

BY-LAW



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BY-LAW OF WINDSOR REGIONAL HOSPITAL

(hereinafter referred to as the “Corporation”)

PREAMBLE

WHEREAS the purposes¹ of the Corporation are as follows:

- (a) To establish, equip, staff, maintain, operate and conduct, on one or more sites, a public hospital as defined by the *Public Hospitals Act*, as that Act exists on the date this amalgamation comes into effect, and other facilities and undertakings to provide programs of patient care, health care, community health and related services.
- (b) To conduct programs of education and research in the field of health care either itself or in association with others.
- (c) To operate and maintain a laboratory, research facility, pharmacy, physiotherapy facility or dispensary.
- (d) To participate in all phases of education pertaining to health care, including specifically the education of physicians, dentists, nursing staff and paramedical personnel.

AND WHEREAS the Board of the Windsor Regional Hospital deems it expedient that all By-Laws of the Corporation heretofore enacted be cancelled and revoked and that the following By-Law be adopted for regulating the affairs of the Corporation;

NOW THEREFORE BE IT ENACTED and it is hereby enacted that all By-Laws of the Corporation heretofore enacted be cancelled and revoked and that the following By-Law be substituted in lieu thereof.

ARTICLE 1. DEFINITIONS, INTERPRETATION AND PROCEDURE

1.01 Definitions

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

- (a) “Act” means the *Not-for-Profit Corporations Act*, 2010 (Ontario) and, where the context requires, includes the regulations made under it;
- (b) “Admitting and Procedural Privileges” means the privileges granted to members of the Medical, Dental, Extended Class Nursing and Midwifery Staff related to the admission of in-patients, registration of out-patients, and the diagnosis, assessment and treatment of in-patients and out-patients in the Corporation;
- (c) “Affiliation Agreement” means the agreement between Windsor Regional Hospital and the Universities regarding their joint relationship with respect to patient care, teaching, and research;

¹ NFPCA s.8(1).

- (d) “Articles²” means any document or instrument that incorporates a corporation or modifies its incorporating document or instrument, including articles of incorporation, restated articles of incorporation, articles of amendment³, articles of amalgamation, articles of arrangement, articles of continuance, articles of dissolution, articles of reorganization, articles of revival, Letters Patent or a special act;
- (e) “Associates” in relation to an individual means the individual’s parents, siblings, spouse, partner, children or the spouse or partner of any previously listed person(s), and includes any organization, agency, company or individual (such as a business partner) with a formal relationship to the individual;
- (f) “Balanced Scorecard Indicators” means the performance metrics approved by the Board to measure key operational activities in the Corporation to ensure that the Corporation’s performance is aligned with the Corporation’s desired financial, quality and safety objectives in respect of achieving the Corporation’s vision and strategic objectives;
- (g) “Board” means the Board of the Directors of the Corporation;
- (h) “By-Law” means any By-Law of the Corporation from time to time in effect, including this By-Law;
- (i) “Certification” means holding a certificate in a medical, surgical, dental or midwifery specialty issued by any professional body recognized by the Board after consultation with the Medical Advisory Committee;
- (j) “Chair” means the Director elected by the Board to serve as Chair of the Board and Members of the Corporation;
- (k) “Chief Executive Officer” means, in addition to ‘administrator’ as defined in section 1 of the *Public Hospitals Act*, the President and Chief Executive Officer of the Corporation;
- (l) “Chief Nursing Executive” means the senior employee appointed by the process established by the Chief Executive Officer and responsible to the Chief Executive Officer for the nursing functions and practices in the Corporation;
- (m) “Chief of Staff” means the Physician appointed by and responsible to the Board for quality of medical care, diagnosis and treatment, and reporting regularly to the Board on the work and recommendations of the Medical Advisory Committee and its component parts and subcommittees; and to the Medical Advisory Committee on the decisions and Policies of the Board;
- (n) “Clinical Responsibilities” means those activities related to the delivery of patient care, diagnosis and treatment within the Corporation;
- (o) “College” means the relevant regulatory body, as the case may be, the College of Physicians and Surgeons of Ontario (“CPSO”), the Royal College of Dental Surgeons of Ontario, the College of Midwives of Ontario, or the College of Nurses of Ontario;

² NFPCA s.1(1).

³ NFPCA s.207(1).

- (p) “College of Family Physicians” means the College of Family Physicians of Canada, the national examining and certifying body for family medicine practitioners in Canada and accrediting family medicine training programs in Canada;
- (q) “Conflict of Commitment” arises when a Professional Staff member’s external activities or commitments that are not contemplated in the agreement, paid or unpaid, interfere with their primary teaching, research and Clinical Responsibilities to the Corporation because they detract from rather than enhance the Professional Staff member’s ability to meet their responsibilities to the Corporation;
- (r) “Conflict of Interest” includes, without limitation, the following areas that may give rise to a conflict of interest for any Director or Professional Staff member, namely:
 - (i) Pecuniary or financial interest – a Director or Professional Staff member is said to have a pecuniary or financial interest in a decision when the Director or Professional Staff member or their Associates stands to gain by that decision, either in the form of money, benefit, gifts, favours, gratuities or other special considerations;
 - (ii) Benefit – A Director or Professional Staff member is said to have received a benefit when the Director or Professional Staff member or their Associates receives any benefit, directly or indirectly, from:
 - (A) a supplier to whom the Director or Professional Staff member refers Corporation patients or their patients specimens; or
 - (B) a supplier who sells or otherwise supplies any medical goods or services to the Corporation’s patients;
 - (iii) Undue influence/divided loyalties – a Director’s participation or influence in Board decisions that selectively and disproportionately benefits particular Departments, and/or services, agencies, companies, organizations, municipal or professional groups or patients from a particular demographic, geographic, political, socio-economic or cultural group is a violation of the Director’s entrusted responsibility to the Corporation’s stakeholders at large;
 - (iv) Adverse interest – a Director or Professional Staff member is said to have an adverse interest to the Corporation or Medical Advisory Committee or its committees when the Director or Professional Staff member is a party to a claim, application or proceeding against the Corporation; or
 - (v) Personal relationship – a Director or Professional Staff member has or may be perceived to have personal interests that are inconsistent with those of the Corporation, creating conflicting loyalties;
- (s) “Corporation” means the Windsor Regional Hospital with Head Office located in Windsor, Ontario;
- (t) “Credentials Committee” means the City Wide Joint Credentials Committee, a subcommittee of the Medical Advisory Committee tasked with reviewing all applications and reapplications for privileges or changes in privileges at the Hospital and as centralized and harmonized with Hôtel-Dieu Grace Healthcare;
- (u) “Dean” means the Dean of the Schulich School of Medicine and Dentistry;

- (v) “Dental Staff” means:
 - (i) the Oral and Maxillofacial Surgeons to whom the Board has granted the privilege of diagnosing, prescribing or treating patients in the Corporation; and
 - (ii) the Dentists to whom the Board has granted the privilege of attending patients in the Corporation in co-operation with a member of the Medical Staff;
- (w) “Dentist” means a dental practitioner in good standing with the Royal College of Dental Surgeons of Ontario;
- (x) “Department” means an organizational unit of the Professional Staff in the Corporation to which members with a similar field of practice have been appointed, and where relevant, the corresponding department of the Schulich School of Medicine and Dentistry;
- (y) “Department Chief” means the Physician appointed by the Board to be responsible for the professional standards and quality of medical care, diagnosis and treatment rendered by the members of that Department in the Corporation;
- (z) “Director” means a person who is on the Board of Directors;
- (aa) “Disruptive Behaviour”/“Unprofessional Behaviour” occurs when the use of inappropriate words, or actions and inactions by a Professional Staff member interferes with their ability to collaborate, or may interfere with, the delivery of quality health care or the safety or perceived safety of others, including *patient or workplace safety*⁴ and/or staff recruitment, retention⁵ and the cost of providing health care to patients. “Disruptive Behaviour” or “Unprofessional Behaviour” is further defined in the “Creating a Safer Workplace – Professional Staff Member Complaint Management Policy”;
- (bb) “Excluded Person” means:
 - (i) any person providing supplies or services or their affiliates and any Director, owner, operator, major shareholder, or senior executive (as well the Associates of such person(s)) of such person(s) if such person(s):
 - (A) is under contract with the Corporation;
 - (B) has responded to a request for proposals issued by the Corporation in the previous fiscal year; or
 - (C) intends to submit a proposal during the term of office of the Director;
 - (ii) any member of the Professional Staff or an Associate of such person(s) other than the members of the Medical Staff appointed to the Board pursuant to the Public Hospitals Act;

⁴ The definition of “Disruptive Behaviour” is taken from the CPSO “Physician Behaviour in the Professional Environment” Policy (reviewed and updated: May 2016) as modified by the italicized language, which has been added to reflect the Jury’s recommendations in Dupont.

⁵ The conclusions of The Joint Commission as set out in the Sentinel Event Alert, July 2008 entitled “Behaviours that Undermine a Culture of Safety”.

- (iii) any employee of the Corporation or an Associate of such person(s) other than the Chief Executive Officer;
- (iv) any member of the Professional Staff;
- (v) any person who lives in the same household as a member of the Professional Staff or an employee of the Corporation;
- (vi) any person who is not an individual;
- (vii) any person who is under 18 years old;
- (viii) any person who has been found under the Substitute Decisions Act, 1992 or under the Mental Health Act to be incapable of managing property;
- (ix) any person who has been found to be incapable by any court in Canada or elsewhere;
- (x) any person who has the status of bankrupt; and
- (xi) any person who has been convicted of an indictable offence;
- (cc) “ex-officio” means membership “by virtue of the office” and includes all rights, responsibilities, and power to vote unless otherwise specified;
- (dd) “Extended Class Nurses” means those registered nurses in the extended class to whom the Board has granted privileges to diagnose, prescribe for or treat out-patients in the Corporation;
- (ee) “Extended Class Nursing Staff” means those registered nurses in the extended class in the Corporation who are not employed by the Corporation and to whom the Board has granted privileges to diagnose, prescribe for or treat patients in the Hospital;
- (ff) “Fellowship” means a membership in a professional medical or dental College recognized by the Board after consultation with the Medical Advisory Committee;
- (gg) “Head Office” means 1995 Lens Avenue, Windsor ON N8W 1L9;
- (hh) “Head of Service” means the Physician, Dentist or Midwife appointed by a Department Chief to take responsibility for a defined Hospital Service within a Department;
- (ii) “Hospital” means the Corporation;
- (jj) “Hospital Auxiliary” means the volunteer services organization located at the Hospital, known as the Windsor Regional Hospital Auxiliary;
- (kk) “HSAA” means the Hospital Service Accountability Agreement entered into between the Corporation and Ontario Health;
- (ll) “Impact Analysis” means a study conducted by the Chief Executive Officer or designate, in consultation with the Chief of Staff and Department Chiefs, to determine the impact upon the resources of the Corporation of the proposed or continued appointment of any person to the Professional Staff;
- (mm) “In-Camera” means a meeting that is held in private and is not open to the public;
- (nn) “Indemnified Person” has the meaning ascribed to that term in section 6.09 of this By-Law;

- (oo) “Legislation” means relevant statutes and regulations that govern the provision of health care to patients of the Corporation, including without limitation the *Broader Public Sector Accountability Act, 2010*, the *Child and Family Services Act (Ontario)*, the *Corporations Act (Ontario)*, the *Dentistry Act (Ontario)*, the *Excellent Care for All Act (Ontario)*, the *Freedom of Information and Protection of Privacy Act (Ontario)*, the *Health Care Consent Act (Ontario)*, the *Health Insurance Act (Ontario)*, the *Medicine Act (Ontario)*, the *Mental Health Act (Ontario)*, the *Midwifery Act (Ontario)*, the *Not-for-Profit Corporations Act, 2010 (Ontario)*, the *Nursing Act (Ontario)*, the *Public Hospitals Act (Ontario)*, the *Personal Health Information Protection Act (Ontario)*, the *Quality of Care Information Protection Act, 2004 (Ontario)*, the *Occupational Health and Safety Act (Ontario)*, the *People’s Health Care Act, 2019*, the *Workplace Safety and Insurance Act (Ontario)*, the *Regulated Health Professions Act (Ontario)*, the *Substitute Decisions Act (Ontario)*, and the *Commitment to the Future of Medicare Act*;
- (pp) “Letters Patent” means the corporate charter and any subsequently issued supplementary letters patent issued by the Lieutenant Governor of Ontario;
- (qq) “Management” means the employees of the Corporation who hold executive management positions, report to the Chief Executive Officer and/or the Chief Operating Officer and are responsible for the management of the activities of the Corporation;
- (rr) “Medical Staff” means those Physicians who are appointed by the Board and who are granted privileges to practice medicine in the Corporation;
- (ss) “Member” means as set out in section 2.01 of this By-Law;
- (tt) “Midwife” means a midwife in good standing with the College of Midwives of Ontario;
- (uu) “Midwifery Staff” means those Midwives who are appointed by the Board and who are granted privileges to practice midwifery in the Corporation;
- (vv) “MOHLTC” means the Ministry of Health and Long-Term Care;
- (ww) “Oral and Maxillofacial Surgeon” means those members of the Dental Staff who hold a specialty certificate from the Royal College of Dental Surgeons of Ontario authorizing practice in oral and maxillofacial surgery;
- (xx) “patient” means, unless otherwise specified, any in-patient or out-patient of the Hospital;
- (yy) “Patient Safety Indicators” means the patient safety indicators that relate to any or all of the following: diagnosis of hospital acquired infections and activities undertaken to reduce hospital acquired infections or mortality, identified by the MOHLTC as part of their patient safety agenda that hospitals are required to disclose publicly through their public web sites or such other means as the MOHLTC may direct;
- (zz) “Performance Improvement Targets” means the performance improvement targets set out in the quality improvement plan;
- (aaa) “Performance Metrics” means the Board approved organization performance metrics that provide an overview of the organization performance in achieving financial, quality, safety, and human resource targets including without limitation, the Performance Improvement Targets, Balanced Scorecard Indicators, Patient Safety Indicators, wait times indicators and such other performance metrics that the Board may approve from time to time;

- (bbb) “Physician” means a medical practitioner in good standing with the College of Physicians and Surgeons of Ontario;
- (ccc) “Policies” or “Policy” means the administrative, medical and professional policies of the Corporation;
- (ddd) “Practitioner” means a Physician, Dentist, Extended Class Nurse or Midwife appropriately licensed by their College;
- (eee) “Privileges” or “privileges” means the clinical services and involvement in education and research which the Board has granted to a member of the Medical, Dental, Extended Class Nursing and Midwifery Staff;
- (fff) “Professional Staff” includes the respective members of the Dental Staff, Extended Class Nursing Staff, Midwifery Staff and Medical Staff;
- (ggg) “Professional Staff Appointment” means the appointment of a Professional Staff member to a Department in the Corporation within the categorization of active, associate, courtesy, temporary, honorary, honorary with assisting privileges, consulting, probationary, term, senior active or clinical staff;
- (hhh) “Professional Staff Association” means the organized body of voting members of the Medical Staff of the Corporation, as prescribed by the *Public Hospitals Act*;
- (iii) “Program Medical Director” means the means the Physician accountable to the Vice-President of a Program through the Chief Executive Officer responsible for the administration and operations of a Program within the Hospital;
- (jjj) “*Public Hospitals Act*” means the *Public Hospitals Act* (Ontario) and, where the context requires, includes the regulations made under it;
- (kkk) “Regional Partners” means the health care institutions and agencies within the Southwest Region with whom the Corporation has developed collaborative relationships for the provision of patient care, and education and research;
- (III) “Resource Plan” means the plan developed by the Chief Executive Officer in conjunction with the Medical Advisory Committee, Universities, Ontario Health, and Regional Partners, based on the mission, vision, and strategic plan of the Corporation and on the regional needs of the community, which provides information and future projections of this information with respect to the management and appointment of Physicians, Dentists, Midwives, and special professional staff who are or may become members of the Professional Staff. The plan will incorporate the outcome of the clinical services plan or other clinical planning exercises that may be undertaken from time to time;
- (mmm) “Royal College” means the Royal College of Physicians and Surgeons of Canada, the national examining and certifying body for medical specialists in Canada and for accrediting Canadian specialty training programs in Canada;
- (nnn) “Rules and Regulations” means the Professional Staff Rules and Regulations and Policies governing the practice of the Medical, Dental, Extended Class Nursing and Midwifery Staff in the Corporation both generally and within a particular Department;
- (ooo) "Secretary/Treasurer of the Professional Staff" is the Secretary/Treasurer of the Professional Staff duly elected pursuant to this By-Law;

- (ppp) "Service" means a unit of Physicians responsible for providing a defined Hospital service within a Department of the Corporation;
- (qqq) "Specialist" means a Practitioner with either a Certification or Fellowship;
- (rrr) "Students" means students duly enrolled in any of the faculties or schools of the Universities, including undergraduates, graduate students, post-graduates (residents), fellows and post-doctoral fellows;
- (sss) "Supervisor" means a Physician, Dentist or Midwife, as the case may be, who is assigned the responsibility to oversee the work of another Physician, Dentist, Midwife or Extended Class Nurse respectively, unless otherwise provided for in this By-Law;
- (ttt) "Universities" means Western and UW;
- (uuu) "UW" means University of Windsor located in Windsor, Ontario; and
- (vvv) "Western" means The University of Western Ontario located in London, Ontario.

1.02 Interpretation

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

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

1.03 Procedure

- (a) All meetings of the Board and its committees must comply with the Corporation's policy respecting open and closed corporate meetings.
- (b) In exceptional circumstances, a director may be allowed, as the context requires and as is permitted by the By-Law or Rules and Regulations of the Corporation, to participate in a meeting of the Board or of a committee of the Board by means of telephone conference, provided all persons participating in the meeting can communicate adequately with each other during the meeting. A person participating in such a meeting by such means is deemed for the purposes of the Act and this By-Law, to be present at the meeting. It is recognized that participation by telephone conference is the exception and every effort must be made to attend and participate in person.

- (c) The business arising at any meeting of the Corporation, the Board or any committee established pursuant to this By-Law shall be decided by a majority of votes unless otherwise required by statute, provided that:
- (i) unless otherwise specified, each Member, each Director and each committee member shall be entitled to one (1) vote at any meeting of the Corporation, Board or committee, respectively;
 - (ii) in accordance with the *Public Hospitals Act*, no Member shall be entitled to vote by proxy at a meeting of the Corporation, i.e., all Members must attend annual and/or special meetings of the Corporation in person or via telephone or electronic means⁶ in order to be eligible to vote;
 - (iii) votes shall be taken in the usual way, by show of hands or by oral communication where participation is by telephone conference, among all Members, Directors and committee members present and, in the event of a tie, the motion is lost, except that at a meeting of the Members, the chair is entitled to cast a vote;
 - (iv) a Member shall not be entitled to cast a negative vote in respect of a motion to elect a Director or Board officer;
 - (v) a motion to elect the Directors and Board officers by acclamation shall require a mover and seconder and one vote cast by the chair of the meeting;
 - (vi) after a vote has been taken on any question, the chair of the meeting may require, or any person entitled to vote on the question may demand, a poll thereon. A poll so required or demanded shall require approval of the meeting, on motion. If approved, the poll shall be taken in such manner as the chair of the meeting shall direct. A demand for a poll may be withdrawn at any time prior to the taking of the poll. Upon a poll, each individual present in person and entitled to vote at such meeting shall have one (1) vote and the result of the poll shall be the decision of the Members, the Board or the committee, as the case may be; and
 - (vii) whenever a vote by show of hands shall have been taken on a question, unless a poll is required or demanded, a declaration by the chair of the meeting 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 that without proof of the number or proportion of the votes recorded in favour of or against such resolution, vote or motion.
- (d) Any questions of procedure at or for any meetings of the Corporation, of the Board, or of any committee that have not been provided for in a Board policy or in this By-Law or by the Act shall be determined by the Chair of the meeting in accordance with *Nathan's Company Meetings*.

ARTICLE 2. MEMBERS

2.01 Members

The Members of the Corporation shall be, ex-officio, the elected Directors of the Corporation.

⁶ NFPCA s.53(4).

2.02 Withdrawal

A Member may withdraw from the Corporation by delivering a written resignation to the Secretary of the Board.

2.03 Termination or Discipline of Members

- (a) The interest of a Member in the Corporation is not transferable and lapses and ceases to exist⁷:
- (i) upon death, resignation or termination of the Member;
 - (ii) violating any provision of the Articles, By-Law, or written Policies of the Corporation;
 - (iii) carrying out any conduct which may be detrimental to the Corporation or
 - (iv) for any other reason as determined by the Board in its sole and absolute discretion;
 - (v) in the event that the Member ceases to meet the qualifications set out for membership in this By-Law, such determination to be made in the absolute sole discretion of the Board; or
 - (vi) when the person ceases to be a Director of the Corporation.
- (b) In the event that the Board determines that a Member should be expelled or suspended from membership in the Corporation, the Chair, or such other officer as may be designated by the Board, shall provide fifteen (15) days' notice of suspension or termination to the Member and shall provide reasons for the proposed suspension or expulsion. The Member may make written submissions to the Chair, or such other officer as may be designated by the Board, in response to the notice received, within such fifteen (15) day period. In the event that no written submissions are received by the Chair, the Chair or such other officer as may be designated by the Board, may proceed to notify the Member that the Member is suspended or expelled from membership in the Corporation. If written submissions are received in accordance with this section, the Board will consider such submissions in arriving at a final decision and shall notify the Member concerning such final decision within a further fifteen (15) days from the date of receipt of the submissions⁸.
- (c) A Member of the Corporation who claims to be aggrieved because they were disciplined or because their membership was terminated may apply to the court for an order that the court thinks fit⁹.

⁷ NFPCA s.51.

⁸ NFPCA s.51(3).

⁹ NFPCA s.51(5).

ARTICLE 3. ANNUAL AND SPECIAL MEETINGS OF THE MEMBERS OF THE CORPORATION

3.01 Annual Meetings

The annual meeting of Members shall be held at the Head Office of the Corporation or at any place in Ontario as the Board determines between April 1st and July 31st in each year on a date fixed by the Board.

3.02 Special Meetings

- (a) The Board or the Chair may call a special meeting of the Corporation.
 - (b)
 - (i) 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, the Directors of the Corporation shall, subject to paragraph 3.02(c) below, call forthwith a special meeting of the members of the Corporation for the transaction of the business stated in the requisition¹⁰.
 - (ii) The requisition shall state the general nature of the business to be presented at the meeting and shall be signed by the requisitionists and be deposited at or delivered to the Head Office of the Corporation and may consist of several documents in like forms signed by one (1) or more requisitioners.
 - (c) If the Directors, acting in their sole and absolute discretion, determine that:
 - (i) the requisition meets the qualifications set out in paragraph 3.02(b), the Directors shall call and hold such meeting within twenty-one (21) days from the date of the deposit of the requisition that met the one-tenth (1/10th) threshold requirement; or
 - (ii)
 - (A) the requisition does not meet the qualifications set out in paragraph 3.02(b)¹¹; or
 - (B) the primary purpose of the requisition is to enforce a personal claim or redress a personal grievance against the Corporation or its Directors, officers, or Members; or
 - (C) the requisition does not relate in a significant way to the activities or affairs of the Corporation; or
 - (D) substantially the same requisition was submitted to Members in a notice of a meeting of the Members held not more than two (2) years before the receipt of the requisition and the requisition was defeated; or
 - (E) the rights conferred by this section are being abused to secure publicity,
- the Directors shall provide the requisitioning Members written notice of their determination not to call a meeting within twenty-one (21) days of the deposit of the requisition.

¹⁰ NFPCA s.55(8)(b).

¹¹ NFPCA s.56(6).

- (d) Subject to paragraph 3.02(c) above, if the directors do not within twenty-one (21) days from the date of the deposit of the requisition call and hold such meeting, any of the requisitions may call such meeting as nearly as possible in the manner as is set out in this section 3.02¹².

3.03 Notice

- (a) A printed, written or typewritten notice stating the day, hour and place of the meeting and the general nature of the business to be transacted shall be served either personally or by sending such notice to each Member entitled to notice of such meeting and to the auditor of the Corporation.
- (b) Such notice shall be sent by an appropriate means, which may include electronic transmission, at least ten (10) days and not more than fifty (50) days¹³ (exclusive of the day of sending the notice and the day for which notice is given) before the date of every meeting directed to such address of each such Member and of the auditor as appears on the books of the Corporation; or if no address is given therein, then to the last address of each such Member or auditor known to the Secretary. Notice of any meeting or any irregularity at any meeting or in the notice thereof may be waived by any Member or by the auditor of the Corporation.
- (c) In lieu of such notice, it is sufficient notice of any annual or special meeting of Members of the Corporation if notice is given by publication at least once a week for two successive weeks next preceding the meeting in a newspaper or newspapers circulated in the municipalities in which Members of the Corporation reside as shown by their addresses in the records of the Corporation.
- (d) Notice of any meeting where special business will be transacted shall contain sufficient information to permit the Member to form a reasoned judgement on the decision to be taken and the text of any special resolution to be submitted to the meeting¹⁴.

3.04 Omission of Notice

No unintentional or technical error or omission in giving notice of a meeting of Members of the Corporation may invalidate resolutions passed or proceedings taken at the meeting. Any Member may at any time waive notice of any such meeting and may ratify, approve and confirm any or all resolutions passed or proceedings taken at the meeting.

3.05 Voting

At all annual or special meetings, voting shall be determined in accordance with the process set out in paragraph 1.03(c).

¹² NFCA s.60(5).

¹³ NFPCA s.55(1).

¹⁴ NFPCA 55(8)(b).

3.06 Quorum

A quorum for any special or annual meeting of the Corporation shall be twelve (12) Members.

3.07 Chair of the Meeting

- (a) The chair of a meeting of the Corporation shall be:
 - (i) the Chair of the Board; or
 - (ii) the Vice-Chair of the Board, if the Chair is absent or is unable to act; or
 - (iii) a chair elected by the Members present if the Chair and Vice-Chair are absent or are unable to act. The Secretary shall preside at the election of the chair, but if the Secretary is not present, the Directors, from those present, shall choose a Director to preside at the election.
- (b) The Corporation's auditors, legal counsel and such other advisors, as may be deemed appropriate by the chair of the meeting or Board, may attend annual or special meetings of the Members of the Corporation.

3.08 Business at Annual Meetings

- (a) The business transacted at the annual meeting of the Corporation, in addition to the other business transacted, shall include:
 - (i) reading and/or the circulation and consideration of¹⁵:
 - (A) the minutes of the previous meeting;
 - (B) the report of the unfinished business from any previous meeting;
 - (C) the report of the Chair and the Chief Executive Officer on the affairs of the Corporation for the previous year;
 - (D) the report of the Treasurer on the financial statements of the Corporation;
 - (E) the report of the Chief of Staff;
 - (F) the report of the Finance/Audit and Resources Committee; and
 - (G) the report of the Governance/Nominating/Strategic Planning Committee;
 - (ii) appointment of the auditor of the Corporation; and
 - (iii) the election of Directors.

Any other items of business conducted at a meeting of the Members that requires a vote by the Members shall be deemed to be special business¹⁶.
- (b) No item of other business shall be considered at the annual meeting unless notice in writing of such item of special business:

¹⁵ NFPCA s.55(7).

¹⁶ NFPCA s.55(7).

- (i) has been given to the Members in accordance with section 3.03; or
- (ii) has been requisitioned by the Members and such requisition meets the qualifications set out in paragraphs 3.02(b) and (c).

3.09 Adjourned Meeting

- (a) If, within one half hour after the time appointed for a meeting of the Corporation, a quorum is not present, the meeting shall stand adjourned until a day within two weeks to be determined by the chair of the meeting provided at least three days' notice of the adjourned meeting shall be given in accordance to the provisions of section 3.03 above.
- (b) Any business may be brought before or dealt with at any adjourned meeting which might have been brought before or dealt with at the original meeting in accordance with the original notice.

3.10 Written Resolutions

A resolution signed by all the Members entitled to vote on that resolution at a meeting of the Members is as valid as if it had been passed at a meeting of the Member¹⁷.

3.11 Financial Year End

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

ARTICLE 4. BOARD OF DIRECTORS

4.01 Board Composition

- (a) The affairs of the Corporation shall be governed by a Board of Directors consisting of a maximum of twenty-four (24) Directors and a minimum of seventeen (17) Directors of whom¹⁸:
 - (i) Elected

A minimum of twelve (12) and a maximum of seventeen (17) shall be elected Directors.
 - (ii) Ex-Officio Non-Voting

The persons holding the following offices shall be ex-officio Directors and shall hold office until their successors are appointed in accordance with this By-Law:

 - (A) the Chief Executive Officer;
 - (B) the President of the Professional Staff Association;
 - (C) the Vice-Presidents of the Professional Staff Association;
 - (D) the Chief of Staff;

¹⁷ NFPCA s.59(1).

¹⁸ Consider the flexibility of fixing the size of board by special resolution NFPCA s.22(2).

- (E) Chief Nursing Executive; and
 - (F) subject to Board approval, the Associate Dean, Schulich Medicine and Dentistry, Windsor Program.
- (b) The number of elected Directors shall be fixed from time to time by at least a two-thirds (2/3) vote of the Directors.¹⁹

4.02 Qualification of Directors

Excluded Persons are disqualified from being a director of the Corporation.²⁰

4.03 Term of Office Restrictions

- (a) Subject to paragraph (c) below, no person may serve as an elected Director for more terms than will constitute nine (9) consecutive or cumulative years of service (including the unexpired term if the Director was appointed to fill a mid-term vacancy); provided however, that following a break in the continuous service of at least three (3) years the same person may be eligible to serve as a Director.
- (b) Subject to paragraph (c) below, no Director may serve as Chair, Vice-Chair, Treasurer or Secretary of the Board, for longer than two (2) consecutive years; provided however, that following a break in continuous service of at least eleven (11) months, the same person may be eligible for re-election or reappointment to any office.
- (c)
 - (i) The restriction for the term of office in paragraph (b) above does not apply to the office of the Secretary of the Board when such position is held by the Chief Executive Officer or other employee of the Corporation.
 - (ii) The Chair, the Vice-Chair and the Immediate Past-Chair are exempt from this section if such individuals are progressing through these offices of the Board.
 - (iii) If a Director shall be proceeding through the Senior Offices of the Ontario Hospital Association or Canadian Hospital Association, that Director shall be exempt from this section provided that such exemption shall be reviewed annually by the Board.
 - (iv) Notwithstanding the restriction for the term of office contained in paragraph 4.03(b) above, if a vacancy occurs at any time in the office of the Chair, Vice-Chair, Treasurer or Secretary, the Board may appoint any other elected Director to fill the vacancy until the next annual meeting, including, for greater certainty, any Director who would otherwise be prohibited from serving by paragraph 4.03(b) above.

4.04 Vacancy and Termination of Office

- (a) The office of a Director shall be vacated:

¹⁹ NFPCA s.22(2).

²⁰ NFPCA s.23(1).

- (i) if the Director at any time fails to meet the qualifications set out in section 4.02;
 - (ii) where the Board, in its discretion, declares the Director's seat vacant because the Director is absent, without valid explanation, for three (3) consecutive meetings of the Board, or because the Director is absent for one-third (1/3) or more of the meetings of the Board in any twelve (12) month period;
 - (iii) if the Director, by notice in writing to the Corporation, resigns office, which resignation shall be effective at the time it is received by the Secretary of the Board or at the time specified in the notice, whichever is later;
 - (iv) if a Director knowingly fails to comply with the *Public Hospitals Act*, the Act, the Corporation's Articles, By-Law, Rules and Regulations, Policies and procedures, including without limitation, the confidentiality, Conflict of Interest and standard of care requirements set out in this By-Law and the Code of Business Conduct and Ethics; or
 - (v) if the Director dies;
 - (vi) If at a special meeting of the Members, be terminated by a simple majority resolution²¹ of the Members:
 - (A) if a Director's conduct is determined to be detrimental to the Corporation²²; or
 - (B) for any other reason that the Members consider to be reasonable, having regard to the purpose of the Corporation.
- (b) If a vacancy occurs at any time among the Directors either by:
- (i) a resignation, or
 - (ii) by death, or
 - (iii) removal in accordance with paragraph 4.04(a) above; or
 - (iv) by any other cause,
- such vacancy may be filled by a qualified person elected by the Board, following consideration of the Governance/Nominating Committee's recommendation, to serve until the next annual meeting.
- (c) At the next annual meeting in addition to the election of Directors to fill the vacancies caused by expiry of Directors' terms, the meeting shall elect an additional Director to fill the unexpired term created by any vacancy referred to in paragraph 4.04(a) above.

²¹ NFPCA s.25(1).

²² NFPCA s.56(6).

4.05 Conflict of Interest

- (a) The Conflict of Interest provision applies to every Member who is a member of the Board of Directors or a committee thereof and its provisions apply at meetings of the Board of Directors and committees thereof.
- (b) Subject to paragraph 4.05(c), every Member who, either on their own behalf or while acting for, by, with, or through another, has any material²³ interest, direct or indirect, perceived or actual in any proposed material matter, contract or transaction or a material matter, contract or transaction with the Corporation shall declare their interest and the nature and extent of such interest at a meeting of the Directors at which the proposed material matter, contract or transaction or a material matter, contract or a transaction is the subject of consideration and shall not be present at, or take part in, the deliberations or vote on any question with respect to the proposed material matter, contract or transaction or the material matter, contract or transaction. The interests of any Associate of the Member shall be deemed for the purposes of this By-Law to be an interest of a Member.
- (c)
 - (i) A Member of the Corporation may have interests with stakeholders of the Corporation which may appear to be a Conflict of Interest. The Board recognizes that where the perceived conflicts related to non-profit stake-holders/partners that share common goals with the Corporation that the benefits of having such members on the Board outweigh the potential difficulties relating to the perceived or actual Conflict of Interest.
 - (ii) The benefits include:
 - (A) reflection of the operational reality of the inter-relationship that the Corporation has with key stakeholders/partners that is critical to the Corporation achieving its mission and vision; and
 - (B) increased capacity of the Board because it leads to fuller and more informed deliberation on issues that have cross-organizational implications.
 - (iii) For reasons reviewed above, notwithstanding provision to the contrary contained in paragraph 4.05(b) of this By-Law, where a member has an actual or perceived Conflict of Interest relating to a not-for-profit partner or stakeholder, the Board member shall be entitled to be present at and take part in the deliberations with respect to the proposed material matter, contract or transaction or material matter but shall not be entitled to vote.
- (d) In the case of a proposed material matter, contract or transaction, the Member shall determine the interest at the meeting of the Board of Directors during which the question of entering into the material matter, contract or transaction is first considered. If the Member is not present at such meeting or an interest has been acquired after such meeting, the Member shall make a declaration and otherwise comply with paragraph 4.05(b) or (c), as the case may be, hereof at the first meeting of the Board of Directors attended by the Member after acquiring such interest.

- (e) Consistent with privacy legislation, a Member serving in the Board committee structure shall annually give a general notice listing all firms and businesses which may have business dealings with the Corporation, the notice indicating interest directly or indirectly, and stating that the Member is to be regarded as interested in any material matter, contract or transaction made or to be made with such firms or businesses. The general notice shall be in writing and signed by the Member and given to the Secretary of the Board.
- (f) A Member who has declared an interest in a proposed material matter, contract or transaction or a material matter, contract or transaction and who has otherwise complied with paragraph (a) or (b) hereof shall not be accountable to the Corporation or its creditors for any profit resulting from such material matter, contract or transaction. The material matter, contract or transaction will not be voidable by reason only of the Member belonging to the Board of Directors or of the fiduciary relationship established thereby.
- (g) Every disclosure of interest under paragraphs (a) and (b) hereof shall be recorded in the minutes of the meeting of the Board of Directors by the Secretary of the Board.
- (h) The failure of a Member to comply with paragraphs (a) or (b) hereof does not itself invalidate any material matter, contract or transaction or the proceedings in respect of any proposed material matter, contract or transaction mentioned in paragraphs (a) or (b), but the material matter, contract or transaction, or the proceedings in respect of any proposed material matter, contract or transaction are voidable at the instance of the Corporation.
- (i) Where the number of Members who, by reason of the provisions of this section, are prohibited from participating in a meeting is such that at the meeting the remaining Members are not of sufficient number to constitute a quorum, then, notwithstanding any other provision in this By-Law, the remaining number of Members shall be deemed to constitute a quorum, provided such number is not less than three (3).

4.06 Confidentiality

- (a) Every Director, officer and employee of the Corporation shall respect the confidentiality of matters brought before the Board, keeping in mind that unauthorized statements could adversely affect the interests of the Corporation.
- (b) The Board shall give authority to one or more Directors, officers or employees of the Corporation to make statements to the news media or public about matters brought before the Board. Only those authorized by the Board shall make such statements.
- (c) Persons who do not comply with the confidentiality covenants may face appropriate disciplinary measures, including removal from the Board and/or the termination of a person's privileges or employment.

4.07 Responsibilities of the Board

The Board is responsible for the governance and management of the Corporation. The Board shall:

- (a) Strategic Planning:
 - (i) Ensure that a strategic planning process is undertaken with Board, employee and Professional Staff involvement and with eventual approval by the Board;
 - (ii) Organize the strategic planning process;

- (iii) Assign groups to undertake consultations and analysis and oversee any task groups conducting parts of the strategic assessment work;
 - (iv) Prepare or propose optional directions based on Board input;
 - (v) Make recommendations regarding the implementation of the strategic plan, and program plans as necessary to the Board;
 - (vi) Measure and monitor the implementation of the Hospital's strategic and program plans;
 - (vii) Provide feedback and direction regarding issues brought forward related to the implementation of either the Strategic or Program Plans;
 - (viii) Approve Indicators to ensure the strategic plan achieves targets, as scheduled;
 - (ix) Assist in the development of communication strategies for internal (e.g., staff, Physicians) and external (e.g., community partners, general public) stakeholders;
 - (x) Provide oversight to the Hospital's annual planning cycle; and
 - (xi) Evaluate opportunities and recommend partnerships and strategic alliances that improve health care services, enhance program performance, integrate service delivery in Windsor-Essex, and advance or support the Hospital's strategic plans.
- (b) Corporate Performance
- (i) Ensure there are systems in place to:
 - (A) identify principal risks to the Corporation including financial, quality and patient/workplace safety;
 - (B) implement systems to monitor, mitigate, decrease and respond to the principal risks, including without limitation implementing systems;
 - (C) oversee the implementation of internal control and management information systems which will allow the Board and Management to oversee the Corporation's achievement of the Performance Metrics;
 - (D) ensure processes are in place to monitor and continuously improve upon the Performance Metrics; and
 - (E) review regularly the functioning of the Corporation in relation to the objects of the Corporation as stated in the Articles, the By-Law, Legislation, and the HSAA.
- (c) Chief Executive Officer and Chief of Staff
- Provide for excellent leadership and management through the Chief Executive Officer and Chief of Staff positions.
- (i) Select the Chief Executive Officer. In doing so, the Board shall satisfy itself as to the integrity of the Chief Executive Officer.
 - (ii) Delegate responsibility for the management of the Corporation to the Chief Executive Officer and require accountability to the Board.

- (iii) Establish a Board policy for the performance evaluation and compensation of the Chief Executive Officer. The Policy shall ensure that:
 - (A) the Chief Executive Officer's performance evaluation and compensation are aligned with the Corporation meeting its Performance Indicator targets and Balanced Scorecard Indicators targets;
 - (B) all Board Members are provided an opportunity to provide input into the process; and
 - (C) the Board shall be required to approve any changes to the Chief Executive Officer's employment agreement or compensation.
- (iv) Select the Chief of Staff. In doing so, the Board shall satisfy itself as to the integrity of the Chief of Staff.
- (v) Delegate responsibility and authority to the Chief of Staff and require accountability to the Board.
- (vi) Establish a Board Policy for the performance evaluation and compensation of the Chief of Staff. The Policy shall ensure that the Chief of Staff's performance evaluation and compensation are aligned with the Corporation meeting its Performance Indicator targets and Balanced Scorecard Indicators targets.
- (d) Ensure Succession Planning
 - (i) Provide for Chief Executive Officer succession and define the process and composition of a selection committee.
 - (ii) Provide for Chief of Staff succession and define the process and composition of a selection committee.
 - (iii) Ensure that the Chief Executive Officer and Chief of Staff establish an appropriate succession plan for both executive management, Professional Staff leadership and allied health workers.
- (e) Ensure Oversight of Professional Staff
 - (i) Credential Professional Staff:
 - (A) make the final appointment, reappointment and Privilege decisions; and
 - (B) ensure the effectiveness and fairness of the credentialing process.
 - (ii) Ensure quality goals and performance indicators are developed for approval by the Board (using best practices and benchmarks) and monitor indicators of clinical outcomes, quality of service, patient safety and achievement of desired outcomes including without limitation the Patient Safety Indicators.
 - (iii) Provide oversight of the Professional Staff through and with the Medical Advisory Committee and Chief of Staff.
- (f) Build Relationships
 - (i) Build and maintain good relationships with the Corporation's key stakeholders including, without limitation, MOHLTC, Ontario Health, political leaders,

patients, employees, families, the Universities, other health service providers and other key stakeholders, Hospital Auxiliary, donors and the foundation.

- (g) Ensure Financial Viability
 - (i) Establish key financial objectives that support the Corporation's financial needs (including capital allocations and expenditures).
 - (ii) Ensure that optimal utilization of resources is a key focus and that the organization operates within its resource envelope.
 - (iii) Ensure that the organization undertakes the necessary financial planning activities so that resources are allocated effectively and within the parameters of the financial performance indicators.
- (h) Ensure Board Effectiveness
 - (i) Monitor Board members adherence to corporate governance principles and guidelines.
 - (ii) Measure the Board's own effectiveness and efficiency, including monitoring the effectiveness of individual Directors and Board officers and employing a process for Board renewal that embraces evaluation and continuous improvement.
 - (iii) Ensure ethical behaviour and compliance with laws and regulations, audit and accounting principles, Accreditation requirements and the By-Law.
- (i) Ensure Effective Communication and Community Relationships
 - (i) Hold bi-annual meetings with the community to discuss the Corporation's performance and issues of interest to the community. The Board shall coordinate the meetings with the community through the Community Advisory Council.
 - (ii) Promote effective collaboration and engagement between the Corporation and its community, particularly as it relates to organizational planning, mission and vision.
 - (iii) Establish a web site that shall be used to post financial, quality and patient/workplace performance indicators, including without limitation, the Balance Scorecard Indicators, the Performance Improvement Targets, wait times indicators, the Patient Safety Indicators, and Board minutes so as to promote Board accountability and transparency. The information on the web site shall be updated monthly.
- (j) Fund Raising
 - (i) Supports the Corporation's foundation in fund raising initiatives including donor cultivation activities.
- (k) Establish Programs Required under the *Public Hospitals Act*.
 - (i) Ensure that an occupational health and safety program, and a health surveillance program are established and require accountability on a regular basis.
 - (ii) Ensure that Policies are in place to encourage and facilitate organ procurement and donation.

4.08 Responsibilities of Individual Directors

In contributing to the achievement of the responsibilities of the Board as a whole, each Director shall:

- (a) adhere to the principles of governance set out in section 4.09 and the Corporation's mission, vision, and strategic plan;
- (b) act honestly and in good faith and make decisions that are in the best interests of the Corporation²⁴ having regard to all relevant considerations, including but not confined to, considering the impact of the Board's decisions on affected stakeholders including the patients and communities served, Ontario Health, the Government of Ontario and the Universities. In instances where the interests of the stakeholders conflict with each other or with the Corporation, the Directors must act in the best interests of the Corporation commensurate with the Corporation's duties as a responsible, well-intentioned public hospital. The Legislation, the HSAA and the Corporation's objects, mission, vision, values and strategic plan shall be used to guide the Directors' decision as to whether a decision is in the best interests of the Corporation;
- (c) work positively, co-operatively and respectfully as a member of the team with other Directors and with the Corporation's Management and staff;
- (d) respect and abide by Board decisions;
- (e) serve on at least one (1) standing committee;
- (f) regularly attend Board and committee meetings;
- (g) complete the necessary background preparation in order to participate effectively in meetings of the Board and its committees;
- (h) keep informed about:
 - (i) matters relating to the Corporation;
 - (ii) the health needs of the community served;
 - (iii) other health care services provided in the region; and
 - (iv) health preservation programs;
- (i) participate in initial orientation as a new Director and in ongoing Board education;
- (j) participate in an annual self and peer evaluation of the Board and individual members;
- (k) advise the Chair of any circumstances which result in the Director no longer meeting the qualifications set out in section 4.02;
- (l) comply with the Legislation, mission, vision, strategic plan, By-Law and Policies of the Corporation, including without limitation, the confidentiality, Conflict of Interest and Standards of Care provisions contained in this By-Law; and

- (m) represent the Board, when requested.

4.09 Principles of Governance

- (a) The Board is responsible for the governance and management of the Corporation.
- (b) The Board shall ensure that the Corporation provides outstanding care with compassion.
- (c) The Board shall ensure that the Corporation provides the best possible health care within the resources that are made available to it.
- (d) The Board serves the community in carrying out its responsibilities.
- (e) The Board shall work with Ontario Health to seek resources to meet the needs of the community served and shall ensure that the Corporation operates within its resources and monitors their efficient and effective use.
- (f) The Board and its individual members shall be sensitive to the needs of the communities served and will be sensitive to the diversity of the communities served in its decision making.
- (g) The Board shall establish a culture of open debate and forthright examination of all issues, and, when considering conflicting issues, shall act at all times in the best interests of the Corporation, while having regard for the needs of the community served. All ex-officio members shall also act at all times in the best interests of the Corporation, even when this may be in conflict with the interests of the parties they represent.
- (h) The Board shall provide strategic leadership to the Corporation in realizing its mandate, vision and core values, focusing its energy on matters of policy rather than day-to-day operations, and maintaining at all times a clear distinction between Board and staff roles.
- (i) The Board shall carry on its duties in accordance with the Corporation's Articles, By-Law and all applicable Legislation.
- (j) The Board is accountable to:
 - (i) its patients and communities served for:
 - (A) the quality of the care and safety of patients;
 - (B) operating in a fiscally sustainable manner within its resource envelope and utilizing its resources efficiently and effectively to fulfil the Hospital's mission in patient care, education and research;
 - (C) engaging the communities served when developing plans and setting priorities for the delivery of health care; and
 - (D) the appropriate use of community/donor contributions to the Hospital;
 - (ii) Ontario Health:
 - (A) building relationships and collaborating with Ontario Health, other health service providers, and the community to identify opportunities to integrate the services of the local health system for the purpose of providing appropriate, coordinated, effective and efficient services;

- (B) ensuring that the Corporation operates in a manner that is consistent with provincial plans, and its Hospital Service Accountability Agreement with Ontario Health;
 - (C) achieving the Performance Improvement Targets and measuring the Corporation's performance against accepted standards and best practices in comparable organizations;
 - (D) providing an evidence-based business plan in support of requests for resources to meet the Corporation's mission;
 - (E) informing Ontario Health, and where appropriate the communities served of any gaps between needs of the communities served and scope of services provided; and
 - (F) apprising Ontario Health and the communities served of Board policies and decisions which are required to operate within its Hospital Services Accountability Agreement;
- (iii) the Universities for:
- (A) providing an environment as an Academic Health Sciences Centre, which will facilitate education and training of undergraduate and post-graduate health professionals and the conduct of research as defined in the Affiliation Agreement;
- (iv) the Government of Ontario, government agencies and institutional partners for:
- (A) compliance with government regulations, policies and directions;
 - (B) implementation of directly mandated programs;
 - (C) implementation of approved capital projects;
 - (D) fulfilment of obligations under formal agreements and grants; and
- (v) its employees and professional staff for a safe workplace environment.

ARTICLE 5. GUIDELINES FOR NOMINATIONS OF DIRECTORS

5.01 Nominations to Board

Subject to this section and all other provisions of this By-Law, nominations for election as Director at the annual meeting of the Corporation may be made only in accordance with the following process:

- (a) The Governance/Nominating Committee will have responsibility for preparing an annual report to the Board with respect to Board vacancies and the Board's overall succession plan. The Board will ensure that Board members serving on this committee are not due for re-election.
- (b) The Governance/Nominating Committee shall, throughout the year, identify potential candidates for Directors and determine the willingness of such candidates to serve.

- (c) The Governance/Nominating Committee will prepare a list of recommended nominees for the Board. The list shall be accompanied by a written declaration signed by each nominee that the nominee will serve as a Director in accordance with this By-Law if elected.
- (d) In developing the list of recommended nominees the Governance/Nominating Committee will interview each candidate recommended so as to ensure their skills and experience are consistent with the Board member role description and the governance needs of the organization.
- (e) The Board will receive and review the list of recommended nominations, together with applications. The Guidelines for the nomination of Directors under section 5.02 should be considered by the Board in its determination of the appropriate candidates for election as a Director.
- (f) Notwithstanding any other provision of this By-Law, a member is entitled to nominate a person to be elected as Director at the annual meeting of the Corporation²⁵.

5.02 Guidelines for the Nomination of Directors

- (a) To ensure the membership of the Board reflects the breadth, depth and diversity of the community, the following principles, qualities and skills will guide the Governance/Nominating/Strategic Planning Committee when considering candidates for Board membership:
 - (i) the Board should be capable and experienced to lead the Corporation;
 - (ii) the membership of the Board and its committees should encompass both the universal competencies in Directors (paragraph 5.02(c)) and the collective competencies in Directors (paragraph 5.02(d)), while balancing the need to consider succession planning for the Board;
 - (iii) the membership of the Board should endeavour to have regard for the demographic, linguistic, cultural, economic, geographic, ethnic, religious and social characteristics of the catchment area served by the Corporation; and
 - (iv) the membership of the Board will use best efforts to ensure that there are two (2) French speaking Directors on the Board at any given time.
- (b) The Board should apply objective criteria in determining the appropriate candidates for election as a Director and, in doing so, shall review the Corporation's vision, strategic direction and goals and objectives for the upcoming three (3) years and shall require that an appropriate application for each of the candidates be completed, which application shall be objectively considered by the Board prior to developing its recommendations for the membership. In doing so, the Governance/Nominating-Committee shall consider identified universal, collective and specifically identified competencies that candidates should have.
- (c) The Governance/Nominating Committee should ensure that all Board members have the following universal competencies:
 - (i) Commitment and Effective Communication

Board members must:

- (A) make an active contribution at meetings and on behalf of the Board where required; and
- (B) demonstrate a willingness to devote the time necessary to board work, including orientation and education.

(ii) Integrity

Board members must have:

- (A) personal integrity to make decisions in a manner that is free of actual or perceived Conflict of Interest;
- (B) objectivity;
- (C) high ethical standards; and
- (D) respect for the views of others.

(iii) Analytical Decision Making

Board members must demonstrate:

- (A) a capacity for resolving difficult and complex issues;
- (B) an awareness and understanding of identified issues and proposed recommendations and impacts;
- (C) an ability to analyze situations and problems from a systems perspective; and
- (D) the capacity and ability to provide valued knowledge, experience and counsel to the Board, the Chief Executive Officer and Chief of Staff.

(iv) Strategic Leadership

Board members must have:

- (A) a commitment to the mission, vision, and strategic plan of the Corporation and its responsibilities to the MOHLTC and Ontario Health;
- (B) the capability to give leadership to the development of the Corporation;
- (C) the capability of exercising leadership and consensus building; and
- (D) the demonstrated ability to work as a member of a team and the ability to express a dissenting opinion in a constructive manner.

(v) Political Acumen

A Board member must understand:

- (A) the distinction between the strategic and policy role of the Board and the day-to-day operational responsibilities of Management;
- (B) the range of obligations and constraints imposed upon Directors of the Corporation; and

- (C) the unique cultural and support requirements of individuals and special communities.
- (d) The Governance/Nominating Committee should strive to ensure that the following collective competencies are present in the Board as a whole:
 - (i) previous or existing hospital board or committee experience;
 - (ii) a variety of leadership skills and abilities;
 - (iii) financial expertise;
 - (iv) a high level of leadership and/or executive experience;
 - (v) strategic planning experience;
 - (vi) experience in the health field; and
 - (vii) such other specific knowledge and/or experience that the Governance/Nominating Committee may identify from time to time.
- (e) The Governance/Nominating Committee shall maintain the matrix of the current Board members' skills, experience and demographic information and annually identify specific characteristics that should be sought in recruitment, given the Corporation's current matrix, strategic priorities and Board needs.
- (f) Current Board members whose terms are expiring are not entitled to automatically stand for re-election but must be considered in light of the manner in which they discharged their governance duties and responsibilities.
- (g)
 - (i) The Governance/Nominating Committee shall consider the above factors while balancing the need of ensuing ongoing expertise on the Board and the need to plan for the succession of the Board Director and officer positions.
 - (ii) The Hospital's strategic plan for Board succession planning specifically contemplates the progress of a person's expertise and experience as they progress from a lay person or Board committee, to a Board member, to the chair of a committee and ultimately Vice-Chair and/or Chair of the Board.

ARTICLE 6. OFFICERS OF THE BOARD AND OF THE CORPORATION

6.01 Officers

- (a) The Board shall elect the following officers at the first meeting immediately following the annual meeting:
 - (i) the Chair;
 - (ii) the Vice-Chair;
 - (iii) Treasurer; and
 - (iv) subject to paragraph (c) below, the Secretary.
- (b) The elected officers shall hold office until successors are elected at the first meeting immediately following the annual meeting of the following year or, in the event of a resignation, until a successor is elected at a special meeting of the Board.

- (c) The Chief Executive Officer may be the Secretary of the Board.
- (d) Ex-officio Directors shall be ineligible for election as Chair or Vice-Chair.
- (e) Upon the election of the Chair by the Board, the immediately preceding Chair will remain on the Board and shall serve as Immediate Past-Chair.

6.02 Duties of Chair

To fulfil the duties of the Chair of the Board, the Chair shall, without limitation, the following:

- (a) be knowledgeable of corporate governance practices, stay abreast of developments in corporate governance practices of other comparable corporations and lead the adoption of 'best practices' where appropriate to maintain a leadership level of governance practices at the Corporation;
- (b) in collaboration with the Chief Executive Officer and committee chairs, establish agendas that are aligned with the Board's roles and responsibilities and annual Board goals and work plan and preside over meetings of the Board. Facilitate and advance the business of the Board, ensuring that meetings are effective and efficient for the performance of governance work. Utilize a practice of referencing Board policies in guiding discussions in order to support the decision making processes of the Board. Ensure that a schedule of Board meetings is prepared annually;
- (c) in conjunction with the Chief Executive Officer, facilitate the effective and transparent interaction of Board members and Management;
- (d) in conjunction with the Chief Executive Officer, oversee the provision of adequate and timely information and notice of meetings to the Board;
- (e) ensure through the Finance/Audit and Resources Committee the appropriateness and quality of the Corporation's organizational performance reporting and benchmarking;
- (f) ensure that the Board monitors agreed upon performance indicators at each regularly scheduled Board meeting;
- (g) meet proactively with all Board members and seek their feedback on management performance, Board and committee effectiveness and other matters;
- (h) in conjunction with the Governance/Nominating Committee, assess performance of Directors collectively and individually and, where applicable, provide individual performance feedback to Board members;
- (i) in accordance with guidance from the Governance/Nominating Committee, approach candidates for Board membership;
- (j) provide feedback and input to the committee chairs on governance and other matters;
- (k) conduct regularly scheduled In-Camera sessions of the Board and call and conduct additional In-Camera sessions, including sessions that exclude non-management non-independent directors, as required and/or requested, and report the results of such meetings to the Chief Executive Officer as appropriate;
- (l) in conjunction with the Governance/Nominating Committee and the full Board, lead an evaluation of the Chief Executive Officer's and Chief of Staff's performance, and oversee the adequacy of succession plans in place for key management roles;

- (m) in conjunction with the Chair of the Governance/Nominating Committee, conduct the performance evaluation session of the Chief Executive Officer and communicate additional feedback as required;
- (n) set a high standard for Board conduct by modelling, articulating and upholding rules of conduct set out in the By-Law and the Policies;
- (o) intervene when necessary in instances involving Conflict of Interest, confidentiality and other Board Policies;
- (p) serve as the Board's central point of official communication with the Chief Executive Officer and, as such, develop a positive, collaborative relationship with the Chief Executive Officer, including acting as a sounding board for the Chief Executive Officer on emerging issues and alternative courses of action;
- (q) preside at all meetings of the Board;
- (r) unless otherwise provided in this By-Law, appoint from amongst the elected members of the Board the chairs of all committees of the Board, with the consent of the Board;
- (s) be responsible for the naming of Directors and non-directors to committees not otherwise provided for in the By-Law, or the Policies of the Corporation, with the consent of the Board;
- (t) report to each annual meeting of the Members concerning the operations of the Corporation;
- (u) represent the Corporation at public or official functions;
- (v) ensure that the actions of the Board are in accordance with the Corporation's goals and priorities and the Board's own goals;
- (w) report regularly and promptly to the Board of Directors, issues that are relevant to its governance responsibilities;
- (x) be responsible for ensuring that elected Directors who are not discharging their responsibilities in an appropriate manner are removed from the Board;
- (y) be an ex-officio member of all committees of the Board; and
- (z) perform such other duties as may from time to time be determined by the Board.

6.03 Duties of Vice-Chair

- (a) The Vice-Chair of the Board shall have all the powers and perform all the duties of the Chair in the absence or disability of the Chair and any other duties assigned by the Board.
- (b) In the absence of the Chair, the Vice-Chair shall sign such contracts, documents or instruments in writing as require the Chair's signature and shall have other powers and duties as may from time to time be assigned to this office by the Board of Directors.
- (c) The Vice-Chair will Chair a standing committee of the Board.
- (d) In the ordinary course, a Director shall serve as a Vice-Chair before becoming Board Chair.

6.04 Duties of Secretary

The Secretary of the Board shall:

- (a) attend meetings of the Board and meetings of such committees of the Board as the Board may direct, but shall only count towards quorum if they are present;
- (b) keep a record of the minutes of all meetings;
- (c) keep a roll of names and addresses of the members of the Board;
- (d) attend to correspondence;
- (e) prepare all reports required under any Act or regulation of the Province of Ontario;
- (f) be the custodian of all minute books, documents and registers of the Corporation required to be kept by the provisions of the Act;
- (g) be the custodian of the seal of the Corporation;
- (h) sign such contracts, documents or instruments in writing as require the Secretary's signature;
- (i) give all notices required to be given to the Members and to the members of the Board of Directors;
- (j) keep copies of all testamentary documents and trust instruments by which benefits are given to the use of the Corporation and provide the office of the Public Guardian and Trustee in accordance to the provisions of the *Charities Accounting Act* (Ontario);
- (k) be the custodian of the books of account and accounting records of the Corporation required to be kept by the provisions of the Act; and
- (l) have such other powers and duties as may from time to time be assigned to the Secretary by the Board of Directors or as are incident to this office.

6.05 Duties and Qualifications of the Treasurer

- (a) The Treasurer shall, without limitation:
 - (i) be the custodian of the Corporation's books of account and accounting records as required by the provisions of the Act or otherwise by law;
 - (ii) submit a financial report to the Board at each regular meeting, indicating the financial position of the Corporation on a timely basis and the Board's position in respect of the Performance Metrics;
 - (iii) submit an annual audited financial report to the Board and Corporation of the financial operations of the Corporation; and
 - (iv) perform such other duties as may from time to time be determined by the Board.
- (b) In order to stand for nomination for Treasurer, a Board member shall have:
 - (i) at least one year of experience as a member of the Finance/Audit and Resources Committee, and
 - (A) an accounting degree, or

- (B) experience as the chief executive officer or chief financial officer of an organization, or
 - (C) experience as the owner/operator/manager of a business, or
 - (D) actual experience in administering budgets;
 - (ii) an understanding of organization and corporate structure; and
 - (iii) the ability to be available at various times.
- (c) The Board may appoint the Corporation's Chief Financial Officer as the Treasurer.

6.06 Duties of Immediate Past-Chair

The Immediate Past-Chair shall perform such other duties as may from time to time be assigned by the Board.

6.07 Honorary Chairs

The Board may, from time to time, appoint persons from amongst its membership or former membership to the office of Honorary Chair in recognition of outstanding and meritorious service to the Corporation by such persons, and they shall be deemed to be senior advisors to the Board and may be consulted from time to time upon matters coming before the Board.

6.08 Protection of Directors, Officers and Committee Members

- (a) Except as otherwise provided in the Act, no Director, officer, or member of any committee appointed or authorized by the Board shall be liable to the Corporation or to the Members for the acts, receipts, neglect or default of any other Director, officer, employee or committee member, or for joining in any receipt or other act for conformity, or for any loss, damage or expense suffered or incurred by the Corporation through the insufficiency or deficiency of title to any property acquired by order of the Board for or on behalf of the Corporation or for the insufficiency or deficiency of any security or upon which any of the monies of the Corporation shall be invested, or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person with whom any of the monies, securities or effects of the Corporation shall be deposited, or for any loss occasioned by any error of judgement or oversight on their part, or for any other loss, damage or misfortune whatever which shall occur in the execution of the duties of their office or in relation thereto unless the same is occasioned by their own wilful neglect or default or by their dishonest, fraudulent or criminal act.
- (b) Directors, officers and members of said committees shall not be liable to the Corporation for any costs, charges, expenses, loss or liability which the Corporation or such committee shall suffer or incur for, by reason of, arising out of, or in any way relating to any act, deed, matter or thing made, done or permitted to be done or omitted to be done by them in the performance of their duties and functions (or in the performance of what they honestly believed was in the proper performance of their duties and functions (as such Director, officer or committee member)), provided they acted or made such omission honestly, in good faith and without fraud or fraudulent intent.

6.09 Indemnification of Directors and Officers²⁶

- (a) The Corporation shall indemnify the Directors and officers and committee members of the Corporation, the former Directors and officers and committee members of the Corporation and an individual who acts or acted at the Corporation's request as a Director, officer or a committee member, or in a similar capacity, of another entity, against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by the individual in respect of any civil, criminal, administrative, investigative or other action or proceeding in which the individual is involved because of that association with the Corporation or such other entity.
- (b) The Corporation shall advance money to the Director, officer or other individual referred to in paragraph 6.09(a) for the costs, charges and expenses of an action or proceeding referred to in that paragraph, but the individual shall repay the money if the individual does not fulfil the conditions set out in paragraph 6.09(c).
- (c) The Corporation shall not indemnify an individual under paragraph 6.09(a) unless,
 - (i) the individual acted honestly and in good faith with a view to the best interests of the Corporation or other entity, as the case may be; and
 - (ii) if the matter is a criminal or administrative proceeding that is enforced by a monetary penalty, the individual had reasonable grounds for believing that their conduct was lawful.
- (d) The indemnity provided for in the preceding paragraph 6.09(a) shall not apply to any liability which a Director or officer of the Hospital may sustain or incur as the result of any act or omission as a member of the Professional Staff of the Hospital.

6.10 Insurance²⁷

- (a) The Corporation shall purchase and maintain insurance for the benefit of an individual referred to in paragraph 6.09(a) against any liability incurred by the individual,
 - (i) in the individual's capacity as a Director or officer of the Corporation; or
 - (ii) in the individual's capacity as a Director or officer, or a similar capacity, of another entity, if the individual acts or acted in that capacity at the Corporation's request.

ARTICLE 7. CHIEF EXECUTIVE OFFICER & CHIEF OF STAFF

7.01 Chief Executive Officer & Chief of Staff

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

²⁶ NFPCA s.46(6).

²⁷ NFPCA s.46(6).

7.02 Duties of Chief Executive Officer

- (a) The Chief Executive Officer may be the Secretary of the Board.
- (b) The Chief Executive Officer shall be an ex-officio non-voting member of the Board and, unless otherwise noted, the Board committees but shall only count towards the quorum of the Board committees if they are present.
- (c) The Chief Executive Officer shall:
 - (i) be responsible for and accountable to the Board of Directors for all aspects of the Corporation's operations, all in accordance with the Policies established by the Board of Directors;
 - (ii) be responsible to the Board, for taking such action as the Chief Executive Officer considers necessary to ensure compliance with the Legislation and the By-Law of the Corporation and the HSAA;
 - (iii) submit quarterly certificates certifying that the methodology and data used by management to report performance metrics to the Board and federal and provincial agencies appropriately and accurately reflect the Corporation's performance;
 - (iv) provide leadership to all employees of the Corporation including senior staff;
 - (v) be responsible for the payment of all salaries and amounts due from and owing by the Corporation which fall within the purview and scope of the approval annual budget, or otherwise as may be established from time to time by resolution of the Board of Directors;
 - (vi) report to the Board of Directors any matter about which it should have knowledge that may impact on a decision of the Board;
 - (vii) report to the Chief of Staff or appropriate Department Chief:
 - (A) any oversight of clinical practice of the Professional Staff members in the Corporation;
 - (B) any failure of a member of the Professional Staff to act in accordance with the Legislation, or the By-Law, Rules and Regulations of the Corporation; and
 - (C) any patient who does not appear to be making reasonable progress towards recovery or who is not being visited frequently enough by the attending member of the Professional Staff;
 - (viii) collaborate with the Medical Advisory Committee in the provision of quality care by the Professional Staff;
 - (ix) assure that provision is made for the employee health services as required by the Regulations under the *Public Hospitals Act*;
 - (x) except in extenuating circumstances, submit quarterly financial statements to the Board indicating the financial position of the Corporation for the previous most recently completed financial statement. The financial statements shall not be earlier than three (3) months preceding the date of the Board meeting;

- (xi) ensure that the investment policy as established by the Board is in place, and monitor compliance with the policy;
- (xii) submit quarterly certificates to the Board in respect of the previous quarter that all wages owing to employees and source deductions relating to the employees that the Corporation is required to deduct and remit to the proper authorities pursuant to all applicable Legislation, including without limitation, the *Income Tax Act* (Canada), the *Canada Pension Plan* (Canada), the *Employment Insurance Act* (Canada) and the *Employer Health Tax Act* (Ontario), have been made and remitted to the proper authorities, and that all taxes collected pursuant to the *Excise Tax Act* (Canada) and the *Retail Sales Tax Act* (Ontario) have been collected and remitted to the proper authorities;
- (xiii) represent the Corporation externally to the community, government, media and other organizations and agencies;
- (xiv) communicate with related health care agencies to promote co-ordination and/or planning of local health care services;
- (xv) be responsible for the notification of the College and Partners as specified in sections 16.05 and 17.04 and for notification of Hôtel-Dieu Grace Healthcare for any reports filed or obtained where there are reasonable grounds to believe that a Professional Staff member who practises at the Hospital is incompetent, incapacitated, or has sexually abused a patient if the Professional Staff member also holds Professional Staff privileges at Hôtel-Dieu Grace Healthcare;
- (xvi) establish an organizational structure to ensure accountability of all Departments, Services and staff for fulfilling the mission, vision, and strategic plan of the Corporation; and
- (xvii) have such other powers and duties as may from time to time be assigned to this office by the Board of Directors or as are incident to this office.

7.03 Duties of the Chief of Staff

The duties of the Chief of Staff shall be outlined in Professional Staff portion of the By-Law.

ARTICLE 8. REGULAR AND SPECIAL MEETINGS OF THE BOARD

8.01 Regular Meetings

- (a) The Board shall meet at the Head Office of the Corporation at such time, day and place as the Board may from time to time determine. The Secretary of the Board 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 Head Office. A meeting of the Board may be held, without notice, following the annual meeting of the Corporation.
- (b) There shall be at least six (6) regular meetings per annum.

8.02 Special Meetings

- (a) The Chair of the Board or designate may call special meetings of the Board.

- (b) Notice of a special meeting of the Board shall specify the purpose of the meeting, may be given by telephone, and shall be given at least twenty-four (24) hours in advance of the meeting.

8.03 Procedures for Board Meetings

- (a) The declaration of the Secretary or Chair that notice has been given pursuant to this By-Law shall be sufficient and conclusive evidence of the giving of such notice.
- (b) No error or omission in giving notice for a meeting of Directors shall invalidate such meeting or invalidate any proceedings at such meeting and any Director may at any time waive notice of any such meeting and may ratify and approve any or all proceedings.
- (c) Subject to paragraph (d) below, Board meetings shall be open to the public.
- (d) Every Board meeting shall have an agenda that will ensure that the business items are organized so as to ensure that business items are organized into agenda items categories that are appropriate for:
 - (i) the public to be in attendance;
 - (ii) only the Board and its invited guests to be in attendance; and
 - (iii) only the members of the Board to be in attendance.

Following the adjournment of the Board meeting, the Board may hold an executive session which shall be restricted to the elected Directors.

- (e) Guests may attend the open portion of the Board meetings in accordance with the Board approved policy on guest attendance.
- (f) Minutes shall be kept for all meetings of the Board.

8.04 Voting

- (a) Subject to paragraph 8.04(b) and section 8.06 below, at all regular and special meetings of the Board, voting shall be determined in accordance with the process set out in paragraph 1.03(c).
- (b) Despite any other provisions of this By-Law, any Director may at any time require that a vote be recorded. The request for a recorded vote does not require a motion and is not debatable or amendable.
- (c) A Director who is present at a meeting of the Directors or of a Committee of Directors is deemed to have consented to any resolution passed or action taken at the meeting, unless²⁸,
 - (i) the Director's dissent is entered in the minutes of the meeting;
 - (ii) the Director requests that their dissent be entered in the minutes of the meeting;

- (iii) the Director gives their dissent to the secretary of the meeting before the meeting is terminated; or
 - (iv) the Director submits their dissent immediately after the meeting is terminated to the Corporation.
- (d) A Director who was not present at a meeting at which a resolution was passed or action taken is deemed to have consented to the resolution or action unless within seven days after becoming aware of the resolution, the Director²⁹,
- (i) causes their dissent to be placed with the minutes of the meeting; or
 - (ii) submits their dissent to the Corporation.

8.05 Quorum

Quorum for any meeting of the Board shall be at least fifty percent (50%) of the Directors.

8.06 Written Resolutions

A resolution, signed by all the Directors entitled to vote on that resolution at a meeting of Directors or of a committee of Directors is as valid as if it had been passed at a meeting of Directors or of a committee of Directors³⁰.

8.07 Rules

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

ARTICLE 9. COMMITTEES OF THE BOARD

9.01 Establishment of Committees

- (a) At the first regular meeting of the Board following the annual meeting, the Board shall appoint the following standing committees and its members, and name the chair of each committee where necessary:
- (i) Executive Committee;
 - (ii) Finance/Audit and Resources Committee;
 - (iii) Governance/Nominating Committee;
 - (iv) Joint Conference Committee;
 - (v) Medical Advisory Committee;
 - (vi) Patient and Caregiver Council;

²⁹ NFPCA s.45(3).

³⁰ NFPCA s.35(1).

- (vii) Quality of Care Committee; and
- (viii) such other standing or special committees as they deem appropriate and as are required by the *Public Hospitals Act*.
- (b) The Board may at any meeting appoint and prescribe the duties of any special committee (including the Joint Conference Committee) and name the chair and vice-chair of each special committee.
- (c) The Board may by resolution dissolve any standing or special committee at any time other than the Finance/Audit and Resources Committee and Medical Advisory Committee.
- (d) Meeting of the respective committees shall be held at the call of the respective committee's chair.
- (e) Board committee meetings shall be closed unless a motion is made to open the meeting to the public. The Board's approved policy on guest attendance shall govern guests' rights to attend and participate in open meetings unless the committee has approved a specific committee attendance policy.

9.02 Terms of Reference

- (a) The functions, duties, responsibilities, composition and mandate of the committees set out in paragraph 9.01(a) above that are not set out in this By-Law and of all other committees shall be provided either in the Board committee policy to be prepared and reviewed by the Board from time to time or in the resolution of the Board by which such committee is established.
- (b) The terms of reference for all committees shall be reviewed, evaluated and revised, as may be appropriate, on an annual basis.
- (c) The recruitment process for standing committee members may include a public advertisement in local Windsor daily newspapers including multicultural and francophone publications, as well as through social media.
- (d) With the Board's consent, a committee may delegate a portion of its responsibilities to a subcommittee.
- (e) The Chair, committee chair and Chief Executive Officer shall identify the appropriate staff resources that are required to support the respective committees.
- (f)
 - (i) The Board shall assign to the respective standing and special committees responsibility for the oversight and monitoring of specified Performance Metrics.
 - (ii) The Finance/Audit and Resources Committee's responsibility shall include reviewing and commenting on the appropriateness and quality of the Corporation's related quality and financial organization reporting and benchmarking including the methodology and data used for compilation of the data for the assigned Performance Metrics.
- (g) A quorum for any committee of the Board shall be fifty percent (50%) of the members of the members of the committee entitled to vote.

9.03 Vacancy and Termination of Office

- (a) No community member, who does not become a Director of the Corporation, may serve as a Board committee member for more than four (4) years without being reappointed to the committee through a formal application process, with a maximum of eight (8) years cumulatively on committees. The calculation of the committee member's respective tenure shall include the member's accumulated tenure prior to the enactment of this By-Law.
- (b) The office of a committee member shall be vacated:
 - (i) where the Board, in its discretion, declares the committee member's seat vacant because the committee member is absent, without explanation, for three (3) consecutive meetings, or because the committee member is absent for one-third (1/3) or more of the meetings of the committee in any twelve (12) month period;
 - (ii) if the committee member has been found under the *Substitute Decisions Act*, 1992 or under the *Mental Health Act* to be incapable of managing property;
 - (iii) if the committee member has been found to be incapable by any court in Canada or elsewhere;
 - (iv) if the committee member has the status of bankrupt; and
 - (v) if the committee member has been convicted of an indictable offence;
 - (vi) if the committee member, by notice in writing to the committee chair, resigns office, which resignation shall be effective at the time it is received by the committee chair or at the time specified in the notice, whichever is later;
 - (vii) by resolution of the Board:
 - (A) if a committee member knowingly fails to comply with the Legislation, the Corporation's Articles, By-Law, Rules and Regulations, Policies and procedures, including without limitation, the confidentiality, Conflict of Interest and standard of care requirements set out in this By-Law;
 - (B)
 - (1) if a committee member's conduct is determined to be detrimental to the Corporation³¹; or
 - (2) for any other reason that the Directors consider to be reasonable, having regard to the purpose of the Corporation.
 - (viii) if a resolution is passed by the Board removing the committee member from that committee; or
 - (ix) if the committee member dies.

9.04 Executive Committee

- (a) The Executive Committee shall consist of:
 - (i) the Chair, who shall be committee chair or their delegate;

³¹ NFPCA s.56(6).

- (ii) the Immediate Past Chair;
 - (iii) the Vice-Chair;
 - (iv) the Treasurer;
 - (v) the Secretary (non-voting, if CEO);
 - (vi) the Chief Executive Officer (non-voting);
 - (vii) the Chief of Staff (non-voting); and
 - (viii) a minimum of two (2) other Directors.
- (b) The Executive Committee shall:
- (i) act for and on behalf of the Board on any matter delegated to it by the Board;
 - (ii) study and advise or make recommendations to the Board on any matter as directed by the Board; and
 - (iii) in all matters of administrative urgency, if a quorum of the Board is unavailable by a given deadline, exercise the full powers of the Board, reporting every action at the next meeting of the Board.

9.05 Finance/Audit and Resources Committee

- (a) The Finance/Audit and Resources Committee shall consist of:
- (i) the Treasurer, who shall be the committee chair or their delegate;
 - (ii) three (3) Directors, one of whom shall be chair and all of whom shall all be voting;
 - (iii) four (4) persons from the community who are experienced in financial related work and/or human resources related work and/or facility/environmental related work who shall all be voting members;
 - (iv) a Vice-President of the Professional Staff Association, ex-officio, voting;
 - (v) the Chief Executive Officer, ex-officio, voting; and
 - (vi) such other members as the Board deems advisable.
- (b) The Finance/Audit and Resources Committee shall review and recommend to the Board all significant matters relative to the human resources, finance/audit and facilities of the Hospital.
- (c) With respect to human resource issues brought forward by the Human Resources Sub-Committee, the Finance/Audit and Resources Committee shall:
- (i) undertake such reviews as may be necessary from time to time of the personnel relations programs of the Corporation and to recommend appropriate changes therein;
 - (ii) establish such guidelines as may be necessary for the proper conduct of collective bargaining between the Corporation and bargaining agents and other parties representing groups of employees; and

- (iii) review and recommend to the Board all significant matters relative to the human resources of the Hospital.
- (d) With respect to facility issues, the Finance/Audit and Resources Committee shall:
- (i) assure appropriate policies to provide for efficient and economic maintenance and repair of all corporate structures and property;
 - (ii) develop, evaluate, update and make recommendations to the Board on an implementation plan as related to the physical plant including alternate courses of action which support the Hospital's key strategies for achieving its mission and role;
 - (iii) establish priorities for future capital expenditure and resources required to implement the strategic plan; and
 - (iv) study and recommend to the Board for approval a detailed annual budget for capital and operating revenues and expenditures for the ensuing fiscal year.
- (e) With respect to finance/audit issues the Finance/Audit and Resources Committee shall:
- (i) study detailed financial statements on a timely basis and advise the Board accordingly;
 - (ii) recommend and monitor Board investment policy;
 - (iii) recommend to the Board safeguards and other procedural requirements with respect to risk management;
 - (iv) recommend to the Board the types and amounts of insurance to be carried by the Corporation and review these annually;
 - (v) advise the Board with regard to donations, bequests, endowments and investments;
 - (vi) consider the scope of the audit work performed and make recommendations with respect to the engagement of the auditor;
 - (vii) meet with the auditor and review the annual audited financial statements and auditor's report prior to the annual meeting;
 - (viii) receive at any one of its meetings; any written report and recommendation of the auditor;
 - (ix) inform and advise the Board on financial matters as requested;
 - (x) be responsible for assuring financing of any Hospital projects; and
 - (xi) evaluate the financial impact of proposals made for services and programs.
- (f) The Chief Executive Officer shall send a copy of the excerpt on the discussion of the audit from the Finance/Audit and Resources Committee minutes to the auditor.

9.06 Governance/Nominating Committee

- (a) The Governance/Nominating Committee shall consist of the following voting members:
 - (i) the Chair, who shall be the committee chair or their delegate;
 - (ii) the Vice-Chair;
 - (iii) any two other officers of the Corporation;
 - (iv) two other Directors who are not officers;
 - (v) the Chief Executive Officer, ex-officio; and
 - (vi) such other members as the Board deems advisable.
- (b) The Governance/Nominating Committee, on Board nomination issues, shall:
 - (i) nominate persons for consideration by the Board for election to the Board to fill any vacancies on the Board;
 - (ii) nominate Directors for consideration by the Board for election or appointment as officers of the Corporation;
 - (iii) nominate persons for consideration by the Board for appointment on the committees of the Board; and
 - (iv) nominate the chairs of Board committees that are not specified in this By-Law.
- (c) The Governance/Nominating Committee, on Board governance issues, shall:
 - (i) advise the Board on matters relating to corporate governance, where these affect the interests of Members and the Corporation;
 - (ii) consider intended or proposed changes to statutory enactments insofar as they affect the Corporation or the subject of corporate governance, and to draft comments for the Board's review;
 - (iii) coordinate and liaise with other committees of the Corporation and recommend joint actions where overlap occurs;
 - (iv) develop, in conjunction with other committees of the Board, such programs including conferences, workshops, round-table discussions, forums etc. aimed at promoting greater awareness of corporate governance issues;
 - (v) continually monitor a Director's attendance record. The Governance/Nominating Committee, from time to time, may make recommendations to the Board with respect to a particular Director's attendance record;
 - (vi) establish and implement a program to evaluate Board and Director effectiveness; and
 - (vii) perform other functions as delegated to it by the Board or Executive Committee.
- (d) In selecting persons as nominees for election to the Board, the committee shall follow the procedure and guidelines set out in Article 5 of the By-Law.

- (e) If there any vacant officer positions in the upcoming Board year, the Chair of the Governance/Nominating-Committee shall do the following:
- (i) The Chair of the Governance/Nominating Committee will send a notice to the voting Directors informing them of the vacancy and for individual voting Directors to submit nomination(s) to the chair of the Governance/Nominating Committee for the vacant officer position by no later than March 1.
 - (ii) A nomination must identify the Director being nominated and the officer position for which the Director is being nominated, and must be signed by the nominee evidencing that the nominee agrees to stand for that officer position and by the Director making the nomination.
 - (iii) The Chair of the Governance/Nominating Committee must receive any nominations by no later than April 1. Late nominations will not be considered.
 - (iv) Once all the nominations are received, the Governance/Nominating Committee will meet to review the nominations. The Governance/Nominating Committee will ensure that the nominees meet the minimum qualifications for the officer(s) position. If the Governance/Nominating Committee determines that a nominee does not meet the minimum qualifications for the officer position for which they are being nominated, the nominee will be notified and the nominee will not be able to stand for election to that position. The decision of the Governance/Nominating Committee regarding minimum qualifications is final.
 - (v) If, after a review of the minimum qualifications, one or more Directors are nominated for an officer position, a secret ballot will be circulated to the Directors identifying the nominees and requiring each Director to vote for their choice. Each voting Director has one vote.
 - (vi) The Chair of the Governance/Nominating Committee must receive the ballots by no later than May 1. Any late ballots will not be considered.
 - (vii) The Governance/Nominating Committee will count the ballots.
 - (viii) In order to be elected to an officer position, a nominee must receive a vote in their favour by at least fifty (50) percent of the number of eligible voting Directors.
 - (ix) If more than two (2) nominees are up for election and none of them achieve the minimum number of votes as outlined in clause (viii) above the lowest vote getter will be removed a further vote will be held of the eligible voting Directors. This process will continue until a nominee receives the minimum number of votes as outlined in clause (viii) above.
 - (x) If the one remaining nominee does not receive the minimum number of votes as outlined in clause (viii) above or there is no one nominated to a vacant officer's position or a tie in vote occurs between two nominees, the Chair of the Board will select the successful officer.
 - (xi) The Director that receives the most votes or that is selected by the Chair of the Board, as the case may be, will be identified, and the Chair of the Governance/Nominating Committee will make a report at the next regular Board meeting of the results of the vote.

- (xii) The Director elected to the vacant officer position under this process will have their election results affirmed at the first meeting of the Board after the annual meeting.

9.07 Joint Conference Committee

- (a) The Joint Conference Committee shall consist of:
 - (i) four (4) members of the Executive Committee who are not Physicians, at least one of whom shall be the Chair, or their delegate, who shall be the committee chair, or the Vice-Chair, who shall all be voting members;
 - (ii) the President, Vice-Presidents, and Immediate Past President of the Professional Staff Association; and the Chief of Staff, ex-officio, voting;
 - (iii) the Chief Executive Officer, ex-officio, voting; and
 - (iv) such other members as the Board deems advisable.
- (b) The Joint Conference Committee shall provide liaison among the Board, the Hospital management, the Professional Staff and shall discuss sensitive issues which are not appropriate to be dealt with by any other existing committee of the Board, and if possible, provide understanding on matters of mutual interest to the Board, the Hospital management, the Professional Staff, and shall report back to the Board and to the Medical Advisory Committee.
- (c) When the Board does not concur with recommendations from the Medical Advisory Committee concerning clinical privileges, the Joint Conference Committee shall review the recommendations before a final decision is reached by the Board.
- (d) The Joint Conference Committee may invite guests to attend meetings of the committee.
- (e) The Joint Conference Committee shall meet at the call of the committee chair or at the request of any two (2) members.

9.08 Medical Advisory Committee

The terms of reference for the Medical Advisory Committee are set out in the Professional Staff portion of the By-Law.

9.09 Patient and Caregiver Council

- (a) The Patient and Caregiver Council shall consist of:
 - (i) five (5) former patients and/or caregiver members of the community appointed by the Board of Directors in accordance with paragraph 9.02(c) of this By-Law;
 - (ii) patient representative(s);
 - (iii) Chief Nursing Executive or their delegate;
 - (iv) Chief of Staff or their delegate;
 - (v) Chief Executive Officer or their delegate;
 - (vi) Director of Facilities or their delegate; and

(vii) two (2) members of the Hospital Board of Directors, one of whom must be the Past Chair.

(b) Purpose

Establish a Patient and Caregiver Council to help support Windsor Regional Hospital attain its Vision of providing Outstanding Care...No Exceptions !.

(c) Principles of Patient and Caregiver Centered Care

The Patient and Caregiver Council is based on the principles of Patient and Person Centered Care. This is a contemporary approach to the planning, delivery, and evaluation of health care, grounded in the belief that partnerships among patients, families and health care providers are mutually beneficial to all concerned. It is founded on the understanding that ‘caregiver’ plays a vital role in ensuring the health and well-being of patients of all ages. In Patient and Caregiver Centered Care, patients and families define their ‘caregiver’ and determine how they will participate in care and in decision-making. The three principles of Patient and Caregiver-Centered Care are:

(i) Dignity & Respect

Compassionate health care providers will listen to patient and caregiver perspectives and choices. Patient and caregiver knowledge, values, beliefs and cultural backgrounds are incorporated into care planning and decision-making.

(ii) Information Sharing

Health care providers will communicate and share complete and unbiased information with patients and families in ways that are affirming and useful. Patients and families receive timely, complete, accurate information in order to effectively participate in care and decision-making.

(iii) Participation

Patients and families are encouraged and supported to participate in care and decision-making at the level they choose.

(d) Governance

The Council will be chaired by the Past Chair of the Board of Directors or their delegate. The Council will meet quarterly or by the call of the Chair as required. Reports of these meetings will go to the Quality of Care Committee. If motions are required, they will go from the Quality of Care Committee to the Board.

(e) Function, Goals and Activities

(i) Members of the Patient and Caregiver Council will provide insight to professional staff, nurses, and other health care providers on the Council, to ensure that the highest level of care is delivered. This will be accomplished by achieving four goals:

(A) improving patient safety and the delivery of quality care;

(B) promoting improvements in processes and services, wherever possible;

- (C) enhancing communication with patients and among hospital personnel; and
- (D) improving navigation through and within the health-care system.
- (ii) Members of the Council will provide input to the clinicians and administration members on the Council concerning:
 - (A) information about patient & caregiver needs and concerns;
 - (B) suggested changes that affect patients and families;
 - (C) participation in the design of patient care areas;
 - (D) assistance in the planning of new patient-related programs; and
 - (E) serving as a resource on a wide variety of issues, services and policies.

9.10 Quality of Care Committee

- (a) The Quality of Care Committee shall consist of the following voting members:
 - (i) the Vice-Chair, who shall be the committee chair or their delegate;
 - (ii) five (5) Directors;
 - (iii) at least six (6) persons from the community;
 - (iv) the elected staff nursing representative;
 - (v) the President of the Professional Staff Association, ex-officio;
 - (vi) the Chief of Staff, ex-officio;
 - (vii) the Chief Executive Officer, ex-officio;
 - (viii) the Chief Nursing Executive, ex-officio; and
 - (ix) such other members as the Board deems advisable.
- (b) The Quality of Care Committee shall ensure that the appropriate mechanisms are in place to fulfill the Hospital Board's obligation to its vision, mission, values, strategic directions, goals and objectives and patient/client/resident quality and risk management and a healthy and safe work environment.
- (c) The Quality of Care Committee shall:
 - (i) ensure inclusion of mission, vision, and values into daily activities of the Hospital;
 - (ii) foster and support a culture of quality improvement throughout the organization to:
 - (A) ensure that expectations for performance improvements are set, Performance Metrics are established to align with the strategic plan and Accreditation Canada's standards and report cards are developed to ensure accountability (e.g., balanced scorecard);

- (B) ensure the incorporation of quality improvement activities into strategic and operational plans;
 - (C) utilize best practice and benchmarking standards to evaluate performance (i.e., accreditation);
 - (D) compare performance as to preset internal benchmarks; compare performance as to provincial/national benchmarks;
 - (E) review and examine adverse events and critical incidents and ensure appropriate modifications/changes to policies and practices have been put into place; and
 - (F) review wait time indicators, Hospital Standardized Mortality Data.
- (iii) ensure mechanisms/protocols are in place to deal with ethical issues and approval of research;
 - (iv) support and evaluate mechanisms that create a safe and healthy workplace for employees, volunteers and Physicians;
 - (v) ensure that processes are in place for ongoing evaluation of risk management and patient safety;
 - (vi) ensure that processes are in place to evaluate stakeholder satisfaction including, but not limited to, patient satisfaction, staff, volunteer and Physician satisfaction;
 - (vii) receive and review reports from the Acute Care sector; and
 - (viii) receive and review reports from the following subcommittees:
 - (A) Bioethics Committee;
 - (B) Quality Assurance Committee; and
 - (C) Any other subcommittees that deal with Patient/Client/Resident Quality of Care issues.

9.11 Advisory Committees

- (a) The Board may, from time to time, create any advisory committee in addition to any advisory committee created by the By-Law.
- (b) Any advisory committee created by the Board shall consist of a minimum of two (2) Board members, one of whom shall be the Chair of the Board or their delegate and other individuals to be selected from:
 - (i) past Board members; and
 - (ii) individuals who have a special interest and practical experience in community and health care fields.
- (c) The duties of any advisory committees created by the Board shall be to advise and assist the Board in the fulfillment of special assignments when so requested.
- (d) The Board may, by resolution, dissolve any advisory committee created by the Board, at any time.

- (e) The procedures for all meetings of all advisory committees shall be in accordance with the procedures for meetings for committees of the Board as is contained in this By-Law.

9.12 Fiscal Advisory Committee

- (a) The Fiscal Advisory Committee shall consist of members of Hospital Management, Professional Staff, related health care professionals and general staff as follows:
 - (i) the Chief Executive Officer, who shall preside as chair and in their absence a designate appointed by the Chief Executive Officer shall preside as chair;
 - (ii) one (1) representative from the Professional Staff;
 - (iii) one (1) representative from nurse managers;
 - (iv) one (1) elected nursing staff representative; and
 - (v) such other members as the Board deems advisable.
- (b) The Fiscal Advisory Committee shall:
 - (i) meet four (4) times a year at the call of the Chair;
 - (ii) establish criteria and terms of reference for its function within the management framework;
 - (iii) report and make recommendations to the Board with respect to the operation, use and staffing of the Hospital; and
 - (iv) formally report its recommendations and findings to the Board through the Chief Executive Officer.

ARTICLE 10. FINANCIAL

10.01 Bonding-Fidelity Insurance

- (a) Directors, officers and employees, as the Board may designate, shall secure from a guarantee company a bond of fidelity of an amount approved by the Board.
- (b) The requirements of paragraph 10.01(a) above may be met by an alternative form of employee fidelity insurance such as, but not limited to, a blanket position bond, a commercial blanket bond, or a comprehensive dishonesty, disappearance and destruction policy, at the discretion of the Board.
- (c) The Corporation shall pay the expense of any fidelity bond or policy secured under paragraphs 10.01(a) or (b) above.

10.02 Banking and Borrowing

- (a) The Board shall by resolution, from time to time, designate the bank in which the bonds or other securities of the Corporation shall be placed for safekeeping.
- (b) The Board shall by resolution, from time to time, designate the signing officers of the Corporation, and they are hereby authorized for and in the name of the Corporation:

- (i) to draw, accept, sign and make all or any bills of exchange, promissory notes, cheques, and orders for payment of money on the recommendation of the Finance/Audit and Resources Committee;
 - (ii) to receive and deposit all Corporation monies in the bank designated under paragraph 10.02(a) above, and give receipts for same;
 - (iii) subject to the approval of the Board, to assign and transfer to the bank all or any stocks, bonds, or other securities;
 - (iv) to transact with the said bank any business which they may think fit;
 - (v) to negotiate with, deposit with, endorse or transfer to the bank, but for the credit of the Corporation only, all or any bills of exchange, promissory notes, cheques, or orders for the payment of money and other negotiable paper;
 - (vi) from time to time, to arrange, settle, balance, and certify all books and accounts between the Corporation and the bank designated by the Board under paragraph 10.02(a) above;
 - (vii) to receive all paid cheques and vouchers; and
 - (viii) to sign the bank's form of settlement of balance and release.
- (c) The Board may from time to time:
- (i) borrow money upon the credit of the Corporation by loans, advances, overdraft or otherwise;
 - (ii) subject to any provision in the *Public Hospitals Act*, issue, sell or pledge securities of the Corporation;
 - (iii) subject to any provision of the *Public Hospitals Act*, charge, mortgage, hypothecate or pledge all or any of the real or personal property of the Corporation, including book debts and rights, powers, franchises and undertakings, to secure any securities or any money borrowed, or other debt, or any other obligation or liability of the Corporation; and
 - (iv) authorize any Director, officer or employee of the Corporation to make arrangement with reference to the monies borrowed or to be borrowed as aforesaid, and as to the terms and conditions of the loan thereof, and as to the securities to be given therefor, with power to vary or modify such arrangements, terms and conditions and to give such additional securities for any monies borrowed or remaining due by the Corporation as the Board may authorize, and generally to manage, transact and settle the borrowing of money by the Corporation.

10.03 Signing Officers

- (a) Either the Chair or the Vice-Chair of the Board and either the Chief Executive Officer or the Secretary shall sign on behalf of the Corporation and affix the corporate seal to all contracts, agreements, conveyances, mortgages and other documents, for which the Board approval is required.
- (b) The Board may authorize signing officers on behalf of the Corporation, additional to or other than as provided in paragraph 10.03(a), and will institute and effect such internal audit procedures as it shall determine in consultation with the auditor of the Corporation.

10.04 Seal

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

10.05 Investments

The Board may invest in any investments which are authorized by the Corporation's investment policy.

10.06 Endowment benefits

- (a) No benefit given in trust to or to the use of the Corporation for endowment purposes shall be hypothecated, transferred or assigned to obtain credit or to receive funds except as allowed by section 10.05.
- (b) The Secretary shall keep copies of all testamentary documents and trust instruments by which benefits are given, bequeathed or devised to, or to the use of the Corporation.
- (c) The Secretary shall by registered mail, give notice to the Public Guardian and Trustee, in accordance with the terms of the *Charities Accounting Act* (Ontario), of the benefits referred to in paragraph 10.06(b) which come into the control or possession of the Corporation.
- (d) The Corporation shall apply any trust funds of the Corporation only to the designated purpose(s) for which such funds were intended. Under no circumstances shall the Corporation transfer any funds held in trust by the Corporation to any other individual or entity unless such transfer complies with all applicable law, including without limitation, the *Charities Accounting Act* (Ontario) and the *Trustee Act* (Ontario).
- (e) The Secretary shall at least semi-annually provide an accounting to the Board with respect to all funds held in trust by the Corporation.

10.07 Auditor

- (a) The Corporation shall at its annual meeting appoint an auditor who shall not be a member of the Board or an officer or employee of the Corporation or a partner or employee of any such person, and who is duly licensed under the provisions of *The Public Accounting Act, 2004*, to hold office until the next annual meeting of the Corporation.
- (b) The auditor shall have all the rights and privileges as set out in the Act and shall perform the audit function as prescribed therein.
- (c) In addition to making the report at the annual meeting of the Corporation, the auditor shall from time to time report through the Finance/Audit and Resources Committee to the Board on the audit work with any necessary recommendation.

ARTICLE 11. PROGRAMS

11.01 Occupational Health and Safety Program

- (a) There shall be an occupational health and safety program for the Corporation, which shall be reviewed at least once a year (or more frequently if necessary) and revised in light of current knowledge and practice.

- (b) The program referred to in paragraph 11.01(a) shall include the measures and procedures for the health and safety of workers including such measures and procedures that are listed in the *Health Care and Residential Facilities Regulation* under the *Occupational Health and Safety Act*.
- (c) The person designated by the Chief Executive Officer to be in charge of occupational health and safety in the Corporation shall be responsible to the Chief Executive Officer for the implementation of the occupational health and safety program.
- (d) The Chief Executive Officer shall report to the Board of Directors, as necessary, on matters in respect of the occupational health and safety program.
- (e) The Corporation shall, in consultation with the Joint Health and Safety Committee or health and safety representative (if any), develop, establish and provide training and educational programs in the relevant health and safety measures for employees and Professional Staff.

11.02 Health Surveillance Program

- (a) There shall be a health surveillance program for the Corporation.
- (b) The program referred to in paragraph 11.02(a) shall:
 - (i) be in respect of all persons carrying on activities in the Corporation; and
 - (ii) include an infectious disease surveillance program which shall monitor and respond to the Patient Safety Indicators.

ARTICLE 12. PARTICIPATION OF NURSES ON COMMITTEES

A staff nurse elected in accordance with this By-Law or a nurse who is a manager appointed in accordance with this By-Law shall be a member with full voting privileges of those committees approved by the Board to have nurse representation to include:

- (a) Quality of Care Committee;
- (b) Utilization Review Committee;
- (c) Fiscal Advisory Committee; and
- (d) any other committees as the Board may deem advisable.

ARTICLE 13. VOLUNTARY ASSOCIATIONS

13.01 Authorization

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

13.02 Purpose

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

13.03 Control

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

13.04 Representation on Board

The Board may determine a mechanism to provide for representation by the voluntary association(s) on the Board.

13.05 Auditor

- (a) Each unincorporated voluntary association shall have its financial affairs reviewed for the purposes of assuring reasonable internal control. Subject to Board approval, a review engagement is acceptable for this purpose.
- (b) The auditor for the Corporation shall be the auditor for the voluntary association(s) under this section.

ARTICLE 14. PURPOSES OF PROFESSIONAL STAFF BY-LAW

14.01 Purposes of the Professional Staff By-Law

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

- (a) outline clearly and succinctly the purposes and functions of the Professional Staff;
- (b) identify specific organizational units necessary to allocate the work of carrying out those functions;
- (c) identify the process for the selection of the Chief of Staff (as per Board Policies), and Department Chiefs, Program Medical Directors, and Heads of Service, and for the election of the Professional Staff Association officers;

- (d) provide a Professional Staff Association that defines responsibility, authority and accountability of every component and that is designed to ensure that each Professional Staff member exercises responsibility and authority commensurate with the member's contribution to patient care and fulfills like accountability obligations;
- (e) provide a mechanism for accountability to the Board and as appropriate for patient and workplace safety, patient care and professional and ethical behaviours of each individual member of the Professional Staff; and
- (f) create a Professional Staff Association structure that will advocate the interests of and support the rights and privileges of the Professional Staff as provided herein.

14.02 Rules and Regulations

The Board or the Medical Advisory Committee and, where appropriate, a Department or Service, with the approval of the Medical Advisory Committee, may make Rules and Regulations, as well as corresponding Policies and procedures, as deemed necessary to supervise the patient care and safety provided by the Professional Staff to ensure workplace safety, and to ensure that the behaviour of the members of the Professional Staff is consistent with the mission, vision, and strategic plan of the Corporation, the *Public Hospitals Act*, and the By-Law.

ARTICLE 15. APPOINTMENT AND REAPPOINTMENT TO PROFESSIONAL STAFF

15.01 Appointment to the Professional Staff

- (a) Professional Staff (also referred to as "applicants") who wish to practise at the Corporation will participate in the appointment process as set out herein.
- (b) The Board will appoint annually a Professional Staff for the Corporation.
- (c) All new appointments will be contingent upon an Impact Analysis demonstrating that the Corporation has the resources to accommodate the applicant and that the applicant meets the needs of the respective Department as described in the Resource Plan.

15.02 Application for Appointment to the Professional Staff

- (a)
 - (i) An application for appointment to the Professional Staff will be processed in accordance with the provisions of the *Public Hospitals Act*, this By-Law, where and if applicable, the Affiliation Agreement and the Rules and Regulations.
 - (ii) For greater certainty, applications for privileges relating to a service that the Hospital has ceased or ceases to provide pursuant to section 44 of the *Public Hospitals Act* shall not be considered and shall not be subject to the procedure for processing applications for Professional Staff appointments set out in section 15.04.
- (b) The Chief Executive Officer will supply a copy of, or information on how to access, the prescribed application, this By-Law, the Rules and Regulations, the relevant provisions of the Affiliation Agreement and the *Public Hospitals Act* to each applicant who expresses in writing an intention to apply for appointment to the Professional Staff.
- (c) Each applicant for membership to the Professional Staff will submit on the prescribed forms a written application to the Chief Executive Officer together with such releases,

consents, and undertakings that will enable the Corporation to fully investigate the qualifications and suitability of the Applicant.

- (d) Each applicant must provide the following:
- (i) confirmation by the applicant that the applicant has read the By-Law, the Rules and Regulations, mission, vision, and strategic plan, the Corporation's clinical, administrative and human resources policies and procedures and related learning modules specified in section 1.1(c) of the Rules and Regulations (as updated in the Professional Staff Porthole of the Hospital's intranet at the time of application) the relevant provisions of the Affiliation Agreement and the *Public Hospitals Act* that were included in the application;
 - (ii) an undertaking to complete the application in a candid, honest, thorough and accurate manner;
 - (iii)
 - (A) an undertaking that, if the applicant is appointed to the Professional Staff of the Corporation, the applicant will provide the services to the Corporation as stipulated in the application, including "on-call" responsibilities (including providing city-wide or regional on-call services, if applicable), act in accordance with the *Public Hospitals Act*, the By-Law, the Affiliation Agreement, the Corporation's mission, vision, and strategic plan and the Rules and Regulations, as established or revised by the Corporation from time to time;
 - (B) an executed commitment regarding compliance with the Corporation's Creating a Safe Workplace Policy and Procedure and the Creating a Safer Workplace Policy – Professional Staff Member Complaint Management Policy.
 - (iv) an undertaking by the applicant to participate in any orientation offered by the Hospital for new members of the Professional Staff;
 - (v) an acknowledgement by the applicant that:
 - (A) the failure of the applicant to provide the agreed upon services as stipulated in the application in accordance with applicable Legislation, the By-Law and the Rules and Regulations will constitute a breach of the applicant's obligations to the Corporation, and the Corporation may, upon consideration of the individual circumstances, remove access by the Professional Staff member to any and all of the Corporation's resources, or take such actions as are reasonable, in accordance with the *Public Hospitals Act*, By-Law and the Rules and Regulations;
 - (B) the failure of the applicant to comply with the undertaking set out in paragraph 15.02(d) may result in the applicant's privileges being restricted, suspended, or revoked or the applicant being denied reappointment and may, depending on the circumstances, be a matter which is reportable to the College. Any such actions by the Corporation will be in accordance with the applicable Legislation, the By-Law and the Rules and Regulations;
 - (C) concurrent with the provision of application, where applicable, the Universities will be notified of the applicant's application for privileges;

- (D) a copy of the applicant's curriculum vitae and any other documents or information provided or disclosed to the Corporation by the applicant or any other party as a result of the application for appointment to the Professional Staff of the Corporation shall be shared, as appropriate, with the Universities as part of the joint appointment process; and
 - (E) the failure of the applicant to maintain an academic appointment, where such academic appointment is a condition of the applicant's appointment, shall result in the applicant's privileges being restricted, suspended, or revoked or the applicant being denied reappointment. Any such actions by the Corporation will be in accordance with the applicable Legislation, the By-Law and the Rules and Regulations;
- (vi) evidence of professional liability insurance coverage or membership in the Canadian Medical Protective Association, or equivalent, satisfactory to the Board, including a record of the applicant's past medical/legal claims history, including settlements, any of which may be subject to verification;
 - (vii) a copy of the applicant's current College Certificate of Registration;
 - (viii) an up-to-date curriculum vitae, including a record of the applicant's professional education and post-graduate training, acceptable to the Credentials Committee and a complete chronology of academic and professional career, organizational positions and committee memberships;
 - (ix) a current Certificate/Letter of Professional Conduct or Letter of Standing from the College and a signed consent authorizing the College to provide a detailed report on:
 - (A) any action taken by any committee of the College or the Registrar;
 - (B) any report received pursuant to section 33 of the *Public Hospitals Act* or sections 85.2 or 85.5 of the *Health Professions Procedural Code*, Schedule 2 to the *Regulated Health Professions Act (Ontario)*; and
 - (C) any other reports received from another hospital or health care facility;
 - (x) (A) College:
 - A description of pending, ongoing or completed:
 1. Investigations by the Inquiries, Complaints and Reports Committee ("ICRC");
 2. Dispositions of a complaint or report by the ICRC other than a disposition where either no further action was indicated or the complaint was dismissed, including a description of Specified Continuing Education or Remediation Programs ("SCERPs") reached by voluntary agreement;
 3. Proceedings before the Discipline Committee or Fitness to Practice Committee including any resolutions short of a hearing; and

- 4, assessments and/or reviews by the Quality Assurance Committee (“QAC”) where the applicant’s knowledge, skill and/or judgement have been found to be unsatisfactory and have resulted in any action by the QAC whether reached by a voluntary agreement or specified or imposed by the QAC and the status or outcome of such action.

at or by the College(s) or any other medical regulatory or licensing authority/governing body in any jurisdiction and its equivalent committees, including any matters that are being appealed; and

(B) Hospital/Facility:

A description of:

- a) proceedings for professional misconduct, incompetence or incapacity;
- b) investigations, performance reviews or audits;
- c) voluntary or involuntary resignation, relinquishment or restriction of privileges or practices during the course of, or as a result of an investigation, performance review or audit into or related to competence, negligence, conduct or capacity; and
- d) privileges disputes or proceedings regarding appointment, reappointment, change of privileges or practice, or mid-term suspension or revocation of privileges;

by or with another hospital or health care facility, including any matters that are being appealed;

- (xi) information regarding the applicant’s failure to obtain any professional license or Certification, Fellowship, professional academic appointment or privileges at any medical regulatory or licensing authority/governing body or other hospital or health care facility, including any reduction in classification or voluntary or involuntary resignation of privileges at any other hospital or health care facility;
- (xii) declaration of current immunization status as suggested in the Communicable Disease Surveillance Protocols jointly published by the Ontario Hospital Association and the Ontario Medical Association or as required by law and, if applicable, upon request, evidence of current training in respect of the Corporation’s emergency preparedness;
- (xiii) the name of the Department(s) to which the application is being made;
- (xiv) information regarding the applicant’s health, including any impairments, medical conditions, diseases or illnesses that the applicant objectively believes may:
 - (A) impact on the applicant’s ability to practice; or
 - (B) expose patients and/or employees to undue risk of harm,

as well as the date of the applicant's last examination, the name of the treating health professional and an authorization to the treating health professional to release relevant information to the Corporation.

Any information provided by the applicant's treating health professional to the Chief of Staff (or designate) will not become part of the applicant's credentialing file and will not be provided to the Credentials Committee unless the applicant agrees to the release of the information to the Credentials Committee. In the event that the applicant refuses to authorize the Chief of Staff to release the information to the Credentials Committee, the applicant will be deemed to have withdrawn the application for appointment;

- (xv) information regarding criminal investigations, charges or convictions and a copy of a Canadian Police Information Centre ("CPIC") criminal record check, including a vulnerable sector verification, conducted within the last six (6) months;
- (xvi) information of any civil suit where there was a finding of professional negligence or malpractice against the applicant, including any such suit settled by a payment;
- (xvii) a release in favour of the Chief Executive Officer, Chief of Staff and Chief of Department or their respective delegates enabling any one of them to contact any professional licensing authorities, or any previous hospitals or health facilities or educational institutions where the applicant has provided services or received training for the purposes of conducting a reference check, such consent and release to authorize any medical licensing authority and/or administrator and/or person in a position of authority at any hospital, health facility or educational institution to provide any information relating to any of the above matters including any of the matters identified in clause (x) above;
- (xviii) a signed authorization to any applicable hospital, health care facility or regulatory body to the release of information relating to any of the items listed above;
- (xix) such additional information relating to the provision of medical services, professional conduct or disruptive physician behaviour as from time to time the Medical Advisory Committee may recommend and/or the Board approves; and
- (xx) an undertaking, in writing, that:
 - (A) the applicant understands the requirements for accepting academic, clinical, research and administrative responsibilities as requested by the Board following consultation with the Medical Advisory Committee or Department Chief;
 - (B) if appointed, the applicant will abide by the Corporation's Policies as related to confidentiality of patient information and corporate matters. No Professional Staff member will make statements on behalf of the Corporation to the news media or public without the express authority of the Chief Executive Officer or delegate; and
 - (C) if appointed, the applicant will provide the Chief of Staff with three (3) months written notice of the Professional Staff member's intention to resign or reduce their privileges. The applicant may be exempted from the notice requirements if the Department Chief believes that there are

reasonable or compassionate grounds to grant the exemption or, after considering the Resources Plan, that the notice is not required.

- (e) In addition to any other provisions of the By-Law, the Board may refuse to appoint any applicant to the Professional Staff on any grounds, including but not limited to:
 - (i) the appointment is not consistent with the need for service, as determined by the Board from time to time;
 - (ii) the Resource Plan of the Corporation and/or Department does not demonstrate sufficient resources to accommodate the applicant;
 - (iii) the appointment is not consistent with the strategic plan of the Corporation;
 - (iv) the failure of the applicant to obtain an academic appointment where such academic appointment was a condition of the applicant's appointment to the Professional Staff;
 - (v) the applicant was not considered the best qualified applicant for the position available;
 - (vi) the applicant has not demonstrated an ability to fulfill all of the criteria for appointment as set out in section 15.03; and
 - (vii) the applicant is unable to provide care at a level that is consistent with the standard of care expected of the Professional Staff members at the Hospital.
- (f) Each applicant shall, where requested, visit the Corporation for an interview with the Department Chief and, where appropriate, other members of the Professional Staff, the Chief of Staff and the Chief Executive Officer or their delegate.
- (g) Each application by a post-graduate trainee shall be provided by the Academic Institution's post-graduate office to the Corporation and shall contain the information required in the Hospital's post-graduate trainee credentialing policy as may be amended from time to time.

15.03 Criteria for Appointment to the Professional Staff

- (a) Each applicant for appointment to the Professional Staff must be a registrant in good standing of the College.
- (b) Applicants practising in a specialty recognized by the Royal College must:
 - (i) hold certification by the Royal College by way of:
 - (A) examination; or
 - (B) academic equivalency; or
 - (C) having successfully completed a non-Canadian, Royal College approved residency program, specialty examination and specialty certification, or
 - (ii) hold a restricted Certificate of Registration from the CPSO issued under the CPSO's restricted Certificates of Registration policy, provided the applicant at all times complies with any terms, condition or preconditions attached to that College Certificate of Registration.

- (c) Applicants practicing in the specialty or areas of special competence recognized by the College of Family Physicians should hold either:
 - (i) certification by the College of Family Physicians of Canada or satisfactory equivalent; or
 - (ii) certification by the College of Family Physicians and Certificate of Special Competence; or
 - (iii) a restricted Certificate of Registration from the CPSO:
 - (A) issued under the CPSO's restricted Certificates of Registration policy, and are currently eligible to take the certification examination of the College of Family Physicians on the basis of satisfactory completion of a College of Family Physicians of Canada-accredited residency program in Canada or a College of Family Physicians-recognized program outside Canada; or
 - (B) issued under the CPSO's restricted Certificates of Registration policy, provided the applicant at all times complies with any terms, conditions or preconditions attached to that CPSO Certificate of Registration.
- (d) Applicants practising in the Department of Emergency Medicine must hold either a:
 - (i)
 - (A) certification by the Royal College by way of a) examination or b) academic equivalency or c) have successfully completed a non-Canadian, Royal College approved residency program, specialty examination and specialty certification, or
 - (B) certification in Emergency Medicine by the College of Family Physicians, or satisfactory equivalent; or
 - (ii) a restricted Certificate of Registration from the CPSO:
 - (A) examination of the Royal College or College of Family Physicians on the basis of satisfactory completion of a Royal College or College of Family Physicians-accredited residency program in Canada or a Royal College or College of Family Physicians-recognized program outside Canada; or
 - (B) issued under the CPSO's restricted Certificates of Registration policy, provided the applicant at all times complies with any terms, conditions or preconditions attached to that CPSO Certificate of Registration.
- (e) Each time the applicant writes their Royal College exams they shall report the outcome to the Department Chief of the Departments in which they are appointed. A copy of the results should be sent to the Credentials Committee to form part of the Credentials file. At any time, should a Professional Staff member not be successful in passing their exam, whether or not they continue to be eligible to rewrite their exams, a review of their appointment will be triggered, which may result in a recommendation that their appointment be revoked.
- (f) Each time the applicant undergoes a review or an assessment in relation to the CPSO's restricted Certificate of Registration they shall report the outcome to the Department Chief of the Departments in which they are appointed. A copy of the results should be sent to the Credentials Committee to form part of the Credentials file. Any changes to any terms, conditions or preconditions attached to the CPSO Certificate of Registration shall be reported to the Department Chief of the Departments in which they are appointed. At any

time, should a Professional Staff member not have a positive review or assessment or if there is a failure to comply with or any negative changes to any terms, conditions or preconditions attached to that CPSO Certificate of Registration, a review of their appointment will be triggered, which may result in a recommendation that their appointment be revoked.

- (g) Members of the Professional Staff seeking reappointment are grandfathered from the requirements of paragraphs 15.03(c) or 15.03(d) as applicable.
- (h) An applicant who is expected to participate in patient care will have demonstrated the ability to provide patient care at an appropriate level of quality and efficiency.
- (i) The Department Chief, Credentials Committee and the Medical Advisory Committee will judge an applicant by:
 - (i) their demonstrated ability to work and co-operate with and relate to others in a collegial and professional manner;
 - (ii) their demonstrated ability to communicate and relate appropriately with patients and patients' relatives;
 - (iii) their fulfillment of Professional Staff duties and responsibilities applicable to their Professional Staff category;
 - (iv) if applicable, their interest and aptitude towards academic, clinical and research activities;
 - (v) their ethical performance and/or behaviour; and
 - (vi) the applicant's continuing medical education must be acceptable to the Credentials Committee and the Medical Advisory Committee.
- (j) The Department Chief, Credentials Committee and the Medical Advisory Committee may consider the applicant's complete credentials file from initial application to the present in making their assessment of the applicant.
- (k) The applicant must agree in writing to accept the mission, vision, and strategic plan of the Corporation and to abide by the *Public Hospitals Act* and its Regulations, the By-Law and the Rules and Regulations.
- (l) The applicant must indicate to the Credentials Committee adequate control of any significant physical or behavioural impairment that affects skill, attitude or judgement and that, pursuant to clause 15.02(d)(xiv) was disclosed to the Credentials Committee by the Chief of Staff (or designate).
- (m) All appointments will be consistent with organizational need and the mission, vision, and strategic plan of the Corporation.
- (n) Prior to forwarding an application to the Credentials Committee, all new appointments will be contingent upon an Impact Analysis demonstrating that the Corporation has the resources to accommodate the applicant and that the applicant meets the needs of the respective Department as described in the Resource Plan.
- (o) The applicant will provide evidence of membership in the Canadian Medical Protective Association, or evidence of individual liability insurance coverage comparable to the above, any of which is subject to verification.

15.04 Procedure for Processing Applications for Professional Staff Appointments

- (a) The Credentials Committee will assess each application together with the qualifications and experience of the applicant and, where applicable, the applicant's complete credentials file. The Credentials Committee will make a written report to the Medical Advisory Committee, having given consideration to the recommendation of the Chief of the relevant Department. The Credentials Committee will:
 - (i) review the application to ensure that it contains all the information required under section 15.02 of this By-Law, including the Impact Analysis;
 - (ii) take into consideration whether the criteria set out in section 15.03 of this By-Law has been complied with; and
 - (iii) include a recommendation to the Medical Advisory Committee to appoint, not appoint, or appoint the applicant subject to specified conditions.
- (b)
 - (i) Subject to clause (ii) below and clause 15.04(d)(ii) the Medical Advisory Committee will receive and consider the application and report of the Credentials Committee and send its recommendation in writing to the Board within sixty (60) days of the date of receipt by the Chief Executive Officer of the completed application, as outlined in the *Public Hospitals Act*. The Medical Advisory Committee may make its recommendation to the Board later than sixty (60) days after the receipt of the completed 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 recommendation cannot yet be made, includes written reasons for the delay, and specifies a date, stage or event, as applicable, by which it intends to make its final recommendation; and
 - (ii) Upon notice of deferral under clause (i) above, if no request is made for a hearing, the applicant shall be deemed to have waived the sixty (60) day response time contained in clause (i) above.
- (c) In the event that the recommendation of the Medical Advisory Committee is deferred, the Medical Advisory Committee is entitled to consider any additional information relevant to the applicant's application that comes to its attention up to and including the date on which the Medical Advisory Committee's recommendation is made to the Board, provided the relevant documentation regarding such information is provided to the applicant pursuant to paragraph 16.03(c).
- (d) The Medical Advisory Committee shall give written notice to the Board of its recommendation. In the event that the recommendation is prejudicial to the applicant, the applicant will be given written notice that the applicant is entitled to:
 - (i) written reasons for the recommendation, provided the request for such reasons is made within seven (7) days of the receipt by the applicant of the notice of the recommendation; and
 - (ii) a hearing before the Board, provided the request for such a hearing is received by the Board and the Medical Advisory Committee within seven (7) days of the receipt by the applicant of the written reasons. The procedures to be followed at such a hearing are outlined in section 16.04 of this By-Law with necessary changes to points of detail.

- (e) Where the Medical Advisory Committee has concerns or concerns are raised about whether to recommend an appointment, reappointment or requested privileges, the Medical Advisory Committee may provide the applicant with written notice that the applicant is entitled to attend a special meeting of the Medical Advisory Committee to make a presentation to the Medical Advisory Committee. The procedures to be followed at such a meeting are outlined in paragraphs 16.03(a) to (k) of this By-Law.
- (f) Where the applicant does not require a hearing by the Board, the Board may implement the recommendation of the Medical Advisory Committee. However, where the Medical Advisory Committee makes a recommendation with respect to an appointment reappointment or granting of requested privileges and:
 - (i) the applicant has not made any written or oral submissions to the Board, and concerns are raised that the Board believes the applicant should have an opportunity to address, the Board may give the applicant notice that they are entitled to a Board hearing and shall follow the process set out in section 16.04 of this By-Law with the necessary changes to points of detail; or
 - (ii) information that has not been considered by the Medical Advisory Committee has come to the attention of the Board that the Board believes should be considered by the Medical Advisory Committee prior to the Board acting on the Medical Advisory Committee's recommendation, the Board may refer the new information back to the Medical Advisory Committee for consideration, with the Medical Advisory Committee to provide a reconsidered recommendation to the Board with respect to the appointment. The applicant shall be given notice of the reconsidered recommendation as outlined in this section and entitled to a meeting and the process set out in paragraphs 16.03(a) to (k) of this By-Law with necessary changes to points of detail.

15.05 Reappointment to the Professional Staff

- (a)
 - (i) Paragraphs 15.02(a) and (c) shall apply to applications for reappointment with necessary changes to points of detail. In light of the duration of the academic appointments and the Corporation's annual reappointment process, the Corporation's reappointment process will include confirmation that the Professional Staff member has satisfied the requirements of the academic appointment process unless otherwise notified.
 - (ii) The Chief Executive Officer shall provide the Professional Staff member with any updates or amendments to the documentation listed in paragraph 15.02(b) implemented since the date of the Professional Staff member's most recent application.
- (b) Each applicant for reappointment to the Professional Staff shall provide the following:
 - (i)
 - (A) A restatement or confirmation of the undertakings, acknowledgements authorizations and releases requested as part of the application for appointment set out in this By-Law and/or the Rules and Regulations;
 - (B) Evidence of:
 - a) professional liability insurance coverage or membership in the Canadian Medical Protective Association, or equivalent,

- satisfactory to the Board, including a record of the applicant's past medical/legal claims history including settlements, any of which may be subject to verification;
- b) continuing professional development/continuing medical education completed during the calendar year prior to the application for reappointment being submitted (January 1 – December 31) as further specified in the Rules and Regulations;
 - c) if requested, a current Certificate/Letter of Professional Conduct or Letter of Standing from the College; and
- (C) the name of the Department(s) to which the application is being made;
- (ii) a current Certificate/Letter of Professional Conduct or Letter of Standing from the College and a signed consent authorizing the College to provide a detailed report on:
- (A) any action taken by any committee of the College or the Registrar;
 - (B) any report received pursuant to section 33 of the *Public Hospitals Act* or sections 85.2 or 85.5 of the *Health Professions Procedural Code*, Schedule 2 to the *Regulated Health Professions Act (Ontario)*; and
 - (C) any other reports received from another hospital or health care facility;
- (iii) either:
- (A) a declaration that all information relating to clauses 15.02(d)(x), (xi), (xii), (xiv), (xv), (xvi) and (xix) on file at the Corporation from the Professional Staff member's most recent application is up-to-date, accurate and unamended as of the date of the current application; or
 - (B) a description of all material changes to the information requested in clause 15.05(b)(iii)(A) above on file at the Corporation since the Professional Staff member's most recent application;
- (iv) any applicant for reappointment who acts as a Surgical Assistant³² shall provide a report from a Surgeon who is an Active Staff member of the Hospital's Professional Staff for whom they have provided surgical assistance during the preceding credentialing year confirming that they are competent to perform surgical assistance;
- (v) a report from the Department Chief reviewing the Professional Staff member's performance for the past year, which report shall contain, if available and applicable, information and evidence relating to the applicant's:
- (A) change to their responsibilities or role within the Department;

³² Including Professional Staff members who are members of the Active, Associate or Surgical Assistant category.

- (B) demonstration of the Professional Staff member meeting the standard for continuing professional development recognized by the applicable professional college;
- (C) demonstration of professional attitudes and behaviours including communication skills;
- (D) record of all documented patient and staff complaints during the past year relating to the applicant's quality of care and/or impact on workplace safety;
- (E) ability to work in a collegial and professional manner;
- (F) compliance with reasonable "on-call" responsibilities, including providing city-wide or regional on-call services, if applicable;
- (G) willingness to participate in the discharge of staff obligations and any committee obligations as appropriate to membership group;
- (H) quality of medical care, diagnosis and treatment performance including, but not limited to, complications, infection rate, mortality rates and any indications of performance that are available to the Department Chief;
- (I) discharge of responsibilities which may include but are not limited to clinical care, teaching and research;
- (J) ability to supervise staff and Students as relevant;
- (K) monitoring of patients, together with evidence of appropriate and complete clinical record documentation;
- (L) appropriate use of the Corporation's resources;
- (M) demonstrated ability to communicate satisfactorily in English both orally and in writing;
- (N) adequate training and experience for the Admitting and Procedural Privileges requested on the applicant's application for reappointment;
- (O) evidence of professional practice protection coverage satisfactory to the Board;
- (P) compliance with the *Public Hospitals Act*, the By-Law and the Rules and Regulations;
- (Q) such other information that the Board may require, from time to time, having given consideration to the recommendation of the Medical Advisory Committee;
- (R) where the Department has a Service of which the applicant is a member, the Head of a Service shall make a recommendation to the Department Chief, which recommendation shall be considered by the Department Chief in their report; and
- (S) the Department Chief or delegate may whenever deemed appropriate, and as deemed appropriate, conduct a more thorough performance evaluation

of the applicant including but not limited to by retaining an external reviewer and/or by canvassing senior management, nursing staff, and other Corporation staff regarding the applicant's performance at the Hospital.

- (c) Any application for reappointment in which:
 - (i) the Professional Staff member requests a change to their Professional Staff category and/or privileges and/or responsibilities; and
 - (ii) the Department Chief in consultation with the Vice-President of their Program believes that such a change is likely to:
 - (A) increase demand on Corporation's resources from the previous year; or
 - (B) decrease the services that the Corporation is able to provide to its patients,shall be identified by the Credentials Committee, which shall inform the Medical Advisory Committee, on the impact, if any, of the requested change.
- (d) The Board may, in accordance with the *Public Hospitals Act*, the By-Law and the Rules and Regulations:
 - (i) refuse to reappoint any member to the Professional Staff; or
 - (ii) reduce, change or alter the Professional Staff member's privileges; or
 - (iii) attach specific conditions to the Professional Staff member's privileges on any ground, including, but not limited to, the following:
 - (A) the Department, based on its Resource Plan, Impact Analysis and strategic plan, has decided that the Corporation does not have sufficient resources;
 - (B) the Department, based on its Impact Analysis and strategic plan, has decided to reallocate resources to optimize patient access and/or care;
 - (C) the Department Chief's recommendation contained in their report, which reviews the Professional Staff member's performance for the previous year (clause 15.05(b)(iv));
 - (D) where the Professional Staff's academic appointment was a condition of their privileges at the Hospital, the Professional Staff member's academic status has been lost or reduced; or
 - (E) the Hospital ceases to provide a service pursuant to section 44 of the *Public Hospitals Act* and the Board considers it necessary or advisable.
- (e) The Professional Staff member shall forward to the Chief Executive Officer (or delegate) a copy of the application. Thereafter the procedure followed shall be the same procedure as set out in section 15.04 of the By-Law with necessary changes to points of detail.

ARTICLE 16. NON-IMMEDIATE MID-TERM ACTION

16.01 Initiation of Non-Immediate Mid-Term Action

- (a) Mid-term action may be initiated wherever the Professional Staff member is alleged to have engaged in, made or exhibited acts, statements, demeanour, behaviours or professional conduct, either within or outside of the health care facilities, and the same:
 - (i) exposes, or is reasonably likely to expose patients or employees or any other persons in the Corporation to harm or injury; or
 - (ii) is, or is reasonably likely to be, detrimental to patient safety or to the delivery of quality patient care within the Corporation; or
 - (iii) is reasonably likely to be detrimental to hospital operations; or
 - (iv) is, or is reasonably likely to constitute Disruptive Behaviour/Unprofessional Behaviour; or
 - (v) results in the imposition of sanctions by the College; or
 - (vi) is contrary to the By-Law, Rules and Regulations, the *Public Hospitals Act*, or any other relevant law of Canada or Ontario.
- (b) Where information is provided to any one of the Chief Executive Officer, Chief of Staff, or Department Chief which raises concerns about any of the matters in paragraph 16.01(a), the information shall be reduced to writing along with any supporting documentation and shall be directed to the Chief Executive Officer or delegate, Chief of Staff or Department Chief.
- (c) If any of the Chief Executive Officer, Chief of Staff or Department Chief receives any information which raises concerns about any of the matters in paragraph 16.01(a), the recipient shall inform the other individual(s) and forthwith provide the individual(s) with a written report of the information together with any supporting documentation.
- (d) An interview shall be arranged with the Professional Staff member and the Chief Executive Officer or delegate and/or Chief of Staff and/or Department Chief.
- (e) The Professional Staff member shall be advised of the information about their behaviour, performance or competence and shall be given a reasonable opportunity to present relevant information on their own behalf.
- (f) A written record shall be maintained reflecting the substance of the interview and copies shall be sent to the Professional Staff member, the Chief Executive Officer or delegate, Chief of Staff or Department Chief.
- (g) If the Professional Staff member fails or declines to participate in the interview after being given a reasonable opportunity, the appropriate action may be initiated.
- (h) The Chief of Staff and/or Department Chief and/or Chief Executive Officer or delegate shall, at their sole discretion, determine whether a further investigation is necessary.
- (i) The investigation may be assigned to an individual(s) within the Corporation, the Medical Advisory Committee, a body within the Corporation other than the Medical Advisory Committee or an external consultant.

- (j) Upon completion of the investigation, the individual or body who conducted the investigation shall forward a written report to the Chief Executive Officer or delegate, Chief of Staff or Department Chief. The Professional Staff member shall also be provided with a copy of the written report.
- (k) The Chief Executive Officer, Chief of Staff and/or Chief of Department shall review the report and determine whether any further action may be required including, without limitation, whether the matter should be dealt with as an immediate mid-term action pursuant to section 17.01 or referred to the Medical Advisory Committee for consideration pursuant to either section 16.02 or 16.03 as they may determine appropriate.

16.02 Request to Medical Advisory Committee for Recommendation for Mid-Term Action

- (a)
 - (i) 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, statements or behaviour(s) which constitute grounds for the request and a copy of any reports with respect to the matter.
 - (ii) 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 or the Medical Advisory Committee Executive shall determine whether a meeting of the Medical Advisory Committee is required to be held.
 - (iii) 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.
- (b) Where it is determined that further action may be required and the matter relates to the dismissal, suspension or restriction of a Professional Staff member's Hospital privileges and/or the quality of medical care, diagnosis and treatment and/or patient or workplace safety in the Corporation, the matter shall be referred to the Medical Advisory Committee, which may dismiss the matter for lack of merit or initiate further investigation, or determine to have a meeting of the Medical Advisory Committee.
- (c)
 - (i) Where the Medical Advisory Committee initiates another investigation (through internal or external investigations), it shall ensure that the investigation is completed as soon as practical.
 - (ii) Upon completion of the investigation contemplated in this paragraph, the Medical Advisory Committee may either dismiss the matter for lack of merit or determine to have a special meeting of the Medical Advisory Committee.
- (d) Where the Medical Advisory Committee considers the matter at a special meeting, then the procedure set out herein at section 16.03 is to be followed.
- (e) Participation of any member of the Medical Advisory Committee in an investigation regarding an applicant does not preclude such member from chairing, participating or voting at a special meeting of the Medical Advisory Committee.

16.03 Special Meeting of the Medical Advisory Committee

- (a) At least fourteen (14) days prior to the Medical Advisory Committee meeting, the Professional Staff member shall be given written notice of the Medical Advisory Committee meeting. The notice shall include:
 - (i) the date, time and place of the meeting;
 - (ii) the purpose of the meeting;
 - (iii) a statement that the Professional Staff member will be provided with a statement of the matter to be considered by the Medical Advisory Committee together with any documentation or witnesses that will be considered by the Medical Advisory Committee as may be determined by the Chief of Staff or designate. For clarity, no other documentation will be produced by the Medical Advisory Committee;
 - (iv) a statement that the Professional Staff 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;
 - (v) 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 or cross-examining any witnesses;
 - (vi) 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
 - (vii) a statement that, in the absence of the Professional Staff member, the meeting may proceed.
- (b) The Professional Staff member may request and the Medical Advisory Committee may, after considering the reason cited and acting in its absolute sole discretion, grant a postponement of the Medical Advisory Committee meeting. The request for postponement of the meeting must be made in writing at least five (5) days prior to the Medical Advisory Committee meeting and subject to Medical Advisory Committee scheduling and extraordinary circumstances may not be postponed by more than five (5) business days.
- (c) At least seven (7) business days prior to the Medical Advisory Committee meeting, the Medical Advisory Committee shall provide the Professional Staff 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 and a list of witnesses with a brief synopsis of the purpose for which they are being called. For clarity no other documentation or witnesses will be produced by the Medical Advisory Committee, unless new information subsequently comes to the attention of the Chief of Staff or delegate after the issuance of the comprehensive statement.

- (d) The Professional Staff member involved shall be given full opportunity to answer each ground as well as to present documents and witnesses if so desired, provided that the Professional Staff member provides the Medical Advisory Committee with:
 - (i) a list of witnesses with brief synopsis of purpose for which they are being called; and
 - (ii) a copy of all additional documentation in the possession, power or control of the Professional Staff member that has not been produced by the Medical Advisory Committee that the Professional Staff member will be relying on at the special meeting,at least five (5) business days before the meeting.
- (e) The Medical Advisory Committee shall keep minutes of the proceedings and shall provide the Professional Staff member with a copy of the approved minutes. Only the open portion of the proceeding shall be detailed, the In-Camera portion of the minutes shall record the Medical Advisory Committee's reasons and recommendations.
- (f) Where the Medical Advisory Committee determines that the matter has no merit, this shall be noted in the minutes of the Medical Advisory Committee.
- (g) Before deliberating on the recommendation to be made to the Board, the chair of the Medical Advisory Committee shall require the Professional Staff member involved and any other persons present, other than the Medical Advisory Committee's legal counsel, who are not Medical Advisory Committee members to retire.
- (h) The Medical Advisory Committee shall provide to the Professional Staff member within fourteen (14) business days from the date of the Medical Advisory Committee meeting written notice of:
 - (i) the Medical Advisory Committee's recommendation and the written reasons for the recommendation; and
 - (ii) the Professional Staff member's entitlement 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 Professional Staff member of the Medical Advisory Committee's written reasons.
- (i) The time period to provide the written notice required in paragraph (h) above may be extended if the Medical Advisory Committee, prior to the expiry of the fourteen (14) business days, gives written notice to the Professional Staff member that the final recommendation cannot yet be made and provides the Professional Staff member with written reasons.
- (j) The Medical Advisory Committee shall provide to the Board within fourteen (14) business days from the date of the Medical Advisory Committee meeting, or such later date where the time period is extended pursuant to paragraph 16.03(i) above, written notice of:
 - (i) the Medical Advisory Committee's recommendation and the written reasons for the recommendation; and
 - (ii) where an extension was made pursuant to paragraph 16.03(i) above, the written reasons for the extension.

- (k) Service of a notice to the Professional Staff member may be made personally or by registered mail addressed to the person to be served at their 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 they did not, acting in good faith, through absence, accident, illness or other cause beyond their control receive it until a later date. In the alternative, when the Professional Staff members is represented by legal counsel, the notice may be served on legal counsel.
- (l) Where the Professional Staff member does not require a hearing by the Board, the Board may implement the recommendation of the Medical Advisory Committee. However, where the Medical Advisory Committee makes a recommendation with respect to the dismissal, suspension or restriction of a Professional Staff member's Hospital privileges and:
 - (i) the Professional Staff member has not made any written or oral submissions to the Board, and concerns are raised that the Board believes the Professional Staff member should have an opportunity to address, the Board may give the Professional Staff member notice that they are entitled to a Board hearing and shall follow the process set out in section 16.04 of this By-Law; or
 - (ii) information that has not been considered by the Medical Advisory Committee has come to the attention of the Board that the Board believes should be considered by the Medical Advisory Committee prior to the Board acting on the Medical Advisory Committee's recommendation, the Board may refer the new information back to the Medical Advisory Committee for consideration, with the Medical Advisory Committee to provide a reconsidered recommendation to the Board with respect to the dismissal, suspension or restriction of a Professional Staff member's Hospital privileges, as the case may be. The Professional Staff member shall be given notice of the reconsidered recommendation as outlined in this section and entitled to a meeting and the process set out in paragraph 16.03(a) to (k) of this By-Law.

16.04 The Board Hearing

- (a) Where the Professional Staff member requires a hearing by the Board, the Board shall appoint date, time and place for the hearing.
- (b) The Board hearing shall be held within thirty (30) days of the Board receiving the notice from the Professional Staff member requesting a hearing or at a later date on consent of the Professional Staff member and the Medical Advisory Committee.
- (c) The Board shall give written notice of the hearing to the Professional Staff member and to the chair (or substitute) of the Medical Advisory Committee at the earliest possible opportunity and, in any event, at least seven (7) days before the hearing date. The notice of the Board hearing shall include:
 - (i) the date, place and time of the hearing;
 - (ii) the purpose of the hearing;
 - (iii) a statement that the Professional Staff member and the Medical Advisory Committee shall be afforded an opportunity at least seven (7) days before the hearing to examine prior to the hearing a list of the witnesses the Medical Advisory Committee intends to call to provide evidence and any written or documentary

evidence that will be provided or any report, the contents of which will be given in evidence at the hearing;

- (iv) a statement that the Professional Staff member may proceed in person or be represented by counsel, and that in their absence the Board may proceed with the hearing and that the Professional Staff member will not be entitled to any further notice of the proceeding;
 - (v) a statement that subject to paragraph 16.04(d) the Professional Staff member may call witnesses and tender documents in evidence in support of their case;
 - (vi) a copy of the Board approved rules that will govern the hearing; and
 - (vii) a statement that the time for the hearing may be extended by the Board.
- (d) The Professional Staff member involved shall be given full opportunity to answer each ground as well as to present documents and witnesses if so desired, provided that the Professional Staff member provides the Medical Advisory Committee with:
- (i) a list of witnesses with brief synopsis of purpose for which they are being called; and
 - (ii) a copy of all additional documentation in the possession, power or control of the Professional Staff member that has not been produced by the Medical Advisory Committee and that the Professional Staff member will be relying on at the special meeting,
- at least five (5) business days before the meeting.
- (e) The parties to the Board hearing are the Professional Staff member, the Medical Advisory Committee and such other persons as the Board may specify. The Chief of Staff or designate may attend at the hearing to instruct counsel for the Medical Advisory Committee.
- (f) Subject to paragraph 16.04(g) below, Directors 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 or their representative, except upon notice to and an opportunity for all parties to participate. In the event that the quorum requirements cannot be met, the Board in its absolute sole discretion may:
- (i) delegate to the Executive Committee; or
 - (ii) with the Professional Staff member's consent:
 - (A) waive the requirement for a quorum; or
 - (B) proceed directly to the Health Professions Appeal and Review Board for consideration of the Medical Advisory Committee's recommendation.
- (g) A panel comprised of a subset of the Board or the Board Chair shall have the authority to make determinations regarding pre-hearing matters at the Board's discretion.
- (h) The findings of fact of the Board pursuant to a hearing shall be based exclusively on evidence admissible or matters that may be noticed under sections 15 and 16 of the *Statutory Powers Procedure Act* (Ontario).

- (i) The Board shall consider only the reasons of the Medical Advisory Committee that have been given to the Professional Staff member in support of its recommendation. Where through error or inadvertence, certain reasons have been omitted in the statement delivered to the Professional Staff member, the Board may consider those reasons only if those reasons are given by the Medical Advisory Committee in writing to both the Professional Staff member and the Board and the Professional Staff member is given a reasonable time to review the reasons and to prepare a case to meet those additional reasons.
- (j) The Board shall make a decision to either follow, not follow, change or alter the recommendation of the Medical Advisory Committee.
- (k) A written copy of the decision of the Board and the written reasons for the decision shall be provided to the Professional Staff member and to the Medical Advisory Committee.
- (l) Service of the notice of the decision and the written reasons to the Professional Staff member may be made personally or by registered mail addressed to the Professional Staff member at their 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 they did not, acting in good faith, through absence, accident, illness or other cause beyond their control receive it until a later date.

16.05 Notification of College and Partners

Notice of any suspension, revocation or restriction of privileges shall be given by the Chief Executive Officer to the Registrar of the College within which the member is registered and shall also be given to the Chief Executive Officer of Hôtel-Dieu Grace Healthcare if the Professional Staff member also holds Professional Staff privileges at Hôtel-Dieu Grace Healthcare and shall be given to the Dean, or similarly named officer of any educational institution in which the member holds a cross appointment between that institution and the Corporation.

16.06 Addressing Issues of Competence during Mid-Term Action

At any time during mid-term action if it becomes apparent that the Professional Staff member's behaviour, performance or competence is such that it exposes, or is reasonably likely to expose patient(s) or employees or other persons in the Corporation to harm or injury and immediate action must be taken to protect other persons, then the Chief of Staff, or Department Chief, or their delegate may determine to invoke the procedures set out in Article 17.

16.07 Ceasing to Provide a Service

For greater certainty, the process, obligations and rights contained in this Article 16 shall not apply to a decision of the Board under section 44(2) of the *Public Hospitals Act*.

ARTICLE 17. IMMEDIATE MID-TERM ACTION IN AN EMERGENCY SITUATION

17.01 Initiation of Immediate Mid-Term Action

- (a) Where the behaviour, performance or competence of a Professional Staff member exposes, or is reasonably likely to expose patient(s) or employees or other persons to harm or injury, either within or outside of the health care facilities, and immediate action must be taken to protect the patients or other persons, the Chief of Staff, or Department Chief, or their delegate, may immediately and temporarily suspend the Professional Staff member's privileges, with immediate notice to the President of the Professional Staff Association,

Chief Executive Officer or delegate, and pending an Medical Advisory Committee meeting and a hearing by the Board.

- (b) (i) The Chief of Staff or Department Chief shall immediately notify the Professional Staff member, the Medical Advisory Committee, and the Board of their decision to suspend the Professional Staff member's privileges.
- (b) (ii) The College reporting requirements set out in section 17.04 shall be applicable to the Chief of Staff or Department Chief's respective decision to immediately suspend the Professional Staff member's privileges.
- (c) Arrangements, as necessary, shall be made by the Chief of Staff or Department Chief for the assignment of a substitute to care for the patients of the suspended Professional Staff member.
- (d) Participation of any member of the Medical Advisory Committee in the suspension of the Professional Staff member's privileges does not preclude such member from chairing, participating or voting at the Medical Advisory Committee meeting.

17.02 The Special Meeting of the Medical Advisory Committee

- (a) The Medical Advisory Committee shall set a date for a meeting of the Medical Advisory Committee to be held within ten (10) days from the date of the suspension to review the suspension and to make recommendations to the Board.
- (b) As soon as possible, and in any event, at least four (4) days prior to the Medical Advisory Committee meeting, the Medical Advisory Committee shall provide the Professional Staff member with a written notice of:
 - (i) the date, time and place of the meeting;
 - (ii) the purpose of the meeting;
 - (iii) a statement that the Professional Staff member will be provided with a statement of the matter to be considered by the Medical Advisory Committee together with any documentation or witnesses that will be considered by the Medical Advisory Committee as may be determined by the Chief of Staff or designate. For clarity, no other documentation will be produced by the Medical Advisory Committee;
 - (iv) a statement that the Professional Staff 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;
 - (v) 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 or cross-examining any witnesses;
 - (vi) 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

- (vii) a statement that, in the absence of the Professional Staff member, the meeting may proceed.
- (c) The Professional Staff member may request and the Medical Advisory Committee may, after considering the reason cited and acting in its absolute sole discretion, grant a postponement of the Medical Advisory Committee meeting. The request for postponement of the meeting must be made in writing at least twenty-four (24) hours prior to the Medical Advisory Committee meeting.
- (d) The Professional Staff member shall be given full opportunity to answer each ground as well as to present documents and witnesses if so desired, provided that the Professional Staff member provides the Medical Advisory Committee with:
 - (i) a list of witnesses with brief synopsis of purpose for which they are being called; and
 - (ii) a copy of all documentation in the possession, power or control of the applicant or Professional Staff member that has not been produced by the Medical Advisory Committee that the Professional Staff member will be relying on at the Board hearing,at least forty-eight (48) hours before the meeting.
- (e) The Medical Advisory Committee shall keep minutes of the proceedings and shall provide the Professional Staff member with a copy of the approved minutes. Only the open portion of the proceeding shall be detailed, the In-Camera portion of the minutes shall record the Medical Advisory Committee's reasons and recommendations.
- (f) Where the Medical Advisory Committee determines that the matter has merit, the Medical Advisory Committee shall make a recommendation to the Board. Before deliberating on the recommendation, the chair of the Medical Advisory Committee shall require the Professional Staff member involved and any other persons present, other than the Medical Advisory Committee's legal counsel, who are not Medical Advisory Committee members to retire.
- (g) The Medical Advisory Committee shall provide to the Professional Staff member within fourteen (14) business days of the Medical Advisory Committee meeting written notice of:
 - (i) the Medical Advisory Committee's recommendation and the written reasons for the recommendation; and
 - (ii) the Professional Staff member's entitlement 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 Professional Staff member of the Medical Advisory Committee's written reasons.
- (h) The time period to provide the written notice required in paragraph (g) above may be extended if the Medical Advisory Committee, prior to the expiry of the fourteen (14) days, gives written notice to the Professional Staff member that the final recommendation cannot yet be made and provides the Professional Staff member with written reasons.
- (i) The Medical Advisory Committee shall provide to the Board within fourteen (14) business days from the date of the Medical Advisory Committee meeting, or such later date where the time period is extended pursuant to paragraph 17.02(h) above, written notice of:

- (i) the Medical Advisory Committee's recommendation and the written reasons for the recommendation; and
 - (ii) where an extension was made pursuant to paragraph (h) above, the written reasons for the extension.
- (j) Service of a notice to the Professional Staff member may be made personally or by registered mail addressed to the person to be served at their 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 they did not, acting in good faith, through absence, accident, illness or other cause beyond their control receive it until a later date. In the alternative, when the Professional Staff member is represented by legal counsel, the notice may be served on legal counsel.

17.03 The Board Hearing

- (a) Where the Professional Staff member requires a hearing by the Board, the Board shall appoint a date, time and place for the hearing.
- (b) The Board hearing shall be held within fourteen (14) days of the Board receiving the notice from the Professional Staff member requesting a hearing or at a later date on consent of the Professional Staff member and the Medical Advisory Committee.
- (c) The Board shall give written notice of the hearing to the Professional Staff member and to the chair (or substitute) of the Medical Advisory Committee at the earliest possible opportunity and in any event, at least seven (7) days before the hearing date. The notice of the Board hearing shall include:
 - (i) the date, time and place of the hearing;
 - (ii) the purpose of the hearing;
 - (iii) a statement that the Professional Staff member and the Medical Advisory Committee shall be afforded an opportunity at least seventy-two (72) hours before the hearing to examine, prior to the hearing, a list of the witnesses the Medical Advisory Committee intends to call to provide evidence and any written or documentary evidence that will be provided or any report, the contents of which will be given in evidence at the hearing;
 - (iv) a statement that the Professional Staff member may proceed in person or be represented by counsel, and that in their absence the Board may proceed with the hearing and that the Professional Staff member will not be entitled to any further notice of the proceeding;
 - (v) a statement that subject to paragraph (d) below, the Professional Staff member may call witnesses and tender documents in evidence in support of their case;
 - (vi) a copy of the Board approved rules that will govern the hearing; and
 - (vii) a statement that the time for the hearing may be extended by the Board.
- (d) At least twenty-four (24) hours before the hearing, the Professional Staff member shall provide the Board and the Medical Advisory Committee with the following:
 - (i) a list of witnesses with a brief synopsis of the purpose for which they are being called; and

- (ii) a copy of all documentation in the possession, power or control of the Professional Staff member that has not been produced by the Medical Advisory Committee and that the Professional Staff member will be relying on at the Board hearing.
- (e) The parties to the Board hearing are the Professional Staff member, the Medical Advisory Committee and such other persons as the Board may specify. The Chief of Staff or designate may attend at the hearing to instruct counsel for the Medical Advisory Committee.
- (f) The procedure outlined in paragraphs 16.04(e) and (f) through to (l) relating to the Board hearing process shall be followed.

17.04 Notification of College and Partners

Section 16.05 with necessary changes to point of detail applies to this Article 17.

17.05 Ceasing to Provide a Service

For greater certainty, the process, obligations and rights contained in this Article 17 shall not apply to a decision of the Board under section 44(2) of the *Public Hospitals Act*.

ARTICLE 18. CATEGORIES OF THE PROFESSIONAL STAFF

18.01 Categories

- (a) The responsibilities of the Corporation for patient care, research and teaching make it necessary and appropriate to divide the Staff into several different categories and to determine certain limitations on eligibility for appointments and Privileges. The categories established are:
 - (i) Active;
 - (ii) Associate;
 - (iii) Courtesy;
 - (iv) Temporary;
 - (v) Honorary;
 - (vi) Surgical Assist;
 - (vii) Consulting;
 - (viii) Term;
 - (ix) Senior;
 - (x) Clinical Fellow;
 - (xi) Locum Tenens;
 - (xii) Telemedicine and Educational; and
 - (xiii) such categories as may be determined by the Board from time to time having given consideration to the recommendation of the Medical Advisory Committee.

- (b) Appointments to these categories will be consistent with the established Resource Plan and will be subject to completion of an Impact Analysis.

18.02 Active Staff

- (a) The Active Professional shall consist of those Physicians, Dentists, Midwives and Extended Class Nurses who have been appointed by the Board.
- (b)
 - (i) Subject to clause (ii) below, every Physician, Dentist, Midwife and Extended Class Nurse applying for appointment to the Active Professional Staff shall be assigned to the Associate Staff for a period of twenty-four (24) months as a condition for appointment to the Active Staff.
 - (ii) Every Physician, Dentist, Midwife and Extended Class Nurse applying for appointment to the Active Staff shall be assigned to the Associate Staff for a probationary period unless specifically exempted by the Board for the purposes of appointing an externally-recruited candidate, such as a Head of Service, Program Medical Director, Department Chief, or Chief of Staff.
- (c) All Active Staff members are responsible for assuring that an acceptable standard of care is provided to all patients in the Corporation.
- (d) All Active Staff members shall have admitting privileges other than members of the Emergency Department or unless otherwise specified in their appointment to the Professional Staff.
- (e) All Active Staff members shall provide “on-call” services in accordance with duty rosters prepared by the Department Chief of their Department, including providing city-wide or regional on-call services, if applicable.
- (f) Active Staff members shall be eligible to vote at Professional Staff Association and Departmental and Service meetings, to hold office on the Professional Staff Association and to sit on any committee of the Professional Staff, and shall be bound by attendance requirements for Professional Staff Association and Departmental and Service meetings.
- (g) An Active Staff member:
 - (i) Shall, in the case of Medical Staff hold a certificate from the Royal College or the College of Family Physicians or, in the case of those with foreign specialty Certification, shall hold a College certificate of registration permitting the practice of that specialty, provided that they at all times comply with any terms, conditions, or preconditions attached to that College certificate of registration and with the requirement that they obtain a Royal College or College of Family Physicians certificate within the time period specified by the Royal College or College of Family Physicians to a maximum of five (5) years in accordance with the recommendation of the relevant Department Chief(s) and the Chief of Staff and at all times comply with the undertakings provided to the Corporation;
 - (ii) shall undertake such duties in respect of all patients including patients classed as emergency cases as may be specified by the Chief of Staff or by the Department Chief to which the has been assigned;
 - (iii) shall attend patients, and undertake treatment and operative procedures only in accordance with the kind and degree of privileges granted by the Board;

- (iv) shall act as a Supervisor of a member of the Professional Staff as and when requested by the Chief of Staff or the Department Chief;
- (v) may undertake such academic, clinical, research and administrative duties and responsibilities as outlined in clauses 15.02(d)(iii), (iv), (v) and (xx), and 15.05(b)(i) and (iii); and
- (vi) May serve as a Surgical Assistant.

18.03 Associate Staff

- (a) The Associate Staff shall consist of Physicians, Dentists, Midwives and Extended Class Nurses newly appointed by the Board to this category of Professional Staff for a probationary period of twenty-four (24) months to provide the Hospital with an opportunity to conduct a more thorough evaluation of the member's qualifications, skill, expertise, behaviours, and collegiality in order to determine whether the applicant should be re-appointed as an Active, Consulting or Courtesy Staff member with an expectation, subject to the Legislation and the By-Law, of continued yearly appointments at the Hospital.
- (b) The Active Staff member monitoring the performance of an Associate Staff member shall carry out these duties in accordance with the Rules and Regulations.
- (c) The Associate Staff member's performance shall be reviewed by the Credentials Committee on or before the expiry of their sixth (6th), twelfth (12th), eighteenth (18th) and twenty-fourth (24th) month probationary terms, and shall report to the Medical Advisory Committee.
- (d) At any time an unfavourable report may cause the Medical Advisory Committee to consider making a recommendation to the Board that the appointment of the Associate Staff member be terminated.
- (e) No member of the Professional Staff shall be appointed to the Associate Staff for more than twenty-four (24) consecutive months.
- (f) An Associate Staff member:
 - (i) shall attend patients, and undertake treatment and operative procedures under supervision in accordance with the kind and degree of privileges granted by the Board on the recommendation of the Medical Advisory Committee;
 - (ii) shall undertake such duties in respect of those patients classed as emergency cases as may be specified by the Department Chief to which the Associate Staff member has been assigned;
 - (iii) shall provide "on-call" services in accordance with duty rosters prepared by the Department Chief of their Department, including providing city-wide or regional on-call services, if applicable;
 - (iv) may undertake such academic, clinical, research and administrative duties and responsibilities as outlined in clauses 15.02(d)(iii), (iv), (v) and (xx), and 15.05(b)(i) and (iii);
 - (v) May serve as a Surgical Assistant.
- (g) Unless otherwise specified in the appointment, Associate Staff members shall be eligible to vote at Professional Staff Association and Departmental and Service meetings, to hold

office on the Professional Staff Association and to sit on any committee of the Professional Staff, and shall be bound by attendance requirements for Professional Staff Association and Departmental and Service meetings.

- (h) An Associate Staff member shall have admitting privileges unless otherwise specified in the appointment.
- (i) The Associate Staff appointment is a discrete appointment which does not create any rights that carry forward in the subsequent annual application for reappointment to the Professional Staff.

18.04 Courtesy Staff

- (a)
 - (i) the Board may grant a Physician, Dentist, Midwife and Extended Class Nurse an appointment to the Courtesy Staff with such privileges as the Board, on the advice of the Medical Advisory Committee, deems advisable; and
 - (ii) the circumstances leading to an appointment under this section shall be specified by the Physician, Dentist, Midwife and Extended Class Nurse on each application for appointment. The conditions are:
 - (A) the applicant lives at such a remote distance from the Corporation that it limits full participation in Active Staff duties, but they wish to maintain an affiliation with the Corporation; or
 - (B) the applicant has a primary commitment to, or contractual relationship with, another community organization; or
 - (C) the applicant requests access to limited Corporation resources or out-patient program or facilities; or
 - (D) where the Board deems it otherwise advisable.
- (b) Courtesy Staff members may attend Professional Staff Association and Departmental and Service meetings. Courtesy Staff members shall not be eligible to vote at Professional Staff Association or Departmental and Service meetings, to hold office on the Professional Staff Association or to sit on any committee of the Professional Staff, and shall not be bound by attendance requirements for Professional Staff Association and Departmental and Service meetings.
- (c) Each Physician, Dentist, Midwife and Extended Class Nurse on the Courtesy Staff may undertake such academic, clinical, research and administrative duties and responsibilities as outlined in clauses 15.02(d)(iii), (iv), (v) and (xx), and 15.05(b)(i) and (iii).
- (d) Courtesy Staff Physicians, Dentists, Midwives and Extended Class Nurses are members of the Professional Staff who have no other privileges except to make courtesy visits to their patients in any area of the Corporation, unless otherwise specified in the grant of privileges by the Board.
- (e) The Courtesy Staff appointment is a discrete appointment which does not create any rights that carry forward in the subsequent annual application for reappointment to the Professional Staff.

18.05 Temporary Staff

- (a) Notwithstanding any other provision of this By-Law, as a provision for exceptional circumstances, the Chief Executive Officer shall have authority, after consultation with the Chief of Staff, or their delegate, and the Department Chief to:
 - (i) grant temporary appointment to a Physician, Dentist, Midwife and Extended Class Nurse who is not a member of the Professional Staff until such time that the application can be dealt with in accordance with the provision of the section on Application for Appointment to the Professional Staff inclusive; and
 - (ii) continue the appointment, on the recommendation of the Medical Advisory Committee until the next meeting of the Board.
- (b) A temporary appointment may be made only for one of the following reasons:
 - (i) to meet a specific requirement by providing a consultation and/or operative procedure with respect to emergency services; or
 - (ii) to meet an urgent need for a medical/dental service.
- (c) Temporary Staff members may attend Professional Staff Association and Departmental and Service meetings. Temporary Staff members shall not be eligible to vote at Professional Staff Association or Departmental and Service meetings, to hold office on the Professional Staff Association or to sit on any committee of the Professional Staff, and shall not be bound by attendance requirements for Professional Staff Association and Departmental and Service meetings.
- (d) A temporary appointment may undertake such academic, clinical, research and administrative duties and responsibilities as outlined in clauses 15.02(d)(iii), (iv), (v) and (xx), and 15.05(b)(i) and (iii).
- (e) Notwithstanding any other provision contained in this By-Law, a temporary appointment that has not been approved by the Board may be revoked at any time by the Medical Advisory Committee without any requirement to comply with Articles 15 or 16 of this By-Law.

18.06 Honorary Staff

- (a) A Physician, Dentist, Midwife and Extended Class Nurse may be honoured by the Board with a position on the Honorary Staff of the Corporation because they:
 - (i) are a former member of the Professional Staff who has retired from active practice; or
 - (ii) have an outstanding reputation or made an extraordinary accomplishment, although not necessarily a resident in the community.
- (b) Each member of the Honorary Staff shall be appointed by the Board on the recommendation of the Medical Advisory Committee.
- (c) Membership on the Honorary Staff is not restricted to Physicians/Dentists.
- (d) An Honorary Staff member may attend Professional Staff Association and Departmental and Service meetings.

- (e) An Honorary Staff member shall not:
 - (i) have regularly assigned duties or responsibilities;
 - (ii) be eligible to vote at Professional Staff Association and Departmental and Service meetings or to hold office on the Professional Staff Association or to sit on any committee of the Professional Staff;
 - (iii) be bound by the attendance requirements for Professional Staff Association and Departmental and Service meetings; or
 - (iv) have admitting privileges.
- (f) Each member of the Honorary Staff may undertake such academic, clinical, research and administrative duties and responsibilities as outlined in clauses 15.02(d)(iii), (iv), (v) and (xx), and 15.05(b)(i) and (iii).

18.07 Surgical Assist Staff

- (a) The Board, upon the recommendation of the Medical Advisory Committee, may appoint for a limited term a Physician, Dentist, Midwife and Extended Class Nurse with the privileges of assisting in the Operating Room and with Caesarean Section deliveries.
- (b) The activities and competency of members of this category shall be monitored by the attending surgeons and their respective Department Chiefs.
- (c) Surgical Assist Staff shall provide “on-call” services in accordance with duty rosters prepared by the Chief of their Department, if applicable.
- (d) Surgical Assist Staff members may attend Professional Staff Association and Departmental and Service meetings. Surgical Assist Staff members shall not be eligible to vote at Professional Staff Association or Departmental and Service meetings, to hold office on the Professional Staff Association or to sit on any committee of the Professional Staff, and shall not be bound by attendance requirements for Professional Staff Association and Departmental and Service meetings.

18.08 Consulting Staff

- (a) The Consulting Staff shall consist of:
 - (i) Specialists with certification in their specialty in this jurisdiction; or
 - (ii) Physicians, Dentists, Midwives, Extended Class Nurses who have been appointed by the Board to the Consulting Staff because:
 - (A) they have a reputation among the members of the Professional Staff of the Corporation for performing work of high quality; or
 - (B) they have been recommended by the Medical Advisory Committee for the appointment on the basis of their additional training and/or experience with a focus on a specific medical discipline or expertise with certification recognized by a medical regulatory or licensing authority/governing body if applicable.
- (b) A Consulting Staff member may attend Professional Staff Association and Departmental and Service meetings.

- (c) A Consulting Staff member shall not:
 - (i) be eligible to vote at Professional Staff Association or Departmental and Service meetings or to hold office on the Professional Staff Association or to sit on any committee of the Professional Staff;
 - (ii) be bound by the attendance requirements for Professional Staff Association or Departmental and Service meetings; or
 - (iii) have admitting privileges.
- (d) A Consulting Staff member may give service in any case in which a consultation is required by the Rules and Regulations of the Corporation.
- (e) A Consulting Staff member may undertake such academic, clinical, research and administrative duties and responsibilities as outlined in clauses 15.02(d)(iii), (iv), (v) and (xx), and 15.05(b)(i) and (iii) that are expressly requested and granted, including the ability to carry out orders and perform specific procedures for both in-patients and out-patients.
- (f) A Consulting Staff member shall provide follow-up care to all in-patients for whom they have consulted.

18.09 Term Staff

- (a) Term Staff will consist of applicants who have been granted site specific admitting and/or site specific clinical privileges (i.e. Cancer Clinic out-patient) as approved by the Board having given consideration to the recommendation of the Department Chief, and the Credentials Committee and the Medical Advisory Committee in order to meet a specific clinical or academic need for a defined period of time not to exceed one (1) year. The specific, clinical or academic need(s) shall be identified by the Medical Advisory Committee and approved by the Chief Executive Officer of the Corporation. Such needs may include services provided by clinical assistants, clinical scholars, long-term locum tenens, or such other circumstances as may be required. Appointments shall be for a period not to exceed one (1) year and such appointment does not imply or provide for any continuing Professional Staff Appointment.
- (b) Term Staff:
 - (i) may be required to work under the supervision of an Active Staff member identified by the Department Chief;
 - (ii) may be required to undergo a probationary period as appropriate and as determined by the Department Chief;
 - (iii) shall, if replacing another member of the Professional Staff, attend that Professional Staff member's patients;
 - (iv) shall undertake such duties in respect of those patients classed as emergency cases and of out-patient department clinics as may be specified by the Department Chief due to the number that the Professional Staff is assigned;
 - (v) shall not, unless otherwise specified in the grant of privileges by the Board, have admitting privileges; and

- (vi) may undertake such academic, clinical, research and administrative duties and responsibilities as outlined in clauses 15.02(d)(iii), (iv), (v) and (xx), and 15.05(b)(i) and (iii).
- (c) Term Staff shall not, subject to a recommendation of the Credentials Committee and the Medical Advisory Committee and approval by the Board in each individual case:
 - (i) be eligible for reappointment;
 - (ii) be eligible to attend or vote at meetings of the Professional Staff Association or Departmental and Service meetings or to hold office on the Professional Staff Association or to sit on any committee of the Professional Staff; and
 - (iii) be bound by the expectations for attendance at Professional Staff Association or Department and Service meetings.

18.10 Senior Staff

- (a) A Senior Staff:
 - (i) will consist of those previous members of the Professional Staff appointed from time to time by the Board, who are over the age of seventy (70) and maintain clinical and/or academic activities within the corporation;
 - (ii) shall be subject to an enhanced peer review system which shall be jointly developed by the Department Chief and the Chief of Staff and approved by the Medical Advisory Committee with the express objective of ensuring the ongoing competency of the Senior Staff members;
 - (iii) will be granted privileges as approved by the Board having given consideration to the recommendation of the Department Chief and the Medical Advisory Committee;
 - (iv) will be granted in-patient and/or out-patient admitting privileges, unless otherwise specified in their appointment to the Professional Staff;
 - (v) will be eligible to apply for annual reappointment; and
 - (vi) will be eligible to vote at Professional Staff Association and Departmental and Service meetings, to hold office on the Professional Staff Association and sit on any committee of the Professional Staff; and will be bound by attendance requirements for Professional Staff Association and Department and Service meetings.

18.11 Clinical Fellow

- (a) Clinical Fellow privileges shall be granted to graduates of Medicine or Dentistry who are registered in an accredited postgraduate training program and who hold appropriate credentials from their respective Colleges.
- (b) A Clinical Fellow Staff member:
 - (i) may attend patients and write orders under the supervision of a member of the Active Staff;

- (ii) may attend at Professional Staff Association or Departmental and Service meetings;
 - (iii) shall perform such other duties as specified by the Department or Service to which the Clinical Fellow Staff member is assigned; and
 - (iv) may undertake such academic, clinical, research and administrative duties and responsibilities as outlined in clauses 15.02(d)(iii), (iv), (v) and (xx), and 15.05(b)(i) and (iii).
- (c) A Clinical Fellow Staff member may attend Professional Staff Association and Departmental and Service meetings.
- (d) A Clinical Fellow Staff member shall not:
- (i) be eligible to hold office on the Professional Staff Association or serve on any committees of the Professional Staff;
 - (ii) be eligible to vote at Professional Staff Association or Departmental and Service meetings;
 - (iii) be bound by attendance requirements for Professional Staff Association or Departmental and Service meetings; and
 - (iv) have admitting privileges.
- (e) The Clinical Fellow Staff appointment is a discrete appointment which does not create any rights that carry forward in the subsequent annual application for reappointment to the Professional Staff.

18.12 Locum Tenens Staff

- (a) The Locum Tenens Staff shall consist of those applicants who:
- (i) have been appointed by the Board and granted privileges for a specified period of time in order that they might relieve members of the Professional Staff who may be on vacation or other such extended leaves of absence, or
 - (ii) have been appointed by the Board and granted privileges at the request of a Department or Professional Staff member to fill a temporary need for a specified period of time provided the applicant has active staff privileges at another public hospital and has provided a letter of good standing from their chief of staff in support of the applicant's application to the Hospital. The aggregate period of appointment shall not exceed twelve (12) months.
- (b) The appointment of a Professional Staff member as a member 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) years in exceptional circumstances.
- (c) Notwithstanding paragraph 18.02(a), a Physician's term as a Locum Tenens Professional Staff member may be extended:
- (i) if the Board considers it to be necessary to cover an extended leave of absence or Departmental vacancy or other unexpected need; or

- (ii) if the Physician is on a roster of Locum Tenens Professional Staff members that the Hospital calls upon from time to time, on an ongoing basis, to fill unplanned or unexpected vacancies.
- (d) The Physician shall be required to specify the time period and Department/Service that they would like to be appointed to.
- (e) Locum Tenens Staff:
 - (i) shall work under the counsel and supervision of the Department Chief or Active Staff member who has been assigned this responsibility by the Department Chief of the Department to which the Locum Tenens member has been assigned; and
 - (ii) shall undertake such duties in respect of those patients classes or emergency cases as may be specified by the Chief of Staff or by the Department Chief of the Department to which the Locum Tenens member has been assigned.
 - (iii) may admit and treat patients according to the privileges granted;
 - (iv) may attend Professional Staff Association or Departmental and Service and committee meetings as required;
 - (v) are not eligible to hold office on the Professional Staff Association or serve on any committees of the Professional Staff;
 - (vi) are not eligible to vote at Professional Staff Association or Departmental and Service meetings;
 - (vii) are not bound by attendance requirements for Professional Staff Association or Departmental and Service meetings; and
 - (viii) may exercise any clinical privileges granted by the Board.
- (f) In the event that the Locum Tenens member is replacing a specified member of the Professional Staff, the Locum Tenens member shall be required to substitute for the absent practitioner in any of the practitioner's regularly scheduled on-call duties.
- (g) The Locum Tenens Staff appointment is a discrete appointment which does not create any rights that carry forward in the subsequent annual application for reappointment to the Professional Staff.

18.13 Telemedicine and Educational Professional Staff

- (a) The category of Telemedicine and Educational Professional Staff has been created to streamline the credentialing process so that:
 - (i) the Hospital's patients may benefit from the specialised consulting expertise and services of Physicians whose primary practices are at other hospitals, but which will be provided to the Hospital via telemedicine on an occasional and as-needed basis and would not otherwise be available to patients in the Hospital; or
 - (ii) the Hospital wishes to grant privileges to a Physician who shall teach new leading clinical/operative procedures or refinements and such Physician would not otherwise be available to the Professional Staff.

- (b) For the purposes of this section 18.13, “telemedicine” shall mean the use of telecommunications technologies to create audio/visual linkages between a Physician located outside of the Hospital to a patient of the Hospital, in actual or stored time.
- (c) The Telemedicine and Educational Professional Staff shall consist of Physicians who:
 - (i) hold Active Staff privileges at another public hospital in Ontario;
 - (A) provide telemedicine consultations to the Hospital’s patients, which consultation leads to a physician/patient relationship, at the request of a Physician who holds Active Staff or Associate Staff privileges at the Hospital; or
 - (B) teach and/or learn and perform new leading clinical/operative technologies or procedures or refinements of existing practices, through personally performing, as a teacher or learner, such techniques or procedures on the Hospital’s patients;
 - (ii) have been granted limited privileges, as set out in this section, to conduct such consultations.
- (d) Appointment Process:
 - (i) Notwithstanding any of the other provisions contained in this By-Law, Telemedicine and Educational privileges may be granted to a physician where:
 - (A) the Hospital does not have the volume of practice to require the specialized services on a full-time basis; access to the physician’s skills would contribute to the health and welfare of members of the community;
 - (B) the Department Chief or Chief of Staff request(s) that a Physician be granted privileges to teach a new leading clinical/operative technique or procedure; or
 - (C) it is highly unlikely or impractical to expect the Physician to formally apply for privileges at the Hospital; and

In the ordinary course, the appointment process shall follow the process set out in ARTICLE 15 of this By-Law.

- (ii) Notwithstanding any of the other provisions contained in this By-Law, a Physician may be granted Telemedicine and Educational Professional Staff privileges by the Chief Executive Officer upon the recommendation of either the applicable Department Chief or the Chief of Staff, provided that:
 - (A) a letter is obtained from the chief of staff or chief of department at the hospital where the Physician holds active professional staff privileges stating that the Physician is in good standing at the hospital and outlining the extent of the privileges and any restrictions thereon;
 - (B) evidence is obtained that the applicant is in good standing with the College and has appropriate professional liability coverage or membership in the Canadian Medical Protective Association;
 - (C) the Chief of Staff or Department Chief will undertake a search of the CPSO’s website to check as to whether the Physician has a licence to

practice medicine in the province of Ontario and whether there are pending, ongoing or completed proceedings or investigations before the College's Discipline, Fitness to Practice or Quality Assurance Committee(s) or any other regulatory/governing body in any jurisdiction and its equivalent committees, including any matters that are being appealed; and

(D) in respect of educational privileges, the letter referred to in paragraph (A) above must also contain a statement from the chief of staff or chief of department confirming that the Physician has the required skills and expertise to teach the clinical/operative procedure.

(iii) If there is no outstanding referral or adverse finding against the Physician, the Chief Executive Officer may grant privileges to the Physician.

(iv) If there is an outstanding referral or adverse finding against the Physician, then this streamlined process will not be available and the Physician will have to comply with the standard application process.

(e) Rights:

(i) An Honorary Staff member may attend Professional Staff Association and Departmental and Service meetings.

A Telemedicine and Educational Professional Staff member shall:

(ii) not have regularly assigned duties or responsibilities;

(iii) not be eligible to vote at Professional Staff Association or Departmental and Service meetings or to hold office on the Professional Staff Association or serve on any committees of the Professional Staff;

(iv) not be bound by attendance requirements for Professional Staff Association or Departmental and Service meetings; and

(v) may not admit or discharge patients, but may treat patients admitted by the Active or Associate Professional Staff by telemedicine consultation only.

(f) Responsibilities:

Telemedicine and Educational Professional Staff members shall:

(i) (A) provide telemedicine consultations when requested from the Active or Associate Professional Staff;

(B) teach new leading clinical/operative technologies or procedures or refinements of existing practices, through personally performing such techniques or procedures on the Hospital's patients;

(ii) prepare and complete records of personal health information in accordance with the Hospital's Policies as may be established from time to time, the Legislation and accepted industry standards;

(iii) undertake appropriate follow-up on a timely basis, including, without limitation, providing timely communication with all patients' referring Physicians and obtaining consultations on patients, where appropriate; and

- (iv) comply with applicable College policies, including the College's Policy on telemedicine.
- (g) Due Process Rights:

Applicants who are granted privileges by the Chief Executive Officer pursuant to clause 18.13(d)(ii) shall not be entitled to the due process procedures and protections set out in ARTICLE 15, ARTICLE 16 and ARTICLE 17 of this By-Law. Any applicant wishing to avail himself of the due process procedures and protection contemplated under the *Public Hospitals Act* shall be entitled to them, provided they are granted privileges pursuant to the process set out in ARTICLE 15.
- (h) Resources:

The Telemedicine and Educational Professional Staff appointment is a discrete appointment which does not create any rights that carry forward in the subsequent annual application for reappointment to the Professional Staff.

ARTICLE 19. PROFESSIONAL STAFF DUTIES AND RESPONSIBILITIES

19.01 Collective Duties and Responsibilities

Collectively, the Professional Staff practising within the jurisdiction of the Corporation have responsibility and accountability to the Corporation, the Board, Chief Executive Officer and Chief of Staff for:

- (a) ensuring that care at the Corporation is appropriately directed to meeting patients' needs and is consistent with sound health care resource utilization practices;
- (b) participating in quality, patient safety and workplace management initiatives by conducting all necessary and appropriate activities for assessing and improving the effectiveness and efficiency of care provided in the Corporation;
- (c) ensuring that ethical practice standards compatible with established standards of care are observed;
- (d) providing "on-call" services in accordance with duty rosters prepared by the Department Chief of their Department, including providing city-wide or regional on-call services, if applicable;
- (e) providing and maintaining undergraduate and postgraduate medical education and health professional education in accordance with the mission of the Corporation;
- (f) providing and maintaining the development of continuing medical education and continuing interdisciplinary health professional education;
- (g) providing, maintaining and participating in clinical health services and outcomes research;
- (h) promoting evidence-based decision making;
- (i) ensuring that any concerns relating to the operations of the Corporation are raised and considered through the established channels of communication within the Corporation such as the Department Chiefs, Heads of Service, Chief of Staff, Medical Advisory Committee, Professional Staff Association and/or the Board;

- (j) assisting to fulfill the mission of the Corporation through contributing to the strategic planning, community needs assessment, resource utilization management and quality management activities; and
- (k) contributing to the development and ensuring compliance with the By-Law, and Rules and Regulations of the Corporation.

19.02 Individual Duties and Responsibilities

Each member of the Professional Staff has individual responsibility to the Corporation, the Board, Chief Executive Officer and Chief of Staff to:

- (a) ensure a high professional standard of care is provided to patients under their care that is consistent with sound health care resource utilization practices;
- (b) practise medicine of the highest professional and ethical practice standards within the limits of the Privileges provided;
- (c) maintain involvement, as a recipient, in continuing medical and interdisciplinary professional education;
- (d) contribute to academic activities within the parameters of a mutual agreement as determined within the Department in which the Professional Staff member is appointed;
- (e) recognize the authority of the Heads of Service, Department Chief, Program Medical Directors, the Chief of Staff, the Medical Advisory Committee, Chief Executive Officer and the Board;
- (f) comply with the *Public Hospitals Act*, the By-Law, the Rules and Regulations and the Corporation's mission, vision, and strategic plan;
- (g) participate in quality, complaint and patient and workplace safety initiatives, as appropriate;
- (h)
 - (i) file a prescribed report with the appropriate College regulated under the *Regulated Health Professions Act* (Ontario) if:
 - (A) the Professional Staff member has reasonable grounds, obtained in the course of practicing, to believe that another member of the same or different College has sexually abused a patient; or
 - (B) the Professional Staff member has been found guilty of an offence or if there has been a finding of professional negligence or malpractice against the Professional Staff member; and
 - (ii) file a report with the Chief Executive Officer of the Corporation if the Professional Staff member has reasonable grounds to believe that another member of the same or different College who practices at the Hospital is incompetent or incapacitated or has sexually abused a patient (including providing a copy of the report referenced above at (h)(i)(A) to the Chief Executive Officer);
- (i) prepare and complete patient records in a timely fashion in accordance with the Policies as may be established, applicable Legislation and accepted industry standards;
- (j) provide timely communication with all patients' referring physicians;

- (k) obtain consultations on patients, where appropriate;
- (l) when requested by a fellow Professional Staff member or the Professional Staff member's medical student, clinical fellow or resident, provide timely consultations;
- (m) provide the Chief of Staff with three (3) months' written notice of the Professional Staff member's intention to reduce their privileges;
- (n) immediately (within no more than three (3) business days following the Professional Staff member having received notice of the change) provide a recital and description to the Chief of Staff and/or Department Chief of any changes during the credentialing year to the information provided by the Professional Staff member to the Corporation in their most recent application for appointment or reappointment including, without limitation, any changes to the information set out in paragraph 15.02(d)(ix), (x), (xi), (xii), (xiv), (xv), and (xvi) or paragraph 15.05(b)(ii) or (iii), as applicable;
- (o) comply with any specific:
 - (i) conditions attached to the exercise of the member's privileges; and
 - (ii) applicable attendance requirements for Professional Staff Association or Departmental and Service meetings;
- (p) work and cooperate with others in a manner consistent with the Corporation's mission, vision, and strategic plan;
- (q) notify the Board in writing through the Chief of Staff of any additional professional degrees or qualifications obtained by the Professional Staff member or of any change in their Certificate of Registration made by the College or change in professional liability insurance or increase in the Professional Staff member's scope of practice or a requirement for additional privileges that will impact the Corporation's resources;
- (r) serve as required on various Corporation and Professional Staff committees;
- (s) conduct himself/herself in a manner that is sensitive to the Corporation's reputation in the community, including refraining from making prejudicial or adverse public statements with respect to the Corporation or its operations;
- (t) in undertaking clinical research or clinical investigation, abide by the policies of the Universities;
- (u) in undertaking laboratory research or research involving the use of animals abide by the policies of the Universities;
- (v) report any critical incidents with respect to a patient under their care in accordance with the regulations under the *Public Hospitals Act*;
- (w) to authenticate treatment orders dictated to nursing staff on the first visit to the Hospital after dictating the order; and
- (x) attend fifty percent (50%) of the quarterly Professional Staff Association meetings and seventy percent (70%) of the meetings of Department and/or Service of which they are a member.

19.03 Leave of Absence

- (a) Subject to paragraph (c) below, when a member of the Professional Staff temporarily ceases to practice in the community for a period of twelve (12) months or less, application for a leave of absence from the Professional Staff may be made for medical, parental leave, education, training or sabbatical, or other reasons. Such application, stating the effective dates and reasons, shall be made to the Chief Executive Officer who, in turn, shall forward the application to the Credentials Committee which shall consult with the Department Chief and then forward a recommendation to the Medical Advisory Committee for consideration at its next regular meeting. The Medical Advisory Committee shall make its recommendation to the Board in respect of the leave that pertains to the balance of the member's current appointment. Any request for a leave of absence that extends beyond the current appointment must be requested in the Professional Staff member's reapplication.
- (b) If such leave of absence is granted, the Professional Staff member may make application for reappointment to the Professional Staff upon their return in accordance with the By-Law and, in such event, the Board may waive the usual requirement that the applicant apply to the Associate Staff, after considering the recommendations of the Medical Advisory Committee.
- (c) Notwithstanding other provisions contained in the By-Law, in the event the leave of absence is for any reason other than medical, parental leave or agreed upon training, the granting of the leave is conditional upon,
 - (i) the Professional Staff member coordinating locum to cover their clinical responsibilities; and
 - (ii) the Department Chief confirming in writing to the Chief of Staff that the absence will not negatively impact the Department's ability to meet its on-call responsibilities.
- (d) Upon the Professional Staff member's return from a leave of absence that exceeds the period of time granted by the Board, and/or cumulatively exceeds the maximum period of 12 consecutive months, the Chief of Staff, Department Chief, and Professional Staff member shall be required to jointly sign a return to practice plan as further specified in the Rules and Regulations which will be considered by the Credentials Committee and the Medical Advisory Committee to ensure that the Professional Staff member's clinical competencies were not prejudiced during their absence.

19.04 Conflict of Interest

- (a) Every Professional Staff member shall conduct themselves in accordance the College and the Legislation, as applicable (in the case of Physicians, specifically in accordance with Part IV, "Conflict of Interest", of Regulation 114/94 of the *Medicine Act*, 1991, appended to this By-Law as Schedule "A") and the WRH Corporate Policy regarding the guiding industry relationship within the hospital setting.
- (b) Every Professional Staff member or their Associates who, either directly or indirectly, has or thinks they may potentially have an actual or perceived Conflict of Interest with respect to a proposed or current matter or decision of the Medical Advisory Committee or its subcommittees or to a purchasing decision that the Professional Staff member can influence shall disclose the nature and extent of the Conflict of Interest at a meeting of the Medical Advisory Committee.

- (c) The declaration of interest shall be disclosed at the meeting of the Professional Staff committee at which the matter or decision is first raised.
- (d) If the Professional Staff member, or their Associates, becomes interested in a matter or decision after the Professional Staff committee meeting at which it is first raised, the Professional Staff member shall make a declaration at the next Professional Staff committee meeting following the Professional Staff member's perception or apprehension of a Conflict of Interest.
- (e) In the case of an existing matter or decision, the declaration shall be made at the first meeting of the Professional Staff committee after the individual becomes a Professional Staff member or the interest comes into being.
- (f) All such declarations of interest (including the specific nature thereof) shall be recorded in the minutes of the meeting and in the minutes of every meeting at which the matter that is the subject of the declaration is addressed (either discussed or voted on). The Administrative Assistant of the Medical Advisory Committee shall maintain a list of all ongoing matters that are the subject of a Conflict of Interest declaration, together with the identity of the conflicted Professional Staff member(s). Such list shall be referred to by the Secretary (or designate) when preparing Professional Staff committee or committee packages, and any materials relating to a matter that is the subject of a Conflict of Interest declaration shall be omitted from the Professional Staff committee or committee package of any conflicted Professional Staff member.
- (g) After making such a declaration, no interested Professional Staff member shall vote or be present at the vote or during the discussions, or otherwise attempt to influence the voting, on a matter or decision, nor shall the Professional Staff member be counted in any required quorum with respect to the vote. The abstention of the conflicted Professional Staff member from discussion and voting shall also be recorded in the minutes of each relevant meeting. The conflicted Professional Staff member is not restricted from answering questions about or explaining the Professional Staff member's involvement in the matter that is the subject of the declaration.
- (h) If a Professional Staff member believes that any other Professional Staff member is in a Conflict of Interest position with respect to any matter or decision, the Professional Staff member shall have such concern recorded in the minutes, and the Professional Staff member with the alleged Conflict of Interest shall have the right to address the Professional Staff Committee with respect to the allegation, and shall then absent himself/herself from the room. Thereafter, at the request of the Professional Staff member who recorded the initial concern, the Professional Staff Committee shall vote on whether the Professional Staff member alleged to have a Conflict of Interest is, in the opinion of the Professional Staff committee, in a Conflict of Interest. If the Professional Staff committee finds the person in a Conflict of Interest, that interested Professional Staff member shall absent himself/herself during any subsequent discussion or voting process relating to or pertaining to the Conflict of Interest. The question or whether a Professional Staff member has a Conflict of Interest shall be determined by the Professional Staff committee and shall be final.
- (i) If the Professional Staff committee finds that the person is not in conflict, the Professional Staff committee will then vote on the matter or decision and the votes of each member of the Professional Staff committee shall be recorded.

- (j) Where the number of Professional Staff members who, by reason of the provisions of this section, are prohibited from participating in a meeting is such that at that meeting the remaining members of the Medical Advisory Committee are not of sufficient number to constitute a quorum, then, notwithstanding any other provision in this By-Law, the remaining number of members of the Medical Advisory Committee shall be deemed to constitute a quorum, provided such number is not less than three (3).

ARTICLE 20. DEPARTMENTS AND DEPARTMENT CHIEFS, SERVICES AND HEADS OF SERVICE

20.01 Departments

The Professional Staff will be organized into the following Departments:

- (i) Anaesthesia;
 - (ii) Diagnostic Imaging;
 - (iii) Emergency Medicine;
 - (iv) Family Medicine and Hospitalist Medicine;
 - (v) Laboratory Medicine;
 - (vi) Medicine;
 - (vii) Neurosciences;
 - (viii) Obstetrics & Gynaecology;
 - (ix) Oncology;
 - (x) Oral Maxillofacial Surgery & Dentistry;
 - (xi) Pediatrics;
 - (xii) Psychiatry; and
 - (xiii) Surgery.
- (b) The Board may, from time to time, on the recommendation of the Medical Advisory Committee, increase, decrease or otherwise vary the number of Departments of the Corporation. Departments may develop a Service structure appropriate to their needs. Such structure and changes thereto shall be submitted to the Medical Advisory Committee for approval.
 - (c) Each Professional Staff member will be appointed to a minimum of one of the Departments. Appointment may extend to one or more additional Departments. These cross-appointments are dependent on educational preparation, interest and working affiliation with members of other Departments and the Resource Plans of the Departments.

20.02 Appointment of Department Chiefs

- (a) Prior to the appointment of a Department Chief, a selection committee shall be convened to determine suitable applicants. The Board, upon the recommendation of the selection committee, will appoint the Department Chief, subject to annual confirmation by the Board, for a term of up to three years. The Board, upon the recommendation of the

selection committee, may reappoint the Department Chief, subject to annual confirmation by the Board, for a term of up to three years.

- (b) Department Chiefs will be eligible to serve three (3) consecutive three-year terms, subject to annual reappointment by the Board, after having given consideration to a positive formal performance evaluation at the end of each three-year term. Further terms may be approved at the discretion of the Board upon a joint recommendation from members of the Department, the Medical Advisory Committee and administration of the Corporation.
- (c) Notwithstanding the above-described lengths of tenure of position, a Department Chief shall hold office until a successor is appointed.
- (d) At the end of term or in the event of a vacancy of a Department Chief, the selection committee will undertake a search for the express purpose of recommending a candidate for the position of Department Chief of the Corporation.
- (e) The selection committee will be chaired by the Chief of Staff or delegate and include:
 - (i) at least one (1) Physician from the Department for which the chief is being sought;
 - (ii) the Chief Executive Officer or delegate;
 - (iii) a representative of the Board, appointed by the Board Chair;
 - (iv) a non-physician professional who will work closely with the Department Chief;
 - (v) Physician representatives from a minimum of three (3) Departments which work closely with the Department Chief; and
 - (vi) up to three (3) other persons (non-physicians) working in the Department.
- (f) In the event a Department Chief resigns their office or takes a leave of absence, the Medical Advisory Committee may, upon the recommendation of the Chief of Staff and Chief Executive Officer, appoint a member of the Department to serve as Acting Department Chief until such time as the formal appointment process contemplated by this By-Law can be followed.

20.03 Terms of Reference and Responsibilities of the Department Chief

- (a) The Department Chief shall be a member of the Active Staff or Associate Staff in good standing³³.

³³ A Professional Staff member is not in good standing if any of the following apply: (a) they are under investigation by the College for incapacity or professional misconduct or incompetence; (b) they have been referred to the Discipline Committee or the Fitness to Practice Committee; (c) they have conditions or restrictions on their Certificate of Registration for reasons related to capacity, professional conduct or competence; (d) they have all or part of their privileges under suspension; (e) they have specific conditions/restrictions attached to their privileges for reasons related to capacity, competence, negligence or conduct whether voluntary or imposed by the Board; or (f) they have requested a hearing before the Board or the Health Professions Appeal and Review Board related to a recommendation by the Medical Advisory Committee not to reappoint the Professional Staff member to the Professional Staff or to reappoint the Professional Staff member with conditions/restrictions.

- (b) The Department Chief is accountable to the Board, through and with the Chief of Staff and the Chief Executive Officer for the management of the clinical service and related teaching and research and behaviours of the Professional Staff members in the Department.
- (c) The Department Chief shall carry out the following clinical, teaching, education, research and administrative responsibilities:
 - (i) provide duty rosters and provision for emergency care such as to ensure adequate coverage of the patient care responsibilities of the Department at all times, as defined by the Medical Advisory Committee;
 - (ii) advise the Chief Executive Officer, Medical Advisory Committee Chair, and Chief of Staff of any patient who is not receiving the most appropriate Hospital treatment and care;
 - (iii) report annually, or at the request of the Chief of Staff, on the quality of medical diagnosis, care and treatment provided to all patients of the Department, and any related administrative details;
 - (iv) ensure within the Department compliance with the By-Law and Rules and Regulations, including Policies related to quality assurance and chart reviews;
 - (v) advise the Chief Executive Officer, Medical Advisory Committee Chair, and Chief of Staff wherever a Professional Staff member is alleged to have engaged in, made or exhibited acts, statements, demeanour, behaviours or professional conduct, either within or outside of the health care facilities, and the same:
 - (A) exposes, or is reasonably likely to expose patients, employees or other persons in the Corporation to harm or injury; or
 - (B) is, or is reasonably likely to be, detrimental to patient safety or to the delivery of quality patient care within the Corporation; or
 - (C) is, or is reasonably likely to be, detrimental to the Corporation's operations; or
 - (D) is, or is reasonably likely to constitute Disruptive Behaviour/Unprofessional Behaviour; or
 - (E) results in the imposition of sanctions by the College; or
 - (F) is contrary to the By-Law, Rules and Regulations, the *Public Hospitals Act*, or any other relevant law of Canada or Ontario;
 - (vi) participate in the development of and revisions to the Corporation's overall Policies, goals, planning and resource allocation;
 - (vii) advise members of the Department, of current Corporation and Departmental Policies, regulations, objectives and other issues of importance to members of the Department;
 - (viii) interpret corporate and Departmental Rules and Regulations, objectives and other issues of importance to members of the Department;

- (ix) participate in the orientation of new members of the Department, which shall include the By-Law, Rules and Regulations and objectives and other issues of importance to members of the Department and to the Corporation;
- (x) lead in the recruitment of new members of the Department;
- (xi) submit a plan of organization for the Department for review and approval by the Medical Advisory Committee, which may include delegation of specific responsibilities;
- (xii) take steps to ensure an effective working relationship between the Department and associated Programs and Services;
- (xiii) take steps to ensure an effective working relationship between the Department other Professional Staff and health professionals and Students;
- (xiv) take steps to ensure optimum utilization of resources by the Department, and to advise the Medical Advisory Committee accordingly;
- (xv) hold monthly Departmental meetings, at a minimum nine (9) times a year, and ensure the maintenance and circulation of minutes accurately documenting those meetings, as are required to maintain optimum communication with departmental staff;
- (xvi) implement within the Department actions taken by the Medical Advisory Committee and Board;
- (xvii) prepare such reports and perform such duties pertaining to their Department as may be required by the Medical Advisory Committee, the Chief Executive Officer, or the Board;
- (xviii) establish quality continuing education related to the Department, with the advice of the appropriate faculty program directors and education oriented committees;
- (xix) promote, report on and oversee the conduct of research undertaken by members of the Department with the advice of the research oriented committees;
- (xx) collaborate with the Corporation in the management of any complaint relating to a Professional Staff member;
- (xxi) receive reports of Professional Staff standing and ad hoc committees;
- (xxii) work with other Department Chiefs, Program Medical Directors, the Heads of Service and the Corporation's Management in forming and recommending policy to the Board;
- (xxiii) collaborate with the Chief of Staff, the Program Medical Directors and the other Department Chiefs in the development, periodic review and revision of departmental Resource Plans and clinical utilization management review activities;
- (xxiv) ensure that the resources of the Corporation allocated for the Department are appropriately distributed among the members of the Department;
- (xxv) provide a written performance evaluation of all members of the Department on an annual basis (to coincide with the annual reappointment process) and submit a

report to the Credentials Committee (clause 15.05(b)(iv)) to be submitted with the annual hospital reappointment form; and

- (xxvi) may designate a member of the Active Staff or Associate Staff in good standing³⁴ to act as deputy chief in consultation with the Chief of Staff. The deputy chief shall act as Department Chief when the deputy chief is unavailable and shall perform such other duties as may be delegated from time to time.
- (d) In addition to duties included elsewhere in this By-Law, with Department members' assistance, the Department Chief shall:
 - (i) develop with the Chief of Staff, Program Medical Directors, Heads of Service and Chief Executive Officer, or delegate, the Department's goals, objectives and strategic plan including a Resource Plan for presentation to the Board through the Medical Advisory Committee;
 - (ii) participate in the organization and implementation with the Chief of Staff, Program Medical Director, Heads of Service and Chief Executive Officer, or delegate, of clinical utilization management review within the Department;
 - (iii) participate in the development with the Chief of Staff, Program Medical Director, Heads of Service and Chief Executive Officer, or delegate, and Regional Partners, of a recruitment plan, including appropriate Impact Analysis, in keeping with the approved Resource Plan of the Department and the Program;
 - (iv) develop with members of the Department a mutually agreed upon accountability statement related to items of patient care and academic responsibility which serve as the basis for individual members' annual evaluation; and
 - (v) develop and maintain a process to both promote and document quality management and patient safety improvements in the Department including a continuous learning process of members of the Department.
- (e) Other duties assigned by the Board or Medical Advisory Committee from time to time.

20.04 Performance Evaluation of Department Chiefs

- (a) Department Chiefs will be subject to annual confirmation by the Board to coincide with the Department Chief's date of appointment. As part of the annual performance evaluation, the Chief of Staff and the Department Chief will review the Chief Agreement related to:
 - (i) quality of medical care, diagnosis and treatment/quality assurance;

³⁴ A Professional Staff member is not in good standing if any of the following apply: (a) they are under investigation by the College for incapacity or professional misconduct or incompetence; (b) they have been referred to the Discipline Committee or the Fitness to Practice Committee; (c) they have conditions or restrictions on their Certificate of Registration for reasons related to capacity, professional conduct or competence; (d) they have all or part of their privileges under suspension; (e) they have specific conditions/restrictions attached to their privileges for reasons related to capacity, competence, negligence or conduct whether voluntary or imposed by the Board; or (f) they have requested a hearing before the Board or the Health Professions Appeal and Review Board related to a recommendation by the Medical Advisory Committee not to reappoint the Professional Staff member to the Professional Staff or to reappoint the Professional Staff member with conditions/restrictions.

- (ii) the Department's achievement of utilization benchmarks/objectives and productivity targets;
 - (iii) academic matters;
 - (iv) leadership/administrative skills development;
 - (v) clinical resource planning; and
 - (vi) patient and workplace safety.
- (b) At the end of each three-year term, a review of the performance of each Department Chief will be undertaken. This will be undertaken by the Chief of Staff. The duties of Department Chiefs (section 20.03 of this By-Law), and the specific duties, if any, as determined at the time of appointment, will be used as the criteria against which the performance of the Department Chief will be evaluated.
- (c) A review of the Department Chief's performance may be initiated at other times by the Chief of Staff on the basis of a request from:
- (i) the Board; or
 - (ii) the President of the Professional Staff Association; or
 - (iii) the Chief Executive Officer or designate.
- (d) The review of a Department Chief will be carried out through the use of a review committee appointed for the express purpose of recommending to the Board through the Medical Advisory Committee regarding the reappointment at the end of a three-year term or for information at the end of the second year of either three-year terms.
- (e) The review committee will be chaired by the Chief of Staff or delegate. The committee's membership will be subject to the approval of the Medical Advisory Committee Executive Committee and include:
- (i) a Physician representative of the Department of the Department Chief being reviewed;
 - (ii) a representative of Management appointed by the Chief Executive Officer;
 - (iii) a representative of the Board appointed by the Board Chair;
 - (iv) a non-physician professional who has worked closely with the Department Chief;
 - (v) Physician representatives from a minimum of three (3) Departments who have worked closely with the Department Chief; and
 - (vi) Vice-Presidents of the Professional Staff Association or designate.
- (f) The review committee will seek the advice of members of the Professional Staff or of other health professionals in whatever way is chosen by the committee to do so.
- (g) At the conclusion of each performance review the committee, in addition to reporting to the Department Chief being reviewed, will present its formal report through the Medical Advisory Committee.

20.05 Services in a Department

Where applicable, within six months of the appointment of a new Department Chief, that Department Chief shall present to the Medical Advisory Committee, for its approval, a Service leadership structure for the Department and the specific members of the Professional Staff assigned within that structure.

20.06 Appointment of Heads of Service

- (a) A Head of Service may be appointed by the Department Chief in consultation with the Chief of Staff. This appointment shall normally be for the same term as the Department Chief, plus an additional three months, and shall be renewable.
- (b) The Heads of Service may be service specific, site specific, or function specific, as deemed necessary by the Department Chief.
- (c) In bringing forward the appointment for a Head of Service, the Department Chief shall demonstrate a process of consultation within the Department and where appropriate, between Departments.

20.07 Terms of Reference and Responsibilities of Heads of Service

The Head of Service shall:

- (a) be a member of the Active Staff or Associate Staff in good standing³⁵;
- (b) as a delegate of the Department Chief, be responsible to the Department Chief;
- (c) assist the Department Chief in the administration and direction of quality of medical care, diagnosis and treatment, and operation of the Service and the specific subspecialty; and
- (d) assume such other duties as are delegated by the Department Chief. Identified responsibilities shall be reported in writing to the Chief of Staff, the Chief Executive Officer and the Medical Advisory Committee each time a Head of Service is appointed.

ARTICLE 21. PROGRAM MEDICAL DIRECTORS

21.01 Programs

The Hospital may be organized into Programs for administrative and operational purposes as deemed appropriate, including but not limited to:

- (a) Cancer Services;

³⁵ A Professional Staff member is not in good standing if any of the following apply: (a) they are under investigation by the College for incapacity or professional misconduct or incompetence; (b) they have been referred to the Discipline Committee or the Fitness to Practice Committee; (c) they have conditions or restrictions on their Certificate of Registration for reasons related to capacity, professional conduct or competence; (d) they have all or part of their privileges under suspension; (e) they have specific conditions/restrictions attached to their privileges for reasons related to capacity, competence, negligence or conduct whether voluntary or imposed by the Board; or (f) they have requested a hearing before the Board or the Health Professions Appeal and Review Board related to a recommendation by the Medical Advisory Committee not to reappoint the Professional Staff member to the Professional Staff or to reappoint the Professional Staff member with conditions/restrictions.

- (b) Cardiology;
- (c) Catheterization Laboratory;
- (d) Critical Care;
- (e) Diagnostic Imaging;
- (f) Emergency Services;
- (g) Maternal Fetal Medicine;
- (h) Neonatology;
- (i) Renal Program;
- (j) Surgical Services; and
- (k) Trauma.

21.02 Appointment of Program Medical Directors

- (c) The selection process for a Program Medical Director shall be determined by the Chief of Staff, the relevant Department Chief and the Vice-President of the Program in consultation with the Chief Executive Officer.
- (d) The Program Medical Director shall be a member of the Active Staff or Associate Staff in good standing³⁶.

ARTICLE 22. MEDICAL ADVISORY COMMITTEE

22.01 Composition of Medical Advisory Committee

- (a) The Medical Advisory Committee shall consist of the following voting members:
 - (i) Chief of Staff, who shall be Chair;
 - (ii) President of the Professional Staff Association,
 - (iii) Vice-Presidents of the Professional Staff Association;
 - (iv) Secretary/Treasurer of the Professional Staff Association;
 - (v) all Department Chiefs;

³⁶ A Professional Staff member is not in good standing if any of the following apply: (a) they are under investigation by the College for incapacity or professional misconduct or incompetence; (b) they have been referred to the Discipline Committee or the Fitness to Practice Committee; (c) they have conditions or restrictions on their Certificate of Registration for reasons related to capacity, professional conduct or competence; (d) they have all or part of their privileges under suspension; (e) they have specific conditions/restrictions attached to their privileges for reasons related to capacity, competence, negligence or conduct whether voluntary or imposed by the Board; or (f) they have requested a hearing before the Board or the Health Professions Appeal and Review Board related to a recommendation by the Medical Advisory Committee not to reappoint the Professional Staff member to the Professional Staff or to reappoint the Professional Staff member with conditions/restrictions.

- (vi) Chairs of Medical Advisory Committee's committees, upon invitation by the Chair, who shall not have voting privileges; and
 - (vii) any other Physician(s) as deemed necessary from time to time by the Medical Advisory Committee.
- (b) In addition, the Medical Advisory Committee shall consist of the following ex-officio members, who, with the exceptions set out below under paragraph (c) and (d) below shall be non-voting members:
- (i) Chief Executive Officer or their designate; and
 - (ii) Chief Nursing Executive.
- (c) Only members of the Medical Advisory Committee who are members of the Professional Staff shall be entitled to attend, participate or vote in a portion of a meeting of the Medical Advisory Committee that relates to a Professional Staff member's privileges, including appointments and reappointments; and
- (d) Medical Advisory Committee members who are the subject of an investigation, meeting or hearing pursuant to Article 16 or 17 of this By-Law or any appeal of a decision of the Board pursuant to Article 16 or 17 of this By-Law shall not be entitled to attend or participate in meetings of the Medical Advisory Committee or any of their committees, until such time as the matter which gave rise to the above-noted proceedings is fully resolved.

22.02 Accountability of Medical Advisory Committee

The Medical Advisory Committee is accountable to the Board, in accordance with the *Public Hospitals Act*, as amended and the Regulations pertaining thereto.

22.03 Medical Advisory Committee Duties and Responsibilities

The Medical Advisory Committee shall, in addition to those matters set out in subsections 34(7) and 35(2) and section 37 of the *Public Hospitals Act* (appended to this By-Law as Schedule "B"):

- (a) make recommendations to the Board concerning the following Professional Staff matters:
 - (i) every application for appointment or reappointment to the Professional Staff;
 - (ii) the Privileges to be granted to each member of the Professional Staff;
 - (iii) the By-Law respecting any Professional Staff;
 - (iv) the dismissal, suspension or restrictions of Privileges of any member of the Professional Staff;
 - (v) the quality of medical care, diagnosis and treatment provided in the Corporation by the Professional Staff;
 - (vi) the clinical and general rules regarding the Professional Staff;
- (b) supervise the practice and behaviours of the Professional Staff;
- (c) appoint the Professional Staff members of all committees of the Medical Advisory Committee that are established by the Board;
- (d) receive reports from the committees of the Medical Advisory Committee;

- (e) receive reports from the Program Medical Directors;
- (f) advise the Board on any matter referred to the Medical Advisory Committee by the Board;
- (g) recognize the impact of Corporation's resources, accountability agreements and of regionalization,
- (h) collaborate with the Program Medical Directors;
- (i) make recommendations to administration and to the Board on matters of patient care, Professional Staff education and research;
- (j) facilitate the development and maintenance of the Rules and Regulations and Policies for the Professional Staff;
- (k) include in its duties an assessment of present and future facilities, or procedures of the Corporation, particularly with respect to the needs of the patients and Professional Staff;
- (l) appoint one or more members of the Professional Staff to advise the Joint Occupational Health and Safety Committee (JOHSC) established under the *Occupational Health and Safety Act* (Ontario) where the Medical Advisory Committee is requested to do so by the JOHSC;
- (m) appoint the standing committees of the Medical Advisory Committee as hereinafter specified annually and from time to time assign the duties, functions and powers of these committees; and
- (n) where the Medical Advisory Committee identifies systemic or recurring quality of care issues in making its recommendations to the Board under clause 20.03(a)(iv), the Medical Advisory Committee shall make recommendations about those issues to the Hospital's Quality of Care Committee.

22.04 Medical Advisory Committee Chair

- (a) The Chair shall call regular meetings of the Medical Advisory Committee, at a minimum ten (10) times each fiscal year, and ensure the maintenance and circulation of minutes documenting those meetings and shall report for the Medical Advisory Committee at the meetings of the Professional Staff Association and the Board.
- (b) The Chair may call special meetings of the Medical Advisory Committee upon forty-eight (48) hours' notice or at the written request of five voting members of the Medical Advisory Committee, three of whom shall be Department Chiefs.
- (c) If the office of Chair becomes vacant for any reason, the Vice-Chair of the Medical Advisory Committee shall act until a new Chief of Staff is named.

22.05 Vice-Chair of the Medical Advisory Committee

- (a) A Vice-Chair of the Medical Advisory Committee may be selected from amongst the Department Chief members of the Medical Advisory Committee by the Chief of Staff in consultation with the Board Chair and Chief Executive Officer.
- (b) The Vice-Chair of the Medical Advisory Committee shall perform such duties as assigned from time to time by the Chair of the Medical Advisory Committee.

22.06 Medical Advisory Committee Subcommittees

- (a) The Medical Advisory Committee may from time to time establish Committees as the need arises, subject to approval by the Board. The following committees are hereby established and will have professional representation:
 - (i) Medical Advisory Committee Executive Committee;
 - (ii) Credentials Committee;
 - (iii) Critical Care Committee;
 - (iv) Infection Control and Prevention Committee;
 - (v) Medical Quality Assurance Committee;
 - (vi) Operating Room Committee;
 - (vii) Regional Pharmacy and Therapeutics Committee;
 - (viii) Utilization Management Committee; and
 - (ix) Women and Children's Services Committee.
- (b) The terms of reference for the standing and special subcommittees not set out below shall be set out in the Rules and Regulations.

22.07 Composition of Medical Advisory Committee Executive Committee

- (a) The Medical Advisory Committee Executive Committee shall be comprised of the following voting members:
 - (i) Chair - Chief of Staff;
 - (ii) President of Professional Staff Association or in their absence, one of the Vice-Presidents of Professional Staff Association; and
 - (iii) at least two (2) other Chiefs of Department may be appointed or invited from time to time by the Medical Advisory Committee.
- (b) The Chief Executive Officer or designate shall be ex-officio non-voting members.

22.08 Duties and Responsibilities of the Medical Advisory Committee Executive Committee

The Medical Advisory Committee Executive Committee shall:

- (a) identify the Medical Advisory Committee's information needs and priorities, deal with and expedite routine matters, and plan its agenda so as to optimize committee members' time and skills;
- (b) perform the role of the Medical Advisory Committee in matters of administrative urgency, reporting their actions at the next meeting of the Medical Advisory Committee and the Board;
- (c) keep minutes of all meetings;
- (d) act as the Professional Staff representatives of the Joint Conference Committee of the Board; and

- (e) perform such other duties as may be assigned by the Medical Advisory Committee.

22.09 General Composition and Duties of the Medical Advisory Committee Subcommittees

- (a) Unless otherwise stated, Medical Advisory Committee subcommittees shall:
 - (i) have members selected, on an annual basis, by the Medical Advisory Committee from amongst the Professional Staff as specified for each subcommittee;
 - (ii) have a Chair, who shall be a member of the Professional Staff, selected by the Chief of Staff;
 - (iii) meet as often as necessary to fulfill their duties and to meet the requirements of the *Public Hospitals Act*, the By-Law, the Rules and Regulations, and other relevant Legislation, and as requested by the Chair of the Medical Advisory Committee;
 - (iv) keep minutes of all meetings with records of attendance, copies of which shall be forwarded to the Medical Advisory Committee Executive Committee; and
 - (v) report to the Medical Advisory Committee at least annually or more often as necessary or as requested by the Chair of the Medical Advisory Committee.
- (b) The Chair of the Medical Advisory Committee and the Chief Executive Officer shall be ex-officio members of all subcommittees of Medical Advisory Committee. The ex-officio members of the Medical Advisory Committee shall only count towards quorum if they are present.

22.10 Voting

All members of the Medical Advisory Committee and its subcommittees shall have voting privileges unless otherwise stated in the terms of reference of the Medical Advisory Committee/subcommittee.

22.11 Quorum

Except where stated in the regulations, a quorum shall be forty percent (40%) of all members of the Medical Advisory Committee/subcommittee.

ARTICLE 23. CHIEF OF STAFF

23.01 Appointment of Chief of Staff

- (a) The Board, unless it determines otherwise, will appoint as Chief of Staff a Physician who meets the requirements to become a member of the Active Staff.
- (b) The appointment will be made with consideration being given to the advice of a selection committee appointed for the express purpose of recommending a candidate for the position to the Board, following consultation with the Medical Advisory Committee.
- (c) The work of the selection committee will include, but will not be limited to, establishing and clarifying criteria to be used in the selection, overseeing the process to obtain candidates, interviewing candidates and agreeing on a process by which to make a final recommendation.

23.02 Selection Committee

Prior to the appointment of the Chief of Staff, a selection committee shall be convened to determine suitable applicants. The Chair of the selection committee shall be a member of the Board.

23.03 Term of Office

- (a) The Chief of Staff will, subject to annual confirmation by the Board, serve for an initial term of between three (3) to five (5) years, which term is renewable. In any case the appointment will be until a successor is appointed.
- (b) Notwithstanding any other provisions contained in the By-Law, the office of the Chief of Staff may at any time be revoked or suspended by resolution of the Board.

23.04 Role of Chief of Staff

The Chief of Staff will:

- (a) provide leadership in the establishment of an interdisciplinary approach to patient and family centred care and service;
- (b) collaborate with representatives of other disciplines to create an environment that promotes commitment to continuous improvement of patient care outcomes;
- (c) enhance education and research throughout the organization; and
- (d) champion and participate in organization and development at a strategic and project level.

23.05 Responsibilities and Duties of Chief of Staff

- (a) The Chief of Staff is accountable to the Board for two major responsibilities:
 - (i) supervising and overseeing, through and with the Medical Advisory Committee, the quality of clinical care provided by the Professional Staff to all patients in the Corporation; and
 - (ii) chairing the Medical Advisory Committee in accordance with section 21.04 of the By-Law and chairing the Medical Advisory Committee Executive Committee. In chairing, it is also the responsibility of the Chief of Staff to report regularly to the Board on the work and recommendations of the Medical Advisory Committee and its component parts and subcommittees, and similarly to the Medical Advisory Committee, and its component parts and subcommittees, on the decisions and Policies of the Board.
- (b) In addition, the Chief of Staff has the following other specific duties:
 - (i) The Chief of Staff will be a member of the Board and such committees of the Board as provided in the By-Law, and such other committees as determined by the Board from time to time.
 - (ii) The Chief of Staff will be a member of the Board's Executive Committee and Quality of Care Committee, and such other Board Committees as the Board may determine from time to time.
 - (iii) As Chair of the Medical Advisory Committee, the Chief of Staff will:

- (A) organize, set priorities and supervise the agenda of the Medical Advisory Committee;
 - (B) ensure issues raised at the Medical Advisory Committee or to the Chief of Staff are directed to the appropriate Medical Advisory Committee subcommittees;
 - (C) ensure, assist and develop appropriate communication between the Medical Advisory Committee and its subcommittees and the Corporation's committees and Programs and Program Medical Directors, and Departments and Department Chiefs; and
 - (D) continuously monitor functioning of the Medical Advisory Committee, including recommending on and reporting to the Medical Advisory Committee on changes to the Medical Advisory Committee subcommittee structures, functions, procedures and operations.
- (iv) Through and with the Department Chiefs, the Chief of Staff ensures adequate supervision of any member of the Professional Staff for any period of time when:
- (A) a Physician, Dentist, Midwife or Extended Class Nurse begins practice at the Corporation or is performing a new procedure; and
 - (B) concerns arise about the quality of medical care, diagnosis and treatment or behaviours or utilization practice of a specific Physician, Dentist, Midwife or Extended Class Nurse.
- (v) Through and with the Department Chiefs, the Chief of Staff will supervise the medical care given to all inpatients and outpatients, by:
- (A) ensuring the adequate review of appointments recommended by the Medical Advisory Committee to the Board;
 - (B) ensuring that quality assurance reporting, accountability and assessment structures exist and operate so as to identify individual problems with patient care;
 - (C) consulting and acting with Department Chiefs on any issue of individual patient care and patient and workplace safety; and
 - (D) investigating and acting, as appropriate, in consultation with the Department Chiefs and the Corporation's Management, on complaints involving Professional Staff.
- (vi) The Chief of Staff will investigate and act, as appropriate, on matters of patient care, patient and workplace safety, academic responsibilities or conflicts with the Corporation's employees and Professional Staff. This duty includes implementing procedures to monitor and ensure Professional Staff compliance with the By-Law, Rules and Regulations and procedures.
- (vii) Through the Department Chief, the Chief of Staff, when necessary, assumes or assigns to any other member of the Professional Staff responsibility for the direct care and treatment of any patient of the Corporation under the authority of the *Public Hospitals Act*, and notifies the responsible Professional Staff member,

Chief Executive Officer or delegate, and, if possible, the patient of this reassignment of care.

- (viii) The Chief of Staff will collaborate with the Program Medical Directors and the Department Chiefs in the development, periodic review and revision of departmental Resource Plans and clinical utilization management review activities.
- (ix) The Chief of Staff, working through Department Chiefs, will encourage participation of Professional Staff in continuing education and professional development.
- (x) As described in paragraph 20.04(d) of this By-Law, the Chief of Staff will carry out the performance evaluation of all Department Chiefs.
- (xi) The Chief of Staff will liaise with Chief of Staffs of the Regional Partners.
- (xii) As Academic Medical Liaison, the Chief of Staff will as appropriate:
 - (A) represent and advance the interests of the Schulich School of Medicine and Dentistry in its relations with affiliated and partner health institutions;
 - (B) play a lead role in achieving the regional goals of the Schulich School of Medicine and Dentistry in academic and clinical endeavours;
 - (C) represent academic interests in the course of advancing corporate restructuring;
 - (D) liaise, as necessary, with the appropriate representatives of Schulich School of Medicine and Dentistry to ensure that staffing plans include job definitions and an annual report system;
 - (E) liaise with the Universities' Associate Deans for Undergraduate Education, Postgraduate Education, and Continuing Professional Development and the Vice-Dean, Education to facilitate and enable medical education (undergraduate, postgraduate and continuing professional education) and the Vice-Dean, Research and Innovation to facilitate and enable research;
 - (F) represent the Corporation on the Liaison Committee with respect to any matters concerning the implementation of the Affiliation Agreement and relations between the Corporation and the Universities; and
 - (G) liaise in matters pertaining to physician human resources with the Universities.
- (xiii) The Chief of Staff will designate a member of the Active Staff to act as an alternate during an absence or disability of the Chief of Staff in consultation with the Chief Executive Officer.

23.06 Evaluation of the Chief of Staff

The Chief of Staff shall be subject to an annual performance evaluation process as set out in Board Policies.

ARTICLE 24. OFFICERS OF THE PROFESSIONAL STAFF ASSOCIATION

24.01 Purposes of the Professional Staff Association

The purpose of the Professional Staff Association is to provide an organization whereby the members of the Professional Staff participate in the Corporation's planning, policy setting, and decision making through their elected officers.

24.02 Officers of the Professional Staff Association

- (a) The officers of the Professional Staff Association will be:
 - (i) the President;
 - (ii) the Vice-Presidents, one of whom shall represent the Metropolitan Campus and the other shall represent the Ouellette Campus;
 - (iii) the Secretary/Treasurer; and
 - (iv) the immediate Past President of the Professional Staff.
- (b) These officers will take up their positions after the election at the annual meeting of the Professional Staff Association. Only members of the Active and Associate Staff may be elected to any position or office of the Professional Staff as established by this By-Law.
- (c) The officers of the Professional Staff shall propose the annual dues for Professional Staff for approval at each annual meeting of the Professional Staff Association.

24.03 President of the Professional Staff Association

The President of the Professional Staff Association shall:

- (a) be elected at the annual meeting of the Professional Staff Association;
- (b) serve for a one- (1-) year term, and may serve up to a maximum of (2) consecutive annual terms;
- (c) be an ex-officio non-voting member of the Board and as a Director, fulfil fiduciary duties to the Corporation by acting in the best interest of the Corporation;
- (d) be a member of committees of the Board as designated by the By-Law, and all committees of the Medical Advisory Committee and the Professional Staff Association as deemed appropriate by the Medical Advisory Committee;
- (e) act as a liaison between the Professional Staff, the Chief Executive Officer, and the Board with respect to all matters concerning the Professional Staff;
- (f) call and preside at all Professional Staff Association meetings;
- (g) be a member of the Medical Advisory Committee and Medical Advisory Committee Executive Committee at the Corporation; and
- (h) be a member of the Joint Conference Committee of the Board.

24.04 The Vice-Presidents of the Professional Staff Association

The Vice-Presidents of the Professional Staff Association shall:

- (a) be elected at the annual meeting of the Professional Staff Association;
- (b) serve for a one-year term, up to a maximum of two (2) consecutive terms;
- (c) act in the place of the President of the Professional Staff Association and perform the duties and possess the powers of the President, in the absence or disability of the President;
- (d) be an ex-officio non-voting member of the Board and as a Director, fulfil fiduciary duties to the Corporation by making decisions in the best interest of the Corporation;
- (e) be a member of the Medical Advisory Committee;
- (f) perform such additional duties as requested by the President of the Professional Staff Association.

24.05 The Secretary/Treasurer of the Professional Staff Association

The Secretary/Treasurer of the Professional Staff Association shall:

- (a) be elected at the annual meeting of the Professional Staff Association;
- (b) serve for a one-year term, up to a maximum of two (2) consecutive terms;
- (c) attend to the correspondence of the Professional Staff Association;
- (d) maintain the financial records of the Professional Staff Association and provide a financial report at the annual meeting of the Professional Staff Association;
- (e) ensure notification of all members of the Professional Staff Association at least forty-eight (48) hours prior to each regular meeting;
- (f) ensure that minutes are kept of Professional Staff Association meetings;
- (g) be a member of the Medical Advisory Committee;
- (h) call meetings on order of the President of the Professional Staff Association.

24.06 Past President of the Professional Staff Association

The Past President of the Professional Staff Association shall:

- (a) serve for a one-year term, up to a maximum two (2) consecutive terms; and
- (b) be the Chair of the Professional Staff Association Nominations Committee at the Corporation.

24.07 Professional Staff Association Nominations Committee

- (a) The Professional Staff Association Nominations Committee shall nominate the President, Vice-Presidents and Secretary/Treasurer of the Professional Staff Association. The Chair of the Nominations Committee shall be the immediate Past President.
- (b) A Nominations Committee shall be appointed by the Professional Staff at each annual meeting and will include two (2) additional Active or Associate Staff members of the Professional Staff who are eligible to vote.
- (c) At least thirty (30) days before the annual meeting of the Professional Staff Association, its Nominations Committee shall post in the Corporation a list of the names of those who

are nominated to stand 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*.

- (d) Any further nominations shall be made in writing to the Secretary of the Professional Staff Association within fourteen (14) days after the posting of the names referred to in paragraph (c) above.
- (e)
 - (i) further nominations referred to in paragraph (d) above shall be signed by two (2) members of the Professional Staff who are eligible to vote;
 - (ii) the nominee shall have signified, in writing on the nomination, acceptance of the nomination; and
 - (iii) nominations shall then be posted alongside the list referred to in paragraph (d) above.

24.08 Professional Staff Association Officer Vacancies

- (a) When vacancies occur during the term of office, they will be filled for the balance of the term through an election process.
- (b) This election process will be by mail or electronic ballot.
- (c) Within fourteen (14) days of a vacancy, the Nominations Committee, consisting of the remaining officers of the Professional Staff Association, will, by mail, call for nominations from the eligible Professional Staff members to stand for the vacant position.
- (d) In order for a nomination to be valid, each nomination must be signed by at least two (2) members of the Professional Staff who are eligible to vote at Professional Staff Association meetings; and the nominee must signify in writing on the form their acceptance of it, or as otherwise determined by the Professional Staff Association Nominations Committee.
- (e) Within five (5) working days of the completion of the nomination period, ballots will be mailed to the Professional Staff members eligible to vote at Professional Staff Association meetings at the last address according to the records, or as otherwise determined by the Professional Staff Association Nominations Committee.
- (f) Ballots must be received by the Nominations Committee by 1700 hours on the tenth (10th) business day following the ballot mailing, or as otherwise determined by the Professional Staff Association Nominations Committee.
- (g) Election results will be posted within two (2) business days of the close of the balloting period and will be announced at the next meeting of the Professional Staff, or as otherwise determined by the Professional Staff Association Nominations Committee.

ARTICLE 25. MEETINGS OF THE PROFESSIONAL STAFF ASSOCIATION

25.01 Annual Meeting

The annual meeting of the combined Professional Staff Association shall normally be held in March. The purpose of the annual meeting shall be to:

- (a) receive annual reports from:
 - (i) the President of the Professional Staff Association;

- (ii) the Chair of the Medical Advisory Committee;
 - (iii) the Professional Staff Association Nominations Committee; and
 - (iv) a report of the Professional Staff fund from the Secretary/Treasurer of the Professional Staff Association;
- (b) elect the officers of:
- (i) the Professional Staff Association;
 - (ii) the members of the Professional Staff Association Nominations Committee;
 - (iii) the Member-at-Large to serve on the Professional Staff By-Law Committee for the ensuing term, effective 1 July to 30 June; and
- (c) fix a time for the next annual meeting and regular meetings of the combined Professional Staff Association for the ensuing term.

25.02 Regular Meetings

The regular meetings of the combined Professional Staff Association shall be held four times a year with the last meeting coinciding with the annual meeting of the Professional Staff Association. The purpose of the regular meeting shall be to:

- (a) receive reports from the President of the combined Professional Staff Association;
- (b) receive reports from the chair of the Medical Advisory Committee;
- (c) receive reports from the Chief Executive Officer of the Corporation;
- (d) consider proposed changes to Professional Staff portion of the By-Law;
- (e) consider subjects of economic, scientific or special clinical interest; and
- (f) consider other matters that may come before it from time to time.

25.03 Notice of Regular Meetings

Notice of Regular meetings of the Professional Staff Association shall be by mail or electronic mail at least two weeks in advance of the date of the meeting.

25.04 Special Meetings

- (a) The President of the Professional Staff Association or any two (2) other Professional Staff Association Officers may call a special meeting of the Professional Staff Association. The President also shall call a special meeting when requested by the Chief of Staff.
- (b) Special meetings will be called by the President of the Professional Staff Association on the written request of any twenty (20) members of the Professional Staff eligible to vote at Professional Staff Association meetings.
- (c) Notice of any special meeting will be as required for a regular meeting, except in cases of emergency, and will state the nature of the business for which the special meeting is called.
- (d) The usual period of time required for giving notice of any special meeting will be waived in cases of emergency, subject to ratification of this action by the majority of those members present voting at the special meeting as the first item of business of the meeting.

25.05 Quorum

A quorum at all Professional Staff Association meetings shall consist of twenty-five members eligible to vote at Professional Staff Association meetings.

25.06 Agenda

Any ten (10) members of the Professional Staff may submit an item in writing at least forty-eight (48) hours prior to the meeting with a request that this item be included in the agenda. The President of the Professional Staff Association shall include this item if it pertains to a subject properly discussed by the Professional Staff.

25.07 Attendance

Professional Staff are expected to attend at least fifty percent (50%) of the Professional Staff Association meetings. If a Physician is unable to attend because of other obligations, they shall notify the Secretary/Treasurer of the Professional Staff Association, and may be excused.

ARTICLE 26. DENTAL STAFF

26.01 Application

- (a) For the purpose of clarification:
 - (i) subject to clause (ii) below, the provisions of Articles 14, 15, 18 to and including 22 apply to the Dentists, with necessary changes to detail.
 - (ii) the following provisions of section 15.04 do not apply to the Dentists: paragraphs: (c), (d), (e), (f) and (g).
- (b) In the event of a conflict between Article 25 and any other provisions of this By-Law, Article 25 shall be paramount.

26.02 Criteria

In addition to the criteria set out in section 15.03 of this By-Law, 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.

26.03 Categories and Obligations

- (a) A Dentist in the Active or Associate Professional Staff category who is an Oral and Maxillofacial Surgeon shall be granted in-patient and/or out-patient Admitting Privileges and privileges to provide “on-call” trauma services (including city-wide and regional on-call trauma services, as applicable), unless otherwise specified in their appointment to the Professional Staff.
- (b) A Dentist in the Active or Associate Professional Staff category who is an Oral and Maxillofacial Surgeon shall provide “on-call” trauma services (including city-wide and regional on-call trauma services, as applicable and as specified by the Department Chief), unless otherwise specified in their appointment to the Professional Staff.

ARTICLE 27. MIDWIFERY STAFF

27.01 Application

- (a) For the purpose of clarification:
 - (i) subject to clause (ii) below, the provisions of Articles 14, 15, 18 to and including 22 apply to the Midwives, with necessary changes to detail.
 - (ii) the following provisions of section 15.04 do not apply to the Midwives: paragraphs: (c), (d), (e), (f) and (g).
- (b) In the event of a conflict between Article 26 and any other provisions of this By-Law, Article 26 shall be paramount.

27.02 Office

Midwifery Staff members cannot hold office in the Professional Staff Association.

ARTICLE 28. EXTENDED CLASS NURSES

28.01 Application

- (a) For the purpose of clarification:
 - (i) subject to clause (ii) below, the provisions of Articles 14, 15, 18 to and including 22 apply to the Extended Class Nurses, with necessary changes to detail.
 - (ii) the following provisions of section 15.04 do not apply to the Extended Class Nurses: paragraphs: (c), (d), (e), (f) and (g).
- (b) In the event of a conflict between Article 27 and any other provisions of this By-Law, Article 27 shall be paramount.

28.02 Extended Class Nursing Staff Duties

- (a) Each member of the Extended Class Nursing Staff is accountable to and shall recognize the authority of the Board through and with their Chief of Department, the Chief of Staff, and the Chief Executive Officer, and their respective delegates.
- (b) Each member of the Extended Class Nursing Staff shall:
 - (i) notify the Chief Executive Officer of any change in the class of registration on the Annual Registration Payment Card from the College of Nurses of Ontario;
 - (ii) give such instruction as is required for the education of other members of the Professional Staff and Hospital staff;
 - (iii) abide by the Clinical Policies of the Hospital, this By-Law, the Legislation and the Regulations thereunder and all other legislative requirements; and
 - (iv) 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.

28.03 Extended Class Nursing Staff Division

The Extended Class Nursing Staff member will, on an individual basis, be assigned to the most appropriate Department by the Chief of Staff.

28.04 Meetings

A member of the Extended Class Nursing Staff is not eligible to attend Professional Staff Association or Departmental and Service meetings.

28.05 Office

Extended Class Nursing Staff members cannot hold office in the Professional Staff Association.

28.06 Employees

Extended Class Nurses who are employed by the Hospital are neither privileged by the Medical Advisory Committee nor are they appointed to the Extended Class Nursing Staff.

ARTICLE 29. AMENDMENTS TO BY-LAW

29.01 Amendments to By-Law

- (a) The Board may pass or amend the By-Law of the Corporation from time to time.
- (b)
 - (i) Where it is intended to pass or amend the By-Law at a meeting of the Board, written notice of such intention shall be sent by the Secretary to each Director at the Director's address as shown on the records of the Corporation not less than ten (10) days before the meeting.
 - (ii) Where the notice of intention required by clause (i) above is not provided, any proposed By-Law or amendments to the By-Law may nevertheless be moved at the meeting and discussion and voting thereon deferred to the next meeting, for which no further notice of intention need be given.
- (c) Subject to clauses (d)(i) and (ii) below, a By-Law or an amendment to a By-Law passed by the Board has full force and effect:
- (d)
 - (i) from the time the motion was passed; or
 - (ii) from such future time as may be specified in the motion.
- (e)
 - (i) A By-Law or an amendment to a By-Law passed by the Board shall be presented for confirmation at the next annual meeting or to a special general meeting of the Members of the Corporation called for that purpose. The notice of such annual meeting or special general meeting shall refer to the By-Law or amendment to be presented.
 - (ii) The Members at the annual meeting or at a special general 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.
 - (iii) 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.

29.02 Amendments to Article 14 through Article 24

Article 14 through Article 24, governing the Professional Staff of the Corporation, may only be repealed, added to, amended or substituted by the Board in accordance with the following procedure:

- (a) Amendments to the By-Law will become effective only when approved by the Board.
- (b) Notice specifying the proposed amendment thereto shall be circulated to all members of the Professional Staff together with a notice of a regular or special Professional Staff Association meeting at which the proposed amendments will be discussed.
- (c) The Professional Staff shall be afforded a period of at least thirty (30) days to comment on the proposed amendment thereto.
- (d) The Medical Advisory Committee, following consideration of the Professional Staff members' comments, shall make recommendations to the Board, concerning the proposed amendment thereto.

Schedule "A"
Excerpts from
Medicine Act, 1991

ONTARIO REGULATION 114/94
Amended to O. Reg. 122/03

PART IV
CONFLICTS OF INTEREST

15. In this Part,

"benefit" means any benefit, gift, advantage or emolument of any kind, whether direct or indirect, and includes,

- (a) the receipt of any benefit from the services of any person or reimbursement of the cost of those services,
- (b) the benefit or receipt of the payment or reduction of any amount of any debt or financial obligation,
- (c) the receipt of any consultation fee or other fee for services rendered, except in accordance with a written contract for each service where,
 - (i) a copy of the contract is available and produced to the College on demand,
 - (ii) each contracted service is within the normal scope of the member's specialty, and
 - (iii) each service is supported by records adequate to satisfy the College that it was in fact performed,
- (d) the acceptance of any loan except in accordance with a written evidence of indebtedness,
 - (i) executed at the time of transfer of funds,
 - (ii) witnessed at the time of actual execution by an individual whose name is legibly recorded on the document,
 - (iii) available and produced to the College on demand, and
 - (iv) that provides for a fixed term of loan and fixes a set interest rate, both of which are reasonable having a view to prevailing market rates at the time of the loan,
- (e) the acceptance of a loan that is interest free or related in any way to a referral made by the member,
- (f) the acceptance of credit unless the credit is unrelated in any way to a referral of patients to the creditor and the credit is extended pursuant to an agreement in writing,
 - (i) executed at the time of the transaction,
 - (ii) witnessed at the time of actual execution by an individual whose name is legibly recorded on the agreement,

- (iii) available and produced to the College on demand, and
- (iv) that provides for a fixed term of credit and fixes a set interest rate, both of which are reasonable having a view to prevailing market rates at the time of the transaction;

"medical goods or services" includes medical goods, appliances, materials, services and equipment, and drugs and laboratory services;

"member of their family" means any person connected with a member by blood relationship, marriage or adoption, and,

- (a) persons are connected by blood relationship if one is the child or other descendant of the other or one is the brother or sister of the other,
- (b) persons are connected by marriage if one is married to the other or to a person who is connected by blood relationship to the other, and
- (c) persons are connected by adoption if one has been adopted, either legally or in fact, as the child of the other or as the child of a person who is connected by blood relationship (otherwise than as a brother or sister) to the other;

"supplier" means a person who,

- (a) sells or otherwise supplies medical goods or services, or
- (b) is registered or licensed under any Act regulating a health profession. O. Reg. 241/94, s. 2.

16. It is a conflict of interest for a member where the member, or a member of their family, or a corporation wholly, substantially, or actually owned or controlled by the member or a member of their family,

- (a) receives any benefit, directly or indirectly, from,
 - (i) a supplier to whom the member refers their patients or their specimens, or
 - (ii) a supplier who sells or otherwise supplies any medical goods or services to the patients of the member;
- (b) rents premises to,
 - (i) a supplier to whom the member refers patients or their specimens, or
 - (ii) a supplier who sells or otherwise supplies any medical goods or services to the patients of the member,except where,
 - (iii) the rent is normal for the area in which the premises are located, and
 - (iv) the amount of the rent is not related to the volume of business carried out in the premises by the tenant;
- (c) rents premises from,
 - (i) a supplier to whom the member refers their patients or their specimens, or

- (ii) a supplier who sells or otherwise supplies any medical goods or services to the patients of the member,
except where,
 - (iii) the rent is normal for the area in which the premises are located, and
 - (iv) the amount of the rent is not related to the referral of patients to the landlord; or
- (d) sells or otherwise supplies any drug, medical appliance, medical product or biological preparation to a patient at a profit, except,
 - (i) a drug sold or supplied by a member to their patient that is necessary,
 - (A) for an immediate treatment of the patient,
 - (B) in an emergency, or
 - (C) where the services of a pharmacist are not reasonably readily available,
or
 - (ii) despite subclause (i), an allergy preparation prepared by a member for their patient that is sold or supplied by the member for a price that does not exceed the total of,
 - (A) the true cost of production of the preparation, and
 - (B) the fee for the professional component, for the member's review of the case, for the prescription of the material and for the general supervision of the member's laboratory in preparing the material. O. Reg. 241/94, s. 2.

17(1) It is a conflict of interest for a member to order a diagnostic or therapeutic service to be performed by a facility in which the member or a member of their family has a proprietary interest unless,

- (a) the fact of the proprietary interest is disclosed to the patient before a service is performed; or
- (b) the facility is owned by a corporation the shares of which are publicly traded through a stock exchange and the corporation is not wholly, substantially or actually owned or controlled by the member, a member of their family or a combination of them. O. Reg. 241/94, s. 2.

17(2) A member who or whose family has a proprietary interest in a facility where diagnostic or therapeutic services are performed shall inform the College of the details of the interest. O. Reg. 241/94, s. 2.

Schedule “B”

**Excerpts from
The Public Hospitals Act
R.S.O. 1990, Chapter P.40**

Report to administrator

34(7) Where the medical advisory committee concurs in the opinion of the officer of the Professional Staff who has taken action under subsection (3) or (4) that the action was necessary, the secretary of the medical advisory committee shall forthwith make a detailed written report to the administrator of the problem and the action taken. R.S.O. 1990, c. P.40, s. 34 (7).

Medical advisory committee

Duties

35(2) The medical advisory committee shall consider and make recommendations to the board respecting any matter referred to it under section 37 and perform such other duties as are assigned to it by or under this or any other Act or by the board. R.S.O. 1990, c. P.40, s. 35 (2).

Professional Staff appointment, hospital privileges, etc.

37(1) Every physician is entitled to apply for an appointment or a reappointment to any group of the Professional Staff of a hospital established by its by-laws or for a change in hospital privileges and, upon receipt of a written request, an administrator shall supply an appropriate application form. R.S.O. 1990, c. P.40, s. 37 (1).

Term of appointment

37(2) Every physician appointed to the Professional Staff of a hospital shall be appointed for a period of not more than one year. R.S.O. 1990, c. P.40, s. 37 (2).

Idem

37(3) Each application shall be submitted to the administrator who shall immediately refer such application to the medical advisory committee. R.S.O. 1990, c. P.40, s. 37 (3).

Recommendation of medical advisory committee

37(4) Each application shall be considered by the medical advisory committee which shall make a recommendation thereon in writing to the board within sixty days from the date of the application. R.S.O. 1990, c. P.40, s. 37 (4).

Idem

37(5) Despite subsection (4), a medical advisory committee may make its recommendation later than sixty days after the date of the application if, prior to the expiry of the sixty-day period, it indicates in writing to the board and the applicant that a final recommendation cannot yet be made and gives written reasons therefor. R.S.O. 1990, c. P.40, s. 37 (5).

Notice of recommendation

37(6) The medical advisory committee shall give written notice to the applicant and the board of its recommendation. R.S.O. 1990, c. P.40, s. 37 (6).

Idem

37(7) A notice under subsection (6) shall inform the applicant that they are entitled to,

- (a) written reasons for the recommendation if a request is received by the medical advisory committee within seven days of the receipt by the applicant of a 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 days of the receipt by the applicant of the written reasons under clause (a),

and the applicant may so require such reasons and hearing. R.S.O. 1990, c. P.40, s. 37 (7).

Public Hospitals Act
R.R.O. 1990, REGULATION 965
HOSPITAL MANAGEMENT

7(2) Every medical advisory committee shall, in addition to those matters set out in subsections 34 (7) and 35 (2) and section 37 of the Act,

- (a) make recommendations to the board concerning,
 - (i) where there is dental, midwifery or extended class nursing staff in the hospital, every application for appointment or reappointment to such staff,
 - (ii) where there is dental, midwifery or extended class nursing staff in the hospital, the hospital privileges to be granted to each member of such staff,
 - (iii) by-laws respecting the Professional Staff and by-laws respecting the dental, midwifery or extended class nursing staff, if there is such staff in the hospital,
 - (iv) the dismissal, suspension or restrictions of hospital privileges of any member of the Professional Staff and, of any member of the dental, midwifery or extended class nursing staff, if there is such staff in the hospital,
 - (v) the quality of care provided in the hospital by the Professional Staff, dental staff, midwifery staff and by the extended class nursing staff, and
 - (vi) Revoked: O. Reg. 64/03, s. 5 (1).
 - (vii) the clinical and general rules respecting the medical, dental, midwifery and extended class nursing staff, as may be necessary in the circumstances;
- (b) supervise the practice of medicine, dentistry, midwifery and extended class nursing in the hospital;

- (c) appoint the Professional Staff members of all committees of the Professional Staff that are established by the board;
- (d) receive reports from the committees of the Professional Staff; and
- (e) advise the board on any matter referred to the medical advisory committee by the board. R.R.O. 1990, Reg. 965, s. 7 (2); O. Reg. 761/93, s. 3; O. Reg. 45/98, s. 3; O. Reg. 64/03, s. 5 (1, 2).

(2.1) Despite subclauses (2) (a) (i), (ii) and (iv), the duties of the medical advisory committee described in those subclauses that relate to the extended class nursing staff of a hospital shall only be performed with respect to those members of the extended class nursing staff who are not employees of the hospital and to whom the board has granted privileges to diagnose, prescribe for or treat out-patients in the hospital. O. Reg. 64/03, s. 5 (3).