

Vision

The heart of our thriving community.

Mission: HWMH

We exemplify high-quality, compassionate care. It is our calling.

Mission: EG

Care is our calling. We are a family that loves our home.

Values

*Compassion: We care for one another with empathy and dignity.
Respect: We seek to understand the values and perspectives of each other.
Inclusion: We welcome the diversity of our team and community.
Collaboration: We work together to deliver exceptional outcomes.
Integrity: We take accountability for what we do.*

Strategic Directions

Deliver a staff and clinician experience that retains and recruits top talent.

Meet the growing and changing needs of our community.

Invest in our long-term sustainability.

Strategic Priorities

1.1 Develop a comprehensive strategy to help attract and retain staff.

1.2 Define clear performance measurements that promote accountability.

1.3 Ensure that our staff have the skills and training to provide high-quality care to meet the increasingly-complex care needs of our community.

1.4 Focus on diversity, equity and inclusion to inform decision making, service delivery, leadership, and partnerships.

2.1 Conduct a needs assessment based on the demographic changes in the community to align upon the core clinical services that meet the needs of our growing population moving forward.

*2.2 Refine pathways to referral programs.
2.3 Explore and prioritize current and prospective healthcare partnerships that allow us to meet the needs of our community.*

*2.4 Share resources with partner organizations to optimize efficiencies and improve patient and resident care.
2.5 Build and grow our leadership visibility and presence within the community.*

2.6 Explore innovative models of care that support our rural community.

3.1 Renew our Health Information System to optimize patient and resident care.

*3.2 Double the capacity of Edgewater Gardens.
3.3 Build rigorous financial sustainability and risk management plans*

**HALDIMAND WAR MEMORIAL HOSPITAL
BY-LAW**

Approved: June 26, 2023

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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) “Articles¹” means any document or instrument that incorporates a corporation or modifies its incorporating document or instrument, including articles of incorporation, restated articles of incorporation, articles of amendment, articles of amalgamation, articles of arrangement, articles of continuance, articles of dissolution, articles of reorganization, articles of revival, Letters Patent or a special act;
- (d) “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;
- (e) “Board” means the board of directors of the Corporation;
- (f) “By-Law(s)” unless otherwise specified, means the by-laws of the Corporation from time to time in effect;
- (g) “Chair of the Board” means the Director elected by the Board to serve as Chair of the Board and Members of the Corporation;
- (h) “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;
- (i) “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;
- (j) “Chief of Staff” means the Physician appointed by and responsible to the Board for quality of medical care, diagnosis and treatment, and reporting

¹ NFPCA s.1(1).

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;

- (k) “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 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;
- (l) “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;
- (m) “Committee” means any committee created by the Board pursuant to this By-Law;
- (n) “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 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;
- (o) “Corporation” means the Haldimand War Memorial Hospital;
- (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):

- (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 400 Broad Street West, Dunnville ON N1A 2P7;

- (y) “Hospital” means the Haldimand War Memorial Hospital;
- (z) “HSAA” means the Hospital Service Accountability Agreement entered into between the Corporation and Ontario Health;
- (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 *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 *People’s Health Care Act, 2019*, 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) “Medical Advisory Committee” means the Medical Advisory Committee appointed by the Board, constituted in accordance with the *Public Hospitals Act*,
- (ee) “Medical Staff” means those Physicians who are appointed by the Board and who are granted Privileges to practice medicine in the Hospital;
- (ff) “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;
- (gg) “Member” means a member of the Corporation;

- (hh) “Midwife” means a midwife in good standing with the College of Midwives of Ontario;
- (ii) “Midwifery Staff” means the Midwives who are appointed by the Board and who are granted Privileges to practise midwifery in the Hospital;
- (jj) “MOHLTC” means the Ministry of Health and Long-Term Care;
- (kk) “*Not-for-Profit Corporations Act, 2010 (Ontario)*” or “*NFPCA*” and, where the context requires, includes the regulations respectively made thereunder;
- (ll) “Officer” means those officers of the Corporation set out in section 7.01;
- (mm) “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;
- (nn) “patient” means, unless otherwise specified, any in-patient or out-patient of the Corporation;
- (oo) “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;
- (pp) “Performance Indicators” means the performance indicators set out in the HSAA;
- (qq) “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;
- (rr) “Physician” means a medical practitioner in good standing of the College of Physicians and Surgeons of Ontario;
- (ss) “Policies” or “Policy” means the administrative, medical and professional policies of the Corporation;
- (tt) “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;
- (uu) “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;

- (vv) “*Public Hospitals Act*” means the *Public Hospitals Act* (Ontario) and, where the context requires, includes the regulations made under it;
- (ww) “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
- (xx) “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 *NFPCA* or the *Public Hospitals Act* or the regulations made thereunder shall have the meanings given to terms in the *NFPCA* 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 simultaneously and instantaneously with each other, and a person participating in such a meeting by such means is deemed, for the purposes of the *NFPCA* and this By-Law, to be present at the meeting.

- (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) there is no automatic vote or casting vote to the Chair;
 - (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 vote last;
 - (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 *NFPCA*, 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. PURPOSES OF THE CORPORATION

2.01 Purposes

The purposes for which the Corporation was incorporated are:

- (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) Ex- Officio Members

The Directors shall be Ex-Officio members of the Corporation for so long as they serve as Directors.

B) Life Members

Life Memberships are limited to such persons who were approved as Life Members at the adjournment of the 2009 annual meeting and who are in good standing.

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

3.02 Withdrawal

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

3.03 Termination of Membership

- (a) The interest of a Member in the Corporation is not transferable and lapses and ceases to exist:
 - (i) upon death or resignation of the Member;
 - (ii) violating any provision of the Articles, By-law, Charters or Policies of the Corporation;
 - (iii) carrying out any conduct which may be detrimental to the Corporation or for any other reason as determined by the Board in its sole and absolute discretion;
 - (iv) in the event that the Member ceases to meet the qualifications set out for membership in this By-Law, such determination to be made in the absolute sole discretion of the Board; or
 - (v) if an ex-officio member, when the person ceases to be a Director of the Corporation.

- (b) In the event that the Board determines that a Member should be expelled or suspended from membership in the Corporation, the Chair, or such other officer as may be designated by the Board, shall provide fifteen (15) days notice of suspension or termination to the Member and shall provide reasons for the proposed suspension or expulsion. The Member may make written submissions to the Chair, or such other officer as may be designated by the Board, in response to

the notice received, within such fifteen (15) day period. In the event that no written submissions are received by the Chair, the Chair or such other officer as may be designated by the Board, may proceed to notify the Member that the Member is suspended or expelled from membership in the Corporation. If written submissions are received in accordance with this section, the Board will consider such submissions in arriving at a final decision and shall notify the Member concerning such final decision within a further fifteen (15) days from the date of receipt of the submissions.

- (c) A Member of the Corporation who claims to be aggrieved because they were disciplined or because their membership was terminated may apply to the court for an order that the court thinks fit.

3.04 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 *NFPCA* 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 *NFPCA*, 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) If the meeting is to be held entirely by telephonic or electronic means, a place does not need to be specified in the notice of meeting and the notice shall include instructions for attending and participating in the meeting by the telephonic or electronic means that will be made available at the meeting, including instructions for voting by such means at the meeting.
- (c) 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 First Vice-Chair of the Board, if the Chair of the Board is absent; or
 - (iii) if applicable, the Second Vice-Chair of the Board, if both the Chair of the Board and the First Vice-Chair of the Board is absent;
 - (iv) a chair elected by the Members present if the Chair, the First Vice-Chair, and, if applicable, Second 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 affairs of the Corporation shall be governed by a Board consisting of a maximum of eighteen (18) Directors and a minimum of fifteen (15) and of whom a minimum of nine (9) and maximum of twelve (12) shall be Elected Directors and six (6) shall be Ex-Officio. The number of Directors shall be fixed from time to time by at least a two-thirds (2/3) vote of the 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 Non-Voting Directors

- (a) The ex-officio non-voting Directors of the Corporation shall be:
- (i) Chief of Staff;
 - (ii) President of the Medical Staff;
 - (iii) President of the Volunteer Association;
 - (iv) Chair of the Board of Dunnville Hospital & Healthcare Foundation;
 - (v) Chief Executive Officer; and
 - (vi) Chief Nursing Executive.
- (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, First Vice-Chair, Second 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, the First Vice-Chair and the Second 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, First Vice-Chair, Second 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, NFPCA* 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, contract or transaction (collectively hereinafter referred to as "Matter") with the Corporation shall declare their interest and the nature and extent of such interest at a meeting of the Directors at which the Matter 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. 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 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 but shall not be entitled to vote.
- (d) In the case of a proposed material Matter the Member shall determine the interest at the meeting of the Board during which the question of entering into the Matter 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) A Member serving on 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 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 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 or the proceedings in respect of any proposed Matter mentioned in paragraphs 5.09(a) and (b), but the Matter or the proceedings in respect of any proposed Matter 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 Fiduciary Duty and Standard of Care of Directors and Officers

- (a) Every Director and Officer of the Corporation shall in exercising his/her powers and discharging his/her duties to the Corporation,
 - (i) act honestly and in good faith with a view to the best interests of the Corporation; and
 - (ii) exercise the care, diligence and skill that a person would exercise in comparable circumstances.
- (b) Every Director and Officer shall comply with the Act, the Corporation's Articles and By-Laws.

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) If the meeting is to be held entirely by telephonic or electronic means, a place does not need to be specified in the notice of meeting and the notice shall include instructions for attending and participating in the meeting by the telephonic or electronic means that will be made available at the meeting, including instructions for voting by such means at the meeting.
- (c) 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 *NFPCA* 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) up to two Vice-Chairs of the Board which shall be referred to as the First Vice-Chair of the Board and, if applicable, the Second 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, the First Vice-Chair and the Second 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-Chairs of the Board

- (a) The First 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) The Second 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 the absence or disability of the First Vice-Chair of the Board; and
 - (ii) perform such other duties, if any, as may from time to time be assigned by the Board.

- (c) 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 *NFPCA* 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 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
 - (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 coordination 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:
 - (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 Governance Manual 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 First Vice-Chair of the Board;
 - (iii) the Second Vice-Chair of the Board, if applicable;
 - (iv) at least two (2) other elected Directors selected by the Board; and
 - (v) 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 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 Medical Advisory Committee

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

9.05 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-Chairs 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-Chairs 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 NFPCA). 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;
 - (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.
- (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 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:
 - (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:
 - (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
- 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:
 - (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;

(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:
 - (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;
 - (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;
 - (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.
- (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:
 - (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.
- (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 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.

- (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.

- (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.
- (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.
- (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.
- (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.
- (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:
 - (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 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.
- (h) The Hospital shall draft a credentialling policy which shall streamline the credentialling process for physicians who have medical staff privileges at another hospital within Ontario Health 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
 - (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;
- (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:
 - (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; orany 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
 - (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:
 - (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;
- (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;
 - (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:
 - (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;
 - (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:
 - (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;
 - (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
 - (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;
- (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;
 - (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;
- (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.
- (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	Policy and Procedure Manual Board of Directors
POLICY: Approval & Decision-making by the Board of Directors	AUTHOR: Director, Quality and Education
ORIGINAL DATE: March 2012	APPROVAL: Board of Directors
REVISION DATES: January 2014, March 2021, November 2024	
REFERENCE: Accreditation Canada Governance Standards 2022 HWMH & EG’s Ethical Framework HWMH's Ethical Framework in a Pandemic Crisis Integrated Quality Management Framework Guide to Ethical Decision Making- Brockville Hospital (2019) <i>Evidence, Economics and Ethics</i> , Gibson, Martin & Singer (2005)	

For internal use only at HWMH. Persons reviewing a hard copy of this document should refer to the electronic version posted on the “U” drive in the “Policies” file to ensure this copy is current.

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.

To provide a standardized approach and mechanisms that can assist the Board of Directors to make decisions related to its governance responsibilities.

POLICY

The Board of Directors of Haldimand War Memorial Hospital and Edgewater Gardens Long Term Care will consider ethics, values, social costs and benefits, operational requirements (e.g. legislation, bylaws etc.) 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 mission, vision and values, while giving consideration to ethics, values, social costs and benefits, value for money, legislative requirements 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.

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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.

1. *Relevance.* Decisions should be made on the basis of reasons (i.e., evidence, principles, values, and 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.

PROCEDURE

The Chair of the Board (and 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

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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.

The attached appendix A “Guide to Ethical Decision Making” offers questions to generate discussion and assist the Board to think critically through ethical issues.

CERTIFICATION

This Board Policy was approved by the Board of Governors at its meeting held on January 27, 2025.

Joanna Brzozowska
Board Chair

Appendix A

Guide to Ethical Decision Making

Introduction

The Board of Directors govern with an emphasis on stewardship, strategic leadership, commitment to obtaining stakeholder input, encouragement of diversity in viewpoints and a clear distinction of Board and staff roles. The Board recognizes the connection between ethical decision-making, trust and the

POLICY AND PROCEDURE MANUAL	Board of Directors
Haldimand War Memorial Hospital & Edgewater Gardens - Internal Approval & Decision-making by the Board of Directors	Page: 4

success of the hospital and Edgewater Gardens.

These questions are a guide to generate discussion and assist the Board to think critically through ethical issues. Further, the questions support the Board to make decisions informed by evidence, grounded in the values of the Hospital and Edgewater Gardens, and aligned with the ethical framework.

Questions to Consider

1. Is the decision based on the best available information, knowledge, and evidence?
2. Is this decision fair, honest and just?
3. Does the decision negatively affect our ability to provide safe quality patient/resident care?
4. Does the decision negatively affect our requirement to achieve a balanced budget (total margin)?
5. Is it sustainable?
6. Do we have meaningful input from internal stakeholders?
7. Do we have meaningful input from the community?
8. Have we incorporated strategies to ensure stakeholder input from those with less power and influence?
9. Has there been consideration given to broader health system implications?
10. Does it abide by the law? (Legislation, Regulations, By-Laws, Policies etc.)?
11. Does it align with the Code of Conduct / Responsibilities of every Director and the Board as a whole?
12. Is the Board free from undue external influence and conflict of interest to make this decision?
13. Is it in the best interest of the Hospital and/or Edgewater Gardens?
14. Does it align with the mission, vision and values of the Hospital and/or Edgewater Gardens?
15. Are there possible alternative choices?
16. Have the pros and cons for each possible choice been considered?
17. Have the risks and mitigation strategies been considered?
18. If new information comes forward, do we understand the implication of changing the decision?
19. Will the preferred decision have a positive impact or prevent harm to patients, families, staff, physicians or volunteers, the organization, other stakeholders, the environment, or future generations?
20. Does the preferred decision take cultural differences into account?
21. Is the Board in a calm and unstressed state of mind?
22. Has the decision been made in a “safe” environment that enables the Board to freely discuss the issue?
23. Would the choice result in the greatest good?
24. Would the choice treat others as you would like to be treated?
25. Would the choice be fair and beneficial to all concerned?
26. Are we willing to accept responsibility for our decision? Does the decision threaten Board unity?
27. Could we live with full public disclosure?
28. Are we ready to act?

 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: <u>October 2024</u>	
REFERENCE: Governance Solutions Sample Diversity Policy, ICD Sample Diversity Policy	

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 that diversity of thought is the difference that makes us strong and having a Board comprised of individuals with diverse skills, experience, backgrounds and perspectives means:

- Robust understanding of opportunities, issues and risks
- Inclusion of different concepts, ideas and relationships
- Enhanced decision making and dialogue
- Heightened capacity for oversight of the organization and its governance
- Mitigates against “group think”
- Supports the organizations commitment to diversity at all levels of the organizations

Value Statement: We welcome the diversity of our team and community.

POLICY

We honour diversity in experience, specialties, industry experience, education, geography, age, gender, ethnicity, visible minorities, sexual orientation, religion, Indigenous peoples, and other personal characteristics. When seeking new Directors to serve on the Board, we 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 and will balance that requirement 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, when selecting new Directors to recommend to the Board for appointment, will commit to using objective criteria having due regard to the benefits of diversity and the needs of the Board.
4. We are committed to fostering an inclusive culture based on merit and free of conscious or unconscious bias.

DRAFT For Discussion

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Certification

This Board Policy was approved by the Board of Governors at its meeting held on October 28, 2024.

Joanna Brzozowska
Chair, Board of Governors

 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:	

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

PURPOSE

Working in collaboration with Dunnville Hospital and 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 rural health care.

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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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	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: December 2024	
REFERENCE: Ontario Hospital Association Guide to Good Governance, 3 rd Edition	

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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. Ongoing education is a responsibility of each director to ensure they understand the organization and their governance responsibilities.

POLICY

Director orientation and education will occur on an ongoing basis and will be tailored to the individual Director’s (s’) needs and collectively to the Boards’ needs. At a minimum, the orientation should include information on the health sector environment, hospital and LTC operations, key relationships and Board governance. All new directors are required to attend orientation sessions, and current directors are also encouraged to attend the orientation sessions to refresh their knowledge. External sources of education, such as the OHA’s Governance session for new directors can support hospital/Edgewater specific orientation.

PROCEDURES

1. Orientation activities include an on-site tour with members of the senior management team.
2. Each Director will be provided with Governance and hospital/Edgewater Gardens information that includes a variety of documents, including, corporate by-laws, the

strategic plan, Board Charter, Committee Terms of Reference, organization chart, meeting schedule, and other pertinent information.

3. 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.
4. Ongoing Director education is tailored to the specific needs, skills and competency set of individual Directors, committees, and the Board, and always 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.
5. Board meetings and Board Retreat sessions offer regular opportunities for continuing Director education.
6. 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 payment and/or reimbursement.
7. 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.
8. Conferences attended must be directly related to HWMH/EG governance, Board effectiveness, or other topics related to health care.
9. Attendance at a conference is discouraged if it conflicts with a regularly scheduled Board or committee meeting unless there are exceptional circumstances.
10. No more than three Directors, including the Chair, may be funded to attend any one conference.
11. 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.

Certification

This Board Policy was approved by the Board of Directors at its meeting held on January 27, 2025.

Joanna Brzozowska
Chair, Board of Directors

 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, December 2024	
REFERENCES: Guide to Good Governance, Third Edition, Ontario Hospital Association	

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PURPOSE

Board members will be recruited based on their skills, independence and qualifications. Effective governance depends on a 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.

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 the recruitment process.
2. When filling a vacancy (or vacancies) is required, the Nominating Committee will approve a recruitment advertisement that includes the necessary skills required.
3. Interested parties are required to provide a resume with a covering letter.
4. The Nominating Committee will review applicants and create a short-list of candidates to be interviewed.
5. Interviews will include standardized questions that will help the Nominating Committee to assess the candidates..
6. A minimum of two references will be checked on each candidate prior to a recommendation to the Board.
7. The Nominating Committee will submit a report to the Board that documents the recruitment process undertaken and make a recommendation to the Board for an individual(s) to be presented at the Annual Meeting for election.
8. The Nominating Committee or Board may determine additional steps as may be appropriate in the circumstances.

Certification

This Board Policy was approved by the Board of Governors at its meeting held on January 27, 2025.

Joanna Brzozowska
Chair, Board of Governors

 Haldimand War Memorial Hospital & Edgewater Gardens	Policy and Procedure Manual Board of Directors
POLICY: Succession Planning – CEO, COS, Board Executive	AUTHOR: President & CEO
ORIGINAL DATE: May 2017	APPROVAL: Board of Directors
REVISION DATES: March 2021, December 2024	
REFERNCE: Ontario Hospital Association, Guide to Good Governance, 3 rd Edition	

PURPOSE

To ensure appropriate and comprehensive continuity of management and executive Board positions.

POLICY

The Board of Directors is responsible to ensure there is a succession plan for the President & CEO, the Chief of Staff, and the executive members of the Board of Directors.

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

PROCEDURE

The Senior Management team and the Board of Directors will review the succession plan at least once per year and more frequently as necessary or as requested by the Board.

The Board will approve the plan for the following roles; President and CEO, Chief of Staff and the executive committee of the Board of Directors.

The succession plan will include coverage for a permanent vacancy and for possible temporary vacancy, which may include leaves such as an extended vacation, a leave of absence or interim coverage during the recruitment process.

Certification

This Board Policy was approved by the Board of Directors at its meeting held on January 27, 2025.

Joanna Brzozowska
Chair, Board of Governors

 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, November 2024	

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 ongoing quality improvement initiatives that align with province-wide priorities to achieve better health outcomes for our community.

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 (QIPs) and monitor progress to determine achievement of outcomes, track variances, and outline strategies for improvement.
4. Ensure the sharing of information about the services, quality of care and indicators of current performance are regularly shared with stakeholders.
5. 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.
6. Foster a co-operative team focus so that all employees work toward the common goal of quality service.

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Board Support of Continuous Quality Improvement Programs	Page: 2

7. Maximize opportunities in an innovative, creative and responsible manner to position HWMH and EG as progressive organizations.
8. Empower employees so that they have control over their own work and the decisions related to it, enabling them to provide the high-quality, compassionate care.
9. Deliver a constant message and level of service so that HWMH and EG are recognized as quality organizations.
10. Ensure that employees are accountable for their work so that HWMH and EG are recognized as a quality organizations.
11. Continuously improve our profile to attract resources such as funding, volunteers and staff.
12. Promote greater awareness, understanding and involvement by establishing open lines of communication across all levels of HWMH and EG.
13. Ensure all employees continuously improve their level of service in order to exceed customer expectations.
14. 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.
15. Promote a positive attitude within the organizations by recognizing the contribution(s) of each employee.
16. 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 January 27, 2025.

Joanna Brzozowska
Chair, Board of Governors

<https://www.oha.com/guidance-and-resources/accountability-and-governance>

 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, December 2024	
REFERENCE: Ontario Hospital Association, Guide to Good Governance 3 rd edition	

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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:

- Human resources issues and employment matters, including the chief executive officer or chief of staff evaluation
- Professional staff matters relating to suspensions, revocations or alterations to privileges.
- Some board governance matters such as peer review or self-evaluation results.
- 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);
- Legal advice that is subject to solicitor-client privilege.
- Matters involving litigation;
- Material contracts;
- 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

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

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 about matters considered in an in camera session.

CERTIFICATION

This Board Policy was approved by the Board of Governors at its meeting held on January 27, 2025.

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Joanna Brzozowska
Board Chair

 Haldimand War Memorial Hospital	Policy and Procedure Manual	
Policy Title: Whistleblower Policy	Policy: ADM 1.65	
Approval By: CEO	Department: Administration	
Cross Reference: Edgewater Human Resources Manual 06-01-02b Code of Conduct Workplace Harassment Policy Commitment Statement Workplace Violence Policy Commitment Statement	Approval Date: November 2024 Author/Owner of Policy: Director, Education, Quality & Patient Experience	
Original Effective Date: January 2005	Last Reviewed Date: May 23, 2023	
	Review/Revision History: May 2017 March 2021	
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1.0 Purpose

Haldimand War Memorial Hospital is committed to the highest standards of business and ethical conduct and values openness and transparency in all matters of business.

The purpose of this policy is to provide a process for and to encourage the stakeholders of Haldimand War Memorial Hospital (HWMH) herein referred to as ‘the hospital’ to disclose what they in good faith believe to be reasonable evidences:

- A violation or potential violation of law, regulation or hospital policy;
- Financial mismanagement
- Questionable financial or accounting controls
- Financial reporting and accounting irregularities
- Manipulation or falsification of data, records, or contracts
- Theft, embezzlement or fraud
- Conflict of interest
- Substantial and specific danger to public health or safety
- Environmental issues including failing to comply with legislation or policies concerning dangerous goods or hazardous substances
- Breach of contract or negligence
- Breach of privacy
- Failure to comply with legislation including criminal offenses
- Willful harm to hospital property

The hospital defines stakeholders as above to include but not limited to; Board of Directors, employees, physicians, contractors, consultants, students/learners, volunteers and the general public to adhere to this policy while fulfilling their responsibilities to the hospital.

The purpose of the Whistleblowing Policy is to protect individuals, when reporting in good faith, against any form of reprisal (which may be direct or indirect and includes but not limited to harassment, adverse personnel action and pressure).

2.0 Policy

- 2.1 The hospital prohibits 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.
- 2.2 A wrongdoing is defined as: a violation or potential violation of any law, regulation or hospital policy; financial mismanagement; questionable financial or accounting controls; financial reporting and accounting irregularities; manipulation or falsification of data, records, or contracts; theft, embezzlement or fraud; conflict of interest; substantial and specific danger to public health or safety; environmental issues including failing to comply with legislation or policies concerning dangerous goods or hazardous substances; breach of contract or negligence; breach of privacy; failure to comply with legislation including criminal offenses; or willful harm to hospital property.
 - 2.2.1 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.
- 2.3 This policy establishes guidance for receipt, retention and treatment of written or verbal reports, and describes protocol for confidential administration.

3.0 Procedure

- 3.1 Any stakeholder may report directly to one of the following: President and Chief Executive Officer (CEO), or Chairperson of the Ethics Committee, or Chairperson of the Board of Directors. The Chair of the Board can be reached at chairperson@hwmh.ca or via written letter marked "Confidential" and addressed to the Chair of the Board.
- 3.2 The receiver of the report will conduct a necessary confidential investigation and report back to the disclosing person at intervals not exceeding 60 days until the issue is resolved. Every effort will be made to keep the identity of the disclosing person confidential.
- 3.3 The receiver of a report will retain in secure custody all documents pertaining to a case until it is resolved, at which time the original report and any other identification of the disclosing person will be destroyed.
- 3.4 Any confirmed scenarios of retaliation against a person taking action under this policy will attract disciplinary action up to and including termination. Under section [425.1\(1\) of the Criminal Code of Canada](#), no employer or person acting on behalf of an employer or in a position of authority in respect of an employee of the employer shall take a disciplinary measure against, demote, terminate or otherwise adversely affect the employment of such an employee, or threaten to do so.

4.0 Roles and Responsibilities

- 4.1 The CEO will assure this policy is communicated throughout the hospital and posted on the hospital's website.
- 4.2 Supervisors will provide access to this policy to any stakeholder showing interest in it.
- 4.3 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.
- 4.4 Officers and Directors receiving reports will initiate necessary investigations and actions to effectively and promptly resolve matters in a professional fashion.

5.0 External References

[Criminal Code \(R.S.C., 1985, c. C-46\)](#)

Whistleblowing Protocol. Hamilton Health Sciences (2019).

Whistleblower. Niagara Health (2018).

6.0 Stakeholder Consultation

Ethics Committee November 2024

7.0 Approved By

S. Moore, President & CEO

8.0 Appendices

NA

 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: December 2024	
REFERENCE: Hospital By-Law, Article 9.02(c)	

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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 the meetings of Board Committees.

POLICY

The Board shall include one community member to serve on Board Committees as defined by the Hospital By-Laws 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 a 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 required for community members and a Criminal Record Check is required.
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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Community Members on Board Committees	PAGE: 2

CERTIFICATION

This policy was approved by the Board of Directors at its meeting held on January 27th, 2025

Joanna Brzozowska,
Chair, Board of Directors