



HOSPITAL BY-LAWS

Administrative By-laws approved on June 22, 2005 at the Annual General Meeting of the Corporation

- Amendments to the Administrative By-laws approved on June 28, 2006 at the Annual General Meeting of the Corporation.
- Amendments to the Administrative By-laws approved on June 27, 2007 at the Annual General Meeting of the Corporation.
- Amendments to the Administrative By-laws approved on June 25, 2008 at the Annual General Meeting of the Corporation.
- Amendments to the Administrative By-laws approved on June 24, 2009 at the Annual General Meeting of the Corporation.
- Amendments to the Administrative By-laws approved on June 23, 2010 at the Annual General Meeting of the Corporation.
- Amendments to the Administrative By-laws approved on June 15, 2011 at the Annual General Meeting of the Corporation.
- Amendments to the Administrative By-laws approved on June 27, 2012 at the Annual General Meeting of the Corporation.
- Amendments to the Administrative By-laws approved on June 26, 2013 at the Annual General Meeting of the Corporation.
- Amendments to the Administrative By-laws approved on June 25, 2014 at the Annual General Meeting of the Corporation.
- Amendments to the Administrative By-laws approved on June 24, 2015 at the Annual General Meeting of the Corporation.
- Amendments to the Administrative By-laws approved on June 22, 2016 at the Annual General Meeting of the Corporation.
- Amendments to the Administrative By-laws approved on June 28, 2017 at the Annual General Meeting of the Corporation.
- Amendments to the Administrative By-laws approved on June 26, 2019 at the Annual General Meeting of the Corporation.
- Amendments to the Administrative By-laws approved on June 24, 2020 at the Annual General Meeting of the Corporation.

TABLE OF CONTENTS

PREAMBLE.....1

1. DEFINITIONS.....1

PART I – ADMINISTRATIVE BY-LAWS

2. MEMBERSHIP IN THE CORPORATION3

 2.1 Members.....3

 2.2 Fees.....3

 2.3 Voting.....3

3. BOARD OF DIRECTORS4

 3.1 Nominations to Board.....4

 3.2 Board Composition4

 3.3 Term of Office Restrictions5

 3.4 Vacancy and Termination of Office.....5

 3.5 Conflict of Interest6

 3.6 Responsibilities of the Board8

 3.7 Fiduciary Duties9

 3.8 Indemnification and Protection of Directors and Officers.....9

4. ANNUAL AND SPECIAL MEETINGS OF THE MEMBERS OF THE CORPORATION10

 4.1 Annual Meetings of the Members of the Corporation10

 4.2 Special Meetings of the Members of the Corporation10

 4.3 Voting.....11

 4.4 Adjourned Meeting.....11

 4.5 Chair.....11

 4.6 Business at Annual Meetings12

 4.7 Fiscal Year End12

 4.8 Quorum for Meetings of the Members of the Corporation.....12

5. REGULAR AND SPECIAL MEETINGS OF THE BOARD12

 5.1 Regular Meetings of the Board12

 5.2 Special Meetings of the Board13

 5.3 Procedures for Board Meetings.....13

 5.4 Chair.....14

 5.5 Quorum for Meetings of the Board14

 5.6 Electronic Facilities14

6. OFFICERS OF THE BOARD AND OF THE CORPORATION15

 6.1 Officers.....15

 6.2 Duties of Chair16

 6.3 Duties of Vice-Chair16

 6.4 Duties of Treasurer16

 6.5 Duties of Secretary.....16

 6.6 Duties of the Chief Executive Officer17

7. COMMITTEES OF THE BOARD17

 7.1 Nominating and Education Committee18

 7.2 Community and Partner Liaison Committee.....19

 7.3 Policy and Planning Committee20

7.4	Quality Committee.....	21
8.	FINANCIAL	22
8.1	Bonding – Fidelity Insurance.....	22
8.2	Banking and Borrowing.....	22
8.3	Signing Officers	23
8.4	Investments	23
8.5	Auditor	23
9.	VOLUNTARY ASSOCIATIONS	24
9.1	Authorization	24
9.2	Purpose	24
9.3	Control	24
9.4	Auditor	24
PART II		
10.	AMENDMENTS TO BY-LAWS	24
10.1	Amendments to By-Laws	24



HÔPITAL GÉNÉRAL DE HAWKESBURY AND DISTRICT GENERAL HOSPITAL

PREAMBLE

WHEREAS it is the purpose of the Hôpital Général de Hawkesbury and District General Hospital Inc. to serve the community.

AND WHEREAS the objects of the Hôpital Général de Hawkesbury and District General Hospital Inc. are:

- (a) To provide care and treatment to the sick in both official languages of Canada;
- (b) To participate in education programs related to the hospital disciplines;
- (c) To participate in medical research programs;
- (d) To maintain and improve community health; and
- (e) To initiate and promote programs for the prevention of illness.

AND WHEREAS the Board of Directors of the Hôpital Général de Hawkesbury and District General Hospital Inc. has adopted the Policy Governance model, which policies shall be amended from time to time by the Board;

AND WHEREAS it is the intention of this Board of Directors not to duplicate articles concerning their governance and as such, whenever possible, the Board of Directors agrees to include their governance process as part of the Policy Governance manual rather than in these by-laws;

NOW THEREFORE be it enacted and it is hereby enacted that all by-laws of the Hospital heretofore enacted be cancelled and revoked and that the following by-laws be substituted in lieu thereof.

1. DEFINITIONS

(1) In this by-law, the following words shall have the following meanings, respectively:

- (a) "Act" means the *Corporations Act*, R.S.O. 1990, C.c. 38, and where the context requires, includes the regulations made under it, all as amended from time to time;
- (b) "Application" means the application for membership prescribed by the Board;
- (c) "Board" means the Board of Directors of the Hôpital Général de Hawkesbury and District General Hospital Inc.;

- (d) “Chair” means the Chief Governance Officer as defined in the Policy Governance Model.
- (e) “Chief Executive Officer” means, in addition to “administrator” as defined in section 1 of the *Public Hospitals Act*, the Chief Executive Officer of the Hawkesbury General Hospital;
- (f) “Chief Nursing Executive” means the senior nurse employed by the hospital who reports directly to the Chief Executive Officer and who is responsible for nursing services provided in the hospital.
- (g) “Chief of Staff” means the chief of the Professional Staff;
- (h) “College” means, as the case may be, the College of Physicians and Surgeons of Ontario, the Royal College of Dental Surgeons of Ontario, the College of Midwives of Ontario and/or the College of Nurses of Ontario;
- (i) “Collegial” means to work amicably with colleagues and staff in the Hospital, ensuring patient care is not comprised by refraining from conducting oneself in an arrogant, abrasive, aggressive and/or otherwise inappropriate manner;
- (j) “Corporation” means the Hôpital Général de Hawkesbury & District General Hospital Inc. with Head Office at 1111 Ghislain St., Hawkesbury, Ontario, K6A 3G5;
- (k) “Dentist” means a dentist in good standing with the Royal College of Dental Surgeons of Ontario;
- (l) “Director” means a member of the Board of Directors;
- (m) “Ex officio” means membership with the Board of Directors “by virtue of the office” and includes all rights, responsibilities, and power to vote unless otherwise specified;
- (n) “Extended Class Nurse” means a registered nurse in the extended class to whom the Board has granted privileges with respect to the ordering of diagnostic procedures for out-patients in the Hospital;
- (o) “Hospital” means the Hôpital Général de Hawkesbury & District General Hospital Inc.;
- (p) “Medical Staff” means the Physicians who have been appointed to the Medical Staff by the Board;
- (q) “Member” means member of the Corporation of the Hôpital Général de Hawkesbury & District General Hospital Inc.;
- (r) “Midwife” means a midwife in good standing with the College of Midwives of Ontario;
- (s) “Nurse” means a person holding a current certificate of competence issued in Ontario as a registered nurse, and who is a full-time or part-time employee of the hospital.

- (t) "Patient" means, unless otherwise specified, any in-patient, out-patient or other patient of the Hospital;
- (u) "Physician" means a medical practitioner in good standing with the College of Physicians & Surgeons of Ontario;
- (v) "Privileges" mean those rights or entitlements conferred upon a physician, dentist, midwife, or registered nurse in the extended class at the time of appointment or re-appointment;
- (w) "Professional Staff" means those physicians, dentists midwives and registered nurses in the extended class who are appointed by the Board and who are granted specific privileges to practice medicine, dentistry, midwifery or nursing respectively at the Hospital;
- (x) "Professional Staff Officers" means the Chief of Staff or Chief of Departments;
- (y) "Professional Staff Rules" means provisions approved by the Board concerning the practice and professional conduct of the members of the Professional Staff;
- (z) "Public Hospitals Act" means the *Public Hospitals Act* (Ontario), and, where the context requires, includes the Regulations made under it; and
- (aa) "Supervisor" means a physician who is assigned the responsibility to oversee the work of another person.

PART I – ADMINISTRATIVE BY-LAW

2. MEMBERSHIP IN THE CORPORATION

2.1 Members

- (1) The Members of the Corporation shall consist of the Directors from time to time of the Corporation who shall be ex-officio Members for so long as they serve as Directors.

2.2 Fees

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

2.3 Voting

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

3. BOARD OF DIRECTORS

3.1 Nominations to Board

- (1) Subject to this section and all other provisions of this By-law, nominations for elections as Director at the annual meeting of the Corporation may be made only by the Nominating Committee of the Board. For greater certainty, no nominations shall be accepted by the Members which are not submitted and recommended by the Nominating Committee.

3.2 Board Composition

- (1) The Corporation shall be governed by a Board of Directors consisting of seventeen (17) Directors, of whom twelve (12) shall be elected Directors, and five (5) shall be ex-officio Directors. Pursuant to the *French Language Services Act*, the number of Francophone directors shall be at least proportionate to the Francophone community.

(2) Elected Directors

- (a) Twelve (12) elected directors, elected by the members are as hereinafter set forth:
 - i) at the first election following the approval of these by-laws or predecessor by-laws, the four (4) members receiving the greatest number of votes will be elected for three (3) years, and
 - ii) the four (4) members receiving the next greatest number of votes will be elected for two (2) years, and
 - iii) the four (4) members receiving the next greatest number of votes will be elected for one (1) year.

Thereafter, the expired terms will be filled annually by elections for three-year terms.

(3) Ex-Officio Directors

- (a) The Chief Executive Officer;
- (b) The President of the Medical Staff;
- (c) The Chief of Staff;
- (d) The Chief Nursing Executive; and
- (e) One member of the Board of the Hawkesbury & District General Hospital Foundation for a one-year term.

The Ex Officio Directors shall hold office until their successors are appointed in accordance with the By-laws of the Corporation.

The Ex Officio Directors shall not be entitled to vote.

- (4) In the event that the past Chair is no longer a Director, the past Chair shall occupy an honorary position on the Board for a period of one (1) year following the expiry or termination of his/her chairmanship. The past chair shall not have the right to vote.

3.3 Term of Office Restrictions

- (1) No member of the medical staff of the hospital shall be eligible for election or appointment to the Board of Directors except as provided in sections 3.2(3)(b) and 3.2(3)(c).
- (2) No employee of the Hospital shall be eligible for election or appointment to the Board of Directors except as provided in sections 3.2(3)(a) and 3.2(3)(d).
- (3) No person may be elected or appointed a Director for more terms than will constitute nine (9) consecutive years of service, provided however that following a break in the continuous service of at least one year the same person may be re-elected or reappointed a Director.
- (4) No person may be elected or appointed a Director of the Board of Directors of the Hospital Corporation unless that person is eighteen (18) or more years of age and also holds and continues to hold during the totality of his/her term membership in the Corporation.
- (5) No person may be elected a Director of the Board of Directors of the Hospital unless that person lives in the regional catchment area defined as the United Counties of Prescott & Russell, the Township of North Glengarry or resides in the broader Champlain region as defined by the Local Health System Integration Act, 2006.
- (6) No person may be elected or appointed a Director of the Board of Directors of the Hospital unless that person presents a clear criminal reference check prior to election or appointment to the Board.

3.4 Vacancy and Termination of Office

- (1) The office of a Director shall automatically be vacated:
 - (a) if the Director does not, within ten (10) days after election or appointment as a Director, become a Member, or ceases to be a Member of the Corporation;
 - (b) if the Director becomes bankrupt or suspends payment of debts generally or compounds with creditors or makes an assignment in bankruptcy or is declared insolvent;

- (c) if the Director is found to be mentally incompetent person or becomes of unsound mind;
 - (d) if the Director, by notice in writing to the Corporation, resigns office, which resignation shall be effective at the time it is received by the Secretary of the Corporation or at the time specified in the notice, whichever is later;
- (2) The office of a Director may be vacated by a simple majority resolution of the Board:
- (a) if a Director is absent for three (3) meetings of the Board, or if a Director is absent for one-third (1/3) or more of the meetings of the Board in any twelve (12) month period; or
 - (b) if a Director fails to comply with the *Public Hospitals Act*, the Act, the Corporation's Letters Patent, By-laws, Rules, Regulations, policies and procedures, including without limitation, the confidentiality and conflict of interest requirements.
- (3) If a vacancy occurs at any time among the Directors either by a resignation, by death or by any other cause, such vacancy may be filled by a qualified person elected by the Board to complete the unexpired term created by any vacancy referred to in paragraph 3.4(1) above.

3.5 Conflict of Interest

- (1) "Conflict of Interest" includes, without limitation, the following three areas that may give rise to a conflict of interest for the Directors, namely:
- (a) Pecuniary or financial interest – a Director is said to have a pecuniary or financial interest in a decision when the Director (or his Associates) stands to gain by that decision, either in the form of money, gifts, favours, gratuities, or other special considerations;
 - (b) Undue Influence - a Director is said to have engaged in undue influence and to have violated his entrusted responsibility to the community at large when he participates or influences 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; and
 - (c) Adverse Interest – a Director is said to have an adverse interest to the Corporation when he is a party to a claim, application or proceeding against the Corporation.
- (2) Every Director who, either directly or through one of his Associates, has or thinks he 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 the meeting of the Board at which the contract, transaction, matter or decision is first raised.

- (3) If the Director (or his 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 decisions 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 the discussions, or otherwise attempt to influence the voting on a contract, transaction, matter or decision, nor shall the Director be counted in any required quorum with respect to the vote.
- (6) If a Director has made a declaration of a Conflict of Interest in compliance with this By-law the Director is not accountable to the Corporation for any profit he may realize from the contract, transaction, matter or decision.
- (7) If the Director fails to make a declaration of his interest in a contract, transaction, matter or decision as required by this By-law, this shall be considered grounds for termination of his position as a Director of the Corporation.
- (8) The failure of any member to comply with the Conflict of Interest By-law does not, in or of itself, invalidate any contract, transaction, matter or decision undertaken by the Board.
- (9) If a Director believes that any other Director is in a Conflict of Interest position with respect to any contract, transaction, matter or decision, the Director shall have the concern recorded in the minutes. Thereafter, at the request of the Director who recorded the initial concern, the Board shall, after the Director alleged to have a conflict has absented himself from the room, vote on whether the Director alleged to have a Conflict of Interest is, in the opinion of the Board, in a Conflict of Interest. If the Board so finds the Director in a Conflict of Interest, the Director shall absent himself during any subsequent discussion or voting process relating to or pertaining to the conflict. The question of whether or not a Director has a Conflict of Interest shall be determined by a simple majority of the Board and shall be final.
- (10) If the Board finds that the Director is not in a Conflict of Interest position, the Board will then vote on the contract, transaction, matter or decision and the votes of each Director shall be recorded.
- (11) Every declaration of a Conflict of Interest and the general nature thereof shall be recorded in the minutes by the Board.

- (12) Where the number of Directors who, by reason of the provisions of this section 3.5, are prohibited from participating in a meeting is such that at that meeting, the remaining Directors are not of sufficient number to constitute a quorum, then, notwithstanding any other provision in this By-law, the remaining number of Directors shall be deemed to constitute a quorum, provided such number is not less than three (3).
- (13) Where in the circumstances mentioned in paragraph 3.5 (11) above, the remaining number of Directors who are not prohibited from participating in the meeting is less than three (3), the Chief Executive Officer may apply to a judge on a ex parte basis for an order authorizing the Board to give consideration to, discuss and vote on the matter out of which the interest arises.
- (14) The judge may, on an application brought under paragraph 3.5(12) above, by order, declare that section 3.5 does not apply to the Board, as the case may be, in respect of the matter in relation to which the application is brought, and the Board thereupon may give consideration to, discuss and vote on the matter in the same manner as though none of the members had any interest therein, subject only to such conditions and directions as the judge may consider appropriate and so order.

3.6 Responsibilities of the Board

- (1) In accordance with its policy governance model, the Board of Directors is responsible for:
 - (a) providing the link between the Hawkesbury & District General Hospital and the ownership;
 - (b) producing written governing policies that realistically address the broadest levels of all organizational decisions and situations;
 - (c) assuring successful organizational performance on Ends and Executive Limitations.
- (2) The Board shall also be responsible for establishing procedures for monitoring compliance with the requirements of The *Public Hospitals Act*, the *Hospital Management Regulations*, the *French Language Services Act*, the By-laws of the Hospital and other applicable legislation;
- (3) The Board shall also be responsible for establishing the selection process for the appointment of the Chief Executive Officer and appoint the Chief Executive Officer in accordance with the selection process. The Chief Executive Officer's position must be staffed by a bilingual person in view of the responsibilities related to the designation of the hospital as a bilingual institution pursuant to the *French Language Services Act (1986)*.
- (4) Establish a Fiscal Advisory Committee to make recommendations to the Board, through the Chief Executive Officer, on the operation, use and staffing of the Hospital, comprised of:

- (a) Chief Executive Officer;
- (b) one person representing the professional staff;
- (c) the Chief Nursing Executive or another person representing nurses who are managers;
- (d) one person representing employees; and
- (e) such other persons as are appointed by the Chief Executive Officer.

3.7 Fiduciary Duties

- (1) Every Director and Officer of the Corporation in exercising his powers and discharging his duties shall:
 - (a) Act honestly and in good faith with a view to the best interests of the Corporation; and
 - (b) Exercise the care, diligence and skill that a reasonable prudent person would exercise in comparable circumstances.

3.8 Indemnification and Protection of Directors and Officers

- (1) Every Director or officer of the Hospital and every member of a committee, and his or her heirs, executors and administrators, and estate and effects, respectively, shall from time to time and at all times, be indemnified and saved harmless out of the funds of the Hospital, from and against;
 - (a) all costs, charges and expenses whatsoever which such director, officer or committee member sustains or incurs in or about any action, suit or proceeding 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 that he or she sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by his or her own willful neglect or default.
- (2) Except as otherwise provided in the Act, no Director or Officer of the Corporation shall be liable for the acts, receipts, neglects or defaults of any other Director or Officer or employee or for any loss, damage or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired by the Corporation or for or on behalf of the Corporation or for the insufficiency or deficiency of any security in or upon which any of the monies of or belonging to the Corporation shall be placed out or invested or for any loss or damage arising from the bankruptcy, insolvency or fortuitous act of any person including any person with whom or which any monies, securities or

effects shall be lodged or deposited or for any loss, conversion, misapplication 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 whatever which may happen in the execution of the duties of the Director's or Officer's respective office or trust or in relation thereto unless the same shall happen by or through the Director's or Officer's own willful neglect or default.

- (3) The Corporation shall purchase and maintain insurance for the benefit of any Director, Officer or other person acting in his capacity and on behalf of the Corporation against any liability incurred while so acting, except where the liability relates to that person's failure to act honestly and in good faith with a view to the best interests of the Corporation.

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

4.1 Annual Meetings of the Members of the Corporation

- (1) The annual meeting of Members shall be held at the head Office of the Corporation or at any place in Ontario as the Board determines between April 1st and July 31st in each year on a date fixed by the Board.
- (2) Notice of the annual meeting of the Corporation shall be given by publication once a week for two consecutive weeks in a newspaper circulated in the municipalities in which the majority of Members of the Corporation reside as shown by their addresses on the records on the Corporation and the first publication shall be made at least fourteen (14) days preceding the date of the annual meeting.
- (3) No unintentional or technical error or omission in giving notice of a meeting of Members may invalidate resolutions passed or proceedings taken at the meeting. Any Member may at any time waive notice of any such meeting and may ratify, approve and confirm any or all resolutions passed or proceedings taken at the meeting.

4.2 Special Meetings of the Members of the Corporation

- (1) The Chair may call a special meeting of the Corporation.
- (2) Not less than one-tenth (1/10) of the Members entitled to vote at a meeting proposed to be held may, in writing, requisition the Directors to call a special meeting of the Members for any purpose connected with the affairs of the Corporation which are properly within the purview of the Members' role in the Corporation and which are not inconsistent with the Act.
- (3) The requisition shall be deposited at the Head Office of the Corporation and may consist of several documents in like forms signed by one or more requisitioners.
- (4) The notice of a special meeting shall specify the purpose or purposes for which it has been called.

4.3 Voting

- (1) (a) At all annual or special meetings, resolutions shall be determined by a majority of affirmative votes cast by Members present at the meeting, unless otherwise required by statute or the By-laws. If there is an equality of votes, the Chair shall declare the motion defeated.
- (b) A resolution in writing, signed by all the Members entitled to vote on that resolution at a meeting of Members, is as valid as if it had been passed at a meeting of the Members. A copy of every such resolution shall be kept with the minutes of the proceedings of the Members.
- (2) Pursuant to the *Public Hospitals Act*, no Member may vote by proxy.
- (3) No Member shall be entitled to vote at meetings of Members unless the Member has paid all dues or fees, if any, then payable by the Member.
- (4) At any meeting, unless a poll is demanded, a declaration by the Chair of the meeting that a resolution has been carried unanimously or by a particular majority, or lost or not carried by a particular majority, shall be conclusive of the fact.
- (5) A poll may be demanded either before or after any vote by a show of hands by any person entitled to vote at the meeting. If at any meeting a poll is demanded on the election of the chair or on the question of adjournment, it shall be taken forthwith without adjournment. If at any meeting a poll is demanded on any other question or as to the election of Directors, the vote shall be taken by ballot in such manner as the chair of the meeting directs. The result of a poll shall be deemed to be the resolution of the meeting at which the poll was demanded. A demand for a poll may be withdrawn.

4.4 Adjourned Meeting

- (1) The meeting shall stand adjourned until a day within two weeks to be determined by the Board if a quorum is not present within one-half hour after the time appointed for a meeting of the Corporation.
- (2) At least 3 days notice of the adjourned meeting shall be given by publication in a newspaper circulated in the municipality.

4.5 Chair

- (1) The Chair of a meeting of the Corporation shall be:
 - (a) the President of the Board;

- (b) the Vice-president of the Board if the President of the Board is absent; or
- (c) a Chairman elected by the Members present if the President of the Board and Vice-President of the Board are absent.

4.6 Business at Annual Meetings

- (1) The business transacted at the annual meeting of the Corporation shall include:
Reading the:
 - (a) minutes of the previous meeting;
 - (b) report of the Board including the financial statement;
 - (c) report of the unfinished business from any previous meeting of the Corporation;
 - (d) report of the Chief Executive Officer;
 - (e) report of the Auditor;
 - (f) report of the Chief of Staff.
- (2) Election of Directors.
- (3) The appointment of auditors to hold office until the next annual meeting.
- (4) No item of other business shall be considered at the annual meeting unless notice in writing of such item of other business has been given to the Secretary prior to the giving of notice of the annual meeting so that such item of new business can be included in the notice of annual meeting.

4.7 Fiscal Year End

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

4.8 Quorum for Meetings of the Members of the Corporation

- (1) A quorum for any meeting of the Members of the Corporation shall be twelve (12) of its Annual Members.

5. REGULAR AND SPECIAL MEETINGS OF THE BOARD

5.1 Regular Meetings of the Board

- (1) The Board shall meet at the Head Office of the Corporation. The Secretary of the Board shall give notice of the meeting to the Directors if the meeting is to be held at a place other than the Head Office.
- (2) There shall be at least nine (9) regular meetings per annum. Notice of the meeting shall be delivered, faxed, e-mailed or telephoned to each Director at least five (5) days in advance of the meeting.

5.2 Special Meetings of the Board

- (1) The Chair of the Board may call special meetings of the Board.
- (2) The Secretary of the Board shall call a meeting of the Board if three (3) Directors so request in writing.
- (3) Notice of a special meeting of the Board shall specify the purpose of the meeting, shall be hand delivered, faxed, e-mailed 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.

5.3 Procedures for Board Meetings

- (1) The declaration of the Secretary or Chair that notice has been given pursuant to the By-laws, shall be sufficient and conclusive evidence of the giving of such notice.
- (3) No error or omission in giving notice for a meeting of Directors shall invalidate such meeting or invalidate any proceedings 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.
- (4) Guests may attend meetings of the Board only upon:
 - (a) invitation by the Chair through the Chief Executive Officer;
 - (b) invitation by the Chief Executive Officer with the approval of the Chair; or
 - (c) resolution of the Board.
- (5) Minutes of the motions shall be kept for all meetings of the Board.
- (6) Business arising at any meeting of the Board shall be decided by a majority of votes, provided that:

- (a) except as provided by clause 5.3 (5) (b) below, votes shall be taken in the usual way by a show of hands, in which case,
 - i) the chair of the meeting shall not have a vote.
 - ii) if there is an equality of votes, the chair shall rule that the motion has been defeated.
- (b) votes shall be taken by written ballot if so demanded by any voting member present, in which case,
 - i) the chair shall have a vote.
 - ii) if there is an equality of votes, the motion is lost.
- (c) a declaration by the chair that a resolution, vote or motion has been carried or defeated 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.

5.4 Chair

- (1) The Chair of a meeting of the Board shall be:
 - (a) the President of the Board,
 - (b) the Vice-President of the Board if the President of the Board is absent, or
 - (c) a Chairman elected by the Directors present if the President of the Board and Vice-President of the Board are absent.

5.5 Quorum for Meetings of the Board

- (1) A quorum for any meeting of the Board shall be a majority of the Directors, provided that a majority of the Directors present are elected directors. The Chair shall be included in the determination of a quorum.

5.6 Electronic Facilities

If all the members of the Board of Directors or any committee consent, a meeting of the Board of Directors or committee of the Board may be held by means of such telephone, electronic or other communication facilities as permit all persons participating in the meeting to hear and/or interact with each other simultaneously and instantaneously, and a Director participating in such meeting by such means is deemed to be present at that meeting.

Provided that at the outset of each such meeting, and whenever votes are required, the Chair of the meeting shall call roll to establish quorum, and shall, whenever not satisfied that the proceedings of the meeting may proceed with adequate security and confidentiality, unless a majority of the persons present at such meeting otherwise require, adjourn the meeting to a predetermined date, time and place.

Minutes for electronic meetings (telephone, teleconference or e-mail) shall be prepared in the same format as for face-to-face meetings.

As indicated in the first paragraph of this article, *“to hear and/or interact with each other simultaneously and instantaneously”* is applicable only to electronic meetings via telephone or teleconference.

A procedure for electronic meetings via e-mail is established as follows:

Procedure for Electronic Meetings (via e-mail)

- (1) This procedure is applicable for a regular or special meeting of the Board or of a committee of the Board.
- (2) All members shall be informed via e-mail of the request to hold an electronic meeting and of its agenda and have a 24-hour period to accept or refuse to hold an electronic meeting. If one member refuses the holding of an electronic meeting, such meeting cannot take place electronically. If a member does not answer within the 24-hour period, this cannot be interpreted as a refusal and the meeting can take place.
- (3) Once the 24-hour approval/refusal period over, the members shall be provided via e-mail with all the necessary documents to ensure they can make an informed decision. At this point, they will be provided with a 24-hour question period. The members must ensure that all the questions and answers are being processed using the “Reply to All” option on the e-mail.
- (4) Once the second 24-hour period over, the Chair of the meeting shall request a vote on the subject being discussed. There will also be a 24-hour period allowed to vote. The members must vote using the “Reply to All” option on the e-mail. Once this period over, the Chair of the meeting shall announce the result of the vote and ask for adjournment.

6. OFFICERS OF THE BOARD AND OF THE CORPORATION

6.1 Officers

- (1) The Board shall elect the following officers at a meeting immediately following the annual meeting:

- (a) the Chair;
 - (b) the Vice-Chair; and
 - (c) the Treasurer.
- (2) The mandate of the Chair, the Vice-Chair and the Treasurer of the Board shall be for a two-year period and shall be renewable for a second and third consecutive mandate.
 - (3) The Chief Executive Officer shall be Secretary of the Board.
 - (4) The Secretary and the Treasurer 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.
 - (5) Ex-Officio Directors are ineligible for election as Chair or Vice-Chair.
 - (6) Any officer of the Corporation shall cease to hold office upon resolution of the Board.

6.2 Duties of Chair

- (1) The Chair's duties are described under policy 1.4 "Chairperson's Role" of the Policy Governance model.
- (2) The Chair shall be an ex officio member of all committees of the Board.
- (3) The Chair, or his/her delegate, shall be an ex officio member of the Foundation Board of Directors.
- (4) The Chair may delegate certain matters to any member of the Board, provided that such delegation is in writing and that the Chair remains accountable.
- (5) In exceptional circumstances, the Chair may delegate certain matters to an individual who is not a member of the Board, provided that the Chair receives the approval of the Board, such delegation is done in writing and the Chair remains accountable.

6.3 Duties of Vice-Chair

- (1) The Vice-Chair of the Board shall have all of the powers and perform all of the duties of the Chair except for any matter specifically delegated by the Chair under policy 1.4 "Chairperson's Role", article 1.4.2.D of the policy governance model and articles 6.2 (4) and 6.2 (5) of these by-laws, and any other duties assigned by the Board. However, the Chair remains accountable unless incapacitated.

6.4 Duties of Treasurer

- (1) The Treasurer of the Corporation shall:

- (a) be the custodian of the books of account and accounting records of the Corporation required to be kept by the provisions of The Corporations Act;
- (b) have all the accounts audited on an annual basis; and
- (c) perform such other duties as may be established by resolution of the Board.

6.5 Duties of Secretary

- (1) The Secretary shall:
 - (a) attend all meetings of the Board;
 - (b) attend committees of the Board, at the request of the Committee Chair;
 - (c) keep a record of the minutes of all meetings;
 - (d) attend to correspondence;
 - (e) prepare all reports required under any 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*;
 - (g) be the custodian of the seal of the Corporation; and
 - (h) perform such other duties as the Board may direct but shall not have the right to vote.

6.6 Duties of the Chief Executive Officer

- (1) The duties of the Chief Executive Officer shall be those delegated to him pursuant to policy 2.1 "Delegation to the CEO" of the Policy Governance model.

7. COMMITTEES OF THE BOARD

- (1) A committee of the Board shall exist only to assist the Board of Directors in its process.
- (2) At the first meeting of the Board following the annual meeting of the Corporation, the Board shall establish the following standing committees:
 - (a) Nominating and Education Committee;
 - (b) Community and Partner Liaison Committee;

- (c) Policy and Planning Committee;
 - (d) Quality Committee.
- (3) Subject to the provisions of the By-laws, the Board shall appoint the chairs of the Nominating and Education Committee, the Community and Partner Liaison Committee, the Policy and Planning Committee and the Quality Committee and shall appoint the members to those committees.
 - (4) The Board may appoint additional members who are not Directors to any committee of the Board and those persons shall be entitled to vote, but the number of non-Directors on that Committee shall not exceed the number of Directors.
 - (5) The Board may at any meeting appoint any special committee as it determines are necessary for the execution of the Board’s responsibilities and name the Chair.
 - (6) The Board may, by resolution, dissolve any special committee at any time.
 - (7) The Chief Executive Officer shall be ex-officio member of all committees.
 - (8) Ex-officio members of the Board shall have voting rights on the committees to which they are appointed.
 - (9) Members of the Board shall chair all standing committees.
 - (10) The Board shall prescribe terms of reference for any special committee appointed under subsection 5, which terms of reference will be included in policy 1.5 Board Committee Principles and Structure of the Policy Governance Model.

7.1 Nominating and Education Committee

- (1) The Nominating and Education Committee shall consist of at least 3 and no more than 5 members of the Board. In addition, the Chair of the Board and the Chief Executive Officer or his/her delegate shall be ex-officio members of the Committee.
- (2) Quorum shall be a majority of the members of the Committee. Ex-officio members shall be included in the determination of the quorum.
- (3) The Nominating and Education Committee shall recommend a slate of candidates for election to the Board, the names of those persons that it feels appropriate to nominate for election to the Board or to fill any vacancies on the Board.
- (4) In selecting persons as nominees for election to the Board, the Committee shall:
 - (a) endeavour to provide for broad community representation after considering the list of appointed and ex-officio Directors;
 - (b) consider the names of all persons submitted in accordance with these by-laws;

- (c) consider the potential contribution of any person nominated in relation to the function of hospitals generally in Ontario and the Corporation in particular in providing services to the community in accordance with the goals and objectives of the Hospital;
- (d) consider the person's
 - i) standing and reputation in the community, and
 - ii) record of public service;
- (e) look for Directors to ensure that the Board will govern with an emphasis on:
 - i) outward vision rather than an internal preoccupation,
 - ii) encouragement of diversity in viewpoints,
 - iii) strategic leadership rather than administrative detail;
 - iv) clear distinction of Board, CEO and Chief of Staff roles,
 - v) collective rather than individual decisions,
 - vi) future rather than past or present, and
 - vii) proactivity rather than reactivity.
- (5) The Nominating and Education Committee will be responsible for the orientation of new Board members and the ongoing training of the Board members in various health related areas.
- (6) The Nominating and Education Committee will be responsible to ensure the continuing education of the Board members.
- (7) The Nominating and Education Committee will be responsible to ensure the integrity of the Policy Governance model through its recruitment process, orientation of new Board members and continuing education of its Board members.

7.2 Community and Partner Liaison Committee

- (1) The Community and Partner Liaison Committee shall consist of at least three (3) and no more than five (5) members of the Board. The Director, Community Relations and Corporate Projects, shall be a member of the Committee. In addition, the Chair of the Board and the Chief Executive Officer or his/her delegate shall be ex-officio members of the Committee.

- (2) Quorum shall be a majority of the members of the Committee. Ex-officio members shall be included in the determination of the quorum.
- (3) The Community and Partner Liaison Committee shall:
 - (a) Establish a work plan that allows the Board of Directors to ensure linkage with the communities served by the HGH and with its partners. The activities to be developed within the work plan will allow the Board of Directors to:
 - Keep its communities and partners informed on the Board and organization objectives, and/or
 - Obtain information on the needs of our communities, and/or
 - Ensure the organization development through partnerships; and/or
 - Ensure community engagement will contribute to the Board's Ends related decisions.
 - (b) Ensure the implementation of linkage activities as per the work plan described in section (a) above, and
Ensure the monitoring of the external communication plan developed by the hospital administration.
 - (c) Evaluate the results of the community and partner linkage initiatives that have been developed and implemented following the development of the work plan described in section (a) above.
 - (d) Develop annual objectives in line with the above-mentioned statements.

7.3 Policy and Planning Committee

- (1) The Policy and Planning Committee shall consist of at least three (3) and no more than five (5) members of the Board. In addition, the Chair of the Board and the Chief Executive Officer or his/her delegate shall be ex-officio members of the Committee.
- (2) Quorum shall be a majority of the members of the Committee. Ex-officio members shall be included in the determination of the quorum.
- (3) In order to maintain the proper functioning of the policy governance model, the Policy and Planning Committee shall:
 - (a) Prepare drafts of new policies;
 - (b) Revise the existing policies; and
 - (c) Ensure revision of hospital by-laws.

- (4) In order to meet the strategic needs of the organization, the Policy and Planning Committee shall:
 - (a) Ensure the development and the implementation of a strategic plan;
 - (b) Recommend infrastructure projects to the Board and monitor its implementation;
 - (c) Monitor the organization's human, financial and technical resource plans to meet the needs of the community and be in compliance with the operational performance goals.
- (5) In order to ensure effective mechanisms for the monitoring of risk management at the corporate level,
 - (a) Recommend the adoption of specific strategies related to major risks facing the organization, major risks being defined as having significant negative impacts of a financial, legal or reputational nature;
 - (b) Receive periodic monitoring reports on identified risks.

7.4 Quality Committee

- (1) The Quality Committee shall be composed of the following:
 - Five (5) members of the Board;
 - Four (4) members representing HGH management, namely:
 - The Chief Executive Officer;
 - One member of the Medical Advisory Committee;
 - The Vice-President, Patient Care and Chief Nursing Executive; and
 - The Vice-President, Ambulatory Care, Quality and Performance.
 - One member of the HGH Patient and Family Advisory Council;
 - The Chair of the Board shall be an ex officio member of the Committee.
- (2) Quorum shall be a majority of the members of the Committee, provided that half of the members present are elected members of the Board. The Chair of the Board shall be included in the determination of the quorum.
- (3) The Hospital Board shall appoint a voting member of the Board to be the Chair of the Quality Committee.

- (4) The Quality Committee shall:
 - (a) Ensure HGH compliance with the requirements of the legislation for hospitals, in particular the *Excellent Care for All Act, 2010*, as well as standards and organizational practices required by Accreditation Canada;
 - (b) Ensure the monitoring of the Quality Management Program within the hospital services;
 - (c) Ensure that the tools and mechanisms are put in place to achieve Accreditation Canada compliance;
 - (d) Ensure dissemination within the organization of best practices information likely to improve hospital services;
 - (e) Oversee the preparation of the annual management quality improvement plan of the HGH; and
 - (f) Ensure internal and external communication of information relevant to quality management.

8. FINANCIAL

8.1 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) At the discretion of the Board, the requirements of paragraph 8.1 (1) above may be met by an alternative form of employee fidelity insurance such as, but not limited to, a blanket position bond, a commercial blanket bond, or a comprehensive dishonesty, disappearance and destruction policy, at the discretion of the Board.
- (3) The Corporation shall pay the expenses of any fidelity bond or policy secured under paragraphs 8.1 (1) or 8.1 (2) above.

8.2 Banking and Borrowing

- (1) The Board shall by resolution, from time to time, designate the signing officers of the Corporation and they are hereby authorized for and in the name of the Corporation:
 - (a) to draw, accept, sign and make all or any bills of exchange, promissory notes, cheques and orders for payment of money;

- (b) to receive and deposit all Corporation monies in the Bank designated by the Hospital from time to time, and give receipts for same;
- (c) to assign and transfer to the Bank all or any stocks, bonds and other securities;
- (d) to borrow money from the Bank as deemed necessary from time to time;
- (e) to transact with the said Bank any business which they may think fit;
- (f) to negotiate with, deposit with, endorse or transfer to the Bank, but for the credit of the Corporation only, all or any bills of exchange, promissory notes, cheques, or orders for the payment of money and other negotiable paper;
- (g) to arrange, settle, balance, and certify all books and accounts between the Corporation and the Bank as deemed necessary from time to time;
- (h) to receive all paid cheques and vouchers, and
- (i) to sign the Bank's form of settlement of balance and release.

8.3 Signing Officers

- (1) The Chair of the Board, together with the Chief Executive Officer, shall sign on behalf of the Corporation and affix the corporate seal to all contracts, agreements, conveyances, mortgages and other documents, for which the Board approval is required.
- (2) In the absence of the Chair of the Board and/or the Chief Executive Officer, signing authority for certain documents such as contracts, agreements and conveyances can be delegated to the Vice-Chair of the Board, in the absence of the Chair and to the Chief Financial Officer, in the absence of the Chief Executive Officer.
- (3) The seal of the Corporation shall be in the form impressed hereon.

8.4 Investments

- (1) Subject to paragraphs 8.4 (2) and 8.4 (3) below, the Board shall be limited to investments authorized by laws for trustees.
- (2) With respect to monies or property held in trust by the Corporation, the Board may invest only in securities authorized by the *Trustee Act* (Ontario), unless the trust instrument indicates otherwise.
- (3) Notwithstanding the provisions of paragraphs 8.4 (1) or 8.4 (2) above, the Board may, in its sole discretion, retain investments which are given to the Corporation in specie.

8.5 Auditor

- (1) The Corporation shall, at its annual meeting, appoint an auditor who shall not be a member of the Board or an Officer or employee of the Corporation or a partner or employee of any such person, and who is duly licensed under the provisions of the *Public Accountancy Act*, to hold office until the next annual meeting of the Corporation.
- (2) The auditor shall have all the rights and privileges as set out in the *Corporations Act* of Ontario and shall perform the audit function as prescribed therein.
- (3) In addition to making the report at the annual meeting of the Corporation, the auditor shall from time to time report to the Board on the audit work with any necessary recommendations.

9. VOLUNTARY ASSOCIATIONS

9.1 Authorization

- (1) The Board may sponsor the formation of a Hospital Auxiliary, or any other ancillary association as it deems advisable.

9.2 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.

9.3 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.

9.4 Auditor

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

PART II

10. AMENDMENTS TO BY-LAWS

10.1 Amendment to By-Laws

- (1) The Board may pass or amend the By-laws of the Corporation from time to time.
 - (a) Notice of motion to pass a new By-law or to amend this or any other By-law shall be given in the notice calling the meeting of the Board at which it is intended to present the By-law or amendment.
 - (b) Members of the Board shall receive the proposed By-law or amendment not less than fourteen days prior to the above Board meeting.
 - (c) The Medical Advisory Committee shall be provided an opportunity to consider and make recommendations to the Board on any proposed amendments to the Professional Staff By-laws prior to consideration by the Board of the proposed amendment.
 - (d) A By-law or an amendment passed by the Board is effective only until the next Annual meeting of the Corporation unless in the meantime it is confirmed at a meeting of the Corporation called for that purpose.
 - (e) The notice calling the meeting of the Corporation shall make clear reference to the By-law or the amendment, as the case may be, that will be placed before the Members for confirmation at the meeting.
 - (f) The Members at the meeting of the Corporation may confirm, reject, amend or otherwise deal with any By-law or amendment passed by the Board and submitted to the meeting for confirmation.
 - (g) Any amendment to the portion of the By-laws relating to an action by the Corporation requiring approval by way of Special Resolution (as defined in the *Corporation Act*) is not effective until it has been confirmed by at least two-thirds of the votes cast at a general meeting of Members duly called for considering it.
 - (h) In any case of rejection, amendment, or refusal to approve the By-laws or part of the By-laws in force and effect in accordance with any part of this section, no act done or right acquired under any such By-law is prejudicially affected by any such rejection, amendment or refusal to approval.
- (2) The By-law or the amendment if not so confirmed by the Corporation ceases to have effect from the date of the annual or special meeting and in that case no new By-law or amendment of the same or like substance has any effect until it is first confirmed at a meeting of the Corporation.