies and institutions in meeting the needs of the community;
- (c) Establish procedures for monitoring compliance with the requirements of the *Public Hospitals Act*, the Hospital Management Regulation thereunder, the By-laws of the Hospital and other applicable legislation;
- (d) Establish policies and procedures to 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 procedures for the management of the day-to-day processes;
- (e) Ensure that the President and Chief Executive Officer, Professional Staff, and managers develop policies and plans to deal with:
 - (i) emergency situations that could place a greater than normal demand on the services provided by the Corporation or disrupt the normal routine;
 - (ii) the failure to provide services by persons who ordinarily provide services in the Corporation; and
 - (iii) situations, circumstances, conduct and behaviours which are or have the potential of resulting in a risk to the safety and wellbeing of patients, staff and/or other health professionals.
- (f) Establish the selection process for the appointment of the President and Chief Executive Officer and the Chief Nursing Officer and appoint the President and Chief Executive Officer and Chief Nursing Officer in accordance with the process;
- (g) Annually conduct the President and Chief Executive Officer's formal performance evaluation and to review and approve his or her compensation and to set his or her goals and objectives for the coming year;
- (h) Delegate responsibility and concomitant authority to the President and Chief Executive Officer for the management and operation of programs and services with accountability to the Board;
- (i) Appoint the Chief of Staff in accordance with the provisions of these By-Laws;
- (j) Conduct the Chief of Staff's formal performance evaluation on an annual basis and review and approve his or her compensation and to set his or her goals and objectives for the coming year;
- (k) Delegate responsibility and concomitant authority to the Chief of Staff for the operation of the general clinical organization of the Corporation and the supervision of the Professional Staff activities in the Hospital with accountability to the Board;

- (l) Appoint and re-appoint Physicians, Dentists, Midwives and Registered Nurses in the Extended Class to the Professional Staff of the Hospital and delineate the respective privileges after considering the recommendations of the Medical Advisory Committee, in accordance with legislative and By-law requirements and subject to the approval of relevant programs;
- (m) Through the Medical Advisory Committee, assess and monitor the acceptance by each member of the Professional Staff of his or her 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;
- (n) Ensure that there is appropriate planning and implementation of policies and systems to reasonably ensure that staff and facilities are appropriate and available, including an adequate supply of physicians and other professionals, for the services provided;
- (o) Ensure that Quality Assurance, risk management and utilization review methods are established for the regular evaluation of the quality of care, and that all Hospital services are regularly evaluated in relation to generally accepted standards and required accountability on a regular basis;
- (p) Review regularly the functioning of the Corporation and all programs and services in relation to the objects of the Corporation as stated in the letters patent, supplementary letters patent and the By-laws and demonstrate accountability for its responsibility to the annual meeting of the Corporation;
- (q) Adhere to the attendance policy as established by the Board;
- (r) 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;
- (s) Ensure that the services, which are provided, have properly qualified staff and appropriate facilities;
- (t) Approve the annual budget for the Hospital;
- (u) Establish an investment policy consistent with the provisions of these By-Laws, including section 15.5.
- (v) 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;
- (w) Borrow money, from time to time, as may be authorized by resolution of the Board;
- (x) Evaluate its own performance in relation to its responsibilities and periodically review and revise governance policies, processes and structures as appropriate.

- (y) Establish and provide for the operation of an Occupational Health and Safety program for the Corporation that shall include procedures with respect to:
 - (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 Corporation;
 - (iv) the prevention of accidents to persons on the premises of the Corporation;
and
 - (v) the elimination of undue risks and the minimizing of hazards inherent in the Corporation environment;
- (z) 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;
- (aa) Provide for:
 - (i) the participation of Nurses who are managers and staff Nurses in decision making related to administrative, financial, operational and planning matters in the Hospital; and
 - (ii) the participation at the committee level of staff Nurses who are managers, including the election of staff Nurses as representatives to committees and the election or appointment to committees of Nurses who are managers;
- (bb) Pursuant to the Hospital Management Regulations, provide for the establishment of procedures to encourage the donation of organs and tissues including:
 - (i) procedures to identify potential donors;
 - (ii) procedures to make potential donors and their families aware of the options of organ and tissue donations,and shall ensure that such procedures are implemented in the Corporation;
- (cc) Ensure that a system for the disclosure of every critical incident is established and that the President and Chief Executive Officer, the Chief of Staff and the Chief Nursing Officer will be responsible for the system; and
- (dd) 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:
 - (i) the President and Chief Executive Officer;

- (ii) one member of the Medical Advisory Committee;
- (iii) the Chief Nursing Officer;
- (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
- (v) such other persons as are selected by the Board such that one third of the members of the Quality Committee shall be voting members of the Board.

ARTICLE 7 - STANDARDS OF CARE

Every Director and Officer of the Corporation in exercising his or her powers and discharging his/her duties shall:

- (a) act honestly and in good faith, loyal to the Corporation and with a view to the best interests of the Corporation;
- (b) exercise the degree of care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances;
- (c) adhere to the Hospital's mission, vision and values;
- (d) respect and abide by decisions of the Board;
- (e) keep informed about,
 - (i) matters relating to the Corporation,
 - (ii) the community served,
 - (iii) necessary information and background preparation so as to participate effectively in meetings of the Board and its committees, and
 - (iv) other healthcare services provided in the region;
- (f) participate in the initial orientation as a new Director and in ongoing Board education;
- (g) participate in the annual evaluation of overall Board effectiveness; and
- (h) represent the Board, when requested.

ARTICLE 8 - PUBLIC STATEMENTS AND CONFIDENTIALITY

Unless the Board withholds such authority, the Chair, the Vice-Chair in the absence of the Chair, and the President and Chief Executive Officer have the authority to make statements to the news media, or public, on any matters concerning the Hospital. No other persons shall have the

authority to comment to the news media or public on any matters concerning the Hospital unless authorized by the Chair of the Board or by the President and Chief Executive Officer.

Every Director, officer and member of the Professional Staff, and employee of the Corporation shall respect the confidentiality of matters brought before the Board or before any committee or any matter dealt with in the course of the employee's employment or the Professional Staff member's activities in the Corporation, abide by the confidentiality policy of the Hospital, and keep in mind that unauthorized statements could adversely affect the interests of the Corporation.

ARTICLE 9 - CONFLICT OF INTEREST

In this Section, and for the purposes of these By-Laws:

- (a) "Associates" includes the parents, siblings, spouse or common law partner of the Director as well as any organization, agency, company or individual (such as a business partner) with a formal relationship to a Director;
- (b) "Conflict of Interest" means any situation in which another interest or relationship impairs the ability of a Director to carry out the duties and responsibilities of a Director in an actual, potential, or perceived manner. Conflict of Interest includes, without limitation, the following areas that may give rise to a Conflict of Interest for the Directors of the Corporation, namely:
 - (i) pecuniary or financial interest – a Director is said to have a pecuniary or financial interest in a decision when the Director (or an Associate) stands to gain by that decision, either in the form of money, gifts, favours, gratuities, or other special considerations;
 - (ii) undue influence – interests that impede a Director in his or her duty to promote the greater interest of the whole community served by the Corporation – participation or influence in Board decisions that selectively and disproportionately benefit particular agencies, companies and organizations, professional groups, or client from particular demographic, geographic, political, socio-economic, cultural, or other groups is a violation of the Director's entrusted responsibility to the community at large; or
 - (iii) adverse interest – A Director is said to have an adverse interest to the Corporation when that Director is a party to a claim, application or proceeding against the Corporation.
- (c) 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 shall disclose the nature and extent of the interest at a meeting of the Board in accordance with Board policy on conflicts of interest, as set from time to time.

ARTICLE 10 - INDEMNITIES TO DIRECTORS AND OTHERS

10.1 Protection of Directors and Officers

Except as otherwise provided in any legislation or law, no Director or officer for the time being of the Corporation shall be liable for the acts, receipts, neglects or defaults of any other Director or officer or employee or for any loss, damage or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired by the Corporation or for or on behalf of the Corporation or for the insufficiency or deficiency of any security in or upon which any of the monies of or belonging to the Corporation shall be placed out or invested or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person including any person with whom or which any monies, securities or effects shall be lodged or deposited or for any loss, conversion, misapplication or misappropriation of or any damage resulting from any dealings with monies, securities or other assets belonging to the Corporation or for any other loss, damage or misfortune which may happen in the execution of the duties of the Director's or officer's respective office or trust or in relation thereto unless the same shall happen by or through the Director's or officer's own failure to act honestly and in good faith in the performance of the duties of office, or other wilful neglect or default.

10.2 Pre-Indemnity Considerations

Before giving approval to the indemnities provided in section 10.3, or purchasing insurance provided in section (b), the Board shall consider:

- (a) The degree of risk to which the Director or officer is or may be exposed;
- (b) Whether, in practice, the risk cannot be eliminated or significantly reduced by means other than the indemnity or insurance;
- (c) Whether the amount or cost of the insurance is reasonable in relation to the risk;
- (d) Whether the cost of the insurance is reasonable in relation to the revenue available; and
- (e) Whether it advances the administration and management of the property to give the indemnity or purchase the insurance.

10.3 Indemnification of Officers and Directors

Upon approval by the Board from time to time, every Director and officer of the Corporation and every member of a committee, or any other person who has undertaken, or is about to undertake, any liability on behalf of the Corporation or any corporation controlled by it, and the person's respective heirs, executors and administrators, and estate and effects, successors and assigns, shall from time to time and at all times, be indemnified and saved harmless out of the funds of the Corporation, from and against:

- (i) all costs, charges and expenses whatsoever which such Director, officer, committee member or other person sustains or incurs in or in relation to any

action, suit or proceeding which is brought, commenced or prosecuted against the Director, officer, committee member or other person, for or in respect of any act, deed, matter or thing whatsoever, made, done or permitted by them, in or in relation to the execution of the duties of such office or in respect of any such liability; and

- (ii) all other costs, charges and expenses which the Director, officer, committee member or other person sustains or incurs in or in relation to the affairs thereof,

except such costs, charges or expenses as are occasioned by their own failure to act honestly and in good faith in the performance of the duties of office, or by other wilful neglect or default.

The Corporation shall also, upon approval by the Board from time to time, indemnify any such person in such other circumstances as any legislation or law permits or requires. Nothing in these By-Laws shall limit the right of any person entitled to indemnity to claim indemnity apart from the provisions of these By-Laws to the extent permitted by any legislation or law.

- (b) Insurance

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

ARTICLE 11 –REGULAR AND SPECIAL MEETINGS OF THE BOARD

11.1 Regular

- (a) The Board shall meet a minimum of five (5) times per annum, at such place, time and day as the Board may from time to time determine.
- (b) The Secretary shall give notice in writing of the meeting to the Directors as to time, date and place and shall be delivered either by telephone or e-mail to each Director at least forty-eight (48) hours in advance of the meeting or shall be mailed to each Director at least give (5) days in advance of the meeting.
- (c) A meeting of the Board may be held without notice, immediately following the annual meeting of the Corporation.

11.2 Special

- (a) The Chair or Vice-Chair in the absence of the Chair may call special meetings of the Board.

- (b) The Secretary shall call a special meeting of the Board if five (5) Directors so request in writing.
- (c) Notice of a special meeting of the Board shall specify the purpose of the meeting, shall be delivered, faxed, e-mailed or telephoned to each Director at least forty-eight (48) hours in advance of the meeting or shall be mailed to each Director at least five (5) days in advance of the meeting.

11.3 Chair

Board meetings shall be chaired by:

- (a) the Chair,
- (b) the Vice-Chair if the Chair is absent, or
- (c) a Director, elected by the Directors present if the Chair and the Vice-Chair are all absent.

11.4 Procedures

- (a) The declaration of the Secretary or Chair that notice has been given pursuant to the By-law, shall be sufficient and conclusive evidence of the giving of such notice.
- (b) No error or omission in giving notice for a meeting of Directors shall invalidate such meeting or invalidate or make void any proceedings taken or had at such meeting and any Director may at any time waive notice of any such meeting and may ratify and approve any or all proceedings taken or had thereat.
- (c) A portion of the meeting may be declared *in camera* by the Chair in accordance with the Board's policy on *in camera* meetings established from time to time.
- (d) Minutes shall be kept for all meetings of the Board.
- (e) Business arising at any meeting of the Board shall be decided by a majority of Directors entitled to vote, provided that:
 - (i) except as provided by clause (ii) below, votes shall be taken in the usual way by a show of hands, in which case,
 - (A) The Chair of the meeting shall not have a vote.
 - (B) If there is an equality of votes, the Chair may vote in order to break the tie.
 - (ii) votes shall be taken by written ballot if so demanded by any voting member present, in which case,
 - (A) The Chair shall have a vote.

(B) If there is an equality of votes, the motion is lost.

11.5 Quorum

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

11.6 Electronic Meetings

If all persons who are members of the Board or a Committee (as the case requires) consent thereto generally or in respect of a particular meeting and each has adequate access, such persons may participate in a meeting of the Board or Committee by means of such conference telephone or other communications facilities as permit all persons participating in the meeting to hear each other, and a person participating in such a meeting by such means is deemed to be present at the meeting.

Provided that at the outset of each such meeting, and whenever votes are required, the Chair of the meeting shall call roll to establish quorum, and shall, whenever not satisfied that the proceedings of the meeting may proceed with adequate security and confidentiality, unless a majority of the persons present at such meeting otherwise require, adjourn the meeting to a predetermined date, time and place.

11.7 Rules Of Order

Any questions of procedure at or for any meetings of the Corporation, of the board, of the Professional Staff, or of any committee, which have not been provided for in these By-Laws or by the Act or by the *Public Hospitals Act*, or the Professional Staff Rules and Regulations, shall be determined by the Chair in accordance with the rules of procedure adopted by resolution of the Board. In the event that the Board has not adopted a procedural text, the chair of the meeting shall determine the governing procedural text.

ARTICLE 12 – OFFICERS

12.1 Officers

- (a) The following shall be Officers of the Corporation:
 - (i) Chair,
 - (ii) Vice-Chair,
 - (iii) Treasurer, and
 - (iv) Secretary.
- (b) The Directors shall elect a Chair from among themselves at the meeting immediately following each Annual General Meeting of the Corporation. The Chair shall preside as Chair of the Board and is herein referred to as the “Chair”.

- (c) The Board shall appoint one Vice-Chair, a Treasurer, and a Secretary at the meeting immediately following each annual meeting of the Corporation.
- (d) No Director may serve as Chair, Vice-Chair, Treasurer, or Secretary for more than two (2) consecutive years in one office, provided however that following a break in the continuous service of at least one year, the same person may be re-elected or re-appointed to any office.
- (e) *Ex-officio* Directors are ineligible for election as Chair or appointment as Vice-Chair.
- (f) The President and Chief Executive Officer shall be the Secretary of the Corporation and Secretary of the Board.
- (g) The Officers of the Corporation shall be responsible for the duties set forth in the By-laws and they are not necessarily required to perform such duties personally, but they may delegate to others the performance of any or all such duties.
- (h) Any Officer of the Corporation shall cease to hold office upon resolution of the Board.

12.2 Duties Of The Chair

The Chair shall:

- (a) chair all meetings of the Board;
- (b) be an ex-officio member of all committees of the Board;
- (c) be responsible for the naming of Directors to committees not otherwise provided for in the by-laws of the Corporation;
- (d) report to each annual meeting of Members of the Corporation concerning the management and operations of the Corporation;
- (e) represent the Corporation at public or official functions;
- (f) perform such other duties as may from time to time be determined by the Board.

12.3 Duties Of The Vice-Chair

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

12.4 Duties Of The Treasurer

The Treasurer shall:

- (a) be the custodian of the books of account and accounting records of the Corporation required to be kept by the provisions of the Act or otherwise by law;
- (b) submit financial reports to meetings of the Board indicating the financial position of the Corporation on a timely basis;
- (c) submit an annual audited financial report to the Board and the Corporation of the financial operations of the Corporation; and
- (d) perform such other duties as may from time to time be determined by the Board.

The Board may appoint the Chief Financial Officer as Assistant Treasurer and may assign to the Assistant Treasurer any of the duties and responsibilities of the Treasurer which are appropriately and primarily the responsibility of a Treasurer, provided that the Assistant Treasurer shall not be a Director and shall not be entitled to a vote at Board meetings.

12.5 Duties of the Secretary

The Secretary shall:

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

ARTICLE 13 - PRESIDENT AND CHIEF EXECUTIVE OFFICER

13.1 The President and Chief Executive Officer

- (a) The President and Chief Executive Officer shall be appointed by the Board in accordance with its approved selection process.

- (b) The Board may at any time revoke or suspend the appointment of the President and Chief Executive Officer.
- (c) The President and Chief Executive Officer shall be Secretary of the Corporation and Secretary of the Board.

13.2 Duties of the President and Chief Executive Officer

The President and Chief Executive Officer shall:

- (a) be responsible to the Board for the organization and management of the Corporation in accordance with policies established by the Board and subject to direction of the Board;
- (b) ensure appropriate systems and structures are in place for the effective management and control of the Corporation and its resources including the employment, development, control, direction and discharge of all employees;
- (c) ensure structures and systems for the development, review and recommendation of new programmes, programme expansion or changes are in place;
- (d) ensure effective manpower planning and identify resource implications;
- (e) establish an organizational structure to ensure accountability of all departments and staff for fulfilling the mission, objectives and strategic plan of the Corporation;
- (f) provide leadership in support of the Board's responsibility to develop and periodically review the mission, objectives and strategic plan of the Corporation;
- (g) develop, recommend and foster the values, culture and philosophy of the Corporation;
- (h) communicate with related health care agencies to promote co-ordination and/or planning of local health care services;
- (i) represent the Corporation externally to the community, government, media and other organizations and agencies;
- (j) be responsible for the payment by the Corporation of all salaries and amounts due from and owing by the Corporation which fall within the purview and scope of the approved annual budget or otherwise as may be established from time to time by resolution of the Board;
- (k) notify the Chief of Staff and the Board if necessary, of:
- (l) any failure of any member of the Professional Staff to act in accordance with statute law or regulations thereunder, or the Corporation's By-law and rules,

- (i) any belief that a member of the Professional Staff is unable to perform the person's professional duties with respect to a Patient in the Corporation,
- (ii) any Patient who does not appear to be receiving the most appropriate treatment and care or who is not being visited frequently enough by the attending member of the Professional Staff,
- (iii) any other matter about which they should have knowledge;
- (iv) be responsible to the Board for taking such action as considered necessary to ensure compliance with the *Public Hospitals Act*, the Regulations and the By-laws of the Hospital and all other statutory and regulatory requirements;
- (m) attend meetings of the Medical Advisory Committee without a vote;
- (n) be a non-voting *Ex-Officio* member of the Board and report to the Board on any matters about which it should have knowledge;
- (o) be a voting *Ex-Officio* member of Board Committees; and
- (p) perform such other duties as directed from time to time by the Board.

ARTICLE 14 - COMMITTEES OF THE BOARD

14.1 Establishment of Committees

- (a) At the first meeting of the Board following the annual meeting of the Corporation, the Board shall set out the following standing committees of the Board:
 - (i) The Executive Committee;
 - (ii) The Finance Committee;
 - (iii) The Quality Committee; and
 - (iv) Such other committees as the Board deems necessary or desirable.
- (b) The composition, quorum, and terms of reference for committees shall be set out by way of Board policy or in the case of a special committee, by resolution of the Board upon the recommendations of the Finance or Quality Committee, establishing the special committee.
- (c) Subject to the provisions of the By-Laws, the Board shall appoint the Chairs of the committees of the Board and appoint the members of the committees of the Board.
- (d) The Board may appoint additional members who are not Directors to any committee of the Board except the Executive Committee and those persons shall

be entitled to vote, but the number of non-Directors shall not exceed two (2) on any committee of the Board.

- (e) With the exception of the Executive Committee, no decision of a committee shall be binding on the Board until approved or ratified by the Board.
- (f) The Board shall ensure that the Corporation establishes such committees and undertakes such programmes as are required pursuant to the *Public Hospitals Act* and the Hospital Management Regulation, thereunder.
- (g) Members of the Board shall chair all standing committees.
- (h) Procedures at and the quorum for committee meetings shall be determined by the Board.
- (i) The Board Chair and President and Chief Executive Officer shall be *Ex-Officio* members of all committees.
- (j) Subject to applicable law, the Board may, by resolution, dissolve any committee at any time.

ARTICLE 15 - FINANCIAL

15.1 Fiscal Year

The fiscal year of the Corporation shall end on the 31st day of March in each year or such other date as may be established from time to time by regulation under the *Public Hospitals Act* or other successor legislation.

15.2 Bonding - Fidelity Insurance

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

15.3 Execution Of Instruments

Deeds, transfers, assignments, contracts, obligations, certificates and other instruments may be signed on behalf of the Corporation by:

- (a) the Chair and the President and Chief Executive Officer; or

- (b) any two of the directors or persons as may be authorized by resolution of the Board.

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

15.4 Banking and Borrowing

- (a) The banking arrangements of the Corporation or any part thereof shall be transacted with such banks, trust companies or other financial institutions as the Board may by resolution from time to time determine.
- (b) The Chair or Vice-Chair, or any other of the Directors and Officers designated by the Board, and the Treasurer or Assistant Treasurer or President and Chief Executive Officer, jointly are hereby authorized for and in the name of the Corporation:
 - (i) to draw, accept, sign and make all or any bills of exchange, promissory notes, cheques and orders for payment of money. Facsimile signatures may be used for signing and the bank resolution must be changed accordingly upon due authorization from the Board;
 - (ii) to receive all monies and to give receipts for the same;
 - (iii) subject to the approval of the Board, from time to time to borrow money from the bank or other lending institution;
 - (iv) subject to the approval of the Board, to assign and transfer to the bank all or any stocks, bonds and other securities;
 - (v) subject to any provision in the *Public Hospitals Act*, charge, mortgage, hypothecate or pledge all or any real or personal property of the Corporation, including book debts and rights, powers, franchises and undertakings, to secure any securities or any money borrowed, or other debt, or any other obligation or liability of the Corporation;
 - (vi) to make arrangements with reference to the monies borrowed or to be borrowed as aforesaid, and as to the terms and conditions of the loan thereof, and as to the securities to be given thereof, with power to vary or modify such arrangements, terms and conditions and to give such additional securities for any monies borrowed or remaining due to the Corporation as the Directors may authorize, and generally to manage, transact and settle the borrowing of money by the Corporation;
 - (vii) generally, for and in the name and on behalf of the Corporation, to transact with the bank any business they may consider appropriate; and

- (viii) to sign on behalf of the Corporation contracts and other legal documents and to affix thereto the Corporate Seal of the Corporation, as may be required and as authorized by the Board.
- (c) The Chair, Vice-Chair, Treasurer, President and Chief Executive Officer or any other official or officer of the Corporation as may from time to time be designated by the Board, are hereby authorized on behalf of the Corporation:
 - (i) 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;
 - (ii) from time to time arrange, settle, balance, and certify all books and accounts between the Corporation and the bank designated by the Board;
 - (iii) to receive all paid cheques and vouchers; and
 - (iv) to sign the bank's form of settlement of balance and release.

15.5 Investments

- (a) Subject to subsections (b) and (d) below, the Board shall not be limited to investing the funds of the Hospital in investments authorized by laws for trustees provided their investments are investments which are deemed reasonable and prudent under the circumstances and in accordance with the Corporation's investment policy, unless any applicable trust conditions indicates otherwise.
- (b) The Corporation's investment policy shall be determined from time to time by the Corporation's Board of Directors, upon the recommendation of the relevant Committee.
- (c) With respect to monies or property held in trust by the Corporation, the Board may invest only in securities authorized by the *Trustee Act* (Ontario), unless the trust instrument indicates otherwise.
- (d) Notwithstanding the provisions contained in subsections (a) and (b) above, the Board may, in its discretion retain investments which are given to the Corporation in specie.

15.6 Auditor

- (a) The Corporation shall at its annual meeting appoint an auditor who shall not be a member of the Board or an officer or employee of the Corporation or a partner or employee of any such persons, and who is licensed under the provisions of the *Public Accountancy Act*, to hold office until the next annual meeting of the Corporation.

- (b) The auditor shall have all the right and privileges as set out in the Act and shall perform the audit function as prescribed therein.
- (c) In addition to making his or her report at the annual meeting of the Corporation, the auditor may from time to time report to the Audit Committee of the Board on his or her work, making any recommendations he or she considers necessary.

ARTICLE 16 – PARTICIPATION OF NURSES

16.1 Election Of Staff Nurses

- (a) There shall be an annual meeting of the staff nurses.
- (b) A Nominating Committee shall be elected by staff nurses at each annual meeting of the staff nurses and shall consist of three staff nurses.
- (c) The Nominating Committee shall at least 21 days before the annual meeting of the staff nurses, post a list of the names of those staff nurses who are nominated to the various Hospital committees that require nursing participation.
- (d) The Nominating Committee shall call for any further nominations to be made in writing to the chair of the Nominating Committee within 14 days after the posting of the names referred to in subsection (c).
 - (i) These further nominations shall be signed by two (2) staff nurses.
 - (ii) These nominations shall be posted alongside the list referred to in subsection (c).
- (e) All nominees shall have signified in writing on the Nomination Form, acceptance of the nomination.
- (f) Elections of staff nurses to the various committees that require nursing participation shall be conducted at each annual meeting of the staff nurses.

16.2 Failure To Elect A Staff Nurse And Vacancies

- (a) Where the election process for staff nurses has been carried out and no staff nurse is elected, then the Board may appoint a staff nurse to be a member of such committee.
- (b) Where a duly elected staff nurse resigns his or her seat on a committee, or is unable to complete his or her term for any reason, then the Board may appoint the staff nurse with the next highest number of votes, or appoint a staff nurse to complete the term.

16.3 Election Or Appointment Of Nurses Who Are Managers

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

ARTICLE 17 - VOLUNTARY ASSOCIATIONS

17.1 Authorization

The Board may sponsor the formation of a voluntary association(s) as it deems advisable.

17.2 Purpose

Such associations shall be conducted with the advice of the Board for the general welfare and benefit of the Corporation and those served in its programs and services.

17.3 Control

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

17.4 Auditor

- (a) Each unincorporated voluntary association shall have its financial affairs reviewed by an auditor for purposes of assuring internal control.
- (b) The Auditor for the Corporation may be the auditor for the voluntary association(s) under this section.

ARTICLE 18 PART VI - PROFESSIONAL

18.1 Professional Staff Bylaws

These Professional Staff By-laws:

- (a) govern the appointment, organization, duties and responsibilities of the Professional Staff;
- (b) define the relationship and responsibilities of the Professional Staffs to the Management and Board; and
- (c) outline how the requirements of the *Public Hospitals Act* and its regulations are put into force.

18.2 Purpose of the Professional Staff Bylaws

The purposes of the Professional Staff By-laws are:

- (a) to outline clearly and succinctly the purposes and functions of the Professional Staff;
- (b) to identify specific organizational units (departments, services, committees, programs, etc.) necessary to allocate the work of carrying out those functions;
- (c) to designate a process for the selection of officials of the Professional Staff, including the Chief of Staff, Chiefs of Departments and Heads of Services;
- (d) to assign responsibility, define authority, and describe the manner of accountability to the Board of all officials, organizational units and each member of the Professional Staff for Patient care, and for professional and ethical conduct;
- (e) to maintain and support the rights and privileges of the Professional Staff as provided herein;
- (f) to identify a professional staff organization, which shall include the Medical Staff, with responsibility, authority and accountability so as to ensure that each Professional Staff member conducts themselves in a manner consistent with the requirements of the *Public Hospitals Act* and its regulations, these bylaws and such rules and regulations, or any amendments thereto, which become effective when approved by the Board.

18.3 Purposes of the Professional Staff

The purposes of the Professional Staff, in addition to fulfilling the responsibilities established by the Laws of the Province of Ontario and these By-laws, are:

- (a) to provide a structure whereby the members of the Professional Staff participate in the Hospital's planning, policy setting and decision making; and
- (b) to serve as a quality assurance system for medical care rendered to Patients by the Hospital's Professional Staff and to ensure the continuing improvement of the quality of professional care.

18.4 Professional Staff Resource Plan

The Medical Advisory Committee will recommend to the Board for approval, on an annual basis, a Professional Staff Resource Plan for each department of the Professional Staff, as recommended by the chief of the clinical department with the advice of the Administration of the Hospital. This plan will be consistent with the strategic directions of the Hospital as established by the Board, and the *Public Hospitals Act*, Section 44(2) regarding cessation of services.

ARTICLE 19 – APPOINTMENT AND RE-APPOINTMENT

19.1 Appointment

- (a) The Board shall annually appoint a Professional Staff for the Corporation which shall be organized in two (2) divisions identified as the “Acute Care Professional Staff” and the “Long-Term Care Professional Staff”.
- (b) The Board upon the recommendation of the Medical Advisory Committee may appoint a Professional Staff member to one or both divisions of the Professional Staff.
- (c) The Board shall regularly establish criteria for appointment and re-appointment to the Professional Staff after considering the advice of the Medical Advisory Committee.
- (d) In making an appointment or re-appointment to the Professional Staff, the Board shall consider the Corporation’s resources and whether there is a need for the services in the community.
- (e) Notwithstanding the other requirements of this By-Law, a person who is not a physician or dentist may be honoured by appointment to the honorary staff.

19.2 Application For Appointment

- (a) An application for appointment to the Professional Staff shall be processed in accordance with the provisions of this Bylaw; the Rules; and where applicable, the *Public Hospitals Act*.
- (b) On request, the Chief Executive Officer shall supply a copy of the By-Laws, the Rules and criteria for appointment or re-appointment to the Medical Staff, together with the prescribed form and the *Public Hospitals Act* and the Regulations thereunder, to each applicant who expresses in writing the intention to apply for membership on the Medical Staff.
- (c) An applicant for membership on the Medical Staff shall be in good standing with The College of Physicians and Surgeons of Ontario or the Royal College of Dental Surgeons of Ontario and shall submit a written application on the prescribed form to the Chief Executive Officer.
- (d) An applicant for appointment to the Professional Staff shall submit to the Chief Executive Officer on the prescribed forms, one original written application and one copy of the application, together with a consent for release of the required information.
- (e) Each application shall contain:

- (i) a statement by the applicant that they have read the *Public Hospitals Act* and its regulations, these By-laws and the Rules and policies of the Hospital, and the Mission Statement of Hospital.
- (ii) an undertaking that, if the applicant is appointed to the Professional Staff, the applicant will provide the agreed upon services to the Hospital and will act in accordance with the *Public Hospitals Act*, the regulations thereunder, the Bylaws, Rules and policies of the Hospital, and the Mission Statement of the Hospital, all as currently established or amended or revised from time to time;
- (iii) a current, certificate of Professional Conduct (Physicians), certificate of registration (Dentists) or annual registration payment card (Registered Nurses in the Extended Class) and a signed consent which shall include but not be limited to authorizing any college to provide:
 - (A) a report on any action taken by its disciplinary or fitness to practice committee;
 - (B) a report on whether the applicant's privileges have been curtailed or cancelled by the college or by another hospital because of incompetence, negligence or any act of professional misconduct;
- (iv) reports on experience, and competence including:
 - (A) a report from the Chief of Staff or Department Director in the last hospital in which the applicant held an appointment;
 - (B) if the applicant has completed training within the past five years, a report from the director or head of the program in which the applicant has completed training;
 - (C) the chief executive officer of the last hospital where the applicant held privileges;
- (v) a list of procedural privileges requested;
- (vi) an up-to-date curriculum vitae, including a record of the applicant's professional education, post-graduate training, history of academic and professional career, institutional positions and committee memberships and continuing medical education;
- (vii) evidence of current immunization status, including all testing as prescribed by the Rules and policy of the Hospital;
- (viii) evidence of medical practice liability insurance coverage satisfactory to the Board and appropriate to the scope and nature of the intended practice;

- (ix) where there has been an adverse finding or the applicant did voluntarily or involuntarily resign or restrict their privileges, the applicant shall provide a description of disciplinary actions, voluntary restriction of privileges, competency investigations, performance reviews and details with respect to prior privileges disputes with other hospitals regarding appointment, re-appointment, change in privileges, or mid-term suspension or revocation of privileges;
 - (x) information of any civil suit related to professional practice where there was a finding of negligence or battery, including any suit settled by a payment;
 - (xi) information regarding any criminal proceedings or convictions involving the applicant which may impact the applicant's ability to practice;
 - (xii) information regarding the applicant's health, including any impairments, medical conditions, diseases or illnesses that the applicant believes may impact on the applicant's ability to practice, along with authorization to the treating health professional to release relevant information to the Hospital, such information as released by a treating health professional to not form part of the applicant's credentialing file;
 - (xiii) an undertaking, in writing, that if appointed, the applicant will act in accordance with the Laws of the Province of Ontario relating to H\hospital practice, and abide by and guided by the requirements set out in the By-laws and the Rules and policies of the Hospital and will act in accordance with ethical standards of the profession;
 - (xiv) an undertaking, in writing, that the applicant understands the requirements for accepting clinical and administrative responsibilities as requested by the Board following consultation with the Medical Advisory Committee and/or department chief.
 - (xv) an undertaking, in writing, that if appointed, the applicant will abide by the Hospital's policies as related to confidentiality of Patient information and Hospital matters. No member will make statements on behalf of the Hospital to the news media or public without the express authority of the Chief Executive Officer or delegate.
- (f) Each applicant shall visit the Hospital for interview(s) with appropriate members of the Medical and Administrative Staff designated by the Hospital. Such designated members shall include the Chief of Staff or delegate. At these interview(s), it is incumbent upon the applicant to disclose and discuss with the Chief of Staff or delegate information pertaining to his/her medical or psychiatric illness or condition, if any, which would affect the quality of care rendered to Patients in the Hospital.
- (g) The Chief Executive Officer shall retain a copy of the application and shall refer the original application immediately to the Medical Advisory Committee, through

its Chair, who shall keep a record of each application received and then refer the original application forthwith to the Chair of the Credentials Committee.

- (h) Where an applicant wishes additional specific privileges, an application shall be submitted listing the additional privileges requested and evidence of appropriate relevant training and competence.

19.3 Criteria For Appointment

- (a) Only an applicant qualified to practise medicine, dentistry or extended class nursing and licensed pursuant to the laws of Ontario is eligible to be a member of and appointed to the Professional Staff of the Hospital except as otherwise provided for in this By-Law.
- (b) The applicant will have:
 - (i) a certificate of professional conduct from the College of Physicians and Surgeons of Ontario, or a letter of good standing from the Royal College of Dental Surgeons of Ontario;
 - (ii) evidence of medical or dental practice protection coverage satisfactory to the Board;
 - (iii) a demonstrated ability to provide Patient care at an appropriate level of quality and efficiency;
 - (iv) a willingness to participate in the discharge of staff obligations appropriate to membership group, including without limitation, a demonstrated ability to communicate, work with, and relate to members of the administrative staff, Medical, Dental, and Hospital staff, Patients and Patients' families in a co-operative and professional manner;
 - (v) a report on, among other things, the experience, competence and reputation of the applicant from the Chief of Staff or other responsible professional supervisor in the last Hospital in which the applicant trained or held an appointment;
 - (vi) adequate training and experience for the privileges requested;
 - (vii) in the case of a Specialist, a report from the supervising physician in which training was completed, and/or a report from the supervising physician in which he or she last practiced;
 - (viii) a demonstrated ability to communicate, work with and relate to all members of the Professional and Hospital Staff in a cooperative and professional manner;
 - (ix) a demonstrated ability to communicate and relate appropriately with Patients and Patient's relatives; and

- (x) the applicant's agreement to provide reasonable "on-call" coverage as required by relevant roster or schedule.
- (c) The applicant must agree to govern himself/herself in accordance with the requirements set out in the *Public Hospitals Act*, the Hospital Management Regulation thereunder, this Bylaw, the Rules and Hospital policies.
- (d) The applicant must indicate to the Credentials Committee adequate control of any significant physical or behavioural impairment that affects skill, attitude or judgement.
- (e) There is a need for the services in the community and an appropriate impact analysis has been completed which confirms the Hospital's ability to provide those services.
- (f) The individual should meet the needs of the respective department as described in the Professional Staff Resource Plan, and will be assessed on the basis of credentials and experience, and such other factors as the Board, may from time to time, consider relevant or as set out in the Rules.

19.4 Term Of Appointment

- (a) Each appointment to the Professional Staff shall be for a period of not more than one year. Provided that where, within the time prescribed therefor, a member has applied for re-appointment, his or her appointment shall be deemed to continue,
 - (i) until the re-appointment is granted; or
 - (ii) where he or she is served with notice that the Board refuses to grant the re-appointment, until the time for giving notice requiring a hearing by the Appeal Board has expired and, where a hearing is required, until the decision of the Appeal Board has become final.

19.5 Processing Of Application

- (a) The Chief Executive Officer shall refer the original application immediately to the Chairman of the Medical Advisory Committee who shall keep a record of each application received and then refer the original forthwith to the Chairman of the Credentials Committee.
- (b) The Credentials Committee shall:
 - (i) investigate each application submitted under the provisions of Subsection 19.2, together with the qualifications and experience as well as the professional reputation and conduct of the applicant;
 - (ii) make a written report thereupon to the Medical Advisory Committee at its next regular meeting.
- (c) The Medical Advisory Committee shall:

- (i) receive and consider the application which may include a report on quality of care and appropriate use of resources and the report of the Credentials Committee;
- (ii) send its recommendation in writing to the Board through the Chief of Staff;
- (iii) send its recommendation to the applicant through the Chief Executive Officer; and
- (iv) in the case of a recommendation for appointment, specify the privileges which it recommends the applicant be granted.

(d) Notice

With respect to Physicians, the notice under sub-paragraph [12.8(d)(iii)] shall inform the applicant that he or she is entitled to:

- (i) written reasons for the recommendation if a request is received by the Medical Advisory Committee within seven days of the receipt by the applicant of the notice of recommendation; and
- (ii) a hearing before the Board if a written request is received by the Board and the Medical Advisory Committee within seven days of receipt by the applicant of the written reasons under sub-paragraph 19.5(c)(ii) above, and he or she may so require such reasons and hearing.

(e) Hearing Not Required

Where the Physician applicant does not require a hearing by the Board in accordance with sub-paragraph [12.8(e)(ii)], the Board may implement the recommendation of the Medical Advisory Committee.

(f) Hearing Required

Where a Physician applicant requires a hearing by the Board in accordance with this Bylaw, the Board shall appoint a time for and hold the hearing and shall decide the matter in the exercise of its power pursuant to the *Public Hospitals Act*.

(g) Consideration by the Board

Subject to the provisions of the *Public Hospitals Act*, the Board shall either implement, following the hearing or where no hearing has been requested by the Physician applicant, as provided above, the recommendation of the Medical Advisory Committee and cause the Medical Advisory Committee and the Physician applicant to be so advised forthwith, or shall refer the application with reasons back once through the Chief of Staff.

(h) Medical Advisory Committee Second Recommendation

The Medical Advisory Committee shall reconsider the application referred back by the Board and, within one (1) month, shall make a second recommendation thereupon through the Chief of Staff to the Board and notify the applicant.

19.6 Changes In Privileges

- (a) Where a Professional Staff member wishes to change his or her privileges or procedures, an application shall be submitted to the Medical Advisory Committee and the Chief of Staff listing the change of privileges which is requested and evidence of appropriate training and competence.
- (b) The application shall be processed in accordance with the provisions of the *Public Hospitals Act* and the Regulations thereunder, and in consideration of the impact on Hospital resources of the requested change in status, the quality and safety of the services which will be provided.
- (c) An applicant shall submit one original written application and one copy of the application to the Chief Executive Officer of the Corporation.
- (d) The Chief Executive Officer of the Corporation shall retain the copy and shall refer the original application immediately to the Chief of Staff, the Department Director and the Medical Consultant of the appropriate Clinical Program, who shall keep a record of each application received and then refer the original application forthwith to the Chair of the Credentials Committee.

19.7 Re-Appointment

- (a) Each year the Board shall require each member of the Professional Staff to make written application for re-appointment to the Professional Staff on the prescribed form to the Chief Executive Officer.
- (b) The applications for re-appointment to the Professional Staff shall be processed in the same manner as set out in section 19.5.

19.8 Criteria For Re-Appointment

- (a) The applicant continues to meet the criteria set out at section 19.3.
- (b) The applicant demonstrates an appropriate use of Hospital resources.

19.9 Revocation Of Appointment

Pursuant to the *Public Hospitals Act* and these By-laws, the Board at any time may revoke or suspend any appointment of a member of the Professional Staff.

19.10 Refusal To Re-Appoint

Pursuant to the *Public Hospitals Act* and these By-laws, the Board may refuse to re-appoint a member of the Professional Staff.

ARTICLE 20 – MONITORING PATIENT CARE AND ABERRANT PRACTICES AND VIEWING OF OPERATIONS OR PROCEDURES

20.1 Monitoring of Patient Care and Viewing of Operations

- (a) Any aspect of Patient care performed in the hospital may be viewed without the permission of the Physician by:
 - (i) the Chief of Staff or delegate; or
 - (ii) the Chief of the respective Department, or delegate
- (b) Where it is believed that a member of the Professional Staff is attempting to exceed his or her privileges or is temporarily incapable of providing a service that he or she is about to undertake, this information shall be communicated immediately to the Chief of Staff and the Chief Executive Officer or his/her delegate.
- (c) If the Chief Executive Officer, or their delegate believes that a member of the Professional Staff is unable to perform his or her duties in the Hospital the Chief Executive Officer or delegate shall notify the Chief of Staff and thereupon the Chief of Staff shall arrange for another member of the Professional Staff to perform the duties.

ARTICLE 21 – SUSPENSION/REVOCAION OF PRIVILEGES

21.1 Suspension/Revocation of Privileges

In circumstances where there are concerns about the conduct, performance or competence of a member of the Professional Staff, the Board may, at any time, in a manner consistent with the *Public Hospitals Act* and in accordance with the regulations thereunder, these By-laws, the Rules, and policies of the Hospital, revoke or suspend any appointment of a member of the Professional Staff or revoke, suspend or restrict or otherwise deal with the privileges of the member.

- (a) **Immediate Action In Emergency Situations-** In circumstances where, in the opinion of the Chief of Staff or the chief of the relevant clinical department, the conduct, performance or competence of a member of the Professional Staff exposes or is reasonably likely to expose Patient(s) to harm or injury and immediate action must be taken to protect the Patient(s), and no less restrictive measure can be taken, the chief of the department or Chief of Staff will take action. This may require immediate and temporary suspension of the privileges of the member of the Professional Staff with immediate notice to the Chief Executive Officer and the President of the Medical Staff, pending the consideration of the suspension by the Medical Advisory Committee and the Board in keeping with the procedures outlined in Schedule 1 of these By-laws, respecting Mid-Term Action in an Emergency Situation.

- (b) **Non-Immediate Mid-Term Action-** In circumstances where, in the opinion of the chief of the relevant clinical department, the conduct, performance or competence of a member of the Professional Staff:
- (i) fails to comply with the criteria for annual reappointment;
 - (ii) exposes or is reasonably likely to expose Patient(s) to harm or injury; or
 - (iii) is, or is reasonably likely to be, detrimental to Patient safety or to the delivery of quality Patient care within the Hospital;
 - (iv) is such that disciplinary action is taken by the College;
 - (v) has violated the By-laws, Rules, policies of the Hospital, the *Public Hospitals Act*, the regulations made thereunder, or any other relevant law or legislated requirement;
 - (vi) constitutes abuse; or
 - (vii) is, or is reasonably likely to be, detrimental to the operations of the Hospital.
- (c) and if immediate action is not required to be taken, action may be initiated in keeping with the procedures in Schedule 1 of these By-laws, respecting Non-Immediate Mid-Term Action.

ARTICLE 22 - CATEGORIES OF PRIVILEGES

22.1 Categories

The Professional Staff shall be divided into the following groups:

- (a) Active;
- (b) Associate;
- (c) Courtesy;
- (d) Locum Tenens;
- (e) Temporary;
- (f) Term;
- (g) Senior; and
- (h) Honorary.

22.2 Active Staff

- (a) The active staff shall consist of those practitioners who have been appointed by the Board.
- (b) Every practitioner applying for appointment to the active Professional Staff will be assigned to the associate staff for a probationary period.
- (c) All active staff members are responsible for assuring that medical care is provided to all Patients in the Hospital.
- (d) All active staff members shall have Admitting Privileges unless otherwise specified in their appointment to the Professional Staff.
- (e) Active staff members shall be eligible to vote at Professional Staff meetings, to hold office and to sit on any committee of the Professional Staff.
- (f) Each member of the active staff shall:
 - (i) undertake such duties in respect of those Patients classed as emergency cases as may be specified by the Chief of Staff.
 - (ii) attend Patients, and undertake treatment and operative procedures only in accordance with the kind and degree of privileges granted by the board;
 - (iii) act as a supervisor when requested by the Chief of Staff..

22.3 Associate Staff

- (a) Each associate staff member shall have Admitting Privileges unless otherwise specified in the appointment.
- (b) An associate staff member shall work for a probationary period under the supervision of an active staff member named by the Chief of Staff.
- (c) A Supervisor shall carry out the duties in accordance with the Rules.
- (d) After one year the appointment of a Physician to the associate staff shall be reviewed by the Credentials Committee who shall report to the Medical Advisory Committee.
- (e) The Medical Advisory Committee may recommend that the Physician be appointed to the active staff or may require the Physician to be subject to a further probationary period not longer than six months.
- (f) At any time an unfavourable report may cause the Medical Advisory Committee to consider making a recommendation to the Board that the appointment of the associate member be modified or revoked.

- (g) No member of the Professional Staff shall be appointed to the associate staff for more than 18 consecutive months.
- (h) An associate staff member shall:
 - (i) attend Patients, and undertake treatment and operative procedures under supervision in accordance with the kind and degree of privileges granted by the Board on the recommendation of the Medical Advisory Committee; and
 - (i) undertake such duties in respect of those Patients classed as emergency cases as may be specified by the Chief of Staff.
 - (ii) A member of the associate staff shall not vote at Professional Staff meetings nor be elected a Professional Staff officer, but may be appointed to a committee of the Professional Staff.

22.4 Courtesy Staff

- (a) The Board may grant a practitioner an appointment to the courtesy staff in one or more of the following circumstances:
 - (i) the applicant has an active staff commitment at another hospital, or
 - (ii) the applicant lives at such a remote distance from the Hospital that it limits full participation in active staff duties, but he or she wishes to maintain an affiliation with the Hospital, or
 - (iii) the applicant has a primary commitment to, or contractual relationship with, another community or organization, or
 - (iv) the applicant requests access to limited Hospital resources, programs or facilities, or
 - (v) the applicant is temporarily supplying service to a summer camp, or
 - (vi) where the Board deems it otherwise advisable.
- (b) The Board may grant a practitioner an appointment to the courtesy staff with such individually specific privileges as the Board deems advisable. Privileges to admit Patients shall only be granted under specified circumstances.
- (c) The circumstances leading to an appointment under this section shall be specified by the practitioner on each application for re-appointment.
- (d) Each practitioner on the courtesy staff may attend Professional Staff and departmental meetings but unless the Board so requires shall not be subject to the attendance requirements and penalties as provided by this By-Law and the Rules.
- (e) Unless required to attend by the Chief of Staff, members of the courtesy staff shall not have the right to vote at Professional Staff.

- (f) Members of the courtesy staff shall not hold office but shall be eligible for appointment to a committee of the Professional Staff.

22.5 Locum Tenens

- (a) The Medical Advisory Committee upon the request of a member of the Professional Staff may recommend the appointment of a locum tenens as a planned replacement for that member for a specified period of time.
- (b) A locum tenens shall:
 - (i) have Admitting Privileges unless otherwise specified;
 - (ii) work under the counsel and supervision of a member of the active Professional Staff who has been assigned this responsibility by the Chief of Staff or his delegate;
 - (iii) attend Patients assigned to his care by the active staff member by whom he is supervised, and shall treat them within the professional privileges granted by the Board on the recommendation of the Medical Advisory Committee; and
 - (iv) undertake such duties in respect of those Patients classed as emergency cases as may be specified by the Chief of Staff.

22.6 Temporary Staff

- (a) A temporary appointment may be made only for one of the following reasons:
 - (i) to meet a specific singular requirement by providing a consultation and/or operative procedure; or
 - (ii) to meet an urgent unexpected need for a medical service including the provision of consultations.
- (b) Notwithstanding any other provision in this By-law, the Chief Executive Officer, after consultation with the Chief of Staff or his delegate, may:
 - (i) grant a temporary appointment to a Physician, Dentist or Registered Nurse in the Extended Class who is not a member of the Professional Staff provided that such appointment shall not extend beyond the date of the next meeting of the Medical Advisory Committee at which time the action taken shall be reported;
 - (ii) continue the appointment on the recommendation of the Medical Advisory Committee until the next meeting of the Board; and
 - (iii) remove temporary privileges at anytime prior to any action by the Board

22.7 Term Staff

- (a) Term staff will consist of applicants who have been granted admitting and/or procedural privileges as approved by the Board having given consideration to the recommendation of the Chief of Department and the Medical Advisory Committee in order to meet a specific clinical need for a defined period of time not to exceed one (1) year. The specific clinical need(s) shall be identified by the Medical Advisory Committee and approved by the President and Chief Executive Officer of the Hospital. Such needs may include services provided long-term locum tenens, or such other circumstances as may be required. Appointments shall be for a period not to exceed one (1) year and such appointment does not imply or provide for any continuing professional staff appointment.
- (b) Each member of the Term Staff shall:
 - (i) may be required to work under the supervision of an Active staff member identified by the Chief of Department;
 - (ii) may be required to undergo a probationary period as appropriate and as determined by the Chief of Department;
 - (iii) shall, if replacing another member of the Professional Staff, attend that Professional Staff member's patient;
 - (iv) shall undertake such duties in respect of those patients classed as emergency cases and of out-patient department clinics as may be specified by the Chief of Department due to the number that the Professional Staff is assigned;
 - (v) shall, unless otherwise specified in the grant of privileges by the Board, have admitting privileges.
- (c) Term staff will not, subject to determination by the Board in each individual case:
 - (i) be eligible for re-appointment;
 - (ii) attend or vote at meetings of the Professional staff or be an officer of the Professional staff or committee chair; and
 - (iii) be bound by the expectations for attendance at Professional staff, departmental and service meetings.

22.8 Senior Staff

- (a) The Senior Staff category has been created by the Board to allow the Hospital to, as required by its professional human resource plan, approve privileges beyond the Active staff retirement age of sixty-five (65), provided that:
 - (i) the applicant's training, experience and qualifications are not otherwise represented in the Department; and

- (ii) the Hospital is unable to attract an applicant with like skills, training and experiences and the retirement of the applicant would be prejudicial of the health and welfare of members of the community.
- (b) The Board's responsibility to ensure a succession plan for members of its Professional Staff, may require that from time to time a senior staff member's privileges may be reduced, revoked or not renewed in favour of granting privileges to a new or existing Associate staff or Active staff member.
- (c) Each member of the Senior Staff shall:
 - (i) consist of those previous members of the Active staff appointed from time to time by the Board, who are between the ages of sixty-five (65) and seventy (70) and maintain clinical activities within the corporation;
 - (ii) be subject to an enhanced peer review system which shall be jointly developed by the Chief of Department and the Chief of Staff and approved by the Medical Advisory Committee with the express objective of ensuring the ongoing competency of the Senior staff members;
 - (iii) be granted privileges as approved by the Board having given consideration to the recommendation of the Chief of Department and the Medical Advisory Committee;
 - (iv) be granted in-patient and/or out-patient admitting privileges, unless otherwise specified in their appointment to the Professional staff;
 - (v) be eligible to apply for annual reappointment;
 - (vi) be eligible to attend and vote at meetings of the Professional staff organization and to be an officer of the Professional staff organization or committee chair;
 - (vii) be bound by the expectations for attendance at Professional staff organization, department and service meetings.
- (d) The retirement date of Senior staff members will be the final date of their annual appointment following the member's attainment of the age of seventy (70). Upon reaching the age of retirement for Senior staff, a member may apply for appointment to the Honourary staff, or rarely and under specific circumstances apply for a time limited term appointment.

22.9 Honorary Staff

- (a) An individual may be honoured by the Board with a position on the honorary staff of the Hospital because he or she:
 - (i) is a former member of the Professional Staff who has retired from active practice; or

- (ii) has an outstanding reputation or made an extraordinary accomplishment, although not necessarily a resident in the community.
- (b) Each member of the honorary staff shall be appointed by the Board on the recommendation of the Medical Advisory Committee.
- (c) Members of the honorary staff shall not:
 - (i) be granted admitting or procedural Privileges, or provide direct patient care;
 - (ii) have regularly assigned duties or responsibilities,
 - (iii) be eligible to vote at Professional Staff meetings or to hold office; or
 - (iv) be bound by the attendance requirements for Professional Staff meetings.

ARTICLE 23 – PROFESSIONAL STAFF RESPONSIBILITIES

23.1 General Duties

- (a) Each member of the Professional Staff is accountable to and shall recognize the authority of the Board through the Chief of Staff and the Chief Executive Officer.
- (b) Each member of the Professional Staff shall:
 - (i) attend and treat Patients within the limits of the privileges granted by the Board, unless the privileges are otherwise restricted;
 - (ii) notify the Chief Executive Officer of any change in the licence to practise medicine, dentistry or extended class nursing made by the College of Physicians and Surgeons of Ontario, the Royal College of Dental Surgeons of Ontario or the College of Nurses of Ontario;
 - (iii) give such instruction as is required for the education of other members of the medical and Hospital staff;
 - (iv) abide by the Rules, this By-Law, *the Public Hospitals Act* and the regulations thereunder and all other legislated requirements;
 - (v) comply with such matters as are, from time to time, prescribed by the *Public Hospitals Act*, and by the Hospital Management Regulation made thereunder;
 - (vi) provide consultations on Patients as are required; and
 - (vii) perform such other duties as may be prescribed from time to time by, or under the authority of the Board, the Medical Advisory Committee or the Chief of Staff.

23.2 Attendance At Meetings

Each member of the active staff shall attend at least 50 per cent of the regular Professional Staff meetings.

23.3 Medical Staff Rules

- (a) The Board shall require that appropriate Rules are formulated.
- (b) The Board may establish, modify or revoke one or more Rules.
- (c) The Medical Advisory Committee may make recommendations to the Board for the establishment of one or more Rules to be applicable to a group or category of the Medical Staff or Dental Staff or to all members of the Medical Staff and Dental Staff.
- (d) The Medical Advisory Committee shall ensure that, prior to making any recommendations to the Board with respect to a Rule, the members of the active Professional Staff have an opportunity to comment and vote on the proposed recommendations.
- (e) The President of the Medical Staff shall ensure that the Board is informed when a majority vote of the Medical Staff at any properly constituted meeting of the Medical Staff is opposed to a Rule or Rule change proposed by the Medical Advisory Committee.

23.4 Transfer Of Responsibility

- (a) Whenever the responsibility for the care of a Patient is transferred to another member of the Professional Staff, the transferring member shall notify by personal contact the member to whom the responsibility for care will be transferred. Once the transfer has been accepted by the member so notified, a written notation thereof shall be made and signed on the Patient's record by the transferring member.
- (b) Pursuant to the *Public Hospitals Act*, where the Chief of Staff has cause to take over the care of a Patient, the Chief Executive Officer, the attending Physician and if possible the Patient shall be notified immediately.

ARTICLE 24 – PROFESSIONAL STAFF DEPARTMENTS

24.1 Professional Staff Departments

- (a) When warranted by the professional resources of the Professional Staff, the Board, on the advice of the Medical Advisory Committee, shall divide the Professional Staff into departments.
- (b) Each department shall function in accordance with this Bylaw, the Hospital's policies and Rules.

- (c) Each Professional Staff member will be appointed to a minimum of one of the departments. Appointment may extend to one or more additional departments - these cross appointments are dependent on educational preparation, interest and working affiliation with members of other departments and the Resource Plans of the departments.
- (d) The Board, having given consideration to the recommendation of the Chief of Staff, following consultation with the Medical Advisory Committee Executive, will appoint a chief of each department.
- (e) The Professional Staff members affiliated with a Medical Service shall come under the jurisdiction of the Chief of that Department or equivalent.
- (f) The Chief of each Medical Department shall convene at least ten meetings per year of the Medical Staff of that Service.
- (g) The Board, having given consideration to the recommendation of the Chief of Staff, following consultation with the Medical Advisory Committee, may at anytime create, dissolve or reorganize departments as may be required, all these actions to reflect changing situations of the Hospital.

ARTICLE 25 – LONG-TERM CARE PROGRAM

25.1 Long-Term Care Program

- (a) The Hospital maintains and operates a long-term care program. The long-term care program provides services and programs to the long-term care residents, in accordance with all applicable legislation.
- (b) The long-term care program is operated at both the Minden and Haliburton sites of the Hospital.

25.2 Program Director

- (a) Each of the sites set out in 18.1 (b) shall have a Medical Director who shall be in charge of the long-term care program at their respective site. The duties of each Program Director shall include:
 - (i) exercise general supervision and authority over the professional care provided at the Site and through and with the Chief of Staff, advise the Medical Advisory Committee with respect to the quality of medical diagnosis, care and treatment provided;
 - (ii) take responsibility for ensuring that medical care practices are monitored regularly through clinical review and audits, and report quarterly as a minimum on such activities to the Medical Advisory Committee;
 - (iii) advise the Chief of Staff, the Medical Advisory Committee, and the Chief Executive Officer on any matter referred to the Department Director as

required by the *Public Hospitals Act*, *Regulated Health Professions Act*, the *Long-Term Care Act* or other statutory or mandatory reporting requirements;

- (iv) notify the Chief of Staff of his or her absences, and designate an alternate from within the Department.

ARTICLE 26 – PROFESSIONAL STAFF ORGANIZATION

26.1 Appointment of Chief Of Staff

- (a) The Board shall appoint a member of the active Professional Staff to be the Chief of Staff after giving consideration to the recommendations of a Selection Committee, which shall seek the advice of the Medical Advisory Committee.
- (b) The membership of a Selection Committee (as defined in the Rules) may include:
 - (i) a Director of the Board who shall be chair,
 - (ii) two members of the Medical Advisory Committee, one of whom may be the President of the Medical Staff,
 - (iii) the Chief Nursing Officer,
 - (iv) the Chief Executive Officer, or his or her delegates, and
 - (v) such other members as the Board deems advisable.
- (c) Subject to annual confirmation by the Board, an appointment made under subsection (a), shall be for a term of three (3) years.
- (d) The maximum number of terms under subsection (c) shall be three (3), provided however that following a break in the continuous service of at least one year the same person may be re-appointed.
- (e) The Board may at any time revoke or suspend the appointment of the Chief of Staff.

26.2 Duties Of Chief Of Staff

The Chief of Staff shall:

- (a) Be responsible for the maintenance of standards of quality of medical care.
 - (i) Organize the Medical Staff to ensure that the quality of medical/dental care is in accordance with the policies established by the Board.
 - (ii) Advise the Medical Advisory Committee and the Board with respect to the quality of medical care.

- (iii) Supervise the professional care provided by all members of the Medical Staff.
- (iv) Ensure a process for continuing medical and dental education.
- (b) Be responsible for the enforcement of the Professional Staff By-laws, Rules, regulations and policies.
 - (i) Designate, in consultation with the Chief Executive Officer, a delegate to act as his alternate during an absence.
 - (ii) Advise the Professional Staff on current Hospital policies, objectives and Rules.
 - (iii) Assign, or delegate the assignment of, a member of the Medical Staff:
 - (A) to supervise the clinical practice of any other member of the Medical Staff for any period of time;
 - (B) to make a written report to the chief of the appropriate department.
 - (iv) Discuss in detail with any member of the Medical Staff any matter which is of concern.
 - (v) Ensure, along with the President, that Medical Staff members are afforded all the necessary steps of due process whenever, for any reason, their clinical performance or professional conduct comes under question; whenever disciplinary procedures are contemplated; or whenever their clinical privileges may be reduced, revoked, or temporarily suspended.
 - (vi) Assume or assign transfer of responsibility for the direct care and treatment of any Patient in accordance with section 23.4.
- (c) Be responsible for policy, planning, development and management of activities relating to medical programs.
 - (i) Be accountable to the Board together with the Hospital Administration for the overall medical management of the Medical Staff.
 - (ii) Participate with the Medical Staff in the development and implementation of the Hospital's mission, objectives, strategic and operational plans.
 - (iii) Be an Ex-officio member of all committees that report to the Medical Advisory Committee.
- (d) Be responsible for liaison with members of the Medical Staff.
 - (i) Chair the Medical Advisory Committee (Medical Advisory Committee.)

- (ii) Report in writing at each regularly scheduled meeting of the Board and the Medical Staff about Medical Advisory Committee activities and any other matters about which they should have knowledge.
- (iii) Report to the Medical Advisory Committee on the activities of the Hospitals including the utilization of resources and quality assurance.
- (e) Be responsible for liaison with Hospital Board and Hospital Administration.
 - (i) Participate as an active member of the senior management team.
 - (ii) Be a member of the Executive Committee of the Board.
 - (iii) Be a member of the Joint Conference Committee.
- (f) Be responsible with other senior medical and administrative personnel for the overall allocation and utilization of hospital resources.
 - (i) Be responsible to the Board through and with the Chief Executive Officer for the effective and appropriate utilization of resources.
 - (ii) Participate in the Hospital's resource allocation decisions.
 - (iii) Participate in the Hospital's utilization review processes.

26.3 Medical Advisory Committee

- (a) The Medical Advisory Committee shall consist of:
 - (i) The Chief of Staff who shall chair the Committee
 - (ii) The President of the Medical staff
 - (iii) The Vice President of the Medical staff
 - (iv) The Secretary/Treasurer of the Medical staff
 - (v) At least four (4) other members of the Medical Staff
- (b) The Chief Executive Officer shall attend meetings of the Medical Advisory Committee, without the power to vote.
- (c) The Chief Nursing Officer shall attend meetings of the Medical Advisory Committee, without the power to vote.
- (d) A quorum at any meeting of the Medical Advisory Committee shall be a majority of the voting members.
- (e) The Medical Advisory Committee shall meet at the call of the Chair and have at least ten (10) monthly meetings each year and keep minutes of these meetings.

- (f) In the proceedings of this Committee, if there is an equality of votes including the vote of the Chair, the vote is lost.

26.4 Medical Advisory Committee Duties

- (a) The Medical Advisory Committee shall perform the functions as set out in the Hospital Management Regulation.
- (b) The Medical Advisory Committee shall:
 - (i) receive and consider the report of the Credentials Committee;
 - (ii) in considering a recommendation for appointment, review:
 - (A) the need of the Hospital for such an appointment; and
 - (B) the impact such an appointment would have on available Hospital and community resources.
 - (iii) in the case of a recommendation for appointment, specify the privileges which it recommends the applicant be granted.
 - (iv) Develop a dental and medical manpower plan.
 - (v) Through the Chief of Staff, advise the Board on:
 - (A) medical quality assurance and resource management;
 - (B) education;
 - (C) clinical role of the Hospital; and
 - (D) dental and medical manpower plan.
- (c) When the case of a Patient who has been examined by, operated on by, or has received treatment from a member of the Medical Staff is to be presented at a general or Department Staff Meeting or at a meeting of the Medical Advisory Committee or Credentials Committee, the Physician who examined, operated on or treated the Patient shall be given at least forty-eight hours notice by a Medical Staff officer and shall attend such meeting prepared to present and discuss the case. Failure of a member of the Medical Staff to comply with this may result in disciplinary action being taken against him or her as provided in this By-law.

26.5 Medical Staff Committees Established By Board

- (a) Medical Staff Committees are all Joint Committees with responsibility for:
 - (i) Credentials
 - (ii) Infection Control

- (iii) Pharmacy and Therapeutics
- (iv) Medical Quality Assurance
- (v) Medical Records
- (vi) Utilization
- (vii) These and other Medical Staff Committee responsibilities will be established in the Rules.

26.6 Appointment To Medical Staff Committee

- (a) Pursuant to the Hospital Management Regulation, the Medical Advisory Committee shall appoint the medical members of all Medical Staff Committees provided for in this By-law of the Hospital.
- (b) Other members of Medical Staff Committees shall be appointed by the Board or in accordance with this By-law.

26.7 Medical Staff Committee Duties

- (a) In addition to the specific duties of each Medical Staff Committee as set out in this By-law, all Medical Staff Committees shall:
 - (i) meet as directed by the Medical Advisory Committee; and
 - (ii) present a written report including any recommendations of each meeting to the next meeting of the Medical Advisory Committee.

26.8 Medical Staff Committee Chair

The Medical Advisory Committee shall appoint the chair of each Medical Staff Committee.

26.9 Medical Staff Committee Chair Duties

- (a) A Medical Staff Committee Chair:
 - (i) shall chair the Medical Staff Committee meetings,
 - (ii) shall call meetings of the Medical Staff Committee,
 - (iii) at the request of the Medical Advisory Committee., shall be present to discuss all or part of any report of the Committee, and
 - (iv) may request meetings with the Medical Advisory Committee.

26.10 Committee Responsible For Credentials

- (a) The Committee shall ensure that a record of the qualifications and professional career of every member of the Professional Staff is maintained.
- (b) The Committee shall establish the authenticity of and investigate the qualifications of each applicant for appointment and re-appointment to the Professional Staff and each applicant for a change in privileges.
- (c) The Committee shall ensure that:
 - (i) each applicant for appointment to the Professional Staff meets the criteria as set out at Section 19.3;
 - (ii) each applicant for re-appointment to the Professional Staff meets the criteria as set out at section 19.8;
 - (iii) each applicant for a change in privileges continues to meet the criteria for re-appointment set out at section 19.8 and complies with Article 23.
- (d) The Committee shall consider reports of the interviews with the applicant.
- (e) The Committee shall receive notification from the Chief of Staff when the performance evaluations and the recommendations for re-appointments have been completed.
- (f) The Committee shall submit a written report to the Medical Advisory Committee at or before its next regular meeting. The report shall include the kind and extent of privileges requested by the applicant, and, if necessary, a request that the application be deferred for further investigation.
- (g) The Committee shall perform any other duties prescribed by the Medical Advisory Committee.

26.11 Committee Responsible For Infection Control

- (a) The Committee responsible for Infection Control shall:
 - (i) Make recommendations to the Medical Advisory Committee on infection control matters related to:
 - (A) the Employee Health Service
 - (B) the Occupational Health and Safety Program;
 - (C) immunization programs;
 - (D) visitor restrictions or instructions both in general terms and in special circumstances;

- (E) Patient restrictions or instructions;
 - (F) educational programs for all persons carrying on activities in the Hospital;
 - (G) isolation procedures;
 - (H) aseptic and antiseptic techniques;
 - (I) environmental sanitation in the Hospital.
- (ii) Make recommendations to the Chief Executive Officer with respect to infection control matters related to the Occupational Health and Safety Program;
 - (iii) Make recommendations to the Chief Executive Officer with respect to infection control matters related to the Health Surveillance Program;
 - (iv) Follow-up and evaluate the results of each of its recommendations made under subsections (i), (ii) and (iii).
 - (v) Develop, monitor and evaluate an infection control system which includes a reporting system by which all infections, including post discharge infections will come to the Committee's attention;
 - (vi) Review reports from all departments and programs in the Hospital;
 - (vii) Meet at least quarterly and at the call of the Committee Chair as required; and
 - (viii) Perform such other duties as may from time to time be requested by the Medical Advisory Committee.

26.12 Committee Responsible For Pharmacy & Therapeutics

- (a) The Committee responsible for Pharmacy and Therapeutics shall:
 - (i) Serve in an advisory capacity to the Professional Staff by assessing regularly the appropriateness and adequacy of medication-related policies and make policy recommendations to the Medical Advisory Committee regarding drug utilization to ensure safe, effective and economical use of drugs.
 - (ii) Evaluate drug utilization, new drugs and current therapeutics and develop a formulary which is suited to the Hospital's needs, and periodically assess the effectiveness of and adherence to the formulary.
 - (iii) Develop a procedure for the use of non-formulary drugs and mechanisms for their evaluation.

- (iv) Periodically analyze a summary of medication errors and their causative factors and make appropriate recommendations regarding prevention to the medical, nursing and/or pharmacy staffs.
- (v) Develop an adverse drug reaction reporting program, review all these reports and ensure that a summary is circulated to medical and nursing staffs when the need arises.
- (vi) Review all standing orders annually, or more often if deemed necessary.
- (vii) Develop protocols governing programs such as total parenteral nutrition, investigational drugs, self-medication, or ensure that such protocols have been developed after appropriate committee review.
- (viii) Identify and/or arrange appropriate educational programs for the medical, dental and Hospital staff to enhance their knowledge of drug therapy and practices.
- (ix) Perform such other duties as the Medical Advisory Committee may direct.
- (x) Meet quarterly or more frequently at the call of the Committee Chair.

26.13 Committee Responsible For Medical Quality Assurance

- (a) The Committee responsible for Medical Quality Assurance shall:
 - (i) Develop a Medical Quality Assurance Program which includes mechanisms to:
 - (A) monitor trends and activities;
 - (B) identify potential problem areas;
 - (C) develop action plans and provide follow-up.
 - (ii) Report to the Medical Advisory Committee and to the Quality Assurance Committee of the Board.
 - (iii) Receive reports of and monitor the functioning of Medical Staff Committees reporting to the Medical Advisory Committee.
 - (iv) Monitor the functioning of the Medical Advisory Committee.
 - (v) Review, evaluate and make recommendations on the following matters affecting the Professional Staff:
 - (vi) privileges;
 - (vii) medical manpower planning, impact analysis;

- (viii) program or service activities;
 - (ix) process for handling complaints; and
 - (x) Hospital By-laws, Rules and policies.
- (b) Recommend procedures to the Medical Advisory Committee to assure that an ongoing peer review process is established for assessment of the quality of Patient care as follows:
- (i) study, record, analyze and consider the agreement or disagreement between the pre-operative diagnosis shown on the Hospital records, and the pathology reports on tissues removed from Patients in the Hospital or post mortem reports;
 - (ii) review or cause to be reviewed regularly medical records;
 - (iii) report in writing to each regular meeting of the Medical Advisory Committee;
 - (iv) assure a review of all Hospital deaths to assess the quality of care that has been provided;
 - (v) identify the continuing medical educational needs of the Professional Staff and assure that actions are taken on the recommendations of the Committee; and
 - (vi) assure that other department medical audits are undertaken as necessary.
- (c) Perform such further duties as the Medical Advisory Committee may direct concerning the quality and quantify of professional work being performed in any department of the Professional Staff of the Hospital.

26.14 Committee Responsible For Medical Records

- (a) The Committee responsible for Medical Records shall:
- (i) Recommend procedures to the Medical Advisory Committee to ensure that the provisions of the Hospital Management Regulation, this By-law and the Rules are observed, including:
 - (A) the development of rules to govern the completion of medical records;
 - (B) a review of medical records for completeness and quality of recording;
 - (C) a report in writing to each regular meeting of the Medical Advisory Committee with respect to:

- (I) the review of the medical records and the results thereof, and
- (II) the names of delinquent members of the Professional Staff;
- (ii) a review and revision of forms as they pertain to Professional Staff record keeping;
- (iii) the retention of medical records and notes, charts and other material relating to Patient care.
- (b) The Committee shall perform any other duties pertaining to medical record keeping as may be requested by the Medical Advisory Committee.

26.15 Committee Responsible For Utilization

- (a) The Committee responsible for Utilization shall:
 - (i) Review utilization patterns in the Hospital and identify where improvements in utilization patterns could be achieved;
 - (ii) Monitor overall trends in admissions, length of stay and day program volumes;
 - (iii) Report findings and make recommendations to the Medical Advisory Committee and Hospital Management on a regular basis at least quarterly;
 - (iv) Monitor response to those Committee recommendations which are approved by the Medical Advisory Committee and Hospital management and report back on progress achieved;
 - (v) Report annually to the Professional Staff on the Committee's activities;
 - (vi) Comment on the resource implications of proposed additions to the Professional Staff; and
 - (vii) Perform such other duties as may be requested from time to time by the Medical Advisory Committee.

ARTICLE 27 - MEDICAL STAFF ASSOCIATION

27.1 Medical Staff Meetings

- (a) Annual Meetings
 - (i) The Annual Meeting of the Medical Staff shall be held at a time and place stated in the Rules.
 - (ii) A written notice of each annual meeting shall be circulated by the Secretary of the Medical Staff at least ten days before the meeting.

- (iii) The elected Officers of the Medical Staff shall be elected at the Annual Meeting of the Medical Staff.
- (b) Regular Meetings
 - (i) Meetings of the Medical Staff shall be held in conformity with The Hospital Management Regulation under the *Public Hospitals Act*.
 - (ii) A written notice of each regular meeting shall be circulated by the Secretary of the Medical Staff at least five days before the meeting.
- (c) Special Meetings
 - (i) In case of emergency, the President of the Medical Staff may call a special meeting.
 - (ii) Special meetings shall be called by the President of the Medical Staff on the written request of 10% of the members of the active staff.
 - (iii) Notice of such special meetings shall be as required for a regular meeting, except in cases of emergency, and shall state the nature of the business for which the special meeting is called.
 - (iv) The usual period of time required for giving notice of any special meeting shall be waived in cases of emergency, subject to ratification of this action by the majority of those members present and voting at the special meeting, as the first item of business at the meeting.
- (d) Quorum & Voting
 - (i) Not less than two-thirds (2/3) of the Medical Staff members entitled to vote shall constitute a quorum at any annual, general or special meeting of the Medical Staff.
 - (ii) In any case where a quorum of the Medical Staff has not arrived at the place named for the meeting within thirty (30) minutes after the time named for the start of the meeting, those members of the Medical Staff who have presented themselves shall be given credit for their attendance at the meeting for the purpose of satisfying the attendance requirements of these By-Laws.
 - (iii) Voting at any meeting of the Medical Staff shall be by members who are present and duly entitled to vote.
- (e) Attendance at Medical Staff Meetings
 - (i) The Secretary of the Medical Staff shall:
 - (A) be responsible for the making of a record of the attendance at each meeting of the Medical Staff;

- (B) receive the record of attendance for each meeting of each Medical Department of the Medical Staff; and
- (C) make such records available to the Medical Advisory Committee.
- (ii) Each Member of the Associate and Active Staff groups shall annually attend:
 - (A) two of the four regular Staff Meetings; and
 - (B) seventy-five percent (75%) of the meetings of the Clinical Program and Medical Department with which he or she has a primary affiliation.
- (iii) If any member of the Medical Staff, without reasons acceptable to the Medical Advisory Committee, does not attend the required number of meetings in the calendar year, the Committee may recommend to the Board that the delinquent member:
 - (A) be reprimanded; or
 - (B) work within a certain restriction upon his or her Hospital Privileges for a specified period of time; or
 - (C) be suspended from the Medical Staff of the Hospital for a specified period of time; or
 - (D) be removed from the Medical Staff of the Hospital.
- (f) Order Of Business

The order of business at any meeting of the Medical Staff shall be as set out in the Rules.

27.2 Medical Staff Officers

- (a) Eligibility For Office

Only Physician members of the active Professional Staff may be elected or appointed to any position or office.
- (b) Election Procedure
 - (i) A Nominating Committee shall be appointed by the Medical Staff at each meeting and shall consist of three (3) members of the Medical Staff.
 - (ii) At least thirty (30) days before the Annual Meeting of the Medical Staff, its Nominating Committee shall circulate to all members, a list of the names of those who are nominated for the offices of the Medical Staff

which are to be filled by election in accordance with these By-Laws and Regulations under the *Public Hospitals Act*.

- (iii) Any further nominations shall be made in writing to the Secretary of the Medical Staff within fourteen (14) days after the posting of the names referred to in Subsection (b).
 - (iv) Further nominations referred to in Subsection (c) shall be signed by two (2) members of the Medical Staff who are entitled to vote.
 - (v) The Nominee shall have signified in writing on the nomination acceptance of the nomination.
 - (vi) Nominations shall be posted alongside the list referred to in Subsection (b).
 - (vii) The President, Vice-President and Secretary/Treasurer of the Medical Staff shall each hold office for a renewable term of one (1) year.
 - (viii) In the event of the resignation of an Officer of the Medical Staff, the Nominating Committee shall circulate to all members, the name(s) of the Physician(s) nominated for that office at least twenty-one (21) days in advance of the next general Medical Staff meeting.
 - (ix) Where a Physician has been elected to replace an Officer of the Medical Staff who has resigned, the term of office of the incumbent shall be the balance of the term of the former Officer who has resigned.
- (c) President Of Medical Staff
- (i) The President of the Medical Staff shall:
 - (A) be a member of the Board and as a Director, fulfil his or her fiduciary duties to the Hospital by making decisions in the best interest of the Hospital;
 - (B) be a member of the Medical Advisory Committee;
 - (C) report to the Medical Advisory Committee and the board on any issues raised by the Professional Staff;
 - (D) be accountable to the Medical Staff and advocate fair process in the treatment of individual members of the Medical Staff;
 - (E) preside at all meetings of the Medical Staff;
 - (F) call special meetings of the Medical Staff;
 - (G) be an ex-officio member of the Joint Conference Committee; and

- (H) be an ex-officio member of the Finance Committee.
- (d) Vice President Of Medical Staff
- (i) The Vice-President of the Medical Staff shall:
 - (A) act in the place of the President by performing the duties and possessing the powers of that office in the absence or disability of the President;
 - (B) perform such duties as the President of the Medical Staff may delegate; and
 - (C) be a member of the Medical Advisory Committee.
- (e) Secretary/Treasurer Of Medical Staff
- (i) The Secretary/Treasurer of the Medical Staff shall:
 - (A) be a member of the Medical Advisory Committee;
 - (B) attend to the correspondence of the Medical Staff;
 - (C) give notice of Medical Staff meetings by circulating a written notice of the location and time thereof:
 - (I) in the case of a regular or special meeting of the Medical Staff at least five (5) days before the meeting;
 - (II) in the case of an annual meeting of the Medical Staff, at least ten (10) days before the meeting;
 - (D) ensure that the minutes are kept of all Medical Staff meetings;
 - (E) ensure that a record of the attendance at each meeting of the Medical Staff is made;
 - (F) make the attendance records available to the Medical Advisory Committee;
 - (G) keep the funds of the Medical Staff in a safe manner and be accountable therefore;
 - (H) disburse Medical Staff funds at the direction of the Medical Staff as determined by a majority vote of the Medical Staff members present and entitled to vote at a medical staff meeting
 - (I) act in the place of the Vice-President of the Medical Staff, performing his or her duties and possessing his or her powers in the absence or disability of the Vice-President; and

- (J) perform such duties as the President of the Medical Staff may delegate.

PART VII - AMENDMENT TO BYLAWS

ARTICLE 28 - AMENDMENTS TO BYLAWS

28.1 Amendments to Professional Staff By-Laws

- (a) Prior to submitting the Professional Staff part of the bylaw to the process established in Article 21.2, the following Procedures shall be followed:
 - (i) a notice shall be sent to all members of the Professional Staff advising them of the proposed amendments to the Professional Staff part of the bylaw not less than thirty (30) days in advance of the matter being considered by the Board;
 - (ii) a copy of the proposed Professional Staff part of the bylaw or amendments thereto shall be posted in the Professional Staff room and shall be made available on request not less than fourteen days in advance of the matter being considered by the Board;
 - (iii) the Professional Staff shall be afforded an opportunity to comment on the proposed Professional Staff part of the bylaw or amendment thereto; and
 - (iv) the Medical Advisory Committee shall make recommendations to the Board, concerning the proposed Professional Staff part of the bylaw or amendment thereto.

28.2 Amendments to Bylaws

The Board may pass or amend the bylaws of the Corporation from time to time.

- (a) Notice of motion to pass a new bylaw or to amend this or any other bylaw shall be given in the notice calling the meeting of the Board at which it is intended to present the bylaw or amendment.
- (b) Members of the Board shall receive the proposed bylaw or amendment not less than fourteen days prior to the above Board meeting.
- (c) The Medical Advisory Committee shall be provided an opportunity to consider and make recommendations to the Board on any proposed amendments to Bylaw No. 1, Articles 12 to 20 prior to consideration by the Board of the proposed amendment.
- (d) A bylaw or an amendment passed by the Board is effective only until the next Annual meeting of the Corporation unless in the meantime it is confirmed at a meeting of the Corporation called for that purpose.

- (e) The notice calling the meeting of the Corporation shall make clear reference to the bylaw or the amendment, as the case may be, that will be placed before the Members for confirmation at the meeting.
- (f) Members of the Corporation shall receive the proposed bylaw or amendment not less than fourteen days prior to the above Corporation meeting.
- (g) The Members at the meeting of the Corporation may confirm, reject, amend or otherwise deal with any bylaw or amendment passed by the Board and submitted to the meeting for confirmation.
- (h) Any amendment to the portion of the bylaws relating to an action by the Corporation requiring approval by way of Special Resolution (as defined in the Act) is not effective until it has been confirmed by at least two-thirds of the votes cast at a general meeting of Members duly called for considering it.
- (i) In any case of rejection, amendment, or refusal to approve the bylaws or part of the bylaws in force and effect in accordance with any part of this section, no act done or right acquired under any such bylaws is prejudicially affected by any such rejection, amendment or refusal to approval.

The bylaw or the amendment if not so confirmed by the Corporation ceases to have effect from the date of the annual or special meeting and in that case no new bylaw or amendment of the same or like substance has any effect until it is first confirmed at a meeting of the Corporation.

SCHEDULE 1
PROCEDURE REGARDING REAPPOINTMENTS, REQUESTS FOR CHANGES IN PRIVILEGES AND MID-TERM ACTION

Preamble

This schedule outlines the procedures to be followed in three different circumstances. Section 1 deals with Reappointment and Requests for Changes in Privileges. Section 2 outlines the procedure when there is an immediate need to suspend privileges mid-term in an emergency situation. Section 3 is the procedure when mid-term action is required but not in an emergency situation.

It should be noted that a member's appointment and/or privileges shall continue throughout the review or investigation of circumstances relating to reappointment and until all appeals consistent with the *Public Hospitals Act* are completed.

The procedure for recommendations from the Medical Advisory Committee in respect of original Applications for Appointment shall be as set out in these By-Laws and undertaken pursuant to the *Public Hospitals Act*.

1. Reappointment And Requests For Changes In Privileges

Recommendation for Reappointment and Changes in Privileges

- (a) The Credentials Committee shall forward to the Medical Advisory Committee a recommendation in respect of a reappointment or request for change in privileges consistent with the Committee's terms of reference and such recommendation shall be in writing and supported by references to the specific activities or conduct which constitute the basis for the recommendation.
- (b) The Medical Advisory Committee may; initiate further investigation, establish an ad hoc committee to conduct further investigation, refer the matter back to the Credentials Committee with direction or to an external consultant, or make recommendation to the Board.
- (c) Where the Medical Advisory Committee makes recommendation to the Board, it should provide notice to the member in accordance with Section 19.5 of these By-Laws.
- (d) Upon completion of its own investigation or upon receipt of the report of the body or consultant that conducted the investigation as the case may be, the Medical Advisory Committee shall make a recommendation to the Board in respect of the reappointment or privileges requested and provide notice to the member as set out at subsection 1(c) above.
- (e) Service of a notice to the applicant or member may be made personally or by Registered Mail addressed to the person to be served at their last known address and, where notices served by Registered Mail, it shall be deemed that the notice was served on the third day after the day of mailing unless the person to be served

establishes that they did not, acting in good faith, through absence, accident, illness or other causes beyond their control, receive it until a later date.

- (f) If additional time is needed for review or the investigative process, the Medical Advisory Committee may defer its recommendation providing it indicates in writing to the Board and the applicant or member that the recommendation cannot yet be made and gives reasons therefore, further to Section 37(5) of the *Public Hospitals Act*.
- (g) The Medical Advisory Committee may, in its sole discretion, in the course of its review or investigation or in determining its recommendation, decide that there shall be a Special Meeting of the Medical Advisory Committee where the member shall be entitled to attend such Special Meeting.
- (h) Where the Medical Advisory Committee considers a matter at a Special Meeting, the procedures set out below at Section 4 for “Special Meetings of the Medical Advisory Committee” are to be followed.
- (i) The Medical Advisory Committee, when providing notice to the applicant or member as provided for in subsection 1(c) and subsection 1(d), shall advise the applicant or member that he/she is entitled to receive written reasons for the recommendation wherein a request therefore is received by the secretary of the Medical Advisory Committee within seven days from receipt by the applicant or member of the Medical Advisory Committee’s recommendation and further that the applicant or member is entitled to a Hearing before the Hospital’s Board if a written request is received by the Board and the Medical Advisory Committee within seven days from the receipt by the applicant or member of the Medical Advisory Committee’s written reasons where requested.
- (j) Where the applicant or member does not request written reasons for the Medical Advisory Committee’s recommendation or where the applicant or member does not require a Hearing by the Board, the Board may implement the recommendation of the Medical Advisory Committee.
- (k) Where the applicant or member requires a Hearing by the Board, the Board will appoint a time and place for the Hearing and the procedures set out below at Section 5 for “the Board Hearing” are to be followed.

2. Immediate Mid-Term Action In An Emergency Situation

The definition of mid-term action in an emergency situation is outlined in Section 21.1 of these By-Laws.

If at any time it becomes apparent that a member’s conduct, performance or competence is such that it exposes, or is reasonably likely to expose Patient(s), staff or others to harm or injury or is, or is reasonably likely to be detrimental to the safety of Patient(s), staff or others or to the delivery of quality care, an immediate action must be taken to protect the Patient(s), staff or others or to ensure the delivery of quality of care and the procedures set out herein relating to suspension/revocation of privileges shall be followed.

- (a) In addition to the steps outlined in Section 21.1, the Department Director or the Chief of Staff will immediately notify the member, the Medical Advisory Committee, the Chief Executive Officer, the President of the Medical Staff and the Board of their decision to suspend the member's privileges.
- (b) Arrangements will be made by the Chief of the Department or Chief of Staff for the assignment of a substitute to care for the Patients of the suspended member.
- (c) Within 24 hours of suspension, the individual who suspended the member will provide the Medical Advisory Committee, the Chief Executive Officer and the President of the Medical Staff with written reasons for the suspension and copies of any relevant documents or records.
- (d) Upon receipt of the written reasons for suspension as described above, the Medical Advisory Committee will set a date for a Special Meeting of the Medical Advisory Committee to be held within five days from the date of suspension to review the suspension and to make recommendation to the Board.
- (e) The Special Meeting of the Medical Advisory Committee shall be conducted further to the procedures set out below at Section 4 for "the Special Meeting of the Medical Advisory Committee".
- (f) The member may request and the Medical Advisory Committee may grant the postponement of the Special Medical Advisory Committee to a fixed date.
- (g) The Medical Advisory Committee, when providing notice to the applicant or member as provided for in subsection 1(c) and subsection 1(d), shall advise the applicant or member that he/she is entitled to receive written reasons for the recommendation wherein a request therefore is received by the secretary of the Medical Advisory Committee within seven days from receipt by the applicant or member of the Medical Advisory Committee's recommendation and further that the applicant or member is entitled to a Hearing before the Hospital's Board if a written request is received by the Board and the Medical Advisory Committee within seven days from the receipt by the applicant or member of the Medical Advisory Committee's written reasons where requested.
- (h) Where the applicant or member does not request written reasons for the Medical Advisory Committee's recommendation or where the applicant or member does not require a Hearing by the Board, the Board may implement the recommendation of the Medical Advisory Committee.
- (i) Where the applicant or member requires a Hearing by the Board, the Board will appoint a time and place for the Hearing and the procedures set out below at Section 5 for "the Board Hearing" are to be followed.

3. Non-Immediate Mid-Term Action

The definition of a non-immediate mid-term action is outlined in Section 21.1 of these By-Laws.

Procedure for a non-immediate mid-term action shall include:

- (a) Information provided to the Chief Executive Officer or Chief of Staff by the Department Director which raises concerns about any of the matters in these By-Laws relating to non-immediate mid-term action, shall be in writing and will be directed to the Chief Executive Officer and/or Chief of Staff.
- (b) Where either of the Chief Executive Officer, Chief of Staff, or Department Director receives information about the conduct, performance or competence of a member, that person will provide a copy of the documentation to the other two.
- (c) Upon receipt of information above, an interview will be arranged by the Chief of Staff or Department Director with the member, at which time the member will be advised of the information about their conduct, performance or competence and will be given a reasonable opportunity to present relevant information on their behalf.
- (d) A written record will be maintained reflecting the substance of the aforementioned interview and copies will be sent to the member, the Chief Executive Officer and the Chief of Staff and Department Director.
- (e) Where the member fails or declines to participate in an interview as set out above, after being given a reasonable opportunity to so participate, appropriate action may be undertaken further to the procedure as outlined in this section.
- (f) Following an interview as set out above, or where the member fails or declines to participate in an interview, the Chief of Staff, Department Director or Chief Executive Officer will determine whether further investigation of the matter is necessary.
- (g) If further investigation is to be undertaken, the investigation may be assigned to an individual(s) within the Hospital, the Medical Advisory Committee, a body within the Hospital other than the Medical Advisory Committee or an external consultant.
- (h) Upon the completion of the investigation contemplated by subsection 3(g) above, the individual or body who conducted the investigation will forward a written report to the Chief Executive Officer, Chief of Staff and Department Director. The member will be provided with a copy of the written report.
- (i) The Chief of Staff, Department Director and Chief Executive Officer, upon further review of the matter and any report received, will determine whether further action may be required.
- (j) Where it is determined that further action in respect of the matter may be required, the matter shall be referred to the Medical Advisory Committee along with a proposed recommendation with respect to mid-term action in writing and supported by references to specific activities or conduct along with any reports which constitute grounds for the proposed recommendation.

- (k) The Medical Advisory Committee, in advance of considering the proposed recommendation, may initiate further investigation itself, in respect of such matters and in such a manner as it in its sole discretion deems appropriate.
- (l) Upon completion of its own investigation or upon receipt of the proposed recommendation as set out above, the Medical Advisory Committee may determine that no further action need be taken in respect of the matter for lack of merit or determine to have a Special Meeting of the Medical Advisory Committee where the member is entitled to attend such Special Meeting.
- (m) Where the Medical Advisory Committee considers the matter at a Special Meeting, then the procedures set out below at Section 4 for the Special Meeting of the Medical Advisory Committee are to be followed.
- (n) The Medical Advisory Committee, following a Special Meeting of the Medical Advisory Committee, will provide the member with written notice of the Medical Advisory Committee's recommendation and the written reasons for the recommendation and the member's entitlement to a Hearing before the Hospital's Board where a written request is received by the Board and the Medical Advisory Committee from the member within seven days of the receipt by the member of the Medical Advisory Committee's recommendation and written reasons.
- (o) Service of the notice of recommendation and written reasons to the member may be made personally or by Registered Mail addressed to the member at their last known address and, where notice is served by Registered Mail, it will be deemed that the notice was served on the third day after the day of mailing unless the member to be served establishes that they did not, acting in good faith, through absence, accident, illness or other causes beyond their control, receive it until a later date.
- (p) Where the applicant or member does not require a Hearing by the Board, the Board may implement the recommendation of the Medical Advisory Committee.
- (q) Where the member requires a Hearing by the Board, the Board will appoint a time and place for the Hearing, such Board Hearing to be undertaken pursuant to the procedures set out below at Section 5 for "the Board Hearing".

4. Special Meetings Of The Medical Advisory Committee

In the event that a Special Meeting of the Medical Advisory Committee is required further to this schedule, such Special Meeting of the Medical Advisory Committee will be conducted pursuant to procedures as follows:

- (a) The Medical Advisory Committee will give the applicant or member written notice of the Special Meeting, such notice to include:
 - (i) the time and place of the meeting;
 - (ii) the purpose of the meeting;

- (iii) a statement that the applicant or member will be provided with a statement of the matter to be considered by the Medical Advisory Committee together with all relevant documentation;
 - (iv) a statement that the applicant or member is entitled to attend the Medical Advisory Committee meeting and to participate fully in all matters under consideration by the Medical Advisory Committee;
 - (v) a statement that the parties are entitled to bring legal counsel to the meeting and consult with legal counsel but that legal counsel shall not be entitled to participate in the meeting save and except in respect of making representation on behalf of the party;
 - (vi) a statement that, in the absence of the applicant or member, the meeting may proceed.
- (b) The Medical Advisory Committee will provide the applicant or member with a statement of the particulars of the matter to be considered by the Medical Advisory Committee, including any proposed recommendation, together with all documentation and records collected by the Medical Advisory Committee or Credentials Committee pursuant to the performance of their duties.
 - (c) At the Special Meeting, a record of the proceedings will be kept in the Minutes of the Medical Advisory Committee.
 - (d) The applicant or member involved will be given a full opportunity to answer each issue as well as to present documents and witnesses if so desired.
 - (e) Before deliberating on the matter or the recommendation to be made to the Board, the Chair of the Medical Advisory Committee will require the member involved and any other members present who are not Medical Advisory Committee members to retire for the duration of the discussion. The Medical Advisory Committee will not consider any matter, fact or documentation to which it did not give the member an opportunity to respond.
 - (f) No member of the Medical Advisory Committee will participate in a decision of the Medical Advisory Committee at a Special Meeting of the Medical Advisory Committee unless such member was present throughout the Special Meeting, except with the consent of the parties and no decision of the Medical Advisory Committee will be given unless all members so present participate in the decision. Where the Medical Advisory Committee determines that the matter is without merit and as such no decision of the Medical Advisory Committee is necessary, such determination will be noted in the Minutes of the Special Medical Advisory Committee meeting.

5. Board Hearings

In the event that a Board Hearing is required pursuant to this schedule, such Board Hearing will be conducted further to the following procedures.

- (a) The Board will name a place and time for the Hearing.
- (b) The Board Hearing will be held within thirty days of the Board receiving the written recommendation and reasons for such recommendation from the Medical Advisory Committee unless such other time for the Hearing is agreed to as by the parties.
- (c) The Board will give written notice of the Hearing to the applicant or member and to the Chair of the Medical Advisory Committee at least seven days before the Hearing date.
- (d) The notice of the Board Hearing will include:
 - (i) the place and time of the Hearing;
 - (ii) the purpose of the Hearing;
 - (iii) a statement that the applicant or member and Medical Advisory Committee will be afforded an opportunity to examine prior to the Hearing all written or other documentary evidence to be ruled upon at the Hearing and all reports which have been collected as part of the Credentials Committee and Medical Advisory Committee processes;
 - (iv) a statement that the applicant or member may be represented by counsel or agent, call witnesses, cross-examine witnesses and tender documents in evidence and present arguments and submissions in support of their case;
 - (v) a statement that the time for the Hearing may be extended by the Board; and
 - (vi) a statement that if the applicant or member does not attend the Hearing, the Board may proceed in the absence of the applicant or member and the applicant or member will not be entitled to any further notice in respect of the Hearing.
- (e) The parties to the Board Hearing are the applicant or member, the Medical Advisory Committee and such other persons as the Board may specify.
- (f) As soon as possible, and at least five business days prior to the Hearing, the parties will provide one another with copies of all written documentary material, along with the names, addresses and qualifications of all witnesses who will testify at the Hearing and a detailed summary of the evidence they will give, along with reports that have been collected by the Credentials Committee or Medical Advisory Committee as part of the investigation process whether or not these materials will be used in evidence. The intent is that there should be full disclosure as between the parties to the Board Hearing.

- (g) The findings of fact of the Board pursuant to a Hearing will be based exclusively on evidence admissible or matters that may be noted under the *Statutory Powers Procedure Act*. A party at a Hearing may:
 - (i) be represented by counsel or agent;
 - (ii) call and examine witnesses and present arguments and submissions; and
 - (iii) conduct cross-examination of witnesses reasonably required for a full and fair disclosure of the facts in relation to which they have given evidence.
- (h) The Board will consider the reasons for the Medical Advisory Committee that have been given to the applicant or member in support of its recommendations. Where through error or inadvertence, certain reasons have been omitted in the statement delivered to the applicant or member, the Board may consider those reasons only if those reasons are given by the Medical Advisory Committee in writing to both the applicant or member and the Board, and the applicant or member is given a reasonable time to review the reasons and to prepare a case to meet those additional reasons.
- (i) No member of the Board will participate in a decision of the Board pursuant to a Hearing unless they are present throughout the Hearing and heard the evidence and argument of the parties and, except with the consent of the parties, no decision of the Board will be given unless all members so present participate in the decision.
- (j) The Board will make a decision to either follow or not follow the recommendation of the Medical Advisory Committee.
- (k) A written copy of the decision of the Board and the written reasons for the decision will be provided to the applicant or member and to the Medical Advisory Committee within fifteen days of the conclusion of the Hearing.
- (l) Service on the applicant or member will be as set out in Section 19.5 of the By-Laws.