BY-LAW NUMBER 1

ORILLIA SOLDIERS' MEMORIAL HOSPITAL

AMENDED BY THE CORPORATION
June 28th 2011

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PART I – PREAMBLE & BY-LAW NO. 1

Whereas it is the intent of the Orillia Soldiers' Memorial Hospital to serve the Community, and whereas the mission of the Orillia Soldiers' Memorial Hospital is:

1. To give care and treatment to the sick,

2. To provide health-related education and maintain appropriate educational standards,

3. To promote health research,

4. To maintain and improve community health,

5. To perform such lawful acts as are deemed necessary or expedient to promote the attainment of these goals, and

Whereas the governing body of the Orillia Soldiers' Memorial Hospital deems it expedient that By-law No. 1 heretofore enacted be cancelled and revoked and that the following By-law No. 1 be adopted for regulating the affairs of the Hospital,

Now therefore be it enacted and it is hereby enacted that By-law No. 1 heretofore enacted be cancelled and revoked and that the following By-law No. 1 be substituted in lieu thereof.

PART II - DEFINITIONS

1. INTERPRETATION

In this By-law and all other By-laws of the Corporation,

(a) "Admitting Privileges" means the privileges granted to members of the Credentialed Staff related to the admission of in-patients, registration of out-patients, and the diagnosis, assessment and treatment of in-patients and out-patients in the Hospital;

"Admitting Privileges for the dental staff" means the privileges granted to members of the dental staff who hold a specialty certificate from the Royal College of Dental Surgeons of Ontario authorizing practice in oral and maxillofacial surgery, related to the admission of in-patients, registration of out-patients, and the diagnosis, assessment and treatment of in-patients and out-patients in the Hospital;

(b) "Board" means the governing body of the Orillia Soldiers' Memorial Hospital;

(c) "Chief Financial Officer" means the senior employee, responsible to the President and Chief Executive Officer for the treasury and controllership functions in the Hospital;

(d) "Chief Nursing Executive" means the senior employee responsible to the President and Chief Executive Officer for the nursing functions in the Hospital;

(e) "Chief of Staff" means the Chief of Credentialed Staff;

(f) "Corporation" means the Orillia Soldiers' Memorial Hospital with the Head Office at 170 Colborne Street, West, Orillia, Ontario;

(g) "Credentialed Staff" means those physicians, dentists, midwives and registered nurses of the extended class who are appointed by the Board and who are granted specific privileges to practice medicine, dentistry, midwifery or extended class nursing, respectively, within the Hospital;

(h) "Critical Incident" means any unintended event that occurs when a patient receives treatment in the hospital;
   (a) that results in death, or serious disability, injury or harm to the patient, and
   (b) does not result primarily from the patient's underlying medical condition or from a known risk inherent in providing the treatment;

(i) "Director" means a member of the Board;

(j) "Ex officio" means membership "by virtue of the office" and includes all rights, responsibilities, and power to vote unless otherwise specified;

(k) "Hospital" means the Orillia Soldiers' Memorial Hospital;

(l) "Member" means member of the Orillia Soldiers' Memorial Hospital Corporation;

(m) "Nurse" means a holder of a current certificate of competence issued in Ontario as a registered nurse;

(n) "Patient" includes an out-patient except where the context otherwise requires;

(o) "President and Chief Executive Officer" means the person who has for the time being the direct and actual superintendence and charge of the Hospital;

(p) “Registered Nurse in the Extended Class” means a member of the College of Nurses of Ontario who is a registered nurse and who holds an extended certificate of registration under the Nursing Act, 1991, and in the plural is referred to as “extended class nursing staff”.

(q) "Supervisor" means a physician, dentist, midwife or registered nurse in the extended class, as the case may be, who is assigned the responsibility to oversee the work of another physician, dentist, midwife or registered nurse in the extended class, respectively;

PART III - CORPORATION

2. MEMBERS OF THE CORPORATION

(A) Admission

Membership in the Corporation shall be limited to persons and corporations interested in furthering the Corporation’s objects and shall consist of any person whose application for admission as a member has been approved by a resolution of acceptance by the Board except that if the following conditions are met:

(i) the application together with the fee are submitted at least sixty (60) days in advance of a meeting of the Members;

(ii) the Board has not considered the application within the sixty (60) day period; and

(iii) the absence of a Board resolution would prevent the applicant from voting at a meeting of the Members;

then the application shall be deemed accepted.

Subject to the above, persons and corporations shall only be admitted to the categories of membership in the Corporation set out below following a resolution of acceptance by the Board:

(a) Life membership
(b) Annual membership (corporate)
(c) Annual membership (individual); and
(d) Honorary Membership

(B) Life Membership

(i) A person is eligible to be a life member where he or she pays to the Corporation the life membership fee, an amount to be determined from time to time by resolution of the Board.

(ii) The number of life memberships available at any one time shall be no more than the number determined from time to time by resolution of the Board.

(iii) A Member shall not be entitled to vote at any meetings of the Corporation unless the membership fee was paid in full at least sixty (60) days prior to the date of the meeting.

(iv) At the time of payment of the fee in clause 2 (B) (i) the person must,
- (a) reside in the County of Simcoe, City of Orillia, Township of Brock, District of Muskoka, Chippewas of Rama First Nation or Township of Kawartha Lakes west of Highway 35, and has been resident in said municipality for a continuous period of at least three (3) months immediately prior thereto; or
- (b) be employed or carry on business in the said municipalities; or
- (c) be or have been within the past year a patient of, or donor to the Hospital, residing within reasonable proximity of the Hospital; or
- (d) be an employee or Credentialed Staff member residing within reasonable proximity of the Hospital.

(v) A person's membership in the corporation is automatically terminated in the event that the person ceases to reside in, or ceases to be employed or to carry on business in the said municipalities, or to reside within reasonable proximity of the Hospital, as the case may be.

(C) Annual Membership – Corporate

(i) An association or corporation is eligible to be an annual member where the association or the corporation pays to the Corporation the annual membership fee for corporations, an amount to be determined from time to time by resolution of the Board.

(ii) Any annual membership in the Corporation shall be effective only from April 1 in one year to March 31 in the following year. Although a Corporation is permitted to apply for a membership for the current year after April 1, the membership shall only be valid until March 31 in the following year, and no reduction in fee shall be made.

(iii) Where the association or corporation is accepted as an annual member, the president or chief officer of the association or corporation shall be entitled to vote on behalf of the corporation subject to s. 2 (A),

(iv) The president or chief officer of the association or corporation shall not be entitled to vote at any meetings of the Corporation unless the association or corporation has paid the membership fee in full at least sixty (60) days prior to the date of the meeting.

(v) At the time of payment of the fee in clause 2 (C) (i) above, the association or corporation must,
- (a) have a head office located in the County of Simcoe, City of Orillia, Township of Brock, District of Muskoka, Chippewas of Rama First Nation, Township of Kawartha Lakes west of Highway 35; or
- (b) carry on business in the said municipalities, or
- (c) have been a donor to the Hospital within the past year and have a head office within reasonable proximity of the Hospital.

(vi) A corporation's membership in the Corporation is automatically terminated in the event that the requirements under s.2 (C) (v) are no longer met.

(D) Annual Membership – Individual

(i) Subject to the Corporations' eligibility clause, an individual is eligible to be an annual member where he or she pays to the Corporation the annual membership fee for individuals, an amount to be determined from time to time by resolution of the Board.

(ii) At the time of the payment of the fee referred to in clause 2 (D) (i) above, the individual must,
- (a) reside in the County of Simcoe, City of Orillia, Township of Brock, District of Muskoka, Chippewas of Rama First Nation or Township of Kawartha Lakes west of Highway 35, and has been resident in said municipality for a continuous period of at least three (3) months immediately prior thereto;
- (b) be employed or carry on business in the said municipalities; or
- (c) be or have been within the past year a patient of, or donor to the Hospital, residing within reasonable proximity of the Hospital; or
- (d) be an employee or Credentialed Staff member residing within reasonable proximity of the Hospital.

(iii) Any annual membership in the Corporation shall be effective from April 1 in one year to March 31 in the following year. Although an individual is permitted to apply for a membership for the current year after April 1, the membership shall only be valid until March 31 in the following year, and no reduction in fee shall be made. The application process shall be available to Members and the public through an office designated by the President and Chief Executive Officer on every business day, at the Hospital during regular business hours. Best efforts shall be made to offer the application process electronically through the Hospital's website.

(iv) A person's membership in the corporation is automatically terminated in the event that the person ceases to be a resident of, or ceases to be employed or to carry on business in the said municipalities, or to reside within reasonable proximity of the Hospital, as the case may be

(v) An annual member shall be entitled to vote, subject to eligibility.

(vi) An annual member shall not be entitled to vote at any meetings of the Corporation unless the membership fee was paid in full at least sixty (60) days prior to the date of the meeting.

(E) Honorary Membership

(i) Honorary members shall not be subject to any fees whatsoever.

(ii) The Board may from time to time elect any person to hold the position of Honorary member for such length of time as the Board may designate.

(iii) Honorary members shall not be eligible to vote.

(F) Resignation and Termination of Membership

(i) The interest of a Member in the Corporation is not transferable and lapses and ceases to exist upon the Member's death or when the Member ceases to be a member by resignation or otherwise in accordance with this By-law.

(ii) Any Member may resign his or her membership in the Corporation by resignation in writing which shall be effective upon acceptance thereof by the Board.

(iii) A membership shall terminate upon a resolution passed at a meeting of the Board and confirmed by two-thirds (2/3) affirmative vote at a general meeting of the Corporation for failing to pay fees or dues, or for failing to maintain the appropriate qualifications for membership as defined in these bylaws, or for any other cause.

(iv) No resolution to terminate a membership shall be moved except after having given the Member at least ten (10) days notice thereof.

(v) A membership shall be terminated by resolution of the Board in the event that:
- (a) the Member fails to contact the Corporation in response to a series of three (3) notices mailed to the most recent address on the corporate records over a period of at least forty-five (45) days; or
- (b) a Declaration is completed and witnessed by a Member of the Corporation in good standing who has personal knowledge of a death or change in residency of another Member. A membership so terminated may be re-instated by resolution of the Board provided that the qualifications for membership have been met.

3. ANNUAL MEETING OF THE CORPORATION

Time and Place

The annual meeting of the Corporation shall be held on the Tuesday before June 30th in each year within a sixteen (16) kilometer radius of the City of Orillia. When the holding of the annual meeting on the above-specified date would be disadvantageous to the Corporation, the Board shall have the discretion to set an alternate date, provided that the change of date shall not result in a restriction of any Member's right to vote, or the disqualification of any nomination for election as Director made by Members of the Corporation, that had not previously existed.

Notice

Notice of the annual meeting of the Corporation shall be given by the following methods:

(a) to each member by prepaid mail at least ten (10) days in advance of the meeting by sending it to the last address as shown on the records of the Corporation, and

(b) by publication at least once a week for two successive weeks next preceding the meeting in a newspaper or newspapers circulated in the municipality in which the Corporation is located.

The proposed agenda for the meeting and proposed By-law changes shall be available to Members of the Corporation, in writing on the website and at the Hospital with written copies provided upon request at least ten (10) days before the Annual General Meeting.

4. BUSINESS OF THE ANNUAL MEETING OF THE CORPORATION

The business transacted at the annual meeting of the Corporation shall include:

a) minutes of the previous meeting;
b) approval of the agenda;
c) report of the Chair;
d) report of the President and Chief Executive Officer;
e) report of the Treasurer;
f) report of the Chair of the Audit Committee;
g) report of the Auditor;
h) appointment of the auditor to hold office until the next annual meeting and authority for Directors to fix the remuneration of the auditor;
i) report of the Chief of Staff;
j) report of the Chair on any unfinished business from any previous meeting of the Corporation;
k) Corporation By-law amendments, if any;
l) election of Directors; and
m) other business.

5. SPECIAL MEETINGS OF THE CORPORATION

(a) The Board or Chair may call a special meeting of the Corporation.

(b) In accordance with Corporations Act, if not less than one-tenth (1/10th) of the Members of the Corporation entitled to vote at a meeting proposed to be held, request the Directors, in writing, to call a special meeting of the Members, for any purpose connected with the affairs of the Corporation that is not inconsistent with the Corporations Act, the Directors of the Corporation shall call forthwith a special meeting of the Members of the Corporation for the transaction of the business stated in the requisition.

(c) Notice of a special meeting shall be given in the same manner as provided in section 3 of this By-law provided that the Members receive at least twenty-five (25) days notice of the special meeting.

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

(e) If the Directors do not within twenty-one (21) days from the date of the deposit of the requisition call such meeting, any of the requisitionists may call such meeting which shall be held within sixty (60) days from the date of the deposit of the requisition.

(f) The requisition referred to in s. 5 (b) shall state the general nature of the business to be presented at the meeting and shall be signed by the requisitionists and deposited at the head office of the Corporation and may consist of several documents in like form signed by one of the requisitionists.

6. ADJOURNED MEETING

(a) Any meeting of the Corporation will stand adjourned until a day within two (2) weeks to be determined by the Board if a quorum is not present within thirty (30) minutes after the time appointed for a meeting of the Corporation.

(b) At least three (3) days notice of the re-scheduled meeting following an adjournment shall be given by publication in a newspaper circulated in the municipality in which the Corporation is located.

7. MEETINGS OF CORPORATION - CHAIR

(a) The meetings of the Corporation shall be chaired by:

(i) the Chair;

(ii) the Vice-Chair (or First Vice-Chair), if the Chair is absent;

(iii) the Second Vice-Chair, if any, if the Chair and First Vice-Chair are absent; or

(iv) a Member of the Corporation elected by the Members present if the Chair and Vice-Chair (or First and Second Vice-Chairs) are absent.

(b) The Chair shall vote only in order to break a tie except in the case of a tie in the election of Directors, in which case the vote shall be decided by lot.

8. QUORUM

(a) A quorum for the annual meeting of the Corporation shall be twice the number of elected Board members plus one.

(b) A quorum for a special meeting of the Corporation shall be twice the number of elected Board members plus one.

9. FISCAL YEAR

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

PART IV - BOARD

10. NOMINATIONS FOR ELECTION OF DIRECTORS

Subject to all other provisions of this By-law, nominations for election as Director at the annual meeting of the Corporation may be made only by:

(a) a nominating committee of the Board, or

(b) Members of the Corporation provided that each nomination by Members;

(i) is in writing and signed by at least three (3) Members in good standing; and

(ii) is 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; and

(iii) is submitted to and received by the Secretary at least thirty (30) days before the date of the annual meeting.

11. BOARD COMPOSITION

The affairs of the Corporation shall be managed by a Board of twenty-one (21) Directors the composition of which shall be as follows:

Twelve (12) Directors shall be elected in accordance with section 11(A) and eight (8) Directors shall be ex officio in accordance with section 11(B).

(A) Elected Directors

(i) Twelve (12) Directors shall be elected from among the Members of the Corporation. They will be elected to three (3) year terms with four (4) Members per year to be elected.

(ii) To implement this change in term length, terms of office following the 2007 Annual General Meeting shall be as follows:

(a) four (4) Directors shall receive three (3) year terms;
(b four (4) Directors shall receive two (2) year terms; and
(c) four (4) Directors shall receive a one (1) year term.

(iii) Except for the President and Vice-President of the Medical Staff , Chief Nursing Executive, the Chief of Staff and the President and Chief Executive Officer, no person may be elected or appointed a Director for more than will constitute nine (9) consecutive years of service, provided that a Director completing nine (9) years of service on the Board may have his or her service as a Director extended so as to permit him or her to complete his or her term as an Officer of the Board, and that following a break in the continuous service of one (1) year, the same person may be re-elected or re-appointed a Director.

(B) Ex Officio Directors

The following shall be ex officio Directors:

(i) the President and Vice-President of the Medical Staff (or as may otherwise be mandated from time to time by the Public Hospitals Act), who shall have no vote;

(ii) the Chief of Staff (or as may otherwise be mandated from time to time by the Public Hospitals Act), who shall have no vote;

(iii) the President and Chief Executive Officer, who shall have no vote;

(iv) the Chief Nursing Executive, who shall have no vote;

(iv) one (1) member appointed by the Council of the County of Simcoe from among its elected Council members;

(v) one (1) member appointed by the Council of the Municipal Corporation of the City of Orillia from among its Council members;

(vi) one (1) person elected by and from the members of Branch #34 Orillia, Royal Canadian Legion, and

(vii) one (1) person elected by the Nurses' Alumnae Association of Orillia Soldiers' Memorial Hospital.

(C) Qualifications

(i) No member of the Credentialed Staff of the Hospital shall be eligible for election or appointment to the Board except as otherwise provided in this By-law.

(ii) No employee of the Hospital shall be eligible for election or appointment to the Board unless mandated by or expressly permitted by this By-law, provincial statute or regulation.

(iii) No spouse, child, parent, brother or sister of any person included in sections 11(C) (i) or 11(C) (ii) above, nor the spouse of any such child, parent, brother or sister shall be eligible for election or appointment to the Board, except by resolution passed by the Members at an Annual General Meeting or special meeting.

(iv) No person may be elected or appointed a Director before attaining the age of eighteen (18) years.

(v) A person who is not a Member of the Corporation may not be a Director, either elected or ex-officio.

(vi) No undischarged bankrupt shall be a Director, and if a Director becomes a bankrupt, he or she thereupon ceases to be a Director.

12. VACANCY

(a) If a vacancy occurs for any reason among the elected or appointed Directors, such vacancy may be filled by an eligible person elected or appointed by the Board to serve until the next annual meeting of the Corporation.

(b) At the next annual meeting in addition to the election of Directors to fill the vacancies caused by the expiry of Directors' terms, the meeting shall elect or appoint an additional Director to fill the unexpired term created by any vacancy.

(c) The office of a Director shall automatically be vacated if the Director,

i) by notice in writing to the Secretary of the Corporation, resigns his or her office, which resignation shall be effective at the time it is received by the Secretary or at the time specified in the notice whichever is later;

ii) dies; or

iii) becomes bankrupt.

13. RESIGNATION BY A DIRECTOR

A director may resign his or her office by communicating in writing to the Secretary of the Corporation, which resignation shall be effective at the time it is received by the Secretary or at the time specified in the notice, whichever is later.

14. REMOVAL OF DIRECTOR

The Members may by a resolution passed by at least two-thirds (2/3) of the votes cast at a general meeting of Members of which notice specifying the intention to pass such resolution has been given, remove any Director before the expiration of his or her term of office, and may, by a majority of the votes cast at that meeting, elect any person in his or her stead for the remainder of the term.

15. RESPONSIBILITIES OF THE BOARD

The Board of Directors shall be responsible for the governance and management of the affairs of the Corporation and shall:

(a) Develop and review on a regular basis the mission, goals, objectives and strategic plan of the Hospital in relation to the provision, within available resources, of appropriate programs and services in order to meet the needs of the community;

(b) Work in collaboration with other community agencies and institutions in meeting the needs of the community within the financial and human resources available;

(c) Establish procedures for monitoring compliance with the requirements of the *Public Hospitals Act*, the Hospital Management Regulation, the By-laws of the Hospital and other applicable legislation;

(d) Establish policies and procedures to provide the framework for the management and operation of the Hospital;

(e) Establish the selection process for the appointment of the President and Chief Executive Officer and appoint the President and Chief Executive Officer in accordance with the process and ensure the ongoing annual evaluation of the President and Chief Executive Officer;

(f) Delegate responsibility and concomitant authority to the President and Chief Executive Officer for the management and operation of the Hospital and require accountability to the Board;

(g) Appoint the Chief of Staff in accordance with the provisions of this By-law and ensure the ongoing annual evaluation of the Chief of Staff;

(h) Delegate responsibility and concomitant authority to the Chief of Staff for the supervision of the practice of medicine, dentistry, midwifery and extended class nursing in the Hospital and require accountability to the Board;

(i) Appoint and re-appoint the Credentialed Staff of the Hospital and delineate the respective privileges after considering the recommendations of the Medical Advisory Committee in accordance with legislative and By-law requirements;

(j) Through the relevant medical, dental, midwifery and extended class nursing staff organizations, assess and monitor the acceptance by each member of the Credentialed Staff, of his or her responsibility to the patient and to the Hospital concomitant with the privileges and duties of the appointment and with the By-laws of the Hospital;

(k) Ensure that staff and facilities are appropriate for the services provided;

(l) Ensure that quality assurance, risk management and utilization review methods are established for the regular evaluation of the quality of care, and that all Hospital services are regularly evaluated in relation to generally accepted standards and require accountability on a regular basis;

(m) Ensure the President and Chief Executive Officer establishes a system for the disclosure of every critical incident to the patient, substitute decision-maker or estate trustee, as well as a system for the disclosure of any systemic steps to be taken to reduce the risk of similar critical incidents; the above to include a system for the recording of the content and the dates of such disclosures. Such systems shall meet the requirements of the Public Hospitals Act and its regulations, and any other applicable legislation;

(n) Review regularly the functioning of the Hospital in relation to the objects of the Corporation as stated in the letters patent, supplementary letters patent and the By-laws and demonstrate accountability for its responsibility to the annual meeting of the Corporation;

(o) approve the annual budget for the Hospital;

(p) establish an investment policy consistent with the provisions of this By-laws;

(q) recruit individuals as Directors who are knowledgeable, skilled, committed and representative of the community served;

(r) be committed to an effective Board orientation program and the continuing education of the members of the Board;

(s) ensure an environment within the Board which encourages open and frank discussion and respect for the expression of different viewpoints; and

(t) evaluate its own performance in relation to its responsibilities and periodically review and revise governance policies, processes and structures as appropriate.

16. DUTIES AND RESPONSIBILITIES OF EVERY DIRECTOR

(a) Accountability

(i) As a member of a Board which is ultimately accountable to the Ministry of Health and Long-Term Care, a Director shall, in exercising the roles and responsibilities of a Director, act honestly and in good faith with a view to ensuring the best interests of the Hospital and exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

(ii) The Director does not represent the specific interests of any constituency.

(iii) The Director does not function as an advocate, except to promote excellent patient care and sufficient resources to fulfill the Hospital's mandate.

(iv) The Director complies with the *Public Hospitals Act*, the *Corporations Act*, applicable legislation, rules and Board policies.

(b) Exercise of authority

(i) A Director carries out the powers of the office only when acting as a voting member during a duly constituted meeting of the Board or one of its appointed bodies.

(ii) A Director respects the responsibilities delegated by the Board to the President and Chief Executive Officer and Chief of Staff, avoiding interference with their duties but insisting upon accountability and reporting mechanisms for assessing organizational performance.

(c) Team Work

A Director works positively, cooperatively and respectfully with other Directors, the Board officer, the professional staff and management of the Hospital.

(d) Attendance

(i) As per Board policy, the Director attends Board and assigned committee meetings and Board retreats.

(ii) All Directors are expected to serve on one or two committees and to represent the Board when requested.

(e) Participation

(i) The Director comes prepared to meetings (of both the Board and its committees) and events, asks informed questions, and makes a positive contribution to discussions.

(ii) The Director treats others with respect.

(f) Competencies

Where appropriate, the Director actively contributes specific expertise, skills and other attributes that are needed on the Board.

(g) Confidentiality

The Director respects the confidentiality of Board discussions and information and follows the Board policy governing communications.

(h) Public support

The Director supports the decisions and policies of the Board in discussions with outsiders, even if the Director voiced, voted or holds other views during a Board discussion.

(i) Education

The Director takes advantage of opportunities to be educated and informed about the Board, as well as the key hospital issues.

(j) Evaluation

The Director participates in the evaluation of the Board and individual members.

17. CONFIDENTIALITY AND PUBLIC RELATIONS

(a) Every Director, Officer, member of the medical staff, dental staff, midwifery staff and extended class nursing staff and employee of the Corporation shall respect the confidentiality of matters brought before the Board or before any committee, subcommittee or task force, or any matter dealt with in the course of the employee's employment or of the medical staff, dental staff, midwifery staff or extended class nursing staff member's activities in the Hospital.

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

18. CONFLICT OF INTEREST

(a) Every Director who is in any way directly or indirectly interested in a proposed contract or contracts, a proposed financial transaction or a financial transaction with the Hospital shall declare his or her interest at a meeting of the Directors.

(b) In the case of a proposed contract or proposed financial transaction, the declaration required by this section shall be made at the meeting of the Directors at which the question of entering into the contract of financial transaction is first taken into consideration or, if the Director is not at the date of that meeting interested in the proposed contract or proposed financial transaction, at the next meeting of the Directors held after he or she becomes so interested, and, in a case where the Director becomes interested in a contract or financial transaction after it is made, the declaration shall be made at the first meeting of the Directors held after he or she becomes so interested.

(c) For the purposes of this section, a general notice given to the Directors by a Director to the effect that the or she is a shareholder of or otherwise interested in any other company, or is a member of a specified firm and is to be regarded as interested in any contract or financial transaction made with such other company or firm, shall be deemed to be a sufficient declaration of interest in relation to a contract or financial transaction so made, but no such notice is effective unless it is given at a meeting of the Directors or the Director takes reasonable steps to ensure that it is brought up and read at the next meeting of the Directors after it is given.

(d) If a Director has made a declaration of his or her interest in a proposed contract or a contract, a proposed financial transaction or a financial transaction in compliance with this section and has not voted in respect of the contract or financial transaction, the Director is not accountable to the Hospital or to any of its Members or creditors for any profit realized from the contract or financial transaction, and the contract or financial transaction is not voidable by reason only of the Director holding that office or of the fiduciary relationship established thereby.

(e) Despite anything in this section, a Director is not accountable to the Hospital or to any of its Members or creditors for any profit realized from such contract or financial transaction and the contract or financial transaction is not by reason only of the Director's interest therein voidable if it is confirmed by a majority of votes cast at a general meeting of the Members duly called for that purpose and if the Director's interest in the contract or financial transaction is declared in the notice calling the meeting.

(f) Directors and their families shall not enter into any proposed contract or contract, or proposed financial transaction or financial transaction with the Hospital, except,

(i) on a competitive bid basis or other basis in writing; and
(ii) where the Director has declared any interest therein, and where he or she has absented himself or herself from the meeting and where he or she has refrained from voting thereon.

19. INDEMNIFICATION

(A) Every Director or Officer of the Corporation, staff and, every member of a committee, and his or her heirs, executors and administrators, and estate and effects, respectively, shall from time to time and at all times, be indemnified and saved harmless out of the funds of the Hospital, from and against:

(i) all costs, charges and expenses whatsoever which such Director, Officer, staff or committee member sustains or incurs in or about any action, suit or proceeding for damages or otherwise which is brought, commenced or prosecuted against him or her, for or in respect of any act, deed, matter or thing whatsoever, made, done or permitted by him or her, in or about the execution or intended execution in good faith of the duties of his or her office; and

(ii) all other costs, charges and expenses that he or she sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by his or her own willful neglect or default.

(B) The indemnity provided for in this section shall not apply to any liability which a Director or Officer of the Corporation may sustain or incur as a result of any act or omission as a member of the Credentialed Staff of the Corporation.

20. OFFICERS

(a) The following shall be Officers of the Corporation:
- i) the Chair;
- ii) the Vice-Chair (or First and Second Vice-Chair);
- iii) the Treasurer; and
- iv) the Secretary.

(b) The Directors shall elect a Chair, Vice-Chair (or First and Second Vice-Chair) and Treasurer from among the elected Directors themselves at the meeting immediately following each annual meeting of the Corporation.

(c) No Director can serve as a Chair, Vice Chair (or First or Second Vice-Chair) or Treasurer, for more than four (4) consecutive years within one office, renewable annually, notwithstanding at the Board's discretion, this term could be extended, provided however that following a break in continuous service of one year the same person may be re-elected or re-appointed to any office.

(d) Ex officio Directors are ineligible for election as Chair or Vice-Chair (or First and Second Vice-Chair).

(e) The President and Chief Executive Officer shall be appointed Secretary of the Board.

(f) The Officers of the Corporation shall be responsible for the duties set forth in the By-laws and they are not necessarily required to perform such duties personally, but they may delegate to others the performance of any or all such duties.

(g) Any Officer of the Corporation shall cease to hold office upon resolution of the Board.

21. DUTIES OF EVERY OFFICER

Every Officer shall,

a) be loyal to the Corporation

b) exercise the powers and discharge the duties of the office honestly, in good faith and in the best interest of the Corporation; and

c) exercise the degree of care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

22. DUTIES OF THE CHAIR

The Chair shall:

(a) preside at meetings of the Board or in his or her absence at any meeting the Vice-Chair (or First or Second Vice-Chair) shall preside thereat, or in the absence of the Chair and the Vice-Chair (or First or Second Vice-Chair), any Director appointed by the Directors at the meeting shall preside at that meeting.

(b) report to each annual meeting of Members of the Corporation concerning the management and operations of the hospital;

(c) report regularly and promptly to the Board issues that are relevant to their governance responsibilities;

(d) ensure that the annual review of the President and Chief Executive Officer's performance and compensation is done in accordance with Board approved policy;

(e) ensure that the annual review of the Chief of Staff's performance and compensation is done in accordance with Board approved policy;

(f) represent and speak on behalf of the Hospital;

(g) be an ex officio member of all committees of the Board with the exception of the Medical Advisory Committee; and

(h) perform such other duties as may from time to time be determined by the Board.

23. DUTIES OF THE VICE-CHAIR

The Board may elect a First and Second Vice-Chair if deemed necessary. The Vice-Chair shall have all the powers and perform all the duties of the Chair in the absence or disability of the Chair and perform any other duties assigned by the Chair or the Board.

24. DUTIES OF THE TREASURER

(A) The Treasurer shall:

(i) be elected by, and report to, the Board of Directors;

(ii) oversee the management of the finances of the Hospital, and ensure that appropriate reporting mechanisms and control systems as established by the Board are in place, and monitor such mechanisms and systems for compliance;

(iii) ensure that systems for control for the care and custody of the funds and other financial assets of the Hospital and for making payments for all approved expenses incurred by the Hospital are in place, are functional and adequate and monitor for compliance with such systems;

(iv) ensure that appropriate banking resolutions and signing authority policies as established by the Board are in place and monitor for compliance with such resolutions and policies. Ensure that systems for control for regular review and revision as necessary of the banking resolutions and signing authority policies are in place, are adequate and functional and monitor for compliance with such resolutions and policies;

(v) ensure that systems for control as established by the Board for the maintenance of books of account and accounting records required bv the Corporations Act are in place, are functional and adequate and monitor for compliance with such resolutions and policies;

(vi) review the financial results and the budget submitted to any committee of the Board by management and submit and recommend to the Board any changes to the budget;

(vii) oversee the management of the investment policy as established by the Board, and ensure that the investment policy as established by the Board is in place, and monitor for compliance with the policy;

(viii) review financial reports and financial statements and submit same at meetings of the Board, including the financial position of the hospital;

(ix) review and submit to the Board for the approval of the Board, a financial statement for the past year;

(x) ensure systems as established by the Board for the preparation and submission to the Board of compliance certificates confirming that wages and source deductions have been accomplished, are in place, are functional and adequate and monitor for compliance with such systems;

(xi) where there is concern with respect to any of the above, review the matter with the President and Chief Executive Officer and report to the Board the results of those deliberations; and

(xii) perform such other duties as determined by the Board.

(B) The Treasurer may delegate any of his or her duties that are appropriate and lawfully delegable, but remains responsible for the fulfillment of such duties.

25. DUTIES OF THE SECRETARY

The Secretary shall:

(a) be the President and Chief Executive Officer reporting to the Board of Directors;

(b) attend meetings of Members, meeting of the Directors including closed sessions and meetings of the standing and special committees of the Board, except when excused by the Chair, and shall enter or cause to be entered in books kept for that purpose, minutes of all proceedings at such meetings and shall circulate or cause to be circulated, the minutes of all such meetings of standing or special committees, to the Members of such committees, as applicable;

(c) give, or cause to be given, all notices as required by the By-laws of the Hospital of all meetings of the Corporation, the Board and its committees;.

(d) prepare all reports required under any Act or Regulation of the Province of Ontario;

(e) be the custodian of all minute books, documents and registers of the Corporation required to be kept by the provisions of the *Corporations Act* and all minutes, documents and records of the Board;

(f) keep copies of all testamentary documents and trust instruments by which benefits are given to the use of the Hospital;

(g) be the custodian of the seal of the Corporation;

(h) attend to correspondence of the Board; and

(i) perform such other duties as may from time to time be determined by the Board.

26. ATTENDEES

(a) Members of the Hospital and the public may attend meetings of the Board of Directors of the Hospital, subject to Board policy on closed sessions of meetings of the Board.

(b) The Board shall establish a policy for depositions by Members of the Hospital and the public to the Board. Depositions before the Board may be made within such reasonable limits as are determined by the Board at its discretion in order to enable the governance mandate of the Board. Members of the Hospital and the public who attend Board meetings shall not interfere with the orderly conduct of the meeting. The Chair of the Board shall control all meetings of the Board and may expel any person for improper conduct at a meeting of the Board.

27. REGULAR MEETINGS OF THE BOARD, NOTICE AND ATTENDANCE

(a) At the beginning of each Board year a list of dates for all regularly scheduled Board meetings shall be prepared, and the list of the meetings shall be given to the Directors and the Members of the Hospital and shall be made available to the public.

(b) The Secretary shall give notice of the meeting to the Directors if the meeting is to be held at another time or day or at a place other than the Head Office. Notice, if required, shall be given by the Secretary at least twenty-four (24) hours in advance of the meeting, and may be provided by telephone, facsimile or electronic transmission, personal delivery, courier, or shall be mailed to each Director at least five (5) days in advance of the meeting.

(c) The declaration of the Secretary or Chair that notice has been given pursuant to the By-law, shall be sufficient and conclusive evidence of the giving of such notice.

(d) No error or omission in giving notice for a meeting of Directors shall invalidate such meeting or invalidate or make void any proceedings taken or had at such meeting and any Director may at any time waive notice of any such meeting and may ratify and approve any or all proceedings taken or had thereat.

(e) There shall be a minimum of six (6) regular meetings of the Board per annum, which shall, if possible, be scheduled on the last Tuesday of the month, with the exception of the Board meeting following the Annual Meeting of the Corporation which may be held in accordance with s. 27 (g).

(f) If a member of the Board misses two (2) consecutive regular meetings of the Board or misses three (3) regular meetings of the Board in any twelve month fiscal period without just cause, then, pursuant to section 14, he or she may be removed as a member of the Board by a special resolution.

(g) A meeting of the Board may be held without notice, immediately following the annual meeting of the Corporation.

(h) If all persons who are members of the Board or a Committee consent, participation in a meeting of the Board or Committee by telephone conference or other means of communication shall be permitted, provided that such means of communication allows all persons participating in the meeting to communicate with each other simultaneously and instantaneously, and a Director participating in the meeting by such means is deemed to be present at the meeting. At the outset of the meeting, and prior to each vote, the Chair shall call roll to establish quorum.

28. SPECIAL MEETINGS OF THE BOARD AND NOTICE

(a) The Chair may call special meetings of the Board.

(b) The Secretary shall call a special meeting of the Board if three Directors so request in writing.

(c) Notice of a special meeting of the Board shall specify the purpose of the meeting, and notice shall be provided in the same manner as outlined in s. 27 (b).

(d) If a special meeting of the Board is called that is not a closed session of the Board, as soon as the meeting is called, notification of time and place of the meeting also shall be made available to the Members of the Hospital and to the public.

29. BOARD MEETINGS - CHAIR

Board meetings shall be chaired by:

(a) the Chair,

(b) the Vice-Chair (or First or Second Vice-chair) if the Chair is absent; or

(c) a Director elected by the Directors present if the Chair and Vice-Chair (or First and Second Vice-Chair) are absent.

30. VOTING

Business arising at any meeting of the Board shall be decided by a majority of votes, provided that:

(a) votes shall be taken in the usual way by a show of hands, in which case,

i) the Chair shall not have a vote.

ii) if there is an equality of votes, the Chair shall vote in order to break the tie, or

(b) despite s. 30 (a) votes shall be taken by written ballot if so demanded by any voting Director present in which case,

i) the Chair shall have a vote.

ii) if there is an equality of votes, the motion is lost.

(c) a declaration by the chair that a resolution, vote or motion has been carried and an entry to that effect in the minutes shall be admissible in 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.

(d) Notwithstanding any provision in this By-law, a Director may request that his or her vote on a motion or resolution be recorded in the minutes if such request is made, the Director's vote shall be recorded in the minutes.

31. QUORUM

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

32. RULES OF ORDER

Any questions of procedure at or for any meetings of the Corporation, of the Board, of the Credentialed Staff, or of any committee, which have not been provided for in this By-law or by the *Corporations Act* or by the *Public Hospitals Act* or Regulations thereunder, or the Credentialed Staff Rules, shall be determined by the chair in accordance with the most recent edition of *Procedures for Meetings and Organizations* by M. Kerr and H. King.

33. COMMITTEES OF THE BOARD

Establishment and Membership of Standing and Special Committees of the Board

(a) At the first meeting of the Board following the annual meeting of the Corporation, the Board shall establish the following committees of the Board;

(i) the Audit Committee;

(ii) the Fiscal Advisory Committee;

(iii) the Medical Advisory Committee; and

(iv) the Quality & Safety Committee

(b) At the first meeting of the Board following the annual meeting of the Corporation, the Board may establish committees to analyze and make recommendations to the Board concerning such matters as Hospital resources, Board governance, quality and safety, at the will of the Board. The membership and terms of reference of committees shall be provided in a Board resolution. No decision of a committee, other than an Executive Committee if established, shall be binding on the Board until approved by the Board.

(c) Except for the Quality & Safety Committee, the membership of which shall be as required by the *Excellent Care for All* Act, and with the exception of the Medical Advisory Committee, the membership which shall be as set out in this By-law, and subject to Regulation 965 of the *Public Hospitals Act*, at the first meeting of the Board following the annual meeting of the Corporation, the Board may take the following actions in regard to any Board committee;

(i) appoint from among themselves the Chair and Vice-Chair of the committee;

(ii) appoint from among themselves the members of the committee; and

(iii) appoint additional members who are not Directors to any committee of the Board, with the exception of the Executive and Medical Advisory Committees, and those persons shall be entitled to vote, but the number of non-Directors shall not exceed the number of Directors on a committee of the Board.

34. SPECIAL COMMITTEES OF THE BOARD

(a) The Board may, at any meeting, appoint any special committee and appoint the chair and the members of the special committee.

(b) The Board shall prescribe terms of reference for any special committee.

(c) The Board may by resolution dissolve any special committee at any time.

35. PROCEDURES FOR MEETINGS OF STANDING AND SPECIAL COMMITTEES

(a) Only members of a committee, subcommittee or task force of the Board, including the Medical Advisory Committee and the Fiscal Advisory Committee, may attend meetings of such committees, subcommittees or task forces.

(b) A committee, subcommittee or task force of the Board, including the Medical Advisory Committee and Fiscal Advisory Committee, may, by resolution, approve that individuals such as external legal counsel, presenters and Hospital staff be permitted to attend the meeting, but may be asked to leave the meeting before a vote is taken.

(c) Meetings of committees, subcommittees or task forces of the Board, including the Medical Advisory Committee and Fiscal Advisory Committee, shall be held at the call of the Chair, the chair of the committee of the Board or at the request of any two (2) members of the committee of the Board.

(d**)** Business arising at any meeting of a committee, subcommittee or task force of the Board, including the Medical Advisory Committee and the Fiscal Advisory Committee, shall be decided by a majority of votes, provided that;

(i) votes shall be taken by a show of hands, in which case the chair shall have a vote; and if there is an equality of votes, the motion is lost.

(ii) Despite subsection 35. (d) (i), votes shall be taken by written ballot if so demanded by any voting committee member present, in which case the chair shall have one vote, and if there is an equality of votes, the motion is lost.

(e) Minutes shall be recorded for all meetings of committees, subcommittees and task forces of the Board, including the Medical Advisory Committee and Fiscal Advisory Committee.

(f) Quorum for any meeting of a committee of the Board, subcommittee or task force of the Board, including the Medical Advisory Committee and the Fiscal Advisory Committee, shall be a majority of the members of the committee, subcommittee, or task force entitled to vote.

36. PRESIDENT AND CHIEF EXECUTIVE OFFICER

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

(b) The Board may at any time revoke or suspend the appointment of the President and Chief Executive Officer.

37. DUTIES OF THE PRESIDENT AND CHIEF EXECUTIVE OFFICER

The President and Chief Executive Officer shall:

(a) be responsible to the Board for the organization and management of the Hospital in accordance with policies established by the Board and subject to direction of the Board. Further to the Board's responsibility for the governance and the management of the affairs of the Corporation, the President and Chief Executive Officer shall advise the Board of potentially contentious issues affecting the Hospital. The President and Chief Executive Officer shall ensure the Board receives sufficient information to allow the Directors to fulfill their responsibilities outlined in section 15 above;

(b) ensure appropriate systems and structures are in place for the effective management and control of the Hospital and its resources including the employment, development, control, direction and discharge of all employees of the Hospital. The President and Chief Executive Officer shall consult with the Board in regard to changes in senior employees and changes in senior employee positions;

(c) ensure structures and systems are in place for the development, review and recommendation of new programs, program expansion or changes;

(d) ensure effective human resources strategic planning and identify resource implications;

(e) establish an organizational structure to ensure accountability of all departments and staff for fulfilling the mission, goals, objectives and strategic plan of the Hospital;

(f) provide leadership in support of the Board's responsibility to develop and periodically review the mission, goals, objectives and strategic plan of the Hospital;

(g) develop, recommend and foster the values, culture and philosophy of the Hospital;

(h) communicate with related health care agencies to promote co-ordination and/or planning of local health care services;

(i) represent the Hospital externally to the community, government, media and other organizations and agencies;

(j) be responsible for the payment by the Corporation of all salaries and amounts due from and owing by the Corporation which fall within the purview and scope of the approved annual budget or otherwise as may be established from time to time by resolution of the Board;

(k) prepare and forward a detailed report to the College of Physicians and Surgeons of Ontario where;

(i) the application of a physician for appointment or reappointment to the medical staff of the hospital is rejected by reason of his or her incompetence, negligence or misconduct;

(ii) the privileges of a member of the medical staff of the hospital are restricted or cancelled by reason of his or her incompetence, negligence or misconduct; or

(iii) a physician voluntarily or involuntarily resigns from the medical staff of the hospital during the course of an investigation into his or her competence, negligence or conduct;

(l) notify the Chief of Staff, the Chief of Department and in the case of a member of the extended class nursing staff the Chief Nursing Executive, and the Board if necessary, of;

(i) any failure of any member of the Credentialed Staff to act in accordance with statute law or regulations thereunder, or the Hospital By-law or rules;

(ii) any belief that a member of the Credentialed Staff is unable to perform the person's professional duties with respect to a patient in the Hospital;

(iii) any patient who does not appear to be receiving the most appropriate treatment and care or who is not being visited frequently enough by the attending member of the Credentialed Staff; and

(iv) any other matter about which they should have knowledge;

(m) be responsible to the Board for taking such action as considered necessary to ensure compliance with the *Public Hospitals Act*, the regulations thereto, the By-laws of the Hospital and all other statutory and regulatory requirements;

(n) attend meetings of the Board;

(o) attend meetings of all Board Committees;

(p) report to the Board as necessary regarding the occupational health and safety program;

(q) report to the Board as necessary in respect of the health surveillance program;

(r) report to the Board as necessary regarding the system for the disclosure of critical incidents, including the systems for the disclosure of any systemic steps to be taken to reduce the risk of similar critical incidents and for the recording of the content and the dates of such disclosures, according to the responsibilities of the Board under the Hospital Management Regulation;

(s) be a member of the Quality & Safety Committee; and

(t) perform such other duties as directed from time to time by the Board.

38. RETENTION OF WRITTEN STATEMENTS

The President and 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.

39. CHIEF NURSING EXECUTIVE

The President and Chief Executive Officer shall appoint a nurse as the Chief Nursing Executive upon terms and conditions as may be determined by the President and Chief Executive Officer, and shall report directly to the President and Chief Executive Officer.

40. DUTIES OF THE CHIEF NURSING EXECUTIVE

The Chief Nursing Executive shall;

(a) guide, direct and monitor the professional practice standards of nursing staff;

(b) advise on the quality of professional work life, retention and recruitment of nursing staff;

(c) establish such educational opportunities as appropriate and/or necessary for members of the nursing staff;

(d) establish procedures for the selection of members of the nursing staff for participation on such committees of the Hospital as are determined in consultation with the President and Chief Executive Officer and/or the Chief of Staff;

(e) be an ex-officio non-voting member of the Medical Advisory Committee and of any nursing committee or council;

(f) be a member of the leadership team for the Hospital;

(g) participate on any committee as directed by the President and Chief Executive Officer;

(h) be a member of the Quality & Safety Committee; and

(i) perform such other duties as assigned from time to time by the President and Chief Executive Officer.

41. BONDING - FIDELITY INSURANCE

(a) Directors, Officers and employees as the Board may designate shall secure from a guarantee company a bond of fidelity of an amount approved by the Board.

(b) The requirements of subsection 41 (a) may be met by an alternative form of employee fidelity insurance such as, but not limited to, a blanket position bond, a commercial blanket bond, or a comprehensive dishonesty, disappearance and destruction policy, at the discretion of the Board.

(c) The Corporation shall pay the expenses of any fidelity bond or policy secured under this section.

42. SIGNING OFFICERS

Any two (2) of the Chair, Vice-Chair (or First Vice-Chair), Treasurer or Secretary jointly shall sign on behalf of the Corporation and affix the Corporate Seal to all contracts, agreements, conveyances, mortgages, or other documents, as may be required by law or as authorized by the Board.

43. SEAL

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

44. INVESTMENTS

The Board may invest as trustees are permitted to invest pursuant to the *Trustee* Act of the Province of Ontario:

(a) all monies given in trust to the Corporation for the use of the Corporation;

(b) all Corporation monies not required for operating expenses; and

(c) notwithstanding the provisions of subsection 44 (a), the Board may, in its discretion, retain investments not authorized by the *Trustee Act* which are given to the Corporation in specie.

45. ENDOWMENT BENEFITS

No benefit given in trust to or to the use of the Corporation for endowment purposes shall be hypothecated, transferred or assigned to obtain credit or to receive funds except as allowed by this By-law.

46. AUDITOR

(a) The Members of the Corporation shall at the annual meeting appoint an Auditor who shall not be a member of the Board or an Officer or employee of the Corporation or a partner or employee of any such person, and who is duly licensed under the *Public Accounting Act*, to hold office until the next annual meeting of the Corporation.

(b) The Auditor shall have all the rights and privileges as set out in the *Corporations Act* of Ontario and shall perform the audit function as prescribed therein.

(c) In addition to making the report at the annual meeting of the Corporation, the Auditor shall from time to time report to the Board on the audit work with any necessary recommendations.

PART V - PROGRAMS

47. OCCUPATIONAL HEALTH AND SAFETY PROGRAM

(a) There shall be an Occupational Health and Safety Program for the Hospital.

(b) The program referred to in subsection 47 (a) shall include procedures with respect to;

(i) a safe and healthy work environment in the Hospital;

(ii) the safe use of substances, equipment and medical devices in the Hospital;

(iii) safe and healthy work practices in the Hospital;

(iv) the prevention of accidents to persons on the premises of the Hospital; and

(v) the elimination of undue risks and the minimizing of hazards inherent in the Hospital environment.

(c) The person designated by the President and Chief Executive Officer to be in charge of occupational health and safety in the Hospital shall be responsible to the President and Chief Executive Officer for the implementation of the Occupational Health and Safety Program.

(d) The President and Chief Executive Officer shall report to the Board as necessary on matters in respect of the Occupational Health and Safety Program.

48. HEALTH SURVEILLANCE PROGRAM

(a) There shall be a Health Surveillance Program for the Hospital.

(b) The program referred to in subsection 48 (a) shall;

(i) be in respect of all persons who may have contact with patients, carrying on activities in the Hospital; and

(ii) include a Communicable Disease Surveillance Program.

(c) The person designated by the President and Chief Executive Officer to be in charge of health surveillance in the Hospital shall be responsible to the President and Chief Executive Officer for the implementation of the Health Surveillance Program.

(d) The President and Chief Executive Officer shall report to the Board as necessary on matters in respect of the Health Surveillance Program.

49. VETERANS' SERVICES

Hospital Services will be provided to Eligible Veterans without charge, provided that it is proven that there is no alternate source of insurance coverage for such Hospital Services. For the purposes of this section, “Hospital Services” means hospital accommodation, medical and surgical care, medicines carried and provided by the Hospital for treatment of patients generally, and laboratory, x-ray and other diagnostic services. “Eligible Veterans” means those Veterans who meet the definition of Veteran as determined by the Government of Canada for the purpose of extending health care benefits, who resided in or were natives of Orillia or one of the adjacent municipalities at the time of enlistment. A committee composed of the ex-officio members of the Board of Directors appointed by the Legion, the City of Orillia, the County of Simcoe, and one other elected member of the Board of Directors, will decide on the eligibility of those persons who apply to the Hospital to receive these Hospital services.

PART VI - ORGAN DONATION

50. ORGAN DONATION

Pursuant to the Hospital Management Regulation, 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 Hospital.

PART VII - PARTICIPATION OF NURSES

51. PARTICIPATION OF NURSES ON COMMITTEES

The Chief Nursing Executive, a staff nurse elected or appointed in accordance with these By-laws and a nurse who is a manager elected or appointed in accordance with these By-laws shall be a member, with full-voting privileges, of those committees, approved by the Board to have nurse representation, that deal with one or more of the following:

(a) nurses' clinical practice;

(b) utilization review;

(c) quality assurance;

(d) risk management;

(e) hospital planning process; and

(f) any other matter as the Board may deem advisable.

52. ELECTION OF STAFF NURSES

(a) There shall be an annual meeting of the staff nurses.

(b) A nominating committee shall be elected by staff nurses at each annual meeting of the staff nurses and shall consist of three (3) staff nurses.

(c) The nominating committee shall, at least thirty (30) days before the annual meeting of the staff nurses, post on the nurses' bulletin board, a list of the names of those staff nurses who are nominated to the various Hospital committees that require nursing participation.

(d) The nominating committee shall call for any further nominations to be made in writing to the chair of the nominating committee within fourteen (14) days after the posting of the names referred to in subsection 52 (c). These further nominations shall be;

(i) signed by two (2) staff nurses; and

(ii) posted alongside the list referred to in subsection 52 (c).

(e) All nominees shall have signified in writing on the nomination form, acceptance of the nomination.

(f) Elections of staff nurses to the various committees in the Hospital that require nursing participation shall be conducted at each annual meeting of the staff nurses.

53. FAILURE TO ELECT A STAFF NURSE AND VACANCIES

(a) Where the election process for staff nurses has been carried out and no staff nurse is elected, then the Board may appoint a staff nurse to be a member of such committee.

(b) Where a duly elected staff nurse resigns his or her seat on a committee, or is unable to complete his or her term for any reason, then the Board may appoint the staff nurse with the next highest number of votes, or appoint a staff nurse to complete the term.

54. ELECTION OR APPOINTMENT OF NURSES WHO ARE MANAGERS

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

PART VIII - VOLUNTEER ASSOCIATIONS

55. AUTHORIZATION

The Board may sponsor the formation of volunteer associations as it deems advisable.

56. 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 in the Hospital.

57. CONTROL

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

58. REPRESENTATION ON BOARD

The Board may determine a mechanism to provide for representation by the volunteer associations on the Board.

59. AUDITOR

(a) Each unincorporated volunteer association shall have its financial affairs reviewed by an accountant licensed under the *Public Accounting Act* for purposes of assuring reasonable internal control.

(b) The Auditor for the Hospital may be the accountant for the volunteer associations under this section.

PART IX – AMENDMENTS TO BY-LAWS

60. AMENDMENTS TO BY-LAWS

(a) The Board may pass or amend the By-laws of the Corporation from time to time.

(b) (i) Where it is intended to pass or amend the By-laws at a meeting of the Board, written notice of such intention shall be sent by the Secretary to each Director at his or her address as shown on the records of the Corporation by ordinary mail, facsimile transmission, electronic communication, personal delivery or courier, all methods to ensure receipt not less than ten (10) days before the meeting.

(ii) Where the notice of intention required by clause (b) (i) is not provided, any proposed by-laws or amendments to the by-laws may nevertheless be moved at the meeting and discussion and voting thereon adjourned to the next meeting, for which no notice of intention need be given.

(c) Subject to clauses (d) (i) and (d) (ii) below, a By-law or an 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;

provided that an amendment to any provision under Part III of this By-law relating to the voting rights of Members shall not take effect until confirmed by the Members.

(d) (i) A by-law or an amendment to a by-law passed by the Board shall be presented for confirmation at the next annual meeting or to a special general meeting of the Members of the Corporation called for that purpose. The notice of such annual meeting or special meeting shall refer to the By-law or amendment to be presented.

(ii) The Members at the annual meeting or at a special meeting may confirm the by-law as presented or reject or amend it, and if rejected it thereupon ceases to have effect and if amended it takes effect as amended.

(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.

(f) The Secretary shall ensure that the by-laws, once amended pursuant to this section, are provided to any regulatory authority as required.

61. AMENDMENTS TO CREDENTIALED STAFF BY-LAWS PART

Prior to submitting the Credentialed Staff part of this By-law to the process established in section 60, the following procedures shall be followed:

(a) notice specifying the proposed Credentialed Staff part of the By-law, or amendment thereto shall be posted;

(b) the Credentialed Staff shall be afforded an opportunity to comment on the proposed Credentialed Staff part of the By-law or amendment thereto; and

(c) the Medical Advisory Committee shall make recommendations to the Board, concerning the proposed Credentialed Staff part of the By-law or amendment thereto.

BY-LAW NO. 2

BORROWING BY-LAW

BE IT ENACTED as a special By-law of the Corporation, that:

The Directors may, from time to time:

(a) borrow money on the credit of the Corporation;

(b) subject to any provision in the *Public Hospitals Act*, issue, sell or pledge securities of the Corporation;

(c) subject to any provision in the *Public Hospitals Act*, charge, mortgage, hypothecate or pledge all or any of the real or personal property of the Corporation, including book debts and rights, powers, franchises and undertakings, to secure any securities or any money borrowed, or other debt, or any other obligation or liability of the Corporation; and

(d) authorize any Director, Officer or employee of the Corporation to make arrangements with reference to the monies borrowed or to be borrowed as aforesaid, and as to the terms and conditions of the loan thereof, and as to the securities to be given therefore, with power to vary or modify such arrangements, terms and conditions and to give such additional securities for any monies borrowed or remaining due by the Corporation as the Directors may authorize, and generally to manage, transact and settle the borrowing of money by the Corporation.

APPENDICES

APPENDIX A

SPECIAL DIRECTORS

The Board may from time to time appoint, to the Board, by special resolution, in recognition of contributions or of long or special services to the Hospital considered worthy of such appointment, Honorary Directors, subject to the provisions of the *Public Hospitals Act*.

Part X – Credentialed Staff By-Laws

62. DEFINITIONS

"The Act" means the Public Hospital Act and its Regulations.

"Credentialed Staff" means those physicians, dentists, midwives, and registered nurses of the extended class who are appointed by the Board and who are granted specific privileges to practice medicine, dentistry, midwifery or extended class nursing, respectively, within the Hospital.

"Medical Staff" means those physicians to whom the Board has granted privileges of diagnosing, prescribing for, or treating patients in the Hospital.

"Rules" means the rules governing the Credentialed Staff of the Hospital.

63. APPOINTMENT OF CREDENTIALED STAFF

(1) The Board shall appoint annually a Credentialed Staff for the Hospital, each appointment being for a term of one (1) year or for such shorter period of time as the Board may determine, and shall delineate the privileges for each member of the Credentialed Staff. Appointments shall continue until the Board has made the appointments for the ensuing year.

(2) It shall be a condition of appointment by the Board that each member of the Credentialed Staff shall provide professional services without charge to Eligible Veterans (as defined by the Government of Canada) in accordance with section 49 of this By-law.

(3) Any fees for such professional service, which are not reimbursable by health insurance covering such veterans, will be paid on their behalf by the Hospital at rates current at the time such service is provided.

64. APPLICATION FOR APPOINTMENT TO THE CREDENTIALED STAFF

(1) An application for appointment to the Credentialed Staff shall be processed in accordance with the provisions of the Act, this By-law, and the Rules and Polices of the Hospital.

(2) The President and Chief Executive Officer shall supply a copy of the Act, this By-law, Vision, Mission, and Values Statements, and Rules of the Hospital, to each applicant who expresses in writing an intention to apply for appointment to the Credentialed Staff.

(3) Each applicant shall, where requested, participate in an interview with appropriate members of the Credentialed Staff and the President and Chief Executive Officer or delegate.

(4) Each applicant for appointment to the Credentialed Staff shall submit one original written application, using the prescribed form, to the President and Chief Executive Officer.

(5) Each application shall contain the following:

(a) confirmation by the applicant that the applicant has read the Act, this By-law, Vision, Mission, and Values Statements, and Rules of the Hospital that were included with the application;

(b) an undertaking that if the applicant is appointed to the Credentialed Staff, the applicant will provide the agreed-upon services to the Hospital and will act in accordance with the Act, this By-law, Vision, Mission, and Values Statements, and Rules of the Hospital;

(c) evidence of appropriate professional liability insurance coverage satisfactory to the Board;

(d) a list of the privileges which are being requested;

(e) an up-to-date curriculum vitae;

(f) (i) a direction to the President and Chief Executive Officer and/or Chief of Staff, or delegate, authorizing one of them to contact any previous hospitals where the applicant has provided services for the purposes of conducting a reference check on the experience, competence, and reputation of the applicant; such direction to include names and addresses of at least three (3) references, including, as appropriate:

(A) the President and Chief Executive Officer and/or Chief of Staff of the last hospital, healthcare centre or independent health facility where the applicant held privileges or receiving training;

(B) in the case of a certified specialist, a report from the Chief of Department in which the specialist last practised or trained;

(C) the service director or head of training program if enrolled in a graduate training program within the past three (3) years;

(D) the Dean of the last educational institution in which the applicant held an appointment or was trained if such appointment or training was within the past three (3) years;

(E) in the case of a midwife applicant, a physician who is active in obstetrics, has worked with the midwife applicant, and can provide a report on the experience, competence, and reputation of the applicant;

(F) in the case of a registered nurse in the extended class, a physician who has worked with the registered nurse in the extended class applicant and can provide a report on the experience, competence, and reputation of the applicant;

(ii) a signed authorization to any applicable hospital, healthcare institution or regulatory body for the release of information relating to any of the above;

(g) information of any previous disciplinary proceeding where there was an adverse finding;

(h) a current certificate of professional conduct (physicians), certificate of registration (dentists and midwives) or annual registration payment card as a registered nurse in the extended class from the appropriate college and a signed consent authorizing the appropriate college to provide:

(A) a report on any action taken by the College's Disciplinary Committee, Fitness to Practice Committee or Quality Assurance Committee or substantially equivalent committees;

(B) a report on whether the applicant's privileges have been curtailed or cancelled by any regulatory body or by another hospital because of incompetence, negligence, incapacity or any act of professional misconduct;

(i) information whether the applicant has voluntarily restricted or resigned their privileges during the course of an investigation into competence, negligence or professional misconduct, and details with respect to prior privileges disputes with other hospitals or healthcare institutions regarding appointment, re-appointment, change of privileges, or mid-term suspension or revocation of privileges;

(j) evidence of current immunization status in compliance with the Communicable Disease Surveillance Protocols jointly published by the Ontario Hospital Association and Ontario Medical Association, as may be amended from time to time;

(k) information regarding the applicant's failure to obtain any professional license or Certification, Fellowship, professional academic appointment or privileges at any other hospital or health care institution;

(l) information regarding the applicant's health, including any current impairments, medical conditions, diseases or illnesses that the applicant objectively believes may impact on the applicant's ability to practice, or could reasonably be considered a risk to the safety of Hospital patients, Credentialed Staff members or employees, and current treatments therefore, as well as the date of the applicant's last examination, the name of the treating health professional and an authorization to the treating health professional to release relevant information to the Chief of Staff. Any information provided by the applicant's treating physician to the Chief of Staff will not become part of the applicant's credentialing file and will not be provided to the Credentials Committee unless:

(A) the Chief of Staff reasonably believes that the information provided by the applicant's treating physician discloses a condition or situation that adversely impacts the applicant's ability to practice; and

(B) the applicant agrees to the release of the information to the Credentials Committee. In the event that the applicant refuses to authorize the Chief of Staff to release the information to the Credentials Committee, the applicant will be deemed to have withdrawn the application for appointment;

(m) information regarding ongoing criminal proceedings or convictions of an offence that may be relevant to the applicant's ability and/or suitability to practice medicine;

(n) information of any civil suit related to medical or professional practice where there was a finding of negligence or battery, including any such suit settled by a payment on behalf of the applicant.

65. CRITERIA FOR APPOINTMENT TO THE CREDENTIALED STAFF

(1) Each applicant for appointment to the Credentialed Staff must meet the following qualifications:

(a) If a Physician, the applicant shall have a current valid certificate of registration and a current certificate of professional conduct from the College of Physicians and Surgeons of Ontario;

(b) If a Dentist, the applicant shall have a current valid certificate of registration and a current letter of standing from the Royal College of Dental Surgeons of Ontario, and in the case of an oral 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;

(c) If a Midwife, the applicant shall have a current valid certificate of registration and a current letter of professional conduct from the College of Midwives of Ontario;

(d) If a Registered Nurse in the Extended Class, the applicant shall have a current valid annual registration payment card as a registered nurse in the extended class with the College of Nurses of Ontario and shall not be an employee of the Hospital;

(e) Evidence of professional liability insurance coverage satisfactory to the Board;

(f) Adequate training and experience for the privileges requested, including participation in continuing education to meet the certification requirements of the relevant regulatory College;

(g) A demonstrated ability to provide patient care at an appropriate level of quality and efficiency;

(h) A demonstrated ability to communicate, work with and relate to all members of the Credentialed Staff and Hospital staff in a co-operative and professional manner;

(i) A demonstrated ability to communicate and relate appropriately with patients and patients' relatives;

(j) A willingness to participate in the discharge of obligations appropriate to their Credentialed Staff membership category.

(2) The applicant must agree to provide reasonable on-call coverage for all Hospital patients according to the Rules of the Hospital unless otherwise exempted by this By-law or the Medical Advisory Committee on the recommendation of the Chief of Department and/or Chief of Staff.

(3) The applicant must undertake to govern themselves in accordance with the requirements set out in this By-law, Policies and Rules of the Hospital.

(4) The applicant must release sufficient information to the Credentials Committee to demonstrate adequate control of the applicant's current impairment or medical condition, disease, or illness that was disclosed to the Credentials Committee pursuant to section 64 (5) (l) of this By-law.

(5) There is a demonstrated need for the applicant's services as determined by the Hospital.

66. PROCEDURE FOR PROCESSING APPLICATIONS FOR CREDENTIALED STAFF APPOINTMENTS

(1) The President and Chief Executive Officer, on receipt of the completed application in the prescribed form, shall retain a copy and shall refer the original application immediately to the Chief of Staff who shall ensure it is reviewed by the Chief of Department, and then referred to the Chair of the Credentials Committee.

(2) The Credentials Committee shall review the application and the information regarding the applicant required by this By-law, and shall report to the Medical Advisory Committee.

(3) Each application shall be considered by the Medical Advisory Committee which shall make a recommendation thereon in writing to the Board within sixty (60) days from the date of the application.

(4) Despite subsection (3) the Medical Advisory Committee may make its recommendation later than sixty (60) days after the date of the application if, prior to the expiry of the sixty (60) day period, it indicates in writing to the Board and the applicant that a final review cannot yet be made and gives written reasons therefore.

(5) The Hospital and the Medical Advisory Committee shall deal with the application in accordance with the Act and the procedures set out in this By-law.

67. APPLICATION FOR RE-APPOINTMENT AND DEVELOPMENT REVIEW

(1) Each year each member of the Credentialed Staff, excluding Honorary Staff, shall make written application for re-appointment to the Credentialed Staff of the Hospital in the prescribed form.

(2) Each Application for Re-Appointment to the Credentialed Staff will include the following:

(a) evidence of appropriate professional liability insurance coverage satisfactory to the Board;

(b) evidence of current immunization status in compliance with the Communicable Disease Surveillance Protocols jointly published by the Ontario Hospital Association and the Ontario Medical Association, as may be amended from time to time;

(c) an undertaking that if the applicant is re-appointed to the Credentialed Staff the applicant will provide the agreed-upon services to the Hospital and that the applicant has read and will act in accordance with the Act, this By-law, Vision, Mission, and Values Statements, Rules and Policies of the Hospital.

(3) Upon recommendation by the Medical Advisory Committee, the Board shall establish and approve a process for the annual development review of each member of the Credentialed Staff.

(4) Where a member of the Credentialed Staff has applied for re-appointment, the Chief of Department shall make a written report to the Medical Advisory Committee, which report shall address:

(a) the applicant’s development review for the past year conducted in accordance with the prescribed process;

(b) whether the applicant continues to meet the qualifications outlined in section 65 of this By-law;

(c) the applicant’s health relevant to their ability to practise during the past year;

(d) the applicant’s plans for any changes in type or level of service provided and reasons therefore;

(e) the applicant’s practice succession plans and/or retirement plans, if any.

(5) The application for re-appointment to a category of the Credentialed Staff of the Hospital shall be processed in the same manner as set out in section 66 of this By-law.

68. CRITERIA FOR RE-APPOINTMENT TO THE CREDENTIALED STAFF

(1) In order to be eligible for re-appointment, the applicant shall:

(a) continue to meet the criteria set out in section 65 of this By-law; and

(b) have demonstrated an appropriate use of Hospital resources.

69. REFUSAL TO REAPPOINT

(1) Pursuant to the Act, the Board may refuse to re-appoint a member of the Credentialed Staff.

(2) Where a member has applied for re-appointment, the member's appointment shall be deemed to continue:

(a) until the re-appointment is granted; or

(b) where the member is served with notice that the Board refuses to grant the re-appointment, until the time for giving notice requiring a hearing by the Health Professions Appeal and Review Board has expired and, where a hearing is required, until the decision of the Health Professions Appeal and Review Board has become final.

70. APPLICATION FOR CHANGE OF PRIVILEGES

(1) Where a member of the Credentialed Staff wishes to change his or her privileges, the Credentialed Staff member shall make a written application, in the prescribed form, listing the change of privileges which is requested and shall submit evidence of appropriate training and competence in respect of the privileges being requested.

(2) An application for a change in privileges made by a member of the Credentialed Staff shall be processed in the same manner as set out in section 66 of this By-law.

71. MONITORING ABERRANT PRACTICES

Where any member of the Credentialed Staff or Hospital staff believes that a member of the Credentialed Staff is attempting to exceed the Credentialed Staff member's privileges or is temporarily incapable of providing a service that the Credentialed Staff member is about to undertake, the belief shall be communicated immediately to the Chief of the Department, the Program Medical Director, the Chief of Staff, and the President and Chief Executive Officer.

72. VIEWING THERAPEUTIC ACTIONS, OPERATIONS OR PROCEDURES

Any therapeutic action, operation or procedure performed in the Hospital may be viewed without the permission of the Credentialed Staff member by:

(a) the Chief of Staff or delegate;

(b) the Chief of the Department or delegate; or

(c) the Program Medical Director.

73. MID-TERM ACTION

(1) Pursuant to the Act and in accordance with this By-law, the Board at any time may revoke or suspend any appointment of a member of the Credentialed Staff or dismiss, suspend, restrict or otherwise deal with the privileges of the member.

(2) Mid-term action may be initiated wherever the member is alleged to have engaged in, made or exhibited acts, statements, demeanour or professional conduct, either within or outside the Hospital, and the same exposes, or is reasonably likely to expose patients to harm or injury, or the same is, or is reasonably likely to be, detrimental to patient safety or to the delivery of quality patient care within the Hospital, or the same is, or is reasonably likely to constitute abuse; or the same results in the imposition of sanctions by the professional College; or the same is contrary to the By-laws, Hospital policies, the Rules, the Act or any other relevant law or legislated requirement.

74. NON-IMMEDIATE MID-TERM ACTION

1. Initiation

(1) Where information is provided to the President and Chief Executive Officer, Chief of Staff, Chief of Department or Program Medical Director which raises concerns about any of the matters in section 73 (2), the information shall be in writing and shall be directed to the President and Chief Executive Officer, Chief of Staff, Chief of Department, or Program Medical Director.

(2) If either of the President and Chief Executive Officer, Chief of Staff, Chief of Department or Program Medical Director receives information about the conduct, performance or competence of a member, he or she shall inform the other individuals.

2. Initial Interview

(1) An interview shall be arranged with the member.

(2) The member shall be advised of the information about his or her conduct, performance or competence and shall be given a reasonable opportunity to present relevant information on his or her own behalf.

(3) A written record shall be maintained reflecting the substance of the interview and copies shall be sent to the member, the Chief of Staff, Chief of Department, and President and Chief Executive Officer.

(4) If the member fails or declines to participate in the interview after being given a reasonable opportunity, appropriate action may be initiated.

(5) The member may have up to two (2) colleagues present who will act in a support/counsellor role. The two (2) colleagues must be acceptable to all parties involved, and should not be the President or the Vice-President of the Medical Staff Association, to allow them to participate in a Board Hearing, if required. The member must be prepared to give consent in writing to the Chief of Staff or delegate to release any information to the support person(s). The support/counsellors may be present at both the initial interview and the Medical Advisory Committee meeting. They will not, however, participate in either meeting.

3. Investigation

(1) The Chief of Staff, Chief of Department or President and Chief Executive Officer shall determine whether a further investigation is necessary. While it is preferable that the Chief of Staff, Chief of Department and President and Chief Executive Officer unanimously agree whether the situation merits further investigation, any of them can so require further investigation.

(2) The investigation may be assigned to an individual(s) within the Hospital, the Medical Advisory Committee, a body within the Hospital other than the Medical Advisory Committee, or an external consultant. The investigation should not be conducted by or involve the President or Vice President of the Medical Staff Association to allow them to participate in a Board Hearing, if required.

(3) Upon completion of the investigation, the individual or body who conducted the investigation shall forward a written report to the President and Chief Executive Officer, Chief of Staff, and Chief of Department. The member shall be provided with a copy of the written report.

(4) The President and Chief Executive Officer, Chief of Staff, and Chief of Department shall review the report and determine whether to:

(a) dismiss the report;

(b) refer the report for further investigation; or

(c) refer the matter to the Medical Advisory Committee.

(5) Where a consensus cannot be reached concerning whether further investigation or further action, pursuant to subsections (1) and (4), may be required, then the Medical Advisory Committee shall decide the matter.

4. Request to Medical Advisory Committee for Recommendation for Mid-Term Action

(1) Where it is determined that further action may be required and the matter relates to the dismissal, suspension or restriction of a member's Hospital privileges and/or the quality of care provided by the Credentialed Staff member in the Hospital, the matter shall be referred to the Medical Advisory Committee who shall make a recommendation to the Board.

(2) All requests for a recommendation for Mid-Term Action must be submitted to the Medical Advisory Committee in writing and supported by reference to the specific activities or conduct which constitute grounds for the request.

(3) Where the matter is referred to the Medical Advisory Committee, a copy of any reports made by a body or consultant with respect to the matter shall be forwarded to the Medical Advisory Committee.

(4) The Medical Advisory Committee may initiate further investigation itself, establish an Ad Hoc Committee to conduct the investigation, refer the matter to an external consultant, dismiss the matter for lack of merit or determine to have a meeting of the Medical Advisory Committee.

(5) Where the Medical Advisory Committee establishes an Ad Hoc Committee to conduct the investigation or refers the matter to an external consultant, that individual or body shall forward a written report of the investigation to the Medical Advisory Committee as soon as practicable after the completion of the investigation.

(6) Upon completion of its own investigation or upon receipt of the report by the body that conducted the investigation, as the case may be, the Medical Advisory Committee may either dismiss the matter for lack of merit or determine to have a meeting of the Medical Advisory Committee.

(7) Within twenty-one (21) days after receipt by the Medical Advisory Committee of the request for a recommendation for Mid-Term Action, unless deferred, the Medical Advisory Committee shall determine whether a meeting of the Medical Advisory Committee is required to be held.

(8) If additional time is needed for the investigative process, the Medical Advisory Committee may defer action on the request. The Medical Advisory Committee must act within thirty (30) days of the deferral.

(9) If the Medical Advisory Committee determines that there is merit to proceed to a Medical Advisory Committee meeting, then the member is entitled to attend the meeting.

5. The Medical Advisory Committee Meeting - Non-Immediate Mid-Term Action

(1) At least fourteen (14) days prior to the Medical Advisory Committee meeting, the member and the Medical Advisory Committee shall be given written notice of the Medical Advisory Committee meeting. The notice shall include:

(a) the time and place of the meeting;

(b) the purpose of the meeting;

(c) a statement that the member will be provided with a statement of the matter to be considered by the Medical Advisory Committee together with any relevant documentation;

(d) a statement that the member is entitled to attend the Medical Advisory Committee meeting and to participate fully, to answer all matters considered by the Medical Advisory Committee and to present documents and witnesses;

(e) a statement that the parties are entitled to bring legal counsel to the meeting and consult with legal counsel, but that legal counsel will not be entitled to participate in the meeting; and

(f) a statement that in the absence of the member, the meeting may proceed.

(2) The President of the Medical Staff Association and/or the Vice-President of the Medical Staff Association shall be excluded from attending the Medical Advisory Committee meeting and from participating in any investigations or discussions, if required by the decision of the Chief of Staff, to allow them to participate in the Board Hearing.

(3) The Medical Advisory Committee Chair shall provide the member with a short but comprehensive statement of the matter to be considered by the Medical Advisory Committee, together with any relevant documentation, including any reports and other documentation which will be reviewed at the meeting.

(4) At the meeting of the Medical Advisory Committee, a record of the proceeding shall be kept in the minutes of the Medical Advisory Committee meeting.

(5) The Credentialed Staff member involved shall be given full opportunity to answer each ground as well as to present documents and witnesses if so desired.

(6) Where the Medical Advisory Committee determines that the matter has no merit, this shall be noted in the minutes of the Medical Advisory Committee.

(7) Where the Medical Advisory Committee determines that the matter has merit, the Medical Advisory Committee shall make a recommendation to the Hospital Board.

(8) The Medical Advisory Committee's recommendation may include one or more of the following:

(a) to warn or provide a formal letter of reprimand;

(b) to require a probationary period with retrospective review of cases but without special requirements of prior or concurrent consultation or direct supervision;

(c) to suspend membership prerogatives that do not affect clinical privileges;

(d) to require consultation with, or supervision by, another Credentialed Staff member;

(e) to restrict, suspend or revoke clinical privileges;

(f) to reduce the Credentialed Staff category; or

(g) to suspend or revoke the member's Credentialed Staff appointment.

(9) Where the Medical Advisory Committee considers the matter at a Medical Advisory Committee meeting, the procedures set out in this By-law are to be followed.

75. MEDICAL ADVISORY COMMITTEE PROCEDURES (Applications for Appointment, Re-Appointment, Changes in Privileges, and Non-Immediate Mid-Term Action)

(1) In the case of an Application for Appointment, Re-appointment or Change in Privileges, within sixty (60) days from the date of the application, the Medical Advisory Committee shall give written notice to the Board and the applicant or member, as the case may be, of its recommendation.

(2) In the case of Non-Immediate Mid-Term Action, within fourteen (14) days from the date of the Medical Advisory Committee meeting, the Medical Advisory Committee shall give written notice to the Board and the applicant or member of its recommendation.

(3) The notice referred to in subsections (1) and (2) shall:

(a) include the written reasons for the recommendation; and

(b) inform the applicant or member, as the case may be, that he or she is entitled to a hearing before the Board if a written request is received by the Board and the Medical Advisory Committee within seven (7) days of the receipt by the applicant or member, as the case may be, of the written reasons under clause (a) above.

(4) The time period to provide the written notice required in subsections (1) and (2) may be extended if prior to the expiry of the time period, the Medical Advisory Committee gives written notice to the Board and the applicant or member, as the case may be, that the final recommendation cannot yet be made and provides the applicant or member with written reasons therefor.

(5) Service of a notice to the applicant or member may be made personally or by registered mail addressed to the person to be served at his or her last known address and, where the notice is served by registered mail, it shall be deemed that the notice was served on the third day after the day of mailing, unless the person to be served establishes that he or she did not, acting in good faith, through absence, accident, illness or other cause beyond his or her control, receive it until a later date.

(6) Where the applicant or member does not require a hearing by the Hospital Board, the Hospital Board may implement the recommendation of the Medical Advisory Committee.

(7) Where the applicant or member requires a hearing by the Hospital Board, the Hospital Board shall appoint a place and a time for the hearing.

(8) Where the member continues in his or her duties at the Hospital and the Chief of Department believes the member's work should be scrutinized, the member's work shall be scrutinized in a manner to be determined by the Chief of the Department.

(9) If at any time it becomes apparent that the member's conduct, performance or competence is such that it exposes, or is reasonably likely to expose patient(s) to harm or injury and immediate action must be taken to protect the patients, then the procedures under Immediate Mid-Term Action in an Emergency Situation shall be invoked.

76. BOARD HEARING PROCEDURES (APPLICATIONS FOR APPOINTMENT, RE-APPOINTMENT, CHANGE IN PRIVILEGES, NON-IMMEDIATE MID-TERM ACTION, AND IMMEDIATE MID-TERM ACTION)

(1) The Hospital Board shall name a place and time for the hearing.

(2) In the case of Immediate Mid-Term Action, the Board hearing and notice thereof shall occur within the following time limits:

(a) the Hospital Board hearing shall be held within seven (7) days of the date of receipt by the member of the Medical Advisory Committee's recommendations and written reasons; and

(b) the Hospital Board shall provide written notice of the Hospital Board hearing to the member and to the Chair of the Medical Advisory Committee (or substitute) at the earliest possible opportunity and in any event, at least seventy-two (72) hours before the hearing date.

(3) In the case of Applications, Re-application, Changes in Privileges, and Non-Immediate Mid-Term Action, the Board hearing and notice thereof shall occur within the following time limits:

(a) the Hospital Board hearing shall be held within fourteen (14) days of the Hospital Board receiving the notice from the applicant or member requesting a hearing; and

(b) the Hospital Board shall provide written notice of the Hospital Board hearing to the applicant or member and to the Chair of the Medical Advisory Committee (or substitute) at least seven (7) days before the hearing date.

(4) The notice of the Hospital Board hearing shall include:

(a) The date, time and place of the hearing;

(b) The purpose of the hearing;

(c) A statement that the applicant or member and Medical Advisory Committee shall be afforded an opportunity to 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 applicant or member may proceed in person or be represented by counsel, and that in his or her absence the Hospital Board may proceed with the hearing and the member will not be entitled to any further notice of the proceeding;

(e) A statement that the applicant or member may call witnesses and tender documents in evidence in support of his or her case; and

(f) A statement that the time for the hearing may be extended by the Hospital Board.

(5) The parties to the Hospital Board hearing are the applicant or member, the Medical Advisory Committee, and such other persons as the Hospital Board may specify.

(6) The applicant or member requiring a hearing before the Hospital Board shall be afforded an opportunity to 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.

(7) Members of the Hospital Board holding the hearing shall not have taken part in any investigation or consideration of the subject matter of the hearing before the hearing and shall not communicate directly or indirectly in relation to the subject matter of the hearing with any person or with any party or his or her representative, except upon notice to and an opportunity for, all parties to participate.

(8) The findings of fact of the Hospital Board, pursuant to a hearing, shall be based exclusively on evidence admissible or matters that may be noticed under sections 15 and 16 of the Statutory Powers Procedure Act.

(9) The Hospital Board shall consider only the reasons of the Medical Advisory Committee that have been given to the applicant or member in support of its recommendation. Where through error or inadvertence, certain reasons have been omitted in the statement delivered to the applicant or member, the Hospital Board may consider those reasons only if those reasons are given by the Medical Advisory Committee in writing to both the applicant or member and the Hospital Board and the applicant or member is given a reasonable time to review the reasons and to prepare a case to meet those additional reasons.

(10) No member of the Hospital Board shall participate in a decision of the Hospital Board pursuant to a hearing unless he or she was present throughout the hearing and heard the evidence and argument of the parties and, except with the consent of the parties, no decision of the Hospital Board shall be given unless all members so present participate in the decision.

(11) The Hospital Board shall make a decision to either follow or not follow the recommendation of the Medical Advisory Committee.

(12) A written copy of the decision of the Hospital Board and the written reasons for the decision shall be provided to the applicant or member, as the case may be, and to the Medical Advisory Committee Chair.

(13) Service of the notice of the decision and the written reasons to the applicant or member may be made personally or by registered mail addressed to the applicant or member at his or her last known address and, where the notice is served by registered mail, it shall be deemed that the notice was served on the third day after the day of mailing unless the person to be served establishes that he or she did not, acting in good faith, through absence, accident, illness or other cause beyond his or her control receive it until a later date.

77. IMMEDIATE MID-TERM ACTION IN AN EMERGENCY SITUATION

1. Immediate Steps

(1) Where the conduct, performance or competence of a member exposes, or is reasonably likely to expose the patient(s) to harm or injury and immediate action must be taken to protect the patient(s) and no less restrictive measure can be taken, the Chief of Staff or Chief of Department, or his or her delegate, may immediately and temporarily suspend the member's privileges, with immediate notice to the President and Chief Executive Officer, or his or her delegate, pending a Medical Advisory Committee meeting and a hearing by the Hospital Board.

(2) The Chief of Staff or Chief of Department shall immediately notify the member, the Medical Advisory Committee, and the Hospital Board of his or her decision to suspend the member's privileges.

(3) Arrangements, as necessary, shall be made by the Chief of Staff or Chief of Department for the assignment of a substitute physician to care for the patients of the suspended member.

(4) Within forty-eight (48) hours of the suspension, the individual who suspended the member shall provide the member and Medical Advisory Committee with written reasons for the suspension and copies of any relevant documents or records.

2. Medical Advisory Committee Procedures - Immediate Mid-Term Action

(1) The Medical Advisory Committee shall set a date for a meeting of the Medical Advisory Committee to be held within five (5) days from the date of the suspension to review the suspension and to make recommendations to the Hospital Board.

(2) The President of the Medical Staff Association and/or the Vice-President of the Medical Staff Association shall be excluded from attending the Medical Advisory Committee meeting and from participating in any investigations or discussions, if required by the decision of the Chief of Staff, to allow them to participate in the Board Hearing.

(3) As soon as possible, and in any event, at least forty-eight (48) hours prior to the Medical Advisory Committee meeting, the Medical Advisory Committee shall provide the member with a written notice of:

(a) the date, time and place of the meeting;

(b) the purpose of the meeting;

(c) a statement of the matter to be considered by the Medical Advisory Committee together with any relevant documentation;

(d) a statement that the member is entitled to attend the Medical Advisory Committee meeting and to participate fully, to answer all matters considered by the Medical Advisory Committee and to present documents and witnesses;

(e) a statement that the parties are entitled to bring to the meeting and consult with legal counsel, but that the legal counsel will not be entitled to participate in the meeting; and

(f) a statement that, in the absence of the member, the meeting may proceed.

(4) The member may request and the Medical Advisory Committee may grant a postponement of the Medical Advisory Committee meeting.

(5) At the meeting of the Medical Advisory Committee, a record of the proceedings shall be kept in the minutes of the Medical Advisory Committee meeting.

(6) The member shall be given full opportunity to answer each ground as well as to present documents and witnesses if so desired.

(7) Before deliberating on the recommendation to be made to the Hospital Board, the Chair of the Medical Advisory Committee shall require the member involved, and any other persons present who are not Medical Advisory Committee members, to retire. The Medical Advisory Committee shall not consider any matter or case to which they did not give the member a fair opportunity to answer.

(8) The Medical Advisory Committee shall provide to the member within twenty-four (24) hours of the Medical Advisory Committee meeting written notice of:

(a) the Medical Advisory Committee's recommendation and the written reasons for the recommendation; and

(b) the member's entitlement to a hearing before the Hospital Board.

(9) The Medical Advisory Committee shall provide to the Hospital Board, within twenty-four (24) hours of the Medical Advisory Committee meeting, written notice of the Medical Advisory Committee’s recommendation.

(10) A Board hearing, if required, shall be conducted in accordance with the applicable procedures under section 76 of this By-law.

78. CREDENTIALED STAFF CATEGORIES

(1) The Credentialed Staff shall be divided into the following categories:

(a) active;

(b) associate;

(c) courtesy;

(d) regional affiliate;

(e) locum tenens;

(f) temporary; and

(g) honorary.

(2) Every physician, dentist or midwife applying to the Active Credentialed Staff category shall be assigned to the Associate Staff category for a probationary period unless the Board requires otherwise.

(3) Registered nurses in the extended class may only be appointed to the Courtesy or Locum Tenens Staff categories.

79. ACTIVE STAFF

(1) The Active Staff shall consist of those Credentialed Staff members who have been appointed to the Active Staff by the Board.

(2) Except where approved by the Board, no Credentialed Staff member with an Active Staff appointment at another hospital shall be appointed to the Active Staff.

(3) All Active Staff members shall have admitting privileges unless otherwise specified in their appointment to the Active Staff.

(4) Eligibility to vote at Medical Staff Association meetings
Physicians who are Active Staff members shall be eligible to vote at Medical Staff Association meetings. Dentists and midwives who are Active Staff members may attend Medical Staff Association meetings but shall not be eligible to vote.

(5) Eligibility to hold office
Physicians who are Active Staff members shall be eligible to hold office and to sit on any committee of the Medical Staff Association. Dentists and midwives who are Active Staff members are not eligible to hold an office of the Medical Staff Association.

(6) Each member of the Active Staff shall:

(a) undertake such duties in respect of patients as may be specified by the Chief of Staff or by the Chief of the Department to which the Active Staff member has been assigned;

(b) attend patients, and undertake treatment and operative procedures only in accordance with the kind and degree of privileges granted by the Board;

(c) act as a Supervisor of a member of the Credentialed Staff as and when requested by the Chief of Staff or the Chief of Department; and

(d) provide reasonable on-call coverage for all Hospital patients, to include weekend and after-hours coverage, according to the Rules of the Hospital.

(7) In recognition of extended length of service to the Hospital and the community, Active Credentialed Staff may request a reduction in on-call or clinical responsibilities from the appropriate service or Department which will forward a recommendation to the Medical Advisory Committee for approval.

80. ASSOCIATE STAFF

(1) Each Associate Staff member shall have admitting privileges unless otherwise specified in the appointment.

(2) An Associate Staff member shall work for a probationary period under the supervision of an Active Staff member named by the Chief of Staff on the recommendation of the Chief of the Department to which the Associate Staff member has been assigned.

(3) A Supervisor shall carry out the duties in accordance with the Rules of the Hospital.

(4) After one (1) year the appointment of a Credentialed Staff member to the Associate Staff shall be reviewed by the Credentials Committee, following a recommendation by the Chief of Department, and a report shall be provided to the Medical Advisory Committee.

(5) The Medical Advisory Committee may recommend to the Board 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.

(6) 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 not longer than six (6) months.

(7) 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.

(8) No member of the Credentialed Staff shall be appointed to the Associate Staff for more than eighteen (18) consecutive months.

(9) An Associate Staff member shall:

(a) attend patients, and undertake treatment and operative procedures under supervision in accordance with the kind and degree of privileges granted by the Board on the recommendation of the Medical Advisory Committee;

(b) undertake such duties in respect of patients as may be specified by the Chief of the Department to which the Associate Staff member has been assigned;

(c) provide reasonable on-call coverage for all Hospital patients, to include weekend and after-hours coverage, according to the Rules of the Hospital.

(10) Unless required to attend by the Chief of Staff or the Chief of Department, members of the Associate Staff shall not have the right to vote at meetings of committees of the Medical Staff Association.

(11) A member of the Associate Staff shall not be elected a Medical Staff Association officer.

(12) Physicians on Associate Staff may be appointed to a committee of the Medical Advisory Committee or other Hospital or Medical Staff Committees.

81. COURTESY STAFF

(1) The Board may grant an applicant an appointment to the Courtesy Staff in one or more of the following circumstances:

(a) the applicant has an Active Staff commitment at another hospital; or

(b) the applicant lives at such a remote distance from the Hospital that it limits full participation in Active Staff duties, but the applicant wishes to maintain an affiliation with the Hospital; or

(c) the applicant has a primary commitment to, or contractual relationship with, another community or organization; or

(d) the applicant requests access to limited Hospital resources or out-patient programs or facilities; or

(e) where the Board deems it otherwise advisable.

(2) The circumstances leading to the request for an appointment to Courtesy Staff shall be specified on the application.

(3) The Board may grant:

(a) a physician, dentist, or midwife an appointment to the Courtesy Staff with such privileges as the Board deems advisable.

(b) a registered nurse in the extended class, who is not an employee of the Hospital, an appointment to the Courtesy Staff to register out-patients in the Hospital to diagnose, prescribe for or treat such out-patients.

(4) Each Credentialed Staff member on the Courtesy Staff may attend meetings of the Medical Staff Association, or other Credentialed Staff, departmental, and program meetings but unless the Board so requires shall not be subject to the attendance requirements and penalties as provided by this By-law and the Rules of the Hospital.

(5) Unless required to attend by the Chief of Staff or the Chief of Department, members of the Courtesy Staff shall not have the right to vote at meetings of committees of the Medical Staff Association.

(6) Physicians on the Courtesy Staff shall not hold office on the Medical Staff Association.

(7) Each Credentialed Staff member on the Courtesy Staff shall be allowed to attend patients and review and document in the Health Record but shall not have privileges to write orders or to admit patients, unless specially granted under specific circumstances.

82. REGIONAL AFFILIATE

(1) The Board may appoint an applicant to the Regional Affiliate Staff who has privileges in good standing at another hospital and:

(a) requires privileges at Orillia Soldiers' Memorial Hospital so as to fully participate in an approved regional program; or

(b) whose services may be required occasionally by the Hospital or by a member of the Hospital’s Credentialed Staff.

(2) A member of the Regional Affiliate Staff category shall:

(a) attend patients, and undertake treatment and operative procedures under supervision in accordance with the kind and degree of privileges granted by the Board on the recommendation of the Medical Advisory Committee; and

(b) undertake such duties in respect of patients as may be specified by the Chief of the Department to which the Regional Affiliate Staff member has been assigned;

(c) provide on-call coverage for Hospital patients, as required by the Medical Advisory Committee and according to the Rules of the Hospital.

(3) Every Credentialed Staff member of the Regional Affiliate Staff shall be allowed to admit, provide orders, and treat patients and hold such other privileges as are granted by the Board upon the request of the Hospital.

(4) Each Credentialed Staff member of the Regional Affiliate Staff may attend meetings of the Medical Staff Association, or other Credentialed Staff, departmental, and program meetings but unless the Board so requires shall not be subject to the attendance requirements and penalties as provided by this By-law and the Rules of the Hospital.

(5) Unless required to attend by the Chief of Staff or the Chief of Department, members of the Regional Affiliate Staff shall not have the right to vote at meetings of committees of the Medical Staff Association.

(6) Physicians on the Regional Affiliate Staff shall not hold office on the Medical Staff Association.

83. LOCUM TENENS

(1) The Medical Advisory Committee based upon the request of a Chief of Department may recommend the appointment of a Locum Tenens as a planned replacement for a Credentialed Staff member of that department for a specified period of time.

(2) A Locum Tenens shall:

(a) have admitting privileges unless otherwise specified;

(i) if the Locum Tenens is a registered nurse in the extended class, the Locum Tenens may have privileges to register out-patients in the Hospital to diagnose, prescribe for or treat such out-patients.

(b) work under the counsel and supervision of a member of the Active Credentialed Staff who has been assigned this responsibility by the Chief of Staff or delegate, unless otherwise specified;

(i) if the Locum Tenens is a registered nurse in the extended class, the Locum Tenens will work under the counsel and supervision of a member of the Active or Regional Affiliate Staff who has been assigned this responsibility by the Chief of Staff or delegate.

(c) attend patients assigned to the care of the Locum Tenens by the Active Staff member for whom the Locum Tenens is covering and shall treat the patients within the professional privileges granted by the Board on the recommendation of the Medical Advisory Committee; and

(d) undertake such duties in respect of patients as may be specified by the Chief of Staff or by the Chief of the Department to which the Locum Tenens has been assigned.

(3) The Locum Tenens privileges shall terminate at the end of the specified period.

84. TEMPORARY STAFF

(1) A temporary appointment to the Credentialed Staff may be made only for one of the following reasons:

(a) to meet a specific singular requirement by providing a consultation and/or operative procedure; or

(b) to meet an urgent unexpected need for a professional service;

(c) to provide a series of consultations.

(2) Notwithstanding any other provision in this By-law, the President and Chief Executive Officer, after consultation with the Chief of Staff or his or her delegate, may:

(a) grant a temporary appointment to an applicant 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

(b) continue the appointment on the recommendation of the Medical Advisory Committee until the next meeting of the Board.

85. HONORARY STAFF

(1) A member may be honoured by the Board with a position on the Honorary Staff of the Hospital because the member is a former member of the Credentialed Staff who has an outstanding reputation or has made an extraordinary accomplishment; although is not necessarily a resident in the community.

(2) Each member of the Honourary Staff shall be appointed by the Board on the recommendation of the Medical Advisory Committee.

(3) Members of the Honorary Staff shall not:

(a) have regularly assigned duties or responsibilities;

(b) be eligible to vote at Medical Staff Association meetings or to hold office;

(c) be bound by attendance requirements for Medical Staff Association meetings; or

(d) have admitting privileges.

86. CREDENTIALED STAFF DUTIES

(1) Each member of the Credentialed Staff is accountable to and shall recognize the authority of the Board through and with their Chief of Department, the Chief of Staff, the Program Medical Director and the President and Chief Executive Officer.

(2) Each member of the Credentialed Staff shall:

(a) attend and treat patients within the limits of the privileges granted by the Board, unless the privileges are otherwise restricted;

(b) ensure that an acceptable standard of care is provided to patients under their care;

(c) notify the President and Chief Executive Officer of any change in the members' registration with the appropriate college;

(d) give such instruction as is required for the education of other members of the Credentialed Staff and Hospital staff;

(e) conduct oneself appropriately with other Credentialed Staff, Hospital personnel, patients, and family members or caregivers of patients;

(f) abide by the Rules of the Hospital, this By-law, the Act and all other legislated requirements;

(g) co-operate with:

(i) the Chief of Staff and the Medical Advisory Committee;

(ii) the Chief of Department;

(iii) the Head of Service, if applicable;

(iv) the President and Chief Executive Officer; and

(v) the Program Medical Directors;

(h) notify patients and/or their families or other appropriate persons about their options with respect to tissue and organ transplantation; and

(i) perform such other duties within the normal scope and site of practice 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.

(3) Each member of the Active and Associate Medical Staff, and the Courtesy Staff where required, shall attend fifty percent (50%) of the regular Medical Staff Association meetings and seventy percent (70%) of the meetings of the Department of which he or she is a member.

87. TRANSFER OF RESPONSIBILITY

(1) Pursuant to the Hospital Management Regulation whenever the responsibility for the care of a patient of a member of the Credentialed Staff is transferred to another member of the Credentialed Staff, a written notation by the Credentialed Staff member who is transferring the care over to another shall be made and signed on the patient's health record and the name of the Credentialed Staff member assuming the responsibility shall be noted in the patient's health record and the Credentialed Staff member assuming the responsibility shall be notified.

(2) Where a Supervisor, the Chief of Department or Chief of Staff, as the case may be, has cause to take over the care of a patient, the President and Chief Executive Officer, the attending Credentialed Staff member and the patient, or in the case where the patient is mentally incompetent, the patient's substitute decision maker, shall be notified as soon as possible.

88. CHIEF OF STAFF

(1) The Board shall appoint a member of the Active or Associate Medical Staff to be the Chief of Staff after giving consideration to the recommendations of a Selection Committee.

(2) The membership of the Selection Committee shall include:

(a) an elected Director on the Board of Directors who shall be Chair,

(b) two members of the Medical Advisory Committee, one of whom shall be on the Executive of the Medical Staff Association,

(c) the Chief Nursing Executive,

(d) the President and Chief Executive Officer, or his or her delegate, and

(e) such other members as the Board deems advisable.

(3) Subject to annual confirmation by the Board, an appointment of a Chief of Staff shall be for a term as recommended by the selection committee up to a maximum of five (5) years but the Chief of Staff may hold office until a successor is appointed.

(4) The maximum number of consecutive terms shall be two (2).

(5) The Board may at any time revoke or suspend the appointment of the Chief of Staff.

89. DUTIES OF THE CHIEF OF STAFF

The Chief of Staff shall:

(1) be accountable to the Board;

(2) organize the Credentialed Staff to ensure that the quality of the professional care given to all patients of the Hospital is in accordance with policies established by the Board;

(3) chair the Medical Advisory Committee;

(4) advise the Medical Advisory Committee and the Board with respect to the quality of diagnosis, care and treatment provided to the patients of the Hospital by the Credentialed Staff;

(5) report regularly to the Board and Credentialed Staff about the activities, recommendations and actions of the Medical Advisory Committee and any other matters about which they should have knowledge;

(6) assign or delegate the assignment of a member of the Credentialed Staff:

(a) to supervise the professional practice of any member of the Credentialed Staff as appropriate for any period of time; and

(b) to make a written report to the Chief of the appropriate Department;

(7) assign, or delegate the assignment of, a member of the Credentialed Staff to discuss in detail with any other member of the Credentialed Staff any matter which is of concern to the Chief of Staff and to report the discussion to the Chief of the appropriate Department;

(8) in consultation with the President and Chief Executive Officer, designate an alternate to act during an absence;

(9) supervise the professional care provided by all members of the Credentialed Staff;

(10) be responsible to the Board through and with the President and Chief Executive Officer for the appropriate utilization of resources by all Credentialed Staff;

(11) report to the Medical Advisory Committee on activities of the Hospital including the utilization of resources and quality assurance;

(12) participate in the development of the Hospital's mission, objectives, and strategic plan;

(13) work with the Medical Advisory Committee to plan the Credentialed Staff human resources needs of the Hospital in accordance with the Hospital's strategic plan;

(14) participate in Hospital resource allocation decisions;

(15) ensure a process for the regular review of the clinical and administrative development of the Chiefs of Department and the Program Medical Directors, in cooperation with the President and Chief Executive Officer;

(16) ensure there is a process for participation by Credentialed Staff in continuing education;

(17) receive and review recommendations from Chiefs of Department regarding changes in privileges;

(18) receive and review the development evaluations and the recommendations from Chiefs of Department concerning reappointments. Ensure that the evaluations and recommendations are forwarded to the Medical Advisory Committee. Notify the Credentials Committee of the completion of the evaluations and the completion of the recommendations;

(19) advise the Credentialed Staff on current Hospital policies, objectives and Rules;

(20) delegate appropriate responsibility to the Chiefs of Department and Program Medical Directors;

(21) participate, as time allows, in the orientation of new members of the Credentialed Staff; and

(22) be ex-officio a member of all committees reporting to the Medical Advisory Committee.

90. MEDICAL STAFF DEPARTMENTS

(1) The Board, on the advice of the Medical Advisory Committee, may divide the Medical Staff into Departments. The existing Departments include:

(a) anaesthesia;

(b) diagnostic imaging;

(c) emergency medicine;

(d) family medicine;

(e) laboratory services;

(f) medicine;

(g) neonatal and paediatric medicine;

(h) obstetrics;

(i) psychiatry; and

(j) surgery.

(2) All Medical Staff Departments shall function in accordance with the Credentialed Staff Rules.

(3) All Credentialed Staff shall be assigned to a Medical Staff Department:

(a) Dentists on the Credentialed Staff shall be assigned to the Department of Surgery;

(b) Midwives on the Credentialed Staff shall be assigned to the Department of Obstetrics;

(c) Registered nurses in the extended class on the Credentialed Staff shall be assigned to the Department of Family Medicine or another Department, if appropriate.

(4) Whenever a separate department is established, Credentialed Staff related to the department shall come under the jurisdiction of the department as assigned by the Medical Advisory Committee.

(5) The Board, after considering the advice of the Medical Advisory Committee, may at any time establish or disband Medical Staff Departments.

91. CHIEF OF DEPARTMENT

(1) The Board shall appoint as Chief of Department a physician from that Department who is on the Active or Associate Staff, after giving consideration to the recommendations of the department or a Selection Committee, where a Selection Committee is required.

(2) The Chief of each Department shall be appointed by the Board upon the recommendation of the Medical Advisory Committee.

(3) If a Selection Committee is required, the membership may include:

(a) the Chief of Staff, who shall be chair,

(b) an elected Director of the Board of Directors,

(c) a voting member of the Medical Advisory Committee from another department,

(d) the President and Chief Executive Officer or delegate,

(e) a Program Medical Director, and

(f) a member of the department.

(4) Subject to annual confirmation of the Board, the appointment of a Chief of Department shall be for a term of two (2) years, but the Chief of Department may hold office until a successor is appointed.

(5) The recommended maximum number of consecutive terms shall be two (2). Additional terms may be approved by the Board based on the recommendation of the Medical Advisory Committee.

(6) The Board may at any time revoke or suspend the appointment of a Chief of Department.

92. DUTIES OF CHIEF OF DEPARTMENT

The Chief of Department shall:

(1) through and with the Chief of Staff and in communication with the Program Medical Director, supervise the professional care provided to patients by all members of the Credentialed Staff appointed to the department;

(2) participate, in collaboration with the Program Medical Director, in the orientation of new members of the Credentialed Staff appointed to the department;

(3) ensure that there is participation in departmental and Hospital quality assurance activities by Credentialed Staff members of the department;

(4) advise the Medical Advisory Committee, through and with the Chief of Staff, regarding the quality of diagnosis, care and treatment provided by Credentialed Staff members of the department;

(5) advise the Chief of Staff, the Program Medical Director, and the President and Chief Executive Officer if (s)he becomes aware of any patient who is not receiving appropriate treatment and care, and to fulfill the responsibilities outlined under sections 73 - 77 of this By-law with respect to Mid-Term Action;

(6) be responsible to the Chief of Staff, in collaboration with the Program Medical Director, regarding the appropriate utilization of the resources allocated to the department and its individual members;

(7) make recommendations to the Medical Advisory Committee, in collaboration with the Program Medical Director, regarding Credentialed Staff human resources needs of the department in accordance with the Hospital's strategic plan, following consultation with Credentialed Staff of the department, the Chief of Staff and, where appropriate, Heads of Service;

(8) participate, in collaboration with the Program Medical Director, in the development of the department's mission, objectives and strategic plan;

(9) participate, in collaboration with the Program Medical Director, in resource allocation decisions;

(10) review or cause to be reviewed the privileges granted to Credentialed Staff members of the department for the purpose of making recommendations for changes in the kind and degree of such privileges;

(11) review and make written recommendations regarding development evaluations of Credentialed Staff members of the department as part of the annual reappointment process;

(12) ensure that there is participation in continuing education for Credentialed Staff members of the department;

(13) be a member of the Medical Advisory Committee;

(14) advise the members of the department regarding current Hospital and Departmental policies, objectives, and Rules;

(15) hold regular meetings with the Credentialed Staff members of the department and where appropriate with the Heads of Service within the department and provide the minutes of the departmental meetings to the Medical Advisory Committee;

(16) notify the Chief of Staff, and/or the President and Chief Executive Officer of his or her absence, and designate an alternate from within the department; and

(17) delegate appropriate responsibility to the Heads of Service within the department.

93. DEPARTMENT MEETINGS

Department meetings shall be held in accordance with Credentialed Staff Rules.

94. ATTENDANCE AT DEPARTMENT MEETINGS

Each member of the Active and Associate Staff categories shall attend at least seventy percent (70%) of the meetings of the department of which (s)he is a member.

95. SERVICES IN A DEPARTMENT

When warranted by the professional resources of the department, the Board, on the advice of the Medical Advisory Committee, after considering the recommendation of the Chief of the Department and Program Medical Director, may divide the department into Services.

96. HEADS OF SERVICE

(1) When Services are established under a Department, the Board, on the advice of the Medical Advisory Committee, after considering the recommendation of the Chief of the Department, shall appoint a Head of Service for each Service who shall be responsible to the Chief of the Department for the quality of care rendered to patients by Credentialed Staff members of that Service.

(2) Subject to annual confirmation of the Board, the appointment of a Head of Service shall be for a term of two (2) years, but the Head of Service may hold office until a successor is appointed.

(3) The recommended maximum number of consecutive terms shall be two (2). Additional terms may be approved by the Board based on the recommendation of the Medical Advisory Committee.

(4) The Board may at any time revoke or suspend the appointment of a Head of Service.

97. MEDICAL STAFF ASSOCIATION

98. MEETINGS OF THE MEDICAL STAFF ASSOCIATION

The Medical Staff Association shall hold at least four (4) meetings in each fiscal year of the Hospital, one of which shall be the annual meeting.

99. NOTICE OF ANNUAL MEETINGS

A written notice of each annual meeting shall be posted in the doctors' lounge, surgeon's lounge, and the Medical Staff mailroom by the Secretary/Treasurer of the Medical Staff Association at least ten (10) days before the meeting.

100. NOTICE OF REGULAR MEETINGS

A written notice of each regular meeting shall be posted in the doctors' lounge, surgeon's lounge, and the Medical Staff mailroom by the Secretary/Treasurer of the Medical Staff Association at least five (5) days before the meeting.

101. SPECIAL MEETINGS

(1) The President of the Medical Staff Association may call a special meeting.

(2) Special meetings shall be called by the President of the Medical Staff Association on the written request of any twenty percent (20%) of members of the Active Staff or seventy-five percent (75%) of members of a department.

(3) Notice of such special meetings shall be as required for a regular meeting, except in cases of emergency, and shall state the nature of the business for which the special meeting is called.

(4) 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.

102. ORDER OF BUSINESS

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

103. ATTENDANCE AT REGULAR MEDICAL STAFF ASSOCIATION MEETINGS

Each member of the Active and Associate Medical Staff shall attend at least fifty percent (50%) of the regular Medical Staff Association meetings.

104. MEDICAL STAFF ASSOCIATION ELECTED OFFICERS

105. ELIGIBILITY FOR OFFICE

Only members of the Active Medical Staff may be elected or appointed to any position or office.

106. ELECTION PROCEDURE

(1) A Medical Staff Nominating Committee shall be appointed by the Medical Staff Association at each annual meeting and shall consist of at least three (3) members of the Active Medical Staff. Medical Staff members who serve on the Credentials Committee may assume the responsibility of the Medical Staff Nominating Committee.

(2) At least thirty (30) days before the annual meeting of the Medical Staff Association, the Medical Staff Nominating Committee shall post in the doctors' lounge, surgeon's lounge, and Medical Staff mailroom a list of the names of those who are nominated for the offices of the Medical Staff Association which are to be filled by election in accordance with this By-law and the regulations under the Public Hospitals Act.

(3) Any further nominations shall be made in writing to the Secretary/Treasurer of the Medical Staff Association within ten (10) days after the posting of the names referred to in subsection (2).

(4) (a) Further nominations referred to in subsection (3) shall be signed by two (2) members of the Medical Staff who are entitled to vote.

(b) The nominee shall have signified in writing on the nomination acceptance of the nomination.

(c) Nominations shall then be posted alongside the list referred to in subsection (2).

107. TERM OF OFFICE

(1) The terms of office for the President, Vice-President, and Secretary-Treasurer of the Medical Staff Association shall be for one (1) year.

(2) The recommended maximum number of consecutive terms for each position shall be two (2).

108. DUTIES OF THE PRESIDENT OF THE MEDICAL STAFF ASSOCIATION

The President of the Medical Staff Association shall:

(1) be a non-voting member of the Board;

(2) be a member of the Medical Advisory Committee;

(3) report to the Medical Advisory Committee and the Board on any issues raised by the Medical Staff;

(4) be accountable to the Medical Staff and advocate fair process in the treatment of individual members of the Medical Staff;

(5) preside at all meetings of the Medical Staff Association;

(6) call special meetings of the Medical Staff Association;

(7) be a co-chair of the Joint Conference Committee;

(8) be a member of the Board Committee(s) with responsibility for making recommendations regarding Hospital finances and human resources, if so requested; and

(9) be a member of such other committees as may be deemed appropriate by the Board.

109. DUTIES OF THE VICE-PRESIDENT OF MEDICAL STAFF ASSOCIATION

The Vice-President of the Medical Staff Association shall:

(1) be a non voting member of the Board;

(2) be a member of the Medical Advisory Committee;

(3) be a member of the Joint Conference Committee;

(4) be a member of such other committees as may be deemed appropriate by the Board;

(5) 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; and,

(6) perform such duties as the President of the Medical Staff Association may delegate.

110. DUTIES OF THE SECRETARY/TREASURER OF THE MEDICAL STAFF ASSOCIATION

The Secretary/Treasurer of the Medical Staff Association shall:

(1) be a member of the Medical Advisory Committee;

(2) attend to the correspondence of the Medical Staff Association;

(3) give notice of Medical Staff Association meetings by posting a written notice thereof:

(a) in the case of a regular or special meeting of the Medical Staff Association at least five (5) days before the meeting;

(b) in the case of an annual meeting of the Medical Staff Association, at least ten (10) days before the meeting;

(4) ensure that minutes are kept of all Medical Staff Association meetings;

(5) ensure that a record of the attendance at each meeting of the Medical Staff Association is made;

(6) make the attendance records available to the Medical Advisory Committee;

(7) keep the funds of the Medical Staff Association in a safe manner and be accountable therefor;

(8) disburse Medical Staff Association funds at the direction of the Medical Staff Association as determined by a majority vote of the Medical Staff members present and entitled to vote at a Medical Staff Association meeting;

(9) act in the 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.

111. MEDICAL ADVISORY COMMITTEE

112. MEMBERSHIP OF MEDICAL ADVISORY COMMITTEE

The Medical Advisory Committee shall consist of:

(1) Voting Members:

(a) Chief of Staff, who shall be chair,

(b) Chiefs of Department,

(c) President of the Medical Staff Association,

(d) Vice-President of the Medical Staff Association,

(e) Secretary/Treasurer of the Medical Staff Association,

(f) Program Medical Directors, and

(2) Non-Voting Members:

(a) Heads of Service,

(b) President and Chief Executive Officer,

(c) Chief Nursing Executive, and

(d) Member of the Board of Directors.

113. DUTIES OF THE MEDICAL ADVISORY COMMITTEE

(1) The Medical Advisory Committee shall perform the functions as set out in the Hospital Management Regulation.

(2) The Medical Advisory Committee shall:

(a) Make recommendations to the Board concerning the following matters:

(i) every application for appointment or re-appointment to the Credentialed Staff;

(ii) the privileges granted to each member of the Credentialed Staff;

(iii) in considering a recommendation for appointment, the Medical Advisory Committee shall take into account the need of the Hospital for such an appointment and the impact such an appointment would have on available Hospital and community resources;

(iv) By-laws affecting any Credentialed Staff;

(v) The dismissal, suspension or restrictions of privileges of any member of the Credentialed Staff;

(vi) The quality of diagnosis, care, and treatment provided to patients of the Hospital by members of the Credentialed Staff;

(vii) The Policies and Rules governing the Credentialed Staff;

(b) Supervise the practice of the Credentialed Staff;

(c) Develop a Credentialed Staff human resources plan;

(d) Through the Chief of Staff, advise the Board on:

(i) Credentialed Staff quality assurance;

(ii) continuing education of Credentialed Staff members;

(iii) clinical role of the Hospital, and

(iv) Credentialed Staff human resources plan;

(e) Appoint Credentialed Staff to Medical Advisory sub-committees, and receive reports from these sub-committees;

(f) Report to the Medical Staff Association at each regularly scheduled meeting;

(g) Report, in writing, to the Board at each regularly scheduled meeting of the Board respecting the practice of medicine, dentistry, midwifery, and extended-class nursing, as appropriate, in the Hospital;

(h) Appoint one or more members to the Joint Health and Safety Committee (JHSC) established under the Occupational Health and Safety Act where the committee is requested to do so by the JHSC; and

(i) Advise the Board on any matter referred to it by the Board.

114. EXECUTIVE COMMITTEE OF THE MEDICAL ADVISORY COMMITTEE

(1) The Executive Committee of the Medical Advisory Committee shall consist of:

(a) Chief of Staff, who shall be chair,

(b) President of the Medical Staff Association,

(c) Chief of the Department of Family Medicine,

(d) Chief of the Department of Surgery,

(e) one other Chief of Department, to be appointed by the chair.

(2) The President and Chief Executive Officer and the Chief Nursing Executive shall be invited to attend meetings of the Executive Committee of the Medical Advisory Committee but shall not have a vote.

(3) The Executive Committee of the Medical Advisory Committee shall:

(a) act as an advisory committee to the Medical Advisory Committee on issues brought to the Medical Advisory Committee or referred to the Executive Committee by the Board or the President and Chief Executive Officer;

(b) exercise the full powers of the Medical Advisory Committee in all urgent matters reporting every action at the next meeting of the Medical Advisory Committee;

(c) report as necessary, at meetings of the Medical Advisory Committee; and

(d) meet at the call of the chair.

115. MEETINGS AND QUORUM

(1) The Medical Advisory Committee shall hold at least ten (10) monthly meetings in each fiscal year.

(2) A quorum of the Medical Advisory Committee shall consist of a majority of the voting members.

116. MEDICAL ADVISORY SUB- COMMITTEES

The Medical Advisory sub-committees are the Credentialed Staff committees established by the Board within the meaning of the Hospital Management Regulation. They include the following:

(1) Credentials Committee,

(2) Infection Control Committee,

(3) Utilization Committee,

(4) Pharmacy and Therapeutics Committee, and

(5) any other such committee as the Medical Advisory Committee deems appropriate.

117. APPOINTMENT TO MEDICAL ADVISORY SUB-COMMITTEES

Pursuant to the Hospital Management Regulation, the Medical Advisory Committee shall appoint the physician members of all Medical Advisory Sub-Committees as provided for in this By-law. Other members of the Medical Advisory Sub-Committees may be appointed by the Medical Advisory Committee, Chief of Staff, or President and Chief Executive Officer.

118. MEDICAL ADVISORY SUB-COMMITTEE DUTIES

In addition to the specific duties of each Medical Advisory Sub-Committee as approved by the Medical Advisory Committee in their Terms of Reference, all Medical Advisory Sub-Committees shall:

(1) meet as directed by the Medical Advisory Committee; and

(2) present a written report including any recommendations to the Medical Advisory Committee at least annually or as outlined in the Terms of Reference.

119. MEDICAL ADVISORY SUB-COMMITTEE CHAIR

The Medical Advisory Committee shall appoint the chair of each Medical Advisory Sub-Committee.

120. MEDICAL ADVISORY SUB-COMMITTEE CHAIR DUTIES

The chair of a Medical Advisory Sub-Committee shall:

(1) chair the Medical Advisory Sub-Committee;

(2) call meetings of the Medical Advisory Sub-Committee;

(3) at the request of the Medical Advisory Committee, be present to discuss all or part of any report of the sub-committee; and

(4) carry out such further and other duties as may be prescribed by the Medical Advisory Committee from time to time.