

BY-LAW
OF
THUNDER BAY REGIONAL HEALTH SCIENCES CENTRE

Revised June ~~7, 2017~~, 2018

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PREAMBLE

WHEREAS Thunder Bay Regional Health Sciences Centre is an acute care academic hospital (the “Hospital”) operating under the authority granted to it by the Province of Ontario. It functions under legislation contained in the *Public Hospitals Act* and all other pertinent and appropriate provincial and federal acts and regulations to provide care and treatment for those persons who require hospitalization or treatment. In addition to this “caring” function the Hospital has the following objects:

- (a) In affiliation with Lakehead University, the Northern Ontario School of Medicine and other educational institutions to participate in programs for the contemporary training, education and qualification of undergraduate and graduate students in the health professions as may be considered necessary or advisable. In achieving this object the Hospital assumes its role as a University teaching, and research hospital;
- (b) To encourage, promote and carry on medical and health care research. In addition, to encourage, promote support and carry on medical research in association with Thunder Bay Regional Health Research Institute, the Northern Ontario School of Medicine, Lakehead University, other academic hospitals and research funding agencies and other health science related agencies or institutions;
- (c) To collaborate with community based health agencies so that a continuum of care is offered to patients;
- (d) To assist in the promotion and maintenance of the health status of persons residing in the region served by the Hospital;
- (e) To accept donations, gifts, legacies and bequests for use in promoting the objects and the carrying on of the work of the Hospital;
- (f) To perform such lawful acts as are deemed necessary to promote the attainment of these objects;

AND WHEREAS the governing body of the Hospital deems it expedient that all By-Law of the Hospital heretofore enacted be cancelled and revoked and that the following By-Law No. 1 be adopted for regulating the affairs of the Hospital.

NOW THEREFORE BE IT ENACTED that all By-Law of the Hospital heretofore enacted be cancelled and revoked and that the following By-Law No. 1 be substituted in lieu thereof.

ADMINISTRATIVE PART

ARTICLE 1 - DEFINITIONS AND INTERPRETATION

1.1 Definitions

In this By-Law, the following words and phrases shall have the following meanings, respectively:

- (a) “**Act**” means the *Corporations Act* (Ontario), and where the context requires, includes the Regulations made under it;

(b) ~~“**Application**” means the application for membership prescribed by the Board;~~

- (e)(b) **“Associates”** means the parents, siblings, spouse or common law partner or child of a Director, and includes any organization, agency, company, or individual (such as a business partner) with a formal relationship to a Director;
- (d)(c) **“Board”** means the Board of Directors of the Hospital;
- (e)(d) **“By-Law”** means any By-Law of the Hospital from time to time in effect;
- (f)(e) **“Chief Financial Officer”** means the senior employee, responsible to the President and Chief Executive Officer for the treasury and controllership functions in the Hospital;
- (g)(f) **“Chief Nursing Executive”** means the senior employee responsible to the President and Chief Executive Officer for the professional standards and quality of the nursing practice in the Hospital;
- (h)(g) **“Chief of a Department”** means a member of the Medical, Dental, or Midwifery Staff appointed by the Board to be responsible for the professional standards and quality of medical, dental or midwifery care rendered by the members of his/her department to the Chief of Staff;
- (i)(h) **“Chief of Staff”** means the member of the Medical Staff appointed by the Board to be responsible for the professional standards and the quality of Professional Staff care rendered at the Hospital and who shall be the Chair of the Medical Advisory Committee;
- (j)(i) **“College”** means, as the case may be, the College of Physicians and Surgeons of Ontario (CPSO), the Royal College of Dental Surgeons of Ontario, the College of Nurses of Ontario, and/or the College of Midwives of Ontario;
- (k)(i) **“Community”** means, the persons residing in the territory under the jurisdiction of the Ontario North West Local Health Integration Network jurisdictional districts of Kenora, Rainy River, and Thunder Bay;
- (l)(k) **“Conflict of Interest”** includes, without limitation, the following three areas that may give rise to a Conflict of Interest for the Directors of the Hospital, 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**: a Director is said to have undue influence when his/her participation or influence in Board decisions selectively and disproportionately benefit particular agencies, companies, organizations, professional groups, or patients from a particular demographic, geographic, political, socio-economic, or cultural group; or
 - (iii) **Adverse Interest**: a Director is said to have an adverse interest to the Hospital when he/she is a party to or has an interest in a claim, application or proceeding against the Hospital.
- (m)(l) **“Dental Staff”** means and includes all dentists and oral maxillofacial surgeons, who are appointed to attend patients in the Hospital;

~~(n)~~(m) **“Department”** means an organizational unit of the Professional Staff of which members of a similar discipline have been assigned;

~~(o)~~(n) **“Deputy Chief of Staff”** means the person appointed by the Board who supports the Chief of Staff, and who acts on behalf of the Chief of Staff in his/her absence;

~~(p)~~(o) **“Director”** means a member of the Board;

~~(q)~~(p) **“Excellent Care for All Act”** means the *Excellent Care for All Act* (Ontario), and where the context requires, includes the Regulations made under it;

~~(r)~~(q) **“Excluded Person”** means:

- (i) Any member of the Professional Staff, other than the members of the Professional Staff appointed to the Board pursuant to the *Public Hospitals Act* and regulations thereunder;
- (ii) Any employee other than the President and Chief Executive Officer; and Chief Nursing Executive;
- (iii) Any spouse, dependent child, parent, brother or sister of an employee of the Hospital or member of the Professional Staff.

~~(s)~~(r) **“Executive Vice President, Medical and Academic Affairs”** means the senior employee responsible to the President and Chief Executive Officer for medical leadership in corporate visioning, planning, program development, human organizational development and for the academic mission of the Hospital.

~~(t)~~(s) **“Extended Class Nursing Staff”** means and includes all Registered Nurses 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;

~~(u)~~(t) **“Ex-officio”** means membership "by virtue of the office";

~~(v)~~(u) **“Hospital”** means the corporation created under the Act that operates the Thunder Bay Regional Health Sciences Centre having its head office at Thunder Bay, Ontario;

~~(w)~~(v) **“Foundation”** means the Thunder Bay Regional Health Sciences Foundation;

~~(x)~~(w) **“Impact Analysis”** means a process to assess the clinical and financial implications of a potential appointment to the Professional Staff;

~~(y)~~(x) **“Learner”** means a student, resident or graduate student participating in an educational program at the Hospital;

~~(z)~~(y) **“Medical Program Director”** means a member of the Medical Staff appointed by the Executive Vice President, Medical and Academic Affairs to be in charge of one organized program or service who reports to the Executive Vice President, Medical and Academic Affairs and the Chief of Staff on issues of quality and standards of care.

~~(aa)~~(z) **“Medical Staff”** means and includes all Physicians who are appointed to attend patients in the Hospital;

~~(bb)~~(aa) _____ **“Member”** means member of the Hospital corporation;

~~(cc)~~(bb) _____ **“Midwifery Staff”** means and includes all midwives who are appointed to attend patients in the Hospital;

~~(dd)~~(cc) _____ **“Mission”** means the statement used to describe the founding purpose and major organizational commitments;

~~(ee)~~(dd) _____ **“Northwest Regional Appointment and Credentialing Policy and Procedure”** means the policy endorsed and agreed upon by the participating organizations in North West Local Health Integration Network which outlines the standardized requirements and processes to be adhered to by each organization when considering an application for appointment or reappointment for hospital privileges;

~~(ff)~~(ee) _____ **“Nurse”** means a holder of a current certificate of competence issued in Ontario as a Registered Nurse who is a staff nurse employed on a full time or part time basis by the Hospital

~~(gg)~~(ff) _____ **“Officers”** means, the Chair, the Vice Chairs, the Treasurer, the Secretary and the President and Chief Executive Officer, as more particularly described in Article 9 of the By-law;

~~(hh)~~(gg) _____ **“Patient”** means, unless otherwise specified, any in-patient, out-patient or other patient of the Hospital;

~~(ii)~~(hh) _____ **“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;

~~(jj)~~(ii) _____ **“President and CEO”** means, in addition to ‘Administrator’ as defined in section 1 of the *Public Hospitals Act*, the President and Chief Executive Officer of the Hospital;

~~(kk)~~(jj) _____ **“Privileges”** mean those rights or entitlements conferred upon a Physician, Dentist, Midwife or Nurse in the Extended Class as a result of their appointment or re-appointment;

~~(ll)~~(kk) _____ **“Professional Staff”** means a credentialed member of the Medical, Dental, Midwifery and Extended Class Nursing Staff who are appointed and granted privileges by the Board;

~~(mm)~~(ll) _____ **“Professional Staff Officers”** means the President, Vice President and Secretary/Treasurer of the Professional Staff ;

~~(nn)~~(mm) _____ **“Professional Staff Rules”** means provisions approved by the Board concerning the practice and professional conduct of the members of the Professional Staff;

~~(oo)~~(nn) _____ **“Program and Service”** means an organized unit of a department which is based on a sub-specialty area of clinical practice;

~~(pp)~~(oo) _____ **“Public Hospitals Act”** means the *Public Hospitals Act* (Ontario), and, where the context requires, includes the Regulations made under it;

~~(qq)~~(pp) **“Special Resolution”** means a resolution passed and confirmed with or without variation by at least a two-thirds (2/3) of the votes cast at a general meeting of the Members of the Hospital, an annual meeting of the Hospital or meeting of the Board.

~~(rr)~~(qq) **“Strategic Directions”** means course of action that leads to the achievement of the goals of the Hospital’s strategy;

~~(ss)~~(rr) **“Vision”** means an aspirational description of what the Hospital would like to achieve or accomplish.

1.2 Interpretation

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

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

ARTICLE 2 - MEMBERSHIP IN THE HOSPITAL

2.1 AdmissionMembers

- (a) ~~Membership in the Hospital shall be limited to persons interested in furthering the Hospital's objects and shall consist of any person whose Application for admission as a Member has been approved by a resolution of the Board;~~The Members shall consist of the Directors from time to time of the Hospital, who shall be ex-officio Members for so long as they serve as Directors;
- (b) ~~Membership in the Hospital shall include those persons who are Lifetime Members at the time this By-Law is revised and passed from time to time by the Board and who shall continue as Lifetime Members subject to Sections 2.4 and 2.5.~~Each Member shall be entitled to one vote;
- (c) ~~The Secretary shall maintain a list of names and addresses of the Members of the Hospital and, the list as certified by the Secretary shall be conclusive evidence of such membership as of the date of such certificate.~~There shall be no dues payable by the Members.

2.2 Annual Membership

- ~~(a) Subject to Section 2.1, a person is eligible to be an Annual Member where he/she pays to the Hospital the annual membership fee for individuals, an amount to be determined from time to time by resolution of the Board;~~
- ~~(b) At the time of the payment of the fee in paragraph (a) above, the person must:
 - ~~(i) be of the full age of eighteen (18) years;~~
 - ~~(ii) have been either a resident, employee, or carry on a business in the jurisdictional districts of Kenora, Rainy River, or Thunder Bay for a continuous period of at least (3) months immediately prior thereto or such other location as may be approved by the Board;~~
 - ~~(iii) support and promote the objects of the Hospital as determined by the Board; and~~
 - ~~(iv) have completed, signed and submitted the Application as approved by the Board.~~~~
- ~~(c) Subject to Section 2.1 a person will be eligible for annual membership who is a member in good standing of the Volunteer Association to the Hospital or the Foundation Board;~~
- ~~(d) Any annual membership in the Hospital shall be effective from February 1st one year to January 31st in the following year;~~
- ~~(e) An Annual Member shall not be entitled to vote at any meetings of the Hospital unless the membership was approved by the Board and the membership fee was paid in full at least 60 days before any such meeting.~~

2.3 Application

~~Each application for a membership in the Hospital must be in a form prescribed by the Directors of the Hospital for the current year and must be received by the Board no later than sixty (60) days prior to the annual meeting in each year to be considered in time to allow the prospective applicant an opportunity to vote at the next annual meeting of the Hospital. The decision as to whether a prospective applicant will be admitted will be made by the Board in its sole discretion in accordance with Section 2.1. The Application shall contain:~~

- ~~(a) The membership qualifications set out in Section 2.2 of the By-Law;~~
- ~~(b) A statement by the applicant that he/she has read the membership qualifications and that he/she meets all of the requirements set forth therein; and~~
- ~~(c) The applicable membership fee for the upcoming year.~~

2.4 Withdrawal

~~A Member may withdraw from the Hospital by delivering a written resignation to the Secretary.~~

2.5 Termination of Membership

~~A person's membership in the Hospital shall terminate upon the happening of any of the following events:~~

- ~~(a) Upon the death, dissolution or resignation of the Member; or~~
- ~~(b) If the Member at any time fails to meet the qualifications as set out in Section 2.2;~~
- ~~(c) Where the Board passes a special resolution with respect to the removal of a Member's membership.~~

2.6 Information Available to Members

~~No Member may have access to information respecting the details of the business of the Hospital which, in the opinion of the Board, would be detrimental to the interests of the Hospital.~~

2.7 Membership Dues

~~Members shall be notified in writing of membership dues at any time payable by them.~~

ARTICLE 3 - ANNUAL AND SPECIAL MEETINGS OF THE MEMBERS OF THE HOSPITAL

3.1 Annual General Meeting of the Members of the Hospital

The annual meeting of Members shall be held on a date to be fixed by the Board between April 1st and July 31st in each year or as may otherwise be allowed by law.

3.2 Special Meetings of the Members of the Hospital

- (a) The Board or the Chair may call a special meeting of the Hospital;
- (b) Not less than twenty-five percent (25%) of the Members of the Hospital 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 Hospital which are properly within the purview of the Members' role in the Hospital and which are not inconsistent with the *Hospitals Act* (Ontario);
- (c) The requisition shall be deposited at the Head Office of the Hospital and may consist of several documents in like forms signed by one or more requisitioners;
- (d) Notice of a special meeting shall be given in the same manner as provided in Section 3.3 If the Directors, acting in their sole discretion, determine that the requisition meets the qualifications set out in paragraph (b) above, the Directors shall call and hold such meeting within fourteen (14) days from the date of the deposit of the requisition;
- (e) The notice of a special meeting shall specify the purpose for which it has been called.

3.3 Notice

- (a) At least ten (10) days' prior written notice of a meeting of the Members shall be given to each Member and such notice shall specify the business to be transacted at such meeting;

~~(b) In lieu of the written notice required under paragraph (a) above, it is sufficient notice of any annual or special meeting of Members of the Hospital if notice is given by publication at least once a week for two successive weeks next preceding the meeting in a newspaper or newspapers circulated in the municipalities in which Members of the Hospital reside as shown by their addresses in the records of the Hospital.~~

3.4 Omission of Notice

No unintentional or technical error or omission in giving notice of a meeting of Members of the Hospital 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.

3.5 Location of Meeting

Meetings of the Hospital shall be held at the head office of the Hospital or at a location fixed by the Board within North Western Ontario

3.6 Voting

- (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-Law. If there is an equality of votes, the Chair shall declare the motion lost;
- (b) Pursuant to the *Public Hospitals Act*, no Member may vote by proxy;
- (c) At any meeting, unless a poll is demanded, a declaration by the Chair of the meeting that a resolution has been carried or carried unanimously or by a particular majority, or lost or not carried by a particular majority, shall be conclusive of the fact;
- (d) A poll may be demanded either before or after any vote by a show of hands by a member any person entitled to vote at the meeting. 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.

3.7 Quorum

~~A quorum for any meeting of the Members of the Hospital shall be ten (10) Members. A majority of the Members must be present to constitute a quorum at a meeting of Members.~~

3.8 Chair of the Meeting

The Chair of a meeting of the members of the Hospital shall be:

- (a) The Chair of the [members of the](#) Hospital; or
- (b) The Vice-Chair of the [members of the](#) Hospital, if the Chair is absent or is unable to act; or
- (c) A Chair elected by the Members present if the Chair and Vice-Chair are absent or are unable to act. The Secretary shall preside at the election of the Chair, but if the Secretary is not present, the Directors, from those present, shall choose a Director to preside at the election; or
- (d) If no Director is present or if all the Directors present decline to take the Chair, then the Members who are present and entitled to vote shall, choose one of their number to be the Chair.

The Chair of the meeting shall not be entitled to vote, unless the vote is taken by written ballot.

3.9 Business at Annual Meetings

At each annual meeting, in addition to the other business identified by the published agenda for the meeting, the following reports, statements and actions shall be presented:

- (a) the minutes of the previous annual meeting;
- (b) the report of the Chair of the Board;
- (c) the report of the Auditor including a presentation of the audited financial statements;
- (d) the report of the President and Chief Executive Officer;
- (e) the report of the Medical Advisory Committee;
- (f) election of Board members; and
- (g) appointment of the Auditors.

3.10 Adjourned Meeting

- (a) If, within one-half hour after the time appointed for a meeting of the Hospital, a quorum is not present, the meeting shall stand adjourned until a day within two weeks to be determined by the Board;
- (b) At least three days notice of the adjourned meeting shall be given in accordance to the provisions of Section 3.3 above.

3.11 Financial Year End

The financial year of the Hospital shall end with the 31st day of March in each year.

ARTICLE 4 - BOARD OF DIRECTORS

4.1 Nominations to Board

- (a) Subject to this section and all other provisions of the By-law, nominations for election as Director at the annual meeting of the Hospital may be made only by

the Governance and Nominating Committee of the Board further to the Board's nominating policy as in place from time to time. For greater certainty, no nominations shall be accepted by the Members of the Hospital which are not submitted and approved by the Governance and Nominating Committee.

4.2 Board Composition

The affairs of the Hospital shall be governed by a Board consisting of:

(a) Elected Directors;

The affairs of the Hospital shall be managed by a Board of twelve (12) elected Directors, eligible to serve on the Board.

The terms of the elected Directors shall be staggered such that the term of at least one quarter of the elected Directors shall expire each year at the time of the annual general meeting of the Hospital, or until their successors are elected or appointed. The expiring terms shall be filled annually, for three (3) year terms, by election by the Members of the Hospital at the annual meeting of the Hospital in accordance with the provisions of the By-Law of the Hospital.

(b) Ex-Officio Directors (Non-Voting) :

- (i) the President of the Professional Staff;
- (ii) the Chief of Staff;
- (iii) the President and CEO; and
- (iv) the Chief Nursing Executive.

(c) Ex-Officio Directors (Voting):

The Dean of the Northern Ontario School of Medicine or designate. An Ex-Officio Director shall hold office until his/her successor is appointed in accordance with the By-Law of the Hospital.

4.3 Qualification of Directors

- (a) Every Director shall be eighteen (18) or more years of age and shall be a voting Member in good standing of the Hospital, ~~or shall become a Member of the Hospital within ten (10) days~~ after election or appointment as a Director and no undischarged bankrupt shall become a Director;
- (b) Save and except for the current Directors, no Excluded Person shall be eligible for election or appointment to the Board except where otherwise provided in this By-Law.

4.4 Honorary Directors

The Board may from time to time appoint Honorary Directors in recognition of contributions of long or special services to the Hospital considered worthy of such appointment. Honorary Directors may attend public meetings of the Board but do not have the right to vote. Honorary Directors do not have the rights and privileges of the Directors.

4.5 No Remuneration

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 paid reasonable expenses incurred by him or her in the performance of his or her duties as a Director. Members of the Professional Staff required to serve as Directors in accordance with the *Public Hospitals Act* shall be paid for their services to the Hospital in any other capacity, as approved by the Board.

4.6 Term of Office Restrictions

- (a) No person may be elected or appointed a Director for more than nine (9) consecutive years of service, provided, however, that a Director completing nine years of service on the Board, may have his or her service as a Director extended so as to permit him or her to complete his or her terms as Chair, or Vice-Chair;
- (b) A former Director restricted by paragraph (a) above may be re-elected or re-appointed a Director following a break in the continuous service of at least three (3) years;
- (c) Save as otherwise provided in this By-Law, an Officer's term of office shall continue until his or her successor is elected or appointed;
- (d) A Director may serve as Chair, Vice-Chair or Treasurer of the Board, for an initial term of one year renewable annually for a maximum of four (4) consecutive years in one office, provided, however, that following a break in the continuous service of at least one (1) year the same person may be re-elected or re-appointed to any office.

4.7 Vacancy and Termination of Office

- (a) The office of a Director shall automatically be vacated:
 - ~~(i) 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 Hospital;~~
 - ~~(ii)(i)~~ if the Director becomes bankrupt or suspends payment of debts generally or compounds with creditors or makes an assignment in bankruptcy or is declared insolvent;
 - ~~(iii)(ii)~~ if the Director is found to be a mentally incompetent person or becomes of unsound mind;
 - ~~(iv)(iii)~~ if the Director, by notice in writing to the Hospital, resigns office, which resignation shall be effective at the time it is received by the Secretary of the Hospital or at the time specified in the notice, whichever is later;
 - ~~(v)(iv)~~ if at a meeting of the Directors of the Hospital, a special resolution is passed by the Directors, removing a Director before the expiration of the Director's term of office; and
 - ~~(vi)(v)~~ if the Director dies.

- (b) The office of a Director may be vacated by a simple majority resolution of the Board:
 - (i) if a Director is absent for seventy (70) percent of the meetings of the Board, in any twelve (12) month period; or
 - (ii) if a Director fails to comply with the *Public Hospitals Act*, the Act, the Hospitals Letters Patent, By-Law, Rules, Regulations, policies and procedures, including without limitation, the confidentiality and conflict of interest requirements.
- (c) If a vacancy occurs at any time among the Directors either by a resignation, by death or removal by the Directors in accordance with paragraph (a) above, or by any other cause, such vacancy may be filled by a qualified person elected by the Board to serve until the next annual meeting;
- (d) At the next annual meeting in addition to the election of Directors to fill the vacancies caused by expiry of Directors' terms, the Members shall also elect any additional Directors(s) to fill the unexpired term created by any vacancy referred to in paragraph (a) above.

ARTICLE 5 - CONFLICT OF INTEREST

- (a) Every Director who, either directly or through one of his or her Associates, has, or thinks he or she may potentially have, a conflict of interest shall disclose the nature and extent of the interest at a meeting of the Board in accordance with Board policy on conflicts of interest, as set from time to time;
- (b) 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 in accordance with Board policy on conflicts of interest, as set from time to time;
- (c) If a Director has made a declaration of conflict of interest in compliance with this By-Law the Director is not accountable to the Hospital for any profit he/she may realize from the contract, transaction, matter or decision;
- (d) If a Director fails to make a declaration of his/her interest in a contract, transaction, matter or decision as required by this By-Law, this shall be considered grounds for termination of his/her position as a Director of the Hospital;
- (e) The failure of any Director to comply with the Conflict of Interest By-Law of the Hospital does not, in or of itself, invalidate any contract, transaction, matter or decision undertaken by the Board of the Hospital.

ARTICLE 6 - PUBLIC STATEMENTS AND CONFIDENTIALITY

- (a) Every Director, Officer and employee of the Hospital shall respect the confidentiality of matters brought before the Board, keeping in mind that unauthorized statements could adversely affect the interests of the Hospital;
- (b) Unless the Board withholds such authority, the Chairperson, the Vice-Chairperson, in the absence of the Chairperson, and the President and Chief

Executive Officer have the authority to make statements to the news media, or public, on any matters concerning the Hospital. No other persons shall have the authority to comment to the news media or public on any matters concerning the Hospital unless authorized by the Chairperson or by the President and Chief Executive Officer.

ARTICLE 7 - STANDARDS OF CARE

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

- (a) act honestly and in good faith with a view to the best interests of the Hospital; and
- (b) exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances;
- (c) respect and abide by decisions of the Board;
- (d) keep informed about:
 - (i) matters relating to the Hospital;
 - (ii) the community served;
 - (iii) necessary information and background preparation so as to participate effectively in meetings of the Board and its committees; and
 - (iv) other healthcare services provided in the region.
- (e) participate in the initial orientation as a new Director and in ongoing Board education;
- (f) participate in the annual evaluation of overall Board effectiveness; and
- (g) represent the Board, when requested.

ARTICLE 8 - RESPONSIBILITIES OF THE BOARD

The Board shall govern and manage the affairs of the Hospital consistent with the *Public Hospitals Act*, the Hospital Management regulations thereunder and other applicable legislation and shall be responsible to:

- (a) Develop and review on a regular basis the Vision, Mission, and Strategic Directions of the Hospital in relation to the provision, within available resources, of appropriate programs and services in order to meet the acute care needs of the region;
- (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-Law of the Hospital and other applicable legislations;

- (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 Hospital 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, Nurses and Health Professionals 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 Hospital or disrupt the normal routine;
 - (ii) the failure to provide services by persons who ordinarily provide services in the Hospital; 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 leadership, management, operation of programs, services and required accountability to the Board;
- (i) Appoint the Chief of Staff in accordance with the provisions of the By-Law;
- (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 Hospital, 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 the patient and to the Hospital concomitant with the privileges and duties of the appointment and with the By-Law of the Hospital;
- (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 and improvement 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 Hospital and all programs and services in relation to the objects of the Hospital as stated in the Letters Patent, Supplementary Letters Patent and the By-Law and demonstrate accountability for its responsibility to the annual meeting of the Hospital;
- (p) Adhere to the attendance policy as established by the Board;
- (q) Review on a regular basis the role and responsibility of the Hospital 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 the By-Law;
- (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 Hospital that shall include procedures with respect to:
 - (i) a safe and healthy work environment in the Hospital;
 - (ii) safe use of substances, equipment and medical devices in the Hospital;
 - (iii) safe and healthy work practices in the Hospital;
 - (iv) prevention of accidents to persons on the premises of the Hospital;
 - (v) elimination of undue risks and minimizing of hazards inherent in the Hospital environment; and
 - (vi) the establishment of and provision for the operation of a health surveillance program including a communicable disease surveillance program in respect of all persons carrying on activities in the Hospital.
- (w) Establish a Fiscal Advisory Committee, the membership and purposes of which meet the requirements of the *Public Hospitals Act*;
- (x) 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. The Committee is comprised of:
 - (i) the President and CEO;

- (ii) one member of the Medical Advisory Committee;
 - (iii) the 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 Board
- (y) 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 Nurse representatives to committees and the election or appointment to committees of Nurses who are Managers;
- (z) 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 Hospital; and
- (aa) 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.

ARTICLE 9 - OFFICERS OF THE BOARD AND OF THE HOSPITAL

9.1 Officers

- (a) The Board shall elect the following Officers at a meeting immediately following the Annual Meeting, from among themselves:
 - (i) a Chair;
 - (ii) two Vice-Chairs;
 - (iii) a Treasurer.
- (b) The President and Chief Executive Officer shall be the Secretary of the Hospital and Secretary of the Board;
- (c) Ex-Officio Directors are ineligible for election as Chair or Vice-Chair;

- (d) The Officers of the Hospital shall be responsible for the duties set forth in the By-Law 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;
- (e) Any Officer of the Hospital shall cease to hold office upon resolution of the Board.

9.2 Duties of the Chair

The Chair of the Board shall:

- (a) chair all meetings of the Board;
- (b) be an ex officio member of all committees of the Board;
- (c) report to each annual meeting of Members of the Hospital concerning the governance and operations of the Hospital;
- (d) represent the Hospital at public or official functions; and
- (e) perform such other duties as may from time to time be determined by the Board.

9.3 Duties of the Vice-Chairs

The Vice-Chairs of the Board shall have all the powers and perform all the duties of the Chair in the absence or disability of the Chair and any other duties assigned by the Board.

9.4 Duties of the Treasurer

The Treasurer shall:

- (a) oversee the management of finances of the Hospital and ensure that appropriate reporting mechanisms and control systems as established by the Board are in place, and monitor such mechanisms and systems for compliance;
- (b) ensure that appropriate banking resolutions and signing authority policies as established by the Board are in place and monitor for compliance with such resolutions and policies. Ensure that systems for control for regular review and revision as necessary of the banking resolutions and signing authority policies are in place, are adequate and functional, and monitor for compliance with such resolutions and policies;
- (c) ensure that systems for control as established by the Board for the maintenance of books of account and accounting records required by the *Hospitals Act* are in place, are functional and adequate and monitor for compliance with such resolutions and policies;
- (d) review the financial results and the budget submitted to the Resource Planning Committee by management and submit and recommend to the Board any changes to the budget;
- (e) oversee the management of the investment policy as established by the Board, and ensure that the investment policy is in place, and monitor for compliance with the policy;

- (f) review financial reports and financial statements and submit same at meetings of the Board, indicating the financial position of the Hospital;
- (g) review and submit to the Board for approval, a financial statement for the past year;
- (h) ensure systems as established by the Board for the preparation and submission to the Board of compliance certificates confirming that wages and source deductions have been accomplished, are functional and adequate and monitor for compliance with such systems;
- (i) where there is concern with respect to any of the above, review the matter with the President and Chief Executive Officer and report to the Board the results of those deliberations; and
- (j) perform such other duties as determined by the Board.

The Treasurer may delegate to employees of the Hospital those duties that he/she considers appropriate to delegate and that he is allowed by law to delegate.

9.5 Duties of the Secretary

The Secretary shall:

- (a) attend all meetings of the Board and of Committees of the Board;
- (b) keep a record of the minutes of all meetings;
- (c) keep a roll of names and addresses of the Members;
- (d) attend to correspondence;
- (e) give such notice as required by the By-Law of the Hospital relating to all meetings of the Hospital, the Board and its Committees;
- (f) prepare all reports required under any Act or regulation of the Province of Ontario;
- (g) be the custodian of all minute books, documents and registers of the Hospital required to be kept by the provisions of the Act;
- (h) be the custodian of the seal of the Hospital;
- (i) keep copies of all testamentary documents and documents donating designated purpose funds by which benefits are given to the use of the Hospital and provide copies of same to the Office of the Public Guardian and Trustee in accordance to the provisions of the *Charities Accounting Act* (Ontario), and submit semi-annually a report to the Board with respect to such donations; and
- (j) perform such other duties as may be determined by the Board.

The Secretary may delegate to employees of the Hospital those duties that he or she considers appropriate to delegate and that he/she is allowed by law to delegate.

9.6 President and Chief Executive Officer

- (a) The President and Chief Executive Officer shall be appointed by the Board;
- (b) The President and Chief Executive Officer shall be Secretary of the Hospital and Secretary of the Board;
- (c) The duties of the President and Chief Executive Officer shall include the exercise of the authority delegated to the President and Chief Executive Officer by the Board through Board policies for the organization and operation of the Hospital and the President and Chief Executive Officer shall be accountable to the Board for the accomplishment of applicable Board policies and operation of the Hospital consonant with the reasonable interpretation of Board policies;
- (d) The President and Chief Executive Officer shall be a non-voting member of the Board and a non-voting member of all committees of the Board;
- (e) The President and Chief Executive Officer shall submit quarterly certificates to the Board in respect of the previous quarter that all wages owing to employees and source deductions relating to the employees that the Hospital is required to deduct and remit to the proper authorities pursuant to all applicable legislation, including without limitation, the *Income Tax Act* (Canada), the *Canada Pension Plan* (Canada), the *Unemployment Insurance Act* (Canada), and *Employer Health Tax Act* (Ontario), have been made and remitted to the proper authorities, and that all taxes collected pursuant to the goods and services tax and provincial sales tax have been collected and remitted to the proper authorities;
- (f) The President and Chief Executive Officer shall submit semi-annual reports to the Board on the transfer of funds and payments made by the Hospital and the compliance of such transfers and payments with such policies as may be set by the Board from time to time;
- (g) The President and Chief Executive Officer shall perform such other duties as may be determined from time to time by the Board.

ARTICLE 10 - PROTECTION OF DIRECTORS AND OFFICERS

10.1 Protection of Directors and Officers

Except as otherwise provided in any legislation or law, no Director or Officer of the Hospital 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 Hospital through the insufficiency or deficiency of title to any property acquired by the Hospital or for or on behalf of the Hospital or for the insufficiency or deficiency of any security in or upon which any of the monies of or belonging to the Hospital shall be placed out or invested or for any loss or damage arising from the bankruptcy, insolvency or tortious 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 monies, securities or other assets belonging to the Hospital 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 failure to act honestly and in good faith in the performance of the duties of office, or other wilful neglect or default.

10.2 Pre-Indemnity Considerations

Before giving approval to the indemnities provided in section 10.3, or purchasing insurance provided in section 10.4, the Board shall consider:

- (a) the degree of risk to which the Director or Officer is or may be exposed;
- (b) whether, in practice, the risk cannot be eliminated or significantly reduced by means other than the indemnity or insurance;
- (c) whether the amount or cost of the insurance is reasonable in relation to the risk;
- (d) whether the cost of the insurance is reasonable in relation to the revenue available; and
- (e) whether it advances the administration and management of the property to give the indemnity or purchase the insurance.

10.3 Indemnification of Directors and Officers

Upon approval by the Board from time to time, every Director and Officer of the Hospital and every member of a committee, or any other person who has undertaken, or is about to undertake, any liability on behalf of the Hospital or any Hospital controlled by it, and the person's respective heirs, executors and administrators, and estate and effects, successors and assigns, 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, committee member or other person sustains or incurs in or in relation to any action, suit or proceeding which is brought, commenced or prosecuted against the Director, Officer, committee member or other person, for or in respect of any act, deed, matter or thing whatsoever, made, done or permitted by them, in or in relation to the execution of the duties of such office or in respect of any such liability; and
- (b) all other costs, charges and expenses which the Director, Officer, committee member or other person sustains or incurs in or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by their own failure to act honestly and in good faith in the performance of the duties of office, or by other wilful neglect or default.

The Hospital shall also, upon approval by the Board from time to time, indemnify any such person in such other circumstances as any legislation or law permit or requires. Nothing in this By-Law shall limit the right of any person entitled to indemnity to claim indemnity apart from the provisions of this By-Law to the extent permitted by any legislation or law.

10.4 Insurance

Upon approval by the Board ~~and from time to time~~, the Hospital shall purchase and maintain insurance for the benefit of any Director, Officer or other person acting on behalf of the Hospital against any liability incurred in that person's capacity as a Director, officer or other person acting on behalf of the Hospital, 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 Hospital.

ARTICLE 11 - REGULAR AND SPECIAL MEETINGS OF THE BOARD

11.1 Regular Meetings

- (a) There shall be at least eight (8) regular meetings of the Board each year, at such time and place as the Board may from time to time by resolution determine;
- (b) The Secretary shall provide to each Director not less than five (5) days written notice of a regularly scheduled Board meeting. The notice may be delivered, mailed, emailed, or faxed;
- (c) A meeting of the Board may be held without notice immediately following the Annual Meeting.

11.2 Special Meetings

- (a) The Chair or Vice-Chair of the Board may call special meetings of the Board;
- (b) The Secretary shall call a special meeting of the Board if three (3) Directors so request in writing;
- (c) Notice of a special meeting of the Board shall specify the purpose of the meeting, shall be delivered, faxed, e-mailed or telephoned to each Director at least twenty-four (24) hours in advance of the meeting.

11.3 Procedures for Board Meetings

- (a) 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;
- (b) 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;
- (c) Meetings of the Board shall be open, but the Board may, at its discretion and without notice, hold all or part of any Board meeting in camera. Guests may participate in meetings of the Board and its Committees only by invitation or approval of the Chair or by resolution of the Board or Committee;
- (d) If all the Directors present at or participating in the meeting consent and in accordance with the Board's policy on telephone meetings adopted from time to time by the Board, a meeting of Directors or a meeting of a committee of the Board may be held by such telephone, electronic or other communication facilities, and the Director or committee member participating in the meeting by those means is deemed to be present at the meeting;
- (e) Minutes shall be kept for all meetings of the Board;
- (f) Business arising at any meeting of the Board shall be decided by a majority of votes, provided that:

- (i) except as provided by clause (ii) below, votes shall be taken in the usual way by a show of hands, in which case:
 - (A) The Chair of the meeting shall not have a vote;
 - (B) If there is an equality of votes, the Chair shall declare the motion lost.
- (ii) votes shall be taken by written ballot if so demanded by any voting member present, in which case:
 - (A) The Chair shall have a vote;
 - (B) If there is an equality of votes, the motion is lost.
- (iii) 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.

11.4 Quorum

A quorum for any meeting of the Board shall be a majority of the Directors, provided that a majority of the Directors present are voting Directors. The Chair shall be included in the determination of a quorum.

11.5 Rules of Order

Any questions of procedure at or for any meetings of the Hospital, 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 Professional Staff Rules and Regulations, shall be determined by the Chair in accordance with the rules of procedure adopted by resolution of the Board.

11.6 Rules

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

ARTICLE 12 - COMMITTEES OF THE BOARD

12.1 Establishment of Committees

- (a) At the first meeting of the Board following the annual meeting of the Hospital, the Board shall establish the following standing committees:
 - (i) Executive Committee;
 - (ii) Audit Committee;
 - (iii) Governance and Nominating Committee;
 - (iv) [Quality Committee](#)[Patient Safety and Quality of Care Committee](#);

- (v) Resource Planning Committee;
 - (vi) Medical Advisory Committee;
 - (vii) Research Ethics Board; and
 - (viii) Fiscal Advisory Committee;
- (b) The Board may appoint such other committees as it sees fit from time to time;
 - (c) The composition and terms of reference for the standing and other committees shall be set out in a Board policy or, in the case of the Medical Advisory Committee, in the Hospital By-Law;
 - (d) Subject to the provisions of the By-Law, the Chair shall appoint the Chairs of the Committees of the Board and appoint the members of the Committees of the Board;
 - (e) The Board may appoint additional members who are not Directors to any committee of the Board except the Executive Committee and those persons shall be entitled to vote, but the number of non-Directors shall not exceed the number of Directors on a committee of the Board;
 - (f) Except for the Executive Committee, the Board shall encourage and promote the appointment of members who are not Directors to the standing and special committees of the Board. The Board shall ensure that committees reflect the community the Hospital serves;
 - (g) The membership formula for committees is designed on the basis of minimums and it is intended that the actual size of each committee should be determined by the need to ensure a breadth of perspectives;
 - (h) Subject to applicable law, the Board may, by resolution, dissolve any committee at any time;
 - (i) The Board Chair and President and Chief Executive Officer shall be ex-officio members of all committees;
 - (j) Members of the Board shall chair all standing committees, with the exception of the Research Ethics Board;
 - (k) A majority of voting members of a committee shall constitute a quorum so long as at any meeting a majority of those in attendance shall be Directors.

ARTICLE 13 - FINANCIAL

13.1 Bonding-Fidelity Insurance

- (a) Directors, Officers and employees, as the Board may designate, shall secure from a guarantee company a bond of fidelity of an amount approved by the Board;
- (b) At the discretion of the Board, the requirements of paragraph (a) above may be met by an alternative form of employee fidelity insurance such as, but not limited

to, a blanket position bond, a commercial blanket bond, or a comprehensive dishonesty, disappearance and destruction policy;

- (c) The Hospital shall pay the expense of any fidelity bond or policy secured under paragraphs (a) or (b) above.

13.2 Signing Officers

The Board may be from time to time establish by policy, signing authority on behalf of the Hospital and may direct, by resolution, the manner in which and the person or persons by whom any particular instrument or class of instruments may or shall be signed. Any Signing Officer may affix the corporate seal thereto.

13.3 Banking and Borrowing

- (a) The Board shall by resolution, from time to time, designate the Bank in which the bonds or other securities of the Hospital shall be placed for safekeeping.
- (b) The Signing Officers designated by the Board are authorized for and in the name of the Board:
 - (i) to draw, accept, sign and make all or any bills of exchange, promissory notes, cheques, and orders for payment of money;
 - (ii) to receive and deposit all Hospital monies in the Bank above and give receipts for same;
 - (iii) subject to the approval of the Board, to assign and transfer to the Bank all or any stocks, bonds, or other securities;
 - (iv) from time to time, to borrow money from the Bank;
 - (v) to transact with the said Bank any business which they may think fit;
 - (vi) to negotiate with, deposit with, endorse or transfer to the Bank, but for the credit of the Hospital only, all or any bills of exchange, promissory notes, cheques; or orders for the payment of money and other negotiable paper;
 - (vii) from time to time, to arrange, settle, balance, and certify all books and accounts between the Hospital and the Bank designated by the Board under paragraph 13.3(a) above;
 - (viii) to receive all paid cheques and vouchers; and
 - (ix) to sign the Bank's form of settlement of balance and release.

13.4 Seal

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

13.5 Investments

- (a) Subject to paragraphs (b) and (c) below, the Board shall not be limited to investments authorized by laws for trustees provided their investments are

investments which are deemed reasonable and prudent under the circumstances;

- (b) With respect to monies or property held in trust by the Hospital, the Board may invest only in securities authorized by the *Trustee Act* (Ontario), unless the trust instrument indicates otherwise;
- (c) Notwithstanding the provisions of paragraphs (a) or (b) above, the Board may, in its discretion retain investments which are given to the Hospital in specie.

13.6 Endowment Benefits

- (a) No benefit given in trust to or for the use of the Hospital for endowment purposes shall be hypothecated, transferred or assigned to obtain credit or to receive funds except as allowed by Section 13.5(a) above;
- (b) The Secretary shall keep copies of all testamentary documents and trust instruments by which benefits are given, bequeathed or devised to, or to the use of, the Hospital;
- (c) The Secretary shall give notice to the Office of the Public Guardian and Trustee, in accordance with the terms of the *Charities Accounting Act* (Ontario), of the benefits referred to in paragraph (b) above which come into the control or possession of the Hospital;
- (d) The Hospital shall apply any trust funds of the Hospital only to the designated purpose(s) for which such funds were intended. Under no circumstances shall the Hospital transfer any funds held in trust by the Hospital to any other individual or entity, unless such transfer complies with all applicable law, including without limitation, the *Charities Accounting Act* (Ontario) and the *Trustee Act* (Ontario);
- (e) The Secretary shall at least semi-annually provide an accounting to the Board with respect to all funds held in trust by the Hospital.

13.7 Auditor

- (a) The Hospital shall at its Annual Meeting appoint an Auditor who shall not be a member of the Board or an Officer or employee of the Hospital or a business partner or employee of any such person, and who is duly licensed under the provisions of the *Public Accountancy Act* (Ontario), to hold office until the next Annual Meeting of the Hospital;
- (b) The Auditor shall have all the rights and Privileges as set out in the Act and shall perform the audit function as prescribed therein;
- (c) In addition to making the report at the Annual Meeting of the Hospital, the Auditor shall from time to time report through the Audit Committee to the Board on the audit work with any necessary recommendations.

ARTICLE 14 - VOLUNTARY ASSOCIATIONS

14.1 Authorization

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

14.2 Purpose

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

14.3 Control

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

14.4 Auditor

- (a) Each unincorporated voluntary association shall have its financial affairs reviewed for the purposes of assuring reasonable internal control.
- (b) The Auditor for the Hospital shall be the Auditor for the voluntary association(s) under this section.

ARTICLE 15 - PROFESSIONAL STAFF

15.1 The Professional Staff Part of the By-Law

The By-Law:

- (a) governs the appointment, organization, duties and responsibilities of the medical staff, dental staff, midwifery staff and registered nurses in the extended class all members of the Professional Staff, where not employed by the Hospital;
- (b) recognizes that the Medical Advisory Committee is responsible to the Board of Directors for monitoring the safety and the quality of care provided by the Professional Staff practising in the Hospital and is hereby organized in conformity with the By-Law hereinafter stated;
- (c) defines the roles, responsibilities, accountabilities and authority of the Professional Staff to the Management and Board;
- (d) recognizes that members of the Active/Associate Professional Staff shall hold a Full-Time or such other Teaching appointment with the Northern Ontario School of Medicine and as such Members of the Professional Staff holding Full-Time or Adjunct Teaching appointments with the Medical School, shall be jointly appointed by the Medical School and the Hospital in accordance with the terms and conditions of the Affiliation Agreement between the parties;
- (e) outlines how the requirements of the *Public Hospitals Act* and its regulations are put into force.

15.2 Purposes of the Professional Staff Portion of the By-Law

The purposes of the Professional Staff Part of the By-Law are:

- (a) to outline clearly and succinctly the functions of the Professional Staff;

- (b) to identify specific organizational units (departments, services, committees, programs, 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, Chiefs of Departments and Medical Programs or Service Directors;
- (d) to assign clear roles, 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 safety, and for professional and ethical conduct;
- (e) to maintain and support the rights and privileges of the Professional Staff as provided herein;
- (f) to provide clear direction to the Professional Staff that it must provide medical care to all patients within the Hospital, emphasizing evidenced based, patient and family centred care, interprofessional, academic and clinical team care;
- (g) to define a Professional Staff Organization with roles, responsibility, authority and accountabilities so as to ensure that each Professional Staff member conducts themselves in a manner consistent with the requirements of law, the *Public Hospitals Act* and its regulations, the By-Law and such rules and regulations and policies, or any amendments thereto, which become effective when approved by the Board.

15.3 Purpose of the Professional Staff Organization

The purposes of the Professional Staff Organization are:

- (a) to ensure input and advice with respect to the delivery of quality medical care to patients by the Professional Staff;
- (b) to ensure a process and infrastructural organization whereby the members of the Professional Staff shall participate through the receipt of information and through input in the Hospital's planning, policy setting and decision making; and
- (c) to maintain and support the rights and privileges of the Professional Staff.

15.4 Professional Staff Resource Plan

- (a) The Executive Vice President, Medical and Academic Affairs, Chiefs and Medical Program or Service Directors will recommend to the Board for approval, on an annual basis, a Professional Staff Resource Plan for each department, service or program of the Professional Staff, as recommended by the Chief of the clinical department and Medical Program or Service Directors with the advice of the Administration of the Hospital and appropriate Regional Partners, where relevant and subject to available resources. This plan will be consistent with the strategic directions of the Hospital as established by the Board, and the *Public Hospitals Act*, Section 44(2) regarding cessation of services;
- (b) A component of the Professional Staff Resource Plan shall be a recruitment plan, which shall include an impact analysis.

15.5 Appointment

- (a) The Board shall appoint annually a Professional Staff for the Hospital;
- (b) 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 Northwest Regional Appointment and Credentialing Policy and Procedure;
- (c) In making an appointment or reappointment to the Professional Staff, the Board shall consider the recommendation of the Medical Advisory Committee, the Hospital's Professional Staff Resource Plan, the strategic directions of the Hospital, available human, physical and financial resources and whether there is a need for the services in the community;
- (d) The Board shall grant privileges to members of the Professional Staff upon the recommendation of the Medical Advisory Committee;
- (e) In addition to any other provisions of the By-Law, the Board may refuse to appoint any applicant to the Professional Staff on any of the following grounds:
 - (i) if applicable, the applicant is not eligible for or was not granted an academic appointment;
 - (ii) the appointment is not consistent with the need for service, as determined by the Board from time to time;
 - (iii) the Professional Staff Human Resources Plan of the Hospital and/or Department does not demonstrate sufficient resources to accommodate the applicant; and/or
 - (iv) the appointment is not consistent with the strategic plan of the Hospital or the academic plan of the Department, service or program.
- (f) Where the Board of the Hospital determines that the Hospital shall cease to provide a service or the Minister directs the Hospital to cease to provide a service, the Board of Directors may:
 - (i) refuse the application of a member for appointment or reappointment to the Professional Staff;
 - (ii) revoke the appointment of any member; and
 - (iii) cancel or substantially alter the privileges of any member as long as such determination relates to the termination of the service.

15.6 Appointment to the Professional Staff

The Board shall appoint each member of the Professional Staff to the Hospital for up to a one year period, but such appointment shall continue beyond one year where the member has submitted an application for reappointment during the appointed year, except for Term Staff and Senior Staff who may be appointed for shorter specific time intervals without eligibility for reappointment.

15.7 Mid-Term Action Regarding Revocation, Suspension, Restriction of Privileges

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, the By-law, the Rules and Regulations of the Professional Staff, 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 as follows:

- (a) **Immediate Action In Emergency Situations:** In circumstances where, in the opinion of the Chief of Staff or delegate or the Chief of the relevant Clinical Department, the conduct, performance or competence of a member of the Professional Staff exposes or is reasonably likely to expose Patient(s), Staff or Learners to physical or emotional 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 the Department or Chief of Staff or delegate will take action. This may require immediate and temporary suspension of the Privileges of the member of the Professional Staff by the Chief of Staff or delegate or Chief of the relevant Clinical Department with immediate notice to the President & Chief Executive Officer, the Executive Vice President, Medical and Academic Affairs and the President of the Professional Staff, pending the consideration of the suspension by the Medical Advisory Committee and the Board in keeping with the procedures outlined in Schedule A of the By-Law, respecting Mid-Term Action in an Emergency Situation.
- (b) **Non-Immediate Mid-Term Action:** In circumstances where, in the opinion of the Chief of the relevant Clinical Department or the Chief of Staff, 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 patients, staff or learners to harm or injury;
 - (iii) is reasonably likely to be, detrimental to patients, staff or learners safety or to the delivery of quality Patient care within the Hospital;
 - (iv) results in the imposition of sanctions by the individual's professional college;
 - (v) has violated the By-Law, Rules and Regulations of the Professional Staff, policies of the Hospital, the *Public Hospitals Act*, the regulations made thereunder, or any other relevant law or legislated requirement;
 - (vi) constitutes abuse; or
 - (vii) is, or is reasonably likely to be, detrimental to the operations of the Hospital;
 - (viii) falls under the Hospital's guidelines for disruptive behaviour; and

where immediate action is not required to be taken, action may be initiated in keeping with the procedures in Schedule A of the By-law, respecting Non-Immediate Mid-Term Action.

15.8 Reappointment

- (a) Each year, the Board shall require each member of the Professional Staff, save and except a member appointed to the Term Staff, to make a written application, on the prescribed form to the President and Chief Executive Officer, for reappointment to the Professional Staff;
- (b) An application for reappointment to the Professional Staff shall be processed in accordance with the Northwest Regional Appointment and Credentialing Policy and Procedure;
- (c) The Chief(s) of Department(s) shall review and submit a written report to the Credentials Committee concerning each application for reappointment within the Department. 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 staff and whether the member has maintained their academic appointment and responsibilities.

15.9 Refusal to Reappoint

Pursuant to the *Public Hospitals Act*, the Board may refuse to reappoint a member of the Professional Staff.

15.10 Revocation or Suspension of Appointment to the Professional Staff

Pursuant to the *Public Hospitals Act*, the Board may, at any time, revoke or suspend any appointment of a member of the Professional Staff. Where the Board revokes or suspends the appointment of a member of the Professional Staff at a time other than the annual reappointment to the Professional Staff, the Board will follow the procedure for Mid-Term Action respecting physicians' privileges, as identified in Schedule A, herein, which Schedule forms a part hereof.

The Board may revoke or suspend the appointment or privileges of a member of the Professional Staff where:

- (a) The member fails to provide the agreed upon services in accordance with the *Public Hospitals Act*, the Hospital's By-Law, Rules and Regulations, Policies and Ethical Guidelines;
- (b) The member fails to maintain an academic appointment where such academic appointment is a condition of the applicant's Hospital appointment.

15.11 Application for Change of Privileges

- (a) Any change of privileges requested by a member of the Professional Staff shall be processed in accordance with the Northwest Regional Appointment and Credentialing Policy and Procedure;
- (b) The Medical Advisory Committee is entitled to request any additional information or evidence that it deems necessary for consideration of the application for change in privileges.

ARTICLE 16 - CATEGORIES OF PROFESSIONAL STAFF

16.1 Professional Staff

The Professional Staff shall be divided into the following categories:

- (a) Active;
- (b) Associate;
- (c) Supportive;
- (d) Temporary;
- (e) Resident Staff;
- (f) Clinical Fellow Staff;
- (g) Term Staff;
- (h) Clinician Scientist;
- (i) Senior Staff;
- (j) Regional Staff.

16.2 Active Staff

- (a) 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;
- (b) All Active Professional Staff are responsible for assuring that professional care is provided to their patients in the Hospital;
- (c) All Active Professional Staff must have admitting privileges unless otherwise specified in their appointment to the Professional Staff, or as directed within the service provision of individual Departments (Laboratory, Diagnostic Imaging, Emergency Department);
- (d) Each member of the Active Professional Staff shall:
 - (i) Attend and act as Most Responsible Physician for 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;
 - (ii) 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 or their delegates to which the active staff member has been assigned;

- (iii) participate in an on-call duty roster as directed by the Chief of Staff or Chief of Department, unless otherwise exempted by the Professional Staff Rules and Regulations;
 - (iv) 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;
 - (v) be eligible to vote at Professional Staff meetings and to hold office; and
 - (vi) attend no less than fifty percent (50%) of the regularly scheduled meetings of the Professional Staff and seventy percent (70%) of the meetings of the Department of which he/she is a member, annually.
- (e) Be subject to a peer review process as directed by the Chief of Staff, the Medical Advisory Committee and/or the Chief of the Department. A Dentist in the Active Staff category, who is not an Oral and Maxillofacial Surgeon, may be granted admitting privileges in association with a Physician who is a member of the Professional Staff with active privileges.

16.3 Associate Staff

- (a) The Associate Staff shall consist of Physicians, Dentists, or Midwives newly appointed to the Professional Staff by the Board. This shall be for a period of twelve (12) months;
- (b) Each Associate Staff member must have admitting privileges unless otherwise specified in the appointment, or as directed within the service provision of individual Departments (Laboratory, Dentistry, Diagnostic Imaging, Emergency Department);
- (c) An Associate Staff member shall work for a probationary period under the supervision of an Active Staff member named by the Chief of Staff or the Chief of Department to which the Associate Staff member has been assigned;
- (d) At the end of twelve (12) months Associate staff appointment, the Department Chief may recommend a change of status to the Active Staff category. As part of the change of status process, the Associate Staff member shall be reviewed by the Department Chief who shall submit a written report to the Credentials Committee. Each report shall include information concerning the knowledge and skill which has been shown by the Associate Staff member, the nature and quality of his/her work in the Hospital, including comments on the utilization of Hospital resources, the Associate Staff member's ability to function in conjunction with the other members of the Hospital staff, and a statement indicating the category of Staff appointment for which the Physician, Dentist or Midwife is being recommended;
- (e) Any such change of appointment status to the Active Staff will be in effect only for the period of time remaining in the current appointment year and may be carried out without requirement of a written application for reappointment by the Physician. Thereafter, the Physician will complete written application for all further reappointments at the regularly scheduled times;
- (f) If the report and recommendation made as part of the change of status process are not favourable to the Associate Staff member, the Chief of the Department,

the Chief of Staff, the Executive Vice President, Medical and Academic Affairs, or the Medical Advisory Committee may recommend an extension of Associate Staff status not to exceed twelve (12) months or a denial of continued appointment;

- (g) If the extension exceeds six (6) months, a formal review of the Associate Staff member with the Chief of the Department, the Chief of Staff and the member will be notified and placed on “probationary Associate Staff” status for the next six (6) months. If performance is not satisfactory after this, the Chief of the Department, the Chief of Staff and the Executive Vice President, Medical and Academic Affairs will not recommend reappointment to Active Staff. The Chief of Staff will provide written explanation to the Credentials Committee and to the Medical Advisory Committee, as per 16.3 (k);
- (h) Should the extended period of the Associate Staff status be in effect beyond the date of the next annual reappointment time, the appointment as Associate Staff status shall be deemed to continue until completion of the extended period or unless revoked by the Board as per Section 16.3(f);
- (i) Each report and recommendation as in subsection 16.3(d) shall be reviewed by the Credentials Committee of the Medical Advisory Committee;
- (j) At any time, an unfavourable report may cause the Medical Advisory Committee to make a recommendation that the appointment of the Associate Staff member be terminated;
- (k) The Chief of the Department, upon the request of an Associate Staff member or a supervisor, may assign the Associate Staff member to a different supervisor for a further probationary period after review by the Chief of Staff and/or the Executive Vice President, Medical and Academic Affairs;
- (l) An Associate Staff member must:
 - (i) attend patients, and undertake treatment and operative procedures under supervision only in accordance with the kind and degree of privileges granted by the Board;
 - (ii) be subject to the Professional Staff By-Law, rules and regulations of the Department to which he is assigned, and Hospital policies;
 - (iii) 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 Associate Staff member has been assigned;
 - (iv) participate in an equitable manner in the on-call rota of the Department unless otherwise exempted by the Professional Staff Rules and Regulations;
 - (v) be entitled to vote at Professional Staff meetings;
 - (vi) be eligible to be elected a Professional Staff Officer, and appointed to a committee of the Professional Staff; and

- (vii) attend no less than fifty percent (50%) of the regularly scheduled meetings of the Professional Staff and seventy percent (70%) of the meetings of the Department of which he is a member.

16.4 Supportive Staff

- (a) The Supportive Staff shall consist of those members of the Professional Staff who are granted privileges by the Board to provide support to patients and/or members of patients' families and may not necessarily be required to hold a full-time or such other teaching appointment with the Northern Ontario School of Medicine;
- (b) Supportive Staff:
 - (i) may provide patients and their families with information;
 - (ii) shall be eligible for annual reappointment as provided in the By-Law;
 - (iii) may review and receive the patient record and progress notes as well as out-patient records of their patients;
 - (iv) shall be eligible to attend Department, Service and Professional Staff meetings; and
 - (v) may utilize Ambulatory and Diagnostic Services if available, to support and advise on same, and after consideration and recommendations from the Credentials Committee.
- (c) Supportive Staff shall not:
 - (i) have admitting privileges or provide direct patient care;
 - (ii) input information into the patient record and progress notes nor make or record any orders;
 - (iii) be eligible to hold an elected or appointed office or serve on committees of the Medical Advisory Committee; and
 - (iv) be eligible to vote or be bound by attendance requirements of Department, Service or Professional Staff meetings.

16.5 Temporary Staff

- (a) Temporary staff shall be an appointment to the Professional Staff of the Hospital made only for one of the following reasons:
 - (i) to meet a specific singular requirement by providing a consultation and/or operative procedure; or
 - (ii) to meet an urgent unexpected need for a Professional service.
- (b) Notwithstanding any other provision of this By-Law, the President and Chief Executive Officer, after consultation with and upon the advice of the Chief of Staff or his/her delegate, may:

- (i) grant temporary Privileges to a Physician, Dentist, Midwife, or Extended Class Nurse who is not a member of the Professional Staff provided that 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;
 - (ii) on the recommendation of the Medical Advisory Committee at its next meeting, continue the temporary Privileges until the next meeting of the Board; and
 - (iii) remove temporary Privileges at any time prior to any action by the Board.
- (c) Temporary Staff shall not be eligible to:
- (i) vote at Professional Staff meetings;
 - (ii) hold office; and
 - (iii) sit on a committee requiring Professional Staff.

16.6 Resident Staff

- (a) Resident Staff privileges shall be granted to graduates in medicine who are registered in accredited university postgraduate programs, and as defined in the Thunder Bay Regional Health Sciences Centre – Northern Ontario School of Medicine Affiliation Agreement.
- (b) Resident Staff:
- (i) may attend and write orders for patients in the Hospital under the supervision and counsel of a member of the Active Staff;
 - (ii) may attend Professional Staff meetings; and
 - (iii) shall perform such other duties as specified by the Department, Program or Service to which the Resident Staff member is assigned.
- (c) Resident Staff shall not:
- (i) be eligible to hold an elected or appointed office or serve on committees of the Medical Advisory Committee;
 - (ii) be eligible to vote or be bound by attendance requirements of Department, Program or Service and Professional Staff meetings; and
 - (iii) have admitting privileges.

16.7 Clinical Fellow Staff

- (a) Clinical Fellow Staff appointed by the Board shall include the graduates in medicine, appropriately qualified with an educational or independent licence issued by the College of Physician and Surgeons of Ontario (the College) and registered by the Post-Graduate Education Office, Northern Ontario School of Medicine, or by another accredited University;

- (b) Clinical Fellow Staff who are part of the International Medical Graduates Program must undergo a Pre-Entry Assessment Program (PEAP) as outlined in the College certificate.
- (c) Clinical Fellow Staff:
 - (i) may attend upon patients and write orders under the supervision of a designated Active Staff member;
 - (ii) shall perform such other duties as specified by the designated Active Staff member to which the Clinical Fellow Staff member is assigned; and
 - (iii) may attend Professional Staff meetings.
- (d) Clinical Fellow Staff shall not:
 - (i) be eligible to hold an elected or appointed office or serve on committees of the Medical Advisory Committee;
 - (ii) be eligible to vote or be bound by attendance requirements of Department, Service and Professional Staff meetings; and
 - (iii) have admitting privileges.

16.8 Clinician Scientist

- (a) Clinician Scientists are appointed by the Board, have an independent license, assist in the service of the Department and are required to do specific duties as designated by the particular Department involved. The specific role, privileges and scope of permissible activities of a Clinician Scientist shall be specifically identified and defined by the Medical Program or Service Director or Chief of Department and, where appropriate, the Chair of the appropriate Department of the Faculty of Health Sciences;
- (b) Clinician Scientists shall:
 - i. be eligible to attend Department or Service meetings and meetings of the Professional Staff; and
 - ii. be required to work under the supervision of a member of the Active Staff.
- (c). Clinician Scientists shall not:
 - i. be eligible to hold an elected or appointed office or serve on committees of the Medical Advisory Committee;
 - ii. be eligible to vote or be bound by attendance requirements of Department, Service and Professional Staff meetings; and
 - iii. have admitting privileges.

16.9 Term Staff

- (a) Term staff consist of applicants who have been granted admitting and/or procedural privileges as approved by the Board having given consideration to the recommendation of the Chief of Department and the Medical Advisory Committee in order to meet a specific clinical need for a defined period of time not to exceed one (1) year. The specific clinical need(s) shall be identified by the Medical Advisory Committee and approved by the President and Chief Executive Officer of the Hospital. Appointments shall be for a period not to exceed one (1) year and such appointment does not imply or provide for any continuing Professional Staff appointment or right of renewal. Applicants to the Term Staff category may not necessarily be required to hold a full-time or such other teaching appointment with the Northern Ontario School of Medicine;
- (b) Term staff:
 - (i) are required to work under the supervision of an Active Staff member designated by the Chief of Department;
 - (ii) are required to undergo a probationary period of six (6) months as appropriate and as determined by the Chief of Department;
 - (iii) shall, if replacing another member of the Professional Staff, attend that Professional Staff member's patient;
 - (iv) shall undertake such duties in respect of those patients classed as emergency cases, inpatients and of out-patient department clinics as may be specified by the Chief of Department;
 - (v) shall, unless otherwise specified in the grant of privileges by the Board, have admitting privileges and attend patients admitted to Hospital by the member, and undertake necessary treatment and operative procedures;
 - (vi) Privileges may be granted for specific purposes, and not be based solely on level of training or expertise.
- (c) Term staff will not, subject to determination by the Board in each individual case:
 - (i) be eligible for re-appointment;
 - (ii) attend or vote at meetings of the Professional Staff or be an Officer of the Professional Staff or committee chair; and
 - (iii) be bound by the expectations for attendance at Professional Staff, Departmental and Service meetings.

16.10 Senior Staff

- (a) The Senior Staff category has been created by the Board to allow the Hospital to, as required by its Professional Human Resource Plan, approve privileges beyond the Active Staff seventy (70) years of age or greater, provided that:
 - (i) the applicant's service is required;

- (ii) they remain clinically competent; and
 - (iii) they are not otherwise represented in the Department.
- (b) The Board's responsibility to ensure a succession plan for members of its Professional Staff, may require that from time to time and upon the recommendation of the Medical Advisory Committee, that a Senior Staff member's privileges may be reduced, revoked or not renewed in favour of granting privileges to a new or existing Associate or Active Staff member;
- (c) Senior Staff:
- (i) will consist of those members of the Active Staff previously appointed from time to time by the Board, who maintain clinical and/or academic activities within the Hospital and may not necessarily be required to hold a full-time or such other teaching appointment with the Northern Ontario School of Medicine;
 - (ii) may be subject to an enhanced performance review at the discretion of the Chief of Department and/or the Chief of Staff and approved by the Medical Advisory Committee with the express objective of ensuring the ongoing competency of the Senior Staff member;
 - (iii) will be granted privileges as approved by the Board having given consideration to the recommendation of the Chief of Department and the Medical Advisory Committee in consultation with the appropriate Medical Program or Service Director;
 - (iv) will be granted in-patient and/or out-patient admitting privileges, unless otherwise specified in their appointment to the Professional Staff;
 - (v) will be eligible to apply for annual reappointment;
 - (vi) will be eligible to attend and vote at meetings of the Professional Staff and to be an Officer of the Professional Staff or committee chair;
 - (vii) will be bound by the expectations for attendance at Professional Staff, Department and Service meetings.

16.11 Regional Staff

- (a) The Regional Staff category shall consist of those members of the Professional Staff who are granted privileges by the Board to order or requisition outpatient diagnostics only. It is intended that a Regional Staff appointment shall facilitate the ordering of diagnostic tests for patient's care closer to their home or to allow for testing at another site where not otherwise available;
- (b) Regional Staff:
- (i) shall be eligible for annual reappointment provided they are credentialed at a primary organization;
 - (ii) may review and receive the out-patient records specific to the diagnostics ordered for their patients;

~~(ii)~~(iii) may write orders for inpatients admitted to their facility that are attending Thunder Bay Regional Health Sciences Centre for outpatient diagnostic tests and procedures.-

- (c) Regional Staff shall not:
- (i) have admitting privileges or provide direct patient care;
 - (ii) input information into the patient record and progress notes nor make or record any orders with the exception of inpatients admitted to their regional facility that are attending Thunder Bay Regional Health Sciences Centre for outpatient diagnostic tests and procedures;
 - (iii) be eligible to hold an elected or appointed office or serve on committees of the Medical Advisory Committee; and
 - (iv) be eligible to vote or be bound by attendance requirements of Department, Service or Professional Staff meetings.

16.12 Rules of the Professional Staff

Members of the Professional Staff in their treatment and attendance upon patients within the Hospital shall be under the jurisdiction of the Chief of Staff or the Chief of the Department concerned and through him/her to the Medical Advisory Committee. They shall be required to conform with all general and departmental staff rules.

ARTICLE 17 - PROFESSIONAL STAFF DUTIES

17.1 Duties, General

- (a) Each member of the Professional Staff is accountable to and shall recognize the authority of the Board through and with their Chief of Department and/or Medical Program or Service Director, the Chief of Staff, the Executive Vice President, Medical and Academic Affairs, and the President and Chief Executive Officer of the Hospital;
- (b) Each member of the Professional Staff shall:
 - (i) attend and treat patients within the limits of the privileges granted by the Board, unless the privileges are otherwise restricted;
 - (ii) ensure a high professional standard of care is provided to patients under their care that is consistent with sound health care resource utilization practices, utilizing principles of evidence based best practice;
 - (iii) prepare and complete patient records in accordance with the Hospital's Policies as may be established from time to time, applicable legislation and accepted health sector standards;
 - (iv) participate in quality, safety and risk management initiatives by conducting all necessary and appropriate activities for assessing and improving the effectiveness and efficiency of care provided in the Hospital

as directed by Program, Service, Department, or academically directed standards;

- (v) assist to fulfill the Mission of the Hospital through contributing to the strategic planning, community needs assessment, resource utilization management, quality management activities, quality improvement plans, and safety monitoring policies;
- (vi) notify the President and Chief Executive Officer of the Hospital and/or the Chief of Staff of any change in the license to practice medicine made by Certificate of Registration in respective professional colleges;

(vii) notify the Chief of the Department and the Chief of Staff:

a) if one is the subject of an allegation that has been referred to the discipline committee;

b) if one is the subject of an investigation or proceeding by law enforcement, a court of tribunal or another hospital or healthcare facility;

c) of the findings of any completed reviews, investigations and proceedings by disciplinary panel reviews, law enforcement, a court or tribunal or another hospital or healthcare facility.

~~(vii)~~(viii) abide by the Policies and Procedures of the Hospital, and the Rules and Regulations of the Professional Staff, this By-Law, the Public Hospitals Act and the Regulations thereunder and all other legislated requirements and at all times maintain a professional and respectful workplace environment;

~~(viii)~~(ix) 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;

~~(ix)~~(x) serve, if requested by the Medical Advisory Committee, on sub-committees of the Medical Advisory Committee;

~~(x)~~(xi) give such instruction as is required for the education and evaluation of other members of the Professional Staff, Hospital staff and Learners;

~~(xi)~~(xii) provide and maintain undergraduate and postgraduate medical education and health professional education where required in accordance with the Mission of the Hospital;

~~(xii)~~(xiii) provide, maintain and participate in medical, clinical health services and outcome research where required;

~~(xiii)~~(xiv) contribute to scholarly activities within the parameters of a mutual agreement as determined within the department in which the Professional Staff member is appointed;

~~(xiv)~~(xv) facilitate patients' relatives or other appropriate persons to authorize the direction of appropriate tissues and organs for transplantation;

- (~~xv~~)(xvi) 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, the Chief of Department, the President and Chief Executive Officer, and the Executive Vice President, Medical and Academic Affairs.
- (c) Every member of the Professional Staff shall co-operate with:
- (i) the Chief of Staff and the Medical Advisory Committee;
 - (ii) the Chief of the Department to which the Physician has been assigned and/or the Medical Program or Service Director of specific Services or Programs;
 - (iii) the Executive Vice President, Medical and Academic Affairs;
 - (iv) the President and Chief Executive Officer; and
 - (v) all other members of the interprofessional health team.
- (d) Every member of the Professional Staff shall communicate immediately to the appropriate Department Chief or the Chief of Staff any situation where he believes a member of the Professional Staff is:
- (i) attempting to exceed his/her privileges;
 - (ii) temporarily unable to perform his/her professional duties with respect to a patient in the Hospital;
 - (iii) demonstrating unprofessional conduct as defined by the professional College;

ARTICLE 18 - CHIEF OF STAFF

18.1 Chief of Staff

- (a) The Board shall appoint a Physician who is a member of the Active staff to be the Chief of Staff after giving consideration to the recommendation of the Selection Committee.
- (b) Subject to annual confirmation by the Board, an appointment made under subsection 18.1 (a) shall be for a term of three (3) years but the Chief of Staff shall hold office until a successor is appointed;
- (c) The Chief of Staff shall be subject to an annual performance review by the Board of the Hospital with respect to issues related to quality and safety, performance review, competency, and credentialing, and shall be subject to an annual performance review by the President and Chief Executive Officer of the Hospital with respect to any leadership responsibilities arising out of the Chief of Staff's role as a member of the Senior Leadership Team.
- (d) The membership of the Selection Committee to act in the selection of the Chief of Staff at the Hospital may be as follows:
- (i) the Chair or delegate of the Board of the Hospital;

- (ii) three (3) members of the Medical Advisory Committee, one of whom must be the President or Vice President of the Professional Staff Association or one (1) member at large;
- (iii) the President and Chief Executive Officer, or his or her delegate;
- (iv) the Chief Nursing Executive, or his or her delegate;
- (v) such other members as may from time to time be selected by the Board;
- (vi) the Executive Vice President, Medical and Academic Affairs; and
- (vii) the Northern Ontario School of Medicine Dean or delegate.

18.2 Duties of the Chief of Staff

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

(a) Duties to the Board and Medical Advisory Committee

The Chief of Staff shall be accountable to the Board of the Hospital through the Chair of the Hospital. The Chief of Staff shall:

- (i) be responsible for establishing and monitoring the comprehensive credentialing and disciplining processes for the Professional Staff;
- (ii) ensure that the process regarding credentialing of Professional staff is fair and executed in a timely manner;
- (iii) be responsible for the disciplinary action or mediation of the Professional Staff in conjunction with the Department Chiefs and/or the Executive Vice President, Medical and Academic Affairs when appropriate;
- (iv) be responsible for ensuring compliance with the provisions of the Public Hospitals Act, its Regulations and By-Law of the Hospital with respect to Professional Staff;
- (v) be responsible to the Board for the supervision and quality of all the Professional Staff diagnosis, care and treatment given to patients within the Hospital according to the policies established by the Board. This will include quality improvement plans and patient safety monitoring;
- (vi) through, and with the Department Chiefs, advise the Medical Advisory Committee and the Board of the Hospital, and the President and Chief Executive Officer of the Hospital with respect to the quality of medical diagnosis, care and treatment provided to the patients of the Hospital;
- (vii) ensure that the Medical Advisory Committee fulfills its responsibility as defined in the Public Hospitals Act, and the By-Law;
- (viii) be a member of, or delegate appropriate members to sit on all committees that report to the Medical Advisory Committee;

- (ix) be a non-voting member of the Executive Committee of the Board as per the *Excellent Care for All Act*;
- (x) be a non-voting member of the Quality Committee of the Board;
- (xi) be a non-voting member of any committees of the Board as deemed reasonable and necessary;
- (xii) 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 professional activities of any other member of the Professional Staff for any period of time;
- (xiii) supervise and evaluate Chiefs of Department with respect to expected role. Under extraordinary conditions, the Chief of Staff may suspend the Chief of Department from the role of Chief of Department and, pending review, appoint an acting Chief of Department; and
- (xiv) investigate, report and disclose critical incidents pursuant to the Hospital Management Regulation under the Public Hospitals Act and the *Excellent Care for All Act*; and
- (xv) work with the Executive Vice President, Medical and Academic Affairs on peer review process as mandated by academic standards through the Council of Academic Hospitals of Ontario (CAHO).

18.3 Appointment of the Deputy Chief of Staff

The Board, in consultation with the Chief of Staff, may appoint a Physician with Active Staff privileges to be the Deputy Chief of Staff upon the recommendation of the Chief of Staff and after giving consideration to seek the advice of the Medical Advisory Committee. The Deputy Chief of Staff, if appointed, shall act in the place of the Chief of Staff if the Chief of Staff is absent or unable to act, and shall perform such duties as assigned from time to time by the Chief of Staff.

ARTICLE 19 - PROFESSIONAL STAFF DEPARTMENTS, PROGRAMS AND SERVICES

19.1 Departments

- (a) The Professional Staff shall be divided into departments which shall include:
 - (i) Anaesthesia;
 - (ii) Dentistry;
 - (iii) Diagnostic Imaging;
 - (iv) Emergency;
 - (v) Family Medicine;
 - (vi) Internal Medicine;
 - (vii) Laboratory and Pathology Medicine;

- (viii) Obstetrics and Gynecology;
 - (ix) Oncology;
 - (x) Pediatrics;
 - (xi) Psychiatry;
 - (xii) Surgery;
 - (xiii) Critical Care;
 - (xiv) Midwifery.
- (b) Whenever a separate Department is established, Professional Staff and patients related to such a Department shall come under the jurisdiction of that department;
- (c) The Board, after consultation and advisement from the Medical Advisory Committee, may at any time establish or disband Departments, Programs or Services of the Professional Staff.

19.2 Organization of Departments

- (a) Each Department shall be organized as a division of the Professional Staff as a whole with a Chief of Department who shall be responsible to the Medical Advisory Committee on issues of quality and safety. All other issues would be reporting responsibilities to the Executive Vice President, Medical and Academic Affairs.
- (b) The Clinical Departments of the Hospital shall ensure adequate coverage of the Emergency Department and the Hospital as per Hospital standards;
- (c) Any Professional Staff with Active or Associate Staff privileges in the Clinical Department has a duty to take call in such a manner as is established within the Clinical Department concerned, in keeping with his/her privileges, or as recommended by governing professional institutions and academic guidelines;
- (d) Any Department, Program or Service shall function in accordance with the Professional Rules and Regulations.

19.3 Division of Professional Staff

When a group of Professional Staff with a common interest indicate that its patients would be better served if they organized into a separate Department, Program or Service, and they are prepared to assume the responsibilities of operating as a separate Department Program or Service, they may make representation through their present Chief of Department, Chief of Staff, Executive Vice President, Medical and Academic Affairs, the Medical Advisory Committee and the President and Chief Executive Officer for the establishment of a separate Department, Program or Service. After due consideration and recommendation by the Chief of Department, Chief of Staff, Executive Vice President, Medical and Academic Affairs, the Medical Advisory Committee and the President and Chief Executive Officer, the application, together with their recommendations shall be submitted to the Board for a decision.

19.4 Programs and Services within Departments

- a) When warranted by the professional resources of a Department, and after consultation with the Chief of the Department, the Chief of Staff and the Executive Vice President, Medical and Academic Affairs, the Board, on the advice of the Medical Advisory Committee, may divide a Department into Program or Services;
- b) Reporting to the appropriate Executive Vice President Patient Care on administrative issues and the Chief of Department and Chief of Staff on quality and safety concerns.
- c) Participation in the Medical Advisory Committee by a Medical Program or Service Director(s) will be by invitation at the request of the Chief of Department, the Chief of Staff or the Executive Vice President, Medical and Academic Affairs.

19.5 Changing a Department

If after a regular departmental survey, or at any time when requested by a Department, it becomes evident that a Department is considered too small to remain effectively autonomous, or is unable to acquire a Chief with the interest and capabilities of assuming the responsibilities of such a position, departmental members may make representation through their present Chief of Department, to the Chief of Staff, the Medical Advisory Committee and the President and Chief Executive Officer, that may recommend to the Board that such Department shall become temporarily or permanently a part of, or a division of the appropriate larger Department.

19.6 Departmental Meetings

- (a) The essential purpose of staff and departmental meetings is to improve patient care by actions arising out of discussion of matters of scientific, educational, or clinical interests;
- (b) Minutes shall be kept of each departmental meeting and shall be forwarded to the Medical Advisory Committee;
- (c) Attendance will be recorded for all meetings;
- (d) Mortality and Morbidity Rounds shall be conducted quarterly.

19.7 Appointment of Chief of Department

- (a) Appointments:

The Board shall appoint a Chief of Department for each of the Departments as set out in subsection 19.1(a). The Board may appoint a Chief of Department as follows:

- (i) a member of the Active or Associate Staff from that Department, after consideration to the recommendations of a Selection Committee who shall seek the advice of the Medical Advisory Committee;

- (ii) the membership of the Selection Committee to act in the selection of a Chief of Department at the Hospital in respect of those departments set out in subsection 19.1(a) may include:
 - (A) the Chief of Staff;
 - (B) the Executive Vice President, Medical and Academic Affairs or his/her delegate;
 - (C) a member of that Department;
 - (D) a member of the Medical Advisory Committee as appointed by the Chief of Staff;
 - (E) the Chief Nursing Executive of the Hospital where appropriate.
- (b) The appointment of Chief of Department may be for a term of three (3) years, but the Chief of each Department shall hold office until his or her successor is appointed;
- (c) The Board may at any time revoke or suspend the appointment of a Chief of Department upon recommendation of the Chief of Staff.

19.8 Duties of the Chief of Department

- (a) The Chief of the Department shall:
 - (i) be a member of the Medical Advisory Committee and shall attend a minimum of seventy per cent (70%) of meetings;
 - (ii) through and with the Chief of Staff, fulfill the obligations set forth in the *Public Hospitals Act* ~~and in particular Section 31 thereof~~;
 - (iii) advise the Medical Advisory Committee through and with the Chief of Staff with respect to the quality of medical, and where appropriate dental and midwifery, diagnostic, care and treatment provided to the patients and outpatients of the Department;
 - (iv) advise the Chief of Staff and/or delegate, who will then advise the President and Chief Executive Officer and the Chair of the Board of Directors of the Hospital of any patient who is not receiving appropriate treatment and care;
 - (v) supervise the professional care provided by members of the Department;
 - (vi) under emergency conditions, and in consultation with the Chief of Staff or delegate and the Executive Vice President, Medical and Academic Affairs, restrict or suspend temporarily, any or all privileges of any members of his staff until such time as an emergency meeting of the Medical Advisory Committee and/or its Executive can be arranged in accordance with the By-Law;

- (vii) report to the Medical Advisory Committee and to the Department on activities of the Department including utilization of resources and quality and safety management;
- (viii) make recommendations to the Medical Advisory Committee and the Executive Vice President, Medical and Academic Affairs regarding Professional Staff Human Resource needs of the Department in accordance with the Hospital's strategic plan following consultation with Professional Staff of the Department, the Chief of Staff and, where appropriate, Medical Program or Service Directors;
- (ix) participate in the development of the Department's mission, objectives and strategic plan;
- (x) in collaboration with the Vice President Research, and the Executive Vice President, Medical and Academic Affairs, be accountable for the promotion of research within the department;
- (xi) from a quality perspective, review and endorse all research being conducted within the department and provide recommendations to the Vice President, Research;
- (xii) be responsible for providing to the Executive Vice President, Medical and Academic Affairs and the Medical Advisory Committee, for its review and approval, a report outlining the departmental clinical and academic responsibilities of the Credentialed Professional Staff as part of the annual work plan as required;
- (xiii) participate in Department resource allocation decisions
- (xiv) review or cause to be reviewed the privileges granted to members of the Department for the purpose of making recommendations for changes in the kind and degree of such privileges;
- (xv) review and submit written recommendations regarding the performance of members of the Department to the Credentials Committee as part of the reappointment process;
- (xvi) participate in the orientation of new members of the Medical, Dental and Midwifery Staff appointed to the Department;
- (xvii) hold at least eight (8) regularly scheduled monthly departmental meetings in each year, including quarterly Mortality and Morbidity Rounds and report to the Medical Advisory Committee as per hospital policy;
- (xviii) ensure minutes of each departmental meeting including attendance and Quality Management reports are kept and made available to the Medical Advisory Committee through the Chief of Staff;
- (xix) delegate appropriate responsibility to the Medical Program or Service Directors within the department;

- (xx) ensure there exists a process for the selection of representatives from the Department to those committees of the Medical Advisory Committee which name within their composition a member of that Department;
 - (xxi) notify the Chief of Staff and the Executive Vice President, Medical and Academic Affairs of the Chief of the Department's absence, and designate an alternate from within the Department; designate an alternate from within the department when the Chief of Department is absent but providing coverage by phone/email and situations arise where physical attendance is required; and when absent from Medical Advisory Committee meetings, appoint a delegate from within the Department to attend in Chief's absence;
 - (xxii) ensures timely completion of patient safety reports and responses to patient and family concerns.
- (b) A Chief of Department wishing to resign from his or her appointment shall submit his or her resignation in writing to the Chief of Staff, and forward to the Chair of the Board of the Hospital; however, the resignation shall not be effective until sixty days (60) have passed since tendering resignation, and a replacement has been appointed.

ARTICLE 20 – MEDICAL ADVISORY COMMITTEE

20.1 Medical Advisory Committee

- (a) Composition:
- (i) the Chief of Staff who shall be Chair;
 - (ii) the President, Vice President, and Secretary/Treasurer of the Professional Staff;
 - (iii) ~~the Chiefs of Departments who are physicians or dentists or delegates~~
Chiefs of Departments;
- (b) The following shall have the right of attendance without vote:
- (i) the President and Chief Executive Officer of the Hospital;
 - (ii) the Executive Vice President, Medical and Academic Affairs;
 - (iii) the Vice Presidents who are senior employees reporting to the President and Chief Executive Officer, responsible for patient care and clinical areas;
 - (iv) the Chief Nursing Executive;
 - (v) the Chief of Midwifery;
 - ~~(vi)~~(vi) Medical Program or Service Directors and other resource people may be invited to attend at the discretion of the Chair;
 - ~~(vi)~~(vii) One (1) Patient Family Advisor.

- (c) The term of the Patient Family Advisor is two (2) years, renewable for a maximum of three (3) consecutive terms or a total of six (6) years.
- (d) In the absence of the Chair, the Deputy Chief of Staff shall serve as Chair; if no Deputy Chief of Staff is appointed, the members of the Medical Advisory Committee shall elect from amongst themselves a member to serve as Chair.

20.2 Duties of the Medical Advisory Committee

The Medical Advisory Committee is responsible for the following activities: credentials, recommendation with respect to the Professional Staff part of the By-Law, quality of education programs, quality of medical care and safety, ethics, discipline and conflict resolution. The Medical Advisory Committee shall establish Sub-Committees as directed by the Public Hospitals Act. Membership and duties of the Sub-Committees of the Medical Advisory Committee shall be set out in the Professional Staff Rules and Regulations.

The Medical Advisory Committee 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 Hospital professional care, including quality assurance, peer review, and critical incidents investigation;
- (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 Department provide supervision over the practice of medicine, dentistry, midwifery, and extended class nursing in the Hospital when participating in Departments, Programs or Services;
- (d) appoint such sub-committees as are required for the supervision, review and analysis of all the clinical work in the Hospital;
- (e) name the Chair of each of the Sub-Committees it appoints and ensure that each meets and functions as required, and is keeping minutes of its meetings;
- (f) receive, consider and act upon the report from each of its appointed committees;
- (g) inform the Professional Staff at each regular meeting of the Professional Staff of any business transacted by the Medical Advisory Committee and refer to the Professional Staff such items as, in the opinion of the Medical Advisory Committee, require discussion and approval of the Professional Staff as a whole;
- (h) advise and co-operate with the Board and the President and Chief Executive Officer in all matters relating to the professional, clinical, academic, scientific and technical services;
- (i) recommend to the Board clinical and general rules respecting the Professional Staff as may be necessary under the circumstances;

- (j) advise the Board on any matters referred to it by the Board;
- (k) advise the Board on criteria for admission and discharge of patients; and
- (l) advise the Board on recommendations resulting from quality improvement and risk management activities;

ARTICLE 21 – SUB-COMMITTEES OF THE MEDICAL ADVISORY COMMITTEE

21.1 Medical Advisory Sub-Committees

The Medical Advisory Committee will put in place standing and special sub-committees as may be necessary from time to time to comply with their duties under the *Public Hospitals Act* or the By-Law of the Hospital or as they deem appropriate from time to time. The duties of these sub-committees are outlined in the Professional Staff Rules. The Medical Advisory Committee shall appoint the following standing sub-committees following the annual meeting:

- (a) Credentials Committee;
- (b) Pharmacy and Therapeutics Committee;
- (c) Medical Quality Improvement Committee;
- (d) Medical Education Committee; and
- (e) Laboratory Quality Utilization Committee.

21.2 Sub-Committees Established by the Medical Advisory Committee

- (a) The Medical Advisory Committee may establish other sub-committees as required to fulfill its duties;
- (b) Each sub-committee appointed by the Medical Advisory Committee shall work within a mandate described by the Medical Advisory Committee;
- (c) The Medical Advisory Committee shall establish and revise the terms of reference for any Medical Advisory Committee sub-committee formed under section 19.2(a), which terms of reference shall be set forth in the Professional Staff Rules and Regulations. The Medical Advisory Committee shall present the revised terms of reference to the Board for approval;
- (d) The Medical Advisory Committee may, at any meeting, appoint any special sub-committee, prescribe its terms of reference and name the Chair and Vice-Chair.
- (e) The Medical Advisory Committee may, by resolution, at any time, dissolve and reconstitute the membership of any special sub-committee;
- (f) Unless otherwise directed by the Medical Advisory Committee, each sub-committee of the Medical Advisory Committee shall meet as specified in its terms of reference and report to the Medical Advisory Committee;
- (g) The Chair of each sub-committee of the Medical Advisory Committee will be appointed by the Medical Advisory Committee on an annual basis.

21.3 Appointment to Medical Advisory Committee Sub-Committees

Pursuant to the Hospital Management Regulation, the Medical Advisory Committee shall appoint the Physician members of all Medical Advisory Committee sub-committees provided for in this By-Law. Other members of Medical Advisory Committee sub-committees shall be recommended by the Medical Advisory Committee to the President and Chief Executive Officer and the Board. The Chief of Staff or delegate shall be an ex-officio member of all Medical Advisory Committee sub-committees, without vote.

21.4 Medical Advisory Committee Sub-Committees Duties

In addition to the specific duties of each Medical Advisory Committee sub-committee as set out in this By-Law and the Professional Staff Rules, all Medical Advisory Committee sub-committees shall:

- (a) meet as directed by the Medical Advisory Committee;
- (b) present a written report including any recommendations of each meeting to the next meeting of the Medical Advisory Committee;
- (c) perform such other duties, not specified in this By-Law, as may from time to time be directed by the Medical Advisory Committee;
- (d) review their terms of reference every three (3) years, or more frequently if necessitated by changing needs. Reviewed terms of reference will be submitted, with modifications if any, to the Medical Advisory Committee.

21.5 Medical Advisory Committee Sub-Committees Chairs

- (a) The Medical Advisory Committee shall appoint a Physician as the Chair of each Medical Advisory Committee sub-committee where possible. Physicians named as Sub-Committee Chairs must be members of the Active or Associate Professional Staff;
- (b) The Chair shall hold office for one year and may be reappointed annually by the Medical Advisory Committee.

21.6 Duties of the Chair of the Sub-Committees of the Medical Advisory Committee

Each Chair of a Sub-Committee of the Medical Advisory Committee shall:

- (a) chair the sub-committee meetings;
- (b) call meetings of the sub-committee;
- (c) be a voting member of the sub-committee which they chair;
- (d) report to the Medical Advisory Committee through the sub-committee minutes;
- (e) at the request of the Medical Advisory Committee, be present to discuss all or part of any report of the Sub-Committee; and
- (f) request meetings with the Medical Advisory Committee when appropriate.

21.7 Other Sub-Committee Duties

- (a) The duties of all Professional Staff or Medical Advisory Committee sub-committees shall be as specified in the Rules and Regulations;
- (b) Terms of Reference for all other Medical Advisory Committee sub-committees shall be developed by the sub-committee and approved by the Medical Advisory Committee.

21.8 Credentials Committee

- (a) Composition:
 - (i) The Credentials Committee shall consist of:
 - (A) the Chief of Staff;
 - (B) the Chief Nursing Executive of the Hospital;
 - (C) such other Professional Staff members as appointed by the Medical Advisory Committee.
- (b) Credentials Committee Duties:
 - (i) the Committee shall ensure that a record of the qualifications and professional career of every member of the Professional Staff is maintained;
 - (ii) the Committee shall establish the authenticity and investigate the qualifications of each applicant for appointment and reappointment to the medical, dental, midwifery and registered nurse extended class staff where not hospital employees, and each applicant for a change in privileges.
 - (iii) the Committee shall:
 - (A) ensure that each applicant for appointment to the Professional Staff meets the criteria as set out in the Northwest Regional Appointment and Credentialing Policy and Procedure;
 - (B) ensure that each applicant for a change in privileges continues to meet the criteria for reappointment set out in the Northwest Regional Appointment and Credentialing Policy and Procedure;
 - (iv) the Committee shall consider reports of the feedback from all stakeholders involved in the site visits and the standardized recruiting process;
 - (v) the Committee shall consult with the appropriate Chief of Department;
 - (vi) the Committee shall submit a written report to the Medical Advisory Committee at or before its next regular meeting. The report shall include the kind and extent of privileges requested by the applicant, and, if

necessary, a request that the application be deferred for further investigation;

- (vii) the Committee shall perform any other duties prescribed by the Medical Advisory Committee.

ARTICLE 22 - MEETINGS – PROFESSIONAL STAFF ORGANIZATION

22.1 Annual Meeting

- (a) An Annual Meeting of the Professional Staff shall be held at a date, time and place to be agreed upon and approved by the President of the Professional Staff;
- (b) A written notice of each Annual Meeting shall be posted by the Secretary/Treasurer of the Professional Staff at least fourteen days (14) days before the meeting.

22.2 Quarterly Professional Staff Meetings

The meetings of the Professional Staff shall be held at least four (4) times in each fiscal year of the Hospital, one (1) of which shall be the Annual Meeting.

22.3 Notice of Regular Meetings

- (a) Regular meetings of the Professional Staff shall be held at a date, time and place to be agreed upon and approved by the President of the Professional Staff;
- (b) A written notice of each regular meeting shall be posted by the Secretary/Treasurer of the Professional Staff at least fourteen (14) days before the meeting.

22.4 Special Meetings

- (a) In cases of emergency, the President of the Professional Staff may call a special meeting;
- (b) Special meetings shall be called by the President of the Professional Staff on the written request of any ten (10) Active or Associate Staff members;
- (c) Notice of such special meetings shall be as required for a regular meeting, except in cases of emergency, and shall state the nature of the business for which the special meeting is called;
- (d) The usual 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.

22.5 Attendance at Meetings

- (a) The Secretary/Treasurer of the Professional Staff shall:
 - (i) be responsible for the making of a record of the attendance at each meeting of the Professional Staff;

- (ii) receive the record of attendance for each meeting of each Department of the Professional Staff; and
- (iii) make such records available to the Medical Advisory Committee.

22.6 Quorum

- (a) Thirty-five (35) Active and Associate Professional Staff members, of which fifty per cent (50%) must be Medical Staff, shall constitute a quorum at any general or special meeting of the Professional Staff;
- (b) In any case where a quorum of the Professional Staff has not arrived at the place named for the meeting within thirty (30) minutes after the time named for the start of the meeting, those members of the Professional Staff who have presented themselves shall be given credit for attendance at the meeting for the purpose of satisfying the attendance requirement of this By-Law.

22.7 Voting

- (a) There shall be only one (1) vote cast by any one such member on any question and the same shall be so cast by the member personally present;
- (b) Unless as otherwise expressed by this By-Law, every question shall be decided by a majority vote;
- (c) If there is an equality of votes, the Chair shall rule that the motion has been defeated;
- (d) Unless a poll is demanded by ten percent (10%) of the members who can vote and who are present at any meeting, a declaration by the presiding officer thereat that a resolution is carried, or is not carried, by a particular majority shall be conclusive;
- (e) If a poll be demanded as aforesaid, it shall be taken in such a manner as the presiding officer in such meeting directs;
- (f) Voting at all elections shall be by secret ballots;
- (g) No member of the Professional Staff shall vote by proxy.

22.8 Order of Business

The order of business at any meeting of the Professional Staff shall be as defined in the Professional Staff Rules and Regulations.

22.9 Election Procedure

- (a) A Nominating Committee shall be appointed by the Professional Staff (at each Annual Meeting) and shall consist of three (3) members of the Active or Associate Staff appointed at the Hospital.
- (b) The Nominating Committee shall undertake its selection activities further to the following criteria:

- (i) an officer should have knowledge and understanding of the needs and operations of the Hospital;
 - (ii) a member nominated as President, or Vice President shall be a physician and member of the Active or Associate Staff, who shall have an understanding of their responsibility to act in good faith and in the best interest of the Hospital to avoid or declare situations of actual or perceived conflict of interest; and
 - (iii) a member nominated as Secretary/Treasurer may be an Active or Associate member of the Professional Staff
- (c) At least thirty (30) days before the Annual Meeting of the Professional Staff, the Nominating Committee shall post a list of the names of nominated officers of the Professional Staff which are to be filled by election in accordance with this By-Law and the regulations under the *Public Hospitals Act*.
- (d) Further nominations may be made, in writing, where signed by two (2) members of the Professional Staff entitled to vote, to the Secretary/Treasurer of the Professional Staff within fourteen (14) days of the posting referred to at subsection 22.9(c) and the nominee shall have signified in writing on the nomination his or her acceptance of it. Such nominations shall be posted or circulated in the same manner as above.

ARTICLE 23 - PROFESSIONAL STAFF ELECTED OFFICERS

23.1 Elected Officers

The elected Officers of the Professional Staff shall be President, Vice President, Secretary/Treasurer. These officers shall be elected at the Annual Meeting of the Professional Staff. It is the intent of the By-Law that these officers hold office for one (1) year. Their term of office in each position shall not exceed two (2) years but they shall remain in office until their successors are elected.

23.2 Eligibility for Office

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

23.3 Duties of the President of the Professional Staff

The President of the Professional Staff shall:

- (a) preside at all meetings of the Professional Staff;
- (b) call special meetings of the Professional Staff;
- (c) be a voting member of the Medical Advisory Committee and its Executive;
- (d) be a member of the Board without vote and as a Director, fulfill fiduciary duties to the Hospital;

- (e) be a member of such other committees as may be deemed appropriate by the Board or through advisement and recommendation of the Medical Advisory Committee;
- (f) report to the Medical Advisory Committee and the Board on any issues raised by the Professional Staff;
- (g) be accountable to the Professional Staff and advocate fair process in the treatment of individual members of the Professional Staff;
- (h) ensure that the Board is informed when a majority vote of the Professional Staff at any properly constituted meeting of the Professional Staff is opposed to a rule or rule change proposed by the Medical Advisory Committee;
- (i) report to the Professional Staff at its regular meetings on all corporate issues, rules, new processes regarding quality and other issues from the Medical Advisory Committee which may affect a Professional Staff's practice;
- (j) conduct the elections of Professional Staff Officers; and
- (k) represent the Professional Staff on various task forces or at functions as may be requested from time to time.

23.4 Duties of the Vice President of the Professional Staff

The Vice President of the Professional Staff shall:

- (a) act in the place of the President of the Professional Staff, perform the President's duties and possess the President's powers, in the absence or disability of the President;
- (b) perform such duties as the President of the Professional Staff may delegate; and
- (c) attend the Medical Advisory Committee meetings.

23.5 Duties of the Secretary/Treasurer of the Professional Staff

The Secretary/Treasurer of the Professional Staff shall:

- (a) attend the Medical Advisory Committee meetings ;
- (b) attend to the correspondence of the Professional Staff;
- (c) give notice of Professional Staff meetings by posting a written notice thereof:
 - (i) in the case of a regular or special meeting of the Professional Staff, at least five (5) days before the meeting;
 - (ii) in the case of an Annual Meeting of the Professional Staff, at least ten (10) days before the meeting.
- (d) ensure that minutes are kept of all Professional Staff meetings;
- (e) ensure that a record of the attendance at each meeting of the Professional Staff is made;

- (f) receive the record of attendance for each meeting of each Department of the Professional Staff, and provide copies to the Chief of Staff and the Executive Vice President, Medical and Academic Affairs;
- (g) make the attendance records available to the Medical Advisory Committee;
- (h) act in the place of the Vice President of the Professional Staff performing the Vice President's duties and possessing the Vice President's powers in the absence or disability of the Vice President;
- (i) disburse Professional Staff funds at the direction of the Professional Staff as determined by a majority vote of the Professional Staff.

ARTICLE 24 - AMENDMENTS TO BY-LAW

24.1 Amendments to By-Law

- ~~(a)~~ ~~The Board may pass or amend the By-Law of the Hospital from time to time;~~
- ~~(b)~~ ~~Where it is intended to pass or amend the By-Law at a meeting of the Board, written notice of such intention shall be sent by the Secretary to each Director at his/her address as shown on the records of the Hospital by ordinary mail, email, or fax not less than ten (10) days before the meeting;~~
- ~~(c)~~(a) ~~Where the notice of intention required by clause 24.1(b) above is not provided, any proposed By-Law or amendments to the By-Law 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; Subject to applicable legislation the provisions of the by-Law of the Corporation may be repealed or amended by by-Law enacted by a majority resolution of the Directors at a meeting of the Board and sanctioned by at least a majority of the Members entitled to vote and voting at a meeting duly called for the purpose of the considering the said by-law.~~
- ~~(d)~~(b) Subject to paragraph 24.1(e) below, a By-Law or an amendment to a By-Law passed by the Board has full force and effect:
 - (i) from the time the motion was passed; or
 - (ii) from such future time as may be specified in the motion.
- ~~(e)~~(c) 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 Hospital 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.
- ~~(f)~~(d) The Members at the Annual Meeting or at a special general meeting may confirm the By-Law as presented or reject or amend them, and if rejected they thereupon cease to have effect and if amended, they take effect as amended.
- ~~(g)~~(e) In any case of rejection, amendment, or refusal to approve the By-Law or part of the 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.

24.2 Amendments to Professional Staff Part of By-Law

Prior to submitting the Professional Staff part of the By-Law to the process established in Section 25.1, the following procedure shall be followed:

- (a) a notice shall be sent to all voting members of the Professional Staff advising them of the proposed amendments to the Professional Staff part of the By-Law fourteen (14) days in advance of the matter being considered by the Board;
- (b) a copy of the proposed Professional Staff part of the By-Law or amendments thereto shall be posted in the Professional Staff rooms and shall be made available on request fourteen (14) days in advance of the matter being considered by the Board;
- (c) the Professional Staff shall be afforded an opportunity to comment on the proposed Professional Staff part of the By-Law or amendment thereto; and
- (d) the Medical Advisory Committee may make recommendations to the Board, concerning the proposed Professional Staff part of the By-Law or amendment thereto.

ARTICLE 25 – PROFESSIONAL STAFF RULES AND REGULATIONS

25.1 Rules and Regulations

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

SCHEDULE A
PROCEDURES REGARDING REAPPOINTMENTS, REQUESTS FOR CHANGES IN PRIVILEGES AND MID-TERM ACTION

1. PREAMBLE

This schedule outlines the procedures to be followed in three (3) 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 the By-Law and undertaken pursuant to the *Public Hospitals Act*.

2. RECOMMENDATION, APPOINTMENT, REAPPOINTMENT AND REQUESTS FOR 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 which 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 the By-Law;
- (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);
- (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 or 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 (7) 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 (7) 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

- (a) The definition of mid-term action in an emergency situation is outlined in Article 15.7(a) of the By-Law.
- (b) 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 or revocation of privileges shall be followed;
- (c) In addition to the steps outlined in Article 15.7(a), the Chief of Department, or the Chief of Staff or the Executive Vice President, Medical and Academic Affairs will immediately notify the member, the Medical Advisory Committee, the President and Chief Executive Officer, the President of the Professional Staff and the Chair of the Board of their decision to suspend the member's privileges;

- (d) Arrangements will be made by the Chief of Department or Chief of Staff for the assignment of a substitute to care for the patients of the suspended member;
- (e) Within 24 hours of suspension, the individual who suspended the member will provide the Medical Advisory Committee, the President and Chief Executive Officer and the President of the Professional Staff with written reasons for the suspension and copies of any relevant documents or records;
- (f) 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 (5) days from the date of suspension to review the suspension and to make a recommendation to the Board;
- (g) 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;
- (h) The member may request and the Medical Advisory Committee may grant the postponement of the Special Meeting of the Medical Advisory Committee to a fixed date;
- (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 or 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 (7) 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 (7) 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 procedure 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 15.7(b) of the By-Law. Procedure for a non-immediate mid-term action shall include:

- (a) Information provided to the President and Chief Executive Officer or Chief of Staff by the Chief of Department which raises concerns about any of the matters in the By-Law relating to non-immediate mid-term action, shall be in writing and will be directed to the President and Chief Executive Officer and/or the Chief of Staff;
- (b) Where either of the President and Chief Executive Officer, Chief of Staff, or Chief of Department 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 Department 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 President and Chief Executive Officer, the Executive Vice President Medical and Academic Affairs, the Chief of Staff and the Chief of Department;
- (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 Department or President and 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 individual or individuals 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), the individual or individuals or body who conducted the investigation will forward a written report to the President and Chief Executive Officer, Chief of Staff and Chief of Department. The member will be provided with a copy of the written report;
- (i) The Chief of Staff, Chief of Department and President 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 procedure set out below at Section 5 for the Special Meeting of the Medical Advisory Committee is 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 (7) 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 MEETING 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 procedure 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 Meeting of the Medical Advisory Committee.

6. BOARD HEARING

In the event that a Board hearing is required pursuant to this schedule, such Board hearing will be conducted further to the following procedure:

- (a) The Board will name a place and time for the hearing;
- (b) The Board hearing will be held within thirty (30) 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 (7) 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 his or her 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 (5) 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 (15) days of the conclusion of the Hearing;
- (l) Service on the applicant or member will be as set out in the By-Law.

CERTIFICATE OF ENACTMENT

THIS IS TO CERTIFY

(1) That the appended copy of the By-Law of the Thunder Bay Regional Health Sciences Centre is a true and complete copy of the By-law as amended by the Board of Directors of the Health Sciences Centre at a properly constituted meeting of the Board held on June ~~6~~-7, 201~~8~~~~7~~.

(2) That the amendments were confirmed at a properly constituted meeting of the general membership of the Health Sciences Centre Hospital held on the 2~~1~~~~st~~~~2~~nd day of June 201~~7~~~~8~~.

Dated at the City of Thunder Bay, the 2~~1~~~~st~~~~2~~nd day of June 201~~8~~~~7~~.



Jean Bartkowiak
President & CEO/Secretary