

**ST. THOMAS ELGIN GENERAL HOSPITAL
BY-LAW**

June 2, 2021

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WHEREAS the Board of the St. Thomas Elgin General 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 *Corporations Act* (Ontario) and/or the *Not-for-Profit Corporations Act*, 2010 (Ontario)¹ and, where the context requires, includes the regulations made under it;
- (b) “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;
- (c) “Associates” in relation to an individual means children living in the individual’s household, or the individual’s parents, siblings, spouse, or common law partner, and includes any organization, agency, company or individual (such as a business partner) with a formal relationship to the individual;
- (d) “Board” means the Board of the Directors of the Corporation;
- (e) “By-Law” means any By-Law of the Corporation from time to time in effect, including this By-Law;
- (f) “Chair” means the Director elected by the Board to serve as Chair of the Board and Members of the Corporation;
- (g) “Chief Executive Officer” or “CEO” means, in addition to ‘administrator’ as defined in section 1 of the *Public Hospitals Act*, the President and Chief Executive Officer of the Corporation;
- (h) “Chief Nursing Executive” means the senior employee responsible to the CEO for the nursing facilities in the Hospital;

¹ The *Not-for-Profit Corporations Act* will be in force on a day to be named by proclamation of the Lieutenant Director.

² NFPCA s.1(1).

³ NFPCA s.207(1).

- (i) “Chief of Staff” means the chief of the Professional Staff appointed by the Board of Directors to be responsible for professional standards and quality of medical care rendered by the Hospital;
- (j) “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;
- (k) “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 his/her 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 his/her 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;
- (l) “Corporation” means the Hospital;
- (m) “Dental Staff” means all persons qualified to practice dentistry pursuant to the laws of Ontario who are appointed by the Board to provide professional care to patients in the Hospital;
- (n) “Dentist” means a dental practitioner in good standing with the Royal College of Dental Surgeons of Ontario;

- (o) “Department” means a group of Professional Staff members that has a particular interest or a specialty in common and that organizes itself into that Department to promote the improvement of medical care in that particular interest or specialty; corresponds to “medical department” as defined in the *Public Hospitals Act*;
- (p) “Department Chief” means a member of the Professional Staff appointed by the Board of Directors to be responsible for the professional standards and quality of medical care rendered by the members of his/her Department;
- (q) “Designated Executives” means the Chief of Staff, and the CEO and individuals employed by the Corporation as an executive member of the Corporation’s management group who report directly to the CEO.
- (r) “Director” means a person who is on the Board of Directors;
- (s) “Disruptive Behaviour” occurs when the use of inappropriate words, or actions and inactions by an employee or Professional Staff member interferes with his/her 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;
- (t) “ex-officio” means membership “by virtue of the office” and includes all rights, responsibilities, and power to vote unless otherwise specified;
- (u) “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 as their formal Associates including parents, siblings, children, spouses and common-law partners) 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 other than the members of the Medical Staff appointed to the Board pursuant to the *Public Hospitals Act*;
 - (iii) any employee other than the CEO;

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”.

- (iv) any spouse, common law partner, child, parent, brother or sister of an employee, or member of the Professional Staff or their spouse or common law partner;
 - (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;
- (v) “Extended Class Nursing Staff”, as defined in Ontario Regulation 965 (Hospital Management Regulation) enacted pursuant to the *Public Hospitals Act*, as amended from time to time, means those registered nurses in the extended class who are:
- (i) employed by the Hospital and are authorized to diagnose, prescribe for or treat out-patients in the Hospital; and
 - (ii) who are not employed by the Hospital and to whom the Board has granted privileges to diagnose, prescribe for or treat out-patients in the Hospital;
- (w) “Head Office” means 189 Elm St, St. Thomas, ON N5R 5C4;
- (x) “Hospital” means the Corporation operating as St. Thomas Elgin General Hospital;
- (y) “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 *Broader Public Sector Executive Compensation Act*, 2014 (Ontario), the *Child and Family Services Act* (Ontario), *Commitment to the Future of Medicare 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 *Local Health System Integration 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 *Occupational Health and Safety Act* (Ontario), the *Personal Health Information Protection Act* (Ontario), the *Public Hospitals Act* (Ontario), the *Public Sector Salary Disclosure Act*, 1996 (Ontario), the *Quality of Care Information Protection Act*, 2016 (Ontario), the *Regulated Health Professions Act* (Ontario), the *Statutory Powers Procedure Act* (Ontario), the *Substitute Decisions Act* (Ontario), the *Workplace Safety and Insurance Act* (Ontario);
- (z) “Letters Patent” means the corporate charter and any subsequently issued supplementary letters patent issued by the Lieutenant Director of Ontario;

- (aa) “Medical Staff” means all physicians who are appointed by the Board to attend patients in the Hospital;
- (bb) “Member” means as set out in section 2.01 of this By-Law;
- (cc) “Midwifery Staff” means all persons qualified to practice midwifery pursuant to the laws of Ontario who are appointed by the Board to provide professional care to patients in the Hospital;
- (dd) “MOHLTC” means the Ministry of Health and Long-Term Care;
- (ee) “Nurse” means a holder of a current certificate for competence issued in Ontario as a registered nurse or a registered practical nurse who is employed by the Hospital;
- (ff) “patient” means, unless otherwise specified, any in-patient or out-patient of the Hospital;
- (gg) “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;
- (hh) “Performance Improvement Targets” means the performance improvement targets set out in the quality improvement plan;
- (ii) “Performance Metrics” means the Board approved performance metrics that provide an overview of the Corporation’s performance in achieving financial, quality, safety, and human resource targets including without limitation, the Performance Improvement Targets, Patient Safety Indicators, wait times indicators and such other performance metrics that the Board may approve from time to time;
- (jj) “Policies” or “Policy” means the administrative, medical and professional policies of the Corporation;
- (kk) “Professional Staff” means those physicians, dentists, midwives, maxillofacial surgeons and registered nurses in the extended class who are appointed by the Board and who are granted specific privileges to practice in the Hospital;
- (ll) “*Public Hospitals Act*” means the *Public Hospitals Act* (Ontario) and, where the context requires, includes the regulations made under it;
- (mm) “Vacancy Term” means for an elected Director, the unexpired period of an annual term that the Director has been appointed to by the Board to fill a vacancy pursuant to section 4.03(b).

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) Any Director, as the context requires and as is permitted by the By-Law or Rules of the Corporation, may participate in a meeting of the Board or of a committee of the Board by means of telephone conference or electronic or other communication facilities as permit all persons participating in the meeting to communicate adequately with each other during the meeting⁶, and 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 participating by telephone conference, electronic or other communication facilities is the exception and reasonable effort must be made to attend and participate in meetings 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 means⁷ in order to be eligible to vote;
 - (iii) votes shall be taken in the usual way, by show of hands or by oral or written communication where participation is by telephone conference, electronic or other means of simultaneous communication, among all Members, Directors and committee members present and, in the event of a tie, the motion is lost, except

⁶ NFPCA s.53(4).

⁷ NFPCA s.53(4).

that at a meeting of the Members the chair is entitled to a casting vote in the event of a tie;

- (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 Membership Categories

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

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 exist⁸ upon:
 - (i) death, resignation or termination of the Member;

⁸ NFPCA s.51.

- (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;
- (iv) ceasing 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;
- (v) ceasing to be a Director of the Corporation; or
- (vi) any other reason as determined by the Board in its sole and absolute discretion.

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 one-tenth (1/10) or more 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 requisition⁹.
 - (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) above, 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)¹⁰; or

⁹ NFPCA s.55(8)(b).

¹⁰ NFPCA s.56(6).

- (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.

- (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 requisitionists may call such meeting as nearly as possible in the manner as is set out in this section 3.02.¹¹

3.03 **Notice**

- (a) A written 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) days¹² (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.

¹¹ NFCA s.60(5).

¹² NFPCA s.55(1).

- (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 meeting¹³.

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).

3.06 **Quorum**

A quorum for any special or annual meeting of the Corporation shall be a majority of the 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) a 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/or the Vice-Chairs 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 of¹⁴:
 - (A) the minutes of the previous meeting;
 - (B) the report of the unfinished business from any previous meeting;

¹³ NFPCA 55(8)(b).

¹⁴ NFPCA s.55(7).

- (C) the report of the Chair and the CEO on the affairs of the Corporation for the previous year; and
- (D) the audited financial statements.
- (ii) appointment of the auditor of the Corporation; and
- (iii) the election of Directors.
- (b) No item of other business¹⁵ shall be considered at the annual meeting unless notice in writing of such item of special business:
 - (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 Members¹⁶.

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) Up to eleven (11) Elected¹⁷ Directors who shall meet the criteria set out below and such other criteria as may be set out in the Governance Policy Manual:
 - (i) three (3) Directors at large whose election may not be limited by geographic restrictions;

¹⁵ NFPCA s.55(7).

¹⁶ NFPCA s.59(1).

¹⁷ NFPCA s.22(2).

- (ii) not less than eight (8) Directors all of whom shall be residents or have a substantial presence in the City of St. Thomas or within the County of Elgin; and
- (b) The following six (6) ex-officio non-voting Directors shall be:
 - (i) the President of the Professional Staff;
 - (ii) the Vice-President of the Professional Staff;
 - (iii) the Chief of Staff;
 - (iv) the CEO;
 - (v) the Chief Nursing Executive; and
 - (vi) the President of the St. Thomas Elgin General Hospital Foundation.

4.02 **Qualification of Directors**

Excluded Persons are disqualified from being a director of the Corporation.¹⁸

4.03 **Election and Term of Office**

- (a) Subject to paragraph 4.03(b), the elected Directors shall be elected for a term of one (1) to three (3) years provided that each such Director shall hold office until the earlier of the date on which their office is vacated pursuant to section 4.05 or until the end of the meeting at which his/her successor is elected or appointed. The Board shall endeavour to retire from office four (4) Directors each year subject to re-election as permitted by this section 4.03.
- (b) No person may serve as an elected Director for more than nine (9) consecutive years of service; provided however, that following a break in the continuous service of at least one (1) year the same person may be eligible to serve as a Director for an additional term but no more than three (3) years. A Vacancy Term does not count towards the nine (9) year term limit.

4.04 **Nomination Procedure for Elected Directors**

Nominations made for the election of Directors at a meeting of Members may be made only by the Board in accordance with the nominating and election procedure prescribed by the Board from time to time in the Governance Policy Manual. For greater certainty, no nominations shall be accepted by the Members of the Corporation which are not submitted and approved by the Board in accordance with the Board approved process.

4.05 **Vacancy and Termination of Office**

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

¹⁸ NFPCA s.23(1).

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 Policies, 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 resolution¹⁹ of the Members:
 - (A) if a Director's conduct is determined to be detrimental to the Corporation²⁰; 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 4.05(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 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 4.05(a) above.

4.06 **Responsibilities of the Board**

(a) The Board shall be responsible for the governance of the Corporation and supervision of the management of the activities and affairs of the Corporation²¹.

¹⁹ NFPCA s.25(1).

²⁰ NFPCA s.56(6).

²¹ NFPCA s.21

- (b) The Board shall discharge such further and other duties as are set out in the Governance Policy Manual.

4.07 **Fiduciary Duty and Standard of Care of Directors and Officers**

Every Director and officer of the Corporation shall in exercising his/her powers and discharging his/her duties to the Corporation,

- (a) act honestly and in good faith with a view to the best interests of the Corporation; and
- (b) exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

4.08 **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.

4.09 **Conflict of Interest**

- (a) The Conflict of Interest provisions of this section 4.09 applies to every person who is a member of the Board of Directors or a committee thereof (hereinafter in this section 4.09 only referred to as "Director") and its provisions apply at meetings of the Board of Directors and committees thereof.
- (b) Every Director who, either on their own behalf or while acting for, by, with, or through another, has any material²² 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 Board or a Committee thereof 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 person shall be deemed for the purposes of this By-Law to be an interest of the Director.
- (c) In the case of a proposed material matter, contract or transaction, the Director shall declare the interest at the meeting of the Board of Directors or Committee thereof during which the question of entering into the material matter, contract or transaction is first considered.

²² NFPCA s.41(1).

If the Director is not present at such meeting or an interest has been acquired after such meeting, the Director shall make a declaration and otherwise comply with paragraph 4.09(b), as the case may be, hereof at the first meeting of the Board of Directors attended by the Director after acquiring such interest.

- (d) A Director 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 4.09(b) or (c) 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 Director belonging to the Board of Directors or of the fiduciary relationship established thereby.
- (e) Every disclosure of interest under paragraphs 4.09(b) or (c) hereof shall be recorded in the minutes of the meeting of the Board of Directors or Committee thereof by the Secretary of the Board. All Board and Committee members shall also be required to file an annual declaration which shall disclose all actual and perceived Conflicts of Interest.
- (f) The failure of a Director to comply with this section 4.09 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 4.09(b) or (c), 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 Board.
- (g) Where the number of Directors who, by reason of the provisions of this section, are prohibited from participating in a meeting is such that at the meeting the remaining Directors are not of sufficient number to constitute a quorum, then, notwithstanding any other provision in this By-Law, the remaining number of Directors shall be deemed to constitute a quorum, provided such number is not less than three (3).

ARTICLE 5. OFFICERS OF THE BOARD AND OF THE CORPORATION

5.01 Officers

- (a) The Board shall elect the following officers at the first meeting immediately following the annual meeting:
 - (i) the Chair; and
 - (ii) two Vice-Chairs.
- (b)
 - (i) Subject to clauses (ii) and (iii) below, 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.
 - (ii) Subject to clause (iii) below, no Director may serve as Chair or Vice-Chair of the Board for longer than two (2) consecutive years in any one office.
 - (iii) The Directors of the Corporation may, by a motion passed by at least two-thirds (2/3) of the votes cast, extend the term of an officer of the Board beyond the two (2) year term specified in clause (ii) above, but no longer than three (3) year term.

- (c) The CEO shall be the Secretary of the Board and is not subject to a term restriction.
- (d) Ex-officio Directors shall be ineligible for election as Chair or Vice-Chair.

5.02 **Duties of Chair**

The Chair of the Board shall:

- (a) set a high standard for Board conduct by modelling, articulating and upholding rules of conduct set out in By-Law and the Governance Policy Manual;
- (b) intervene when necessary in instances involving Conflict of Interest, confidentiality and other Board Policies;
- (c) preside at all meetings of the Board and the Corporation; and
- (d) perform such other duties as may be prescribed from time to time by Board Policy or resolution.

5.03 **Duties of Vice-Chair**

The Vice-Chairs of the Board shall perform such other duties as may be prescribed from time to time in the Governance Policy Manual and such other Policies or by Board resolution.

5.04 **Duties of Secretary**

The Secretary shall have the duties as may be prescribed from time to time by Board Policy or resolution.

5.05 **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.

5.06 **Indemnification of Directors and Officers**²³

- (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 5.06(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 5.06(c).
- (c) The Corporation shall not indemnify an individual under paragraph 5.06(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 his/her conduct was lawful.
- (d) The indemnity provided for in the preceding paragraph 5.06(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.

5.07 **Insurance**²⁴

- (a) The Corporation shall purchase and maintain insurance for the benefit of an individual referred to in paragraph 5.06(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.

²³ NFPCA s.46(6).

²⁴ NFPCA s.46(6).

ARTICLE 6. CEO & CHIEF OF STAFF

6.01 CEO & Chief of Staff

- (a) The CEO 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 CEO and the Chief of Staff.

6.02 Duties of CEO

- (a) The CEO shall be the Secretary of the Board.
- (b) The CEO shall be an ex-officio non-voting member of the Board and the Board committees unless provided otherwise in the Governance Policy Manual
- (c) The CEO shall be responsible for and accountable to the Board of Directors for all aspects of the Corporation's operations, all in accordance with the Governance Policy Manual and such other Policies as may be established from time to time by the Board of Directors.

6.03 Duties of the Chief of Staff

- (a) The Chief of Staff shall be an ex-officio non-voting member of the Board and specified Board Committees as approved by the Board and delineated in the respective committee terms of reference.
- (b) The duties of the Chief of Staff shall be outlined in Professional Staff portion of the By-Law, the Governance Policy Manual and such other Policies as may be established from time to time by the Board of Directors.

ARTICLE 7. REGULAR AND SPECIAL MEETINGS OF THE BOARD

7.01 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.

7.02 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.

7.03 **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 into agenda item 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 termination of the Board meeting, the Board may hold a session which shall be restricted to the voting Directors. No Board business may be conducted at such a session.

- (e) Minutes shall be kept for all meetings of the Board.

7.04 **Voting**

- (a) Subject to paragraph 7.04(b) and section 7.06 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, unless²⁵,
 - (i) the Director's dissent is entered in the minutes of the meeting;
 - (ii) the Director requests that his/her dissent be entered in the minutes of the meeting;
 - (iii) the Director gives his/her dissent to the Secretary of the meeting before the meeting is terminated; or
 - (iv) the Director submits his/her dissent immediately after the meeting is terminated to the Corporation.

²⁵ NFPCA s.45(1).

- (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 Director²⁶,
 - (i) causes his/her dissent to be placed with the minutes of the meeting; or
 - (ii) submits his/her dissent to the Corporation.

7.05 **Quorum**

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

7.06 **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 Directors²⁷.

7.07 **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 8. COMMITTEES OF THE BOARD

8.01 **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) Audit and Finance Committee;
 - (ii) Governance Committee;
 - (iii) Human Resources Committee;
 - (iv) Quality and Safety Committee; and
 - (v) such other standing or special committees as deemed appropriate by the Board or as may be required by the *Public Hospitals Act*.
- (b) The Board may at any meeting appoint and prescribe the duties of any special 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 Medical Advisory Committee.

²⁶ NFPCA s.45(3).

²⁷ NFPCA s.35(1).

- (d) Meeting of the respective committees shall be held at the call of the respective committee's chair and consistent with the terms of reference of the committee as outlined in the Governance Policy Manual.
- (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.

8.02 **Terms of Reference**

- (a) The functions, duties, responsibilities, composition and mandate of the committees set out in paragraph 8.01(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 Board committees shall be reviewed, evaluated and revised, as may be appropriate, on an annual basis. The terms of reference for the Board committees may, where applicable, include responsibility for the oversight and monitoring of appropriate Performance Metrics.
- (c) The Board may appoint members from the community to a committee of the Board provided such person is not an Excluded Person.
- (d) With the Board's consent, a committee may delegate a portion of its responsibilities to a subcommittee.
- (e) The Chair, committee chair and CEO shall identify the appropriate staff resources that are required to support the respective committees.
- (f) A quorum for any committee of the Board shall be fifty percent (50%) of the members of the committee entitled to vote.

8.03 **Community Members**

- (a) No community member may serve as a Board committee member for more than three (3) years without being reappointed to the committee through a formal application process, with a maximum of nine (9) years cumulatively on committees. In the event a community member is elected as a Director, the years of service as community member does not count towards the maximum term as an elected Director.
- (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 person becomes an Excluded Person;
 - (iii) 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 Policies, 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 Corporation²⁸; or
 - (2) for any other reason that the Directors consider to be reasonable, having regard to the purpose of the Corporation.
- (iv) if a resolution is passed by the Board removing the committee member from that committee; or
- (v) if the committee member dies.

8.04 **Governance Committee**

- (a) Subject to paragraph (b) the composition and terms of reference for the Governance Committee are set out in the Governance Policy Manual.
- (b) The Governance Committee shall 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. For greater certainty, all Board of Directors shall be entitled to attend such a Governance Committee meeting subject to the Conflict of Interest provisions of the By-Law.

8.05 **Special Committees**

- (a) The Board may, from time to time, create any special committee.
- (b) The duties of any special committees created by the Board shall be to advise and assist the Board in the fulfillment of special assignments when so requested.
- (c) Any special committee created by the Board shall consist of a minimum of three (3) voting Board Directors, one of whom shall be appointed as chair by either Board resolution or at the discretion of the Board Chair and, subject to section 8.03, such other individuals as deemed appropriate.
- (d) The Board may, by resolution, dissolve any special committee created by the Board, at any time.
- (e) The procedures for all meetings of all special committees shall be in accordance with the procedures for meetings for committees of the Board as is contained in this By-Law.

8.06 **Medical Advisory Committee**

The Board shall establish a Medical Advisory Committee to perform the duties required under the *Public Hospitals Act*.

²⁸ NFPCA s.56(6).

ARTICLE 9. FINANCIAL

9.01 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 9.01(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 9.01(a) or (b) above.

9.02 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;
 - (ii) to receive and deposit all Corporation monies in the bank designated under paragraph 9.02(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 9.02(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.

9.03 **Signing Officers**

- (a) Either the Chair or the Vice-Chairs of the Board and either the CEO 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 9.03(a), and will institute and effect such internal audit procedures as it shall determine in consultation with the auditor of the Corporation.

9.04 **Seal**

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

9.05 **Investments**

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

9.06 **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 9.05.
- (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 9.06(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.

9.07 **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 Resources Committee to the Board on the audit work with any necessary recommendations.

ARTICLE 10. PROGRAMS

10.01 **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 10.01(a) shall include practices/procedures with respect to:
 - (i) a safe and healthy work environment in the Corporation, including, without limitation, the prevention of Disruptive Behaviour;
 - (ii) the safe use of substances, equipment and medical devices in the Corporation;
 - (iii) safe and healthy work practices in the Corporation;
 - (iv) the prevention of accidents to persons on the premises of the Corporation; and
 - (v) the elimination of undue risks and the minimizing of hazards inherent in the Corporation environment.
- (c) The person designated by the CEO to be in charge of occupational health and safety in the Corporation shall be responsible to the CEO for the implementation of the occupational health and safety program.
- (d) The CEO 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.

10.02 **Organ Donation Program**

- (a) Pursuant to the regulations under the *Public Hospitals Act*, the Board shall approve procedures to encourage the donation of organs and tissues including:
 - (i) Procedures to identify potential donors; and
 - (ii) Procedures to make potential donors and their families aware of the options of organ and tissue donations and shall ensure that such procedures are implemented in the Corporation.

10.03 **Health Surveillance Program**

- (a) There shall be a health surveillance program for the Corporation.
- (b) The program referred to in paragraph 10.03(a) shall:
 - (i) be in respect of all persons carrying on activities in the Corporation; and
 - (ii) include an infectious disease surveillance program.

ARTICLE 11. VOLUNTARY ASSOCIATIONS

11.01 **Authorization**

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

11.02 **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.

11.03 **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.

11.04 **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 12. PURPOSES OF PROFESSIONAL STAFF BY-LAW

12.01 **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 Chiefs of Department, Program Medical Directors and for the election of the Professional Staff Association officers;
- (d) assign responsibility, define authority, and describe the manner of accountability to the Board and its officers, organizational units and each member of the Professional Staff for patient care, and for professional and ethical conduct;
- (e) identify a organizational structure with responsibility, authority and accountability so as to ensure that each Professional Staff member conducts themselves in a manner consistent with the requirements of the *Public Hospitals Act* and its regulations, this By-Law and such policies or any amendments thereto as approved by the Board;
- (f) 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
- (g) 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.

12.02 **Policies**

The Board or the Medical Advisory Committee and, where appropriate, a Department or Service, with the approval of the Medical Advisory Committee, may make Policies, as well as corresponding 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 conduct of the members of the Professional Staff is consistent with the mission, vision, values and strategic plan of the Corporation, the *Public Hospitals Act*, this By-Law and Policies.

ARTICLE 13. APPOINTMENT AND REAPPOINTMENT TO PROFESSIONAL STAFF

13.01 **Appointment to the Professional Staff**

- (a) Professional Staff (also referred to as “Applicant”) who wish to be appointed by the Board to practice at the Corporation will participate in the appointment process as set out herein.
- (b) The Board will appoint annually 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 Professional Staff Human Resource Plan.

13.02 **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 Policies.

- (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 13.04.
- (b) The Chief Executive Officer will supply a copy of, or information on how to access, the prescribed application, this By-Law, applicable Policies, 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 this By-Law, applicable Policies, mission, vision, values and strategic plan that were included in the application;
 - (ii) an undertaking to complete the application in a candid, honest, thorough and accurate manner;
 - (iii) 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, act in accordance with the *Public Hospitals Act*, this By-Law, the Corporation's mission, vision, values and strategic plan and the Policies, as established or revised by the Corporation from time to time;
 - (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, this By-Law and the Policies 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 Policies; and
 - (B) the failure of the Applicant to comply with the undertaking set out in paragraph 13.02(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, this By-Law and the Policies;

- (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) Matters relating to the Applicant's College, the 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) Matters relating to practice at other hospitals and/or health care facilities, a description of:
1. proceedings for professional misconduct, incompetence or incapacity;
 2. investigations, performance reviews or audits;
 3. 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
 4. privileges disputes or proceedings regarding appointment, reappointment, change of privileges or practice, or mid-term suspension or revocation of privileges;

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;
- (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;

- (xv) for new Applicants applying for Associate and Active privileges, 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;
 - (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;
 - (xviii) a signed authorization to any applicable hospital, health care facility, educational 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 clinical, and administrative responsibilities as requested by the Board following consultation with the Medical Advisory Committee or Chief of Department;
 - (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 Chief of Department believes that there are reasonable or compassionate grounds to grant the exemption or, after considering the Professional Staff Human Resources Plan, that the notice is not required.
- (e) In addition to any other provisions of this 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 Professional Staff Human 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 Applicant was not considered the best qualified applicant for the position available;
 - (v) the Applicant has not demonstrated an ability to fulfill all of the criteria for appointment as set out in section 13.03; and
 - (vi) 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 Chief of Department and, where appropriate, other members of the Professional Staff, the Chief of Staff and the Chief Executive Officer or his/her delegate.

13.03 **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 practicing 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) Members of the Professional Staff seeking reappointment are grandfathered from the requirements of paragraph 13.03(c) as applicable.
- (d) 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; and in the latter case, the Medical Advisory Committee upon the recommendation of the Chief of Department shall make the determination of 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.
- (e) Medical Staff members in the Department of Emergency Medicine should hold either (i) certification by the Royal College of Physicians and Surgeons of Canada, (ii) certification in Emergency Medicine by the College of Family Physicians of Canada, or satisfactory alternative. The Medical Advisory Committee upon the recommendation of the Chief of Department shall make the determination of satisfactory alternative.
- (f) Each time the applicant writes their Royal College exams they shall report the outcome to the Chief of Department 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.
- (g) 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 Chief of Department 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 Chief of Department 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.
- (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 Chief of Department, Credentials Committee and the Medical Advisory Committee will judge an Applicant by:
 - (i) his/her demonstrated ability to work and co-operate with and relate to others in a collegial and professional manner;
 - (ii) his/her demonstrated ability to communicate and relate appropriately with patients and patients' relatives;
 - (iii) his/her fulfillment of Professional Staff duties and responsibilities applicable to their Professional Staff category;

- (iv) if applicable, his/her interest and aptitude towards clinical activities;
 - (v) his/her 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 Chief of Department, 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) All appointments will be consistent with organizational need and the mission, vision, values and strategic plan of the Corporation.
 - (l) 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 Professional Staff Human Resource Plan.
 - (m) Submission of a complete application for appointment as delineated in section 13.02 of this By-Law.

13.04 **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 13.02 of this By-Law, including the Impact Analysis;
 - (ii) take into consideration whether the criteria set out in section 13.03 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 13.04(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 14.03(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 14.04 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 section 14.03 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 he/she is entitled to a Board hearing and shall follow the process set out in section 14.04 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 section 14.03 of this By-Law with necessary changes to points of detail.

- (g) (i) The Medical Advisory Committee may at its sole discretion refer an application to the Board's Special Credentialing Disclosure Committee for a targeted review. The Special Credentialing Disclosure Committee's role shall be restricted to determining whether there are any risk factors identified by the Medical Advisory Committee that should be disclosed to the Board when the Board considers the Applicant's application for appointment. If the Special Credentialing Disclosure Committee determines that certain risks shall be disclosed to the Board, it shall, in consultation with the Chief of Staff, or delegate, and legal counsel, determine the information that must be disclosed to the Board. For greater certainty, the Special Credentialing Disclosure Committee is not entitled to require that the Medical Advisory Committee change or vary its recommendation to the Board.
- (ii) In accordance with section 14.04(f), or, as may be applicable, section 15.03(f) of the By-Law, the elected Directors of the Special Credentialing Disclosure Committee shall recuse themselves from any Board meeting.

13.05 **Reappointment to the Professional Staff**

- (a) (i) Paragraphs 13.02(a) and (c) shall apply to applications for reappointment with necessary changes to points of detail.
- (ii) The Chief Executive Officer shall provide the Professional Staff member with any updates or amendments to the documentation listed in paragraph 13.02(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 Policies;
 - (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 since the date of the most recent application for reappointment being submitted as further specified in the Policies;
 - c) if requested, a current Certificate/Letter of Professional Conduct or Letter of Standing from the College;

- (C) information regarding criminal investigations, charges or convictions that have occurred since the previous appointment; and
- (D) the name of the Department(s) to which the application is being made;
- (ii) either:
 - (A) a declaration that all information relating to section 13.02 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 section 13.02 on file at the Corporation since the Professional Staff member's most recent application;
- (iii) a report from the Chief of Department reviewing the Professional Staff member's performance for the past year, which report shall contain at minimum, if available and applicable, the Applicant's performance relating to:
 - (A) maintaining collegial relationships with colleagues and hospital staff;
 - (B) providing quality care consistent with current professional guidelines;
 - (C) taking responsibility for his/her patients and ensuring appropriate transfer of care;
 - (D) participating in Departmental activities, on-call, Department meetings and educational opportunities;
 - (E) maintaining quality medical records through legible and timely completion;
 - (F) such other information that the Board may require, from time to time, having given consideration to the recommendation of the Medical Advisory Committee; and
 - (G) the Chief of Staff or Chief of Department 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 his/her Professional Staff category and/or privileges and/or responsibilities; and
 - (ii) the Chief of Department in consultation with the Vice President of their program believes that such a change is likely to:

- (A) increase demand on the 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. At the discretion of the CEO, an Impact Analysis may be required to be completed and submitted as part of the reappointment application. Such reappointments 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 Professional Staff Human Resource Plan.
- (d) The Board may, in accordance with the *Public Hospitals Act*, the By-Law and the Policies:
 - (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 Professional Staff Human 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 Chief of Department's recommendation contained in his/her report, which reviews the Professional Staff member's performance for the previous year (clause 13.05(b)(iv)); or
 - (D) 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 13.04 of the By-Law with necessary changes to points of detail.

ARTICLE 14. NON-IMMEDIATE MID-TERM ACTION

14.01 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; or
 - (v) has previously been sanctioned by the Chief of Staff, Chief of Department or Medical Advisory Committee or the Board and, in the circumstances is deemed to be a continuation of such previously sanctioned behaviour, performance or competence;
 - (vi) results in the imposition of sanctions by the College; or
 - (vii) is contrary to the Corporation's By-Law and its Policies, the *Public Hospitals Act*, or any other relevant law of Canada or Ontario.
- (b) Where information is provided to any one of the Chief of Staff or Chief of Department or Chief Executive Officer, which raises concerns about any of the matters in paragraph 14.01(a), the information shall be recorded in writing along with any supporting documentation and shall be directed to the Chief of Staff or Chief of Department or Chief Executive Officer or delegate.
 - (c) If any of the Chief of Staff or Chief of Department or Chief Executive Officer, receives any information which raises concerns about any of the matters in paragraph 14.01(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 of Staff and/or Chief of Department and/or the Chief Executive Officer or delegate.
 - (e) The Professional Staff member shall be advised of the information about his/her behaviour, performance or competence and shall be given a reasonable opportunity to present relevant information on his/her 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 of Staff and Chief of Department and Chief Executive Officer or delegate.
 - (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 Chief of Department 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 of Staff and Chief of Department and Chief Executive Officer or delegate. The Professional Staff member shall also be provided with a copy of the written report.

- (k) The Chief of Staff, Chief of Department and/or Chief Executive Officer, 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 15.01 or referred to the Medical Advisory Committee for consideration pursuant to either section 14.02 or 14.03 as they may determine appropriate.

14.02 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 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 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 resources/expertise), 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 14.03 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.

14.03 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 Chief of Staff 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 14.03(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 14.03(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 his/her last known address and, where the notice is served by registered mail, it shall be deemed that the notice was served

on the third day after the day of mailing unless the person to be served establishes that he/she did not, acting in good faith, through absence, accident, illness or other cause beyond his/her 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 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 he/she is entitled to a Board hearing and shall follow the process set out in section 14.04 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 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 14.03(a) to (k) of this By-Law.
- (m) Subject to the *Public Hospitals Act* and the By-Law, the Medical Advisory Committee has the power to determine its own procedures and practices and may for that purpose, designate the Chief of Staff or delegate to:
 - (i) make orders with respect to the procedures and practices that apply in any particular proceeding;
 - (ii) make such orders or give such directions in proceedings before the Medical Advisory Committee as he/she considers proper to prevent abuse of its processes; and
 - (iii) reasonably limit proceedings where he or she is satisfied the Medical Advisory Committee has received sufficient information to make a recommendation, including without limitation by way of placing reasonable limits on documentation, submissions, questions, and deliberations.

14.04 **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 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 his/her 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 14.04(d) the Professional Staff member may call witnesses and tender documents in evidence in support of his/her case;
 - (vi) a copy of the Corporation's By-Law and Board Policies as applicable that will govern the hearing;
 - (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 14.04(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 his/her 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 Governance 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 decide 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 his/her last known address and, where the notice is served by registered mail, it shall be deemed that the notice was served on the third day after the day of mailing unless the person to be served establishes that he/she did not, acting in good faith, through absence, accident, illness or other cause beyond his/her control receive it until a later date.

14.05 **Notification of College and Partners**

Notice of any suspension, revocation or restriction of privileges shall be given by the Chief of Staff or the Chief Executive Officer to the Registrar of the College within which the member is registered.

14.06 **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 Chief of Department, or his/her delegate may determine to invoke the procedures set out in Article 17.

14.07 Ceasing to Provide a Service

For greater certainty, the process, obligations and rights contained in this Article 14 shall not apply to a decision of the Board under section 44(2) of the *Public Hospitals Act*.

ARTICLE 15. IMMEDIATE MID-TERM ACTION IN AN EMERGENCY SITUATION

15.01 Initiation of Immediate Mid-Term Action

- (a) Where the behaviour, performance or competence of a Professional Staff member:
 - (i) 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; or
 - (ii) has previously been sanctioned by the Medical Advisory Committee or the Board and, in the circumstances is deemed to be a continuation of such previously sanctioned behaviour, performance or competence,

the Chief of Staff or Chief of Department may immediately and temporarily suspend the Medical Staff member's privileges, with immediate notice to the President of the Medical 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 Chief of Department shall immediately notify the Professional Staff member, the Medical Advisory Committee, the Chief Executive Officer and the Board of his/her decision to suspend the Professional Staff member's privileges.
 - (ii) The College reporting requirements set out in section 15.04 shall be applicable to the Chief of Staff or Chief of Department'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 Chief of Department 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.

15.02 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 Chief of Staff 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 15.02(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 his/her last known address and, where the notice is served by registered mail, it shall be deemed that the notice was served on the third day after the day of mailing unless the person to be served establishes that he/she did not, acting in good faith, through absence, accident, illness or other cause beyond his/her 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.
- (k) Subject to the *Public Hospitals Act* and the By-Law, the Medical Advisory Committee has the power to determine its own procedures and practices and may for that purpose, designate the Chief of Staff or delegate to:
 - (i) make orders with respect to the procedures and practices that apply in any particular proceeding;

- (ii) make such orders or give such directions in proceedings before the Medical Advisory Committee as he/she considers proper to prevent abuse of its processes; and
- (iii) reasonably limit proceedings where he or she is satisfied the Medical Advisory Committee has received sufficient information to make a recommendation, including without limitation by way of placing reasonable limits on documentation, submissions, questions, and deliberations.

15.03 **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 his/her 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 his/her case;
 - (vi) a copy of the Board approved By-Law and Board Policies as applicable 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 14.04(e) and (f) through to (l) relating to the Board hearing process shall be followed.

15.04 **Notification of College and Partners**

Section 14.05 with necessary changes to point of detail applies to this Article 15.

15.05 **Ceasing to Provide a Service**

For greater certainty, the process, obligations and rights contained in this Article 15 shall not apply to a decision of the Board under section 44(2) of the *Public Hospitals Act*.

ARTICLE 16. CATEGORIES OF THE PROFESSIONAL STAFF

16.01 **Categories**

- (a) The responsibilities of the Corporation for patient care make it necessary and appropriate to divide the Professional 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) Term Staff;
 - (v) 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) Each of the groups listed in paragraph 16.01(a) may be further divided into the following subcategories:
 - (i) Senior; and
 - (ii) Temporary.

16.02 **Active Staff**

- (a) The Active Staff shall consist of those Physicians, Dentists, Midwives and Extended Class Nurses who have been appointed by the Board to the Active Staff of the Corporation.
- (b) 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.

- (c) (i) All Physicians with active Privileges are responsible for ensuring that appropriate medical care is provided to their patients in the hospital.
- (ii) All Dentists, Midwives and Extended Class Nurses with active Privileges are responsible for ensuring that appropriate dental, midwifery or extended class nursing care, as the case may be, is provided to their patients in the Hospital.
- (d) Each Physician, Dentist and Midwife with active privileges shall have admitting privileges unless otherwise specified in his/her appointment to the Professional Staff. Pursuant to the *Public Hospitals Act*, a Dentist who is not an oral and maxillofacial surgeon shall only admit inpatients on the joint order of the Dentist and a Physician who is a member of the Professional Staff.
- (e) The Physicians on the Active Staff shall be eligible to vote at Medical Staff Association meetings, to hold office, and eligible to sit on committees of the Board, Professional Staff Association or Medical Advisory Committee.
- (f) Each member of the Active Staff shall:
 - (i) undertake such duties in respect of those patients classed as emergency cases and outpatient department clinics as may be specified by the Chief of Staff or by the Chief of Department to which the Professional Staff member has been assigned;
 - (ii) attend patients and undertake treatment and operative procedures only in accordance with the kind and degree of privileges and operative procedures granted by the Board;
 - (iii) act as a Supervisor of a member of the Professional Staff, when requested by the Chief of Staff or Chief of Department;
 - (iv) participate in on-call duty roster, and provide coverage for patients in the hospital as required, unless otherwise exempted by the Chief of Department and/or Chief of Staff in accordance with the on-call policy;
 - (v) make himself/herself available for committee membership as set out by the Professional Staff Association;
 - (vi) be a member in the department most appropriate to his/her field of professional practice; and
 - (vii) apply for and be granted membership in other clinical departments relevant to his/her professional practice.
- (g) A professional staff member in the Active Staff category may apply for appointment to the Senior category when they no longer fulfil the responsibilities set out for the Active Staff category.

16.03 **Associate Staff**

- (a) The Associate Staff category shall consist of Physicians, Dentists, Midwives and Extended Class Nurses appointed to the Professional Staff of the Hospital for a probationary period of one (1) year to provide the Hospital an opportunity to conduct a fulsome evaluation of

the member's qualifications, skill, expertise and collegiality in order to determine whether the Applicant should be appointed as an Active Staff.

- (b) The Associate Staff shall be assigned a Supervisor, either the Chief of the Department or another Active Staff within the same Department who is able to carry out the supervisory duties delineated in this section 16.03;
- (c) Each Professional Staff Member with associate Privileges shall have admitting Privileges unless otherwise specified in his/her appointment. Pursuant to the *Public Hospitals Act*, a Dentist who is not an oral and maxillofacial surgeon shall only admit inpatients on the joint order of the Dentist and a Physician who is a member of the Professional Staff.
- (d) Prior to the completion of the probationary period, the Chief of the Department or Supervisor to which the Associate Staff member has been assigned shall make a written report reviewing the Associate Staff's performance to the Chief of Staff and the Credentials Committee, which report shall contain at minimum, if available and applicable, the Associate Staff's performance relating to:
 - (i) maintaining collegial relationships with colleagues and hospital staff;
 - (ii) providing quality care consistent with current professional guidelines;
 - (iii) taking responsibility for his/her patients and ensuring appropriate transfer of care;
 - (iv) participating in Departmental activities, on-call, Department meetings and educational opportunities;
 - (v) maintaining quality medical records through legible and timely completion; and
 - (vi) such other information that the Board may require, from time to time, having given consideration to the recommendation of the Medical Advisory Committee.
- (e) After one (1) year, the appointment of a Professional Staff member to the Associate Staff shall be reviewed by the Credentials Committee having received a written report for the Associate Staff member, which shall report to the Medical Advisory Committee.
- (f) The Medical Advisory Committee may recommend that the Professional Staff member be appointed to the Active Staff or may require the person to be subject to a further probationary period not longer than twelve (12) months.
- (g) The Chief of Department at their sole discretion, upon the request of an Associate Staff member or a Supervisor, may assign the Associate Staff member to a different Supervisor for a further probationary period.
- (h) At any time, an unfavourable report, including documented violations of Hospital Policies or this By-Law, may cause the Medical Advisory Committee to consider making a recommendation to the Board that the appointment of the Associate Staff member be terminated.
- (i) No member of the Professional Staff shall be appointed to the Associate Staff for more than twenty-four (24) consecutive months unless specifically exempted by the Board.
- (j) Each member of the Associate Staff shall:

- (i) attend patients, and undertake treatment and 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) undertake such duties in respect of those patients classed as emergency cases and of outpatient department clinics as may be specified by the Chief of Staff or Chief of Department to which the Professional Staff member has been assigned; and
 - (iii) participate in on-call duty roster, unless otherwise exempted by the Chief of Department and/or Chief of Staff in accordance with the on-call policy.
- (k) A member of the Associate Staff shall not vote at Medical Staff Association meetings, nor be elected a Medical Staff Association officer, but may be appointed to a committee of the Professional Staff.
- (l) 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.

16.04 **Courtesy Staff**

- (a) A physician may be granted an appointment to the Courtesy Staff provided he/she fulfils one or more of the following criteria:
- (i) has Active or Associate Staff commitment to another hospital;
 - (ii) lives at such a remote distance from the Hospital that it limits full participation in Active Staff duties, but wishes to maintain an affiliation with the Hospital;
 - (iii) has primary commitment to, or contractual relationship with, another community or organization;
 - (iv) wishes to access Personal Health Information of their Patients who are receiving or have received care at the Hospital; or
 - (v) where the Board deems it otherwise advisable.
- (b) Courtesy Staff members may attend Professional Staff meetings;
- (c) Courtesy Staff members shall not have the right to vote at Professional Staff meetings or to hold office.
- (d) Each member of the Courtesy Staff shall, subject to Board approval:
- (i) access their Patient's records in a manner consistent with Hospital Policies and procedures;
 - (ii) visit their Patients and/or undertake treatment in consultation where requested by the Patient's attending physician or the Most Responsible Physician only in accordance with the Privileges granted by the Board;
 - (iii) where approved by the Board may access Ambulatory care services for their Patients by order or requisition;

- (iv) specify on each application for reappointment the circumstances leading to an appointment under this subsection.
- (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.

16.05 **Term Staff**

- (a) Term Staff are those who have been granted admitting and/or procedural privileges in order to meet a specific clinical need for a defined period of time not to exceed one (1) year. The specific clinical need shall be identified as part of the application and initially approved by the Chief of Staff prior to submission to the Credentialing Committee and the Medical Advisory Committee.
- (b) Each member of the Term Staff:
 - (i) may be required to work under the supervision of an Active staff member identified by the Chief of Department;
 - (ii) may be required to undergo a probationary period as appropriate and as determined by the Chief of Department;
 - (iii) shall attend patients, and undertake treatment and procedures only in accordance the Privileges granted by the Board;
 - (iv) shall, unless otherwise specified in the grant of privileges by the Board, have admitting privileges; and
 - (v) shall undertake such clinical and other responsibilities as outlined in this By-Law and as determined by the Chief of Staff or Department Chief.
- (c) Term Staff will not, subject to determination by the Board in each individual case:
 - (i) be eligible for re-appointment. However, each member of the term staff may, at the end of each term, apply for a further term of up to one (1) year;
 - (ii) be able to attend or vote at meetings of the Professional Staff or be an officer of the Professional Staff or committee chair; and
 - (iii) be bound by the expectations for attendance at Professional Staff, Departmental and service meetings.
- (d) The Term 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.

16.06 **Senior Staff**

- (a) The Senior Staff category allows the Hospital to, as required by its Professional Staff Human Resource Plan, approve privileges beyond the Active staff age of seventy (70), provided that:

- (i) the Applicant's training, experience and qualifications are not otherwise represented in the Department;
 - (ii) the Hospital is unable to attract an applicant with like skills, training and experiences and the approval of privileges applied for by the Applicant would not be prejudicial to the services delivered; and
 - (iii) where the Applicant holds an academic appointment, he or she continues to do so if required for the fulfillment of the human resources requirement.
- (b) The Board's responsibility to ensure a succession plan for members of its Professional Staff may require that from time to time and upon the recommendation of the Medical Advisory Committee, that a Senior Staff member's privileges may be reduced, withdrawn or not renewed in favour of granting privileges to a new or existing Associate Staff or Active Staff member.
- (c) Senior Staff:
- (i) will consist of those previous members of the Active staff appointed from time to time by the Board, who are seventy (70) years of age or older and maintain clinical and/or academic activities within the Hospital;
 - (ii) may be subject to an enhanced performance review at the discretion of the Chief of Department and/or the Chief of Staff with the express objective of ensuring the ongoing competency of the Senior Staff member;
 - (iii) will be granted privileges as approved by the Board having given consideration to the recommendation of the Chief of Department and the Medical Advisory Committee;
 - (iv) will be granted in-patient and/or out-patient admitting privileges, unless otherwise specified in their appointment to the Professional Staff;
 - (v) be exempt from Departmental on-call schedules, unless the member wishes to remain in the on-call schedule and has received approval to do so by the Chief of Department;
 - (vi) will be eligible to apply for annual reappointment;
 - (vii) will be eligible to attend and vote at meetings of the Professional Staff and to be an officer of the Professional Staff; and
 - (viii) will be bound by the expectations for attendance at Professional Staff, Department and service meetings.
- (d) The Senior 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.

16.07 **Temporary Staff**

- (a) A Temporary appointment may be made only for one of the following reasons:

- (i) to meet a specific singular requirement by providing a consultation and/or operative procedure; or
 - (ii) to meet an urgent unexpected need for a medical service; or
 - (iii) to accommodate the Applicant's appointment on a limited, interim basis until the Credentialing Committee, the Medical Advisor Committee and the Board of Directors have processed the Applicant's application.
- (b) Subject to the Hospital receiving a complete application from the Applicant with the necessary evidence as delineated in this By-Law and Policies, the Chief of Staff together with the Chief Executive Officer may grant Temporary Privileges to a physician who is not a member of the Professional Staff provided that such Privileges shall not extend beyond the date of the next meeting of the Medical Advisory Committee or the meeting of the Board of Directors, as the case may be, at which time the approval or denial of Privileges shall be actioned.
- (c) Members of the Temporary Staff agree to waive any rights to appeal the decision of the Medical Advisory Committee to the Board and/or, if applicable, of the Board, to the Health Professions Appeal and Review Board or to the Ontario courts under the By-Law or the *Public Hospitals Act*.

ARTICLE 17. PROFESSIONAL STAFF DUTIES AND RESPONSIBILITIES

17.01 Collective Duties and Responsibilities

Collectively, the Professional Staff practicing 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 Chief of Department of his/her Department, including providing cross-site and/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) promoting evidence-based decision making;

- (h) 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 Chiefs of Department, Chief of Staff, Medical Advisory Committee, Professional Staff Association and/or the Board;
- (i) 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
- (j) ensuring compliance with the By-Law and Policies of the Corporation.

17.02 **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 appropriate health care resource utilization practices;
- (b) practice 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) recognize the authority of the Chief of Department, the Chief of Staff, the Medical Advisory Committee, Chief Executive Officer and the Board;
- (e) comply with the *Public Hospitals Act*, the By-Law, the Policies and the Corporation's mission, vision, values and strategic plan;
- (f) participate in quality, complaint and patient and workplace safety initiatives, as appropriate;
- (g) foster an inclusive culture by providing a safe and respectful work environment that is free from harassment, discrimination and violence;
- (h) file a report with the appropriate College regulated under the *Regulated Health Professions Act (Ontario)* and to the Corporation with the Chief of Staff and Chief Executive Officer when the Professional Staff member has reasonable grounds to believe that another member of the same or different College:
 - (i) is incompetent or incapacitated;
 - (ii) has abused, sexually abused or harassed a patient or other individual;
 - (iii) has been found guilty of an offence; or
 - (iv) has been a finding of professional negligence or malpractice.
- (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 and Chief of Department with three (3) months' written notice of the Professional Staff member's intention to reduce his/her 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 Chief of Department of any changes during the credentialing year to the information provided by the Professional Staff member to the Corporation in his/her most recent application for appointment or reappointment including, without limitation, any changes to the information set out in sections 13.02 and 13.05, 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, values and strategic plan;
- (q) notify the Chief of Staff and Chief Executive Officer in writing 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; and
- (t) report any critical incidents with respect to a patient under their care in accordance with the regulations under the *Public Hospitals Act*.

17.03 **Leave of Absence**

- (a) Subject to paragraph (c) below, when a member of the Professional Staff wishes to temporarily cease practice in the Hospital for an extended period for medical, parental leave, education, training or sabbatical, or other reasons, the Professional Staff shall submit an application for a leave of absence. Such application, shall state the effective dates and reasons, and shall be made to the Chief of Department who, in turn, shall forward the application to the Medical Advisory Committee for consideration. 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 upon his/her 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 a clinical associate to cover his/her clinical responsibilities for the review and approval by the Chief of Department and the Chief of Staff; and
 - (ii) the Chief of Department 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, Chief of Department, and Professional Staff member shall be required to jointly sign a return to practice plan 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 his/her absence.

17.04 **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 including Part IV, "Conflict of Interest", of Regulation 114/94 of the *Medicine Act*, 1991) and the Corporation's Policies.
- (b) Every Professional Staff member or their Associates who, either directly or indirectly, has or thinks he/she 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 to the Chief Executive Officer, Chief of Staff and, if applicable, at a meeting of the Medical Advisory Committee.
- (c) 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.

ARTICLE 18. PROFESSIONAL STAFF DEPARTMENTS, SERVICES AND PROGRAMS

18.01 Establishment of Departments

- (a) When warranted by the professional resources of the Medical Staff, the Board, after considering the advice of the Medical Advisory Committee, may divide the Professional Staff into Departments, divisions and clinical services.
 - (i) Department of Anaesthesia;
 - (ii) Department of Emergency Medicine;
 - (iii) Department of Diagnostic Imaging;
 - (iv) Department of Laboratory Services;
 - (v) Department of Internal Medicine
 - (A) Division of Infectious Diseases;
 - (vi) Department of Obstetrics and Gynaecology;
 - (vii) Department of Midwifery
 - (viii) Department of Paediatrics;
 - (ix) Department of Psychiatry;
 - (x) Department of Surgery;
 - (xi) Department of Dentistry; and
 - (xii) Department of Hospital Medicine.
- (b) The structure of the Medical Departments, divisions or programs shall be set out in applicable Hospital Policies.
- (c) Any Medical Department, division or program shall function in accordance with the Hospital Policies.
- (d) The Board, after considering the advice of the Medical Advisory Committee, at any time, may establish or disband Medical Departments, divisions or programs.

18.02 Appointment of Chiefs of Department

- (a) Subject to paragraph 18.02(b) below, the Board shall appoint Chiefs of Department, after giving consideration to the recommendations of the Chief of Staff and Chief Executive Officer. Alternatively, the Board may establish, after giving consideration to the recommendations of the Chief of Staff and Chief Executive Officer, a Selection Committee to make recommendations to the Board in the selection of a Chief of Department.
- (b) Chiefs of Department will be eligible to serve two (2) consecutive three-year terms having given consideration of the annual performance evaluation, subject to annual confirmation

by the Board. Further terms may be approved at the discretion of the Board upon a recommendation from the Medical Advisory Committee and Chief Executive Officer.

- (c) Notwithstanding the above-described lengths of tenure of position, a Chief of Department shall hold office until a successor is appointed.
- (d) At the end of term or in the event of a vacancy of a Chief of Department, the Chief of Staff or a Selection Committee, as the case may be, will undertake a search for the express purpose of recommending a candidate to the Board for the position of Chief of Department.
- (e) If established by the Board, the Selection Committee will be chaired by the Chief of Staff and include:
 - (i) at least one (1) Physician from the Department for which the chief is being sought;
 - (ii) the Chief Executive Officer or delegated executive;
 - (iii) a representative of the Board, appointed by the Board Chair;
 - (iv) the administrative manager who will work closely with the Chief of Department;
 - (v) a physician representatives from another Department which work closely with the Chief of Department; and
 - (vi) up to three (3) other persons who are non-physicians either working in the Department or patients.
- (f) In the event a Chief of Department resigns his/her 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 Chief of Department until such time as the formal appointment process contemplated by this By-Law can be completed.

18.03 **Responsibilities of the Chief of Department**

- (a) The Chief of Department shall be a member of the Professional Staff in good standing.
- (b) The Chief of Department 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 conduct of the Professional Staff members in the Department.
- (c) The Chief of Department shall carry out the following clinical, education, 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 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 Hospital Policies;
- (v) advise the Chief Executive Officer 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) results in the imposition of sanctions by the College; or
 - (E) is contrary to the By-Law, Hospital Policies, the *Public Hospitals Act*, or any other relevant law of Canada or Ontario;
- (vi) address in a manner that is timely and consistent with Hospital Policies, issues arising from a Professional Staff member who has engaged or alleged to have engaged in acts, statements, behaviors or professional conduct that constitutes or is reasonable likely to constitute Disruptive Behaviour;
- (vii) participate in the development of and revisions to the Corporation's overall Policies, goals, planning and resource allocation;
- (viii) advise members of the Department, of current Corporation and Departmental Policies, regulations, objectives and other issues of importance to members of the Department;
- (ix) interpret corporate and Departmental Policies, objectives and other issues of importance to members of the Department;
- (x) participate in the orientation of new members of the Department, which shall include the By-Law, Policies and objectives and other issues of importance to members of the Department and to the Corporation;
- (xi) lead in the recruitment of new members of the Department;
- (xii) ensure an effective working relationship between the Department and associated Programs and services;
- (xiii) ensure an effective working relationship between the Department, other Professional Staff and health professionals;
- (xiv) optimize the utilization of resources by the Department;

- (xv) hold monthly Departmental meetings, at a minimum four (4) 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 his/her 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;
 - (xix) collaborate with the Corporation in the management of any complaint relating to a Professional Staff member;
 - (xx) receive reports of Professional Staff standing and ad hoc committees;
 - (xxi) work with other Chiefs of Department and the Corporation's management in forming and recommending policy to the Board;
 - (xxii) collaborate with the Chief of Staff and the other Chiefs of Department in the development, periodic review and revision of departmental Professional Staff Human Resource Plans and clinical utilization management review activities;
 - (xxiii) ensure that the resources of the Corporation allocated for the Department are appropriately distributed among the members of the Department; and
 - (xxiv) 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 13.05(b)(iv)) to be submitted with the annual hospital reappointment form.
- (d) In addition to duties included elsewhere in this By-Law, with the Chief of Staff, Chief Executive Officer, or their delegates, and Department members, the Chief of Department shall:
- (i) participate in developing the Department's goals, objectives, quality and patient safety improvements, and clinical priorities;
 - (ii) participate in the organization and implementation of clinical utilization management review and initiatives within the Department; and
 - (iii) participate in the development of a recruitment plan, including appropriate Impact Analysis, in keeping with the approved Professional Staff Human Resource Plan of the Department and the Program.
- (e) Other duties assigned by the Board or Medical Advisory Committee from time to time.

18.04 Performance Evaluation of Chiefs of Department

- (a) The Chief of Staff shall conduct an annual performance evaluation of each of the Chiefs of Department. The duties of Chiefs of Department (section 18.03 of this By-Law) will be used as the criteria against which the performance of the Chief of Department will be evaluated together with the following:
 - (i) quality of medical care, diagnosis and treatment/quality assurance;
 - (ii) the Department's achievement of utilization benchmarks/objectives and productivity targets;
 - (iii) leadership/administrative skills development;
 - (iv) clinical resource planning; and
 - (v) other criteria deemed appropriate.
- (b) A review of the Chief of Department'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 Chief Executive Officer.
- (c) The annual performance evaluation may encompass the Chief of Staff seeking input and the advice of members of the Professional Staff, management or of other health professionals in a format and approach as determined by the Chief of Staff.

18.05 Medical Directors

- (a) The Chief Executive Officer may establish the role of Medical Director, the duties and responsibilities of which shall encompass administrative, planning and operational activities relating to Hospital clinical Programs that require Physician leadership and engagement.
- (b) The Medical Director role does not include the duties and responsibilities of Chiefs of Departments as delineated in section 18.03 of this By-Law.
- (c) The Medical Director role reports through to the Chief Executive Officer or delegate.
- (d) The duties, responsibilities, selection, evaluation and remuneration arrangements of the Medical Directors shall be the sole responsibility of the Chief Executive Officer.
- (e) The Medical Director role may or may not be filled by the same person fulfilling the duties of a Chief of Department.

ARTICLE 19. MEDICAL ADVISORY COMMITTEE

19.01 Composition of Medical Advisory Committee

The Medical Advisory Committee shall consist of the following members:

- (a) Chief of Staff, who shall be Chair;

- (b) Chief of Departments;
- (c) President Professional Staff Association;
- (d) Vice President Professional Staff Association;
- (e) Secretary Professional Staff Association;
- (f) Non-Voting members
 - (i) Division Chair of Infectious Diseases;
 - (ii) Chief Executive Officer; and
 - (iii) Chief Nursing Executive.

19.02 **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.

19.03 **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*:

- (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 conduct of the Professional Staff;
- (c) 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;
- (d) appoint the Professional Staff members of all committees of the Medical Advisory Committee that are established by the Board;
- (e) receive reports from the committees of the Medical Advisory Committee;
- (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 Chief Executive Officer, Hospital administration and executives, management and Medical Directors on matters requiring Medical Advisory Committee advice and support;
- (i) make recommendations to administration and to the Board on matters of patient care and Professional Staff education;
- (j) facilitate the development and maintenance of the Policies for the Professional Staff; and
- (k) where the Medical Advisory Committee identifies systemic or recurring quality of care issues in making its recommendations to the Board under clause 19.03(a)(v), the Medical Advisory Committee shall make recommendations about those issues to the Board's Quality and Safety Committee.

19.04 **Chief of Staff**

- (a) The Chief of Staff shall chair the Medical Advisory Committee meetings.
- (b) 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 Board.
- (c) The Chair may call special meetings of the Medical Advisory Committee upon forty-eight (48) hours' notice or at the written request of five (5) voting members of the Medical Advisory Committee.

19.05 **General Composition and Duties of the Medical Advisory Committee Subcommittees**

- (a) Unless otherwise stated, Medical Advisory Committee subcommittees shall:
 - (i) have members selected 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 Hospital Policies, and other relevant Legislation, and as requested by the Chief of Staff; and
 - (iv) keep minutes of all meetings with records of attendance, copies of which shall be forwarded to the Medical Advisory Committee.
- (b) The Chief of Staff and the Chief Executive Officer shall be members ex-officio of all subcommittees of Medical Advisory Committee.

19.06 **Voting**

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

19.07 **Quorum**

Except where stated in the regulations, a quorum shall be fifty percent (50%) of all members of the Medical Advisory Committee subcommittee.

ARTICLE 20. CHIEF OF STAFF

20.01 **Appointment of Chief of Staff**

- (a) The Board 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.

20.02 **Search Committee**

A search committee shall be convened by the Board to determine suitable applicants and to make recommendation to the Board. The terms of reference of the search committee and the process to fill a vacancy shall be delineated by Board Policy.

20.03 **Term of Office**

- (a) The Chief of Staff will be eligible to serve two (2) consecutive three-year terms having given consideration of the annual performance evaluation, subject to annual confirmation by the Board. On special resolution of the Board, the maximum term of six (6) consecutive years may be extended, and the Chief of Staff shall hold office 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.

20.04 **Role of Chief of Staff**

The Chief of Staff will:

- (a) provide leadership in the establishment of an interdisciplinary approach to patient centered care and service;
- (b) collaborate with representatives of other disciplines to create an environment that promotes commitment to continuous quality improvement and patient safety;
- (c) enhance education throughout the Corporation; and

- (d) participate in the development of quality, strategic and clinical service plans.

20.05 **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, diagnosis, care and treatment provided by the Professional Staff to all patients in the Corporation and for addressing concerns that arise about Professional Staff members conduct or utilization practices; and
 - (ii) chairing the Medical Advisory 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 or Board Policy, and such other committees as determined by the Board from time to time.
 - (ii) 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, its subcommittees, the Corporation's committees, the Board, Hospital management, and Chiefs of Department; 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.
 - (iii) Through and with the Chiefs of Department, 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 conduct or utilization practice of a specific Physician, Dentist, Midwife or Extended Class Nurse.

- (iv) Through and with the Chiefs of Department, 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 Chiefs of Department on any issue of individual patient care and patient and workplace safety; and
 - (D) investigating and acting, as appropriate, in consultation with the Chiefs of Department and the Corporation's management, on complaints or concerns involving Professional Staff.
- (v) The Chief of Staff will investigate and act, as appropriate, on matters of patient care, patient and workplace safety, 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 and Hospital Policies.
- (vi) Through the Chief of Department, 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, and, if possible, the patient of this reassignment of care.
- (vii) The Chief of Staff will collaborate with the Chiefs of Department in the development, periodic review and revision of departmental Professional Staff Human Resource Plans and clinical utilization management review activities.
- (viii) The Chief of Staff, working through Chiefs of Department, will encourage participation of Professional Staff in continuing education and professional development.
- (ix) As described in section 18.04 of this By-Law, the Chief of Staff will carry out the performance evaluation of all Chiefs of Department.
- (x) The Chief of Staff will designate a member of the Active Staff, who is a member of the Medical Advisory Committee, to act as an alternate during an absence or disability of the Chief of Staff in consultation with the Chief Executive Officer.

20.06 **Evaluation of the Chief of Staff**

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

ARTICLE 21. OFFICERS OF THE PROFESSIONAL STAFF ASSOCIATION

21.01 **Purposes of the Professional Staff Association**

- (a) The Professional Staff Association shall through its officers:

- (i) serve as a liaison between the Medical Staff, the Medical Advisory Committee, the Chief of Staff, the Chief Executive Officer and the Board with respect to all matters not assigned to the Medical Advisory Committee;
 - (ii) report on issues raised by the Professional Staff to the Medical Advisory Committee and, at the request of the Board or at the request of the Professional Staff Association, to the Board with respect to such issues; and
 - (iii) be an advocate on behalf of the Professional Staff and advocate a fair process in the treatment of individual members of the Professional Staff.
- (b) The Professional Staff Association may hold meetings that are restricted to Professional Staff members.

21.02 **Officers of the Professional Staff Association**

- (a) The officers of the Professional Staff Association will be:
- (i) the President;
 - (ii) the Vice-President; and
 - (iii) the Secretary/Treasurer.
- (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 Staff may be elected to any position or office of the Professional Staff Association as established by this By-Law.
- (c) The officers of the Professional Staff Association shall propose the annual dues for Professional Staff for approval at each annual meeting of the Professional Staff Association.

21.03 **Nominating Committee of the Professional Staff Association**

- (a) The Nominating Committee of the Professional Staff Association shall be named at the meeting held at least sixty (60) days before the annual meeting and shall consist of:
- (i) the President of the Professional Staff Association, who shall be Chair; and
 - (ii) members of the Credentials Committee.
- (b) The Committee shall hold office until its successors are appointed or elected.
- (c) The Nominating Committee shall meet at the call of the President of the Professional Staff Association prior to the annual meeting of the Professional Staff Association. It shall select from among the members of the Professional Staff Association the nominee(s) for each of the following offices:
- (i) President;
 - (ii) Vice-President; and
 - (iii) Secretary/Treasurer.

- (d) The Nominating Committee shall meet as required when any of the above offices become vacant to select a candidate for such office in a similar manner.

21.04 **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) be eligible to serve two (2) consecutive three-year terms;
- (c) not be a Chief of Department;
- (d) 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;
- (e) be a member of committees of the Board as designated by the By-Law and Board Policies, and committees of the Medical Advisory Committee as deemed appropriate by the Medical Advisory Committee;
- (f) act as a liaison between the Professional Staff, the Chief of Staff, the Chief Executive Officer, and the Board with respect to all matters concerning the Professional Staff Association;
- (g) call and preside at all Professional Staff Association meetings; and
- (h) be a member of the Medical Advisory Committee at the Corporation.

21.05 **The Vice-President of the Professional Staff Association**

The Vice-President of the Professional Staff Association shall:

- (a) be elected at the annual meeting of the Professional Staff Association;
- (b) be eligible to serve two (2) consecutive three-year terms;
- (c) not be a Chief of Department;
- (d) 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;
- (e) be a member of the Medical Advisory Committee; and
- (f) perform such additional duties as requested by the President of the Professional Staff Association.

21.06 **The Secretary/Treasurer of the Medical Staff Association**

The Secretary/Treasurer of the Professional Staff Association shall:

- (a) be elected at the annual meeting of the Professional Staff Association;
- (b) be eligible to serve two (2) consecutive three-year terms;
- (c) not be a Chief of Department;

- (d) attend to the correspondence of the Professional Staff Association;
- (e) maintain the financial records of the Professional Staff Association and provide a financial report at the annual meeting of the Professional Staff Association;
- (f) ensure notification of all members of the Professional Staff Association at least forty-eight (48) hours prior to each regular meeting;
- (g) ensure that minutes are kept of Professional Staff Association meetings;
- (h) be a member of the Medical Advisory Committee;
- (i) call meetings on order of the President of the Professional Staff Association.

ARTICLE 22. MEETINGS OF THE PROFESSIONAL STAFF ASSOCIATION

22.01 Annual Meeting of the Professional Staff Association

- (a) The annual meeting of the Professional Staff Association shall be held in the Hospital at such time preceding the annual meeting of the Corporation, as the members of the Professional Staff shall determine.
- (b) Ten (10) days' prior written notice of the annual meeting of the Professional Staff shall be posted, in the Hospital, by the Secretary of the Professional Staff.

22.02 Regular Meetings of the Professional Staff Association

- (a) Regular meetings of the Professional Staff shall be held in conformity with the Hospital Management Regulation made under the Public Hospitals Act.
- (b) Ten (10) days' prior written notice of each regular meeting of the Professional Staff shall be posted prominently in the Hospital by the Secretary of the Professional Staff.
- (c) An agenda shall be agreed upon at the beginning of each meeting.
- (d) All members of the Professional Staff shall be entitled to attend Professional Staff Association meetings and participate in discussion, but only members of the Active Professional Staff have voting privileges.

22.03 Special Meetings of the Professional Staff Association

- (a) In the case of emergency, the President of the Professional Staff Association may call a special meeting.
- (b) Special meetings shall be called by the President of the Professional Staff Association on the written request of any ten (10) members of the Active Professional Staff.
- (c) Notice of such special meetings shall be given in the same manner as for a regular meeting, except in cases of emergency, and shall state the nature of the business for which the special meeting is called. Only those matters for which the meeting has been called shall be dealt with at that meeting.

22.04 **Quorum**

- (a) Ten (10) of the Active Professional Staff members entitled to vote shall constitute a quorum at any annual, regular or special meeting of the Professional Staff.
- (b) In any case where a quorum of the Professional Staff has not arrived at the place named for the meeting within thirty (30) minutes after the time of the meeting stated in the notice, the meeting shall stand adjourned until a date and time fixed by the President of the Professional Staff and posted by the Secretary of the Professional Staff in the manner hereinbefore provided.

22.05 **Rules of Order**

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

22.06 **Attendance**

- (a) The Secretary/Treasurer of the Professional Staff Association shall:
 - (i) be responsible for maintaining a record of attendance at each meeting of the Professional Staff Association;
 - (ii) receive the record of attendance for each meeting of each department;
 - (iii) make such records available to the Medical Advisory Committee.
- (b) If a quorum of the Professional Staff Association has not arrived at the place specified in the notice for a duly called meeting within thirty (30) minutes after the commencement time specified in the notice, those members of the Professional Staff Association present at that time shall be given credit for their attendance at the meeting for the purpose of the attendance requirements of this By-Law.

ARTICLE 23. DENTAL STAFF

23.01 **Application**

- (a) For the purpose of clarification:
 - (i) subject to clause (ii) below, the provisions of Articles 12, 13, 16 to and including 20 apply to the Dentists, with necessary changes to detail.
 - (ii) the following provisions of section 13.04 do not apply to the Dentists: paragraphs: (c), (d), (e) and (f).
- (b) In the event of a conflict between Article 23 and any other provisions of this By-Law, Article 23 shall be paramount.

23.02 **Criteria**

In addition to the criteria set out in section 13.03 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.

23.03 **Categories and Obligations**

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, unless otherwise specified in his/her appointment to the Professional Staff.

23.04 **Office**

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

ARTICLE 24. MIDWIFERY STAFF

24.01 **Application**

- (a) For the purpose of clarification:
 - (i) subject to clause (ii) below, the provisions of Articles 12, 13, 16 to and including 20 apply to the Midwives, with necessary changes to detail.
 - (ii) the following provisions of section 13.04 do not apply to the Midwives: paragraphs: (c), (d), (e) and (f).
- (b) In the event of a conflict between Article 24 and any other provisions of this By-Law, Article 24 shall be paramount.

24.02 **Office**

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

24.03 **Midwifery Staff Duties**

- (a) Each member of the Midwifery 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 Midwifery Staff shall:
 - (i) notify the Chief of Staff and the Chief Executive Officer of any change in the class of registration on the Annual Registration Payment Card from the College of Midwives 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 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.

ARTICLE 25. EXTENDED CLASS NURSES

25.01 Application

- (a) For the purpose of clarification:
 - (i) subject to clause (ii) below, the provisions of Articles 12, 13, 16 to and including 20 apply to the Extended Class Nurses, with necessary changes to detail.
 - (ii) the following provisions of section 13.04 do not apply to the Extended Class Nurses: paragraphs: (c), (d), (e) and (f).
- (b) In the event of a conflict between Article 25 and any other provisions of this By-Law, Article 25 shall be paramount.

25.02 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 of Staff and 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 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.

25.03 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.

25.04 Office

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

25.05 Employees

Extended Class Nurses who are employed by the Hospital are not privileged by the Medical Advisory Committee or appointed by the Board.

ARTICLE 26. AMENDMENTS TO BY-LAW

26.01 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.

26.02 Amendments to Article 12 through Article 22

Article 12 through Article 22, including this section 26.02, 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 Medical Staff Association meeting at which the proposed amendments will be discussed.
- (c) The Professional Staff shall be afforded a period of at least fifteen (15) 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
PROCEDURE REGARDING REAPPOINTMENTS, REQUESTS FOR CHANGES IN
PRIVILEGES AND MID-TERM ACTION

1. PREAMBLE

This schedule outlines the procedures to be followed in three different circumstances. Section 2 deals with Reappointment and Requests for Changes in Privileges. Section 3 outlines the procedure when there is an immediate need to suspend privileges mid-term in an emergency situation. Section 4 is the procedure when mid-term action is required but not in an emergency situation.

It should be noted that a member's appointment and/or privileges shall continue throughout the review or investigation of circumstances relating to reappointment and until all appeals consistent with the *Public Hospitals Act* are completed.

The procedure for recommendations from the Medical Advisory Committee in respect of original Applications for Appointment shall be as set out in these By-Laws and undertaken pursuant to the *Public Hospitals Act*.

2. REAPPOINTMENT AND REQUESTS FOR CHANGES IN PRIVILEGES

Recommendation for Reappointment and Changes in Privileges

- (a) The Credentials Committee shall forward to the Medical Advisory Committee a recommendation in respect of a reappointment or request for change in privileges consistent with the Committee's terms of reference and such recommendation shall be in writing and supported by references to the specific activities or conduct which constitute the basis for the recommendation.
- (b) The Medical Advisory Committee may; initiate further investigation, establish an ad hoc committee to conduct further investigation, refer the matter back to the Credentials Committee with direction or to an external consultant, or make recommendation to the Board.
- (c) Where the Medical Advisory Committee makes recommendation to the Board, it should provide notice to the member in accordance with the Hospital's *Comprehensive Appointment and Credentialing Policy*.
- (d) Upon completion of its own investigation or upon receipt of the report of the body or consultant that conducted the investigation as the case may be, the Medical Advisory Committee shall make a recommendation to the Board in respect of the reappointment or privileges requested and provide notice to the member as set out in the Hospital's *Comprehensive Appointment and Credentialing Policy*.
- (e) Service of a notice to the applicant or member may be made personally or by Registered Mail addressed to the person to be served at their last known address and, where notices served by Registered Mail, it shall be deemed that the notice was served on the third day after the day of mailing unless the person to be served establishes that they did not, acting in good faith, through absence, accident, illness or other causes beyond their control, receive it until a later date.

- (f) If additional time is needed for review or the investigative process, the Medical Advisory Committee may defer its recommendation providing it indicates in writing to the Board and the applicant or member that the recommendation cannot yet be made and gives reasons therefore, further to Section 37(5) of the *Public Hospitals Act*.
- (g) The Medical Advisory Committee may, in its sole discretion, in the course of its review or investigation or in determining its recommendation, decide that there shall be a Special Meeting of the Medical Advisory Committee where the member shall be entitled to attend such Special Meeting.
- (h) Where the Medical Advisory Committee considers a matter at a Special Meeting, the procedures set out below at Section 5 for “Special Meetings of the Medical Advisory Committee” are to be followed.
- (i) The Medical Advisory Committee, when providing notice to the applicant or member as provided for in the Hospital’s *Comprehensive Appointment and Credentialing Policy*, shall advise the applicant or member that he/she is entitled to receive written reasons for the recommendation wherein a request therefore is received by the secretary of the Medical Advisory Committee within seven days from receipt by the applicant or member of the Medical Advisory Committee’s recommendation and further that the applicant or member is entitled to a Hearing before the Hospital’s Board if a written request is received by the Board and the Medical Advisory Committee within seven days from the receipt by the applicant or member of the Medical Advisory Committee’s written reasons where requested.
- (j) Where the applicant or member does not request written reasons for the Medical Advisory Committee’s recommendation or where the applicant or member does not require a Hearing by the Board, the Board may implement the recommendation of the Medical Advisory Committee.
- (k) Where the applicant or member requires a Hearing by the Board, the Board will appoint a time and place for the Hearing and the procedures set out below at Section 6 for “the Board Hearing” are to be followed.

3. IMMEDIATE MID-TERM ACTION IN AN EMERGENCY SITUATION

The definition of mid-term action in an emergency situation is outlined in Article 15 of these By-Laws.

If at any time it becomes apparent that a member’s conduct, performance or competence is such that it exposes, or is reasonably likely to expose patient(s), staff or others to harm or injury or is, or is reasonably likely to be detrimental to the safety of patient(s), staff or others or to the delivery of quality care, an immediate action must be taken to protect the patient(s), staff or others or to ensure the delivery of quality of care and the procedures set out herein relating to suspension/revocation of privileges shall be followed.

- (a) In addition to the steps outlined in Article 15, the Department Chief or the Chief of Staff will immediately notify the member, the Medical Advisory Committee, the Chief Executive Officer (“CEO”), the President of the Professional Staff and the Board of their decision to suspend the member’s privileges.
- (b) Arrangements will be made by the Department Chief or Chief of Staff for the assignment of a substitute to care for the patients of the suspended member.

- (c) Within 24 hours of suspension, the individual who suspended the member will provide the Medical Advisory Committee, the CEO and the President of the Professional Staff with written reasons for the suspension and copies of any relevant documents or records.
- (d) Upon receipt of the written reasons for suspension as described above, the Medical Advisory Committee will set a date for a Special Meeting of the Medical Advisory Committee to be held within five days from the date of suspension to review the suspension and to make recommendation to the Board.
- (e) The Special Meeting of the Medical Advisory Committee shall be conducted further to the procedures set out below at Section 5 for “the Special Meeting of the Medical Advisory Committee
- (f) The member may request and the Medical Advisory Committee may grant the postponement of the Special Medical Advisory Committee to a fixed date.
- (g) The Medical Advisory Committee, when providing notice to the applicant or member as provided for in subsection 2(c) and subsection 2(d), shall advise the applicant or member that he/she is entitled to receive written reasons for the recommendation wherein a request therefore is received by the secretary of the Medical Advisory Committee within seven days from receipt by the applicant or member of the Medical Advisory Committee’s recommendation and further that the applicant or member is entitled to a Hearing before the Hospital’s Board if a written request is received by the Board and the Medical Advisory Committee within seven days from the receipt by the applicant or member of the Medical Advisory Committee’s written reasons where requested.
- (h) Where the applicant or member does not request written reasons for the Medical Advisory Committee’s recommendation or where the applicant or member does not require a Hearing by the Board, the Board may implement the recommendation of the Medical Advisory Committee.
- (i) Where the applicant or member requires a Hearing by the Board, the Board will appoint a time and place for the Hearing and the procedures set out below at Section 6 for “the Board Hearing” are to be followed.

4. NON-IMMEDIATE MID-TERM ACTION

The definition of a non-immediate mid-term action is outlined in Article 14 of these By-Laws. Procedure for a non-immediate mid-term action shall include:

- (a) Information provided to the CEO or Chief of Staff by the Department Chief which raises concerns about any of the matters in these By-Laws relating to non-immediate mid-term action, shall be in writing and will be directed to the CEO and/or Chief of Staff.
- (b) Where either of the CEO, Chief of Staff, or Department Chief receives information about the conduct, performance or competence of a member, that person will provide a copy of the documentation to the other two.
- (c) Upon receipt of information above, an interview will be arranged by the Chief of Staff or Department Chief with the member, at which time the member will be advised of the information about their conduct, performance or competence and will be given a reasonable opportunity to present relevant information on their behalf.

- (d) A written record will be maintained reflecting the substance of the aforementioned interview and copies will be sent to the member, the CEO and the Chief of Staff and Department Chief.
- (e) Where the member fails or declines to participate in an interview as set out above, after being given a reasonable opportunity to so participate, appropriate action may be undertaken further to the procedure as outlined in this section.
- (f) Following an interview as set out above, or where the member fails or declines to participate in an interview, the Chief of Staff, Department Chief or CEO will determine whether further investigation of the matter is necessary.
- (g) If further investigation is to be undertaken, the investigation may be assigned to an individual(s) within the Hospital, the Medical Advisory Committee, and a body within the Hospital other than the Medical Advisory Committee or an external consultant.
- (h) Upon the completion of the investigation contemplated by subsection 4(f) above, the individual or body who conducted the investigation will forward a written report to the CEO, Chief of Staff and Department Chief. The member will be provided with a copy of the written report.
- (i) The Chief of Staff, Department Chief and CEO, upon further review of the matter and any report received, will determine whether further action may be required.
- (j) Where it is determined that further action in respect of the matter may be required, the matter shall be referred to the Medical Advisory Committee along with a proposed recommendation with respect to mid-term action in writing and supported by references to specific activities or conduct along with any reports which constitute grounds for the proposed recommendation.
- (k) The Medical Advisory Committee, in advance of considering the proposed recommendation, may initiate further investigation itself, in respect of such matters and in such a manner as it in its sole discretion deems appropriate.
- (l) Upon completion of its own investigation or upon receipt of the proposed recommendation as set out above, the Medical Advisory Committee may determine that no further action need be taken in respect of the matter for lack of merit or determine to have a Special Meeting of the Medical Advisory Committee where the member is entitled to attend such Special Meeting.
- (m) Where the Medical Advisory Committee considers the matter at a Special Meeting, then the procedures set out below at Section 5 for the Special Meeting of the Medical Advisory Committee are to be followed.
- (n) The Medical Advisory Committee, following a Special Meeting of the Medical Advisory Committee, will provide the member with written notice of the Medical Advisory Committee's recommendation and the written reasons for the recommendation and the member's entitlement to a Hearing before the Hospital's Board where a written request is received by the Board and the Medical Advisory Committee from the member within seven days of the receipt by the member of the Medical Advisory Committee's recommendation and written reasons.

- (o) Service of the notice of recommendation and written reasons to the member may be made personally or by Registered Mail addressed to the member at their last known address and, where notice is served by Registered Mail, it will be deemed that the notice was served on the third day after the day of mailing unless the member to be served establishes that they did not, acting in good faith, through absence, accident, illness or other causes beyond their control, receive it until a later date.
- (p) Where the applicant or member does not require a Hearing by the Board, the Board may implement the recommendation of the Medical Advisory Committee.
- (q) Where the member requires a Hearing by the Board, the Board will appoint a time and place for the Hearing, such Board Hearing to be undertaken pursuant to the procedures set out below at Section 6 for “the Board Hearing”.

5. SPECIAL MEETINGS OF THE MEDICAL ADVISORY COMMITTEE

In the event that a Special Meeting of the Medical Advisory Committee is required further to this schedule, such Special Meeting of the Medical Advisory Committee will be conducted pursuant to procedures as follows:

- (a) The Medical Advisory Committee will give the applicant or member written notice of the Special Meeting, such notice to include:
 - (i) the time and place of the meeting;
 - (ii) the purpose of the meeting;
 - (iii) a statement that the applicant or member will be provided with a statement of the matter to be considered by the Medical Advisory Committee together with all relevant documentation;
 - (iv) a statement that the applicant or member is entitled to attend the Medical Advisory Committee meeting and to participate fully in all matters under consideration by the Medical Advisory Committee;
 - (v) a statement that the parties are entitled to bring legal counsel to the meeting and consult with legal counsel but that legal counsel shall not be entitled to participate in the meeting save and except in respect of making representation on behalf of the party;
 - (vi) a statement that, in the absence of the applicant or member, the meeting may proceed.
- (b) The Medical Advisory Committee will provide the applicant or member with a statement of the particulars of the matter to be considered by the Medical Advisory Committee, including any proposed recommendation, together with all documentation and records collected by the Medical Advisory Committee or Joint Credentials Committee pursuant to the performance of their duties.
- (c) At the Special Meeting, a record of the proceedings will be kept in the Minutes of the Medical Advisory Committee.

- (d) The applicant or member involved will be given a full opportunity to answer each issue as well as to present documents and witnesses if so desired.
- (e) Before deliberating on the matter or the recommendation to be made to the Board, the Chair of the Medical Advisory Committee will require the member involved and any other members present who are not Medical Advisory Committee members to retire for the duration of the discussion. The Medical Advisory Committee will not consider any matter, fact or documentation to which it did not give the member an opportunity to respond.
- (f) No member of the Medical Advisory Committee will participate in a decision of the Medical Advisory Committee at a Special Meeting of the Medical Advisory Committee unless such member was present throughout the Special Meeting, except with the consent of the parties and no decision of the Medical Advisory Committee will be given unless all members so present participate in the decision. Where the Medical Advisory Committee determines that the matter is without merit and as such no decision of the Medical Advisory Committee is necessary, such determination will be noted in the Minutes of the Special Medical Advisory Committee meeting.

6. BOARD HEARINGS

In the event that a Board Hearing is required pursuant to this schedule, such Board Hearing will be conducted further to the following procedures.

- (a) The Board will name a place and time for the Hearing.
- (b) The Board Hearing will be held within thirty days of the Board receiving the written recommendation and reasons for such recommendation from the Medical Advisory Committee unless such other time for the Hearing is agreed to as by the parties.
- (c) The Board will give written notice of the Hearing to the applicant or member and to the Chair of the Medical Advisory Committee at least seven days before the Hearing date.
- (d) The notice of the Board Hearing will include:
 - (i) the place and time of the Hearing;
 - (ii) the purpose of the Hearing;
 - (iii) a statement that the applicant or member and Medical Advisory Committee will be afforded an opportunity to examine prior to the Hearing all written or other documentary evidence to be ruled upon at the Hearing and all reports which have been collected as part of the Credentials Committee and Medical Advisory Committee processes;
 - (iv) a statement that the applicant or member may be represented by counsel or agent, call witnesses, cross-examine witnesses and tender documents in evidence and present arguments and submissions in support of their case;
 - (v) a statement that the time for the Hearing may be extended by the Board; and

- (vi) a statement that if the applicant or member does not attend the Hearing, the Board may proceed in the absence of the applicant or member and the applicant or member will not be entitled to any further notice in respect of the Hearing.
- (e) The parties to the Board Hearing are the applicant or member, the Medical Advisory Committee and such other persons as the Board may specify.
- (f) As soon as possible, and at least five business days prior to the Hearing, the parties will provide one another with copies of all written documentary material, along with the names, addresses and qualifications of all witnesses who will testify at the Hearing and a detailed summary of the evidence they will give, along with reports that have been collected by the Credentials Committee or Medical Advisory Committee as part of the investigation process whether or not these materials will be used in evidence. The intent is that there should be full disclosure as between the parties to the Board Hearing.
- (g) The findings of fact of the Board pursuant to a Hearing will be based exclusively on evidence admissible or matters that may be noted under the Statutory Powers Procedure Act. A party at a Hearing may:
 - (i) be represented by counsel or agent;
 - (ii) call and examine witnesses and present arguments and submissions; and
 - (iii) conduct cross-examination of witnesses reasonably required for a full and fair disclosure of the facts in relation to which they have given evidence.
- (h) The Board will consider the reasons for the Medical Advisory Committee that has been given to the applicant or member in support of its recommendations. Where through error or inadvertence, certain reasons have been omitted in the statement delivered to the applicant or member, the Board may consider those reasons only if those reasons are given by the Medical Advisory Committee in writing to both the applicant or member and the Board, and the applicant or member is given a reasonable time to review the reasons and to prepare a case to meet those additional reasons.
- (i) No member of the Board will participate in a decision of the Board pursuant to a Hearing unless they are present throughout the Hearing and heard the evidence and argument of the parties and, except with the consent of the parties, no decision of the Board will be given unless all members so present participate in the decision.
- (j) The Board will make a decision to either follow or not follow the recommendation of the Medical Advisory Committee.
- (k) A written copy of the decision of the Board and the written reasons for the decision will be provided to the applicant or member and to the Medical Advisory Committee within fifteen days of the conclusion of the Hearing.
- (l) Service on the applicant or member will be as set out in these By-Laws.