

THE SCARBOROUGH AND WEST DURHAM HEALTH SYSTEM

BY-LAW No. 1

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BY-LAW OF THE SCARBOROUGH AND WEST DURHAM HEALTH SYSTEM

(hereinafter referred to as the “**Corporation**”)

PREAMBLE:

- A.** The Corporation was formed on the amalgamation of the Rouge Valley Health System and The Scarborough Hospital;
- B.** The objects of the Corporation are as follows:
- (i) to establish, equip, staff, maintain and operate on one or more sites, a hospital or hospitals or health facilities;
 - (ii) to operate and maintain laboratories, diagnostic imaging services, research facilities, therapeutic and rehabilitation facilities, pharmacies and dispensaries;
 - (iii) to conduct and participate in education pertaining to health care;
 - (iv) to conduct and participate in research activities pertaining to health care;
 - (v) to establish and operate other health care or health care related programs and services;
 - (vi) to establish and operate any health related type of service; and
 - (vii) to undertake activities ancillary and incidental to the above-mentioned charitable objects; and
- C.** The Board of the Corporation deems it expedient that all By-laws of the Corporation heretofore enacted (including those enacted by the Rouge Valley Health System and The Scarborough Hospital) be cancelled and revoked and that the following By-law be adopted for regulating the affairs of the Corporation;

NOW THEREFORE BE IT ENACTED and it is hereby enacted that all By-laws of the Corporation heretofore enacted be cancelled and revoked and that the following By-law be substituted in lieu thereof.

ARTICLE 1. DEFINITIONS, INTERPRETATION AND RULES OF ORDER

1.01 Definitions

In this By-law, the following words and phrases shall have the following meanings, respectively:

- (a) “**Act**”, until the Proclamation Date, means the *Corporations Act* (Ontario) and thereafter means the NFPCA;
- (b) “**Amalgamating Corporations**” means Rouge Valley Health System and The Scarborough Hospital;
- (c) “**Associates**”, in relation to an individual, means the individual’s parents, siblings, children, spouse or common-law partner, and includes any organization, agency, company or individual (such as a business partner) with a formal relationship to the individual;
- (d) “**Auditor**” means at any time the then appointed independent auditor of the Corporation;
- (e) “**Board**” means the board of directors of the Corporation;
- (f) “**Board Governance Manual**” means the manual adopted by the Board from time to time containing its approved Charter, committee terms of reference and Administrative Policies, as the same may be amended from time to time;
- (g) “**Board Committee**” has the meaning ascribed thereto in Section 7.01(b);
- (h) “**Board Year**” means the period commencing at the first Board meeting following an annual meeting of Members and ending at the next such Board meeting;
- (i) “**By-laws**” means this by-law and all other by-laws of the Corporation from time to time in effect;
- (j) “**Catchment Area**” means the area within the limits of: (i) the former City of Scarborough; and (ii) west Durham (Ajax, Pickering and Whitby);
- (k) “**Certification**” means holding a certificate in a medical, surgical, dental or midwifery specialty issued by any professional body recognized by the Board after consultation with the Medical Advisory Committee;
- (l) “**Chair**” means the Director elected by the Board to serve as Chair of the Board;
- (m) “**Charter**” means the charters approved by the Board, as the same may be amended from time to time;
- (n) “**Chief Executive Officer**” means the President and Chief Executive Officer of the Corporation, who is the ‘administrator’ for the purposes of Section 1 of the Public Hospitals Act;

- (o) “**Chief Nursing Executive**” means the senior nurse who is an employee of the Corporation appointed by the process established by the Chief Executive Officer and responsible to the Chief Executive Officer for the nursing functions and practices in the Hospitals;
- (p) “**Chief of Department**” means a member of the Professional Staff appointed by the Board to be responsible for the professional standards and conduct and of the Professional Staff members of the Department and quality of diagnosis, care and treatment provided to the patients by the Professional Staff members of the Department;
- (q) “**Chief of Staff**” means the member of the Medical Staff appointed by the Board to be responsible for the professional standards and conduct of the Professional Staff and the quality of clinical care, diagnosis and treatment provided to the patients by the Professional Staff;
- (r) “**Clinical Human Resources Plan**” means the plan developed by the Chief Executive Officer in consultation with the Chief of Staff and Chiefs of Department based on the mission and strategic plan of the Corporation and on the needs of the community, which plan provides information and future projections of this information with respect to the management and appointment of Physicians, Dentists, Midwives, and Extended Class Nurses who are or may become members of the Professional Staff;
- (s) “**College**” means, as the case may be, the CPSO, the Royal College of Dental Surgeons of Ontario, the College of Midwives of Ontario, and/or the College of Nurses of Ontario;
- (t) “**Community Advisory Council**” means the council described in Article 8;
- (u) “**Corporation**” means The Scarborough and West Durham Health System, the corporation formed on the amalgamation of the Amalgamating Corporations;
- (v) “**CPSO**” means the College of Physicians and Surgeons of Ontario;
- (w) “**Credentials Committee**” means a subcommittee of the Medical Advisory Committee tasked with reviewing all applications and re-applications for privileges;
- (x) “**Dental Staff**” means the collection of legally qualified Dentists appointed by the Board and granted privileges to practise dentistry in the Corporation;
- (y) “**Dentist**” means a dental practitioner in good standing with the Royal College of Dental Surgeons of Ontario;

- (z) “**Department**” means an organizational unit of the Professional Staff to which members with a similar field of practice have been assigned; the Corporation’s departments are those named in the Rules;
- (aa) “**Director**” means a member of the Board;
- (bb) “**Disruptive Behaviour**” occurs when the use of inappropriate words, actions or inactions by a Professional Staff member interferes with his or her ability to function well with others to the extent that the behaviour interferes with, or is likely to interfere with, quality health care delivery and/or patient or workplace safety and/or staff recruitment or retention;
- (cc) “**Division**” means an organizational unit of the Professional Staff to which members with a similar field of practice have been assigned; the Corporation’s Divisions are those named in the Rules;
- (dd) “**Effective Date**” means the date that the Letters Patent effecting the amalgamation of the Amalgamating Corporations come into effect;
- (ee) “**Elected Director**” means a Director referred to in Section 4.03(a);
- (ff) “**Excluded Person**” means:
 - (i) any member of the Professional Staff other than the members of the Medical Staff appointed to the Board;
 - (ii) any employee of the Corporation other than the Chief Executive Officer and Chief Nursing Executive;
 - (iii) any spouse, common law partner, child, parent, brother or sister of an employee of the Corporation or member of the Professional Staff; provided that this limitation shall not apply to a Legacy Director;
 - (iv) any person who is not an individual;
 - (v) any person who is under 18 years old;
 - (vi) any person who has been found under the *Substitute Decisions Act, 1992* or under the *Mental Health Act* to be incapable of managing property;
 - (vii) any person who has been found to be incapable by any court in Canada or elsewhere;
 - (viii) any person who has the status of bankrupt;

- (ix) any person who has been convicted of an indictable offence;
 - (x) any person who has been found guilty of a "relevant criminal offence" (criminal offences that relate to financial dishonesty or are otherwise relevant to the operation of a charity, including fraud, tax evasion and theft);
 - (xi) any person who has been found guilty of a non-criminal "relevant offence" (offences that relate to financial dishonesty or are otherwise relevant to the operation of a charity, including violations of fundraising, consumer protection or securities legislation);
 - (xii) a director of a charity during a period in which the charity engaged in conduct that was a serious breach of the requirements for registration for which the charity had its registration revoked; or
 - (xiii) a promoter of a gifting arrangement or other tax shelter in which a charity participated and the registration of the charity has been revoked;
- (gg) “**ex-officio**” means membership “by virtue of the office” and includes all rights, responsibilities, and powers to vote unless otherwise specified;
- (hh) “**Ex-Officio Director**” means a Director referred to in Section 4.03(b);
- (ii) “**Extended Class Nurses**” means those registered nurses in the extended class to whom the Board has granted privileges to diagnose, prescribe for or treat patients in the Corporation;
- (jj) “**Extended Class Nursing Staff**” means those Registered Nurses in the Extended Class in the Corporation, who are:
- (i) employed by the Corporation and are authorized to diagnose, prescribe for or treat patients; or
 - (ii) not employed by the Corporation and to whom the Board has granted privileges to diagnose, prescribe for or treat patients;
- (kk) “**Fellowship**” means a membership in a professional medical or dental College recognized by the Board after consultation with the Medical Advisory Committee;
- (ll) “**Foundation**” means the Rouge Valley Health System Foundation and The Scarborough Hospital Foundation; or if such foundations merge, the merged foundation;

- (mm) “**Head of a Division**” means the Professional Staff appointed by the Chief of Department, pursuant to a process approved by the Medical Advisory Committee, to be in charge of one of the organized Divisions or Services of a Department;
- (nn) “**Head of a Service**” means the Physician, Dentist or Midwife appointed by the Department Chief, pursuant to a process approved by the Medical Advisory Committee, to be in charge of one of the organized services of a medical department;
- (oo) “**Hospital Management Regulation**” means Regulation 965 to the Public Hospitals Act;
- (pp) “**Hospitals**” means the hospitals operated by the Corporation;
- (qq) “**HSAA**” means, at any time, the then current Hospital Service Accountability Agreement entered into between the Corporation and the LHIN;
- (rr) “**Impact Analysis**” means a study conducted by the Chief Executive Officer or designate, in consultation with the Chief of Staff and Chiefs of Department to determine the impact upon the resources of the Corporation of either:
 - (i) proposed or continued appointment of any person to the Professional Staff, or
 - (ii) an application by a member of the Professional Staff for additional privileges or a change in membership category;
- (ss) “***in camera***” means a meeting that is held in private and is not open to the public;
- (tt) “**Legacy Director**” means an individual who is a director of either of the Amalgamating Corporations on the day prior to the Effective Date;
- (uu) “**Letters Patent**” means any document or instrument that incorporates a corporation or modifies its incorporating document or instrument, including articles of incorporation, restated articles of incorporation, articles of amendment, articles of amalgamation, articles of arrangement, articles of continuance, articles of dissolution, articles of reorganization, articles of revival, letters patent, supplementary letters patent, letters patent of amalgamation and a special act;
- (vv) “**LHIN**” means the Central East Local Health Integration Network;

- (ww) “**Medical Advisory Committee**” means the medical advisory committee of the Corporation;
- (xx) “**Medical Staff**” means those Physicians who are appointed by the Board and who are granted privileges to practise medicine in the Hospitals;
- (yy) “**Medical Staff Association**” means the association that is comprised of the Professional Staff members of the Corporation;
- (zz) “**Member**” means a member of the Corporation;
- (aaa) “**Midwife**” means a Midwife in good standing with the College of Midwives of Ontario;
- (bbb) “**Midwifery Staff**” means those Midwives who are appointed by the Board and who are granted privileges to practise midwifery in the Corporation;
- (ccc) “**NFPCA**” means the *Not-for-Profit Corporations Act, 2010* (Ontario);
- (ddd) “**Nominating Committee**” means the Nominating Committee of the Board;
- (eee) “**patient**” means, unless otherwise specified, any “in-patient” or “out-patient” of the Corporation;
- (fff) “**Performance Metrics**” means the Board approved organization performance metrics that provide an overview of the organization performance in achieving quality, workplace safety, financial and human resource targets and such other performance metrics that the Board may approve from time to time;
- (ggg) “**Performance Targets**” means the performance targets set out in the HSAA;
- (hhh) “**Physician**” means a medical practitioner in good standing with the CPSO;
- (iii) “**Policies**” or “**Policy**” means the administrative policies (sometimes designated as “**Administrative Policies**”), or Professional Staff policies (sometimes designated as “**Professional Staff Policies**”) of the Corporation, as the context requires, as the same may be amended from time to time;
- (jjj) “**Practitioner**” means a Physician, Dentist or Midwife or Extended Class Nurse;

- (kkk) “**Proclamation Date**” means the date that the NFPCA is proclaimed into force;
- (lll) “**Professional Staff**” means those Physicians, Dentists, Midwives and Extended Class Nurses who are granted privileges by the Board to practice their profession in one or more Hospitals;
- (mmm) “**Professional Staff Appointment**” means the appointment or assignment of a Professional Staff member to a Department or Service of the Corporation within the categorization of Active, Associate, Fellow, Courtesy, Locum Tenens, Temporary, or Honorary;
- (nnn) “**Program**” means a cluster of patient-centred services which optimizes patient care, education and research and is consistent with the mission and vision of the Corporation;
- (ooo) “**Public Hospitals Act**” means the Public Hospitals Act (Ontario);
- (ppp) “**Rules**” means the rules and regulations governing the practice of the Professional Staff in the Corporation both generally and within a particular Department;
- (qqq) “**Secretary**” means the Secretary of the Board;
- (rrr) “**Service**” means an organizational unit of the Professional Staff to which members with a similar field of practice have been assigned; the Corporation’s Services are those named in the Rules;
- (sss) “**Special Business**” means all business transacted at a special meeting of Members and all business transacted at an annual meeting of Members except the consideration of financial statements, audit report, election of Directors and the reappointment of an incumbent Auditor;
- (ttt) “**Specified Number of Elected Directors**” means the number of Elected Directors in office at the conclusion of an annual meeting of Members (or if such number is changed by the Members or, following the Proclamation Date, the Directors, between annual meetings, such changed number); provided that the Specified Number of Elected Directors until it is changed in such manner, shall be sixteen (16);
- (uuu) “**Supervisor**” means a Physician, Dentist or Midwife or Extended Class Nurse, as the case may be, who is assigned the responsibility to oversee the work of another Physician, Dentist, Midwife or Extended Class Nurse, respectively, unless otherwise provided for in this By-Law; and
- (vvv) “**Vice Chair**” has the meaning ascribed thereto in Section 5.01(a)(ii).

1.02 Interpretation

This By-law shall be interpreted in accordance with the following, unless the context otherwise specifies or requires:

- (a) all terms which are contained in this By-law and which are defined in the Act or the Public Hospitals Act, shall have the meanings given to them in the Act or Public Hospitals Act, as the case may be, unless otherwise defined herein;
- (b) the use of the singular number shall include the plural and vice versa; the use of gender shall include the masculine, feminine and neuter genders;
- (c) the headings used in this By-law are inserted for reference purposes only and are not to be considered or taken into account in construing the terms or provisions thereof or to be deemed in any way to clarify, modify or explain the effect of any such terms or provisions;
- (d) references to an Article or Section refer to the applicable article or section of this By-law;
- (e) whenever the words “include”, “includes” or “including” are used in this By-law, unless the context otherwise requires, such words shall be deemed in each instance to be followed by the words “without limitation”;
- (f) if any of the provisions contained in this By-law are inconsistent with those contained in the Letters Patent, the provisions contained in the Letters Patent shall prevail;
- (g) any references herein to any laws, By-laws, rules, regulations, orders or acts of any government, governmental body or other regulatory body shall be construed as a reference thereto and in the case of any laws, to any regulations issued thereunder, all as amended or re-enacted from time to time or as a reference to any successor thereto; and
- (h) any provision of this By-law which is or becomes prohibited or unenforceable at any time shall not invalidate or impair the remaining provisions of this By-law.

1.03 Rules of Order

Any questions of procedure at or for any meetings of the Members, of the Board, or of any committee that have not been provided for in the Board Governance Manual or in this By-law or by the Act shall be determined by the chair of the meeting in accordance with *Nathan's Company Meetings*.

ARTICLE 2. MEMBERS

2.01 Members

There shall be two classes of Members: Ex-Officio and Annual Members.

(a) ***Ex-Officio Members***

The Ex-Officio Members shall be comprised of the Directors in office from time to time.

(b) ***Annual Members***

The Annual Members shall consist of those individuals who:

- (i) are at least eighteen (18) years of age; and
- (ii) have agreed to be admitted as Annual Members, who have been admitted as Annual Members by resolution of the Board and who fall into one or more of the following categories. Individuals who are:
 - (A) members of the Corporation's auxiliaries or other voluntary associations recognized by the Board whose sole object is the support of the Corporation;
 - (B) individuals who have made a contribution to the Foundation in the fiscal year of the Corporation immediately preceding the Board Admission Date in an amount equal to or in excess of the Individual Membership Rate;
 - (C) individuals who have made a contribution to or paid a fee to the Corporation in the fiscal year of the Corporation immediately preceding the Board Admission Date in an amount equal to or in excess of the Individual Membership Rate;
 - (D) corporations, partnerships, unincorporated associations and not-for-profit organizations who have made a contribution to the Foundation in the fiscal year of the Corporation immediately preceding the Board Admission Date in an amount equal to or in excess of the Corporate Membership Rate;
 - (E) corporations, partnerships, unincorporated associations and not-for-profit organizations who have made a contribution to or paid a fee to the Corporation in the fiscal year of the

Corporation immediately preceding the Board Admission Date in an amount equal to or in excess of the Corporate Membership Rate; and

- (F) individuals who have been designated as honorary Annual Members.
- (c) The Board shall designate a Board meeting in the month of April or May each year (the date of such meeting in each year, the “**Board Admission Date**”) to:
- (i) receive the lists of qualified candidates for admission as Annual Members, based on the criteria set out in Section 2.01(b);
 - (ii) admit Annual Members for the period commencing that day and ending on the next annual Board Admission Date; and
 - (iii) set the Individual Membership Rate and the Corporate Membership Rate for the then current fiscal year of the Corporation (ie the minimum amount that must be contributed or paid in the then current fiscal year in order for a person to be eligible for Annual Membership at the next Board Admission Date).
- (d) For greater certainty, the term of Annual Membership of the Corporation shall be from the Board Admission Date in one year to the Board Admission Date of the next year.
- (e) The president or chief executive officer of any of the Annual Members referred to in Sections 2.01(b)(ii)(D) and (E) or any other individual designated in writing by such Annual Member shall be entitled to exercise such Annual Member’s rights.
- (f) The Board shall establish procedures from time to time with respect to obtaining from the Foundations the names of donors for the purposes of admission of such donors as Annual Members.

2.02 Annual Member’s Rights

The Annual Members shall be entitled to:

- (a) receive notice of and attend all meetings of the Members;
- (b) participate in the nomination process of elected Directors as described in Section 4.01;
- (c) vote on special resolutions to:

- (i) amend the Letters Patent to:
 - (A) create a new class of Members;
 - (B) change a condition required for being an Annual Member;
 - (C) remove any rights of the Annual Members, as a class;
 - (D) change the objects of the Corporation; or
 - (E) change to whom the property remaining on liquidation after the discharge of any liabilities of the Corporation is to be distributed;
 - (ii) approve the amalgamation or dissolution of the Corporation;
 - (iii) sell, lease, exchange or dispose of the undertaking of the Corporation or any part thereof as an entirety or substantially as an entirety; and
 - (iv) change the Annual Members' rights set out in this By-law; and
- (d) require a special meeting of the Board to be held to consider a matter pertaining to the activities or affairs of the Corporation, on the following terms and conditions:
- (i) the Annual Members may exercise this right by delivering to the head office of the Corporation a request stating the general nature of the subject matter for discussion at the special Board meeting and signed by not less than one-tenth (1/10) of the Annual Members;
 - (ii) the Directors shall call and hold such a special Board meeting within thirty (30) days from such delivery of the request, unless the Directors determine that:
 - (A) the request does not meet the requirements set out in Section 2.02(d)(i);
 - (B) the primary purpose of the request is to enforce a personal claim or redress a personal grievance against the Corporation or its Directors, officers, or Members;
 - (C) the request does not relate in a significant way to the activities or affairs of the Corporation;

- (D) substantially the same request was submitted to the Corporation not more than two (2) years before the receipt of the request; or
- (E) the right to request the Board meeting is being abused to secure publicity;
- (iii) all Annual Members shall be provided with notice of the special Board meeting in accordance with the provisions of Section 3.03, but shall have no right to vote at such meeting; and
- (iv) at such special meeting of the Board, the Annual Members shall be given an opportunity to address the Board on the matter that is the subject of the request.

2.03 Termination or Discipline of Members

- (a) The interest of a Member in the Corporation is not transferable and lapses and ceases to exist:
 - (i) upon the death, resignation or dissolution of the Member;
 - (ii) if an Ex-Officio Director, when the person ceases to be a Director (unless the individual is also an Annual Member, in which case such membership interest shall continue until otherwise terminated in accordance with the provisions of this By-law);
 - (iii) where the Member's interest expires pursuant to Section 2.01(d);
 - (iv) in the event that the Member ceases to meet the qualifications set out for membership in this By-law, such determination to be made in the absolute sole discretion of the Board; or
 - (v) where the Member is expelled because the Member is found to carry out any conduct which may be detrimental to the Corporation or for any other reason as determined by the Board in its sole and absolute discretion.
- (b) Following the Proclamation Date, in the event that the Board determines that a Member should be expelled from membership in the Corporation, the Chair, or such other officer as may be designated by the Board, shall provide fifteen (15) days' notice of expulsion to the Member and shall provide reasons for the proposed expulsion. The Member may make written submissions to the Chair, or such other officer as may be designated by the Board, in response to the notice received within such fifteen (15) day period. In the event that no written submissions are received by the Chair, the Chair or such other officer as may be

designated by the Board, may proceed to notify the Member that the Member is expelled from membership in the Corporation. If written submissions are received in accordance with this Section 2.03(b), the Board will consider such submissions in arriving at a final decision and shall notify the Member concerning such final decision within a further fifteen (15) days from the date of receipt of the submissions.

- (c) Following the Proclamation Date, a Member who claims to be aggrieved because he or she was disciplined or because his or her membership was terminated may apply to the court for an order that the court thinks fit.

ARTICLE 3. ANNUAL AND SPECIAL MEETINGS OF THE MEMBERS

3.01 Annual Meetings

The annual meeting of Members shall be held at any place in the Catchment Area as the Board determines between April 1st and July 31st in each year on a date fixed by the Board.

3.02 Special Meetings

- (a) The Board or Chair shall have the power to call, at any time, an annual or special meeting of the Members.
- (b)
 - (i) If not less than one-tenth (1/10) of the Members entitled to vote at a meeting proposed to be held request the Directors, in writing, to call a special meeting of the Members, the Directors shall, subject to Section 3.02(c), call forthwith a special meeting of the Members for the transaction of the business stated in the requisition. For greater certainty, the Annual Members' rights to requisition a meeting shall be restricted to the matters on which they are entitled to vote.
 - (ii) The requisition shall state the general nature of the business to be presented at the meeting and shall be signed by the requisitionists and be deposited at or delivered to the head office of the Corporation and may consist of several documents in like forms signed by one (1) or more requisitioners.
- (c) If the Directors, acting in their sole and absolute discretion, determine that:
 - (i) the requisition meets the requirements set out in Section 3.02(b), the Directors shall call and hold such meeting within twenty-one (21) days from the date of the deposit of the requisition that met the one-tenth (1/10th) threshold requirement (the "**Deposit Date**"); or
 - (ii) (A) the requisition does not meet the qualifications set out in Section 3.02(b); or

- (B) the primary purpose of the requisition is to enforce a personal claim or redress a personal grievance against the Corporation or its Directors, officers, or Members; or
- (C) the requisition does not relate in a significant way to the activities or affairs of the Corporation; or
- (D) substantially the same requisition was submitted to Members in a notice of a meeting of the Members held not more than two (2) years before the receipt of the requisition and the requisition was defeated; or
- (E) the rights conferred by this Section are being abused to secure publicity; or
- (F) the Corporation is not required to convene such a meeting for any other reason specified in the Act;

the Directors shall provide the requisitioning Members written notice of their determination not to call a meeting within twenty-one (21) days of the Deposit Date.

- (d) Subject to Section 3.02(c), if the Directors do not within twenty-one (21) days from the Deposit Date call and hold such meeting, Members who signed the requisition may call such meeting as nearly as possible in the manner as is set out in Section 3.03.

3.03 Notice

- (a) Notice of a meeting of Members stating the day, hour and place of the meeting and the general nature of the business to be transacted shall be served either personally or by sending such notice to the Directors, Members and Auditor in the manner contemplated in Article 11 at least ten (10) days and not more than fifty (50) days before the date of every meeting.
- (b) In lieu of such notice, it is sufficient notice of any annual or special meeting of Members 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 Catchment Area.
- (c) Notice of any meeting where Special Business will be transacted shall contain sufficient information to permit the Members to form a reasoned judgement on the decision to be taken and the text of any special resolution to be submitted to the meeting.

3.04 Voting

At all meetings of Members:

- (a) one or more scrutineers may be appointed by a resolution of the Members or by the chair of the meeting with the consent of the Members to serve at the meeting. Such scrutineers need not be Members;
- (b) every question shall be decided by the majority of votes duly cast on the question. Every Member who is present and entitled to vote shall have one vote. For greater certainty, in the event of a tie, the chair of the meeting shall not be entitled to a second or casting vote and the motion shall be defeated;
- (c) no Member shall be entitled to be represented at any meeting by proxy;
- (d) from and after the Proclamation Date, Members will be entitled to participate in meetings of the Members by means of telephone conference or electronic facilities as permit all persons participating in the meeting to communicate adequately with each other during the meeting if the Corporation makes such means available; and a person participating in such a meeting by such means: (i) is deemed for the purposes of the Act and this By-law to be present at the meeting; and (ii) shall be provided with an opportunity to vote on all questions put before the Members in a manner that:
 - (i) permits their subsequent verification; and
 - (ii) if any Member so requires, permits the tallied votes to be presented to the Corporation without it being possible for the Corporation to identify how each Member voted.
- (e) subject to Section 3.04(d) every question shall be decided by a show of hands, unless a ballot thereon be demanded by any Member present and entitled to vote, either before or after the vote. Whenever a vote by show of hands shall have been taken on a question, unless a ballot is required or demanded, a declaration by the chair of the meeting that a resolution, vote or motion has been carried and an entry to that effect in the minutes shall be admissible in evidence as prima facie proof of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution, vote or motion;
- (f) a Member shall not be entitled to cast a negative vote in respect of a motion to elect a Director; and
- (g) a motion to elect the Directors by acclamation shall require a mover and seconder and one vote cast by the chair of the meeting.

3.05 Quorum

A quorum for any special or annual meeting of Members shall be thirteen (13) Members.

3.06 Chair of the Meeting

- (a) The chair of a meeting of the Members shall be:
 - (i) the Chair; or
 - (ii) the Vice-Chair, if the Chair is absent or is unable to act; or
 - (iii) a chair elected by the Members present if the Chair and Vice-Chair are absent or are unable to act. The Secretary shall preside at the election of the chair, but if the Secretary is not present, the Directors, from those present, shall choose a Director to preside at the election.
- (b) The Auditor, legal counsel and such other advisors, as may be deemed appropriate by the chair of the meeting or the Board, may attend meetings of the Members.

3.07 Business at Annual Meetings

- (a) The business transacted at the annual meeting of Members, in addition to the other business transacted, shall include:
 - (i) the receipt of:
 - (A) the minutes of the previous meeting of the Members;
 - (B) the report of the unfinished business from any previous meeting of the Members;
 - (C) the reports of the Chair, the Chief Executive Officer and the Chief of Staff on the affairs of the Corporation for the previous year;
 - (D) the financial statements and the report of the Auditor thereon; and
 - (E) the report of the Nominating Committee;
 - (ii) the appointment of the Auditor; and
 - (iii) the election of such Directors as are to be elected at such meeting.

- (b) No Special Business shall be considered at the annual meeting of Members, unless notice in writing of such Special Business:
 - (i) has been given to the Members in accordance with Section 3.03; or
 - (ii) has been duly requisitioned by the Members.

3.08 Adjourned Meeting

- (a) If a meeting of the Members is adjourned for less than thirty (30) days, it is not necessary that any person be notified of the meeting that continues the adjourned meeting, other than by announcement at the meeting that is adjourned.
- (b) If a meeting of the Members is adjourned by one (1) or more adjournments for an aggregate of thirty (30) days or more, the Corporation shall give notice of the meeting that continues the adjourned meeting in accordance with Section 3.03.
- (c) Any business may be brought before or dealt with at any adjourned meeting which might have been brought before or dealt with at the original meeting in accordance with the original notice.
- (d) For the purposes of this By-law, an adjournment means the termination of a duly constituted meeting with the intention to resume its proceedings to another time. An adjournment is not to be confused with the ordinary termination of a meeting or the circumstance arising from the failure of obtain a quorum in order to commence a meeting.

3.09 Financial Year End

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

3.10 Appointment of Auditor

The Auditor appointed by the Members at each annual meeting of Members shall hold office until the next annual meeting of Members, provided that the Directors may fill any casual vacancy in the office of Auditor. The remuneration of the Auditor shall be fixed by the Board.

ARTICLE 4. BOARD OF DIRECTORS

4.01 Nominations to the Board

Subject to this Section 4.01 and all other provisions of this By-Law, vacancies among the Elected Directors to be filled at an annual meeting of Members shall be addressed in the following manner:

- (a) Annually the Board will appoint a Nominating Committee, with responsibility for preparing a report to the Board with respect to the Elected Director positions expected to be vacant at the next annual meeting of Members ("**Vacant Positions**") and the Board's overall succession plan. The Board will ensure no Director serving on this committee is the holder of any such Vacant Position, unless the holder is ineligible to stand for re-election or has indicated that he or she does not wish to do so.
- (b) The recruitment process for Board members shall include a public advertisement in at least one of the Toronto daily newspapers as well as the local papers in the Catchment Area and on the Corporation's public website.
- (c) The Nominating Committee shall request written nominations for Vacant Positions from Members and from members of the Community Advisory Council, at least sixty (60) days in advance of the annual meeting. In order to be valid, submitted nominations must be signed by at least two (2) Members in good standing and accompanied by a written declaration signed by the nominee that he or she will serve as a Director in accordance with this By-Law, if elected.
- (d) The Nominating Committee shall, throughout the year, identify potential candidates for Elected Directors and determine the willingness of such candidates to serve.
- (e) The Nominating Committee will prepare a list of recommended nominees for the Board. The list shall be accompanied by a written declaration signed by each nominee that the nominee will serve as a Director in accordance with this By-Law, if elected.
- (f) The Board's priority is to ensure that its Directors have the required skills, experience and capacity to govern and lead the Corporation, and that the membership of the Board and its committees should encompass the universal and collective Director competencies identified in the Board Governance Manual, while balancing the need to consider succession planning for the Board.

- (g) The Corporation is also committed to ensuring that the Board reflects the diversity of the communities within the Catchment Area. Accordingly, in populating the Board, regard will be made to the geographic background (reflective of the Hospital sites) of the Directors as well as other demographic characteristics including, gender, language, culture, ethnic and social characteristics.
- (h) The Board will receive and review the list of recommended nominations, together with applications. The guidelines for the nomination of Directors set out in the Board Governance Manual shall be considered by the Board in its determination of the appropriate candidates for election as a Director.

4.02 Board Governance and Responsibilities

The Board shall govern the Corporation and supervise the management of activities and affairs of the Corporation. The Board's responsibilities and duties are more particularly described in the Public Hospitals Act and the Board Governance Manual.

4.03 Board Composition

The Board shall consist of the Elected Directors and the Ex-Officio Directors. The initial Board shall be comprised of the Directors set out in the Amalgamation Agreement and Letters Patent of Amalgamation effecting the Amalgamation.

- (a) Elected Directors:
 - (i) The elected Directors ("**Elected Directors**") shall be comprised of a minimum of twelve (12) and a maximum of sixteen (16) Elected Directors, with the number being fixed at sixteen (16) until changed in the manner contemplated by the Act.
 - (ii) Each individual elected as a Director after the enactment of this By-law shall be elected for a term expiring at the close of the third (3rd) annual meeting of Members following his or her election or until his or her successor is elected or appointed unless:
 - (A) any such individual was elected or appointed to complete the unexpired term of a former Director, in which case such individual shall be elected for the remainder of such term; or
 - (B) prior to the meeting at which such individual is elected as a Director, the Board determines that, in the interests of providing for a staggered Board, the individual filling such position should be elected for a term expiring at the end of

the first (1st) or second (2nd) annual meeting of Members following his or her election.

- (iii) To the extent required by the Public Hospitals Act, four (4) Directors shall retire from office each year subject to re-election as permitted by Section 4.06.
- (iv) The number of elected Directors may be changed from time to time as permitted by the Act.

(b) Ex-Officio Directors:

The persons holding the following offices shall be ex-officio non-voting Directors (the “**Ex-Officio Directors**”) and shall hold office until their successors are appointed or elected, as the case may be:

- (i) the Chief Executive Officer;
- (ii) the Chief of Staff;
- (iii) the Chief Nursing Executive;
- (iv) the President and Vice-President of the Medical Staff Association; and
- (v) the board chair of Rouge Valley Health System Foundation and the board chair of The Scarborough Hospital Foundation; or if such foundations merge, the chair of the merged foundation; provided that in any such case, if the board chair of any such Foundation determines that he or she is unable to assume the position as a Director, he or she may designate, with the approval of the Chair, another elected member of the board of such Foundation to serve on the Board in his or her place.

4.04 Standard of Care and Duty to Comply

- (a) Every Director and officer of the Corporation in exercising his or her powers and discharging his or her duties to the Corporation shall:
 - (i) act honestly and in good faith with a view to the best interests of the Corporation; and
 - (ii) exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

- (b) Every Director and officer shall comply with the Act, Letters Patent, By-law, Charter and Administrative Policies (including those pertaining to confidentiality and conflict of interest).

4.05 Qualification of Directors

Excluded Persons are disqualified from being a Director.

4.06 Term of Office Restrictions

- (a) No person may serve as an Elected Director for more terms than will constitute nine (9) consecutive or cumulative years of service.
- (b) For greater certainty, if the annual meeting of Members for the year in which a Director's term will end is later than the ninth (9th) anniversary of such Director's election, the Director may continue his or her term of office until such annual meeting of Members.
- (c) Following an absence from the Board of two (2) years or more, an individual who had previously served as a Director for the maximum number of consecutive years provided for in Section 4.06(a), shall again be eligible to serve as a Director.
- (d) The portion of a year during which a Director filled the unexpired term of a vacated or terminated Director's office shall not be included in the calculation of the term limit referred to in Section 4.06(a) (e.g. a Director elected to complete an eighteen (18) month term of office, shall have only one (1) year of that period count towards the term limit).
- (e) Notwithstanding any other provision in this By-law, a Director's term of office as a Legacy Director as of the Effective Date will be included in the calculation of such nine (9) year period of the following basis:
 - (i) where a Director served less than three (3) years as a Legacy Director, none (0) of such years shall be included in such calculation;
 - (ii) where a Director served more than three (3) years but less than six (6) years as a Legacy Director, three (3) of such years shall be included in such calculation; and
 - (iii) where a Director served more than six (6) years as a Legacy Director, only six (6) of such years shall be included in such calculation.

4.07 Vacancy and Termination of Office

- (a) The office of a Director shall be vacated:
 - (i) if the Director at any time fails to meet the qualifications set out in Section 4.05;
 - (ii) where an Elected Director is absent for three (3) consecutive meetings of the Board, or one-third (1/3) or more of the meetings of the Board in any twelve (12) month period unless the Board, in its discretion, excuses such absences;
 - (iii) if the Director, by notice in writing to the Corporation, resigns his or her office, which resignation shall be effective at the time it is received by the Secretary and or at the time specified in the notice, whichever is later; or
 - (iv) if the Director dies.
- (b) The Members may, at a special meeting of the Members, terminate an Elected Director's office by a simple majority decision for any reason that the Members consider to be reasonable, having regard to the purpose of the Corporation, including if a Director's conduct is determined to be detrimental to the Corporation or if a Director is found to have knowingly failed to comply with the Public Hospitals Act, the Act, Letters Patent, By-laws, Charter or Administrative Policies, including the confidentiality, conflict of interest and standard of care requirements. Such a vacancy may be filled at the meeting of the Members at which the Director is removed or, if left unfilled, filled by the Directors under Section 4.07(c).
- (c) So long as a majority of the Specified Number of Elected Directors remains in office, the Directors may fill a vacancy on the Board. Any Director appointed to fill such a vacancy shall hold office until the next annual meeting. If a majority of the Specified Number of Elected Directors is not in office, the remaining Directors shall forthwith call a meeting of Members to fill the vacancies on the Board.

4.08 No Remuneration of Directors

- (a) The Directors shall receive no remuneration for acting as such, but shall be entitled to be paid their reasonable expenses properly incurred in the performance of their duties.
- (b) No Director shall be permitted to receive a financial benefit from the Corporation, directly or indirectly, through a contract or otherwise, while the Corporation is a charitable corporation, unless such benefit is permitted by the law applicable to charitable corporations.

ARTICLE 5. OFFICERS OF THE BOARD

5.01 Officers

- (a) The Board shall appoint from among its members having first considered the recommendation of the Nominating Committee, the following officers at the first Board meeting immediately following each annual meeting of Members:
 - (i) the Chair;
 - (ii) one or more vice-chairs; provided that if more than one vice-chair is so appointed, one of them shall be designated by the Board to assume the responsibilities for the Vice-Chair specifically set out in this By-law (the one person so appointed or designated, the “**Vice-Chair**”);
 - (iii) subject to Section 5.01(c), the Secretary; and
 - (iv) such other officers as the Board may determine from time to time.
- (b) The officers shall hold office until their successors are appointed, subject to their earlier resignation or removal by the Board; provided that no Director shall serve as Chair or Vice-Chair for more than two (2) Board Years. In unusual circumstances, the Board may waive the provisions of this Section with respect to such officers in order that such an officer may serve for a maximum of three (3) consecutive annual terms.
- (c) The Chief Executive Officer shall be the Secretary.
- (d) Ex-officio Directors shall be ineligible for appointment as Chair or Vice-Chair.

5.02 Duties of the Officers

The duties of the officers shall be set out in the Board Governance Manual.

5.03 Limitation of Liability

- (a) No Director or officer of the Corporation shall be liable for any act, receipt, neglect or default of any other Director, officer or employee or for any loss, damage or expense happening to the Corporation through any deficiency of title to any property acquired by the Corporation or for any deficiency of any security upon which any moneys of the Corporation shall be invested or for any loss or damage arising from bankruptcy, insolvency or tortious act of any person including any person with whom any moneys, securities or effects shall be deposited or for any loss, conversion, or

misappropriation of or any damage resulting from any dealings with any moneys, securities or other assets belonging to the Corporation or for any other loss, damage or misfortune which may happen in the execution of the duties of such Director's or officer's respective office unless such occurrence is as a result of such Director's or officer's own wilful neglect or default.

5.04 Indemnification of Directors and Officers

- (a) Subject to applicable law, the Corporation shall indemnify the Directors and officers and committee members of the Corporation, the former Directors and officers and committee members of the Corporation and an individual who acts or acted at the Corporation's request as a Director, officer or a committee member, or in a similar capacity, of another entity, against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by the individual in respect of any civil, criminal, administrative, investigative or other action or proceeding in which the individual is involved because of that association with the Corporation or such other entity.
- (b) The Corporation shall advance money to the Director, officer or other individual referred to in Section 5.04(a) for the costs, charges and expenses of an action or proceeding referred to in that Section, but the individual shall repay the money if the individual does not fulfil the conditions set out in Section 5.04(c).
- (c) Notwithstanding the foregoing, the Corporation shall not indemnify an individual under Section 5.04(a):
 - (i) unless the individual acted honestly and in good faith with a view to the best interests of the Corporation or other entity, as the case may be; and
 - (ii) if the matter is a criminal or administrative proceeding that is enforced by a monetary penalty and the individual had reasonable grounds for believing that his or her conduct was lawful.
- (d) The indemnity provided for in Section 5.04(a) shall not apply to any liability which a Director or officer of the Corporation may sustain or incur as the result of any act or omission as a member of the Professional Staff.
- (e) Nothing herein shall limit the right of any indemnified person referred to in Section 5.04(a) from making a claim for an indemnity under a separate indemnity agreement.

5.05 Insurance

Subject to the Act and all other relevant legislation, the Corporation shall purchase and maintain insurance for the benefit of an individual referred to in Section 5.04(a) against any liability incurred by the individual,

- (a) in the individual's capacity as a Director or officer or committee member of the Corporation; or
- (b) in the individual's capacity as a Director or officer or committee member, or a similar capacity, of another entity, if the individual acts or acted in that capacity at the Corporation's request.

ARTICLE 6. REGULAR AND SPECIAL MEETINGS OF THE BOARD

6.01 Board Meetings

The Board shall meet at such times and in such places as may be determined by the Board, the Chair, the Vice-Chair or the Chief Executive Officer. Special Board meetings may be called by the Chair, the Vice-Chair or by the Chief Executive Officer, and shall be called by the Secretary upon receipt of the written request of four (4) Directors and such meeting shall be held not later than seven (7) days after receiving the request.

6.02 Regular Meetings

- (a) 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, subject to the provisions of the Act, no other notice, including notice of the items of business to be considered, shall be required for any such regular meeting, unless otherwise required by the Act or this By-law.
- (b) There shall be at least nine (9) regular meetings of the Board per annum.
- (c) A meeting of the Board may be held without notice immediately following the annual meeting of Members.

6.03 Notice

Notice of Board meetings, other than regular meetings, shall be given to all Directors at least twenty-four (24) hours before the meeting. No other notice, including notice of the items of business to be considered, shall be required, unless otherwise required by the Act or this By-law.

6.04 Procedures for Board Meetings

- (a) All meetings of the Board shall be conducted in accordance with the Administrative Policy on Board Meetings.
- (b) If all of the Directors consent, subject to the requirements of the Act, any Director may participate in a meeting of the Board by means of such telephone conference or electronic or other communication facilities as permit all persons participating in the meeting to communicate adequately with each other during the meeting and a person participating in such a meeting by such means is deemed for the purposes of the Act and this By-law to be present at the meeting. It is recognized that participating by telephone conference, electronic or other communication facilities is the exception and every effort must be made to attend and participate in meetings in person.
- (c) Where telephone conference or electronic or other communication facilities have been made available for use by the Directors, they may at the Chair's election, also be made available to invited persons.
- (d) A report from the chair of the Community Advisory Council shall be a standing agenda item at all regularly scheduled Board meetings.

6.05 Voting

- (a) Business arising at any meeting of the Board shall be decided by a majority of votes; provided that in case of an equality of votes, the Chair shall not have a second or casting vote.
- (b) Each motion presented at a meeting of the Board shall be voted upon by a show of hands. Whenever a vote by show of hands shall have been taken upon a question, a declaration by the chair of the meeting that the vote upon the question has been carried or carried by a particular majority or not carried and an entry to that effect in the minutes of the meeting shall be sufficient evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against any resolution or other proceeding in respect of the said question, and the result of the vote so taken shall be the decision of the Board upon the said question.
- (c) Despite any other provisions of this By-law, any Director may at any time require that his or her negative vote be recorded.
- (d) From and after the Proclamation Date:
 - (i) a Director who is present at a meeting of the Directors or of a Board Committee of Directors is deemed to have consented to any resolution passed or action taken at the meeting, unless,

- (A) the Director's dissent is entered in the minutes of the meeting;
 - (B) the Director requests that his or her dissent be entered in the minutes of the meeting;
 - (C) the Director gives his or her dissent to the secretary of the meeting before the meeting is terminated; or
 - (D) the Director submits his or her dissent immediately after the meeting is terminated to the Corporation; and
- (ii) a Director who was not present at a meeting at which a resolution was passed or action taken is deemed to have consented to the resolution or action unless within seven (7) days after becoming aware of the resolution, the Director,
- (A) causes his or her dissent to be placed with the minutes of the meeting; or
 - (B) submits his or her dissent to the Corporation.

6.06 Quorum

A quorum for any meeting of the Board shall be fifty percent (50%) of the Specified Number of Elected Directors.

6.07 Written Resolutions

A resolution, signed by all the Directors entitled to vote on that resolution at a meeting of Directors is as valid as if it had been passed at a meeting of Directors.

6.08 Policies

The Board may, from time to time, make such Policies as it may deem necessary or desirable for the better management, operation, and maintenance of the Corporation, provided however that any such Policies shall conform with all applicable laws, Letters Patent and this By-law.

ARTICLE 7. COMMITTEES OF THE BOARD

7.01 Establishment of Committees

- (a) The Board shall appoint the following standing committees:
 - (i) an Executive Committee;
 - (ii) a Nominating Committee;

- (iii) a quality committee;
- (iv) an audit committee; and

such other committees as the Board may deem necessary or desirable.

- (b) The Board may appoint such special committees as it deems advisable from time to time. (Any such committee together with the committees referred to in Section 7.01(a), collectively, the “**Board Committees**”).
- (c) The Board may by resolution dissolve any Board Committee not required to be in existence under applicable law at any time.
- (d) The Chair shall be an ex-officio member of all Board Committees.
- (e) The functions, duties, responsibilities, composition and mandate of the Board Committees that are not set out in this By-law shall be provided either in a Board Committee Charter or in the resolution of the Board by which such Board Committee is established.
- (f) The office of a Board Committee member shall be vacated upon his or her resignation:
 - (i) automatically, if the committee member ceases to be a Director and the person was a Director at the time that he or she was appointed; or
 - (ii) if a resolution is passed by the Board removing the committee member from that committee or otherwise reconstituting the committee.
- (g) Any such vacancies shall be filled in the manner contemplated by the terms of reference for such Board Committee, or if they are silent, by the Board.
- (h) Unless otherwise provided for in this Article 7 or in the terms of reference for a Board Committee, the provisions of Sections 6.03, 6.04, 6.05, 6.06 and 6.07 relating to meetings of the Board shall apply to meetings of such Board Committee as though all references therein to the Board and the Directors were to such Board Committee and the members of such Board Committee, respectively, *mutatis mutandis*.

7.02 Executive Committee

- (a) The Executive Committee shall consist of:
 - (i) the Chair who shall act as the committee chair;

- (ii) the Vice-Chair;
- (iii) three (3) other Directors appointed by the Board;
- (iv) the Chief Executive Officer (non-voting); and
- (v) the Chief of Staff (non-voting).

The non-voting members shall not count towards quorum.

- (b) The Executive Committee shall:
 - (i) exercise the full powers of the Board in all matters of administrative urgency, as determined by the Chair, where the Board's failure to act would be prejudicial to the operations of the Corporation, provided the Chair attempted to hold a Directors meeting and was not able to form quorum; and
 - (ii) exercise such other powers as may be assigned to it from time to time by resolution of the Board.

7.03 Banking

The banking business of the Corporation shall be transacted with such banks, trust companies or other firms or corporations as may, from time to time, be designated by or under the authority of the Board. Such banking business or any part thereof shall be transacted under such agreements, instructions and delegations of powers as the Board may, from time to time, prescribe or authorize.

7.04 Borrowing

Subject to the limitations set out in the Letters Patent, if any, the Board may from time to time:

- (a) borrow money upon the credit of the Corporation;
- (b) limit or increase the amount to be borrowed;
- (c) issue debentures or other securities of the Corporation;
- (d) pledge or sell such debentures or other securities for such sums and at such prices as may be deemed expedient;
- (e) secure any such debentures, or other securities, or any other present or future borrowing or liability of the Corporation, by mortgage, hypothec, charge or pledge of all or any currently owned or subsequently acquired

real and personal, movable and immovable, property of the Corporation, and the undertaking and rights of the Corporation; and

- (f) delegate to such one or more of the Directors or officers of the Corporation as may be designated by the Directors all or any of the powers conferred by this Section 7.04 to such extent and in such manner as the Board shall determine at the time of each delegation.

7.05 Signing Officers

- (a) Either the Chair or Vice-Chair, together with the Chief Executive Officer may sign on behalf of the Corporation and affix the corporate seal to all contracts, agreements, conveyances, mortgages and other documents, for which the Board approval is required.
- (b) The Board may authorize signing officers on behalf of the Corporation, additional to or other than as provided in Section 7.05(a) by Board resolution or Policy and will institute and affect such internal audit procedures as it shall determine in consultation with the Auditor.

7.06 Seal

The seal of the Corporation shall be in the form impressed hereon.

7.07 Investments

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

ARTICLE 8. COMMUNITY ADVISORY COUNCIL

8.01 Establishment and Support of Community Advisory Council

The Board shall establish and maintain a Community Advisory Council.

8.02 Terms of Reference

The composition, roles and responsibilities of the Community Advisory Council shall be set out in the Board Governance Manual.

ARTICLE 9. VOLUNTARY ASSOCIATIONS

9.01 Authorization

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

9.02 Purpose

Such associations shall be conducted with the advice of the Board for the general welfare and benefit of the Corporation and the patients treated by the Corporation.

9.03 Control

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

9.04 Auditor

- (a) Each unincorporated voluntary association shall have its financial affairs reviewed for the purposes of assuring reasonable internal control. Subject to Board approval, a review engagement is acceptable for this purpose.
- (b) The Auditor may be the auditor for the voluntary association(s) under this Section.

ARTICLE 10. OTHER MATTERS REQUIRED BY THE PUBLIC HOSPITALS ACT

10.01 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 pursuant to the Public Hospitals Act, including a fiscal advisory committee.

10.02 Occupational Health and Safety Program

- (a) There shall be an Occupational Health and Safety Program for the Corporation.
- (b) The program referred to in Section 10.02(a) shall include practices/procedures with respect to:
 - (i) a safe and healthy work environment in the Hospitals;
 - (ii) the safe use of substances, equipment and medical devices in the premises of the Corporation;
 - (iii) safe and healthy work practices in the Hospitals;
 - (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 Hospital environment.
- (c) The person designated by the Chief Executive Officer to be in charge of occupational health and safety of the Corporation shall be responsible to the Chief Executive Officer for the implementation of the Occupational Health and Safety Program.
- (d) The Chief Executive Officer shall report to the Board, as necessary, on matters in respect of the Occupational Health and Safety Program.

10.03 Health Surveillance Program

- (a) There shall be a Health Surveillance Program for the Corporation.
- (b) The program referred to in Section 10.03(a) shall:
 - (i) be in respect of all persons carrying on activities in the Corporation;
 - (ii) include an infectious disease surveillance program; and
 - (iii) otherwise be in compliance with the Public Hospitals Act and other applicable laws.

10.04 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, and

shall ensure that such procedures are implemented in the Hospitals.

10.05 Fiscal Advisory Committee

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

10.06 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, staff nurses 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.

10.07 Retention of Written Statements

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

ARTICLE 11. NOTICES

11.01 Notice

- (a) Whenever under the provisions of the By-laws notice is required to be given, unless otherwise provided, such notice may be given in writing and delivered or sent by prepaid mail, by facsimile transmission or by electronic mail, in each case addressed to the Director, officer, member of a committee, Member or Auditor at the postal address, the facsimile number or electronic mail address, as the case may be, as the same appears on the books of the Corporation.
- (b) If any notice is sent by prepaid mail, it shall, subject to Section 11.02, be conclusively deemed to have been received on the third (3rd) business day following the mailing thereof. If delivered, a notice shall be conclusively deemed to have been received at the time of delivery, or if sent by facsimile transmission or electronic mail, it shall be conclusively deemed to be received on the next business day after transmission.
- (c) Notwithstanding the foregoing provisions with respect to mailing, in the event that it may be reasonably anticipated that, due to any strike, lock out or similar event involving an interruption in postal service, any notice will not be received by the addressee by no later than the third (3rd) business day following the mailing thereof, then the mailing of any such notice as aforesaid shall not be an effective means of sending the same but rather any notice must then be sent by an alternative method which it may reasonably be anticipated will cause the notice to be received reasonably expeditiously by the addressee.
- (d) Any person entitled to receive any such notice may waive such notice either before or after the meeting to which such notice refers.

11.02 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.

11.03 Omissions and Errors

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

11.04 Waiver of Notice

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

ARTICLE 12. MEDICAL STAFF

12.01 Appointment

- (a) The Board shall appoint annually a Professional Staff for the Hospital.
- (b) The Board shall from time to time establish criteria for appointment to the Professional Staff.
- (c) For greater certainty, each member of the Professional Staff of an Amalgamating Corporation on the Effective Date will, by operation of law, be a member of the Professional Staff of the Amalgamated Corporation on the Effective Date.

12.02 Purpose Of The Professional Staff Organization

The purposes of the Professional Staff organization, in addition to fulfilling the responsibilities established by the laws of Ontario and this By-law, are:

- (a) to provide a structure whereby the members of the Professional Staff participate in the Corporation's planning, policy setting, and decision making, and

- (b) to serve as a quality assurance system for clinical care rendered to patients by the Professional Staff and to ensure the continuing improvement of the quality of clinical care.

ARTICLE 13. APPOINTMENT AND REAPPOINTMENT TO PROFESSIONAL STAFF

13.01 APPLICATION FOR APPOINTMENT TO THE PROFESSIONAL STAFF

- (a) An application for appointment to the Professional Staff shall be processed in accordance with the provisions of the Public Hospitals Act.
- (b) On request, the Chief Executive Officer shall supply a copy of this By-law, the Rules and the criteria for appointment to each Physician who expresses in writing the intention to apply for appointment to the Professional Staff.
- (c) An applicant for appointment to the Professional Staff shall submit one (1) original written application and one copy of the application to the Chief Executive Officer.
- (d) Each application shall contain:
 - (i) a statement by the applicant that he or she has read the Public Hospitals Act and the Hospital Management Regulation and this By-law and Rules;
 - (ii) an undertaking that, if he or she is appointed to the Professional Staff, he or she will govern himself or herself in accordance with the requirements set out in this By-law, the Rules and the Policies;
 - (iii) evidence of medical practice protection coverage satisfactory to the Board;
 - (iv) a list of the privileges, which are requested;
 - (v) an up-to-date curriculum vitae;
 - (vi) a list of three appropriate references;
 - (vii) have up-to-date inoculations, screenings and tests, as may be required by the occupational health and safety policies and practices of the Corporation, the Public Hospitals Act or other legislation;
 - (viii) candid and thorough disclosure of information regarding disciplinary, regulatory, administrative, civil and/or criminal

investigations, proceedings or findings as may be related to the applicant's clinical practice or patient or staff safety as required by the Corporation's Credentialing Policy and application process; and

- (ix) demonstrate adequate control of any significant physical or behavioural impairment affecting skill, attitude or judgment that might impact negatively on clinical practice or patient or staff safety or the operations of the Corporation.
- (e) Each applicant shall visit the Corporation for an interview with appropriate members of the Professional Staff and the Chief Executive Officer or his or her delegate.
- (f) The Chief Executive Officer shall retain a copy of the application and shall refer the original application immediately to the Medical Advisory Committee through the Chief of Staff who shall keep a record of each application received and then refer the original application forthwith to the Chair of the Credentials Committee.

13.02 Criteria For Appointment Of Members Of The Professional Staff

- (a) Only an applicant licensed pursuant to the laws of Ontario is eligible to be a member of and appointed to the Professional Staff except as otherwise provided for in this By-law.
- (b) The applicant will have:
 - (i) a certificate of professional conduct from the appropriate College;
 - (ii) a demonstrated ability to provide patient care at an appropriate level of quality and efficiency;
 - (iii) a demonstrated ability to communicate, work with and relate to all members of the Professional Staff and the Corporation's staff in a co-operative and professional manner;
 - (iv) a demonstrated ability to communicate and relate appropriately with patients and patient's relatives and substitute decision makers;
 - (v) a willingness to participate in the discharge of staff obligations appropriate to membership group;
 - (vi) a report on, among other things, the experience, competence and reputation of the applicant from the Chief of Staff or Chief of Department in the hospitals in which the applicant trained or held an appointment; and

- (vii) adequate training and experience for the privileges requested.
- (c) The applicant must agree to govern himself or herself in accordance with the requirements set out in this By-law, the Rules and the Policies.
- (d) All appointments will be consistent with community need defined by the strategic plan and mission of the Corporation.
- (e) All new appointments will be contingent upon an Impact Analysis demonstrating that the Corporation has the resources to accommodate the applicant and that the applicant meets the needs of the respective Department as described in the Clinical Human Resources Plan.

13.03 Processing Of Application

- (a) The Chief Executive Officer shall immediately refer the application to the Chair of the Medical Advisory Committee who shall keep a record of each application received and then present it forthwith to the Chair of the Credentials Committee.
- (b) Each applicant shall be interviewed by the Chief of Staff, and the Chiefs of the Departments and Divisions in which the privileges are being sought.
- (c) The Credentials Committee shall:
 - (i) investigate the qualifications, experience and professional reputation of the applicant;
 - (ii) consult with the Chief of the relevant Departments and Divisions and obtain from each appropriate Chief a written statement, made after due consultation with the staff of that Department and/or Division, setting out his or her recommendation; and
 - (iii) submit a report of the findings to the Medical Advisory Committee at its next regular meeting, together with a recommendation that the application is acceptable, not acceptable, or is deferred for further investigation. In the case of a recommendation for acceptance, the Credentials Committee shall indicate the privileges which it recommends the applicant be granted.
- (d) The Medical Advisory Committee shall receive and consider the application and the report of the Credentials Committee and shall send its recommendation in writing to the Board, and through the Chief Executive Officer, to the applicant pursuant to the Public Hospitals Act. In the case of a recommendation for appointment, the Medical Advisory Committee shall indicate the privileges which it recommends the applicant be granted.

- (e) The Medical Advisory Committee may defer its recommendation to the Board provided that the applicant and the Board are advised in writing that a final recommendation cannot be made within the timeframe set out in the Public Hospitals Act and gives written reasons therefor.
- (f) Subject to the provisions of the Public Hospitals Act, the Board shall, without unnecessary delay, either implement the recommendations of the Medical Advisory Committee and cause the Medical Advisory Committee and the applicant to be so advised forthwith, or shall refer the application with the reasons for referral back through the Chief Executive Officer to the Chair of the Medical Advisory Committee.
- (g) The Medical Advisory Committee shall consider any application referred back by the Board and shall within one month make a second recommendation thereupon through the Chief Executive Officer, to the Board, and notify the applicant.
- (h) After consideration of the second recommendation of the Medical Advisory Committee the Board shall either accept or reject the application and cause the Medical Advisory Committee and the applicant to be so advised forthwith, or otherwise deal further with the application pursuant to the Public Hospitals Act, this By-law and the Rules.

13.04 Term

Each appointment to the Professional Staff shall be for the then calendar year but shall continue in effect until the Board has made appointments for the ensuing year.

13.05 Revocation, Suspension Or Alteration Of Appointment

- (a) The Board may at any time in a manner consistent with the Public Hospitals Act and this By-law, revoke, restrict or suspend any appointment of a member of the Professional Staff or revoke, suspend, restrict or otherwise deal with the privileges of a member of the Professional Staff, or any other appointment of a member of the Professional Staff to any office in the Corporation.
- (b) Any or all of the privileges of a member of the Professional Staff may be immediately altered or suspended by:
 - (i) the relevant Chief of Department provided that the Chief shall first consult with the Chief Executive Officer or his or her designate; or
 - (ii) the Chief of Staff, after consultation with the relevant Chief of Department and the Chief Executive Officer or their respective designates;

where a member of the Professional Staff fails to comply with this By-law, the Policies, the Rules or the Public Hospitals Act or where the conduct, performance or competence of a member of the Professional Staff:

- (i) exposes or is reasonably likely to expose any patient, health care provider, employee or any other person at one or more of the Hospitals to harm or injury; or
- (ii) is or is reasonably likely to be detrimental to patient safety or to the delivery of quality patient care within one or more of the Hospitals,

and immediate action must be taken to protect patients, health care providers, employees and any other person at one or more of the Hospitals from harm or injury.

In the event that the privileges of a member of the Professional Staff are altered or suspended in accordance with Section 44(1) or 44(2) of the Public Hospitals Act and, in the event of a conflict between that Act and the provisions of this Section, then the provisions of that Act shall prevail with respect to that member's privileges.

- (c) Notwithstanding the provisions of Section 13.05(b) the relevant Chief of Department, the Chief of Staff or the Chief Executive Officer may seek an undertaking from a member of the Professional Staff not to exercise any or all of his or her privileges where circumstances such as set out in said Section 13.05(b) may exist.
- (d) If any or all of the privileges of a member of the Professional Staff is/are altered or suspended pursuant to Section 13.05(b) or if a member of the Professional Staff fails to comply with his or her undertaking given pursuant to said Section 13.05(c), the relevant Chief of Department or the Chief of Staff shall give written notice to that member of the Professional Staff confirming or imposing as the case may be the alteration or suspension of any or all of the privileges of the member of the Professional Staff and the notice shall inform the member of the Professional Staff that he or she is entitled to:
 - (i) written reasons for the alteration or suspension if a request is received by the Chief of the relevant Department or the Chief of Staff within seven (7) days of the receipt by the member of the Professional Staff of the notice; and
 - (ii) a hearing before the Board if a written request is received by the Board within seven (7) days of the receipt by the member of the Professional Staff of the written reasons under Section 13.05(d);

and the member of the Professional Staff may so require such reasons and hearing.

- (e) In the event that:
 - (i) the member of the Professional Staff does not require a hearing by the Board in accordance with Section 13.05(d), the Board shall review the decision taken by the Chief of the relevant Department or the Chief of Staff and may make any decision it deems appropriate; or
 - (ii) the member of the Professional Staff does require a hearing by the Board in accordance with Section 13.05(d), the Board shall hold the hearing and shall make any decision it deems appropriate. The Board shall provide written notice of the hearing to the member of the Professional Staff at least five (5) days prior to the date of the hearing and the notice shall include:
 - (A) the date, time and place of the hearing;
 - (B) the purpose of the hearing;
 - (C) a statement that the member of the Professional Staff may examine prior to the hearing, any written or documentary evidence that will be produced or any report, the contents of which will be given in evidence at the hearing;
 - (D) a statement that the member of the Professional Staff may represent himself or herself or be represented by legal counsel and that in his or her absence the Board may proceed with the hearing and the member of the Professional Staff will not receive or be entitled to any further notice of the hearing; and
 - (E) a statement that the member of the Professional Staff may call witnesses and tender documents in evidence in support of his or her case; and
 - (iii) the time for the hearing may be extended by the Board; and a copy of the decision of the Board shall be provided to the member of the Professional Staff.
- (f) Prior to the Board making a review or holding a hearing pursuant to the provisions of Section 13.05(e), the Board may refer the matter to the Medical Advisory Committee to consider the reasons for the alteration or suspension and request a recommendation from the Medical Advisory Committee concerning the alteration or suspension. If the Board refers

the matter to the Medical Advisory Committee, the Medical Advisory Committee shall:

- (i) notify the member of the Staff that he or she is entitled to be heard if a request is received by the Medical Advisory Committee within seven (7) days of the receipt by the member of the Professional Staff of the notice;
 - (ii) if requested, afford the member of the Professional Staff an opportunity to be heard in a manner to be decided upon in the discretion of the Medical Advisory Committee; and
 - (iii) notify the member of the Professional Staff that he or she is entitled to receive a copy of the Medical Advisory Committee's recommendation to the Board and the reasons for the recommendation if a request is received by the Medical Advisory Committee within seven (7) days of the receipt by the member of the Professional Staff of the notice and if so requested the Medical Advisory Committee shall then provide the written copy of the recommendation and reasons to the member of the Professional Staff.
- (g) Any hearing held pursuant to the provisions of Section 13.05(e) or 13.05(f) shall not be considered to be a hearing pursuant to the provisions of the *Statutory Powers Procedures Act* (Ontario) but rather the terms of reference of the hearing are to be determined by either the Board or the Medical Advisory Committee which is holding such hearing.
- (h) Where the privileges of a member of the Professional Staff are altered or suspended pursuant to Section 13.05(b) or 13.05(d), the alteration or suspension shall continue notwithstanding any request for a hearing by the member of the Professional Staff until a decision is made by the Board or where there is an appeal to the Health Professions Appeal and Review Board or the Divisional Court, until there is a final decision by the Health Professions Appeal and Review Board or the Divisional Court.

13.06 Re-Appointment

- (a) The Board, on or before the 15th day of December of each year, shall require each member of the Professional Staff to make a written application through the Chief Executive Officer to the Board for re-appointment to the Professional Staff.
- (b) The relevant Chief of Department shall review and make recommendations concerning each application for re-appointment within that Department to the Medical Advisory Committee.

- (c) The Medical Advisory Committee shall:
 - (i) receive and consider for application for reappointment, the report of the Chief of the Department and any other applicable reports;
 - (ii) send its recommendation in writing to the Board and to the applicant for re-appointment through the Chief Executive Officer pursuant to the Public Hospitals Act; and
 - (iii) in the case of a recommendation for re-appointment, specify the privileges which it recommends the applicant be granted.
- (d) The notice under Section 13.06(c)(ii) 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 (7) 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 (7) days of receipt by the applicant of the written reasons under Section 13.06(d)(i);and the applicant may so require such reasons and hearing.
- (e) Where the applicant does not require a hearing by the Board in accordance with Section 13.06(d) preceding, the Board may implement the recommendation of the Medical Advisory Committee.
- (f) Where an applicant requires a hearing by the Board in accordance with this By-law, 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) Subject to the provisions of the Public Hospitals Act, the Board shall either implement following a hearing or where no hearing has been requested by the applicant, as provided above, the recommendation of the Medical Advisory Committee and cause the Medical Advisory Committee and the applicant to be so advised forthwith, or shall refer the application with reasons back through the Chief Executive Officer to the Medical Advisory Committee.
- (h) 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 Executive Officer to the Board and notify the applicant.

- (i) After consideration of the second recommendation of the Medical Advisory Committee, the Board shall either implement the recommendation and cause the Medical Advisory Committee and the applicant to be so advised forthwith, or otherwise deal with the application pursuant to the Public Hospitals Act.

13.07 Criteria For Re-Appointment

In order to be reappointed to the Professional Staff:

- (a) the applicant shall continue to meet the criteria set out at Section 13.02; and
- (b) the applicant shall demonstrate an appropriate use of the Corporation's resources.

13.08 REFUSAL TO RE-APPOINT

Pursuant to the Public Hospitals Act the Board may refuse to re-appoint a member of the Professional Staff.

13.09 APPLICATION FOR CHANGE OF PRIVILEGES

- (a) Where a Physician wishes to change his or her privileges, an application shall be submitted 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.
- (c) An applicant shall submit one original written application and one copy of application to the Chief Executive Officer.
- (d) The Chief Executive Officer shall retain the copy and shall refer the original application immediately to the Chair of the Medical Advisory Committee who shall keep a record of each application received and then refer the original application forthwith to the Chair of the Credentials Committee.

13.10 Monitoring Aberrant Practices

Where any member of the Professional Staff or the Corporation's staff believes 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, the belief shall be communicated immediately to the Chief of the Department, the Chief of Staff and the Chief Executive Officer.

13.11 Viewing Operations Or Procedures

Any operation or procedure performed in the Hospital may be viewed without the permission of a member of the Professional Staff by:

- (a) the Chief of Staff or delegate; or
- (b) the Chief of the Department, or delegate.

ARTICLE 14. PROFESSIONAL STAFF GROUPS

14.01 Categories

Each member of the Professional Staff shall be appointed by the Board, after considering the recommendation of the Medical Advisory Committee, to one of the following groups:

- (a) active;
- (b) associate;
- (c) courtesy;
- (d) fellow
- (e) locum tenens;
- (f) temporary; and
- (g) honorary.

14.02 ACTIVE STAFF

- (a) The active staff shall consist of those Professional Staff who have been appointed by the Board who, unless waived by the Board, have served at least one (1) year in the associate staff category.
- (b) A Professional Staff member may have an active staff appointment at another hospital if approved by the Board on the recommendation of the Medical Advisory Committee.
- (c) All active staff members are responsible for assuring that clinical care is provided to all patients in the Hospital.
- (d) Subject to the Public Hospitals Act, active staff members shall have admitting privileges unless otherwise specified in their appointment to the Professional Staff.

- (e) Members of the active staff shall be entitled to the rights and obligations set out in Sections 18.07 and 18.08 relating to their involvement in the Medical Staff Association.
- (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 or by the Chief of the Department to which the member has been assigned;
 - (ii) attend patients, and undertake treatment and operative procedures only in accordance with the kind and degree of privileges granted by the Board; and
 - (iii) act as a Supervisor when requested by the Chief of Staff or the Chief of a Department and carry out such duties in accordance with this By-law and Rules.

14.03 Associate Staff

- (a) Subject to the Public Hospitals Act, all associate staff members shall have admitting privileges unless otherwise specified in their appointment to the associate staff.
- (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 or the Chief of the Department to which the associate staff member has been assigned.
- (c) Except for associate staff members who hold a restricted license, the appointment of an associate staff member shall be reviewed after one (1) year by the Credentials Committee who shall report to the Medical Advisory Committee.
- (d) The Medical Advisory Committee may recommend that the associate staff member be appointed to the active staff or may require the associate staff member to be subject to a further probationary period not longer than six (6) months.
- (e) The Chief of Department upon the request of an associate staff member or a Supervisor, may assign the associate staff member to a different Supervisor for a further probationary period.
- (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 staff member be terminated.

- (g) Subject to Section 14.03(h), no member of the Professional Staff shall be appointed to the associate staff for more than two (2) years.
- (h) An associate staff member who holds a restricted license shall remain as an associate staff member until evidence, which permits the associate staff member to work in an unsupervised setting, has been obtained from a regulatory body which is acceptable to the Board. Upon receipt of such evidence by the associate staff member, the associate staff member shall be eligible for appointment to the active staff in accordance with the provisions of this Section.
- (i) An associate staff member shall:
 - (i) attend patients, and undertake treatment and operative procedures under supervision in accordance with the kind and degree or privileges granted by the Board on the recommendation of the Medical Advisory Committee; and
 - (ii) undertake such duties in respect of those patients classed as emergency cases as may be specified by the Chief of the Department to which the Physician has been assigned.
- (j) Members of the associate staff shall be entitled to the rights and obligations set out in Sections 18.07 and 18.08 relating to their involvement in the Medical Staff Association.

14.04 Courtesy Staff

- (a) The Board may grant an applicant 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;
 - (ii) the applicant lives at such a remote distance from the Hospital sites that it limits full participation in active staff duties, but he or she wishes to maintain an affiliation with the Corporation;
 - (iii) the applicant has a primary commitment to, or contractual relationship with, another community or organization;
 - (iv) the applicant requests specific Hospital privileges;
 - (v) the applicant specifically requests courtesy privileges in the Department of Family and Community Medicine; or
 - (vi) where the Board deems it otherwise advisable.

- (b) The appointment of an applicant to the courtesy staff shall be with such privileges as the Board deems advisable. The privilege to admit patients shall only be granted under specific circumstances and, in each case, in accordance with the Public Hospitals Act.
- (c) The circumstances leading to an appointment under this Section shall be specified by the applicant on each application for re-appointment.
- (d) A courtesy staff member shall work for a probationary period under the supervision of an active staff member named by the Chief of Staff or the Chief of the Department to which the Physician has been assigned.
- (e) After one year, the appointment of an applicant to the courtesy staff shall be reviewed by the Chief of Department and the Credentials Committee who will make a recommendation to the Medical Advisory Committee.
- (f) The Medical Advisory Committee may recommend that the probationary period be concluded or may require the courtesy staff member to be subject to a further probationary period not longer than six (6) months.
- (g) The Chief of the Department, upon the request of a Supervisor or a courtesy staff member who is within the probationary period, may assign the member to a different Supervisor for a further probationary period.
- (h) 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 courtesy staff member who is in the probationary period be terminated.
- (i) No member of the courtesy staff shall have a probationary period that exceeds eighteen (18) months.
- (j) Members of the courtesy staff shall be entitled to the rights and obligations set out in Section 18.07 and 18.08 relating to their involvement in the Medical Staff Association.
- (k) A member of the courtesy staff who wishes to upgrade his or her appointment category to active staff shall be considered a new applicant, and must go through the appointment process and serve the probationary period as a member of the associate staff.
- (l) Notwithstanding any other provision of this By-law, a member of the Courtesy Staff appointed pursuant to Section 14.04(a)(v) may be reappointed to the courtesy staff.

14.05 Fellow

- (a) The Board, on the recommendation of the Medical Advisory Committee, may appoint a Physician to a Department as a Fellow with privileges as recommended by the Medical Advisory Committee in accordance with Section 13.03 for a specified period of time for educational purposes. Such an appointment as a Fellow is a temporary position not intended to lead to a subsequent staff appointment or other association with the Corporation.
- (b) A Fellow must hold an acceptable specialist certificate, or be certificate eligible.
- (c) Notwithstanding that the Board has granted a Physician a Fellow appointment, such appointment shall in no way obligate the Hospital to appoint such Physician to the permanent Professional Staff, or to give preference to such Physician over other candidates for a position on the permanent Professional Staff.
- (d) A Fellow shall not have admitting privileges.
- (e) Fellows shall be entitled to the rights and obligations set out in Sections 18.07 and 18.08 relating to their involvement in the Medical Staff Association.

14.06 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 Physician 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 or her delegate;
 - (iii) attend patients assigned to his or her care by the active staff member by whom he or she 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 or by

the Chief of the Department to which the Physician has been assigned.

- (c) Notwithstanding that the Board has granted a Physician a locum tenens such an appointment does not in any way obligate the Corporation to appoint such Physician to the permanent Professional Staff or to give such Physician preference over other candidates for a position on the permanent Professional Staff.
- (d) Locum tenens shall be entitled to the rights and obligations set out in Sections 18.07 and 18.08 relating to their involvement in the Medical Staff Association.

14.07 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.
- (b) Notwithstanding any other provision in this By-law, the Chief Executive Officer, after consultation with the Chief of Staff or his or her delegate, may:
 - (i) grant a temporary appointment to an applicant 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; and
 - (ii) continue the appointment on the recommendation of the Medical Advisory Committee until the next meeting of the Board.
- (c) A temporary appointment to the Professional Staff shall not extend beyond three (3) months unless recommended by the Medical Advisory Committee and approved by the Board.
- (d) A member of the temporary staff shall be entitled to the rights and obligations set out in Sections 18.07 and 18.08 relating to their involvement in the Medical Staff Association.
- (e) Notwithstanding that the Board has granted an applicant a temporary staff appointment, such appointment shall in no way obligate the Corporation to appoint such temporary staff member to the permanent Professional Staff,

or to give preference to such Physician over other candidates for a position on the permanent Professional Staff.

14.08 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) Membership on the honorary staff is not restricted to Physicians.
- (d) Members of the honorary staff shall not:
 - (i) have regularly assigned duties or responsibilities;
 - (ii) be bound by the attendance requirements for Professional Staff meetings; or
 - (iii) have admitting privileges.
- (e) A member of the honorary staff shall be entitled to the rights and obligations set out in Sections 18.07 and 18.08 relating to their involvement in the Medical Staff Association.

14.09 Resignation/Change In Status

- (a) (i) A Chief of Department wishing to resign from his or her appointment shall submit his or her resignation, in writing, to the Chair of the Board; and
 - (ii) the resignation of a Chief of Department as made pursuant to Section 14.09(a)(i) shall not be considered effective until such time as a replacement Chief of Department has been appointed, or until ninety (90) days have passed since tendering such resignation, subject to any specific or individual contractual terms.
- (b) A member of the Professional Staff wishing to resign, or to change his or her status (e.g., from active staff to courtesy staff), shall submit a request,

in writing, no less than ninety (90) days before such desired change, to the Chief of Department to which he or she is appointed. The Chief of the Department will, in turn, submit the request to the chair of the Credentials Committee for presentation to the Medical Advisory Committee, who may then recommend its acceptance to the Board.

- (c) A Professional Staff member who retires from active practice shall notify the Chief Executive Officer, in writing, who shall notify the chair of the Credentials Committee. The Medical Advisory Committee and the Board will be notified subsequently.

14.10 Leave Of Absence

A leave of absence may be granted for up to one(1) year. At the end of this time, the Professional Staff may be re-appointed for the following year on the recommendation of the Medical Advisory Committee. Leave of absence longer than one (1) year will require resignation and re-application for a Professional Staff appointment.

ARTICLE 15. PROFESSIONAL STAFF DUTIES AND RESPONSIBILITIES

15.01 Duties, General

- (a) Each member of the Professional Staff is accountable to and shall recognize the authority of the Board through and with their Chief of Department, 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 member's licence to practise made by the CPSO;
 - (iii) give such instruction as is required for the education of other members of the Professional Staff and staff of the Corporation;
 - (iv) abide by the Rules and Policies, this By-law, the Public Hospitals Act and the regulations thereunder and all other legislated requirements;
 - (v) forthwith advise the Chief of Staff of the commencement of any investigation or proceeding that would be required to be disclosed by this By-law, the Credentialing Policy and/or (re)application process;

- (vi) if requested by the Chief of Staff, provide upon (re)application a criminal record check (vulnerable sector);
 - (vii) if a Physician, pay such Professional Staff dues as may be prescribed from time to time by resolution of the Medical Staff Association; and
 - (viii) 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.
- (c) Each member of the active staff, associate staff, and courtesy staff (where required by the Board) shall attend seventy percent (70%) of the meetings of the Department or Departments of which he or she is a member.
 - (d) In the event that the Chief of Staff and/or the Chief of the Department request(s) a meeting with a member of the Professional Staff for the purpose of interviewing that Professional Staff member regarding any matter, the Member shall attend the interview at a mutually agreeable time but within fourteen (14) days of the request. The Chief of Staff and/or Chief of the Department may extend the date for attendance at the interview at his or her discretion.

15.02 Consultations

- (a) The Professional Staff shall make recommendations to the Board regarding Rules to govern obligatory consultations.
- (b) The attending Professional Staff member shall have consultation with one or more members of the active staff:
 - (i) on every patient who is recommended for an operation, but whose condition is such as to indicate that the patient may be a poor operative risk, except in life threatening situations;
 - (ii) on every patient where there is a failure to progress as expected under treatment and where doubt exists as to proposed further treatment;
 - (iii) on every patient where a serious problem of diagnosis and/or management exists; and
 - (iv) all other cases in which the Rules and the laws of Ontario require that a consultation be held.

ARTICLE 16. CHIEF OF STAFF AND ASSOCIATE CHIEF OF STAFF

16.01 APPOINTMENT OF CHIEF OF STAFF

- (a) The Board shall appoint a Physician to be the Chief of Staff. Possible candidates may include Physicians who do not currently have privileges with the Corporation, but such candidates must be eligible to become an active staff member and must accept an active staff appointment as a condition of his or her office.
- (b) The Chair shall appoint a Search Committee which shall seek possible candidates for the position of Chief of Staff including Physicians from all Hospitals, where appropriate.
- (c) The Search Committee shall consist of members selected by the Chair from:
 - (i) the Board;
 - (ii) a member of the Medical Staff appointed by the Board to attend patients in the Hospital;
 - (iii) one (1) member of the Medical Staff nominated by the Medical Staff Association; and
 - (iv) the administration of the Corporation.
- (d) The Chair of the Search Committee shall be appointed by the Chair.
- (e) The Search Committee shall provide the names of possible candidates to the Executive Committee.
- (f) The Executive Committee shall receive such names of possible candidates from the Search Committee and after completing, at their discretion, appropriate interview(s) shall recommend one candidate to the Board for approval.
- (g) The Board either shall act upon such recommendation or shall refer the recommendation back to the Executive Committee of the Board, giving reasons for not accepting the recommendation.
- (h) In the event that the recommendation of the Executive Committee of the Board is not accepted by the Board, then the procedure, as set out in sub-Sections 16.01(e), (f) and (g) shall continue until the Board accepts and acts upon the recommendation of the Executive Committee of the Board.

- (i) Notwithstanding, Sections 16.01(b), (c), (d), (e) and (f) and Sections 16.03(b), (c), (d), (e) and (f), where new appointments for both the Chief of Staff and the Associate Chief of Staff may be made at the same time, the Executive Committee may (i) make a recommendation to the Board for the Chief of Staff from the names of possible candidates provided to the Executive Committee by the Search Committee for Associate Chief of Staff and it is not necessary to establish another Search Committee, or (ii) direct that one Search Committee provide the names of candidates for the Chief of Staff and the Associate Chief of Staff.
- (j) Subject to annual confirmation by the Board, an appointment made under Section 16.01(a) shall be for a term of five (5) years, but the Chief of Staff shall hold office until a successor is appointed.
- (k) Subject to Section 16.01(l), the maximum number of terms under Section 16.01(j) shall be two (2) provided however, that following a break in the continuous service of at least one year, the same Physician may be reappointed.
- (l) The Board, after consultation with the Medical Advisory Committee, may extend the maximum number of terms of the Chief of Staff.
- (m) The Board may at any time revoke or suspend the appointment of the Chief of Staff.

16.02 Duties Of The Chief Of Staff

The Chief of Staff shall:

- (a) be accountable to the Board;
- (b) organize the Professional Staff to ensure that the quality of the diagnosis, care and treatment provided to all patients is in accordance with Policies established by the Board;
- (c) chair the Medical Advisory Committee;
- (d) advise the Medical Advisory Committee and the Board with respect to the quality of diagnosis, care and treatment provided to the patients;
- (e) be an ex-officio member of:
 - (i) the Board;
 - (ii) the Board Executive Committee; and
 - (iii) all committees that report to the Medical Advisory Committee;

- (f) where circumstances make it necessary, assume, or assign to any other member of the Professional Staff, responsibility for the direct care and treatment of any patient in a Hospital under the authority of the Public Hospitals Act and notify the attending Professional Staff member, the Chief Executive Officer and, if possible, the patient;
- (g) report regularly to the Board and Professional Staff about the activities, recommendations and actions of the Medical Advisory Committee and any other matters about which they should have knowledge;
- (h) assign, or delegate the assignment of, a member of the Professional Staff:
 - (i) to supervise the clinical practice of any other member of the Professional Staff for any period of time; and
 - (ii) to make a written report to the appropriate Chief of Department and the Chief of Staff;
- (i) assign, or delegate the assignment of, a member of the Professional Staff to discuss in detail with any other member of the Professional Staff any matter which is of concern to the Chief of Staff and to report the discussion to the Chief of the appropriate Department and to the Chief of Staff;
- (j) if the Associate Chief of Staff is not available, in consultation with the Chief Executive Officer, designate an alternate to act during an absence;
- (k) supervise the diagnosis, care and treatment provided by all members of the Professional Staff and their conduct to ensure compliance with the Policies established by the Board;
- (l) be responsible to the Board through and with the Chief Executive Officer for the appropriate utilization of resources by all Departments and/or appropriate committees;
- (m) report to the Medical Advisory Committee on activities of the Hospitals including the utilization of resources and quality assurance;
- (n) participate in the development of the Corporation's mission, objectives, and strategic plan and Performance Metrics;
- (o) work with the Medical Advisory Committee and/or appropriate committee to plan the clinical human resource needs of the Corporation in accordance with the Corporation's strategic plan;
- (p) participate in resource allocation decisions in respect of the Hospitals;

- (q) ensure a process for the regular review of the performance of the Associate Chiefs of Staff, the Chiefs of Departments, the Site Chiefs of Departments and the Divisional Heads;
- (r) ensure there is a process for participation in continuing medical and dental education;
- (s) ensure that there is a process for the appropriate training and supervision of approved students;
- (t) receive and review recommendations from the Associate Chiefs of Staff, the Chiefs of Departments, the Site Chiefs of Departments and the Divisional Heads regarding changes in privileges;
- (u) receive and review the performance evaluations and the recommendations from Chiefs of Departments, the Site Chiefs of Departments and the Divisional Heads concerning re-appointments and ensure that such evaluations and recommendations are forwarded to the Medical Advisory Committee. The Chief of Staff shall also notify the Credentials Committee of the completion of the evaluations and the completion of the recommendations;
- (v) advise the Professional Staff on current Policies, objectives, Performance Metrics and Rules;
- (w) delegate appropriate responsibility to the Associate Chiefs of Staff, the Chiefs of Departments, the Site Chiefs of Departments and the Divisional Heads;
- (x) where, pursuant to Section 17.04(w), an issue is referred to the Chief of Staff where two or more Chiefs of the same Department disagree, make the decision and so inform the Chiefs;
- (y) in consultation with the Chief Executive Officer, recommend to the Board, an alternate(s) to act during an absence, until such time as the incumbent returns, resigns or terminates his or her role as Chief, Site Chief or Division Head as the case may be;
- (z) in consultation with the Chief Executive Officer, recommend to the Board, an alternate(s) to act following a resignation, until such time as a new Chief, Site Chief or Division Head as the case may be is recruited; and
- (aa) perform such additional duties as may be outlined in the Chief of Staff position description approved by the Board or as assigned by the Board, or the Medical Advisory Committee or Chief Executive Officer from time to time.

16.03 APPOINTMENT OF ASSOCIATE CHIEF OF STAFF

- (a) (i) The Board shall appoint a Physician to be the Associate Chief of Staff after giving consideration to the recommendation of the Medical Advisory Committee. Possible candidates may include Physicians who do not currently have privileges at the Corporation, but such candidates must be eligible to become an active staff member and must accept an active staff appointment as a condition of his or her office.
- (ii) For an interim eighteen (18) months after the Effective Date, the Board shall select an Associate Chief of Staff for each of the Corporation's Hospital sites with the proviso that if the Chief of Staff is a Physician with active staff privileges prior to the Effective Date, the Board shall not be required to appoint an Associate Chief of Staff for the Hospital site that the Chief of Staff is previously affiliated with.
- (b) The Chair of the Board shall appoint a Search Committee which shall seek possible candidates for the position of Associate Chief of Staff including Physicians from all Hospital sites where appropriate.
- (c) The Search Committee shall consist of the Chief of Staff, the Chief Executive Officer, one (1) member of the Medical Staff as nominated by the Medical Staff Association and the members selected by the Chair from:
 - (i) the Board;
 - (ii) the Medical Staff appointed by the Board to attend patients in the Hospital; and
 - (iii) the administration of the Corporation.
- (d) The Chair of the Search Committee shall be appointed by the Chair.
- (e) The Search Committee shall provide the names of possible candidates to the Executive Committee.
- (f) The Executive Committee shall receive such names of possible candidates and after completing, at their discretion, appropriate interview(s) shall recommend one candidate to the Board for approval.
- (g) The Board either shall act upon such recommendation or shall refer the recommendation back to the Executive Committee of the Board, giving reasons for not accepting the recommendation.

- (h) In the event that the recommendation of the Executive Committee of the Board is not accepted by the Board, then the procedures as set out in Sections 16.03(e), (f) and (g) shall continue until the Board accepts and acts upon the recommendation of the Executive Committee of the Board.
- (i) Notwithstanding Sections 16.02(b), (c), (d), (e) and (f) and Sections 16.03(b), (c), (d), (e) and (f), where new appointments for both the Chief of Staff and the Associate Chief of Staff may be made at the same time, the Executive Committee may (i) make a recommendation to the Board for the Associate Chief of Staff from the names of possible candidates provided to the Executive Committee by the Search Committee for Chief of Staff and it is not necessary to establish another Search Committee, or (ii) direct that one Search Committee provide the names of candidates for the Chief of Staff and the Associate Chief of Staff.
- (j) Subject to confirmation by the Board, an appointment made under Section 16.03(a)(i) shall be for a term of three (3) years. The term may be extended by the Board provided that it consults with the Medical Advisory Committee and the Chief of Staff.
- (k) Subject to Section 16.03(l), the maximum number of terms under Section 16.03(j) shall be two (2) provided however, that following a break in the continuous service of at least one year, the same Physician may be reappointed.
- (l) The Board, after consultation with the Medical Advisory Committee and the Chief of Staff may extend the maximum number of terms of the Associate Chief of Staff.
- (m) The Board may at any time revoke or suspend the appointment of the Associate Chief of Staff.
- (n) In anticipation that the Chief of Staff will practice mainly at one of the Hospital sites, each Associate Chief of Staff shall be appointed from among the members of the active Medical Staff practicing at each of the other Hospital sites.

16.04 Duties Of The Associate Chief Of Staff

The Associate Chief of Staff shall:

- (a) be accountable to the Chief of Staff and to the Board through the Chief of Staff;
- (b) have all of the power and perform all of the duties of the Chief of Staff in the absence or the disability of the Chief of Staff, together with such other

duties as may be from time to time, assigned by the Board or the Chief of Staff;

- (c) assist in the organization of the Professional Staff to ensure that the quality of diagnosis, care and treatment given to all patients, is in accordance with the Policies established by the Board;
- (d) where circumstances make it necessary, assume, or assign to any other member of the Professional Staff, the responsibility for the direct care and treatment of any patient in the hospital under the authority of the Public Hospitals Act and notify the attending Physician, the Chief Executive Officer, the Chief of Staff and, if possible, the patient;
- (e) with the Chief of Staff, supervise the diagnosis, care and treatment provided by all the members of the Professional Staff;
- (f) in consultation with the Chief of Staff delegate appropriate responsibility to the Chiefs of the Departments, the Site Chiefs of the Departments or the Divisional Heads;
- (g) assign, or delegate the assignment of a member of the Professional Staff:
 - (i) to supervise the practice of medicine of any other member of the Professional Staff for any period of time; and
 - (ii) to make a written report to the appropriate Chief of Department and the Chief of Staff and the appropriate Associate Chief of Staff;
- (h) assign, or delegate the assignment of, a member of the Professional Staff to discuss in detail with any other member of the Professional Staff, any matter which is of concern to the Associate Chief of Staff and to report the discussion to the Chief of the appropriate Department, the Chief of Staff and the Associate Chief of Staff;
- (i) receive and review recommendations from the Chiefs of Departments, Site Chiefs of Departments and Divisional Heads regarding changes in privileges;
- (j) receive and review the performance evaluations and the recommendations from Chiefs of Departments, Site Chiefs of Departments and Divisional Heads concerning reappointments and ensure that the evaluations and recommendations are forwarded to the Chief of Staff;
- (k) advise the Professional Staff on current Hospital Policies, objectives and Rules;
- (l) be an ex-officio member of:

- (i) the Medical Advisory Committee; and
- (ii) all committees that report to the Medical Advisory Committee from the Hospital site at which the Associate Chief of Staff practises; and
- (m) with the approval of the Chief of Staff, delegate appropriate responsibility to the Chiefs of the Departments, the Site Chief of Departments and the Divisional Heads.

ARTICLE 17. PROFESSIONAL STAFF - DEPARTMENTS

17.01 Departments

The Professional Staff will be organized into the following Departments:

- (a) The Corporation's Birchmount and General Hospital sites shall have the following combined Departments:
 - (i) Anesthesiology;
 - (ii) Diagnostic Imaging;
 - (iii) Emergency Medicine;
 - (iv) Family and Community Medicine;
 - (v) Internal Medicine;
 - (vi) Laboratory Medicine;
 - (vii) Nephrology;
 - (viii) Obstetrics and Gynecology;
 - (ix) Pediatrics;
 - (x) Psychiatry; and
 - (xi) Surgery.
- (b) The Corporation's Centenary and Ajax Hospital sites shall have the following combined Departments:
 - (i) Cardiology;
 - (ii) Diagnostic Imaging;
 - (iii) Emergency Medicine;

- (iv) Family Practice;
 - (v) Geriatric Medicine;
 - (vi) Medicine;
 - (vii) Obstetrics & Gynaecology;
 - (viii) Paediatrics;
 - (ix) Pathology;
 - (x) Psychiatry; and
 - (xi) Surgery;
- (c) On or before the eighteen (18) month anniversary of the Effective Date, the Medical Advisory Committee shall make a recommendation to the Board in respect of the structure of the Departments (which in turn will determine the composition of the Medical Advisory Committee).
- (d) Each Department shall function in accordance with the Policies and Rules.
- (e) The Board, after considering the advice of the Medical Advisory Committee, at any time may establish additional Departments (including regional Departments), Divisions, Services and/or Programs or disband existing Departments, Divisions, Services and/or Programs.

17.02 Department Meetings

- (a) Department meetings shall be held in accordance with the Rules.
- (b) A minimum of fifty percent (50%) of the members of a Department shall constitute a quorum at any Department meeting.
- (c) Each member of a Department shall annually attend at least seventy-five percent (75%) of the Department meetings as recorded by the meeting secretary.
- (d) Failure by a member of the Department to attend the required number of Department meetings in any calendar year shall be reported to the Medical Advisory Committee to be dealt with in accordance with the provisions of Section 18.08(b).
- (e) When the case of a patient who has been examined by, operated on, or has received treatment from a member of the Professional Staff is to be presented at a general or departmental staff meeting, the Physician who

examined, operated on or treated the patient shall be given at least forty-eight (48) hours' notice by the Chief of Staff or the Chief of the Department and shall attend such meeting prepared to present and discuss the case. Failure of a member of the Professional Staff to comply with this may result in disciplinary action being taken against him or her as provided in Section 13.05.

17.03 Chief Of Department

- (a) The Board shall appoint a Physician as Chief of Department ("**Department Chief**"). Possible candidates may include Physicians who do not currently have privileges at the Corporation, but such candidates must be eligible to become an active staff member and must accept an active staff appointment as a condition of his or her office.
- (b) The Chief of Staff shall appoint a Search Committee to seek possible candidates for the Chief of the Department.
 - (i) The Search Committee shall consist of:
 - (A) the Chief of Staff;
 - (B) Medical Staff members appointed by the Board to attend patients in the Hospital;
 - (C) one (1) member of the Medical Staff as nominated by the Medical Staff Association;
 - (D) members of the Corporation's administration;
 - (E) Board members where appropriate; and
 - (F) members of key stakeholder groups, as determined by the Chief of Staff, in the case of Regional Programs.
 - (ii) The Search Committee shall, following consultation with the Medical Advisory Committee [**NTD: Recommended by TSH MAC; to be considered by RVHS MAC**], provide the name(s) of possible candidates to the Board for consideration.
 - (iii) The Executive Committee shall receive such names of possible candidates and after completing, at their discretion, appropriate interview(s) shall recommend one candidate to the Board for approval.
 - (iv) The Board either shall accept and act upon such recommendation and cause the members of the Department to be so advised or

shall refer the recommendation back to the Executive Committee of the Board, giving reasons for not accepting the recommendation.

- (v) In the event that the recommendation of the Executive Committee of the Board is not accepted by the Board, then the procedures as set out in Sections 17.03(b)(ii), (iii) and (iv) shall continue until the Board accepts and acts upon the recommendation of the Executive Committee of the Board.
- (c) In the Departments of Diagnostic Imaging and Pathology, the Board shall appoint a Physician from each of these Departments who is on the active Professional Staff to fill the position of Chief of that Department.
- (d) Subject to annual confirmation by the Board, the appointment of a Chief of the Department shall be for a term of three (3) years or such lesser term as the Board may determine.
- (e) The maximum number of terms under Section 17.03(d) shall be three (3), provided however that following a break in the continuous service of at least one (1) year, the same person may be reappointed.
- (f) Notwithstanding Section 17.03(e), the Board, after consultation with the Medical Advisory Committee and the Chief of Staff, may extend the term of the Chief of Department.
- (g) The Board may at any time revoke or suspend the appointment of the Chief of Department.
- (h)
 - (i) A Chief of Department wishing to resign from his or her appointment shall submit his or her resignation, in writing, to the Chair of the Board; and
 - (ii) the resignation of a Chief of Department as made pursuant to Section 17.03(h)(i) shall not be considered effective until such time as a replacement Chief of Department has been appointed, or until (90) ninety days have passed since tendering such resignation, subject to any specific or individual contractual terms.

17.04 Duties Of Chief Of Department

The Chief of Department shall:

- (a) be accountable to the Chief/Associate Chief of Staff and to the Board through the Chief of Staff;

- (b) through and with the Chief/Associate Chief of Staff supervise the professional care provided by all Professional Staff members in his or her Department;
- (c) participate in the orientation of new members of the Professional Staff appointed to the Department;
- (d) be responsible for the organization and implementation of a quality assurance program in the Department;
- (e) advise the Medical Advisory Committee through and with the Chief/Associate Chief of Staff with respect to the quality of diagnosis, care and treatment provided to the patients of the Department;
- (f) advise the Chief/Associate Chief of Staff and the Chief Executive Officer of any patient who is not receiving appropriate treatment and care;
- (g) be responsible to the Chief/Associate Chief of Staff through and with the Chief Executive Officer for the appropriate utilization of the resources allocated to the Department;
- (h) report to the Medical Advisory Committee and to the Department on activities of the Department including utilization of resources and quality assurance;
- (i) make recommendations to the Medical Advisory Committee regarding the clinical human resource needs of the Department in accordance with the Hospital's strategic plan following consultation with Professional Staff of the Department, the Chief/Associate Chief of Staff and, where appropriate, the Site Chief of Department and Heads of Divisions;
- (j) participate in the development of the Department's mission, objectives and strategic plan and Performance Metrics;
- (k) participate in Department resource allocation decisions;
- (l) review or cause to be reviewed the privileges granted to members of the Department for the purpose of making recommendations for changes in the kind and degree of such privileges;
- (m) review and make written recommendations regarding the performance evaluations of members of the Department annually and concerning reappointments and these recommendations shall be forwarded to the Medical Advisory Committee;
- (n) be a member of the Medical Advisory Committee;

- (o) ensure that there is, and oversee, a process for continuing medical education related to the Department;
- (p) ensure that there is, and oversee, a process for the appropriate training and supervision of approved medical students;
- (q) advise the members of the Department regarding current Hospital and departmental Policies, objectives, Performance Metrics and Rules;
- (r) hold regular meetings with the staff of the Department and where appropriate with the Heads of Divisions within the Department;
- (s) notify the Chief of Staff, the Associate Chief of Staff, if appropriate, and the Chief Executive Officer of his or her absence, and designate an alternate from within the Department;
- (t) delegate appropriate responsibility to the Site Chief of the Department;
- (u) delegate appropriate responsibility to the Heads of Divisions within the Department;
- (v) function as a medical leader within the Program Management structure working collaboratively with the Program and corporate leadership; and
- (w) where there are two or more Chiefs of the same Department, work collaboratively with the other(s). Where agreement on an issue cannot be reached by the Chiefs, the issue shall be referred to the Chief of Staff and he or she shall make the decision.

17.05 SITE CHIEF OF DEPARTMENT

- (a) Where appropriate, the Board shall appoint a Physician as Site Chief of Department ("**Site Department Chief**") generally following the procedures set out in Sections 17.03(b) and (c). Possible candidates may include Physicians who do not currently have privileges at the Corporation, but such candidates must be eligible to become an active staff member and must accept an active staff appointment as a condition of his or her office.
- (b) Subject to annual confirmation by the Board, the appointment of a Site Department Chief shall be for a term of three (3) years or such lesser term as the Board may determine.
- (c) The maximum number of terms under Section 17.05(b) shall be three, provided however that following a break in the continuous service of at least one (1) year the same person may be reappointed.

- (d) Notwithstanding Section 17.05(c), the Board, after consultation with the Medical Advisory Committee and the Chief of Staff, may extend the term of the Site Chief of Department.
- (e) In anticipation that the Department Chief will practise mainly at one Hospital site, where it is appropriate to appoint a Site Department Chief, he or she shall be appointed from the members of the Department practising at the other Hospital site.
- (f) The Board need not appoint a Site Department Chief if all of the Physicians of a Department mainly practise at one of the Hospital sites or if it is preferable to have one Department Chief for all Hospital sites.
- (g) The Board may at any time revoke or suspend the appointment of the Site Chief of the Department.
- (h)
 - (i) A Site Chief of Department wishing to resign from his or her appointment shall submit his or her resignation, in writing, to the Chair of the Board; and
 - (ii) the resignation of a Site Chief of Department as made pursuant to Section 17.05(h)(i) shall not be considered effective until such time as a replacement Site Chief of Department has been appointed, or until ninety (90) days have passed since tendering such resignation, subject to any specific or individual contractual terms.

17.06 DUTIES OF THE SITE CHIEF OF DEPARTMENT

The Site Chief of Department ("**Site Department Chief**") shall:

- (a) be accountable to the Chief of Department, the Chief/Associate Chief of Staff and to the Board through the Chief of Staff;
- (b) through and with the Chief of Staff, the Associate Chief of Staff, and the Department Chief, supervise the professional care provided by all Professional Staff members in that part of the Department located at the Hospital site at which the Site Chief of Department mainly practises;
- (c) with regard to the Hospital site at which the Site Chief of Department mainly practises, assist the Department Chief in the performance of his or her duties as set out in this By-law;
- (d) have all of the powers and perform all of the duties of the Department Chief in the absence or the disability of the Department Chief, together with such other duties as maybe from time to time assigned by the Board, the Chief of Staff, the Associate Chief of Staff or the Department Chief;

- (e) with regard to the Hospital site at which the Site Chief of Department mainly practices participate in the orientation of new members of the Professional Staff appointed to the Department;
- (f) through and with the Chief of Department, at the Hospital site at which the Site Chief mainly practices, be responsible for the organization and implementation of a quality assurance program in the Department;
- (g) with regard to the Hospital site at which the Site Chief of Department mainly practices, advise the Medical Advisory Committee. through and with the Chief/Associate Chief of Staff and the Chief of Department with respect to the quality of diagnosis, care and treatment provided to the patients of the Departments;
- (h) advise the Department Chief and through and with the Department Chief, advise the Chief of Staff, the Associate Chief of Staff and the Chief Executive Officer of any patient who is not receiving appropriate treatment and care;
- (i) with regard to the Hospital site at which the Site Chief of the Department mainly practises, through and with the Chief of the Department, review the privileges granted members of the Department for the purpose of making recommendations for changes in the kind and degree of such privileges;
- (j) with regard to the Hospital site at which the Site Chief of Department primarily practices, review and make written recommendations regarding the performance evaluations of members of the Department annually and concerning reappointments and these recommendations shall be forwarded to the Chief of the Department and the Medical Advisory Committee;
- (k) with regard to the Hospital site at which the Site Chief of Department primarily practices, ensure that there is, and oversee, a process for continuing medical education related to the Department;
- (l) with regard to the Hospital site at which the Site Chief of Department primarily practices, ensure that there is, and oversee, a process for the appropriate training and supervision of approved medical students;
- (m) at the site of the Corporation at which the Site Chief of Department mainly practices be responsible to the Chief/Associate Chief of Staff and the Chief of Department, through and with the Chief Executive Officer for the appropriate utilization of the resources allocated to the Department;
- (n) at the site of the Corporation at which the Site Chief of Department mainly practices, report through the Chief of the Department to the Medical Advisory Committee and to the Department on activities of the Department

including utilization of resources, quality assurance and Department members compliance with Rules and Policies;

- (o) with regard to the site of the Corporation at which the Site Chief of Department mainly practices, make recommendations to the Chief of Department regarding the clinical human resource needs of the Department in accordance with the Hospital's strategic plan following consultation with Professional Staff of the Department, and where appropriate, the Chief/Associate Chief of Staff and Heads of Department;
- (p) participate in the development of the Department's mission, objectives and strategic plan;
- (q) with regard to the site of the Corporation at which the Site Chief of Department mainly practices, advise the members of the Department regarding current Hospital and departmental Policies, objectives and Rules;
- (r) with regard to the site of the Corporation at which the Site Chief of Department mainly practices, hold regular meetings with the staff of the Department and where appropriate, with the Heads of Divisions within the Department;
- (s) notify the Department Chief of his or her absence, and designate an alternate from within the Department; and
- (t) meet with Program leadership on a regular basis to collaborate on Program direction, strategic planning and continuous quality improvement initiatives.

17.07 Heads Of Divisions

- (a) The Board shall appoint a Physician to be the Head of a Division ("**Divisional Head**") after giving consideration to the recommendation of the Executive Committee. Possible candidates may include Physicians who do not currently have privileges at the Corporation, but such candidates must be eligible to become an active staff member and must accept an active staff appointment as a condition of his or her office.
- (b) The Chief of Staff shall appoint a Search Committee to seek possible candidates for the Head of a Division.
 - (i) The Search Committee shall consist of:
 - (A) the Chief of Staff;

- (B) Physicians appointed by the Board to attend patients in the Hospital;
 - (C) One (1) member of the Medical Staff as nominated by the Medical Staff Association;
 - (D) members of the Corporation's administration;
 - (E) Board members where appropriate; and
 - (F) members of key stakeholder groups, as determined by the Chief of Staff, in the case of Regional Programs.
- (ii) The Search Committee shall, following consultation with the Medical Advisory Committee **[NTD: Recommended by TSH MAC; to be considered by RVHS MAC]**, provide the name(s) of possible candidates to the Board for consideration.
 - (iii) The Executive Committee shall receive such names of possible candidates and after completing, at their discretion, appropriate interview(s) shall recommend one candidate to the Board for approval.
 - (iv) The Board either shall act upon such recommendation and cause the members of the Division to be so advised or shall refer the recommendation back to the Executive Committee of the Board, giving reasons for not accepting the recommendation.
 - (v) In the event that the recommendation of the Executive Committee of the Board is not accepted by the Board, then the procedures as set out in Sections 17.07(b)(ii), (iii) and (iv) shall continue until the Board accepts and acts upon the recommendation of the Executive Committee of the Board.
- (c) Subject to annual confirmation by the Board, the appointment of the Head of a Division shall be for a term of three (3) years.
 - (d) The maximum number of terms under Section 17.07(c) shall be three, 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 a Head of a Division.
 - (f) (i) A Head of a Division wishing to resign from his or her appointment shall submit his or her resignation, in writing, to the Chair of the Board; and

- (ii) the resignation of a Head of a Division as made pursuant to Section 17.07(f)(i) shall not be considered effective until such time as a replacement Head of a Division has been appointed, or until ninety (90) days have passed since tendering such resignation, subject to any specific or individual contractual terms.

17.08 The Duties Of The Heads Of Divisions

The Head of a Division shall:

- (a) be responsible to the Chief/Site Chief of Department, the Chief/Associate Chief of Staff and to the Board through the Chief of Staff for the quality of care rendered to patients in his or her Division;
- (b) perform all of the duties as may be from time to time assigned by the Board, the Chief of Staff, the Associate Chief of Staff or the Department Chief/Site Chief;
- (c) through and with the Chief/Site Chief of Department, and Chief/Associate Chief of Staff supervise the diagnosis, care and treatment provided by all Professional Staff members in his or her Division;
- (d) participate in the orientation of new members of the Professional Staff appointed to the Division;
- (e) be responsible for the organization and implementation of a quality assurance program in the Division;
- (f) advise the Medical Advisory Committee through and with the Chief/Site Chief of Department and the Chief of Staff with respect to the quality of diagnosis, care and treatment provided to the patients and out-patients of the Division;
- (g) advise the Chief/Site Chief of Department and with and through the Chief/Site Chief of Department, the Chief/Associate Chief of Staff and the Chief Executive Officer of any patient who is not receiving appropriate treatment and care;
- (h) be responsible to the Chief/Associate Chief of Staff and the Chief of Department, through and with the Chief Executive Officer for the appropriate utilization of the resources allocated to the Division;
- (i) report through the Chief of the Department to the Medical Advisory Committee and to the Division and Department on activities of the Division including utilization of resources and quality assurance;

- (j) make recommendations to the Chief/Site Chief of the Department regarding the clinical human resource needs of the Division in accordance with the Hospital's strategic plan following consultation with Professional Staff of the Division, the Chief/Site of the Department, the Chief/Associate Chief of Staff and, where appropriate, Heads of Divisions;
- (k) participate in the development of the Division's and Department's mission, objectives and strategic plan;
- (l) participate in Division and Department resource allocation decisions;
- (m) review or cause to be reviewed the privileges granted members of the Division for the purpose of making recommendations for changes in the kind and degree of such privileges;
- (n) review and make written recommendations regarding the performance evaluations of members of the Division annually and concerning reappointments and these recommendations shall be forwarded to the Chief of the Department and the Medical Advisory Committee;
- (o) ensure that there is, and oversee, a process for continuing medical education related to the Division;
- (p) ensure that there is, and oversee, a process for the appropriate training and supervision of approved medical students;
- (q) advise the members of the Division regarding current Hospital and departmental Policies, objectives, and Rules;
- (r) meet regularly with the Professional Staff of his or her Division, with the Chief/Site Chief of his or her Department, and with the other Heads of Divisions (if any in his or her Department);
- (s) notify the Chief of the Department of his or her absence, and designate an alternate from within the Division; and
- (t) meet with Program leadership on a regular basis to collaborate on Program direction, strategic planning and continuous quality improvement initiatives.

ARTICLE 18. MEDICAL STAFF - MEETINGS

18.01 Annual Meeting

Unless otherwise decided by the Medical Staff, the annual meeting of the Medical Staff Association shall be held at the Head Office of the Hospital at the

time and place appointed for the last general Medical Staff Association meeting before the end of the calendar year.

18.02 Notice Of Annual Meetings

- (a) The Secretary of the Medical Staff Association shall cause written notice of each annual meeting of the Medical Staff Association to be:
 - (i) posted in the Medical Staff lounges or at such other place as the Medical Staff by a resolution at a regular meeting shall determine; or
 - (ii) emailed to each member of the Medical Staff Association;at least ten (10) days before the meeting.
- (b) Notice of annual meetings of the Medical Staff Association shall include a prepared agenda.

18.03 NOTICE OF REGULAR MEETINGS

- (a) Meetings of the Medical Staff shall be held in conformity with the Hospital Management Regulation.
- (b) The Secretary of the Medical Staff Association shall cause written notice of each regular meeting to be:
 - (i) posted in the Medical Staff lounges or at such other place as the Medical Staff by a resolution at a regular meeting shall determine; or
 - (ii) emailed to each member of the Medical Staff Association;at least five (5) days before the meeting.

18.04 SPECIAL MEETINGS

- (a) In cases of emergency, the President of the Medical Staff Association may call a special meeting.
- (b) Special meetings shall be called by the President of the Medical Staff Association on the written request of any ten (10) members of the active staff.
- (c) Notice of a special meeting 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.

- (d) 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.

18.05 QUORUM

A minimum of twenty-five (25) Medical Staff members entitled to vote shall constitute a quorum at any annual, general or special meeting of the Medical Staff.

18.06 ORDER OF BUSINESS

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

18.07 Rights Of Professional Staff In Respect Of The Medical Staff Association

The rights of the Medical Staff and Dental Staff members to:

- (a) attend and vote at meetings of the Medical Staff Association (and its committees); and
- (b) hold office on the Medical Staff Association Executive (and its committees);

are as set out below:

Category	Attend Meetings of MSA	Vote at Meetings of MSA	Hold Office on the MSA Executive	Be on a Committee of the MSA
Active	Yes	Yes	Yes	Yes
Associate	Yes	No	No	Yes
Courtesy	Yes	No	No	No
Locum	Yes	No	No	No
Temp	Yes	No	No	No
Honorary	Yes	No	No	No
Fellows	Yes	No	No	No

- (c) Notwithstanding the foregoing:
 - (i) Dentists are not entitled to vote at meetings of the Medical Staff Association;
 - (ii) only Physicians who are members of the active staff or associate staff may hold office in the Medical Staff Association; and
 - (iii) the right to attend and vote at meetings of a Medical Staff Association Committee shall be set out in the terms of reference for each such committee.
- (d) Members of the Midwifery Staff are not entitled to attend or vote at meetings of the Medical Staff Association, nor hold office on the Executive Committee of the Medical Staff Association.
- (e) Members of the Extended Class Nursing Staff are not entitled to attend or vote at meetings of the Medical Staff Association nor hold office on the Executive Committee of the Medical Staff Association.

18.08 ATTENDANCE AT MEDICAL STAFF ASSOCIATION MEETINGS

- (a) Each Physician and Dentist of the active staff and associate staff shall attend at least fifty percent (50%) of the regular staff meetings, as recorded by the Medical Staff secretary. If required by the Board, a member of the courtesy staff shall also attend meetings of the Medical Staff Association.
- (b) 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 Medical Advisory Committee shall recommend to the Board that the delinquent member:
 - (i) be removed from the Medical Staff of the Hospital;
 - (ii) be suspended from the Medical Staff of the Hospital for a specified period of time; or
 - (iii) work within a certain restriction upon his or her Hospital privileges for a specified period of time.

ARTICLE 19. MEDICAL STAFF - ELECTED OFFICERS

19.01 Elected Officers

The elected officers of the Medical Staff Association shall be President, Vice-President, Secretary, and Treasurer. Only members of the active Medical Staff may be elected to any position or office.

19.02 Election Procedure

- (a) A Nominating Committee shall be appointed by the Medical Staff at each annual meeting and shall consist of three (3) members of the Medical Staff.
- (b) At least thirty (30) days before an annual meeting of the Medical Staff, its Nominating Committee shall post 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 this By-law and the regulations under the Public Hospitals Act in the Medical Staff lounge or lounges, or as the Medical Staff by a resolution at a regular meeting may otherwise determine.
- (c) Any further nominations shall be made in writing to the Secretary of the Medical Staff Association within fourteen (14) days after the posting of the names referred to in Section 19.02(b).
- (d)
 - (i) Further nominations referred to in Section 19.02(c) shall be signed by two members of the Medical Staff who are entitled to vote.
 - (ii) The nominee shall have signified in writing on the nomination acceptance of the nomination.
 - (iii) Nominations shall then be posted alongside the list referred to in Section 19.02(b).
- (e) The election of the officers of the Medical Staff shall be held in conjunction with the annual meeting of the Medical Staff. There shall be no voting by proxy.
- (f) Generally:
 - (i) the Nominating Committee shall use best efforts to ensure that each Hospital has a Physician, who practises mainly at the Hospital site, elected to one (1) of the four (4) Medical Staff offices.
 - (ii) if any of the offices of the Medical Staff Association should fall vacant, and it is deemed expedient to fill such office prior to the

next annual meeting of the Medical Staff Association, such vacancy shall be filled by the election of a member of the Medical Staff Association practising at the same site as the officer whose position has fallen vacant; and

- (iii) if convenient, at the annual elections of the officers of the Medical Staff Association, consideration shall be given to a progression through the offices of the Medical Staff such that the incumbent Vice-President shall become President, the incumbent Secretary shall become Vice-President, the incumbent Treasurer shall become the Secretary.

19.03 Duties Of The President Of The Medical Staff

The President of the Medical Staff Association shall:

- (a) be a member of the Board and as a Director, fulfill 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 Medical 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 Association;
- (f) call special meetings of the Medical Staff Association; and
- (g) be an ex-officio member of:
 - (i) the Medical Advisory Committee;
 - (ii) the Credentials Committee; and
 - (iii) all committees which report to the Medical Staff Association.

19.04 Duties Of The Vice-President Of Medical Staff

The Vice-President of the Medical Staff Association shall:

- (a) act in the place of the President of the Medical Staff Association, perform his or her duties and possess his or her powers, in the absence or disability of the President of the Medical Staff Association;

- (b) perform such duties as the President of the Medical Staff Association may delegate; and
- (c) be an ex-officio member of:
 - (i) the Board; and
 - (ii) the Medical Advisory Committee

19.05 Duties Of The Secretary Of The Medical Staff

The Secretary of the Medical Staff Association shall:

- (a) be a member of the Medical Advisory Committee;
- (b) attend to the correspondence of the Medical Staff Association;
- (c) give notice of Medical Staff Association meetings by posting a written notice thereof:
 - (i) in case of a regular or special meeting of the Medical Staff Association at least five days before the meeting;
 - (ii) in the case of an annual meeting of the Medical Staff Association, at least ten days before the meeting;
- (d) ensure that minutes are kept of all Medical Staff Association meetings;
- (e) ensure that a record of the attendance at each meeting of the Medical Staff Association is made;
- (f) receive the record of attendance for each meeting of each Department of the Medical Staff Association;
- (g) make the attendance records available to the Medical Advisory Committee;
- (h) perform the duties of the Treasurer for Medical Staff Association funds and be accountable therefore, when a Treasurer of the Medical Staff Association has not been elected; and
- (i) act in place of the Vice-President of the Medical Staff Association, performing his or her duties and possessing his or her powers in the absence or disability of the Vice-President.

19.06 Duties Of The Treasurer Of The Medical Staff

The Treasurer of the Medical Staff shall:

- (a) be a member of the Medical Advisory Committee;
- (b) keep the funds of the Medical Staff in a safe manner and be accountable therefor; and
- (c) 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.

ARTICLE 20. MEDICAL ADVISORY COMMITTEE

20.01 Composition

- (a) The Medical Advisory Committee shall consist of the following persons, each of whom shall have one (1) vote, unless otherwise specified:
 - (i) the Chief of Staff, who shall be chair;
 - (ii) the Associate Chiefs of Staff, one (1) of whom shall be designated to chair in the Chief of Staff's absence;
 - (iii) all Chiefs of Department;
 - (iv) the President of the Professional Staff;
 - (v) the Vice-President of the Professional Staff;
 - (vi) the Secretary of the Professional Staff;
 - (vii) the Treasurer of the Professional Staff; and
 - (viii) the Vice-President, Medical Affairs who shall have one (1) vote if a member of the Medical Staff, otherwise that person shall not have a vote.
- (b) The Chief Executive Officer, or delegate, shall attend meetings of the Medical Advisory Committee as a non-voting member.
- (c) The Chief Nursing Executive, or delegate, shall attend meetings of the Medical Advisory Committee as a non-voting member.
- (d) The Director of Quality, Risk and Infection Control, or delegate, shall attend meetings of the Medical Advisory Committee as a non-voting member.
- (e) The Medical Advisory Committee may invite others to attend the Medical Advisory Committee as non-voting members.

20.02 Duties

The Medical Advisory Committee shall, in addition to those matters set out in sub-sections 34(7) and 35(2) and section 37 of the Public Hospitals Act:

- (a) make recommendations to the Board concerning the following Professional Staff matters:
 - (i) every application for appointment or re-appointment to the Professional Staff;
 - (ii) the privileges to be granted to each member of the Professional Staff;
 - (iii) by-laws respecting any Professional Staff;
 - (iv) the dismissal, suspension or restrictions of privileges of any member of the Professional Staff;
 - (v) the quality of care provided in the Corporation by the Professional Staff; and
 - (vi) the Policies and Rules regarding the Professional Staff;
- (b) supervise the practice and conduct of the Professional Staff;
- (c) appoint the Professional Staff members to all committees of the Medical Advisory Committee;
- (d) receive reports of the committees of the Medical Advisory Committee;
- (e) advise the Board on any matters referred to the Medical Advisory Committee by the Board;
- (f) receive and consider the report of the Credentials Committee;
- (g) oversee and be accountable for the Professional Staff quality assurance process including receiving, and advising and acting upon, reports and recommendations from the Departments;
- (h) in considering a recommendation for appointment, review:
 - (i) the need of the Corporation for such an appointment; and
 - (ii) the impact such an appointment would have on available Hospital and community resources;

- (i) in the case of a recommendation for appointment, specify the privileges which it recommends the applicant be granted;
- (j) develop, maintain and recommend to the Board a Clinical Human Resources Plan that takes into account the services provided by all Professional Staff members;
- (k) facilitate the development and maintenance of Policies, Rules, ethical guidelines and procedures of the Professional Staff;
- (l) advise the Board regarding the development and leadership of regional programs; and
- (m) meet at least ten (10) times per year.

20.03 QUORUM

Quorum at any meeting of the Medical Advisory Committee shall consist of a majority of the voting members, provided that in order for quorum to be met, one (1) member of the Executive Committee of the Medical Staff Association must be attendance at the commencement of the meeting. Where quorum is not met at a meeting on account of the failure of a member of the Executive Committee of the Medical Staff Association to attend, the meeting shall not proceed, but the next meeting of the Medical Advisory Committee may be held even if a member of the Medical Staff Association is not in attendance.

ARTICLE 21. COMMITTEES OF THE MEDICAL ADVISORY COMMITTEE

21.01 Committees Of The Medical Advisory Committee

- (a) At the first regular meeting of the Medical Advisory Committee following the annual meeting, the Medical Advisory Committee shall appoint the following standing committees and name the Chair and the Professional Staff members of each committee:
 - (i) the Credentials Committee; and
 - (ii) such other committees as the Board and the Medical Advisory Committee may determine having regard to the duties of the Board and the Medical Advisory Committee under the Hospital Management Regulation.
- (b) The terms of reference for any committees formed are as described in this By-law and the Professional Staff Rules.
- (c) All committees appointed shall:

- (i) meet as directed by the Medical Advisory Committee or as otherwise established in these By-laws and the Professional Staff Rules; and
- (ii) present a written report, including any recommendations of each meeting, to the next meeting of the Medical Advisory Committee

21.02 Duties Of The Chair Of Committees Of The Medical Advisory Committee

A Professional Staff Committee Chair:

- (a) shall chair the Professional Staff Committee meetings;
- (b) shall call meetings of the Professional Staff Committee;
- (c) at the request of the Medical Advisory Committee, shall be present to discuss all or part of any report of the Committee; and
- (d) may request meetings with the Medical Advisory Committee.

21.03 TERMS OF REFERENCE

- (a) The functions, duties, responsibilities, composition and mandate of the Committees created by the Medical Advisory Committee that are not set out in this By-law and of all other Committees shall be provided either in the Board Governance Manual or in the resolution of the Board by which such Committee is established.
- (b) The terms of reference for all Committees shall be reviewed, evaluated and revised, as may be appropriate, on an annual basis.
- (c) A Committee may delegate a portion of its responsibilities to a subcommittee.

21.04 CREDENTIALS COMMITTEE DUTIES

- (a) The Credentials Committee shall ensure that a record of the qualification and professional career of every member of the Professional Staff is maintained.
- (b) The Credentials 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 Credentials Committee shall ensure that:

- (i) each applicant for appointment to the Medical Staff meets the criteria as set out at Section 13.02;
 - (ii) each applicant for appointment to the Dental Staff and Extended Class Nursing Staff meets the criteria as set out at Section 22.02;
 - (iii) each applicant for appointment to the Midwifery Staff meets the criteria as set out in Section 13.02;
 - (iv) each applicant for re-appointment to the Medical Staff, Dental Staff, Midwifery Staff and Extended Class Nursing Staff meets the criteria as set out at Section 13.07; and
 - (v) each applicant for a change in privileges continues to meet the criteria for re-appointment set out at Section 13.07 and complies with Section 14.09.
- (d) The Credentials Committee shall consider reports of the interviews with the applicant.
 - (e) The Credentials Committee shall consult with the appropriate Chief of Department.
 - (f) The Credentials Committee shall receive notification from the Chief of Staff when the performance evaluations and the recommendations for re-appointments have been completed.
 - (g) The Credentials 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.
 - (h) The Committee shall perform any other duties prescribed by the Medical Advisory Committee.

21.05 Professional Staff Rules And Regulations

- (a) The Board, after consulting with the Professional Staff Association and considering the recommendation of the Medical Advisory Committee, may make Rules and Regulations as it deems necessary, including rules and regulations for patient care and safety and the conduct of members of the Medical Staff, Dental Staff, Midwifery Staff and Extended Class Nursing Staff.
- (b) The Board, after considering the recommendation of the Medical Advisory Committee, may adopt policies and procedures applicable to the Medical

Staff, Dental Staff, Midwifery Staff and Extended Class Nursing Staff, including policies and procedures that are consistent with Rules and Regulations and support the implementation of Rules and Regulations.

- (c) The Medical Advisory Committee may make recommendations to the Board for the establishment of one (1) or more Professional Staff Rules and regulations to be applicable to the group or category of Professional Staff members, or to a Department of the Professional Staff or to all Professional Staff members at the Hospital.
- (d) The Medical Advisory Committee shall ensure that, prior to making any recommendation to the Board with respect to a Rule, the members of the active Professional Staff, or a specific Department, when appropriate, have an opportunity to comment on the proposed recommendation within the time specified by the Medical Advisory Committee.
- (e) The President of the Medical Staff Association shall ensure that the Board is informed when a majority vote of the Professional Staff at any properly constituted meeting of the Medical Staff Association is opposed to a Rule or Rule change proposed by the Medical Advisory Committee.

ARTICLE 22. DENTAL STAFF

22.01 Application

For the purpose of clarification and subject to the provisions of this Part, the provisions of Sections 13.01 through 15.02 (with the exception of Section 13.05) apply to the Dentists, with necessary changes to detail.

22.02 Criteria

In addition to the criteria set out in Section 13.07, in the case of a Dentist who is an oral and maxillofacial surgeon, a current valid specialty certificate of registration from the Royal College of Dental Surgeons of Ontario authorizing practice in oral and maxillofacial surgery.

22.03 Dental Staff Categories

The Dental Staff may be divided into the same staff groups as the Professional Staff groups set out in Section 14.01, subject to the following:

- (a) a Dentist in the active staff category who is an oral and maxillofacial surgeon may be granted in-patient and/or out-patient admitting privileges, unless otherwise specified in his or her appointment to the Professional Staff; and

- (b) a Dentist in the active staff category may be granted in-patient and/or out-patient admitting privileges in association with a Physician who is a member of the Professional Staff with active staff privileges, unless otherwise specified in his or her appointment to the Professional Staff.

22.04 Departmental Meetings

A member of the Dental Staff is eligible to attend Departmental, Division, Clinical Service and Program meetings of which he or she is a member.

22.05 Office

A Dentist shall be entitled to the rights and obligations set out in Sections 18.07 and 18.08 relating to their involvement in the Medical Staff Association.

22.06 Board Revocation

The Board at any time may revoke the appointment of a member of the Dental Staff.

22.07 Dental Service

The Dental Staff shall function as a Division within the Department of Otolaryngology.

22.08 Head Of Dental Division

- (a) Where the Board has appointed more than one (1) Dentist to the staff of the Dental Division, one (1) of the members of the Dental Staff shall, subject to annual confirmation by the Board, be appointed by the Board annually for a term of three years to be the Head of Dental Division upon the recommendation of the Chief of Surgery.
- (b) The Board may at any time revoke or suspend the appointment of the Head of Dental Division.

22.09 Duties Of The Head Of Dental Division

The Head of the Dental Division shall supervise the professional care given by all members of the Dental Staff and shall be responsible to the Chief of the Department of Surgery for the quality of care rendered to patients by members of the Dental Staff.

22.10 Eligibility To Hold Office

A member of the Dental Staff is not eligible to hold an office other than Head of Dental Division.

22.11 Cooperation

In addition to the duties set out elsewhere in this By-law, including at Section 15.01, the Dental Staff shall co-operate with:

- (a) the Chief of Staff;
- (b) the Medical Advisory Committee;
- (c) the Head of the Dental Division;
- (d) the Chief of Department; and
- (e) the Chief Executive Officer.

ARTICLE 23. MIDWIFERY STAFF

23.01 Application

For the purpose of clarification and subject to the provisions of this Part, the provisions of Section 13.01 through Section 15.02 (with the exception of Sections 13.05, 14.05 and 14.08) apply to the Midwifery Staff, with necessary changes to detail.

23.02 Categories

The Midwifery Staff may be divided into the same staff groups as the Professional Staff Groups as set out in Section 14.01 with the exception of honorary staff and fellows.

23.03 Appointment Of Midwives To The Courtesy Staff

With respect to the circumstances pursuant to which the Board may grant an appointment to the courtesy staff, Section 14.04(a)(iv) shall also include circumstances where a Midwife is only requesting access to limited resources of the Corporation or outpatient programs or facilities.

23.04 Departmental Meetings

A member of the Midwifery Staff is eligible to attend Departmental, Division, Clinical Service or Program meetings of which he or she is a member.

23.05 Board Revocation

The Board at any time may revoke the appointment of a member of the Midwifery Staff.

23.06 Midwifery Service

The Midwifery Staff shall function as a Division within the Department of Obstetrics and Gynaecology.

23.07 Head Of Midwifery Division

- (a) Where the Board has appointed more than one (1) Midwife to the staff of the Midwifery Division, one (1) of the members of the Midwifery Staff shall, subject to annual confirmation by the Board, be appointed by the Board annually for a term of three years to be the Head of Midwifery Division upon the recommendation of the Chief of Obstetrics & Gynaecology.
- (b) The Board may at any time revoke or suspend the appointment of the Head of Midwifery Division.

23.08 Duties Of The Head Of Midwifery Division

- (a) The Head of Midwifery Division shall supervise the professional care given by all members of the Midwifery Staff and shall be responsible to the Chief of the Department of Obstetrics and Gynaecology for the quality of care rendered to patients by members of the Midwifery Staff.
- (b) Specific duties of the Head of Midwifery Division are outlined in Section 17.08.

23.09 Cooperation

In addition to the duties set out elsewhere in this By-law, including at Section 15.01, the Midwifery Staff shall co-operate with:

- (a) the Chief of Staff;
- (b) the Medical Advisory Committee;
- (c) the Head of the Midwifery Division;
- (d) the Chief of Department; and
- (e) the Chief Executive Officer.

ARTICLE 24. EXTENDED CLASS NURSING STAFF

24.01 Application

For the purpose of clarification and subject to the provisions of Section 13.01 through Section 13.11 and Section 14.09 through Section 15.02 (with the

exception of Sections 13.05 and 15.01) apply to the Extended Class Nursing Staff, with necessary changes to detail.

24.02 Extended Class Nursing Staff Categories

Extended Class Nursing Staff may be divided into the following groups:

- (a) courtesy; and
- (b) locum tenens.

24.03 Courtesy Extended Class Nursing Staff

The Board may grant a registered nurse in the extended class an appointment to the courtesy Extended Class Nursing Staff in the following circumstances:

- (a) to register out-patients in one (1) or more of the Hospitals solely for the purpose of diagnosing, prescribing or treating out-patients in the Corporation;
- (b) to prescribe, treat and order diagnostic procedures on such out-patients; and
- (c) to access the Corporation's diagnostic services in respect of such out-patient.

24.04 Locum Tenens Extended Class Nursing Staff

- (a) The Medical Advisory Committee upon the request of a member of the Extended Class Nursing Staff may recommend the appointment of a locum tenens as a planned replacement for that registered nurse in the extended class for a specified period of time.
- (b) A locum tenens shall,
 - (i) register out-patients in one or more of the Hospitals solely for the purpose of diagnosing, prescribing or treating out-patients in the Corporation;
 - (ii) prescribe, treat and order diagnostic procedures on such out-patients;
 - (iii) have access to the Corporation's diagnostic services in respect of such out-patients; and
 - (iv) work under the counsel and supervision of a member of the active Medical Staff or courtesy Extended Class Nursing Staff who has

been assigned this responsibility by the Chief of Staff or his or her delegate.

24.05 Extended Class Nursing Staff Duties

- (a) Each member of the Extended Class Nursing Staff is accountable to and shall recognize the authority of the Board through and with their Chief of Department, the Chief of Staff, and the Chief Executive Officer, and their respective delegates.
- (b) Each member of the Extended Class Nursing Staff shall:
 - (i) register out-patients in one or more of the Hospitals solely for the purpose of diagnosing, prescribing or treating out-patients in the Corporation;
 - (ii) notify the Chief Executive Officer of any change in the class of registration on the Annual Registration Payment Card from the College of Nurses of Ontario;
 - (iii) give such instruction as is required for the education of other employees of the Corporation or members of the Professional Staff or Midwifery Staff;
 - (iv) abide by the Policies and Rules of the Corporation, this By-law, the Public Hospitals Act and the regulations thereunder and all other legislative requirements; and
 - (v) 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.

24.06 Extended Class Nursing Staff Division

The Extended Class Nursing Staff members will, on an individual basis, be assigned to the most appropriate Department by the Chief of Staff.

24.07 Meetings

- (a) A member of the Extended Class Nursing Staff shall not be entitled to attend Medical Staff Association meetings.
- (b) A member of the Extended Class Nursing Staff is eligible to attend Departmental, Division, Clinical Service and Program meetings of which he or she is a member.

- (c) Extended Class Nursing Staff members are expected to attend fifty percent (50%) of the meetings of the Extended Class Nursing Staff.

24.08 Employees

Extended Class Nurses who are employed by the Corporation are not privileged by the Medical Advisory Committee nor are they appointed to the Extended Class Nursing Staff.

24.09 Board Revocation

The Board at any time may revoke the appointment of a member of the Extended Class Nursing Staff.

ARTICLE 25. AMENDMENT TO BY-LAWS AND ENACTMENT

25.01 Amendment to By-Laws

- (a) The Board may pass or amend the By-laws from time to time.
- (b)
 - (i) Where it is intended to pass or amend By-laws at a meeting of the Board, written notice of such intention shall be sent by the Secretary to each member of the Board not less than ten (10) days before the meeting.
 - (ii) Where the notice of intention required by Section 25.01(b)(i) is not provided, any proposed By-laws or amendments to By-laws may nevertheless be moved at the meeting and discussion and voting thereon deferred to the next meeting, for which no notice of intention need be given.
- (c) Subject to Section 25.01(d)(ii), a By-law or amendment to a By-law passed by the Board has full force and effect:
 - (i) from the time the motion was passed; or
 - (ii) from such future time as may be specified in the motion.
- (d)
 - (i) A By-law or amendment to a By-law passed by the Board shall be presented for confirmation at the next annual meeting or at a special meeting of the Members called for that purpose. The notice of such annual or special meeting shall refer to the By-law or amendment to be presented.
 - (ii) The Members at the annual or at a special meeting may confirm, amend or reject the By-law as presented, and if rejected it

thereupon ceases to have effect and if amended it takes effect as amended.

- (iii) A By-law or an amendment to a By-law presented to a meeting of the Members shall require the affirmative vote of at least two-thirds of the voting Members present.
- (e) In any case of rejection, amendment, or refusal to approve a By-law or part of a 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.

25.02 Amendments To Article 13 Through 24

Article 13 through 24, governing the Professional Staff of the Corporation, may only be repealed, added to, amended or substituted by the Board in accordance with the following procedure:

- (a) amendments to this By-law will become effective only when approved by the Board;
- (b) notice specifying the proposed amendment thereto shall be circulated to all members of the Professional Staff together with a notice of a regular or special Medical Staff Association meeting at which the proposed amendments will be discussed;
- (c) the Professional Staff shall be afforded a period of at least thirty (30) days to comment on the proposed amendment thereto; and
- (d) the Medical Advisory Committee, following consideration of the Professional Staff members' comments, shall make recommendations to the Board, concerning the proposed amendment thereto.

25.03 Effective Date

This By-law shall become effective on the Effective Date.