



Hôpital général de Nipissing Ouest
West Nipissing General Hospital

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CORPORATE
AND
PROFESSIONAL STAFF
BY-LAWS



JUNE 2024

THE WEST NIPISSING GENERAL HOSPITAL

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ARTICLE 1

DEFINITIONS AND INTERPRETATION

1.1 DEFINITIONS

- (a) **“Act”** means the *Not-for-Profit Corporations Act, 2010*, S.O. 2010, c.15 and the regulations thereunder, and any statute or regulations that may be substituted, as amended from time to time
- (b) **“Board”** means the governing body of the West Nipissing General Hospital;
- (c) **“Chair”** means the Chair of the Board;
- (d) **“Chair of the Medical Advisory Committee/Chief of Staff”** means the member of the Professional Staff appointed by the Board as Chair of the Medical Advisory Committee;
- (e) **“Chief Executive Officer”** means, in addition to “administrator” as defined in the Public Hospitals Act, the President and Chief Executive Officer of the Corporation;
- (f) **“Chief Financial Officer”** means the senior employee responsible to the President and Chief Executive Officer for the treasury and controllership functions in the Hospital;
- (g) **“Chief Nursing Executive”** means the senior nurse employed by the Hospital who reports directly to the President and Chief Executive Officer and is responsible for nursing services provided in the Hospital;
- (h) **“Chief of Staff”** means the member of the Professional Staff appointed by the Board to serve as Chief of Staff in accordance with the regulations under the Public Hospitals Act;
- (i) **“Conflict of Interest”** means any situation in which another interest or relationship impairs the ability of a Director or Officer to carry out the duties and responsibilities of a Director or Officer 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 or Officers of the Corporation, namely:
 - (i) *Pecuniary or financial interest* - a Director or Officer is said to have a pecuniary or financial interest in a decision when the Director or Officer (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 or Officer in his or her duty to promote the best interest of the Corporation, participation or influence in Board decisions that 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 or Officer’s entrusted responsibility to the Corporation; or

- (iii) *Adverse interest* - a Director or Officer is said to have an adverse interest to the Corporation when that Director or Officer is a party to a claim, application or proceeding against the Corporation;
- (j) **“Corporation”** or **“Hospital”** means the West Nipissing General Hospital with the Head Office at 725 Coursol Road, Sturgeon Falls, Ontario;
- (k) **“Credentials Committee”** means the committee established by the Medical Advisory Committee to review applications for appointment and reappointment to the Professional Staff and to make recommendations to the Medical Advisory Committee and if no such committee is established it shall mean the Medical Advisory Committee;
- (l) **“Dental Staff”** means those Dentists appointed by the Board to attend or perform dental services for patients in the Hospital;
- (m) **“Dentist”** means a dental practitioner in good standing with the Royal College of Dental Surgeons of Ontario;
- (n) **“Department”** or **“department”** means an organizational unit of the Professional Staff to which members with a similar field of practice have been assigned;
- (o) **“Director”** means a member of the Board;
- (p) **“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 therefor, as from time to time amended;
- (q) **“Ex officio”** means membership “by virtue of the office” and includes all rights, responsibilities, and power to vote unless otherwise specified;
- (r) **“Extended Class Nursing Staff”** means those Registered Nurses in the Extended Class who are:
 - (i) nurses that are employed by the Hospital and are authorized to diagnose, prescribe for or treat out-patients in the Hospital; and
 - (ii) nurses who are not employed by the Hospital and to whom the Board has granted privileges to diagnose, prescribe for, treat out-patients or admit and discharge patients in the Hospital;
 - (iii) “Registered Nurse in the Extended Class” means a member of the College of Nurses of Ontario who is a Registered Nurse and holds an extended certificate or registration under the Nursing Act, 1991;
- (s) **“French Language Services Act”** means the consolidation and formalization of policies and procedures around the provision of French language services.
- (t) **“Impact Analysis”** means a study to determine the impact upon the resources of the Corporation of the proposed appointment of an applicant for appointment to the Professional Staff or an application by a member of the Professional Staff for privileges;

- (u) **"Ineligible Individual"** has the meaning in section 149.1 of the Income Tax Act (Canada), as amended from time to time¹;
- (v) **"Medical Advisory Committee"** means the Medical Advisory Committee established by the Board as required by the Public Hospitals Act;
- (w) **"Medical Staff"** means the Physicians who are appointed by the Board and who are granted privileges to practice medicine in the Hospital;
- (x) **"Members"** means member of the West Nipissing General Hospital Corporation;
- (y) **"Nurse"** means a holder of a current certificate of competence issued in Ontario as a Registered Nurse;
- (z) **"Ordinary Resolution"** means a resolution submitted to a meeting of Members and passed at the meeting, with or without amendment, by at least a majority of the votes cast, or consented to in writing by each Member of the Corporation entitled to vote at a meeting of the Members of the Corporation;
- (aa) **"Patient"** means, unless otherwise specified or the context otherwise requires any in- patient or out-patient of the Corporation;

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

"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;

Under this section "relevant criminal offence" means a criminal offence under the laws of Canada, and an offence that would be a criminal offence if it were committed in Canada, that (a) relates to financial dishonest, including tax evasion, theft and fraud, or (b) in respect of a charity or Canadian amateur athletic association, is relevant to the operation of the charity or association.

- (bb) **“Person”** means and includes any individual, corporation, partnership, firm, joint venture, syndicate, association, trust, government, government agency, board, commission or authority, or any other form of entity or organization;
- (cc) **“Physician”** means a medical practitioner in good standing with the College of Physicians and Surgeons of Ontario;
- (dd) **“Policies”** means the administrative, human resources, clinical and professional policies of the Hospital and includes policies and procedures adopted by the Board;
- (ee) **“Professional Staff”** means the Medical Staff, Dental Staff, and members of Extended Class Nursing Staff who are not employees of the Corporation;
- (ff) **“Protected Person”** means each person acting or having previously acted in the capacity of a Director, Officer or any other capacity at the request of or on behalf of the Corporation, and includes the respective heirs, executors and administrators, estate, successors and assigns of a person, who:
 - (i) is a Director of the Corporation;
 - (ii) is an Officer of the Corporation;
 - (iii) is a member of a Committee of the Corporation; or
 - (iv) has undertaken, or, with the direction of the Corporation is about to undertake, any liability on behalf of the Corporation or any body corporate controlled by the Corporation, whether in the person’s personal capacity or as a Director, Officer, employee or volunteer of the Corporation or such body corporate;
- (gg) **“Public Hospitals Act”** means the Public Hospitals Act (Ontario), and, where the context requires, includes the regulations made under it and any statute that may be substituted therefore, as from time to time amended;
- (hh) **“Rules and Regulations”** means the Rules and Regulations governing the practice of the Medical Staff, Dental Staff and Extended Class Nursing Staff in the Hospital both generally and within a particular Department, and includes Rules and Regulations which have been approved by the Board after considering the recommendation of the Medical Advisory Committee;
- (ii) **“Special Resolution”** means a resolution that is submitted to a Special Meeting of Members 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;
- (jj) **“Supervisor”** means a physician, dentist, or Registered Nurse in the Extended Class, as the case may be, who is assigned the responsibility to oversee the work of another physician, dentist, or Registered Nurse in the Extended Class respectively, unless otherwise provided for in this By-law.

1.2 INTERPRETATION

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

ARTICLE 2 MEMBERSHIP IN THE CORPORATION

2.1 MEMBERS

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

2.2 RESIGNATION AND TERMINATION OF MEMBERSHIP

- (a) The interest of a Member in the Corporation is not transferable and lapses and ceases to exist upon the Member's death or when the Member ceases to be a Member by resignation, when the Member ceases to be a Director of the Corporation, or otherwise in accordance with this By-law.
- (b) Any Member may resign his or her membership in the Corporation by resignation in writing which shall be effective upon acceptance thereof by the Board.

A Member shall be terminated upon a majority resolution passed at a meeting of the Board duly called for that purpose. Any disciplinary action or termination of Membership must be done in good faith and in a fair and reasonable manner. Any Member being considered for removal shall be given fifteen (15) days notice of a disciplinary action or termination with reasons and given an opportunity to be heard orally or in writing not less than five (5) days before the disciplinary action or termination of Membership becomes effective, by the person with authority to impose or revoke the disciplinary action or termination

ARTICLE 3 MEETINGS OF MEMBERS

3.1 LOCATION

Meetings of the Members shall be held at the registered office of the Corporation or at any place in Ontario as the Board may determine.

3.2 ANNUAL MEETINGS

In accordance with the Public Hospitals Act, the annual meeting of Members shall be held between the 1st day of April and the 31st day of July of each year so long as the annual meeting is held no later than 15 months after holding the preceding annual meeting.

3.3 CALLING MEETINGS

The Board shall have power to call, at any time, an annual or special meeting of the Members of the Corporation.

3.4 MEETINGS BY ELECTRONIC MEANS

If all the Members present at the meeting consent, a meeting of Members 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. At the commencement of any meeting by telephone, electronic, or other communications facilities, the Chair of the meeting shall determine by such means as are acceptable to them that there is a quorum for the meeting, the method of recording votes at the meeting, how any confidentiality or security issues will be handled, or other considerations with respect to the conduct of such a meeting.

3.5 QUORUM

A majority of Members entitled to vote and present at a meeting will constitute a quorum at a meeting of Members.

3.6 NOTICE

Whenever under the provisions of the by-laws of the Corporation notice is required to be given, unless otherwise provided such notice may be given in writing and delivered or sent by prepaid mail, by facsimile transmission or by electronic mail addressed to the Member at the Member's latest address as shown in the records of the corporation, to a Director at his or her latest address as shown in the records of the corporation or in the most recent notice or return filed under the *Corporations Information Act*, whichever is the more current, and to an officer, member of a committee, or auditor at the postal address, the facsimile number or electronic mail address, as the case may be, as the same appears on the books of the Corporation.

If any notice is sent by prepaid mail, it shall be conclusively deemed to have been received on the fifth (5th) business day following the mailing thereof. If delivered, a notice shall be conclusively deemed to have been received at the time of delivery, or if sent by facsimile transmission or electronic mail, it shall be conclusively deemed to be received on the next business day after transmission.

Notwithstanding the foregoing provisions with respect to mailing, in the event that it may be reasonably 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 (5th) business day following the mailing therefor, then the mailing of any such notice as aforesaid shall not be an effective means of sending the same but rather any notice must then be sent by an alternative method which it may reasonably be anticipated will cause the notice to be received reasonably expeditiously by the addressee.

Any person entitled to receive any such notice may waive such notice either before or after the meeting:

- (a) In computing the date when notice must be given under any provision requiring a specified number of days' notice of any meeting or other event, the date of giving the notice shall be excluded and the date of the meeting or other event shall be included.

- (b) The accidental omission to give any notice to any Member, Director, officer, member of a committee or the auditor of the Corporation or the non-receipt of any notice by any Member, Director, officer, member of a committee or the auditor of the Corporation or any error in any notice not affecting the substance thereof shall not invalidate any action taken at any meeting held pursuant to such notice or otherwise founded thereon.
- (c) Any Member, Director, officer, member of a committee or the auditor of the Corporation may waive, in writing, any notice required to be given to him or her under the Act, the Articles or the by-laws of the Corporation, and such waiver, whether given before or after the meeting or other event of which notice is required to be given, shall cure any default in giving such notice. Attendance at the meeting is a waiver of notice, unless the person attends the meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting was not lawfully called.

3.7 BUSINESS

The business transacted at the annual meeting of the Corporation shall include:

- (a) approval of the agenda;
- (b) minutes of the previous annual meeting;
- (c) report of the Chair of the Board;
- (d) report of the President and Chief Executive Officer;
- (e) report of the Chief of Staff;
- (f) consideration of the financial statements and report of the auditor;
- (g) appointment of the auditor to hold office until the next annual meeting and authority for Directors to fix the remuneration of the auditor;
- (h) election of Directors; and
- (i) other business.

3.8 VOTES

- (a) Each Member entitled to vote and in attendance at a meeting shall have the right to exercise one vote. No Member of the Corporation shall vote by proxy at any meeting of the Corporation.
- (b) At all meetings of Members of the Corporation every question shall be determined by a majority of votes unless otherwise specifically provided by statute or by this By-law.
- (c) Every question submitted to any meeting of Members shall be decided in the first instance by a show of hands and in the case of an equality of votes, whether on a show of hands or ballot, the motion is lost.

- (d) At any meeting of Members, unless a ballot is demanded before or after any vote, a declaration by the chair of the meeting that a resolution has been carried or carried unanimously or by a particular majority or lost or not carried by a particular majority shall be conclusive evidence of the fact.
- (e) A ballot may be demanded either before or after any vote by any Member entitled to vote at the meeting. If a ballot is demanded on the election of a chair or on the question of adjournment it shall be taken forthwith without adjournment. If a ballot is demanded on any other question or as to the election of Directors, the vote shall be taken by ballot in such manner and either at once, later in the meeting or after adjournment as the chair of the meeting directs. The result of a ballot shall be deemed to be the resolution of the meeting at which the ballot was demanded. A demand for a ballot may be withdrawn.

3.9 CHAIR OF THE MEETING

The Chair of a meeting of the Members of the Corporation shall be:

- (a) the Chair of the Corporation; or
- (b) a Vice Chair of the Corporation, if the Chair is absent or is unable to act; or
- (c) in the absence of the Chair or Vice-Chair, the Members shall elect a Chair from among the Directors present.

3.10 ADJOURNED MEETINGS OF MEMBERS

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

3.11 SPECIAL MEETINGS OF THE CORPORATION

- (a) The Board may call a special meeting of the Corporation. Special meetings of the Corporation shall be held at such time and place in the municipality of West Nipissing as may be determined by the Board.
- (b) Notice of a special meeting shall be given in the same manner as provided in section 3.6 provided that the Member's receive at least ten (10) days' notice of the special meeting.
- (c) The notice of a special meeting shall state the nature of the business to be transacted in sufficient detail to permit a Member to form a reasoned judgement on the business and state the text of any special resolution to be submitted to the meeting.
- (d) In accordance with the Act, if not less than one-tenth (1/10) of the members of the Corporation entitled to vote at a meeting proposed to be held, request the Directors, in writing, to call a special meeting of the members, for any purpose connected with the affairs of the Corporation that is not inconsistent with the Act, the Directors of the Corporation shall call forthwith a special meeting of the members of the Corporation for the transaction of the business stated in the request. The request shall state the nature of the business to be presented at the meeting and shall be signed by the requesters and must be sent to each Director

and to the registered office of the Corporation and may consist of several documents in like form signed by one or more of the requesters. If the Directors do not within twenty-one (21) days from the date of the deposit of the request call and hold such meetings, any of the requesters may call such meeting, which shall be held within sixty (60) days from the date of the deposit of the request.

ARTICLE 4 DIRECTORS

4.1 COMPOSITION OF BOARD

The Board shall consist of:

- (a) nine (9) Directors who satisfy the criteria set out in section 4.2 and who are elected by the Members of the Corporation entitled to vote in accordance with section 4.3 or appointed in accordance with section 4.8; and
- (b) one (1) appointed Director entitled to vote in accordance with section 4.3:
 - (i) a representative of the Nipissing First Nation elected by Band Council;
- (c) the following four (4) *ex-officio* non-voting Directors:
 - (i) President and Chief Executive Officer
 - (ii) Chief of Staff
 - (iii) President of the Professional Staff
 - (iv) Chief Nursing Executive

4.2 QUALIFICATIONS OF DIRECTORS

- (a) Every Director shall be:
 - (i) at least eighteen (18) years of age;
 - (ii) a resident of or carry on business within the area served by the West Nipissing General Hospital Corporation.
- (b) No member of the Professional Staff of the Hospital shall be eligible for election or appointment to the Board except as where otherwise provided in these by-laws.
- (c) No current or former employee who left the organization less than five years previously of the West Nipissing General Hospital shall be eligible for election or appointment to the Board unless the Board otherwise determines.
- (d) No spouse, common law spouse, grandchild, child, parent, grandparent, brother or sister or members of the same household of any person included in (b) and (c) above, nor the spouse of any such grandchild, child, parent, grandparent, brother or sister or members of the same household shall be eligible for election or appointment to the Board except by resolution of the Board.
- (e) No person with an undischarged bankruptcy shall become a Director.
- (f) No person convicted of a criminal offence shall become a Director.

- (g) No person who has been found under the *Substitute Decisions Act, 1992* or under the *Mental Health Act* to be incapable of managing property shall become a Director.
- (h) No person who has been declared incapable by any court in Canada or elsewhere shall become a Director.
- (i) No person who is an Ineligible Individual as defined in the *Income Tax Act* shall become a Director.

4.3 NOMINATIONS FOR ELECTION OF DIRECTORS

Subject to the Act and the provisions of this By-law, nominations for election as a Director at the annual meeting of the Corporation may be made by the Executive & Governance Committee of the Board.

4.4 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.

4.5 ATTENDANCE AT MEETINGS

- (a) The Board shall establish a policy for the minimum attendance by a Director at meetings of the Board of Directors and Standing Committees and Special Committees of the Board.
- (b) A Director shall attend meetings of the Board of Directors and Standing Committees of the board in accordance with the Board policy.

4.6 VACATION OF OFFICE

The office of a Director shall be automatically vacated:

- (a) if the Director resigns such office by delivering a written resignation to the Secretary of the Corporation;
- (b) if, in the case of an elected Director, he or she ceases to meet the requirements of section 4.2.
- (c) if the Director is removed pursuant to section 4.7.

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.

4.7 REMOVAL

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 duly called for that purpose.

- (a) The Members may, at the meeting of the Members at which the Director is removed, elect a person to replace the removed Director for the remainder of the term of office.
- (b) A Director being considered for removal is entitled to give the Corporation a statement opposing his or her removal.
- (c) Where the Members do not fill the vacancy created by the removal of a Director, the vacancy may be filled in accordance with section 4.8.

4.8 FILLING VACANCIES

So long as there is a quorum of Directors in office, any vacancy occurring in the Board of Directors may be filled by a qualified person appointed for the remainder of the term by the Directors then in office.

In the absence of a quorum of the Board, or if the vacancy has arisen from a failure of the Members to elect the number of Directors required to be elected at any meeting of Members, the Board shall forthwith call a meeting of Members to fill the vacancy, or if the Board fails to call a meeting, any Member may call the meeting of Members. A Director so appointed or elected shall hold office for the unexpired portion of the term vacated.

4.9 DIRECTORS REMUNERATION

The Directors shall serve as such without remuneration and no Director shall 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.

4.10 ELECTION AND TERM OF DIRECTORS

Directors shall be elected and shall retire in rotation as herein provided. The Directors referred to in subsection 4.1(a) shall be elected for a term of three (3) years provided that each such Director shall hold office until the earlier of the date on which their office is vacated pursuant to sections 4.6 or 4.7 or until the end of the meeting at which his or her successor is elected or appointed. Four (4) Directors shall retire from office each year subject to re-election as permitted.

4.11 MAXIMUM TERMS

Each Director referred to in subsection 4.1(a) shall be eligible for re-election provided that such Director shall not be elected or appointed for a term that will result in the Director serving more than nine (9) consecutive years.

Such Director may also be eligible for re-election for another term or terms (to a maximum of six (6) consecutive years) if one (1) or more years have elapsed since the termination of his or her last term. Despite the foregoing a Director may, by resolution of the Board have their maximum term as a Director extended for the sole purpose of that Director succeeding the office of Chair or serving as Chair. Despite the foregoing, where a Director was appointed to fill an unexpired term of a Director such partial term shall be excluded from the calculation of the maximum years of service.

4.12 RESPONSIBILITIES OF THE BOARD

- (1) The Board of Directors shall be responsible for the governance and management of the affairs of the Corporation.
- (2) The Board of Directors shall be responsible, without limitation, as follows:
 - (a) to establish and review on a regular basis the mission, objectives and strategic plan of the Hospital in relation to the provision, within available resources, of appropriate programs and services in order to meet the needs of the community;
 - (b) to establish, on an annual basis, Board goals and objectives (separate from the Corporate goals and objectives) to ensure the effective and efficient governance of the Hospital;
 - (c) to establish procedures for monitoring compliance with the requirements of the Public Hospitals Act - Hospital Management R.R.O. 1990, Regulation 965 thereunder, the By-Laws of the Hospital and other applicable legislation;
 - (d) to establish policies which will provide the framework for the management and operation of the Hospital;
 - (e) to establish the selection process for the engagement of a President and Chief Executive Officer and to hire the President and Chief Executive Officer in accordance with the process;
 - (f) 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;
 - (g) to delegate responsibility and concomitant authority to the President and Chief Executive Officer for the management and operation of the Hospital and require accountability to the Board;
 - (h) at any time to revoke or suspend the appointment of the President and Chief Executive Officer;
 - (i) to establish the selection process for the appointment of the Chief of Staff and appoint the Chief of Staff in accordance with the process;
 - (j) annually conduct the Chief of Staff's formal performance evaluation and review and approve his or her compensation and set his or her goals and objectives for the coming year;
 - (k) to delegate responsibility and concomitant authority to the Chief of Staff for the supervision of the practice of medicine, dentistry and Extended Class Nursing Staff in the Hospital and require accountability to the Board;
 - (l) at any time to revoke or suspend the appointment of the Chief of Staff;
 - (m) to appoint and re-appoint physicians to the Professional Staff and dentists to the Dental Staff and Registered Nurses in the Extended Class, who are not employed by the hospital, to the Extended Class Nursing Staff of the Hospital, and delineate the respective privileges after considering the recommendations of

the Medical Advisory Committee, the Hospital's resources, and whether there is a need for such services in the community, in accordance with legislative and By-law requirements;

- (n) to ascertain through the relevant Medical Staff, Dental Staff and Extended Class Nursing Staff organizations, that each member of the Medical Staff, Dental Staff and Extended Class Nursing Staff meets his or her responsibility to the patient and to the Hospital concomitant with the privileges and duties of the appointment and with the By-laws of the Hospital;
- (o) to ensure that the services which are provided have properly qualified staff and appropriate facilities;
- (p) to ensure mechanisms and policies are in place to provide a high quality of care for patients in the Hospital;
- (q) to ensure mechanisms and policies are in place with respect to education and research;
- (r) to ensure that quality assurance, risk management and utilization review methods are established for the regular evaluation of the quality of care of patients in the Hospital, and that all Hospital services are regularly evaluated in relation to generally accepted standards and require accountability on a regular basis;
- (s) to regularly review the functioning of the Hospital in relation to the objects of the Corporation as stated in the Articles and the By- laws, and demonstrate accountability for its responsibility to the annual meeting of the Corporation;
- (t) to approve the annual budget for the Hospital;
- (u) to ensure that the Corporation establishes such committees and undertakes such programs as are required pursuant to the *Public Hospitals Act* and the *Excellent Care for All Act*, including a Medical Advisory Committee, a Quality Committee and a Fiscal Advisory Committee;
- (v) to establish an investment policy consistent with the provisions of this By-law, including **Error! Reference source not found.**;
- (w) to recruit individuals as Directors who are knowledgeable, skilled, committed and representative of the community served;
- (x) to be committed to an effective Board orientation program and the continuing education of the members of the Board;
- (y) to ensure an environment within the Board which encourages open and frank discussion and respect for the expression of different viewpoints; and
- (z) to evaluate its own performance in relation to its responsibilities and periodically review and revise governance policies, processes and structures as appropriate.

4.13 DUTIES AND RESPONSIBILITIES OF EVERY DIRECTOR

- (1) Every Director shall:

- (a) be loyal to the Corporation;
 - (b) exercise the powers and discharge the duties of the office honestly, in good faith and in the best interest of the Corporation;
 - (c) exercise the degree of care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances;
 - (d) respect the confidentiality of matters brought before the Board, keeping in mind that unauthorised statements could adversely affect the interests of the Corporation.
- (2) In contributing to the achievement of the responsibilities of the Board as a whole, each Director shall:
- (a) adhere to the Hospital's mission, vision and values;
 - (b) work positively, co-operatively and respectfully as a member of the team with other Directors and with the Hospital's management and staff;
 - (c) respect and abide by Board decisions;
 - (d) complete the necessary background preparation in order to participate effectively in meetings of the Board and its committees;
 - (e) keep informed about,
 - (i) matters relating to the Corporation
 - (ii) the community served, and
 - (iii) other health care services provided in the region;
 - (f) participate in the initial orientation as a new Director and in ongoing Board education;
 - (g) participate in the annual evaluation of overall Board effectiveness; and
 - (h) represent the Board, when requested.

4.14 CONFLICT OF INTEREST

- (a) Every Director and Officer 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 to the Chair in writing or request to have entered in the minutes of meetings of the Directors the nature and extent of the interest, in accordance with Board policy on conflicts of interest, as set from time to time.
- (b) If a Director or Officer believes that any other Director or Officer is in a Conflict of Interest position with respect to any contract, transaction, matter or decision, the Director or Officer shall have the concern recorded in the minutes in accordance with Board policy on conflicts of interest, as set from time to time.

- (c) Once a concern is raised, determination must be made as to whether there is a conflict and procedures for recusal shall be observed in accordance with the Board policy on conflicts of interest.
- (d) If a Director or Officer has made a declaration of conflict of interest in compliance with this By-Law the Director or Officer is not accountable to the Corporation for any profit he/she may realize from the contract, transaction, matter or decision.
- (e) If a Director or Officer 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 or Officer of the Corporation.
- (f) The failure of any Director or Officer to comply with the Conflict of Interest By-Law and policy of the Corporation does not, in or of itself, invalidate any contract, transaction, matter or decision undertaken by the Board of the Corporation.

4.15 CONFIDENTIALITY AND PUBLIC RELATIONS

- (a) Every Director, Officer, member of the Professional Staff, Dental Staff and Extended Class Nursing Staff, member of a committee of the Board, and employee and agent of the Corporation shall respect the confidentiality of matters:
 - (i) brought before the Board;
 - (ii) brought before any committee, subcommittee or task force;
 - (iii) dealt with in the course of the employee's employment or agent's activities; or
 - (iv) dealt with in the course of the Professional Staff, Dental Staff, or Extended Class Nursing Staff member's activities with the Corporation.
- (b) The Chair of the Board is responsible for Board communications and may delegate authority to one or more Directors, Officers or employees of the Corporation to make statements to the news media or public about matters that the Chair determines appropriate for disclosure to the media.

4.16 DIRECTORS LIABILITY

Provided that actions have been taken honestly and in good faith with a view to the best interests of the Corporation and if the matter is a criminal or administrative proceeding that is enforced by a monetary penalty, the individual has reasonable grounds for believing their conduct was lawful, any Protected Person shall not be liable for any act, receipt, neglect or default of any other Director, officer or employee or for any loss, damage or expense happening to the Corporation through any deficiency of title to any property acquired by the Corporation or for any deficiency of any security upon which any moneys of the Corporation shall be invested or for any loss or damage arising from bankruptcy, insolvency or tortuous act of any person including any person with whom any moneys, securities or effects shall be deposited or for any loss, conversion, or misappropriation of or any damage resulting from any dealings with any moneys, securities or other assets belonging to the Corporation or for any other loss, damage or misfortune which may happen in the execution of the duties of such Protected Person's

respective unless such occurrence is as a result of such Protected Person's own wilful neglect or default.

4.17 INDEMNITIES TO DIRECTOR'S AND OTHERS

Every Protected Person shall from time to time and at all times, be indemnified and saved harmless out of the funds of the Corporation from and against:

- (a) All cost, charges and expenses whatsoever which such Protected Person sustains or incurs in or about any action, suit or proceedings which is brought, commenced or prosecuted against him or her, for or in respect of any act, deed, matter or thing whatsoever, made done or permitted by him or her, in or about the execution of the duties of his or her office.
- (b) All other costs, charges and expenses which he or she sustains or incurs in or about or in relation to the affairs of the Corporation, except such costs, charges or expenses as are occasioned by his or her own wilful neglect or default.

but only if such person 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 if the matter is a criminal or administrative proceeding that is enforced by a monetary penalty, the individual has reasonable grounds for believing that their conduct was lawful.

- (c) The indemnity provided for in the preceding paragraph:
 - (i) shall not apply to any liability which a Protected Person 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 Protected Person 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.

4.18 PRE-INDEMNITY CONSIDERATIONS

Before giving approval to the indemnities provided in section 4.17, and if the Board has determined to purchase insurance pursuant to section **Error! Reference source not found.**, the Board shall confirm that it has considered:

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

4.19 INSURANCE

- (a) The Corporation shall purchase and maintain appropriate liability insurance for the benefit of the Corporation and each Protected Person, subject to compliance with the Charities Accounting Act. The insurance shall address coverage limits in amounts per occurrence with an aggregate maximum limit as deemed appropriate by the Board and shall include:
 - (i) property and public liability insurance;
 - (ii) Directors' and Officers' insurance; and
 - (iii) may include such other insurance as the Board sees fit.
- (b) The Corporation shall ensure that each Protected Person is included as an insured person in any policy of Directors' and Officers' insurance maintained by the Corporation.
- (c) No coverage shall be provided unless the individual acted honestly and in good faith with a view to the best interests of the Corporation and if the matter is a criminal or administrative proceeding that is enforced by a monetary penalty, the individual has reasonable grounds for believing their conduct was lawful
- (d) It shall be the obligation of any person seeking insurance coverage or indemnity from the Corporation to co-operate fully with the Corporation in the defence of any demand, claim or suit made against such person, and to make no admission of responsibility or liability to any third party without the prior agreement of the Corporation.

4.20 MEETING OF THE BOARD

4.20.1 CALL AND NOTICE REGULAR MEETINGS OF THE BOARD

- (a) There shall be at least six (6) regular meetings of the Board per annum.
- (b) At the beginning of each Board year a list of the dates for all regularly scheduled Board meetings shall be prepared, and the list of the meetings shall be given to the Directors and the members of the Hospital and shall be made available to the public.
- (c) The Board shall meet at the Registered Office of the Corporation or such other place and at such time and day as the Board may from time to time determine.
- (d) The Secretary shall send to each Director not less than six (6) days' written notice of a regularly scheduled board meeting. The notice may be delivered, mailed, e-mailed or faxed.
- (e) The Secretary shall give notice of the meeting to the Directors if the meeting is to be held at another time or day or at a place other than the Registered Office. If such notice is to be given, it shall be delivered, e-mailed, faxed or telephoned to each Director at least forty-eight (48) hours in advance of the meeting or shall be mailed to each Director at least six (6) days in advance of the meeting. Notification of time and place of the meeting shall be made available to the members of the Hospital and the public.

- (f) A meeting of the Board may be held without notice, immediately following the annual meeting of the Corporation, provided a quorum of directors is present.
- (g) 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.
- (h) No error or omission in giving notice of a meeting of Directors shall invalidate such meeting or invalidate or make void any proceedings taken or had at such meeting and any Director may at any time waive notice of any such meeting and may ratify and approve any or all proceedings taken or had thereat.

4.20.2 SPECIAL MEETINGS OF THE BOARD

- (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) (a) Notice of a special meeting of the Board shall specify the purpose of the meeting, may be delivered, e-mailed, faxed or telephoned to each Director and shall be given at least forty-eight (48) hours in advance of the meeting.

4.20.3 MEETINGS BY ELECTRONIC MEANS

If all the Directors of the Corporation consent, a meeting of Directors or meeting of a committee of the Board may be held by such telephone, electronic or other communication facilities that 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. At the commencement of any meeting by telephone, electronic, or other communications facilities, the Chair of the meeting shall determine by such means as are acceptable to them that there is a quorum for the meeting, the method of recording votes at the meeting, how any confidentiality or security issues will be handled, or other considerations with respect to the conduct of such a meeting.

4.20.4 CHAIR

Board meetings shall be chaired by:

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

4.20.5 VOTING

- (a) Business arising at any meeting of the Board shall be decided by a majority of votes, provided that:
 - (i) votes shall be taken by a show of hands and, if there is an equality of votes, the motions is lost

- (ii) votes shall be taken by written ballot if so demanded by any voting Director present and if there is an equality of votes, the motion is lost.
- (b) A declaration by the Chair that a resolution, vote or motion has been carried and an entry to that effect in the minutes shall be admissible in evidence as prima facie proof of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution, vote or motion.
- (c) Notwithstanding any provision in this By-law, a Director may request that his or her vote on a motion or resolution be recorded in the minutes, and if such request is made, the Director's vote shall be recorded in the minutes.

4.20.6 MINUTES

Minutes shall be recorded for all meetings of the Board.

4.20.7 QUORUM

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

ARTICLE 5 DUTIES OF OFFICERS

5.1 THE OFFICERS OF THE CORPORATION

The following shall be Officers of the Corporation:

- (a) The Chair
- (b) The Vice-Chair
- (c) The Secretary
- (d) Treasurer.

5.2 ELECTION OF OFFICERS

The Officers shall be elected annually by the Board from among their number at the first meeting of the Board following the Annual Meeting. Incumbents, being members of the Board, shall hold office until their successors are elected. Any Officer shall cease to hold office upon resolution of the Board.

5.3 DUTIES OF EVERY OFFICER

Every Officer shall:

- (a) be loyal to the Corporation;
- (b) exercise the powers and discharge the duties of the office honestly, in good faith and in the best interest of the Corporation; and
- (c) exercise the degree of care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

5.4 DUTIES OF THE OFFICERS

5.4.1 DUTIES OF THE CHAIR

The Chair shall:

- (a) be a voting Director and preside at meetings of the Board or in his or her absence at any meeting the Vice-Chair shall preside thereat, or in the absence of both the Chair and the Vice-Chair, any Director appointed by the Directors at the meeting shall preside at that meeting;
- (b) report to each annual meeting of members of the Corporation concerning the management and operations of the Hospital;
- (c) report regularly and promptly to the Board issues that are relevant to their governance responsibilities;
- (d) ensure that the annual review of the President and Chief Executive Officer's performance and compensation is done in accordance with Board approved policy;
- (e) represent and speak on behalf of the Hospital;
- (f) be an ex officio member of all committees of the Board with the exception of the Medical Advisory Committee;
- (g) preside at meetings of the Executive Committee; and
- (h) perform such other duties as may from time to time be determined by the Board.

5.4.2 DUTIES OF THE VICE-CHAIR

The Vice-Chair shall:

- (a) be a voting Director and 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.

5.4.3 DUTIES OF THE SECRETARY

The Secretary shall:

- (a) attend meetings of members, meetings of the Directors including closed sessions and meetings of the standing and special committees of the Board, except when excused by the Chair, and shall enter or cause to be entered in books kept for that purpose, minutes of all proceedings at such meetings and shall circulate or cause to be circulated, the minutes of all such meetings of standing or special committees, to the members of such committees, as applicable;
- (b) give, or cause to be given, all notices as required by the By-law of the Hospital of all meetings of the Corporation, the Board and its committees;
- (c) attend to correspondence of the Board;

- (d) prepare all reports required under any applicable Act or Regulation of the Province of Ontario;
- (e) be the custodian of all minute books, documents and registers of the Corporation required to be kept by the provisions of the Ontario *Not-for-Profit Corporations Act* and all minutes, documents and records of the Board;
- (f) keep copies of all testamentary documents and trust instruments by which benefits are given to the use of the Hospital;
- (g) be the custodian of the seal of the Corporation;
- (h) delegate any of his or her duties that are appropriate and lawfully delegable, but remains responsible for the fulfilment of such duties; and
- (i) perform such other duties as may from time to time be determined by the Board.

5.4.4 TREASURER

- (1) The Treasurer shall:
 - (a) be appointed by, and report to, the Board of Directors;
 - (b) oversee the management of the finances of the Hospital, and ensure that appropriate reporting mechanisms and control systems as established by the Board are in place, and monitor such mechanisms and systems for compliance;
 - (c) ensure that systems for control for the care and custody of the funds and other financial assets of the Hospital and for making payments for all approved expenses incurred by the Hospital are in place, are functional and adequate and monitor for compliance with such systems;
 - (d) ensure that appropriate banking resolutions and signing authority policies as established by the Board are in place and monitor for compliance with such resolutions and policies. Ensure that systems for control for regular review and revision as necessary of the banking resolutions and signing authority policies are in place, are adequate and functional and monitor for compliance with such resolutions and policies;
 - (e) through the Corporation auditors, ensure that systems for control as established by the Board for the maintenance of books of account and accounting records required by the Ontario *Not-for-Profit Corporations Act* are in place, are functional and adequate and monitor for compliance with such resolutions and policies;
 - (f) review the financial results and the budget submitted to the Finance and Audit Committee by management and submit and recommend to the Board any changes to the budget;
 - (g) oversee the management of the investment policy as established by the Board, and ensure that the investment policy as established by the Board is in place, and monitor for compliance with the policy;
 - (h) review financial reports and financial statements and submit same at meetings of the Board, indicating the financial position of the Hospital;

- (i) review and submit to the Board for the approval of the Board, a financial statement for the past year;
- (j) ensure systems as established by the Board for the preparation and submission to the Board of compliance certificates confirming that wages and source deductions have been accomplished are in place, are functional and adequate and monitor for compliance with such systems;
- (k) where there is concern with respect to any of the above, review the matter with the President and Chief Executive Officer and report to the Board the results of those deliberations;
- (l) delegate any of his or her duties that are appropriate and lawfully delegable, but remains responsible for the fulfilment of such duties; and
- (m) perform such other duties as determined by the Board.

ARTICLE 6 COMMITTEES OF THE BOARD

6.1 COMMITTEES

- (a) The committees of the Board shall be:
 - (i) standing committees, being those committees whose duties are normally continuous; and
 - (ii) special committees, being those committees appointed for specific duties whose mandate shall expire with the completion of the tasks assigned.
- (b) With the exception of the Executive & Governance Committee, the Board may appoint additional members who are not Directors to all committees of the Board, 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.

6.2 STANDING COMMITTEES OF THE BOARD

At the first regular meeting of the Board following the annual meeting of the Corporation, the Board shall establish the following standing committees of the Board:

- (a) The Executive & Governance Committee;
- (b) The Finance and Audit Committee;

6.2.1 SPECIAL COMMITTEES OF THE BOARD

- (a) The Board may, at any meeting, appoint any special committee and appoint the chair and the members of the special committee.
- (b) The Board shall prescribe terms of reference for any special committee.
- (c) The Board may by resolution dissolve any special committee at any time.

6.3 PROCEDURES FOR MEETING OF STANDING AND SPECIAL COMMITTEES

6.3.1 ATTENDEES AT MEETINGS OF STANDING AND SPECIAL COMMITTEES

Only members of a committee of the Board, may attend meetings of such committees. Except, the Chair or CEO may invite individuals such as external legal counsel, presenters and Hospital staff to attend the meeting.

6.3.2 CALL FOR MEETINGS OF STANDING AND SPECIAL COMMITTEES

Meetings of committees of the Board, shall be held at the call of the Chair, the chair of the committee of the Board or at the request of any two (2) members of the committee of the Board.

6.3.3 VOTING AT MEETINGS OF STANDING AND SPECIAL COMMITTEES

Business arising at any meeting of a committee of the Board shall be decided by a majority of votes, provided that:

- (a) Votes shall be taken by a show of hands, unless a written ballot is demanded by any voting member present, and:
 - (i) the chair shall have a vote; and
 - (ii) if there is an equality of votes; the motion is lost.

6.3.4 MINUTES OF MEETINGS OF STANDING AND SPECIAL COMMITTEES

Minutes shall be recorded for all meetings of committees of the Board.

6.3.5 QUORUM FOR MEETINGS OF STANDING AND SPECIAL COMMITTEES

A quorum for any meeting of a committee of the Board, shall be a majority of the members of the committee entitled to vote.

6.4 MEMBERSHIP AND TERMS OF REFERENCE FOR BOARD COMMITTEES

The functions, duties, responsibilities, composition (including Chair) and mandate of all committees shall be provided either in Board policy, in the resolution of the Board by which such committee is established or in the committee terms of reference adopted by the Board.

6.5 Limits on Authority of Committees

No committee has authority to:

- (a) submit to the Members any question or matter requiring approval of the Members;
- (b) fill a vacancy among the Directors or in the office of auditor or of a person appointed to conduct a review engagement of the Corporation;
- (c) appoint additional Directors;
- (d) issue debt obligations except as authorized by the Board;
- (e) approve any financial statements;

- (f) adopt, amend or repeal any By-Law; or
- (g) establish contributions to be made, or dues to be paid, by Members.

ARTICLE 7 PRESIDENT AND CHIEF EXECUTIVE OFFICER

7.1 APPOINTMENT OF THE PRESIDENT AND CHIEF EXECUTIVE OFFICER

- (a) The President and 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 President and Chief Executive Officer, subject to the terms and conditions of his or her employment contract.

7.2 DUTIES OF THE PRESIDENT AND CHIEF EXECUTIVE OFFICER

The Chief Executive Officer shall:

- (a) be the President of the Corporation, the administrator under the Public Hospitals Act;
- (b) 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 and ensure appropriate systems and structures are in place for the effective management and control of the Hospital and its resources;
- (c) appoint a nurse as Chief Nursing Executive and shall determine the duties of the Chief Nursing Executive; and
- (d) perform such other duties as may be determined by the Board and, if applicable, in the employment agreement for the Chief Executive Officer and the role description for the Chief Executive Officer that the Board adopts.

ARTICLE 8 PROFESSIONAL STAFF

8.1 PROFESSIONAL STAFF BY-LAWS

- (a) govern the appointment, organization, duties and responsibilities of the Professional Staff;
- (b) define the relationship and responsibilities of the Professional Staff to management and the Board; and
- (c) outline how the requirements of the Public Hospitals Act and its regulations are put into force.

8.2 PURPOSE OF THE PROFESSIONAL STAFF-BY-LAWS

- (a) The purposes of the Professional Staff By-laws are to:
 - (i) outline clearly and succinctly the purposes and functions of the Professional Staff;
 - (ii) identify specific organizational units (Departments, Services, Committees, Programs, etc.) necessary to allocate the work of carrying out those functions;
 - (iii) designate a process for the selection of officials of the Professional Staff, including the Chief of Staff, and Chiefs of Department;
 - (iv) assign responsibility, define authority, and describe the manner of accountability to the Board of all officials, departments, and each member of the Professional Staff for patient care, and for professional and ethical conduct;
 - (v) maintain and support the rights and privileges of the Professional Staff as provided herein;
 - (vi) identify a Professional Staff organization with responsibility, authority and accountability so as to ensure that each Professional Staff member conducts himself or herself in a manner consistent with the requirements of the Public Hospitals Act and its regulations, these By-laws and such Rules and Regulations, or any amendments thereto, which become effective when approved by the Board.

8.3 RULES AND REGULATIONS AND POLICIES

- (1) The Board, after consulting with the Professional Staff and considering the recommendation of the Medical Advisory Committee, may make Rules and Regulations as it deems necessary, including rules and regulations 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 considering the recommendation of the Medical Advisory Committee, may adopt policies and procedures applicable to the Medical Staff, Dental Staff, Midwifery Staff and Extended Class Nursing Staff, including policies

and procedures that are consistent with Rules and Regulations and support the implementation of Rules and Regulations.

8.4 GOALS OF THE PROFESSIONAL STAFF ORGANIZATION

The goals of the Professional Staff organization, in addition to fulfilling the responsibilities established by the laws of Ontario and this By-law are:

- (a) to provide a structure whereby the members of the Professional Staff participate in the Hospital's planning, policy setting, and decision making;
- (b) to serve as a quality assurance system for medical care rendered to patients by the Professional Staff and to ensure the continuing improvement of the quality of medical care; and
- (c) to provide a structure and process to ensure that all patients receive competent medical care.

8.5 APPOINTMENT AND REVOCATION OF PROFESSIONAL STAFF

The Board, after considering the recommendations of the Medical Advisory Committee, shall appoint annually a Medical Staff and may appoint a Dental Staff and the non-employed members of the Extended Class Nursing Staff and shall grant such privileges as it deems appropriate to each member of the Professional Staff so appointed.

8.6 APPOINTMENT TO HONORARY STAFF

Notwithstanding the other requirements of this By-law, a person who is not a physician may be honoured by appointment to the honorary staff.

8.7 APPOINTMENT AND REAPPOINTMENT TO THE PROFESSIONAL STAFF

8.7.1 APPLICATION FOR APPOINTMENT TO THE PROFESSIONAL STAFF

- (1) An application for appointment to the Professional Staff shall be processed in accordance with the provisions of the Public Hospitals Act, and in accordance with the Regulations thereunder and this By-law.
- (2) On request, the President and Chief Executive Officer shall supply a copy of the By- laws, the Rules and Regulations of the Hospital and the Public Hospitals Act and the Regulations thereunder to each physician who expresses in writing the intention to apply for appointment to the Professional Staff.
- (3) An applicant for appointment to the Professional Staff shall submit to the President and Chief Executive Officer one (1) original application in the prescribed form together with signed consents to enable the Hospital to make inquiries of the applicable College and other hospitals, institutions and facilities where the applicant has previously provided professional services or received professional training to allow the Hospital to fully investigate the qualifications and suitability of the applicant.
- (4) Prior to the consideration of an applicant for appointment, each applicant shall visit the Corporation for an interview with the Chief of Staff or delegate, the

President and Chief Executive Officer or delegate and other appropriate members of the Professional Staff.

- (5) The President and Chief Executive Officer shall refer the original application forthwith to the Chair of the Credentials Committee.
- (6) The Credentials Committee shall review all materials in the application and ensure all required information has been provided, investigate the professional competence and verify the qualifications of the applicant, consider whether the qualifications and criteria required by subsection 8.7.2(1) are met and shall submit a report as to its assessment and recommendation to the Medical Advisory Committee at its next regular meeting.
- (7) The Medical Advisory Committee shall:
 - (a) Receive and consider the report and recommendations of the Credentials Committee;
 - (b) Review the application with reference to the Professional Staff Human Resources Plan and Impact Analysis.
- (8) Each application shall be considered by the Medical Advisory Committee, which shall make a recommendation thereon in writing to the Board within sixty (60) days from the date of the application.
- (9) Despite subsection 8.7.1(8) , the Medical Advisory Committee may make its recommendations later than sixty (60) days after the date of the application if, prior to the expiry of the sixty (60) day period, it indicates in writing to the board and the applicant that a final review cannot yet be made and gives written reasons therefore.
- (10) The Hospital and the Medical Advisory Committee shall deal with the application in accordance with the Public Hospitals Act and the procedure set out in subsections 11.1(2) to (9) and 11.2(1) to (14) of this By-law.

8.7.2 QUALIFICATIONS AND CRITERIA FOR APPOINTMENT TO THE PROFESSIONAL STAFF.

- (1) an applicant for appointment to the Professional Staff must meet the following qualifications:
 - (a) be qualified to practice medicine and licensed pursuant to the laws of Ontario and have a Certificate of Registration in good standing with the College of Physicians and Surgeons of Ontario or an equivalent certificate from their most recent licensing body; and have a current Certificate of Professional Conduct from the College of Physicians and Surgeons of Ontario or the equivalent certificate from their most recent licensing body;
 - (b) a demonstrated ability to provide patient care at an appropriate level of quality and efficiency;
 - (c) a demonstrated ability to communicate, work with and relate to all members of the Medical Staff, Dental Staff, Extended Class Nursing Staff and Hospital staff in a co- operative and professional manner;

- (d) a demonstrated ability to communicate and relate appropriately with patients and patients' relatives;
 - (e) a willingness to participate in the discharge of staff obligations appropriate to membership group;
 - (f) adequate training and experience for the privileges requested;
 - (g) a report on, among other things, the experience, competence and reputation of the applicant from the Chief of Staff or other such persons as is appropriate to contact, in the hospitals in which the applicant trained or held an appointment;
 - (h) in the case of a certified specialist, a report from the Chief of Department in which training was completed, and/or a report from the Chief of the Department in which he or she last practiced;
 - (i) meet an appropriate standard of ethical conduct and behaviour;
 - (j) have maintained the level of continuing professional education required by the applicable regulatory College;
 - (k) have up-to-date inoculations, screenings and tests as may be required by the occupational health and safety policies and practices of the Hospital, the Public Hospitals Act or other legislation;
 - (l) have current membership in the Canadian Medical Protective Association (CMPA) or professional practice liability coverage appropriate to the scope and nature of the intended practice.
- (2) The applicant must agree to govern himself or herself in accordance with the requirements set out in this By-law, the Rules of the Hospital and the Hospital policies.
 - (3) The applicant must indicate to the Credentials Committee adequate control of any significant physical or behavioural impairment that affects skill, attitude, judgement and also patient care.
 - (4) All appointments will require an Impact Analysis demonstrating that the Hospital has the resources to accommodate the applicant and that the applicant meets the needs of the respective Department as described in the Professional Staff Human Resources Plan.
 - (5) There is a need for the service in the community.

8.7.3 APPLICATION FOR RE-APPOINTMENT AND PERFORMANCE REVIEW

- (1) Upon recommendation by the Medical Advisory Committee, the Board shall establish and approve a process for the annual performance review of each member of the Professional Staff.
- (2) Annually, each member of the Professional Staff shall make a written application for re- appointment to the Credentials Committee of the Hospital in the prescribed form.

- (3) Where a member of the Professional Staff has applied for re-appointment, the Chief of Staff shall conduct a review of the applicant's performance for the past year in accordance with the prescribed process as established in subsection 8.7.3(1) and shall make a written report to the Medical Advisory Committee through the Credentials Committee in respect of the applicant's performance for the past year.
- (4) The application for re-appointment to a group of the Professional Staff of the Hospital shall be processed in the same manner as set out in section 8.7.3.
- (5) Upon request of a member of the Professional Staff to the Chief or delegate, a leave of absence of up to twelve (12) months may be granted, after receiving the recommendation of the Medical Advisory Committee, by the Chief of Staff or delegate:
 - (a) in the event of extended illness or disability of the member; or
 - (b) in other circumstances acceptable to the Board, upon recommendation of the Chair of the Medical Advisory Committee or delegate.
- (6) After returning from a leave of absence granted in accordance with subsection 8.7.3(5) the member of the Professional Staff may be required to produce a medical certificate of fitness from a physician acceptable to the Chief of Staff or delegate. The Chief of Staff or delegate may impose such conditions on the privileges granted to such member as appropriate.

8.7.4 APPLICATION FOR REAPPOINTMENT TO THE PROFESSIONAL STAFF

- (1) Each year, each member of the Professional Staff desiring reappointment to the Professional Staff shall make written application on the prescribed form to the President and Chief Executive Officer before the date specified by the Medical Advisory Committee.
- (2) 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 and Regulations from time to time;
 - (b) either:
 - (i) a declaration that all information on file at the Hospital from the applicant's most recent application is up-to-date, accurate and unamended as of the date of the current application; or
 - (ii) a description of all material changes to the information on file at the Hospital since the applicant's most recent application, including without limitation: an updated curriculum vitae including any additional professional qualifications acquired by the applicant since the previous application and information regarding any completed disciplinary or malpractice proceedings restriction in privileges or suspensions during the past year;

- (c) a report of the Chief of Staff, in accordance with a performance evaluation process approved by the Board from time to time, which report shall include the Chief of Staff's recommendation with respect to reappointment with the Hospital;
- (d) the category of appointment requested and a request for either the continuation of, or any change in, existing privileges;
- (e) if requested, a current Certificate of Professional Conduct or equivalent from the appropriate college or licensing body;
- (f) confirmation that the member has complied with the disclosure duties set out in subsection 8.11.1(2)(b); and
- (g) such other information that the Board may require, respecting competence, capacity and conduct, having given consideration to the recommendation of the Medical Advisory Committee.

8.7.5 QUALIFICATIONS AND CRITERIA FOR REAPPOINTMENT TO THE PROFESSIONAL STAFF

- (1) In order to be eligible for reappointment:
 - (a) the applicant shall continue to meet the qualifications and criteria set out in section 8.7.2;
 - (b) the applicant shall have conducted himself or herself in compliance with this By-law, the Hospital's values, Rules and Regulations, and Policies; and
 - (c) the applicant shall have demonstrated appropriate use of Hospital resources in accordance with the Professional Staff Human Resources Plan and the Rules and Regulations and Policies of the Corporation.

8.7.6 REFUSAL TO RE-APPOINT

- (1) In addition to any other provisions of the By-law, including the qualifications set out in subsections 8.7.2(1), 8.7.2(2), 8.7.3, 8.7.2(4) and 8.7.2(5), the Board may refuse to appoint any applicant to the Professional Staff on any of the following grounds:
 - (a) the appointment is not consistent with the need for service, as determined by the Board from time to time;
 - (b) the Professional Staff Human Resources Plan and/or the Impact Analysis of the Corporation and/or Department does not demonstrate sufficient resources to accommodate the applicant; or
 - (c) the appointment is not consistent with the strategic plan and mission of the Corporation.
- (2) Where the Medical Advisory Committee does not recommend appointment or where the recommended appointment or privileges differ from those requested, the Medical Advisory Committee shall inform the applicant that he or she is entitled to:

- (a) written reasons for the recommendation if a request is received by the Medical Advisory Committee within seven (7) days of the receipt by the applicant of notice of the recommendation; and
- (b) a hearing before the Board if a written request is received by the Board and the Medical Advisory Committee within seven (7) days of the receipt by the applicant of the written reasons referred to in subsection 8.7.6(2)(a).
- (3) Where the applicant does not request a hearing by the Board, the Board may implement the recommendation of the Medical Advisory Committee.
- (4) Where an applicant requests a hearing by the Board, it shall be dealt with in accordance with the applicable provisions of the Public Hospitals Act and Article 11.2.
- (5) The Board shall consider the Medical Advisory Committee recommendations within the time frame specified by the Public Hospitals Act.
- (6) 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, but not limited to, the Professional Staff Human Resources Plan, Impact Analysis, strategic plan and the Corporation's ability to operate within its resources.

8.8 APPLICATION FOR CHANGE OF PRIVILEGES

- (1) Each member of the Professional Staff, who wishes to change his or her privileges, shall submit, on the prescribed form, to the President and Chief Executive Officer, an application listing the change of privileges requested, and providing evidence of appropriate training and competence and such other matters as the Board may require.
- (2) The President and Chief Executive Officer shall refer any such application forthwith to the Medical Advisory Committee through the Chief of Staff or delegate, who shall keep a copy of each application, received and shall then refer the original application forthwith to the chair of the Credentials Committee and the Chief of the relevant Department.
- (3) The Credentials Committee shall investigate the professional competence, verify the qualifications of the applicant for the privileges requested, received the report of the Chief of Department, and shall submit a report of its findings to the Medical Advisory Committee at its next regular meeting. The report shall contain a list of privileges, if any, that it recommends that the applicant be granted.
- (4) The application shall be processed in accordance with and subject to the requirements of section 8.7.5 and subsections 8.7.1(7) to 8.7.6(6) of this By-law.

8.9 MONITORING / SUSPENSION / REVOCATION

8.9.1 MONITORING PRACTICES AND TRANSFER OF CARE

- (1) Any aspect of patient care or Professional Staff conduct being carried out in the Corporation may be reviewed without the approval of the member of the Professional Staff responsible for such care by the Chief of Staff or delegate.
- (2) Where any member of the Professional Staff reasonably believes that a member of the Professional Staff is incompetent, attempting to exceed his or her privileges, incapable of providing a service that he or she is about to undertake, or acting in a manner that exposes or is reasonably likely to expose any patient, health care provider, employee or any other person at the Hospital to harm or injury, such individual shall communicate that belief forthwith to the Chief of Staff or delegate and the President and Chief Executive Officer or delegate, so that appropriate action can be taken.
- (3) The Chief of Staff or delegate where he or she believes it to be in the best interest of the patient, shall have the authority to examine the condition and scrutinize the treatment of any patient 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.
- (4) If the Chief of Staff or delegate becomes aware that, in his or her opinion a serious problem exists in the diagnosis, care or treatment of a patient, the officer shall forthwith discuss the condition, diagnosis, care and treatment of the patient with the attending member of the Professional Staff. If changes in the diagnosis care or treatment satisfactory to the Chief of Staff or delegate, as the case may be, are not made, he or she shall forthwith assume the duty of investigating, diagnosing, prescribing for and treating the patient.
- (5) Where the Chief of Staff or delegate has cause to take over the care of a patient, the President and Chief Executive Officer, the Chief of Staff, as the case may be, and one other member of the Medical Advisory Committee, the attending member of the Professional Staff, 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 delegate shall file a written report with the Medical Advisory Committee within forty eight (48) hours of his or her action.
- (6) Where the Medical Advisory Committee concurs in the opinion of the Chair of the Medical Advisory Committee or delegate who has taken action under subsection 8.9.1(4) that the action was necessary, the Medical Advisory Committee shall forthwith make a detailed written report to the President and Chief Executive Officer and the Board of the problem and the action taken.

8.9.2 SUSPENSION, RESTRICTION OR REVOCATION OF PRIVILEGES

- (1) The Board may, at any time, in a manner consistent with the Public Hospitals Act and this By-law, revoke or suspend any appointment of a member of the Professional Staff or revoke, suspend, restrict or otherwise deal with the Privileges of a member of the Professional Staff.

- (2) Any administrative or leadership appointment of the member of the Professional Staff will automatically terminate upon the restriction, revocation or suspension of privileges or, revocation of appointment, unless otherwise determined by the Board.
- (3) Where an application for appointment or reappointment is denied or, the privileges of a member of the Professional Staff have been restricted, suspended or revoked, by reason of incompetence, negligence or misconduct, or the member resigns from the Professional Staff during the course of an investigation into his or her competence, negligence or misconduct, the President and Chief Executive Officer shall prepare and forward a detailed written report to the member's regulatory body as soon as possible, and not later than thirty (30) days.

8.9.3 IMMEDIATE ACTION

- (1) The President and Chief Executive Officer or delegate or Chief of Staff may temporarily restrict or suspend the privileges of any member of the Professional Staff, in circumstances where in their opinion the member's conduct, performance or competence:
 - (a) exposes or is reasonably likely to expose any patient, health care provider, employee or any other person at the Hospital to harm or injury; or
 - (b) is reasonably likely to be detrimental to patient safety or to the delivery of quality patient care within the Hospital, and immediate action must be taken to protect patients, health care providers, employees and any other person at the Hospital from harm or injury.
- (2) Before the President and Chief Executive Officer or delegate, the Chief of Staff or delegate takes action authorized in subsection 8.9.3(1), they shall first consult with one of the other of them. If such prior consultation is not possible or practicable under the circumstances, the person who takes the action authorized in subsection 8.9.3(1) shall provide immediate notice to the others. The person who takes the action authorized in subsection 8.9.3(1) shall forthwith submit a written report on the action taken with all relevant materials and/or information to the Medical Advisory Committee.

8.9.4 NON-IMMEDIATE ACTION

- (1) The President and Chief Executive Officer or delegate, the Chief of Staff or delegate, may recommend to the Medical Advisory Committee that the privileges of any member of the Professional Staff be restricted, suspended or revoked in any circumstances where in their opinion the member's conduct, performance or competence:
 - (a) fails to meet or comply with the criteria for annual reappointment; or
 - (b) exposes or is reasonably likely to expose any patient, health care provider, employee or any other person at the Hospital to harm or injury; or
 - (c) is or is reasonably likely to be, detrimental to patient safety or to the delivery of quality patient care within the Hospital or impact negatively on the operations of the Hospital; or

- (d) fails to comply with the Hospital's by-laws, Rules and Regulations, or Policies, the Public Hospitals Act or any other relevant law.
- (2) Prior to making a recommendation as referred to in subsection 8.9.4(1), an investigation may be conducted. Where an investigation is conducted, it may be assigned to an individual within the Hospital other than the Medical Advisory Committee or an external consultant.

8.9.5 REFERRAL TO MEDICAL ADVISORY COMMITTEE FOR RECOMMENDATIONS

- (1) Following the temporary restriction or suspension of privileges under section 8.9.3, or the recommendation to the Medical Advisory Committee for the restriction or suspension of privileges or the revocation of an appointment of a member of the Professional Staff under section 8.9.4, the following process shall be followed:
 - (a) the Chief of the Department of which the individual is a member or an appropriate alternate designated by the Chief of Staff or delegate or President and Chief Executive Officer or delegate shall forthwith submit to the Medical Advisory Committee a written report on the action taken, or recommendation, as the case may be, with all relevant materials and/or information;
 - (b) a date for consideration of the matter will be set, not more than ten (10) 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 forty-eight (48) hours prior to the Medical Advisory Committee meeting, the Medical Advisory Committee shall provide the member with a written notice of,
 - (i) the time 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.
 - (iv) a statement that the Professional Staff member's legal counsel may attend only to provide confidential legal advice to the Professional Staff member, but will not be entitled to make any submissions and/or participate directly in the meeting including examining any witnesses;
 - (v) a statement that counsel to the Medical Advisory Committee may attend at Medical Advisory Committee meetings, including, without limitation, in-camera deliberations, in order to provide advice to the members of the Medical Advisory Committee and to ensure compliance with applicable legislation and due process requirements; and
 - (vi) statement that, in the absence of the applicant or member, the meeting may proceed.
- (2) The date for the Medical Advisory Committee to consider the matter under subsection 8.9.5(1)(b) may be extended by:
 - (a) an additional five (5) days in the case of a referral under section 8.9.3; or

- (b) any number of days in the case of a referral under section 8.9.4, 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 suspension or revocation of the appointment or a restriction, suspension or revocation of privileges on such terms as it deems appropriate. Notwithstanding the above, the Medical Advisory Committee may also refer the matter to a committee of the Medical Advisory Committee.
- (4) If the Medical Advisory Committee recommends the continuation of the restriction or suspension or a revocation of privileges or recommends a revocation of appointment and/or makes further recommendations concerning the matters considered at its meeting, the Medical Advisory Committee shall within twenty-four (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 he or she is entitled to:
 - (a) written reasons for the recommendation if a request is received by the Medical Advisory Committee within seven (7) days of the member's receipt of the notice of the recommendation; and
 - (b) a hearing before the Board if a written request is received by the Board and the Medical Advisory Committee within seven (7) days of the receipt by the member of the written reasons requested.
- (6) If the member requests written reasons for the recommendation under subsection 8.9.5(5), the Medical Advisory Committee shall provide the written reasons to the member within forty-eight (48) hours of receipt of the request.

8.10 PROFESSIONAL STAFF GROUPS

8.10.1 PROFESSIONAL STAFF GROUPS

The Professional Staff shall be divided into the following groups:

- (a) Active;
- (b) Associate;
- (c) Courtesy;
- (d) Locum tenens;
- (e) Temporary;
- (f) Honorary;
- (g) Consulting staff;
- (h) Medical Student and Resident;

- (i) Extended Class Nursing Staff;
- (j) other (as required by special circumstances).

8.10.2 ACTIVE PROFESSIONAL STAFF

- (1) The Active Professional Staff shall consist of those physicians who have been appointed as Active Professional Staff by the Board to be responsible for assuring that professional care is provided to all patients in the Hospital;
- (2) Except where approved by the Board, no physician with an Active Professional Staff appointment at another hospital shall be appointed to the Active Professional Staff;
- (3) Each member of the Active Professional Staff is responsible for ensuring that medical care is provided to any patients that come under his or her care in the Hospital;
- (4) All Active Professional Staff members have **admitting privileges** unless otherwise specified in their appointment to the Professional Staff. All Active Medical Staff shall have admitting privileges, subject to section 11 of Regulation 965 of the *Public Hospitals Act.*;
- (5) Active Professional Staff members shall be eligible to vote at Professional Staff meetings, to hold office and to sit on any committee of the Professional Staff;
- (6) Each member of the Active Professional Staff shall:
 - (a) undertake such duties in respect of those patients classed as emergency cases as may be specified by the Chief of Staff;
 - (b) attend patients, and undertake treatment and operative procedures only in accordance with the kind and degree of privileges granted by the Board;
 - (c) act as a supervisor of a member of the Medical Staff or Dental Staff, as and when requested by the Chief of Staff and act as a supervisor of the Extended Class Nursing Staff, for the diagnosing, prescribing for or treating patients, as and when requested by the Chief of Staff or the Chief of Department;
 - (d) have completed a prerequisite of at least one year as Associate Staff
 - (e) undertake such reasonable clinical and administrative duties and responsibilities as determined by the Chief of Staff;
 - (f) shall participate on such hospital “on-call” schedules and provide coverage through one of the following classifications:
 - (i) Family Medicine: participate on HOCC schedule for admission and care of unassigned patients and ED back-up on regular and equal basis
 - (ii) Emergency Medicine: provide a minimum of 90 hours per month on the Emergency Department On-Call schedule

- (iii) Internal Medicine: participate on HOCC schedule for Internal Medicine as per agreement
 - (iv) GP Anesthesia: participate on HOCC schedule for Anesthesia as per agreement
 - (v) Undertake separate appointments at the WNGH, reflective of a full-time equivalency of an active member of Professional Staff. Requests under this clause will be considered on a case by case basis.
- (g) be granted admitting and procedural privileges as approved by the Board having given consideration to the recommendation of the Chief of Department and MAC, where the member is a Physician;
 - (h) be bound by the expectations for attendance, as established by the MAC, at Professional Staff and Department meetings; and
 - (i) perform such other reasonable duties as may be prescribed by the MAC from time to time.

8.10.3 ASSOCIATE PROFESSIONAL STAFF

- (1) Applicants who are applying for appointment to the Active Staff, subject otherwise to the determination of the Board, shall be assigned to the Associate Staff for a period of at least one year and shall not extend beyond two (2) years.
- (2) Each member of the Associate Staff shall:
 - (a) be granted admitting and procedural privileges as approved by the Board subject to this By-Law, the Rules and Regulations and applicable Hospital policies and having given consideration to the recommendation of the Chief of Department and MAC;
 - (b) undertake such reasonable clinical and administrative duties and responsibilities as outlined in these By-Laws and as determined by the Chief of Staff;
 - (c) work with the counsel and under the supervision of the Chief of Staff or delegated Supervisor;
 - (d) be bound by the expectations for attendance at Professional Staff meetings according to Professional Staff designation; and
 - (e) perform such other duties as may be prescribed by the MAC from time to time.
- (3) From time to time and no less frequently than every three months during the Associate period, after appointment to the Professional Staff of an Associate Staff member, the Chief of Staff and the Active Staff member by whom the member has been supervised shall make a written report to the Credentials Committee, including:
 - (a) information concerning the knowledge and skill which has been shown by the Associate Staff member;
 - (b) the nature and quality of the member's work in the Hospital;

- (c) comments on the utilization of Hospital resources; and
- (d) the Associate Staff member's ability to function in conjunction with the other members of the Hospital staff.
- (4) At six months, a detailed performance review will be undertaken by the Chief of Staff and reviewed at the Credentials Committee.
- (5) If any report made at any time under this section is not favourable to the Associate Staff member, the member may request reassignment or the Chief of Staff may assign him or her to the supervision of a different Supervisor for a further period of up to six months.
- (6) At any time an unfavourable report may cause the MAC to consider making a recommendation to the Board that the appointment of the Associate Staff member be terminated.
- (7) When a member of the Associate Staff applies for reappointment, the Credentials Committee shall review the application and report to the MAC. The MAC, after considering the report of the Credentials Committee, shall recommend to the Board either a change in category, continuation in the Associate Staff category for a further period of time not to exceed an additional year of practice, or denial of reappointment.
- (8) Associate Staff shall be eligible to vote at Professional Staff meetings and may be appointed to sit on a committee requiring Professional Staff meetings but shall not be eligible to be an officer of the Professional Staff.

8.10.4 COURTESY PROFESSIONAL STAFF

- (1) The Board may grant a physician or extended class nursing an appointment to the Courtesy Professional Staff in one or more of the following circumstances:
 - (a) the applicant has an Active Professional Staff commitment at another hospital; or
 - (b) the applicant lives at such a remote distance from the Hospital that it limits full participation in Active Professional Staff duties, but he or she wishes to maintain an affiliation with the Hospital; or
 - (c) the applicant has a primary commitment to, or contractual relationship with, another community or organization; or
 - (d) the applicant requests access to limited Hospital resources or outpatient programs or facilities; or
 - (e) where the Board deems it otherwise advisable.
- (2) The Board may grant a physician an appointment to the Courtesy Professional Staff with such privileges as the Board deems advisable. Privileges to admit patients shall be granted under specified circumstances. Courtesy Staff privileges will included Meditech and PACs access.
- (3) The circumstances leading to an appointment under subsection 8.10.1 of this By-law shall be specified by the physician on each application for re-appointment.

- (4) Courtesy Professional Staff may attend Professional Staff meetings, but unless the Board so requires shall not be subject to the attendance requirements and penalties as provided by this By-law and the Professional Staff rules.
- (5) Courtesy Staff shall not be eligible to:
 - (a) vote at Professional Staff meetings;
 - (b) hold office;
 - (c) sit on a committee requiring Professional Staff

8.10.5 LOCUM TENENS

- (1) The Medical Advisory Committee upon the request of a member of the Professional Staff may recommend the appointment of a locum tenens as:
 - (a) a planned replacement for the physician for a specified period of time; or
 - (b) to provide episodic or limited surgical or consulting services.
- (2) The appointment of the Locum Tenens Staff may be for up to one (1) year subject to renewal for a further period of up to one (1) additional year. The Board, having considered the recommendation of the Medical Advisory Committee may permit renewal beyond two (2) year in exceptional circumstances.
- (3) A locum tenens shall:
 - (a) have admitting privileges unless otherwise specified;
 - (b) work under the counsel and supervision of a member of the Active Professional Staff who has been assigned this responsibility by the Chief of Staff or delegate;
 - (c) attend patients assigned to his or her care by the Active Professional Staff member by whom he or she is supervised, and shall treat them within the professional privileges granted by the Board on the recommendation of the Medical Advisory Committee;
 - (d) undertake such duties in respect of those patients classed as emergency cases as may be specified by the Chief of Staff; and
 - (e) be able to work in the Emergency Department as scheduled.
- (4) Locum Tenens Staff shall not, subject to determination by the Board in each individual case attend or vote at Professional Staff meetings or be elected or appointed to any office of the Professional Staff.

8.10.6 TEMPORARY APPOINTMENT OF PROFESSIONAL STAFF

- (1) Notwithstanding any other provision of this By-law, the President and Chief Executive Officer or delegate, after consultation with the Chief of Staff or delegate may:
 - (a) grant a temporary appointment and temporary privileges to a Physician, Dentist, or Registered Nurse in the Extended Class provided that such appointment shall

not extend beyond the date of the next meeting of the Medical Advisory Committee at which time the action taken shall be reported; and

- (b) continue a temporary appointment and temporary privileges on the recommendation of the Medical Advisory Committee, until the next meeting of the Board.
- (2) A temporary appointment of a Physician, Dentist or Registered Nurse in the Extended Class 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 Staff, Dental Staff, Midwifery or Extended Class Nursing service.
- (3) The Board may, after receiving the recommendation of the Medical Advisory Committee, continue a temporary appointment granted pursuant to section 8.10.8(1) for such period of time and on such terms as the Board determines.
- (4) 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.

8.10.7 EXTENDED CLASS NURSING STAFF

- (1) The Board, having given consideration to the advice of the Medical Advisory Committee, will delineate the privileges for each member of the Extended Class Nursing Staff who is not an employee of the Corporation.
- (2) (b) Each new applicant for appointment to the Extended Class Nursing Staff shall be appointed for an initial probationary period of one (1) year.
 - (a) Prior to completion of the one (1) year probationary period, a performance evaluation for a member of the Extended Class Nursing Staff shall be completed by the Chief of Staff, or delegate, concerning the knowledge and skill that has been shown by the Extended Class Nursing Staff member, the nature and quality of his or her work and his or her performance and compliance with the criteria set out in subsection 8.7.2(1) and such report shall be forwarded to the Credentials Committee.
 - (b) The Credential Committee shall review the report referred to in subsection 8.10.9(2)(b) and shall make a recommendation to the Medical Advisory Committee which shall in turn make a recommendation to the Board.
- (3) A member of the Extended Class Nursing Staff shall be entitled to attend but not vote at Professional Staff meetings and shall not be eligible to hold an elected or appointed office in the Professional Staff.

8.10.8 HONORARY STAFF

- (1) An individual may be honoured by the Board by being designated as a member of the Honorary Staff of the Corporation, for such term as the Board deems appropriate, because he or she:
 - (a) is a former member of the Professional Staff who has retired from Active practice; and/or
 - (b) has contributed to the Hospital and has an outstanding reputation or made an extraordinary accomplishment.
- (2) Members of the Honorary Staff:
 - (a) shall not have privileges or provide patient care;
 - (b) shall not have regularly assigned clinical, academic or administrative duties or responsibilities;
 - (c) may attend, but shall not vote at, Professional Staff meetings, and shall not be eligible to hold elected or appointed offices in the Professional Staff; and
 - (d) shall not be bound by the attendance requirements of the Professional Staff.

8.10.9 CONSULTING STAFF

- (1) In this section:
 - (a) “Certification” means the holding of a certificate in a medical or surgical specialty issued by any professional body recognized by the Board after consultation with the Medical Advisory Committee;
 - (b) “Fellowship” means a fellowship in a professional medical college recognized by the Board after consultation with the Medical Advisory Committee.
- (2) The consulting staff shall consist of:
 - (a) specialists with a fellowship in their speciality;
 - (b) specialists with certification in their speciality; or
 - (c) medical practitioners who have been appointed by the Board to the consulting staff because each one has:
 - (i) a reputation among the members of the Professional Staff of the Hospital for performing work of high quality; and
 - (ii) been recommended by the Medical Advisory Committee for the appointment.
- (3) A member of the consulting staff may:
 - (i) give service in any case in which a consultation is required by the Medical Staff and Dental staff rules of the Hospital;

- (ii) request and be granted admitting privileges following recommendation from the Medical Advisory Committee (MAC).
- (4) Every physician applying for appointment to the consulting staff shall be assigned to the associate staff for a probationary period.

8.10.10 MEDICAL STUDENTS AND MEDICAL RESIDENTS

Appointment of Medical Students and Medical Residents:

- (a) The Board, on the advice of the Medical Advisory Committee, may appoint a medical student and resident staff for the Hospital.
- (b) An appointment to the medical student and resident staff shall be for a specified period of not more than one (1) year.

8.10.11 DUTIES OF THE MEDICAL STUDENT AND MEDICAL RESIDENTS

Each medical student and resident staff:

- (a) shall sign a statement that he or she has read, understood and agrees to abide by all the Professional Staff and/or dental staff rules as applicable and the By-laws of the Hospital, and the Regulations made under the Public Hospitals Act, and that he or she will be responsible to the President and Chief Executive Officer for any other Hospital duties other than the professional care of patients, and to the Chief of Staff for the performance of his or her assigned professional duties; and
- (b) may attend meetings of the Professional Staff but shall not be eligible to vote.

8.11 DUTIES OF PROFESSIONAL STAFF

8.11.1 DUTIES OF THE PROFESSIONAL STAFF

- (1) Each member of the Professional Staff is accountable to and shall recognize the authority of the Board through and with the Chief of Staff, and the President and Chief Executive Officer.
- (2) Each member of the Professional Staff shall:
 - (a) attend and treat patients within the limits of the privileges granted by the Board, unless the privileges are otherwise restricted;
 - (b) shall forthwith advise the Chief of Staff/Chair of the Medical Advisory Committee of the commencement of any College disciplinary proceeding, proceedings to restrict or suspend privileges at other hospitals, or malpractice actions;
 - (c) give such instruction as is required for the education of other members of the Medical Staff, Dental Staff, Extended Class Nursing Staff and Hospital staff;
 - (d) abide by the Rules of the Hospital, this By-law, the Public Hospitals Act and the Regulations thereunder and all other legislated requirements;
 - (e) co-operate with,

- (i) the Chief of Staff and the Medical Advisory Committee,
 - (ii) the Head of the applicable services, and
 - (iii) the President and Chief Executive Officer
- (f) notify patients and/or their families or other appropriate persons about their options with respect to tissue and organ transplantation; and
- (g) perform such other duties as may be prescribed from time to time by, or under the authority of the Board, the Medical Advisory Committee or the Chief of Staff.
- (3) Each member of the Active and associate Professional Staff groups and the courtesy staff where required shall attend 50 percent (50%) of the regular staff meetings and 70 percent (70%) of the meetings of the committees of which he or she is a member.

8.11.2 PROFESSIONAL STAFF HUMAN RESOURCES PLAN

The Professional Staff shall develop a Professional Staff Human Resources Plan in accordance with the Hospital Strategic Plan. The Plan shall be developed by the Chief of Staff of the Department, after receiving and considering the input of the members of the Professional Staff in the Department, and shall be approved by the Board. Each Department's Plan shall include:

- (a) the required number and expertise of the Professional Staff ;
- (b) reasonable on-call requirements for members of the Professional Staff;
- (c) a process for equitably distributing changes of resources to the members of the Professional Staff;
- (d) a process for making decisions with respect to changes of in resources; and
- (e) a dispute resolution process regarding decisions made under subsection (d) above.

8.11.3 PROFESSIONAL STAFF LEADERSHIP POSITIONS

- (1) The following positions shall be appointed in accordance with this By-law:
- (a) Chief of Staff
 - (b) President of the Professional Staff
 - (c) Vice-President of the Professional Staff
 - (d) Secretary of the Professional Staff.
- (2) Notwithstanding any other provision in this By-law, in the event that the term of office of any person referred to in this section shall expire before a successor is appointed the appointment of the incumbent may be extended.
- (3) An appointment to any position referred to in subsection 8.11.3(1) may be made on an acting or interim basis where there is a vacancy in any office referred to in this section or while the person holding any such office is absent or unable to act.

- (4) An appointment to any position referred to in subsection 8.11.3(1) may be revoked at any time by the Board.
- (5) The Board shall receive and consider the input of the appropriate Professional Staff before it makes an appointment to a Professional Staff leadership position.

8.11.4 CHIEF OF STAFF

- (1) The Board shall appoint a member of the Active Professional Staff to be the Chief of Staff after giving consideration to the recommendations of a Selection Committee, which shall seek the advice of the Medical Advisory Committee.
- (2) The membership of a Selection Committee may include:
 - (a) a Director, who shall be chair;
 - (b) two (2) members of the Medical Advisory Committee, one of whom shall be the President of the Professional Staff;
 - (c) the Chief Nursing Officer/Chief Nursing Executive;
 - (d) the President and Chief Executive Officer, or his or her delegate; and
 - (e) such other members as the Board deems advisable.
- (3) Subject to annual confirmation by the Board, an appointment made under subsection 8.11.4(1) of this By-law shall be for a term of three (3) years, but the Chief of Staff shall hold office until a successor is appointed.
- (4) The maximum number of terms under subsection 8.11.4(3) by this By-law shall be two (2), provided however that following a break in the continuous service of at least one (1) year the same person may be re-appointed.
- (5) The Board may at any time revoke or suspend the appointment of the Chief of Staff.

8.11.5 DUTIES OF THE CHIEF OF STAFF

The Chief of staff shall:

- (a) be accountable to the Board;
- (b) organize the Medical and Dental Staff to ensure that the quality of the medical and dental care given to all patients of the Hospital is in accordance with policies established by the Board, and organize the Extended Class Nursing Staff care to ensure that the quality of the Extended Class nursing care, with respect to diagnosing, prescribing for or treating patients of the Hospital, is in accordance with policies established by the Board;
- (c) chair the Medical Advisory Committee;
- (d) advise the Medical Advisory Committee and the Board with respect to the quality of medical and dental diagnosis, care and treatment provided to the patients of

the Hospital, and the quality of Extended Class Nursing Staff care with respect to diagnosing, prescribing for or treating patients of the Hospital;

- (e) report regularly to the Board and Professional Staff about the activities, recommendations and actions of the Medical Advisory Committee and any other matters about which they should have knowledge;
- (f) assign, or delegate the assignment of a member of the Medical Staff, Dental Staff or Extended Class Nursing Staff, to supervise the practice of medicine of any other member of the Professional Staff, the practice of dentistry of any other member of the dental staff, the practice of Registered Nurses in the Extended Class with respect to diagnosing, prescribing for or treating patients of any other member of the Extended Class Nursing Staff, as appropriate for any period of time;
- (g) assign, or delegate the assignment of, a member of the Medical Staff, Dental Staff or Extended Class Nursing Staff to discuss in detail with any other member of the Medical Staff, Dental Staff or Extended Class Nursing Staff as appropriate, any matter which is of concern to the Chief of Staff and to report the discussion to the Medical Advisory Committee;
- (h) in consultation with the President and Chief Executive Officer, designate an alternate to act during an absence;
- (i) supervise the professional care provided by all members of the Medical Staff and Dental staff in the Hospital, and supervise the professional care provided by all members of the Extended Class Nursing Staff, with respect to diagnosing, prescribing for or treating patients of the Hospital;
- (j) be responsible to the Board through and with the President and Chief Executive Officer for the appropriate utilization of resources by all Medical Staff, Dental Staff and Extended Class Nursing Staff;
- (k) report to the Medical Advisory Committee on activities of the Hospital including the utilization of resources and quality assurance;
- (l) participate in the development of the Hospital's mission, objectives, and strategic plan;
- (m) work with the Medical Advisory Committee to plan medical human resources plan needs of the Hospital in accordance with the Hospital's strategic plan;
- (n) participate in Hospital resource allocation decisions;
- (o) ensure a process for the regular review of the performance of the members of Professional Staff;
- (p) ensure there is a process for participation in continuing Medical Staff, Dental Staff and Extended Class Nursing Staff education;
- (q) ensure that the evaluations and recommendations are forwarded to the Medical Advisory Committee. Notify the Credentials Committee of the completion of the evaluations and the completion of the recommendations; and

- (r) advise the Medical Staff, Dental Staff and Extended Class Nursing Staff on current Hospital policies, objectives and rules.

8.11.6 MONITORING ABERRANT PRACTICES

Where any member of the Medical Staff, Dental Staff, Extended Class Nursing Staff or Hospital staff believes that a member of the Professional Staff is attempting to exceed his or her privileges or is temporarily incapable of providing a service that he or she is about to undertake, the belief shall be communicated immediately to the Chief of Staff, and to the President and Chief Executive Officer.

8.11.7 VIEWING THERAPEUTIC ACTIONS, OPERATIONS OR PROCEDURES

Any therapeutic action, operation or procedure performed in the Hospital may not be viewed without the permission of the physician, the Chief of Staff or delegate.

8.11.8 TRANSFER OF RESPONSIBILITY

- (1) Pursuant to the Public Hospitals Act - Hospital Management R.R.O. 1990, Regulation 965 whenever the responsibility for the care of a patient of a member of the Professional Staff is transferred to another member of the Professional Staff, a written notation by the Professional Staff member who is transferring the care over to another shall be made and signed on the patient's medical record and the name of the Professional Staff member assuming the responsibility shall be noted in the patient's medical record and the Professional Staff member assuming the responsibility shall be notified immediately.
- (2) Where the Chief of Staff has cause to take over the care of a patient, the President and Chief Executive Officer, the attending physician, the Program Medical Director, and the patient, shall be notified as soon as possible or, in the case where the patient is mentally incompetent, the patient's substitute decision maker, shall be notified as soon as possible.

8.12 MEETINGS –PROFESSIONAL STAFF

8.12.1 MEETINGS OF THE PROFESSIONAL STAFF

Every Professional Staff shall hold at least four (4) meetings in each fiscal year of the hospital, one of which shall be the annual meeting.

8.12.2 NOTICE OF ANNUAL MEETINGS

A written notice of each annual meeting shall be posted in the Physician Lounge by the secretary of the Professional Staff at least ten (10) days before the meeting, and the notice of such meeting shall be sent by email.

8.12.3 NOTICE OF REGULAR MEETINGS

A written notice of each regular meeting shall be posted in the Physician's Lounge by the Secretary of the Professional Staff at least five (5) days before the meeting, and the notice of such meeting shall be sent by email.

8.12.4 SPECIAL MEETINGS

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

8.12.5 QUORUM

Majority of the Professional Staff members entitled to vote shall constitute a quorum at any annual, general or special meeting of the Professional Staff.

8.12.6 ORDER OF BUSINESS

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

8.12.7 ATTENDANCE AT REGULAR STAFF MEETINGS

Each member of the Active staff shall attend at least 50 percent (50%) of the regular Professional Staff meetings.

8.13 PROFESSIONAL STAFF ELECTED OFFICERS

8.13.1 ELIGIBILITY FOR OFFICE

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

8.13.2 ELECTION PROCEDURE

- (1) The Credential Committee shall assume the role of Nominating Committee.
- (2) At least thirty days before the annual meeting of the Professional Staff, its Nominating Committee shall post in the Physician's Lounge a list of the names of those who are nominated for the offices of the Professional Staff, which are to be filled by election in accordance with this By-law and the regulations under the Public Hospitals Act.
- (3) Any further nominations shall be made in writing to the Secretary of the Professional Staff within fourteen (14) days after the posting of the names referred to in subsection 8.13.2(2) of this By-law.
- (4) Further nominations referred to in subsection 8.13.2(3) of this By-law shall be signed by two (2) members of the Professional Staff who are entitled to vote and

the nominee shall have signified in writing on the nomination acceptance of the nomination. Such nominations shall then be posted alongside the list referred to in subsection 8.13.2(2) of this By-law.

8.13.3 DUTIES OF THE PRESIDENT OF THE PROFESSIONAL STAFF

The President of the Professional Staff shall:

- (a) be an ex-officio member of the Board and as a Director, fulfil his or her fiduciary duties to the Hospital by making decisions in the best interest of the Hospital;
- (b) act as a liaison between the Professional Staff, the President and Chief Executive Officer, and the Board with respect to matters concerning the Professional Staff;
- (c) support and promote the values and strategic plan of the Corporation;
- (d) be a member of the Medical Advisory Committee;
- (e) be accountable to the Professional Staff and advocate fair process in the treatment of individual members of the Professional Staff;
- (f) preside at all meetings of the Professional Staff;
- (g) call special meetings of the Professional Staff;
- (h) be an *ex officio* member of the Finance and Audit Committee; and
- (i) be a member of such other committees as may be deemed appropriate by the Board.

8.13.4 DUTIES OF THE VICE-PRESIDENT OF THE PROFESSIONAL STAFF

The Vice-President of the Professional Staff shall:

- (a) be an ex-officio member of the Board and as a Director, fulfil his or her fiduciary duties to the Hospital by making decisions in the best interest of the Hospital;
- (b) be a member of the Medical Advisory Committee;
- (c) act in the place of the President of the Professional Staff, perform his or her duties and possess his or her powers, in the absence or disability of the President; and
- (d) perform such duties as the President of the Professional Staff may delegate.

8.13.5 DUTIES OF THE SECRETARY OF THE PROFESSIONAL STAFF

The Secretary of the Professional Staff shall:

- (a) be a member of the Medical Advisory Committee;
- (b) attend to the correspondence of the Professional Staff;
- (c) give notice of Professional Staff meetings by posting a written notice thereof,

- (i) in the case of a regular or special meeting of the Professional Staff at least five (5) days before the meeting; and
- (ii) in the case of an annual meeting of the Professional Staff, at least ten (10) days before the meeting;
- (d) ensure that minutes are kept of all Professional Staff meetings;
- (e) ensure that a record of the attendance at each meeting of the Professional Staff is made;
- (f) receive the record of attendance of each meeting of each department of the Professional Staff;
- (g) make the attendance records available to the Medical Advisory Committee;
- (h) perform the duties of the Treasurer for Professional Staff funds and be accountable therefore, when a Treasurer of the Professional Staff has not been elected; and
- (i) act in the place of the Vice-President of the Professional Staff, performing his or her duties and possessing his or her powers in the absence or disability of the Vice- President.

8.13.6 OTHER OFFICERS

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

8.13.7 AMENDMENTS TO PROFESSIONAL STAFF BY-LAW

Prior to submitting amendments to this By-law to the approval processes applicable to the Corporation's by-laws:

- (a) notice specifying the proposed By-law or amendments thereto shall be made available for review by the Professional Staff;
- (b) the Professional Staff shall be afforded an opportunity to comment on the proposed amendment(s); and
- (c) the Medical Advisory Committee may make recommendations to the Board concerning the proposed amendment.

8.14 MEDICAL ADVISORY COMMITTEE

8.14.1 MEMBERSHIP OF THE MEDICAL ADVISORY COMMITTEE

- (1) The Medical Advisory Committee shall consist of:
 - (a) the Chief of Staff, who shall be chair
 - (b) the President of the Professional Staff
 - (c) the Vice-President of the Professional Staff

- (d) the Secretary of the Professional Staff
- (e) one other member of the Professional Staff.
- (2) In addition, the following shall be entitled to attend the meetings of the Medical Advisory Committee without a vote:
 - (a) the President and Chief Executive Officer;
 - (b) the Chief Nursing Officer; and
 - (c) any Senior Manager of the Hospital.

8.14.2 DUTIES OF THE MEDICAL ADVISORY COMMITTEE

- (1) The Medical Advisory Committee shall perform the functions as set out in the Public Hospitals Act - Hospital Management R.R.O. 1990, Regulation 965.
- (2) The Medical Advisory Committee shall:
 - (a) receive and consider the report of the Credentials Committee;
 - (b) in considering a recommendation for appointment, review:
 - (i) the need of the Hospital for such an appointment, and
 - (ii) the impact such an appointment would have on available Hospital and community resources;
 - (c) in the case of a recommendation for appointment, specify the privileges which it recommends the applicant be granted;
 - (d) develop a Professional Staff Human Resources Plan;
 - (e) make recommendations to the Board concerning such matters as are from time to time described by the Public Hospitals Act - Hospital Management R.R.O. 1990, Regulation 965;
 - (f) provide supervision over the practice of medicine in the Hospital;
 - (g)
 - (i) appoint such committees as are required for the supervision, review and analysis of the clinical work in the Hospital;
 - (i) name the chairman of each of the committees it appoints and ensure that each meets and functions as required and keeps minutes of its meetings;
 - (ii) receive, consider and act upon the report from each of its appointed committees;
 - (h) report and make recommendations to the Board on matters concerning the practice of medicine in the Hospital in relation to professionally recognized standards of Hospital medical care;
 - (i) advise and cooperate with the Board and the President and Chief Executive Officer in all matters pertaining to the professional, clinical and technical services;

- (j) advise the Board of any matters referred to it by the Board;
- (k) make recommendations to the Board for the appointment, reappointment, dismissal, suspension, or substantial alteration of the Hospital privileges of any member of the Medical Staff, Dental Staff and Extended Class Nursing Staff who contravenes the provisions of the Hospital By-laws, The Public Hospitals Act, or Regulations thereunder;
- (l) participate in the development of hospitals overall objectives and planning, and make recommendations concerning allocation and utilization of Hospital resources;
- (m) inform the Professional Staff at each regular meeting of the Professional Staff of any business transacted by the Medical Advisory Committee;
- (n) provide supervision over the practice of the Extended Class Nursing Staff in the Hospital;
- (o) participate on the Health Care Quality Committee and to advise on Quality issues accordingly;
- (p) where the Medical Advisory Committee identifies systemic or recurring quality of care issues in making its recommendations to the Board under subsection 2(a) (v) of the Hospital Management Regulation (965) under the Public Hospitals Act, the Medical Advisory Committee shall make recommendations about those issues to the Hospital's quality committee established under subsection 3(1) of the Excellent Care for All Act.

8.15 PROFESSIONAL STAFF COMMITTEES ESTABLISHED BY THE BOARD

8.15.1 PROFESSIONAL STAFF COMMITTEES ESTABLISHED BY THE BOARD

The following Professional Staff Committees are hereby established:

- (a) Credentials Committee;
- (b) Medical Records, Audit, Organ Donation and Tissue Committee;
- (c) Infection, Prevention and Control Committee;
- (d) Pharmacy and Therapeutics Committee; and
- (e) Patient Care Committee.

8.15.2 APPOINTMENT TO PROFESSIONAL STAFF COMMITTEES

Pursuant to the Public Hospitals Act - Hospital Management R.R.O. 1990, Regulation 965, the Medical Advisory Committee shall appoint the medical members of all Professional Staff Committees provided for in this By-law of the Hospital. Other members of Professional Staff Committees shall be appointed by the Board or in accordance with this By-law.

8.15.3 PROFESSIONAL STAFF COMMITTEE DUTIES

In addition to the specific duties of each Professional Staff Committee as set out in this By-law, all Professional Staff Committees shall:

- (a) met as directed by the Medical Advisory Committee; and
- (b) present a written report including any recommendations of each meeting to the next meeting of the Medical Advisory Committee.

8.15.4 PROFESSIONAL STAFF COMMITTEE CHAIR

The Medical Advisory Committee shall appoint the chair of each Professional Staff Committee.

8.15.5 PROFESSIONAL STAFF COMMITTEE CHAIR DUTIES

A Professional Staff Committee Chair shall:

- (a) chair the Professional Staff Committee meetings;
- (b) call meetings of the Professional Staff Committee;
- (c) at the request of the Medical Advisory Committee, be present to discuss all or part of any report of the Committee;
- (d) carry out such further and other duties as may be prescribed by the Medical Advisory Committee from time to time.

8.15.6 CREDENTIALS COMMITTEE DUTIES

- (1) The Credentials Committee shall consist of:
 - (a) the Chief of Staff, who shall be the Chairman
 - (b) three (3) members elected from the Professional Staff; and
 - (c) the President and Chief Executive Officer or delegate who shall attend meetings of the Credentials Committee, without power to vote.
- (2) The Credentials Committee shall:
 - (a) keep a record of the qualifications and professional career of every member of the Professional Staff and Dental Staff;
 - (b) investigate the professional experience, competence, reputation and the authenticity of the qualifications of each applicant for membership in the Professional Staff and Dental Staff and of each applicant for increased privileges;
 - (c) consider:
 - (i) the applicant's previous training and experience;
 - (ii) the applicant's reputation concerning the quality of his professional work; and

- (iii) the professional knowledge and skill the applicant has demonstrated in any services performed by him in the Hospital, in examining every application for surgical, obstetrical, anaesthesia, dental or other Professional Staff privileges, or for an extension of previously granted privileges, and report to the Medical Advisory Committee about the kind and extent of the privileges requested by the applicant;
- (d) submit to the Medical Advisory Committee, at or before its next regular meeting, a report on the prescribed form of the findings made under paragraph (b), or a request that the application be deferred for further investigation;
- (e) in no case defer for more than sixty (60) days its final report on any application presented to it, unless notifying the applicant that further time is required to investigate the credentials;
- (f) investigate, at the discretion of the Medical Advisory Committee, any alleged contravention of the By-laws of the Hospital, or of the Public Hospitals Act - Hospital Management R.R.O. 1990, Regulation 965, by any member of the Medical or Dental Staff, and make a report thereon to the Medical Advisory Committee;
- (g) may act as the nominating committee to initiate nominations for the elected positions of the Professional Staff;
- (h) perform any other duties prescribed by the Medical Advisory Committee;
- (i) establish a mechanism of supervision of an associate member which is consistent with the associate member's curriculum vitae and is in the best interest of the patients. This supervision procedure shall be in writing and included in the incumbent's Hospital file;
- (j) review the privileges of Medical and Dental Staff members annually and as often as required.

8.15.7 MEDICAL RECORD, AUDIT AND TISSUE COMMITTEE DUTIES

- (1) The Medical Records, Audit and Tissue Committee shall consist of:
 - (a) One (1) member selected by the Medical Advisory Committee
 - (b) Pathologist
 - (c) Medical Records Manager
 - (d) Chief Nursing Officer
- (2) The Medical Records, Audit and Tissue Committee shall:
 - (a) Perform quarterly review on 10 deaths occurring in the Hospital since the previous general Professional Staff meeting and submit an analysis of these to the Medical Advisory Committee for presentation at each general Professional Staff meeting and analyze and report other medical statistics on a quarterly basis to the Medical Advisory Committee;

- (b) Perform a quarterly review of a sample of Discharged Medical Records to include accuracy and compliance. Committee will report the results of all sampled charts audit to the MAC and Patient Care Committee.
 - (c) Perform Quarterly review of outpatient medical records specifically selected or selected on a random basis to ensure adequate standards of care;
 - (d) Report to the Medical Advisory Committee, any staff member who is delinquent in completing the medical record of any patient who is or has been under his or her care in the Hospital;
 - (e) Perform quarterly audit study on OR records, analyze and consider the agreement or disagreement between the pre-operative diagnosis shown on the Hospital records, and the pathological reports, or post mortem reports made on patients, or on tissues removed from patients in the Hospital;
 - (f) Perform any other duties concerning the Medical Records, Audit and Tissue Committee of the Hospital as requested by the Medical Advisory Committee;
- (3) In all of its reports, the Medical Records, Audit and Tissue Committee, when so authorized by the Medical Advisory Committee, shall designate and refer to each member of the Professional Staff only by a code number. The Medical Advisory Committee and the Credentials Committee may obtain the professional records of any member of the Professional Staff when necessary for this committee to properly carry out their duties.

8.15.8 PHARMACY AND THERAPEUTICS COMMITTEE DUTIES

- (1) The Pharmacy and Therapeutics Committee shall consist of:
 - (a) two (2) members of the Professional Staff;
 - (b) the Hospital Pharmacist; and
 - (c) one representative for the nursing department.
- (2) The Pharmacy and Therapeutics Committee shall:
 - (a) serve in an advisory capacity to the Medical Staff, Dental Staff and Extended Class Nursing Staff by assessing regularly the appropriateness and adequacy of medication-related policies and make policy recommendations to the Medical Advisory Committee regarding drug utilization to ensure safe, effective and economical use of drugs;
 - (b) evaluate drug utilization, new drugs and current therapeutics and develop a formulary which is suited to the Hospital's needs, and periodically assess the effectiveness of the adherence to the formulary;
 - (c) develop a procedure for the use of non-formulary drugs and mechanisms for their evaluation;
 - (d) periodically analyze a summary of medication errors and their causative factors and make appropriate recommendations regarding prevention to the Medical

Staff, Dental Staff and Extended Class Nursing Staff, and nursing and/or pharmacy staffs;

- (e) develop an adverse drug reaction reporting program, review all these reports and ensure that a summary is circulated to Medical Staff, Dental Staff, and nursing staffs when the need arises;
- (f) review all standing orders annually, or more often if deemed necessary;
- (g) develop protocols governing programs such as total parenteral nutrition, investigational drugs, self-medication, or ensure that such protocols have been developed after appropriate committee review;
- (h) identify and/or arrange appropriate educational programs, for the Medical Staff, Dental Staff, Extended Class Nursing Staff and Hospital staff to enhance their knowledge of drug therapy and practices;
- (i) perform such other duties as the Medical Advisory Committee may direct; and
- (j) meet quarterly or more frequently at the call of the Committee Chair.

8.15.9 INFECTION, PREVENTION AND CONTROL COMMITTEE DUTIES

- (1) The Infection, Prevention and Control Committee shall consist of:
 - (a) One (1) physician selected by the Medical Advisory Committee
 - (b) Local Medical Officer of Health or designate
 - (c) Chief Nursing Officer
 - (d) Infection Prevention and Control Coordinator / Occupational Health Nurse
 - (e) Coordinator of Engineering / Environmental Services
 - (f) Clinical Nurse Managers (2)
 - (g) Representation from a Laboratory Technologist (ad hoc)
 - (h) Hospital Pathologist (ad hoc)
- (2) The Committee shall meet at least quarterly, and additionally as warranted by circumstances at the call of the chair.
- (3) The Committee shall develop a reporting system by which all infections will come to its attention, including post-discharge infections.
- (4) The Infection Prevention and Control committee shall:
 - (a) Introduce, maintain and approve all Infection Prevention and Control department policies and procedures.
 - (b) Develop a reporting system, review surveillance data, monitor trends and make recommendations for further action.

- (c) Make recommendations to the Medical Advisory Committee and Chief Executive Officer on infection prevention and control matters related to:
 - (i) Infection prevention and control practices throughout the organization
 - (ii) Infection surveillance
 - (iii) Occupational health and safety issues
 - (iv) Infection prevention and control education of staff, physicians, students and volunteers
 - (v) Immunization
- (d) Bring to the attention of the Medical Advisory Committee and Chief Executive Officer issues with compliance with relevant best practices and standards (Ministry of Health and Long-Term Care, Canadian Standards Association, Public Health Agency of Canada and specific accrediting bodies/other recognized organizations).
- (e) Follow-up and evaluate the results of each recommendation made by the committee.
- (f) Perform such other duties as may from time to time be requested by the Medical Advisory Committee.

8.15.10 PATIENT CARE COMMITTEE DUTIES

- (1) The Patient Care Committee shall consist of :
 - (a) Chief of Staff or assigned delegate
 - (b) one (1) physician from Professional Staff
(* 2 physicians on the Committee with at least one to attend meetings)
 - (c) Chief Nursing Officer
 - (d) Nursing Managers
 - (e) Diagnostic & Therapeutic Services Manager
 - (f) Pharmacy Technician
 - (g) Communication Manager
 - (h) Ad hoc - Nursing staff
 - (i) Others by invitation as appropriate
- (2) The goal of the Patient Care Committee is to review issues related to patient care, safety, privacy & security and make recommendations to the Medical Advisory Committee for implementation by :
 - (a) receiving information from the various committee members concerning patient care;

- (b) developing, reviewing, revising policies and procedures related to Patient Care;
- (c) promoting education of staff and clients related to Patient Care;
- (d) ensuring that Medical, Nursing and Support Services meet the required standards of the Patient Care Services; and
- (e) shared education material.
- (f) study, record and analyze any delay in use of, over-use or under-use of x-ray laboratory or the other diagnostic or therapeutic services, including any delay in consultation or referral;
- (g) regularly review or cause to be reviewed emergency and outpatient medical records specifically selected or selected on a random basis to ensure adequate standards of care;
- (h) meet regularly to keep in continuous operation the system of audit of the professional work being performed in all departments of the Professional Staff and shall report in writing once a month its findings, analyses and recommendations to the Medical Advisory Committee;
- (i) define blood transfusion policies;
- (j) set criteria for evaluating ordering practices, usage (including wastage), administration policies, and ability of service to meet recipient needs;
- (k) conduct regular evaluations of blood transfusion practices;
- (l) recommend corrective measures, if necessary;
- (m) circulate transfusion medicine information;
- (n) provide transfusion medicine education;
- (o) evaluate all adverse transfusion reactions and transfusion errors;
- (p) review the annual report from Health Canada on adverse transfusion reactions;
- (q) provide an effective communication system to the physicians to convey important information concerning risk associated with transfusion;
- (r) guaranteeing that a system is in place to notify a recipient that they received a transfusion.

ARTICLE 9 DENTAL STAFF

9.1 APPOINTMENT OF DENTAL STAFF

The Board, on the advice of the Medical Advisory Committee, may appoint, annually, one or more dentists to the dental staff of the Hospital and shall delineate the privileges for each dentist.

9.2 APPOINTMENT TO DENTAL STAFF

9.2.1 APPLICATION FOR APPOINTMENT TO THE DENTAL STAFF

- (1) An application for appointment to the dental staff shall be processed consistent with the provisions of the Public Hospitals Act and in accordance with the Regulations thereunder, and this By-law.
- (2) On request, the President and Chief Executive Officer shall supply a copy of the By- laws, the Rules of the Hospital, the Public Hospitals Act and the Regulations thereunder to each dentist who expresses in writing the intention to apply for appointment to the dental staff.
- (3) An applicant for appointment to the dental staff shall submit one original written application to the President and Chief Executive Officer.
- (4) Each application shall contain:
 - (a) a statement by the applicant that he or she has read the Public Hospitals Act – Hospital Management R.R.O. 1990, Regulation 965 thereunder, and the By- laws and Rules of the Hospital;
 - (b) an undertaking that, if he or she is appointed to the dental staff of the Hospital, he or she will govern himself or herself in accordance with the requirements set out in the By-laws and the Rules of the Hospital;
 - (c) evidence of dental practice protection coverage satisfactory to the Board;
 - (d) a list of the privileges which are requested;
 - (e) an up-to-date curriculum vitae;
 - (f) a list of three (3) appropriate referees;
 - (g) information of any previous disciplinary proceeding where there was an adverse finding;
 - (h) information on any civil suit where there was a finding of negligence or battery; and
 - (i) a signed consent authorizing any dental regulatory body or referee to provide a report on,
 - (i) any action taken by its disciplinary or fitness to practice committee, and

- (ii) whether his or her privileges have been curtailed or cancelled by any dental regulatory body or by another hospital because of incompetence, negligence, incapacity or any act of professional misconduct.
- (5) Each applicant shall visit the Hospital for an interview with appropriate members of the Dental Staff and Professional Staff and the President and Chief Executive Officer or delegate.
- (6) The President and Chief Executive Officer shall refer the original application to the Chair of the Credentials Committee.
- (7) Each application shall be considered by the Medical Advisory Committee, which shall make a recommendation thereon in writing to the Board within sixty (60) days from the date of the application.
- (8) The Hospital and the Medical Advisory Committee shall deal with the application in accordance with the Public Hospitals Act and the procedure set out in subsections 11.1 and 11.2 of this By-law.

9.2.2 CRITERIA FOR APPOINTMENT TO THE DENTAL STAFF

- (1) Only an applicant qualified to practice dentistry and who holds a current, valid certificate of Registration with the Royal College of Dental Surgeons of Ontario, or an applicant qualified to practice a dental specialty recognized by the Royal College of Dental Surgeons of Ontario and who holds a current, valid Specialty Certificate of Registration with the Royal College of Dental Surgeons of Ontario, is eligible to be a member of and appointed to the dental staff of the Hospital.
- (2) The applicant will have:
 - (a) a current valid Certificate of Registration with the Royal College of Dental Surgeons of Ontario, and in the case of an oral and maxillofacial surgeon, a current valid Specialty Certificate of Registration from the Royal College of Dental Surgeons of Ontario authorizing practice in oral and maxillofacial surgery;
 - (b) a demonstrated ability to provide patient care at an appropriate level of quality and efficiency;
 - (c) a demonstrated ability to communicate, work with and relate to all members of the Dental Staff, Medical Staff, Extended Class Nursing Staff and Hospital staff in a co-operative and professional manner;
 - (d) a demonstrated ability to communicate and relate appropriately with patients and patients' relatives;
 - (e) a willingness to participate in the discharge of staff obligations appropriate to the dental staff;
 - (f) adequate training and experience for the privileges requested;
 - (g) evidence of dental practice protection coverage satisfactory to the Board; and

- (h) a report on, among other things, the experience, competence and reputation of the applicant from the Chief of Staff or Chief of Department in the last Hospital in which the applicant trained or held an appointment.
- (3) The applicant must agree to govern himself or herself in accordance with the requirements set out in this By-law, the Rules of the Hospital and the Hospital policies.
- (4) The applicant must indicate to the Credentials Committee adequate control of any significant physical or behavioural impairment that affects skill, attitude or judgement.
- (5) There is a need for the services in the community.

9.2.3 Term

Each appointment to the dental staff shall be for one (1) year, but shall continue in effect until the Board has made appointments for the ensuing year.

9.3 RE-APPOINTMENT

9.3.1 APPLICATION FOR RE-APPOINTMENT AND PERFORMANCE REVIEW

- (1) Upon recommendation by the Medical Advisory Committee, the Board shall establish and approve a process for the annual performance review of each member of the dental staff.
- (2) Each year each member of the dental staff shall make a written application for re-appointment to the dental staff of the Hospital in the prescribed form.
- (3) Where a member of the dental staff has applied for re-appointment, the Chief of Department shall conduct a review of the applicant's performance for the past year in accordance with the prescribed process as established in subsection 9.3.1(1), and shall make a written report to the Medical Advisory Committee in respect of the applicant's performance for the past year.
- (4) The application for re-appointment to the dental staff of the Hospital shall be processed in the same manner as set out in section 9.2.1.

9.3.2 CRITERIA FOR RE-APPOINTMENT TO THE DENTAL STAFF

In order to be eligible for re-appointment, the applicant shall:

- (a) continue to meet the criteria set out at subsection 9.2.2; and
- (b) have demonstrated an appropriate use of Hospital resources.

9.3.3 REFUSAL TO RE-APPOINT

In a manner consistent with the provisions of the Public Hospitals Act and in accordance with the Regulations thereunder, the Board may refuse to re-appoint a member of the dental staff.

9.4 CHANGE OF PRIVILEGES

9.4.1 APPLICATION FOR CHANGE OF PRIVILEGES

- (1) Where a dentist wishes to change his or her privileges, the dentist shall make a written application, in the prescribed form, listing the change of privileges, which is requested and shall submit evidence of appropriate training and competence in respect of the privileges being requested.
- (2) An application for a change in privileges made by a member of the dental staff shall be processed in the same manner as set out in section 9.2.1.

9.5 MID-TERM ACTION

9.5.1 MID-TERM ACTION

- (1) In a manner consistent with the Public Hospitals Act and in accordance with the Regulations thereunder and this By-law, the Board at any time may revoke or suspend any appointment of a member of the dental staff, or dismiss, suspend, restrict or otherwise deal with the privileges of the member.
- (2) Mid-term action in respect of a member of the dental staff shall be processed in accordance with, and in the same manner provided in Article 12 of this By-law.

9.6 DENTAL STAFF DUTIES

9.6.1 DENTAL STAFF DUTIES

- (1) Each member of the dental staff is accountable to and shall recognize the authority of the Board through and with the Chief of Staff and the President and Chief Executive Officer.
- (2) Each member of the dental staff shall:
 - (a) attend and treat patients within the limits of the privileges granted by the Board unless the privileges are otherwise restricted;
 - (b) notify the President and Chief Executive Officer of any change in the Certificate of Registration with the Royal College of Dental Surgeons of Ontario, and in the case of an oral and maxillofacial surgeon, the Specialty Certificate of Registration with the Royal College of Dental Surgeons of Ontario;
 - (c) give such instruction as is required for the education of other members of the Dental Staff, Medical Staff, Extended Class Nursing Staff and Hospital staff;
 - (d) abide by the Rules of the Hospital, this By-law, the Public Hospitals Act, the Regulations thereunder and all other legislated requirements;
 - (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 or the Chief of Staff; and
 - (f) provide consultations on patients as are required.

- (3) Every member of the dental staff who is an oral and maxillofacial surgeon and who holds a valid Specialty Certificate from the Royal College of Dental Surgeons of Ontario authorizing practice in oral and maxillofacial surgery shall have admitting privileges unless otherwise specified in their appointment to the dental staff.
- (4) Every member of the dental staff shall co-operate with:
 - (a) the Chief of Staff and the Medical Advisory Committee;
 - (b) the President and Chief Executive Officer.

9.6.2 MONITORING ABERRANT PRACTICES

Where any member of the Medical, Dental, Extended Class Nursing Staff or Hospital staff believes that a member of the dental staff is attempting to exceed his or her privileges or is temporarily incapable of providing a service that he or she is about to undertake, the belief shall be communicated immediately to the Chief of Staff, and to the President and Chief Executive Officer.

9.6.3 VIEWING THERAPEUTIC ACTIONS, OPERATIONS OR PROCEDURES

Any therapeutic action, operation or procedure performed in the Hospital may be viewed without the permission of the dentist by the Chief of Staff or delegate.

9.7 DENTAL SERVICE

9.7.1 DENTAL SERVICE

The dental staff shall function as a service within the department of surgery.

9.8 MEETINGS – DENTAL STAFF

9.8.1 ATTENDANCE BY DENTAL STAFF AT PROFESSIONAL STAFF MEETINGS

A member of the dental staff may attend Professional Staff meetings but shall not be eligible to vote at a Professional Staff meeting.

9.9 DENTAL STAFF ELECTED OFFICERS

9.9.1 ELIGIBILITY TO HOLD A PROFESSIONAL STAFF OFFICE

A member of the dental staff is not eligible to hold office.

ARTICLE 10 EXTENDED CLASS NURSING STAFF

10.1 APPOINTMENT OF EXTENDED CLASS NURSING STAFF

The Board, on the advice of the Medical Advisory Committee, may appoint, annually, one or more Registered Nurses in the Extended Class who are not employees of the Hospital to the Extended Class Nursing Staff of the Hospital and shall delineate the privileges with respect to diagnosing, prescribing for or treating patients in the Hospitals.

10.2 APPOINTMENT TO EXTENDED CLASS AND NURSING STAFF

10.2.1 APPLICATION FOR APPOINTMENT TO THE EXTENDED CLASS NURSING STAFF

- (1) An application for appointment to the Extended Class Nursing Staff shall be processed consistent with the provisions of the Public Hospitals Act and in accordance with the Regulations thereunder, and by this By-law.
- (2) On request, the President and Chief Executive Officer shall supply a copy of the By- laws, the Rules of the Hospital, and Public Hospitals Act and the Regulations thereunder, to each Registered Nurse in the Extended Class who expresses in writing the intention to apply for appointment to the Extended Class Nursing Staff.
- (3) An applicant for appointment to the Extended Class Nursing Staff shall submit one (1) original written application to the President and Chief Executive Officer.
- (4) Each application shall contain:
 - (a) a statement by the applicant that he or she has read the Public Hospitals Act – Hospital Management R.R.O. 1990, Regulation 965 thereunder, and the By- laws and the Rules of the Hospital;
 - (b) an undertaking that, if he or she is appointed to the Extended Class Nursing Staff of the Hospital, he or she will govern himself or herself in accordance with the requirements set out in the By-laws and the Rules of the Hospital;
 - (c) evidence of appropriate protection coverage for practice as a Registered Nurse in the Extended Class satisfactory to the Board;
 - (d) a list of the privileges which are requested;
 - (e) an up-to-date curriculum vitae;
 - (f) a list of three (3) appropriate referees, including one (1) from a physician who has worked with the Registered Nurse in the Extended Class;
 - (g) information of any previous disciplinary processing where there was an adverse finding;
 - (h) information of any civil suit where there was a finding of negligence or battery;
 - (i) a signed consent authorizing the College of Nurses of Ontario, and any other governing regulatory body or referee, to provide a report on:

- (i) any action taken by its disciplinary or fitness to practise committee, and
 - (ii) whether his or her privileges have been curtailed or cancelled by the College of Nurses of Ontario, or by any other governing regulatory body, or by another Hospital because of incompetence, negligence, incapacity or any act of professional misconduct; and
- (j) a current Annual Registration Payment Card from the College of Nurses of Ontario and consent to the release of information from the Registrar of the College.
- (5) Each applicant shall visit the Hospital for an interview with appropriate members of the Professional Staff and the Extended Class Nursing Staff, and the President and Chief Executive Officer or delegate.
 - (6) The President and Chief Executive Officer shall refer the original application forthwith to the Chair of the Credentials Committee.
 - (7) Each application shall be considered by the Medical Advisory Committee, which shall make a recommendation thereon in writing to the Board within sixty (60) days from the date of the application.
 - (8) The Hospital and the Medical Advisory Committee shall deal with the application in accordance with the Public Hospitals Act and the procedure set out in subsection 11.1(1) to (7) and 11.2(1) to (13) of this By-law.

10.2.2 CRITERIA FOR APPOINTMENT TO THE EXTENDED CLASS NURSING STAFF

- (1) Only an applicant qualified to practise as a Registered Nurse in the Extended Class and who holds a current, valid Annual Registration Payment Card as a Registered Nurse in the Extended Class with the College of Nurses of Ontario and is not an employee of the Hospital is eligible to be a member of and appointed to the Extended Class Nursing Staff of the Hospital.
- (2) The applicant will have:
 - (a) an Annual Registration Payment Card as a Registered Nurse in the Extended Class with the College of Nurses of Ontario;
 - (b) a demonstrated ability to provide patient care at an appropriate level of quality and efficiency;
 - (c) a demonstrated ability to communicate, work with and relate to all members of the Extended Class Nursing Staff, Professional Staff, Dental staff and Hospital staff in a co-operative and professional manner;
 - (d) a demonstrated ability to communicate and relate appropriately with patients and patients' relatives;
 - (e) a willingness to participate in the discharge of staff obligations appropriate to his or her membership group;
 - (f) adequate training and experience for the privileges requested;

- (g) evidence of appropriate protection coverage for practice as a Registered Nurse in the Extended Class satisfactory to the Board; and
 - (h) a report on, among other things, the experience, competence and reputation of the applicant from the Chief of Staff in the last hospital or facility in which the applicant trained or held an appointment, if possible, or where such report is not available, a report from any other physician where the physician has had direct knowledge of the Registered Nurse in the Extended Class experience, competence and reputation.
- (3) The applicant must agree to govern himself in accordance with the requirements set out in this By-law, the Rules of the Hospital and the Hospital policies.
 - (4) The applicant must indicate to the Credentials Committee adequate control of any significant physical or behavioural impairment that affects skill, attitude, judgement or patient care.
 - (5) There is a need for the services in the community.

10.2.3 TERM

Each appointment to the Extended Class Nursing Staff shall be for one (1) year, but shall continue to be in effect until the Board has made appointments for the ensuing year.

10.3 RE-APPOINTMENT

10.3.1 APPLICATION FOR RE-APPOINTMENT AND PERFORMANCE REVIEW

- (1) Upon recommendation by the Medical Advisory Committee, the Board shall establish and approve a process for the annual performance review of each member of the Extended Class Nursing Staff.
- (2) Each year each member of the Extended Class Nursing Staff shall make a written application for re-appointment to a group of the Extended Class Nursing Staff of the Hospital in the prescribed form.
- (3) Where a member of the Extended Class Nursing Staff has applied for re-appointment, the Chief of Staff shall conduct a review of the applicant's performance for the past year in accordance with the prescribed process as established in subsection 10.3.1(1), and shall make a written report to the Medical Advisory Committee in respect of the applicant's performance for the past year.
- (4) The application for re-appointment to a group of the Extended Class Nursing Staff of the Hospital shall be processed in the same manner as set out in section 10.2.1.

10.3.2 CRITERIA FOR RE-APPOINTMENT TO THE EXTENDED CLASS NURSING STAFF

In order to be eligible for re-appointment, the applicant shall:

- (a) continue to meet the criteria set out at section 10.2.2; and
- (b) have demonstrated an appropriate use of Hospital resources.

10.3.3 REFUSAL TO RE-APPOINT

In a manner consistent with the provisions of the Public Hospitals Act and in accordance with the Regulations thereunder, the Board may refuse to re-appoint a member of the Extended Class Nursing Staff.

10.4 MID-TERM ACTION

- (1) In a manner consistent with the Public Hospitals Act and in accordance with the Regulations thereunder and by this By-law, the Board at any time may revoke or suspend any appointment of a Registered Nurse in the Extended Class or dismiss, suspend, restrict or otherwise deal with the privileges of the member.
- (2) Mid-term action in respect of a member of the Extended Class Nursing Staff shall be processed in accordance with, and in the same manner provided in Article 11 of this By-law.

10.5 EXTENDED CLASS NURSING STAFF GROUPS

10.5.1 EXTENDED CLASS

Extended Class Nursing Staff may be divided into the following groups:

- (a) courtesy; and
- (b) locum tenens.

10.5.2 COURTESY EXTENDED CLASS NURSING STAFF

The Board may grant a Registered Nurse in the Extended Class, who is not an employee of the Hospital, an appointment to the courtesy Extended Class Nursing Staff to register patients in the Hospital to diagnose, prescribe for or treat such patients.

10.5.3 LOCUM TENENS EXTENDED CLASS NURSING STAFF

- (1) The Medical Advisory Committee upon the request of a member of the Extended Class Nursing Staff may recommend the appointment of a locum tenens as a planned replacement for that Registered Nurse in the Extended Class for a specified period of time.
- (2) A locum tenens shall:
 - (a) register patients in the Hospital to diagnose, prescribe for or treat such patients; and
 - (b) work under the counsel and supervision of a member of the Active Professional Staff or courtesy Extended Class Nursing Staff who has been assigned this responsibility by the Chief of Staff or delegate.

10.6 EXTENDED CLASS NURSING STAFF DUTIES

10.6.1 EXTENDED CLASS

- (1) Each member of the Extended Class Nursing Staff is accountable to and shall recognize the authority of the Board through and with the Chief of Staff and the President and Chief Executive Officer.

- (2) Each member of the Extended Class Nursing Staff:
 - (a) may register a person as an patient for purposes of diagnosing, prescribing for or treating patients in the Hospital;
 - (b) shall notify the President and Chief Executive Officer of any change in the class of registration on the Annual Registration Payment Card from the College of Nurses of Ontario;
 - (c) may give such instruction as is required for the education of other members of the Extended Class Nursing Staff, Professional Staff, Dental Staff and Hospital staff;
 - (d) shall abide by the Rules of the Hospital, this By-law, the Public Hospitals Act and the Regulations thereunder and all other legislated requirements;
 - (e) shall co-operate with:
 - (i) the Chief of Staff and the Medical Advisory Committee,
 - (ii) the President and Chief Executive Officer;
 - (f) shall perform such other duties as may be prescribed from time to time by, or under the authority of the Board, the Medical Advisory Committee or the Chief of Staff.

10.6.2 MONITORING ABERRANT PRACTICES

Where any member of the Medical Staff, Dental Staff, Extended Class Nursing Staff or Hospital staff believes that a member of the Extended Class Nursing Staff is attempting to exceed his or her privileges or is temporarily incapable of providing a service that he or she is about to undertake, the belief shall be communicated immediately to the Chief of Staff and the President and Chief Executive Officer.

10.6.3 VIEWING THERAPEUTIC ACTIONS OR PROCEDURES

Any therapeutic action or procedure performed in the Hospital may be viewed without the **permission of a member of the Extended Class Nursing Staff by the Chief of Staff or delegate.**

10.7 MEETINGS

10.7.1 ATTENDANCE BY EXTENDED CLASS NURSING STAFF AT PROFESSIONAL STAFF MEETINGS

A member of the Extended Class Nursing Staff may attend Professional Staff meetings, but shall not be eligible to vote at a Professional Staff meeting.

10.8 EXTENDED CLASS NURSING STAFF ELECTED OFFICERS

10.8.1 ELIGIBILITY TO HOLD A PROFESSIONAL STAFF OFFICE

A member of the Extended Class Nursing Staff is not eligible to hold an office of the Professional Staff.

ARTICLE 11

THE MEDICAL ADVISORY COMMITTEE AND BOARD PROCESS FOR APPLICATIONS, RE-APPLICATIONS AND CHANGES IN PRIVILEGES

11.1 THE MEDICAL ADVISORY COMMITTEE MEETING

- (1) In the case of an application for appointment, reappointment or change in privileges, within sixty (60) days from the date of the application, the Medical Advisory Committee shall give written notice to the Board and the applicant or member, as the case may be, of its recommendation.
- (2) In the case of midterm action, within fourteen (14) days from the date of the Medical Advisory Committee meeting, the Medical Advisory Committee shall give written notice to the Board and the member of its recommendation.
- (3) The notice referred to in subsection (1) and (2) shall:
 - (a) include the written reasons for the recommendation; and
 - (b) inform the applicant or member, as the case may be, that he or she is entitled to a hearing before the Board if a written request is received by the Board and the Medical Advisory Committee within seven (7) days of the receipt by the applicant or member, as the case may be, of the written reasons under clause (a).
- (4) The time period to provide the written notice required in subsection (1) or (2) may be extended, if, prior to the expiry of the time period, the Medical Advisory Committee gives written notice to the Board and the applicant or member, as the case may be, that the final recommendation cannot yet be made and provides written reasons therefore.
- (5) Service of a notice to the applicant or member may be made personally or by registered mail addressed to the person to be served at his or her last known address and, where the notice is served by registered mail, it shall be deemed that the notice was served on the third day after the day of mailing unless the person to be served establishes that he or she did not, acting in good faith, through absence, accident, illness or other cause beyond his or her control receive it until a later date.
- (6) Where the applicant or member does not require a hearing by the Hospital Board, the Hospital Board may implement the recommendation of the Medical Advisory Committee.
- (7) Where the applicant or member requires a hearing by the Hospital Board, the Hospital Board shall appoint a place and a time for the hearing.
- (8) Where the member continues in his or her duties at the Hospital and the Chief of Staff believes the member's work should be scrutinized, the applicant or member's work shall be scrutinized in a manner to be determined by the Chief of Staff.
- (9) If at any time it becomes apparent that the member's conduct, performance or competence is such that it exposes, or is reasonably likely to expose patient(s) to harm or injury and immediate action must be taken to protect the patients, then

the procedures under immediate measures in an emergency situation shall be invoked.

11.2 THE BOARD HEARING

- (1) A hearing by the Board 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 member of the Professional Staff be restricted, suspended or revoked or an appointment be revoked and the member requests a hearing.
- (2) The Board will name a place and time for the hearing.
- (3) In the case of immediate suspension or revocation of privileges, the Board hearing shall be held within seven (7) days of the date the applicant or members requests the hearing under section 11.2(1). In the case of non-immediate suspension or revocation of privileges, subject to subsection 11.2(4), the Board hearing will be held as soon as practicable but not later than twenty eight (28) days after the Board receives the written notice from the member or applicant requesting the hearing.
- (4) The Board may extend the time for the hearing date if it is considered appropriate.
- (5) The Board will give written notice of the hearing to the applicant or member and to the Medical Advisory Committee at least five (5) days before the hearing date.
- (6) The notice of the Board hearing will include:
 - (a) the place and time of the hearing;
 - (b) the purpose of the hearing;
 - (c) a statement that the applicant or member and Medical Advisory Committee will 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, call witnesses and tender documents in evidence in support of his or her case;
 - (e) a statement that the time for the hearing may be extended by the Board on the application of any party; and
 - (f) a statement that if the applicant or member does not attend the meeting, the Board may proceed in the absence of the applicant or member, and the applicant or member will not be entitled to any further notice in 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, prior to the hearing, any written or documentary evidence that will be produced, or any reports the contents of which will be used in evidence.
- (9) Members of the Board holding the hearing will not have taken part in any investigation or consideration of the subject matter of the hearing and will 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 will be based exclusively on evidence admissible or matters that may be noticed under the *Statutory Powers Procedure Act*.
- (11) No member of the Board will participate in a decision of the Board pursuant to a hearing unless they are present throughout the hearing and heard the evidence and argument of the parties and, except with the consent of the parties, no decision of the Board will be given unless all members so present participate in the decision.
- (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, but not limited to, the considerations set out in sections 8.7.2, 8.7.5 and 8.8 respectively.
- (13) A written copy of the decision of the Board will be provided to the applicant or member and to the Medical Advisory Committee.
- (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 (3rd) 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 12 THE MEDICAL ADVISORY COMMITTEE AND BOARD PROCESS FOR MID-TERM ACTION

12.1 NON-IMMEDIATE MID-TERM ACTION

12.1.1 PRELIMINARY STEPS IN MID-TERM REVIEW

Criteria for Initiation

- (1) Mid-term action may be initiated wherever the member is alleged to have engaged in, made or exhibited acts, statements, demeanour or professional conduct, either within or outside of the Hospital, and the same exposes, or is reasonably likely to expose patients to harm or injury, or the same is, or is reasonably likely to be, detrimental to patient safety or to the delivery of quality patient care within the Hospital, or the same is, or is reasonably likely to be, detrimental to Hospital operations, or the same is, or is reasonably likely to constitute abuse; or the same results in the imposition of sanctions by the professional College; or the same is contrary to the By-laws, Hospital policies, the rules, the Public Hospitals Act or the regulations made thereunder or any other relevant law or legislated requirement.

Initiation

- (2) Where information is provided to the President and Chief Executive Officer or Chief of Staff, which raises concerns about any of the matters in section 12.1.1(1), the information shall be in writing and shall be directed to the President and Chief Executive Officer or Chief of Staff.
- (3) If either of the President and Chief Executive Officer or Chief of Staff receives information about the conduct, performance or competence of a member, he or she shall inform the other individual.

Initial Interview

- (4) An interview shall be arranged with the member.
- (5) The member shall be advised of the information about his or her conduct, performance or competence and shall be given a reasonable opportunity to present relevant information on his or her own behalf.
- (6) A written record shall be maintained reflecting the substance of the interview and copies shall be sent to the member, the President and Chief Executive Officer and the Chief of Staff.
- (7) If the member fails or declines to participate in the interview after being given a reasonable opportunity, the appropriate action may be initiated.

Investigation

- (8) The Chief of Staff or President and Chief Executive Officer shall determine whether a further investigation is necessary.

- (9) The investigation may be assigned to an individual(s) within the Hospital, the Medical Advisory Committee, a body within the Hospital other than the Medical Advisory Committee, or an external consultant.
- (10) Upon completion of the investigation, the individual or body who conducted the investigation will forward a written report to the President and Chief Executive Officer and Chief of Staff. The member should be provided with a copy of the written report.
- (11) The Chief of Staff and President and Chief Executive Officer shall review the report and determine whether any further action may be required.

12.1.2 REQUEST TO THE MEDICAL ADVISORY COMMITTEE FOR RECOMMENDATION FOR MID-TERM ACTION

- (1) Where it is determined that further action may be required and the matter relates to the dismissal, suspension or restriction of a member's Hospital privileges and/or the quality of medical care or dental care in the Hospital, the matter shall be referred to the Medical Advisory Committee who shall make a recommendation to the Board.
- (2) All requests for a recommendation for mid-term action must be submitted to the Medical Advisory Committee in writing and supported by reference to the specific activities or conduct, which constitute grounds for the request.
- (3) Where the matter is referred to the Medical Advisory Committee, a copy of any reports made by a body or consultant with respect to the matter shall be forwarded to the Medical Advisory Committee.
- (4) The Medical Advisory Committee may initiate further investigation itself, establish an Ad Hoc Committee to conduct the investigation, refer the matter to an external consultant, dismiss the matter for lack of merit or determine to have a meeting of the Medical Advisory Committee.
- (5) Where the Medical Advisory Committee establishes an Ad Hoc Committee to conduct the investigation or refers the matter to an external consultant, that individual or body shall forward a written report of the investigation to the Medical Advisory Committee as soon as practicable after the completion of the investigation.
- (6) Upon completion of its own investigation or upon receipt of the report by the body that conducted the investigation, as the case may be, the Medical Advisory Committee may either dismiss the matter for lack of merit or determine to have a meeting of the Medical Advisory Committee.
- (7) Within twenty-one (21) days after receipt by the Medical Advisory Committee of the request for a recommendation for mid-term action, unless deferred, the Medical Advisory Committee shall determine whether a meeting of the Medical Advisory Committee is required to be held.
- (8) If additional time is needed for the investigative process, the Medical Advisory Committee may defer action on the request. The Medical Advisory Committee must act within thirty (30) days of the deferral.

- (9) If the Medical Advisory Committee determines that there is merit to proceed to a Medical Advisory Committee meeting, then the member is entitled to attend the meeting.

12.1.3 THE MEDICAL ADVISORY COMMITTEE MEETING

- (1) At least fourteen (14) days prior to the Medical Advisory Committee meeting the member and the Medical Advisory Committee shall be given written notice of the Medical Advisory Committee meeting. The notice shall include:
 - (a) the time and place of the meeting;
 - (b) the purpose of the meeting;
 - (c) a statement that the member will be provided with a statement of the matter to be considered by the Medical Advisory Committee together with any relevant documentation;
 - (d) a statement that the member is entitled to attend the Medical Advisory Committee meeting and to participate fully, to answer all matters considered by the Medical Advisory Committee and to present documents and witnesses;
 - (e) a statement that the parties are entitled to bring legal counsel to the meeting and consult with legal counsel, but that the legal counsel will not be entitled to participate in the meeting; and
 - (f) a statement that in the absence of the member, the meeting may proceed.
- (2) The Medical Advisory Committee secretary shall provide the member with a short but comprehensive statement of the matter to be considered by the Medical Advisory Committee, together with any relevant documentation, including any reports and other documentation, which will be reviewed at the meeting.
- (3) At the meeting of the Medical Advisory Committee, a record of the proceeding shall be kept in the minutes of the Medical Advisory Committee meeting.
- (4) The member involved shall be given full opportunity to answer each ground as well as to present documents and witnesses if so desired.
- (5) Where the Medical Advisory Committee determines that the matter has no merit, this shall be noted in the minutes of the Medical Advisory Committee.
- (6) Where the Medical Advisory Committee determines that the matter has merit, the Medical Advisory Committee shall make a recommendation to the Hospital Board.
- (7) Where the Medical Advisory Committee considers the matter at the Medical Advisory Committee meeting, then the procedure set out herein at subsections 12.1 and 12.2 of this By-law are to be followed.

12.2 IMMEDIATE MID-TERM ACTION IN AN EMERGENCY SITUATION

12.2.1 IMMEDIATE STEPS

- (1) Where the conduct, performance or competence of a member exposes, or is reasonably likely to expose patient(s) to harm or injury and immediate action must be taken to protect the patients and no less restrictive measure can be taken, the Chief of Staff or President and Chief Executive Officer, may immediately and temporarily suspend the member's privileges, with immediate notice to the President and Chief Executive Officer, or delegate, and pending a Medical Advisory Committee meeting and a hearing by the Hospital Board.
- (2) The Chief of Staff shall immediately notify the member, the Medical Advisory Committee, and the Hospital Board of his or her decision to suspend the member's privileges.
- (3) Arrangements, as necessary, shall be made by the Chief of Staff or his or her delegate for the assignment of a substitute physician to care for the patients of the suspended member.
- (4) Within forty-eight (48) hours of the suspension, the individual who suspended the member shall provide the member and Medical Advisory Committee with written reasons for the suspension and copies of any relevant documentation or records.

12.2.2 THE MEDICAL ADVISORY COMMITTEE MEETING

- (1) The Medical Advisory Committee shall set a date for a meeting of the Medical Advisory Committee to be held within five (5) days from the date of the suspension to review the suspension and to make recommendations to the Hospital Board.
- (2) As soon as possible, and in any event, at least forty-eight (48) hours prior to the Medical Advisory Committee meeting, the Medical Advisory Committee shall provide the member with a written notice of:
 - (a) the time and place of the meeting;
 - (b) the purpose of the meeting;
 - (c) a statement of the matter to be considered by the Medical Advisory Committee together with any relevant documentation;
 - (d) a statement that the member is entitled to attend the Medical Advisory Committee meeting and to participate fully, to answer all matters considered by the Medical Advisory Committee and to present documents and witnesses;
 - (e) a statement that the parties are entitled to bring to the meeting and consult with legal counsel, but that the legal counsel will not be entitled to participate in the meeting; and
 - (f) a statement that, in the absence of the member, the meeting may proceed.
- (3) The member may request and the Medical Advisory Committee may grant a postponement of the Medical Advisory Committee meeting.

- (4) At the meeting of the Medical Advisory Committee, a record of the proceeding shall be kept in the minutes of the Medical Advisory Committee meeting.
- (5) The staff member shall be given full opportunity to answer each ground as well as present documents and witnesses if so desired.
- (6) Before deliberating on the recommendation to be made to the Hospital Board, the Chair shall require the member involved, and any other persons present who are not Medical Advisory Committee members, to retire. The Medical Advisory Committee shall not consider any matter or case to which they did not give the member a fair opportunity to answer.
- (7) The Medical Advisory Committee shall provide to the member within twenty-four (24) hours of the Medical Advisory Committee meeting written notice of:
 - (a) the Medical Advisory Committee's recommendation and the written reasons for the recommendation; and
 - (b) the member's entitlement to a hearing before the Hospital Board.
- (8) The Medical Advisory Committee shall provide to the Hospital Board within twenty-four (24) hours of the Medical Advisory Committee meeting written notice of the Medical Advisory Committee's recommendation.

12.2.3 THE BOARD HEARING

- (1) The Hospital Board names a place and time for the hearing.
- (2) The Hospital Board hearing shall be held within seven (7) days of the date of receipt of the member of the Medical Advisory Committee's recommendation and written reasons.
- (3) The Hospital Board shall provide written notice of the Hospital Board hearing to the member and to the Chair (or substitute) of the Medical Advisory Committee at the earliest possible opportunity and in any event, at least seventy-two (72) hours prior to the date of the hearing.
- (4) The notice of the Hospital Board hearing shall include:
 - (a) the date, time and place of the hearing;
 - (b) the purpose of the hearing;
 - (c) a statement that the member of the 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 report, the contents of which will be given in evidence at the hearing;
 - (d) a statement that the member may proceed in person or be represented by counsel, and that in his or her absence the Hospital Board may proceed with the hearing and that the member will not be entitled to any further notice of the proceeding;

- (e) a statement that the member may call witnesses and tender documents in evidence in support of his or her case; and
- (f) the time for the hearing may be extended by the Hospital Board.
- (5) The parties of the Hospital Board hearing are the Member, the Medical Advisory Committee, and such other persons as the Hospital Board may specify.
- (6) The member requiring a hearing before the Hospital Board shall be afforded an opportunity to examine, prior to the hearing, any written or documentary evidence that will be produced, or any report the contents of which will be given in evidence at the hearing.
- (7) Members of the Hospital Board holding the hearing shall not have taken part in any investigation or consideration of the subject matter of the hearing before 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 of his or her representative, except upon notice to and an opportunity for all parties to participate.
- (8) The findings of fact of the Hospital Board pursuant to a hearing shall be based exclusively on evidence admissible or matters that may be noticed under sections 15 and 16 of the *Statutory Powers Procedure Act*.
- (9) The Hospital Board shall consider only the reasons of the Medical Advisory Committee that have been given to the member in support of its recommendation. There through error or inadvertence, certain reasons have been omitted in the statement delivered to the member, the Hospital Board may consider those reasons only if those reasons are given by the Medical Advisory Committee in writing to both the applicant or member and the Hospital Board and the member is given a reasonable time to review the reasons and to prepare a case to meet those additional reasons.
- (10) No member of the Hospital Board shall participate in a decision of the Hospital Board pursuant to a hearing unless he or she was present throughout the hearing and heard the evidence and argument of the parties and, except with the consent of the parties, no decision of the Hospital Board shall be given unless all members so present participate in the decision.
- (11) The Hospital Board shall make a decision to either follow or not follow the recommendation of the Medical Advisory Committee.
- (12) A written copy of the decision of the Hospital Board and the written reasons for the decision shall be provided to the member and to the Medical Advisory Committee secretary.
- (13) Service of the notice of the decision and the written reasons to the member may be made personally or by registered mail addressed to the member at his or her last known address and, where the notice is served by registered mail, it shall be deemed that the notice was served on the third day after the day of mailing unless the person to be served establishes that he or she did not, acting in good faith, through absence, accident, illness or other cause beyond his or her control received it until a later date.

ARTICLE 13 PROGRAMS

13.1 OCCUPATIONAL HEALTH AND SAFETY PROGRAM

- (1) There shall be an Occupational Health and Safety Program for the Hospital, pursuant to the regulation under the *Public Hospitals Act*.
- (2) The program referred to in subsection 13.1(1) shall include procedures with respect to:
 - (a) a safe and healthy work environment in the Hospital;
 - (b) the safe use of substances, equipment and medical devices in the Hospital;
 - (c) safe and healthy work practices in the Hospital;
 - (d) the prevention of accidents to persons on the premises of the Hospital; and
 - (e) the elimination of undue risks and the minimizing of hazards inherent in the Hospital environment.
- (3) The person designated by the President and Chief Executive Officer to be in charge of Occupational Health and Safety in the Hospital shall be responsible to the President and Chief Executive Officer, through the Chief Nursing Officer, for the implementation of the Occupational Health and Safety Program.
- (4) The President and Chief Executive Officer shall report to the Board as necessary on matters in respect of the Occupational Health and Safety Program.

13.2 HEALTH SURVEILLANCE PROGRAM

- (1) There shall be a Health Surveillance Program for the Hospital, pursuant to the regulations under the *Public Hospitals Act*.
- (2) The program referred to in subsection 13.2(1) shall:
 - (a) be in respect of all persons carrying on activities in the Hospital; and
 - (b) include a Communicable Disease Surveillance Program.
- (3) The person designated by the President and Chief Executive Officer to be in charge of Health Surveillance in the Hospital shall be responsible to the President and Chief Executive Officer, for the implementation of the Health Surveillance Program.
- (4) The President and Chief Executive Officer shall report to the Board as necessary on matters in respect of the Health Surveillance Program.

13.3 FRENCH LANGUAGE HEALTH SERVICES

- (1) Recognizing the official status of two of the linguistic groups served by the West Nipissing General Hospital and believing that clients derive significant benefits in being able to communicate in their own language with those who take care of

them, the West Nipissing General Hospital is committed to meeting its obligations under the French Language Services Act by providing services in French to the clients, caregivers and the public.

- (2) A French Language Services policy will establish the basic principles for the delivery of health care services in both official languages at West Nipissing General Hospital in the District of Nipissing.
- (3) The Accessibility Committee will oversee the development and implementation of a plan for the provision of French Language Services in accordance with its mandate.
- (4) (In order to reflect the bilingual nature of the District of Nipissing, the number of Francophones on the Board of Directors will reflect the proportion of Francophones in the community.
- (5) The Board of the West Nipissing General Hospital will take all reasonable steps to ensure that organizational structure and policies are in place to enable WNGH to carry out its operations in compliance with the French Language Services Act.
- (6) The Board delegates authority to the Senior Leadership Team to adopt policies applicable to the operations of West Nipissing General Hospital to ensure that the agency is in compliance with the French Services Act.
- (7) The Senior Leadership Team will report annually to the Board on the French Language Implementation Report as required by and submitted to the Local Health Integration Network (Ontario Health).

ARTICLE 14 ORGAN DONATION

Pursuant to the *Public Hospitals Act* - Hospital Management R.R.O. 1990, Regulation 965, the Board shall approve procedures to encourage the donation of organs and tissues including:

- (a) procedures to identify potential donors;
- (b) procedures to make potential donors and their families aware of the options of organ and tissue donations; and
- (c) shall ensure compliance with the Trillium Gift of Life Network (TGLN) Act.

ARTICLE 15 RECORDS

15.1 RETENTION OF WRITTEN STATEMENTS

The President and 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 pursuant to the regulations under the *Public Hospitals Act*.

15.2 CORPORATE RECORDS

The Corporation shall maintain corporate records in accordance with the Act.

ARTICLE 16 SIGNING OFFICERS

Any one of the Chair or Vice-Chair together with any one of the Treasurer or President and Chief Executive Officer shall jointly sign on behalf of the Corporation and affix the Corporate Seal to all contracts, agreements, conveyances, mortgages, or other documents, as may be required by law or as authorised by the Board. The Board may from time to time by resolution direct the manner in which and the person or persons by whom any particular instrument or class of instruments or document may or shall be signed.

ARTICLE 17 AUDITOR

17.1 Appointment of Auditor

Subject to the Act, the Members shall, at each annual meeting, appoint an auditor or a person to conduct a review engagement of the Corporation, who shall hold office until the close of the next annual meeting or pass an extraordinary resolution to dispense with an auditor or to have a review engagement. If an appointment is not made and the Members do not pass an extraordinary resolution to have a review engagement or dispense with an audit, then the incumbent auditor continues in office until a successor is appointed.

17.2 Removal of Auditor

- (a) Subject to the Act, the Members may by Ordinary Resolution passed at a special meeting, remove any auditor or a person appointed to conduct a review engagement before the expiration of the term of office in accordance with the Act and may elect a replacement to fill such vacancy. Where the Members do not fill the vacancy, the Directors may do so in accordance with section 20.3.
- (b) The Corporation shall give the auditor at least two (2) days to prepare a statement giving reasons opposing the auditor's removal. The auditor shall provide any such statement to the Board. Any such statement provided by the auditor shall be included in the notice of the meeting called to remove the auditor.

17.3 Vacancy in the Office of Auditor

Subject to the Articles and the Act, the Board shall immediately fill any vacancy in the office of Auditor or a person appointed to conduct a review engagement.

17.4 Remuneration of Auditor

The remuneration of the auditor may be fixed by Ordinary Resolution of the Members, or if not so fixed, shall be fixed by the Board.

17.5 Auditor Rights and Duties

The auditor shall have the rights and privileges as set out in the Act and shall perform the audit function as prescribed therein.

ARTICLE 18
FISCAL YEAR OF THE CORPORATION

The fiscal year of the corporation shall end with the 31st day of March in each year.

ARTICLE 19 RULES OF ORDER

Any question of procedure at or for any meetings of the Corporation, of the Board, of the Professional Staff, or of any committee, which have not been provided for in this By-law, by the Ontario *Not-for-Profit Corporations Act*, by the *Public Hospitals Act* or Regulations thereunder, or the Rules of the Hospital, shall be determined by the Chair of the Board or Committee as the case may be, in accordance with Kerr, M. K. & King, H. W., (1996) (3rd edition), *Procedures for Meetings and Organizations*. Carswell Legal Publications.

The Board may, from time to time, make such Rules as it may deem necessary or desirable in connection with the management of the business and affairs of the Board and the conduct of the Directors and officers, provided however that any such Rule shall be consistent with the provision of this By-law, the Ontario *Not-for-Profit Corporations Act*, the *Public Hospitals Act*, and other applicable law.

ARTICLE 20 AMENDMENTS

20.1 AMENDMENTS TO BY-LAWS

- (1) Subject to the Act and the Articles, as applicable, the Board of Directors may make, amend or repeal any By-Law that regulates the activities or affairs of the Corporation.
- (2) Where it is intended to pass or amend the By-laws at a meeting of the Board:
 - (a) written notice of such intention shall be sent by the Secretary to each Director , the notice of such bylaws change(s) shall be posted on the Board web portal not less than seven (7) days before the meeting.
 - (b) If, the notice of intention required by clause 20.1(2)(a) is not provided, any proposed By-laws or amendments to the By-laws may nevertheless be moved at the meeting and discussion and voting thereon adjourned to the next meeting, for which no notice of intention need be given.
- (3) Subject to clause 20.1(4)(a) and except as otherwise provided in the Act, any such By-Law, amendment or repeal shall be effective from the date of approval by the Board, or such further time as may be specified in the motion, until the next Meeting of Members, where it may be confirmed, rejected or amended by Ordinary resolutions of the Members.
- (4) A By-law or an amendment to a By-law passed by the Board shall be presented for confirmation at the next annual meeting or to a special meeting of the members of the Corporation called for that purpose. The notice of such annual meeting or special meeting shall refer to the By-law or amendment to be presented.
 - (a) The members at the annual meeting or at a special meeting may confirm the By-law as presented or reject or amend it, and if rejected it thereupon ceases to have effect and if amended it takes effect as amended.
- (5) In any case of rejection, amendment, or refusal to approve a By-law or part of a By-law in force and effect in accordance with any part of this section, no act done or right acquired under any such By-law is prejudicially affected by any such rejection, amendment or refusal to approve.

20.2 PROFESSIONAL STAFF, DENTAL STAFF, AND EXTENDED CLASS NURSING STAFF AMENDMENTS

- (1) Prior to submitting the By-law or amendments thereto, to the process established in section 20.1, the following procedures shall be followed:
 - (a) notice specifying the proposed By-law or amendments thereto shall be posted;
 - (b) the Professional Staff, Dental Staff and Extended Class Nursing Staff shall be afforded an opportunity to comment on the proposed By-law or amendments thereto; and

- (c) the Medical Advisory Committee shall make recommendations to the Board concerning the proposed By-law or amendments thereto.

**ARTICLE 21
SEAL**

The seal of the Corporation shall be in the form impressed hereon

