



BOARD GOVERNANCE POLICY MANUAL

Haldimand War Memorial Hospital

Edgewater Gardens Long-term Care Centre

Haldimand War Memorial Charitable Corporation

March 2021

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The above policies represent the entirety of Board Governance policies and any policies that may have previously existed are no longer in effect.

Haldimand War Memorial Hospital & Edgewater Gardens

VISION

Best care, every person, every time.

MISSION

Our excellence in health care is guided by our patients and residents, their families, research, and our highly skilled team of professionals. We provide that care in a safe and supportive environment, within a vibrant, rural community.

VALUES

- **Compassion:** We are known for exceptional caring and compassion.
- **Respect:** We respect the dignity of every person under our care and with whom we work.
- **Honesty:** We act with honesty, integrity, and transparency.
- **Teamwork:** We value the knowledge, opinions, and diversity of our team.
- **Service:** We will take the time to listen, respond and show courtesy to everyone in everything we do.



Strategic Directions, 2019 to 2022

Our Strategic Plan for 2019-2022 includes five strategic directions, or main themes, that will guide our actions over the next three years. Each direction is approached through the lens of Ontario Health Teams. They are:

- I Enhancing the patient/resident experience
- II Supporting and developing those who serve
- III Engaging the community
- IV Ensuring a sustainable future
- V Partnering to create an Ontario Health Team

**HALDIMAND WAR MEMORIAL HOSPITAL
BY-LAW**

September 23, 2019

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ARTICLE 1. INTERPRETATION

1.01 Definitions

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

- (a) “Admitting and Procedural Privileges” means the privileges granted to members of the Medical, Dental, Extended Class Nursing and Midwifery Staff related to the admission of in-patients, registration of out-patients, and the diagnosis, assessment and treatment of the patients;
- (b) “Appeal Board” means the Health Professions Appeal and Review Board;
- (c) “Associates” in relation to an individual means children living in the individual’s household, or the individual’s parents, siblings, children , spouse or common law partner, and includes any organization, agency, company, or individual (such as a business partner) with a formal relationship to the individual;
- (d) “Board” means the board of directors of the Corporation;
- (e) “By-Law(s)” unless otherwise specified, means the by-laws of the Corporation from time to time in effect;
- (f) “Chair of the Board” means the Director elected by the Board to serve as Chair of the Board and Members of the Corporation;
- (g) “Chief Executive Officer” means in addition to “administrator” as defined in section 1 of the *Public Hospitals Act*, the President and Chief Executive Officer of the Corporation;
- (h) “Chief Nursing Executive” means the senior employee appointed by the process established by the Chief Executive Officer and responsible to the Chief Executive Officer for the nursing functions and practices in the Hospital;
- (i) “Chief of Staff” means the Physician appointed by and responsible to the Board for quality of medical care, diagnosis and treatment, and reporting regularly to the Board on the work and recommendations of the Medical Advisory Committee and its component parts and subcommittees; and to the Medical Advisory Committee on the decisions and Policies of the Board;
- (j) “Clinical Human Resources Plan” means the plan developed by the Hospital in conjunction with , if applicable, Ontario Health Regional Partners, based on the mission, vision, strategic plan and organizational philosophy of the Corporation and on the regional needs of the community, which plan

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provides information and future projections of this information with respect to the management and appointment of Physicians, Dentists, Midwives, and Extended Class Nurses who are or may become members of the Professional Staff;

- (k) “College” means the relevant regulatory body, as the case may be, the College of Physicians and Surgeons of Ontario (“CPSO”), the Royal College of Dental Surgeons of Ontario, the College of Midwives of Ontario and/or the College of Nurses of Ontario;
- (l) “Committee” means any committee created by the Board pursuant to this By-Law;
- (m) “Conflict of Interest” includes, without limitation, the following areas that may give rise to a conflict of interest for any Director or Professional Staff member of the Corporation, namely:
 - (i) Pecuniary or financial interest – a Director or Professional Staff member is said to have a pecuniary or financial interest in a decision when the Director or Professional Staff member (or his/her Associates) stands to gain by that decision, either in the form of money, benefit, gifts, favours, gratuities or other special considerations; or
 - (ii) Benefit – A Director or Professional Staff member is said to have received a benefit when the Director or Professional Staff member or his/her Associates receives any benefit, directly or indirectly, from:
 - (A) a supplier to whom the Director or Professional Staff member refers Corporation patients or their patients specimens; or
 - (B) a supplier who sells or otherwise supplies any medical goods or services to the Corporation’s patients; or
 - (iii) Undue influence/divided loyalties – a Director’s participation or influence in Board decisions that selectively and disproportionately benefits particular Departments, and/or services, agencies, companies, organizations, municipal or professional groups or patients from a particular demographic, geographic, political, socio-economic or cultural group is a violation of the Director’s entrusted responsibility to the Corporation’s stakeholders at large;
 - (iv) Adverse interest – a Director or Professional Staff member is said to have an adverse interest to the Corporation or Medical Advisory Committee or its committees when the Professional Staff member is

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a party to a claim, application or proceeding against the Corporation;
or

- (v) Personal relationship – a Director or Professional Staff member has or may be perceived to have personal interests that are inconsistent with those of the Corporation, creating conflicting loyalties;
- (n) “Corporation” means the Haldimand War Memorial Hospital;
- (o) “*Corporations Act*” means the *Corporations Act* (Ontario) and/or the *Not-for-Profit Corporations Act, 2010* (Ontario) and, where the context requires, includes the regulations respectively made thereunder;
- (p) “Dental Staff” means:
 - (i) the Oral and Maxillofacial Surgeons to whom the Board has granted the privilege of diagnosing, prescribing or treating patients in the Corporation; and
 - (ii) the Dentists to whom the Board has granted the privilege of attending patients in the Corporation in co-operation with a member of the Professional Staff;
- (q) “Dentist” means a dental practitioner in good standing with the Royal College of Dental Surgeons of Ontario;
- (r) “Director” means a member of the Board;
- (s) “Disruptive Behaviour” occurs when the use of inappropriate words, actions or inactions by a Professional Staff member interferes with his/her ability to function well with others to the extent that the behaviour interferes with, or is likely to interfere with, quality health care delivery and/or patient or workplace safety and/or staff recruitment, retention and the cost of providing health care to patients;
- (t) “ex-officio” means membership, election or appointment by virtue of the office and includes all rights, responsibilities and power to vote except where otherwise specifically provided;
- (u) “Excluded Person” means:
 - (i) any person providing supplies or services or their affiliates and any Director, owner, operator, major shareholder, or senior executive (as well as their formal Associates including parents, siblings, children, spouses and common-law partners) of such person(s) if such person(s):

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- (A) is under contract with the Corporation;
 - (B) has responded to a request for proposals issued by the Corporation in the previous fiscal year; or
 - (C) intends to submit a proposal during the term of office of the Director;
- (ii) any member of the Professional Staff member of the Hospital other than the members of the Medical Staff appointed to the Board pursuant to the *Public Hospitals Act*; and
 - (iii) any employee of the Hospital (excluding the Chief Executive Officer);
 - (iv) any (ex)spouse, (ex)common law partner, dependent child, parent, brother or sister of an employee, or member of the Professional Staff;
 - (v) any person who lives in the same household as a member of the Professional Staff or an employee of the Corporation;
 - (vi) any person who is not an individual;
 - (vii) any person who is under 18 years old;
 - (viii) any person who has been found under the *Substitute Decisions Act*, 1992 or under the *Mental Health Act* to be incapable of managing property;
 - (ix) any person who has been found to be incapable by any court in Canada or elsewhere;
 - (x) any person who has the status of bankrupt; and
 - (xi) any person who has been convicted of an indictable offence;
- (v) “Extended Class Nurses” means those registered nurses in the extended class to whom the Board has granted Privileges to diagnose, prescribe for or treat patients in the Hospital;
 - (w) “Extended Class Nursing Staff” means those registered nurses in the extended class in the Corporation who are not employed by the Corporation and to whom the Board has granted privileges to diagnose, prescribe for or treat patients in the Hospital;
 - (x) “Head Office” means 206 John Street, Dunnville ON N1A 2P7;
 - (y) “Hospital” means the Haldimand War Memorial Hospital;

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- (z) “HSAA” means the Hospital Service Accountability Agreement entered into between the Corporation and the **LHIN**;
- (aa) “Impact Analysis” means a study conducted by the Chief Executive Officer, or designate, in consultation with the Chief of Staff to determine the impact upon the resources of the Corporation of the proposed or continued appointment of any person to the Professional Staff or an application for re-appointment where the Chief of Staff believes that the request will result in an increase demand on Hospital resources;
- (bb) “In-Camera” means a meeting that is held in private and is not open to the public;
- (cc) “Legislation” means relevant statutes and regulations that govern the provision of health care to patients of the Corporation, including without limitation the *Broader Public Sector Accountability Act, 2010*, the *Broader Public Sector Executive Compensation Act, 2014* (Ontario), the *Commitment to the Future of Medicare Act* (Ontario), the *Connecting Care Act, 2019* (Ontario), the *Corporations Act* (Ontario), the *Dentistry Act* (Ontario), the *Excellent Care for All Act* (Ontario), the *Freedom of Information and Protection of Privacy Act* (Ontario), the *Health Care Consent Act* (Ontario), the *Health Insurance Act* (Ontario), the *Local Health System Integration Act* (Ontario), the *Medicine Act* (Ontario), the *Mental Health Act* (Ontario), the *Midwifery Act* (Ontario), the *Not-for-Profit Corporations Act, 2010* (Ontario), the *Nursing Act* (Ontario), the *Occupational Health and Safety Act* (Ontario), the *Personal Health Information Protection Act* (Ontario), the *Public Hospitals Act* (Ontario), the *Public Sector Salary Disclosure Act, 1996* (Ontario), the *Quality of Care Information Protection Act, 2016* (Ontario), the *Regulated Health Professions Act* (Ontario), the *Statutory Powers Procedure Act* (Ontario), the *Substitute Decisions Act* (Ontario), the *Workplace Safety and Insurance Act* (Ontario);
- (dd) “Letters Patent” means the letters patent and any subsequently issued supplementary letters patent issued by the Lieutenant Governor of Ontario;
- (ee) **“LHIN” means Local Health Integration Network [NTD: To be replaced or removed throughout document; bolded throughout Bylaw.]**
- (ff) “Medical Advisory Committee” means the Medical Advisory Committee appointed by the Board, constituted in accordance with the *Public Hospitals Act*;
- (gg) “Medical Staff” means those Physicians who are appointed by the Board and who are granted Privileges to practice medicine in the Hospital;

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- (hh) “Medical Staff Association” means the association at the Hospital that is comprised of the Medical Staff members of the Hospital as prescribed by the *Public Hospitals Act* and more particularly described in Article 13;
- (ii) “Member” means a member of the Corporation;
- (jj) “Midwife” means a midwife in good standing with the College of Midwives of Ontario;
- (kk) “Midwifery Staff” means the Midwives who are appointed by the Board and who are granted Privileges to practise midwifery in the Hospital;
- (ll) “MOHLTC” means the Ministry of Health and Long-Term Care;
- (mm) “Officer” means those officers of the Corporation set out in section 7.01;
- (nn) “Oral and Maxillofacial Surgeon” means those 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;
- (oo) “patient” means, unless otherwise specified, any in-patient or out-patient of the Corporation;
- (pp) “Patient Safety Indicators” means the patient safety indicators that relate to any or all of the following: diagnosis of hospital acquired infections and activities undertaken to reduce hospital acquired infections or mortality, identified by the MOHLTC as part of their patient safety agenda that hospitals are required to disclose publicly through their public web sites or such other means as the MOHLTC may direct;
- (qq) “Performance Indicators” means the performance indicators set out in the HSAA;
- (rr) “Performance Metrics” means the Board approved organization performance metrics that provide an overview of the organization performance in achieving financial, quality, safety, and human resource targets including without limitation, the Performance Indicators, and Patient Safety Indicators;
- (ss) “Physician” means a medical practitioner in good standing of the College of Physicians and Surgeons of Ontario;
- (tt) “Policies” or “Policy” means the administrative, medical and professional policies of the Corporation;

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- (uu) "Privileges" means those rights or entitlements conferred upon a Physician, Dentist, Midwife or Extended Class Nurse by the Board at the time of appointment or re-appointment;
- (vv) "Professional Staff" means, collectively, the Medical Staff, Dental Staff, Midwifery Staff and Extended Class Nursing Staff who are appointed by the Board and who are granted specific privileges to practise medicine, dentistry, or midwifery, respectively, or, with respect to extended class nursing the right to, prescribe for or treat out-patients of the Corporation;
- (ww) "*Public Hospitals Act*" means the *Public Hospitals Act* (Ontario) and, where the context requires, includes the regulations made under it;
- (xx) "Royal College" means the Royal College of Physicians and Surgeons of Canada, the national examining and certifying body for medical specialists in Canada and for accrediting Canadian specialty training programs in Canada; and
- (yy) "Rules and Regulations" means the Rules, Regulations and Policies governing the practice of the Medical, Dental, Extended Class Nursing and Midwifery Staff in the Corporation both generally and within a particular Department.

1.02 Interpretation

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

- (a) all terms which are contained in this By-Law and which are defined in the *Corporations Act* or the *Public Hospitals Act* or the regulations made thereunder shall have the meanings given to terms in the *Corporations Act* or *Public Hospitals Act* or the regulations made thereunder;
- (b) the use of the singular number shall include the plural and vice versa and the use of gender shall include the masculine, feminine and neuter genders;
- (c) the headings used in this By-Law are inserted for reference purposes only and are not to be considered or taken into account in construing the terms or provisions thereof or to be deemed in any way to clarify, modify or explain the effect of any such terms or provisions; and
- (d) any references herein to any laws, by-laws, rules, regulation, order or act of any government, governmental body or other regulatory body shall be construed as a reference thereto as amended or re-enacted from time to time or as a reference to any successor thereto.

1.03 Procedure

- (a) All meetings of the Board and its Committees must comply with the Corporation's policy respecting open and closed corporate meetings.
- (b) Any Director, Member, Officer, Professional Staff member or employee, as the context requires and as is permitted by the By-Law or Rules and Regulations of the Corporation, may participate in a meeting of the Board or of a Committee of the Board by means of telephone conference, or electronic or other communication facilities as permit all persons participating in the meeting to communicate adequately with each other, and a person participating in such a meeting by such means is deemed, for the purposes of the *Corporations Act* and this By-Law, to be present at the meeting. It is recognized that participating by telephone conference, electronic or other communication facilities is the exception and every effort must be made to attend and participate in meetings in person.
- (c) The business arising at any meeting of the Corporation, the Board or any Committee established pursuant to this By-Law shall be decided by a majority of votes, unless otherwise required by statute, provided that:
 - (i) unless otherwise specified, each Member, each Director and each Committee member shall be entitled to one (1) vote at any meeting of the Corporation, Board or Committee, respectively;
 - (ii) any ex-officio Director entitled to vote shall be counted towards quorum;
 - (iii) in accordance with the *Public Hospitals Act*, no Member shall be entitled to vote by proxy at a meeting of the Corporation; all Members must attend annual and/or special meetings of the Corporation in person in order to be eligible to vote at those meetings;
 - (iv) votes shall be taken in the usual way, by show of hands or by oral or written communication where participation is by telephone conference, electronic or other means of simultaneous communication, among all Members, Directors and Committee members present. The chair of a meeting shall not vote unless necessary to break a tie;
 - (v) a Member shall not be entitled to cast a negative vote in respect of a motion to elect a Director or Board officer;

- (vi) a motion to elect the Directors and Board officers by acclamation shall require a mover and seconder and one (1) vote cast by the chair of the meeting;
 - (vii) after a vote has been taken on any question, the chair of the meeting may require, or any person entitled to vote on the question may demand, a poll thereon. A poll so required or demanded shall require approval of the meeting, on motion. If approved, the poll shall be taken in such manner as the chair of the meeting shall direct. A demand for a poll may be withdrawn at any time prior to the taking of the poll. Upon a poll, each individual present in person and entitled to vote at such meeting shall have one (1) vote and the result of the poll shall be the decision of the Members, the Board or the Committee, as the case may be; and
 - (viii) whenever a vote by show of hands shall have been taken on a question, unless a poll is required or demanded, a declaration by the chair of the meeting that a resolution, vote or motion has been carried and an entry to that effect in the minutes shall be admissible in evidence as *prima facie* proof of the fact that without proof of the number or proportion of the votes recorded in favour of or against such resolution, vote or motion.
- (d) Minutes shall be kept for all meetings of the Corporation, the Board or any Committee, and shall be approved at the next meeting of the Corporation, the Board or the Committee, as the case may be.
 - (e) Any questions of procedure at or for any meetings of the Corporation, of the Board, or of any Committee, which have not been provided for in a Board policy or in this By-Law, the *Corporations Act*, or the *Public Hospitals Act*, shall be determined by the chair of the meeting in accordance with Nathan's Company Meetings or such other rules of procedure adopted by resolution of the Board.

1.04 Repeal of Previous By-Laws

All previous By-Laws relating to the administration of the affairs of the Corporation are hereby repealed and replaced with this By-Law.

ARTICLE 2. OBJECTS OF THE CORPORATION

2.01 Objects

The objects for which the Corporation was incorporated are:

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- (a) to establish, maintain, operate and conduct a hospital for the reception, support, clothing and medical and surgical treatment of persons requiring the same who shall be admitted thereto;
- (b) to establish, maintain and conduct a dispensary;
- (c) to establish, maintain and conduct a training school for nurses;
- (d) to accept, receive and take by devise, bequest or gift, and to hold, possess and enjoy for the purposes of the Corporation donations, gifts, grants, devises and bequests of real and personal property of all kinds and upon such terms and conditions and upon such trusts as the donor or donors of any such property may prescribe; and
- (e) to do all things incidental or conducive to the attainment of the above objects or any of them.

ARTICLE 3. MEMBERSHIP OF THE CORPORATION

3.01 Members

- (a) The Members shall be composed of:
 - (i) Ex-Officio Members
 - (A) Ex-officio, the Directors of the Corporation for so long as they serve as Directors;
 - (ii) Annual Members
 - (A) The Corporation may, by resolution of the Board, admit persons as Annual Members who meet the following qualifications:
 - (1) Subject to clause (2) below, an individual is eligible to be an Annual Member where he/she pays to the Corporation the annual membership fee in effect at the time as determined by resolution of the Board.
 - (2) At the time of the payment of the fee referred to in clause (1) above, the individual, must have been:
 - (a) a resident of; or
 - (b) employed or carry on business,

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in the service area for a continuous period of three (3) months immediately prior thereto.

- (3) No individual may be admitted before reaching the age of eighteen (18) years.
- (4) No individual may be admitted if they are not a Member at the time of submitting their application.

(B) An individual's Annual Membership in the Corporation is automatically terminated in the event that he/she ceases to meet the conditions set out in clause (A) above.

(iii) Life Members

- (A) A person is eligible to be a Life Member where he/she pays to the Corporation the life membership fee, an amount to be determined from time to time by resolution of the Board.
- (B) Life Memberships are no longer available. Only such persons who were approved as Life Members in good standing at the adjournment of the 2009 annual meeting are eligible to apply and be considered for Life Membership in the Corporation, subject to section 3.05.

(b) No Member of the Corporation shall be an Excluded Person.

3.02 Voting Privileges

- (a) Annual and Life Members shall be entitled to vote at any meeting of the Corporation if the membership fee was paid in full at least ninety (90) days before such meeting.
- (b) The Annual and Life Members voting rights in respect of the By-Laws shall be restricted to confirming, rejecting or amending a By-Law passed by the Directors and submitted to the Members for confirmation.

3.03 Application for the Annual Membership

Each Application must be in a form prescribed by the Board for the then current year and must be received by the Board no later than one hundred and twenty (120) days prior to the next annual meeting in order to be considered in time to allow the prospective applicant an opportunity to exercise their rights at the next annual meeting of the Corporation. The decision as to whether a prospective applicant will be admitted will be made by the Board in accordance with the objects of the Corporation. The Application shall contain:

- (a) the Membership qualifications;
- (b) a statement by the applicant that the applicant has read or been read and understands the Membership qualifications and that the applicant meets all of the requirements set forth therein;
- (c) the applicable Membership fee;
- (d) the commencement and termination date of the twelve (12) month annual membership term; and
- (e) a statement by the applicant that the applicant has been provided with a copy of the mission, vision and values of the Corporation.

3.04 Withdrawal

A Member may withdraw from the Corporation by delivering a written resignation to the Secretary of the Board.

3.05 Termination of Membership

The interest of a Member in the Corporation is not transferable and lapses and ceases to exist:

- (a) upon death, resignation or termination of the Member;
- (b) in the event that the Member ceases to meet the qualifications set out for membership in this By-Law, such determination to be made in the absolute sole discretion of the Board; or
- (c) in the event that an ex-officio Member ceases to be a Director of the Corporation, his/her membership in the Corporation shall terminate and his/her successor in office shall automatically be ex-officio a Member.

3.06 Information Available to Members

A Member may have access to information respecting the details of the business of the Corporation provided that, in the opinion of the Board, the information requested is not detrimental to the interests of the Corporation if communicated to the public and as required by law.

ARTICLE 4. ANNUAL AND SPECIAL MEETINGS OF THE MEMBERS OF CORPORATION

4.01 Annual Meeting

- (a) The annual meeting of the Members, for the purpose of receiving the financial reports and statements required by the *Corporations Act* to be placed before the annual meeting of Members, shall be held between the 1st day of April and the 31st day of July in each year on a day fixed by the Board.
- (b) The business transacted at the annual meeting shall include:
 - (i) the reading and/or the circulation and consideration of:
 - (A) the minutes of the previous annual meeting;
 - (B) reports from the Chair of the Board; the Chief of Staff; and the Chief Executive Officer;
 - (C) remarks from Presidents of Auxiliaries;
 - (D) the report of the Treasurer and report of the auditor;
 - (E) the Nominating Committee report;
 - (ii) the appointment of the auditor for the coming year;
 - (iii) the election of Directors; and
 - (iv) other reports as required at the discretion of the Chair of the Board and the Secretary of the Board.
- (c) No item of other business shall be considered at the annual meeting unless notice in writing of such item:
 - (i) has been given to the Members in accordance with section 4.04; or
 - (ii) has been requisitioned by the Members and such requisition meets the qualifications set out in paragraphs 4.02(b), (c), (f) and (g).

4.02 Special Meeting

- (a) The Chair of the Board may call a special meeting of the Corporation.
- (b) Not less than one-tenth (1/10th) of the Members of the Corporation entitled to vote at a meeting proposed to be held may, in writing, requisition the Directors to call a general meeting of the Members for any purpose

connected with the affairs of the Corporation which are properly within the purview of the Members' role in the Corporation and which are not inconsistent with the *Corporations Act*, the Corporation's Letters Patent and By-Laws.

- (c) The requisition shall be deposited at or delivered to the Head Office of the Corporation and may consist of several documents in like forms signed by one (1) or more requisitioners.
- (d) Any position that becomes vacant on the Board or a Committee of the Corporation shall, subject to meeting quorum requirements, not prevent the meetings from being properly constituted to conduct business provided such vacancy is filled as soon as practical.
- (e) If the Directors, acting in their sole discretion, determine that the requisition meets the qualifications set out in paragraph (b) above, the Directors shall call and hold such meeting within twenty-one (21) days from the date of the deposit of the requisition.
- (f) Notice of a special meeting shall be given in the same manner as provided in paragraph 4.04(a).
- (g) The notice of a special meeting shall specify the purpose or purposes for which it is called.

4.03 Location of Meeting

Annual and special meetings of Members may be held at the Head Office of the Corporation or at any place in the Province of Ontario.

4.04 Notice of Meeting

- (a) Notice of the annual meeting of the Corporation shall be given to each Member by one of the following methods:
 - (i) by prepaid registered mail or courier at least ten (10) days in advance of the meeting, to the address shown on the records of the Corporation;
 - (ii) by electronic communication (including facsimile and e-mail) at least ten (10) days in advance of the meeting to the electronic address shown on the records of the Corporation, provided the Member has consented to receiving notices in such manner; or
 - (iii) by publication once a week for two (2) consecutive weeks next preceding the meeting in a newspaper circulated in the municipality

or municipalities in which Members of the Corporation reside as shown by their addresses on the records of the Corporation.

- (b) A Member or any other person entitled to notice of a meeting of Members may waive notice of any meeting of Members. Attendance of any Member at a meeting of Members shall constitute a waiver of notice of the meeting, except where such Member attends such meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called. Meetings of Members, held without notice, shall be deemed to be duly called and held if all of the Members waive notice of the meeting and consent to the transaction of such business as may have come before it, subject to a quorum being present at such meeting.

4.05 Omission of Notice

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

4.06 Voting

At all annual or special meetings, voting shall be determined in accordance with the process set out in paragraph 1.03(c).

4.07 Quorum

Eight (8) Members present at an annual or special meeting of the Corporation shall constitute a quorum.

4.08 Chair of the Meeting

- (a) The chair of a meeting of the Corporation shall be:
- (i) the Chair of the Board; or
 - (ii) the Vice-Chair of the Board, if the Chair of the Board is absent; or
 - (iii) a chair elected by the Members present if the Chair and the Vice-Chair of the Board are absent or are unable to act. The Secretary shall preside at the election of the chair, but if the Secretary is not present, the Directors, from those present, shall choose a Director to preside at the election.

- (b) The Corporation's auditors, legal counsel and such other advisors, as may be deemed appropriate by the chair of the meeting or Board, may attend annual or special meetings of the Members of the Corporation.

4.09 Adjourned Meeting

- (a) If, within one-half (1/2) hour after the time appointed for a meeting of the Corporation, a quorum is not present, the meeting shall stand adjourned until a day within two (2) weeks to be determined by the chair. At least forty-eight (48) hours' notice of the adjourned meeting shall be given.
- (b) Any business may be brought before or dealt with at any adjourned meeting which might have been brought before or dealt with at the original meeting in accordance with the original notice.

4.10 Written Resolutions and By-Law

Any resolution or By-Law passed at any time during the Corporation's existence may, in lieu of confirmation at a meeting, be confirmed in writing by all the Members entitled to vote at such meeting.

4.11 Financial Year End

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

ARTICLE 5. BOARD

5.01 Board Composition

The Board shall consist of sixteen (16) Directors, including twelve (12) elected Directors and six (6) ex-officio Directors.

5.02 Elected Directors

Subject to paragraph 5.08(c), twelve (12) members shall be elected by the Members of the Corporation.

5.03 Guidelines for Nomination of Directors

Subject to this section and all other provisions of this By-Law, nominations for election as Director at the annual general meeting of the Corporation may be made only in accordance with the following process:

- (a) The Nominating Committee may request written nominations for vacant positions on the Board from Members of the Corporation, at least thirty (30)

days in advance of the annual general meeting, and such nominations must be signed by at least two (2) Members, excluding the nominee, of the Corporation in good standing and accompanied by a written declaration signed by the nominee that the nominee will serve as a Director in accordance with this By-Law if elected.

- (b) The Nominating Committee shall, throughout the year, identify potential candidates for Directors and determine the willingness of such candidates to serve. The Nominating Committee shall be guided by the process, principles, qualities and skills identified in Board Policy when considering candidates for Board membership.
- (c) The Board will receive and review all nominations made by the Nominating Committee and the Members, and will prepare a list for consideration by the Members for election as Directors.
- (d) Nominees not put forward by the Board for election at the annual general meeting will not be eligible to be elected as Directors.

5.04 Qualifications for Elected Directors

- (a) Excluded Persons are disqualified from being a director of the Corporation.

5.05 Ex-officio Directors

- (a) The ex-officio Directors of the Corporation shall be:
 - (i) Chief of Staff, non-voting;
 - (ii) President of the Medical Staff, non-voting;
 - (iii) President of the Volunteer Association;
 - (iv) Chair of the Board of Dunnville Hospital & Healthcare Foundation;
 - (v) Chief Executive Officer, non-voting; and
 - (vi) Chief Nursing Executive, non-voting.
- (b) Subject to section 5.09, the ex-officio Directors shall hold office until their successors are appointed in accordance with this By-Law.

5.06 Term of Office Restrictions

- (a) Subject to paragraph (c) below, no elected Director shall be eligible for re-appointment to the Board beyond the expiration of three (3) completed three (3)

year terms. Such Director may also be eligible for re-election for another term or terms (to a maximum of nine (9) consecutive years) if one (1) year or more has elapsed since the termination of his or her last term.

- (b) The Chair of the Board shall be elected for a term of one (1) year. No Director may serve as Chair, Vice-Chair or Treasurer of the Board for more than four (4) consecutive one (1) year terms in one office; provided, however, that following a break in the continuous service of at least one (1) annual term, the same person may be re-elected or re-appointed to any office.
- (c)
 - (i) The restriction for the term of office in paragraph 5.06(b) above does not apply to the office of the Secretary of the Board when such position is held by the Chief Executive Officer or other employee of the Corporation.
 - (ii) The Chair and the Vice-Chair of the Board are exempt from this section if such individuals are progressing through these offices of the Board.
 - (iii) If a Director shall be proceeding through the Senior Offices of the Ontario Hospital Association or Canadian Hospital Association, that Director shall be exempt from this section provided that such exemption shall be reviewed annually by the Board.
 - (iv) Notwithstanding the restriction for the term of office contained in paragraph 5.06(b) above, if a vacancy occurs at any time in the office of the Chair, Vice-Chair, Treasurer or Secretary of the Board, the Board may appoint any other elected Director to fill the vacancy until the next annual meeting, including, for greater certainty, any Director who would otherwise be prohibited from serving by paragraph 5.06(b) above.
 - (v) Any Director who as of the 2010 annual meeting has served for a continuous term of more than six (6) consecutive years shall be grandfathered from the provisions of section 5.06 and shall be entitled to, if elected, serve for additional terms up to a maximum of term limit of twelve consecutive years of service.

5.07 No Remuneration

The Directors of the Corporation shall serve as such without remuneration, and no Director shall directly or indirectly receive any profit from his/her position as such, provided that a Director may be paid reasonable expenses incurred by him/her in the performance of his/her duties as a Director. The ex-officio Directors may be

paid for their services to the Corporation in any other capacity, as approved by the Board or Executive Committee.

5.08 Vacancy and Termination of Office

- (a) The office of an elected or ex-officio Director shall automatically be vacated:
 - (i) if the Director becomes bankrupt or suspends payment of debts generally or compounds with creditors or makes an assignment in bankruptcy or is declared insolvent;
 - (ii) if the Director is found to be a mentally incompetent person or becomes of unsound mind;
 - (iii) if the Director, by notice in writing to the Secretary of the Corporation, resigns office, which resignation shall be effective at the time it is received by the Secretary of the Corporation or at the time specified in the notice, whichever is later;
 - (iv) if the Director is convicted of a criminal offence; or
 - (v) if the Director dies.
- (b) The office of a Director may be vacated by a resolution of the Board if:
 - (i) a Director is absent for three (3) consecutive regular meetings of the Board or if a Director is absent for one-third (1/3) or more of the meetings of the Board in any twelve (12) month period;
 - (ii) if a Director fails to comply with the *Public Hospitals Act*, the *Corporations Act*, or the Corporation's By-Laws, rules, regulations, policies and procedures, including without limitation, the confidentiality, conflict of interest and standard of care provisions contained in this By-Law; or
 - (iii) if, at a special meeting of the Board, a resolution is passed by at least two-thirds (2/3) of the votes cast by the Directors removing a Director before the expiration of that Director's term of office.
- (c) If a vacancy occurs at any time among the Directors by a resignation, by death or by removal by the Directors in accordance with this section, or by any other cause, such vacancy may be filled upon a motion of the Board, and the selected Director shall hold office for the remainder of the unexpired portion of the term of the vacating Director.

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

5.09 Conflict of Interest

- (a) The Conflict of Interest provision applies to every Member who is a member of the Board or a Committee thereof and its provisions apply at meetings of the Board and Committees thereof.
- (b) Subject to paragraph 5.09(c), every Member who, either on their own behalf or while acting for, by, with, or through another, has any material interest, direct or indirect, perceived or actual in any proposed material matter, material contract or transaction or a material matter, material contract or transaction with the Corporation shall declare their interest and the nature and extent of such interest at a meeting of the Directors at which the proposed matter, material contract or transaction or a matter, material contract or a transaction is the subject of consideration and shall not be present at, or take part in, the deliberations or vote on any question with respect to the proposed matter, material contract or transaction or the matter, material contract or transaction. The interests of any Associate of the Member shall be deemed for the purposes of this By-Law to be an interest of a Member.
- (c)
 - (i) A Member of the Corporation may have material interests with stakeholders of the Corporation which may appear to be a Conflict of Interest. The Board recognizes that where the perceived conflicts related to non-profit stake-holders/partners that share common goals with the Corporation that the benefits of having such members on the Board outweigh the potential difficulties relating to the perceived or actual Conflict of Interest.
 - (ii) The benefits include:
 - (A) reflection of the operational reality of the inter-relationship that the Corporation has with key stakeholders/partners that is critical to the Corporation achieving its mission and vision; and
 - (B) increased capacity of the Board because it leads to fuller and more informed deliberation on issues that have cross-organizational implications.
 - (iii) For reasons reviewed above, notwithstanding provision to the contrary contained in paragraph 5.09(b) of this By-Law, where a

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member has an actual or perceived Conflict of Interest relating to a not-for-profit partner or stakeholder, the Board member shall be entitled to be present at and take part in the deliberations with respect to the proposed matter, material contract or transaction or matter but shall not be entitled to vote.

- (d) In the case of a proposed material matter, material contract or transaction, the Member shall determine the interest at the meeting of the Board during which the question of entering into the matter, material contract or transaction is first considered. If the Member is not present at such meeting or an interest has been acquired after such meeting, the Member shall make a declaration and otherwise comply with paragraph 5.09(b) or (c), as the case may be, hereof at the first meeting of the Board attended by the Member after acquiring such interest.
- (e) Consistent with privacy legislation, a Member serving in the Board Committee structure shall annually give a general notice listing all firms and businesses which may have business dealings with the Corporation, the notice indicating interest directly or indirectly, and stating that the Member is to be regarded as interested in any matter, material contract or transaction made or to be made with such firms or businesses. The general notice shall be in writing and signed by the Member and given to the Secretary of the Board.
- (f) A Member who has declared an interest in a proposed matter, material contract or transaction or a matter, material contract or transaction and who has otherwise complied with paragraph 5.09(b) or (c) hereof shall not be accountable to the Corporation or its creditors for any profit resulting from such matter, material contract or transaction. The matter, material contract or transaction will not be voidable by reason only of the Member belonging to the Board or of the fiduciary relationship established thereby.
- (g) Every disclosure of interest under paragraphs 5.09(a) and (b) hereof shall be recorded in the minutes of the meeting of the Board by the Secretary of the Board.
- (h) The failure of a Member to comply with paragraphs 5.09(a) and (b) hereof does not itself invalidate any matter, material contract or transaction or the proceedings in respect of any proposed matter, material contract or transaction mentioned in paragraphs 5.09(a) and (b), but the matter, material contract or transaction, or the proceedings in respect of any proposed matter, material contract or transaction are voidable at the instance of the Corporation.

- (i) Where the number of Members who, by reason of the provisions of this section, are prohibited from participating in a meeting is such that at the meeting the remaining Members are not of sufficient number to constitute a quorum, then, notwithstanding any other provision in this By-Law, the remaining number of Members shall be deemed to constitute a quorum, provided such number is not less than three (3).

5.10 Confidentiality

- (a) Every Director, Officer, Professional Staff member, employee of the Corporation and every Committee member appointed or authorized by the Board shall respect the confidentiality of matters brought before the Board or any such Committee or coming to his/her attention in the course of his/her duties, keeping in mind that unauthorized statements may adversely affect the interests of the Corporation.
- (b) No statements respecting such matters shall be made to the public or the press by any such Director, Officer, Professional Staff member, employee or Committee member except as authorized by the Board.
- (c) Persons, other than persons referred to in paragraph 5.10(a) above, permitted to attend any meeting of the Board or any meeting of a Committee established or authorized by the Board or by the By-Laws shall be advised that they are required to respect the confidentiality of all matters coming to their attention during any such meeting and shall undertake accordingly.
- (d) The Board may by resolution authorize one (1) or more Directors, Officer(s) or employee(s) of the Corporation to make such statements or publish information or particulars respecting any such matter.
- (e) The confidentiality requirements set out in paragraphs 5.10(a) and (c) above shall not apply to any information that is in the public domain, including any matters discussed during those portions of a Board meeting at which members of the public were invited to attend.
- (f) Persons who do not comply with the confidentiality covenants may face appropriate disciplinary measures, including removal from the Board and/or the termination of a person's privileges or employment.

5.11 Responsibilities of the Board

The Board shall be responsible for the governance and management of the Corporation and shall manage, or supervise the management of, the business and affairs of the Corporation. The Board shall discharge such further and other duties as shall be set out in Board Policy.

5.12 Standards of Care

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

- (a) act honestly and in good faith with a view to the best interests of the Corporation; and
- (b) exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

ARTICLE 6. REGULAR AND SPECIAL MEETINGS OF THE BOARD**6.01 Regular Meetings**

- (a) The Board shall meet at such day, time and place as the Board determines from time to time. At the September meeting of the Board, the Board shall set a schedule of regular Board meetings for the year.
- (b) There shall be at least four (4) regular meetings per year.
- (c) The public may attend meetings of the Board; however, the Board may, at its discretion and without notice, hold all or part of any regular or special Board In-Camera meeting if the subject matter under consideration involves:
 - (i) the disclosure of intimate, personal or financial information in respect of an employee or prospective employee; a member of the Professional Staff; a patient; or a Director, Officer or Committee member of the Hospital;
 - (ii) the acquisition or disposal of real estate;
 - (iii) the deliberations or decisions in respect of negotiations with employees of the Hospital or members of the Professional Staff;
 - (iv) any legal proceeding or potential legal proceeding affecting the Hospital;
 - (v) instructions given to or opinions received from professional advisors (e.g., lawyers, auditors, architects, etc.) to the Hospital; or
 - (vi) such other matter deemed by the Chair of the Board to be of a sensitive or confidential nature.

6.02 Special Meetings

Special meetings of the Board shall be called by the Secretary of the Corporation on the written request of any of the following:

- (a) the Chair of the Board; or
- (b) any three (3) Directors.

6.03 Notice of Regular and Special Meetings

- (a) The Secretary of the Board shall give ten (10) days' notice of regular meetings to the Directors, which notice may be given by electronic communication (including facsimile and e-mail).
- (b) Notice of a special meeting of the Board shall be given at least twenty-four (24) hours in advance of the meeting, which notice may be given by verifiable electronic communication (including facsimile and e-mail). The notice of a special meeting shall state the purpose for which it is called.

6.04 Procedures for Board Meetings

- (a) Provided a quorum of voting Directors is present, each newly elected Board may, without notice, hold its first meeting immediately following the annual meeting of Members.
- (b) If within one-half (1/2) hour after the time appointed for a meeting of the Board, a quorum is not present, the meeting shall stand adjourned until the same day in the following week at the same hour and place, or such other day as determined by the Chair of the Board.
- (c) The statutory declaration of the Secretary or the Chair of the Board that notice has been given pursuant to the By-Laws shall be sufficient and conclusive evidence of the giving of such notice.
- (d) No error or omission in giving notice for a meeting of the Board shall invalidate such meeting 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 and all proceedings taken or had thereat.

6.05 Quorum

- (a) A quorum shall consist of a majority of Directors present at any regular or special meeting of the Board.

- (b) No meeting of the Board shall be duly constituted for the transaction of business unless a quorum is present. There will be no representation by proxy at any Board meeting.

6.06 Rules

The Board may, from time to time, make such rules as it may deem necessary or desirable for the better management, operation and maintenance of the Corporation, provided, however, that any such rule shall conform with the provisions of the *Corporations Act* and this By-Law.

ARTICLE 7. OFFICERS OF THE BOARD AND OF THE CORPORATION

7.01 Officers

- (a) At the first meeting of the Board following the annual meeting of the Corporation, the Board shall elect the following officers:
 - (i) the Chair of the Board;
 - (ii) the Vice-Chair of the Board;
 - (iii) the Secretary; and
 - (iv) the Treasurer.
- (b)
 - (i) The Chief Executive Officer may be Secretary of the Corporation.
 - (ii) The Board may appoint the Corporation's Chief Financial Officer as the Treasurer.
- (c) Any Officer of the Board shall cease to hold office upon resolution of the Board.
- (d) The elected officers shall hold office until successors are elected at the first meeting immediately following the annual meeting of the following year or, in the event of a resignation, until a successor is elected at a special meeting of the Board.
- (e) Ex-officio Directors shall be ineligible for election as Chair or Vice-Chair of the Board.

7.02 Duties of Chair of the Board

The Chair of the Board shall:

- (a) set a high standard for Board conduct by modelling, articulating and upholding rules of conduct set out in By-Laws and the Policies;
- (b) intervene when necessary in instances involving Conflict of Interest, confidentiality and other Board Policies;
- (c) preside at all meetings of the Board and the Corporation; and
- (d) perform such other duties as may be prescribed from time to time by Board Policy or resolution.

7.03 Duties of the Vice-Chair of the Board

- (a) The Vice-Chair of the Board shall:
 - (i) have all the powers and perform all the duties of the Chair of the Board during the absence or disability of the Chair of the Board; and
 - (ii) perform such other duties, if any, as may from time to time be assigned by the Board.
- (b) In the ordinary course, a Director shall serve as a Vice-Chair of the Board before being elected as Chair of the Board.

7.04 Duties and Qualifications of the Treasurer

- (a) The Treasurer of the Corporation shall:
 - (i) be chair of the Finance and Audit Committee and a member of the Finance and Audit Committee;
 - (ii) be the custodian of the books of account and accounting records of the Corporation required to be kept by the provisions of the *Corporations Act* or otherwise by law;
 - (iii) submit a financial report to the Board at each regular meeting, indicating the financial position of the Corporation on a timely basis and the Board's position in respect of the Performance Metrics;
 - (iv) cause the financial statements of the Corporation to be audited, and cause to be prepared audited accounts and an auditor report as prescribed by law;
 - (v) submit quarterly certificates to the Board in respect of the previous quarter, signed by the senior member of the Hospital administration responsible for business and finance, that all wages owing to

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employees and source deductions relating to employees that the Corporation is required to deduct and remit to the proper authorities (including under the *Income Tax Act*, Canada Pension Plan, the *Employment Insurance Act* and the *Employer Health Tax Act*) have been made and remitted to the proper authorities, and that all taxes collected pursuant to the *Excise Tax Act* (GST) and the *Retail Sales Tax Act* (Ontario) have been collected and remitted to the appropriate authorities; and

- (vi) perform such other duties as may from time to time be assigned to the Treasurer by the Board or by the Executive Committee of the Board.
- (b) The Treasurer may delegate the performance of his/her duties to any person(s) as approved by the Board, but the Treasurer shall retain responsibility for ensuring the proper performance of such duties.
- (c) In order to stand for nomination for Treasurer, a Board member should have:
 - (i) at least one (1) year of experience as a member of the Finance and Audit Committee; and
 - (A) an accounting degree; or
 - (B) experience as the chief executive officer or chief financial officer of an organization or such comparable experience as may be deemed by the Board to be satisfactory, or
 - (C) experience as the owner/operator/manager of a business; or
 - (D) actual experience in administering budgets; or
 - (E) notwithstanding clauses (A) through (D), a member of the Board may be nominated for Treasurer provided that the Finance and Audit Committee includes at least one (1) Board member who meets one of the criteria in clauses (A) through (D);
 - (ii) proof of having taken or evidence of being scheduled to take the Ontario Hospital Association finance course for Board members or similar course;
 - (iii) an understanding of organization and corporate structure; and
 - (iv) the ability to be available at various times.

7.05 Duties of the Secretary

- (a) The Secretary shall:
- (i) attend all meetings of the Board and of Committees of the Board;
 - (ii) ensure the proper recording and maintenance of minutes of all meetings of the Board and of all meetings of Committees appointed or authorized by the Board;
 - (iii) attend to correspondence on behalf of the Board;
 - (iv) have custody of all minute books, documents and registers of the Corporation and ensure that the same are maintained as required by law;
 - (v) ensure that all reports are prepared and filed as are required to be filed by law or requested by the Board;
 - (vi) be the custodian of the seal of the Corporation;
 - (vii) maintain copies of all testamentary documents and trust instruments by which benefits are conferred upon the Corporation and provide information respecting same to the Office of the Public Guardian and Trustee as required by the *Charities Accounting Act* (Ontario);
 - (viii) keep a roll of names and addresses of the members of the Board;
 - (ix) sign such contracts, documents or instruments in writing as require the Secretary's signature;
 - (x) give all notices required to be given to the Members and to the members of the Board;
 - (xi) at least semi-annually provide an accounting to the Board with respect to all funds held in trust by the Corporation; and
 - (xii) perform such other duties as may be required of the Secretary by the Board.
- (b) The Secretary may delegate the performance of his/her duties to any person(s) as approved by the Board, but the Secretary shall retain responsibility for ensuring the proper performance of such duties.

7.06 Indemnification and Insurance

- (a) The Corporation shall indemnify the Directors or Officers of the Corporation, the former Directors or Officers of the Corporation or an individual who acts or acted at the Corporation's request as a Director or Officer, or in a similar capacity, of another entity, against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by the individual in respect of any civil, criminal, administrative, investigative or other action or proceeding in which the individual is involved because of that association with the Corporation or other entity.
- (b) The Corporation shall advance money to the Director, Officer or other individual referred to in paragraph 7.06(a) for the costs, charges and expenses of an action or proceeding referred to in that paragraph, but the individual shall repay the money if the individual does not fulfil the conditions set out in paragraph 7.06(c).
- (c) The Corporation shall not indemnify an individual under paragraph 7.06(a) unless,
 - (i) the individual acted honestly and in good faith with a view to the best interests of the Corporation or other entity, as the case may be; and
 - (ii) if the matter is a criminal or administrative proceeding that is enforced by a monetary penalty, the individual had reasonable grounds for believing that his/her conduct was lawful.
- (d) The indemnity provided for in the preceding paragraph 7.06(a) shall not apply to any liability which a Director or Officer of the Hospital may sustain or incur as the result of any act or omission as a member of the Professional Staff of the Hospital.
- (e) The Corporation shall purchase and maintain insurance for the benefit of an individual referred to in paragraph 7.06(a) against any liability incurred by the individual,
 - (i) in the individual's capacity as a Director or Officer of the Corporation; or
 - (ii) in the individual's capacity as a Director or Officer, or a similar capacity, of another entity, if the individual acts or acted in that capacity at the Corporation's request.

ARTICLE 8. CHIEF EXECUTIVE OFFICER

8.01 Chief Executive Officer & Chief of Staff

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

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

8.02 Duties of Chief Executive Officer

- (a) The Chief Executive Officer may be the Secretary of the Board.
- (b) The Chief Executive Officer shall be a non-voting ex-officio member of the Board and, unless otherwise noted, the Board Committees but shall only count towards the quorum of the Board Committees if he/she is present.
- (c) The Chief Executive Officer shall:
 - (i) be responsible for and accountable to the Board for all aspects of the Corporation's operations, all in accordance with the Policies established by the Board;
 - (ii) be responsible to the Board, for taking such action as the Chief Executive Officer considers necessary to ensure compliance with the Legislation, and the By-Laws of the Corporation and the HSAA;
 - (iii) submit quarterly certificates certifying that the methodology and data used by management to report Performance Metrics to the Board and federal and provincial agencies appropriately and accurately reflect the Corporation's performance;
 - (iv) provide leadership to all employees of the Corporation including senior staff;
 - (v) be responsible for the payment of all salaries and amounts due from and owing by the Corporation which fall within the purview and scope of the approval annual budget, or otherwise as may be established from time to time by resolution of the Board;
 - (vi) report to the Board any matter about which it should have knowledge that may impact on a decision of the Board;
 - (vii) report to the Chief of Staff:
 - (A) any oversight of clinical practice of the Professional Staff members in the Corporation;
 - (B) any failure of a member of the Professional Staff to act in accordance with the Legislation, or the By-Laws, Rules and Regulations of the Corporation; and

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- (C) any patient who does not appear to be making reasonable progress towards recovery or who is not being visited frequently enough by the attending member of the Professional Staff;
- (viii) collaborate with the Medical Advisory Committee in the provision of quality care by the Professional Staff;
- (ix) assure that provision is made for the employee health services as required by the Regulations under the *Public Hospitals Act*;
- (x) except in extenuating circumstances, submit quarterly financial statements to the Board indicating the financial position of the Corporation for the previous most recently completed financial statement. The financial statements shall not be earlier than three (3) months preceding the date of the Board meeting;
- (xi) ensure that the investment policy as established by the Board is in place, and monitor compliance with the policy;
- (xii) submit quarterly certificates to the Board in respect of the previous quarter that all wages owing to employees and source deductions relating to the employees that the Corporation is required to deduct and remit to the proper authorities pursuant to all applicable Legislation;
- (xiii) represent the Corporation externally to the community, government, media and other organizations and agencies;
- (xiv) communicate with related health care agencies to promote co-ordination and/or planning of local health care services;
- (xv) establish an organizational structure to ensure accountability of all Departments, Services and staff for fulfilling the mission, vision, strategic plan and organizational philosophy of the Corporation; and
- (xvi) have such other powers and duties as may from time to time be assigned to this office by the Board or as are incident to this office.

ARTICLE 9. COMMITTEES OF THE BOARD

9.01 Establishment of Committees

- (a) At the first regular meeting of the Board following the annual meeting of the Corporation, the Board shall establish the following standing Committees:

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- (i) Ethics Committee;
- (ii) Executive Committee;
- (iii) Finance and Audit Committee;
- (iv) Governance and Strategic Planning Committee;
- (v) Medical Advisory Committee;
- (vi) Nominating/Membership Committee;
- (vii) Quality and Risk Management Committee; and
- (viii) such other Committees as it determines are necessary for the execution of the Board's responsibilities.

9.02 Terms of Reference

- (a) The functions, duties, responsibilities, composition and mandate of the Committees set out in paragraph 9.01(a) above that are not set out in this By-Law and of all other Committees shall be provided either in the Board Committee policy to be prepared and reviewed by the Board from time to time or in the resolution of the Board by which such Committee is established.
- (b) The terms of reference for all Committees shall be reviewed, evaluated and revised, as may be appropriate, on an annual basis.
- (c) The Board may appoint members from the community to a Committee of the Board.
- (d) With the Board's consent, a Committee may delegate a portion of its responsibilities to a subcommittee.
- (e) The Chair of the Board, Committee chair and Chief Executive Officer shall identify the appropriate staff resources that are required to support the respective Committees.
- (f)
 - (i) The Board shall assign to the respective standing and special Committees responsibility for the oversight and monitoring of specified Performance Metrics.
 - (ii) The Finance and Audit Committee's responsibility shall include reviewing and commenting on the appropriateness and accuracy of the Corporation's related organizational reporting and benchmarking

including the methodology and data used for compilation of the data for the assigned Performance Metrics.

- (g) A quorum for any Committee of the Board shall be fifty percent (50%) of the members of the members of the Committee entitled to vote.

9.03 Executive Committee

- (a) Subject to paragraph (c) below, the Executive Committee shall consist of:
 - (i) the Chair of the Board;
 - (ii) the Vice-Chair of the Board;
 - (iii) at least two (2) other elected Directors selected by the Board; and
 - (iv) the Chief Executive Officer and Chief of Staff.
- (b) The Executive Committee shall:
 - (i) in the event of the Chair of the Board's inability to constitute an emergency meeting of the Board, the Executive Committee shall be entitled to, pursuant to section 70(1) of the *Corporations Act*, exercise all of the powers of the Board and report to the Board at the next meeting on any such actions taken; and
 - (ii) perform such other duties as may be prescribed from time to time by Board Committee Charter or resolution.
- (c) In the event that a meeting is called to exercise the powers contemplated in clause 9.03(b)(i) above, the non-executive Directors of the Board shall be entitled to attend and the Executive Committee's first item of business shall be to add those Directors as ad hoc voting members of the Executive Committee for the purpose of participating as voting members of the Executive Committee.
- (d) The ex-officio Directors on the Executive Committee shall not be entitled to vote in respect of matters addressed pursuant to clause 9.03(b)(i) above.

9.04 Finance and Audit Committee

- (a) The Finance and Audit Committee shall be composed of:
 - (i) the Treasurer, who may be chair;

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- (ii) not fewer than three (3) elected Directors to hold office until the next annual meeting;
 - (iii) the Chief Executive Officer and Chief Financial Officer of the Corporation as ex-officio non-voting members; and
 - (iv) such other persons as the Committee may appoint from time to time.
- (b) The ex-officio Directors and any employees of the Corporation shall not, unless invited, be entitled to attend the Finance and Audit Committee's portion of the meeting when the Committee is performing its audit functions.
- (c) The ex-officio Directors, employees and Professional Staff members of the Corporation shall not be voting or ex-officio members of the Finance and Audit Committee.
- (d) The Finance and Audit Committee will meet at least three (3) times yearly.
- (e) The Board shall strive to ensure that all members of the Committee shall have a working familiarity with basic finance and accounting practices, and at least one (1) member of the Committee shall have accounting or related financial management expertise. Committee members may enhance their familiarity with finance and accounting by participating in educational programs conducted by the Corporation or an outside consultant.
- (f) The Finance and Audit Committee shall perform the following functions:
 - (i) conduct the audit planning and preparation including:
 - (A) review, with the auditors, the proposed scope of the current year's audit;
 - (B) following the auditors' appointment at the Corporation's annual general meeting, review and approve the auditor's engagement letter including the audit fee and expenses;
 - (C) assess whether appropriate assistance is being provided to the auditors by the organization's staff;
 - (D) review control weaknesses detected in the prior year's audit, and determine whether all practical steps have been taken to overcome them; and
 - (E) establishing a process for the recruitment of the auditors;

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- (ii) determine whether the auditors can provide consulting services weighing in such factors as:
 - (A) the benefits provided by the auditors' existing familiarity with the Corporation;
 - (B) the extent to which the services enhance the accounting firm's ability to perform its audit; and
 - (C) the accounting firm's ability to render such services at a lower cost;
- (iii) enquire about changes in the financial systems and control systems during the year;
- (iv) review the procedures for approving management's expenses;
- (v) receive and review the integrity and effect of policies regarding the financial operations, systems of internal control and reporting mechanisms and that they are in accordance with generally accepted accounting principles and provisions and their appropriateness to minimize potential financial risks;
- (vi) enquire into the major financial risks faced by the Hospital, and the appropriateness of related controls to minimize their potential impact;
- (vii) review the unaudited and audited financial statements of the Corporation whether interim or year end and report to the Board prior to the Board's approval thereof;
- (viii) receive and review and if appropriate be responsible for investigating disclosures made to the Finance and Audit Committee in accordance with the code of conduct policy;
- (ix) review audited annual financial statements, in conjunction with the report of the auditors, and obtain an explanation from management of all significant variances between comparative reporting periods;
- (x) recommend, when appropriate, approval of the financial statements to the Board;
- (xi) review the report of the auditors on the annual financial statements;
- (xii) review the auditor's post-audit or management letter which may document weaknesses in the accounting system or in the internal control systems and which contain recommendations of the auditors,

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and management's response and subsequent follow-up to any identified weaknesses;

- (xiii) if required, meet privately with the auditors (without the presence of management) with regard to the adequacy of the internal accounting controls and similar matters, and review management responses to ascertain whether there are concerns that should be brought to the Committee's attention;
- (xiv) review any problems experienced by the auditors in performing the audit, including any restrictions imposed by management or significant accounting issues on which there was a disagreement with management, or situations where management seeks a second opinion on a significant accounting issue;
- (xv) review the factors that might impair, or be perceived to impair, the independence of the auditors. Take, or recommend that the Board take, appropriate action to ensure the independence of the auditors;
- (xvi) monitor and evaluate the performance of the auditors;
- (xvii) meet privately with senior management (without the auditors being present) to ensure that management has no concerns about the conduct of the audit;
- (xviii) annually, recommend to the Board the appointment of the Corporation's auditors and any change of auditors;
- (xix) review and comment on the appropriateness, quality and integrity of the Corporation's quality and financial organizational performance reporting. and benchmarking including the methodology and data used for the compilation of the data for the Canadian Institute for Health Information, the Performance Indicators, Patient Safety Indicators and such other organizational quality of care and performance indicators that the Board deems appropriate from time to time;
- (xx) prepare the following two (2) reports on its own activities and report them to the Board:
 - (A) a report to the Board discussing the actions it has taken and the assistance the Committee has had in fulfilling its duties; and

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- (B) a report to Members describing the Finance and Audit Committee activities during the past reporting period; and
- (xxi) review the entire annual report for consistency with the financial statements.
- (g) The auditor with any member of the Committee may call a meeting of the Committee as he/she determines necessary.
- (h) Meetings of the Committee are to be scheduled to take place on a regular basis, with opportunities for the auditors and senior management to meet separately with the independent members of the Committee.
- (i) The Finance and Audit Committee shall also act as the Corporation's Finance Committee and as such shall perform the duties that are assigned to it from time to time by the Board in the Board Finance Committee Charter (Schedule "A").

9.05 Medical Advisory Committee

The Medical Advisory Committee composition and duties shall be set out in the Medical Staff part of this By-Law.

9.06 Vacancy and Termination of Office

- (a) The office of a Committee member shall be vacated:
 - (i) where the Board, in its discretion, declares the Committee member's seat vacant because the Committee member is absent, without explanation, for three (3) consecutive meetings, or because the Committee member is absent for one-third (1/3) or more of the meetings of the Committee in any twelve (12) month period;
 - (ii) if the Committee member is found to be a mentally incompetent person or becomes of unsound mind;
 - (iii) if the Committee member, by notice in writing to the Committee chair, resigns office, which resignation shall be effective at the time it is received by the Committee chair or at the time specified in the notice, whichever is later;
 - (iv) by resolution of the Board, if a Committee member knowingly fails to comply with the Legislation, the Corporation's Letters Patent, By-Laws, Rules and Regulations, Policies and procedures, including without limitation, the confidentiality, Conflict of Interest and standard of care requirements set out in this By-Law;

- (v) if a resolution is passed by the Board removing the Committee member from that Committee; or
- (vi) if the Committee member dies.

ARTICLE 10. FINANCIAL

10.01 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) At the discretion of the Board, the requirements of paragraph (a) above 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.
- (c) The Corporation shall pay the expense of any fidelity bond or policy secured under paragraphs (a) or (b) above.

10.02 Authorized Signing Officers

- (a) The authorized signing officers of the Corporation, for signing and executing deeds, documents, leases, contracts, agreements, offers for purchase of realty, purchase orders for equipment and undertakings on behalf of the Corporation (other than such as pertain to and are required for the day to day operation of the Hospital, as specified below), shall be as follows:
 - (i) One of the Chair of the Board, the Vice-Chair of the Board or a Director (who is not an employee of the Hospital and who has been designated by the Board to act as a signing officer in the absence of both the Chair of the Board and the Vice-Chair of the Board); and
 - (ii) One of the Secretary of the Corporation, the Treasurer of the Corporation, or the person appointed by the Board or the Chief Executive Officer to be in charge of the finances of the Hospital.
- (b) No such deed, document, lease, contract, agreement, offer or undertaking shall be signed or executed by authorized signing officers until it has been formally approved and authorized to be signed by resolution of the Board or the Executive Committee.
- (c) Sale, mortgage, hypothecation or other disposition of real property of the Corporation shall only be made as authorized by special resolution (as defined in the *Corporations Act*). Sale, exchange or other disposition of

goods, chattels or equipment shall only be effected when they have become obsolete or otherwise not required or are unsuitable for the purposes of the Corporation and they are replaced by goods, chattels or equipment to better serve the purposes of the Corporation. Such sale, exchange or other disposition of any significant or material amount shall only be effected pursuant to approval by the Board or the Executive Committee.

10.03 Day to Day Operation

- (a) Contracts, agreements, orders and capital equipment purchases for the operation of the Hospital, specifically included in the budget approved by the Board or otherwise approved by the Board, and involving costs or liability of amounts established by the resolution of the Board, may be signed on behalf of the Corporation by person(s) specifically so authorized by the Board or its Executive Committee.
- (b) The Board may authorize signing officers on behalf of the Corporation, additional to or other than as provided in paragraph 10.03(a) above, and will institute and effect such internal audit procedures as it shall determine in consultation with the auditors of the Corporation.

10.04 Banking and Borrowing

- (a) The Board shall by resolution, from time to time, designate the bank in which the bonds or other securities of the Corporation may be placed for safekeeping.
- (b) The Board shall by resolution, from time to time, designate the signing officers of the Corporation, and it is hereby authorized for and in the name of the Corporation:
 - (i) to draw, accept, sign and make all or any bills of exchange, promissory notes, cheques, and orders for payment of money;
 - (ii) to receive and deposit all Corporation monies in the bank designated under paragraph 10.04(a) above, and give receipts for same;
 - (iii) subject to the approval of the Board, to assign and transfer to the bank all or any stocks, bonds or other securities;
 - (iv) borrow money from the designated bank upon the credit of the Corporation by loans, advances, overdraft or otherwise;
 - (v) issue, sell or pledge securities of the Corporation, including bonds, debentures for sums, on terms and at prices considered expedient;

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- (vi) assign, transfer, convey, hypothecate, mortgage, pledge, charge or give security in any manner upon all or any of the real or personal, moveable or immovable property, rights, powers, or other assets, present or future, of the Corporation to secure any such securities or other securities of the Corporation or any money borrowed or to be borrowed or any obligations or liabilities as aforesaid or otherwise of the Corporation heretofore, now or hereafter made or incurred directly or indirectly or otherwise;
- (vii) subject to the approval of the Board, from time to time, to borrow money from the bank and to charge, mortgage, or pledge all or any property of the Corporation to secure any money borrowed or any other debt, obligation or liability of the Corporation;
- (viii) to transact with the said bank any business which it may think fit;
- (ix) to negotiate with, deposit with, endorse or transfer to the bank, but for the credit of the Corporation only, all or any bills of exchange, promissory notes, cheques or orders for the payment of money and other negotiable paper;
- (x) from time to time, to arrange, settle, balance and certify all books and accounts between the Corporation and the bank designated by the Board under paragraph 10.04(a) above;
- (xi) to receive all paid cheques and vouchers; and
- (xii) to sign the bank's form of settlement of balance and release.

10.05 Seal

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

10.06 Investments

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

10.07 Endowment Benefits

- (a) 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 section 10.06.

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- (b) The Secretary shall keep copies of all testamentary documents and trust instruments by which benefits are given, bequeathed or devised to, or to the use of the Corporation.
- (c) The Corporation shall apply any trust funds of the Corporation only to the designated purpose(s) for which such funds were intended. Under no circumstances shall the Corporation transfer any funds held in trust by the Corporation to any other individual or entity, unless such transfer complies with all applicable law, including without limitation, the *Charities Accounting Act* (Ontario) and the *Trustee Act* (Ontario).
- (d) The Secretary shall by registered mail give notice to the Office of the Public Guardian and Trustee, in accordance with the terms of the *Charities Accounting Act* (Ontario), of the benefits referred to in paragraph 10.07(b) above which come into the control or possession of the Corporation.
- (e) The Secretary shall at least semi-annually provide an accounting to the Board with respect to all funds held in trust by the Corporation.

10.08 Auditor

- (a) The Corporation shall at its annual meeting appoint an auditor who shall not be a member of the Board or an Officer or employee of the Corporation or a partner or employee of any such person, and who is duly licensed under the provisions of the *Public Accountancy Act* (Ontario), 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* 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 through the Finance and Audit Committee on the audit work with any necessary recommendations.

ARTICLE 11. PROGRAMS

11.01 Occupational Health and Safety Program

- (a) There shall be an occupational health and safety program for the Corporation, which shall be reviewed at least once a year (or more frequently if necessary) and revised in light of current knowledge and practice.
- (b) The program referred to in paragraph 11.01(a) above shall include practices/procedures with respect to:

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- (i) a safe and healthy work environment in the Corporation, including, without limitation, the prevention of Disruptive Behaviour.
 - (ii) the safe use of substances, equipment and medical devices in the Corporation;
 - (iii) safe and healthy work practices in the Corporation;
 - (iv) the prevention of accidents to persons on the premises of the Corporation; and
 - (v) the elimination of undue risks and the minimizing of hazards inherent in the Corporation environment including the risks to staff relating to the Patient Safety Indicators.
- (c) The person designated by the Chief Executive Officer to be in charge of occupational health and safety in the Corporation shall be responsible to the Chief Executive Officer for the implementation of the occupational health and safety program.
- (d) The Chief Executive Officer shall report to the Board, as necessary, on matters in respect of the occupational health and safety program.
- (e) The Corporation shall, in consultation with the Health and Safety Committee or health and safety representative (if any), develop, establish and provide training and educational programs in the relevant health and safety measures for employees and Professional Staff.

11.02 Health Surveillance Program

- (a) There shall be a health surveillance program for the Corporation.
- (b) The program referred to in paragraph 11.02(a) above shall:
 - (i) be in respect of all persons carrying on activities in the Corporation; and
 - (ii) include an infectious disease surveillance program which shall monitor and respond to the Patient Safety Indicators.

ARTICLE 12. VOLUNTEER ASSOCIATIONS

12.01 Volunteer Associations

- (a) The Board may sponsor the formation of one or more Hospital volunteer associations as it deems advisable.

- (b) Any such association(s) shall be conducted with the advice of the Board for the general welfare and benefit of the Hospital and its patients. Each such association shall report to the Board on a regular basis, including a comprehensive annual report of activities as the Board directs. Each association may also be required to report directly to the Board, at the Board's request.
- (c) Each such association shall elect its own officers and formulate its own by-laws, but at all times the objects, by-laws and activities of each such association shall be subject to review by, and the continuing approval of, the Board. Any proposed change in objects, by-laws or activities of each such association shall be reported for the Board's approval.
- (d) Each unincorporated volunteer association shall have its financial affairs reviewed for the purposes of assuring reasonable internal control.

ARTICLE 13. MEDICAL STAFF BY-LAWS

13.01 Purpose of Medical Staff By-Laws

Pursuant to the Board's obligations under the Public Hospitals Act, the Board has set out in the Medical Staff portion of this By-Law the following:

- (a) the structure of the Medical Staff organization;
- (b) the duties and responsibilities of the members of the Medical Staff;
- (c) the procedures with respect to the election of the Medical Staff Association officers;
- (d) a quality assurance system to monitor the professional care rendered to patients of the Hospital by the members of the Medical Staff, including a mechanism for accountability to the Board and as appropriate for patient and workplace safety, patient care and for professional and ethical behaviour of each individual member of the Medical Staff; and
- (e) a system to ensure the continuing improvement of the quality of professional care provided to the patients of the Hospital.

13.02 Medical Staff Rules and Regulations

The Board or the Medical Advisory Committee and, where appropriate, a Service, with the approval of the Medical Advisory Committee, may make rules and regulations, as well as corresponding Policies and procedures, as deemed necessary to supervise the patient care and safety provided by the Medical Staff to ensure workplace safety, and to ensure that the behaviour of the members of the

Medical Staff is consistent with the mission, vision, strategic plan and organizational philosophy of the Corporation, the Public Hospitals Act, and the By-Laws.

13.03 Purposes of the Medical Staff Association

The purpose of the Medical Staff Association is to provide an organization whereby the members of the Medical Staff participate in the Hospital's planning, policy setting, and decision making through their elected officers.

13.04 Appointment

- (a) The Board shall establish from time to time criteria for appointment to the Medical Staff after considering the advice of the Medical Advisory Committee.
- (b) In making an appointment or re-appointment to the Medical Staff, the Board shall consider its resources and whether there is a need for the services in the community.

13.05 Application For Appointment To The Medical Staff

- (a)
 - (i) An application for appointment to the Medical Staff will be processed in accordance with the provisions of the Public Hospitals Act, this By-Law and the Rules and Regulations.
 - (ii) For greater certainty, applications for privileges relating to a service that the Hospital has ceased or ceases to provide pursuant to section 44 of the Public Hospitals Act shall not be considered and shall not be subject to the procedure for processing applications for Medical Staff appointments set out in section 13.08.
- (b) The Chief Executive Officer shall supply a copy of, or information on how to access, the prescribed application, the By-Laws, the Rules and Regulations and the Public Hospitals Act to each applicant who expresses in writing the intention to apply for appointment to the Medical Staff .
- (c) Each applicant for appointment to the Medical Staff shall submit a written application on the prescribed form to the Chief Executive Officer, together with such releases, consents, and undertakings that will enable the Corporation to fully investigate the qualifications and suitability of the Applicant.
- (d) Each applicant must provide the following:

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- (i) (A) confirmation by the applicant that the applicant has agreed to abide by the Legislation, the Corporation's By-Laws, policies, mission, vision, values, and Rules and Regulations; and
- (B) an undertaking to complete the application in a candid, honest, thorough and accurate manner ;
- (ii) an undertaking that, if the applicant is appointed to the Medical Staff, the applicant will:
 - (A) provide the services to the Hospital as stipulated in the application, including applicable "on-call" responsibilities, act in accordance with the Legislation, the Corporation's By-Laws, policies, mission, vision, values, and the Rules and Regulations, as established or revised by the Corporation from time to time; and
 - (B) participate in any orientation offered by the Hospital for new members of the Medical Staff;
- (iii) an acknowledgement by the applicant that the failure of the applicant to provide the agreed upon services referred to in clause 13.05(d)(ii) above constitutes a breach of his/her duties, and the Hospital may, upon consideration of the individual circumstances, remove access by the applicant to any and all Hospital resources, including the limiting or restricting of operating room time, or take such actions as are reasonable, in accordance with the Legislation, the By-Laws and the Rules and Regulations;
- (iv) a list of Privileges which are requested, including without limitation, specifying the program in which the applicant wishes to practice;
- (v) evidence of professional liability insurance coverage or membership in the Canadian Medical Protective Association, or equivalent, satisfactory to the Board past medical/legal claims history, including settlements, any of which may be subject to verification;
- (vi) a copy of the applicant's appropriate professional degree/qualifications;
- (vii) a copy of the applicant's current Certificate of Registration or licence to practice in Ontario;
- (viii) an up-to-date curriculum vitae, including a record of the applicant's professional education, post-graduate training, and continuing education acceptable to the Credentials Committee and a complete

chronology of academic and professional career, organizational positions and committee memberships;

- (ix) evidence of compliance with the Hospital's occupational health guidelines including evidence of current immunization status as suggested in the Communicable Disease Surveillance Protocols jointly published by the Ontario Hospital Association and the Ontario Medical Association or as required by law and, if applicable, upon request, evidence of current training in respect of the Corporation's emergency preparedness;
- (x) A recital and description of pending, ongoing or completed:
 - (A) College:
 - a) proceedings before the Discipline Committee or Fitness to Practice Committee including any resolutions short of a hearing;
 - b) dispositions of a complaint or report by the Inquiries, Complaints and Reports Committee other than no further action or dismissal;
 - c) investigations or inquiries, including a review by the Quality Assurance Committee ("QAC") other than random peer or age-triggered reviews and the status or outcome of such investigations or inquiries; and
 - d) assessments by the QAC where the applicant's knowledge, skill and/or judgment have been found to be unsatisfactory and have resulted in action by the QAC and the status or outcome of such investigations or inquiries,

at or by the College or any other regulatory/governing body in any jurisdiction and its equivalent committees, including any matters that are being appealed; and

- (B) Hospital/Facility:
 - a) proceedings for professional misconduct, incompetence or incapacity;
 - b) investigations and performance reviews;
 - c) voluntary or involuntary restriction or resignation of privileges during the course of an investigation into competence, negligence or conduct; and

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- d) privileges disputes or proceedings regarding appointment, re-appointment, change of privileges, or mid-term suspension or revocation of privileges;

by or with another hospital or health care facility, including any matters that are being appealed;

- (xi) a release in favour of the Chief Executive Officer or his/her delegate authorizing the Chief Executive Officer to contact any professional licensing authorities, or any previous hospitals or health facilities or educational institutions where the applicant has provided services or received training for the purposes of conducting a reference check, such consent and release to authorize any medical licensing authority and/or administrator and/or person in a position of authority at any hospital, health facility or educational institution to provide any information relating to any of the above matters including any of the matters identified in this paragraph 13.05(d) above.
- (xii) information regarding the applicant's failure to obtain any professional license or certification, fellowship or privileges at any other hospital or health care facility, including any reduction in classification or voluntary or involuntary resignation of privileges at any other hospital or health care facility;
- (xiii) information regarding criminal investigations, convictions, charges or ongoing proceedings involving the applicant which objectively may impact on the safety of the Corporation's workplace or that may be relevant to the applicant's:
- (A) ability and/or suitability to practise medicine; or
- (B) ability to comply with the Corporation's Rules,
- (xiv) if applying for an Active Staff or Associate Staff position, a copy of a Canadian Police Information Centre ("CPIC") criminal record check, including a vulnerable sector verifications, conducted within the last six (6) months ;
- (xv) information of any civil suit where there was a finding of professional negligence or battery against the applicant, including any such suit settled by a payment;
- (xvi) a signed consent authorizing any regulatory body to provide a report on:

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- (A) any action taken by its disciplinary or fitness to practise committee; and
 - (B) whether his/her privileges have been curtailed or cancelled by any professional regulatory body or by another hospital because of incompetence, negligence, incapacity or any act of professional misconduct;
- (xvii) a current, as may be applicable, Certificate of Professional Conduct (Physicians), Letter of Standing (Dentists and Midwives) or Certificate of Competence as a Registered Nurse in the Extended Class from the College and a signed consent authorizing the College to provide a detailed report on:
- (A) subject to clause 13.05(d)(x)(B) above, any action taken by any committee of the College or the Registrar;
 - (B) any report received pursuant to section 33 of the Public Hospitals Act or sections 85.2 or 85.5 of the Health Professions Procedural Code, Schedule 2 to the Regulated Health Professions Act; and
 - (C) any other reports received from another hospital or health care facility;
- (xviii) identification of any current privileges at any other hospital(s);
- (xix) information regarding the applicant's health, including any impairments, medical conditions, diseases or illnesses that the applicant objectively believes may:
- (A) detrimentally impact on the applicant's ability to practice; or
 - (B) expose patients and/or employees to undue risk of harm,

and, if applicable, the applicant must provide documentation from his/her treating physician in respect of fitness to work.

Any information provided by the applicant's treating physician to the Chief of Staff (or designate) will not become part of the applicant's credentialing file and will not be provided to the Credentials Committee unless the Chief of Staff agrees with the applicant's assessment and 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;

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- (xx) a signed authorization to any applicable hospital, health care facility or regulatory body to the release of information relating to any of the items listed above;
- (xxi) such additional information relating to the provision of medical services, professional conduct or Disruptive Behaviour as from time to time the Medical Advisory Committee may recommend and/or the Board approves;
- (xxii) an undertaking, in writing, that:
 - (A) if appointed, the applicant will act in accordance with the Legislation, and abide by and be guided by the requirements set out in the Hospital's By-Laws, policies, Rules and Regulations and will act in accordance with ethical standards of the profession;
 - (B) if requested, the applicant will consider serving on committees or subcommittees to which he/she is requested by the Medical Advisory Committee;
 - (C) if appointed, the applicant will abide by the Hospital policies as related to confidentiality of patient information and Hospital matters. No Medical Staff member will make statements on behalf of the Corporation to the news media or public without the express authority of the Chief Executive Officer or delegate; and
 - (D) if appointed, the applicant shall provide the Hospital with three (3) months' prior written notice of the applicant's intention to resign or otherwise limit his/her exercise of Privileges. The applicant may be exempted from the notice requirements if the Chief of Staff believes, after considering the Clinical Human Resources Plan, that the notice is not required or if the Chief of Staff believes that there are reasonable or compassionate grounds to grant the exemption.
- (e) Each applicant, if requested, shall visit the Hospital for an interview.
- (f) The Chief Executive Officer shall retain a copy of the application and shall refer the original application immediately to the Medical Advisory Committee through its chair who shall keep a record of each application received and then refer the original application forthwith to the chair of the Credentials Committee.
- (g) In addition to any other provisions of the By-Laws, the Board may refuse to appoint any applicant to the Medical Staff on any ground including but not limited to the following:

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- (i) the applicant is unable to provide care at a level that is consistent with the standard of care expected of Physicians at the Hospital;
- (ii) the appointment is not consistent with the need for service, as determined by the Board from time to time;
- (iii) the Clinical Human Resources Plan of the Corporation, Department or Program does not demonstrate sufficient resources to accommodate the applicant;
- (iv) the appointment is not consistent with the strategic plan of the Hospital;
- (v) the applicant was not considered the best qualified applicant for the position available; and/or
- (vi) the applicant has not demonstrated an ability to fulfill all of the criteria for appointment as set out in section 13.06.

13.06 Criteria For Appointment Of Members To The Medical Staff

- (a) Only an applicant qualified to practise medicine, dentistry, midwifery or extended class nursing, and licensed pursuant to the laws of Ontario, is eligible to be a member of and appointed to the Medical Staff of the Hospital except as otherwise provided for in this By-Law.
- (b) The applicant will have:
 - (i) a Certificate of Registration from the appropriate College;
 - (ii) a current Certificate of Professional Conduct from the appropriate College, if applicable;
 - (iii) a demonstrated ability to provide patient care at an appropriate level of quality and efficiency;
 - (iv) a demonstrated ability to communicate, work with and cooperate with all members of the Professional Staff and Hospital staff in a collegial and professional manner;
 - (v) a demonstrated ability to communicate and relate appropriately with patients and patients' relatives;
 - (vi) a demonstrated ability to communicate satisfactorily in English both orally and in writing;

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- (vii) a willingness to participate in the discharge of staff obligations and any committee obligations as appropriate to membership group;
 - (viii) adequate training and experience for the Privileges requested;
 - (ix) evidence of professional practice protection coverage satisfactory to the Board;
 - (x) a report on, among other things, the experience and competence of the applicant from the Chief of Staff or delegate in the last Hospital in which the applicant trained or held an appointment;
 - (xi) in the case of a certified specialist, a report from the Chief of Staff in the facility in which training was completed and/or a report from the Chief of Staff in the facility in which he/she last practised;
 - (xii) evidence of continuing professional education and/or training in accordance with the Rules and Regulations; and
 - (xiii) adequate training and experience for the Privileges requested.
- (c) The Credentials Committee and the Medical Advisory Committee will judge an applicant by:
- (i) his/her demonstrated ability to work and co-operate with and relate to others in a collegial and professional manner;
 - (ii) his/her demonstrated ability to communicate and relate appropriately with patients and patients' relatives;
 - (iii) his/her willingness to participate in the discharge of staff, committee and, if applicable, teaching responsibilities and obligations appropriate to membership category; and
 - (iv) the applicant's continuing medical education must be acceptable to the Credentials Committee.
- (d) The applicant must agree to govern himself/herself in an ethical manner, and in accordance with the requirements set out in this By-Law, the Rules and Regulations and Hospital policies.
- (e) The applicant must indicate to the Credentials Committee adequate control of any significant physical or behavioural impairment that affects skill, attitude or judgement.

- (f) All appointments will be consistent with community need defined by the strategic plan and mission of the Hospital.
- (g) All new appointments will be contingent upon an Impact Analysis demonstrating that the Hospital has the resources to accommodate the applicant and that the applicant meets the needs of the respective Department or Program as described in the Clinical Human Resources Plan.
- (h) The applicant will provide evidence of membership in the Canadian Medical Protective Association, or evidence of individual liability insurance coverage comparable to the above, any of which is subject to verification.
- (i) The Chief of Staff, Credentials Committee and the Medical Advisory Committee may consider the applicant's complete credentials file from initial application to the present in making their assessment of the applicant.

13.07 Term

- (a) The Board shall appoint annually a Medical Staff for the Hospital. Provided that where, within the time prescribed therefor, a member of the Medical Staff has applied for re-appointment, his/her appointment shall be deemed to continue,
 - (i) until the re-appointment is granted; or
 - (ii) where he/she is served with notice that the Board refuses to grant the re-appointment, until the time for giving notice requiring a hearing by the Appeal Board has expired and, where a hearing is required, until the decision of the Appeal Board has become final.
- (b) Subject to the leave of absence provisions set out in section 17.05, if a member of the Medical Staff has closed his/her practice and left the community for a period over sixty (60) days, his/her Privileges will be terminated. In the event the member wishes to return to the Medical Staff, he/she shall be required to reapply for Privileges.

13.08 Procedure for Processing Applications for Medical Staff Appointments

- (a) The Chief Executive Officer, on receipt of a completed application, will refer the application to the Chief of Staff (or delegate) to make a written recommendation to the Credentials Committee.
- (b) The Credentials Committee will assess each application together with the qualifications and experience of the applicant and, where applicable, the applicant's complete credentials file. The Credentials Committee will make a written report to the Medical Advisory Committee, having given

consideration to the recommendation of the Chief of Staff or delegate. The Credentials Committee will:

- (i) review the application to ensure that it contains all the information required under section 13.05 of this By-Law;
 - (ii) take into consideration whether the criteria set out in section 13.06 of this By-Law have been complied with;
 - (iii) include a recommendation to the Medical Advisory Committee to appoint, or not appoint or appoint the applicant subject to specified conditions;
 - (iv) where applicable, include a list of the intended clinical responsibilities to be carried out by the applicant in exchange for being granted the Privileges. These responsibilities may change from time to time, subject to the approval of the Chief of Staff.
- (c) (i) Subject to clause (ii) below and paragraph 13.08(f), the Medical Advisory Committee will receive and consider the application and report of the Credentials Committee and send its recommendation in writing to the Board within sixty (60) days of the date of receipt by the Chief Executive Officer of the completed application, as outlined in the Public Hospitals Act. The Medical Advisory Committee may make its recommendation to the Board later than sixty (60) days after the receipt of the completed 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 recommendation cannot yet be made and includes written reasons for the delay, and specifies a date, stage or event, as applicable, by which it intends to make its final recommendation; and
- (ii) Upon notice of deferral under clause (i) above, if no request is made for a hearing, the applicant shall be deemed to have waived the sixty (60) day response time contained in clause (i) above.
- (d) In the event that the recommendation of the Medical Advisory Committee is deferred, the Medical Advisory Committee is entitled to consider any additional information relevant to the applicant's application that comes to its attention up to and including the date on which the Medical Advisory Committee's recommendation is made to the Board, provided the relevant documentation regarding such information is provided to the applicant pursuant to paragraph 14.03(c).

- (e) The Medical Advisory Committee shall give written notice to the applicant and the Board of its recommendation. In the event that the recommendation is prejudicial to the applicant, the applicant will be given written notice that the applicant is entitled to:
 - (i) written reasons for the recommendation, provided the request for such reasons is made within seven (7) business days of the receipt by the applicant of the notice of the recommendation; and
 - (ii) a hearing before the Board, provided the request for such a hearing is received by the Board and the Medical Advisory Committee within seven (7) business days of the receipt by the applicant of the written reasons. The procedures to be followed at such a hearing are outlined in section 14.04 of this By-Law with necessary changes to points of detail.
- (f) Where the Medical Advisory Committee has concerns or concerns are raised about whether to recommend an appointment, re-appointment or requested Privileges, the Medical Advisory Committee may provide the applicant with written notice that the applicant is entitled to attend a special meeting of the Medical Advisory Committee to make a presentation to the Medical Advisory Committee. The procedures to be followed at such a special meeting are outlined in section 14.03 of this By-Law.
- (g) Where the applicant does not require a hearing by the Board, the Board may implement the recommendation of the Medical Advisory Committee. However, where the Medical Advisory Committee makes a recommendation with respect to an appointment, re-appointment or granting of requested Privileges and:
 - (i) the applicant has not made any written or oral submissions to the Board, and concerns are raised that the Board believes the applicant should have an opportunity to address, the Board may give the applicant notice that he/she is entitled to a Board hearing and shall follow the process set out in section 14.04 of this By-Law with the necessary changes to points of detail; or
 - (ii) information that has not been considered by the Medical Advisory Committee has come to the attention of the Board that the Board believes should be considered by the Medical Advisory Committee prior to the Board acting on the Medical Advisory Committee's recommendation, the Board may refer the new information back to the Medical Advisory Committee for consideration, with the Medical Advisory Committee to provide a reconsidered recommendation to the Board with respect to appointment, re-appointment or granting of

requested Privileges, as the case may be. The applicant shall be given notice of the reconsidered recommendation as outlined in this section and entitled to a hearing and the process set out in section 14.04 of this By-Law with necessary changes to points of detail.

13.09 Re-appointment to the Medical Staff

- (a) (i) Paragraphs 13.05(a) and (b) shall apply to applications for re-appointment with necessary changes to points of detail.
- (ii) The Chief Executive Officer shall provide or make available to the applicant with any updates or amendments to the documentation listed in paragraph 13.05(b) implemented since the date of the applicant's most recent application.
- (iii) The application for re-appointment must be received by the Chief Executive Officer on or before the specified date.
- (b) Each applicant for re-appointment to the Medical Staff shall provide the following:
 - (i) evidence of or a restatement or confirmation of the undertakings, acknowledgements, authorization and releases requested as part of the application for appointment set out in this By-Law and/or the Rules and Regulations;
 - (ii) evidence of professional liability insurance coverage or membership in the Canadian Medical Protective Association, or equivalent, satisfactory to the Board past medical/legal claims history, including settlements, any of which may be subject to verification;
 - (iii) evidence of compliance with the Hospital's occupational health guidelines including evidence of current immunization status as suggested in the Communicable Disease Surveillance Protocols jointly published by the Ontario Hospital Association and the Ontario Medical Association or as required by law and, if applicable, upon request, evidence of current training in respect of the Corporation's emergency preparedness;
 - (iv) the name of the Department(s) to which the application is being made;
 - (v) information regarding:
 - (A) any action taken by any committee of the College or the Registrar;

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- (B) any report received pursuant to section 33 of the Public Hospitals Act or sections 85.2 or 85.5 of the Health Professions Procedural Code, Schedule 2 to the Regulated Health Professions Act (Ontario); and
 - (C) any other reports received from another hospital or healthcare facility;
- (vi) either:
- (A) a declaration that all information relating to clauses 13.05(d)(iv), (v), (x), (xii), (xiv), (xv), (xvii) and (xix) on file at the Hospital from the applicant's most recent application is up-to-date, accurate and unamended as of the date of the current application; or
 - (B) a description of all material changes to the information requested in clauses 13.09(b)(vi)(A) above on file at the Corporation from the Professional Staff member's most recent application is up-to-date, accurate and unamended as of the date of the current application;
- (vii) a report from the Chief of Staff (or delegate) and/or where applicable Department Chief, reviewing the applicant's performance for the past year. The report shall consider the agreed upon factors, which shall be set out in policy, determined relevant by the Medical Advisory Committee and Chief Executive Officer; and
- (viii) where the Department or Program has a Service of which the applicant is a member, the Head of Service shall make a recommendation to the Chief of Staff (or delegate), which recommendation shall be considered by the Chief of Staff (or delegate) in his/her report.
- (c) The Chief of Staff or, where applicable, Department Chief, shall conduct an annual performance evaluation of the applicants who are in the Active Staff category by canvassing Professional Staff members, senior management, nursing staff, and other Corporation staff regarding whether they have any concerns about the applicant's quality of care, behaviour, or ability to comply with the Corporation's Rules and Regulations that may impact the re-appointment of the applicant.
- (d) The applicant shall forward to the Chief Executive Officer a copy of the application. The Chief Executive Officer shall refer the application to the Chief of Staff. Thereafter the procedure followed shall be the same procedure as set out in section 13.08 of this By-Law, with necessary changes to points of detail.

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- (e) If, in the view of the Chief of Staff (or delegate), the applicant does not meet the previously agreed upon clinical responsibilities, the Chief of Staff may review the applicant's continuing Medical Staff appointment, and at the Chief of Staff's discretion, may make an appropriate recommendation to the Credentials Committee and Medical Advisory Committee.
- (f) The Board may, in accordance with the Public Hospitals Act, the By-Laws, the Rules and Regulations and Hospital policies:
 - (i) refuse to re-appoint any applicant to the Medical Staff;
 - (ii) reduce, change or alter the applicant's Privileges; and/or
 - (iii) attach specific conditions to the Medical Staff member's privileges;
 on any reasonable ground, including, but not limited to, the following:
 - (A) the Hospital, based on its Department or Programs' Clinical Human Resources Plan, Impact Analysis and strategic plan has decided that it does not have sufficient resources; or
 - (B) the Hospital, based on its Clinical Human Resources Plan, Impact Analysis and strategic plan, has decided to reallocate resources to optimize patient access and/or care;
 - (C) the Chief of Staff's (or delegate's) recommendation contained in his/her report which reviews the applicant's performance for the previous year (clause 13.09(b)(vi)); or
 - (D) the Hospital ceases to provide a service pursuant to section 44 of the Public Hospitals Act and the Board considers it necessary or advisable.
- (g) Any application for re-appointment in which:
 - (i) the Medical Staff member requests a change to his/her Medical Staff category and/or privileges and/or responsibilities; and
 - (ii) the Chief of Staff believes that such a change is likely to:
 - (A) increase demand on Corporation's resources from the previous year; or
 - (B) decrease the services that the Corporation is able to provide to its patients,

shall be identified by the Credentials Committee, which shall inform the Medical Advisory Committee, on the impact, if any, of the requested change.

13.10 Application for Change of Privileges

- (a) Where a member of the Medical Staff wishes to change his/her Privileges, an application shall be submitted listing the change of Privileges which is requested and, if applicable, evidence of appropriate training and competence.
- (b) The application shall be processed in accordance with the provisions of the Public Hospitals Act and the Hospital Medical Staff By-Law.
- (c) An applicant shall submit one original written application of the application to the Chief Executive Officer.
- (d) The Chief Executive Officer shall retain the copy and shall refer the original application immediately to the chair of the Medical Advisory Committee who shall keep a record of each application received and then refer the original application forthwith to the chair of the Credentials Committee.
- (e) Any application for re-appointment in which:
 - (i) the applicant requests a change to his/her Medical Staff category and/or Privileges and/or responsibilities; and
 - (ii) the Chief of Staff believes that such a change is likely to:
 - (A) increase demand on the Hospital resources from the previous year; or
 - (B) decrease the services that the Hospital are able to provide to patients;

shall be reviewed by the Credentials Committee, which shall make a recommendation to the Medical Advisory Committee, on the impact, if any, of the requested change.

ARTICLE 14. NON-IMMEDIATE MID-TERM ACTION

14.01 Initiation of Non-Immediate Mid-Term Action

- (a) Mid-term action may be initiated wherever the Medical Staff member is alleged to have engaged in, made or exhibited acts, statements, demeanour, behaviours or professional conduct, either within or outside of the Hospital, and the same:

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- (i) exposes, or is reasonably likely to expose patients or employees or any other persons in the Hospital to harm or injury; or
 - (ii) is, or is reasonably likely to be, detrimental to patient safety or to the delivery of quality patient care within the Hospital; or
 - (iii) is, or is reasonably likely to constitute Disruptive Behaviour; or
 - (iv) results in the imposition of sanctions by the College; or
 - (v) is contrary to the By-Laws, Rules and Regulations, the Public Hospitals Act, or any other Legislation.
- (b) Where information is provided to any one of the Chief Executive Officer or Chief of Staff which raises concerns about any of the matters in paragraph 14.01(a), the information shall be reduced to writing along with any supporting documentation and shall be directed to the Chief Executive Officer, Chief of Staff or their respective delegates.
- (c) If any of the Chief Executive Officer or Chief of Staff receives any information which raises concerns about any of the matters in paragraph 14.01(a), the recipient shall inform the other individual(s) and forthwith provide the individual(s) with a written report of the information together with any supporting documentation.
- (d) An interview shall be arranged with the Medical Staff member and the Chief Executive Officer and Chief of Staff or their respective delegates.
- (e) The Medical Staff member shall be advised of the information about his/her behaviour, performance or competence and shall be given a reasonable opportunity to present relevant information on his/her own behalf.
- (f) A written record shall be maintained reflecting the substance of the interview and copies shall be sent to the Medical Staff member, the Chief Executive Officer, Chief of Staff or their respective delegates.
- (g) If the Medical Staff member fails or declines to participate in the interview after being given a reasonable opportunity, the appropriate action may be initiated.
- (h) The Chief of Staff and Chief Executive Officer or their respective delegates shall, at their sole discretion, determine whether a further investigation is necessary.

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- (i) The investigation may be assigned to an individual(s) within the Corporation, the Medical Advisory Committee, a body within the Corporation other than the Medical Advisory Committee or an external consultant.
- (j) Upon completion of the investigation, the individual or body who conducted the investigation shall forward a written report to the Chief Executive Officer, Chief of Staff or their respective delegates. The Medical Staff member shall also be provided with a copy of the written report.
- (k) The Chief Executive Officer and Chief of Staff shall review the report and determine whether any further action may be required including, without limitation, whether the matter should be dealt with as an immediate mid-term action pursuant to section 15.01 or referred to the Medical Advisory Committee for consideration pursuant to section 14.02.

14.02 Request to Medical Advisory Committee for Recommendation for Mid-Term Action

- (a)
 - (i) 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 behaviour(s) which constitute grounds for the request and a copy of any reports with respect to the matter.
 - (ii) 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.
 - (iii) 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.
- (b) Where it is determined that further action may be required and the matter relates to the dismissal, suspension or restriction of a Medical Staff member's Hospital privileges and/or the quality of medical care, diagnosis and treatment and/or patient or workplace safety in the Corporation, the matter shall be referred to the Medical Advisory Committee, which may dismiss the matter for lack of merit or initiate further investigation, or determine to have a meeting of the Medical Advisory Committee.
- (c)
 - (i) Where the Medical Advisory Committee initiates another investigation (through internal or external investigations), it shall ensure that the investigation is completed as soon as practical.

- (ii) Upon completion of the investigation contemplated in this paragraph, the Medical Advisory Committee may either dismiss the matter for lack of merit or determine to have a special meeting of the Medical Advisory Committee.
- (d) Where the Medical Advisory Committee considers the matter at a special meeting, then the procedure set out herein at section 14.03 is to be followed.
- (e) Participation of any member of the Medical Advisory Committee in an investigation regarding an applicant does not preclude such member from chairing, participating or voting at a special meeting of the Medical Advisory Committee.

14.03 Special Meeting of the Medical Advisory Committee

- (a) At least fourteen (14) days prior to the Medical Advisory Committee meeting, the Medical Staff member shall be given written notice of the Medical Advisory Committee meeting. The notice shall include:
 - (i) the date, time and place of the meeting;
 - (ii) the purpose of the meeting;
 - (iii) a statement that the Medical Staff member will be provided with a statement of the matter to be considered by the Medical Advisory Committee together with any documentation or witnesses that will be considered by the Medical Advisory Committee as may be determined by the Chief of Staff or designate.
 - (iv) a statement that the Medical Staff 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. For clarity no other documentation or witnesses will be produced by the Medical Advisory Committee, unless new information subsequently comes to the attention of the Chief of Staff or delegate after the issuance of the comprehensive statement.
 - (v) a statement that the Medical Staff member's legal counsel may attend only to provide confidential legal advice to the Medical Staff member, but will not be entitled to make any submissions and/or participate directly in the meeting including examining any witnesses;
 - (vi) a statement that counsel to the Medical Advisory Committee may attend at Medical Advisory Committee meetings, including, without limitation, In-Camera deliberations, in order to provide advice to the

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members of the Medical Advisory Committee and to ensure compliance with applicable Legislation and due process requirements; and

- (vii) a statement that, in the absence of the Medical Staff member, the meeting may proceed.
- (b) The Medical Staff member may request and the Medical Advisory Committee may, after considering the reason cited and acting in its absolute sole discretion, grant a postponement of the Medical Advisory Committee meeting. The request for postponement of the meeting must be made in writing at least five (5) days prior to the Medical Advisory Committee meeting and subject to Medical Advisory Committee scheduling and extraordinary circumstances may not be postponed by more than five (5) business days. In the event that the Medical Staff member agrees not to exercise his/her privileges at the Hospital during an extended requested postponement period, the Medical Advisory Committee will be expected to grant the requested postponement.
- (c) At least seven (7) business days prior to the Medical Advisory Committee meeting, the Medical Advisory Committee shall provide the Medical Staff 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 and a list of witnesses with a brief synopsis of the purpose for which they are being called. For clarity no other documentation or witnesses will be produced by the Medical Advisory Committee, unless new information subsequently comes to the attention of the Chief of Staff or delegate after the issuance of the comprehensive statement.
- (d) The Medical Staff member involved shall be given full opportunity to answer each ground as well as to present documents and witnesses if so desired. In the event that the Medical Staff member wishes to present documents or witnesses, the Medical Staff member shall provide the Medical Advisory Committee with:
- (i) a list of witnesses with brief synopsis of purpose for which they are being called; and
 - (ii) a copy of all additional documentation in the possession, power or control of the Medical Staff member that has not been produced by the Medical Advisory Committee that the Medical Staff member will be relying on at the special meeting,
 - (iii) at least five (5) business days before the meeting.

- (e) The Medical Advisory Committee shall keep minutes of the proceedings and shall provide the Medical Staff member with a copy of the approved minutes. Only the open portion of the proceeding shall be detailed, the In-Camera portion of the minutes shall record the Medical Advisory Committee's reasons and recommendations.
- (f) Where the Medical Advisory Committee determines that the matter has no merit, this shall be noted in the minutes of the Medical Advisory Committee.
- (g) Before deliberating on the recommendation to be made to the Board, the chair of the Medical Advisory Committee shall require the Medical Staff member involved and any other persons present, other than the Medical Advisory Committee's legal counsel, who are not Medical Advisory Committee members to retire.
- (h) The Medical Advisory Committee shall provide to the Medical Staff member within fourteen (14) days from the date of the Medical Advisory Committee meeting written notice of:
 - (i) the Medical Advisory Committee's recommendation and the written reasons for the recommendation; and
 - (ii) the Medical Staff member's entitlement 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 Medical Staff member of the Medical Advisory Committee's written reasons.
- (i) The time period to provide the written notice required in paragraph (h) above may be extended if the Medical Advisory Committee, prior to the expiry of the fourteen (14) days, gives written notice to the Medical Staff member that the final recommendation cannot yet be made and provides the Medical Staff member with written reasons.
- (j) The recommendation may include, but is not limited to:
 - (i) no further action
 - (ii) placing a caution or reprimand in the Professional Staff member's file;
 - (iii) requiring the Professional Staff member to undergo counselling or treatment;
 - (iv) requiring upgrading or further education;

- (v) requiring the Professional Staff member to undertake a period of clinical supervision with prospective review of cases with or without special requirements of concurrent consultation or direct supervision;
 - (vi) in the case of Disruptive Behaviour requiring the Professional Staff member to undertake remedial measures to address the behaviour that gave rise to the concern;
 - (vii) temporary suspension of all or specified privileges;
 - (viii) permanent change of specified privileges;
 - (ix) a change in the category of appointment;
 - (x) termination of the Professional Staff member's appointment; and/or
 - (xi) any other recommendation considered appropriate to ensure patient or workplace safety.
- (k) The Medical Advisory Committee shall provide to the Board within fourteen (14) days from the date of the Medical Advisory Committee meeting, or such later date where the time period is extended pursuant to paragraph 14.03(i) above, written notice of:
- (i) the Medical Advisory Committee's recommendation and the written reasons for the recommendation; and
 - (ii) where an extension was made pursuant to paragraph 14.03(i) above, the written reasons for the extension.
- (l) Service of a notice to the Medical Staff member may be made personally or by registered mail addressed to the person to be served at his/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/she did not, acting in good faith, through absence, accident, illness or other cause beyond his/her control receive it until a later date. In the alternative, when the Medical Staff member is represented by legal counsel, the notice may be served on legal counsel.
- (m) Subject to the Act and the By-Law, the Medical Advisory Committee has the power to determine its own procedures and practices to manage the meeting in a manner that is just, expeditious and cost effective and may for that purpose:
- (i) make decisions with respect to the procedures and practices that apply in any particular proceeding;

- (ii) make such decisions or give such directions in proceedings before the Medical Advisory Committee as he or she considers proper to prevent abuse of its processes; and
 - (iii) reasonably limit proceedings where he or she is satisfied the Medical Advisory Committee has received sufficient information to make a recommendation, including without limitation by way of placing reasonable limits on documentation, submissions, questions, and deliberations.
- (n) Where the Medical Staff member does not require a hearing by the Board, the Board may implement the recommendation of the Medical Advisory Committee. However, where the Medical Advisory Committee makes a recommendation with respect to the dismissal, suspension or restriction of a Medical Staff member's Hospital privileges and:
- (i) the Medical Staff member has not made any written or oral submissions to the Board, and concerns are raised that the Board believes the Medical Staff member should have an opportunity to address, the Board may give the Medical Staff member notice that he/she is entitled to a Board hearing and shall follow the process set out in section 14.04 of this By-Law; or
 - (ii) information that has not been considered by the Medical Advisory Committee has come to the attention of the Board that the Board believes should be considered by the Medical Advisory Committee prior to the Board acting on the Medical Advisory Committee's recommendation, the Board may refer the new information back to the Medical Advisory Committee for consideration, with the Medical Advisory Committee to provide a reconsidered recommendation to the Board with respect to the dismissal, suspension or restriction of a Medical Staff member's Hospital privileges, as the case may be. The Medical Staff member shall be given notice of the reconsidered recommendation as outlined in this section and entitled to a meeting and the process set out in paragraphs 14.03(a) to (l) of this By-Law.

14.04 The Board Hearing

- (a) Where the Medical Staff member requires a hearing by the Board, the Board shall appoint date, time and place for the hearing.
- (b) The Board hearing shall be held within thirty (30) days of the Board receiving the notice from the Medical Staff member requesting a hearing or at a later date on consent of the Medical Staff member and the Medical Advisory Committee.

- (c) The Board shall give written notice of the hearing to the Medical Staff member and to the chair (or substitute) of the Medical Advisory Committee at the earliest possible opportunity and, in any event, at least seven (7) days before the hearing date. The notice of the Board hearing shall include:
- (i) the date, place and time of the hearing;
 - (ii) the purpose of the hearing;
 - (iii) a statement that the Medical Staff member and the Medical Advisory Committee shall be afforded an opportunity at least seven (7) days before the hearing to examine prior to the hearing a list of the witnesses the Medical Advisory Committee intends to call to provide evidence and any written or documentary evidence that will be provided or any report, the contents of which will be given in evidence at the hearing;
 - (iv) a statement that the Medical Staff member may proceed in person or be represented by counsel, and that in his/her absence the Board may proceed with the hearing and that the Medical Staff member will not be entitled to any further notice of the proceeding;
 - (v) a statement that subject to paragraph 14.04(d) the Medical Staff member may call witnesses and tender documents in evidence in support of his/her case;
 - (vi) a copy of the Board approved rules that will govern the hearing; and
 - (vii) a statement that the time for the hearing may be extended by the Board.
- (d) The Medical Staff member involved shall be given full opportunity to respond each ground as well as to present documents and witnesses if so desired, provided that the Medical Staff member provides the Medical Advisory Committee with:
- (i) a list of witnesses with brief synopsis of purpose for which they are being called; and
 - (ii) a copy of all additional documentation in the possession, power or control of the Medical Staff member that has not been produced by the Medical Advisory Committee that the Medical Staff member will be relying on at the special meeting,
- at least five (5) business days before the meeting.

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- (e) The parties to the Board hearing are the Medical Staff member, the Medical Advisory Committee and such other persons as the Board may specify. The Chief of Staff or designate may attend at the hearing to instruct counsel for the Medical Advisory Committee.
- (f) Subject to paragraph 14.04(g) below, Directors 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/her representative, except upon notice to and an opportunity for all parties to participate. In the event that the quorum requirements cannot be met, the Board in its absolute sole discretion may:
 - (i) waive the requirement for a quorum; or
 - (ii) with the Medical Staff member's consent, proceed directly to the Health Professions Appeal and Review Board for consideration of the Medical Advisory Committee's recommendation.
- (g) A panel comprised of a subset of the Board or the Board Chair shall have the authority to make determinations regarding pre-hearing matters at the Board's discretion.
- (h) The findings of fact of the 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 (Ontario).
- (i) The Board shall consider only the reasons of the Medical Advisory Committee that have been given to the Medical Staff member in support of its recommendation. Where through error or inadvertence, certain reasons have been omitted in the statement delivered to the Medical Staff member, the Board may consider those reasons only if those reasons are given by the Medical Advisory Committee in writing to both the Medical Staff member and the Board and the Medical Staff member is given a reasonable time to review the reasons and to prepare a case to meet those additional reasons.
- (j) The Board shall, acting in its absolute sole discretion, make a decision to either follow, not follow, change or alter the recommendation of the Medical Advisory Committee.
- (k) A written copy of the decision of the Board and the written reasons for the decision shall be provided to the Medical Staff member and to the Medical Advisory Committee.

- (l) Service of the notice of the decision and the written reasons to the Medical Staff member may be made personally or by registered mail addressed to the Medical Staff member at his/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/she did not, acting in good faith, through absence, accident, illness or other cause beyond his/her control receive it until a later date.

14.05 Notification of College and Partners

Notice of any suspension, revocation or restriction of privileges shall be given by the Chief Executive Officer to the Registrar of the College within which the member is registered and shall be given to the Dean, or similarly named officer of any educational institution in which the member holds a cross appointment between that institution and the Corporation .

14.06 Addressing Issues of Competence during Mid-Term Action

At any time during mid-term action if it becomes apparent that the Medical Staff member's behaviour, performance or competence is such that it meets the criteria in section 15.01, then the Chief of Staff or his/her delegate may determine to invoke the procedures set out in Article 15.

14.07 Ceasing to Provide a Service

For greater certainty, the process, obligations and rights contained in this Article 14 shall not apply to a decision of the Board under section 44(2) of the Public Hospitals Act.

14.08 Disposition of Records

All information obtained, reviewed, discussed and otherwise used or developed in any process related to this part of this By-Law, and that is not otherwise publicly known, publicly available, or part of the public domain, is considered to be privileged and strictly confidential information of the Corporation. It shall not to be disclosed to anyone outside of the process related to this part of this By-Law except if agreed to, in writing by the Medical Staff member or where determined by the Chief Executive Officer as required by law or necessary to ensure public or patient safety. Records of the proceedings outlined in this section (e-mails, correspondence, reports, and notes) will be retained in a manner consistent with the Corporation's record retention policy and are not records that are accessible under Freedom of Information and *Protection of Privacy Act* (Ontario).

ARTICLE 15. IMMEDIATE MID-TERM ACTION IN AN EMERGENCY SITUATION

15.01 Initiation of Immediate Mid-Term Action

- (a) Where the behaviour, performance or competence of a Medical Staff member:
- (i) exposes, or is reasonably likely to expose patient(s) or employees or other persons to harm or injury, either within or outside of the healthcare facilities, and immediate action must be taken to protect the patients, staff or other persons; or
 - (ii) has previously been sanctioned by the Medical Advisory Committee or the Board and, in the circumstances demonstrates to be a continuation of such previously sanctioned behaviour, performance or competence;

the Chief of Staff or his/her delegate may immediately and temporarily suspend the Medical Staff member's privileges, with immediate notice to the President of the Medical Staff Association, Chief Executive Officer or delegate, and pending an Medical Advisory Committee meeting and a hearing by the Board.

- (b) (i) The Chief of Staff shall immediately notify the Medical Staff member, the Medical Advisory Committee, and the Board of his/her decision to suspend the Medical Staff member's privileges.
- (ii) The College reporting requirements set out in section 15.04 shall be applicable to the Chief of Staff's decision to immediately suspend the Medical Staff member's privileges.
- (c) Arrangements, as necessary, shall be made by the Chief of Staff for the assignment of a substitute to care for the patients of the suspended Medical Staff member.
- (d) Participation of any member of the Medical Advisory Committee in the suspension of the Medical Staff member's privileges does not preclude such member from chairing, participating or voting at the Medical Advisory Committee meeting.

15.02 The Special Meeting of the Medical Advisory Committee

- (a) The Medical Advisory Committee shall set a date for a meeting of the Medical Advisory Committee to be held within ten (10) days from the date of the suspension to review the suspension and to make recommendations to the Board.

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- (b) As soon as possible, and in any event, at least four (4) days prior to the Medical Advisory Committee meeting, the Medical Advisory Committee shall provide the Medical Staff member with a written notice of:
- (i) the date, time and place of the meeting;
 - (ii) the purpose of the meeting;
 - (iii) a statement that the Medical Staff member will be provided with a statement of the matter to be considered by the Medical Advisory Committee together with any documentation or witnesses that will be considered by the Medical Advisory Committee as may be determined by the Chief of Staff or designate. For clarity, no other documentation will be produced by the Medical Advisory Committee;
 - (iv) a statement that the Medical Staff 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;
 - (v) a statement that the Medical Staff member's legal counsel may attend only to provide confidential legal advice to the Medical Staff member, but will not be entitled to make any submissions and/or participate directly in the meeting including examining any witnesses;
 - (vi) a statement that counsel to the Medical Advisory Committee may attend at Medical Advisory Committee meetings, including, without limitation, In-Camera deliberations, in order to provide advice to the members of the Medical Advisory Committee and to ensure compliance with applicable Legislation and due process requirements; and
 - (vii) a statement that, in the absence of the Medical Staff member, the meeting may proceed.
- (c) The Medical Staff member may request and the Medical Advisory Committee may, after considering the reason cited and acting in its absolute sole discretion, grant a postponement of the Medical Advisory Committee meeting. The request for postponement of the meeting must be made in writing at least twenty-four (24) hours prior to the Medical Advisory Committee meeting.
- (d) The Medical Staff member shall be given full opportunity to answer each ground as well as to present documents and witnesses if so desired,

provided that the Medical Staff member provides the Medical Advisory Committee with:

- (i) a list of witnesses with brief synopsis of purpose for which they are being called; and
 - (ii) a copy of all documentation in the possession, power or control of the applicant or Medical Staff member that has not been produced by the Medical Advisory Committee that the Medical Staff member will be relying on at the special meeting,

at least forty-eight (48) hours before the meeting.
- (e) The Medical Advisory Committee shall keep minutes of the proceedings and shall provide the Medical Staff member with a copy of the approved minutes. Only the open portion of the proceeding shall be detailed, the In-Camera portion of the minutes shall record the Medical Advisory Committee's reasons and recommendations.
- (f) Where the Medical Advisory Committee determines that the matter has merit, the Medical Advisory Committee shall make a recommendation to the Board. Before deliberating on the recommendation, the chair of the Medical Advisory Committee shall require the Medical Staff member involved and any other persons present, other than legal counsel, who are not Medical Advisory Committee members to retire.
- (g) The Medical Advisory Committee shall provide to the Medical Staff member within fourteen (14) days of the Medical Advisory Committee meeting written notice of:
- (i) the Medical Advisory Committee's recommendation and the written reasons for the recommendation; and
 - (ii) the Medical Staff member's entitlement 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 Medical Staff member of the Medical Advisory Committee's written reasons.
- (h) The time period to provide the written notice required in paragraph (g) above may be extended if the Medical Advisory Committee, prior to the expiry of the fourteen (14) days, gives written notice to the Medical Staff member that the final recommendation cannot yet be made and provides the Medical Staff member with written reasons.

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- (i) The Medical Advisory Committee shall provide to the Board within fourteen (14) days from the date of the Medical Advisory Committee meeting, or such later date where the time period is extended pursuant to paragraph 15.02(h) above, written notice of:
 - (i) the Medical Advisory Committee's recommendation and the written reasons for the recommendation; and
 - (ii) where an extension was made pursuant to paragraph 15.02(h) above, the written reasons for the extension.
- (j) Service of a notice to the Medical Staff member may be made personally or by registered mail addressed to the person to be served at his/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/she did not, acting in good faith, through absence, accident, illness or other cause beyond his/her control receive it until a later date. In the alternative, when the Medical Staff member is represented by legal counsel, the notice may be served on legal counsel.
- (k) Subject to the Act and the By-Law, the Medical Advisory Committee has the power to determine its own procedures and practices to manage the meeting in a manner that is just, expeditious and cost effective:
 - (i) make decisions with respect to the procedures and practices that apply in any particular proceeding;
 - (ii) make such decisions or give such directions in proceedings before the Medical Advisory Committee as he or she considers proper to prevent abuse of its processes; and
 - (iii) reasonably limit proceedings where he or she is satisfied the Medical Advisory Committee has received sufficient information to make a recommendation, including without limitation by way of placing reasonable limits on documentation, submissions, questions, and deliberations.

15.03 The Board Hearing

- (a) Where the Medical Staff member requires a hearing by the Board, the Board shall appoint a date, time and place for the hearing.
- (b) The Board hearing shall be held within fourteen (14) days of the Board receiving the notice from the Medical Staff member requesting a hearing or

at a later date on consent of the Medical Staff member and the Medical Advisory Committee.

- (c) The Board shall give written notice of the hearing to the Medical Staff member and to the chair (or substitute) of the Medical Advisory Committee at the earliest possible opportunity and in any event, at least seven (7) days before the hearing date. The notice of the Board hearing shall include:
- (i) the date, time and place of the hearing;
 - (ii) the purpose of the hearing;
 - (iii) a statement that the Medical Staff member and the Medical Advisory Committee shall be afforded an opportunity at least seventy-two (72) hours before the hearing to examine prior to the hearing a list of the witnesses the Medical Advisory Committee intends to call to provide evidence and any written or documentary evidence that will be provided or any report, the contents of which will be given in evidence at the hearing;
 - (iv) a statement that the Medical Staff member may proceed in person or be represented by counsel, who shall be entitled to fully participate in the hearing, and that in his/her absence the Board may proceed with the hearing and that the Medical Staff member will not be entitled to any further notice of the proceeding;
 - (v) a statement that subject to paragraph (f) below the Medical Staff member may call witnesses and tender documents in evidence in support of his/her case;
 - (vi) a copy of the Board approved rules that will govern the hearing; and
 - (vii) a statement that the time for the hearing may be extended by the Board.
- (d) At least twenty-four (24) hours before the hearing, the Medical Staff member shall provide the Board and the Medical Advisory Committee with the following:
- (i) a list of witnesses with a brief synopsis of the purpose for which they are being called; and
 - (ii) a copy of all documentation in the possession, power or control of the Medical Staff member that has not been produced by the Medical Advisory Committee that the Medical Staff member will be relying on at the special meeting.

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- (e) The parties to the Board hearing are the Medical Staff member, the Medical Advisory Committee and such other persons as the Board may specify. The Chief of Staff or designate may attend at the hearing to instruct counsel for the Medical Advisory Committee.
- (f) The procedure outlined in paragraphs 14.04(f) through to 14.04(l) relating to the Board hearing process shall be followed.

15.04 Notification of College and Partners

Section 14.05 with necessary changes to point of detail applies to this Article 15.

15.05 Ceasing to Provide a Service

For greater certainty, the process, obligations and rights contained in this Article 15 shall not apply to a decision of the Board under section 44(2) of the Public Hospitals Act.

15.06 Disposition of Records

Section 14.08 applies to this Article 15.

ARTICLE 16. MEDICAL STAFF CATEGORIES

16.01 Medical Staff Groups

The Medical Staff shall be divided into the following groups:

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

16.02 Active Staff

- (a) The Active Staff shall consist of those Physicians, Dentists, Midwives and Extended Class Nurses who have been appointed by the Board.

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- (b) Every Physician, Dentist, Midwife and Extended Class Nurse applying for appointment to the Active Staff may be assigned to the Associate Staff for a probationary period if the Board so require.
- (c) All Active Staff are responsible for assuring that medical, dentistry, midwifery or extended class nursing care is provided to all patients in the Hospital.
- (d) If an Active Staff member is away from his/her practice for an extended period of time (six (6) months in any calendar year or nine (9) months in any twenty-four (24) month period) without due reason, then the member shall be required to reapply for Privileges as an Associate Staff member upon return.
- (e) All Active Staff shall have Admitting Privileges unless otherwise specified in their appointment.
- (f) The Physicians/Dentists on the Active Staff shall be eligible to vote at Medical Staff Association, Department or Program meetings, to hold office on the Medical Staff Association and to sit on any committee of the Medical Staff.
- (g) Each member of the Active Staff shall:
 - (i) undertake such duties in respect of those patients classed as emergency cases as may be specified by the Chief of Staff or delegate;
 - (ii) undertake to maintain their commitment to the Hospital appropriate to their Medical Staff Department as set out in an Medical Advisory Committee policy approved by the Board;
 - (iii) attend patients, and undertake treatment and operative procedures only in accordance with the kind and degree of Privileges granted by the Board;
 - (iv) act as a supervisor of a member of the Medical Staff as and when requested by the Chief of Staff or delegate;
 - (v) participate in on-call roster, applicable to the Medical Staff member, unless otherwise exempted in accordance with a policy developed by the Chief of Staff which has been approved by the Medical Advisory Committee; and
 - (vi) perform such other duties as may from time to time be prescribed by the Medical Advisory Committee.

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- (h) Active Staff members may apply for privileges beyond the Medical Staff retirement age of seventy (70) provided that:
 - (i) The applicant immediately provides the Chief of Staff with any CPSO age-triggered peer reviews;
 - (ii) the applicant continues to meet the criteria set out in section 13.06, the clinical standards expected at the Hospital and continues to perform and discharge all of the obligations and responsibilities of the other Active Staff members within his/her Department or Division; and
 - (iii) the applicant complies with, as may be applicable, any enhanced external peer review process deemed appropriate by the Credentials Committee.

16.03 Associate Staff

- (a) The Associate Staff category shall consist of Physicians, Dentists, Midwives and Extended Class Nurses appointed to the Medical Staff of the Hospital for a probationary period of at least one (1) year to provide the Hospital an opportunity to conduct a more complete evaluation of the member's qualifications, skill, expertise and collegiality in order to determine whether the applicant should be re-appointed as an Active Staff member with an expectation, subject to the Legislation and the By-Laws, of continued yearly appointments at the Hospital.
- (b)
 - (i) All Associate Staff who are Physicians or Midwives shall have Admitting Privileges unless otherwise specified in their appointment.
 - (ii) A Dentist in the Associate Staff category who is an oral and maxillofacial surgeon may be granted in-patient and/or out-patient Admitting Privileges, unless otherwise specified in his/her appointment to the Medical Staff.
 - (iii) A Dentist in the Associate Staff category may be granted in-patient and/or out-patient Admitting Privileges in association with a Physician who is a member of the Medical Staff with Admitting privileges, unless otherwise specified in his/her appointment to the Medical Staff.
- (c) After six (6) months, the appointment of an Associate Staff member may be reviewed by the Chief of Staff or designate. The review will include the following:

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- (i) information concerning the knowledge and skill which has been shown by the Associate Staff member;
- (ii) the nature and quality of the Associate Staff member's clinical performance in the Hospital;
- (iii) comments on the utilization of Hospital resources;
- (iv) the Associate Staff member's ability to function in conjunction with the other members of the Hospital staff; and
- (v) those elements listed in clause 13.09(b)(vii).

The report developed from the review will be provided to and reviewed with the Medical Staff member and will be copied to the Credentials Committee.

- (d) After one (1) year, the appointment of a Medical Staff member to the associate Medical Staff shall be reviewed by the Credentials Committee (having received a second written report about the associate Medical Staff member from the Chief of Staff or designate, reviewing the same issues as contemplated in paragraph 16.03(c)), which Committee shall report to the Medical Advisory Committee.
- (e) The Medical Advisory Committee, after considering the report of the Credentials Committee, may recommend that the Associate Staff member be appointed to the Active Staff or another Medical Staff category, may require the Associate Staff member to be subject to a further probationary period not longer than six (6) months, or may recommend a denial of re-appointment. In the event that the applicant's promotion from Associate Staff is under review by the Medical Advisory Committee or the Board, the applicant's Associate Staff period shall be extended until such time as a final determination is made.
- (f) The Chief of Staff, 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.
- (g) 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.
- (h) An Associate Staff member shall:
 - (i) attend patients, and undertake treatment and operative procedures in accordance with the kind and degree of Privileges granted to

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him/her by the Board on the recommendation of the Medical Advisory Committee; and

- (ii) undertake such duties in respect of those patients classed as emergency cases as may be specified by the Chief of Staff or delegate.
- (i) A member of the Associate Staff shall not vote at Medical Staff Association, Department or Program meetings nor be elected as an officer of the Medical Staff Association, but may be appointed to a committee of the Medical Staff.

16.04 Courtesy Staff

- (a) The Board may, in circumstances that it deems advisable, grant a Physician, Dentist, Midwife or Extended Class Nurse an appointment to the Courtesy Staff with such Privileges as the Board deems advisable. Privileges to admit patients shall only be granted under specified circumstances, and shall be subject to the limitations imposed by the Rules and Regulations.
- (b) The circumstances supporting an appointment under this section shall be specified by the applicant on each application for re-appointment.
- (c) The Board shall ensure that the appointment of members to the Courtesy Staff does not result in inequitable access to the Hospital's resources or prejudice the Hospital's ability to recruit full time members.
- (d) Each member of the Medical Staff on the Courtesy Staff may attend Medical Staff Association, Department or Program meetings but, unless the Board requires, shall not be subject to the attendance requirements and penalties as provided by this By-Law and the Rules and Regulations.
- (e) Unless required to attend by the Chief of Staff or delegate, members of the Courtesy Staff shall not have the right to vote at Medical Staff Association, Department or Program meetings.
- (f) A member of the Courtesy Staff may be appointed to an ad hoc committee of the Medical Staff but may not be appointed to a standing committee of the Medical Staff, may not vote at Medical Staff Association, Department or Program meetings or be elected an officer of the Medical Staff Association.
- (g) A specialist who is employed by and is on the staff of another hospital but who on occasion serves in the same capacity on the staff of the Hospital may be a member of the Courtesy Staff with full Privileges in the Department or Program with which he/she is associated.

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- (h) The Hospital shall draft a credentialing policy which shall streamline the credentialing process for physicians who have medical staff privileges at another hospital within the **LHIN** or any other hospital specifically approved for such streamlined process by the Medical Advisory Committee and the Board.
- (i) Courtesy Staff may apply for privileges beyond the Medical Staff retirement age of seventy (70) provided that:
 - (i) The applicant immediately provides the Chief of Staff with any CPSO age-triggered peer reviews;
 - (ii) the applicant continues to meet the criteria set out in section 13.06, the clinical standards expected at the Hospital and continues to perform and discharge all of the obligations and responsibilities of the other Courtesy Staff members within his/her Department or Division; and
 - (iii) the applicant complies with, as may be applicable, his/her Department's or Division's enhanced external peer review process or personalized enhanced peer review process.
- (j) The Courtesy Staff appointment is a discrete appointment which does not create entitlements which carry forward in the subsequent annual applications for reappointment to the Medical Staff.

16.05 Locum Tenens

- (a) The Medical Advisory Committee upon the request of an Active Staff member may recommend the appointment of a Locum Tenens as a planned replacement for that member for a specified period of time, to a maximum of three (3) months. Any extension of this period must be recommended to the Medical Advisory Committee by the Chief of Staff or delegate. The Locum Tenens must indicate the name of the member for whom he/she is doing the locum and the dates of the locum. A Locum Tenens may also include a practice limited to providing after-hours coverage.
- (b) Locum tenens applications shall be submitted a minimum of four (4) weeks prior to the locum start date.
- (c) The credentials of each applicant for Locum Tenens privileges shall be reviewed following the process outlined in section 13.08 of this By-Law. If there has been a lapse of one year or more since the expiry date of the applicant's most recent Locum Tenens Privileges, then upon his/her return, he/she will be required to re-apply for Privileges.

- (d) A Locum Tenens shall:
 - (i) have Admitting Privileges unless otherwise specified;
 - (ii) attend patients assigned to his/her care by the Active Staff member and shall treat them within the professional Privileges granted by the Board on the recommendation of the Medical Advisory Committee;
 - (iii) undertake such duties in respect of those patients classed as emergency cases as may be specified by the Chief of Staff or delegate; and
 - (iv) undertake other duties as approved by the Board.
- (e) The Locum Tenens Staff appointment is a discrete appointment which does not create entitlements which carry forward in the subsequent annual applications for reappointment to the Medical Staff.

16.06 Temporary Staff

- (a) A temporary appointment of a Medical Staff member to the Medical Staff may be made only for one of the following reasons:
 - (i) to meet a specific singular requirement by providing a consultation and/or operative procedure; or
 - (ii) to meet an urgent need for a medical, dental, midwifery or extended class nursing service.
- (b) Temporary appointment may be granted by the Chief of Staff or his/her designate, or in the absence of the Chief of Staff, the Chief Executive Office or his/her designate. Provided that, at a minimum, the applicant's CPSO Certificate has been verified and it does not contain any information that causes any concerns regarding the applicant's competency, capacity, clinical knowledge or skills.
- (c) Notwithstanding any other provision in this By-Law, the Chief of Staff, in circumstances where an appointment is required to fill an urgent need for medical services, may:
 - (i) grant a temporary appointment to an applicant who is not a member of the Medical Staff provided that such appointment shall not extend beyond the date of the next meeting of the Medical Advisory Committee at which time the action taken shall be reported; and

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- (ii) continue the appointment on the recommendation of the Medical Advisory Committee until the next meeting of the Board.
- (d) The Temporary Staff appointment is a discrete appointment which does not create entitlements which carry forward in the subsequent annual applications for reappointment to the Medical Staff.

16.07 Honorary Staff

- (a) A Physician, Dentist, Midwife and/or Extended Class Nurse may be honoured by the Board with a position on the Honorary Staff of the Hospital because he/she,
 - (i) is a former member of the Medical Staff who has retired from active practice; or
 - (ii) has an outstanding reputation or made an extraordinary accomplishment, although is not necessarily a resident in the community.
- (b) Each member of the Honorary Staff shall be appointed by the Board on the recommendation of the Medical Advisory Committee.
- (c) Membership on the Honorary Staff is restricted to individuals who are or were eligible to be on the Medical Staff.
- (d) Members of the Honorary Staff shall not:
 - (i) have regularly assigned duties or responsibilities;
 - (ii) be eligible to vote at Medical Staff Association, Department or Program meetings or to hold office on the Medical Staff Association;
 - (iii) be bound by the attendance requirements for Medical Staff Association, Department or Program meetings; or
 - (iv) have Admitting Privileges.

ARTICLE 17. MEDICAL STAFF DUTIES

17.01 Individual Duties and Responsibilities

Each member of the Medical Staff has an individual responsibility to the Hospital to:

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

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- (b) give such instruction as is required for the education of other members of the Medical Staff;
- (c) abide by the Rules and Regulations and Hospital policies, this By-Law, and the Legislation;
- (d) for every patient under his/her care, be responsible for the completion of the medical record in accordance with the requirements of the Public Hospitals Act, the Rules and Regulations and Hospital policies;
- (e) ensure a professional standard of care is provided to patients under his/her care that is consistent with the Hospital's resource utilization practices;
- (f) provide care, which is within the member's scope of competence to provide, to Patients in emergency situations, whether the member is privileged to perform the procedure or treatment or not;
- (g) maintain involvement in continuing medical and interdisciplinary professional education;
- (h) recognize the authority of the Chief of Staff, the Chief Executive Officer, the Medical Advisory Committee and the Board;
- (i) comply with the Legislation, and the Hospital's By-Laws, mission, vision, values, Rules and Regulations and Hospital policies;
- (j) participate in continuous quality improvement and patient and workplace safety initiatives, as appropriate;
- (k) prepare and complete records of personal health information in accordance with the Hospital policies as may be established from time to time, the Legislation and accepted industry standards;
- (l) provide the Chief of Staff with three (3) months' notice of the members' intention to resign or restrict the member's Privileges;
- (m) notify the Chief Executive Officer of any change in the Certificate of Registration with the applicable College;
- (n) notify the Board in writing through the Chief Executive Officer of any additional professional degrees or qualifications obtained by the member or of any change in the licence to practice medicine made by the College or change in professional liability insurance;
- (o) Immediately provide a recital and description to the Credentials Committee of:

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- (i) any action taken by a Committee of the College; and/or
- (ii) if his/her privileges have been restricted or cancelled, voluntarily or involuntary, by another hospital or health care facility; or

any other material change to the information the Medical Staff member is required to provide the Hospital as part of the yearly credentialing process;

- (p) when requested by the Chief of Staff or Medical Advisory Committee, consider serving as required on various Hospital and Medical Staff committees;
- (q) provide timely communication with all patients' referring physicians;
- (r) obtain consultations on patients, where appropriate;
- (s) when requested by a fellow Medical Staff member, provide timely consultations;
- (t) notify patients and/or their families or other appropriate individuals about their options with respect to tissue and organ transplantation;
- (u) not undertake any conduct that would be prejudicial to the Hospital's reputation or standing in the community, including making prejudicial or adverse public statements with respect to the Hospital's operations without first making a reasonable effort to communicate any concerns through the proper internal Hospital channels of communication and providing the Hospital with a reasonable opportunity to address those concerns in which case the Medical Staff member will be free to make prejudicial or adverse public statements with respect to the Hospital's operations;
- (v) co-operate with any request that his/her practice be monitored;
- (w) in undertaking clinical research or clinical investigation, abide by the ethical policies of the Hospital;
- (x) pay such Medical Staff Association dues as may be prescribed from time to time by resolution of the Medical Staff Association;
- (y) demonstrate an ability to:
 - (i) communicate, work with and cooperate with all members of the Medical Staff and Hospital staff in a collegial and professional manner; and

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- (ii) communicate and relate appropriately with patients and patients' relatives;
- (z) file a prescribed report with the appropriate College regulated under the Regulated Health Professions Act (Ontario) if :
 - (i) the Medical Staff member has reasonable grounds, obtained in the course of practicing, to believe that another member of the same or different College has sexually abused a patient; or
 - (ii) the Medical Staff member has been found guilty of an offence or if there has been a finding of professional negligence or malpractice against the Medical Staff member; and
- (aa) file a report with the Chief Executive Officer of the Corporation if the Medical Staff member has reasonable grounds to believe that another member of the same or different College is incompetent or incapacitated;
- (bb) comply with any specific conditions attached to the exercise of the member's privileges;
- (cc) perform such other reasonable duties as may be prescribed from time to time by, or under the authority of the Board, the Medical Advisory Committee or the Chief of Staff.

17.02 Monitoring Aberrant Practices

Where any member of the Medical Staff believes that a member of the Medical Staff is attempting to exceed his/her Privileges or is temporarily incapable of providing a service that he/she is about to undertake, the belief shall be communicated immediately to the Chief of Staff and the Chief Executive Officer.

17.03 Viewing Operations Or Procedures

Any surgical or other procedure performed in the Hospital may be viewed without permission by:

- (a) the Chief of Staff, or delegate;
- (b) the Head of Service if the operation or procedure is one that deals with a condition which comes within the scope of the function of that Service; or
- (c) any combination of the foregoing persons.

17.04 Transfer Of Responsibility

- (a) A Medical Staff member who has assumed responsibility for a patient's care shall remain responsible for that patient until the patient's discharge from Hospital or until the care of the patient is transferred to another Medical Staff member.
- (b) Whenever the responsibility for the care of a patient is transferred to another member of the Medical Staff, or to another Department or Program, a written notation thereof shall be made and authenticated on the patient's record and the Medical Staff member to whom responsibility has been transferred shall be notified immediately by direct contact by the transferring professional in accordance with this By-Law or Rules and Regulations. The Medical Staff member must confirm in writing that:
 - (i) he/she has directly informed the patient of the transfer to another Medical Staff member's care;
 - (ii) he/she has directly spoken to the Medical Staff member to whom he/she is transferring the patient's care (the "Accepting Medical Staff Member");
 - (iii) the Accepting Medical Staff Member has directly confirmed to the Medical Staff member that the Accepting Medical Staff Member has accepted the transfer; and
 - (iv) he/she has communicated the patient's vital information to the Accepting Medical Staff Member.
- (c) Pursuant to the Public Hospitals Act, where the Chief of Staff or delegate has cause to take over the care of a patient, the Chief Executive Officer, the most responsible Medical Staff member and if possible the patient, or his/her substitute decision-maker, shall be notified immediately.

17.05 Leave of Absence

- (a) Subject to paragraph (c) below, when a member of the Professional Staff temporarily ceases to practice in the community for a period of two (2) months or less, application for a leave of absence from the Professional Staff may be made for medical or parental leave, education, training or sabbatical or other reasons. Such application, stating the effective dates and reasons, shall be made to the Chief Executive Officer who in turn shall forward the application to the Medical Advisory Committee for consideration at its next regular meeting. The Medical Advisory Committee shall make its recommendation to the Board in respect of the leave that pertains to the

current application term. Any request for a leave of absence that extends beyond the current application term must be requested in the Professional Staff member's reapplication for appointment.

- (b) If such leave of absence is granted, the Professional Staff member may make application for re-appointment to the Professional Staff upon his or her return in accordance with the By-Law and, in such event, the Board may waive the usual requirement that the applicant apply to the Associate Medical Staff, after considering the recommendations of the Medical Advisory Committee.
- (c) Notwithstanding other provisions contained in the By-Law, in the event the leave of absence is for any reason other than medical or a twelve (12) month parental leave, the granting of the leave is condition upon:
 - (i) the Professional Staff member co-ordinating locum to cover his/her clinical responsibilities; and
 - (ii) the Chief of Department confirming in writing to the Chief of Staff that the absence will not negatively impact the Department's ability to meet its on-call responsibilities.
- (d) Upon the Professional Staff member's return from a leave of absence, the Chief of Staff and Professional Staff member shall be required to jointly sign an agreed upon transition plan that will be considered by the Credentials Committee to ensure the member's clinical competencies were not prejudiced during his/her absence.

ARTICLE 18. CHIEF OF STAFF

18.01 Appointment of Chief of Staff

- (a) Each Board shall appoint a member of the Medical Staff to be the Chief of Staff for an agreed upon term of up to three (3) years after giving consideration to the recommendations of a selection committee.
- (b) The Board may, at any time, revoke or suspend the appointment of the Chief of Staff.
- (c) The Chief of Staff's term may be renewed, however the Board will be required to comply with the selection committee process.

18.02 Duties of Chief of Staff

- (a) The Chief of Staff is accountable to the Board for two (2) major responsibilities:

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- (i) The Chief of Staff is responsible for the quality of care and patient and workplace safety by overseeing and facilitating the work of the Medical Advisory Committee in carrying out their collective and individual responsibilities for overseeing the quality of clinical care and patient and workplace safety provided by the Medical Staff to the patients of the Hospital.
 - (ii) The Chief of Staff is responsible for chairing the Medical Advisory Committee. In chairing, it is also the responsibility of the Chief of Staff to report regularly to the Board on the work and recommendations of the Medical Advisory Committee and its component parts and subcommittees, and similarly to the Medical Advisory Committee, and its component parts and subcommittees, on the decisions and actions of the Board as appropriate.
- (b) In addition, the Chief of Staff shall:
- (i) be a member of the Board and such committees of the Board as provided in the By-Laws, and such other committees as determined by the Board from time to time;
 - (ii) be an ex-officio member of all committees established by the Medical Advisory Committee and as such may attend at his/her discretion;
 - (iii) organize the Medical Staff to ensure that the quality of the medical, dental, midwifery, and extended class nursing care given to all patients of the Hospital is in accordance with Policies established by the Board;
 - (iv) chair the Medical Advisory Committee and ensure accurate minutes are kept and appropriately circulated;
 - (v) advise the Medical Advisory Committee and the Board with respect to the quality of medical and dental diagnosis, care and treatment provided to the patients of the Hospital, and the quality of midwifery assessment, care, and treatment provided to the patients of the Hospital, and the quality of extended class nursing care provided to the patients of the Hospital as well as the behaviours and utilization practices of members of the Medical Staff;
 - (vi) assign, or delegate the assignment of, a member of the Medical Staff to supervise the clinical practice of any other member of the Medical Staff, as appropriate, for any period of time and, where applicable, to report the discussion to the Chief of the appropriate Department and Chief of Staff;

- (vii) assign, or delegate the assignment of, a member of the Medical Staff, as appropriate, to discuss in detail with any other member of the Medical Staff, as appropriate, any matter which is of concern to the Chief of Staff;
- (viii) in consultation with the Chair of the Board and the Chief Executive Officer, designate an alternate to act during an absence;
- (ix) supervise the professional care provided by all members of the Medical Staff;
- (x) be responsible to the Board, through and with the Chief Executive Officer, for the appropriate utilization of resources by all Medical Staff;
- (xi) report to the Medical Advisory Committee on activities of the Hospital, including the utilization of resources and quality assurance;
- (xii) participate in the development of the Hospital's mission, objectives, and strategic plan;
- (xiii) investigate matters of patient care, patient and workplace safety or conflicts with Hospital employees and Medical Staff members. Similarly, the duties include implementing procedures to monitor and ensure Medical Staff compliance with the Legislation, the Hospital's By-Laws, Rules and Regulations, Policies, ethical guidelines and practice of the staff;
- (xiv) participate in Hospital resource allocation decisions;
- (xv) ensure there is a process for the participation by all Medical Staff members in continuing Medical Staff education;
- (xvi) conduct performance evaluations of all members of the Medical Staff. Ensure that the evaluations and recommendations are forwarded to the Medical Advisory Committee through the Credentials Committee. Notify the Credentials Committee of the completion of the evaluations and the completion of the recommendations;
- (xvii) ensure a process for the regular review of the performance of Department Chiefs and Program Heads;
- (xviii) advise the Medical Staff on current Hospital Policies, objectives and Rules and Regulations;

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- (xix) address concerns that arise about the quality of care or behaviours of a specific member and ensure adequate supervision;
- (xx) advise the Chief Executive Officer whenever a Medical Staff member is alleged to have engaged in, made or exhibited acts, statements, demeanour, behaviours or professional conduct, either within or outside of the healthcare facilities, and the same:
 - (A) exposes, or is reasonably likely to expose patients, employees or other persons in the Hospital to harm or injury; or
 - (B) is, or is reasonably likely to be, detrimental to patient safety or to the delivery of quality patient care within the Hospital; or
 - (C) is, or is reasonably likely to be, detrimental to the Hospital's operations; or
 - (D) is, or is reasonably likely to constitute Disruptive Behaviour; or
 - (E) results in the imposition of sanctions by the College; or
 - (F) is contrary to the By-Laws, Rules and Regulations, the Public Hospitals Act, or any other relevant law of Canada or Ontario; and
- (xxi) perform such additional duties as are set out in the Chief of Staff job description and in his/her employment agreement.

ARTICLE 19. MEDICAL STAFF ASSOCIATION

19.01 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. The meeting of the Medical Advisory Committee may be deemed to be a meeting of the Medical Staff Association by the President of the Medical Staff, or, where there is no President of the Medical Staff, by the Chief of Staff.

19.02 Notice of Annual Meetings

A written notice of each Annual Meeting shall be distributed at least ten (10) days before the meeting.

19.03 Notice of Regular Meetings

A written notice of each regular meeting shall be distributed at least five days before the meeting.

19.04 Special Meetings

- (a) In case of emergency, the President of the Medical Staff may call a Special Meeting.
- (b) Special Meetings shall be called by the President of the Medical Staff on the written request of any member of the Active Staff.
- (c) 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.
- (d) The usual period of time required for giving notice of any Special Meeting shall be waived in cases of emergency, subject to ratification of this action by the majority of those members present and voting at the Special Meeting, as the first item of business at the meeting.

19.05 Quorum

A majority of the Medical Staff members entitled to vote shall constitute a quorum at any Annual, General or Special Meeting of the Medical Staff Association.

19.06 Order of Business

The order of business at any meeting of the Medical Staff Association shall be as set out in the Rules and Regulations or Policies of the Medical Staff.

19.07 Attendance at Regular Staff Meetings

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

ARTICLE 20. MEDICAL STAFF ELECTED OFFICERS**20.01 Eligibility for Office**

Only members of the Active Medical Staff may be elected or appointed to any position or office. Such elections or appointments shall be for a one-year term with a maximum of three consecutive terms for any given position or office.

20.02 Election Procedure

- (a) The members of the Medical Staff shall determine amongst themselves the election procedure.
- (b) In the event that there is only one (1) member of the Medical Staff, the member shall be deemed to be elected as the President of the Medical Staff Association.

20.03 Duties of the President of the Medical Staff Association

The President of the Medical Staff Association shall:

- (a) be a member of the Board representing the interest of the Medical Staff but at the same time fulfilling his/her fiduciary duties to the Hospital by making decisions in the best interest of the Hospital;
- (b) be a member of the Medical Advisory Committee;
- (c) report to the Medical Advisory Committee and the Board on any issues raised by the Medical Staff;
- (d) be accountable to the Medical Staff and advocate fair process in the treatment of individual members of the Medical Staff;
- (e) preside at all meetings of the Medical Staff Association;
- (f) call special meetings of the Medical Staff Association;
- (g) attend to the correspondence of the Medical Staff Association;
- (h) give notice of Medical Staff Association meeting by posting a written notice thereof;
- (i) ensure that minutes are kept of all Medical Staff Association meetings; and
- (j) be a member of such other committees as may be deemed appropriate by the Board.

20.04 Where Position of President of Medical Staff Association Vacant

Where the office of the President of Medical Staff Association has not been filled or becomes vacant, the Chief of Staff shall fulfill the duties of the President of the Medical Staff Association.

ARTICLE 21. MEDICAL ADVISORY COMMITTEE**21.01 Membership of the Medical Advisory Committee**

- (a) The Medical Advisory Committee shall consist of the following voting members:
- (i) the Chief of Staff, who shall be chair;
 - (ii) the President of the Medical Staff;
 - (iii) the Vice-President of the Medical Staff;
 - (iv) the Secretary-Treasurer of the Medical Staff; and
 - (v) Department Chiefs.
- (b) The following shall be ex-officio, non-voting members of the Medical Advisory Committee:
- (i) the Board Chair or delegate;
 - (ii) the Chief Executive Officer, or delegate; and
 - (iii) the Chief Nursing Executive.
- (c) The Medical Advisory Committee may appoint liaison physicians to provide advice to the Medical Advisory Committee as may be further set out in the Rules and Regulations.

21.02 Accountability of Medical Advisory Committee

The Medical Advisory Committee is accountable to the Board, in accordance with the Public Hospitals Act.

21.03 Medical Advisory Committee Duties and Responsibilities

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

- (a) make recommendations to the Board concerning the following Medical Staff matters:
- (i) every application for appointment or reappointment to the Medical Staff;
 - (ii) the privileges to be granted to each member of the Medical Staff;

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- (iii) By-Laws respecting any Medical Staff;
 - (iv) the dismissal, suspension or restrictions of privileges of any member of the Medical Staff;
 - (v) the quality of medical care, treatment and diagnosis provided in the Hospital by the Medical Staff and employed extended class nurses; and
 - (vi) the clinical and general rules regarding the Medical Staff.
- (b) supervise the practice of the Medical Staff and employed extended class nurses;
 - (c) appoint the Medical Staff members to all committees of the Medical Advisory Committee;
 - (d) receive reports of the committees of the Medical Advisory Committee;
 - (e) advise the Board on any matters referred to the Medical Advisory Committee by the Board;
 - (f) develop, maintain and recommend to the Board a Clinical Human Resources Plan that takes into account the services provided by all Medical Staff members;
 - (g) facilitate the development and maintenance of Rules and Regulations, Policies, ethical guidelines and procedures of the Medical Staff;
 - (h) where the Medical Advisory Committee identifies systemic or recurring quality of care issues in making its recommendations to the board under clause 21.03(a)(v), the Medical Advisory Committee shall make recommendations about those issues to the Quality Committee of the Board;
 - (i) make recommendations to the Chief Executive Officer in respect of the Corporation's emergency preparedness plans; and
 - (j) hold meetings at least six (6) times per year and keep minutes of such meetings.

ARTICLE 22. MEDICAL STAFF COMMITTEES ESTABLISHED BY THE BOARD

22.01 Establishment

- (a) The Medical Advisory Committee may, at its discretion, appoint the following Medical Staff Committees:

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- (i) Credentials Committee;
 - (ii) Medical Quality Assurance and Records Committee;
 - (iii) Infection Control Services Committee;
 - (iv) Utilization Review Committee;
 - (v) Pharmacy and Therapeutics Committee; and
 - (vi) other committees as may be required.
- (b) Where the Medical Advisory Committee assumes direct responsibility for the terms of reference of a committee, the Secretary of the Medical Advisory Committee shall ensure that the decision is recorded in the minutes of the Medical Advisory Committee.
- (c) The Medical Advisory Committee may combine the terms of reference of any two or more committees of the Medical Advisory Committee.
- (d) For greater certainty, a committee can be comprised of one or more people.
- (e) The committees shall meet at least quarterly.

22.02 Terms of Reference

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

22.03 Appointment to Medical Staff Committees

Pursuant to the Hospital Management Regulation, the Medical Advisory Committee shall appoint the medical members of all Medical Staff Committees provided for in this By-Law of the Hospital. The Medical Advisory Committee will appoint one of its voting members or a liaison Physician to be the chair. Other members of Medical Staff Committees shall be appointed by the Chief Executive Officer and Chief of Staff.

22.04 Medical Staff Committees

In addition to the specific duties of each Medical Staff Committee as set out in the By-Laws, all Medical Staff Committees shall:

- (a) meet as directed by the Medical Advisory Committee;
- (b) present a written report, including any recommendation of each meeting, to the next meeting of the Medical Advisory Committee;
- (c) present a written report at each annual meeting of the Medical Staff; and
- (d) perform any other duties prescribed by the Medical Advisory Committee.

22.05 Duties of the Medical Staff Committee Chairs

- (a) A Medical Staff Committee chair:
 - (i) shall chair the Medical Staff Committee meetings;
 - (ii) shall call meetings of the Medical Staff Committee;
 - (iii) shall be the liaison between the committee and the Medical Advisory Committee; and
 - (iv) may request meetings with the Medical Advisory Committee.
- (b) Where the chair is not a Physician, a Physician on the committee shall report to the Medical Advisory Committee.

22.06 Duties of the Credentials Committee

- (a) The Medical Advisory Committee may serve as the Credentials Committee and perform the functions prescribed below and appoint a member to maintain the continuous operation of the committee, and who may act as chair of the Medical Advisory Committee while these functions are being performed and discussed.
- (b) The Credentials Committee shall:
 - (i) be chaired by a member of the Active Medical Staff;
 - (ii) ensure that a record of the qualifications and professional career of every member of the Medical Staff is maintained;

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- (iii) establish the authenticity of and investigate the qualifications of each applicant for appointment and re-appointment to the Medical Staff and each applicant for a change in privileges;
- (iv) ensure that:
 - (A) each applicant for appointment to the Medical Staff meets the requirements as set out in section 13.05;
 - (B) each applicant for re-appointment to the Medical Staff meets the requirements as set out at section 13.09;
 - (C) each applicant for appointment and re-appointment to the Medical Staff meets the requirements as set out at section 13.06; and
 - (D) each applicant for a change in privileges continues to meet the requirements for re-appointment set out at section 13.09;
- (v) review the Chief of Staff's or Department Chief's report which reviews the applicant's performance for the past year;
- (vi) consider reports of the interviews with the applicant;
- (vii) consult with the Chief of Staff;
- (viii) receive notification from the Chief of Staff when the performance evaluations and the recommendations for re-appointments have been completed; and
- (ix) submit a written report to the Medical Advisory Committee at or before its next regular meeting. The report shall include the kind and extent of privileges requested by the applicant and, if necessary, a request that the application be deferred for further investigation.

22.07 Medical Quality Assurance and Records Committee

- (a) The Medical Advisory Committee may serve as the Medical Quality Assurance and Records Committee and perform the functions prescribed below and appoint a member to maintain the continuous operation of the committee, and who may act as chair of the Medical Advisory Committee while these functions are being performed and discussed.
- (b) The Medical Quality Assurance and Records Committee shall recommend procedures to the Medical Advisory Committee to ensure that the provisions of the Hospital Management Regulation, this By-Law and the Rules of the Hospital are observed, including:

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- (i) mechanisms to:
 - (A) monitor trends and activities;
 - (B) identify potential problem areas; and
 - (C) develop action plans and provide follow-up;
- (ii) review, evaluation and recommendations on the following matters affecting the Medical Staff;
 - (A) privileges;
 - (B) medical manpower planning and impact analysis;
 - (C) Service activities;
 - (D) process for handling complaints; and
 - (E) Hospital By-Laws, Rules and Regulations, and Policies;
- (iii) Procedures to assure that an ongoing peer review process is established for assessment of the quality of patient care as follows:
 - (A) study, record, analyze and consider the agreement or disagreement between the preoperative diagnosis shown on the Hospital records, and the pathology reports on tissues removed from patients in the Hospital or post mortem reports;
 - (B) review or cause to be reviewed regularly medical records;
 - (C) report in writing to each regular meeting of the Medical Advisory Committee;
 - (D) assure a review of all Hospital deaths to assess the quality of care that has been provided; and
 - (E) identify the continuing medical educational needs of the Medical Staff and assure that actions are taken on the recommendations of the Committee;
 - (F) assure that Medical Staff audits are taken as necessary;
- (iv) the development of rules to govern the completion of medical records;
- (v) a review of medical records for completeness and quality of recording;

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- (vi) a report in writing to each regular meeting of the Medical Advisory Committee with respect to:
 - (A) the review of the medical records and the results thereof, and
 - (B) the names of members of the Medical, Dental, Midwifery and Extended Class Nursing Staff who are delinquent with respect to the rules governing medical records;
 - (vii) a review and revision of forms as they pertain to Medical Staff record keeping; and
 - (viii) the retention of medical records and notes, charts and other material relating to patient care.
- (c) The Committee shall perform any other duties pertaining to medical quality assurance and medical record keeping as may be requested by the Medical Advisory Committee.

22.08 Infection Control Services Committee

- (a) The Medical Advisory Committee may serve as the Infection Control Services Committee and perform the functions prescribed below and appoint a member to maintain the continuous operation of the committee, and who may act as chair of the Medical Advisory Committee while these functions are being performed and discussed.
- (b) The Infection Control Services Committee shall:
 - (i) make recommendations to the Medical Advisory Committee on infection control matters related to:
 - (A) the Occupational Health and Safety Program;
 - (B) immunization programs;
 - (C) visitor restrictions or instructions both in general terms and in special circumstances;
 - (D) patient restrictions or instructions;
 - (E) educational programs for all persons carrying on activities in the Hospital;
 - (F) isolation procedures;
 - (G) aseptic and antiseptic techniques; and

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- (H) environmental sanitation in the Hospital;
- (ii) make recommendations to the Chief Executive Officer with respect to infection control matters related to the Occupational Health and Safety Program;
- (iii) make recommendations to the Chief Executive Officer with respect to infection control matters related to the Health Surveillance Program;
- (iv) follow-up and evaluate the results of each of its recommendations made under clauses 22.08(b)(i), (ii) and (iii) above;
- (v) develop, monitor and evaluate an infection control system which includes a reporting system by which all infections, including post discharge infections will come to the Committee's attention;
- (vi) review reports from all departments and services in the Hospital; and
- (vii) perform such other duties as may from time to time be requested by the Medical Advisory Committee.

22.09 Utilization Review Committee

- (a) The Medical Advisory Committee may serve as the Utilization Review Committee and perform the functions prescribed below and appoint a member to maintain the continuous operation of the committee, and who may act as chair of the Medical Advisory Committee while these functions are being performed and discussed.
- (b) The Utilization Review Committee shall:
 - (i) review utilization patterns in the Hospital and identify where improvements in utilization patterns could be achieved;
 - (ii) monitor overall trends in admissions, length of stay and day program volumes and provide appropriate information to the Chief of Staff;
 - (iii) if applicable, review the reports from each department's utilization review;
 - (iv) ensure that members of the Medical Staff are educated about utilization review issues and about their responsibility for reporting regularly to their departments on utilization trends;
 - (v) report findings and make recommendations to the Medical Advisory Committee and Hospital management on a regular basis at least quarterly;

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- (vi) monitor response to those Committee recommendations which are approved by the Medical Advisory Committee and Hospital management and report back on progress achieved;
- (vii) report annually to the Medical Staff on the Committee's activities;
- (viii) comment on the resource implications of proposed additions to the Medical Staff; and
- (ix) perform such other duties as may be requested from time to time by the Medical Advisory Committee.

22.10 Pharmacy and Therapeutics Committee

- (a) The Medical Advisory Committee may serve as the Pharmacy and Therapeutics Committee and perform the functions prescribed below and appoint a member to maintain the continuous operation of the committee, and who may act as chair of the Medical Advisory Committee while these functions are being performed and discussed.
- (b) The Pharmacy and Therapeutics Committee shall serve in an advisory capacity to the Medical Staff by assessing regularly the appropriateness and adequacy of medication-related Policies and make policy recommendations to the Medical Advisory Committee regarding drug utilization to ensure safe, effective, and economical use of drugs.
- (c) The Pharmacy and Therapeutics Committee shall:
 - (i) develop, review, and approve medication related Policies;
 - (ii) act in an advisory capacity to ensure a safe and effective drug distribution system;
 - (iii) review and make recommendations concerning medication incidents;
 - (iv) evaluate drugs for addition to the Hospital Formulary;
 - (v) review drugs for deletion from the Hospital Formulary;
 - (vi) review use of non-formulary drugs and periodically assess the effectiveness of and adherence to the Hospital Formulary;
 - (vii) review standing orders annually, or more often if deemed necessary;
 - (viii) review preprinted orders and treatment protocols involving drugs;

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- (ix) authorize, review, and make recommendations on drug use evaluation studies;
 - (x) develop and implement target drug programs;
 - (xi) develop and review drug cost containment programs;
 - (xii) develop protocols governing programs such as total parenteral nutrition, investigational drugs, self-medication, or ensure that such protocols have been developed after appropriate committee review;
 - (xiii) promote drug education to medical, nursing, and other health care workers; and
 - (xiv) review, select and evaluate the use of enteral feedings.
- (d) The Pharmacy and Therapeutic Committee shall periodically analyse a summary of medication errors and their causative factors and make appropriate recommendation regarding prevention to the Medical Staff, and/or pharmacy staff.
 - (e) Develop an adverse drug reaction reporting program, review all these reports, and ensure that a summary is circulated to the Medical Staff, and nursing staff when the need arises.
 - (f) Identify and/or arrange appropriate education programs for the Medical Staff and Hospital staff to enhance their knowledge of drug therapy and practices.
 - (g) Perform such other duties as may be requested by the Medical Advisory Committee from time to time.

ARTICLE 23. MEDICAL STAFF DEPARTMENTS

23.01 Departments

- (a) The Board, after considering the advice of the Medical Advisory Committee (and any others with which it wishes to consult, including one or more members of the Medical Staff), at any time may establish Departments, Divisions, Services and/or Programs or disband existing Departments, Divisions, Services and/or Programs.
- (b) The current Departments include:
 - (i) Anesthesia;
 - (ii) Emergency Medicine;
 - (iii) Family Medicine;
 - (iv) Radiology; and

- (v) Surgery.

23.02 Department Meetings

Department meetings shall be held in accordance with the Rules.

23.03 Chief Of Department

- (a)
 - (i) The Board shall appoint a Physician as Chief of Department ("Department Chief").
 - (ii) Subject to clause (iii) below, possible candidates may include Physicians who do not currently have privileges at the Corporation, but such candidates must be eligible to become an active staff member and must accept an active staff appointment as a condition of his or her office.
 - (iii) The Chief of Family Medicine must be appointed from amongst the existing Active Staff members.
- (b) The Chief of Staff shall appoint a Search Committee to seek possible candidates of the Chief of the Department.
- (c) Subject to annual confirmation by the Board, the appointment of a Chief of the Department shall be for a term of three (3) years or such lesser term as the Board may determine.
- (d) The Board may at any time revoke or suspend the appointment of the Chief of Department.
- (e) The selection committee will be chaired by the Chief of Staff or delegate and include:
 - (i) at least one (1) Physician from the Department for which the chief is being sought;
 - (ii) the Chief Executive Officer or delegate;
 - (iii) a representative of the Board, appointed by the Board Chair; and
 - (iv) a non-physician professional who will work closely with the Department Chief.

23.04 Duties Of Chief Of Department

The Chief of Department shall:

- (a) be accountable to the Chief of Staff and to the Board through the Chief of Staff;
- (b) be a member of the Medical Advisory Committee;

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- (c) through and with the Chief of Staff supervise the care provided by all Medical Staff members in his or her Department;
- (d) participate in the orientation of new members of the Medical Staff appointed to the Department;
- (e) advise the Medical Advisory Committee through and with the Chief of Staff with respect to the quality of diagnosis, care and treatment provided to the patients of the Department;
- (f) advise the Chief of Staff and the Chief Executive Officer of any patient who is not receiving appropriate treatment and care;
- (g) make recommendations to the Medical Advisory Committee regarding the clinical human resource needs of the Department in accordance with the Corporation's strategic plan;
- (h) review or cause to be reviewed the privileges granted to members of the Department for the purpose of making recommendations for changes in the kind and degree of such privileges;
- (i) review and make written recommendations regarding the performance evaluations of members of the Department annually and concerning reappointments and these recommendations shall be forwarded to the Medical Advisory Committee;
- (j) ensure that there is, and oversee, a process for continuing medical education related to the Department; and
- (k) notify the Chief of Staff, if appropriate, and the Chief Executive Officer of his or her absence, and designate an alternate from within the Department.

ARTICLE 24. ADOPTION AND AMENDMENT OF BY-LAWS

24.01 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/her address as shown on the records of the Corporation by ordinary mail or electronic communication (including facsimile and e-mail) not less than ten (10) days before the meeting.
 - (ii) Where the notice of intention required by clause (i) above 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.

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- (c) Subject to paragraphs (d) and (e) 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 is passed, or
 - (ii) from such future time as may be specified in the motion.
- (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 general meeting shall refer to the By-Laws or amendment to be presented.
 - (ii) The Members at the annual meeting or at a special general meeting may confirm the By-Laws as presented or reject or amend them, and if rejected they thereupon cease to have effect and if amended, they take effect as amended.
 - (iii) The Members rights under clause (ii) above are restricted to the changes proposed in the notice referred to in clause (b)(i) above. No amendment is in order that increases the amendment or introduces new changes.
 - (iv) The Members may not initiate a requisition or motion to amend, enact or repeal a By-Law.
- (e) Any amendment to the portion of the By-Laws relating to the borrowing powers of the Corporation or the number of Directors is not effective until it has been confirmed by at least two-thirds (2/3) of the votes cast at a general meeting of Members duly called for considering it.
- (f) In any case of rejection, amendment, or refusal to approve the By-Laws or part of the By-Laws in force and effect in accordance with any part of this section, no act done or right acquired under any such By-Laws is prejudicially affected by any such rejection, amendment or refusal to approve.

24.02 Amendments To Articles 13-23

Prior to submitting any amendments to Articles 13 to 23 or section 24.02 of this By-Law to the approval process established in this By-Law, the following procedures shall be followed:

- (a) a notice shall be sent to all members of the Medical Staff advising them of the proposed amendment(s) to the Medical Staff By-Laws sixty (60) days in advance of the matter being considered by the Boards;
- (b) a copy of the Medical Staff By-Laws or amendments thereto shall be posted in the Medical Staff rooms and shall be made available on request;
- (c) the Medical Staff shall be afforded an opportunity to comment on the proposed Medical Staff By-Laws or amendment(s) thereto; and

- (d) the Medical Advisory Committee shall make recommendations to the Boards, concerning the proposed Medical Staff By-Laws or amendment(s) thereto after it has considered the Medical Staff comments, if any, pursuant to paragraph (c) above.

ENACTED as By-Law by the Board.

WITNESS the seal of the Corporation.

Chair Secretary

CONFIRMED by the Members.

Chair

Secretary

**HALDIMAND WAR MEMORIAL HOSPITAL
EDGEWATER GARDENS LONG-TERM CARE CENTRE**

BOARD CHARTER

~ ~ Supervising the Management of the Business and Affairs of Haldimand War Memorial Hospital and Edgewater Gardens Long-term Care Centre~ ~

1. Composition

- (a) The composition of the Board shall be set out in the Corporation's By-laws from time to time. Each director shall possess the qualities set out in the Nominating Committee's terms of reference for the nomination of directors.
- (b) The terms of reference for Board Committees shall exist for every committee. The Committee terms of reference are reviewed on a regular basis and are updated and amended as often as needed to respond to the evolving best practices, regulatory, health care and fundraising environments and trends in which the Corporations operate.

2. Board Duties and Responsibilities

The Board has the following specific duties and responsibilities, which may be delegated to Committees of the Board, in whole or in part, with ongoing reporting by the Committees to the Board:

- (a) "Tone at the Top"

The Board is responsible for setting the tone for a culture of integrity and compliance throughout the Corporation and, in that regard, expects the highest level of personal and professional integrity from the Chief Executive Officer and other executive officers of the Corporation. The Board is responsible for overseeing the establishment of such a culture through appropriate mechanisms, including assessing the Chief Executive Officer and other executive officers of the Corporation against this expectation; and overseeing policies in respect of ethical personal and business conduct.

- (b) Strategic Planning

The Board is responsible for:

- (i) formulating the mission, vision, strategic plan and organizational philosophy of the Corporation;
- (ii) contributing to the development of and approving the:

- (A) strategic plan; and
 - (B) performance Metrics; and
 - (iii) ensuring that key corporate priorities are formulated that help the Corporation accomplish its mission and actualize its vision in accordance with the strategic plan. The corporate priorities shall be reflective of the Board's primary accountability to the Ministry of Health and Long-Term Care ("MOHLTC") and the Local Health Integration Network ("LHIN") through the Hospital Service Accountability Agreement ("HSAA") entered into with the LHIN in the case of Haldimand War Memorial Hospital and the Long-Term Care Home Service Accountability Agreement ("LSAA") entered into with the LHIN in the case of Edgewater Gardens Long-Term Care Centre.
- (c) Corporate Performance
- (i) The Board is responsible for ensuring that there are systems in place to:
 - (A) identify principal risks to the Corporation including financial, quality and patient/workplace safety;
 - (B) implement systems to monitor, mitigate, decrease and respond to the principal risks, including without limitation implementing systems;
 - (C) oversee the implementation of internal control and management information systems which will allow the Board and management to oversee the Corporation's achievement of the Performance Metrics;
 - (D) ensure processes are in place to monitor and continuously improve upon the Performance Metrics; and
 - (E) review regularly the functioning of the Corporation in relation to the objects of the Corporation as stated in the Letters Patent, the By-Law, Legislation, the HSAA and the LSAA.
- (d) Chief Executive Officer and Chief of Staff
- (i) The Board is responsible for providing excellent leadership and management through the Chief Executive Officer and Chief of Staff positions;
 - (ii) The Board shall:

- (A) select the Chief Executive Officer. In doing so, the Board shall satisfy itself as to the integrity of the Chief Executive Officer;
 - (B) delegate responsibility for the management of the Corporation to the Chief Executive Officer and require accountability to the Board;
 - (C) establish a Board policy for the performance evaluation and compensation of the Chief Executive Officer. The policy shall ensure that:
 - (1) the Chief Executive Officer's performance evaluation and compensation are aligned with the Corporation meeting its Performance Indicator targets and Balanced Scorecard Indicators targets;
 - (2) all Board members are provided an opportunity to provide input into the process; and
 - (3) the Board shall be required to approve any changes to the Chief Executive Officer's employment agreement or compensation;
 - (D) select the Chief of Staff. In doing so, the Board shall satisfy itself as to the integrity of the Chief of Staff;
 - (E) delegate responsibility and authority to the Chief of Staff and require accountability to the Board;
 - (F) establish a Board Policy for the performance evaluation and compensation of the Chief of Staff. The policy shall ensure that the Chief of Staff's performance evaluation and compensation are aligned with the Corporation meeting its Performance Indicator targets and Balanced Scorecard Indicator targets.
- (e) Ensure Succession Planning
- (i) The Board shall:
 - (A) provide for Chief Executive Officer succession and define the process and composition of a selection committee;
 - (B) provide for Chief of Staff succession and define the process and composition of a selection committee; and
 - (C) ensure that the Chief Executive Officer and Chief of Staff establish an appropriate succession plan for both executive

management, Professional Staff leadership and allied health workers;

(f) Ensure Oversight of Professional Staff

(i) The Board shall:

(A) credential Professional Staff:

(1) Make the final appointment, reappointment and Privilege decisions; and

(2) Ensure the effectiveness and fairness of the credentialing process;

(B) ensure quality goals and performance indicators are developed for approval by the Board (using best practices and benchmarks) and monitor indicators of clinical outcomes, quality of service, patient safety and achievement of desired outcomes including without limitation the Patient Safety Indicators;

(C) provide oversight of the Professional Staff through and with the Medical Advisory Committee and Chief of Staff;

(g) Build Relationships

The Board shall build and maintain good relationships with the Corporation's key stakeholders including, without limitation, MOHLTC, LHIN, political leaders, patients, employees, families, other health service providers and other key stakeholders, donors and the foundation.

(h) Ensure Financial Viability

(i) The Board shall:

(A) establish key financial objectives that support the Corporation's financial needs (including capital allocations and expenditures);

(B) ensure that optimal utilization of resources is a key focus and that the organization operates within its resource envelope;

(C) Ensure that the organization undertakes the necessary financial planning activities so that resources are allocated effectively and within the parameters of the financial performance indicators;

(i) Ensure Board Effectiveness

- (i) The Board shall:
 - (A) monitor Board members adherence to corporate governance principles and guidelines;
 - (B) measure the Board's own effectiveness and efficiency, including monitoring the effectiveness of individual Directors and Board officers and employing a process for Board renewal that embraces evaluation and continuous improvement; and
 - (C) ensure ethical behaviour and compliance with laws and regulations, audit and accounting principles, accreditation requirements and the By-Law;
- (j) Ensure Effective Communication and Community Relationships
 - (i) The Board shall:
 - (A) hold bi-annual meetings with the community to discuss the Corporation's performance and issues of interest to the community. The Board shall coordinate the meetings with the community through the Community Relations Committee;
 - (B) promote effective collaboration and engagement between the Corporation and its community, particularly as it relates to organizational planning, mission and vision;
 - (C) establish a web site that shall be used to post financial, quality and patient/workplace performance indicators, including without limitation, the Balance Scorecard Indicators, the Performance Indicators, wait times indicators, the Patient Safety Indicators, and Board minutes so as to promote Board accountability and transparency. The information on the web site shall be updated monthly;
- (k) Fund Raising

The Board supports the Corporation's foundation in fund raising initiatives including donor cultivation activities.
- (l) Establish Programs Required under the *Public Hospitals Act* or *Nursing Homes Act*
 - (i) The Board shall:
 - (A) ensure that an occupational health and safety program and a health surveillance program are established and require accountability on a regular basis; and

- (B) ensure that Policies are in place to encourage and facilitate organ procurement and donation.

(m) Risk Management

The Board is responsible for ensuring that the appropriate policies and procedures are in place to protect the assets of the Corporation and assure its viable future. The Board is also responsible for identifying the principal risks of all aspects of the Corporation's business and ensuring the implementation of appropriate systems to manage these risks.

(n) Internal Controls and Management Information Systems

(i) The Board is responsible for overseeing and monitoring the integrity of the Corporation's internal controls, management information systems and audit procedures, and overseeing the appropriate operation of the Corporation including compliance with all applicable regulatory requirements through financial and other management information systems, and appropriate inspection, compliance and control systems.

(ii) The Board must satisfy itself that the financial reporting and financial control systems are operating, and is responsible for approving the quality and sufficiency of information provided to the directors.

(o) Communications Policy

The Board is responsible for establishing a communications policy for the Corporation and overseeing the maintenance of effective stakeholder (i.e., Ministry of Health and Long-Term Care, Local Health Integration Networks, other health service providers, members, clients, patients, employees, and local, federal, provincial and city politicians) relations through the Corporation's communications policy and programs.

(p) Director Recruitment, Orientation and Evaluation

The Board is responsible for ensuring there is an appropriate, objective and formal process for the recruitment of directors, and the evaluation of the Board, the Board Chair, its Committees, Committee Chairs and individual directors.

3. **Responsibilities of Individual Directors**

(a) In contributing to the achievement of the responsibilities of the Board as a whole, each Director shall:

(i) adhere to the principles of governance set out in section 5 and the Corporation's mission, vision, strategic plan and organizational philosophy;

- (ii) act honestly and in good faith and make decisions that are in the best interests of the Corporation having regard to all relevant considerations, including but not confined to, considering the impact of the Board's decisions on affected stakeholders including the patients and communities served, the LHIN, and the Government of Ontario. In instances where the interests of the stakeholders conflict with each other or with the Corporation, the Directors must act in the best interests of the Corporation commensurate with the Corporation's duties as a responsible, well-intentioned public hospital or long-term care facility. The Legislation, the HSAA or LSAA, and the Corporation's objects, mission, vision, values and strategic plan shall be used to guide the Directors' decision as to whether a decision is in the best interests of the Corporation;
- (iii) work positively, co-operatively and respectfully as a member of the team with other Directors and with the Corporation's management and staff;
- (iv) respect and abide by Board decisions;
- (v) serve on at least one (1) standing committee;
- (vi) regularly attend Board and committee meetings;
- (vii) complete the necessary background preparation in order to participate effectively in meetings of the Board and its committees;
- (viii) keep informed about:
 - (A) matters relating to the Corporation;
 - (B) the health needs of the community served;
 - (C) other health care services provided in the region; and
 - (D) health preservation programs;
- (ix) participate in initial orientation as a new Director and in ongoing Board education;
- (x) participate in an annual self and peer evaluation of the Board and individual members;
- (xi) advise the Chair of any circumstances which result in the Director no longer meeting the qualifications set out in the By-Law;
- (xii) comply with the Legislation, mission, vision, strategic plan, organizational philosophy, By-Law and Policies of the Corporation,

including without limitation, the confidentiality, Conflict of Interest and Standards of Care provisions contained in the By-Law; and

(xiii) represent the Board, when requested.

4. **Principles of Governance**

- (a) The Board is responsible for the governance and management of the Corporation.
- (b) The Board shall ensure that the Corporation provides outstanding care with compassion.
- (c) The Board shall ensure that the Corporation provides the best possible health care within the resources that are made available to it.
- (d) The Board serves the community in carrying out its responsibilities.
- (e) The Board shall work with the LHIN to seek resources to meet the needs of the community served and shall ensure that the Corporation operates within its resources and monitors their efficient and effective use.
- (f) The Board and its individual members shall be sensitive to the needs of the communities served and will be sensitive to the diversity of the communities served in its decision making.
- (g) The Board shall establish a culture of open debate and forthright examination of all issues, and, when considering conflicting issues, shall act at all times in the best interests of the Corporation, while having regard for the needs of the community served. All ex-officio members shall also act at all times in the best interests of the Corporation, even when this may be in conflict with the interests of the parties they represent.
- (h) The Board shall provide strategic leadership to the Corporation in realizing its mandate, vision and core values, focusing its energy on matters of policy rather than day-to-day operations, and maintaining at all times a clear distinction between Board and staff roles.
- (i) The Board shall carry on its duties in accordance with the Corporation's Letters Patent, supplementary letters patent, By-Law and all applicable Legislation.
 - (i) The Board is accountable to:
 - (A) its patients, residents and communities served for:
 - (1) the quality of the care and safety of patients and residents;

- (2) operating in a fiscally sustainable manner within its resource envelope and utilizing its resources efficiently and effectively to fulfil the Corporation's mission in patient care, education and research;
 - (3) engaging the communities served when developing plans and setting priorities for the delivery of health care;
 - (4) the appropriate use of community/donor contributions to the Corporation;
- (B) the LHIN for:
- (1) building relationships and collaborating with the LHIN, other health service providers, and the community to identify opportunities to integrate the services of the local health system for the purpose of providing appropriate, coordinated, effective and efficient services;
 - (2) ensuring that the Corporation operates in a manner that is consistent with provincial plans, the LHIN's integrated health service plan and its HSAA/LSAA with the LHIN;
 - (3) achieving the Performance Indicators in the HSAA/LSAA and measuring the Corporation's performance against accepted standards and best practices in comparable organizations;
 - (4) providing an evidence-based business plan in support of requests for resources to meet the Corporation's mission;
 - (5) informing the LHIN, and where appropriate the communities served of any gaps between needs of the communities served and scope of services provided within the LHIN allocation;
 - (6) apprising the LHIN and the communities served of Board policies and decisions which are required to operate within its HSAA/LSAA;
- (C) the Government of Ontario, government agencies and institutional partners for:
- (1) compliance with government regulations, policies and directions;
 - (2) implementation of directly mandated programs;
 - (3) implementation of approved capital projects;

(4) fulfilment of obligations under formal agreements and grants; and

(D) its employees and privileged staff for a safe workplace environment.

5. **Independent Functioning of Board and Committees**

(a) The Board is responsible for establishing the appropriate policies and procedures to enable the Board, its Committees and individual directors to function independently of management to the extent considered necessary or desirable by directors. The Board and each Committee can retain and terminate independent professionals and each has the sole authority to approve all fees payable to an independent professional provided that such fees are included in the operating budget as approved by the Board.

(b) Each Committee and the Board can conduct all or part of any meeting in the absence of management, and it is each Committee's and the Board's policy to include such a session on the agenda of each regularly-scheduled meeting.

6. **Meetings**

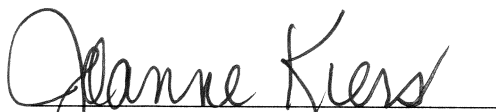
The Board shall meet at least four times per year scheduled by the Chair of the Board in conjunction with the Secretary. For regularly scheduled meetings, a draft agenda for each Board meeting and other documents for consideration are provided to all directors about one week in advance of each meeting. For special meetings of the Board, best efforts are made to distribute materials to the directors as far in advance as practicable. A complete Board package, which includes all material for the meeting, is provided to each director at the commencement of each meeting.

7. **General**

The Governance and Strategic Planning Committee shall review and assess the adequacy of this Charter at least annually and submit this Charter to the Board for approval of any amendments.

Certification

The above Board Charter was approved by the Board of Governors at its meeting held on September 27, 2010.



Joanne Kiers
Chair, Board of Governors



Haldimand War Memorial Hospital & Edgewater Gardens

GOVERNANCE AND STRATEGIC PLANNING COMMITTEE TERMS OF REFERENCE

~ ~ *Responsibility for Governance and Strategic Planning of
Haldimand War Memorial Hospital,
Haldimand War Memorial Charitable Corporation and
Edgewater Gardens Long-term Care Centre* ~ ~

Purpose of the Committee

Reporting to the Board of Governors, the Governance and Strategic Planning Committee shall oversee and ensure the effective governance and performance of the Board; establish and recommend to the Board, a Strategic plan for the development of the hospital's and Edgewater's related services and shall evaluate, and update and make recommendations on the strategic plan to the Board at least every three years. The Strategic Plan should be reviewed officially as part of the regular approval planning cycle.

Membership

The Governance & Strategic Planning Committee shall consist of at least:

1. One Physician, *ex officio*, non-voting
2. Three Directors, appointed in accordance with the organizations' by-laws.
3. Chair, *ex-officio*
4. Chief Executive Officer, *ex officio*, non-voting
5. Such other persons as the Committee may appoint from time to time

Responsibilities – Governance

1. Board and Committee Structure and Composition

The Committee shall be responsible for making recommendations to the Board with respect to the appropriate structure and composition of the Board, and its Committees to fulfill their functions and comply with all legal requirements. In so doing, the Committee shall:

- (a) Develop and, where appropriate, recommend to the Board for approval corporate governance guidelines aimed at fostering high standards of corporate governance;
- (b) With a view to facilitating effective and independent decision-making, recommend to the Board criteria for the composition of the Board and its Committees, including total size, independence of directors and the number of *ex officio* directors on the Board;
- (c) Recommend to the Board criteria for the tenure of directors and assumption of non-Board related responsibilities incompatible with directorship;
- (d) Recommend to the Board each year the allocation of Board members to each of the Board Committees, and where a vacancy occurs at any time in the membership of any Committee, recommend to the Board a member to fill such vacancy; and

- (e) Recommend the appointment of Committee Chairs having regard to such attributes including independence, competence, dedication and leadership skills essential to effective Chairmanship.

2. **Director Orientation and Education**

The Committee shall be responsible for overseeing the establishment of and monitoring an orientation program for new directors and for the ongoing education of the directors including oversight of:

- (a) an orientation and education program for new directors, including the role of the Board and its Committees;
- (b) topical seminars for the Board or any of its Committees as required; and
- (c) generally serving as a resource centre for the ongoing education of directors with respect to their duties and responsibilities as directors.

The Committee shall review the education requirements for members of the Board on an annual basis and shall provide recommendations to the Board.

3. **Board, Committee and Chair of the Board Assessment and Evaluation**

The Committee shall be responsible for establishing and facilitating an effective process for the ongoing evaluation of the performance and effectiveness of the Board, its Committees, Chairs of the Board, Committee Chairs and individual directors. The process shall take into account the applicable provisions of the Corporation's By-Law and Charters. The Committee shall report to the Board the results of the Board Self-Assessment Survey and, based on those results, recommend any action plans that the Committee considers appropriate. The Committee shall develop, revise as necessary, and, at least every three years, evaluate the Board Evaluation Procedures.

4. **Corporate Governance**

The Committee shall be responsible for:

- (a) reviewing regulatory developments and legal changes while referring to other Committees of the Board the review of such subject matter as is more appropriately in their purview;
- (b) keeping abreast of the latest regulatory requirements, trends and guidance in corporate governance and updating the Board on corporate governance issues as necessary; and
- (c) reviewing, evaluating and responding whenever considered appropriate to reports or position papers on the subject of corporate governance;

5. **Board Functioning**

The Committee shall be responsible for considering and assessing the functioning of the Board. In so doing, the Committee may, from time to time:

- (a) recommend issues to be discussed at Board meetings and Committee meetings to reflect timely and complete information and decision making at the Board level;

- (b) if considered needed, review the adequacy of the strategic planning process and oversee its implementation;
- (c) review the Charters / Terms of Reference of the Board, Committees, Committee Chairs and the Chairs of the Board, and similar governance documents, and recommend to the respective Board amendments as deemed necessary or advisable;
- (d) monitor the quality of the relationship between management and each Board and recommend improvements;
- (e) review the by-laws of the respective Corporations to determine if any amendments are required;
- (f) recommend to a Board a broad list of topics of interest or importance for discussion and/or action and, as required, bring forward issues that require Board discussion and/or action; and
- (g) continually monitor a Director's attendance record. The Committee, from time to time, may make recommendations to the Board with respect to a particular Director's attendance record.

6. **Board Independence**

The Committee shall be responsible for assessing and facilitating the independent functioning of the Board, including:

- (a) (A) Conducting an annual evaluation of the independence status of each director candidate proposed for election at each annual meeting and for appointment between meetings, and reporting the results of such evaluation to the Board.
- (B) (1) In conducting the evaluations, the Secretary will bring all relationships between the Corporation and individual directors to the attention of the Governance and Strategic Planning Committee that the Secretary, in consultation with the legal counsel, believes should have Committee consideration. In addition, the Committee may inquire about any particular cases.
- (2) The following considerations apply to making any determination as to materiality or potential materiality:
 - A. Consideration should be given to the nature of the director's relationship with the Corporation and the importance of those relationships to the director. The following relationships are particularly relevant: accounting, audit, consulting, financial services, legal, outsourcing and real estate.
 - B. Significant relationships of these types should be examined not only from the director's standpoint, but also from that of persons or organizations the director is related to, such as a spouse or an entity that employs the director in an executive capacity.
 - C. For a director in such a relationship, consideration should be given to whether he or she could, or could

reasonably be expected to, lack objectivity with respect to management's recommendations and performance. The goal is for a large majority of the Board to be composed of directors whose loyalty to the Corporation is not compromised by any other relationship with the Corporation.

- (C) (1) If an independent director's circumstances change significantly in the course of the year such that he or she may potentially have a material relationship with the Corporation, the director should promptly advise the Chair of the Board immediately.
- (2) If, after further inquiry, the Chair of the Board believes the relationship may be material in the reasonable opinion of the Governance and Strategic Planning Committee, he or she is to advise the Committee.
- (3) The Governance and Strategic Planning Committee should then consider whether any action is required to be taken before the next annual meeting and if so, make a recommendation to the Board.
- (b) reviewing the structures and procedures of the Board and its relationship to management and satisfying itself that the Board can function independently of management;
- (c) reviewing the information provided to the Board to confirm it is appropriately detailed to allow for preparation for meaningful discussion and decision making at the meeting;
- (d) considering all requests by individual directors to engage outside advisors at the expense of the Corporation, and approve such requests in appropriate circumstances. Other Committees may engage outside advisors as they see fit; and
- (e) facilitating the scheduled and requested meetings of the Board in the absence of management and/or any non-management non-independent directors.

Responsibilities – Strategic Planning

The Committee shall:

1. Participate in the ongoing assessment of the health care needs of the community and catchment area;
2. Assess the organizations' role in meeting the needs of the community and catchment area;
3. Develop, evaluate, update and make recommendations to the board on the organizations' mission and role for its community and catchment area;
4. Develop, evaluate, update and make recommendations to the board on an implementation plan which supports the organizations' key strategies for achieving its mission and role and follow-up;
5. Develop, and at least annually, evaluate, update and make recommendations to the board on a short-term operating plan;
6. Develop and at least annually evaluate, update and make recommendations to the board on a human resources plan which includes a profile of the present medical staff, dental staff and employees as well as projections of future medical staff, dental staff and employee requirements;
7. Recommend priorities for future capital expenditures and resources required to implement the strategic plan;
8. Ensure that a strategic planning process is undertaken with Board, employee and Professional Staff involvement and with eventual approval by the Board;
9. Organize the strategic planning process and major events, including retreats;
10. Assign groups to undertake consultations and analysis and oversee any task groups conducting parts of the strategic assessment work;
11. Prepare or approve workshops and retreats;
12. Prepare or propose optional directions based on Board input;
13. Make recommendations regarding the implementation of the strategic plan, and program plans as necessary to the Board;
14. Measure and monitor the implementation of the strategic and program plans;
15. Provide feedback and direction regarding issues brought forward related to the implementation of either the Strategic or Program Plans;
16. Assist in the development of communication strategies for internal (e.g., staff, Physicians) and external (e.g., community partners, general public) stakeholders;
17. Provide oversight to the annual planning cycle; and
18. Evaluate opportunities and recommend partnerships and strategic alliances that improve health care services, enhance program performance, integrate service delivery, and advance or support the strategic plans.

Responsibilities – General

The Committee shall:

1. Perform such other functions and tasks as may be assigned from time to time by the Board;
2. Report to the Board on material matters arising at Committee meetings following each meeting of the Committee;
3. Provide minutes of all meetings of the Governance and Strategic Planning Committee to the Board of Governors;
4. Conduct an annual evaluation of the Committee in which the Committee (and/or its individual members) reviews the Committee's performance for the preceding year for the purpose, among other things, of assessing whether it fulfilled the purposes and responsibilities stated in these Terms of Reference; and
5. Review Terms of Reference on an annual basis and recommend any amendments to the Board of Governors for approval.

Frequency of meetings

The Committee will not meet less than four times per year. The Committee can conduct all or part of any meeting in the absence of management, and it is the Committee's policy to include such a session on the agenda of each regularly-scheduled Committee meeting. Any member of the Committee may make a request to the Chair for a Committee meeting or any part thereof to be held without management present.

Quorum

A majority of Committee members shall be a quorum.

Certification

The above Terms of Reference of the Governance and Strategic Planning Committee were approved by the Board of Governors at its meeting held on October 26, 2020.



Lorne Boyko
Chair, Board of Governors

**HALDIMAND WAR MEMORIAL HOSPITAL & EDGEWATER GARDENS
QUALITY AND RISK MANAGEMENT COMMITTEE
TERMS OF REFERENCE**

Purpose of the Committee

Reporting to the Board of Governors, the purpose of the Quality and Risk Management Committee is to:

- (a) Monitor the functions of Haldimand War Memorial Hospital's (HWMH) and Edgewater Gardens' Quality improvement plan and report to the Board on the progress;
- (b) Supervise the management of risk of the Corporation;
- (c) Review the reports of patient/resident safety and risk management issues (written complaints, potential liability and inquiries initiated against HWMH/Edgewater and their staff);
- (d) Monitor compliance with legal, ethical and regulatory requirements;
- (e) Monitor compliance with relevant policies and procedures.

Membership, Independence, Experience and Authority

- (a) The Quality and Risk Management Committee shall consist of:
 - Chair, Board of Governors; and
 - At least three (3) other Directors appointed in accordance with the organizations' by-laws, one of whom will chair the committee;
 - President and Chief Executive Officer, ex-officio, non-voting;
 - Vice President and Chief Nursing Officer, ex-officio, non-voting;
 - Administrator, Edgewater Gardens, ex-officio, non-voting;
 - Representative of Medical Advisory Committee, ex-officio, non-voting;
 - Registered Health Care Professional (Allied Health), ex-officio, non-voting;
 - Such other persons as the Committee may appoint from time to time.
- (b) The members of the Committee and its Chair will be appointed by the Board upon recommendation of the Governance and Strategic Planning Committee. The Committee may from time to time delegate to its Chair certain powers or responsibilities that the Committee itself may have hereunder.
- (c) No member of the Committee may be an employee of the Corporation. Every member of the Committee shall be independent of the Corporation within the meaning of applicable laws, rules and regulations and any other relevant consideration as determined by the Board of Governors.
- (d) In addition to the qualities set out in the Governance and Strategic Planning Committee Charter, all members of the Committee should have an understanding of issues related to risk management or related business experience, or be willing and able to acquire the necessary knowledge; such understanding may have been gained by having been a chief executive officer, chief finance officer or other senior officer with oversight of risk management functions. Committee members may enhance their familiarity with risk management issues by participating in educational programs conducted by the Corporation or an outside consultant.

- (e) In fulfilling the responsibilities set out in these Terms of Reference, the Committee has the authority to conduct any investigation and access any officer, employee or agent of the Corporation appropriate to fulfilling its responsibilities, including, without limitation, the Corporation's auditor. The Committee may obtain advice and assistance from outside legal, accounting or other advisors as the Committee deems necessary to carry out its duties and may retain and determine the compensation to be paid by the Corporation for such independent counsel or outside advisor in its sole discretion without seeking Board approval provided that such fees are included in the operating budget as approved by the Board.

Responsibilities of the Committee

Quality:

1. Approve an Annual Quality Improvement Plan and monitor and report on quality issues and overall quality of services.
2. Consider and make recommendations to the Board regarding quality improvement initiatives and policies.
3. Ensure that best practices information supported by available scientific evidence is translated into materials that are distributed to employees and persons providing services and to monitor the use of these materials.
4. Receive and review the reports of patient/resident safety and risk management issues (written complaints, potential liability and inquiries initiated against HWMH/Edgewater and their staff) and report to the Board.
5. Report to the Board, at their regular meetings, information on the quality improvement in care and services provided by HWMH and the Medical Staff and by Edgewater.
6. Assure the Board that the organizations are in compliance with appropriate legislation and are meeting the standards of Accreditation Canada and the Privacy Legislation.
7. Maintain continuing education on quality and risk management for the Quality and Risk Management Committee.
8. Communicate to the departments and organizational committees through the CEO or delegate, decisions or comments as it relates to the Quality Improvement plan and/or reports.
9. Prepare a report for the Annual Meeting of the Corporations concerning the scope and adequacy of the organizations' Quality / Risk Management Plan and the quality of services provided.
10. Review results of an annual patient/resident satisfaction survey. Ensure that results are factored into the Quality Improvement Plan where appropriate.
11. Review results of an annual employee satisfaction survey. Ensure that results are factored into the Quality Improvement Plan where appropriate.

Risk Management

To fulfill its responsibilities and duties the Committee shall satisfy itself that sound policies, procedures and practices are implemented for the management of key risks under the Corporations' quality and risk framework, which includes insurance, operational (including without limitation, quality of care, privacy and workplace safety), financial, regulatory and legal risk, and reputational risk. More specifically, the Committee shall:

Establish Policies

12. Ensure that quality and risk management is an integral component of the management process of the Corporations;
13. Take necessary steps to identify and understand the significant risks to which the Corporations are exposed;
14. Review with management the Corporations' procedures and techniques, and approve, where appropriate, policies developed and implemented to measure the Corporations' risk exposures and for identifying, evaluating and managing the significant risks to which the Corporations are exposed, and review such procedures, policies and techniques at least once a year to satisfy itself that they remain appropriate and prudent;
15. Monitor, on a regular basis, the Corporations' risk management performance and obtain, on a regular basis, reasonable assurance that the Corporation's risk management policies for significant risks are being adhered to;
16. Review quality and risk management reports and recommendations and ensure that actions are being taken to correct problems and to improve quality of care and potential risk within the Corporations;
17. Consider and provide advice to the Board, when appropriate, on the risk impact of any strategic decision that the Board may be contemplating;
18. Establish methods of interpreting the Corporations' policy and rules that will ensure that these are well understood by patients, visitors and the news media.

Monitor Policies

19. Review and approve significant risk management principles and policies recommended by the Corporations' management, and review periodically, but at least once a year, the management programs related thereto to oversee compliance with such principles and policies. Specifically, the Committee shall have the primary responsibility for reviewing risk policies related to the following:
 - (a) insurance risk;
 - (b) financial risk;
 - (c) regulatory and legal risk;
 - (d) reputational risk; and
 - (e) operational risk (including quality of care, privacy and workplace safety except as operational risk relates to the conduct review function performed by the Finance and Audit Committee).

General

20. Review Terms of Reference on an annual basis and recommend any amendments to the Board of Governors for approval.
21. Reporting to the Board on material matters arising at Committee meetings following each meeting of the Committee. Report, as required, to the Finance and Audit Committee on issues of relevance to them;
22. Make recommendations to the Board for the changes in policy as relates to needs/deficits/inadequacies identified by the Quality and Risk Management programs.
23. Provide minutes of all meetings of the Quality and Risk Management Committee to the Board of Governors.
24. Performing such other functions and tasks as may be assigned from time to time by the Board.

Frequency of meetings

The Quality and Risk Management Committee will not meet less than four times per year, and as further determined by the Chair.

Quorum

A majority of Committee members shall constitute a quorum.

Certification

The above Terms of Reference of the Quality and Risk Management Committee were approved by the Board of Governors at its meeting held on October 26, 2020.



Lorne Boyko
Chair, Board of Governors

**HALDIMAND WAR MEMORIAL HOSPITAL
EDGEWATER GARDENS LONG-TERM CARE CENTRE
HALDIMAND WAR MEMORIAL CHARITABLE CORPORATION
FINANCE AND AUDIT COMMITTEE
TERMS OF REFERENCE**

Purpose of the Committee

Reporting to the Board of Governors, the purpose of the Finance and Audit Committee is to ensure that Haldimand War Memorial Hospital (the Hospital), Edgewater Gardens Long-term Care Centre (Edgewater) and Haldimand War Memorial Charitable Corporation (HWMCC) have implemented systems that are operating in an appropriate manner in order to:

- (a) Identify, monitor and mitigate any significant risks ensuring that the Hospital, Edgewater and HWMCC maintain financial health;
- (b) Ensure compliance with legal, ethical and regulatory requirements;
- (c) Ensure compliance with relevant policies and procedures;
- (d) Ensure accurate and complete financial reporting.

Membership

1. Treasurer, who may be Chair of the Finance and Audit Committee;
2. No fewer than three (3) other Directors to hold office until the next annual meeting;
3. Vice President and Chief Financial Officer, ex-officio, non-voting;
4. President and Chief Executive Officer, ex-officio, non-voting;
5. Such other persons as the Committee may appoint from time to time.
6. Member of Medical Advisory Committee, non-voting.

Responsibilities

Finance

1. Study and recommend to the Board for approval a detailed annual budget for capital and operating revenues and expenditures for the ensuing fiscal period.
2. Ensure that there are processes in place for the development of an annual operating budget and capital budget.
3. Review and recommend to the Board, financial assumptions used to develop an operating budget, capital budget and strategic plan.
4. Review and recommend to the Board, plans developed by management to address variances between budget and actual performance.
5. Monitor implementation of plans to address variances and report to the Board.
6. Study the detailed financial statements on a timely basis and report thereon to the Board accordingly.
7. Review the quarterly performance and compare actual performance against the budget.
8. Advise the Board with regard to donations, bequests, endowments, and investments;
9. Advise the Board with respect to terms of any donor recognition agreements.

10. Review and recommend to the Board HWMCC's investment policy.
11. Monitor investment performance for compliance with the investment policy.
12. Recommend to the Board on the Risks Identification and Assessment Process undertaken by Management including the types and amounts of insurance to be carried and review these annually;
13. Oversee, review and make recommendations to the Board concerning management's risk management processes.
14. Review and make recommendations concerning the adequacy of financial resources.
15. Review and make recommendations concerning insurance coverage.
16. Identify unusual risks and oversee management's plan to address unusual or unanticipated risks and make recommendations to the Board.
17. Review and make recommendations concerning the quality and integrity of management's internal controls.
18. Inform and advise the Board on financial matters as requested;
19. Review and recommend to the Board long-term financial goals and long-term revenue and expense projections.
20. Review with management, health care developments and legislative changes that may have an impact on financial resources or performance and report to the Board.
21. Review and make recommendations to the Board concerning banking arrangements.
22. Review and make recommendations to the Board regarding lines of credit and long-term debt.
23. Advise the Board on all property matters as requested.
24. Ensure there are processes in place to manage the assets of the Hospital and Edgewater.
25. Review and make recommendations concerning material asset acquisitions not contemplated in the annual operating plan.
26. Review and approve procurement policies.
27. Review and make recommendations to the Board concerning recommendations forwarded by the Hospital Fiscal Advisory Committee.

Audit

1. Meet with the auditor and review the annual audited financial statements and the auditor's report and make recommendations to the Board.
2. Meet with auditors and receive and review recommendations with respect to management, accounting systems and internal control issues.
3. Recommend to the Board the auditors for appointment or re-appointment by the members at the Annual Meeting.
4. Review and make recommendations to the Board concerning the auditor's remuneration.
5. Meet with the auditors to review the proposed scope of the audit.
6. Approve the auditor's engagement letter.

7. Oversee performance of audit as required, including ensuring that the auditors are receiving the assistance of management.
8. Review policies regarding financial operations, including internal controls.
9. Review non-audit services provided by the auditor and other factors that might compromise the auditor's independence and make recommendations to ensure auditor independence.
10. Review management response to recommendations of the auditor and report to the Board.
11. Oversee implementation of auditor's recommendations.
12. Inform the Board on financial matters as requested.
13. Have private discussions with the auditors regarding the quality of significant accounting principles and practices, the financial personnel, the level of cooperation received, and unresolved material differences of opinion or disputes.

Responsibilities of the Committee – General

1. Provide minutes of all meetings of the Finance and Audit Committee to the Board of Governors.
2. Review Terms of Reference on an annual basis and recommend any amendments to the Board of Governors for approval.

Frequency of meetings

The Finance and Audit Committee will meet at least three (3) times yearly.

Quorum

A majority of voting Committee members shall constitute a quorum.

Certification

The above Terms of Reference of the Finance and Audit Committee were approved by the Board of Governors at its meeting held on September 28, 2020.



Lorne Boyko
Chair, Board of Governors



Haldimand War Memorial Hospital & Edgewater Gardens

EMBRACING THE HEALTH AND HEARTS OF THE COMMUNITY

ETHICS COMMITTEE TERMS OF REFERENCE

Membership

The Ethics Committee shall consist of the following:

1. Minimum of one Board member
2. Board Chair (*Ex officio*)
3. President and CEO (*Ex officio*)
4. Two Nurse managers (with representation from the hospital and Edgewater)
5. At least three members of front-line staff (with representation from the hospital and Edgewater)
6. One member of Volunteer Association
7. One Chaplain/Clergy
8. One physician
9. Chief Privacy Officer

The term for Board members will be two years. The term for staff members will be two years. Members may continue for multiple terms. Other individuals may attend as non-voting guests at the invitation of the Chair. Unlike other Board committees, staff members and physicians are eligible to vote as members of the Ethics Committee.

Responsibilities

1. To assist in resolving ethical issues in care delivery.
2. To act as a resource to groups internal and external to the organization for health related ethical issues.
3. To ensure development of general education programs for health-related ethical issues for staff, medical staff, patients, residents, families and the community.
4. To ensure that committee members are kept abreast of current ethical issues through review of literature, educational seminars and open discussion.
5. To develop policies on ethical issues relevant to our campus.
6. To review and recommend revisions, where necessary, to existing policies dealing with ethical issues.
7. To provide advice to the Board of Director's upon request.

Frequency of meetings

The Ethics Committee shall meet quarterly and/or at the call of the Chair. The Committee Chair may elect to cancel a meeting should there be a lack of agenda items.

Quorum

A majority of committee members shall constitute a quorum.

Committee Chair

The Committee Chair is appointed by the Board of Directors for a two-year term and is responsible for:

- a) Calling and chairing the meetings;
- b) Formatting the agenda and conducting business;
- c) Reporting the status of the implementation of approved recommendations.

Reporting Structure

The Ethics Committee is accountable to the Board of Governors of Haldimand War Memorial Hospital through the President and CEO and the Medical Advisory Committee and to the Board of Edgewater Gardens Long-term Care Centre through the President and CEO. All members of the committee are voting members.

Confidentiality

All information provided to the Committee or discussed within the Committee in the course of providing a consultation shall be kept confidential.

Certification

The above Terms of Reference of the Ethics Committee were approved by the Board of Governors at its meeting held on September 28, 2020.



Lorne Boyko
Chair, Board of Governors

**HALDIMAND WAR MEMORIAL HOSPITAL
NOMINATING COMMITTEE
TERMS OF REFERENCE**

*~ ~ Responsibility for Nominations to the Board of Governors
of Haldimand War Memorial Hospital ~ ~*

Purpose of the Committee

Reporting to the Board of Governors, the Nominating Committee shall oversee the recruitment of new members for the Board of Governors; interviewing potential Board nominees; and presenting nominations to the Board.

Membership

The Nominating Committee shall consist of at least:

1. Two Directors, one of whom shall be appointed as the committee's Chair in accordance with the hospital's by-law;
2. Board Chair;
3. Chief Executive Officer, ex-officio, non-voting.

Responsibilities

Guidelines for the Nomination of Directors

1. To ensure that the membership of the Board demonstrates a broad range of relevant skills and experience and reflects the community being served, the following principles, qualities and skills will guide the Committee when considering candidates for the Board membership will consider the following:
 - (a) the Board should be seen as capable and experienced to lead the Corporation;
 - (b) the membership of the Board shall reflect a wide range of interests and perspectives including:
 - i. understanding the special needs of the community;
 - ii. community involvement; and
 - iii. perspective of clients and their families;
 - (c) the membership of the Board and its committees should encompass both the universal competencies in directors (paragraph (iii) below) and the collective competencies in directors (paragraph (iv) below), while balancing the need to consider succession planning for the Board; and
 - (d) the membership must have regard for the demographic, linguistic, cultural, economic, geographic, ethnic, religious and social characteristics of the catchment area served by the Corporation in order to ensure that this Board reflects the community served by the Corporation.
2. The Committee should be seen as applying objective criteria in determining the appropriate candidates for election as a director and in doing so, shall review the Corporation's mission, vision and values, and the strategic direction, goals and

objectives of the Corporation for the upcoming three (3) years and shall require that an appropriate application for each of the candidates be completed which application shall be objectively considered by the Committee prior to developing its recommendations for the membership in the corporation, its respective complement of existing directors and the skills and experiences of the candidates so as to strategically nominate directors to the corporation's board. In doing so, the Committee shall consider identified universal, collective and specifically identified competencies that candidates should have.

3. The Committee should ensure that all directors have the following universal competencies:
 - (a) **Commitment and Effective Communication**
Directors must:
 - (i) make an active contribution at meetings and on behalf of the Board where required; and
 - (ii) demonstrate a willingness to devote the time necessary to board work, including orientation and education.
 - (b) **Integrity**
Directors must have:
 - (i) personal integrity;
 - (ii) objectivity;
 - (iii) high ethical standards; and
 - (iv) respect for the views of others.
 - (c) **Analytical Decision-Making**
Directors must demonstrate:
 - (i) a capacity for resolving difficult and complex issues;
 - (ii) an awareness and understanding of identified issues and proposed recommendations and impacts; and
 - (iii) an ability to analyse situations and problems from a systems perspective; and
 - (iv) the capacity and ability to provide valued knowledge, experience and counsel to the Board, the Chief Executive Officer and Chief of Staff.
 - (d) **Strategic Leadership**
Directors must have:
 - (i) a commitment to the mission, vision and values of the Corporation, the internal strategic plan of the Corporation (which shall be consistent with the overall goals and objectives of the hospital) and its responsibilities to the Ministry of Health and Long-Term Care and the Hamilton Niagara Haldimand Brant Local Health Integration Network;
 - (ii) the capability to give leadership to the development of the Corporation;

- (iii) the capability of exercising leadership and consensus building; and
 - (iv) the demonstrated ability to work as a member of a team and the ability to express a dissenting opinion in a constructive manner.
- (e) Political Acumen
A director must understand;
- (i) the distinction between the strategic and policy role of the Board and the day to day operational responsibilities of management;
 - (ii) the range of obligations and constraints imposed upon directors of the Corporation; and
 - (iii) the unique primary care, health promotion and illness prevention requirements of the individuals and community served in order to develop health services that are culturally and linguistically appropriate and responsive to community needs.
4. The Committee should strive to ensure that the following collective competencies are present in the Board;
- (a) Previous or existing hospital board or committee experience;
 - (b) a variety of leadership skills and abilities;
 - (c) financial expertise;
 - (d) a high level of leadership and/or executive experience;
 - (e) strategic planning experience;
 - (f) experience in the health field; and
 - (g) such other specific knowledge and/or experience that the Committee may identify from time to time.
5. The Committee shall annually identify specific characteristics that should be sought in recruitment, given the Corporation's current strategic priorities and Board needs.
6. Vacancies
- (a) When a vacancy occurs in the Board or in any of the offices of the Corporation, the incumbent of which is elected or appointed by the Members, the Committee, as soon as possible, shall make recommendation(s) to the Members respecting the election or appointment of director(s) or officer(s) to fill such vacancy or vacancies.
 - (b) The Committee shall consider the above factors while balancing the need of ensuing ongoing expertise on the Board and the need to plan for the succession of the Board officer positions.

Resignation and Removal of Directors

7. Considering directors' resignations and make recommendations to the Board whether to accept such resignations; and
8. Recommending to the Board the removal of a director in extraordinary circumstances.

Frequency of meetings

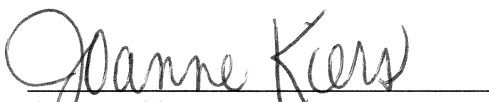
The Nominating Committee will meet at the call of the Committee Chair and as requested by the Board.

Quorum

A majority of Committee members shall constitute a quorum.

Certification

The above Terms of Reference of the Nominating Committee were approved by the Board of Governors at its meeting held on June 28, 2010.

A handwritten signature in cursive script that reads "Joanne Kiers". The signature is written in black ink and is positioned above a horizontal line.

Joanne Kiers
Chair, Board of Governors

**Haldimand War Memorial Hospital
(the “Corporation”)
[Separate for each Corporation
Director’s Declaration**

Application

Each Director and Officer of the Corporation and any other person so designated by the Board of Directors, shall sign this Declaration annually, and be bound by this Declaration.

Declaration

I hereby undertake the responsibilities of a Director of the Corporation and do solemnly promise and declare that:

- 1) I undertake that I will govern myself in accordance with all applicable legislation and requirements set out in the Letters Patent, the by-laws and Board policies as may be established by the Corporation from time to time;
- 2) In exercising my powers and discharging my duties as a Director of the Corporation I shall act honestly and in good faith with a view to the best interests of the Corporation and I shall exercise care, diligence and skill that would be reasonably expected of me in comparable circumstances;
- 3) I have not received and will not receive any payment or reward, or promise thereof, for the exercise of duty of my office;
- 4) I have not revealed nor will I reveal confidential corporate matters to persons not entitled to know the same nor have I used nor will I use information which is confidential to the Corporation in any way to promote my own interests;
- 5) I acknowledge that the Board will from time to time give authority to one or more Directors, officers or employees of the Corporation to make statements to the news media or public about matters brought before the Board and
 - a) with respect to matters that will be dealt with in open session of the Board of Directors, I hereby undertake not to make statements to the news media or public about such matters prior to their discussion in open session, unless I am expressly authorized to do so by the Board; and,
 - b) with respect to matters dealt with in *in camera* sessions of the Board or of any committee of the Board, I hereby undertake, unless such authority is given to me by the Board, not to make statements to the news media or public about such matters;

- 6) I acknowledge that the by-laws of the Corporation provide that the Board may, by at least two-thirds (2/3) of the votes cast at a duly constituted meeting, remove an elected Director from the Board before the expiration of that Director's term of office:
- a) If a Director is absent for three (3) consecutive regular meetings of the Board, or if a Director is absent for one-third (1/3) or more of the regular meetings of the Board in any twelve (12) month period; or
 - b) If a Director fails to comply with the *Public Hospitals Act*, the *Long-term Care Homes Act*, the Corporation's Letters Patent, By-Laws, Rules, Regulations, policies and procedures, including without limitation the confidentiality, Conflict of Interest and standards of care requirements.
- 7) I acknowledge that as a Director of the Corporation I am committed to serve the best interests of the Corporation and I acknowledge that, in relation to matters concerning the business and affairs of the Corporation which come before the Board, the interests of the Corporation are paramount to the interests of any particular group or organization that I may represent; and
- 8) I will assist in implementing any decision of the Board of Directors which has occurred in accordance with the by-laws of the Corporation and any applicable law.
- 9) If I come to acquire knowledge, information or belief that I am not, or may not be seen to be, in compliance with the letter and spirit of a provision within this Declaration, I shall promptly bring such knowledge, information or belief, as the case may be, to the attention of the Board Chair in a prompt, full and true manner.

I, _____, hereby declare that I am in compliance with each provision of this Declaration.

Signature of Director
Haldimand War Memorial Hospital

Date: _____



Haldimand War Memorial Hospital & Edgewater Gardens

Board of Directors Skills Inventory

Please indicate your knowledge, skills and experience for each of the following categories as follows:

Advanced = 3

Good = 2


Fair = 1

None = 0

| | |
|---------------------------------------|--|
| | |
| Accounting and internal controls | |
| Business experience | |
| Clinical | |
| Community knowledge | |
| Construction and project management | |
| Education | |
| Ethics | |
| Finance | |
| Government relations | |
| Health care administration and policy | |
| Home Care | |
| Human Resources | |
| Information technology | |
| Investments | |
| Labour relations | |
| Legal | |
| Management | |
| Not-for-profit governance | |
| Patient and health care advocacy | |
| Political acumen | |
| Privacy | |
| Public affairs and communications | |
| Quality and performance management | |
| Research | |
| Risk management | |
| Social Services | |
| Strategic planning | |

Director name: _____

Date completed: _____

| | |
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|  Haldimand War Memorial Hospital & Edgewater Gardens | Policy and Procedure Manual Board of Directors |
| POLICY: Approval & Decision-making by the Board of Governors | AUTHOR: Director, Quality and Education |
| ORIGINAL DATE: March 2012 | APPROVAL: Board of Directors |
| REVISION DATES: January 2014, March 2021 | |
| REFERENCE: Accreditation Canada Governance Standards HWMH & EG's Ethical Framework HWMH's Ethical Framework in a Pandemic Crisis Integrated Quality Management Framework <i>Evidence, Economics and Ethics</i> , Gibson, Martin & Singer | |

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PURPOSE

To set health services priorities to ensure resources are used appropriately to meet the community's health needs because demand for health services may exceed available resources.

POLICY

The Board of Governors of Haldimand War Memorial Hospital and Edgewater Gardens Long Term Care will consider ethics, values, social costs and benefits, and the potential impact on quality and safety when making resource allocation decisions.

Prior to approving budgets or making allocation decisions, the governing body will assess the costs and benefits of each decision and the impact on the ability to provide services according to the organization's mandate, while giving consideration to ethics, values, social costs and benefits, value for money, and sustainability. Various approaches will come from evidence-based medicine, economics and ethics. *Evidence-based medicine* focuses on effectiveness and appropriateness in allocating resources for health services to particular patient populations. When resources are scarce, clinical evidence can help to make allocation decisions that minimize waste of resources on ineffective or inappropriate treatments and maximize use of resources on "the right treatment for the right patient at the right time." *Economics* focuses on efficiency from a population-health standpoint. When resources are scarce, an economic approach to priority setting seeks to optimize health (and non-health) benefits to the general population within available resources. Cost-effectiveness analysis is the most prevalent economic approach used by decision-makers. *Ethics* focuses on fairness in allocating resources to meet health needs. When resources are scarce, an ethical approach to priority setting seeks a fair distribution of available resources among competing health needs.

Fairness is a key goal of priority setting and 'accountability for reasonableness' has emerged as the leading framework for fair priority setting. Accountability for reasonableness identifies five conditions of a fair priority-setting process.

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| POLICY AND PROCEDURE MANUAL | Board of Directors |
| Approval & Decision-making by the Board of Directors | Page: 2 |

1. *Relevance.* Decisions should be made on the basis of reasons (i.e., evidence, principles, values, arguments) that fair-minded people can agree are relevant under the circumstances. Fair-minded people are defined simply as those who seek in principle to cooperate with others to find mutually justifiable solutions to priority-setting problems.
 - a) Develop a rationale for each priority-setting decision.
 - b) Use decision criteria based on your mission, vision and values.
 - c) Collect data/information related to each criterion.
 - d) Consult with internal/external stakeholders to ensure relevance of decision criteria and to collect relevant information.
 - e) Make decisions using a multidisciplinary group of people.

2. *Publicity.* Decisions and their rationales should be transparent and made publicly accessible.
 - a) Communicate the decision and its rationale.
 - b) Use an effective communication strategy to engage internal/external stakeholders around priority setting goals, criteria, processes and decisions

3. *Revision.* There should be opportunities to revisit and revise decisions in light of further evidence or arguments, and there should be a mechanism for challenge and dispute resolution.
 - a) Incorporate opportunities for iterative decision review.
 - b) Develop a formal decision-review process based on explicit decision-review criteria.

4. *Enforcement.* There should be either voluntary or public regulation of the process to ensure that the first three conditions are met.
 - a) Lead by example (i.e., ethical leadership).
 - b) Evaluate and improve the priority-setting process.

5. *Empowerment.* There should be efforts to optimize effective opportunities for participation in priority setting and to minimize power differences in the decision-making context.
 - a) Support people with leadership development and change management strategies.

Together, these conditions describe an open and transparent priority-setting process that will engage stakeholders constructively, ensure publicly defensible decisions and support decision-makers' accountability for managing limited resources.

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| 149 POLICY AND PROCEDURE MANUAL | Board of Directors |
| Approval & Decision-making by the Board of Directors | Page: 3 |

PROCEDURE

The Chair of the Board (and for the Chair of every Board committee for their respective committee meetings) is responsible for ensuring that the discussion of any agenda item for approval, except for the very routine such as approval of minutes, includes a consideration and/or discussion of the relevant elements from the above-noted five conditions of a fair priority-setting process.


Where no specific discussion occurs related to the conditions of a fair priority-setting process, a Director should ask the Board Chair or Committee Chair to lead such a discussion should the Director feel it is relevant.

Certification

This Board Policy was approved by the Board of Governors at its meeting held on March 22, 2021.



Lorne Boyko
Board Chair

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|  Haldimand War Memorial Hospital & Edgewater Gardens | Policy and Procedure Manual Board of Directors |
| POLICY: Director Recruitment | AUTHOR: President & CEO |
| ORIGINAL DATE: October 24, 2011 | APPROVAL: Board of Directors |
| REVISION DATES: March 2021 | |

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"U" drive in the "Policies" file to ensure this copy is current.**

PURPOSE

A Board should recruit Board members based on their ability to contribute to the future strategy. Effective governance depends on the right mixture of skills, experience, personal qualities and diversity among the members of the Board. The single most important corporate governance requirement is the quality of Directors. Quality means having Directors with the integrity, loyalty, competencies, capabilities and motivation to carry out their fiduciary duties in the long term best interests of Haldimand War Memorial Hospital and Edgewater Gardens.

POLICY

Through the nomination and election process as defined in the corporation's by-law, the Board will select Directors according to their skill, experience, and personal qualities. The Board values inclusivity and diversity amongst its members.

The Board will examine its membership to ensure that Directors meet standards of quality, individually and collectively as a governance team. The minimum standards for individual Directors and the Board as a whole are as follows:

- Demonstrate integrity and high ethical standards;
- Have career experience and expertise relevant to the organizations' mission, financial responsibilities and risk profile;
- Have proven understanding of fiduciary duty;
- Ability to think strategically;
- Have financial accreditation and/or be financially literate;
- Demonstrate well developed listening, communicating and influencing skills so that the individual Directors can actively participate in Board discussions and debate;
- Devote time to serve effectively as a Director by not over-committing to other corporate and not-for-profit Boards;
- Leadership potential;
- Absence of apparent conflicts; and
- Above average emotional intelligence.

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| 13 POLICY AND PROCEDURE MANUAL | Board of Directors |
| Director Recruitment | PAGE: 2 |

The Board will ensure all Directors possess the personal qualities necessary to perform their role as Board members. The Board will have the capacity to understand the diversity of the community served, including demographic, linguistic, cultural, economic, gender, ethnic and social characteristics of the communities served. While not mandatory, applicants who reside in or near Haldimand County are preferred.

PROCEDURES

The Board shall execute a formal, professional, rigorous and transparent process for the appointment of new Directors to the Board.

1. At least annually, the Governance and Strategic Planning Committee will review the Skills Matrix for appropriateness and survey the Board in order to determine the current skills base. The results will be reviewed and used for the basis of skill selection in a given recruitment process.
2. When filling a vacancy is required, the Nominating Committee will approve an advertisement to be placed in the Sachem, the Haldimand Press, and on websites as appropriate (e.g., Institute of Corporate Directors, Charity Village, etc.).
3. Interested parties are to be invited to provide a resume with covering letter.
4. The Nominating Committee will review applicants and create a short-list to be interviewed.
5. Interviews will include standardized questions that will help the Nominating Committee to assess the skills, experience, and personal qualities of each candidate. Other questions will be included that assess the candidate's alignment to our mission, vision and values.
6. A minimum of two references will be checked on each candidate to be recommended to the Board.
7. The Nominating Committee will submit a report to the Board that documents the recruitment process undertaken and shall make a recommendation to the Board for an individual(s) to be presented to the members at the Annual Meeting for election.
8. The Nominating Committee or Board may determine additional steps as may be appropriate in the circumstances.

References used in the preparation of this policy include:


- Guide to Good Governance, Third Edition, Ontario Hospital Association
- Corporate Governance Guidelines for Building high Performance Boards, Canadian Coalition for Good Governance, November 2005

Certification

This Board Policy was approved by the Board of Governors at its meeting held on March 22, 2021.



Lorne Boyko
Chair, Board of Governors

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|  Haldimand War Memorial Hospital & Edgewater Gardens | Policy and Procedure Manual Board of Directors |
| POLICY: Community Members on Board Committees | AUTHOR: President and CEO |
| ORIGINAL DATE: February 2015 | APPROVAL: Board of Directors |
| REVISION DATES: | |
| REFERENCE: Hospital By-law, Article 9.02(c) | |

PURPOSE

Consistent with the Strategic Plan, it is important that the hospital and Edgewater employ a number of methods to continually engage the community. In addition to the community members that serve as Directors on the Board, community members are invited to supplement and enhance the discussions occurring at meetings of Board committees. These community members may eventually develop into Directors.

POLICY

The Board shall include one community member to serve on Board committees as defined by the hospital by-law as follows: Quality and Risk Management Committee; Finance and Audit Committee; Governance and Strategic Planning Committee; and Ethics Committee.

PROCEDURE

1. The Board and Management will work together to ensure community membership on the Quality and Risk Management Committee; Finance and Audit Committee; Governance and Strategic Planning Committee; and Ethics Committee..
2. Sources of community members can include former Directors, volunteers, patients, etc.
3. The Board will have final approval of which community members will serve on committees.
4. Community members will need to satisfy the same Director requirements as defined in the Board's policy on Director Recruitment.
5. Community members will serve up to one three-year term on any one committee.
6. Community members on committees will be eligible to vote on any and all matters before the committee.
7. A formal recruitment process is not a requirement for community members.
8. Community members must sign, on an annual basis, the same declaration for confidentiality and conflict of interest etc. as is signed by Directors.
9. Community members are encouraged to participate in committee or Board education provided that no significant costs are incurred.

REFERENCE

Hospital By-law, Article 9.02(c) states as follows:

"The Board may appoint members from the community to a Committee of the Board."

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| POLICY AND PROCEDURE MANUAL | Board of Directors |
| Community Members on Board Committees | Page: 2 |

Certification

This Board Policy was approved by the Board of Governors at its meeting held on February 23, 2015.



Deanna Williams
Chair, Board of Governors

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|  Haldimand War Memorial Hospital & Edgewater Gardens | Policy and Procedure Manual Board of Directors |
| POLICY: Board Support of Continuous Quality Improvement | AUTHOR: Senior Team |
| ORIGINAL DATE: June 2015 | APPROVAL: Board of Directors |
| REVISION DATES: March 2021 | |

PURPOSE

The Board of Directors is committed to the highest quality of care, support, and service to patients, residents, families, funders, and stakeholders, and that all business activities establish systems that support a culture of continuous learning and quality improvement. The Board supports management's initiative to create continuous quality improvement programs and maintain regular quality initiatives and a quality assurance program.

POLICY

Haldimand War Memorial Hospital (HWMH) and Edgewater Gardens (EG) are committed to the principles and practices of Quality Service Management.

PROCEDURE

To achieve our objectives, we will:

1. Through a Quality and Risk Management Committee, seek assurances for the high quality of safety, patient/resident care, and organizational effectiveness.
2. Through the use of a Mission Scorecard, establish benchmarks and monitor on a quarterly basis progress to be assured of the achievement of strategic goals and service outcomes.
3. Oversee the establishment of annual Quality Improvement Plans and monitor progress to determine achievement of outcomes, track variances, and outline strategies for improvement.
4. Ensure that anyone affiliated with HWMH and EG recognizes all internal and external contacts as customers and will be committed to delivering Quality Service to each and every one of them.
5. Foster a co-operative team focus so that all employees work toward the common goal of Quality Service.
6. Maximize opportunities in an innovative, creative and responsible manner to position HWMH and EG as progressive organizations.
7. Empower employees so that they have control over their own work and the decisions related to it, enabling them to provide the best quality of service.

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| 135 POLICY AND PROCEDURE MANUAL | Board of Directors |
| Board Support of Continuous Quality Improvement Programs | Page: 2 |


8. Deliver a constant message and level of service so that HWMH and EG are recognized as quality organizations.
9. Ensure that employees are accountable for customer satisfaction so that HWMH and EG are recognized as a quality organizations.
10. Continuously improve our profile to attract resources such as funding, volunteers and staff.
11. Promote greater awareness, understanding and involvement by establishing open lines of communication across all levels of HWMH and EG.
12. Ensure all employees continuously improve their level of service in order to exceed customer expectations.
13. Ensure all employees share in the vision by providing training about HWMH/EG goals, policies, principles and structure, and by fully training each employee for their own job function.
14. Promote a positive attitude within the organizations by recognizing the contribution(s) of each employee.
15. Obtain reasonable assurance as to the adherence to regulatory standards and legislated requirements established by law and accrediting bodies.

Certification

This Board Policy was approved by the Board of Governors at its meeting held on March 22, 2021.



Lorne Boyko
Chair, Board of Governors

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|  Haldimand War Memorial Hospital & Edgewater Gardens | Policy and Procedure Manual Board of Directors |
| POLICY: Director Orientation and Education | AUTHOR: President & CEO |
| ORIGINAL DATE: March 2012 | APPROVAL: Board of Directors |
| REVISION DATES: | |

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"U" drive in the "Policies" file to ensure this copy is current.**

PURPOSE

The goal of good governance is to enhance executive decision making. The Boards of Directors of Haldimand War Memorial Hospital (HWMH) and Edgewater Gardens (EG) take seriously their responsibility of ensuring that their composition and structure will contribute to good governance. This includes ensuring that qualified Directors are recruited, and that they are provided with appropriate and affordable orientation and educational opportunities so that they may maximize their contributions.

POLICY

Director orientation and education will occur on an ongoing basis and must be tailored to the individual Director's (s') needs and collectively to the Boards' needs.

PROCEDURES

1. A Director orientation program will be delivered by the President and CEO and include:
 - a. A corporate governance briefing;
 - b. An introduction to HWMH, EG, and other health services in the community;
 - c. Accountability and disclosure;
 - d. Financial performance;
 - e. Strategy and operations;
 - f. Human resources and succession planning; and
 - g. The legal and ethical environment of health care.
2. Orientation activities should include an on-site visit with members of the management team.
3. Each Director will be provided with a Governance Binder that includes a variety of documents, including, corporate by-laws, the strategic plan, Board Charter, Committee Terms of Reference, organization chart, meeting schedule, etc.
4. A formal mentorship program will take place as required or requested whereby a more experienced Director will mentor and be available to any new and less experienced Directors.
5. Ongoing Director education should be tailored to the specific needs, skills and competency set of individual Directors, committees, and the Board, and always

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| POLICY AND PROCEDURE MANUAL | Board of Directors |
| Director Orientation and Education | Page: 2 |


against the backdrop of the strategic environment of HWMH/EG and the health sector. Educational events should be designed or facilitated under the leadership of the Governance and Strategic Planning Committee, with confidential input from all Directors.

6. Ideally, up to thirty minutes of every Board meeting should be devoted to some form of continuing Director education.
7. Directors wishing to participate in education provided by a third party with a cost to be reimbursed by HWMH/EG must make a request in writing to the Chair of the Governance and Strategic Planning Committee. Upon approval, the Chair will provide the necessary details to the President and CEO for event tracking, documentation, and ultimate payment and/or reimbursement.
8. Directors are expected to spend at least 45 hours over a three-year term in orientation and/or education programs that are provided either in-house or externally.
9. Conferences attended must be directly related to HWMH/EG governance, Board effectiveness, or other topics related to health care.
10. Attendance at a conference is discouraged if it conflicts with a regularly scheduled Board or committee meeting unless there are exceptional circumstances.
11. No more than three Directors, including the Chair, may be funded to attend any one conference.
12. Directors must provide a written report to the Governance and Strategic Planning Committee and their value to future attendees as soon as reasonably practicable after their return. Directors may file a joint report if more than one Director has attended the conference.
13. The Board shall strive to ensure that all members of the Finance and Audit Committee shall have a working familiarity with basic finance and accounting practices, and at least one (1) member of the Committee shall have accounting or related financial management expertise. Committee members may enhance their familiarity with finance and accounting by participating in educational programs conducted by the Corporation or an outside consultant. [From HWMH by-law Article 9.04]
14. At least once per year, the Governance and Strategic Planning Committee will provide a detailed listing of orientation and educational events attended by Directors.

Certification

This Board Policy was approved by the Board of Governors at its meeting held on April 23, 2012.

Nancy Edwicker
Chair, Board of Governors

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|  Haldimand War Memorial Hospital & Edgewater Gardens | Policy and Procedure Manual Board of Directors |
| POLICY: Board Diversity | AUTHOR: President and CEO |
| ORIGINAL DATE: May 2015 | APPROVAL: Board of Directors |
| REVISION DATES: | |
| REFERENCE: Perspectives on Board Diversity, The Conference Board of Canada, September 2014 | |

PURPOSE

Haldimand War Memorial Hospital and Edgewater Gardens acknowledge the importance of diversity, in our Board of Directors and in our employee population. We believe it is the differences that make us strong. Research shows that “diverse groups tend to produce more integrative decisions and innovative solutions ... [and] that greater board diversity is associated with better performance.”ⁱ

POLICY

We honour diversity in management experience, specialties, industry experience, education, geography, age, gender, ethnicity, visible minorities, sexual orientation, religion, aboriginal peoples, and people with disabilities. When seeking new Directors to serve on the Board, we are open to, and encourage, applicants from a wide variety of backgrounds. We do not tolerate discrimination and we remain committed to new ideas.

HWMH and EG recognize that there are distinct demographic groups that have long been disadvantaged. We recognize that racism, ageism, sexism and other forms of discrimination are problems both for our organizations and society as a whole.

PROCEDURE

1. We are committed to maintaining a skills-based Board but will balance that with the objective of ensuring we continue to be a diverse Board.
2. We will promote the concept that a wide array of perspectives will result in innovation and success in quality of care for patients and residents.
3. The Nominating Committee will address the issue of diversity when identifying and selecting potential new Directors for recommending to the Board.
4. We are committed to tackling cultural stereotypes both within and outside our organization.


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| POLICY AND PROCEDURE MANUAL | Board of Directors |
| Board Diversity | Page: 2 |

Certification

This Board Policy was approved by the Board of Governors at its meeting held on May 25, 2015.

Deanna Williams
Chair, Board of Governors

ⁱ Perspectives on Board Diversity, The Conference Board of Canada, September 2014, page 5

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|  Haldimand War Memorial Hospital & Edgewater Gardens | Policy and Procedure Manual Board of Directors |
| POLICY: <i>In camera</i> | AUTHOR: President & CEO |
| ORIGINAL DATE: May 2012 | APPROVAL: Board of Directors |
| REVISION DATES: February 2021 | |
| REFERENCE: Ontario Hospital Association | |

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PURPOSE

The purpose of this policy is to clarify when the Board of Directors may restrict the presence of persons who are not Directors at a Board meeting or portions thereof. This policy complements the Board’s policies on Open Board Meetings.

POLICY

The Board may move in camera or hold special meetings that are not open to individuals who are not Board members when it determines it is in the best interests of HWMH/EG to do so. The Chair may order that a meeting move in camera or any Director may request a matter be dealt with in camera.

The following matters will be dealt with in camera:

- Assessment, rewarding or disciplining of individuals (staff or Board members);
- Financial, personnel, contractual and any other matters for which a decision must be made in which premature disclosure would be prejudicial;
- Matters involving property;
- Discussions that may prejudice a person or entity involved in a criminal proceeding or a civil suit or proceeding, including matters before administrative tribunals;
- Instructions given to or opinions received from a solicitor(s) or a consultant(s);
- Matters involving litigation;
- Material contracts;
- Human resource and/or Labour relations issues;
- Deliberations that may be necessary to decide whether the matter warrants being dealt with in an in camera session of the Board; and
- Any other matters the Board deems confidential.

Attendees during an In-Camera Session

Board members are entitled and expected to attend unless recused due to a conflict of interest or other concern.

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| 16 POLICY AND PROCEDURE MANUAL | Board of Directors |
| <i>In camera</i> | Page: 2 |

During an in camera session of the Board, the President and CEO, Chief of Staff, the President of the Medical Staff Association and the recording secretary will remain for the first part of a routine in camera session until invited by the Board Chair to excuse themselves from the meeting so that the Board meeting may continue with only independent directors.

Guests or counsel may remain during an in camera session at the invitation of the Chair or the consent of the meeting.

Procedure


1. A motion is required to move into and rise from an in-camera session of the Board, and to approve any actions of the Board.
2. Hard copies of any material to support in camera discussions will be presented or distributed in printed form at the meeting and collected following the discussion (when meeting in person). If shared electronically, it must be labelled as confidential.
3. Where an in camera session of the Board is required, a separate agenda, indicating the items to be dealt with during the in camera session of the Board, may accompany the confidential material and the agenda would also be identified as confidential. If the items to be considered in an in camera session are included in the main agenda, only the general nature of the matters and that the discussion is to be held in camera will be indicated on the main agenda.
4. Minutes shall be recorded by the Secretary or their delegate. In the absence of the Secretary or their delegate, the Chair shall designate a Director to record the minutes. When circulated to the Board, the minutes should be clearly identified as confidential and handled and secured in a manner which respects the nature of the material. Minutes of an in camera session of the Board shall be presented for verification at another in camera session of the Board at a subsequent meeting. Members shall return all hard copies of in camera minutes at the conclusion of the Board meeting (during an in person meeting). Any board member wishing to review in camera minutes shall contact the Office of the Secretary and make appropriate arrangements.
5. Matters before an in camera session of the Board shall remain confidential until such matters are moved by the Board to the open session of the Board. At its sole discretion, the Board may move matters which have been dealt with in an in camera session of the Board to the open session of the Board.
6. The Chair, in consultation with the CEO, shall determine the information and timing of any communication with Full Members about matters considered in an in camera session.

Certification

This Board Policy was approved by the Board of Governors at its meeting held on March 22, 2021.



Lorne Boyko, Board Chair

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|  Haldimand War Memorial Hospital & Edgewater Gardens | Policy and Procedure Manual Board of Directors |
| POLICY: Naming Rights | AUTHOR: President & CEO |
| ORIGINAL DATE: February 27, 2012 | APPROVAL: Board of Directors |
| REVISION DATES: April 13, 2018 | |

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"U" drive in the "Policies" file to ensure this copy is current.**

PURPOSE

Working in collaboration with Dunnville Hospital & Healthcare Foundation and Dunnville Health Centre Volunteer Association, the purpose of this policy is to provide guidance to HWMH and Edgewater Gardens when honouring those individuals, groups or organizations that, by their efforts and/or financial support have advanced the vision of providing the best care, every person, every time.

POLICY

The naming of equipment, space, a fund, clinical and research Chairs, special programs, or any other tangible or intangible item may be approved in order to recognize donations, other gifts, and significant non-financial contributions including distinguished service, and such naming may be in perpetuity or time limited.

PROCEDURE

1. All proposals for naming are to be forwarded to the President and CEO, who shall make a determination whether the proposed naming conforms to this policy, is otherwise appropriate, and is of sufficient merit.
2. Naming rights related to donations in excess of \$250,000 must be approved in advance by the Board of Directors.
3. Naming rights of space greater than 100 square metres must be approved in advance by the Board of Directors.
4. All other naming rights not noted above in 2 and 3 must be approved by the President and CEO.
5. Namings proposed in recognition of planned gifts (bequests) will be considered when the cash or cash-equivalent gift is realized.
6. Namings should enhance the profile and image of HWMH and/or Edgewater Gardens.
7. In general, naming from significant gifts would occur when the fair market value of the gift in question is at least 25% of the value of the item being named and is in excess of \$100,000. In the event of multiple significant gifts the donor making the largest gift will be offered the naming rights.
8. The Board of Directors or the President and CEO, as applicable, will consider recommendations received from Dunnville Hospital and Healthcare Foundation and Dunnville Health Centre Volunteer Association.
9. Namings will not be approved to recognize government, government agencies, or

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| POLICY AND PROCEDURE MANUAL | <u>Board of Directors</u> |
| Naming Rights | PAGE: 2 |

any related corporations.

10. No naming will be approved or, once approved, continued that will call into serious question the public respect of HWMH and Edgewater Gardens.
11. A naming will not occur without the written consent of the person or organization being named.
12. No name will be approved that will imply the organizations' endorsement of a partisan political or ideological position.



Haldimand War Memorial Hospital & Edgewater Gardens

BOARD PEER ASSESSMENT QUESTIONNAIRE

Please provide your completed template directly to the Board Chair.

| | Director 1 | Director 2 | Director 3 | Etc. |
|---|------------|------------|------------|------|
| 1. Reads materials and comes prepared for meetings | | | | |
| 2. Participates – actively engaged at meeting | | | | |
| 3. Supports and promotes the organization | | | | |
| 4. Consistently demonstrates integrity and high ethical standards | | | | |
| 5. Complies with the conflicts of interest policy | | | | |
| 6. Respects confidentiality, as required | | | | |
| 7. Communicates ideas and concepts effectively | | | | |
| 8. Listens well and respects those with differing opinions | | | | |
| 9. Thinks independently – will express view contrary to the group | | | | |
| 10. Inquisitive – asks appropriate and incisive questions | | | | |
| 11. Thinks strategically in assessing the situation and offering alternatives | | | | |
| 12. Exhibits sound, balanced judgment for the benefit of all stakeholders | | | | |
| 13. Develops and maintains sound relationships – a team player | | | | |
| 14. Understands the role of board committees | | | | |
| 15. Understands and respects the role of the chair | | | | |
| 16. Demonstrates financial literacy, though not necessarily an expert in the field | | | | |
| 17. Effectively applies and contributes his/her special skills, knowledge or talent to the issues | | | | |
| 18. Supports board decisions – acts as one on all board actions once the decision has been made | | | | |
| 19. Contributes effectively to board performance | | | | |
| 20. Self (<i>Identify yourself by a check in this column</i>) | | | | |

| Scoring | | |
|---------|-----------------------------|---|
| 4 | Outstanding / above average | Consistently performs beyond expectations; does more than is expected of a director; frequently contributes more than average. |
| 3 | Fully satisfactory | Consistently demonstrates the quality at a standard expected of a director; a solid performer. |
| 2 | Adequate | Demonstrates the expected qualities but may be inconsistent in the demonstration or has minor weaknesses that could be improved with attention. |
| 1 | Could improve | Would benefit by modifying this aspect of his/her behaviour to conform to the expectations. |
| X | N/A | Cannot assess the individual on this question; lack exposure to, or knowledge of, demonstrated behaviours or traits. |

Directors are welcome to write comments about any or all peers on the next page.



Haldimand War Memorial Hospital & Edgewater Gardens

ANNUAL BOARD CHAIR EVALUATION

Name of Board Chair: _____

Date of evaluation: _____

Completed by: _____

Beside each of the following questions, please indicate one of the following:

4 - strongly agree

3 - agree

2 - disagree

1 - strongly disagree

0 - no comment

| | |
|--|--|
| 1. The Board Chair conducts the meeting in a way that moves the business of the Board forward while ensuring the integrity and effectiveness of the Board's governance role and processes. | |
| 2. The Chair allows adequate time for discussion. | |
| 3. The Chair ensures all sides of an issue are heard. | |
| 4. The Chair ensures the Board has the necessary information or advice to make decisions. | |
| 5. The Board Chair invests time in building relationships with: <ol style="list-style-type: none"> a. The President and CEO b. The Chief of Staff c. The Directors d. The Committee Chairs | |
| 6. The Board Chair understands the Chair's role as the spokesperson for the Board. | |
| 7. The Chair represents the Board, hospital, and Edgewater in the community and helps to build strong relationships with key stakeholders. | |
| 8. The Board Chair promotes a positive Board culture. | |
| 9. The Board Chair is well prepared for meetings. | |
| 10. The Board Chair is effective at demonstrating the core values of compassion, respect, honesty and teamwork. | |
| 11. The Board Chair is committed to the mission, vision and strategic plan. | |
| 12. The Board Chair recognizes the ultimate authority of the board and does not attempt to usurp that authority. | |
| 13. The Board Chair facilitates oversight of the CEO by the Board as a whole. | |
| 14. The Board Chair ensures the integrity of Board processes. | |
| 15. The Board Chair behaves consistently with the bylaws and Board policies and procedures. | |
| 16. The Board Chair communicates effectively, clearly and unambiguously. | |
| 17. The Board Chair delegates appropriately and only as required. | |
| 18. Overall, the Board Chair has carried out his or her role effectively and in accordance with the Board approved role description. | |

Please provide your completed evaluation form to the Chair of the Governance and Strategic Planning Committee.



Haldimand War Memorial Hospital & Edgewater Gardens

ANNUAL COMMITTEE CHAIR EVALUATION

Name of Committee: _____

Name of Committee Chair: _____

Date of evaluation: _____

Completed by: _____

Beside each of the following questions, please indicate one of the following:

4 - strongly agree

3 - agree

2 - disagree

1 - strongly disagree

0 - no comment

| | |
|--|--|
| 1. The Committee Chair conducts the meeting in a way that moves the business of the Committee forward while ensuring the integrity and effectiveness of the Committee's governance role and processes. | |
| 2. The Chair allows adequate time for discussion. | |
| 3. The Chair ensures all sides of an issue are heard. | |
| 4. The Chair ensures the Committee has the necessary information or advice to make decisions. | |
| 5. The Committee Chair promotes a positive culture. | |
| 6. The Committee Chair is well prepared for meetings. | |
| 7. The Committee Chair is effective at demonstrating the core values of compassion, respect, honesty and teamwork. | |
| 8. The Committee Chair is committed to the mission, vision and strategic plan. | |
| 9. The Committee Chair ensures the integrity of Committee processes. | |
| 10. The Committee Chair behaves consistently with the bylaws and Board policies and procedures. | |
| 11. The Committee Chair communicates effectively, clearly and unambiguously. | |

Please provide your completed evaluation form to the Board Chair.


MEETING EVALUATION FORM:

| Materials | Yes | No |
|--|------------|-----------|
| 1. Did you receive the materials in sufficient time for you to prepare for the meeting? | | |
| 2. Were relevant materials provided? | | |
| 3. Were the materials sufficient to assist you in forming an opinion on decisions made by the Board? | | |
| Comments: | | |
| | | |
| | | |

| Meeting Management | Satisfied | Somewhat Satisfied | Somewhat Dissatisfied | Dissatisfied |
|---|------------------|---------------------------|------------------------------|---------------------|
| 4. Were you satisfied with your opportunity to participate in the dialogue? | | | | |
| 5. Were you satisfied with the manner in which other board members contributed to the dialogue? | | | | |
| 6. Was the Chair effective in allowing all views to be heard while bringing the matter to a decision? | | | | |
| 7. Were decisions made consistent with the Code of Ethics and Ethical Framework? | | | | |
| Comments: | | | | |
| | | | | |
| | | | | |

| Overall satisfaction with the meeting | Satisfied | Somewhat Satisfied | Somewhat Dissatisfied | Dissatisfied |
|---|------------------|---------------------------|------------------------------|---------------------|
| 8. Were you satisfied with what the board accomplished? | | | | |
| 9. Were you satisfied with the board's overall performance? | | | | |
| Comments: | | | | |
| | | | | |
| | | | | |

| Meeting Evaluation | Agree | Disagree | n/a |
|--|--------------|-----------------|------------|
| 10. Today's meeting started on time. | | | |
| 11. The agenda was clear and realistic for the allotted meeting time. | | | |
| 12. I have a clear understanding of the objectives for today's meeting. | | | |
| 13. Agenda topics were appropriate (i.e., reflected the Board Charter) | | | |
| 14. Adequate background information was provided for each agenda item. | | | |
| 15. The time spent on each item was appropriate. | | | |
| 16. I felt supported and valued as a member of this board. | | | |
| 17. I was encouraged to discuss and share my opinions openly. | | | |
| 18. Disagreements were handled openly, honestly, directly and respectfully. | | | |
| 19. The Chair kept discussions on track. | | | |
| 20. The Chair was prepared for the meeting. | | | |
| 21. Meeting participants were prepared for the meeting. | | | |
| 22. Follow up action item responsibilities were clear to all meeting participants. | | | |
| 23. Overall, we accomplished a lot at this meeting. | | | |
| Please write any comments on page 2. | | | |

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|  Haldimand War Memorial Hospital & Edgewater Gardens | Board Governance Policy Manual |
| POLICY: Whistle-blower Policy | AUTHOR: Ethics Committee |
| ORIGINAL DATE: January 2005 | APPROVAL: Board of Governors |
| REVISION DATES: May 2017, March 2021 | |
| DISTRIBUTION: Board; Employees; Physicians | |
| REFERENCE: This policy is also found in the hospital's organizational policy and procedure manual as # 1.65 and Edgewater's Human Resources manual, 06-01-02b. | |

POLICY

Haldimand War Memorial Hospital and Edgewater Gardens prohibit discrimination, harassment and/or retaliation against an employee, physician, volunteer, or any other stakeholder who reports, in good faith, conduct which they reasonably believe to be a wrongdoing. A "Wrongdoing" is any violation of the Board's Governance Policy Manual and corporate Code of Conduct. Wrongdoing also includes, but is not limited to, actual or potential illegal or unethical conduct, malpractice, substandard care or negligence, and anything that poses a risk or danger to any stakeholder.

This policy establishes guidance for receipt, retention and treatment of written or verbal reports, and describes protocol for confidential administration.

PURPOSE

- To provide a mechanism for stakeholders (including, but not limited to patients, employees, medical staff, contracted individuals) to alert hospital authorities concerning any pertinent matter.
- To assure individuals of protection against retaliation.

RESPONSIBILITIES

- The CEO will assure this policy is communicated throughout the hospital group.
- Managers and supervisors will provide access to this policy to any stakeholder showing interest in it.
- Directors, executives, managers, supervisors, and other stakeholders will not discharge, demote, suspend, threaten, harass, or otherwise discriminate against or retaliate against any stakeholder who invokes action under this policy.
- NOTE: Knowingly taking action to retaliate against a whistle-blower is a federal offence.
- Officers and Directors receiving reports will initiate necessary investigations and actions to effectively and promptly resolve matters in professional fashion.

Process for Reporting

1. Anyone wishing to exercise this policy is encouraged to initially discuss the matter with a direct supervisor or manager, to resolve any aspects that may be misunderstood or otherwise easily fixed. However, this action is optional, particularly if an individual is fearful of retaliation.
2. Any stakeholder may report directly to: President and Chief Executive Officer, or Chairperson of the Ethics Committee, or Chairperson of the Board of Governors, whichever seems most suitable under the circumstances.
3. The receiver of the report will conduct necessary confidential investigation and report back to the whistle-blower at intervals not exceeding 60 days until the issue is resolved. Every effort will be made to keep the identity of the whistle-blower confidential.
4. The receiver of a report will retain in secure custody all paperwork pertaining to a case until it is resolved, at which time the original report and any other identification of the whistleblower will be destroyed.
5. Any confirmed scenarios of retaliation against a person taking action under this policy will attract disciplinary action up to and including dismissal.

PRESIDENT & CHIEF EXECUTIVE OFFICER ROLE DESCRIPTION AS
CONTAINED IN EMPLOYMENT AGREEMENT, FEBRUARY 9, 2021

II. DUTIES AND RESPONSIBILITIES

1) The Employee shall be responsible for:

- i. performing the respective roles of “Administrator” as the term is defined in the Public Hospitals Act (Ontario) and Long-Term Care Act (Ontario);
- ii. reviewing the current, and assisting the Boards of Directors (the “Boards”) of HWMH and EG in the development of future, HWMH Hospital Annual Planning Submissions and HWMH Hospital Services Accountability Agreements, Long-term Care Services Accountability Agreements (“Accountability Agreements”) and monitoring financial performance against the budget and Performance Indicators;
- iii. achieving the Performance Indicators in the Accountability Agreements and measure HWMH’s and EG’s performance against accepted standards and best practices in comparable organizations;
- iv. developing multi-year financial plans, optimizing the use of resources and operating within the Accountability Agreements;
- v. providing the Boards with regular assurance (as detailed in section II(3)(iii)) that the methodology and data used by the CEO to report Performance Metrics to the Boards and federal and provincial agencies, appropriately and accurately reflect HWMH’s and EG’s performance and provides a reliable basis for the Boards’ decision-making;
- vi. ensuring HWMH and EG are managed in compliance with the Public Hospitals Act and Long-term Care Homes Act respectively, Regulations, By-laws, rules and policies of HWMH and EG and the directions issued by the Boards from time to time;
- vii. employing, controlling and directing all employees of HWMH and EG;
- viii. payment of all salaries and amounts due from and owing by HWMH and EG 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 Boards;

- ix. assuring that provision is made for the employee health services as required by the Regulations under the Public Hospitals Act (the "Act");
- x. submitting quarterly financial statements to the Boards indicating the financial positions of HWMH and EG for the previous most recently completed financial statements. Such financial statements shall be for the quarter ending not earlier than three (3) months preceding the date of the Board meeting;
- xi. ensuring that the investment Policy as established by the Boards is in place, and monitoring compliance with the Policy;
- xii. submitting quarterly certificates to the Boards in respect of the previous quarter that all wages owing to employees and source deductions relating to the employees that HWMH and EG are required to deduct and remit to the proper authorities pursuant to all applicable Legislation, including without limitation, the Income Tax Act (Canada), the Canada Pension Plan (Canada), the Employment Insurance Act (Canada) and the Employer Health Tax Act (Ontario), have been made and remitted to the proper authorities, and that all taxes collected pursuant to the Excise Tax Act (Canada) and the Retail Sales Tax Act (Ontario) have been collected and remitted to the proper authorities;
- xiii. representing HWMH and EG externally to the community, government, media and other organizations and agencies;
- xiv. communicating with related healthcare agencies to promote co-ordination and/or planning of local healthcare services;
- xv. establishing an organizational structure to ensure accountability of all programs, services and staff for fulfilling the mission, objectives and strategic plan of HWMH and EG;
- xvi. establishing a system for ensuring the disclosure of every critical incident as soon as is practicable after the incident occurs to the patient, their substitute-decision-maker or estate trustee, as applicable; and
- xvii. such other powers and duties as may from time to time be assigned to this office by the Boards or as are incidental to this office.

2) The Employee has a duty to:


- i. perform and carry out all lawful direction given by the Boards, and shall at all times comply with the Public Hospitals Act, the Long-term Care Homes Act, the Commitment to the Future of Medicare Act (the "CFMA"), the Local Health Systems Integration Act (the "LHIA"), the Excellent Care for All Act

(Ontario), all other statutes, laws, rules and regulations applicable to HWMH and EG, and the by-laws, rules and regulations of HWMH and EG.

3) The Employee shall report:

- i. on a regular basis directly to the Boards and shall accept such direction and responsibility as assigned by the Boards;
- ii. on a required basis to the Boards on any matter about which the applicable Board should have knowledge;
- iii. to the Boards with quarterly written assurance that the Performance Metrics and Performance Indicators are appropriate;
- iv. to the Chief of Staff or appropriate Head of Department of HWMH:
 - a. any oversight of clinical practice of the HWMH Professional Staff members in HWMH;
 - b. any failure of a member of the HWMH Professional Staff to act in accordance with the Act, the CFMA, the LHIA, or the by-laws, rules and regulations applicable to HWMH; and
 - c. any patient who does not appear to be making reasonable progress towards recovery or who is not being visited frequently enough by the attending member of the Professional Staff of HWMH.
- v. to the Medical Director of EG in respect of the medical care provided to its residents.

4) The Employee shall, in accordance with the terms of this Agreement, devote the whole of her time (1 Full Time Equivalent), attention and ability to the performance of her duties and responsibilities and shall not (without the consent of HWMH) accept employment, or engage in self-employment, with any other individual, firm, corporation or agency of government at any time during the term of this Agreement, either directly or indirectly, other than services with regard to charitable or community service organizations, including governance work on their Board of Directors, provided such activities do not interfere with the Employee's obligations under this Agreement.

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|  Haldimand War Memorial Hospital & Edgewater Gardens | Policy and Procedure Manual Board of Directors |
| POLICY: Succession Planning | AUTHOR: President & CEO |
| ORIGINAL DATE: March 2021 | APPROVAL: Board of Directors |
| REVISION DATES: | |

PURPOSE


To ensure appropriate and comprehensive continuity of management positions.

POLICY

The CEO is responsible for ensuring that there is a succession plan for every member of the management team.

PROCEDURE

The Senior Management Team will review all succession plans at least once per year and the Board will review all succession plans from time to time and as requested by the Board.

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|  Haldimand War Memorial Hospital | Policy and Procedure Manual Board of Directors |
| POLICY: Chief of Staff Performance Review & Succession Planning | AUTHOR: Board of Directors |
| ORIGINAL DATE: March 2015 | APPROVAL: Board of Directors |
| REVISION DATES: | |
| REFERENCE: Hospital Board Charter, article 2(d)(ii)(F) | |

PURPOSE

To ensure that the Chief of Staff is provided with the opportunity of a performance review on a regular basis.

POLICY

The Board Charter states that “The Board shall ...establish a Board Policy for the performance evaluation and compensation of the Chief of Staff. The policy shall ensure that the Chief of Staff’s performance evaluation and compensation are aligned with the Corporation meeting its Performance Indicator targets and Balanced Scorecard Indicator targets.”

PROCEDURE

Performance Evaluation:

1. On an annual basis, the Board Chair and Chief of Staff will meet to discuss Chief of Staff goals for the next year. At the end of the year, the Board Chair and Chief of Staff will meet to review the results.
2. Six months in advance of a renewal date for an additional term as Chief of Staff, the Board of Directors and members of the Medical Advisory Committee, will complete a performance evaluation questionnaire (see attached).
3. The survey results will be summarized by the Board Chair, or delegate, and presented to the Board, *in camera*, for review.
4. The Chair of the Board will share the results of the survey with the incumbent and together they will discuss items for follow up.

Compensation:

1. Compensation surveys will be conducted on a periodic or as needed basis to determine if any adjustment to Chief of Staff compensation is required.

Succession Planning:

1. Given a six-month notice period for a Chief of Staff resignation, there would typically be sufficient time to recruit an interim Chief of Staff while a recruitment process for a permanent Chief of Staff takes place.
2. Chiefs of other departments (e.g., Emergency, Diagnostic Imaging) may be invited to serve as Interim Chief of Staff. Failing that, the hospital may contact other hospitals within the LHIN to solicit interest from Chiefs of Staff from other hospitals.
3. The Nominating Committee will be responsible for advertising for the Chief of Staff position and interviewing interested candidates.

Certification

This Board Policy was approved by the Board of Governors at its meeting held on March 23, 2015.



Deanna Williams
Chair, Board of Governors

QUESTIONS FOR THE BOARD OF DIRECTORS

1. How effective has the Chief of Staff been in advising the Board and Senior Management Team on the quality of medical care provided by the medical staff?
2. Has the Chief of Staff been an effective Board member and kept the Board well advised regarding the activities of the Medical Advisory Committee?
3. Has the Board been well advised regarding the credentials process of the hospital?
4. Other comments

Questions for the Medical Advisory Committee

1. How effective has the incumbent been as the Chair of the Medical Advisory Committee and its component parts and subcommittees, including bringing forward to the MAC the decisions and policies of the Board of Directors?
2. How effective has the Chair of MAC been in demonstrating strategic leadership to the MAC, including quality of care?
3. How effective has the Chair been in providing leadership in the establishment of an interdisciplinary approach to patient care?
4. Has the Chair developed collaborative relationships with other health disciplines, other organizations, partners and the Medical Staff Association? Please provide examples.
5. Other comments