

# Corporate By-Law

## of Thunder Bay Regional Health Sciences Centre

Version June 2022



Exceptional **care** for  
every patient, every time.

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# THUNDER BAY REGIONAL HEALTH SCIENCES CENTRE

## CORPORATE BY-LAW

A by-law relating generally to the conduct of the activities and affairs of the Corporation.

**BE IT ENACTED** as a by-law of the Corporation as follows:

### ARTICLE 1 INTERPRETATION

#### 1.1 Definitions

In this By-law and in all other by-laws of the Corporation, unless the context otherwise requires:

- (a) “**Act**” means the *Not-for-Profit Corporations Act, 2010* (Ontario);
- (b) “**Articles**” means the Corporation’s letters patent of amalgamation, supplementary letters patent, and any other instrument that modifies its existence, including articles of amendment and articles of restatement;
- (c) “**Board**” means the board of directors of the Corporation;
- (d) “**By-law**” means this corporate by-law;
- (e) “**Chair**” means the chair of the Board;
- (f) “**Chief Executive Officer**” means, in addition to “administrator” as defined in the *Public Hospitals Act*, the president and chief executive officer of the Corporation who, subject to the authority of the Board, is responsible for the administration, organization, and management of the affairs of the Corporation;
- (g) “**Chief Nursing Executive**” means the senior nurse employed by the Corporation, who reports directly to the Chief Executive Officer and is responsible for nursing services provided in the Hospital;
- (h) “**Chief of Staff**” means the medical staff member appointed by the Board to serve as such in accordance with the *Public Hospitals Act* and the Professional Staff By-law;
- (i) “**Corporation**” means Thunder Bay Regional Health Sciences Centre;
- (j) “**day**”, unless otherwise specified as a business day, means a clear calendar day;
- (k) “**Director**” means an individual elected or appointed to the Board;
- (l) “*ex-officio*” means membership “by virtue of office”, and includes all rights, responsibilities, and power to vote unless otherwise specified;
- (m) “**Hospital**” means the public hospital operated by the Corporation;

- (n) **“Members”** means members of the Corporation as described in Article 2;
- (o) **“Policy”** means a policy adopted by the Board in accordance with section 12.2;
- (p) **“Professional Staff”** means the Board-appointed professional/credentialed staff of the Hospital;
- (q) **“Professional Staff By-law”** means the by-law of the Corporation concerning the Professional Staff made in accordance with the *Public Hospitals Act*;
- (r) **“Public Hospitals Act”** means the *Public Hospitals Act* (Ontario);
- (s) **“Secretary”** means the secretary of the Board;
- (t) **“Special Business”** means all business transacted at a special Members’ meeting and all business transacted at an annual Members’ meeting except for the following:
  - (i) consideration of the financial statements;
  - (ii) consideration of the audit report, if any;
  - (iii) election of directors; and
  - (iv) reappointment of the incumbent auditor;
- (u) **“telephonic or electronic means”** means any means that uses the telephone or any other electronic or other technological means to transmit information or data, including telephone calls, voice mail, fax, e-mail, automated touch-tone telephone system, computer, or computer networks; and
- (v) **“Vice Chair”** means one or more vice chair(s) of the Board.

## 1.2 Interpretation

In this By-law and in all other by-laws of the Corporation, unless the context otherwise requires and other than as specifically defined in this By-law, all terms contained in this By-law that are defined in the Act shall have the meanings given to the terms in the Act; words importing the singular shall include the plural and *vice versa*; and headings are used for convenience of reference and do not affect the interpretation of the by-law. Any reference to a statute in this By-law includes, where the context requires, the statute and the regulations made under it, all as amended or replaced from time to time.

## ARTICLE 2 MEMBERS AND MEMBERS’ MEETINGS

### 2.1 Members

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

- (b) Membership is not transferrable and terminates upon the Member ceasing to be a Director.
- (c) No fees shall be payable by the Members.

## **2.2 Meeting Location**

Members' meetings shall be held at the registered office of the Corporation or at any place within North Western Ontario as the Board may determine.

## **2.3 Annual Meeting**

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

## **2.4 Calling Meetings**

- (a) The Board or Chair shall have the power to call, at any time, a Members' meeting.
- (b) If the Board, Chair, or Members call a Members' meeting, the Board or Chair may determine that the meeting be held entirely by telephonic or electronic means that permits all participants to communicate adequately with each other during the meeting.

## **2.5 Quorum**

A majority of the Members shall constitute a quorum at any Members' meeting. If a quorum is present at the opening of a Members' meeting, the Members present may proceed with the business of the meeting, even if a quorum is not present throughout the meeting.

## **2.6 Notice**

- (a) Notice of Members' meetings shall be given by one of the following methods:
  - (i) by sending it to each Member, Director, and to the auditor by one of the methods set out in section 13.1 addressed to the person at their latest address as shown in the Corporation's records not less than ten days and not more than 50 days before the meeting; or
  - (ii) in any other manner permitted by the *Public Hospitals Act*.
- (b) Not less than five business days before each annual meeting or before the signing of a resolution in lieu of the annual meeting, the Corporation shall give a copy of the Board-approved financial statements, auditor's report, and any further information respecting the financial position of the Corporation and the results of its operations required by the Articles or this By-law to all Members who have informed the Corporation that they wish to receive a copy of those documents.
- (c) Notice of a Members' meeting at which Special Business is to be transacted must state the nature of that business in sufficient detail to permit a Member to form a reasoned judgment on the business and state the text of any resolution to be submitted to the meeting.

## **2.7 Voting**

- (a) Each Member in attendance at a Members' meeting shall be entitled to one vote on each matter.
- (b) At all Members' meetings, every question shall be determined by a majority of votes cast, unless otherwise specifically provided by the Act or this By-law.
- (c) If there is a tie vote at a Members' meeting, the chair of the meeting shall have a second vote to break the tie.
- (d) Votes at all Members' meetings shall be cast by those Members in attendance at the meeting and not by proxy.
- (e) Subject to the Articles, voting at a Members' meeting shall be by show of hands unless a Member demands a ballot.
- (f) A Member may demand a ballot either before or after any vote. A Member may withdraw a demand for a ballot.
- (f) Unless a ballot is demanded, an entry in the minutes of a meeting to the effect that the chair of the meeting declared a resolution to be carried or defeated is, in the absence of evidence to the contrary, proof of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.

## **2.8 Chair of the Meeting**

The chair of a Members' meeting shall be:

- (a) the Chair; or
- (b) a Vice Chair, if the Chair is absent, unable, or unwilling to act; or
- (c) a chair elected by the Members present if the Chair and Vice Chair(s) are absent, unable, or unwilling to act. The Secretary shall preside at the election of the chair of the meeting but if the Secretary is not present, the Members, from those present, shall choose a Member to preside at the election.

## **2.9 Adjourned Meetings**

- (a) If within one-half hour after the time appointed for a Members' meeting, the meeting has not commenced because a quorum is not present, the meeting shall stand adjourned until a day to be determined by the Board.
- (b) If a Members' meeting is adjourned for fewer than 30 days, no notice of the meeting that continues the adjourned meeting is required other than by announcement at the meeting that is adjourned.



- (c) If a Members' meeting is adjourned by one or more adjournments for an aggregate of 30 or more days, notice of the meeting that continues the adjourned meeting shall be given in accordance with section 2.6.

## **2.10 Written Resolution in Lieu of Meeting**

Except as provided in the Act, a resolution signed by all of the Members is as valid as if it had been passed at a Members' meeting.

## **2.11 Telephonic or Electronic Members' Meetings**

Any person entitled to attend a Members' meeting may participate in the meeting by telephonic or electronic means that permits all participants to communicate adequately with each other during the meeting if the Corporation makes these means available. A person so participating in a meeting is deemed to be present at the meeting.

# **ARTICLE 3 BOARD**

## **3.1 Composition of Board**

Subject to the Articles, the Board shall consist of:

- (a) 12 Directors, who satisfy the criteria set out in section 3.3 and who are elected by the Members in accordance with sections 3.7 and 3.8 or appointed in accordance with section 3.10; and
- (b) The following *ex-officio* voting Director:
  - (i) Dean of the Northern Ontario School of Medicine University;
- (c) the following four *ex-officio* non-voting Directors:
  - (i) Chief Executive Officer;
  - (ii) Chief of Staff;
  - (iii) President of the Medical Staff; and
  - (iv) Chief Nursing Executive.
- (d) The Corporation shall make best efforts to maintain two Directors on the Board, who are from the Thunder Bay Regional Health Research Institute and who have a scientific background.

### **3.2 Duties and Responsibilities**

Subject to the Act, the Board shall govern and supervise the management of the activities and affairs of the Corporation and may exercise all other powers and do all other acts and things as the Corporation is, by its Articles or otherwise, authorized to exercise and do.

### **3.3 Qualifications of Directors**

- (a) No individual shall be qualified for election or appointment as a Director if the individual:
  - (i) is under 18 years old;
  - (ii) has been found under the *Substitute Decisions Act, 1992* or under the *Mental Health Act* to be incapable of managing property;
  - (iii) has been found to be incapable by any court in Canada or elsewhere;
  - (iv) has the status of a bankrupt;
  - (v) is an “ineligible individual” as defined in the *Income Tax Act* (Canada) or any regulations made under it;
  - (vi) is an employee or Professional Staff member, except as provided under the *Public Hospitals Act*.
- (b) The Board’s decision as to whether or not a candidate is qualified to stand for election shall be final.

### **3.4 Director’s Consent to Act**

An individual who is elected or appointed to hold office as a Director shall, in writing, consent to the election or appointment before or within 10 days after the election or appointment, unless the Director has been elected or appointed where there is no break in the Director’s terms of office. If an elected or appointed Director consents in writing after the 10-day period, the election or appointment is valid.

### **3.5 Ceasing to Hold Office**

- (a) A Director shall automatically cease to hold office if the Director:
  - (i) dies;
  - (ii) resigns office by delivering a written resignation to the Secretary, and the resignation shall be effective at the time it is received by the Secretary or at the time specified in the resignation, whichever is later, or
  - (iii) becomes disqualified by virtue of any of sections 3.3(a)(ii) through 3.3(a)(vi).

- (b) Where there is a vacancy in the Board, the remaining Directors may exercise all the powers of the Board so long as a quorum remains in office.

### **3.6 Removal**

In accordance with the Act, the Members may remove any elected Director before the expiry of the Director's term of office, and may elect any qualified individual as a Director to fill the vacancy for the remainder of the vacated term.

### **3.7 Election and Term**

Directors shall be elected and shall retire in rotation. The Directors referred to in section 3.1(a) shall be elected for a three-year term, provided that each such Director shall hold office until the earlier of the date on which their office is vacated pursuant to sections 3.5 or 3.6 or until the end of the meeting at which their successor is elected or appointed. Four Directors shall retire from office each year subject to re-election as permitted by section 3.9.

### **3.8 Nomination Procedure for Election of Directors**

Nominations made for the election of Directors at a Members' meeting may only be made:

- (a) by the Board in accordance with the nominating and election procedure prescribed by the Board from time to time; or
- (b) by not less than five per cent of the Members pursuant to a proposal submitted to the Corporation in accordance with the requirements of the Act and this By-law.

### **3.9 Maximum Terms**

- (a) Each Director referred to in section 3.1(a) shall be eligible for re-election, provided that the Director shall not be elected or appointed for a term that will result in the Director serving more than nine consecutive years. The Director may also be eligible for re-election for another term or terms (to a maximum of nine consecutive years) if at least three years have elapsed since the termination of their last term. In determining a Director's length of service as a Director, service prior to the effective date of this By-law shall be included.
- (b) Despite the foregoing:
  - (i) a Director may, by Board resolution, have their maximum term as a Director extended for the sole purpose of that Director succeeding to the office of Chair or serving as Chair; and
  - (i) where a Director was appointed to fill an unexpired term of a Director, the partial term shall be excluded from the calculation of the maximum years of service.

### **3.10 Filling Vacancies**

So long as there is a quorum of Directors in office, any vacancy occurring in the Board may be filled by a qualified individual appointed for the remainder of the term by the Directors then in office, but the total number of Directors so appointed may not exceed one-third of the number of Directors elected at the previous annual Members' meeting. If there is not a quorum of the Board, or if there has been a failure to elect the number or minimum number of Directors provided for in the Articles, the Directors then in office shall, without delay, call a special Members' meeting to fill the vacancy. A Director appointed or elected to fill a vacancy holds office for the unexpired term of the Director's predecessor term.

### **3.11 Directors' Remuneration**

The Directors shall serve as such without remuneration and shall not, directly or indirectly, receive any profit from their position as such, provided that a Director may be reimbursed reasonable expenses incurred by the Director in the performance of their duties.

## **ARTICLE 4 BOARD MEETINGS**

### **4.1 Board Meetings**

(a) The Board may appoint one or more days for regular Board meetings at a time and place named. A copy of any Board resolution fixing the time and place of regular Board meetings shall be given to each Director forthwith after being passed and, subject to the Act, no other notice shall be required for any regular meeting.

(b) In addition to section 4.1(a):

- (i) the Board, the Chair, a Vice Chair, or the Chief Executive Officer may call a Board meeting; and
- (ii) the Secretary shall call a Board meeting upon receipt of the written request of three Directors;

and such meeting shall be held at the time and place determined in the notice of meeting.

(c) Notice of a Board meeting need not specify the purpose of or the business to be transacted at the meeting, unless the meeting is intended to deal with any of the following matters, in which case the notice must specify that matter:

- (i) to submit to the Members any question or matter requiring their approval;
- (ii) to fill a vacancy among the Directors or in the position of auditor;
- (iii) to appoint additional Directors;
- (iv) to issue debt obligations, except as authorized by the Directors;

- (v) to approve any annual financial statements; or
- (vi) to adopt, amend, or repeal by-laws.

#### **4.2 Telephonic or Electronic Meetings**

If all the Directors consent, a Director may participate in a Board meeting and a Board committee member may participate in a Board committee meeting by telephonic or electronic means that permits all participants to communicate adequately with each other during the meeting. A Director or Board committee member so participating in a meeting is deemed for the purposes of the Act to be present at the meeting.

#### **4.3 Notices**

Notice of Board meetings, other than regular meetings, shall be given to all Directors at least 24 hours prior to the meeting. The Chair, a Vice Chair, or the Chief Executive Officer may call a meeting on less notice, by means deemed appropriate, provided that notice is given to all Directors and the majority of the Directors consent to holding the meeting. Notice of a meeting that continues an adjourned Board meeting is not required to be given if the time and place of the continued meeting is announced at the meeting that is adjourned.

#### **4.4 Quorum**

A majority of the Directors shall constitute a quorum, provided that a majority of the Directors present are voting Directors.

#### **4.5 First Board Meeting after Annual Meeting**

If a quorum of Directors is present, the Board may, without notice, hold a meeting immediately following the annual Members' meeting.

#### **4.6 Persons Entitled to be Present**

Board meetings 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 of the meeting or by resolution of the Board or committee.

#### **4.7 Voting**

- (a) Each voting Director in attendance at a Board meeting shall be entitled to one vote on each matter.
- (b) As required by the regulations under the *Public Hospitals Act*, the Directors referred to in section 3.1(b) shall not be entitled to vote as Directors but shall otherwise be entitled to notice of, to attend, and to participate in, Board meetings and to receive the materials that are distributed to voting Directors.

- (c) A Director shall not be entitled to vote by proxy.
- (c) Every question arising at a Board meeting shall be determined by a majority of votes cast, unless otherwise specifically provided by statute or by this By-law.
- (d) If there is a tie vote at a Board meeting, the chair of the meeting shall not have a second vote to break the tie.
- (e) The vote on any question shall be taken by secret ballot if so demanded by any Director in attendance and entitled to vote. The chair of the meeting shall count the ballots. Otherwise, a vote shall be by a show of hands.
- (f) Unless a ballot is demanded, an entry in the minutes of a meeting to the effect that the chair of the meeting declared a resolution to be carried or defeated is, in the absence of evidence to the contrary, proof of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.

#### **4.8 Written Resolutions in Lieu of Meeting**

- (a) A resolution signed by all of the Directors entitled to vote on that resolution at a Board meeting is as valid as if it had been passed at a Board meeting.
- (b) A resolution signed by all of the Board committee members entitled to vote on that resolution at a Board committee meeting is as valid as if it had been passed at a Board committee meeting.

#### **4.9 Consent and Dissent of Director**

- (a) A Director who is present at a Board or Board committee meeting is deemed to have consented to any resolution passed or action taken at the meeting, unless:
  - (i) the Director's dissent is entered in the meeting minutes;
  - (ii) the Director requests that their dissent be entered in the meeting minutes;
  - (iii) the Director gives their dissent to the secretary of the meeting before the meeting is terminated; or
  - (iv) the Director submits their written dissent to the Corporation immediately after the meeting is terminated.
- (b) A Director who votes for or consents to a resolution is not entitled to dissent under this section.
- (c) A Director who was not present at a meeting at which a resolution was passed or action taken is deemed to have consented to the resolution or action unless within seven days after becoming aware of the resolution, the Director:
  - (v) causes their written dissent to be placed with the meeting minutes; or

- (vi) submits their written dissent to the Corporation.

#### **4.10 Adjournment of the Meeting**

If within one-half hour after the time appointed for a Board meeting a quorum is not present, the meeting shall stand adjourned until a day within two weeks to be determined by the chair of the meeting.

### **ARTICLE 5 CONFLICT OF INTEREST DISCLOSURE**

#### **5.1 Disclosure of Conflict**

- (a) A Director or officer who:

- (i) is a party to a material contract or transaction or proposed material contract or transaction with the Corporation; or
- (ii) is a director or officer of, or has a material interest in, any person who is a party to a material contract or transaction or proposed material contract or transaction with the Corporation,

shall disclose to the Corporation or request to have entered in the minutes of Board meetings the nature and extent of their interest.

- (b) The disclosure required by section 5.1(a) must be made, in the case of a Director:

- (i) at the meeting at which a proposed contract or transaction is first considered;
- (ii) if the Director was not then interested in a proposed contract or transaction, at the first meeting after the Director becomes so interested;
- (iii) if the Director becomes interested after a contract is made or transaction is entered into, at the first meeting after the Director becomes so interested; or
- (iv) if an individual who is interested in a contract or transaction later becomes a Director, at the first meeting after the individual becomes a Director.

- (c) The disclosure required by section 5.1(a) must be made, in the case of an officer who is not a Director:

- (i) forthwith after the officer becomes aware that the contract or transaction or proposed contract or transaction is to be considered or has been considered at a Board meeting;
- (ii) if the officer becomes interested after a contract is made or transaction is entered into, forthwith after the officer becomes so interested; or

- (iii) if an individual who is interested in a contract or transaction later becomes an officer, forthwith after the individual becomes an officer.
- (d) If the contract or transaction or proposed contract or transaction in respect of which a disclosure is required to be made for the purposes of section 5.1(a) is one that, in the ordinary course of the Corporation's business, would not require approval of the Board or Members, then the Director or officer shall disclose to the Corporation, or request to have entered in the minutes of Board meetings, the nature and extent of their interest forthwith after the Director or officer becomes aware of the contract or transaction or proposed contract or transaction.
- (e) Except as permitted by the Act, a Director referred to in section 5.1(a) shall not attend any part of a Board meeting during which the contract or transaction is discussed, and shall not vote on any resolution to approve the contract or transaction.
- (f) If no quorum exists for the purposes of voting on a resolution to approve a contract or transaction only because one or more Director(s) are not permitted to be present at the meeting by virtue of section 5.1(e), the remaining Directors are deemed to constitute a quorum for the purpose of voting on the resolution.
- (g) For the purposes of section 5.1, a general notice to the Board by a Director or officer disclosing that the individual is a director or officer of, or has a material interest in, a person, or that there has been a material change in the Director's or officer's interest in the person, and is to be regarded as interested in any contract or transaction entered into with that person, is sufficient disclosure of interest in relation to any such contract or transaction.
- (h) A contract or transaction for which disclosure is required under section 5.1(a) is not void or voidable, and the Director or officer is not accountable to the Corporation or the Members for any profit or gain realized from the contract or transaction, because of the Director's or officer's interest in the contract or transaction or because the Director was present or was counted to determine whether a quorum existed at the Board or Board committee meeting that considered the contract or transaction, if:
  - (i) disclosure of the interest was made in accordance with this section;
  - (ii) the Board approved the contract or transaction; and
  - (iii) the contract or transaction was reasonable and fair to the Corporation when it was approved.
  - (iv) The provisions of this Article are in addition to any Board-approved conflict of interest policy.



**ARTICLE 6**  
**PROTECTION AND INDEMNIFICATION OF**  
**DIRECTORS, OFFICERS, AND OTHERS**

**6.1 Indemnities to Directors and Others**

- (a) The Corporation shall indemnify a Director or officer of the Corporation, a former Director or officer of the Corporation, or an individual who acts or acted at the Corporation's request as a director or officer, or in a similar capacity, of another entity, against all costs, charges, and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by the individual in respect of any civil, criminal, administrative, investigative, or other action or proceeding in which the individual is involved because of that association with the Corporation or other entity.
- (b) The Corporation may advance money to an individual referred to in section 6.1(a) for the costs, charges, and expenses of an action or proceeding referred to in that section, but the individual shall repay the money if the individual does not fulfil the conditions set out in section 6.1(c).
- (c) The Corporation shall not indemnify an individual under section 6.1(a) unless:
  - (i) the individual acted honestly and in good faith with a view to the best interests of the Corporation or other entity, as the case may be; and
  - (ii) if the matter is a criminal or administrative proceeding that is enforced by a monetary penalty, the individual had reasonable grounds for believing that their conduct was lawful.
- (d) The indemnity provided for in section 6.1(a) shall not apply to any liability that a Director or officer, or former Director or officer, of the Corporation, or individual, may sustain or incur as the result of any act or omission as a Professional Staff member.

**ARTICLE 7**  
**COMMITTEES**

**7.1 Committees**

The Board may, from time to time, establish:

- (a) standing committees, being those committees whose duties are normally continuous; and
- (b) special committees, being those committees appointed for specific duties whose mandate shall expire with the completion of the tasks assigned.

## **7.2 Functions, Duties, Responsibilities, and Powers of Board Committees**

The Board shall provide for the functions, duties, responsibilities, and powers of the Board committees in the Board resolution by which a Board committee is established or in Board-approved terms of reference or general committee policy.

## **7.3 Board Committee Members, Chair**

- (a) Unless otherwise provided by by-law or by Board resolution:
  - (i) the Board shall appoint the chair, vice chair (if any), and members of each Board committee;
  - (ii) each chair and vice chair of a Board committee shall be a Director;
  - (iii) the Board committees may include members who are not Directors (other than a committee referred to in section 7.5, if any) and generally shall reflect the community that the Hospital serves;
  - (iv) a majority of the members of any Board committee shall be elected Directors;
  - (v) a majority of voting members of a Board committee shall constitute a quorum so long as at any meeting a majority of those in attendance shall be Directors; and
  - (vi) the Chair and Chief Executive Officer shall be an *ex-officio* member of all Board committees.
- (b) The Board may remove any chair, vice chair, or Board committee member from any Board committee at any time.

## **7.4 Procedures at Committee Meetings**

Procedures at Board committee meetings shall be determined by the chair of each Board committee, unless established by this By-law, Board resolution, or in Board-approved terms of reference or general committee policy.

## **7.5 Delegation to a Committee**

The Board may delegate to any committee comprised entirely of Directors any of the Board's powers, other than the following powers:

- (a) to submit to the Members any question or matter requiring the Members' approval;
- (b) to fill a vacancy among the Directors or in the position of auditor;
- (c) to appoint additional Directors;
- (d) to issue debt obligations, except as authorized by the Board;

- (e) to approve any annual financial statements; or
- (f) to adopt, amend, or repeal by-laws.

## **ARTICLE 8 OFFICERS**

### **8.1 General**

- (a) Subject to the Act, the Articles, and this By-law, the Board may designate the offices of the Corporation, appoint officers, specify their duties, and delegate to them powers to manage the activities and affairs of the Corporation, except powers to do anything referred to in section 7.5.
- (b) The officers shall include the Chair and Secretary, and may include one or more Vice Chairs and other officers as the Board may determine.
- (c) The Board shall appoint the officers at its first meeting following the annual Members' meeting at which the Directors are elected or at other times when a vacancy occurs. A Director may be appointed to any office of the Corporation. The Chief Executive Officer shall be the Secretary. The same individual may hold more two or more offices (except one individual may not hold the offices of Chair and Vice Chair). The Board shall appoint the Chair and Vice Chair(s) from among the elected Directors.

### **8.2 Terms of Office**

- (a) Unless otherwise provided in this By-law, the officers shall hold office for a one-year renewable term from the date of their appointment or until their successors are appointed in their stead. The Board may remove any officer at any time.
- (b) The Chair shall be appointed annually and shall be eligible for re-appointment, provided that:
  - (i) the Chair shall serve no longer than four consecutive years; and
  - (ii) where a Director has served as Chair for four consecutive years, the Board may, by resolution passed by at least two-thirds of the votes cast at a Board meeting, provide that such Director is eligible for re-appointment for a maximum of two additional one-year terms as Chair.

### **8.3 Duties of Chair**

The Chair shall, when present, preside at all Board and Members' meetings and shall represent the Corporation and the Board as may be required or appropriate and shall have those other powers and duties as the Board may specify. Unless otherwise provided by by-law or by Board resolution, the Chair shall be an *ex-officio* member of all Board committees.

#### **8.4 Duties of Vice Chairs**

A Vice Chair shall, in the absence, disability, or unwillingness of the Chair, perform the duties and exercise the powers of the Chair and shall perform those other duties as the Board may specify. Where two or more Vice Chairs are appointed they shall be designated First Vice Chair, Second Vice Chair, and so on. The Chair, or failing the Chair, the Board, shall designate which of the Vice Chairs shall exercise the powers and perform the duties of the Chair as contemplated in this section.

#### **8.5 Duties of Secretary**

The Secretary shall carry out the duties of the secretary of the Corporation generally and shall attend or cause a recording secretary to attend all meetings of the Members, the Board, and the Board committees to act as a clerk thereof and to record all votes and minutes of all proceedings in the records to be kept for that purpose. The Secretary shall give or cause to be given notice of all meetings of the Members, the Board, and the Board committees, and shall perform those other duties as may be prescribed by the by-laws or the Board.

#### **8.6 Other Officers**

The Board shall determine the powers and duties of all other officers from time to time. Any of the powers and duties of an officer to whom an assistant has been appointed may be exercised and performed by the assistant unless the Board otherwise directs.

### **ARTICLE 9 ORGANIZATION AND FINANCIAL**

#### **9.1 Seal**

The Board shall determine the form of the seal of the Corporation, if any.

#### **9.2 Execution of Documents**

- (a) Any one of the Chair or a Vice Chair, together with any one of the Chief Executive Officer or a Director, shall sign deeds, transfers, assignments, contracts, agreements, mortgages, conveyances, obligations, certificates, or any other instruments or documents requiring the signature of the Corporation, and all instruments or documents so signed shall be binding upon the Corporation without any further authorization or formality.
- (b) Additionally, the Board may from time to time direct the manner in which and the individual or individuals by whom any particular instrument or document, or class of instruments or documents, may or shall be signed.
- (c) Any signing officer may affix the seal of the Corporation to any instrument or document and may certify a copy of any instrument, resolution, by-law, or other document of the Corporation to be a true copy.

### **9.3 Banking Arrangements**

The Corporation shall transact the banking business of the Corporation or any part of it with those banks, trust companies, or other financial institutions as the Board may determine from time to time.

### **9.4 Financial Year**

Unless otherwise determined by the Board and subject to the *Public Hospitals Act*, the financial year end of the Corporation shall be March 31 in each year.

### **9.5 Appointment of Auditor**

- (a) The Members shall, at each annual meeting, appoint an auditor to audit the accounts of the Corporation and to report to the Members at the next annual meeting.
- (b) The auditor shall be duly licensed under the *Public Accounting Act, 2004* (Ontario) and shall be independent of the Corporation and its Directors and officers.
- (c) The auditor shall hold office until the close of the next annual meeting, provided that the Board shall immediately fill any casual vacancy in the office of auditor for the unexpired term.
- (d) The Board shall fix the remuneration of the auditor.

### **9.6 Borrowing Power**

Subject to the Articles, the Board may, without authorization of the Members:

- (a) borrow money on the credit of the Corporation;
- (b) issue, reissue, sell, or pledge debt obligations of the Corporation;
- (c) give a guarantee on behalf of the Corporation to secure performance of an obligation of any person; and
- (d) mortgage, pledge, or otherwise create a security interest in all or any property of the Corporation, owned or subsequently acquired, to secure any obligation of the Corporation.

### **9.7 Investments**

The Corporation may invest its funds as the Board thinks fit, subject to the Articles or any limitations accompanying a gift.

### **9.8 Records**

The Board shall see that all necessary records of the Corporation required by the by-laws of the Corporation or by any applicable laws are regularly and properly kept.

## **ARTICLE 10 CONFIDENTIALITY**

### **10.1 Confidentiality**

Every Director, officer, Professional Staff member, Board committee member, and employee of the Hospital shall respect the confidentiality of matters:

- (a) brought before the Board or any Board committee; or
- (b) dealt with in the course of the employee's employment, or Professional Staff member's activities in connection with the Corporation,

keeping in mind that unauthorized statements could adversely affect the interests of the Corporation.

### **10.2 Board Spokesperson**

Unless the Board withholds such authority, the Chair, the Vice-Chair in the absence of the Chair, and the Chief Executive Officer shall have the authority to make statements to the news media or public about matters brought before the Board. No other persons shall have the authority to comment to the news media or public on any matters concerning the Board or the Corporation unless authorized by the Chair or by the Chief Executive Officer.

## **ARTICLE 11 MATTERS REQUIRED BY THE *PUBLIC HOSPITALS ACT* AND OTHER APPLICABLE LEGISLATION**

### **11.1 Professional Staff**

There shall be a Professional Staff of the Hospital whose appointment and functions shall be as set out in the Professional Staff By-law.

### **11.2 Required Committees and Programs**

The Board shall ensure that the Corporation establishes the committees and undertakes the programs that are required pursuant to applicable legislation, including the *Public Hospitals Act* and the *Excellent Care for All Act, 2010*, including a medical advisory committee, a fiscal advisory committee, and a quality committee.

### **11.3 Fiscal Advisory Committee**

The Chief Executive Officer shall appoint the members of the fiscal advisory committee required to be established pursuant to the regulations under the *Public Hospitals Act*.

### **11.4 Chief Nursing Executive**

The Chief Executive Officer shall ensure that there are appropriate procedures in place for the appointment of the Chief Nursing Executive.

### **11.5 Nurses and other Staff and Professionals on Committees**

The Chief Executive Officer shall, from time to time, approve a process for:

- (a) the participation of the Chief Nursing Executive, nurse managers, staff nurses, staff, and other professionals of the Corporation in decision making related to administrative, financial, operational, and planning matters; and
- (b) the election or appointment of the Chief Nursing Executive, nurse managers, staff nurses, and other staff and professionals of the Corporation to those administrative committees approved by the Chief Executive Officer to have a nurse or other staff or professional representation.

### **11.6 Retention of Written Statements**

The Chief Executive Officer shall cause to be retained for at least 25 years, all written statements made in respect of the destruction of medical records, notes, charts, and other material relating to patient care and photographs thereof.

### **11.7 Occupational Health and Safety Program**

- (a) Pursuant to the regulations under the *Public Hospitals Act*, there shall be an occupational health and safety program for the Corporation, which shall include procedures for:
  - (i) a safe and healthy work environment;
  - (i) the safe use of substances, equipment, and medical devices;
  - (ii) safe and healthy work practices;
  - (iii) the prevention of accidents to individuals on the premises; and
  - (iv) the elimination of undue risks and the minimizing of hazards inherent in the Corporation environment.
- (b) The Chief Executive Officer shall designate an individual to be in charge of occupational health and safety in the Corporation, who shall be responsible to the Chief Executive Officer or their delegate for the implementation of the occupational health and safety program.
- (c) The Chief Executive Officer shall report to the Board as necessary on the occupational health and safety program.

### **11.8 Health Surveillance Program**

- (a) Pursuant to the regulations under the *Public Hospitals Act*, there shall be a health surveillance program for the Corporation, which shall be in respect of all individuals carrying on activities in the Corporation and include a communicable disease surveillance program.

- (b) The Chief Executive Officer shall designate an individual to be in charge of health surveillance in the Corporation, who shall be responsible to the Chief Executive Officer or their delegate for the implementation of the health surveillance program.
- (c) The Chief Executive Officer shall report to the Board as necessary on the health surveillance program.

### **11.9 Organ Donation**

Pursuant to the regulations under the *Public Hospitals Act*, the Board shall approve procedures to encourage the donation of organs and tissues including procedures to identify potential donors and make potential donors and their families aware of the options of organ and tissue donations, and shall ensure that these procedures are implemented in the Corporation.

## **ARTICLE 12 RULES OF ORDER AND POLICIES**

### **12.1 Rules of Order**

Any questions of procedure at or for any meetings of the Members, the Board, the Professional Staff, or any Board committee, which have not been provided for in this By-law or by applicable legislation, the Policies, or the Professional Staff rules and regulations, shall be determined by the chair of the meeting in accordance with the rules of order adopted by the Board, or failing such adoption, adopted by the chair of the meeting.

### **12.2 Policies**

The Board may, from time to time, adopt, amend, or repeal Policies as it may deem necessary or desirable in connection with the management of the activities and affairs of the Board and the conduct of the Directors, officers, and Board committee members; provided, however, that any Policy shall be consistent with the provisions of this By-law.

## **ARTICLE 13 NOTICES**

### **13.1 Notice**

- (a) Whenever under the provisions of the by-laws of the Corporation notice is required to be given, unless otherwise provided, the notice may be given in writing and delivered or sent by prepaid mail or personal delivery, or by electronic means, if there is a record that the notice has been sent, addressed to the Director, officer, Board committee member, Member, or auditor, at the address, as the case may be, as the same is shown in the records of the Corporation.
- (b) Any notice sent by the following means shall conclusively be deemed to be received as provided below:
  - (i) if by electronic means, on the next business day after transmission;



- (ii) if delivered, at the time of delivery; and
  - (iii) if by prepaid mail, subject to section 13.1(c), on the fifth business day following its mailing.
- (c) Notwithstanding the foregoing provisions with respect to mailing, if it may reasonably be anticipated that, due to any strike, lock out, or similar event involving an interruption in postal service, any notice will not be received by the addressee by no later than the fifth business day following its mailing, then the mailing of the notice shall not be an effective means of sending it but rather any notice must then be sent by an alternative method that may reasonably be anticipated will cause the notice to be received reasonably expeditiously by the addressee.
- (d) The Secretary may change or cause to be changed the recorded address of any Director, officer, Board committee member, Member, or auditor in accordance with any information believed by them to be reliable.

### **13.2 Computation of Time**

In computing the date when notice must be given under any provision of the by-laws requiring a specified number of days' notice of any meeting or other event, the date of giving the notice shall be excluded and the notice period shall terminate at midnight of the last day of the notice period, except if the last day is a holiday, the period shall terminate at midnight of the next day that is not a holiday.

### **13.3 Omissions and Errors**

The accidental omission to give any notice to any Member, Director, officer, Board committee member, or the auditor of the Corporation, or the non-receipt of any notice by any such person, or any error in any notice not affecting the substance of it, shall not invalidate any action taken at any meeting held pursuant to the notice or otherwise founded on it.

### **13.4 Waiver of Notice**

Any Member, Director, officer, Board committee member, or the auditor of the Corporation, may, in writing, waive any notice required to be given to them under any provision of the *Public Hospitals Act*, the Act, or the Articles or by-laws of the Corporation, either before or after the meeting to which it refers, and the waiver, whether given before or after the meeting or other event of which notice is required to be given, shall cure any default in giving the notice. Attendance and participation at a meeting constitutes waiver of notice, unless the attendance is for the express purpose of objecting to the transaction of any business on the grounds the meeting was not lawfully called.

## **ARTICLE 14**

### **BY-LAWS**

#### **14.1 By-laws and Amendments**

- (a) The Board may make, amend, or repeal any by-law that regulates the activities or affairs of the Corporation, except in respect of a by-law:
  - (i) to add, change, or remove a provision respecting the transfer of a membership;
  - (ii) to change the manner of giving notice to Members; or
  - (iii) to change the method of voting by Members not in attendance at a Members' meeting.
- (b) The Board shall submit the by-law, amendment, or repeal to the Members at the next Members' meeting, and the Members may confirm, reject, or amend the by-law, amendment, or repeal by ordinary resolution.
- (c) Subject to section 14.1(f), the by-law, amendment, or repeal is effective from the date of the Board resolution.
- (d) If the by-law, amendment, or repeal is confirmed or confirmed as amended by the Members, it remains effective in the form in which it was confirmed.
- (e) The by-law, amendment, or repeal ceases to have effect if the Board does not submit it to the Members as required under section 14.1(b) or if the Members reject it.
- (f) If a by-law, amendment, or repeal ceases to have effect, a subsequent Board resolution that has substantially the same purpose or effect is not effective until it is confirmed or confirmed as amended by the Members.
- (g) In any case of rejection, amendment, or refusal to approve the by-law or part of the by-law in effect in accordance with this section, no act done or right acquired under any by-law is prejudicially affected by any rejection, amendment, or refusal to approve.

#### **14.2 Amendments to Professional Staff By-law**

Prior to submitting all or any part of the Professional Staff By-law to the process established in section 14.1, the procedures set out in the Professional Staff By-law shall be followed.



Exceptional **care** for  
every patient, every time.



Thunder Bay Regional  
Health Sciences  
Centre

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# Professional Staff By-Law

of Thunder Bay Regional  
Health Sciences Centre

Version June 2022



Exceptional **care** for  
every patient, every time.

**PROFESSIONAL STAFF BY-LAW**  
**OF**  
**THUNDER BAY REGIONAL HEALTH SCIENCES CENTRE**

**Revised**

**May 2022**

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**PROFESSIONAL STAFF BY-LAW OF  
THUNDER BAY REGIONAL HEALTH SCIENCES CENTRE**

Be it enacted as the Professional Staff By-law of the Corporation as follows:

**ARTICLE 1  
DEFINITIONS AND INTERPRETATION**

**1.1 Definitions**

In this By-law:

- (a) **“Board”** means the board of directors of the Corporation;
- (b) **“By-law”** means this Professional Staff By-law;
- (c) **“business day”** means a day other than a Saturday, Sunday, or a statutory holiday in Ontario;
- (d) **“Chief Executive Officer”** means the president and chief executive officer of the Corporation, who is the ‘administrator’ for the purposes of the *Public Hospitals Act*, and the ‘officer in charge’ for the purposes of the *Mental Health Act*;
- (e) **“Chief Nursing Executive”** means the senior nurse employed by the Corporation, who reports directly to the Chief Executive Officer and is responsible for nursing services provided in the Hospital;
- (f) **“Chief of Department”** means the Professional Staff member appointed by the Board to serve as such in accordance with this By-law;
- (g) **“Chief of Staff”** means the Medical Staff member appointed by the Board to serve as such in accordance with the *Public Hospitals Act* and this By-law;
- (h) **“College”** means, as the case may be, the College of Physicians and Surgeons of Ontario, the Royal College of Dental Surgeons of Ontario, the College of Midwives of Ontario, and/or the College of Nurses of Ontario;
- (i) **“Corporation”** means Thunder Bay Regional Health Sciences Centre;
- (j) **“Credentials Committee”** means a subcommittee of the Medical Advisory Committee established by the Medical Advisory Committee and tasked with reviewing applications for appointment and reappointment to the Professional Staff, and applications for a change in privileges, and making recommendations to the Medical Advisory Committee on these matters, and if no such subcommittee is established it means the Medical Advisory Committee;
- (k) **“day”**, unless otherwise specified as a business day, means a calendar day;

- (l) **“Dental Staff”** means:
  - (i) oral and maxillofacial surgeons to whom the Board has granted the privilege of diagnosing, prescribing for, or treating Patients in the Hospital; and
  - (ii) Dentists to whom the Board has granted the privilege of attending to Patients in the Hospital.
- (m) **“Dentist”** means a dental practitioner in good standing with the Royal College of Dental Surgeons of Ontario;
- (n) **“Department”** means an organizational unit of the Professional Staff to which members with a similar field of practice have been assigned;
- (o) **“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 their absence, if any;
- (p) **“Director”** means a member of the Board.
- (q) **“Excellent Care for All Act”** means the *Excellent Care for All Act, 2010* (Ontario) and, where the context requires, includes the regulations made under it, and any statute that may be substituted for it, as amended from time to time;
- (r) **“Executive Vice President, Medical and Academic Affairs”** means the senior employee responsible to the Chief Executive Officer for medical leadership in corporate visioning, planning, program development, human organizational development, and for the academic mission of the Corporation.
- (s) **“ex-officio”** means membership “by virtue of the office” and includes all rights, responsibilities, and powers to vote, unless otherwise specified;
- (t) **“Extended Class Nursing Staff”** means those Registered Nurses in the Extended Class who are:
  - (i) employed by the Corporation and authorized to diagnose, prescribe for, or treat Patients in the Hospital; and
  - (ii) not employed by the Corporation and to whom the Board has granted privileges to diagnose, prescribe for, or treat Patients in the Hospital;
- (u) **“Hospital”** means the public hospital operated by the Corporation;
- (v) **“Impact Analysis”** means a study conducted by the Chief Executive Officer, in consultation with the Chief of Staff, Chief Nursing Executive, and the affected Chief(s) of Department to determine the impact upon the resources of the Hospital of the proposed or continued appointment of any applicant to the Professional Staff [or an application by a Professional Staff member for additional privileges or a change in membership category];

- (w) **“Medical Advisory Committee”** means the committee established under Article 10;
- (x) **“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;
- (y) **“Medical Staff”** means those Physicians appointed by the Board and granted privileges to practice medicine in the Hospital;
- (z) **“Midwife”** means a midwife in good standing with the College of Midwives of Ontario;
- (aa) **“Midwifery Staff”** means those Midwives appointed by the Board and granted privileges to practice midwifery in the Hospital;
- (bb) **“Northwest Regional Appointment and Credentialing Policy and Procedure”** means the policy endorsed and agreed upon by the participating organizations in Ontario Health North (Region), which outlines the standardized requirements and processes to be adhered to by each organization when considering an application for appointment, reappointment, or a change in privileges;
- (cc) **“Patient”** means any in-patient or outpatient of the Corporation;
- (dd) **“Physician”** means a medical practitioner in good standing with the College of Physicians and Surgeons of Ontario;
- (ee) **“Policies”** means the administrative, human resources, clinical and professional policies adopted by the Board, the Medical Advisory Committee, or the Chief of Department under Article 2;
- (ff) **“Professional Staff”** means those Physicians, Dentists, Midwives, and Registered Nurses in the Extended Class, who are appointed by the Board and granted privileges to practice their profession in the Hospital;
- (gg) **“Professional Staff Human Resources Plan”** means the plan developed by the Chief Executive Officer, in consultation with the Chief of Staff/Chair of the MAC, Chief Nursing Executive, and Chiefs of Department based on the mission and strategic plan of the hospital and on the needs of the community, which provides information and future projections of this information with respect to the management and appointment of Physicians, Dentists, Midwives, and Registered Nurses in the Extended Class who are or may become members of the Professional Staff.
- (hh) **“Program and Service”** means an organized unit of a Department, which is based on a sub-specialty area of clinical practice;
- (ii) **“Public Hospitals Act”** means the *Public Hospitals Act* (Ontario) and, where the context requires, includes the regulations made under it, and any statute that may be substituted for it, as amended from time to time;

- (jj) **“Registered Nurse in the Extended Class”** means a member in good standing with the College of Nurses of Ontario, who is a registered nurse and holds an extended certificate of registration under the *Nursing Act, 1991*; and
- (kk) **“Rules”** means the rules adopted by the Board under Article 2.

## **1.2 Interpretation**

In this By-law, unless the context otherwise requires, words importing the singular number include the plural number and *vice versa*; and “including” or “include(s)” means “including (or include(s)) without limitation”. Where this By-law provides for a matter to be determined, prescribed, or requested by the Board, Medical Advisory Committee, Chief of Staff, or Chief of Department, in all instances, the determination, prescription, or request may be made from time to time.

## **1.3 Delegation of Duties**

Each of the Chief Executive Officer, Chief of Staff, or Chief of a Department may delegate the performance of any of the duties assigned to them under this By-law to others; however, they shall each remain responsible for the performance of their respective duties.

## **1.4 Consultation with Professional Staff**

Where the Board or Medical Advisory Committee is required to consult with the Professional Staff under this By-law, it shall be sufficient for the Board or Medical Advisory Committee to receive and consider the input of the Professional Staff officers named in section 12.1(b).

# **ARTICLE 2 RULES AND POLICIES**

## **2.1 Rules and Policies**

- (1) The Board, after consulting with the Professional Staff and considering the recommendation of the Medical Advisory Committee, may make Rules as it deems necessary, including Rules for Patient care and safety and the conduct of members of the Medical Staff, Dental Staff, Midwifery Staff, and Extended Class Nursing Staff.
- (2) The Board, after consulting with the Professional Staff and considering the recommendation of the Medical Advisory Committee, may adopt Policies applicable to the Medical Staff, Dental Staff, Midwifery Staff, and Extended Class Nursing Staff that are consistent with, and that support the implementation of, the Rules.
- (3) The Medical Advisory Committee, after consulting with the Professional Staff, may make Policies applicable to the Medical Staff, Dental Staff, Midwifery Staff, and Extended Class Nursing Staff that are consistent with this By-law, the Rules, and the Board-approved Policies.

- (4) The Chief of Department, after consulting with the Professional Staff of the Department, may adopt policies and procedures applicable to the Professional Staff of the Department, including policies and procedures that are consistent with, and support the implementation of, the Rules and Policies.

### **ARTICLE 3**

#### **APPOINTMENT AND REAPPOINTMENT TO PROFESSIONAL STAFF**

##### **3.1 Appointment and Revocation**

- (1) The Board, after considering the recommendations of the Medical Advisory Committee, shall appoint annually a Medical Staff, and may appoint a Dental Staff, Midwifery Staff, and the non-employed members of the Extended Class Nursing Staff, and shall grant such privileges as it deems appropriate to each Professional Staff member so appointed.
- (2) All applications for appointment and reappointment to the Professional Staff shall be processed in accordance with the provisions of this By-law, the Northwest Regional Appointment and Credentialing Policy and Procedure, and the *Public Hospitals Act*.
- (3) The Board may, at any time, make or revoke any appointment to the Professional Staff, refuse to reappoint a Professional Staff member, or restrict or suspend the privileges of any Professional Staff member, in accordance with the provisions of this By-law and the *Public Hospitals Act*.

##### **3.2 Term of Appointment**

- (1) Subject to section 3.2(2), each appointment to the Professional Staff shall be for a term of up to one year.
- (2) Where a Professional Staff member has applied for reappointment within the time prescribed by the Medical Advisory Committee, the current appointment shall continue:
  - (a) unless section 3.2(2)(b) applies, until the Board grants or does not grant the reappointment; or
  - (b) in the case of a Medical Staff member and where the Board does not grant the reappointment and there is a right of appeal to the Health Professions Appeal and Review Board, until the time for giving notice of a hearing by the Health Professions Appeal and Review Board has expired or, where a hearing is required, until the decision of the Health Professions Appeal and Review Board has become final.

### **3.3 Qualifications and Criteria for Appointment**

- (1) Only an applicant who meets the qualifications and satisfies the criteria set out in this By-law and in the Northwest Regional Appointment and Credentialing Policy and Procedure is eligible to be a member of and appointed to the Professional Staff.
- (2) All new appointments shall be contingent upon an Impact Analysis demonstrating that the Corporation has the resources to accommodate the applicant and that the applicant meets the needs of the respective Department, Program, or Service as described in the Professional Staff Human Resources Plan.
- (3) In addition to any other provisions of the By-law, including the qualifications set out in sections 3.3(2), the Board may refuse to appoint any applicant to the Professional Staff on any of the following grounds:
  - (a) if applicable, the applicant is not eligible for or was not granted an academic appointment;
  - (b) the appointment is not consistent with the need for service, as determined by the Board;
  - (c) the Professional Staff Human Resources Plan and/or the Impact Analysis does not demonstrate sufficient resources to accommodate the applicant; or

### **3.4 Application and Procedure for Appointment**

- (1) An application for appointment to the Professional Staff shall be processed in accordance with the Northwest Regional Appointment and Credentialing Policy and Procedure.
- (2) The Board shall approve the prescribed form of application for appointment, re-appointment, and change in privileges after receiving the recommendation of the Medical Advisory Committee.
- (3) An applicant may be required to visit the Corporation for an interview with appropriate Professional Staff members and the Chief Executive Officer.

### **3.5 Temporary Appointment Process**

- (1) Notwithstanding any other provision of this By-law, the Chief Executive Officer, after consulting with the Chief of Staff, may:
  - (a) grant a temporary appointment and temporary privileges to a Physician, Dentist, Midwife, or Registered Nurse in the Extended Class, provided that the appointment shall not extend beyond the date of the next Medical Advisory Committee meeting at which time the action taken shall be reported;

- (b) continue a temporary appointment and temporary privileges on the recommendation of the Medical Advisory Committee until the next Board meeting; and
  - (c) revoke a temporary appointment and temporary privileges at any time prior to any action by the Board.
- (2) A temporary appointment may be made for any reason, including:
  - (a) to meet a specific singular requirement by providing a consultation and/or operative procedure; or
  - (b) to meet an urgent unexpected need for a medical, dental, midwifery, or extended class nursing service.
- (3) The Board may, after receiving the recommendation of the Medical Advisory Committee, continue a temporary appointment granted under section 3.5(1) for such period of time and on such terms as the Board determines.
- (4) If the term of the temporary appointment has been completed before the next Board meeting, the appointment shall be reported to the Board.
- (5) The temporary appointment shall specify the category of appointment and any limitations, restrictions, or special requirements.
- (6) An individual with a temporary appointment shall not be eligible to vote at Professional Staff meetings, hold a Professional Staff office, or sit on a committee requiring Professional Staff.

### **3.6 Reappointment**

- (1) Each year, each Professional Staff member desiring reappointment to the Professional Staff shall make a written application for reappointment on the prescribed form through the Chief Executive Officer to the Board before the date specified by the Medical Advisory Committee.
- (2) An application for reappointment to the Professional Staff shall be processed in accordance with the Northwest Regional Appointment and Credentialing Policy and Procedure.
- (3) In addition to the matters described in the Northwest Regional Appointment and Credentialing Policy and Procedure, each application for reappointment to the Professional Staff shall contain the following information:
  - (a) a restatement or confirmation of the undertakings and acknowledgements requested as part of an application for appointment or as required by the Rules;

- (b) the category of appointment requested and a request for either the continuation of, or any change in, existing privileges;
  - (c) if requested, a current Certificate of Professional Conduct or equivalent from the relevant College;
  - (d) confirmation that the member has complied with the disclosure duties set out in section 6.7(d); and
  - (e) such other information that the Board may require respecting competence, capacity, and conduct, after considering the recommendation of the Medical Advisory Committee.
- (4) The relevant Chief(s) of Department shall review and make recommendations concerning each application for reappointment within that Department to the Credentials Committee, then Medical Advisory Committee in accordance with a Board-approved performance evaluation process.
  - (5) In the case of any application for reappointment in which the applicant requests additional privileges, each application for reappointment shall identify any required professional qualifications and confirm that the applicant holds such qualifications.
  - (6) Applications for reappointment shall be dealt with in accordance with the *Public Hospitals Act* and section 3.5 of this By-law.

### **3.7 Qualifications and Criteria for Reappointment**

- (1) To be eligible for reappointment, the applicant shall:
  - (a) continue to meet the qualifications and criteria set out in section 3.3;
  - (b) have conducted themselves in compliance with this By-law, and the Corporation's values, Rules, and Policies; and
  - (c) have demonstrated appropriate use of Hospital resources in accordance with the Professional Staff Human Resources Plan and the Rules and Policies.

### **3.8 Application for Change of Privileges**

- (1) 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.

### **3.9 Leave of Absence**

- (1) Upon request of a Professional Staff member to the relevant Chief of Department, the Chief of Staff may grant a leave of absence of up to 12 months, after receiving the recommendation of the Medical Advisory Committee:



- (i) in the event of extended illness or disability of the member, or
  - (ii) in other circumstances acceptable to the Board, upon recommendation of the Chief of Staff.
- (2) After returning from a leave of absence granted in accordance with section 3.10(1), the Professional Staff member may be required to produce a medical certificate of fitness from a physician acceptable to the Chief of Staff. The Chief of Staff may impose such conditions on the privileges granted to the member as appropriate.
- (3) Following a leave of absence of longer than 12 months, a Professional Staff member shall be required to make a new application for appointment to the Professional Staff in the manner and subject to the criteria set out in this By-law.

### **3.10 Resignation**

- (1) A Professional Staff member wishing to resign or retire from active practice shall, no less than 90 days before the effective date of resignation or retirement, submit a written notice to the Chief Executive Officer, who shall notify the Chief of Staff, Chief of the relevant Department(s), and the chair of the Credentials Committee. The Board and Medical Advisory Committee shall subsequently be notified.

## **ARTICLE 4 MONITORING, SUSPENSION, AND REVOCATION**

### **4.1 Monitoring Practices and Transfer of Care**

- (1) The Chief of Staff or relevant Chief of Department may review any aspect of Patient care or Professional Staff conduct in the Corporation without the consent of the Professional Staff member responsible for the care or conduct. Where the care or conduct involves an Extended Class Nursing Staff member, the Chief Nursing Executive may also review the care or conduct.
- (2) Where any Professional Staff member or Corporation staff reasonably believes that a Professional Staff member is incompetent, attempting to exceed their privileges, incapable of providing a service that they are about to undertake, or acting in a manner that exposes or is reasonably likely to expose any Patient, healthcare provider, employee, or any other individual at the Corporation, to harm or injury, the individual shall immediately communicate that belief to the Chief of Staff, relevant Chief of Department, or Chief Executive Officer, so that appropriate action can be taken. Where the communication relates to an Extended Class Nursing Staff member, it may also be communicated to the Chief Nursing Executive.
- (3) The Chief of a Department, on notice to the Chief of Staff, where they believe it to be in the Patient's best interests, shall have the authority to examine the condition and scrutinize the treatment of any Patient in their Department and to make recommendations to the attending Professional Staff member or any consulting Professional Staff member involved in the Patient's care and, if necessary, to the

Medical Advisory Committee. If it is not practical to give prior notice to the Chief of Staff, notice shall be given as soon as possible.

- (4) If the Chief of Staff or Chief of Department becomes aware that, in their opinion a serious problem exists in the diagnosis, care, or treatment of a Patient, the officer shall immediately discuss the condition, diagnosis, care, and treatment of the Patient with the attending Professional Staff member. If changes in the diagnosis, care, or treatment satisfactory to the Chief of Staff or Chief of Department are not made, they shall immediately assume the duty of investigating, diagnosing, prescribing for, and treating the Patient.
- (5) Where the Chief of Staff or Chief of Department has cause to take over the care of a Patient, the Chief Executive Officer, Chief of Staff, or Chief of Department, and one other Medical Advisory Committee member, the attending Professional Staff member, and the Patient or the Patient's substitute decision maker shall be notified in accordance with the *Public Hospitals Act*. The Chief of Staff or Chief of Department shall file a written report with the Medical Advisory Committee within 48 hours of their action.
- (6) Where the Medical Advisory Committee concurs in the opinion of the Chief of Staff or Chief of Department who has taken action under section 4.1(4) that the action was necessary, the Medical Advisory Committee shall forthwith make a detailed written report to the Chief Executive Officer and the Board of the problem and the action taken.

#### **4.2 Revocation of Appointment or Restriction or Suspension of Privileges**

- (1) The Board may, at any time, in a manner consistent with the *Public Hospitals Act* and this By-law, revoke any appointment of a Professional Staff member, or restrict or suspend the privileges of a Professional Staff member.
- (2) Any administrative or leadership appointment of the Professional Staff member shall automatically terminate upon the revocation of appointment, or restriction or suspension of privileges, unless otherwise determined by the Board.
- (3) The Chief Executive Officer shall prepare and forward a detailed written report to the relevant College as soon as possible and no later than 30 days after the event, where by reason of incompetence, negligence, or misconduct, a Professional Staff member's:
  - (a) application for appointment or reappointment is denied;
  - (b) appointment is revoked; or
  - (c) privileges are restricted or suspended; or
  - (d) a Professional Staff member resigns from the Professional Staff during the course of an investigation into their competence, negligence, or misconduct.

### **4.3 Immediate Action**

- (1) The Chief Executive Officer, Chief of Staff, or Chief of Department may temporarily restrict or suspend the privileges of any Professional Staff member, in circumstances where in their opinion the member's conduct, performance, or competence:
  - (a) exposes or is reasonably likely to expose any Patient, healthcare provider, employee, or any other individual at the Corporation to harm or injury; or
  - (b) is or is reasonably likely to be detrimental to Patient safety or to the delivery of quality Patient care within the Corporation,and immediate action must be taken to protect Patients, healthcare providers, employees, and any other individuals at the Corporation from harm or injury.
- (2) Before the Chief Executive Officer, Chief of Staff, or Chief of Department takes action authorized in section 4.3(1), they shall first consult with one of the other of them. If prior consultation is not possible or practicable under the circumstances, the individual who takes the action shall immediately provide notice to the others and to the Executive Vice President, Medical and Academic Affairs. The individual who takes the action shall forthwith submit a written report on the action taken with all relevant materials and information to the Medical Advisory Committee.

### **4.4 Non-Immediate Action**

- (1) The Chief Executive Officer, Chief of Staff, or Chief of Department may recommend to the Medical Advisory Committee that the appointment of any Professional Staff member be revoked or that their privileges be restricted or suspended in any circumstances where in their opinion the Professional Staff member's conduct, performance, or competence:
  - (a) fails to meet or comply with the criteria for annual reappointment;
  - (b) exposes or is reasonably likely to expose any Patient, healthcare provider, employee, or any other individual at the Corporation to harm or injury;
  - (c) is or is reasonably likely to be detrimental to Patient safety or to the delivery of quality Patient care within the Corporation or impact negatively on the operations of the Corporation; or
  - (d) fails to comply with the Corporation's by-laws, Rules, or Policies, the *Public Hospitals Act*, or any other relevant law.
- (2) Before making a recommendation under section 4.4(1), an investigation may be conducted. Where an investigation is conducted, it may be assigned to an individual or committee within the Corporation other than the Medical Advisory Committee or an external consultant.

#### **4.5 Referral to Medical Advisory Committee for Recommendations**

- (1) Following the temporary restriction or suspension of privileges under section 4.3, or the recommendation to the Medical Advisory Committee for the restriction or suspension of privileges or the revocation of an appointment of a Professional Staff member under section 4.4, the following process shall be followed:
  - (a) the Chief of Department of which the individual is a member or an appropriate alternate designated by the Chief of Staff or Chief Executive Officer shall forthwith submit to the Medical Advisory Committee a written report on the action taken, or recommendation made, as the case may be, with all relevant materials and information;
  - (b) a date for consideration of the matter shall be set not more than ten business days from the time the written report is received by the Medical Advisory Committee;
  - (c) as soon as possible and in any event at least three business days before the Medical Advisory Committee meeting, the Medical Advisory Committee shall provide the member with a written notice of:
    - (i) the time, date, and place of the meeting;
    - (ii) the purpose of the meeting; and
    - (iii) a statement of the matter to be considered by the Medical Advisory Committee together with any relevant documentation.
- (2) The date for the Medical Advisory Committee to consider the matter under section 4.5(1)(b) may be extended by:
  - (a) an additional five business days in the case of a referral under section 4.3; or
  - (b) any number of days in the case of a referral under section 4.4,if the Medical Advisory Committee considers it necessary to do so.
- (3) The Medical Advisory Committee may:
  - (a) set aside the restriction or suspension of privileges; or
  - (b) recommend to the Board a revocation of the appointment, or a restriction or suspension of privileges, on such terms as it deems appropriate. Notwithstanding the above, the Medical Advisory Committee may also refer the matter to a subcommittee of the Medical Advisory Committee.

- (4) If the Medical Advisory Committee recommends the continuation of the restriction or suspension of privileges or a revocation of appointment and/or makes further recommendations on the matters considered at its meeting, the Medical Advisory Committee shall, within 24 hours of the Medical Advisory Committee meeting, provide the member with written notice of the Medical Advisory Committee's recommendation.
- (5) The written notice shall inform the member that they are entitled to:
  - (a) written reasons for the recommendation if a request is received by the Medical Advisory Committee within seven days of the member's receipt of the notice of the recommendation; and
  - (b) a Board hearing if a written request is received by the Board and the Medical Advisory Committee within seven days of the member's receipt of the written reasons requested.
- (6) If the member requests written reasons for the recommendation under section 4.5(5), the Medical Advisory Committee shall provide the written reasons to the member as soon as practicable but in any event within seven days of receipt of the request.

## **ARTICLE 5**

### **BOARD HEARING**

#### **5.1 Board Hearing**

- (1) A Board hearing shall be held when one of the following occurs:
  - (a) the Medical Advisory Committee recommends to the Board that an application for appointment, reappointment, or requested privileges not be granted and the applicant requests a hearing in accordance with the *Public Hospitals Act*; or
  - (b) the Medical Advisory Committee makes a recommendation to the Board that the privileges of a Professional Staff member be restricted or suspended, or an appointment be revoked, and the member requests a hearing.
- (2) The Board shall name a time, date, and place for the hearing.
- (3) The Board hearing shall be held:
  - (a) in the case of immediate restriction or suspension of privileges, within seven days of the date the member requests the hearing under section 5.1(1);

- (b) in the case of non-immediate restriction or suspension of privileges, subject to section 5.1(4), as soon as practicable but not later than 30 days after the Board receives the written notice from the member requesting the hearing.
- (4) The Board may extend the time for the hearing date if it considers an extension appropriate.
- (5) The Board shall give written notice of the hearing to the applicant or member and to the Medical Advisory Committee, through the Chief of Staff, at least seven days before the hearing date.
- (6) The notice of the Board hearing shall include:
  - (a) the time, date, and place of the hearing;
  - (b) the purpose of the hearing;
  - (c) a statement that the applicant or member and Medical Advisory Committee shall be afforded an opportunity to examine, prior to the hearing, any written or documentary evidence that will be produced, or any reports the contents of which will be given in evidence at the hearing;
  - (d) a statement that the applicant or member may proceed in person or be represented by counsel or agent, call witnesses, and tender documents in evidence in support of their case;
  - (e) a statement that the Board may extend the time for the hearing on the application of any party; and
  - (f) 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 shall not be entitled to any further notice in the hearing.
- (7) The parties to the Board hearing are the applicant or member, the Medical Advisory Committee, and such other persons as the Board may specify.
- (8) The applicant or member requiring a hearing and the Medical Advisory Committee shall be afforded an opportunity to examine, before the hearing, any written or documentary evidence that will be produced, or any reports the contents of which will be used in evidence. In particular, as soon as possible, and at least five business days prior to the hearing, the parties will provide one another with copies of all written documentary material, along with the names, addresses, and qualifications of all witnesses who will testify at the hearing and a detailed summary of the evidence they will give, along with reports that have been collected by the Credentials Committee or Medical Advisory Committee as part of the investigation process whether or not these materials will be used in evidence. The intent is that there should be full disclosure as between the parties to the Board hearing.

- (9) Members of the Board holding the hearing shall not have taken part in any investigation or consideration of the subject matter of the hearing and shall not communicate directly or indirectly in relation to the subject matter of the hearing with any person or with any party or their representative, except upon notice to and an opportunity for all parties to participate. Despite the foregoing, the Board may obtain legal advice.
- (10) The findings of fact of the Board pursuant to a hearing shall be based exclusively on evidence admissible or matters that may be noticed under the *Statutory Powers Procedure Act*.
- (11) No member of the Board shall participate in a Board decision 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 Board decision shall be given unless all members so present participate in the decision.
- (12) The Board shall make a decision to follow, amend, or not follow the recommendation of the Medical Advisory Committee. The Board, in determining whether to make any appointment or reappointment to the Professional Staff or approve any request for a change in privileges shall take into account the recommendation of the Medical Advisory Committee and such other considerations it, in its discretion, considers relevant, including the considerations set out in sections 3.3, 3.8, and 3.9 respectively.
- (13) A written copy of the Board decision shall be provided to the applicant or member and to the Medical Advisory Committee within 15 days of the conclusion of the Board hearing. An applicant or member may request, in writing, written reasons for the decision.
- (14) Service of a notice to the parties may be made personally or by registered mail addressed to the person to be served 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 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.

## **ARTICLE 6**

### **PROFESSIONAL STAFF CATEGORIES AND DUTIES**

#### **6.1 Professional Staff Categories**

- (1) The Professional Staff shall be divided into the following categories:
  - (a) Active Staff;
  - (b) Associate Staff;
  - (c) Supportive Staff;

- (d) Resident;
- (e) Clinical Fellow Staff;
- (f) Clinician Scientist Staff;
- (g) Term Staff;
- (h) Senior Staff;
- (i) Regional Staff; and
- (j) such other categories as the Board may determine after considering the recommendation of the Medical Advisory Committee.

## **6.2 Active Staff**

- (1) The Active Staff shall consist of those members whom the Board appoints to the Active Staff and who have completed satisfactory service as Associate Staff for at least one year, or who the Board, on the recommendation of the Medical Advisory Committee, appoints directly to the Active Staff.
- (2) Each Active Staff member shall:
  - (a) have admitting privileges unless otherwise specified in their appointment;
  - (b) attend and act as most responsible practitioner for Patients admitted to the Hospital by the member, and undertake treatment and operative procedures only in accordance with the kind and degree of privileges granted by the Board;
  - (c) undertake such duties in respect of those Patients classed as emergency cases as may be specified by the Chief of Staff, or by the Chief of Department to which they have been assigned;
  - (d) be responsible to the Chief of Department to which they have been assigned for all aspects of Patient care, and be subject to the relevant Department Rules;
  - (e) act as a supervisor of other Medical Staff, Dental Staff, Midwifery Staff, or Extended Class Nursing Staff when requested by the Chief of Staff or the Chief of the Department to which they have been assigned;
  - (f) fulfil such on-call requirements as may be established for the relevant Department in accordance with the Professional Staff Human Resource Plan and the Rules and Policies;



- (g) perform such other duties as may be prescribed by the Medical Advisory Committee or requested by the Chief of Staff or Chief of the relevant Department;
- (h) attend no less than 50% of the regularly scheduled meetings of the Professional Staff and 70% of the meetings of the Department to which they have been assigned, annually; and
- (i) be subject to a peer review process as directed by the Chief of Staff, the Medical Advisory Committee, and/or the Chief of Department.

### **6.3 Associate Staff**

- (1) Applicants who are applying for appointment to the Active Staff, subject otherwise to the determination of the Board, will be assigned to the Associate Staff.
- (2) Each Associate Staff member shall:
  - (a) have admitting privileges unless otherwise specified in their appointment;
  - (b) work under the supervision of an Active Staff member named by the Chief of Staff or Chief of the Department to which they have been assigned;
  - (c) attend Patients, and undertake treatment and operative procedures, under supervision, only in accordance with the kind and degree of privileges granted by the Board;
  - (d) undertake such duties in respect of those Patients classed as emergency cases as may be specified by the Chief of Staff, or by the Chief of Department to which they have been assigned;
  - (e) be responsible to the Chief of Department to which they have been assigned for all aspects of Patient care, and be subject to the relevant Department Rules;
  - (f) fulfil such on call requirements as may be established for each Department in accordance with the Professional Staff Human Resources Plan and the Rules and Policies;
  - (g) perform such other duties as may be prescribed by the Medical Advisory Committee or requested by the Chief of Staff or Chief of the relevant Department; and
  - (h) attend no less than 50% of the regularly scheduled meetings of the Professional Staff and 70% of the meetings of the Department to which they have been assigned, annually.

- (3) (a) At six-month intervals following the appointment of an Associate Staff member to the Professional Staff, the Active Staff member by whom the Associate Staff member has been supervised shall complete a performance evaluation and shall make a written report to the Chief of Staff on:
- (i) the knowledge and skill that has been shown by the Associate Staff member;
  - (ii) the nature and quality of their work in the Corporation; and
  - (iii) their performance and compliance with the criteria set out in section 3.3(2).
- (b) The Chief of Staff shall forward such report to the Credentials Committee.
- (c) Upon receipt of the report, the Credentials Committee shall review the appointment of the Associate Staff member and make a recommendation to the Medical Advisory Committee.
- (d) If any report is not favourable to the Associate Staff member, the Medical Advisory Committee may recommend that their appointment be terminated.
- (e) No Associate Staff member shall be recommended for appointment to the Active Staff unless they have been an Associate Staff member for at least one year.
- (f) In no event shall an appointment to the Associate Staff be continued for more than two years.

#### **6.4 Supportive Staff**

- (1) The Supportive Staff shall consist of those members whom the Board appoints to the Supportive Staff 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 [University].
- (2) Supportive Staff members:
- (a) have such limited privileges as may be granted by the Board on an individual basis;
  - (b) may review Patient records and provide Patients and their families with information;
  - (c) may utilize ambulatory and diagnostic services, if available, to support and advise on same, if granted these privileges by the Board;
  - (d) may provide surgical assist services;

- (e) may provide direct Patient care for a visiting clinic or other speciality services that are not offered at the Hospital;
  - (f) be responsible to the Chief of Department to which they have been assigned for all aspects of Patient care; and
  - (g) may attend Department, Service, and Professional Staff meetings.
- (3) Supportive Staff shall not:
- (i) have admitting privileges;
  - (ii) input information into the Patient record nor make any orders;
  - (iii) be eligible to hold an elected or appointed office or serve on Medical Advisory Committee subcommittees; and
  - (iv) be eligible to vote or be bound by attendance requirements of Department, Program, or Service meetings.

## **6.5 Resident Staff**

- (1) Resident Staff privileges are 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 [University] Affiliation Agreement.
- (2) Resident Staff:
- (i) may attend and write orders for Patients under the supervision and counsel of an Active Staff member;
  - (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.
- (3) Resident Staff shall not:
- (i) be eligible to [vote or] hold an elected or appointed office of the Professional Staff or serve on Medical Advisory Committee subcommittees;
  - (ii) be eligible to vote or be bound by attendance requirements of Department, Program, or Service meetings; and
  - (iii) have admitting privileges.

## **6.6 Clinical Fellow Staff**

- (1) 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 and registered by the Post-Graduate Education Office, Northern Ontario School of Medicine [University], or by another accredited university.
- (2) 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.
- (3) 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.
- (b) Clinical Fellow Staff shall not:
  - (i) be eligible to hold an elected or appointed office of the Professional Staff or serve on Medical Advisory Committee subcommittees;
  - (ii) be eligible to vote or be bound by attendance requirements of Department, Program, Service, or Professional Staff meetings; and
  - (iii) have admitting privileges.

## **6.7 Clinician Scientist**

- (a) Clinician Scientists are appointed by the Board, have an independent licence, assist in the service of the Department, and are required to do specific duties as designated by the particular Department involved.
- (b) 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;
- (c) Clinician Scientists shall:
  - (i) be eligible to attend Department, Program, Service, and Professional Staff meetings; and
  - (ii) be required to work under the supervision of an Active Staff member.

- (d) Clinician Scientists shall not:
  - (i) be eligible to hold an elected or appointed office of the Professional Staff or serve on Medical Advisory Committee subcommittees;
  - (ii) be eligible to vote or be bound by attendance requirements of Department, Program, or Service meetings; and
  - (iii) have admitting privileges.

## **6.8 Term Staff**

- (a) Term Staff consist of applicants who have been granted admitting and/or procedural privileges by the Board in order to meet a specific clinical need for a defined period of time. 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 [University]. Privileges may be granted for specific purposes, and not be based solely on level of training or expertise.
- (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 months as appropriate and as determined by the Chief of Department;
  - (iii) shall, if replacing another Professional Staff member, attend that Professional Staff member's Patients;
  - (iv) shall undertake such duties in respect of those Patients classed as emergency cases, in-patients and 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.
- (c) Term staff shall not, subject to determination by the Board in each individual case be eligible to attend or hold an elected or appointed office of the Professional Staff, or serve on Medical Advisory Committee subcommittees, or be eligible to vote or be bound by attendance requirements of Department, Program, or Service meetings.

## **6.9 Senior Staff**

- (a) The Senior Staff category allows the Hospital, as required by its Professional Human Resource Plan, to approve privileges beyond the Active Staff 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 Professional Staff members may require that from time to time and upon the recommendation of the Medical Advisory Committee, 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) shall consist of those Active Staff members, 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 [University];
  - (ii) may be subject to an enhanced performance review at the discretion of the Chief of Department and/or the Chief of Staff as 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;
  - (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 bound by the expectations for attendance at Professional Staff, Department, Program, and Service meetings.

## **6.10 Regional Staff**

- (a) The Regional Staff shall consist of those Professional Staff members 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 order outpatient diagnostic procedures and receive reports with respect to such procedures; and
  - (iii) may write orders for inpatients admitted to their facility who are attending another regional facility 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 nor make any orders with the exception of in-patients admitted to their regional facility that are attending the Hospital for outpatient diagnostic tests and procedures;
  - (iii) be eligible to hold an elected or appointed office of the Professional Staff or serve on committees of the Medical Advisory Committee; and
  - (iv) be eligible to vote or be bound by attendance requirements of Department, Program, or Service meetings.

## **6.11 Duties of Professional Staff**

- (1) Each Professional Staff member:
  - (a) is accountable to and shall recognize the authority of the Board through and with the Chief of Staff, their Chief of Department and Medical Program or Service Director, the Executive Vice President, Medical and Academic Affairs, and the Chief Executive Officer;
  - (b) shall co-operate with and respect the authority of:
    - (i) the Chief of Staff and the Medical Advisory Committee;
    - (ii) the Chief of Department and the Medical Program or Service Director of specific Services or Programs to which they have been assigned;
    - (iii) the Executive Vice President, Medical and Academic Affairs; and
    - (iv) the Chief Executive Officer;
  - (c) shall perform the duties, undertake the responsibilities, and comply with the provisions set out in applicable laws, and this By-law and the Rules and

Policies, and at all times maintain a professional and respectful workplace environment;

- (d) shall immediately advise the Chief of Staff, relevant Chief of Department, and Chief Executive Officer of:
    - (i) the commencement of any investigation or proceeding that would be required to be disclosed by this By-law, the credentialing policy and/or reapplication process;
    - (ii) any change in the member's licence to practise made by the relevant College or any change in professional practice liability coverage; and
  - (e) perform such other duties as may be prescribed from time to time by, or under the authority of, the Board, the Medical Advisory Committee, the Chief of Staff, or Chief of Department.
- (2) If the Chief of Staff and/or Chief of Department request(s) a meeting with a Professional Staff member for the purpose of interviewing that Professional Staff member about any matter, the Professional Staff member shall attend the interview at a mutually agreeable time but within 14 days of the request. If the Professional Staff member so requests, they may bring a representative with them to the meeting. The Chief of Staff and/or Chief of Department may extend the date for attendance at the interview at their discretion. If requested by the Chief of Staff and/or Chief of Department, the Professional Staff member attending the meeting shall produce any documents requested by the Chief of Staff and/or Chief of Department for discussion at the meeting. If a criminal record check and/or vulnerable sector check is requested, the request shall be made at a meeting with the Professional Staff member where the Chief of Staff and Chief Executive Officer are both present.

## **ARTICLE 7**

### **DEPARTMENTS, PROGRAMS, AND SERVICES**

#### **7.1 Departments**

- (1) The Board may organize the Professional Staff into Departments after considering the recommendation of the Medical Advisory Committee.
- (2) The Board shall appoint each Professional Staff member to a minimum of one of the Departments. Appointment may extend to one or more additional Departments.

#### **7.2 Programs and Services**

The Board may divide a Department into Programs or Services after considering the recommendation of the Medical Advisory Committee.



### **7.3 Changes to Departments, Programs, and Services**

The Board may, at any time, after consulting with the Medical Advisory Committee, create such additional Departments, Programs, or Services, amalgamate Departments, Programs, or Services, or disband Departments, Programs, or Services.

### **7.4 Department, Program, and Service Meetings**

- (a) Each Department, Program, and Service shall function in accordance with the Rules and Policies.
- (b) Department, Program, and Service meetings shall be held in accordance with the Rules and Policies.

## **ARTICLE 8 LEADERSHIP POSITIONS**

### **8.1 General**

- (1) The Board may appoint an individual on an acting or interim basis where there is a vacancy in any office referred to in this Article or while the individual holding any such office is absent or unable to act.
- (2) If the term of office of any medical leader expires before a successor is appointed, the Board may extend the appointment of the incumbent.
- (3) Subject to annual confirmation by the Board, the appointment of a medical leader shall be for a term of up to five years.
- (4) The maximum number of consecutive years of service of a medical leader shall be ten years provided, however, that following a break in the continuous service of at least one year, the same person may be reappointed.
- (5) The Board shall receive and consider the input of the appropriate Professional Staff members before it makes an appointment to a Professional Staff leadership position.
- (6) The Board may revoke any appointment to any position referred to in this Article at any time.

### **8.2 Chief of Staff**

- (1) The Board shall appoint a Physician who is an Active Staff member as Chief of Staff after considering the recommendation of the Selection Committee.
- (2) The Selection Committee shall be composed of:
  - (a) the Board Chair or delegate;

- (b) three members of the Medical Advisory Committee, one of whom shall be the President or Vice President of the Professional Staff or one member at large;
  - (c) the Chief Executive Officer;
  - (d) the Chief Nursing Executive;
  - (e) the Executive Vice President, Medical and Academic Affairs;
  - (f) the Northern Ontario School of Medicine [University] Dean or delegate; and
  - (g) such other members as Board may appoint.
- (3) The Chief of Staff shall:
- (a) be an *ex officio* non-voting Director and as a Director, fulfill fiduciary duties to the Corporation;
  - (b) be the *ex officio* Chair of the Medical Advisory Committee;
  - (c) be an *ex-officio* member of all Medical Advisory Committee subcommittees;
  - (d) report regularly to the Board on the work and recommendations of the Medical Advisory Committee; and
  - (e) perform such additional duties as may be outlined in the Board-approved Chief of Staff position description, or as set out in the Rules, or as assigned by the Board.

### **8.3 Deputy Chief of Staff**

The Board may, upon the recommendation of the Medical Advisory Committee, appoint a Physician who is an Active Staff member to be the Deputy Chief of Staff. 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. In the absence of the Chief of Staff and Deputy Chief of Staff, the Chief of Staff shall, in consultation with the Chief Executive Officer, designate an alternate to act during their absence.

### **8.4 Chiefs of Department**

- (1) The Board shall appoint a Chief of each Department after considering the recommendation of the Selection Committee, and Chief of Staff, which shall seek the advice of the Medical Advisory Committee.
- (2) The Chief of each Department shall be a Physician who is an Active or Associate Staff member of that Department.

- (3) The Selection Committee shall be composed of:
  - (a) the Chief of Staff;
  - (b) the Executive Vice President, Medical and Academic Affairs;
  - (c) a member of that Department;
  - (d) a member of the Medical Advisory Committee, appointed by the Chief of Staff;
  - (e) the Chief Nursing Executive, where appropriate.
- (4) A Chief of Department shall:
  - (a) be an *ex officio* member of the Medical Advisory Committee, and attend a minimum of 70% of its meetings;
  - (b) make recommendations to the Medical Advisory Committee on appointment, reappointment, change in privileges, and any disciplinary action to which Department members should be subject;
  - (c) advise the Medical Advisory Committee through and with the Chief of Staff on the quality of care provided to Patients of the Department;
  - (d) review and make recommendations to the Medical Advisory Committee on the performance evaluations of Department members annually as part of the reappointment process and conduct an enhanced performance evaluation on a periodic basis;
  - (e) hold regular Department meetings;
  - (f) delegate responsibility to appropriate Department members;
  - (g) report to the Medical Advisory Committee and to the Department on the activities of the Department;
  - (h) perform such additional duties as may be outlined in the Board-approved Chief of Department position description, or as set out in the Rules, or as assigned by the Board, Chief of Staff, Medical Advisory Committee, or Chief Executive Officer; and
  - (i) in consultation with the Chief of Staff, designate an alternate to act during their absence.
- (5) A Chief of Department wishing to resign from their appointment shall submit their resignation in writing to the Chief of Staff.

## **8.5 Deputy Chiefs of Departments**

The Board may appoint a Deputy Chief of Department. The Deputy Chief of Department, if appointed, is the delegate of the Chief of Department. The Deputy Chief of Department has responsibilities and duties similar to those of the Chief of Department as determined by the Chief of Department.

## **8.6 Medical Program or Service Directors**

- (1) The Board may appoint a Medical Program or Service Director or may delegate to the Medical Advisory Committee the authority to appoint one or more Medical Program or Service Directors.
- (2) The Medical Program or Service Director shall:
  - (a) be responsible to the Board through the Chief of the Department and Chief of Staff for the quality of care rendered to Patients in their Program or Service; and
  - (b) perform all of the duties as may be assigned by the Board, Chief of Staff, or Chief of Department, or as set out in a Board-approved position description.

## **ARTICLE 9 MEDICAL ADVISORY COMMITTEE**

### **9.1 Composition**

- (1) The Medical Advisory Committee shall consist of the following members, each of whom shall have one vote:
  - (a) the Chief of Staff, who shall be the Chair;
  - (b) the Chiefs of Department, who are Physicians or Dentists, or their delegates;
  - (c) the President, Vice President, and Secretary/Treasurer of the Professional Staff Association; and
  - (d) such other Medical Staff members as the Board may appoint on the recommendation of the Chief of Staff and/or Chief Executive Officer.
- (2) In addition, the following individuals shall be entitled to attend Medical Advisory Committee meetings without a vote:
  - (a) the Chief Executive Officer;
  - (b) the Executive Vice President, Medical and Academic Affairs;
  - (c) any Vice President of the Corporation responsible for Patient care and clinical areas;

- (d) the Chief Nursing Executive;
  - (e) the Chief of Midwifery;
  - (f) Medical Program or Service Directors and other resource people [when invited to attend at the discretion of the Chair]; and
  - (g) one Patient Family Advisor.
- (3) The term of the Patient Family Advisor is two years, renewable for a maximum of three consecutive terms or a total of six years.

## **9.2 Recommendations**

The Medical Advisory Committee shall consider and make recommendations and report to the Board in accordance with the *Public Hospitals Act*.

## **9.3 Duties and Responsibilities**

The Medical Advisory Committee shall perform the duties and undertake the responsibilities set out in the *Public Hospitals Act* and this By-law, including:

- (a) make recommendations to the Board on the following matters:
  - (i) every application for appointment or reappointment to the Professional Staff, and any request for a change in privileges;
  - (ii) the privileges to be granted to each Professional Staff member;
  - (iii) this By-law and the Rules and Policies;
  - (iv) the revocation of appointment or the suspension or restriction of privileges of any Professional Staff member; and
  - (v) the quality of care provided in the Hospital by the Medical Staff, Dental Staff, Midwifery Staff, and Extended Class Nursing Staff;
- (b) supervise the practice and behaviours of the Professional Staff in the Hospital;
- (c) appoint the Medical Staff members of all Medical Advisory Committee subcommittees;
- (d) receive reports of the Medical Advisory Committee subcommittees;
- (e) advise the Board on any matters that it refers to the Medical Advisory Committee; and
- (f) where the Medical Advisory Committee identifies systemic or recurring quality of care issues in making its recommendations to the Board under section 2(a)(v) of the Hospital Management Regulation under the *Public Hospitals Act*, make recommendations about

those issues to the Hospital's quality committee established under the *Excellent Care for All Act*.

#### **9.4 Subcommittees**

- (1) The Board, on the recommendation of the Medical Advisory Committee, may establish such standing and special subcommittees of the Medical Advisory Committee as may be necessary or advisable for the Medical Advisory Committee to perform its duties under the *Public Hospitals Act* or this By-law.
- (2) The terms of reference and composition for any standing or special subcommittees of the Medical Advisory Committee may be set out in the Rules or in a Board resolution, on the recommendation of the Medical Advisory Committee. The Medical Advisory Committee shall appoint the Medical Staff members of any Medical Advisory Committee subcommittee and the Board may appoint other subcommittee members. The Chief of Staff or delegate shall be an *ex officio* member of all Medical Advisory Committee subcommittees.

#### **9.5 Quorum**

A quorum for any Medical Advisory Committee meeting or subcommittee meeting shall be a majority of the members entitled to vote.

#### **9.6 Meetings**

- (1) The Medical Advisory Committee shall hold at least ten meetings each year.
- (2) In the absence of the Chair, the Deputy Chief of Staff shall serve as Chair, and 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.
- (3) Unless otherwise required by applicable law, motions arising at any Medical Advisory Committee meeting or subcommittee meeting shall be decided by consensus of the voting members present. Consensus will be considered to have been reached when no voting member objects to the subject matter of the motion before the meeting. If the chair of the meeting determines that the sense of the meeting is that consensus will not be reached, then the motion shall be decided by a majority of the votes cast. In such cases, the chair of the meeting shall be entitled to cast a second, or tie-breaking, vote in the event of a tie. A member may attend and vote by electronic means.
- (4) A Medical Advisory Committee or subcommittee meeting may be held by telephonic or electronic means. Where a meeting is held by telephonic or electronic means, a vote may be taken by show of hands, voice vote, or other electronic means of voting.

## **ARTICLE 10**

### **PROFESSIONAL STAFF MEETINGS**

#### **10.1 Annual, Regular, and Special Meetings**

- (1) The Professional Staff shall hold at least four regular meetings in each fiscal year of the Corporation, one of which shall be the annual meeting, at a time and place fixed by the Professional Staff officers.
- (2) The President of the Professional Staff may call a special meeting. The President of the Professional Staff shall call a special meeting on the written request of any ten Active Staff and/or Associate Staff members.
- (3) The Secretary/Treasurer of the Professional Staff shall give written notice of each Professional Staff meeting (including the annual meeting or any special meeting) to the Professional Staff at least 14 days before the meeting by posting a notice of the meeting in a conspicuous place in the Hospital or by emailing or sending it through an internal mail distribution system to each Professional Staff member. Notice of a special meeting shall state the nature of the business for which the meeting is called.
- (4) The period of time required for giving notice of any special meeting may be waived in exceptional circumstances by a majority of those Professional Staff members present and entitled to vote at the special meeting, as the first item of business of the meeting.
- (5) The Professional Staff officers may determine that any Professional Staff meeting may be held by telephonic or electronic means. Where a Professional Staff meeting is held by telephonic or electronic means, the word "present" in Article 10 shall mean present physically or by telephonic or electronic means, and a vote may be taken by show of hands, voice vote, or other electronic means of voting.

#### **10.2 Quorum**

- (1) Thirty-five Active and Associate Staff members, of which 50% shall be Medical Staff, present shall constitute a quorum at any Professional Staff meeting.
- (2) In any case where a quorum of the Professional Staff has not arrived at the place named for the meeting within 30 minutes after the time named for the start of the meeting, those Professional Staff members 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.

#### **10.3 Rules of Order**

The procedures for Professional Staff meetings not provided for in this By-law or the Rules or Policies shall be governed by the rules of order adopted by the Board.

#### **10.4 Medical Staff Meetings**

Professional Staff meetings held in accordance with this Article shall be deemed to meet the requirement to hold Medical Staff meetings under the *Public Hospitals Act*.

### **ARTICLE 11 PROFESSIONAL STAFF OFFICERS**

#### **11.1 Professional Staff Officers**

- (1) The provisions of this Article 11 shall be deemed to satisfy the requirements of the *Public Hospitals Act* for Medical Staff officers. For greater certainty, the President, Vice President, and Secretary/Treasurer of the Professional Staff shall be deemed to be the President, Vice President, and Secretary/Treasurer of the Medical Staff.
- (2) The Professional Staff officers shall be:
  - (a) the President;
  - (b) the Vice President;
  - (c) the Secretary/Treasurer; and
  - (d) such other officers as the Professional Staff may determine.
- (3) The Professional Staff officers shall be elected annually for a one-year term by a majority vote of the Professional Staff members present and voting at a Professional Staff meeting.
- (4) The Professional Staff officers may serve a maximum of two consecutive years in one office but they shall remain in office until their successors are appointed. An officer may be re-elected to the same position following a break in continuous service of at least one year.
- (5) The Professional Staff officers may be removed from office before the expiry of their term by a majority vote of the Professional Staff members present and voting at a Professional Staff meeting called for that purpose.
- (6) If any office of the Professional Staff becomes vacant, and it is deemed expedient to fill the office before the next annual meeting of the Professional Staff, the vacancy may be filled by a majority vote of the Professional Staff members present and voting at a regular or special Professional Staff meeting. The election of the Professional Staff member shall follow the process in section 11.3. The Professional Staff member so elected to office shall fill the office until the next annual meeting of the Professional Staff.



## **11.2 Attendance, Voting, and Holding Office**

- (1) All Professional Staff members are entitled to attend Professional Staff meetings.
- (2) Only Active Staff and Associate Staff members are entitled to vote at Professional Staff meetings.
- (3) Only Physicians who are Active or Associate Staff members may hold the office of Present or Vice President. Any Active or Associate Staff member may hold the office of Secretary/Treasurer.

## **11.3 Nominations and Election Process**

- (1) A nominating committee shall be constituted through a process approved by the Professional Staff on the recommendation of the Professional Staff officers.
- (2) At least 30 days before the annual meeting of the Professional Staff, the nominating committee shall circulate or post in a conspicuous place at each site of the Hospital a list of the names of those who are nominated to stand for the offices of the Professional Staff that are to be filled by election in accordance with the *Public Hospitals Act* and this By-law.
- (3) Any further nominations shall be made in writing to the Secretary/Treasurer of the Professional Staff up to seven days before the annual meeting of the Professional Staff. Such nominations shall be circulated or posted in the same manner as above.

## **11.4 President of the Professional Staff**

The President of the Professional Staff shall:

- (a) preside at all Professional Staff meetings;
- (b) call special Professional Staff meetings;
- (c) be an *ex-officio* member of the Medical Advisory Committee;
- (d) be an *ex-officio* non-voting Director and, as a Director, fulfill fiduciary duties to the Corporation by making decisions in the best interest of the Corporation.
- (e) act as a liaison between the Professional Staff, the Chief Executive Officer, and the Board on matters concerning the Professional Staff; and
- (f) support and promote the values and strategic plan of the Corporation.

### **11.5 Vice President of the Professional Staff**

The Vice President of the Professional Staff shall:

- (a) in the absence or disability of the President of the Professional Staff, act in place of the President, and perform their duties and possess their powers as set out in section 11.4 (other than as set out in Section 11.4(e));
- (b) perform such duties as the President of the Professional Staff may delegate to them; and
- (c) be an *ex-officio* member of the Medical Advisory Committee.

### **11.6 Secretary/Treasurer of the Professional Staff**

The Secretary/Treasurer of the Professional Staff shall:

- (a) attend to the correspondence of the Professional Staff;
- (b) ensure notice is given and minutes are kept of Professional Staff meetings;
- (c) ensure the making of a record of the attendance at each Professional Staff meeting, and make such records available to the Medical Advisory Committee;
- (d) receive the record of attendance for each Department, Program, and Service meeting, and make such records available to the Chief of Staff and the Executive Vice President, Medical and Academic Affairs;
- (e) maintain the funds and financial records of the Professional Staff and provide a financial report at the annual meeting of the Professional Staff;
- (f) disburse funds at the direction of the Professional Staff, as determined by a majority vote of the Professional Staff members present and voting at a Professional Staff meeting;
- (g) be an *ex-officio* member of the Medical Advisory Committee; and
- (h) in the absence or disability of the Vice President of the Professional Staff, perform the duties and possess the powers of the Vice President as set out in section 11.5.

### **11.7 Other Officers**

The duties of any other Professional Staff officers shall be determined by the Professional Staff.

## **ARTICLE 12 AMENDMENTS**

### **12.1 Amendments to this By-law**

At least 14 days prior to submitting any amendment(s) to this By-law to the Corporation's by-law approval processes, the Corporation shall:

- (a) provide notice to all voting members of the Professional Staff specifying the proposed amendment(s); and
- (b) post a copy of the proposed amendment(s) in the Professional Staff rooms and otherwise make them available on request;

and thereafter:

- (c) the Professional Staff shall be afforded an opportunity to comment on the proposed amendment(s); and
- (d) the Medical Advisory Committee may make recommendations to the Board on the proposed amendment(s).

### **12.2 Repeal and Restatement**

This By-law repeals and restates in its entirety the by-laws of the Corporation previously enacted concerning the Professional Staff.



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