



SOUTH BRUCE GREY HEALTH CENTRE

CHESLEY | DURHAM | KINCARDINE | WALKERTON

By-Laws and Professional Staff Rules And Regulations

APPROVAL DATES:

**June 24th, 1998 – Special General Meeting of the Corporation
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BY-LAW NO. 1

PREAMBLE

WHEREAS it is the intent of the South Bruce Grey Health Centre to serve the South Bruce Grey Health Centre service area, and whereas the mission of the South Bruce Grey Health Centre is,

Our commitment is to provide high quality health care services to our rural communities by providing primary care, and some secondary care, with community and other health care providers.

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

1. DEFINITIONS AND INTERPRETATION

1.1 DEFINITIONS

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

“Act” means the Corporations Act (Ontario) and where the context requires, includes the regulations made under it and any statute that may be substituted therefore, as from time to time amended;

“Annual Meeting of Members” means the annual meeting referred to in clause 2.3;

“Board” means the governing body of the South Bruce Grey Health Centre;

“Chair” means the Chair of the Board;

“Chair of the Medical Advisory Committee” means the member of the Medical Advisory Committee appointed by the Board as Chair of the Medical Advisory Committee;

“Chief Executive Officer” means, in addition to “administrator” as defined in the *Public Hospitals act*, the President and Chief Executive Officer of the Corporation;

“Chief Nursing Executive” means the senior nurse employed by the Hospital who reports directly to the Chief Executive Officer and is responsible for nursing services provided in the Hospital;

“Chief of Site” means the physician appointed by the Board to be in charge of a Site of the Hospital.

“Chief of Staff” means the Chief of the Professional Staff appointed by the Board;

“Conflict of Interest” includes, without limitation, the following three areas that may give rise to a Conflict of Interest for the Directors of the Corporation, namely:

(i) *Pecuniary or financial interest* – A Director is said to have a pecuniary or financial interest in a decision when the Director (or his/her Associates) stands to gain by that decision, either in the form of money, gifts, favours, gratuities, or other special considerations;

(ii) *Undue influence* – participation or influence in Board decisions that selectively and disproportionately benefit particular agencies,

companies, organizations, 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 community at large; or

(iii) *Adverse Interest* – A Director is said to have an adverse interest to the Corporation when he/she is a party to a claim, application or proceeding against the Corporation

“Corporation” means the South Bruce Grey Health Centre with Head Office at 21 McGivern Street, Walkerton, ON, N0G 2V0;

“Dental Staff” means the Dentists who have been appointed by the Board to the Dental Staff;

“Dentist” means a dental practitioner in good standing with the College of Dental Surgeons of Ontario;

“Director” means a member of the Board;

“Excluded Person” means:

Any member of the medical, dental, midwifery or extended class nursing staff other than the members of the Medical Staff appointed to the Board pursuant to the *Public Hospitals Act*;

Any employee;

Any individual who has been within the preceding five (5) year period an employee of the Corporation;

Any person who lives in the same household as a member of the medical, dental, midwifery or extended class nursing staff or an employee of the Corporation or a person referred to in subsection 5 below;

A person who is or who within the preceding five (5) year period has been either a party to a contract with the Corporation or who is an employee or service provider to an entity that is a party to a contract with the Corporation where the nature of the duties or services provided by that person are, in the opinion of the Executive Committee, substantially similar to the nature of the duties and services that might be provided by an employee of the Corporation; provided that the decision of the Executive Committee in this regard shall be final.

“Extended Class Nurse” means a member of the College of Nurses of Ontario who is a registered nurse and holds an extended certificate of registration under the *Nursing Act, 1991*;

“Extended Class Nursing Staff” means those Extended Class Nurses who have been appointed by the Board to the Extended Class Nursing Staff;

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

“Guidelines for Director Selection” means the guidelines adopted from time to time by the Board with respect to the election of Directors;

"Hospital" means the South Bruce Grey Health Centre;

“Hospital Volunteer Services” means the auxiliary association(s) and voluntary support organizations of the Hospital;

“Impact Analysis” means a study to determine the impact upon the resources of the South Bruce Grey Health Centre of the proposed or continued appointment of any person to the Professional Staff.

“LHIN” means the Local Health Integration Network;

“Locum Tenens” means the legally qualified professional who provides coverage for a member of the Professional Staff during his/her absence.

“Medical Advisory Committee” means those members of the Medical Staff who have been appointed by the Board to discharge duties imposed upon them by these By-laws.

“Medical Advisory Committee Executive” means one of the organizational components of the Medical Advisory Committee as described in Section 20.16 of this By-law.

“Medical Staff” means those physicians who have been granted privileges at the Hospital;

“Medical Staff Officer” means the President, Vice President or Secretary-Treasurer of the Medical Staff.

"Member" means a Member of the South Bruce Grey Health Centre Corporation;

“Members Meetings” means the meetings referred to in clause 2.2;

“Midwife” means a midwife in good standing with the College of Midwives of Ontario;

“Midwifery Staff” means the Midwives who have been appointed to the Midwifery Staff by the Board;

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

“Owner or tenant” means “owner or tenant” as defined in the Municipal Elections Act (Ontario)

"Patient" means, unless otherwise specified or the context otherwise requires, any in-patient or outpatient of the Corporation;

"Person” means and includes any individual, corporation, partnership, firm, joint venture, syndicate, association, trust, government, government agency, board commission or authority, or any other form of entity or organization;

“Physician” means a medical practitioner in good standing with the College of Physicians and Surgeons of Ontario;

“Professional Staff” means Medical Staff, Dental Staff, Midwifery Staff and Extended Class Nursing Staff;

“Public Hospitals Act” means the *Public Hospitals Act* (Ontario) and, where the context requires, includes the regulations made under it and any statute that may be substituted therefore, as from time to time amended;

“Resident” means “residence” as defined in the *Municipal Elections Act* (Ontario);

“Resource Plan” means the plan developed by the Professional Staff, based on the mission and strategic plan of the Hospital and on the regional needs of the community, which 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.

“Rules” means a rule adopted by the Board in accordance with section 13.1.2;

“Service Area” means the areas comprised by the current municipal boundaries of the following municipalities in place at the time these By-laws are adopted by the Board of Directors.

1. Municipality of Arran-Elderslie/Chatsworth
2. Municipality of Brockton
3. Township of Huron-Kinloss

4. Municipality of Kincardine
5. Municipality of South Bruce
6. Municipality of West Grey/Southgate.

“Site” means the Chesley; Durham; Kincardine or Walkerton site of the Hospital.

“Special Meeting of Members” means a meeting referred to in section 2.4.1;

“Special Resolution” means a resolution passed by the Directors and confirmed with or without variation by at least two thirds (2/3) of the votes cast by those entitled to vote and voting at a general meeting of the Members of the Corporation duly called for the purpose, or at an annual meeting, or in lieu of such confirmation, by consent in writing of all Members entitled to vote at such meeting.

“Supervisor” means a physician, dentist, midwife or registered nurse in the extended class, as the case may be, who is assigned the responsibility to oversee the work of another physician, dentist, midwife or registered nurse in the extended class respectively, unless otherwise provided for in this By-law;

“Voting Member” means a Director of the Corporation.

1.2 INTERPRETATION

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

2. CORPORATION

2.1 MEMBERS OF THE CORPORATION

2.1.1 Members

- (1) There shall be one class of Members in the Corporation.
- (2) The Members shall consist of the Directors from time to time of the Corporation who shall be Members so long as they shall be a Director of the Corporation

2.1.2 Fees

- (1) No fees shall be payable by the Members.

2.1.3 Voting

- (1) Each Member shall be entitled to one vote.

2.1.4 Term and Termination of Membership

- (1) Membership in the Corporation terminates automatically upon the happening of any of the following events:
 - (a) if the Member resigns in writing as a Member;
 - (b) if the Member dies;
 - (c) if the Member is expelled by a resolution of the Board; and
 - (d) upon the Member, ceasing to be a Director.

2.2 ANNUAL MEETING OF THE CORPORATION

2.2.1 Time and Place

- (1) The Members of the Corporation shall meet annually between April 1st and July 31st of each year at a time and place to be determined by the Board of Directors.

2.2.2 Calling Meetings

- (1) The Board Chair shall have the power to call, at any time, an annual or general meeting of the Members of the Corporation.

2.2.3 Notice

- (1) Notice of the time and place for holding the Annual Meeting of Members of the Corporation shall be given by at least one of the following methods:
 - (a) by sending it to each Member entitled to notice by mail, including electronic mail, addressed to the Members at their most recent addresses as shown on the Corporation's records at least ten (10) days prior to the meeting; or
 - (b) by publication at least once a week for two (2) successive weeks next preceding the meeting in a newspaper or newspapers circulated in the municipality or municipalities in which members of the Corporation reside as shown by their addresses on the records of the Corporation.

2.2.4 Quorum

- (1) A quorum for an Annual Meeting of Members or Special meeting of Members of the Corporation shall be a majority of the Members.

2.2.5 Business

- (1) The business transacted at the annual meeting of the Corporation may include,
 - (a) approval of the agenda;
 - (b) minutes of the previous annual meeting;
 - (c) report of the Chair of the Board;
 - (d) report of the Chief Executive Officer;
 - (e) report of the Chief of Staff;
 - (f) report of the Audit Committee;
 - (g) report of the auditor;
 - (h) appointment of the auditor to hold office until the next annual meeting and authority for Directors to fix the remuneration of the auditor;
 - (i) election of Directors;
 - (j) questions from the floor in accordance with established protocol;

2.3 MEMBERS MEETINGS

- (1) All votes at any meeting of Members shall be taken by a show of hands of the Members, by ballot, or by verbal indication, if so demanded by any Member

present, and after the vote by ballot on the motion is completed, ballots are destroyed by the Secretary or delegate upon motion to do so.

- (2) The Chair of the meeting shall be the Chair of the Board who shall have one original vote but shall not have a second vote to break a tie.
- (3) A declaration by the Chair that a resolution or motion has been carried or carried by a specified percentage vote and an entry to that effect in the minutes shall be admissible in evidence as prima facie proof of the fact without proof of the number or proportion of votes recorded in favour of or against such resolution or motion.
- (4) In the case of a tie in the election of Directors, the vote shall be decided by some method of random choice to be decided by the Chair, such as drawing names.
- (5) Only Members shall be entitled to vote.
- (6) Members may not vote by proxy.

2.4 SPECIAL MEETINGS OF THE CORPORATION

2.4.1 Special Meetings of Members

- (1) All meetings of the Corporation other than the Annual Meeting of Members referred to in clause 2.3 shall be considered to be a Special Meeting of Members.

2.4.2 Time and Place

- (1) Special meetings of the Corporation may be called by the Chair or by the Board at any time.

2.4.3 Notice

- (1) Notice of a Special Meeting of Members shall be given to the Members in the same manner as provided in clause 2.2.3.
- (2) The notice of a Special Meeting of Members shall specify the purpose for which it was called.
- (3) Only Members shall be entitled to notice of, and to attend, Special Meetings of Members.

2.4.4 Adjourned Meetings of Members

- (1) If within one-half (1/2) hour after the time appointed for a meeting of Members of the Corporation, a quorum is not present, the meeting shall stand adjourned until a day to be determined by the Board.

2.4.5 Notice of Adjourned Meetings

- (1) Not less than three (3) days' notice of an adjourned meeting of Members shall be given in such manner as the Board may determine.

2.5 CHAIR OF THE MEETINGS OF THE CORPORATION

2.5.1 Chair

- (1) The meetings of the Corporation shall be chaired by,
 - (a) the Chair; or
 - (b) the Vice-Chair if the Chair is absent or unable to act; or
 - (c) a Chair elected by the members present if the Chair and Vice-Chair are absent or unable to act.

2.6 FISCAL YEAR OF THE CORPORATION

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

3. BOARD OF DIRECTORS

3.1 BOARD COMPOSITION AND TERM

- (1) The Board shall consist of no less than seven (7) but in any event no more than thirteen (13) elected Directors, which number shall be fixed by Special Resolution of the Board.
- (2) Terms expiring in each year will be filled annually by election for a three (3) year term.
- (3) A minimum of eighty (80%) percent of the elected directors must be from the Corporation's Service Area.
- (4) The Chief Executive Officer, the Chair of the Medical Advisory Committee, the Chief Nursing Officer, and the President of the Medical Staff shall be ex-officio Directors, with all rights of a Director except entitlement to vote at Board meetings.
- (5) Honorary Members may be appointed from time to time, in a non-voting capacity, in accordance with sections 3.2 and 3.3, for a term of three (3) years, which term will be renewable. No more than three (3) honorary titles will be conferred at any one time.

3.2 QUALIFICATIONS OF DIRECTORS

- (1) No member of the medical staff, dental staff, midwifery staff or extended class nursing staff of the Hospital shall be eligible for election or appointment to the Board except as where otherwise provided in this By-law.
- (2) No employee of the Hospital shall be eligible for election or appointment to the Board except as where otherwise provided in this By-law.
- (3) No person :
 - (a) may be elected or appointed a Director before reaching eighteen (18) years of age;
 - (b) may be elected a Director for more terms than will constitute twelve (12) consecutive years of service, provided however, that following a break in the continuous service of at least one (1) year, the same person may be re-elected a Director;

- (c) in unique circumstances and where a director holds the office of Chair, such Director although having completed twelve (12) consecutive years may by “special resolution” of the Board be approved for re-election by the Members of the Corporation for a further three (3) year term.
- (4) No undischarged bankrupt shall be a Director, and if a Director becomes a bankrupt, he or she thereupon ceases to be a Director.
- (5) No employee or terminated employee for a period of five (5) years following termination unless otherwise set out in these By-laws.
- (6) Members of the Board may be appointed as a Member of the Board of Directors of the following Corporations while continuing to be members of the Board of the Corporation:
 - (a) Grey Bruce Health Services.

Any appointment to these Boards shall be in accordance with the requirements as established by the respective Corporations for such appointments, and may be made only with the written consent of the member to be a Director of that respective Board.

- (7) An Honorary Member may be nominated for appointment to the Board from time to time. An Honorary member shall be a person who has made a significant contribution to the corporation through the Board, and who made outstanding contributions in support of the mission of the South Bruce Grey Health Centre, or one who has performed extraordinary meritorious service to the hospital, or non-Board members when the Board wishes to recognize someone from the community for exceptional service to the hospital.

Eligibility:

To be appointed as an Honorary Board Member, the individual must:

1. Have served as a Board member for a minimum of nine (9) years.
2. Have served as a Board or Committee Chair for at least two (2) terms.
3. Be a community member who has rendered exceptional and meritorious non-board related service to the hospital.
4. Be nominated by a serving Board member.

Rights and Privileges:

The Honorary Member shall be entitled to attend all meetings of the corporation and to participate in discussions and should have all the rights and privileges of elected Members, except that Honorary Members shall be non-voting participants and will not be counted in the determination of a quorum

at meetings or in the number of Corporate members.

Honorary members may serve as the Chair on advisory and special committees, but they generally will not serve as Chair of the Standing Committees. Honorary members may assume responsibility for mentoring newly elected members.

3.3 NOMINATIONS FOR ELECTION OF DIRECTORS

- (1) Subject to section 3.1.1 and all other provisions of this By-law, nominations for election as a Director at the Annual Meeting of Members or as a non-Director member of a Standing Committee may be made only by the Board in accordance with the following process:
 - (a) The Governance committee shall:
 - (i) review the vacancies and specific skills and expertise which are required on the Board of Directors and non-Director positions on Board Standing Committees as identified;
 - (ii) advertise vacancies on the Board of Directors and Board Standing Committees in the local daily and weekly papers and on the Hospital website, including a summary of the responsibilities as a Director and the Guidelines for Selection of Directors. invite formal applications by interested individuals on a standard form to be provided by the Corporation, which shall be submitted to the Secretary of the Corporation and forwarded to the Chair of the Executive committee for review. Applicants who do not meet the basic qualifications set out in clause 3.2 shall be advised of their ineligibility to serve as Directors;
 - (iii) identify a short-list of candidates for interview by the Executive committee, or by a sub-committee thereof, and interview and evaluate the short-listed candidates against the criteria set out in the Guidelines for the Selection of Directors;
 - (iv) obtain and check references for the candidates selected for nomination as Directors and non-Director members of Board Standing Committees;
 - (v) recommend to the Board of Directors a slate of candidates for Directors equal to the number of vacancies for approval by the Board of Directors and for subsequent election by the Members of the Corporation at the Annual Meeting of Members; and

- (vi) recommend candidates to fill non-Director vacancies on Board Standing Committees for appointment by the Board of Directors.
- (2) Any Director can propose, to the Governance Committee, a candidate for Honorary membership at South Bruce Grey Health Centre. Each nomination should be accompanied by a one-page summary of the reason(s) for nominating the candidate and supportive qualifications of the candidate.

The summary should include a statement why the candidate is a person of eminence and the specific outstanding contributions made by the person in support of the mission of the hospital, or what extraordinary meritorious service the nominee provided to the hospital.

3.4 DIRECTORS' REMUNERATION

- (1) The Directors shall serve as such without remuneration and no Director shall directly or indirectly receive any profit from his or her position as such provided that a Director may be reimbursed reasonable expenses incurred by the Director in the performance of his or her duties.

3.5 RESIGNATION BY A DIRECTOR

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

3.6 REMOVAL OF A DIRECTOR

- (1) The Members of the Corporation may by a resolution passed by at least two-thirds (2/3) of the votes cast by the Members in attendance and voting at a meeting of which notice specifying the intention to pass such resolution has been given, remove any Director before the expiration of his or her term of office, and may, by a majority of the votes cast by the Members at that meeting, elect any person in his or her stead for the remainder of the term.
- (2) In addition to clause 3.5 (1), if a member of the Board, or any committee member fails to attend seventy-five (75%) percent of the meetings of the Board, or any Committee of the Board, the member may be removed as a Director or committee member, by resolution of the Board.

3.7 VACANCY

- (1) The office of a Director shall automatically be vacated if the Director,
 - (a) by notice in writing to the Secretary of the Corporation, resigns his or her office, which resignation shall be effective at the time it is received

by the Secretary or at the time specified in the notice, whichever is later;

- (b) dies; or
 - (c) becomes a bankrupt.
- (2) If a vacancy occurs for any reason among the Directors, such vacancy may be filled by an eligible person elected by the Board to serve until the next annual meeting.
- (3) At the next annual meeting, in addition to the election of Directors to fill the vacancies caused by the expiry of Directors' terms, the members at the meeting shall elect an additional Director to fill the unexpected term created by any vacancy referred to in subsection 3.6(2).

3.8 RESPONSIBILITIES OF THE BOARD

- (1) The Board shall govern and oversee the management of the affairs of the Corporation and may exercise all such other powers and do all such other acts and things as the Corporation is, by its charter or otherwise, authorized to exercise and do and in so doing shall assume responsibility for the matters described in Schedule A.

3.9 CONFLICT OF INTEREST

- (1) Every Director who, either directly or through one of his/her Associates, has or thinks he/she may potentially have a Conflict of Interest with respect to a proposed or current contract, transaction, matter or decision of the Corporation shall disclose the nature and extent of the interest at a meeting of the Board.
- (2) The declaration of interest shall be disclosed at the meeting of the Board at which the contract, transaction, matter or decision is first raised, prior to any business being conducted, and similarly at the beginning of any subsequent meeting thereafter, at which the same conflict of interest continues to exist.
- (3) If the Director (or his/her Associates) becomes interested in a contract, transaction, matter or decision after the Board meeting at which it is first raised, the Director shall make a declaration at the next Board meeting following the Director's perception or apprehension of a conflict.
- (4) In the case of an existing contract, transaction, matter or decision the declaration shall be made at the first meeting of the Board after the member becomes a Director or the interest comes into being.
- (5) After making such a declaration, no interested Director shall vote or be present at the vote or during the discussions, or otherwise attempt to influence

the voting on a contract, transaction, matter or decision, nor shall the member be counted in any required quorum with respect to the vote.

- (6) The provisions of this article are in addition to any conflict of interest policy adopted by the Board from time to time.

3.10 CONFIDENTIALITY AND PUBLIC RELATIONS

- (1) Every Director, Officer, member of the medical staff, dental staff, midwifery staff and extended class nursing staff and employee of the Corporation shall respect the confidentiality of matters brought before a closed meeting of the Board or before any committee, subcommittee or task force, or any matter dealt with in the course of the employee's employment or of the medical staff, dental staff, midwifery staff or extended class nursing staff member's activities in the Hospital.
- (2) The Chair of the Board is responsible for overall Board communications and may delegate authority to one or more Directors, Officers or employees of the Corporation to make statements to the news media or public.

3.11 DIRECTORS' LIABILITY

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

3.12 INDEMNITIES TO DIRECTORS AND OTHERS

- (1) Every Director or Officer of the Corporation and every member of a committee, and his or her heirs, executors and administrators, and estates and effects, respectively, shall from time to time and at all times, be indemnified and saved harmless out of the funds of the Hospital, from and against,
- (a) all costs, charges and expenses whatsoever which such Director, or officer sustains or incurs in or about any action, suit or proceedings which is brought, commenced or prosecuted against him or her, for or in respect of any act, deed, matter or thing whatsoever, made, done or

- permitted by him or her, in or about the execution of the duties of his or her office; and
- (b) all other costs, charges and expenses which he or she sustains or incurs in or about or in relation to the affairs of the Corporation, except such costs, charges or expenses as are occasioned by his or her own wilful neglect or default.
 - (c) The indemnity provided for in the preceding paragraph:
 - (i) shall not apply to any liability which a Director or officer of the Corporation may sustain or incur as the result of any act or omission as a member of the Professional Staff of the Corporation; and
 - (ii) shall be applicable only if the Director or officer of the Corporation acted honestly and in good faith with a view to the best interests of the Corporation and in the case of criminal or administrative action or proceeding that is enforceable by a monetary penalty, had reasonable grounds for believing that his or her conduct was lawful.

3.13 MEETINGS OF THE BOARD

3.13.1 Attendees

- (1) Members of the Hospital and the public may attend meetings of the Board of Directors of the Hospital, subject to Board policy on closed sessions of meetings of the Board.
- (2) Members of the Hospital, members of the public and invited guests who attend Board meetings shall not interfere with the orderly conduct of the meeting. The Chair of the Board shall control all meetings of the Board and may expel any person for improper conduct at a meeting of the Board.

3.13.2 Call and Notice

3.13.2.1 Regular Meetings of the Board

- (1) There shall be at least nine (9) regular meetings of the Board per annum.
- (2) At the beginning of each Board year a list of the dates for all regularly scheduled Board meetings shall be prepared, and the list of the meetings shall be given to the Directors and the members of the Hospital and shall be made available to the public.

- (3) The Board shall meet at the Head Office of the Corporation on the first Wednesday of the month at 6 o'clock in the evening, or such other place, time and day as the Board may from time to time determine.
- (4) The Secretary shall provide to each Director not less than four (4) days' written notice of a regularly scheduled Board meeting. The notice may be delivered, mailed, e-mailed or faxed.
- (5) The Secretary shall give notice of the meeting to the Directors if the meeting is to be held at another time or day or at a place other than the Head Office. If such notice is to be given, it shall be delivered, e-mailed, faxed or telephoned to each Director at least twenty-four (24) hours in advance of the meeting or shall be mailed to each Director at least five (5) days in advance of the meeting. Notification of time and place of the meeting shall be made available to the members of the Hospital and the public.
- (6) A meeting of the Board may be held without notice, immediately following the annual meeting of the Corporation.
- (7) The declaration of the Secretary or Chair that notice has been given pursuant to the By-law shall be sufficient and conclusive evidence of the giving of such notice.
- (8) No error or omission in giving notice of a meeting of Directors shall invalidate such meeting or invalidate or make void any proceedings taken or had at such meeting and any Director may at any time waive notice of any such meeting and may ratify and approve any or all proceedings taken or had thereat and the Board may, by motion carried at any such meeting, homologate and approve the holding of the meeting notwithstanding any deficiency in Notice of same, or notwithstanding any other irregularity in the scheduling of the meeting.
- (9) Presenters may attend meetings of the Board only upon:
 - (a) invitation by the Chair of the meeting, through the Chief Executive Officer;
 - (b) invitation by the Chief Executive Officer with the approval of the Chair of the meeting; or
 - (c) resolution of the Board.

3.13.2.2 Special Meetings of the Board

- (1) The Chair may call special meetings of the Board.
- (2) The Secretary shall call a special meeting of the Board if three (3) Directors so request in writing.

- (3) (a) Notice of a special meeting of the Board shall specify the purpose of the meeting, may be delivered, e-mailed, faxed or telephoned to each Director and shall be given at least twenty-four (24) hours in advance of the meeting.
- (b) If a special meeting of the Board is called that is not a closed session of the Board, as soon as the meeting is called, notification of time and place of the meeting also shall be made available to the members of the Hospital and to the public.

3.13.3 Agenda for Open Sessions of Meetings of Board

- (1) An agenda identifying all items requiring Board action shall be prepared by the Chair of the Board

3.13.4 Minutes of Open Sessions of Meetings of Board

- (1) The Corporate Secretary shall record the minutes of meetings of the Board. Where the Corporate Secretary is absent, the Chair shall designate a Director to record the minutes.
- (2) Approved minutes of all meetings shall be signed by the Chair of the Board and Corporate Secretary and retained by the Corporate Secretary.
- (3) Minutes of meetings of the Board, except for closed meetings, shall be available for review by members of the Hospital and the public upon written request to the Corporate Secretary.

3.13.5 Video/Tele-Conferencing of Meetings of Board

- (1) The Board or any of its Committees may consult with one another by teleconference or videoconference. In order for such teleconference or videoconference to occur, the following shall govern:
 - (a) A quorum shall consist of a majority of the members entitled to vote.
 - (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 a day within two (2) weeks to be determined by the Board.
 - (c) A Director may participate by teleconference or videoconference, or other similar means of communication, in a meeting of the Board or a meeting of a committee of the Board with the exception of the Annual Meeting of the Board provided the following conditions are met:
 - (i) all of the Directors present at or participating in the meeting must consent; and

- (ii) the means of communication must allow the Directors to participate and hear others immediately, without time delay;
- (iii) advance notice is given to the secretary of the Board at least 48 hours prior to the start time of the meeting;
- (iv) the closed session of the teleconference/videoconference is restricted to board members and members of the senior management of the Hospital.

3.13.6 Matters for Closed Sessions of Meetings of the Board

- (1) Where the Board determines that any matter before the Board should be dealt with in a closed session of the Board, the Board may, but is not required to, close any meeting or part of a meeting of the Board.
- (2) Matters that may be dealt with in a closed session of the Board include, but are not limited to, the following:
 - (a) the assessment, rewarding and disciplining of individuals;
 - (b) discussions and dealings with other entities or persons where the information being discussed may compromise the relationship of the Hospital with them or its relationship with its stakeholders;
 - (c) labour relations or human resource issues;
 - (d) financial, personnel, contractual and any other matters for which a decision must be made in which premature disclosure would be prejudicial;
 - (e) discussions regarding property matters;
 - (f) discussions that may prejudice a person or entity involved in a criminal proceeding or a civil suit or proceeding, including matters before administrative tribunals;
 - (g) instructions given to or opinions receive from a solicitor(s) or a consultant(s);
 - (h) deliberations that may be necessary to decide whether the matter warrants being dealt with in a closed session of the Board.
- (3) A Board motion is required to move into, and rise from, a closed session of the Board.

- (4) All matters before a closed session of the Board are confidential until such time that any of the matters may be moved by the Board to the open session of the Board.

3.13.7 Attendees at Closed Sessions of Meetings of Board

- (1) During a closed session of the Board, all persons who are not Directors of the Board shall be excluded.
- (2) Despite 3.13.7(1), the Board may approve by resolution of the Board that individuals such as external legal counsel, consultants, presenters and Hospital staff may be permitted to attend the meeting, but may be asked to leave before a vote is taken.

3.13.8 Agenda for Closed Sessions of Meetings of Board

- (1) Where a closed session of a meeting of the Board is required, a separate agenda from the main agenda shall be prepared, indicating the items to be dealt with during the closed session, and the agenda and any material in support of the agenda items shall be clearly identified as CONFIDENTIAL and handled and secured in a manner that respects the nature of the material.

3.13.9 Voting at Closed Sessions of Meetings of Board

- (1) The vote on a matter that is under consideration at a closed session of a meeting of the Board shall be taken in a closed session of the Board.

3.13.10 Minutes of Closed Sessions of Meetings of Board

- (1) Minutes of a closed session of a meeting of the Board shall be recorded by the Corporate Secretary. Where the Corporate Secretary is absent, the Chair shall designate a Director to record the minutes. The minutes of the closed session of a meeting of the Board shall be clearly identified as CONFIDENTIAL and handled and secured in a manner that respects the nature of the material.
- (2) Minutes of a closed session of a meeting of the Board shall be presented for approval at a closed session of a subsequent Board meeting.

3.13.11 Matters Confidential of Meetings of Board

- (1) Matters before a closed session of the Board shall remain confidential until such time that any of the matters may be moved by the Board to the open session of the Board. The Board shall move matters which have been dealt with in a closed session of the Board and which are no longer of a confidential nature, as determined by the Board, to the open session of the Board. To that end, the Board shall pass a resolution with respect to those items that are to be moved from a closed session of the Board to an open session of the Board.

3.13.12 Subject Matter of Closed Sessions of Meetings of Committees, Subcommittees and Task Forces of the Board

- (1) The subject matter of a committee, subcommittee or task force of the Board, including the Medical Advisory Committee, is confidential and will be held in a closed session.

3.13.13 Agenda for Closed Sessions of Meetings of Committees, Subcommittees and Task Forces of the Board

- (1) It is the responsibility of the chair of the committee, subcommittee or task force of the Board, including the Medical Advisory Committee, to prepare an agenda with supporting documentation, and to ensure its distribution to members of such committee, subcommittee, and task force, in a timely manner prior to the meeting. The agenda shall be prepared indicating the items to be dealt with during the meeting and the agenda and any material in support of the agenda items shall be clearly identified as CONFIDENTIAL and handled and secured in a manner that respects the nature of the material.

3.13.14 Minutes of Closed Sessions of Meetings of Committees, Subcommittees and Task Forces of the Board

- (1) Minutes shall be recorded for all meetings of committees, subcommittees and task forces of the Board, including Medical Advisory Committee.
- (2) All minutes approved by a committee, subcommittee and task force of the Board, including the Medical Advisory Committee, shall be marked “CONFIDENTIAL” and handled and secured in a manner that is consistent with the nature of the material, signed by the chair of such committee, subcommittee or task force and the signed copy shall be retained by the Corporate Secretary.
- (3) Minutes of a meeting of the Medical Advisory Committee where the question of discipline, appointment, re-appointment, suspension, or restriction of privileges of a member of the medical staff, dental staff, midwifery staff or extended class nursing staff is considered confidential and shall be retained by the Medical Advisory Committee.

3.13.15 Chair

- (1) Board meetings shall be chaired by,
 - (a) the Chair;
 - (b) the Vice-Chair if the Chair is absent or unable to act; or
 - (c) a Director elected by the Directors present if the Chair and Vice-Chair are both absent or unable to act.

3.13.16 Voting

- (1) Business arising at any meeting of the Board shall be decided by a majority of votes, provided that,
 - (a) votes shall be taken by a show of hands in which case,
 - (i) the Chair shall not have a vote, and
 - (ii) If there is an equality of votes, the Chair shall vote in order to break the tie; or
 - (b) despite 3.13.16(1)(a), votes shall be taken by written confidential ballot if so demanded by any voting Director present in which case the Chair shall vote only to break a tie.
- (2) A declaration by the Chair that a resolution, vote or motion has been carried and an entry to that effect in the minutes shall be admissible in evidence as prima facie proof of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution, vote or motion.
- (3) Notwithstanding any provision in this By-law, a Director may request that his or her vote on a motion or resolution be recorded in the minutes, and if such request is made, the Director's vote shall be recorded in the minutes.

3.13.17 Minutes

- (1) Minutes shall be recorded for all meetings of the Board.

3.13.18 Quorum

- (1) A quorum for any meeting of the Board shall be a majority of the Directors, entitled to vote.

4. OFFICERS

4.1 THE OFFICERS OF THE CORPORATION

(1) The following shall be Officers of the Corporation:

- (a) the Chair;
- (b) the Vice-Chair;
- (c) the Secretary

and may include one or more Vice Chairs and any such other officers as the Board may by resolution determine. The officers shall be elected or appointed by resolution of the Board at the first meeting of the Board following the annual meeting of Members at which the Directors are elected or at such other times when a vacancy shall occur. A person may hold more than one office.

- (2) The Officers of the Corporation shall be responsible for the duties set forth in the By-laws and they are not necessarily required to perform such duties personally, but they may delegate to others the performance of any or all such duties.
- (3) Any Officer of the Corporation shall cease to hold office upon resolution of the Board.

4.2 TERMS OF OFFICE

- (1) Unless otherwise provided in this By-law, the officers of the Corporation shall hold office for one (1) year from the date of appointment or election or until their successors are elected or appointed in their stead and shall be eligible for reappointment. Officers shall be subject to removal by resolution of the Board at any time.

4.3 CHAIR OF THE BOARD

- (1) The Chair shall,
- (a) be elected by the board from among the elected Directors;
 - (b) when present, preside at all meetings of the Members and the Board shall represent the Corporation and the Board as may be required or appropriate and shall have such other powers and duties as the Board may specify;
 - (c) be an ex-officio member of all committees of the Board;

- (d) be elected annually and shall be eligible for re-election provided that the Chair shall serve no longer than two (2) consecutive years;
- (e) notwithstanding the foregoing, where a Director has served two (2) consecutive years as Chair, the Board may, by resolution approved by two-thirds (2/3) resolution of the Board, provide that such member is eligible for re-election as Chair provided, however, that in no event shall such member serve longer than four (4) consecutive years.

4.4 VICE-CHAIRS

- (1) A Vice Chair shall, in the absence or disability of the Chair, perform the duties and exercise the powers of the Chair, and shall perform such other duties as shall from time to time be assigned by the Vice Chair by the Board. Where two (2) or more Vice Chairs are elected, they shall be designated First Vice Chair, Second Vice Chair and so on. The Chair, or failing the Chair, the Board, shall designate which of the Vice Chairs shall perform the duties of the Chair in the Chair's absence.

4.5 SECRETARY

- (1) The Secretary shall,
 - (a) be appointed by, and shall report, to the Board of Directors;
 - (b) attend meetings of members, meetings of the Directors including closed sessions and meetings of the standing and special committees of the Board, except when excused by the Chair, and shall enter or cause to be entered in books kept for that purpose, minutes of all proceedings at such meetings and shall circulate or cause to be circulated, the minutes of all such meetings of standing or special committees, to the members of such committees, as applicable;
 - (c) give, or cause to be given, all notices as required by the By-law of the Hospital Corporation of all meetings of the Corporation, the Board and its committees;
 - (d) attend to correspondence of the Board;
 - (e) prepare all reports required under any applicable Act or Regulation of the Province of Ontario;
 - (f) be the custodian of all minute books, documents and registers of the Corporation required to be kept by the provisions of the *Corporations Act* and all minutes, documents and records of the Board;
 - (g) keep copies of all testamentary documents and trust instruments by which benefits are given to the use of the Hospital Corporation;

- (h) be the custodian of the seal of the Corporation; and
- (i) perform such other duties as may from time to time be determined by the Board.

5. COMMITTEES OF THE BOARD

5.1 ESTABLISHMENT AND MEMBERSHIP OF STANDING AND SPECIAL COMMITTEES OF THE BOARD

5.1.1 Establishment of Committees

- (1) The Board may establish committees from time to time. The Board shall determine the duties of such committees. The committees of the Board shall be:
 - (a) Standing Committees, being those committees whose duties are normally continuous; and
 - (b) Special Committees, being those committees appointed for specific duties whose mandate shall expire with the completion of the tasks assigned.

5.1.2 Standing Committees of the Board

- (1) At the first meeting of the Board following the annual meeting of the Corporation, the Board shall establish the following standing committees of the Board:

the Corporate Resources Committee;

the Governance Committee;

Quality Improvement Committee;

Kincardine Redevelopment Oversight; and

Audit Committee.

5.1.3 Functions, Duties, Responsibilities and Powers of Committees

- (1) The functions, duties, responsibilities and powers of committees shall be provided in the resolution of the Board by which such committee is established or in terms of reference adopted by the Board.

5.1.4 Committee Members, Chair

- (1) Unless otherwise provided by by-law or by Board resolution, the Board shall appoint the members of the committee, the chair of the committee and, if desirable, the vice chair thereof. The members of any committee (other than an executive Committee, if any) need not be Directors of the Corporation. The members and the chair and vice chair of a committee will hold their office at the will of the Board. Each chair of a Standing Committee shall be a

member of the Board. Unless otherwise provided, the Chair and Chief Executive Officer shall be ex-officio members of all committees.

5.1.5 Procedures at Committee Meetings

- (1) Procedures at and quorum for committee meetings shall be determined by the chair of each committee, unless established by the Board by resolution or by way of general committee regulations from time to time.

5.1.6 Governance Committee

- (1) The Board shall elect a Governance Committee consisting of not fewer than three (3) elected Directors and may delegate to the Governance Committee any powers of the Board, subject to such restrictions, as may be imposed by the Board by resolution. The Governance Committee shall fix its quorum at not less than a majority of its members. Any Governance Committee member may be removed by a majority vote of the Board.

6. CHIEF EXECUTIVE OFFICER

- (1) The Chief Executive Officer shall be a Director, the President of the Corporation, and the administrator of the Hospital for the purposes of the *Public Hospitals Act*. Subject to the authority of the Board, the Chief Executive Officer shall be responsible for the administration, organization and management of the affairs of the Corporation.

7. RECORDS

7.1 BOOKS AND RECORDS

- (1) The Directors shall see that all necessary books and records of the Corporation required by the by-laws of the Corporation or by any applicable statute or law are regularly and properly kept.

8. BONDING - FIDELITY INSURANCE

- (1) 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.
- (2) The requirements of subsection 8(1) may be met by an alternative form of employee fidelity insurance such as, but not limited to, a blanket position bond, a commercial blanket bond, or a comprehensive dishonesty, disappearance and destruction policy, at the discretion of the Board.
- (3) The Corporation shall pay the expenses of any fidelity bond or policy secured under this section.

9. EXECUTION OF DOCUMENTS AND SIGNING OFFICERS

9.1 EXECUTION OF DOCUMENTS

- (1) Subject to section 9.2, deeds, transfers, assignments, contracts, agreements, mortgages, conveyances, obligations, certificates or any other instruments or documents requiring the signature of the Corporation, shall be signed by any one of the Chair or a Vice Chair together with any one of the Chief Executive Officer or a Director and all instruments or documents so signed shall be binding upon the Corporation without any further authorization or formality.

9.2 OTHER SIGNING OFFICERS

- (1) In addition to the provisions of section 9.1, the Board may from time to time by resolution direct the manner in which and the person or persons by whom any particular instrument or class of instruments or document may or shall be signed. Any signing officer may affix the seal of the Corporation to any instrument or document and may certify a copy of any instrument, resolution, by-law or other document of the Corporation to be a true copy.

10. INVESTMENTS, ENDOWMENT BENEFITS

- (1) Subject to the Corporation's charter, the Board is authorized to make or receive any investments that the Board in its discretion considers advisable.
- (2) 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 clause 15 (1).

11. BANKING ARRANGEMENTS, FISCAL YEAR

- (1) The banking business of the Corporation or any part thereof shall be transacted with such banks, trust companies or other financial institutions as the Board may, by resolution, from time to time determine.
- (2) Unless otherwise determined by the Board and subject to the *Public Hospitals Act*, the fiscal year end of the Corporation shall be the last day of March in each year.

12. AUDITOR

- (1) The Members entitled to vote shall, at each annual meeting appoint an Auditor to audit the accounts of the Corporation and to report to the Members at the next annual meeting, provided that the Directors may fill any casual vacancy in the office of auditor. The remuneration of the auditor shall be fixed by the Board of Directors.

13. RULES AND PROCEDURES

13.1 RULES OF ORDER

- (1) Any questions of procedure at or for any meetings of the Members, of the Board, of the Professional Staff, or of any committee, which have not been provided for in this By-law, or by the Act or by the *Public Hospitals Act* or Regulations thereunder, or the Rules adopted from time to time by the Board or the Professional Staff Rules and Regulations, shall be determined by the Chair of such meeting in accordance with Robert's Rules of Order, or as determined by the chair of the meeting.

13.1.2 RULES

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

14. SEAL

- (1) Until changed in accordance with the Act, the seal, in impression whereof is stamped in the margin hereof, shall be the seal of the Corporation.

15. BORROWING POWER

- (1) Without limiting the borrowing powers of the Corporation as set forth in the Act, the Board may from time to time, on behalf of the Corporation, without authorization of the Members:
- (a) borrow money on the credit of the Corporation;
 - (b) issue, sell or pledge securities (including bonds, debentures, notes or of similar obligations, secured or unsecured) of the Corporation; or
 - (c) charge, mortgage, hypothecate or pledge all or any of the real or personal property of the Corporation, including book debts and unpaid calls, rights and powers, franchises and undertakings, to secure any securities or for any money borrowed, or other debt, or any other obligations or liability of the Corporation.

16. OMISSIONS AND ERRORS, WAIVER OF NOTICE

- (1) The accidental omission to give any notice to any Member, Director, officer, member of a committee or the auditor of the Corporation of the non-receipt of any notice by any Member, Director, officer, member of a committee or the auditor of the Corporation or any error in any notice not affecting the substance thereof shall not invalidate any action taken at any meeting held pursuant to such notice or otherwise founded thereon., and the Board may, by motion carried, homologate and approve the holding of the meeting and its proceedings notwithstanding any deficiency in Notice, or notwithstanding any other irregularity in the scheduling or proceedings of the meeting.
- (2) Any Member, Director, officer, member of a committee of the auditor of the Corporation may waive any notice required to be given to him or her under any provision of the *Public Hospitals Act*, the Act or the Letters Patent or the by-laws of the Corporation, and such waiver, whether given before or after the meeting or other event of which notice is required to be given, shall cure any default in giving such notice. Attendance and participation at a meeting constitutes waiver of notice.

17. PROGRAMS

17.1 COMMITTEES AND PROGRAMS REQUIRED BY THE PUBLIC HOSPITALS ACT

The Board shall ensure that the Corporation establishes such committees and undertakes such programs as are required pursuant to the *Public Hospitals Act*, including a medical advisory committee and a fiscal advisory committee.

17.2 COMMITTEES REQUIRED BY THE EXCELLENT CARE FOR ALL ACT

- (1) The Board shall ensure and provide for a Quality Committee further to the *Excellent Care for All Act* to monitor and report on the overall quality of care and make recommendations to the Board regarding quality improvement initiatives and policies and to oversee the preparation of annual quality improvement plans, comprised of:
 - (a) the President and Chief Executive Officer;
 - (b) one member of the Medical Advisory Committee;
 - (c) the Chief Nursing Officer;
 - (d) one person who works in the Hospital and who is not a member of the College of Physicians and Surgeons of Ontario or the College of Nurses of Ontario; and
 - (e) such other persons as are selected by the Board such that one third of the members of the Quality Committee shall be voting members of the Board.

17.3 OCCUPATIONAL HEALTH AND SAFETY PROGRAM

- (1) Pursuant to the regulations under the *Public Hospitals Act*, there shall be an Occupational Health and Safety Program for the Corporation.
- (2) The program referred to in subsection 17.3(1) shall include procedures with respect to,
 - (a) a safe and healthy work environment in the Corporation;
 - (b) the safe use of substances, equipment and medical devices in the Corporation;
 - (c) safe and healthy work practices in the Corporation;
 - (d) the prevention of accidents to persons on the premises of the Corporation; and

- (e) the elimination of undue risks and the minimizing of hazards inherent in the Corporation environment.
- (3) The person designated by the Chief Executive Officer to be in charge of occupational health and safety in the Hospital shall be responsible to the Chief Executive Officer for the implementation of the Occupational Health and Safety Program.
- (4) The Chief Executive Officer shall report to the Board as necessary on matters in respect of the Occupational Health and Safety Program.

17.4 HEALTH SURVEILLANCE PROGRAM

- (1) There shall be a Health Surveillance Program for the Hospital.
- (2) The program referred to in subsection 17.4(1) shall,
 - (a) be in respect of all persons carrying on activities in the Hospital; and
 - (b) include a Communicable Disease Surveillance Program.
- (3) The person designated by the Chief Executive Officer to be in charge of health surveillance in the Hospital shall be responsible to the Chief Executive Officer for the implementation of the Health Surveillance Program.
- (4) The Chief Executive Officer shall report to the Board as necessary on matters in respect of the Health Surveillance Program

18. ORGAN DONATION

- (1) Pursuant to the Regulations under the *Public Hospitals Act*, the Board shall approve procedures to encourage the donation of organs and tissues including,
 - (a) procedures to identify potential donors;
 - (b) procedures to make potential donors and their families aware of the options of organ and tissue donations, and shall ensure that the procedures are implemented in the Hospital.

19. VOLUNTARY ASSOCIATIONS

19.1 AUTHORIZATION

- (1) The Board may sponsor the formation of voluntary association(s), as it deems advisable.

19.2 PURPOSE

- (1) Such associations shall be conducted with the advice of the Board for the general welfare and benefit of the Corporation and the patients treated in the Hospital.

19.3 CONTROL

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

19.4 REPRESENTATION ON BOARD

- (1) The Board may determine a mechanism to provide for representation by the voluntary association(s) on the Board.

19.5 AUDITOR

- (1) Each unincorporated voluntary association shall have its financial affairs reviewed by an auditor for purposes of assuring reasonable internal control.
- (2) The Auditor for the Hospital may be the Auditor for the voluntary association(s) under this section.

20. CREDENTIALLED PROFESSIONAL STAFF

20.1 PROFESSIONAL STAFF

- (1) This Professional Staff portion of the By-laws shall:
 - (a) govern the appointment, organization, duties and responsibilities of the Professional Staff;
 - (b) define the relationship and responsibilities of the Professional Staff to the Leadership Team and the Board;
 - (c) outline how the requirements of the *Public Hospitals Act* and its regulations are put into force.
- (2) The purposes of the Professional Staff By-laws are:
 - (a) to outline clearly and succinctly the purposes and functions of the Professional Staff;
 - (b) to identify specific service areas, committees, etc. necessary to allocate the work of carrying out those functions;
 - (c) to designate a process for the selection of officials of the Professional Staff, including the Chief of Staff and Chiefs of Site;
 - (d) to assign responsibility, define authority, and describe the manner of accountability to the Board of all officials, organizational units and each member of the Professional Staff for patient care, and for professional and ethical conduct;
 - (e) to maintain and support the rights and privileges of the Professional Staff as provided herein;
 - (f) to identify a medical staff organization with responsibility, authority and accountability so as to ensure that each member of the Medical Staff conducts him/herself in a manner consistent with the requirements of the *Public Hospitals Act* and its regulations, these bylaws and such rules and regulations, or any amendments thereto, which become effective when approved by the Board.

20.2 PURPOSE OF THE MEDICAL STAFF ORGANIZATION

- (1) The purposes of the Medical Staff Organization, in addition to fulfilling the responsibilities established by the Laws of the Province of Ontario and these By-laws, are:

- (a) to provide a structure whereby the members of the Medical Staff participate in the Hospital's planning, policy setting, and decision making;
- (b) to ensure input and advice with respect to the delivery of quality professional care to patients by the Hospital's Medical Staff and to ensure the continuing improvement of the quality of professional care to patient;
- (c) to provide a structure and process to ensure that all patients have access to professional care; and
- (d) to maintain and support the rights and privileges of the Medical Staff.

20.3 PROFESSIONAL STAFF RESOURCE PLAN

- (1) The Medical Advisory Committee with the advice of the Administration of the Hospital will recommend to the Board for approval, when determined by the Medical Advisory Committee, a Resource Plan for each Site of the Professional Staff, having considered the input of members of the Professional Staff of the Site and subject to available resources.
- (2) This plan will be consistent with the strategic directions of the Hospital as established by the Board, and further to the *Public Hospitals Act*, Section 44(2) may address the cessation of services.
- (3) Each Site's Resource Plan may include:
 - (a) a recruitment plan, which shall include an impact analysis;
 - (b) reasonable on-call requirements for members of the Professional Staff of the Site;
 - (c) a process for equitably distributing resources to the members of the Professional Staff within the Site;
 - (d) a process for making decisions with respect to changes in Site resources; and
 - (e) a dispute resolution process regarding decisions made to under subsection 20.3(3)(d) above.

20.4 APPOINTMENT OF PROFESSIONAL STAFF

- (1) The Board shall appoint annually a Professional Staff for the Hospital;
- (2) Subject to revocation by the Board, appointments to the Professional Staff shall be for a period of twelve (12) months or for such shorter period of time

as the Board may determine and appointments shall continue where a member of the Professional Staff has reapplied for appointment during the then current appointment period, until the Board has made the appointments for the ensuing year;

- (3) The Board shall establish from time to time criteria for appointment to the Professional Staff along with the form of application and reapplication after considering the advice of the Medical Advisory Committee. An application for appointment to the Professional Staff shall be processed in accordance with the Board policy regarding the *Comprehensive Appointment and Credentialing Policy of South Bruce Grey Health Centre*;
- (4) In making an appointment or re-appointment to the Professional Staff, the Board shall consider the recommendation of the Medical Advisory Committee; the Hospital's Resource Plan; the strategic direction of the Hospital, available human, physical and financial resources and whether there is a need for the services in the community;
- (5) Where the Board determines that the Hospital shall cease to provide a service or the Minister directs the Hospital to cease to provide a service, the Board may:
 - (a) refuse the application of a member for appointment or re-appointment to the Professional Staff;
 - (b) revoke the appointment of any member; and
 - (c) cancel or substantially alter the privileges of any member as long as such determination relates to the termination of the service.

20.5 REAPPOINTMENT

20.5.1 Re-Appointment

- (1) Each year, the Board shall require each member of the Professional Staff to make a written application, on the prescribed form and to the Chief Executive Officer, for reappointment to the Professional Staff.
- (2) An application for re-appointment to the Professional Staff shall be processed in accordance with the *Comprehensive Appointment and Credentialing Policy of South Bruce Grey Health Centre* of the Board.
- (3) The Chief of Site shall, after consultation with the chief dentist, chief midwife or chief extended class nurse as applicable, review and submit a written report to the Credentials Committee concerning each application for re-appointment within the Site. Each report shall include information concerning the knowledge and skill which has been shown by the Professional Staff member,

the nature and quality of his/her work in the Hospital, including comments on the utilization of Hospital resources and the Professional Staff member's ability to function in conjunction with the other members of the Hospital's staff;

20.5.2 Refusal to Re-Appoint

- (1) Pursuant to the *Public Hospitals Act*, and in accordance with the Regulations thereunder, the Board may refuse to re-appoint a member of the Professional Staff. In such circumstances the rights of the member of the Professional Staff shall be those as prescribed by the *Public Hospitals Act*, where applicable or in the By-laws and Policies of the Hospital.
- (2) Where a member has applied for re-appointment, his or her appointment shall be deemed to continue,
 - (a) until the re-appointment is granted; or
 - (b) where he or 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 Health Professions Appeal and Review Board has expired and, where a hearing is required, until the decision of the Health Professions Appeal and Review Board has become final.

20.6 CHANGE OF PRIVILEGES

20.6.1 Application for Change of Privileges

- (1) Where a member of the Professional Staff wishes to change his or her privileges, he or she shall make a written application, in the prescribed form, listing the change of privileges which is requested and shall submit evidence of appropriate training and competence in respect of the privileges being requested.
- (2) An application for a change in privileges made by a member of the Professional Staff shall be processed in the same manner as an application for appointment.
- (3) The Medical Advisory Committee is entitled to request any additional information or evidence it deems necessary for consideration of the application for change of privileges.

20.7 MID-TERM ACTION REGARDING REVOCATION / SUSPENSION / RESTRICTION OF PRIVILEGES

- (1) In circumstances where there are concerns about the conduct, performance or competence of a member of the Professional Staff, the Board may, at any time, in a manner consistent with the *Public Hospitals Act* and in accordance

with the regulations thereunder, these By-Laws, the Rules, and policies of the Hospital, revoke or suspend any appointment of a member of the Professional Staff or revoke, suspend or restrict or otherwise deal with the Privileges of the member:

- (a) Immediate Action In Emergency Situations - In circumstances where, in the opinion of the Chief of Staff or the relevant Chief of Site, the conduct, performance or competence of a member of the Professional Staff exposes or is reasonably likely to expose Patient(s) or Staff to harm or injury and immediate action must be taken to protect the Patient(s) or Staff, and no less restrictive measure can be taken, the Chief of Site or Chief of Staff will take action. This may require immediate and temporary suspension of the Privileges of the member of the Professional Staff with immediate notice to the President & Chief Executive Officer and the President of the Professional Staff, pending the consideration of the suspension by the MAC and the Board in keeping with the procedures outlined in Schedule B of these By-Laws, respecting Mid-Term Action in an Emergency Situation.
- (b) Non-Immediate Mid-Term Action - In circumstances where, in the opinion of the relevant Chief of Site, the conduct, performance or competence of a member of the Professional Staff:
 - (i) fails to comply with the criteria for annual reappointment;
 - (ii) exposes or is reasonably likely to expose Patient(s) of Staff to harm or injury; or
 - (iii) is, or is reasonably likely to be, detrimental to Patient or Staff safety or to the delivery of quality patient care within the Hospital;
 - (iv) results in the imposition of sanctions by the professional college;
 - (v) constitutes abuse; or
 - (vi) is, or is reasonably likely to be, detrimental to the operations of the Hospital.
- (c) If immediate action is not required to be taken, action may be initiated in keeping with the procedures in Schedule B of these By-laws, respecting Non-Immediate Mid-Term Action.

20.8 CATEGORIES OF THE PROFESSIONAL STAFF

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

- (a) consulting;
 - (b) active;
 - (c) associate;
 - (d) courtesy;
 - (e) locum tenens;
 - (f) temporary;
 - (g) intern staff and resident staff
 - (h) term;
 - (i) senior;
- (2) Appointments to these categories will be consistent with the established Resource Plan and will be subject to completion of an Impact Analysis when appropriate.

20.8.1 Consulting Staff

The Consulting Staff shall consist of specialists with a fellowship or certification in their specialty or specialties, who are not Active Staff members.

- (1) The Consulting Staff shall **not** have in-patient admitting privileges.
- (2) The Consulting Staff may:
 - (a) provide consultative services for both in-patients and out-patients;
 - (b) undertake procedures as granted by the Board, including operations;
 - (c) have access to out-patient hospital resources, programs and facilities;
 - (d) admit to outpatient hospital resources (e.g. out-patient surgery).
- (3) The Consulting Staff are not required to attend Professional Staff meetings.
- (4) The Consulting Staff shall not have the right to vote at Medical Staff meetings or to hold office, but a physician, **may** attend meetings and participate on committees.
- (5) The Consulting Staff may be required to belong to the agency/organization that has entered into a contractual agreement with the Hospital to provide certain consulting services.

20.8.2 Active Staff

- (1) The Active Professional Staff shall consist of those members who have been appointed by the Board, following a period of Associate Professional Staff membership as provided for in this By-law.
- (2) All Active Professional Staff are responsible for assuring that professional care is provided to their patients in the Hospital.
- (3) All Active Professional Staff shall have admitting privileges unless otherwise specified in their appointment to the Professional Staff.
- (4) Each member of the Active Professional Staff shall:
 - (a) attend patients admitted to Hospital by the member, and undertake necessary treatment and operative procedures only in accordance with the kind and degree of privileges granted by the Board and be subject to the rules and regulations of the Department to which he is assigned;
 - (b) undertake such duties in respect of those patients classed as emergency cases as may be specified by the Chief of Staff, or by the Chief of the Department to which the active staff member has been assigned;
 - (c) participate in such on-call schedules and provide coverage for patients of the Hospital as reasonably required;
 - (d) act as a supervisor of a member of the Professional Staff as and when requested by the Chief of Staff or the Chief of Department;
 - (e) where a physician, be eligible to vote at Medical Staff meetings and to hold office; and
 - (f) where a physician, attend no less than fifty percent (50%) of the regularly scheduled meetings of the Medical Staff; and
 - (g) attend no less than seventy-five percent (75%) of the meetings of the Site of which he is a member.

20.8.3 Associate Staff

- (1) The Associate Staff shall consist of physicians, dentists, midwives or registered nurses in the extended class newly appointed to the Professional Staff by the Board. This shall be for a period of twelve (12) months.
- (2) An Associate Staff member shall:

- (a) be granted admitting and specific procedural privileges as approved by the Board having given consideration to the recommendation of the Medical Advisory Committee;
 - (b) attend patients and undertake treatment and operative procedures under supervision in accordance with the kind and degree of privileges granted by the Board;
 - (c) undertake such duties in respect of those patients classed as emergency cases as may be specified by the Chief of Staff or Chief of the Site to which the Professional Staff member has been assigned;
 - (d) participate in such on-call schedules and provide coverage for patients of the Hospital as reasonably required;
 - (e) undertake such other clinical, and administrative duties and responsibilities as outlined in these by-laws and as determined by the Chief of Staff and Chief of Site;
 - (f) work with the counsel and under the supervision of an active Professional Staff member named by the Chief of Staff or the Chief of the Site to which the Associate Professional Staff member has been assigned, who shall carry out his/her duties in accordance with the Rules of the Hospital;
 - (g) where a physician, be eligible and expected to attend meetings of the Medical Staff as established by the Medical Advisory Committee;
 - (h) not be entitled to vote at Medical Staff meetings nor be elected a Medical Staff Officer, but where a physician may be appointed to a committee of the Medical Staff; and
 - (i) perform such other duties as may be prescribed by the Medical Advisory Committee from time to time.
- (3) After six (6) months, a member of the Associate Staff shall be reviewed by the Chief of Site who shall submit a written report to the Credentials Committee. Each report shall include information concerning:
- (a) the knowledge and skill which has been shown by the Associate Staff member;
 - (b) the nature and quality of the Professional Staff member's clinical performance;
 - (c) the use of Hospital resources; and

- (d) the ability to function in conjunction with the other members of the Hospital's staff.
- (4) After twelve (12) months, the appointment of an individual to the Associate Professional Staff shall be reviewed by the Credentials Committee who shall submit a written report to the Medical Advisory Committee. Each report shall include the information set out in subsection 20.8.3(3) above, and a statement indicating the category of Staff appointment for which he or she is being recommended;
- (5) The Medical Advisory Committee may recommend to the Board either a change in category, continuation in the Associate Staff category for a further period of time not to exceed an additional 6 months of practice, or denial of reappointment;
- (6) Should the extended period of Associate status be in effect beyond the date of the next annual re-appointment date, the appointment as Associate status shall be deemed to continue until completion of the extended period unless revoked by the Board as per subsection 20.8.3(5) above;
- (7) At any time, an unfavourable report may cause the Medical Advisory Committee to consider making a recommendation to the Board that the appointment of the Associate Professional Staff member be terminated.

20.8.4 Courtesy Professional Staff

- (1) The Board may grant a physician, dental surgeon, midwife or extended class nurse an appointment to the Courtesy Professional Staff in one or more of the following circumstances:
 - (a) the applicant has an active professional staff commitment at another hospital;
 - (b) the applicant lives at such a remote distance from the Hospital that it limits full participation in active staff duties, but he or she wishes to maintain an affiliation with the Hospital;
 - (c) the applicant has a primary commitment to, or contractual relationship with, another community or organization; or
 - (d) where the Board deems it otherwise advisable.
- (2) The Board may grant an applicant an appointment to the Courtesy Professional Staff so as to provide patients and their families with information; to review and receive the patient record and progress notes as well as out-patient records of their patients; and where specifically granted by the Board a member of the Courtesy Staff may order Ambulatory and

Diagnostic Services if available upon the recommendations from the Credentials Committee.

- (3) Members of the Courtesy shall not hold admitting or procedural privileges.
- (4) The circumstances leading to an appointment shall be specified by the applicant on each application for re-appointment.
- (5) Members of the Courtesy Staff who are physicians may attend Medical Staff meetings but, unless the Board requires, shall not be subject to the attendance requirements and penalties as provided by this By-law and the Professional Staff rules.
- (6) Members of the Courtesy Staff may attend Site meetings but, unless the Board requires, shall not be subject to the attendance requirements and penalties as provided by this By-law and the Professional Staff rules.
- (7) Unless required to attend by the Chief of Staff or Chief of Site, members of the Courtesy Staff shall not have the right to vote at Medical Staff and Site meetings.
- (8) Members of the Courtesy Staff shall not hold office and shall not be eligible for appointment to a committee of the Medical Staff.

20.8.5 Locum Tenens

- (1) The Medical Advisory Committee upon request of a member of the Active Professional Staff may recommend the appointment of a Locum Tenens as a planned replacement for such member for a specified period of time.
- (2) The credentials of each Locum Tenens shall be reviewed by the Medical Advisory Committee.
- (3) A Locum Tenens, subject to Board approval, shall:
 - (a) have admitting privileges unless otherwise specified;
 - (b) work under the counsel and supervision of the member of the Active Staff who has been assigned this responsibility by the Chief of Staff or his or her delegate;
 - (c) attend patients assigned to his or her care by the active medical staff member by whom he or she is supervised, and shall treat such patients within the professional privileges granted by the Board on the recommendation of the Medical Advisory Committee; and

- (d) undertake such duties in respect of those patients classed as emergency cases as may be specified by the Chief of Staff or by the medical supervisor to whom he or she has been assigned.
- (4) Members of the Locum Tenens Staff who are physicians may attend Medical Staff meetings but shall not be subject to the attendance requirements and penalties as provided by this By-law and the Professional Staff rules.
- (5) Members of the Locum Tenens Staff may attend Site meetings but shall not be subject to the attendance requirements and penalties as provided by this By-law and the Professional Staff rules.
- (6) Locum Tenens shall not have the right to vote at Medical Staff or Site meetings.
- (7) Locum Tenens shall not hold office and shall not be eligible for appointment to a committee of the Medical Staff.

20.8.6 Temporary Professional Staff

- (1) Temporary privileges may be granted to a physician, dentist, midwife or extended class nurse only for one of the following reasons:
 - (a) to meet a specific singular requirement by providing a consultation and/or operative procedure; or
 - (b) to meet an urgent unexpected need for a professional service.
- (2) Notwithstanding any other provision in this By-law, the Chief Executive Officer, after consultation with the Chief of Staff or his or her delegate, may:
 - (a) grant temporary privileges to a physician, dentist, midwife or extended class nurse who is not a member of the Professional Staff provided such privileges shall not extend beyond the date of the next meeting of the Medical Advisory Committee at which time the action taken shall be reported;
 - (b) continue the temporary privileges on the recommendation of the Medical Advisory Committee until the next meeting of the Board; and
 - (c) remove temporary privileges at anytime prior to any action by the Board.
- (3) Temporary privileges may include privileges to admit patients.

20.8.7 Resident Staff

- (1) Resident Staff privileges shall be granted to graduates in medicine or dentistry who are registered in a University post-graduate program.
- (2) Resident Staff:
 - (a) may attend and write orders for patients in the Hospital under the supervision and counsel of a member of the Active Professional Staff;
 - (b) shall sign a statement that he or she has read, understood and agrees to abide by all the Professional Staff rules as applicable and the By-laws of the Hospital and the *Public Hospitals Act* and regulations thereunder, and that he or she will be responsible to the Chief Executive Officer for any other hospital duties other than the professional care of patients, and to the Chief of Staff and Chief of the relevant Site for the performance of his or her professional duties.
 - (c) where a physician, may attend meetings of the Medical Staff but shall not be eligible to vote;
 - (d) may attend Site meetings of the Professional Staff and patient rounds held at the Site to which the intern or resident is assigned at the time of the meetings and rounds;
 - (e) shall not have admitting privileges.

20.8.8 Term Staff

- (1) Term Staff will consist of applicants who have been granted admitting and/or specific procedural privileges, including access to specific resources of the Hospital as approved by the Board, having given consideration to the recommendation of the Medical Advisory Committee, in order to meet a specific clinical need for a defined period of time.
- (2) The specific, clinical need(s) shall be identified by the Medical Advisory Committee and approved by the Chief Executive Officer of the Hospital.
- (3) Appointments shall be for a period not to exceed one (1) year and such appointment does not imply or provide for any continuing or renewed Professional Staff appointment.
- (4) Term Staff:
 - (a) may be required to work under the supervision of an Active staff member;
 - (b) may be required to undergo a probationary period as appropriate;

- (c) shall, if replacing another member of the Professional Staff, attend that Professional Staff member's patients;
 - (d) shall undertake such duties in respect of those patients classed as emergency cases and of out-patient clinics as may be specified;
 - (e) shall, unless otherwise specified in the grant of privileges by the Board, have admitting privileges.
- (5) Term Staff, subject to determination by the Board in each individual case, shall not:
- (a) be eligible for re-appointment but upon application may be appointment for a further period of Term Staff;
 - (b) attend or vote at meetings of the Medical Staff or be an officer of the Medical Staff; and
 - (c) be bound by the expectations for attendance at Medical Staff or Site meetings.

20.8.9 Active - Senior Staff

- (1) The Senior Staff category has been created by the Board to allow the Hospital to, as required by its Resource Plan, approve privileges beyond the time of Active Staff eligibility, being at the age of seventy (70) provided that:
- (a) the applicant's training, experience and qualifications are required and not otherwise represented within the Professional Staff;
 - (b) the Hospital is unable to attract an applicant with like skills, training and experiences and the retirement of the applicant would be prejudicial to the health and welfare of members of the community.
- (2) The Board's responsibility to ensure a succession plan for members of its Professional Staff may require that from time to time a Senior Staff member's privileges be reduced, revoked or not renewed in favour of granting privileges to a new or existing Associate Staff or Active Staff member.
- (3) Senior Staff shall:
- (a) consist of those members of the Active Staff appointed from time to time by the Board, who are at least seventy (70) years of age and maintain clinical activities within the corporation;
 - (b) be granted privileges as approved by the Board having given consideration to the recommendation of the Medical Advisory Committee;

- (c) be granted in-patient and/or out-patient admitting privileges, unless otherwise specified in their appointment to the Professional Staff;
- (d) be eligible to apply for annual reappointment;
- (e) where a physician, be eligible to attend meetings of the Medical Staff and have voting rights.

20.9 PROFESSIONAL STAFF DUTIES

20.9.1 General Duties

- (1) Each member of the Professional Staff shall:
 - (a) attend and treat patients within the limits of the privileges granted by the Board, unless the privileges are otherwise restricted;
 - (b) ensure a high professional standard of care is provided to patients under their care that is consistent with sound healthcare resource utilization practices;
 - (c) prepare and complete patient records in accordance with Policies as may be established from time to time, applicable legislation and accepted industry standards;
 - (d) participate in quality management initiatives, as appropriate;
 - (e) notify the Chief Executive Officer of the Hospital and/or Chief of Staff of any change in the license to practice issued by the College of Physicians and Surgeons of Ontario, the Royal College of Dental Surgeons of Ontario, the College of Nurses of Ontario, and/or the College of Midwives of Ontario;
 - (f) advise the Chief of Staff of any notice received regarding any College disciplinary proceedings, proceedings to restrict or suspend privileges at other hospitals, or malpractice actions;
 - (g) abide by the Policies and Procedures, and Rules and Regulations of the Professional Staff, this By-law, the *Public Hospitals Act* and the Regulations thereunder and all other legislated requirements;
 - (h) abide by the terms of any confidentiality agreement required to be signed by members of the Professional Staff with respect to the medical information systems;
 - (i) serve, if requested by the MAC, on subcommittees of the MAC;

- (j) give such instruction as is required for the education and evaluation of other members of the Professional Staff, Hospital staff and students;
 - (k) facilitate patients' relatives or other appropriate persons to authorize the direction of appropriate tissues and organs for transplantation;
 - (l) attend such meetings of the Medical Staff and Site at which he or she is a member as may be required under this By-law;
 - (m) perform such other duties as may be prescribed from time to time by, or under the authority of the Board, the Medical Advisory Committee, the Chief of Staff, or the Chief of Site.
- (2) Every member of the Professional Staff shall co-operate with and respect the authority of:
- (a) the Chief of Staff and the Medical Advisory Committee;
 - (b) the Chief of Site to which he or she has been assigned;
 - (c) the Chief Executive Officer; and
 - (d) the other members of the multi-disciplinary health team.
- (3) Every member of the Professional Staff shall communicate immediately to the appropriate Chief of Site, the Chief of Staff or the Chief Executive Officer any situation where he believes a member of the Professional Staff is:
- (a) attempting to exceed his/her privileges;
 - (b) temporarily unable to perform his/her professional duties with respect to a patient in the Hospital;
 - (c) demonstrating unprofessional conduct as defined by the College of Physicians and Surgeons of Ontario, the Royal College of Dental Surgeons of Ontario, the College of Nurses of Ontario, and/or the College of Midwives of Ontario;

20.9.2 Individual and Collective Duties and Responsibilities

- (1) Individually and collectively members of the Professional Staff, practicing within the jurisdiction of the Hospital, have responsibility to the Board for:
- (a) ensuring that a high professional standard of care, consistent with the resources available and obligation practices, is provided to patients under their care;

- (b) practicing at the highest professional and ethical practice standards within the limits of the privileges provided;
- (c) maintaining involvement, as a recipient or provider, in continuing medical and interdisciplinary professional education;
- (d) providing, maintaining and participating in professional education, clinical health services and outcomes research;
- (e) promoting evidence-based decision making
- (f) assisting to fulfill the mission of the Hospital through contributing to strategic planning;
- (g) recognizing the authority of the Chief of Site, the Chief of Staff, the Medical Advisory Committee and the Board in all significant issues, clinical or otherwise, arising in the Site to which he or she has been assigned;
- (h) bringing significant issues within the Site to the attention of the Chief of Site and or Chief of Staff within a reasonable timeframe;
- (i) contributing to the development of and ensuring compliance with the By-laws and Rules and Regulations of the Professional Staff, and policies of the Hospital; and
- (j) participating in quality and risk management programs

20.10 CHIEF OF STAFF

- (1) The Board shall appoint a physician who is, or is willing to apply to become, a member of the Active Professional Staff to be the Chief of Staff after giving consideration to the recommendations of a Selection Committee, which shall seek the advice of the Medical Advisory Committee.
- (2) The membership of a Selection Committee may include:
 - (a) a Director, who shall be chair;
 - (b) two (2) members of the Medical Advisory Committee, one of whom shall be the President of the Medical Staff;
 - (c) the Chief Nursing Executive;
 - (d) the Chief Executive Officer, or his or her delegate; and
 - (e) such other members as the Board deems advisable.

20.10.1 Role of the Chief of Staff

- (1) The Chief of Staff shall:
 - (a) provide leadership in the establishment of an interdisciplinary approach to patient and family centred service;
 - (b) collaborate with representatives of other disciplines to create an environment that promotes commitment to continuous improvement of patient care outcomes;
 - (c) enhance education and research throughout the organization; and,
 - (d) champion and participate in organization and development at a strategic and project level.

20.10.2 Duties of the Chief of Staff

The Chief of Staff shall have the following duties to the Board and Medical Advisory Committee as well as administrative duties:

- (1) Duties to the Board and MAC - The Chief of Staff shall be responsible to the Board through the Chair for the Professional Staff of the Hospital. The Chief of Staff shall:
 - (a) be responsible for establishing and monitoring the credentialing and disciplining processes for the Professional Staff;
 - (b) ensure that the process regarding credentialing of Professional Staff is fair and executed in a timely manner;
 - (c) be responsible for the disciplinary action or mediation of the Professional Staff in conjunction with the Chiefs of Site;
 - (d) be responsible for ensuring compliance with the *Public Hospitals Act*, Regulations and By-Laws of the Hospital with respect to Professional Staff;
 - (e) be responsible to the Board for the supervision and quality of all the Professional Staff diagnosis, assessment, care and treatment given to patients and the general conduct of the Professional Staff within the Hospital according to the policies established by the Board so as to ensure a safe clinical and workplace environment;
 - (f) assist in ensuring appropriate cost-effective use of the Hospital's resources;

- (g) through and with the Chiefs of Site, advise the MAC, the Board and the Chief Executive Officer with respect to the quality of medical diagnosis, care and treatment provided to the patients of the Hospital;
 - (h) be the Chair of the Medical Advisory Committee, and in such capacity, ensure that the Medical Advisory Committee fulfills its responsibility as defined in the *Public Hospitals Act*, and these By-Laws;
 - (i) be ex officio a member of all committees that report to the Medical Advisory Committee;
 - (j) be a member of the Executive Committee of the Board;
 - (k) work with the Chiefs of Site to ensure that the annual evaluation and appointment process of the Professional Staff is completed;
 - (l) work, as needed, with the Chiefs of Site in any Professional Staff discipline problems;
 - (m) assign, or delegate the assignment of, a member of the Professional Staff to supervise the practice of medicine, dentistry, midwifery, extended class nursing or other medical activities of any other member of the Medical Staff for any period of time;
 - (n) supervise and evaluate Chiefs of Site with respect to their expected role. Under extraordinary conditions, the Chief of Staff may suspend the Chief of Site from the role of Chief of Site and, pending review, appoint an acting Chief of Site; and
 - (o) investigate, report and disclose critical incidents pursuant to the Hospital Management Regulation under the *Public Hospitals Act*.
- (2) Administrative Duties - When necessary, the Chief of Staff shall:
- (a) assume, or assign to any other member of the Professional Staff, responsibility for the direct care and treatment of any patient in the Hospital under the authority of the *Public Hospitals Act*, notify the attending Professional Staff member, the Chief Executive Officer and the patient or Patient's guardian or power of attorney;
 - (b) report to the Board, the Professional Staff, and Chief Executive Officer any matters of which they should have knowledge;
 - (c) recommend to the Chief Executive Officer on the appointment, by the Chief Executive Officer, of a member of the Professional Staff to act for him or her during his or her absence or inability to act;

- (d) supervise and evaluate Chiefs of Site with respect to their expected role. Under extraordinary conditions, the Chief of Staff may suspend the Chief of Site from the role of Chief of Site and, pending review, appoint an acting Chief of Site;
 - (e) participate in strategic planning within the Hospital to ensure that the needs of the community are appropriately met;
 - (f) assist in ensuring appropriate cost-effective use of the Hospital's resources
 - (g) act as an advocate for patients and for patient care;
 - (h) promote the development of innovation, a commitment to evidence based practices and collaboration with other disciplines;
 - (i) promote accountability among Professional Staff members for their practice;
 - (j) provide formal and informal education and research to the Professional Staff members within the Hospital;
 - (k) maintain an active practice in his/her clinical field;
 - (l) fulfill all obligations in a manner consistent with the *Public Hospitals Act*, the mission statement and values of the Hospital, and the By-laws of the Hospital;
 - (m) delegate appropriate responsibility to the Chiefs of Site;
 - (n) as a member of the senior management team of the Corporation, be accountable to and assume managerial responsibilities as determined by the Chief Executive Officer; and
 - (o) undertake any other responsibilities as determined by the Board and the Chief Executive Officer.
- (3) Any therapeutic action, operation or procedure performed in the Hospital may be viewed without the permission of the Professional Staff member by:
- (a) the Chief of Staff or delegate; or
 - (b) the Chief of Site or delegate.

20.11 PROFESSIONAL STAFF DEPARTMENTS

- (1) When warranted by the professional resources of the Professional Staff, the Board, on the advice of the Medical Advisory Committee, may organize the

Professional Staff into departments and may create, dissolve or reorganize such departments as may be required and in so doing shall appoint a Chief of such department.

20.12 PROFESSIONAL STAFF AT HOSPITAL SITES

20.12.1 Sites

- (1) The Hospital is divided into Sites with associated clinical programs which include:
 - (a) rural medicine Chesley;
 - (b) rural medicine Durham;
 - (c) rural medicine Kincardine
 - (d) rural medicine Walkerton.
- (2) The programs at each Site shall function in accordance with these By-laws and the Professional Staff Rules and Regulations.

20.12.2 Chief of Site

- (1) Upon the advice of the Professional Staff from that site, the Chief Executive Officer and the Chief Nursing Executive the MAC shall recommend to the Board as Chief of Site, a physician from that Site who is on the Active Staff.
- (2) The Board may at any time revoke or suspend the appointment of a Chief of Site.

20.12.3 Duties of Chief of Site

- (1) The Chief of Site shall,
 - (a) through and with the Chief of Staff, fulfil the obligations set forth in the *Public Hospitals Act*;
 - (b) through and with the Chief of Staff, supervise the professional care provided by members of the Site;
 - (c) participate in the orientation of new members of the Professional Staff appointed to the Site;
 - (d) be responsible for the organization and implementation of a quality assurance program in the Sites;

- (e) advise the Medical Advisory Committee through and with the Chief of Staff, with respect to the quality of medical, and where appropriate, dental, midwifery and extended class nursing diagnosis/assessment, care and treatment provided to the patients and out-patients of the Site;
- (f) advise the Chief of Staff, and the Chief Executive Officer of any patient who is not receiving appropriate treatment and care;
- (g) under emergency conditions, and whenever possible in consultation with the Chief of Staff, restrict or suspend temporarily, any and all privileges of any members of his or her staff until such time as an emergency meeting of the Medical Advisory Committee can be arranged in accordance with section 20.7 of these By-Laws;
- (h) be responsible to the Chief of Staff, through and with the Chief Executive Officer for the appropriate utilization of the resources allocated to the Site;
- (i) report to the Medical Advisory Committee, and to the Site on activities of the Site including utilization of resources and quality management;
- (j) make recommendations to the Medical Advisory Committee regarding medical human resource needs of the Site in accordance with the Hospital's strategic plan following consultation with Professional Staff of the Site, the Chief of Staff and, where appropriate, Heads of Services;
- (k) participate in the development of the Site's mission, objectives and strategic plan;
- (l) participate in Site resource allocation decisions;
- (m) review or cause to be reviewed, the privileges granted members of the Site Professional Staff for the purpose of making recommendations for changes in the kind and degree of such privileges;
- (n) review and make written recommendations regarding the performance evaluations of Professional Staff members of the Site annually and concerning re-appointments and these recommendations shall be forwarded to the Medical Advisory Committee;
- (o) be a member of the Medical Advisory Committee;
- (p) establish a process for continuing education related to the Site;
- (q) advise the Professional Staff members of the Site regarding current Hospital and Site policies, objectives, and rules;

- (r) hold regular meetings with the staff of the Site and where appropriate with the Heads of Service within the Site;
- (s) delegate appropriate responsibility to the Heads of Service within the Site;
- (t) ensure there exists a process for the selection of representatives from the Site and/or Service to those committees of the Medical Advisory Committee which name within their composition a member of that Site; and
- (u) notify the Chief of Staff, and the Chief Executive Officer of his or her absence, and designate an alternate from within the Site.

20.13 SITE MEETINGS

- (1) Site meetings shall be held in accordance with the Rules and Regulations of the Professional Staff.
- (2) The essential purpose of staff meetings and Site meetings is to improve patient care by actions arising out of discussion of matters of scientific, educational or clinical interest.
- (3) Each Site shall meet at least four (4) times yearly.
- (4) Minutes shall be kept of each Site meeting and shall be forwarded to the Medical Advisory Committee.
- (5) Each member of the Active and Associate Staff shall attend at least seventy-five percent (75%) of the meetings of the Site of which he or she is a member.

20.14 MEETINGS - MEDICAL STAFF ORGANIZATION

20.14.1 Meetings of the Medical Staff

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

20.14.2 Notice of Annual Meetings

- (1) The Annual Meeting of the Medical Staff shall be held at a date, time and place to be agreed upon and approved by the President of the Medical Staff of the Hospital.
- (2) Written notice of each annual meeting shall be posted in the Medical Staff dictation/mail room by the Secretary of the Medical Staff, and/or communicated to the members of the Medical Staff by e-mail or such

electronic means as may be approved by the Medical Staff Organization, at least ten (10) days before the meeting.

20.14.3 Notice of Regular Meetings

- (1) Regular meetings of the Medical Staff shall be held at a date, time and place to be agreed upon and approved by the President of the Medical Staff.
- (2) Written notice of each regular meeting shall be posted in the Medical Staff dictation/mail room by the Secretary of the Medical Staff, and/or communicated to the members of the Medical Staff by e-mail or such other electronic means as may be approved by the Medical Staff Organization, at least five (5) days before the meeting.

20.14.4 Special Meetings

- (1) The President of the Medical Staff may call a special meeting.
- (2) Special meetings shall be called by the President of the Medical Staff on the written request of any three (3) members of the active Medical Staff or a Site.
- (3) Notice of such special meetings shall be as required for a regular meeting, except in cases of emergency, and shall state the nature of the business for which the special meeting is called.
- (4) The usual period of time required for giving notice of any special meeting shall be waived in cases of emergency, subject to ratification of this action by the majority of those members present and voting at the special meeting, as the first item of business at the meeting.

20.14.5 Quorum

- (1) Twenty-five percent (25%) of the Medical Staff members entitled to vote shall constitute a quorum at any annual, general or special meeting of the Medical Staff.

20.14.6 Attendance

- (1) Each physician member of the Active and Associate Professional Staff Groups shall make every effort to attend regular Medical Staff meetings as well as the meetings of the Site of which s/he is a member.
- (2) Attendance at a meeting of the Medical Staff may occur by videoconference, teleconference or such other electronic means as may be approved by the Medical Staff.

20.14.7 Order of Business

- (1) The order of business at any meeting of the Medical Staff shall be as set out in the Rules and Regulations of the Professional Staff.

20.14.8 Rules of Order

- (1) The procedures for meetings of the Medical Staff not provided for in this By-law or the Rules and Regulations or Policies shall be governed by the rules of order adopted by the Board.

20.14.9 Medical Staff Meetings

- (1) Meetings of the Medical Staff held in accordance with this Article shall be deemed to meet the requirement to hold meetings of the Medical Staff pursuant to the *Public Hospitals Act*.

20.15 MEDICAL STAFF ELECTED OFFICERS

20.15.1 Elected Officers

- (1) The elected officers of the Medical Staff shall be the President.
- (2) The Medical Staff may elect a Treasurer.
- (3) The elected officer(s) of the Medical Staff shall be elected at the annual meeting of the Medical Staff for a term of one (1) year. Their term of office in each position shall not exceed one year but they shall remain in office until their successors are elected.

20.15.2 Eligibility for Office

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

20.15.3 Election Procedure

- (1) A Nominating Committee shall be appointed by the Medical Staff at each annual meeting and shall consist of three (3) Active Staff members of the Medical Staff.
- (2) At least thirty days before the annual meeting of the Medical Staff, its Nominating Committee shall post in the Medical Staff dictation/mail room, or communicate to the members of the Medical Staff by such electronic means as may be approved by the Medical Staff, a list of the names of those who are nominated for the offices of the Medical Staff which are to be filled by election in accordance with this By-law and the regulations under the *Public Hospitals Act*.

- (3) Any further nominations shall be made in writing to the Secretary of the Professional Staff within fourteen (14) days after the posting of the names referred to in subsection 20.15.3(2) of this By-law.
- (4) Further nominations referred to in subsection 20.15.3(3) of this By-law shall be signed by two (2) members of the Professional Staff who are entitled to vote and the nominee shall have signified in writing on the nomination acceptance of the nomination. Such nominations shall then be posted or communicated along with the list referred to in subsection 20.15.3(2) of this By-law.

20.15.4 Duties of the President of the Medical Staff

- (1) The President of the Medical Staff shall,
 - (a) be a non-voting member of the Board and as a Director, fulfil his or her fiduciary duties to the Hospital by making decisions in the best interest of the Hospital;
 - (b) be a member of the Medical Advisory Committee;
 - (c) report to the Medical Advisory Committee and the Board on any issues raised by the Medical Staff;
 - (d) be accountable to the Medical Staff and advocate fair process in the treatment of individual members of the Medical Staff;
 - (e) preside at all meetings of the Medical Staff;
 - (f) call special meetings of the Medical Staff;
 - (g) may be an *ex officio* member of the Joint Conference Committee;
 - (h) be a member of such other committees as may be deemed appropriate by the Board.

20.15.5 Duties of the Vice-President of the Medical Staff

- (1) The Vice-President of the Medical Staff shall,
 - (a) act in the place of the President of the Medical Staff, perform his or her duties and possess his or her powers, in the absence or disability of the President; and
 - (b) perform such duties as the President of the Medical Staff may delegate.

20.15.6 Duties of the Secretary of the Medical Staff

- (1) The Secretary of the Medical Staff shall,
 - (a) be a member of the Medical Advisory Committee;
 - (b) attend to the correspondence of the Medical Staff;
 - (c) give notice of Medical Staff meetings by posting and/or electronically communicating a written notice thereof,
 - (i) in the case of a regular or special meeting of the Medical Staff at least five (5) days before the meeting; and
 - (ii) in the case of an annual meeting of the Medical Staff, at least ten (10) days before the meeting;
 - (d) ensure that minutes are kept of all Medical Staff meetings;
 - (e) ensure that a record of the attendance at each meeting of the Medical Staff is made;
 - (f) receive the record of attendance for each meeting of each Site of the Staff;
 - (g) make the attendance records available to the Medical Advisory Committee;
 - (h) perform the duties of the Treasurer for Staff funds and be accountable therefore, when a Treasurer of the Medical Staff has not been elected; and
 - (i) act in the place of the Vice-President of the Medical Staff, performing his or her duties and possessing his or her powers in the absence or disability of the Vice-President.

20.15.7 Duties of the Treasurer of the Medical Staff

- (1) The Medical Staff may elect annually a Treasurer who shall keep the funds of the Medical Staff in a safe manner and be accountable therefore.
- (2) The Treasurer shall disburse Medical Staff funds at the direction of the Medical Staff as determined by a majority vote of the Medical Staff members present and entitled to vote at a Medical Staff meeting.

20.16 MEDICAL ADVISORY COMMITTEE

20.16.1 Membership of the Medical Advisory Committee

- (1) The Medical Advisory Committee shall consist of,
 - (a) the Chief of Staff, who shall be the Chair;
 - (b) all Chiefs of Site; and
 - (c) the President of the Medical Staff;
- (2) The following shall have a right of attendance:
 - (a) the Chief Executive Officer, without a vote;
 - (b) the Chief Nursing Executive, without a vote;
 - (c) other resource people may be invited to attend at the discretion of the Chief of Staff.

In the absence of the Chief of Staff, the members of the Medical Advisory Committee shall elect from amongst themselves a member to serve as Chair.

20.16.2 Duties of the Medical Advisory Committee

- (1) The MAC is responsible for the following activities: credentials, recommendation with respect to the Professional Staff part of these By-Laws, education, quality, ethics, discipline and conflict resolution. The MAC shall establish Committees as directed by the *Public Hospitals Act*. Membership and duties of the Committees of the Medical Advisory shall be set out in the Professional Staff Rules and Regulations.
- (2) The MAC shall:
 - (a) report and make recommendations to the Board in writing on matters concerning the quality of professional care and the practice of Professional Staff or other professions licensed under the *Regulated Health Professions Act, 1991* (Ontario) in the Hospital, in relation to the professionally recognized standards of care, including quality assurance, peer review, resource utilization and unusual incidents;
 - (b) report and make recommendations to the Board concerning such matters as prescribed by the *Public Hospitals Act* and by the Hospital Management Regulations thereunder, including matters involving competence, conduct or physical or mental ability or capacity of a member of the Professional Staff;

- (c) through the Chief of Site provide supervision over the practice of medicine, dentistry, midwifery, and extended class nursing in the Site of the Hospital;
- (d) participate in the development of the Hospital's overall objectives and planning, and make recommendations considering allocation and utilization of the Hospital's resources;
- (e) appoint such committees as are required for the supervision, review and analysis of all the clinical work in the Hospital;
- (f) name the Chair of each of the Committees it appoints and ensure that each meets and functions as required, and is keeping Minutes of its meetings;
- (g) receive, consider and act upon the Report from each of its appointed Committees;
- (h) inform the Medical Staff at each regular meeting of the Medical Staff of any business transacted by the MAC and refer to the Medical Staff such items as, in the opinion of the MAC, require discussion and approval of the Medical Staff as a whole;
- (i) advise and co-operate with the Board and the Chief Executive Officer in all matters relating to the professional, clinical and technical services;
- (j) recommend to the Board clinical and general rules respecting the Professional Staff as may be necessary under the circumstances; and
- (k) advise the Board on any matters referred to it by the Board.

20.17 COMMITTEES OF THE MEDICAL ADVISORY COMMITTEE

20.17.1 Committees of the Medical Advisory Committee

The Board will put in place standing and special committees as may be necessary from time to time to comply with their duties under the *Public Hospitals Act* or the By-laws of the Hospital or as they deem appropriate from time to time. The duties of these Committees are outlined in the Professional Staff Rules and Regulations.

- (1) The following Committees are hereby established:
 - (a) Credentials Committee; and
 - (b) Medical Quality Assurance Committee.

- (2) The Medical Advisory Committee may establish other committees as required to fulfil its duties. The duties of these committees are outlined in the Professional Staff Rules and Regulations.

20.17.2 Appointment to Medical Advisory Committees

- (1) 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. Other members of Medical Staff Committees shall be appointed by the Board or in accordance with this By-law.

20.17.3 Medical Advisory Committee Duties

- (1) In addition to the specific duties of each Medical Advisory Committee as set out in this By-law, all Medical Advisory Committees shall,
 - (a) meet as directed by the Medical Advisory Committee; and
 - (b) present a written report including any recommendations of each meeting to the next meeting of the Medical Advisory Committee.

20.17.4 Medical Staff Committee Chair

- (1) The Medical Advisory Committee shall appoint the chair of each Medical Staff Committee.

20.17.5 Medical Staff Committee Chair Duties

- (1) A Medical Staff Committee Chair shall,
 - (a) chair the Medical Staff Committee meetings;
 - (b) call meetings of the Medical Staff Committee;
 - (c) at the request of the Medical Advisory Committee, be present to discuss all or part of any report of the Committee;
 - (d) carry out such further and other duties as may be prescribed by the Medical Advisory Committee from time to time.
- (2) extended class nursing staff to register outpatients in the Hospital to diagnose, prescribe for or treat such out-patients.

21. RULES AND REGULATIONS

- (1) The Board shall require that appropriate Professional Staff Rules and Regulations are formulated.
- (2) The Board may establish, modify or revoke one or more Professional Staff Rules and Regulations.
- (3) The Medical Advisory Committee shall make recommendations to the Board for the establishment of one or more Professional Staff Rules and Regulations to be applicable to a Site, service, group or category of the Professional Staff, or to all members of the Professional Staff.
- (4) The Medical Advisory Committee shall ensure that, prior to making any recommendation to the Board with respect to a rule or regulation, the members of the Active Professional Staff, or a specific Site or service when appropriate, have an opportunity to comment on the proposed recommendation.
- (5) The President of the Medical Staff shall ensure that the Board is informed when a majority vote of the Medical Staff at any properly constituted meeting of the Medical Staff is opposed to a Rule or Rule change proposed by the Medical Advisory Committee.

22. AMENDMENTS

22.1 AMENDMENTS TO BY-LAWS

- (1) The Board may pass or amend the By-laws of the Corporation from time to time.
- (2) Where,
 - (a) it is intended to pass or amend the By-laws at a meeting of the Board, written notice of such intention shall be sent by the Secretary to each Director at his or her address as shown on the records of the Corporation by ordinary or electronic mail not less than ten (10) days before the meeting.
 - (b) the notice of intention required by clause 22.1(2)(a) 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.
- (3) Subject to clause 22.1(4)(b), a By-law or an amendment to a By-law passed by the Board has full force and effect,
 - (a) from the time the motion was passed; or
 - (b) from such future time as may be specified in the motion.
- (4)
 - (a) 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-law or amendment to be presented.
 - (b) The members at the annual meeting or at a special general meeting may confirm the By-law as presented or reject or amend it, and if rejected it thereupon ceases to have effect and if amended it takes effect as amended.
- (5) In any case of rejection, amendment, or refusal to approve a By-law or part of a By-law in force and effect in accordance with any part of this section, no act done or right acquired under any such By-law is prejudicially affected by any such rejection, amendment or refusal to approve.

22.2 AMENDMENTS TO THE PROFESSIONAL STAFF PORTION OF THE BY-LAWS

Prior to submitting the Professional Staff section of this By-law to the process established in section 22.1 of these By-laws, the following procedures shall be followed:

- (1) notice specifying the proposed Professional Staff part of the By-law or amendment thereto shall be posted at least five (5) days prior to the Professional Staff meeting at which it will be considered;
- (2) prior to the Medical Advisory Committee making recommendations to the Board concerning any By-law amendments, the Medical Staff shall be afforded an opportunity at the Medical Staff meeting to comment on the proposed Professional Staff part of the Bylaw or amendment thereto, and such other members of the Professional Staff as may be affected by the proposed amendment shall also be given the opportunity to comment; and;
- (3) the Medical Advisory Committee shall make recommendations to the Board concerning the proposed Professional Staff part of the Bylaw or amendment thereto.

CERTIFICATE OF ENACTMENT

THIS IS TO CERTIFY

- (1) That the appended copy of the By-law of the South Bruce Grey Health Centre is a true and complete copy of the By-law as passed by the Board of the Hospital at a properly constituted meeting of the Board held on the 23th day of September 2015.
- (2) That the medical, dental, midwifery and extended class nursing staff part of the appended By-law was passed by the Board after consideration was given to the recommendations of the medical, dental and midwifery staff.
- (3) That the By-law was confirmed at a properly constituted meeting of the general membership of the South Bruce Grey Health Centre duly called for that purpose held on the _____ day of July, 2019

Signed and Sealed, at the Municipality of Brockton

this _____ day of _____, 2019

Chair, Board of Directors

President and Chief Executive Officer

SCHEDULE A

BOARD RESPONSIBILITIES

The Board shall govern and supervise the management of the affairs of the Corporation and shall:

- (a) Develop and review on a regular basis the mission, objectives and strategic plan of the Corporation in relation to the provision, within available resources, of appropriate programs and services in order to meet the acute care needs of the community;
- (b) Work collaboratively with other community agencies and institutions in meeting the health care needs of the community;
- (c) Establish procedures for monitoring compliance with the requirements of the *Public Hospitals Act*, the Hospital Management Regulation thereunder, the By-Laws of the Hospital and other applicable legislation;
- (d) Establish policies and procedures to provide the general framework within which the President and Chief Executive Officer, the Medical Advisory Committee, the Professional Staff and the Corporation staff will establish procedures for the management of the day-to-day processes;
- (e) Ensure that the President and Chief Executive Officer, Chief of Staff, and Nurses who are managers develop policies and plans to deal with:
 - (i) emergency situations that could place a greater than normal demand on the services provided by the Corporation or disrupt the normal routine;
 - (ii) the failure to provide services by persons who ordinarily provide services in the Corporation; and
 - (iii) situations, circumstances, conduct and behaviours which are or have the potential of resulting in a risk to the safety and wellbeing of patients, staff and/or other health professionals.
- (f) Establish the selection process for the appointment of the President and Chief Executive Officer and the Chief of Staff and appoint the President and Chief Executive Officer and the Chief of Staff, in accordance with the process;
- (g) Annually conduct the President and Chief Executive Officer's formal performance evaluation and review and approve his or her compensation and set his or her goals and objectives for the coming year;
- (h) Delegate responsibility and concomitant authority to the President and Chief Executive Officer for the management, operation of programs, services and required accountability to the Board;
- (i) Appoint the Chief of Staff in accordance with the provisions of these By-Laws;

- (j) Delegate responsibility and concomitant authority to the Chief of Staff for the medical quality of care of the operation of the clinical programs and departments of the Corporation and the supervision of the Professional Staff activities in the Hospital and require accountability to the Board;
- (k) Appoint and re-appoint Physicians, Dentists, Midwives and Registered Nurses in the Extended Class to the Professional Staff of the Hospital and delineate the respective privileges after considering the recommendations of the Medical Advisory Committee, in accordance with legislative and By-Law requirements and subject to the approval of relevant programs;
- (l) Through the Medical Advisory Committee, assess and monitor the acceptance by each member of the Professional Staff of his or her responsibility to Patients and to the Corporation concomitant with the privileges and duties of the appointment and with the By-Laws of the Corporation;
- (m) Ensure that staff and facilities are appropriate and available, including an adequate supply of physicians and other professionals, for the services provided;
- (n) Ensure that quality assurance, risk management and utilization review methods are established for the regular evaluation of the quality of care, and that all Hospital services are regularly evaluated in relation to generally accepted standards and required accountability on a regular basis;
- (o) Review regularly the functioning of the Corporation and all programs and services in relation to the objects of the Corporation as stated in the letters patent, supplementary letters patent and the By-Laws and demonstrate accountability for its responsibility to the annual meeting of the Corporation;
- (p) Adhere to the attendance policy as established by the Board;
- (q) Review on a regular basis the role and responsibility of the Corporation to its community in relation to the provision of services, within the means available, of appropriate types and amounts of services;
- (r) Approve the annual budget for the Hospital;
- (s) Establish an investment policy consistent with the provisions of these By-Laws;
- (t) Borrow money, from time to time, as may be authorized by resolution of the Board;
- (u) Evaluate its own performance in relation to its responsibilities and periodically review and revise governance policies, processes and structures as appropriate;
- (v) Ensure the establishment and provide for the operation of an Occupational Health and Safety program for the Corporation that shall include procedures with respect to:

- (i) a safe and health work environment in the Corporation;
 - (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;
- (w) Ensure the establishment and provide for the operation of a health surveillance program including a communicable disease surveillance program in respect of all persons carrying on activities in the Corporation;
- (x) Establish a Fiscal Advisory Committee, the membership and purposes of which meet the requirements of the *Public Hospitals Act*;
- (y) Establish a Quality Committee further to the *Excellent Care for All Act* to monitor and report on the overall quality of care and make recommendations to the Board regarding quality improvement initiatives and policies and to oversee the preparation of annual quality improvement plans, comprised of:
- (i) the President and Chief Executive Officer;
 - (ii) one member of the Medical Advisory Committee;
 - (iii) the Hospital's Chief Nursing Executive;
 - (iv) one person who works in the hospital and who is not a member of the College of Physicians and Surgeons of Ontario or the College of Nurses of Ontario; and
 - (v) such other persons as are selected by the Board so as a third of the members of the quality committee shall be voting members of the hospital's Board.
- (z) Provide for:
- (i) the participation of Nurses who are managers and staff Nurses in decision making related to administrative, financial, operational and planning matters in the Hospital; and
 - (ii) the participation at the committee level of staff Nurses who are managers, including the election of staff Nurses of representatives to committees and the election.

- (aa) Pursuant to the Hospital Management Regulations, provide for the establishment of procedures to encourage the donation of organs and tissues including:
 - (i) procedures to identify potential donors; and
 - (ii) procedures to make potential donors and their families aware of the options of organ and tissue donations,and ensure that such procedures are implemented in the Corporation; and
- (bb) Ensure that a system for the disclosure of every critical incident is established and that the President and Chief Executive Officer, the Chief of Staff and the Chief Nursing Executive will be responsible for the system.

SCHEDULE B

PROCEDURE REGARDING REAPPOINTMENTS, REQUESTS FOR CHANGES IN PRIVILEGES AND MID-TERM ACTION

1. PREAMBLE

This schedule outlines the procedures to be followed in three different circumstances. Section 2 deals with Appointment, Reappointment and Requests for Changes in Privileges. Section 3 outlines the procedure when there is an immediate need to suspend privileges mid-term in an emergency situation. Section 4 is the procedure when mid-term action is required but not in an emergency situation.

It should be noted that a member's appointment and/or privileges shall continue throughout the review or investigation of circumstances relating to reappointment and until all appeals consistent with the *Public Hospitals Act* are completed.

The procedure for recommendations from the Medical Advisory Committee in respect of original Applications for Appointment shall be as set out in these By-Laws and undertaken pursuant to the *Public Hospitals Act*.

2. APPOINTMENT, REAPPOINTMENT AND REQUESTS FOR CHANGES IN PRIVILEGES

Recommendation for Appointment, Reappointment and Changes in Privileges

- a. The Credentials Committee shall forward to the Medical Advisory Committee a report in respect of an appointment, a reappointment or request for change in privileges consistent with the Committee's terms of reference and such report shall be in writing and supported by references to the specific credentials, activities or conduct that may constitute the basis for the report.
- b. The Medical Advisory Committee may; initiate further investigation, establish an ad hoc committee to conduct further investigation, refer the matter back to the Credentials Committee with direction or to an external consultant, or act upon the report and make recommendation to the Board.
- c. Where the Medical Advisory Committee makes recommendation to the Board, it should provide notice to the member in accordance with the *Public Hospitals Act* and these By-Laws.
- d. Upon completion of its own investigation or upon receipt of the report of the body or consultant that conducted the investigation as the case may be, the Medical Advisory Committee shall make a recommendation to the Board in respect of the

reappointment or privileges requested and provide notice to the member as set out at subsection 2(c) above.

- e. Service of a notice to the applicant or member may be made personally or by Registered Mail addressed to the person to be served at their last known address and, where notices 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 they did not, acting in good faith, through absence, accident, illness or other causes beyond their control, receive it until a later date.
- f. If additional time is needed for review or the investigative process, the Medical Advisory Committee may defer its recommendation providing it indicates in writing to the Board and the applicant or member that the recommendation cannot yet be made and gives reasons therefore, further to Section 37(5) of the *Public Hospitals Act*.
- g. The Medical Advisory Committee may, in its sole discretion, in the course of its review or investigation or in determining its recommendation, decide that there shall be a Special Meeting of the Medical Advisory Committee where the member shall be entitled to attend such Special Meeting.
- h. Where the Medical Advisory Committee considers a matter at a Special Meeting, the procedures set out below at Section 5 for “Special Meetings of the Medical Advisory Committee” are to be followed.
- i. The Medical Advisory Committee, when providing notice to the applicant or member as provided for in subsection 2(c) and subsection 2(d), shall advise the applicant or member that he/she is entitled to receive written reasons for the recommendation wherein a request therefore is received by the secretary of the Medical Advisory Committee within seven days from receipt by the applicant or member of the Medical Advisory Committee’s recommendation and further that the applicant or member is entitled to a Hearing before the Hospital’s Board if a written request is received by the Board and the Medical Advisory Committee within seven days from the receipt by the applicant or member of the Medical Advisory Committee’s written reasons where requested.
- j. Where the applicant or member does not request written reasons for the Medical Advisory Committee’s recommendation or where the applicant or member does not require a Hearing by the Board, the Board may implement the recommendation of the Medical Advisory Committee.
- k. Where the applicant or member requires a Hearing by the Board, the Board will appoint a time and place for the Hearing and the procedures set out below at Section 6 for “the Board Hearing” are to be followed.

3. IMMEDIATE MID-TERM ACTION IN AN EMERGENCY SITUATION

The definition of mid-term action in an emergency situation is outlined in Article 20.7 of these By-Laws.

If at any time it becomes apparent that a member's conduct, performance or competence is such that it exposes, or is reasonably likely to expose patient(s), staff or others to harm or injury or is, or is reasonably likely to be detrimental to the safety of patient(s), staff or others or to the delivery of quality care, an immediate action must be taken to protect the patient(s), staff or others or to ensure the delivery of quality of care and the procedures set out herein relating to suspension/revocation of privileges shall be followed.

- a. In addition to the steps outlined in Article 20.7, the Chief of Site or Chief of Staff will immediately notify the member, the Medical Advisory Committee, the Chief Executive Officer, the President of the Medical Staff Organization and the Board of their decision to suspend the member's privileges.
- b. Arrangements will be made by the Chief of Site or Chief of Staff for the assignment of a substitute to care for the patients of the suspended member.
- c. Within 24 hours of suspension, the individual who suspended the member will provide the Medical Advisory Committee, the Chief Executive Officer and the President of the Medical Staff Organization with written reasons for the suspension and copies of any relevant documents or records.
- d. Upon receipt of the written reasons for suspension as described above, the Medical Advisory Committee will set a date for a Special Meeting of the Medical Advisory Committee to be held within five days from the date of suspension to review the suspension and to make recommendation to the Board.
- e. The Special Meeting of the Medical Advisory Committee shall be conducted further to the procedures set out below at Section 5 for "the Special Meeting of the Medical Advisory Committee.
- f. The member may request and the Medical Advisory Committee may grant the postponement of the Special Medical Advisory Committee to a fixed date.
- g. The Medical Advisory Committee, when providing notice to the applicant or member as provided for in subsection 2(c) and subsection 2(d), shall advise the applicant or member that he/she is entitled to receive written reasons for the recommendation wherein a request therefore is received by the secretary of the Medical Advisory Committee within seven days from receipt by the applicant or member of the Medical Advisory Committee's recommendation and further that the applicant or member is entitled to a Hearing before the Hospital's Board if a

written request is received by the Board and the Medical Advisory Committee within seven days from the receipt by the applicant or member of the Medical Advisory Committee's written reasons where requested.

- h. Where the applicant or member does not request written reasons for the Medical Advisory Committee's recommendation or where the applicant or member does not require a Hearing by the Board, the Board may implement the recommendation of the Medical Advisory Committee.
- i. Where the applicant or member requires a Hearing by the Board, the Board will appoint a time and place for the Hearing and the procedures set out below at Section 6 for "the Board Hearing" are to be followed.

4. NON-IMMEDIATE MID-TERM ACTION

The definition of a non-immediate mid-term action is outlined in Article 20.7 of these By-Laws. Procedure for a non-immediate mid-term action shall include:

- a. Information provided to the Chief Executive Officer or Chief of Staff by the Chief of Site that raises concerns about any of the matters in these By-Laws relating to non-immediate mid-term action, shall be in writing and will be directed to the Chief Executive Officer and/or Chief of Staff.
- b. Where either of the Chief Executive Officer, the Chief of Staff or Chief of Site receives information about the conduct, performance or competence of a member, that person will provide a copy of the documentation to the other two.
- c. Upon receipt of information above, an interview will be arranged by the Chief of Staff or Chief of Site with the member, at which time the member will be advised of the information about their conduct, performance or competence and will be given a reasonable opportunity to present relevant information on their behalf.
- d. A written record will be maintained reflecting the substance of the aforementioned interview and copies will be sent to the member, the Chief Executive Officer, the Chief of Staff and Chief of Site.
- e. Where the member fails or declines to participate in an interview as set out above, after being given a reasonable opportunity to so participate, appropriate action may be undertaken further to the procedure as outlined in this section.
- f. Following an interview as set out above, or where the member fails or declines to participate in an interview, the Chief of Staff, Chief of Site or Chief Executive Officer will determine whether further investigation of the matter is necessary.

- g. If further investigation is to be undertaken, the investigation may be assigned to an individual(s) within the Hospital, the Medical Advisory Committee, a body within the Hospital other than the Medical Advisory Committee or an external consultant.
- h. Upon the completion of the investigation contemplated by subsection 4(g) above, the individual or body who conducted the investigation will forward a written report to the Chief Executive Officer, Chief of Staff and Chief of Site. The member will be provided with a copy of the written report.
- i. The Chief of Staff, Chief of Site and Chief Executive Officer, upon further review of the matter and any report received, will determine whether further action may be required.
- j. Where it is determined that further action in respect of the matter may be required, the matter shall be referred to the Medical Advisory Committee along with a proposed recommendation with respect to mid-term action in writing and supported by references to specific activities or conduct along with any reports which constitute grounds for the proposed recommendation.
- k. The Medical Advisory Committee, in advance of considering the proposed recommendation, may initiate further investigation itself, in respect of such matters and in such a manner as it in its sole discretion deems appropriate.
- l. Upon completion of its own investigation or upon receipt of the proposed recommendation as set out above, the Medical Advisory Committee may determine that no further action need be taken in respect of the matter for lack of merit or determine to have a Special Meeting of the Medical Advisory Committee where the member is entitled to attend such Special Meeting.
- m. Where the Medical Advisory Committee considers the matter at a Special Meeting, then the procedures set out below at Section 5 for the Special Meeting of the Medical Advisory Committee are to be followed.
- n. The Medical Advisory Committee, following a Special Meeting of the Medical Advisory Committee, will provide the member with written notice of the Medical Advisory Committee's recommendation and the written reasons for the recommendation and the member's entitlement to a Hearing before the Hospital's Board where a written request is received by the Board and the Medical Advisory Committee from the member within seven days of the receipt by the member of the Medical Advisory Committee's recommendation and written reasons.
- o. Service of the notice of recommendation and written reasons to the member may be made personally or by Registered Mail addressed to the member at their last

known address and, where notice is served by Registered Mail, it will be deemed that the notice was served on the third day after the day of mailing unless the member to be served establishes that they did not, acting in good faith, through absence, accident, illness or other causes beyond their control, receive it until a later date.

- p. Where the applicant or member does not require a Hearing by the Board, the Board may implement the recommendation of the Medical Advisory Committee.
- q. Where the member requires a Hearing by the Board, the Board will appoint a time and place for the Hearing, such Board Hearing to be undertaken pursuant to the procedures set out below at Section 6 for “the Board Hearing”.

5. SPECIAL MEETINGS OF THE MEDICAL ADVISORY COMMITTEE

In the event that a Special Meeting of the Medical Advisory Committee is required further to this schedule, such Special Meeting of the Medical Advisory Committee will be conducted pursuant to procedures as follows:

- a. The Medical Advisory Committee will give the applicant or member written notice of the Special Meeting, such notice to include:
 - i. the time and place of the meeting;
 - ii. the purpose of the meeting;
 - iii. a statement that the applicant or member will be provided with a statement of the matter to be considered by the Medical Advisory Committee together with all relevant documentation;
 - iv. a statement that the applicant or member is entitled to attend the Medical Advisory Committee meeting and to participate fully in all matters under consideration by the Medical Advisory Committee;
 - v. a statement that the parties are entitled to bring legal counsel to the meeting and consult with legal counsel but that legal counsel shall not be entitled to participate in the meeting save and except in respect of making representation on behalf of the party;
 - vi. a statement that, in the absence of the applicant or member, the meeting may proceed.
- b. The Medical Advisory Committee will provide the applicant or member with a statement of the particulars of the matter to be considered by the Medical

Advisory Committee, including any proposed recommendation, together with all documentation and records collected by the Medical Advisory Committee or Credentials Committee pursuant to the performance of their duties.

- c. At the Special Meeting, a record of the proceedings will be kept in the Minutes of the Medical Advisory Committee.
- d. The applicant or member involved will be given a full opportunity to answer each issue as well as to present documents and witnesses if so desired.
- e. Before deliberating on the matter or the recommendation to be made to the Board, the Chief of Staff will require the member involved and any other members present who are not Medical Advisory Committee members to retire for the duration of the discussion. The Medical Advisory Committee will not consider any matter, fact or documentation to which it did not give the member an opportunity to respond.
- f. No member of the Medical Advisory Committee will participate in a decision of the Medical Advisory Committee at a Special Meeting of the Medical Advisory Committee unless such member was present throughout the Special Meeting, except with the consent of the parties and no decision of the Medical Advisory Committee will be given unless all members so present participate in the decision. Where the Medical Advisory Committee determines that the matter is without merit and as such no decision of the Medical Advisory Committee is necessary, such determination will be noted in the Minutes of the Special Medical Advisory Committee meeting.

6. BOARD HEARINGS

In the event that a Board Hearing is required pursuant to this schedule, such Board Hearing will be conducted further to the following procedures.

- a. The Board will name a place and time for the Hearing.
- b. The Board Hearing will be held within thirty days of the Board receiving the written recommendation and reasons for such recommendation from the Medical Advisory Committee unless such other time for the Hearing is agreed to as by the parties.
- c. The Board will give written notice of the Hearing to the applicant or member and to the Chief of Staff at least seven days before the Hearing date.
- d. The notice of the Board Hearing will include:

- i. the place and time of the Hearing;
 - ii. the purpose of the Hearing;
 - iii. a statement that the applicant or member and Medical Advisory Committee will be afforded an opportunity to examine prior to the Hearing all written or other documentary evidence to be ruled upon at the Hearing and all reports which have been collected as part of the Credentials Committee and Medical Advisory Committee processes;
 - iv. a statement that the applicant or member may be represented by counsel or agent, call witnesses, cross-examine witnesses and tender documents in evidence and present arguments and submissions in support of their case;
 - v. a statement that the time for the Hearing may be extended by the Board; and
 - vi. a statement that if the applicant or member does not attend the Hearing, the Board may proceed in the absence of the applicant or member and the applicant or member will not be entitled to any further notice in respect of the Hearing.
- e. The parties to the Board Hearing are the applicant or member, the Medical Advisory Committee and such other persons as the Board may specify.
- f. As soon as possible, and at least five business days prior to the Hearing, the parties will provide one another with copies of all written documentary material, along with the names, addresses and qualifications of all witnesses who will testify at the Hearing and a detailed summary of the evidence they will give, along with reports that have been collected by the Credentials Committee or Medical Advisory Committee as part of the investigation process whether or not these materials will be used in evidence. The intent is that there should be full disclosure as between the parties to the Board Hearing.
- g. The findings of fact of the Board pursuant to a Hearing will be based exclusively on evidence admissible or matters that may be noted under the Statutory Powers Procedure Act. A party at a Hearing may:
- i. be represented by counsel or agent;
 - ii. call and examine witnesses and present arguments and submissions; and
 - iii. conduct cross-examination of witnesses reasonably required for a full and fair disclosure of the facts in relation to which they have given evidence.

- h. The Board will consider the reasons for the Medical Advisory Committee that have been given to the applicant or member in support of its recommendations. Where through error or inadvertence, certain reasons have been omitted in the statement delivered to the applicant or member, the Board may consider those reasons only if those reasons are given by the Medical Advisory Committee in writing to both the applicant or member and the Board, and the applicant or member is given a reasonable time to review the reasons and to prepare a case to meet those additional reasons.
- i. No member of the Board will participate in a decision of the Board pursuant to a Hearing unless they are present throughout the Hearing and heard the evidence and argument of the parties and, except with the consent of the parties, no decision of the Board will be given unless all members so present participate in the decision.
- j. The Board will make a decision to either follow or not follow the recommendation of the Medical Advisory Committee.
- k. A written copy of the decision of the Board and the written reasons for the decision will be provided to the applicant or member and to the Medical Advisory Committee within fifteen days of the conclusion of the Hearing.
- l. Notice to an applicant or member as provided for in this Schedule shall be made personally or by courier.

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