

SANTÉ MANITOUWADGE HEALTH

BY-LAW NO. 8

July 22, 2020

BY-LAWS OF SANTÉ MANITOUWADGE HEALTH

(hereinafter referred to as the "Corporation")

PREAMBLE

WHEREAS it is the purpose of the Corporation to serve the community, and whereas the objects of the Corporation are:

1. To give care and treatment to the sick;
2. To provide education and maintain appropriate education standards;
3. To maintain and improve community health; and
4. To perform such lawful acts as are deemed necessary to promote the attainment of these objects;

AND WHEREAS the governing body of the Corporation deems it expedient that all by-laws of the Corporation heretofore enacted be cancelled and revoked and that the following by-laws 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-laws be substituted in lieu thereof.

TABLE OF CONTENTS

ARTICLE 1 – DEFINITIONS AND INTERPRETATION	1
1.1 <i>Definitions</i>	1
1.2 <i>Interpretation</i>	4
ARTICLE 2 – MEMBERS	5
2.1 <i>Members</i>	5
ARTICLE 3 – ANNUAL AND SPECIAL MEETINGS OF THE CORPORATION	5
3.1 <i>Annual Meetings</i>	5
3.2 <i>Special Meetings</i>	5
3.3 <i>Notice</i>	5
3.4 <i>Omission of Notice</i>	5
3.5 <i>Voting</i>	6
3.6 <i>Quorum</i>	6
3.7 <i>Chair of the Meeting</i>	6
3.8 <i>Business at Annual Meeting</i>	7
3.9 <i>Adjourned Meeting</i>	7
3.10 <i>Financial Year End</i>	7
ARTICLE 4 – BOARD OF DIRECTORS	7
4.1 <i>Board Composition</i>	7
4.2 <i>Nominations to Board</i>	8
4.3 <i>Qualifications of Directors</i>	8
4.4 <i>Vacation of Office</i>	9
4.5 <i>Conflict of Interest</i>	10
4.6 <i>Confidentiality and Communications</i>	11
4.7 <i>Responsibilities of the Board</i>	11
4.8 <i>Standard of Care</i>	15
ARTICLE 5 – OFFICERS AND DUTIES	15
5.1 <i>Voting Officers</i>	15
5.2 <i>Duties of Chair</i>	15
5.3 <i>Duties of Vice-Chair</i>	15
5.4 <i>Duties of Treasurer</i>	16
5.5 <i>Duties of Secretary</i>	16
5.6 <i>Duties of Chief Executive Officer</i>	17
5.7 <i>Protection of Directors and Officers</i>	18
5.8 <i>Indemnification of Directors and Officers</i>	19
5.9 <i>Insurance</i>	19
ARTICLE 6 –MEETINGS OF THE BOARD	20
6.1 <i>Regular Meetings</i>	20
6.2 <i>Special Meetings</i>	20

6.3	<i>Procedures for Board Meetings</i>	20
6.4	<i>Quorum</i>	23
6.5	<i>Rules of Order</i>	23
6.6	<i>Chair</i>	23
6.7	<i>Electronic Meetings</i>	23
ARTICLE 7 – COMMITTEES OF THE BOARD		24
7.1	<i>Establishment of Committees</i>	24
7.2	<i>Committee Appointments</i>	24
7.3	<i>Special Committees</i>	24
7.4	<i>Dissolution of Special Committees</i>	24
7.5	<i>Meetings of Special Committees</i>	25
7.6	<i>Executive Committee</i>	25
7.7	<i>Executive Committee’s Business</i>	25
7.8	<i>Fiscal Advisory Committee</i>	26
7.9	<i>Duties of Fiscal Advisory Committee</i>	26
7.10	<i>Finance Committee</i>	27
7.11	<i>Duties of Finance Committee</i>	27
7.12	<i>Joint Conference Committee</i>	28
7.13	<i>Reports of the Joint Conference Committee</i>	28
7.14	<i>Other Duties of Joint Conference Committee</i>	28
7.15	<i>Chair of the Joint Conference Committee</i>	29
7.16	<i>Nominating Committee</i>	29
7.17	<i>Report of Nominating Committee</i>	29
7.18	<i>Duties of Nominating Committee</i>	29
7.19	<i>Other Duties of Nominating Committee</i>	29
7.20	<i>Medical Advisory Committee</i>	29
7.21	<i>Quorum of Medical Advisory Committee</i>	30
7.22	<i>Notice of Meeting of Medical Advisory Committee</i>	30
7.23	<i>Casting Vote of Medical Advisory Committee</i>	30
7.24	<i>Duties of Medical Advisory Committee</i>	30
7.27	<i>Quality Committee</i>	32
ARTICLE 8 - FINANCIAL		33
8.1	<i>Banking and Borrowing</i>	33
8.2	<i>Delegation of Banking</i>	33
8.3	<i>Signing Officers</i>	34
8.4	<i>Seal</i>	34
8.5	<i>Investments</i>	34
8.6	<i>Auditor</i>	34
ARTICLE 9 – MEDICAL STAFF		36
9.1	<i>The Professional Staff By-Laws</i>	36
9.2	<i>Purpose of the Professional Staff Portion of the By-Law</i>	36

9.3	<i>Purpose of the Professional Staff Organization</i>	36
9.4	<i>Professional Staff Resource Plan</i>	37
9.5	<i>Appointment to the Professional Staff</i>	37
9.6	<i>Application for Appointment to the Professional Staff</i>	37
9.7	<i>Criteria for Appointment of Members of the Professional Staff</i>	40
9.8	<i>Appointment Term</i>	42
9.9	<i>Processing of Application</i>	42
9.10	<i>Refusal to Appoint</i>	43
9.11	<i>Application for Change of Privileges</i>	43
9.12	<i>Leave of Absence</i>	44
9.13	<i>Reappointment to the Professional Staff</i>	44
9.14	<i>Criteria for Reappointment to the Professional Staff</i>	44
9.15	<i>Refusal to Reappoint</i>	45
9.16	<i>Suspension/Revocation of Privileges</i>	45
ARTICLE 10	– PROFESSIONAL STAFF CATEGORIES	46
10.1	<i>Professional Staff Categories</i>	46
10.2	<i>Active Staff</i>	46
10.3	<i>Associate Staff</i>	47
10.4	<i>Courtesy Staff</i>	48
10.5	<i>Temporary Appointments</i>	49
10.6	<i>Locum Tenens Appointments</i>	50
10.7	<i>Regional Staff</i>	50
10.8	<i>Term Staff</i>	51
10.9	<i>Eligibility for Professional Staff Appointment</i>	52
ARTICLE 11	– PROFESSIONAL STAFF DUTIES	52
11.1	<i>Duties, General</i>	52
11.2	<i>Professional Staff Duties</i>	52
ARTICLE 12	– CHIEF OF STAFF	53
12.1	<i>Appointment of the Chief of Staff</i>	53
12.2	<i>Duties of Chief of Staff</i>	54
ARTICLE 13	– PROFESSIONAL STAFF MEETINGS	55
13.1	<i>Professional Staff Meetings – General</i>	55
ARTICLE 14	– MEDICAL ADVISORY COMMITTEE	55
14.1	<i>Medical Advisory Committee</i>	55
14.2	<i>Duties of the Medical Advisory Committee</i>	56
14.3	<i>Procedures for Meetings of the Medical Advisory Committee and its Committees</i>	57
ARTICLE 15	– COMMITTEES OF THE MEDICAL ADVISORY COMMITTEE	58
15.1	<i>Committees of the Medical Advisory Committee</i>	58
15.2	<i>Medical Advisory Committee Duties</i>	59
15.3	<i>Medical Advisory Committee sub Committee Chair</i>	59

15.4	<i>Medical Advisory Committee sub Committee Chair Duties</i>	59
15.5	<i>Credentials Committee Duties</i>	59
15.6	<i>Medical Care Committee Duties</i>	60
ARTICLE 16 – DENTAL STAFF		61
16.1	<i>Appointment</i>	61
ARTICLE 17 – PROFESSIONAL STAFF RULES		61
17.1	<i>Professional Staff Rules</i>	61
ARTICLE 19 – AMENDMENTS TO BY-LAWS		62
19.1	<i>Amendments to By-law</i>	62
19.2	<i>Amendments to Professional Staff By-law</i>	62
SCHEDULE A – PROCEDURE REGARDING REAPPOINTMENTS, REQUESTS FOR CHANGES IN PRIVILEGES AND MID-TERM ACTIONS		64
	Preamble	64
1.	Reappointment and Requests For Changes In Privileges	64
2.	Immediate Mid-Term Action In An Emergency Situation	65
3.	Non-Immediate Mid-Term Action	67
4.	Special Meetings Of The Medical Advisory Committee	68
5.	Board Hearings	70

ARTICLE 1 – DEFINITIONS AND INTERPRETATION

1.1 Definitions

In this by-law, the following words and phrases shall have the following meanings respectively:

- (a) **“Abecedarian”** means a director in training, without the power to vote;
- (b) **“Act”** means the *Corporations Act* (Ontario) and, where the context requires, includes the regulations made under it and any statute that may be substituted therefor, as from time to time amended;
- (c) **“Administrator”** means the person appointed by the board of the hospital with direct and actual superintendence and charge of the hospital, as contemplated in the Hospital Management Regulation and shall include the President and Chief Executive Officer, the Chief Executive Officer or the Executive Director;
- (d) **“Allied Health Worker”** means a non-medical person, the nature of whose work may bring him or her into close association with the Hospital and may permit him or her to render professional services, valuable to members of the medical or dental staff in the course of patient treatment;
- (e) **“Appeal Board”** means the Health Professions Appeal and Review Board established pursuant to the Ministry of *Health Appeal and Review Boards Act, 1998*;
- (f) **“Applicant”** means the physician or other regulated health professional who is applying for appointment and privileges, for re-appointment, or for a change of privileges at the Hospital in accordance with this policy;
- (g) **“Board”** means the board of directors of the Corporation from time to time;
- (h) **“By-law”** means any by-law of the Corporation from time to time in effect;
- (i) **“Chair”** means the chair of the Board;
- (j) **“Chair of the Medical Advisory Committee”** means the member of the Medical Advisory Committee appointed by the Board as Chair of the Medical Advisory Committee;
- (k) **“Chief Executive Officer”** means in addition to “Administrator” as defined in the *Public Hospitals Act*, the chief executive officer of the Corporation;
- (l) **“Chief of Staff”** means the member of the Professional Staff appointed by the Board of Directors to be responsible for the professional standards of the Professional Staff and the quality of professional care rendered at the Hospital;

- (m) **“Chief Nursing Executive”, “Chief Nursing Officer” or “Director of Nursing”** means the senior employee responsible to the Chief Executive Officer for the nursing functions in the Hospital;
- (n) **“Clinical Nurse”** means a staff nurse employed by the Hospital;
- (o) **“College”** means, as the case may be, the College of Physicians and Surgeons of Ontario, the Royal College of Dental Surgeons of Ontario, and/or the College of Nurses of Ontario or any other College of a Regulated Health Profession associated with the Hospital
- (p) **“Conflict of Interest”** includes, without limitation, the following three areas that may give rise to a Conflict of Interest for the Directors, namely:
 - (i) Pecuniary or Financial Interest – a Director is said to have a pecuniary or financial interest in a decision when the Director (or his or her associates) stands to lose or gain by that decision, either in the form of money, gifts, favours, gratuities, or other special considerations;
 - (ii) Undue Influence – participation or influence in Board decisions that selectively and disproportionately benefit particular agencies, companies, organizations, 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 community at large; or
 - (iii) Adverse Interest – a Director is said to have an adverse interest to the Corporation when he or she is a party to a claim, application or proceeding against the Corporation;
- (q) **“Corporation”** means Manitowadge General Hospital with its Head Office located in Manitowadge, Ontario;
- (r) **“Credentialing Staff”** means the individual most responsible for supporting the credentialing process at each organization
- (s) **“Credentials Committee Report”** means the report of the Hospital’s Credentials Committee where applicable;
- (t) **“Dentist”** means a dental practitioner in good standing with the College of Dental Surgeons of Ontario;
- (u) **“Department”** means a department of the Professional Staff comprised of the chief/head of the department and such other persons who may be designated authority to recommend granting privileges;
- (v) **“Director”** means a member of the Board;

- (w) **“Ex-Officio”** means membership “by virtue of the office” and includes all rights and responsibilities, and power to vote unless otherwise specified;
- (x) **“Extended Class Nursing Staff”** means those Registered Nurses in Extended Class who are:
 - (i) Nurses that are employed by the Hospital and authorized to diagnose, prescribe for or treat out-patients in the Hospital; and
 - (ii) Nurses who are not employed by the Hospital and to whom the Board has granted privileges to diagnose, prescribe for or treat out-patients in the Hospital;
- (y) **“Head Office”** means Manitouwadge General Hospital, Manitouwadge, Ontario, P0T 2C0;
- (z) **“Hospital”** means the Manitouwadge General Hospital;
- (aa) **“Hospital Management Regulation”** means Regulation 965 “Hospital Management” passed pursuant to the Public Hospitals Act.
- (bb) **“Medical Advisory Committee (MAC)”** means the Medical Advisory Committee established by the Board as required by the *Public Hospitals Act*;
- (cc) **“Member”** means a member of the Corporation;
- (dd) **“Northwest Regional E-Credentialing System (NRECS)”** means a software application used by the participating Northwest organizations to support the NWO Shared Credentialing Process.
- (ee) **“Nurse”** means a holder of a current certificate of competence issued by the College of Nurses of Ontario;
- (ff) **“Patient”** means, unless otherwise specified, any in-patient, out-patient or other patient of the Corporation;
- (gg) **“Physician”** means a medical practitioner in good standing of the College of Physicians and Surgeons of Ontario;
- (hh) **“Privileges”** means those rights or entitlements conferred upon a Physician, Dentist or Nurse in the Extended Class at the time of appointment or re-appointment;
- (ii) **“Professional Staff”** means those physicians, dentists (including oral and maxillofacial surgeons), midwives, and registered nurses in the extended class who are appointed by the Board and who are granted specific privileges to practice.

- (jj) **“Professional Staff Human Resources Plan”** means the plan developed by the Chief Executive Officer in consultation with the Chief of Staff/Chair of the MAC, Chief Nursing Executive and Chiefs of Department based on the mission and strategic plan of the Hospital and on the needs of the community, which provides information and future projections of this information with respect to the management and appointment of physicians, dentists, midwives, and RN(EC)s who are or may become members of the Professional Staff.
 - (kk) **“Professional Staff Officers”** means the President, Vice-President and Secretary Treasurer of the Professional Staff;
 - (ll) **“Professional Staff Rules”** means provisions approved by the Board concerning the practice and professional conduct of the members of the Professional Staff;
- “Public Hospitals Act”** means the *Public Hospitals Act* (Ontario), and, where the context requires, includes the regulations made under it and any statute that may be substituted therefor, as from time to time amended;
- (mm) **“Registered Nurse in the Extended Class”** means a member of the College of Nurses of Ontario who are registered and holds an extended certificate of registration under the Nursing Act, 1991;
 - (nn) **“Special Resolution”** means a resolution passed by the Directors and confirmed with or without variation by at least two-thirds (2/3) of the votes cast at a general meeting of the Members of the Corporation duly called for the purpose, or at an annual meeting, or in lieu of such confirmation, by consent in writing of all Members entitled to vote at such meeting.

1.2 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 the By-laws of the Corporation 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 the *Public Hospitals Act* or regulations thereunder;
- (b) the use of the singular number shall include the plural and vice versa, the use of gender shall include the masculine, feminine and neuter genders, and the word “person” shall include an individual, a trust, a partnership, a body corporate or public, an association or other incorporated or unincorporated organization or entity;
- (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 any such terms or provisions; and

- (d) any reference herein to any law, by-law, rule, 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.

ARTICLE 2 – MEMBERS

2.1 *Members*

The Members shall consist of the Directors from time to time of the Corporation who shall be ex-officio Members for so long as they serve as Directors. No fees shall be payable by the Members.

ARTICLE 3 – ANNUAL AND SPECIAL MEETINGS OF THE CORPORATION

3.1 *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.

3.2 *Special Meetings*

Meetings of Members other than the annual meeting (“special meetings”) may be convened by the Board, the Chair or the Vice-Chair at any place and time.

3.3 *Notice*

- (a) Ten days’ prior written notice of an annual or special meeting shall be given to each Member by sending it to the Members at their most recent addresses as shown on the Corporation’s records. Notice of any meeting where special business will be transacted shall contain sufficient information to permit the Member to form a reasoned judgment on the decision to be taken.
- (b) In lieu of such notice, it is sufficient notice of any annual or special meeting if notice is given by publication at least once a week for two (2) successive weeks next preceding the meeting in a newspaper or newspapers circulated in the municipalities in which Members reside as shown by their addresses in the records of the Corporation.

3.4 *Omission of Notice*

No accidental error or omission in giving notice of a meeting of Members may invalidate resolutions passed or proceedings taken at the meeting. Any Member may at any time waive

notice of such meeting and may ratify, approve and confirm any or all resolutions passed or proceedings taken at the meeting.

3.5 Voting

- (a) Each Member entitled to vote and in attendance at a meeting shall have the right to exercise one vote.
- (b) At all annual or special meetings, questions shall be determined by a majority of affirmative votes cast by Members present at the meeting, unless otherwise required by statute or the by-laws. In the case of an equality of votes cast at any meeting, the chair of the meeting has a second or casting vote.
- (c) Pursuant to the *Public Hospitals Act*, no Member may vote by proxy.
- (d) Every question submitted to any meeting of Members shall be decided in the first instance by a show of hands.
- (e) At any meeting, unless a poll is demanded, a declaration by the chair of the meeting that a resolution has been carried or carried unanimously or by a particular majority, or lost or not carried by a particular majority, shall be conclusive of the fact.
- (f) A poll may be demanded either before or after any vote by a show of hands by any person entitled to vote at the meeting. If at any meeting a poll is demanded on the election of the chair or on the question of adjournment, it shall be taken forthwith without adjournment. If at any meeting a poll is demanded on any other question or as to the election of Directors, the vote shall be taken by ballot in such manner as the chair of the meeting directs. The results of a poll shall be deemed to be the resolution of the meeting at which the poll was demanded. A demand for a poll may be withdrawn.

3.6 Quorum

A quorum for any meeting of the Members shall be a majority of the Members.

3.7 Chair of the Meeting

- (a) The chair of a meeting of the Members shall be:
 - (i) The Chair;
 - (ii) The Vice-Chair, if the Chair is absent or is unable to act;
 - (iii) A chair elected by the Members present if the Chair and Vice-Chair are absent or are unable to act. The Secretary shall preside at the election of the chair, but

if the Secretary is not present, the Directors, from those present, shall choose a Director to preside at the election; and

- (iv) If no Director is present or if all the Directors present decline to take the chair, then the persons who are present and entitled to vote shall choose one of their number to be the chair of the meeting.

3.8 *Business at Annual Meeting*

At each annual meeting, the following reports and statements shall be presented:

- (a) the minutes of the previous annual general meeting to be approved;
- (b) audited financial statements;
- (c) reading of the auditor's report

In addition, the Members shall elect Directors and appoint the auditor for the ensuing year and authorize the board to fix their remuneration.

3.9 *Adjourned Meeting*

- (a) If, within one-half hour after the time appointed for a meeting of the Members, a quorum is not present, the meeting shall stand adjourned until a day within two weeks to be determined by the Board.
- (b) At least three days' notice of the adjourned meeting shall be given in accordance with the provisions of section 3.3(b).

3.10 *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

4.1 *Board Composition*

The Board shall consist of thirteen (13) Directors:

- (a) Elected Directors

Nine (9) Directors who satisfy the criteria set out in section 4.3 shall be elected by the Members for terms of three (3) years, provided that each such Director shall hold office until the earlier of the date on which their office is vacated pursuant to section 4.4 or until the end of the meeting at which his or her successor is elected or appointed. The

Directors shall be rotated such that at each annual meeting, three (3) Directors' terms shall expire.

(b) Ex-Officio Directors – Officers

The Chief of Staff, the Chief Executive Officer, the President of the Medical Staff and the Chief Nursing Officer shall be ex-officio Directors of the Corporation without voting privileges.

The Board shall govern and oversee the management of the affairs of the Corporation and may exercise all such other powers and do all such other acts and things as the Corporation is, by its charter or otherwise, authorized to exercise and do.

(c) Abecedarians

In order to preserve continuity of service with the Board the category of Abecedarian is created and may be filled at the pleasure of the Board. The number of Abecedarian appointments shall be determined from time to time by resolution of the Board. Abecedarians may attend all meetings of the Board, shall be entitled to participate in discussions of the Board but shall not be entitled to vote.

4.2 Nominations to Board

Subject to this section 4.2 and all other provisions of the By-laws, nominations made for the election of Directors at the annual meeting of the Members may be made only by the Board, upon the recommendation of the Nominating Committee. For greater certainty, no nominations shall be accepted by the Members that are not submitted and approved by the Board in accordance with the Board-approved process. The decision of the Board as to whether or not a candidate is qualified to stand for election shall be final.

4.3 Qualifications of Directors

No person shall be qualified for election or appointment as a Director referred to in section 4.1(a) if he or she:

- (a) is less than eighteen (18) years of age;
- (b) has the status of bankrupt;
- (c) is found under the *Substitute Decisions Act, 1992* or under the *Mental Health Act* to be incapable of managing property or is found to be incapable by any court in Canada or elsewhere;
- (d) is an employee or member of the Professional Staff, except where otherwise provided in this by-law.

- (e) Each Director referred to in section 4.1(a) shall be eligible for re-election provided that such Director shall not be elected or appointed for a term that will result in the Director serving more than nine (9) consecutive years. Such Director may also be eligible for re-election for another term or terms (to a maximum of nine (9) consecutive years) if one (1) or more years have elapsed since the termination of his or her last term. In determining a Director's length of service as a Director, service prior to the coming into force of this By-law shall be included. Despite the foregoing a Director may, by resolution of the Board, have their maximum term as a Director extended: (a) for the sole purpose of that Director succeeding to the office of Chair or serving as Chair; and/or (b) in other exceptional circumstances, as determined by the Board. Where a Director was appointed to fill an unexpired term of a Director such partial term shall be excluded from the calculation of the maximum years of service.
- (f) No officer may serve as Chair, Vice-Chair or Treasurer of the Corporation for more than six (6) consecutive annual terms in one office, provided however that following a break in the continuous service of at least one annual term the same person may be re-elected or re-appointed to any office.

4.4 Vacation of Office

- (a) The office of a director shall automatically be vacated:
 - (i) 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 Corporation or at the time specified in the notice, whichever is later;
 - (ii) if, in the case of an elected Director, he or she ceases to meet the requirements of section 4.3, except by resolution of the Board.
 - (iii) if at a special meeting of Members a resolution is passed by at least two-thirds (2/3) of the votes cast by the Members at the special meeting removing the Director before the expiration of the Director's term of office; or
 - (iv) if the Director dies.
- (b) The office of a Director may be vacated by a simple majority resolution of the Board:
- (c) if a Director, without being granted a leave of absence by the Board, is absent for three (3) consecutive meetings of the Board, or if a Director is absent for one-third (1/3) or more of the meetings of the Board in any twelve (12) month period;
- (d) if the Director fails to comply with the *Public Hospitals Act*, the *Act*, the Corporation's Letters Patent, By-laws, rules, policies and procedures adopted by the Board, including without limitation, confidentiality and conflict of interest requirements.

- (e) Where there is a vacancy in the Board, the remaining Directors may exercise all the powers of the Board so long as a quorum remains in office.
- (f) If a vacancy occurs at any time among the Directors, such vacancy may be filled by a qualified person appointed by the Board to serve until the next annual meeting.
- (g) 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 above.

4.5 Conflict of Interest

- (a) Every Director who, either directly or through one of his or her associates, has or thinks he or she may potentially have a Conflict of Interest shall disclose the nature and extent of the interest at a meeting of the Board.
- (b) A Conflict of Interest may occur with respect to a proposed or current contract, transaction, matter or decision of the Corporation or any other matter that competes for the interest of the Director.
- (c) The declaration of interest shall be disclosed at the meeting of the Board at which the contract, transaction, matter or decision is first raised.
- (d) If the Director (or his or her associates) becomes interested in a contract, transaction, matter or decision after the Board meeting at which it is first raised, the Director shall make a declaration at the next Board meeting following the Director's perception or apprehension of a conflict.
- (e) In the case of an existing contract, transaction, matter or decision, the declaration shall be made at the first meeting of the Board after the member becomes a Director and is aware that he or she may potentially have a Conflict of Interest or the Conflict of Interest comes into being.
- (f) After making such a declaration, no interested Director shall vote or be present at the vote or during the discussions, or otherwise attempt to influence the voting on a contract, transaction, matter or decision, nor shall the Director be counted in any required quorum with respect to the vote, unless a determination is made otherwise.
- (g) If a Director has made a declaration of interest in compliance with this By-law and has not voted on the matter for which he or she has a conflict, the Director is not accountable to the Corporation for any profit he or she may realize from the contract, transaction, matter or decision.
- (h) If the Director fails to make a declaration of his or her interest in a contract, transaction, matter or decision as required by this By-law, this shall be considered grounds for termination of his or her position as a Director.

- (i) The failure of any Director to comply with the Conflict of Interest By-Law of the Corporation does not, in or of itself, invalidate any contract, transaction, matter or decision undertaken by the Board.
- (j) If a Director believes that any other Director is in a Conflict of Interest position with respect to any contract, transaction, matter or decision, the Director shall have the concern recorded in the minutes. Thereafter, at the request of the Director who recorded the initial concern, the Board shall, after the Director alleged to have a conflict has absented himself from the room, vote on whether the Director alleged to have a Conflict of Interest is, in the opinion of the Board in a Conflict of Interest. If the Board so finds the person in a Conflict of Interest, the Board member shall absent himself during any subsequent discussion or voting process relating to or pertaining to the Conflict of Interest. The question of whether or not a Director has a Conflict of Interest shall be determined by a simple majority of the Board and shall be final.
- (k) If the Board finds that the person is not in conflict, the Board will then vote on the contract, transaction, matter or decision and the votes of each Director shall be recorded.
- (l) Every declaration of a Conflict of Interest and the general nature thereof shall be recorded in the minutes by the Board.
- (m) Where the number of Directors who, by reason of the provision of this Section 4.5 are prohibited from participating in a meeting is such that at that meeting, the remaining members are not of sufficient number to constitute a quorum, then notwithstanding any other provision in this By-law, the remaining number of members shall be deemed to constitute a quorum provided such number is not less than three (3).

4.6 Confidentiality and Communications

- (a) Every Director, officer, Abecedarian, Professional Staff member, employee of the Corporation and every member of a Committee shall respect the confidentiality of matters brought before the Board or of any such Committee or coming to his or her attention in the course of his or her duties, keeping in mind that unauthorized statements may adversely affect the interests of the Corporation.
- (b) The Chair is responsible for Board communications and may delegate authority to one or more Directors, officers or employees to make statements to the news media or public about matters that the Chair determines appropriate for disclosure. No statements shall be made to the public or the press by any Director, officer, or employee except as authorized by the Chair.

4.7 Responsibilities of the Board

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

- (a) Develop and review on a regular basis the mission, objectives and strategic plan of the Corporation in relation to the provision, within available resources, of appropriate programmes and departments in order to meet the needs of the community;
- (b) Ensure that optimal utilization of resources is a key focus, while ensuring that the organization operates within its resource envelope;
- (c) Work collaboratively with other community agencies and institutions in meeting the needs of the community;
- (d) Establish procedures for monitoring compliance with the requirements of the *Public Hospitals Act*, the Hospital Management Regulations thereunder, the By-laws of the Corporation, and all other applicable legislation;
- (e) Establish specific policies which will provide the general framework within which the Chief Executive Officer, the Medical Advisory Committee, the Professional Staff, and the Corporation staff will establish procedures for the management of the day-to-day processes within the Corporation;
- (f) Establish the selection process for the appointment of the Chief Executive Officer and appoint the Chief Executive Officer in accordance with the process and ensure the ongoing evaluation of the Chief Executive Officer;
- (g) Delegate responsibility and concomitant authority to the Chief Executive Officer for the operation of the Corporation and require accountability to the Board;
- (h) Appoint the Chief of Staff/Chair of the Medical Advisory Committee in accordance with the provisions of this By-law and ensure the ongoing evaluation of the Chief of Staff/Chair of the Medical Advisory Committee;
- (i) Delegate responsibility and concomitant authority to the Chief of Staff/Chair of the Medical Advisory Committee for the operation of the general clinical organization of the Corporation and the supervision of the Professional Staff activities in the Corporation, including but not limited to quality of care and patient and staff safety, and require accountability to the Board;
- (j) Appoint and re-appoint Physicians to the Professional Staff of the Corporation, and delineate the respective Privileges after considering the recommendations of the Medical Advisory Committee, in accordance with legislative and By-law requirements;
- (k) Through the Professional Staff organization, assess and monitor the acceptance by each member of the Professional Staff of responsibility to the patient and to the Corporation concomitant with the Privileges and duties of the appointment and with the By-laws of the Corporation;

- (l) Review regularly the functioning of the Corporation in relation to the objects of the Corporation as stated in the Letters Patent, Supplementary Letters Patent and the By-laws, and demonstrate accountability for its responsibility to the annual meeting;
- (m) Review on a regular basis the role and responsibility of the Corporation to the community in relation to the provision, with the means available, or appropriate types and amounts of services;
- (n) Ensure that the services, which are provided, have properly qualified staff and appropriate facilities;
- (o) Ascertain that methods are established for the regular evaluation of the quality of care, and that all Corporation services are regularly evaluated in relation to generally accepted standards, and require accountability on a regular basis;
- (p) Borrow money, from time to time, as may be authorized by resolution of the Board;
- (q) Ensure that the Chief Executive Officer, Professional Staff, Staff Nurses and Nurses who are Managers develop plans to deal with:
 - (i) emergency situations that could place a greater than normal demand on the services provided by the Corporation or disrupt the normal Corporation routine; and
 - (ii) the failure to provide services by persons who ordinarily provide services in the Corporation;
- (r) Establish and provide for the operation of an occupational health and safety programme for the Corporation that shall include procedures with respect to:
 - (i) a safe and healthy work environment in the Corporation;
 - (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;
- (s) Establish and provide for the operation of a health surveillance programme including a communicable disease surveillance programme in respect of all persons carrying on activities in the Corporation;
- (t) Establish a Fiscal Advisory Committee to make recommendations to the Board on the operation, use and staffing of the Hospital, comprised of:

- (i) the Chief Executive Officer;
 - (ii) one person representing the Professional Staff;
 - (iii) the Chief Nursing Officer or another person representing nurses who is a manager;
 - (iv) one person representing employees; and
 - (v) such other persons as are appointed by the Chief Executive Officer;
- (u) Provide for:
- (i) the participation of the Chief Nursing Officer, Nurses who are Managers and Staff Nurses in decision making related to administrative, financial, operational and planning matters in the Hospital; and
 - (ii) the participation at the committee level of the Chief Nursing Officer and Staff Nurses who are Managers, including the election of Staff Nurses of representatives to committees and the election or appointment to committees of Nurses who are Managers;
- (v) Pursuant to the Hospital Management Regulations, provide for the establishment of procedures to encourage the donation of organs and tissues including:
- (i) procedures to identify potential donors;
 - (ii) procedures to make potential donors and their families aware of the options of organ and tissue donations; and
 - (iii) shall ensure that such procedures are implemented in the Corporation.
- (w) Pursuant to the Hospital Management Regulations, ensure that the Chief Executive Officer establishes a system for ensuring the disclosure of every critical incident, as soon as is practicable after the critical incident occurs.
- (x) Establish a Quality Committee to make recommendations to the Board on the quality of care provided in the Hospital in accordance with s. 3 of the *Excellent Care for All Act*, comprised of:
- (i) the Chief Executive Officer;
 - (ii) the Chief Nursing Officer;
 - (iii) the Chief of Staff;
 - (iv) one person who works in the Hospital and who is not a member of the College of Physicians and Surgeons of Ontario or the College of Nurses of Ontario;
 - (v) two voting Directors.

4.8 Standard of Care

Every Director and officer of the Corporation in exercising his or her powers and discharging his or her duties shall:

- (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.

ARTICLE 5 – OFFICERS AND DUTIES

5.1 Voting Officers

The Board shall appoint the following officers at the Board meeting immediately following the annual meeting or at such other times when a vacancy shall occur:

- (a) the Chair;
- (b) the Vice-Chair; and
- (c) the Treasurer.

The Chief Executive Officer shall serve as the Secretary of the Corporation.

5.2 Duties of Chair

The Chair shall:

- (a) when present, preside at all meetings of the Members and the Board;
- (b) be chair of the Executive Committee and Joint Conference Committee;
- (c) be responsible for the naming of Directors to Committees not otherwise provided for in the By-laws;
- (d) report to each annual meeting of Members concerning the operations of the Corporation;
- (e) represent the Corporation at public or official functions;
- (f) perform such other duties as may from time to time be determined by the Board; and
- (g) be ex-officio a member of all Committees of the Board, with the power to vote.

5.3 Duties of Vice-Chair

The Vice-Chair shall:

- (a) have all the powers and perform all the duties of the Chair in the absence or disability of the Chair and any other duties assigned by the Board; and
- (b) be ex-officio a member of all Committees of the Board, with the power to vote.

5.4 *Duties of Treasurer*

The Treasurer shall:

- (a) be the custodian of the books of account and accounting records of the Corporation required to be kept by the provisions of the Act;
- (b) submit a financial statement at each regular meeting of the Board indicating the financial position of the Corporation at the close of the preceding month;
- (c) have all the accounts audited; and
- (d) perform such other duties as may be established by resolution of the Board.

5.5 *Duties of Secretary*

The Secretary shall:

- (a) attend all meetings of the Members and of the Board;
- (b) give such notice as required by this By-law of all meetings of the Members and the Board;
- (c) keep a record of the minutes of all meetings
- (d) attend to correspondence;
- (e) keep a roll of names and addresses of the Members and the Directors;
- (f) prepare all reports required under any Act or regulation of the Province of Ontario;
- (g) be the custodian of all minute books, documents and registers of the Corporation required to be kept by the provisions of the Act;
- (h) be the custodian of the seal of the Corporation;
- (i) keep copies of all testamentary documents and trust instruments by which benefits are given to the use of the Corporation and provide the office of the Public Guardian and Trustee in accordance to the provisions of the *Charities Accounting Act* (Ontario); and

- (j) perform such other duties as the Board may direct.

5.6 *Duties of Chief Executive Officer*

- (a) The Chief Executive Officer shall be appointed by the Board and shall be the Chief Executive Officer of the Corporation.
- (b) The Chief Executive Officer shall be the Secretary/Treasurer of the Board.
- (c) The Chief Executive Officer shall:
 - (i) be responsible to the Board for the general administration, organization and management of the Hospital in accordance with policies established by the Board and subject to direction of the Board;
 - (ii) attend all meetings of the Board and of its Committees;
 - (iii) ensure appropriate systems and structures are in place for the effective management and control of the Hospital and its resources including the employment, development, control, direction and discharge of all employees of the Hospital;
 - (iv) ensure structures and systems are in place for the development, review and recommendation of new programmes, programme expansion or changes;
 - (v) ensure effective manpower planning and identify resource implications;
 - (vi) establish an organizational structure to ensure accountability of all departments and staff for fulfilling the mission, objectives and strategic plan for the Hospital;
 - (vii) provide leadership in support of the Board's responsibility to develop and periodically review the mission, objectives and strategic plan of the Hospital;
 - (viii) develop, recommend and foster the values, culture and philosophy of the Hospital;
 - (ix) communicate with related health care agencies to promote coordination and/or planning of local health care services;
 - (x) represent the Hospital externally to the community, government, media and other organizations and agencies;
 - (xi) be responsible for the payment by the Corporation of all salaries and amounts due from and owing by the Corporation which fall within the purview and scope of the approved annual budget or otherwise as may be established from time to time by resolution of the Board;

- (xii) notify the Chief of Staff and the Board if necessary, of:
 - (A) any oversight of medical practice in the Hospital;
 - (B) any failure of any member of the Professional Staff to act in accordance with statute, law or regulations thereunder, or the Hospital By-law and rules;
 - (C) any belief that a member of the Professional Staff is unable to perform the person's professional duties with respect to a patient in the Hospital;
 - (D) any patient who does not appear to be receiving the most appropriate treatment and care or who is not being visited frequently enough by the attending member of the medical or dental staff;
 - (E) any other matter about which they should have knowledge;
- (xiii) be responsible to the Board for taking such actions as considered necessary to ensure compliance with the *Public Hospitals Act*, the Regulations and the By-laws of the Hospital and all other statutory and regulatory requirements;
- (xiv) attend meetings of the Medical Advisory Committee without a vote;
- (xv) be an ex-officio member of the Board and report to the Board on any matters about which it should have knowledge and subject to this By-law, be an ex-officio member of the Board Committees without voting powers;
- (xvi) prepare and forward the reports to the College of Physicians and Surgeons of Ontario which are required under the *Public Hospitals Act*;
- (xvii) cause to be retained, all written statements made in respect of the destruction of medical records, notes, charts and other materials relating to patient care and photographs thereof; and
- (xviii) perform such other duties as directed from time to time by the Board.

5.7 Protection of Directors and Officers

Any Director or officer of the Corporation shall not be liable for any act, receipt, neglect or default of any other Director, officer or employee or for any loss, damage or expense happening to the Corporation through any deficiency of title to any property acquired by the Corporation or for any deficiency of any security upon which any moneys of the Corporation shall be invested or for any loss or damage arising from bankruptcy, insolvency or tortious act of any person including any person with whom any moneys, securities or effects shall be deposited or for any loss, conversion, or misappropriation of or any damage resulting from any dealings with

any moneys, securities or other assets belonging to the Corporation or for any other loss, damage or misfortune which may happen in the execution of the duties of such Director's or officer's respective office unless such occurrence is as a result of such Director's or officer's own willful neglect or default.

5.8 *Indemnification of Directors and Officers*

Every Director or Officer of the Corporation and his or her heirs, executors, administrators and estates and effects, respectively, shall from time to time and at all times, be indemnified and saved harmless out of the funds of the Corporation from and against:

- (a) all costs, charges and expenses whatsoever which such Director or officer sustains or incurs in or about any action, suit or proceedings brought, commenced or prosecuted against him or her, for or in respect of any act, deed, matter or thing whatsoever, made, done or permitted by him or her, in or about the execution of the duties of his or her office; and
- (b) all other costs, charges and expenses which he or she sustains or incurs in or about or in relation to the affairs of the Corporation, except such costs, charges or expenses as are occasioned by his or her own willful neglect or default.
- (c) The indemnity provided for in the preceding section:
 - (i) shall not apply to any liability which a Director or officer of the Corporation may sustain or incur as the result of any act or omission as a member of the Professional Staff of the Corporation; and
 - (ii) shall be applicable only if the Director or Officer of the Corporation acted honestly and in good faith with a view to the best interests of the Corporation and in the case of criminal or administrative action or proceeding that is enforceable by a monetary penalty, had reasonable grounds for believing that his or her conduct was lawful.

The Corporation shall also indemnify any such person in such other circumstances as the *Act* or law permits or requires. Nothing in this By-law shall limit the right of any person entitled to indemnity to claim indemnity apart from the provisions of this By-law to the extent permitted by the *Act* or by law.

5.9 *Insurance*

Upon approval by the Board from time to time the Corporation shall purchase and maintain insurance for the benefit of any Director, officer, or other person acting on behalf of the Corporation against any liability incurred in that person's capacity as a Director, officer or other person acting on behalf of the Corporation, except where the liability relates to that person's failure to act honestly and in good faith with a view to the best interests of the Corporation.

ARTICLE 6 –MEETINGS OF THE BOARD

6.1 *Regular Meetings*

- (a) The Board shall meet at the Head Office of the Corporation on the fourth Tuesday of the month at 7:00 o'clock in the evening, or such other time and day and place as the Board may from time to time determine.
- (b) The Secretary shall give notice of the meeting to the Directors if the meeting is to be held at another time or day or at a place other than the Head Office. If notice is to be given it shall be delivered or telephoned to each Director at least forty-eight (48) hours in advance of the meeting or shall be mailed to each Director at least five (5) days in advance of the meeting.
- (c) There shall be at least nine (9) regular meetings per annum.
- (d) A meeting of the Board shall be held without notice immediately following the annual meeting.

6.2 *Special Meetings*

- (a) The Chair or Vice-Chair may call special meetings of the Board.
- (b) The Secretary shall call a meeting of the Board if five (5) Directors so request in writing.
- (c) 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.
- (d) In circumstances where the Chair or Vice-Chair or Directors requesting a special meeting, declare the meeting, declare the subject of the meeting as an emergency, notice requirements in respect of special meetings may be waived by unanimous vote of Directors voting at the special meeting.

6.3 *Procedures for Board Meetings*

- (a) The declaration of the Secretary or Chair that notice has been given pursuant to the By-law, shall be sufficient and conclusive evidence of the giving of such notice.
- (b) No accidental 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) Members of the Hospital and the public may attend meetings of the Board, subject to Board policy on closed sessions of meetings of the Board.

- (d) Members of the Hospital, members of the public and invited guests who attend Board meetings shall not interfere with the orderly conduct of the meeting. The Chair shall control all meetings of the Board and may expel any person for improper conduct at a meeting of the Board.
- (e) Minutes shall be kept for all meetings of the Board.
- (f) Business arising at any meeting of the Board shall be decided by a majority of votes, provided that:
 - (i) except as provided by clause (ii) votes shall be taken in the usual way by a show of hands.
 - (A) The Chair shall have a vote.
 - (B) If there is an equality of votes, the Chair shall rule that the motion has been defeated. The Chair shall not have a second or casting vote.
 - (ii) votes shall be taken by written ballot if so demanded by any voting Director present.
 - (A) The Chair shall have a vote.
 - (B) If there is an equality of votes, the motion is lost.
 - (iii) a declaration by the Chair that a resolution, vote or motion has been carried and an entry to that effect in the minutes shall be admissible in evidence as prima facie proof of the number or proportion of the votes recorded in favour of or against such resolution, vote or motion.
 - (iv) a resolution in writing, signed by all the Directors entitled to vote on that resolution at a meeting of the Board, is as valid as if it has been passed at a meeting of the Board. A copy of every such resolution shall be kept with the minutes of the proceedings of the Board.
- (g) **Matters for Closed Sessions of Meetings of the Board**
Where the Board determines that any matter before the Board should be dealt with in a closed session of the Board, the Board may, but is not required to, close any meeting or part of a meeting of the Board.
- (h) Matters that may be dealt with in a closed session of the Board include, but are not limited to, the following:
 - (i) the assessment, rewarding and disciplining of individuals;

- (ii) discussions and dealings with other entities or persons where the information being discussed may compromise the relationship of the Hospital with them or its relationship with its stakeholders;
 - (iii) labour relations or human resource issues;
 - (iv) financial, personnel, contractual and any other matters for which a decision must be made in which premature disclosure would be prejudicial;
 - (v) discussions regarding property matters;
 - (vi) discussions that may prejudice a person or entity involved in a criminal proceeding or a civil suit or proceeding, including matters before administrative tribunals;
 - (vii) instructions given to or opinions receive from a solicitor(s) or a consultant(s);
 - (viii) deliberations that may be necessary to decide whether the matter warrants being dealt with in a closed session of the Board.
- (i) A Board motion is required to move into, and rise from, a closed session of the Board.
- (j) All matters before a closed session of the Board are confidential until such time that any of the matters may be moved by the Board to the open session of the Board.
- (k) Attendees at Closed Sessions of Meetings of Board
- (i) During a closed session of the Board, all persons who are not Directors shall be excluded.
 - (ii) Despite (i) above, the Board may approve by resolution of the Board that individuals such as external legal counsel, consultants, presenters and Hospital staff may be permitted to attend the meeting, but may be asked to leave before a vote is taken.
- (l) Agenda for Closed Sessions of Meetings of Board
- (i) Where a closed session of a meeting of the Board is required, a separate agenda from the main agenda shall be prepared, indicating the items to be dealt with during the closed session, and the agenda and any material in support of the agenda items shall be clearly identified as CONFIDENTIAL and handled and secured in a manner that respects the nature of the material.
- (m) Voting at Closed Sessions of Meetings of Board
- (ii) The vote on a matter that is under consideration at a closed session of a meeting of the Board shall be taken in a closed session of the Board.

(n) Minutes of Closed Sessions of Meetings of Board

- (i) Minutes of a closed session of a meeting of the Board shall be recorded by the Secretary. Where the Secretary is absent, the Chair shall designate a Director to record the minutes. The minutes of the closed session of a meeting of the Board shall be clearly identified as CONFIDENTIAL and handled and secured in a manner which respects the nature of the material.
- (ii) Minutes of a closed session of a meeting of the Board shall be presented for approval at a closed session of a subsequent Board meeting.

(n) Matters Confidential of Meetings of Board

Matters before a closed session of the Board shall remain confidential until such time that any of the matters may be moved by the Board to the open session of the Board. The Board shall move matters which have been dealt with in a closed session of the Board and which are no longer of a confidential nature, as determined by the Board, to the open session of the Board. To that end, the Board shall pass a resolution with respect to those items that are to be moved from a closed session of the Board to an open session of the Board.

6.4 Quorum

A quorum for any meeting of the Board shall be a majority of the Directors, of which a majority must be elected Directors.

6.5 Rules of Order

Any questions of procedure at or for any meetings of the Members, of the Board, of the Professional Staff, or any Committee, which have not been provided for in this By-law or by the Act or by the *Public Hospitals Act* or Regulations thereunder, or the Professional Staff rules, shall be determined by the chair of such meetings in accordance with an acceptable procedural text adopted by the Board.

6.6 Chair

The Chair of a meeting of the Board shall be:

- (a) the Chair;
the Vice-Chair if the Chair is absent; or
- (b) a chair elected by the Directors present if the Chair and Vice Chair are absent.

6.7 Electronic Meetings

- (a) If all Directors consent thereto generally or in respect of a particular meeting and each has adequate access, such persons may participate in a meeting of the Board by means of such conference telephone or other communications facilities as permit all persons participating in the meeting to communicate with each other, and a person participating in such a meeting by such means is deemed to be present at the meeting;
- (b) Provided that at the outset of each such meeting, and whenever votes are required, the chair of the meeting shall call roll to establish quorum, and shall, whenever not satisfied that the proceedings of the meeting may proceed with adequate security and confidentiality, unless a majority of the persons present at such meeting otherwise require, adjourn the meeting to a predetermined date, time and place.

ARTICLE 7 – COMMITTEES OF THE BOARD

7.1 *Establishment of Committees*

At the first regular meeting of the Board following the annual meeting, the Board shall appoint the following standing Committees, and name the chair and vice-chair of each Committee where necessary.

- (a) the Executive Committee;
- (b) the Finance and Audit Committee;
- (c) the Joint Conference Committee; and
- (d) the Governance Committee.

7.2 *Committee Appointments*

The Board may appoint additional members who are not Directors except for the Executive Committee and the Finance and Audit Committee. The members and the chair and vice chair of a Committee will hold their office at the will of the Board. Each chair of a standing Committee shall be a Director. Procedures at and quorum for Committee meetings shall be determined by the chair of each Committee, unless established by the Board by resolution or by way of general Committee regulations from time to time.

7.3 *Special Committees*

The Board may at any meeting appoint any special Committee and name the chair and vice-chair. The Board shall prescribe terms of reference for any special Committee appointed under section 7.1.

7.4 *Dissolution of Special Committees*

The Board may by resolution dissolve any special Committee at any time.

7.5 Meetings of Special Committees

Meetings of the respective Committees shall be held at the call of the respective Committees' chair.

7.6 Executive Committee

The Executive Committee shall consist of:

- (a) the Chair;
- (b) the Vice-Chair;
- (c) the chair of the Finance and Audit Committee;
- (d) the Chief Executive Officer (ex-officio) without voting power;
- (e) two other Directors as the Board may from time to time appoint on the recommendation of the Executive Committee.

7.7 Executive Committee's Business

The Executive Committee shall:

- (a) exercise the full powers of the Board in all matters of administrative urgency, reporting every action at the next meeting of the Board;
- (b) inform and advise the Board on all property and operational matters as directed;
- (c) make recommendations on the purchase of all capital equipment not foreseen in the approved annual budget; and
- (d) study and advise or make recommendations to the Board on any matters as directed by the Board;
- (e) establish a Strategic Plan for the development of the Corporation's related services and shall evaluate, update and make recommendations on the strategic plan to the Board at least annually;
- (f) participate in the on-going assessment of the health care needs of the Corporation's community and catchment area;
- (g) assess the Corporation's role in meeting the needs of the community and catchment area;
- (h) develop, evaluate, update and make recommendations to the Board on the Corporation's mission and role for its community and catchment area;

- (i) review, evaluate, update and make recommendations to the Board on the implementation plan (Hospital Goals and Objectives) which supports the Strategic (long range) Plan;
- (j) develop and at least annually evaluate, update and make recommendations to the Board on a short-term operating plan;
- (k) develop and at least annually evaluate and make recommendations to the Board on a human resources plan which includes a profile of the Medical Staff, Dental Staff and Hospital Staff requirements;
- (l) develop a process to oversee the performance and compensation of the CEO
- (m) Provide advice and support to the chair, the CEO and Chief of Staff and committee chairs;
- (n) establish priorities for future capital expenditures and resources required to implement the Strategic Plan; and
- (o) perform such other duties as may be requested by the Board.

7.8 *Fiscal Advisory Committee*

Pursuant to the Hospital Management Regulation:

- (a) The Fiscal Advisory Committee shall consist of:
 - (i) the Chief Executive Officer;
 - (ii) a member of the Medical Staff elected by the medical staff;
 - (iii) a nurse who is a manager appointed or elected in accordance with the By-law, and
 - (iv) a staff nurse who is elected in accordance with the By-law.
- (b) In addition to those persons appointed to the Fiscal Advisory Committee in section 7.8(a)(i) above, the Chief Executive Officer may appoint other persons to the Fiscal Advisory Committee.
- (c) The Fiscal Advisory Committee shall be chaired by the Chief Executive Officer or his or her designate.

7.9 *Duties of Fiscal Advisory Committee*

The Fiscal Advisory Committee shall make recommendations to the Board with respect to the operation, use and staffing of the Hospital.

7.10 *Finance and Audit Committee*

The Finance Committee shall consist of at least:

- (a) the Chair;
- (b) the chair of the Finance Committee;
- (c) at least two (2) other Directors; and
- (d) the Chief Executive Officer, ex-officio without voting power.

7.11 *Duties of Finance and Audit Committee*

The Finance and Audit Committee shall:

- (a) ensure that there are processes in place for the development of an annual operating budget and a capital budget;
- (b) study and recommend to the Board for approval, an Annual Operating and Capital Budget for the fiscal year. The Capital Budget shall be based on a multi-year Capital Programme;
- (c) study the Financial Reports and Statements for the month preceding each regular meeting of the Board and advise thereon;
- (d) review and recommend to the board plans developed by management to address variances between budget and actual performance and,
- (e) monitor implementation of plans to address variances to report to the board.
- (f) advise the Board with regard to the allocation and disbursement of donations, bequests, endowments and investments;
- (g) review the annual financial statement and auditor's report prior to the annual meeting;
- (h) review and recommend to the board the hospital's investment policy; and,
- (i) monitor investment performance for compliance with the investment policy

- (j) oversee, review and make recommendations to the board concerning management's risk management processes;
- (k) review and make recommendations concerning the quality and integrity of management's internal controls.
- (l) recommend to the board the auditors for appointment or re-appointment by the members at the annual meeting;
- (m) meet with the auditors to review proposed scope of audit;
- (n) approve auditor's engagement letter;
- (o) review audited financial statements and auditor's report and make recommendations to the board;
- (p) review policies regarding financial operations, including internal controls;
- (q) review management response to recommendations of auditor and report to the board;

- (r) recommend to the Board the types and amount of insurance to be carried by the Corporation and review them annually;

- (s) establish controls for proper withholding of the required Income Tax, Canadian Pension Plan and Unemployment Insurance deductions from employees;

- (t) establish reporting mechanisms to ensure the appropriate remittances have been paid; and

- (u) advise the Board on any other financial matters as requested.

7.12 *Joint Conference Committee*

The Joint Conference committee shall consist of at least:

- (a) the Chair, or designate, and the Vice-Chair, or designate;
- (b) all members of the Medical Advisory Committee;
- (c) the Chief Executive Officer; and
- (d) the Chief Nursing Officer.

7.13 *Reports of the Joint Conference Committee*

The Joint Conference Committee shall discuss and, if possible provide understanding of points of mutual interest to the Board and the Medical Staff, and shall report back to the Board and to the Medical Advisory Committee.

7.14 *Other Duties of Joint Conference Committee*

The Joint Conference Committee shall perform such other duties as may be requested by the Board from time to time.

7.15 Chair of the Joint Conference Committee

The Chair, or, in his or her absence, the Chief of the Medical Staff, shall serve as chair of the Committee.

7.16 Nominating Committee

The Nominating Committee shall consist of at least:

- (a) two (2) Directors; and
- (b) the Chief Executive Officer, ex-officio without voting power.

7.17 Report of Nominating Committee

The Nominating Committee shall report to the Governance Committee the names of those persons that it feels appropriate to nominate for election to the Board at the annual meeting and to fill any vacancies on the Board.

7.18 Duties of Nominating Committee

In selecting persons as nominees for election to the Board, the Nominating Committee shall:

- (a) endeavour to provide for broad community representation after considering the list of appointed and ex-officio Directors;
- (b) consider the names of all persons submitted in accordance with these By-laws;
- (c) consider the potential contribution of any person nominated in relation to the function of hospitals generally in Ontario and the Corporation in particular in providing services to the community in accordance with the goals and objectives of the Corporation; and
- (d) consider the person's:
 - (i) standing and reputation in the community, and
 - (ii) record of public service.
- (e) review participation and attendance at previous Board and Committee meetings.

7.19 Other Duties of Nominating Committee

The Nominating Committee shall perform such other duties as may be requested by the Board from time to time.

7.20 Medical Advisory Committee

The Medical Advisory Committee shall consist of the active Medical Staff of the Hospital. The Chief Executive Officer or his or her assistant shall attend meetings of the Medical Advisory Committee without the power to vote and act as recording secretary. The Chief Nursing Officer shall attend meetings of the Medical Advisory Committee without the power to vote.

7.21 *Quorum of Medical Advisory Committee*

A quorum of any meeting of the Medical Advisory Committee shall be a majority of the voting members.

7.22 *Notice of Meeting of Medical Advisory Committee*

The Medical Advisory Committee shall meet at the call of the chair and have at least ten (10) monthly meetings each year and keep minutes of these meetings.

7.23 *Casting Vote of Medical Advisory Committee*

In the proceedings of this Committee if there is an equality of votes, the chair has the casting vote.

7.24 *Duties of Medical Advisory Committee*

The Medical Advisory Committee shall:

- (a) elect a vice-chair from its members at its first meeting following the annual meeting;
- (b) report and make recommendations to the Board on matters concerning the practice of medicine and dentistry in the Corporation in relation to professionally recognized standards of medical care;
- (c) report and make recommendations to the Board concerning such matters as are from time to time prescribed by the *Public Hospitals Act* and by the Hospital Management Regulations thereunder;
- (d) provide supervision over the practice of medicine and dentistry in the Corporation;
- (e) participate in the development of the Corporation's overall objectives and planning, and make recommendations concerning allocation and utilization of Corporation resources;
- (f)
 - (i) appoint such Committees as are required for the supervision, review and analysis of all the clinical work in the Corporation;
 - (iii) name the chair of each of the Committees it appoints and ensure that each meets and functions as required and keeps minutes of its meetings; and
 - (iv) receive, consider and act upon the report from each of its appointed Committees;

- (g) advise and co-operate with the Board and the Chief Executive Officer in all matters pertaining to the professional, clinical and technical services; and
- (h) advise the Board of any matters referred to it by the Board.

7.25 Governance Committee

The Governance Committee shall;

- (a) Board Recruitment**
 - (i) develop for approval by the board a description of the skills, experience and qualities including diversity of the directors;
 - (ii) consider skills, experience, qualities and diversity of current directors to determine board needs; and,
 - (iii) oversee board recruitment and nomination process via the nominating committee and recommend to the board candidates for election at the annual meeting.

- (b) Board Education**
 - (j) ensure a comprehensive orientation session is provided to all new board members;
 - (ii) oversee board education sessions to ensure board receives periodic education on governance, health care issues and the hospitals operations; and,
 - (iii) organize, with the input of the CEO and board chair, the board's annual retreat.

- (c) Board Chair**
 - (i) ensure succession planning for the office of board chair;
 - (ii) oversee and implement the board's process for selecting a board chair and recommend an individual for election by the board as chair; and,
 - (iii) make recommendations to the board for vice chairs and other board officers.

- (d) Board Committees**
 - (i) ensure periodic review and evaluation of committee performance and Terms of Reference and make recommendations to the board as required; and,
 - (ii) recommend to the board with input of the chair, nominees for all board committees and committee chairs.

- (e) Evaluations**
 - (i) establish and implement a program to evaluate board performances including individual director performance, performance of the chair, board committees and committee chairs;
Consider the results of board evaluations in connection with renewal of the terms of existing directors; and,
Review and make recommendations to the board concerning;
Board composition
Board size

Board structures
Board policies and procedures
By-law amendments
Board attendance

- (f) Other**
Such other matters as may be required by the board, from time to time.

7.27 Quality Committee

The Quality Committee shall consist of:

- (a) the Chief Executive Officer;
- (b) a member of the Medical Advisory Committee;
- (c) two voting Directors appointed by the Board;
- (d) the Chief Nursing Officer; and
- (e) one other employee of the Hospital other than a nurse or physician.

Four members of the Committee will constitute a quorum with one of whom will be a voting Director.

The Chair of the Quality Management Committee shall be appointed by the Board from the two voting Directors previously appointed.

The Committee shall meet on a bi-annual basis.

7.28 Duties of the Quality Committee

The Quality Committee shall:

- a) monitor and report to the Board on quality issues and on the overall quality of services provided in the Hospital, with reference to appropriate data;
- b) consider and make recommendations to the Board regarding quality improvement initiatives and policies;
- c) ensure that best practices information supported by available scientific evidence is translated into materials that are distributed to employees and persons providing services within the Hospital, and to subsequently monitor the use of these materials by these people;

- d) oversee the preparation of annual quality improvement plans;
- e) carry out any other responsibilities provided for in the regulations or as requested by the Board;
- f) review quality management reports and recommendations submitted from the Continuous Quality Improvement Committee and ensure that actions are being taken to correct problems and to improve quality of care;
- g) receive and review aggregate data on all critical incidents at minimum twice annually. The Committee shall then make recommendations for improvement and ensure that actions are being taken to correct problems and to improve quality of care;
- h) conduct a survey of persons who have received services from the Hospital in the past 12 months at least once every fiscal year to ascertain their satisfaction with the services provided;
- i) conduct a satisfaction survey of employees and of persons providing services within the Hospital at least once every two fiscal years and solicit their views about the quality of care provided.

ARTICLE 8 - FINANCIAL

8.1 *Banking and Borrowing*

The banking business of the Corporation or any part thereof shall be transacted with such banks, trust companies or other financial institutions as the Board may, by resolution, from time to time determine. Subject to the *Public Hospitals Act*, the Chair, Vice-Chair or a member of the Finance Committee, together with the Chief Executive Officer or such person who may be authorized from time to time by resolution of the Board, are hereby authorized for and in the name of the Corporation:

- (a) to draw, accept, sign and make all or any bills of exchange, promissory notes, cheques and orders for payment of money;
- (b) to receive all monies and to give acquittance for the same;
- (c) subject to the approval of the Board, to assign and transfer to the bank all or any stocks, bonds and other securities;
- (d) subject to the approval of the Board, from time to time to borrow money from a bank, by incurring an overdraft or otherwise; and
- (e) generally, for and in the name and on behalf of the Corporation, to transact with the said bank any business they may think fit.

8.2 *Delegation of Banking*

Any officer of the Corporation or any official as may from time to time be designated by the Board is hereby authorized or may be authorized on behalf of the Corporation:

- (a) to negotiate with, deposit with, endorse or transfer to a 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;
- (b) from time to time to arrange, settle, balance and certify all books and accounts between the Corporation and the Corporation's bank;
- (c) to receive all paid cheques and vouchers; or
- (d) to sign the bank's form of settlement of balances and release.

8.3 *Signing Officers*

- (a) All contracts and agreements, other than those in the ordinary course of business, conveyances, mortgages or other documents or instruments on behalf of the Corporation shall be signed by either the Chair or the Vice-Chair together with the Chief Executive Officer, or Director Financial Services, subject to the approval of the Board, and the Secretary shall affix the seal of the Corporation to such instruments as require same. Any documents or instruments in writing so signed shall be binding upon the Corporation without any further authorization or formality.
- (b) The Board may at any time by policy or by specific resolution direct the manner and the person or persons by whom any particular instrument, contract or obligation of the Corporation may or shall be executed.

8.4 *Seal*

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

8.5 *Investments*

Subject to the Corporation's charter, the Board is authorized to make or receive any investments which the Board in its discretion considers advisable.

8.6 *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 Accountancy Act* (Ontario), to hold office until the next annual meeting.
- (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. The auditor shall hold office until the next annual meeting, provided that the Directors may fill any casual vacancy in the office of auditor. The remuneration of the auditor shall be fixed by the Board.

- (c) In addition to making the report at the annual meeting, the auditor shall from time to time report through the Finance Committee to the Board on the audit work with any necessary recommendations.

ARTICLE 9 – MEDICAL STAFF

9.1 *The Professional Staff By-Laws*

These By-laws:

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

9.2 *Purpose of the Professional Staff Portion of the By-Law*

The purposes of the Professional Staff By-laws are:

- (a) to outline clearly and succinctly the purposes and functions of the Professional Staff;
- (b) to identify specific organizational units (departments, services, committees, programs, etc.) necessary to allocate the work of carrying out those functions;
- (c) to designate a process for the selection of officials of the Professional Staff, including the Chief of Staff;
- (d) to assign responsibility, define authority, and describe the manner of accountability to the Board of all officials, organizational units and each member of the Professional Staff for patient care, and for professional and ethical conduct;
- (e) to maintain and support the rights and privileges of the Professional Staff as provided herein; and
- (f) to identify a Professional Staff organization 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 its regulations, these bylaws and such rules and regulations, or any amendments thereto, which become effective when approved by the Board.

9.3 *Purpose of the Professional Staff Organization*

The purposes of the Professional Staff Organization in addition to fulfilling the responsibilities established by the Law of the Province of Ontario and these By-laws are:

- (a) to provide a structure whereby the members of the Professional Staff participate in the Corporation's planning, policy setting and decision making; and
- (b) to serve as a quality assurance system for medical care rendered to Patients by the Corporation's Professional Staff and to ensure the continuing improvement of the quality of professional care.

9.4 Professional Staff Resource Plan

- (a) The Medical Advisory Committee will recommend to the Board for approval, on an annual basis, a Professional Staff Resource Plan for each department of the Professional Staff. This plan will be consistent with the strategic directions of the Manitouwadge General Hospital as established by the Board, the Public Hospitals Act, and section 44(2) of the Local Health Systems Integration Act regarding change or cessation of services.

9.5 Appointment to the Professional Staff

- (a) The Board shall annually appoint a Professional Staff for the Hospital.
- (b) The Board shall establish from time to time criteria for appointment to the Professional Staff along with the form of application and reapplication after considering the advice of the Medical Advisory Committee.

An application for appointment to the Professional Staff shall be processed in accordance with the Northwest Regional Appointment and Credentialing Policy and Procedure;
- (c) In making an appointment to the Professional Staff, the Board shall consider the Corporation's resources and whether there is a need for the services in the community.

9.6 Application for Appointment to the Professional Staff

- (a) An application for appointment to the Professional Staff shall be processed in accordance with the provisions of this By-law; the Professional Staff Rules and Regulations; the Northwest Regional Appointment and Credentialing Policy and Procedure and , the Public Hospitals Act.
- (b) The Chief Executive Officer shall supply an electronic copy of the By-laws, the Professional Staff Rules and Regulations, the Northwest Regional Appointment and Credentialing Policy and Procedure, the organizations' policies in respect to "medical directives" and "delegated medical acts and the Public Hospitals Act to each applicant who expresses in writing the intention to apply for appointment to the Professional Staff.
- (c) An applicant for appointment to the Professional Staff shall submit the required information to the Chief Executive Officer on the prescribed forms in the Northwest Regional E-Credentialing System . . Where an application is not returned within 45 days

and completed to by the Administrator within sixty (60) days following receipt of the application, the application shall be deemed void and a new application required.

(d) The content of each initial application provided to an Applicant for appointment to the Professional Staff of the Hospital shall require from the applicant:

1. an acknowledgement (agree to disclaimers) that s/he has read the Public Hospitals Act, the Hospital Management Regulation thereunder, the Hospital's By-laws, the Professional Staff Rules and Regulations, a copy of this Northwest Regional Appointment and Credentialing Policy, the Hospital's Policy in respect to "medical directives" and "delegated medical acts" and other relevant Hospital policies, the Hospital's mission statement, and the Code of Ethics of the Canadian Medical Association, and will abide by these documents;
2. an undertaking that, if the Applicant is appointed to the Professional Staff of the Hospital, the Applicant will provide the services to the Hospital (and will govern_him/herself) as stipulated in the Application in accordance with the Public Hospitals Act and the Hospital Management Regulation thereunder; and with the By-laws, Rules and Regulations, and Hospital policies, as established or revised by the Hospital from time to time;
3. an acknowledgement by the Applicant that:
 - a. the failure of the Applicant to provide the services as stipulated in the Application in accordance with applicable legislation, the By-laws, the Rules and Regulations and Hospital policies will constitute a breach of his or her obligations to the Hospital and the Hospital may, upon consideration of the individual circumstances, remove access to any and all Hospital resources, including the limiting or restricting of operating room time, or take such action as is reasonable, in accordance with the By-laws and Rules and Regulations; and
 - b. the Hospital may refuse to appoint an Applicant to the Professional Staff where the Applicant refuses to acknowledge the responsibility to abide by a commitment to provide services in accordance with the privileges granted by the Board, the By-laws, the Rules and Regulations and applicable Hospital policies;
 - c. concurrent with the provision of the application the University where appropriate, will be notified of the Applicant's application for privileges;
 - d. a copy of the Applicant's resume and other any documents or information provided or disclosed to the Hospital by the Applicant or any other party as a result of the application for appointment to the Professional Staff of the Hospital may be shared by the University the participating organizations; and
 - e. the failure of the Applicant to maintain an academic appointment where such academic appointment is a condition of the Applicant's Hospital appointment may result in the Applicant's privileges being restricted, suspended, revoked or the Applicant being denied reappointment;
4. a copy of the Applicant's current registration, certificate or license to practice in Ontario;

5. a record of eligibility for certification for specialty/sub-specialty certifications and for re-certification;
6. a copy of fellowship/certification documentation for specialties/sub-specialties, including a speciality certificate from the Royal College of Dental Surgeons of Ontario authorizing practice in oral and maxillofacial surgery as applicable;
7. an up-to-date curriculum vitae, including a record of the Applicant's professional education and post-graduate training and a chronology of academic and professional career, organizational positions, and committee memberships;
8. a current Certificate of Professional Conduct from the College of Physicians and Surgeons of Ontario, a current Certificate of Standing from the Royal College of Dental Surgeons of Ontario, a current Letter of Professional Standing from the College of Midwives of Ontario and consent to the release of the information by the Registrar of the applicable College;
9. a recital and description of pending or completed disciplinary actions, competency investigations, previous or ongoing performance reviews, and details with respect to prior privileges disputes with other hospitals regarding appointment, re-appointment, change of privileges, or mid-term suspension or revocation of privileges;
10. a statement with respect to failures to obtain, reduction in classification or voluntary or involuntary resignation of any professional license or certification, professional society membership or fellowship, professional academic appointment or privileges at any other hospital or health care institution;
11. information regarding the Applicant's health, including any impairments, medical conditions, diseases or illnesses which may impact on the Applicant's practice relevant to the nature and scope of privileges requested, and where relevant, current treatments, the date of the Applicant's last medical examination, as well as the name of the treating health professional for those impairment(s), condition(s), disease(s) or illness(es) and an authorization to the treating health professional to release relevant information to the Hospital;
12. confirmation of professional liability insurance coverage, membership in the Canadian Medical Protective Association or professional liability protection, satisfactory to the Board, including a record of the Applicant's past claims history;
13. information regarding any criminal proceeding or record of any criminal convictions which may impact the Applicant's professional practice or responsibilities pursuant to their appointment;
14. recital and description of completed civil liability actions that are related to the Applicant's professional practice or activities, including final judgements or settlements in which the Applicant was involved;
15. a declaration of compliance with the Hospital's communicable diseases surveillance policies
16. Information regarding any other appointments at other hospitals and any existing responsibilities regarding on-call coverage at any other hospital or practice;

17. names and addresses of references. If appropriate, preferred references should include:
 - a. Administrator and Chief of Staff/Chair of the MAC of the last hospital where the Applicant held privileges or received training;
 - b. Departmental colleagues from the last hospital or institution in which the Applicant held an appointment or received training; and
 - c. Service Director or Head of Training Program if enrolled in a Graduate Training Program within the past three years;
18. an authorization for release of information and release from harm for collecting and/or exchanging information and evaluation of the Applicant's credentials and suitability for the purposes of appointment to the Professional Staff;
19. a statement indicating:
 - a. the type of application being made;
 - b. the name of the Department or division to which the application is being made;
 - c. the category of privileges requested; and
 - d. the procedures requested;
20. where the Applicant is requesting re-appointment, a list of all relevant changes to information previously provided;
21. a signed confidentiality agreement; and
22. a passport size photograph.
23. No member will make statements on behalf of the Hospital to the news media or public without the express authority of the Chief Executive Officer or delegate.

- (e) Each applicant may be required to visit the Hospital for an interview with appropriate members of the Professional Staff and the Administration.
- (f) The Chief Executive Officer shall retain a copy of the application and shall refer the original application immediately to the Chief of Staff and to the Chair of the Credentials Committee.

9.7 *Criteria for Appointment of Members of the Professional Staff*

- (a) Only an applicant who is a registrant in good standing of the relevant college and qualified to practice medicine, dentistry, midwifery, or extended class nursing and licensed pursuant to the laws of Ontario, is eligible to be a member of an appointed to

the Professional staff of the Hospital except as otherwise provided for in this By-law.

- (b) The applicant will have:
 - (i) a current, certificate of Professional Conduct (physicians), certificate or registration or annual registration payment card (Registered Nurse in the Extended Class);
 - (ii) a demonstrated ability to provide Patient Care at an appropriate level of quality and efficiency;
 - (iii) a willingness to participate in the discharge of staff obligations appropriate to membership group, including without limitation, a demonstrated ability to communicate, work with, and relate to members of the administrative staff, Professional and Hospital staff, Patients and Patients' families in a co-operative and professional manner;
 - (iv) a report on, among other things, the experience, competence and reputation of the applicant from the Chief of Staff or other responsible professional Supervisor in the last Hospital in which the applicant trained or held an appointment;
 - (v) adequate training and experience for the Privileges requested;
 - (vi) in the case of a certified specialist, a report from the supervising physician in which training was completed, and/or a report from the supervising physician in which he or she last practiced;
 - (vii) evidence of practice protection coverage satisfactory to the Board;
 - (viii) a demonstrated ability to communicate and relate appropriately with Patients and Patients' relatives; and
 - (ix) the applicant's agreement to provide reasonable "on-call" coverage as required by relevant roster or schedule.
- (c) The applicant must agree to govern himself/herself in accordance with the requirements set out in the Public Hospitals Act, the Hospital Management Regulation thereunder, this By-law, the Professional Staff Rules and Regulations of the Hospital, and Hospital policies.
- (d) The applicant must indicate to the Credentials Committee adequate control of any physical or behavioural impairment that affects skill, attitude or judgement.
- (e) There is a need for the services in the community and an appropriate impact analysis has been completed which confirms the Hospital's ability to provide those services.

- (f) The individual should meet the needs of the respective department as described in a Professional Staff resource plan, and will be assessed on the basis of credentials and experience, and such other factors as the Board, may from time to time, consider relevant or as set out in the Rules and Regulations of the Professional Staff.

9.8 *Appointment Term*

- (a) Each appointment to the Professional Staff shall be for a period of not more than one year. All appointments shall end no later than December 31st of the current year. Provided that where, within the time prescribed therefore, a member has applied for re-appointment, his or her appointment shall be deemed to continue,
 - (i) until the re-appointment is granted; or
 - (ii) where he or she is served with notice that the Board refuses to grant the reappointment, until the time for giving notice requiring a hearing by the Appeal Board has expired and, where a hearing is required, until the decision of the Appeal Board has become final.

9.9 *Processing of Application*

- (a) Chief Executive Officer Review

The Chief Executive Officer or the credentialing staff on behalf of the CEO shall refer the application immediately to the Chief of Staff and the credentialing staff, who shall keep a record of each application received and then refer copies forthwith where relevant to the Chair of the Credentials Committee and to the relevant Department Chief if any.

- (b) Department Review

- (i) The Chief of Department shall review and make recommendations concerning each application for appointment within his or her respective Department to the Credentials Committee.

- (c) Credentials Committee Review

- (i) The Credentials Committee shall:

- (A) investigate each application submitted under the provisions of Article 9.6 together with the qualifications, experience and professional reputation of the applicant; and

- (B) make a written report thereon to the Medical Advisory Committee at its next regular meeting.

(d) Medical Advisory Review

- (i) 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 or delegate 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 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 and includes written reasons for the delay.
- (ii) Where the Medical Advisory Committee recommends to the Board that an application for appointment not be granted, it will give written notice to the applicant and the Board of its recommendation and the applicant will be given written notice that they are entitled to written reasons for the recommendation and a hearing before the Board pursuant to the provision of the Public Hospitals Act if such a hearing is required. The procedures to be followed are outlined in Schedule A, section 5 of these By-laws.
- (iii) Where the Medical Advisory Committee recommends to the Board that an application for appointment or any requested change in Privileges not be granted, it will give written notice to the applicant and the Board of its recommendation and the applicant will be given written notice that they are entitled to written reasons for the recommendation and a hearing before the Board pursuant to the provision of the Public Hospitals Act if such a hearing is required. The procedures to be followed are outlined in Schedule A, section 1 of these By-laws.
- (iv) Where the Medical Advisory Committee recommends to the Board that an application for appointment, re-appointment or requested Privileges be denied, the Board shall not consider such recommendations of the Medical Advisory Committee until it is determined as to whether a hearing is required.

9.10 Refusal to Appoint

Pursuant to section 37 of the Public Hospitals Act, the Board may refuse to appoint an applicant to the Professional Staff.

9.11 Application for Change of Privileges

- (a) Where a Professional Staff member wishes to change his or her Privileges or appointment category, a request shall be submitted to the Administrator or delegate identifying the changes requested, along with evidence of appropriate training, competence and professional liability protection and/or the reason(s) for the requested change in appointment category.

- (b) The application shall be processed in accordance with the provisions of the Public Hospitals Act and the Regulations, the By-laws, the Rules and Regulations thereunder, and in consideration of the impact on Hospital resources of the requested change in status.
- (c) An applicant shall submit the application for change of privileges in the Northwest Regional Electronics Credentialing System.
- (d) The Chief Executive Officer shall refer the application immediately to the Chief of Staff and the Chief of Department who shall keep a record of each application received and then refer the original application forthwith to the Chair of the Credentials Committee.
- (e) The MAC may request any additional information or evidence that it deems necessary for consideration of the application for alteration in privileges

9.12 *Leave of Absence*

- (a) Upon request of a member of the Professional Staff, a leave of absence of up to twelve (12) months may be granted by the Board in the event of extended illness or disability of the member, or in other circumstances acceptable to the Board, upon recommendation of the Chair of the Medical Advisory Committee or delegate.
- (b) After returning from a leave of absence granted in accordance with 9.12 (a), the member of the Professional Staff may be required to produce a medical certificate of fitness and/or provide authorization for the release of any healthcare treatment records if requested and the Chair of the Medical Advisory Committee or delegate may impose such conditions on the Privileges granted to such member as he or she feels appropriate.

9.13 *Reappointment to the Professional Staff*

- (a) Each year the Board shall require each member of the Professional Staff to submit an application for reappointment to the Professional Staff in the prescribed manner to the Chief Executive Officer of the Corporation as set out and prescribed under Article 9.6.
- (b) An application for reappointment to the Professional Staff shall be processed in accordance with the Hospital's Northwest Regional Appointment and Credentialing Policy and Procedure.

9.14 *Criteria for Reappointment to the Professional Staff*

- (a) The applicant continues to meet the criteria set out at Article 9.7 and provides documentation listed in Article 9.6.

- (b) The applicant demonstrates an appropriate use of the Corporation's resources.

9.15 Refusal to Reappoint

- (a) Pursuant to section 37 of the Public Hospitals Act, the Board may refuse to reappoint a member of the Professional Staff.

9.16 Suspension/Revocation of Privileges

In circumstances where there are concerns about the conduct, performance or competence of a member of the Professional Staff, the Board may, at any time, in a manner consistent with the Public Hospitals Act and in accordance with the regulations thereunder, these By-laws, the Rules and Regulations of the Professional Staff, and policies of the Hospital, revoke or suspend any appointment of a member of the Professional Staff or revoke, suspend or restrict or otherwise deal with the Privileges of the member.

- (a) **Immediate Action in Emergency Situations** – In circumstances where, in the opinion of the Chief of Staff or the Chief of the relevant clinical Department, the conduct, performance or competence of a member of the Professional Staff exposes or is reasonably likely to expose Patient(s) or staff to harm or injury and immediate action must be taken to protect the Patient(s) or staff, and no less restrictive measure can be taken, the Chief of the Department or Chief of Staff will take action. This may require immediate and temporary suspension of the Privileges of the member of the Professional Staff with immediate notice to the Chief Executive Officer and the President of the Professional Staff, pending the consideration of the suspension by the Medical Advisory Committee and the Board in keeping with the procedures outlined in Schedule A of these By-laws, respecting Mid-Term Action in an Emergency Situation.

- (b) **Non-Immediate Mid-Term Action**

In circumstances where, in the opinion of the Chief of the relevant clinical Department, the conduct, performance or competence of a member of the Professional Staff:

- (i) fails to comply with the criteria for annual reappointment;
- (ii) exposes or is reasonably likely to expose Patient(s) or staff to harm or injury; or
- (iii) is, or is reasonably likely to be, detrimental to Patient or staff safety or to the delivery of quality Patient care within the Hospital;
- (iv) results in the imposition of sanctions by the professional college;
- (v) has violated the By-laws, Rules and Regulations of the Professional Staff, policies of the Hospital, the Public Hospitals Act, the regulations made thereunder, or any other relevant law or legislated requirement;
- (vi) constitutes abuse; or
- (vii) is, or is reasonably likely to be detrimental to the operations of the Hospital.

- (c) If immediate action is not required to be taken, action may be initiated in keeping with the procedures in Schedule A of these By-laws, respecting Non-Immediate Mid-Term Action.

ARTICLE 10 – PROFESSIONAL STAFF CATEGORIES

10.1 Professional Staff Categories

- (a) The Professional Staff shall be divided into the following categories:
 - (i) active;
 - (ii) associate;
 - (iii) courtesy
 - (iv) temporary;
 - (v) locum tenens;
 - (vi) regional
 - (vii) term; and
 - (viii) other such categories as may be determined by the Board from time to time having given consideration to the recommendation of the Medical Advisory Committee.
- (b) Appointments to these categories will be consistent with the needs of the respective Department as described in the Professional Staff resource plan.

10.2 Active Staff

- (a) The active staff shall consist of those Professional Staff who have been appointed by the Board, following a period of associate staff membership as provided for in the by-laws, to be responsible for assuring that medical care is provided to all patients in the Hospital.
- (b) All active staff members shall have admitting privileges subject to section 7 of Regulation 965 of the Public Hospitals Act in regards to the admitting privileges of Dental Staff.
- (c) Each member of the active staff shall:
 - (i) undertake such duties in respect of those patients classed as emergency cases specified by the Chief of Staff to which the member has been assigned;
 - (ii) attend patients, and undertake treatment and operative procedures only in accordance with the kind and degree of privileges granted by the Board;
 - (iii) act as a supervisor when requested by the Chief of Department or the Chief of Staff and/or the Medical Advisory Committee;

- (iv) will have completed a prerequisite of at least one year on the Associate Staff unless, in respect of any particular member, a waiver of such requirement is consented to by the Board;
 - (v) undertake such reasonable clinical and administrative duties and responsibilities as outlined in these By-laws and as determined by the Chief of Department;
 - (vi) will participate on such “on-call” schedules and provide coverage for patients of the hospital as reasonably required;
 - (vii) be granted admitting and procedural privileges as approved by the Board having given consideration to the recommendation of the Medical Advisory Committee, where the member is a physician;
 - (viii) be bound by the expectations for attendance, as established by the Medical Advisory Committee, at Professional Staff and departmental meetings; and
 - (ix) perform such other duties as may be prescribed by the Medical Advisory Committee from time to time.
- (d) All staff physicians shall be eligible to vote at Professional Staff meetings, to hold office and to sit on any committee requiring Professional Staff.

10.3 Associate Staff

- (a) Applicants who are applying for appointment to the Active Staff, subject otherwise to the determination of the Board, will be assigned to the Associate Staff for the period of at least one-year and will not extend beyond two years.
- (b) Each member of the Associate Staff shall:
 - (i) undertake such reasonable clinical and administrative duties and responsibilities as outlined in these By-laws and as determined by the Chief of Staff;
 - (ii) work with the counsel and under the supervision of the Chief of Staff or delegated staff member;
 - (iii) be bound by the expectations for attendance at Professional Staff meetings according to Professional Staff designation; and
 - (iv) perform such other duties as may be prescribed by the Medical Advisory Committee from time to time.
- (c) From time to time and at least every six (6) months during the probationary period, after appointment to the Professional Staff of an Associate Staff member, the Chief of

Staff and the Active Staff member by whom the member has been supervised shall make a written report to the Credentials Committee, including:

- (i) information concerning the knowledge and skill which has been shown by the Associate Staff member;
 - (ii) the nature and quality of the member's work in the Hospital;
 - (iii) comments on the utilization of Hospital resources; and
 - (iv) the Associate staff member's ability to function in conjunction with the other members of the Hospital staff.
- (d) After one year, the appointment of a member to the Associate Staff shall be reviewed by the Credentials Committee who shall report to the Medical Advisory Committee.
- (e) If any report made at any time under this section is not favourable to the Associate Staff member, the member may request reassignment or the Chief of Staff may assign him or her to the supervision of a different staff member for a further period of up to six (6) months.
- (f) At any time an unfavourable report may cause the Medical Advisory Committee to consider making a recommendation that the appointment of the Associate Staff member will be terminated.
- (g) After one year, the appointment of the Professional Staff member to the Associate Staff will be reviewed by the Credentials Committee, which will report to the Medical Advisory Committee. The Medical Advisory Committee after considering the report of the Credentials Committee, will recommend to the Board either a change in category, continuation in the Associate Staff category for a further period of time not to exceed an additional year of practice, or denial of reappointment.
- (h) Associate Staff shall not be eligible to vote at Professional Staff meetings nor to hold office but may be appointed to sit on a committee requiring Professional Staff.

10.4 *Courtesy Staff*

- (a) A physician may be granted an appointment to the courtesy staff provided he or she fulfils one or more of the following criteria:
- (i) the applicant has an active staff commitment in another hospital; or
 - (ii) the applicant 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; or

- (iii) the applicant has a primary commitment to, or contractual relationship with, another community or organization; or
 - (iv) the applicant requests limited access to Hospital resources or outpatient programs or facilities; or
 - (v) where the Board deems it otherwise advisable.
- (b) The Board may grant a physician an appointment to the courtesy Professional Staff with such privileges as the Board deems advisable. Privileges to admit patients shall only be granted under specified circumstances.
- (c) The circumstances leading to an appointment under this section shall be specified by the physician on each application for reappointment.
- (d) Each physician on the courtesy Professional Staff may attend Professional Staff and departmental meetings but unless the Board so requires shall not be subject to the attendance requirements and penalties as provided by these By-laws and the Professional Staff Rules and Policies.
- (e) Courtesy Staff shall not be eligible to:
- (i) vote at Professional Staff meetings;
 - (ii) hold office; or
 - (iii) sit on a committee requiring Professional Staff.

10.5 Temporary Appointments

- (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 expected need for a Professional service.
- (b) Notwithstanding any other provision of this By-law, the Chief Executive Officer, after consultation with the Chief of Staff or his or her delegate, may:
- (i) grant temporary privileges to a physician or nurse in the extended class 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 at which time the action taken shall be reported;

- (ii) on the recommendation of the Medical Advisory Committee at its next meeting, continue the temporary Privileges until the next meeting of the Board, and
 - (iii) remove temporary Privileges at any time prior to any action by the Board.
- (c) Temporary Staff shall not be eligible to:
- (i) vote at Professional Staff meetings;
 - (ii) hold office; or
 - (iii) sit on a committee requiring Professional Staff.

10.6 *Locum Tenens Appointments*

- (a) The Medical Advisory Committee upon application by a member of the Active Staff recommend the appointment of a locum tenens as a planned replacement for such physician for a specified period of time, to be confirmed in a written agreement.
- (b) The credentials of each locum tenens shall be reviewed by the Credentials Committee.
- (c) A locum tenens, subject to Board approval, shall:
 - (i) work under the counsel and supervision of the member of the Active Staff named by the Chief of Staff or his or her designate;
 - (ii) attend to patient assigned to his or her care by the member of the Active Staff named by the Chief of Staff or his or her delegate and shall treat such patients within the kind and degree of professional Privileges granted to him or her by the Board on the recommendation of the Medical Advisory Committee; and
 - (iii) undertake such duties in respect of those patients classed as emergency cases as may be specified by the Chief of Department or his or her delegate, to which the Locum Tenens has been assigned.
- (d) Locum Tenens shall not be eligible to:
 - (i) vote at Professional Staff meetings;
 - (ii) hold office; or
 - (iii) sit on a committee requiring Professional Staff.

10.7 *Regional Staff*

- (a) The Regional Staff category shall consist of those members of the Professional Staff who are granted privileges by the Board to order or

requisition out-patient diagnostics only. It is intended that a Regional staff appointment shall facilitate the ordering of diagnostic tests for patient's care closer to their home or to allow for testing at another site where such tests are not otherwise available.

- (b) Regional Staff:
 - (i) shall be eligible for annual reappointment provided they are credentialed at a primary organization;
 - (ii) may review and receive the out-patient records specific to the diagnostics ordered of their patients;
- (c) Regional Staff shall not:
 - (i) have admitting privileges or provide direct patient care;
 - (ii) input information into the patient record and progress notes nor make or record any orders
 - (iii) be eligible to hold an elected or appointed office or serve on committees of the Medical Advisory Committee; and
 - (iv) be eligible to vote or be bound by attendance requirements of Department, Service or Professional Staff Organization meetings.

10.8 Term Staff

- (a) Term staff will consist of applicants who have been granted admitting and/or procedural Privileges as approved by the Board having given consideration to the recommendation of the Chief of Staff and the Medical Advisory Committee 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 by the Medical Advisory Committee and approved by the Chief Executive Officer of the Hospital. Appointments shall be for a period not to exceed one (1) year and such appointment does not imply or provide for any continuing Professional Staff appointment.
- (b) 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 Staff;
 - (ii) shall be considered to be probationary for the first three (3) months of Term status;
 - (iii) shall, if replacing another member of the Professional Staff, attend that Professional Staff member's patient;

- (iv) shall undertake such duties in respect of those patients classed as emergency cases, as may be specified by the Chief of Staff;
 - (v) shall attend patients, and undertake treatment and operative procedures only in accordance with the kind and degree of Privileges and Procedures granted by the Board;
 - (vi) shall, unless otherwise specified in the granting of privileges by the Board, have admitting privileges; and
 - (vii) shall undertake such clinical and other responsibilities as outlined in these By-laws and as determined by the Chief of Staff.
- (c) Term staff will not, subject to determination by the Board in each individual case:
- (i) be eligible for re-appointment;
 - (ii) 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 and departmental meetings.

10.9 Eligibility for Professional Staff Appointment

Professional Staff members will be eligible for appointment to Active Staff until such time as the member reaches the age of seventy (70).

ARTICLE 11 – PROFESSIONAL STAFF DUTIES

11.1 Duties, General

Each member of the Professional Staff is accountable to and shall recognize the authority of the Board through the Chief of Staff, and the Chief Executive Officer.

11.2 Professional Staff Duties

- (a) Each member of the Professional Staff shall:
- (i) attend and treat patients within the limits of the privileges granted by the Board and procedures as approved, unless the privileges are otherwise restricted;
 - (ii) notify the Chief Executive Officer of any change in the Certificate of Registration with the College of Physicians and Surgeons of Ontario, Royal College of Dental Surgeons of Ontario and College of Nurses of Ontario;

- (iii) give such instruction as is required for the education of other members of the medical, dental and hospital staff;
 - (iv) read and abide by the Professional Staff Rules and Regulations, this By-law, the Public Hospitals Act, (Ontario) and the Regulations made thereunder and all other legislated requirements;
 - (v) comply with such matters as are, from time to time, prescribed by the Public Hospitals Act. (Ontario) and by the Hospital Management Regulation made thereunder;
 - (vi) provide consultations on patients as are required; and
 - (vii) perform such other duties as may be prescribed from time to time by, or under the authority of the Board, through the Medical Advisory Committee, the Chief of Staff, and the Chiefs of Department.
- (b) Each member of the active and associate Professional Staff groups, where required, shall attend fifty percent (50%) of the regular Professional Staff meetings and fifty percent (50%) of the meetings of the Clinical Programme and Medical Department with which he or she has a primary affiliation. Failure to attend meetings according to this By-law is considered sufficient grounds for the Board to deny renewal of Privileges.
- (c) Any member of a committee of the Medical Advisory Committee who has a conflict of interest in a decision or recommendation to be made by the committee is expected to declare it to the committee and refrain from voting.
- (d) Whenever a question arises regarding a possible conflict of interest, the committee shall examine the issue and act accordingly.

ARTICLE 12 – CHIEF OF STAFF

12.1 *Appointment of the Chief of Staff*

- (a) The Board shall appoint a Physician who is or who shall apply to become a member of the Active Staff as the Chief of Staff after giving consideration to the recommendation of the Board Selection Committee shall be comprised of:
- (i) two Board members, one of whom shall be Chair,
 - (ii) the Chief Nursing Officer,
 - (iii) the Chief Executive Officer, and

- (iv) members of the Medical Advisory Committee, and will develop and initiate a process to recruit the Chief of Staff.
- (b) Subject to annual re-appointment, the Chief of Staff will be appointed at the pleasure of the Board.
- (c) The Board may conduct an annual performance appraisal of the Chief of Staff and in reappointing the Chief of Staff will give consideration to the outcome of the annual performance appraisal.
- (d) The appointment of a member of the Active Staff as Chief of Staff, shall not be considered as part of that individual's annual appointment and granting of Privileges by the Board.
- (e) The Board may revoke or suspend the appointment of the Chief of Staff at any time.

12.2 Duties of Chief of Staff

The Chief of Staff shall:

- (a) be responsible for establishing and monitoring the credentialing and disciplining processes for the Professional Staff;
- (b) ensure that the process regarding credentialing of Professional Staff is fair and executed in a timely manner;
- (c) be responsible for the disciplinary action or mediation of the Professional Staff;
- (d) be responsible for ensuring compliance with the Public Hospitals Act (Ontario), regulations and By-laws of the Hospital with respect to Professional Staff;
- (e) be responsible to the Board for the supervision and quality of all the Professional Staff diagnosis, care and treatment given to patients within the Hospital according to the policies established by the Board;
- (f) assist in ensuring appropriate cost-effective use of Hospital resources;
- (g) advise the Medical Advisory Committee and the Board with respect to the quality of medical diagnosis, care and treatment provided to the patients of the Hospital;
- (h) chair the Medical Advisory Committee;
- (i) act as an Ex-officio member of all Committees of the Medical Advisory Committee;
- (j) be a member of:
 - (i) Ex-officio Member of the Board;

- (ii) the Medical Advisory Committee Executive; and
- (iii) other Committees as designated;
- (k) work with the Department Chiefs to ensure that the annual evaluation and appointment process of the Professional staff is completed;
- (l) work, as needed, with the Department Chiefs in any Professional Staff discipline problems;
- (m) assign, or delegate the assignment of, a member of the Professional Staff to supervise the practice of medicine, dentistry, extended class nursing or other professional activities of any other member of the Professional Staff for any period of time; and
- (n) investigate and report serious incidents.

When necessary, the Chief of Staff shall:

- (a) subject to Article 9:16, assume, or assign to any other member of the Professional Staff, responsibility for the direct care and treatment of any Patient in the Hospital under the authority of the Public Hospitals Act (Ontario) and notify the attending Professional Staff member, The Chief Executive Officer and the Patient, Patient's guardian or power of attorney;
- (b) report to the Board the Professional Staff, and Chief Executive Officer any matters of which they should have knowledge; and
- (c) recommend to the Chief Executive Officer on the appointment, by the Chief Executive Officer, of a member of the Professional Staff to act for him or her during his or her absence or inability to act.

ARTICLE 13 – PROFESSIONAL STAFF MEETINGS

13.1 *Professional Staff Meetings – General*

The purpose of the Professional Staff organization, in addition to fulfilling the responsibilities established by legislation and this By-law, is to convene meetings as required. The organization will define the scope and manner in which they choose to meet.

ARTICLE 14 – MEDICAL ADVISORY COMMITTEE

14.1 *Medical Advisory Committee*

- (a) The Medical Advisory Committee shall consist of:

- (i) the Chief of Staff, who shall be the Chair;
 - (ii) the Secretary of the Professional Staff who may act as Secretary of the Medical Advisory Committee; and
 - (iii) such other physicians who from time to time may be elected by the Medical Staff and appointed by the Board.
- (b) The Chief Executive Officer and Chief Nursing Officer shall attend meetings of the Medical Advisory Committee without the power to vote.
 - (c) The Medical Advisory Committee may invite any non-voting member that the Medical Advisory Committee sees fit on a temporary or on an on-going basis.
 - (d) A quorum of any meeting of the Medical Advisory Committee shall be a majority of the voting members.
 - (e) The Medical Advisory Committee shall meet at the call of the Chair and shall have at least ten times in each fiscal year and keep Minutes of these meetings.

14.2 *Duties of the Medical Advisory Committee*

The Medical Advisory Committee is responsible for the following activities: credentials, By-laws (professional), education, quality, ethics, discipline and conflict resolution. The Medical Advisory Committee shall establish Committees as directed by the *Public Hospitals Act (Ontario)*. Hospital committees crossing programme lines and with a primarily clinical focus should also report through the Medical Advisory Committee. Membership and duties of the Committees of the Medical Advisory Committee shall be set out in the Professional Staff Rules and Regulations:

The Medical Advisory Committee shall:

- (a) report and make recommendations to the Board in writing on matters concerning the quality of professional care and the practice of Professional Staff or other professions licensed under the Regulated Health Professions Act, 1991 (Ontario) in the Hospital, in relation to the professionally recognized standards of Hospital professional care, including quality assurance, peer review, resource utilization and unusual incidents;
- (b) report and make recommendations to the Board concerning such matters as prescribed by the Public Hospitals Act (Ontario) and by the Hospital Management Regulations thereunder, including matters involving competence, conduct or physical or mental ability or capacity of a member of the Professional Staff;
- (c) through the Chief of Department provide supervision over the practice of medicine, dentistry, and extended class nursing in the Hospital;

- (d) participate in the development of the Hospital's overall objectives and planning and make recommendations considering allocation and utilization of Hospital resources;
- (e)
 - (i) appoint such committees as are required for the supervision, review and analysis of all the clinical work in the Hospital;
 - (ii) name the Chair of each of the Committees it appoints and ensure that each meets and functions as required, and is keeping Minutes of its meetings;
 - (iii) receive, consider and act upon the Report from each of its appointed Committees;
- (f) inform the Professional Staff at each regular meeting of the Professional Staff of any business transacted by the Medical Advisory Committee and refer to the Professional Staff such items as, in the opinion of the Medical Advisory Committee, require discussion and approval of the Professional Staff as a whole;
- (g) advise and co-operate with the Board and the Chief Executive Officer in all matters relating to the professional, clinical and technical services;
- (h) recommend to the Board clinical and general rules respecting the Professional Staff as may be necessary under the circumstances; and
- (i) advise the Board on any matters referred to it by the Board.

14.3 *Procedures for Meetings of the Medical Advisory Committee and its Committees*

- (a) The procedures to be followed at all meetings of the Medical Advisory Committee and its Committees shall be the same as those that are generally provided for the corporation, except as specifically provided in sections 14.3 (b), (c) and (d).
- (b) Notice of general meetings shall be given in writing by the Professional Staff Secretary seven (7) days in advance of the meeting. Notice of special meetings may be given by telephone by the Professional Staff Secretary not less than forty-eight (48) hours in advance of the special meeting. The Notice of special meeting shall state the purpose for which the meeting is called, and at such meeting the giving of the Notice shall be reported by the Secretary and the meeting, subject to the quorum requirement, shall be declared to be properly constituted.
- (c) A quorum of any meeting shall be a majority of the voting members of the Committee.
- (d) Minutes shall be kept for all meetings of the Medical Advisory Committee and its Committees. A member of a committee is entitled to see, during normal business hours, Minutes of proceedings of meetings of their Committee. Members of the Professional Staff may, during normal business hours, under special circumstances and as authorized by the Chair of the Medical Advisory Committee, see Minutes or proceedings or portions thereof of meetings of the Medical Advisory Committee; failing

that, access to the Minutes or proceedings of the meetings of the Medical Advisory Committee may be authorized by resolution of the Medical Advisory Committee. Members of the Board shall have access to the Minutes and proceedings and portions thereof of the meetings of the Medical Advisory Committee and its Committees only by resolution of the Board.

- (e) Every Member of the Medical Advisory Committee shall respect the confidentiality of matters brought before the Medical Advisory Committee or any committee of the Medical Advisory Committee, or of any matter dealt with in the course of the Professional Staff member's activities in the Hospital.
- (f) When the case of a patient who has been examined by, operated on by, or has received treatment from, a member of the Professional Staff, is to be presented at a general or Department Staff Meeting or at a meeting of the Medical Advisory Committee or Credentials Committee, the member of the Professional Staff who examined, operated on or treated the patient shall be given at least forty-eight (48) hours notice by a Professional Staff Officer and shall attend such meeting prepared to present and discuss the case. Failure of a member of the Professional Staff to comply with this may result in disciplinary action being taken against him or her.

ARTICLE 15 – COMMITTEES OF THE MEDICAL ADVISORY COMMITTEE

15.1 *Committees of the Medical Advisory Committee*

- (a) The Medical Advisory Committee shall establish:
 - (i) the Credentials Committee.
 - (ii) the Medical Audit and Tissue Committee; and
 - (iii) such other standing and special committees as may be necessary from time to time to comply with their duties under the Public Hospitals Act (Ontario) or the By-laws of the Hospital or as they may deem appropriate from time to time.
- (b) The Medical Advisory Committee may, at any meeting, appoint any Special Committee, prescribe its terms of reference and name the Chair and Vice-Chair.
- (c) The Medical Advisory Committee may, by resolution, at any time, dissolve and reconstitute the membership of any special committee.
- (d) Unless otherwise directed by the Medical Advisory Committee, each Committee of the Medical Advisory Committee shall meet as specified in its Terms of Reference and report to the Medical Advisory Committee.
- (e) The Chair of the Medical Advisory Committee shall be Ex-Officio on all Committees of the Medical Advisory Committee in addition to those where he or she is specifically

designated as a member of the Committee, and he or she shall count toward the quorum requirement when he or she is in attendance at a Committee meeting.

- (f) Any member of the Professional Staff may serve as a member of any Committee of the Medical Advisory Committee.

15.2 *Medical Advisory Committee Duties*

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

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

15.3 *Medical Advisory Committee sub Committee Chair*

- (a) The Chair of each Committee of the Medical Advisory Committee shall be selected by the committee.

15.4 *Medical Advisory Committee sub Committee Chair Duties*

- (a) A Medical Advisory Committee sub Committee Chair:
 - (i) shall chair the Medical Advisory Committee sub Committee meetings;
 - (ii) shall call meetings of the Medical Advisory Committee sub Committee;
 - (iii) at the request of the Medical Advisory Committee, shall be present to discuss all or part of any report of the Committee; and
 - (iv) may request meetings with the Medical Advisory Committee.

15.5 *Credentials Committee Duties*

- (a) The Credentials Committee shall ensure that a record of the qualifications and professional career of every member of the Professional Staff is maintained.
- (b) The Credentials Committee shall establish the authenticity and investigate the qualifications of each applicant for appointment and reappointment to the Professional Staff and each applicant for a change in privileges.
- (c) The Credentials Committee shall ensure that:
 - (i) each applicant for appointment to the Professional Staff meets the criteria as set out in Article 9.7; and

- (ii) each applicant for a change in privileges continues to meet the criteria for reappointment as set out in Article 9.12.
- (d) The Credentials Committee shall consider reports of the interview with the applicant.
- (e) The Credentials Committee shall consult with the appropriate Chief of Department or Chief of Service.
- (f) The Credentials Committee shall submit a written report to the Medical Advisory Committee at or before its next regular meeting. The report shall include the kind and extent of privileges requested by the applicant, and, if necessary, a request that the application be deferred for further investigation.
- (g) The Committee shall perform any other duties prescribed by the Medical Advisory Committee.

15.6 *Medical Care Committee Duties*

- (a) The Medical Audit and Tissue Committee shall:
 - Develop a continuous quality improvement process which includes mechanisms to:
 - (i) monitor trends and activities;
 - (ii) identify potential problems; and
 - (iii) develop action plans and provide follow-up.
- (b) Report to the Medical Advisory Committee and to the Patient Care, Quality and Risk Management Committees of the Hospital.
- (c) Recommend procedures to the Medical Advisory Committee to assure that an ongoing peer review process is established for assessment of the quality of Patient care as follows:
 - (i) study, record, analyze, and consider the agreement or disagreement between diagnosis reports on tissues removed from the patients in the Hospital or post-mortem reports;
 - (ii) review or cause to be reviewed regularly medical records;
 - (iii) report in writing to each regular meeting of the Medical Advisory Committee and to the appropriate Chief of Department or Chief of Service;
 - (iv) assure a review of all Hospital deaths to assess the quality of care that has been provided;

- (v) identify the continuing clinical educational needs of the Professional Staff and assure that actions are taken on the recommendations of the Committee; and
- (vi) assure that department medical audits are undertaken as necessary.
- (d) Periodically analyze a summary of medication errors and their causative factors and make appropriate recommendations regarding prevention to the medical, nursing, and/or pharmacy staff.
- (e) Develop an adverse drug reaction reporting programme, review all reports and ensure that a summary is circulated to medical and nursing staff when the need arises.
- (f) Perform such further duties as the Medical Advisory Committee may direct concerning the quality and quantity of professional work being performed in any department of the Professional Staff of the Hospital.

ARTICLE 16 – DENTAL STAFF

16.1 *Appointment*

The Board, on the advice of the Medical Advisory Committee, may grant temporary privileges to one or more dentists who are registered with and members in good standing of the Royal Colleges of Dental Surgeons of Ontario, to provide dental services to Patients in the Hospital.

ARTICLE 17 – PROFESSIONAL STAFF RULES

17.1 *Professional Staff Rules*

- (a) The Board shall require that appropriate clinical and general rules respecting the Professional Staff as may be necessary in the circumstances be formulated and that they be submitted to the Board for its approval.
- (b) The Board may modify or revoke one or more Professional Staff rules.
- (c) The Medical Advisory Committee may make recommendations to the Board for the establishment of one or more Professional Staff rules to be applicable to a group or category of the Professional Staff or other professionals or to a Medical Department.
- (d) The Medical Advisory Committee shall ensure that prior to making any recommendations to the Board in respect to a rule, the members of the Active Professional Staff, or a specific Medical Department when appropriate, will have an opportunity to comment on the proposed recommendation regarding a rule.

- (e) The President of the Professional Staff shall ensure that the Board is informed when the majority vote of the Professional Staff at any properly constituted meeting of the Professional Staff, is opposed to a rule or rule change proposed by the Medical Advisory Committee.

ARTICLE 19 – AMENDMENTS TO BY-LAWS

19.1 *Amendments to By-law*

The Board may pass or amend the By-laws of the Corporation from time to time.

- (a) Notice of motion to pass a new By-law or to amend this or any other By-law shall be given in the notice calling the meeting of the Board at which it is intended to present the By-law or amendment.
- (b) The Medical Advisory Committee shall be provided an opportunity to consider and make recommendations to the Board on any proposed amendments to the Professional Staff By-laws prior to consideration by the Board of the proposed amendment.
- (c) A By-law or an amendment passed by the Board is effective only until the next annual meeting of the Members unless in the meantime it is confirmed at a meeting of the Members called for that purpose.
- (d) The notice calling the meeting of the Members shall make clear reference to the By-law or the amendment, as the case may be, that will be placed before the Members for confirmation at the meeting.
- (e) The Members at the meeting of the Members may confirm, reject, amend or otherwise deal with any By-law or amendment passed by the Board and submitted to the meeting for confirmation.
- (f) Any amendment to the portion of the By-laws relating to an action by the Corporation requiring approval by way of Special Resolution is not effective until it has been confirmed by at least two-thirds (2/3) of the votes cast at a general meeting of Members duly called for considering it.
- (g) In any case of rejection, amendment, or refusal to approve the By-laws or part of the By-laws in force and effect in accordance with any part of this section, no act done or right acquired under any such By-laws is prejudicially affected by any such rejection, amendment or refusal to approval.

The By-law or the amendment if not so confirmed by the Corporation ceases to have effect from the date of the annual or special meeting and in that case no new By-law or amendment of the same or like substance has any effect until it is first confirmed at a meeting of the Members.

19.2 *Amendments to Professional Staff By-law*

Prior to submitting the Professional Staff part of the By-law to the process established in 9.1 the following Procedures shall be followed:

- (a) a notice shall be sent to all members of the Professional Staff advising them of the proposed amendments to the Professional Staff part of the By-law not less than thirty (30) days in advance of the matter being considered by the Board;
- (b) a copy of the proposed Professional Staff part of the By-law or amendments thereto shall be posted in the Professional Staff room and shall be made available on request not less than fourteen (14) days in advance of the matter being considered by the Board;
- (c) the Professional Staff shall be afforded an opportunity to comment on the proposed Professional Staff part of the By-law or amendment thereto; and
- (d) the Medical Advisory Committee shall make recommendations to the Board, concerning the proposed Professional Staff part of the By-law or amendment thereto.

SCHEDULE A – PROCEDURE REGARDING REAPPOINTMENTS, REQUESTS FOR CHANGES IN PRIVILEGES AND MID-TERM ACTIONS

Preamble

This schedule outlined the procedures to be followed in three different circumstances. Section 1 deals with Reappointment and Requests for Changes in Privileges. Section 2 outlines the procedure when there is an immediate need to suspend Privileges mid-term in an emergency situation. Section 3 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 Hospital Act* (Ontario) are completed.

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

1. 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 recommendations to the Board.
- (c) Where the Medical Advisory Committee makes a recommendation to the Board, it should provide notice to the member in accordance with Article 9.9 (e) of these By-laws.
- (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 at section 1 (c) above.
- (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 established 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 (Ontario).
- (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 4 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 section 1 (c) and section 1(d), shall advise the applicant or member that he or she is entitled to receive written reasons for the recommendation, wherein a request by the applicant or member is received by the secretary of the Medical Advisory Committee within seven (7) days from receipt by the applicant or member of the Medical Advisory Committee’s recommendation and further that 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 (7) 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 5 for “the Board Hearing” are to be followed.

2. Immediate Mid-Term Action In An Emergency Situation

- (a) The definition of mid-term action in an emergency situation is outlined in Article 9:15 of this By-law.
- (b) 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.

- (c) In addition to the steps outlined in Article 3, the Chief of Staff will immediately notify the member, the Medical Advisory Committee, the Chief Executive Officer, and the Board of their decision to suspend the member's Privileges.
- (d) Arrangement will be made by the Chief of Staff for the assignment of a substitute to care for the patients of the suspended member.
- (e) Within twenty-four (24) hours of suspension, the individual who suspended the member will provide the Medical Advisory Committee, the Chief Executive Officer with written reasons for the suspension and copies of any relevant documents or records.
- (f) Upon receipt of the written reasons for suspension as described above, the Medical Advisory Committee will set a date for the Special Meeting of the Medical Advisory Committee to be held within five (5) days from the date of suspension to review the suspension and to make recommendations to the Board.
- (g) The Special Meeting of the Medical Advisory Committee shall be conducted further to the procedures set out below at Section 4 for Special Meetings of the Medical Advisory Committee.
- (h) The member may request and the Medical Advisory Committee may grant the postponement of the Special Medical Advisory Committee meeting to a fixed date.
- (i) The Medical Advisory Committee, when providing notice to the applicant or member, shall advise the applicant or member that he or she is entitled to receive written reasons for the recommendation wherein a request by the applicant or member is received by the secretary of the Medical Advisory Committee within seven (7) 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 (7) 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 5 for “the Board Hearing” are to be followed.

3. Non-Immediate Mid-Term Action

- (a) The definition of a non-immediate mid-term action is outlined in Article 9:15 of these By-laws.
- (b) Procedure for a non-immediate mid-term action shall include information provided to the Chief Executive Officer 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 Chief Executive Officer and/or Chief of Staff.
- (c) Where either of the Chief Executive Officer or the Chief of Staff receives information about the conduct, performance or competence of a member, that person will provide a copy of the documentation to the other two.
- (d) Upon receipt of information above, an interview will be arranged by the Chief of Staff 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.
- (e) A written record will be maintained reflecting the substance of the aforementioned interview and copies will be sent to the member, the Chief Executive Officer and the Chief of Staff.
- (f) 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.
- (g) Following an interview as set out above, or where the member fails or declines to participate in an interview, the Chief of Staff or the Chief Executive Officer will determine whether further investigation of the matter is necessary.
- (h) If further investigation is to be undertaken, the investigation may be assigned to an individual(s) within the Hospital, the Medical Advisory Committee, a body within the Hospital other than the Medical Advisory Committee or an external consultant.
- (i) Upon the completion of the investigation contemplated by section 3(g) above, the individual or body who conducted the investigation will forward a written report to the Chief Executive Officer and to the Chief of Staff. The member will be provided with a copy of the written report.
- (j) The Chief of Staff, Chief of Department and Chief Executive Officer, upon further review of the matter and any report received, will determine whether further action may be required.

- (k) 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.
- (l) 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.
- (m) 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.
- (n) Where the Medical Advisory Committee considers the matter at a Special Meeting, then the procedures set out below at Section 4 for the Special Meeting of the Medical Advisory Committee are to be followed.
- (o) Following a Special Meeting, 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 Board where a written request is received by the Board and the Medical Advisory Committee from the member within seven (7) days of the receipt by the member of the Medical Advisory Committee's recommendation and written reasons.
- (p) 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.
- (q) Where the applicant or member does not require a Hearing by the Board, the Board may implement the recommendation of the Medical Advisory Committee.
- (r) 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 5, Board Hearings.

4. **Special Meetings Of The Medical Advisory Committee**

- (a) 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:
 - (i) The Medical Advisory Committee will give the applicant or member written notice of the Special Meeting, such notice to include:
 - (A) the time and place of the meeting;
 - (B) the purpose of the meeting;
 - (C) 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;
 - (D) 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;
 - (E) 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; and
 - (F) a statement that, in the absence of the applicant or member, the meeting may proceed.
 - (ii) 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 Credentials Committee pursuant to the performance of their duties.
 - (iii) At the Special Meeting, a record of the proceedings will be kept in the Minutes of the Medical Advisory Committee.
 - (iv) 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.
 - (v) 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.

- (vi) 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.

5. Board Hearings

- (a) In the event that a Board Hearing is required pursuant to this schedule, such Board Hearing will be conducted further to the following procedures:
 - (i) The Board will name a place and time for the Hearing.
 - (ii) The Board Hearing will be held within thirty (30) 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 by the parties.
 - (iii) 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 (7) days before the Hearing date.
 - (iv) The notice of the Board Hearing will include:
 - (A) the place and time of the Hearing;
 - (B) the purpose of the Hearing;
 - (C) a statement that the applicant or member and Medical Advisory Committee will be afforded an opportunity to examine prior to the Hearing 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;
 - (D) 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;
 - (E) a statement that the time for the Hearing may be extended by the Board; and

- (F) a statement that if the applicant or member does not attend the Hearing, the Board may proceed in the absence of the applicant or member and the applicant or member will not be entitled to any further notice in respect of the Hearing.
- (b) The parties to the Board Hearing are the applicant or member, the Medical Advisory Committee and such other persons as the Board may specify.
- (c) As soon as possible, and at least five (5) 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.
- (d) 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.
- (e) The Board will consider the reasons for the Medical Advisory Committee that have 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.
- (f) 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.
- (g) The Board will make a decision to either follow or not follow the recommendation of the Medical Advisory Committee.
- (h) 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 (15) days of the conclusion of the Hearing.