



Alexandra Hospital Ingersoll
Partnering to keep healthcare close to home.

ALEXANDRA HOSPITAL, INGERSOLL
BY-LAW 2019-1

Approved by the Board of Directors: May 29, 2019

Approved by the Members of the Corporation: June 26, 2019

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ALEXANDRA HOSPITAL, INGERSOLL

BY-LAW 2019-1

PART I – ADMINISTRATIVE BY-LAW

ARTICLE 1

INTERPRETATION AND DEFINITIONS

1.01 Interpretation

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

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

1.02 Definitions

Any term not defined herein has the meaning ascribed thereto in the Alexandra Hospital, Ingersoll Professional Staff By-Laws. In this By-Law,

- (a) “Act” means the *Corporations Act* (Ontario), and any regulations thereto that may be substituted, as may be amended from time to time;
- (b) “Associates” includes the parents, siblings, spouse or common law partner of a Director as well as any organization, agency, company, or individual (such as a business partner) with a formal relationship to a Director;
- (c) “Board” means the governing body of the Alexandra Hospital, Ingersoll;
- (d) “Chair” means the Chair of the Board, unless the context requires otherwise;
- (e) “By-Law” or “By-Laws” means this by-law, any amendment or repeal thereto, and, where applicable, any other by-law of the Corporation that existed before this by-law comes into force;

- (f) "Catchment Area" means the area commonly understood as the service area served by the hospital, as determined by the Board from time to time;
- (g) "Chief Executive Officer" means the 'administrator' as defined in the *Public Hospitals Act*, and the Chief Executive Officer of the Corporation;
- (h) "Chief Nursing Executive" means the senior nurse employed by the Hospital who reports directly to the Chief Executive Officer and is responsible for nursing services provided in the Hospital;
- (i) "Conflict of Interest" means any situation in which another interest or relationship impairs the ability of a Director to carry out the duties and responsibilities of a Director in an actual, potential, or perceived manner. Conflict of Interest includes, without limitation, the following areas that may give rise to a Conflict of Interest for the Directors of the Corporation:
 - (i) *pecuniary or financial interest* – a Director is said to have a pecuniary or financial interest in a decision when the Director (or an Associate) stands to gain by that decision, either in the form of money, gifts, favours, gratuities, or other special considerations;
 - (ii) *undue influence* – interests that impede a Director in his or her duty to promote the best interest of the Corporation, influence Board decisions to selectively and disproportionately benefit particular agencies, companies and organizations, professional groups, or client from particular demographic, geographic, political, socio-economic, cultural, or other groups is a violation of the Director's entrusted responsibility to the Corporation; and
 - (iii) *adverse interest* – a Director is said to have an adverse interest to the Corporation when he is a party to a claim, application or proceeding against the Corporation;
- (j) "Corporation" and "Hospital" means the Alexandra Hospital, Ingersoll with the Head Office at 29 Noxon St., Ingersoll, ON;
- (k) "Director" means a member of the Board in accordance with Article 5 of these By-Laws;
- (l) "*Ex officio*" means "by virtue of the office";
- (m) "Extraordinary Resolution" means a resolution that is submitted to a Special Meeting duly called for the purpose of considering the resolution and passed at the meeting, with or without amendment, by at least eighty per cent (80%) of the votes cast, or consented to by each Member of the Corporation entitled to vote at a meeting of the Members or by the Member's attorney, provided however, that an Extraordinary Resolution is only applicable following the coming into force of the ONCA;
- (n) "Ineligible Individual" has the meaning in section 149.1 of the *Income Tax Act* (Canada), as amended from time to time¹;

¹ As of March 13, 2012, section 149.1 of the *Income Tax Act* defines "Ineligible Individual" as follows:

- (o) “in-camera” means a meeting that is restricted to the Directors and such invitees as determined by the Chair of the meeting;
- (p) “Joint Board” means the joint board constituted pursuant to the Joint Board Agreement;
- (q) “Joint Board Agreement” means the Joint Board Agreement between the Corporation and Tillsonburg District Memorial Hospital dated April 30, 2014 as may be renewed, extended and/or amended from time to time;
- (r) “Member” means an individual who is a member of the Corporation in accordance with section 2.01 of these By-Laws;
- (s) “ONCA” means the *Not-for-profit Corporations Act, 2010*, R.S.O. c. 15 and any regulations thereto that may be substituted, as may be amended from time to time;
- (t) “Ordinary Resolution” means a resolution submitted to a meeting of Directors or Members and passed at the meeting, with or without amendment, by at least a majority of the votes cast, or consented to by a Written Resolution of the Directors or Members;
- (u) “*Public Hospitals Act*” means R.S.O. 1990, c.P.40, and, where the context requires, includes the regulations made under it, all as may be amended from time to time;
- (v) “Special Meeting” means, in the case of the Act, a general meeting of Members and, in the case of the ONCA, a special meeting of Members called pursuant to section 4.02;
- (w) “Special Resolution” means:
 - (i) while the Act is in force, a resolution passed by the Board and confirmed, with or without variation, by at least two-thirds (2/3rds) of the votes cast by the Members entitled to vote at a meeting duly called for the purpose of

“ineligible individual”, at any time, means an individual who has been

(a) convicted of a relevant criminal offence unless it is a conviction for which

(i) a pardon has been granted or issued and the pardon has not been revoked or ceased to have effect, or

(ii) a record suspension has been ordered under the *Criminal Records Act* and the record suspension has not been revoked or ceased to have effect,

(b) convicted of a relevant offence in the five-year period preceding that time,

(c) a director, trustee, officer or like official of a registered charity or a registered Canadian amateur athletic association during a period in which the charity or association engaged in conduct that can reasonably be considered to have constituted a serious breach of the requirements for registration under this Act and for which the registration of the charity or association was revoked in the five-year period preceding that time,

(d) an individual who controlled or managed, directly or indirectly, in any manner whatever, a registered charity or a registered Canadian amateur athletic association during a period in which the charity or association engaged in conduct that can reasonably be considered to have constituted a serious breach of the requirements for registration under this Act and for which its registration was revoked in the five-year period preceding that time, or

(e) a promoter in respect of a tax shelter that involved a registered charity or a registered Canadian amateur athletic association, the registration of which was revoked in the five-year period preceding that time for reasons that included or were related to participation in the tax shelter.

considering the resolution, or by the consent in writing of the Members entitled to vote; or

- (ii) following the coming into force of the ONCA, by a resolution submitted to a Special Meeting duly called for the purpose of considering the resolution and passed at the meeting, with or without amendment, by at least two-thirds (2/3rds) of the votes cast, or consented to in writing by each Member of the Corporation entitled to vote at a meeting of the Members or by the Member's attorney; and
- (x) "Written Resolution" means a resolution in writing signed by all the Directors or Members entitled to vote on that resolution at a meeting of the Board or the Members, as the case may be, and which is valid as if it had been passed at a meeting of the Board or Members.

ARTICLE 2

MEMBERS OF THE CORPORATION

2.01 Membership

There shall be one (1) class of Members in the Corporation, consisting of those individuals who are from time to time the Directors of the Corporation, each of whom shall become a Member automatically upon becoming a Director of the Corporation and shall automatically cease to be a Member upon ceasing to be a Director of the Corporation, without further action or formality.

2.02 Transfer of Membership

Membership in the Corporation is not transferable.

2.03 Revocation of Membership

The Members may remove a Member from office by Ordinary Resolution passed by the Members at a Special Meeting duly called for that purpose. Any Member being considered for removal shall be given notice of the purpose of the meeting and shall be entitled to be heard at such meeting.

2.04 Termination of Membership

Membership in the Corporation automatically terminates upon the happening of any of the following events:

- (a) if a Member, in writing, resigns as a Member of the Corporation;
- (b) if the person ceases to be a Director of the Corporation;
- (c) the death of a Member;
- (d) the removal of a Member pursuant to section 2.03; or
- (e) the liquidation or dissolution of the Corporation.

ARTICLE 3
ANNUAL MEETING OF THE MEMBERS

3.01 Annual Meeting of the Members

- (a) Notice of the Annual Meeting of the Members of the Corporation shall be given to each Member by prepaid mail, e-mail or other electronic means at least ten (10) days in advance of the meeting by sending it to the last address as shown on the records of the Corporation.
- (b) No error or omission in giving notice of a meeting of Members of the Corporation may invalidate resolutions passed or proceedings taken at the meeting. Any Member may at any time waive notice of such meeting and may ratify, approve and confirm any or all resolutions passed or proceedings taken at the meeting.
- (c) The Annual Meeting shall be held between April 1 and July 31 (on a day to be fixed by the Board).

ARTICLE 4
ANNUAL AND SPECIAL MEETINGS OF THE MEMBERS

4.01 Business at Annual Meetings

- (a) The business transacted at the Annual Meeting of the Corporation shall include:
 - (i) the presentation of:
 - (A) minutes of the previous meeting;
 - (B) report of the Board and committee reports;
 - (C) audited financial statements
 - (D) report of the unfinished business from any previous meeting of the Corporation;
 - (E) report of the Chief Executive Officer;
 - (F) report of the Auditor; and
 - (G) report of the Chief of Staff,
 - (ii) election of Directors;
 - (iii) the appointment of an Auditor to hold office until the next Annual Meeting; and
 - (iv) such other business as the Board Chair directs;
- (b) The business transacted at the Annual Meeting shall be limited to the agenda provided in the notice of the meeting.

4.02 Special Meetings of the Members

- (a) The Board or Chair may at any time call a Special Meeting for the transaction of any business specified in the notice calling the meeting.² A Special Meeting may be held separately from or together with an Annual Meeting.
- (b) Not less than one-tenth (1/10) of the Members of the Corporation may, in writing, requisition the Directors to call a Special Meeting of the Members for any purpose connected with the affairs of the Corporation which are property within the purview of the Members' role in the Corporation and that is not inconsistent with the Act or the ONCA, as applicable. The requisition shall be deposited at the head office of the Corporation and may consist of several documents in like forms signed by one or more requisitioners.
- (c) Notice of a Special Meeting shall be given in the same manner as provided in section 3.01(a).

4.03 Adjourned Meeting

- (a) The meeting shall stand adjourned until a day within two (2) weeks to be determined by the Board if a quorum is not present within one-half (1/2) hour after the time appointed for a meeting of the Corporation.
- (b) At least three (3) days' notice of the re-scheduled meeting following an adjournment shall be given in such manner as the Board may determine.

4.04 Meetings of the Corporation - Chair

- (a) The meetings of the Corporation shall be chaired by:
 - (i) the Chair;
 - (ii) the Vice-Chair if the Chair is absent or is unable to act; or
 - (iii) a Director of the Corporation elected by the Members present if the Chair and Vice-Chair are either absent or unable to act.

4.05 Quorum

- (a) A majority of Members shall constitute a quorum at any meeting of the Corporation.

4.06 Voting

- (a) The only persons entitled to receive notice of, attend, speak at and vote at a meeting of the Corporation shall be those entitled to vote thereat and the Auditor of the Corporation and others who, although not entitled to vote, are entitled or required under the provisions of the Act or the ONCA, as applicable, the *Public Hospitals Act*, or this By-Law and policies of the Corporation to be present at the

² Under to the ONCA, a Special Meeting is required to pass an Extraordinary Resolution or a Special Resolution, to remove a Director, Auditor or a person appointed to conduct a review engagement from office and to fill a vacancy on the Board if there is no quorum of Directors.

meeting. Any other person may be admitted in accordance with the applicable Hospital policy.

- (b) At all meetings of the Corporation, questions shall be determined by a majority of affirmative votes cast by Members present at the meeting, unless otherwise required by statute or this By-Law. In case of an equality of votes at any meeting of the Corporation, either upon a ballot, a show of hands or upon a poll, the motion is lost. The Chair shall not be entitled to a second or casting vote.
- (c) At all meetings of the Corporation, every question shall be decided by a show of hands unless a ballot thereon is required by the Chair or demanded by any Member present in person. Upon a show of hands, every Member present in person shall have one (1) vote. After a show of hands has been taken upon any question, the Chair may require or any Member present may demand a poll thereon. Whenever a vote by a show of hands has been taken upon a question, unless a poll thereof be so required or demanded, and a declaration by the Chair that the vote upon the question has been carried or carried by a particular majority or not carried, then an entry to that effect in the minutes of the proceedings of the meeting shall be prima facie evidence of the fact without proof of the number of proportion of the votes recorded in favour of or against any resolution or other proceeding in respect of the said question and the result of the vote so taken at the meeting shall be the decision of the Corporation upon the question.
- (d) If a poll is required by the Chair or duly demanded by any Member and the demand is not withdrawn, a poll upon the question shall be taken in such manner as the Chair shall direct. Upon a poll, each Member who is present shall be entitled to vote and the result of the poll at any meeting of Members shall be the decision of the Corporation upon the question.
- (e) Voting at all meetings of the Members of the Corporation shall be in person and not by proxy.
- (f) If all the Members present at the meeting of the Corporation consent, a meeting of the Corporation may be held by conference telephone, electronic or other communication facilities as to permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously, and the Member participating in the meeting by those means is deemed to be present at the meeting.

ARTICLE 5

BOARD OF DIRECTORS

5.01 Nominations for Election of Directors

Nominations for the position of Director of the Corporation for the purpose of electing those Directors described in Section 5.02(a)(i) at the Annual Meeting of the Corporation shall be made by the Nominating Committee in accordance with nominating criteria established by the Board, or if there is no Nominating Committee, by the Board. No nominations shall be accepted which have not been made in accordance with the process set out herein.

5.02 Board Composition

Until changed by Special Resolution, the Board shall be composed of eleven (11) Directors as follows:

- (a) Elected Directors:
 - (i) Seven (7) Directors, who shall be elected by the Members.
- (b) Non-Voting *Ex Officio* Directors:
 - (i) the following four (4) non-voting *ex officio* Directors:
 - (A) the President of the Medical Staff;
 - (B) the Chief of Staff;
 - (C) the Chief Executive Officer; and
 - (D) the Chief Nursing Executive

5.03 Qualifications of Directors

- (a) No member of the Professional Staff of the Hospital shall be eligible for election to the Board except as where otherwise provided in this By-Law.
- (b) No employee or member of the Professional Staff of the Hospital shall be eligible for election to the Board except as where otherwise provided in this By-Law.
- (c) No spouse, child, parent, brother or sister of any person included in (a) or (b) above, nor the spouse of any such child, parent, brother or sister shall be eligible for election to the Board.
- (d) Each Director shall:
 - (i) automatically become upon election, and thereafter remain through the term of office, a Member of the Corporation who is qualified by the terms of this section 5.03 to hold office;
 - (ii) be an individual who is at least eighteen (18) years of age;
 - (iii) not have the status of a bankrupt;
 - (iv) not be a person who has been found under the *Substitute Decisions Act, 1992* or under the *Mental Health Act* to be incapable of managing property;
 - (v) not be a person who has been declared incapable by any court in Canada or elsewhere;
 - (vi) not be an Ineligible Individual who has made disclosure to the Board as required by section 5.04, unless that person has received approval of the Board to remain a Director within thirty (30) days after such disclosure is made; and

- (vii) have their principal residence or carry on business within the Catchment Area.

If a person ceases to be qualified as provided in this section 5.03, the person thereupon ceases to be a Director and the vacancy so created may be filled in the manner prescribed by section 5.06.

5.04 Duty to Disclose

Every Director or Officer who is or becomes an Ineligible Individual shall disclose such fact to the Board immediately upon learning that he or she has become an Ineligible Individual. Upon such disclosure being made, the Board may approve of the Ineligible Individual remaining as a Director or Officer.³ If the Director or Officer is not approved, the Director or Officer will be deemed to be no longer qualified pursuant to section 5.03(a) and will immediately cease to be a Director or Officer, as applicable. The resulting vacancy may be filled in the manner prescribed in section 5.06.

5.05 Term

- (a) Other than *ex officio* Directors and unless otherwise directed by the Members, the term of office of each Director shall be three (3) years, to expire at the third Annual Meeting following election, or, if no successor is elected at the Annual Meeting, to expire when a successor is elected.
- (b) Other than *ex officio* Directors, each Director is eligible for election for three (3) consecutive full terms, and afterwards is not eligible for re-election until a period of eleven (11) months has elapsed from the date such person ceases to be a Director.
- (c) Where a Director is appointed to fill a Director vacancy, such partial mid-year term up to the next Annual Meeting shall be excluded from the calculation of maximum years of service as a Director.

5.06 Vacancy

- (a) If a vacancy occurs for any reason among the elected Directors, such vacancy may be filled by an eligible person elected by the Board to serve until the next Annual Meeting.
- (b) At the next Annual Meeting, in addition to the election of Directors to fill the vacancies caused by the expiry of the Directors' terms, the meeting shall elect an additional Director to fill the unexpired term created by any vacancy referred to in section 5.06(a).
- (c) The office of a Director shall be vacated if:
 - (i) a Director ceases to meet the requirements of section 5.03;
 - (ii) a Director ceases to be a Member of the Corporation;

³ The CRA may revoke the registration of a charity with an Ineligible Individual as a Director.

- (iii) a Director becomes bankrupt or suspends payment of debts generally or compounds with creditors or makes an assignment in bankruptcy or is declared insolvent;
- (iv) a Director is found by a competent authority to be incapable of managing property pursuant to the *Substitute Decisions Act, 1992* or the *Mental Health Act*, or is otherwise declared to be incapable by any court in Canada or elsewhere;
- (v) a Director, by notice in writing to the Corporation, resigns office, which resignation shall be effective at the time it is received by the Secretary of the Corporation or at the time specified in the notice, whichever is later;
- (vi) a Director is removed as a Director pursuant to section 5.07; or
- (vii) a Director dies.

5.07 Removal of Directors

- (a) Other than *ex officio* Directors, the Members may remove a Director from office before the expiration of the Director's term of office by Ordinary Resolution passed by the Members at a Special Meeting called for that purpose.
- (b) A Director is entitled to give the Corporation a statement opposing his or her removal.
- (c) The Members may elect a person to replace the removed Director for the remainder of the removed Director's term of office.
- (d) Where the Members do not fill the vacancy created by the removal of a Director, the vacancy may be filled in accordance with section 5.06(a).

5.08 Responsibilities of the Board

The Board shall govern and manage the affairs of the Corporation consistent with the Public Hospitals Act and other applicable legislation and in so doing shall assume responsibility for the matters described in Schedule A.

5.09 Public Communication

Responsibility for public communications of the Corporation's affairs shall rest only with the Chair of the Board and the Chief Executive Officer. The Board may give authority to one or more Directors, Officers or employees of the Corporation to make statements to the news media or public about matters brought before the Board. Unless otherwise directed by the Board, public communications shall be made in accordance with Board policy.

5.10 Standards of Care

- (a) Every Director and Officer of the Corporation in exercising his or her powers and discharging his/her duties shall:
 - (i) act honestly and in good faith, loyal to the Corporation and with a view to the best interests of the Corporation;

- (ii) exercise the degree of care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances;
 - (iii) adhere to the Hospital's mission, vision and values;
 - (iv) respect and abide by decisions of the Board;
 - (v) keep informed about,
 - (A) matters relating to the Corporation,
 - (B) the community served,
 - (C) necessary information and background preparation so as to participate effectively in meetings of the Board and its committees, and
 - (D) other healthcare services provided in the region;
 - (vi) participate in the initial orientation as a new Director and in ongoing Board education;
 - (vii) participate in the annual evaluation of overall Board effectiveness; and
 - (viii) represent the Board, when requested.
- (b) No Director shall represent any group or interest and shall act and make decisions that are in the best interest of the Corporation, as a whole. A Director shall be knowledgeable of the stakeholders to whom the Corporation is accountable and shall appropriately take into account the interests of such stakeholders when making decisions as a Director but shall not prefer the interests of any one group if to do so would not be in the best interests of the Corporation.

5.11 Conflict of Interest

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

- (e) The failure of any Director to comply with the Corporation's Conflict of Interest policy or the Conflict of Interest provisions in this By-Law does not, in or of itself, invalidate any contract, transaction, matter or decision undertaken by the Board of the Corporation.

5.12 Confidentiality

Every Director, Officer, member of the Professional Staff, member of a committee of the Board, employee and agent of the Corporation shall respect the confidentiality of matters:

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

ARTICLE 6 REGULAR AND SPECIAL MEETINGS OF THE BOARD

6.01 Quorum for Board Meetings

- (a) A quorum for any meeting of the Board shall be a majority of the Directors entitled to vote.
- (b) Where the number of Directors who are disabled from participating in a meeting as a result of declaring a Conflict of Interest is such that at that meeting, the remaining Directors are not of sufficient number to constitute a quorum, then notwithstanding any other provision in this By-Law, the remaining number of Directors shall be deemed to constitute a quorum, provided such number is not less than three (3).
- (c) Where in circumstances, the remaining number of Directors who are not disabled from participating in the meeting is less than three (3), the Chief Executive Officer may apply to a judge on an ex-parte basis for an order authorizing the Board to give consideration to, discuss and vote on the matter out of which the interest arises.

6.02 Adjournment of Board Meetings

- (a) If within one-half (1/2) hour after the time appointed for a meeting of the Board a quorum is not present, the meeting shall stand adjourned until a day within two (2) weeks to be determined by the chair of the meeting.
- (b) At least twenty-four (24) hours' notice of the adjourned meeting shall be given to each Director in such manner as the Board may determine.

6.03 Voting at Board Meetings

- (a) The method of voting at any meeting of the Board shall be determined by the Chair of the meeting prior to any vote being taken. Unless this By-law states otherwise, each Director shall have one (1) vote on each question raised at any meeting of

the Board, and all questions shall be determined by a majority of the votes cast. Votes shall be taken by written ballot if so demanded by any voting Director present. In the case of an equality of votes, the vote shall be deemed to have been lost.

- (b) A Written Resolution, signed by all the Directors entitled to vote on that resolution at a meeting of Directors is as valid as if it had been passed at a meeting of Directors, constituted and held for that purpose.
- (c) A declaration by the Chair that a resolution, vote or motion has been carried and an entry to that effect in the minutes shall be admissible in evidence as prima facie proof of the fact without proof of the number or proportion of the votes recorded in favour or against such resolution, vote or motion.

6.04 Regular Meetings of the Board and Notice

- (a) The Board shall hold at least six (6) regular meetings per year and meet at such times and such places as may be determined by the Board from time to time.
- (b) A meeting of the Board may be held without notice, immediately following the Annual Meeting of the Corporation.
- (c) Subject to notice requirements for meetings of the Joint Board and section 6.04(d), notice of a Board meeting shall be delivered, telephoned or emailed to each Director at least twenty-four (24) hours in advance of the meeting or shall be mailed to each Director at least five (5) days in advance of the meeting.
- (d) Where a meeting of the Executive Committee or the Board is called for the purpose of considering an allegation of wrongdoing of a Director pursuant to the Board's Whistleblower Policy, the Director who is the subject of the complaint shall not receive notice of the meeting.

6.05 Special Meetings of the Board and Notice

- (a) The Chair may call special meetings of the Board.
- (b) The Secretary shall call a special meeting of the Board if three (3) Directors so request in writing.
- (c) Subject to notice requirements for meetings of the Joint Board, notice of a special meeting of the Board shall specify the purpose of the meeting, may be given by telephone or by email, and shall be given at least twenty-four (24) hours in advance of the meeting.

6.06 Electronic Meetings of the Board

- (a) If all the Directors present at the meeting consent, a meeting of Directors or a meeting of a committee of the Board may be held by conference telephone, electronic or other communication facilities as to permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously, and the Director or committee member participating in the meeting by those means is deemed to be present at the meeting.

6.07 Board Meetings - Chair

Board meetings shall be chaired by:

- (a) the Chair,
- (b) the Vice-Chair if the Chair is absent or is unable to act, or
- (c) a Director elected by the Directors present if the Chair and Vice-Chair are either absent or unable to act.

6.08 Procedures for Board Meetings

- (a) The declaration of the Secretary or Chair that notice has been given pursuant to the By-Law, shall be sufficient and conclusive evidence of the giving of such notice.
- (b) No error or omission in giving notice for a meeting of Directors shall invalidate such meeting or invalidate or make void any proceedings taken or had at such meeting and any Director may at any time waive notice of any such meeting and may ratify and approve any or all proceedings taken or had thereat.
- (c) Except as provided under the Joint Board Agreement for meetings of the Joint Board, Guests may attend meetings of the Board only:
 - (i) in accordance with an open meeting policy established by the Board,
 - (ii) upon invitation by the Chair of the meeting through the Chief Executive Officer;
 - (iii) upon invitation by the Chief Executive Officer with the approval of the Chair of the meeting, or
 - (iv) upon resolution of the Board.
- (d) Minutes shall be kept for all meetings of the Board.
- (e) The Board shall have the discretion at any time to declare any meeting or any portion of any meeting to be in-camera.

6.09 Joint Board

The Corporation has agreed under the Joint Board Agreement to form a joint Board of Directors with the Tillsonburg District Memorial Hospital for certain limited purposes and scope as set forth therein and the terms of the Joint Board Agreement shall prevail over the terms of this By-Law to the extent of any conflict or inconsistency provided such is in compliance with applicable law.

**ARTICLE 7
INDEMNIFICATION**

7.01 Indemnification

- (a) Except as otherwise provided in any legislation or law, no Director or Officer for the time being of the Corporation shall be liable for the acts, receipts, neglects or defaults of any other Director or Officer or employee or for any loss, damage or

expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired by the Corporation or for or on behalf of the Corporation or for the insufficiency or deficiency of any security in or upon which any of the monies of or belonging to the Corporation shall be placed out or invested or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person including any person with whom or which any monies, securities or effects shall be lodged or deposited or for any loss, conversion, misapplication or misappropriation of or any damage resulting from any dealings with monies, securities or other assets belonging to the Corporation or for any other loss, damage or misfortune whatever which may happen in the execution of the duties of the Director's or Officer's respective office or trust or in relation thereto unless the same shall happen by or through the Director's or Officer's own failure to act honestly and in good faith in the performance of the duties of office, or other wilful neglect or default.

- (b) Before giving approval to the indemnities provided in section 7.01(c), or purchasing insurance provided in section 7.01(f), the Board shall consider:
- (i) the degree of risk to which the Director or Officer is or may be exposed;
 - (ii) whether, in practice, the risk cannot be eliminated or significantly reduced by means other than the indemnity or insurance;
 - (iii) whether the amount or cost of the insurance is reasonable in relation to the risk;
 - (iv) whether the cost of the insurance is reasonable in relation to the revenue available; and
 - (v) whether it advances the administration and management of the property to give the indemnity or purchase the insurance.
- (c) Upon approval by the Board from time to time, every Director and Officer of the Corporation and every member of a committee, or any other person who has undertaken, or is about to undertake, any liability on behalf of the Corporation or any corporation controlled by it, and the person's respective heirs, executors and administrators, and estate and effects, successors and assigns, shall from time to time and at all times, be indemnified and saved harmless out of the funds of the Corporation, from and against:
- (i) all costs, charges and expenses whatsoever which such Director, Officer, committee member or other person sustains or incurs in or in relation to any action, suit or proceeding which is brought, commenced or prosecuted against the Director, Officer, committee member or other person, for or in respect of any act, deed, matter or thing whatsoever, made, done or permitted by them, in or in relation to the execution of the duties of such office or in respect of any such liability except such costs, charges or expenses as are occasioned by their own failure to act honestly and in good faith in the performance of the duties of office, or by other wilful neglect or default; and
 - (ii) all other costs, charges and expenses which the Director, Officer, committee member or other person sustains or incurs in or in relation to the

affairs thereof, except such costs, charges or expenses as are occasioned by their own failure to act honestly and in good faith in the performance of the duties of office, or by other wilful neglect or default.

- (d) The indemnity provided for in the preceding paragraph:
 - (i) shall not apply to any liability which a Director, Officer, committee member or any other person who has undertaken, or is about to undertake, any liability on behalf of the Corporation may sustain or incur as the result of any act or omission as a member of the Professional Staff of the Corporation; and
 - (ii) shall be applicable only if the Director, Officer, committee member or any other person who has undertaken, or is about to undertake, any liability on behalf of the Corporation acted honestly and in good faith with a view to the best interests of the Corporation and in the case of criminal or administrative action or proceeding that is enforceable by a monetary penalty, had reasonable grounds for believing that his or her conduct was lawful.
- (e) The Corporation shall also, upon approval by the Board from time to time, indemnify any such person in such other circumstances as any legislation or law permit or requires. Nothing in this By-Law shall limit the right of any person entitled to indemnity to claim indemnity apart from the provisions of this By-Law to the extent permitted by any legislation or law.
- (f) Upon approval by the Board from time to time, the Corporation shall obtain and maintain insurance for the benefit of any Director, Officer or other person acting on behalf of the Corporation against any liability incurred in that person's capacity as a Director, Officer or other person acting on behalf of the Corporation, except where the liability relates to that person's failure to act honestly and in good faith with a view to the best interests of the Corporation.

ARTICLE 8 **OFFICERS**

8.01 Officers

- (a) The following shall be Officers of the Corporation:
 - (i) the Chair,
 - (ii) the Vice-Chair,
 - (iii) the Secretary,
 - (iv) the Treasurer, and
 - (v) the President & Chief Executive Officer.
- (b) The Directors shall elect a Chair, Vice-Chair and Treasurer from among themselves at the meeting immediately following each Annual Meeting of the Corporation.

- (c) Unless approved by a resolution of the Board, no Director may serve as Chair or Vice-Chair for more than two (2) consecutive years in one office, provided however that following a break in the continuous service of at least one (1) year the same person may be re-elected.
- (d) *Ex officio* Directors are ineligible for election as Chair, Vice-Chair or Treasurer.
- (e) The Chief Executive Officer shall be the Secretary of the Board.
- (f) The Officers of the Corporation shall be responsible for the duties set forth in this By-Law and position descriptions approved by the Board.
- (g) Any Officer of the Corporation shall cease to hold office upon Ordinary Resolution of the Board.

8.02 Duties of the Chair

The Chair shall:

- (a) chair all meetings of the Board;
- (b) be responsible for the naming of Directors to committees not otherwise provided for in this By-Law;
- (c) report to each Annual Meeting of Members of the Corporation concerning the management and operations of the Hospital;
- (d) be an *ex officio* member of Committees of the Board;
- (e) represent the Corporation at public or official functions; and
- (f) perform such other duties in accordance with the position description for the Chair that the Board adopts and such other powers and duties as the Board may specify.

8.03 Duties of the Vice-Chair

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

8.04 Duties of the Treasurer

The Treasurer shall perform the duties set out in the position description for the Treasurer that the Board adopts and will have such other duties as the Board may specify. The Treasurer may delegate any of the duties set forth in these By-Laws or the position description but shall remain responsible for the fulfilment of these duties.

8.05 Duties of the Secretary

- (a) The Secretary shall:
 - (i) attend meetings of the Board and Board Committees as required;
 - (ii) keep minutes of all Board and Board Committee meetings and circulate the minutes to all members of the Board or Committee;

- (iii) be the custodian of all minute books, documents and registers of the Corporation required to be kept by the provisions of the Act or the ONCA, as applicable, and all minutes, documents and records of the Board;
 - (iv) give such notice as required by this By-Law of all meetings of the Corporation, the Board and its Committees; and
 - (v) perform such other duties set out in the position description for the Secretary that the Board adopts or as may be determined by the Board.
- (b) The Secretary may delegate any of the duties set forth in these By-Laws or the position description but shall remain responsible for the fulfilment of these duties.

ARTICLE 9

COMMITTEES

9.01 Standing Committees of the Board

- (a) There shall be the following Standing Committees:
 - (i) Executive Committee; and
 - (ii) Any other committee as set out in Board policy or established under the Joint Board Agreement.
- (b) The duties and terms of reference for the Standing Committees shall be determined by the Board.
- (c) Subject to the provisions of this By-Law, the Board shall appoint members of the committees of the Board, the chairs of the committees of the Board and if desirable, the vice-chair thereof.
- (d) The Board may appoint additional members who are not Directors to any committee of the Board except the Executive Committee, and those persons shall be entitled to vote, but the number of non-Directors shall not exceed the number of Directors on a committee of the Board.
- (e) The members, the chair and vice chair of a committee will hold their office at the pleasure of the Board. Each chair of a Standing Committee shall be a member of the Board.
- (f) Subject to applicable law, the Board may, by resolution, dissolve any committee at any time.
- (g) Procedures at and quorum for committee meetings shall be determined by the chair of each committee, unless established by the Board by resolution or by way of general committee regulations from time to time.
- (h) The Board Chair and Chief Executive Officer shall be ex-officio members of all committees.
- (i) A majority of members of a committee shall constitute a quorum.

9.02 Executive Committee

- (a) The Executive Committee shall consist of the Chair, Vice-Chair and Treasurer, elected by the Board.
- (b) Quorum for a meeting of the Executive Committee shall be a majority of its members.
- (c) The Executive Committee shall:
 - (i) meet in the event of an administrative emergency and exercise the full power of the Board in all matters of administrative emergency, when it is not possible to obtain quorum for a meeting of the full Board, and reporting every action to the next meeting of the Board;
 - (ii) meet in accordance with the Board's Whistleblower Policy in circumstances to consider allegations of wrongdoing of a Director; and
 - (iii) address any other duties as assigned by the Board.

9.03 Special Committees of the Board

- (a) The Board may appoint Special Committees being those committees appointed for specific duties.
- (b) The Board may at any meeting, appoint any Special Committee and name the chair and members of the Special Committee.
- (c) The Board shall prescribe terms of reference for any Special Committee.
- (d) The Board may by resolution dissolve any Special Committee at any time.

9.04 Procedures for Board Committee Meetings

- (a) Board Committee meetings shall be held at the call of the Chair of the Board, the chair of the Board Committee or at the request of any two (2) members of the Board Committee.
- (b) Minutes shall be kept for all Board Committee meetings.
- (c) Guests may attend Board Committee meetings at the invitation of the chair of the Committee.
- (d) A quorum for any Board Committee meeting shall be a majority of the members of the Board Committee entitled to vote.
- (e) Business arising at any Board Committee meeting shall be decided by a majority of votes.
- (f) Any motion is lost if there is an equality of votes.
- (g) Notwithstanding any other provisions contained in this By-Law or the rules or policies of the Hospital, the Board may not appoint non-Directors to the Executive Committee, and with the exception of the Medical Advisory Committee, the number

of voting non-Directors shall not exceed the number of voting Directors on the committees of the Board.

ARTICLE 10
CHIEF EXECUTIVE OFFICER

10.01 Chief Executive Officer

- (a) The Chief Executive Officer shall be appointed by the Board in accordance with its approved selection process.
- (b) The Board may at any time revoke or suspend the appointment of the Chief Executive Officer.

10.02 Duties of the Chief Executive Officer

The Chief Executive Officer shall:

- (a) be responsible to the Board for the organization and management of the Hospital in accordance with policies established by the Board and subject to direction of the Board;
- (b) ensure appropriate systems and structures are in place for the effective management and control of the Hospital and its resources including the employment, development, control, direction and discharge of all employees of the Hospital;
- (c) ensure structures and systems for the development, review and recommendation of new programs, program expansion or changes;
- (d) ensure effective manpower planning and identify resource implications;
- (e) establish an organizational structure to ensure accountability of all departments and staff for fulfilling the mission, objectives and strategic plan of the Hospital;
- (f) provide leadership in support of the Board's responsibility to develop and periodically review the mission, objectives and strategic plan of the Hospital;
- (g) develop, recommend and foster the values, culture and philosophy of the Hospital;
- (h) communicate with related health care agencies to promote co-ordination and/or planning of local health care services;
- (i) represent the Hospital externally to the community, government, media and other organizations and agencies;
- (j) be responsible for the payment by the Corporation of all salaries and amounts due from and owing by the Corporation which fall within the purview and scope of the approved annual budget or otherwise as may be established from time to time by resolution of the Board;
- (k) notify the Chief of Staff, the Chief of Department and the Board if necessary, of:

- (i) any failure of any member of the Professional Staff to act in accordance with statute law or regulations thereunder, or the Hospital By-Law and policies,
- (ii) any belief that a member of the Professional Staff is unable to perform the person's professional duties with respect to a patient in the Hospital,
- (iii) any patient who does not appear to be receiving the most appropriate treatment and care or who is not being visited frequently enough by the attending member of the Professional Staff,
- (iv) any other matter about which they should have knowledge;
- (l) be responsible to the Board for taking such action as considered necessary to ensure compliance with the *Public Hospitals Act* and the By-Laws of the Hospital and all other statutory and regulatory requirements;
- (m) attend meetings of the Medical Advisory Committee without a vote;
- (n) attend meetings of the Board without a vote and report to the Board on any matters about which it should have knowledge and subject to this By-Law, be an *ex officio* voting member of all Board Committees, except the Executive Committee, where he or she shall attend without a vote;
- (o) where appointed by the Board, perform the duties of Secretary as set forth in the By-Laws of the Corporation; and
- (p) perform such other duties as directed from time to time by the Board.

10.03 Retention of Written Statements

- (a) The Chief Executive Officer shall cause to be retained for at least twenty-five (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 as per corporate policy.

ARTICLE 11 RULES OF ORDER

11.01 Rules of Order

Any questions of procedure at or for any meetings of the Corporation, of the Board, of the Professional Staff, or any committee, which have not been provided for in this By-Law or by the Act or by the *Public Hospitals Act* or Regulations thereunder, or the Professional Staff Rules, shall be determined by the Chair in accordance with an acceptable procedural text.

ARTICLE 12 SIGNING OFFICERS

12.01 Signing Officers

- (a) Documents, contracts and instruments requiring execution by the Corporation shall be executed by any one of the Chair or Vice-Chair together with any one of

the Chief Executive Officer or a Director. The Board may appoint any Director, Officer or any other person on behalf of the Corporation, either to sign documents generally or to sign specific documents.

ARTICLE 13 **FINANCIAL**

13.01 Bonding - Fidelity Insurance

- (a) Directors, Officers and employees as the Board may designate shall secure from a guarantee company a bond of fidelity of an amount approved by the Board.
- (b) The requirements of section 13.01(a) may be met by an alternative form of employee fidelity insurance such as, but not limited to, a blanket position bond, a commercial blanket bond, or a comprehensive dishonesty, disappearance and destruction policy, at the discretion of the Board.
- (c) The Corporation shall pay the expenses of any fidelity bond or policy secured under this section.

13.02 Investments

- (a) The Board may invest as trustees are permitted to invest pursuant to the *Trustee Act* of the Province of Ontario,
- (b) all monies given in trust to the Corporation for the use of the Corporation;
- (c) all Corporation monies not required for operating expenses; and
- (d) notwithstanding the provisions of section 13.02(a), the Board may, in its discretion, retain investments not authorized by the *Trustee Act* which are given to the Corporation in specie.

13.03 Endowment Benefits

- (a) No benefit given in trust to or to the use of the Corporation for endowment purposes shall be hypothecated, transferred or assigned to obtain credit or to receive funds except as allowed by section 13.02(a).

13.04 Auditor

- (a) The Corporation shall at its Annual Meeting appoint an Auditor who shall not be a member of the Board or an Officer or employee of the Corporation or a partner or employee of any such person, and who is duly licensed under the *Public Accounting Act, 2004* (Ontario) to hold office until the next annual meeting of the Corporation.
- (b) The Auditor shall have all the rights and privileges as set out in the Act or the ONCA, as applicable, and shall perform the audit function as prescribed therein.

13.05 Fiscal Year

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

ARTICLE 14
AMENDMENT TO BY-LAWS

14.01 Amendment

- (a) Subject to the Act, the ONCA and the Letters Patent or any Supplementary Letters Patent, as applicable, the Board may make, amend or repeal any By-Law that regulates the activities or affairs of the Corporation. Any such By-Law, amendment or repeal shall be effective from the date of the resolution of Directors until the next meeting of Members where it may be confirmed, rejected or amended by Resolution of the Members.
- (b) 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. The By-Law, amendment or repeal ceases to have effect if it is not submitted to the Members at the next meeting of Members or if it is rejected by the Members at the meeting.

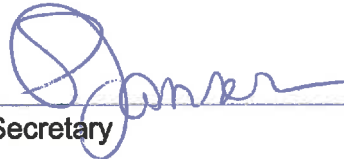
14.02 Repeal of Prior By-Laws

- (a) Subject to the provisions of section 14.02(b) hereof, all prior By-Laws, resolutions and other enactments of the Corporation inconsistent in either form or content with the provisions of this By-Law are repealed.
- (b) The repeal of prior By-Laws, resolutions and other enactments shall not impair in any way the validity of any act or thing done pursuant to any such repealed By-Laws, resolution or other enactment.

APPROVED by the Directors as a By-Law of the *Alexandra Hospital, Ingersoll* this 29th day of May, 2019.



Chair

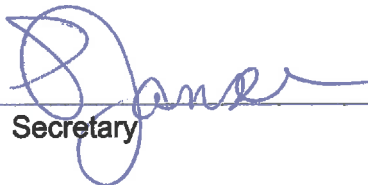


Secretary

ENACTED by the Members in accordance with the *Corporations Act* on this 26th day of June, 2019



Chair



Secretary

SCHEDULE A

RESPONSIBILITIES OF THE BOARD

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

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

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

- (w) Ensure the establishment and provide for the operation of a health surveillance program including a communicable disease surveillance program in respect of all persons carrying on activities in the Corporation;
- (x) Establish a Fiscal Advisory Committee, the membership and purposes of which meet the requirements of the *Public Hospitals Act*;
- (y) Establish a Quality Committee further to the *Excellent Care for All Act* to monitor and report on the overall quality of care and make recommendations to the Board regarding quality improvement initiatives and policies and to oversee the preparation of annual quality improvement plans, comprised of:
 - (i) the President and Chief Executive Officer;
 - (ii) one member of the Medical Advisory Committee;
 - (iii) the hospital's Chief Nursing Executive;
 - (iv) one person who works in the hospital and who is not a member of the College of Physicians and Surgeons of Ontario or the College of Nurses of Ontario; and
 - (v) such other persons as are selected by the Board so as a third of the members of the quality committee shall be voting members of the hospital's Board.
- (z) Provide for:
 - (i) the participation of Nurses who are managers and staff Nurses in decision making related to administrative, financial, operational and planning matters in the Hospital; and
 - (ii) the participation at the committee level of staff Nurses who are managers, including the election of staff Nurses of representatives to committees and the election.
- (aa) Pursuant to the *Public Hospitals Act*, provide for the establishment of procedures to encourage the donation of organs and tissues including:
 - (i) procedures to identify potential donors; and
 - (ii) procedures to make potential donors and their families aware of the options of organ and tissue donations,and ensure that such procedures are implemented in the Corporation; and
- (bb) Ensure that a system for the disclosure of every critical incident is established and that the President and Chief Executive Officer, the Chief of Staff and the Chief Nursing Executive will be responsible for the system.

