



Trillium
Health Partners

Better Together

www.trilliumhealthpartners.ca

CORPORATE BY-LAW

Ratified: June 5, 2023

| | |
|---|----|
| ARTICLE 1 – DEFINITIONS AND INTERPRETATION | 1 |
| Section 1.1 Definitions..... | 1 |
| Section 1.2 Interpretation..... | 3 |
| ARTICLE 2 – MEMBERSHIP IN THE CORPORATION | 3 |
| Section 2.1 Members | 3 |
| Section 2.2 Fees | 3 |
| ARTICLE 3 – MEMBERS’ MEETINGS..... | 3 |
| Section 3.1 Location | 3 |
| Section 3.2 Annual Meetings..... | 3 |
| Section 3.3 Calling Meetings..... | 3 |
| Section 3.4 Quorum | 3 |
| Section 3.5 Notice..... | 3 |
| Section 3.6 Votes | 4 |
| Section 3.7 Chair of the Meeting..... | 4 |
| Section 3.8 Adjourned Members’ Meetings | 5 |
| Section 3.9 Notice of Adjourned Meetings..... | 5 |
| ARTICLE 4 – DIRECTORS | 5 |
| Section 4.1 Composition of Board..... | 5 |
| Section 4.2 Duties and Responsibilities..... | 6 |
| Section 4.3 Individual Director Duties and Responsibilities | 6 |
| Section 4.4 Qualifications of Directors..... | 6 |
| Section 4.5 Vacation of Office..... | 6 |
| Section 4.6 Removal | 7 |
| Section 4.7 Election and Term..... | 7 |
| Section 4.8 Nomination Procedure for Election of Directors | 7 |
| Section 4.9 Maximum Terms..... | 7 |
| Section 4.10 Filling Vacancies | 8 |
| Section 4.11 Directors Remuneration | 8 |
| ARTICLE 5 – BOARD MEETINGS | 8 |
| Section 5.1 Board Meetings..... | 8 |
| Section 5.2 Regular Meetings..... | 8 |
| Section 5.3 Telephone Meetings..... | 8 |
| Section 5.4 Notices | 9 |
| Section 5.5 Quorum | 9 |
| Section 5.6 First Meeting of New Board | 9 |
| Section 5.7 Persons Entitled to be Present..... | 9 |
| Section 5.8 Voting | 9 |
| Section 5.9 Casting Vote..... | 9 |
| Section 5.10 Polls..... | 9 |
| Section 5.11 Adjournment of the Meeting..... | 9 |
| Section 5.12 Notice of Adjourned Meeting | 10 |

| | |
|---|----|
| ARTICLE 6 – INTEREST OF DIRECTORS IN CONTRACTS | 10 |
| Section 6.1 Declaration of Conflict | 10 |
| ARTICLE 7 – PROTECTION OF OFFICERS AND DIRECTORS | 11 |
| Section 7.1 Director’s Liability..... | 11 |
| Section 7.2 Indemnities to Directors and Others | 11 |
| ARTICLE 8 – COMMITTEES..... | 12 |
| Section 8.1 Committees | 12 |
| Section 8.2 Functions, Duties, Responsibilities and Powers of Committees..... | 12 |
| Section 8.3 Committee Members, Chair..... | 12 |
| Section 8.4 Procedures at Committee Meetings | 13 |
| Section 8.5 Standing Committee Meetings..... | 13 |
| Standing Committee meetings shall be conducted in accordance with the <i>Board Standing Committee Principles</i> as set out in the Board Policy Manual. A special meeting of a Standing Committee may be called, at any time, by the Chair, a Vice-Chair, or by the Chief Executive Officer. 13 | |
| Section 8.6 Executive Committee..... | 13 |
| ARTICLE 9 – OFFICERS | 13 |
| Section 9.1 Officers | 13 |
| Section 9.2 Appointment | 14 |
| Section 9.3 Terms of Office..... | 14 |
| ARTICLE 10 – DUTIES OF OFFICERS..... | 14 |
| Section 10.1 Duties of Officers..... | 14 |
| Section 10.2 Other Officers | 14 |
| ARTICLE 11 – ORGANIZATION AND FINANCIAL | 15 |
| Section 11.1 Seal..... | 15 |
| Section 11.2 Execution of Documents..... | 15 |
| Section 11.3 Banking Arrangements | 15 |
| Section 11.4 Financial Year..... | 15 |
| Section 11.5 Appointment of Auditor..... | 15 |
| Section 11.6 Borrowing Power | 15 |
| Section 11.7 Investments | 16 |
| ARTICLE 12 – BOOKS AND RECORDS | 16 |
| Section 12.1 Books and Records | 16 |
| ARTICLE 13 – CONFIDENTIALITY..... | 16 |
| Section 13.1 Confidentiality | 16 |
| Section 13.2 Board Spokesperson..... | 16 |
| ARTICLE 14 – PROFESSIONAL STAFF | 16 |
| Section 14.1 Professional Staff..... | 16 |
| ARTICLE 15 – MATTERS REQUIRED BY THE <i>PUBLIC HOSPITALS ACT</i> | 17 |

| | |
|--|--------|
| Section 15.1 Committees and Programs Required by the <i>Public Hospitals Act</i> | 17 |
| Section 15.2 Fiscal Advisory Committee | 17 |
| Section 15.3 Chief Nursing Executive..... | 17 |
| Section 15.4 Nurses and other Staff and Professionals on Committees | 17 |
| Section 15.5 Retention of Written Statements..... | 17 |
| Section 15.6 Occupational Health and Safety Program..... | 17 |
| Section 15.7 Health Surveillance Program | 18 |
| Section 15.8 Organ Donation..... | 18 |
| ARTICLE 16 – RULES AND PROCEDURES | 18 |
| Section 16.1 Rules of Order..... | 18 |
| Section 16.2 Rules and Policies | 19 |
| ARTICLE 17 – NOTICES..... | 19 |
| Section 17.1 Notice..... | 19 |
| Section 17.2 Computation of Time..... | 19 |
| Section 17.3 Omissions and Errors..... | 19 |
| Section 17.4 Waiver of Notice..... | 20 |
| ARTICLE 18 – AMENDMENT OF BY-LAWS | 20 |
| Section 18.1 Amendment..... | 20 |
| Section 18.2 Effect of Amendment..... | 20 |
| Section 18.3 Member Approval..... | 20 |
| Section 18.4 Amendments to Professional Staff By-law..... | 20 |

CORPORATE BY-LAW

A By-law relating to the transaction of the business and affairs of the Corporation.
Be it enacted as a By-law of the Corporation as follows:

ARTICLE 1– DEFINITIONS AND INTERPRETATION

Section 1.1 Definitions

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

- (1) “**Act**” means the *Corporations Act* (Ontario) and where the context requires, includes the regulations made under it and any statute that may be substituted therefor, as amended from time to time;
- (2) “**Board**” means the board of directors of the Corporation;
- (3) “**Board Policy Manual**” means the written policies and procedures adopted by the Board concerning Board governance of the Corporation in accordance with Section 16.2, as amended from time to time;
- (4) “**Chair**” means the chair of the Board;
- (5) “**Chief Executive Officer**” means, in addition to ‘administrator’ as defined in the *Public Hospitals Act*, the President and Chief Executive Officer of the Corporation;
- (6) “**Chief Nursing Executive**” means the senior nurse employed by the Corporation, who reports directly to the Chief Executive Officer and is responsible for nursing services provided in the Hospital;
- (7) “**Chief of Staff**” means the Medical Staff member appointed by the Board, in accordance with the Professional Staff By-law, to serve as Chief of Staff in accordance with the regulations under the *Public Hospitals Act*;
- (8) “**Corporation**” means Trillium Health Partners;
- (9) “**Dental Staff**” means those Dentists and Oral and Maxillofacial Surgeons appointed by the Board to attend or perform dental services or oral and maxillofacial surgery, as applicable, for patients in the Hospital;
- (10) “**Dentist**” means a dental practitioner in good standing with the Royal College of Dental Surgeons of Ontario;
- (11) “**Director**” means a member of the Board;

- (12) “*Ex-officio*” means membership “by virtue of office” and includes all rights, responsibilities and power to vote unless otherwise specified;
- (13) “**Extended Class Nursing Staff**” means those Registered Nurses in the Extended Class who are:
- (a) employed by the Corporation and who are authorized to diagnose, prescribe for or treat patients in the Hospital; and
 - (b) not employed by the Corporation and to whom the Board has granted privileges to diagnose, prescribe for or treat patients in the Hospital;
- (14) “**Hospital**” means the public hospital or hospitals operated by the Corporation;
- (15) “**Medical Advisory Committee**” means the committee established by the Board pursuant to the Professional Staff By-law as required by the *Public Hospitals Act*;
- (16) “**Medical Staff**” means those Physicians who are appointed by the Board and who are granted privileges to practice medicine in the Hospital;
- (17) “**Members**” means members of the Corporation as described in Article 2;
- (18) “**Midwife**” means a midwife in good standing with the College of Midwives of Ontario;
- (19) “**Midwifery Staff**” means those Midwives who are appointed by the Board and granted privileges to practice midwifery in the Hospital;
- (20) “**Oral and Maxillofacial Surgeons**” means those dentists in good standing who hold a specialty certificate from the Royal College of Dental Surgeons of Ontario authorizing practice in oral and maxillofacial surgery;
- (21) “**Physician**” means a medical practitioner in good standing with the College of Physicians and Surgeons of Ontario;
- (22) “**Professional Staff**” means the Medical Staff, Dental Staff, Midwifery Staff and members of the Extended Class Nursing Staff who are not employees of the Corporation;
- (23) “*Public Hospitals Act*” means the *Public Hospitals Act* (Ontario), and, where the context requires, includes the regulations made thereunder;
- (24) “**Registered Nurse in the Extended Class**” means a member in good standing with the College of Nurses of Ontario who is a registered nurse and who holds an extended certificate of registration under the *Nursing Act, 1991*; and
- (25) “**Rules**” means the rules adopted by the Board in accordance with Section 16.2.
- (26) “**Trillium HealthWorks Committee**” means the special committee of the Board that is responsible for assisting the Board in overseeing the Trillium HealthWorks projects as more particularly described in the terms of reference applicable to such special committee.

Section 1.2 Interpretation

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

ARTICLE 2– MEMBERSHIP IN THE CORPORATION

Section 2.1 Members

The Members shall consist of the elected and *ex-officio* Directors from time to time of the Corporation who shall be *ex-officio* Members for so long as they serve as Directors.

Section 2.2 Fees

No fees shall be payable by the Members.

ARTICLE 3– MEMBERS’ MEETINGS

Section 3.1 Location

Members’ meetings shall be held at the head office of the Corporation or at any place in Ontario as the Board may determine and on such day as the Board shall appoint subject to the requirements, if any, of the *Public Hospitals Act*.

Section 3.2 Annual Meetings

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

Section 3.3 Calling Meetings

The Board or the Chair shall have the power to call, at any time, an annual or general Members’ meeting.

Section 3.4 Quorum

A majority of the Members shall constitute a quorum, provided that a majority of the Members present in person are those Directors who are elected by the Members in accordance with Section 4.8 or appointed in accordance with Section 4.10.

Section 3.5 Notice

Notice of Members’ meetings, either annual or general, shall be given by one of the following methods:

- (a) by sending it to each Member by one of the methods set out in Section 17.1 addressed to the Members at their most recent addresses as shown on the Corporation's records at least ten days before the meeting; or
- (b) by publication at least once a week for two successive weeks next preceding the meeting in a newspaper or newspapers circulated in the municipality or municipalities in which a majority of the Members reside as shown by their addresses on the Corporations' records.

The notice of a general meeting shall state the purpose for which it is called and no other matter may be dealt with at that meeting.

Section 3.6 Votes

- (1) Each voting Member in attendance at a meeting shall have the right to exercise one vote.
- (2) At all Members' meetings, every question shall be determined by a majority of votes unless otherwise specifically provided by statute or this By-law.
- (3) Votes at all Members' meetings shall be cast in person and not by proxy.
- (4) Every question submitted to any Members' meeting shall be decided in the first instance by a show of hands. If there is a tie vote, the chair of the meeting shall not have a second vote to break the tie; instead, the motion shall be considered not to have passed.
- (5) At any Members' 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 evidence of the fact.
- (6) A Member may demand a poll either before or after any vote by show of hands. If a Member demands a poll on the election of a Chair of the meeting or on the question of adjournment, the poll shall be taken immediately. If a Member demands a poll on any other question, the vote shall be taken by ballot in the manner and at the time that the Chair of the meeting directs. The result of a poll shall be the resolution of the meeting. A Member may withdraw a demand for a poll.

Section 3.7 Chair of the Meeting

The Chair of a Members' meeting shall be:

- (a) the Chair; or
- (b) a Vice-Chair, if the Chair is absent or is unable to act; or
- (c) a Chair elected by the Members present if the Chair and a Vice-Chair are absent or unable to act. The Secretary shall preside at the election of the Chair of the meeting but if the Secretary is not present, the Directors, from those present, shall choose a Director to preside at the election.

Section 3.8 Adjourned Members' Meetings

If within one-half hour after the time appointed for a Members' meeting, a quorum is not present, the meeting shall stand adjourned until a day to be determined by the Chair.

Section 3.9 Notice of Adjourned Meetings

Not less than 48 hours' notice of a rescheduled meeting following an adjournment shall be given in the manner as the Chair may determine; provided that in calculating the notice period Saturday, Sundays and statutory holidays shall be excluded.

ARTICLE 4– DIRECTORS

Section 4.1 Composition of Board

The Board shall consist of:

- (a) the following elected Directors:
 - (i) from the annual Members' meeting in 2023, 15 elected Directors;
 - (ii) from the annual Members' meeting in 2024 and while the Trillium HealthWorks Committee is active, 14 elected Directors; and
 - (iii) from the annual Members' meeting following the date on which the Board confirms all roles and responsibilities of the Trillium HealthWorks Committee have been completed and the Trillium HealthWorks Committee is dissolved, 12 elected Directors,

who satisfy the criteria set out in Section 4.3 and who are elected by the Members in accordance with Section 4.8 or appointed in accordance with Section 4.10; and

- (b) the following five *ex-officio* non-voting Directors:
 - (i) the Chief Executive Officer;
 - (ii) the Chief of Staff;
 - (iii) the President of the Professional Staff;
 - (iv) the Vice President of the Professional Staff; and
 - (v) the Chief Nursing Executive.
- (c) the following two *ex-officio* voting Directors:
 - (i) the Chair of the Foundation or a designate; and

- (ii) the Dean of Medicine of the University of Toronto or a designate.

Section 4.2 Duties and Responsibilities

The Board shall govern and oversee the management of the affairs of the Corporation and may exercise all such other powers and do all such other acts and things as the Corporation is, by its charter or otherwise, authorized to exercise and do.

In doing so, the Board shall govern in accordance with the *Principles of Governance and Board Accountability* and shall assume responsibility for the matters described in the *Roles and Responsibilities of the Board of Directors* as set out in the Board Policy Manual.

Section 4.3 Individual Director Duties and Responsibilities

As a fiduciary of the Corporation, every Director shall:

- (a) act ethically, honestly and in good faith and make decisions that are in the best interests of the Corporation, having regard to all relevant considerations;
- (b) assume responsibility for the matters described in the *Responsibilities as an Elected and Ex-officio Director* as set out in the Board Policy Manual; and
- (c) sign a *Director's Declaration*, as set out in the Board Policy Manual, confirming the Director's commitment to adhere to the roles, responsibilities and duties described in the Board Policy Manual.

Section 4.4 Qualifications of Directors

No person shall be qualified for election or appointment as a Director referred to in Section 4.1(a) if he or she:

- (a) is less than 18 years of age;
- (b) has the status of a bankrupt;
- (c) except as required by the *Public Hospitals Act*, is a current employee of the Corporation or Professional Staff member.

Section 4.5 Vacation of Office

The office of a Director referred to in Section 4.1(a) shall automatically be vacated:

- (a) if a Director resigns the office by delivering a written resignation to the Secretary of the Corporation;
- (b) if the Director becomes bankrupt; or

- (c) if he or she becomes a person referred to in Section 4.4(c), except by Board resolution.

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

Section 4.6 Removal

The office of a Director referred to in Section 4.1(a) may be vacated by a simple majority Board resolution passed in accordance with the *Resignation and/or Removal of a Director* policy as set out in the Board Policy Manual.

Section 4.7 Election and Term

Directors shall be elected and shall retire in rotation as provided in this By-law. The Directors referred to in Section 4.1(a) shall be elected for a term of not more than three years provided that each such Director shall hold office until the earlier of the date on which their office is vacated pursuant to Section 4.5 or 4.6 until the end of the meeting at which his or her successor is elected or appointed. Four Directors shall retire from office each year subject to re-election as permitted by Section 4.9. The Board, on the recommendation of the Governance and Human Resources Committee, shall set the term of each elected Director in accordance with this By-law.

Section 4.8 Nomination Procedure for Election of Directors

Subsequent to the establishment of the first Board, nominations made for the election of Directors at a Members' meeting may be made only by the Board in accordance with this By-law and the *Guidelines for the Selection of Directors* and the *Nomination Process for the Board of Directors* as set out in the Board Policy Manual. For greater certainty, no nominations shall be accepted by the Members that are not submitted and approved by the Board in accordance with the Board-approved process. The decision of the Board as to whether or not a candidate is qualified to stand for election shall be final.

Section 4.9 Maximum Terms

Each Director referred to in Section 4.1(a) shall be eligible for re-election provided that such Director shall not be elected or appointed for a term that will result in the Director serving more than nine consecutive years. In determining a Director's length of service as a Director, service prior to the coming into force of this By-law at The Credit Valley Hospital or at Trillium Health Centre shall be excluded. Despite the foregoing a Director may, by Board resolution, have his or her maximum term as a Director extended for the sole purpose of that Director succeeding to the office of Chair or serving as Chair. Despite the foregoing, where a Director was appointed to fill an unexpired term of a Director, the partial term shall be excluded from the calculation of the maximum years of service.

Section 4.10 Filling Vacancies

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

In the absence of a quorum of the Board, or if the vacancy has arisen from a failure of the Members to elect the number of Directors required to be elected at any Members' meeting, the Board shall forthwith call a Members' meeting to fill the vacancy. If the Board fails to call the meeting, or if there are no such Directors then in office, any Member may call the meeting. A Director so appointed or elected shall hold office for the unexpired portion of the term vacated.

Section 4.11 Directors Remuneration

The Directors shall serve as such without remuneration and no Director shall directly or indirectly receive any profit from his or her position as such; provided that a Director may be reimbursed reasonable expenses incurred by the Director in the performance of his or her duties in accordance with the *Reimbursement of Director Expenses* policy as set out in the Board Policy Manual.

ARTICLE 5– BOARD MEETINGS

Section 5.1 Board Meetings

Board meetings shall be conducted in accordance with the *Board Meetings* policy as set out in the Board Policy Manual. The Board shall meet at such times and in such places as may be determined by the Board, the Chair, a Vice-Chair or the Chief Executive Officer. Special Board meetings may be called by the Chair, a Vice-Chair or by the Chief Executive Officer, and shall be called by the Secretary upon receipt of the written request of four Directors and such meeting shall be held not later than seven days after receiving the request.

Section 5.2 Regular Meetings

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

Section 5.3 Telephone Meetings

If all the Directors present at or participating in the meeting consent, and in accordance with the *Board Meetings* policy as set out in the Board Policy Manual, a Board meeting or a Board committee meeting may be held by such telephone, electronic or other communication facilities that permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously, and a Director or Board committee member participating in the meeting by those means is deemed to be present at the meeting.

Section 5.4 Notices

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

Section 5.5 Quorum

A majority of the Directors shall constitute a quorum, provided that a majority of the Directors present are those who are elected by the Members in accordance with Section 4.8 or appointed in accordance with Section 4.10.

Section 5.6 First Meeting of New Board

Provided a quorum of Directors is present, each newly elected Board may, without notice, hold its first meeting immediately following the Members' meeting at which the Board is elected.

Section 5.7 Persons Entitled to be Present

The *Board Meetings* policy shall govern the attendance of the public at Board meetings.

Section 5.8 Voting

Each Director elected under Section 4.1(a) and each *ex-officio* voting Director present at a Board meeting shall be entitled to one vote on each matter. A Director shall not be entitled to vote by proxy. Every question arising at a Board meeting or Board committee meeting shall be decided by a majority of votes.

Section 5.9 Casting Vote

If there is a tie vote, the Chair of the meeting shall not have a second vote to break the tie; instead, the motion shall be considered not to have passed.

Section 5.10 Polls

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

Section 5.11 Adjournment of the Meeting

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

Section 5.12 Notice of Adjourned Meeting

At least 24 hours' notice of a rescheduled meeting following an adjournment by an appropriate means shall be given to each Director; provided that in calculating the 24-hour notice period Saturday, Sundays and statutory holidays shall be excluded.

ARTICLE 6– INTEREST OF DIRECTORS IN CONTRACTS

Section 6.1 Declaration of Conflict

(1) Any Director who is in any way, directly or indirectly, interested in a contract or proposed contract with the Corporation shall disclose in writing or have entered in the minutes, the nature and extent of the Director's interest in the contract or proposed contract with the Corporation.

(2) The disclosure required by Section 6.1(1) shall be made:

- (a) at the meeting at which a proposed contract is first considered if the Director is present, and otherwise, at the first meeting after the Director becomes aware of the contract or proposed contract;
- (b) if the Director was not then interested in a proposed contract, at the first meeting after such Director becomes so interested; or
- (c) if the Director becomes interested after a contract is made, at the first meeting held after the Director becomes so interested.

(3) A Director referred to in Section 6.1(1) is not liable to account for any profit made on the contract by the Director or by a corporate entity, business firm or organization in which the Director has a material interest, provided:

- (a) the Director disclosed the Director's interest in accordance with Section 6.1(2) or (5); and
- (b) the Director has not voted on the contract.

(4) A Director referred to in Section 6.1(1) shall not vote on any resolution to approve the contract and shall not take part in the discussion or consideration of, or in any way attempt to influence the voting on, any question with respect thereto and shall exit the meeting when the applicable issue is under consideration.

(5) For the purposes of this Section 6.1, a general notice to the Directors by a Director declaring that the person is a director or officer of, or has a material interest in, a body corporate, business firm or organization and is to be regarded as interested in any contract made therewith, is a sufficient declaration of interest in relation to any contract so made.

(6) If a Director believes that any other Director is in a conflict of interest position with respect to any contract, transaction, matter or decision, the Director shall have the concern recorded in the minutes. Thereafter, at the request of the Director who recorded the initial

concern, the Board shall, after the Director alleged to have a conflict has exited the room, vote on whether the Director alleged to have a conflict of interest is, in the opinion of the Board, in a conflict of interest. If the Board so finds the person in a conflict of interest, the Board member shall exit the room during any subsequent discussion or voting process relating to or pertaining to the conflict. The question of whether or not a Director has a conflict of interest shall be determined by a simple majority of the Board and shall be final.

(7) A contract is not void by reason only of the failure of a Director to comply with the provisions of this Section 6.1 but the court may upon the application of the Corporation or a Member, set aside a contract in respect of which a Director has failed to comply with the provisions of this Section 6.1, and the court may make any further order it thinks fit.

(8) The provisions of this Article are in addition to the *Conflict of Interest* policy as set out in the Board Policy Manual.

ARTICLE 7– PROTECTION OF OFFICERS AND DIRECTORS

Section 7.1 Director’s Liability

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

Section 7.2 Indemnities to Directors and Others

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

- (a) all costs, charges and expenses whatsoever which such Director or officer sustains or incurs in or about any action, suit or proceeding which is brought, commenced or prosecuted against him or her, for or in respect of any act, deed, matter or thing whatsoever, made, done or permitted by him or her, in or about the execution of the duties of his or her office; and
- (b) all other costs, charges and expenses which he or she sustains or incurs in or about or in relation to the affairs of the Corporation, except such costs, charges or expenses as are occasioned by his or her own wilful neglect or default.
- (c) The indemnity provided for in the preceding paragraph:

- (i) shall not apply to any liability which a Director or officer of the Corporation may sustain or incur as the result of any act or omission as a Professional Staff member; and
- (ii) shall be applicable only if the Director or officer of the Corporation acted honestly and in good faith with a view to the best interests of the Corporation and in the case of criminal or administrative action or proceeding that is enforceable by a monetary penalty, had reasonable grounds for believing that his or her conduct was lawful.

ARTICLE 8– COMMITTEES

Section 8.1 Committees

The Board may establish committees from time to time. The Board shall determine the duties of such committees. The Board committees shall be:

- (a) Standing Committees, being those committees whose duties are normally continuous; and
- (b) Special Committees, being those committees appointed for specific duties whose mandate shall expire with the completion of the tasks assigned.

Subject to applicable law, the Board may dissolve any committee by resolution at any time.

Section 8.2 Functions, Duties, Responsibilities and Powers of Committees

The functions, duties, responsibilities and powers of the Board committees shall be provided in the Board resolution by which a Board committee is established, or in the *Board Standing Committee Principles* as set out in the Board Policy Manual and, in the case of the Medical Advisory Committee, in the Professional Staff By-law or in the Rules made under the Professional Staff By-law.

Section 8.3 Committee Members, Chair

Upon the recommendation of the Governance and Human Resources Committee and in accordance with the *Board Standing Committee Principles*, the *Nominations Process for Board Officers*, the *Nominations Process for the Chair, Directors and Non-Director Members of Board Standing and Special Committees* and the *Position Description for a Board Committee Chair*, as set out in the Board Policy Manual, the Board shall appoint the Chair, the Vice-Chair and the members of each Board committee.

Each Chair and Vice-Chair of a Board committee shall be a Director. Subject to the will of the Board and subject to Section 9.3(c), the Chair and Vice-Chair shall hold office for a one-year term and shall be eligible for re-appointment.

Other than the Priorities and Planning Committee and the Governance and Human Resources Committee (as described in this By-law or in the *Board Standing Committee Principles* set out in

the Board Policy Manual), the Board committees may include members who are not Directors. The members shall hold their office at the will of the Board. Unless otherwise provided, the Chair and Chief Executive Officer shall be *ex-officio* members of all Board committees.

Notwithstanding the foregoing, the Chair, Vice-Chair, if any, and members of the Medical Advisory Committee shall be appointed in accordance with the Professional Staff By-law.

Section 8.4 Procedures at Committee Meetings

Subject to Section 8.6 and unless established by Board resolution from time to time, the procedures at and quorum for Board committee meetings shall be as set out in the *Board Standing Committee Principles* as set out in the Board Policy Manual.

Section 8.5 Standing Committee Meetings

Standing Committee meetings shall be conducted in accordance with the *Board Standing Committee Principles* as set out in the Board Policy Manual. A special meeting of a Standing Committee may be called, at any time, by the Chair, a Vice-Chair, or by the Chief Executive Officer.

Section 8.6 Executive Committee

The Board may, but shall not be required to, establish a committee which shall function as an executive committee for the purposes of the Act. Such committee shall consist of not fewer than three (3) elected Directors and the Board may delegate to the committee any powers of the Board, subject to such restrictions as may be imposed by the Board by resolution. Any such committee, if established, shall fix its quorum at not less than a majority of its members and any member of such committee may be removed by a majority vote of the Board.

ARTICLE 9– OFFICERS

Section 9.1 Officers

The officers of the Corporation shall include:

- (a) Chair;
- (b) one or more Vice-Chairs;
- (c) Treasurer; and
- (d) Secretary;

and may include such other officers as the Board may by resolution determine.

Section 9.2 Appointment

Upon the recommendation of the Governance and Human Resources Committee and in accordance with the *Nominations Process for Board Officers* and *Nominations Process for the Chair, Directors and Non-Director Members of Board Standing and Special Committees*, as set out in the Board Policy Manual, the Board shall appoint these officers from among the Directors at its first meeting following the annual Members' meeting at which the Directors are elected or at such other times when a vacancy shall occur. A person may hold more than one office. The *ex-officio* Directors are not eligible for appointment as Chair or a Vice-Chair.

Section 9.3 Terms of Office

Unless otherwise provided in this By-law, from the date of appointment or until their successors are appointed in their stead:

- (a) the Chair shall hold office for a two-year non-renewable term;
- (b) a Vice-Chair shall hold office for a one-year term that is renewable for one additional one-year term;
- (c) the Treasurer shall hold office for a one-year term that is renewable for two additional one-year terms, unless otherwise extended by the Board; and
- (d) the Chief Executive Officer shall hold office as Secretary and shall not be subject to a maximum term of office.

Officers shall be subject to removal by Board resolution at any time.

ARTICLE 10– DUTIES OF OFFICERS

Section 10.1 Duties of Officers

The officers shall have the powers and duties described in the *Position Description* for the officer as set out in the Board Policy Manual and such other duties as may be required by statute or as may from time to time be determined by the Board. An officer may delegate the performance of any of his or her duties to another, unless the Board otherwise directs.

Section 10.2 Other Officers

The powers and duties of all other officers shall be such as the Board may from time to time determine. Any of the powers and duties of an officer to whom an assistant has been appointed may be exercised and performed by such an assistant unless the Board otherwise directs.

ARTICLE 11– ORGANIZATION AND FINANCIAL

Section 11.1 Seal

Until changed in accordance with the Act, the seal of the Corporation shall be in the form impressed on this By-law.

Section 11.2 Execution of Documents

Deeds, transfers, assignments, contracts, agreements, mortgages, conveyances, obligations, certificates or any other instruments or documents requiring the signature of the Corporation, shall be signed in accordance with the *Delegation of Signing Authority* as set out in the Board Policy Manual, and all instruments or documents so signed shall be binding upon the Corporation without any further authorization or formality.

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

Section 11.3 Banking Arrangements

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

Section 11.4 Financial Year

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

Section 11.5 Appointment of Auditor

The Members shall, at each annual meeting, appoint an auditor to audit the accounts of the Corporation and to report to the Members at the next annual meeting. The auditor shall hold office until the next annual meeting, provided that the Directors may fill any casual vacancy in the office of auditor. The Board shall fix the remuneration of the auditor.

Section 11.6 Borrowing Power

Without limiting the borrowing powers of the Corporation as set forth in the Act, the Board may from time to time, on behalf of the Corporation, without authorization of the Members:

- (a) borrow money on the credit of the Corporation;
- (b) issue, sell or pledge securities (including bonds, debentures, notes or other similar obligations, secured or unsecured) of the Corporation; or

- (c) charge, mortgage, hypothecate or pledge all or any of the real or personal property of the Corporation, including book debts and unpaid calls, rights and powers, franchises and undertakings, to secure any securities or for any money borrowed, or other debt, or any other obligation or liability of the Corporation.

Section 11.7 Investments

Subject to the Corporation's charter and any *Investment Policy* as set out in the Board Policy Manual, the Board is authorized to make or receive any investments that the Board in its discretion considers advisable.

ARTICLE 12– BOOKS AND RECORDS

Section 12.1 Books and Records

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

ARTICLE 13– CONFIDENTIALITY

Section 13.1 Confidentiality

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

- (a) brought before the Board;
- (b) brought before any committee;
- (c) dealt with in the course of the employee's employment or agent's activities; or
- (d) dealt with in the course of the Professional Staff member's activities in connection with the Corporation.

Section 13.2 Board Spokesperson

The Chair is responsible for Board communications and may delegate authority to one or more Directors, officers or employees of the Corporation to make statements to the news media or public about matters that the Chair determines appropriate for disclosure.

ARTICLE 14– PROFESSIONAL STAFF

Section 14.1 Professional Staff

There shall be a Professional Staff of the Hospital whose appointment and functions shall be as set out in the Corporation's Professional Staff By-law and Professional Staff Policy and Procedure.

ARTICLE 15– MATTERS REQUIRED BY THE *PUBLIC HOSPITALS ACT*

Section 15.1 Committees and Programs Required by the *Public Hospitals Act*

The Board shall ensure that the Corporation establishes such committees and undertakes such programs as are required under the *Public Hospitals Act*, the *Excellent Care for All Act, 2010* and other applicable legislation, including a medical advisory committee, a quality committee and a fiscal advisory committee.

Section 15.2 Fiscal Advisory Committee

The Chief Executive Officer shall appoint the members of the fiscal advisory committee required to be established by the regulations under the *Public Hospitals Act*.

Section 15.3 Chief Nursing Executive

The Chief Executive Officer shall ensure there are appropriate procedures in place for the appointment of the Chief Nursing Executive.

Section 15.4 Nurses and other Staff and Professionals on Committees

The Chief Executive Officer shall from time to time approve a process for the participation of the Chief Nursing Executive, nurse managers, and staff nurses, staff and other professionals of the Corporation in decision making related to administrative, financial, operational and planning matters and for the election or appointment of the Chief Nursing Executive, staff nurses or nurse managers and other staff and professionals of the Corporation to those administrative committees approved by the Chief Executive Officer to have a nurse, staff or professional representation.

Section 15.5 Retention of Written Statements

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

Section 15.6 Occupational Health and Safety Program

Pursuant to the regulations under the *Public Hospitals Act*, there shall be an Occupational Health and Safety Program for the Corporation, which shall include procedures for:

- (a) a safe and healthy work environment in the Corporation;
- (b) the safe use of substances, equipment and medical devices in the Corporation;
- (c) safe and healthy work practices in the Corporation;
- (d) the prevention of accidents to persons on the premises of the Corporation; and

- (e) the elimination of undue risks and the minimizing of hazards inherent in the Corporation environment.

The Chief Executive Officer shall designate an individual to be in charge of occupational health and safety in the Corporation. The designate shall be responsible to the Chief Executive Officer for the implementation of the Occupational Health and Safety Program. The Chief Executive Officer shall report to the Board as necessary on matters in respect of the Occupational Health and Safety Program.

Section 15.7 Health Surveillance Program

Pursuant to the regulations under the *Public Hospitals Act*, there shall be a Health Surveillance Program for the Corporation, which shall:

- (a) be in respect of all persons carrying on activities in the Corporation; and
- (b) include a communicable disease surveillance program.

The Chief Executive Officer shall designate an individual to be in charge of health surveillance in the Corporation. The designate shall be responsible to the Chief Executive Officer for the implementation of the Health Surveillance Program. The Chief Executive Officer shall report to the Board as necessary on matters in respect of the Health Surveillance Program.

Section 15.8 Organ Donation

Pursuant to the regulations under the *Public Hospitals Act*, the Board shall approve procedures to encourage the donation of organs and tissues including:

- (a) procedures to identify potential donors; and
- (b) procedures to make potential donors and their families aware of the options of organ and tissue donations.

The Board shall ensure that these procedures are implemented in the Corporation.

ARTICLE 16– RULES AND PROCEDURES

Section 16.1 Rules of Order

Any questions of procedure at or for any meetings of Members, of the Board or of any Board committee, which have not been provided for in this By-law, the Act or *Public Hospitals Act*, shall be determined in accordance with the rules of procedure described in the *Board Meetings* policy as set out in the Board Policy Manual.

Section 16.2 Rules and Policies

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

ARTICLE 17– NOTICES

Section 17.1 Notice

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

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

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

Section 17.2 Computation of Time

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

Section 17.3 Omissions and Errors

The accidental omission to give any notice to any Member, Director, officer, committee member or the auditor of the Corporation or the non-receipt of any notice by any Member, Director, officer, committee member or the auditor of the Corporation or any error in any notice not affecting the substance of it shall not invalidate any action taken at any meeting held pursuant to the notice or otherwise founded on it.

Section 17.4 Waiver of Notice

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

ARTICLE 18– AMENDMENT OF BY-LAWS

Section 18.1 Amendment

Subject to applicable legislation, this By-law may be repealed or amended by by-law enacted by a majority Board resolution at a Board meeting and sanctioned by at least a majority of the Members voting at a meeting duly called for the purpose of considering the by-law.

Section 18.2 Effect of Amendment

Subject to the Act and to Section 18.3 below, a by-law or an amendment to a by-law passed by the Board has full force and effect:

- (a) from the time the motion is passed, or
- (b) from such future time as may be specified in the motion.

Section 18.3 Member Approval

A by-law or an amendment to a by-law passed by the Board shall be presented for confirmation at the next annual meeting or to a general meeting of the Members called for that purpose. The notice of such annual or general meeting shall refer to the by-law or amendment to be presented. The Members may confirm the by-law as presented or reject or amend it, and if rejected, it thereupon ceases to have effect and if amended, it takes effect as amended.

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

Section 18.4 Amendments to Professional Staff By-law

Before submitting all or any part of the Professional Staff By-law to the process established in Section 18.1 and 18.3, the procedures set out in the Professional Staff By-law shall be followed.