

**THE RED LAKE MARGARET COCHENOUR
MEMORIAL HOSPITAL CORPORATION**

BY-LAWS

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PART I - PREAMBLE

Whereas it is the intent of The Red Lake Margaret Cochenour Memorial Hospital to serve the Community, and whereas the mission of The Red Lake Margaret Cochenour Memorial Hospital's focus is:

On primary and secondary Health Care.
We support and promote preventative Health Care.
We are a regionally integrated health care facility.

Red Lake Margaret Cochenour Memorial Hospital's vision is to ensure excellent and appropriate health care by highly skilled and competent professionals in the programs we deliver or facilitate.

NOW THEREFORE BE IT ENACTED and it is hereby enacted that By-law No. 1 of the Corporation heretofore enacted be cancelled and revoked and that the following By-law No. 1 be substituted in lieu thereof.

PART II - INTERPRETATION

1. DEFINITIONS

In this By-law and all other By-laws of the Corporation, the following words and phrases shall have the following meanings, respectively:

- (a) **"Admitting Privileges"** means the privileges granted to members of the medical staff related to the admission of in-patients, registration of out-patients, and the diagnosis, assessment and treatment of in-patients and out-patients in the Hospital;
- (b) **"Board"** means the governing body of The Red Lake Margaret Cochenour Memorial Hospital;
- (c) **"Chief Executive Officer"** means the person who has for the time being the direct and actual superintendence and charge of the Hospital;
- (d) **"Chief of Staff"** means the Chief of Medical Staff appointed by the Board;
- (e) **"Chief Nursing Executive"** means the senior employee, responsible to the Chief Executive Officer for the nursing functions in the Hospital;
- (f) **"Corporation"** means The Red Lake Margaret Cochenour Memorial Hospital Corporation with the Head Office at Highway 105, Red Lake, Ontario;

- (g) **"Ex officio"** means membership "by virtue of the office" and includes all rights and responsibilities, except the right to vote unless otherwise specified;
- (h) **"Governor"** means a member of the Board;
- (i) **"Hospital"** means The Red Lake Margaret Cochenour Memorial Hospital;
- (j) **"Member"** means member of The Red Lake Margaret Cochenour Memorial Hospital Corporation;
- (k) **"Nurse"** means a member of the College of Nurses of Ontario who is a holder of a current certificate of competence issued in Ontario and who is a nurse who is an employee of the Hospital;
- (l) **"Patient"** means, unless otherwise specified, any in-patient or out-patient of the Hospital;
- (m) **"Supervisor"** means a physician who is assigned the responsibility to oversee the work of another physician.
- (n) **"Officers"** means the officers of the Corporation set out in section 20(7)

2. INTERPRETATION

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

- (a) All terms which are contained in this By-law and which are defined in the *Corporations Act* or the *Public Hospitals Act* shall have the meanings given to such terms in the *Corporations Act* or the *Public Hospitals Act*.
- (b) The use of the singular number shall include the plural and vice versa and the use of any gender shall include the masculine, feminine and neuter genders.
- (c) The headings used in the By-law are inserted for reference purposes only and are not to be considered or taken into account in construing the terms or provisions thereof or to be deemed in any way to clarify, modify or explain the effect of any such terms or provisions.
- (d) Any references 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.

PART III - CORPORATION

3. MEMBERS OF THE CORPORATION

(1) A person shall only be admitted to the categories of membership in the Corporation set out below following a resolution of acceptance by the Board:

- (a) Annual membership (individual); and
- (b) Honorary membership

(2) Annual Membership - Individual

- (a) Subject to clause 3(2)(b), a person is eligible to be an annual member where he or she pays to the Corporation the annual membership fee of an amount to be determined from time to time by resolution of the Board.
- (b) At the time of the payment of the fee in clause 3(2)(a), the person must,
 - (i) have been a resident of the municipality of Red Lake, the township of Ear Falls, or the Associated Unorganized Territories, for a continuous period of at least three (3) months immediately prior thereto, or
 - (ii) be employed or carry on business in the said municipality, county, region or township.
- (c) Any annual membership in the Corporation shall be effective only from (April 1) in one year to (March 31) in the following year.
- (d) A person's annual membership in the Corporation is automatically terminated in the event that the person ceases to be a resident of, or ceases to be employed or to carry on business in the said municipality, county, region or township.
- (e) A member shall not be entitled to vote at any meetings of the Corporation unless the membership fee was paid in full at least sixty (60) days prior to the date of the meeting.
- (f) The Governors from time to time are ex-officio members of the corporation with a vote.

(3) **Honorary Membership**

- (a) Honorary members shall not be subject to any fees whatsoever.
 - (b) The length of time that an honorary membership is effective shall be determined from time to time by resolution of the Board.
 - (c) Honorary members shall not be eligible to vote.
- (4) Any member may resign his or her membership in the Corporation by resignation in writing.

4. ANNUAL MEETING OF THE CORPORATION

Notice of the annual meeting of the Corporation shall be given by one of the following methods:

- (a) to each member by prepaid mail at least ten (10) days in advance of the meeting by sending it to the last address as shown on the records of the Corporation; or
- (b) by publication at least once a week for two (2) successive weeks next preceding the meeting in a newspaper or newspapers circulated in the municipality or municipalities in which members of the Corporation reside as shown by their addresses on the records of the Corporation.

5. BUSINESS

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

- (a) reading the:
 - (i) minutes of the previous meeting;
 - (ii) report of the Board including the audited financial statement;
 - (iii) report of the unfinished business from any previous meeting of the Corporation;
 - (iv) report of the Chief Executive Officer;
 - (v) report of the Auditor;
- (b) report of the Medical Advisory Committee;
- (c) report of the volunteer association(s);
- (d) report of the foundation;

- (e) such other business as shall be approved by the Board;
- (f) election of the Governors;
- (g) appointment of an Auditor to hold office until the next annual meeting

6. SPECIAL MEETINGS OF THE CORPORATION

- (1) The Board or Chair may call a special meeting of the Corporation.
- (2) The Governors shall call a special meeting of the Corporation if not less than 1/10 of the members of the Corporation entitled to vote so request in writing in accordance with the *Corporations Act*.
- (3) Notice of a special meeting shall be given in the same manner as provided in Section 4.
- (4) The notice of a special meeting shall specify the purpose or purposes for which it is called.

7. ADJOURNED MEETING

- (1) If a quorum is not present within one-half hour after the time appointed for the meeting of the Corporation, the meeting shall stand adjourned until a day to be determined by the Board, within a two (2) week timeframe.
- (2) At least three (3) days notice of the re-scheduled meeting following an adjournment shall be given by publication in a newspaper circulated in the municipality in which the Corporation is located.

8. MEETINGS OF CORPORATION - CHAIR

- (1) The meetings of the Corporation shall be Chaired by:
 - (a) the Chair;
 - (b) the Vice-Chair if the Chair is absent; or
 - (c) a member of the Corporation elected by the members present if the Chair and Vice-Chair are both absent.
- (2) The Chair shall vote only in order to break a tie except in the case of a tie in the election of Governors in which case the vote shall be decided by lot.

9. QUORUM

- (1) A quorum for the annual or special meeting of the Corporation shall be ten (10) members.

10. VOTING

- (1) Each annual member who has paid the annual membership at least sixty (60) days before the annual meeting shall be entitled to one (1) vote on each question arising at any special or annual meeting of the members.
- (2) Unless otherwise provided, all questions arising at any meetings of the members shall be decided by a majority of votes by a show of hands, and in the case of an equality of votes the chair of the meeting shall, subject to Section 8 (2), cast the deciding vote.
- (3) In the event that there are two (2) or more nominations for election as a Governor, then the voting will be by ballot. In such case, the member receiving the greatest number of votes shall be elected for the longest term to be filled; the member receiving the next greatest number of votes shall be elected for the next longest term, to be filled in decreasing order. In the event of an equality of votes, the chair of the meeting shall have a casting vote.

11. FISCAL YEAR

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

PART IV - BOARD

12. NOMINATIONS FOR ELECTION OF GOVERNORS

Subject to section 13 and all other provisions of this By-law, nominations for election as Governor at the annual meeting of the Corporation may be made only by:

- (a) Governance Committee of the Board; or
- (b) members of the Corporation provided that each nomination by members;
 - (i) is in writing and signed by at least five (5) members in good standing; and
 - (ii) is accompanied by a written declaration signed by the nominee that he or she will serve as a Governor in accordance with this By-law if elected; and
 - (iii) is submitted to and received by the Secretary at least thirty (30) days before the date of the annual meeting.

13. BOARD COMPOSITION

(1) The Board shall consist of fourteen (14) members composed as follows:

ELECTED GOVERNORS

(a) Seven (7) Governors who shall be ex-officio voting Governors elected by the members for three (3) year terms which shall be staggered;

APPOINTED GOVERNORS

(b) Five (5) Governors who shall be ex-officio voting Governors as follows:

(i) One (1) representative from the Corporation of the Municipality of Red Lake recommended by the Corporation of the Municipality of Red Lake and approved by the Board;

(ii) One (1) representative from the Township of Ear Falls recommended by the Township of Ear Falls and approved by the Board;

(iii) One (1) representative from among the native population appointed through a process to be determined and approved by the Board;

(iv) One (1) representative from the Hospital Auxiliary recommended by the Hospital Auxiliary and approved by the Board;

(v) One (1) representative from the Hospital Foundation recommended by the Hospital Foundation and approved by the Board.

OFFICIALS OF THE MEDICAL STAFF

(c) The following two (2) officials of the medical staff as prescribed by the *Public Hospitals Act*:

(i) the President of the Medical Staff; and

(ii) the Chief of Staff.

QUALIFICATIONS

(2) (a) No member of the medical staff of the Hospital shall be eligible for election or appointment to the Board except as where otherwise provided in this By-law.

- (b) No employee of the Hospital shall be eligible for election or appointment to the Board.
 - (c) No spouse, child, parent, brother or sister of any person included in (a) or (b) above, nor the spouse of any such child, parent, brother or sister shall be eligible for election or appointment to the Board, unless otherwise determined by the Board.
- (3)
- (a) No person may be elected or appointed a Governor before reaching eighteen (18) years of age.
 - (b) Except for the President of the Medical Staff and the Chief of Staff, no person may be elected or appointed a Governor for more terms than will constitute nine (9) consecutive years of service. However following a break in the continuous service of at least one (1) year the same person may be re-elected or re-appointed a Governor.
- (4) A person who is not a member of the Corporation may, with his or her consent in writing, be a Governor.

14. VACANCY

If a vacancy occurs for any reason among the elected Governors, such vacancy may be filled by an eligible person elected by the Board to serve for the balance of the unexpired portion of the term.

15. RESPONSIBILITIES OF THE BOARD

- (1) The Board shall govern and oversee the management of the affairs of the Corporation and may exercise all such powers and do all such acts and things as the Corporation is by its charter or otherwise, authorized to exercise and do.
- (2) Every Governor and officer of the Corporation in exercising their powers and discharging their 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 person of their knowledge and skill would exercise in comparable circumstances.

16. PUBLIC RELATIONS

The Chair of the Board is responsible for Board communication and may delegate authority to one or more Governors, Officers or employees of the Corporation to make statements to the news media or public about matters brought before the Board. No person shall make any statements to the media or

the public about matters brought before the Board unless authorized by the Chair.

17. CONFLICT OF INTEREST

- (1) Any Governor who has an interest directly or indirectly in a proposed contract or transaction or in a contract or transaction with the Hospital shall declare his or her interest in the contract or transaction at a meeting of the Governors.
- (2) In the case of a proposed contract or transaction, the Governor shall declare his or her interest at the meeting of the Board at which the question of entering into the contract or transaction is first taken into consideration or if he or she is not present at such meeting, then at the first Board meeting held thereafter. If the Governor is not at the date of that meeting interested in the proposed contract or transaction, he or she shall make the declaration at the first Board meeting which is held after he or she became interested in the proposed contract or transaction. In the case where the Governor becomes interested in a contract or transaction after it is made, the Governor shall declare his or her interest at the first Board meeting held after he or she becomes so interested.
- (3) Governors and their families shall not enter into any proposed contract or transaction or contract or transaction with the Hospital, except:
 - (a) On a competitive bid basis or other basis in writing, and
 - (b) where the Governor has declared any interest therein, and where he or she has absented himself or herself from the meeting and where he or she has refrained from voting thereon.
- (4) Governors shall not vote on any matter in which they have a direct or indirect financial interest and shall declare the details of such interest prior to the discussion and vote on such matter.
- (5) Any Governor who has declared an interest in any proposed contract or transaction or contract or transaction or other financial interest with the Hospital which is being discussed, shall absent himself or herself during the discussion of and vote upon the matter and the event shall be recorded in the minutes.

18. CONFIDENTIALITY

Every Governor, Officer, member of the medical staff and employee of the Corporation shall respect the confidentiality of matters brought before the Board or before any committee or any matter dealt with in the course of the employee's employment or the medical staff member's activities in the Hospital. ("Officers" means the officers of the Corporation set out in Section 20(7)).

19. INDEMNIFICATION

Every Governor or Officer of the Corporation and every member of a committee, and his or her heirs, executors and administrators, and estate and effects, respectively, shall from time to time and at all times, be indemnified and saved harmless out of the funds of the Hospital, from and against:

- (a) all costs, charges and expenses whatsoever which such Governor, Officer or committee member sustains or incurs in or about any action, suit or proceeding for damages or otherwise which is brought, commenced or prosecuted against him or her, for or in respect of any act, deed, matter or thing whatsoever, made, done or permitted by him or her, in or about the execution or intended execution in good faith of the duties of his or her office; and
- (b) all other costs, charges and expenses that he or she sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by his or her own wilful neglect or default. ("Officers" means the officers of the Corporation set out in Section 20(7).

20. OFFICERS

- (1) The Governors shall elect a President from among themselves at the meeting immediately following each annual meeting of the Corporation.
- (2) The President shall preside as the Chair of the Board and is herein referred to as the "Chair".
- (3) The Board shall elect from among themselves a Vice-President, who shall preside as the Vice-Chairman of the Board, herein referred to as the "Vice-Chair".
- (4) No Governor may serve as Chair or Vice-Chair, for more than three (3) consecutive years in one office, provided however that following a break in the continuous service of at least one (1) year the same person may be re-elected to any office.
- (5) The Chief of Staff and President of the medical staff are ineligible for election as Chair or appointment as Vice-Chair.
- (6) The Chief Executive Officer shall be appointed Secretary but shall not be a Governor, and shall not be entitled to vote at board meetings.
- (7) The following shall be Officers of the Corporation:
 - (a) the Chair;

- (b) the Vice-Chair; and
 - (c) the Secretary.
- (8) The Officers of the Corporation shall be responsible for the duties set forth in the By-laws and they are not necessarily required to perform such duties personally, but they may delegate to others the performance of any or all such duties.
- (9) Any Officer of the Corporation shall cease to hold office upon resolution of the Board.

21. DUTIES OF THE CHAIR

The Chair shall, when present, preside at all meetings of the members and the Board and represent the Corporation and the Board as may be required or appropriate and shall have such other powers and duties as the Board may specify.

22. DUTIES OF THE VICE-CHAIR

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

23. DUTIES OF THE SECRETARY

The Secretary shall carry out the duties of the secretary of the Corporation generally and shall cause a recording secretary to attend all meetings of the members, Board, Executive Committee and other committees to act as a clerk thereof and to record all votes and minutes of all proceedings in the books to be kept for that purpose. The Secretary shall give or cause to be given notice of all meetings of the members and Board and shall perform such other duties as may be prescribed by the By-laws or the Board.

24. REGULAR MEETINGS OF THE BOARD AND NOTICE

- (1) The Board shall meet on the time and day as the Board may from time to time determine by resolution.
- (2) The Secretary shall give notice of the meeting to the Governors 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 Governor at least twenty-four (24) hours in advance of the meeting or shall be mailed to each Governor at least five (5) days in advance of the meeting.
- (3) There shall be at least nine (9) regular meetings of the Board per annum.

- (4) A meeting of the Board may be held without notice, immediately following the annual meeting of the Corporation.

25. SPECIAL MEETINGS OF THE BOARD AND NOTICE

- (1) The Chair may call special meetings of the Board.
- (2) The Secretary shall call a special meeting of the Board if three (3) Governors so request in writing.
- (3) 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.

26. BOARD MEETINGS - CHAIR

Board meetings shall be chaired by:

- (a) the Chair;
- (b) the Vice-Chair if the Chair is absent; or
- (c) a Governor elected by the Governors present if the Chair and Vice-Chair are both absent.

27. PROCEDURES FOR BOARD MEETINGS

- (1) The declaration of the Secretary or Chair that notice has been given pursuant to the By-laws, shall be sufficient and conclusive evidence of the giving of such notice.
- (2) No error or omission in giving notice for a meeting of Governors shall invalidate such meeting or invalidate or make void any proceedings taken or had at such meeting and any Governor may at any time waive notice of any such meeting and may ratify and approve any or all proceedings taken or had thereat.
- (3) Guests may attend meetings of the Board upon:
 - (a) invitation by the Chair of the meeting through the Chief Executive Officer;
 - (b) invitation by the Chief Executive Officer with the approval of the Chair of the meeting, or
 - (c) resolution of the Board.

- (4) Regular meetings of the Board shall be open to the public, except in specified circumstances such as those involving public security, criminal or civil proceedings, personnel matters or property acquisitions.
- (5) Minutes shall be kept for all meetings of the Board.
- (6) Business arising at any meeting of the Board shall be decided by a majority of votes, provided that:
 - (a) except as provided by clause (b) votes shall be taken in the usual way by a show of hands.
 - (i) The Chair shall not have a vote.
 - (ii) If there is an equality of votes, the Chair shall vote in order to break the tie.
 - (b) votes shall be taken by written ballot if so demanded by any voting member present.
 - (i) The Chair shall have a vote.
 - (ii) If there is an equality of votes, the motion is lost.
 - (c) a declaration by the Chair that a resolution, vote or motion has been carried and an entry to that effect in the minutes shall be admissible in evidence as prima facie proof of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution, vote or motion.

28. **QUORUM**

A quorum for any meeting of the Board shall be a majority (50%+1) of the Governors.

29. **RULES OF ORDER**

Any questions of procedure at or for any meetings of the Corporation, of the Board, of the medical staff, or of any committee, which have not been provided for in this By-law or by the *Corporations Act* or by the *Public Hospitals Act* or Regulations thereunder, or the Medical Staff Rules, shall be determined by the Chair in accordance with Bourinot's Rules of Order, Sir John George Bourinot, 4th Edition.

30. **COMMITTEES OF THE BOARD**

- (1) **Committees.** The Board shall appoint an Executive Committee, Fiscal Advisory Committee, Audit Committee and a Governance Committee and

may appoint other Committees whose members will hold their offices at the will of the Board. The members of any Committee (other than an Executive Committee) need not be Governors of the Corporation. The Board shall determine the duties of such Committees. The Committees of the Board shall be:

- (a) Standing Committees, being those Committees whose duties are normally continuous,
 - (b) Special Committees, being those Committees appointed for specific duties whose mandate shall expire with the completion of the tasks assigned.
- (2) **Functions, Duties Responsibilities and Powers of Committees.** The functions, duties, responsibilities and mandate of Committees shall be provided in the resolution of the Board by which such Committee is established.
- (3) **Committee Members, Chair.** Unless otherwise provided by By-law or by Board resolution, the Board shall, on recommendation of the Chair appoint the members of the Committee, Chair of the Committee and, if desirable, the Vice-chair thereof. Each chair of a Standing Committees shall be a Member of the Board. The Board may appoint members who are not Governors to all Committees of the Board except the Executive Committee and those persons shall not be entitled to vote unless the Board otherwise provides.
- Subject to Section 31, no decision of a Committee shall be binding on the Board until approved or ratified by the Board.
- (4) **Committees Required by *Public Hospitals Act*.** The Board shall ensure that the Corporation establishes such Committees and undertakes such programmes as are required pursuant to the *Public Hospitals Act*.
- (5) **Procedures at Committee Meetings.** 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.
- (6) **Governance Committee.** Unless otherwise determined by the Board, the Governance Committee shall consist of the Chair or Vice Chair, two (2) Governors, two (2) Members and the Chief Executive Officer.
- (7) **Chair, *Ex Officio* Committee Member.** The Chair of the Board where not otherwise elected shall be an *ex officio* member of all Committees of the Board and shall have the right to vote but may not be counted for purposes of quorum.

- (8) **Chief Executive Officer, *Ex Officio* Member Committee.** The Chief Executive Officer or his/her delegate, except as herein stated, shall be an *ex officio* member of all Committees of the Board without the right to vote but may not be counted for purposes of quorum.

31. EXECUTIVE COMMITTEE

The Board may elect an Executive Committee consisting of not fewer than three (3) Governors and may delegate to the Executive Committee any powers of the Board, subject to such restrictions, as may be imposed by the Board by resolution. The Executive Committee shall fix its quorum at not less than a majority of its members. Any Executive Committee member shall be removed by a majority vote of the Board.

32. FISCAL ADVISORY COMMITTEE

- (1) Pursuant to the Hospital Management Regulation, the Board shall establish a Fiscal Advisory Committee which shall consist of:
- (a) the Chief Executive Officer;
 - (b) the Chief Nursing Executive;
 - (c) at least one person representing staff nurses elected or appointed pursuant to a process approved by the Board;
 - (d) at least one person representing the Medical Staff elected or appointed pursuant to a process approved by the Board;
 - (e) such other persons appointed by the Board or elected pursuant to processes approved by the Board, from time to time, such persons to be elected or appointed for terms as determined by the Board.
- (2) The Fiscal Advisory Committee shall be chaired by the Chief Executive Officer or his or her designate.
- (3) The Fiscal Advisory Committee shall make recommendations to the Board with respect to the operation, use and staffing of the Hospital.
- (4) The Fiscal Advisory Committee shall report to the Board on those matters and at those times requested by the Board.

33. CHIEF EXECUTIVE OFFICER

- (1) The Chief Executive Officer shall be appointed by the Board in accordance with its approved selection process.

- (2) The Board may at any time revoke or suspend the appointment of the Chief Executive Officer.

34. DUTIES OF THE CHIEF EXECUTIVE OFFICER

The Chief Executive Officer shall be the administrator of the hospital for the purposes of the *Public Hospitals Act*. Subject to the authority of the Board, the Chief Executive Officer shall be responsible for the management of the affairs of the Corporation and shall ensure that all orders and resolutions of the Board are carried out. The Chief Executive Officer shall appoint the Chief Nursing Officer in accordance with a procedure determined by the Chief Executive Officer.

35. RETENTION OF WRITTEN STATEMENTS

The Chief Executive Officer shall cause to be retained for at least twenty-five (25) years, all written statements made in respect of the destruction of medical records, notes, charts and other material relating to patient care and photographs thereof.

36. BONDING – FIDELITY INSURANCE

- (1) Governors, Officers and employees as the Board may designate shall secure from a guarantee company a bond of fidelity of an amount approved by the Board.
- (2) The requirements of subsection (1) may be met by an alternative form of employee fidelity insurance such as, but not limited to, a blanket position bond, a commercial blanket bond, or a comprehensive dishonesty, disappearance and destruction policy, at the discretion of the Board.
- (3) The Corporation shall pay the expenses of any fidelity bond of policy secured under this section.

37. SIGNING OFFICERS

The Chair or Vice-Chair and the Secretary/Chief Executive Officer or designate jointly shall sign on behalf of the Corporation and affix the Corporate Seal to all contracts, agreements, conveyances, mortgages, or other documents, as may be required by law or as authorized by the Board.

38. SEAL

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

39. INVESTMENTS

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

40. AUDITOR

- (1) The Corporation shall at its annual meeting appoint an Auditor who shall not be a member of the Board or an Officer or employee of the Corporation or a partner or employee of any such person, and who is duly licensed under the ***Public Accountancy Act***, to hold office until the next annual meeting of the Corporation.
- (2) The Auditor shall have all the rights and privileges as set out in the ***Corporations Act of Ontario*** and shall perform the audit function as prescribed therein.
- (3) In addition to making the report at the annual meeting of the Corporation, the Auditor shall from time to time report to the Board on the audit work with any necessary recommendations.

PART V - MEDICAL STAFF

41. PURPOSE OF THE MEDICAL STAFF ORGANIZATION

The purposes of the medical staff organization, in addition to fulfilling the responsibilities established by the laws of Ontario and this By-law, are:

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

42. APPOINTMENT

- (1) The Board shall appoint annually a medical staff for the Hospital.
- (2) Notwithstanding the other requirements of this By-law, a person who is not a physician may be honoured by appointment to the honorary staff.

43. APPLICATION FOR APPOINTMENT TO THE MEDICAL STAFF

- (1) An application for appointment to the medical staff shall be processed in accordance with the provisions of the *Public Hospitals Act*, and in accordance with the Regulations thereunder and this By-law.
- (2) On request, the Chief Executive Officer shall supply a copy of the By-laws, the rules of the Hospital and the *Public Hospitals Act* and the Regulations

thereunder to each physician who expresses in writing the intention to apply for appointment to the medical staff.

- (3) An applicant for appointment to the medical staff shall submit one (1) original written application to the Chief Executive Officer.
- (4) Each application shall contain:
 - (a) a statement by the applicant that he or she has read the *Public Hospitals Act* and the Hospital Management Regulation thereunder, and the By-laws and rules of the Hospital;
 - (b) an undertaking that, if he or she is appointed to the medical staff of the Hospital, he or she will govern himself or herself in accordance with the requirements set out in the Public Hospitals Act and the regulations thereunder, By-laws, rules and policies of the Hospital and any medical staff code of conduct established by the MAC and approved by the Board.
 - (c) evidence of medical practice protection coverage satisfactory to the Board;
 - (d) a list of the privileges which are requested;
 - (e) an up-to-date curriculum vitae;
 - (f) a list of three (3) appropriate referees;
 - (g) disclosure of any conviction for a criminal offence for which a pardon has not been granted;
 - (h) information of any pending disciplinary proceeding or any previous disciplinary proceeding where there was an adverse finding;
 - (i) disclosure of any pending civil lawsuit alleging negligence or battery;
 - (j) information of any civil suit where there was a finding of negligence or battery or a payment made by way of settlement;
 - (k) a signed consent authorizing any medical regulatory body, hospital or referee to provide a report on:
 - (i) any action taken by its disciplinary or fitness to practice committee; and
 - (ii) whether his or her privileges have been voluntarily restricted or curtailed or cancelled by any medical regulatory body or

by another hospital because of incompetence, negligence, incapacity or any act of professional misconduct; and

- (l) a signed consent authorizing the administrator and senior medical authorities of any institutions where the applicant has held medical staff or training appointments, as identified in such consent, to release such information as might be required to permit the MAC to consider the applicant's suitability for Medical Staff membership;
 - (m) information regarding the applicant's health, including any impairments, medical conditions, diseases or illnesses that the applicant believes may impact on the applicant's ability to practice which results in an increased risk to his patients;
 - (n) a current certificate of Professional Conduct from the College of Physicians and Surgeons of Ontario and consent to the release of information from the Registrar of the College.
- (5) Each applicant shall visit the Hospital for an interview with the Chief of Staff and the Chief Executive Officer unless the Chief of Staff and the Chief Executive Officer agree that an interview is not needed.
 - (6) The Chief Executive Officer shall retain a copy of the application and shall refer the original application immediately to the Medical Advisory Committee through its Chair who shall keep a record of each application received.
 - (7) Each application shall be considered by the Medical Advisory Committee which shall make a recommendation thereon in writing to the Board within sixty (60) days from the date of application.
 - (8) Despite subsection (7), the Medical Advisory Committee may make its recommendation later than sixty (60) days after the date of the application if, prior to the expiry of the sixty (60) day period, it indicates in writing to the board and the applicant that a final review cannot yet be made and gives written reasons therefore.
 - (9) The Hospital and Medical Advisory Committee shall deal with the application in accordance with the *Public Hospitals Act* and the procedure set out in this By-law.

44. CRITERIA FOR APPOINTMENT OF MEMBERS OF THE MEDICAL STAFF

- (1) Only an applicant qualified to practice medicine and who holds a current, valid certificate of Registration with the College of Physicians and Surgeons of Ontario is eligible to be a member of and appointed to the medical staff of the Hospital except as otherwise provided for in this By-law.

- (2) The applicant will have:
 - (a) a certificate of registration with the College of Physicians and Surgeons of Ontario;
 - (b) a current certificate of Professional Conduct from the College of Physicians and Surgeons of Ontario;
 - (c) a demonstrated ability to provide patient care at an appropriate level of quality and efficiency;
 - (d) a demonstrated ability to communicate, work with and relate to all members of the medical and Hospital staff in a co-operative and professional manner;
 - (e) a demonstrated ability to communicate and relate appropriately with patients and patients' relatives;
 - (f) a willingness to participate in the discharge of staff obligations appropriate to membership group;
 - (g) a report on, among other things, the experience, competence and reputation of the applicant from the Chief of Staff, Chief of Department, or other such persons as appropriate to contact, in the hospitals in which the applicant trained or held an appointment;
 - (h) in the case of a certified specialist, a report from the Chief of Department in which training was completed, and/or a report from the Chief of the Department in which he or she last practised;
 - (i) evidence of medical practice protection coverage satisfactory to the Board; and
 - (j) adequate training and experience for the privileges requested.
- (3) The applicant must agree to govern himself or herself in accordance with the requirements set out in this By-law, the rules of the Hospital and the Hospital policies.
- (4) The applicant must indicate to the Credentials Committee adequate control of any significant physical or behavioural impairment that affects skill, attitude or judgment.
- (5) There is a need for the services in the community.

45. TERM

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

46. RE-APPOINTMENT

- (1) Each year the Board shall require each member of the medical staff to make written application for reappointment to the medical staff on the prescribed form to the Chief Executive Officer.
- (2) The Chief of Staff shall review and make written recommendations to the Medical Advisory Committee concerning each application for re-appointment.
- (3) The applications for re-appointment to the medical staff shall be processed in the same manner as set out in section 43.

47. CRITERIA FOR RE-APPOINTMENT TO THE MEDICAL STAFF

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

- (1) continue to meet the criteria set out in section 44.
- (2) have demonstrated an appropriate use of Hospital resources.

48. REFUSAL TO RE-APPOINT

- (1) Pursuant to the *Public Hospitals Act*, and in accordance with the Regulations thereunder, the Board may refuse to re-appoint a member of the medical staff.
- (2) Where a member has applied under section 46 for re-appointment, his or her appointment shall be deemed to continue:
 - (a) until re-appointment is granted; or
 - (b) where he or she is served with notice that the board refuses to grant the re-appointment, until the time for giving notice requiring a hearing by the Health Professions Appeal and Review Board has expired and, where a hearing is required, until the decision of the Health Professions Appeal and Review Board has become final.

49. APPLICATION FOR CHANGE OF PRIVILEGES

- (1) Where a physician wishes to change his or her privileges, the physician shall make a written application, in the prescribed form, listing the change of privileges which is requested and shall submit evidence of appropriate training and competence in respect of the privileges being requested.

- (2) An application for a change of privileges made by a member of the medical staff shall be processed in the same manner as set out in section 43.

50. MEDICAL STAFF GROUPS

The medical staff shall be divided into the following groups:

- (a) active;
- (b) associate;
- (c) courtesy;
- (d) locum tenens;
- (e) temporary;
- (f) honorary;
- (g) consulting; and
- (h) resident staff.

51. ACTIVE MEDICAL STAFF

- (1) The active medical staff shall consist of those physicians who have been appointed as active medical staff by the Board.
- (2) Except where approved by the Board, no physician with an active medical staff appointment at another hospital shall be appointed to the active medical staff.
- (3) Every physician applying for appointment to the active medical staff will be assigned to the associate medical staff for a probationary period.
- (4) Each member of the active medical staff is responsible for ensuring that medical care is provided to all patients in the Hospital.
- (5) All active medical staff members shall have admitting privileges unless otherwise specified in their appointment to the medical staff.
- (6) Active medical staff members shall be eligible to vote at medical staff meetings, to hold office and to sit on any committee of the medical staff.
- (7) Each member of the active medical staff shall:
 - (a) undertake such duties in respect of those patients classed as emergency cases as may be specified by the Chief of Staff;

- (b) attend patients, and undertake treatment and operative procedures only in accordance with the kind and degree of privileges granted by the Board; and
- (c) act as a supervisor of a member of the medical staff as and when requested by the Chief of Staff.

52. ASSOCIATE MEDICAL STAFF

- (1) Each associate medical staff member shall have admitting privileges unless otherwise specified in the appointment.
- (2) An associate medical staff member shall work for a probationary period under the supervision of an active medical staff member named by the Chief of Staff.
- (3) A supervisor shall carry out the duties in accordance with the rules of the Hospital.
- (4) After one (1) year the appointment of a physician to the associate medical staff shall be reviewed by the Medical Advisory Committee.
- (5) The Medical Advisory Committee may recommend that the physician be appointed to the active medical staff or may require the physician to be subject to a further probationary period not longer than six (6) months.
- (6) The Chief of Staff, upon the request of an associate medical staff member or a supervisor, may assign the associate medical staff member to a different supervisor for a further probationary period.
- (7) At any time an unfavourable report may cause the Medical Advisory Committee to consider making a recommendation to the Board that the appointment of the associate staff member be terminated.
- (8) No member of the medical staff shall be appointed to the associate medical staff for more than eighteen (18) consecutive months.
- (9) An associate medical staff member shall:
 - (a) attend patients, and undertake treatment and operative procedures under supervision in accordance with the kind and degree of privileges granted by the Board on the recommendation of the Medical Advisory Committee; and
 - (b) undertake such duties in respect of those patients classed as emergency cases as may be specified by the Chief of the Staff.

- (10) A member of the associate medical staff shall vote at medical staff meetings, but may not be elected a medical staff officer.

53. COURTESY MEDICAL STAFF

- (1) The Board may grant a physician an appointment to the courtesy medical staff in one or more of the following circumstances:
- (a) the applicant has an active medical staff commitment at another hospital;
 - (b) the applicant lives at such a remote distance from the Hospital that it limits full participation in active medical staff duties, but he or she wishes to maintain an affiliation with the Hospital; or
 - (c) the applicant has a primary commitment to, or contractual relationship with, another community or organization; or
 - (d) the applicant requests access to limited Hospital resources or out-patient programs or facilities; or
 - (e) where the Board deems it otherwise advisable.
- (2) (a) The Board may grant a physician an appointment to the courtesy medical staff with such privileges as the Board deems advisable. Privileges to admit patients shall only be granted under specified circumstances.
- (b) The circumstances leading to an appointment under Section 53 shall be specified by the physician on each application for re-appointment.
- (3) Each physician on the courtesy medical staff may attend medical staff and departmental meetings, but unless the Board so requires shall not be subject to the attendance requirements and penalties as provided by this By-law and the medical staff rules.
- (4) Unless required to attend by the Chief of Staff, members of the courtesy medical staff shall not have the right to vote at medical staff or departmental meetings.
- (5) Members of the courtesy medical staff shall not hold office.

54. LOCUM TENENS

- (1) The Medical Advisory Committee upon the request of a member of the medical staff may recommend to the Board the appointment of a locum

tenens as a planned replacement for that physician for a specified period of time.

- (2) A locum tenens shall:
 - (a) have admitting privileges unless otherwise specified;
 - (b) work under the counsel and supervision of a member of the active medical staff who has been assigned this responsibility by the Chief of Staff or his or her delegate;
 - (c) attend patients assigned to his or her care by the active medical staff member by whom he or she is supervised, and shall treat them within the professional privileges granted by the Board on the recommendation of the Medical Advisory Committee; and
- (3) undertake such duties in respect of those patients classed as emergency cases as may be specified by the Chief of Staff.

55. TEMPORARY STAFF

- (1) A temporary appointment of a physician to the medical staff may be made only for one of the following reasons:
 - (a) to meet a specific singular requirement by providing a consultation and/or operative procedure; or
 - (b) to meet an urgent unexpected need for a medical service.
- (2) Notwithstanding any other provision in this By-law, the Chief Executive Officer, after consultation with the Chief of Staff or his or her delegate, may
 - (a) grant a temporary appointment to a physician who is not a member of the medical staff provided that such appointment shall not extend beyond the date of the next meeting of the Medical Advisory Committee at which time the action taken shall be reported; and
 - (b) continue the appointment on the recommendation of the Medical Advisory Committee until the next meeting of the Board.
 - (c) A temporary appointment shall not include privileges to admit patients.

56. HONORARY STAFF

- (1) An individual may be honoured by the Board with a position on the honorary staff of the Hospital because he or she:

- (a) is a former member of the medical staff who has retired from active practice; or
 - (b) has an outstanding reputation or made an extraordinary accomplishment, although not necessarily a resident in the community.
- (2) Each member of the honorary staff shall be appointed by the Board on the recommendation of the Medical Advisory Committee.
- (3) Membership on the honorary staff is not restricted to physicians.
- (4) Members of the honorary staff shall not:
- (a) have regularly assigned duties or responsibilities;
 - (b) be eligible to vote at medical staff meetings or to hold office;
 - (c) be bound by the attendance requirements for medical staff meetings; or
 - (d) have admitting privileges.

57. CONSULTING MEDICAL STAFF

- (1) In this section:
- (a) **"Certification"** means the holding of a certificate in a medical or surgical specialty issued by any professional body recognized by the Board after consultation with the Medical Advisory Committee; and
 - (b) **"Fellowship"** means a fellowship in a professional medical college recognized by the Board after consultation with the Medical Advisory Committee.
- (2) Consulting medical staff shall consist of:
- (a) specialists with a Fellowship in their specialty; or
 - (b) specialists with Certification in their specialty; or
 - (c) medical practitioners who have been appointed by the Board to the consulting staff because each one has:
 - (i) a reputation among the members of the medical staff of the Hospital for performing work of high quality; and

- (ii) been recommended by the Medical Advisory Committee for appointment.
- (3) A member of the consulting medical staff may give service in any case in which a consultation is required by the medical staff rules of the Hospital.
- (4) Every physician applying for appointment to the consulting staff shall be assigned to the associate staff for a probationary period.

RESIDENT STAFF

58. APPOINTMENT OF RESIDENT STAFF

- (1) The Board, on the advice of the Medical Advisory Committee, may appoint resident staff for the Hospital.
- (2) The Medical Advisory Committee shall determine and recommend to the Board, the:
 - (a) number and category residents required by the Hospital;
 - (b) qualifications for these positions;
 - (c) selection of applicants to be recommended for appointment; and
 - (d) formulation of rules for the designation of duties, regulation, discipline and instruction of the resident staff
 - (e) reference to participation in NOMP/or Ontario Accreditation Residency
- (3) An appointment to the resident staff shall be for a specified period of not more than one (1) year.
- (4) Appointments, dismissals and promotions on the resident staff shall be based on the recommendations of the Medical Advisory Committee.
- (5) The credentialing process does not apply to Resident Staff.

59. DUTIES OF THE RESIDENT STAFF

Each member of the resident staff:

- (a) shall sign a statement that he or she has read, understood and agrees to abide by all the medical staff rules as applicable and the By-Laws of the Hospital, the Regulations made under the *Public Hospitals Act* and Hospital policies, that he or she will be responsible to the Chief Executive

Officer for any other Hospital duties other than the professional care of patients, and to the Chief of Staff for the performance of his or her professional duties;

- (b) may attend meetings of the Medical Advisory Committee, but shall not be eligible to vote; and
- (c) may attend meetings of the medical staff and ward rounds.

MEDICAL STAFF DUTIES

60. DUTIES, GENERAL

- (1) Each member of the medical staff is accountable to and shall recognize the authority of the Board through and with the Chief of Staff and the Chief Executive Officer.
- (2) Each member of the medical staff shall:
 - (a) attend and treat patients within the limits of the privileges granted by the Board, unless the privileges are otherwise restricted;
 - (b) notify the Chief Executive Officer of any change in the Certificate of Registration with the College of Physicians and Surgeons of Ontario;
 - (c) give such instruction as is required for the education of other members of the medical and Hospital staff;
 - (d) abide by the rules of the medical staff with the requirements set out in the Public Hospitals Act and the regulations thereunder, By-laws, rules and policies of the Hospital and any medical staff code of conduct established by the MAC and approved by the Board.
 - (e) cooperate with the Chief of Staff, the Medical Advisory Committee and the Chief Executive Officer;
 - (f) notify patients and/or their families or other appropriate persons about their options with respect to tissue and organ transplantation; and
 - (g) perform such other duties as may be prescribed from time to time by, or under the authority of the Board, the Medical Advisory Committee or the Chief of Staff.

- (3) Each member of the active and associate medical staff groups and the courtesy staff where required shall attend fifty percent (50%) of the regular staff meetings.

61. CHIEF OF STAFF

- (1) The Board shall appoint a member of the active medical staff to be the Chief of Staff after giving consideration to the recommendations of the Medical Advisory Committee.
- (2) Subject to annual confirmation by the Board, an appointment made under subsection 60 (1) shall be for a term of three (3) years, but the Chief of Staff shall hold office until a successor is appointed.
- (3) The maximum number of terms under subsection 60 (2) shall be two (2), provided however that following a break in the continuous service of at least one (1) year the same person may be re-appointed.
- (4) The Board may at any time revoke or suspend the appointment of the Chief of Staff.

62. DUTIES OF THE CHIEF OF STAFF

The Chief of Staff shall:

- (a) be accountable to the Board;
- (b) organize the medical staff to ensure that the quality of the medical care given to all patients of the Hospital is in accordance with policies established by the Board;
- (c) chair the Medical Advisory Committee;
- (d) advise the Medical Advisory Committee and the Board with respect to the quality of medical diagnosis, care and treatment provided to the patients of the Hospital;
- (e) report regularly to the Board and medical staff about the activities, recommendations and actions of the Medical Advisory Committee and any other matters about which they should have knowledge;
- (f) assign, or delegate the assignment of, a member of the medical staff:
 - (i) to supervise the practice of medicine or of any other member of the medical staff as appropriate for any period of time; and
 - (ii) to make a written report to the Chief of Staff.

- (g) assign, or delegate the assignment of, a member of the medical staff to discuss in detail with any other member of the medical staff any matter which is of concern to the Chief of Staff and to report the discussion to the Chief of Staff;
- (h) in consultation with the Chief Executive Officer, designate an alternate to act during an absence;
- (i) supervise the professional care provided by all members of the medical staff;
- (j) be responsible to the Board through and with the Chief Executive Officer for the appropriate utilization of resources;
- (k) report to the Medical Advisory Committee on activities of the Hospital including the utilization of resources and quality assurance;
- (l) participate in the development of the Hospital's mission, objectives, and strategic plan;
- (m) participate in Hospital resource allocation decisions;
- (n) ensure there is a process for participation in continuing medical education;
- (o) receive and review requests for changes in privileges;
- (p) receive and review applications for reappointment. Ensure that the evaluations and recommendations are forwarded to the Medical Advisory Committee; and
- (q) advise the medical staff on current Hospital policies, objectives and rules.

63. MONITORING ABERRANT PRACTICES

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

64. VIEWING THERAPEUTIC ACTIONS, OPERATIONS OR PROCEDURES

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

65. TRANSFER OF RESPONSIBILITY

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

MEETINGS - MEDICAL STAFF

66. MEETINGS OF THE MEDICAL STAFF

Every medical staff shall hold at least four (4) meetings in each fiscal year of the Hospital, one of which shall be the annual meeting.

67. NOTICE OF ANNUAL MEETINGS

A written notice of each annual meeting shall be posted in the Doctors' Lounge by the Secretary of the medical staff at least ten (10) days before the meeting.

68. NOTICE OF REGULAR MEETINGS

A written notice of each regular meeting shall be posted in the Doctors' Lounge by the Secretary of the medical staff at least five (5) days before the meeting.

69. SPECIAL MEETINGS

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

by the majority of those members present and voting at the special meeting, as the first item of business at the meeting.

70. QUORUM

A majority of the medical staff members entitled to vote shall constitute a quorum at any annual, general or special meeting of the medical staff.

71. ORDER OF BUSINESS

The order of business at any meeting of the medical staff shall be as set out in the rules of the medical staff.

72. ATTENDANCE AT REGULAR STAFF MEETINGS

Each member of the active staff shall attend at least fifty (50) per cent of the regular medical staff meetings.

MEDICAL STAFF ELECTED OFFICERS

73. ELIGIBILITY FOR OFFICE

Only members of the active medical staff may be elected or appointed to any position or office.

74. ELECTION PROCEDURE

- (1) At least thirty (30) days before the annual meeting of the medical staff, the Medical Advisory Committee shall post in the Doctor's Lounge a list of the names of those who are nominated for the offices of the medical staff which are to be filled by election in accordance with this By-law and the regulations under the *Public Hospitals Act*.
- (2) Any further nominations shall be made in writing to the Secretary of the medical staff within fourteen (14) days after the posting of the names referred to in subsection (1).
- (3) Further nominations referred to in subsection (2) shall be signed by two (2) members of the medical staff who are entitled to vote and the nominee shall have signified in writing on the nomination acceptance of the nomination. Such nominations shall then be posted alongside the list referred to in subsection (1).

75. DUTIES OF THE PRESIDENT OF THE MEDICAL STAFF

The President of the medical staff shall:

- (1) be a member of the Board and as a Governor, fulfill his or her fiduciary duties to the Hospital by making decisions in the best interest of the Hospital;
- (2) be a member of the Medical Advisory Committee;
- (3) report to the Medical Advisory Committee and the Board on any issues raised by the medical staff;
- (4) be accountable to the medical staff and advocate fair process in the treatment of individual members of the medical staff;
- (5) preside at all meetings of the medical staff; and
- (6) call special meetings of the medical staff.

76. DUTIES OF THE SECRETARY OF THE MEDICAL STAFF

The Secretary of the medical staff shall:

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

MEDICAL ADVISORY COMMITTEE

77. MEMBERSHIP OF MEDICAL ADVISORY COMMITTEE

- (1) The Medical Advisory Committee shall consist of:
 - (a) the Chief of Staff, who shall be Chair;
 - (b) the President and Vice President of the medical staff;
 - (c) the Secretary of the medical staff; and
 - (d) all medical staff categories with or without voting privileges.
- (2) The Chief Executive Officer shall attend meetings of the Medical Advisory Committee but shall not have a vote.
- (3) The Chief Nursing Executive shall attend meetings of the Medical Advisory Committee but shall not have a vote.
- (4) A quorum shall consist of three (3) voting members one of whom shall be the Chief of Staff or his or her designate and two (2) other voting members.

78. DUTIES OF THE MEDICAL ADVISORY COMMITTEE

- (1) The Medical Advisory Committee shall perform the functions as set out in the Hospital Management Regulation and the Bylaws.
- (2) The Medical Advisory Committee shall:
 - (a) in considering a recommendation for appointment, or reappointment;
 - (i) review the need of the Hospital for such an appointment;
 - (ii) review the impact such an appointment would have on available Hospital and community resources; and
 - (iii) establish the authenticity of and investigate the qualifications of each applicant in appointment or reappointment and each application for change in privileges;
 - (b) in the case of a recommendation for appointment or reappointment, specify the privileges which it recommends the applicant be granted;

- (c) recommend a medical human resources plan for approval by the Board;
- (d) through the Chief of Staff, advise the Board on:
 - (i) medical quality assurance;
 - (ii) education;
 - (iii) clinical role of the Hospital; and
 - (iv) medical human resources plan;
- (e) recommend procedures to the Medical Advisory Committee to ensure that this By-law, as well as the provisions of the *Hospital Management Regulation* and the rules of the Hospital concerning medical records are observed;
- (f) develop a Medical Quality Improvement Program;
- (g) make recommendations to the Board on infection control matters; and
- (h) assess regularly the appropriateness and adequacy of medication-related policies and make policy recommendations regarding drug utilization to ensure safe, effective and economical use of drugs.

79. MEETINGS OF THE MEDICAL ADVISORY COMMITTEE

The Medical Advisory Committee shall hold at least ten (10) monthly meetings in each fiscal year of the Hospital.

PART VI - THE MEDICAL ADVISORY COMMITTEE AND BOARD PROCESS FOR APPLICATIONS, RE-APPLICATIONS, CHANGES IN PRIVILEGES AND MID-TERM ACTION

80. THE MEDICAL ADVISORY COMMITTEE MEETING

- (1) In the case of an application for appointment, reappointment or change in privileges, within sixty (60) days from the date of the application, the Medical Advisory Committee shall give written notice to the Board and the applicant or member, as the case may be, of its recommendation.
- (2) In the case of mid-term action, within fourteen (14) days from the date of the Medical Advisory Committee meeting, the Medical Advisory Committee shall give written notice to the Board and the member of its recommendation.
- (3) The notice referred to in subsection (1) and (2) shall,

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

81. THE BOARD HEARING

- (1) The Board shall name a place and time for the hearing.
- (2) The Board hearing shall be held within fourteen (14) days of the Board receiving the notice from the applicant or member requesting a hearing.

- (3) The Board shall give written notice of the hearing to the applicant or member and to the Chair (or substitute) of the Medical Advisory Committee at least seven (7) days before the hearing date.
- (4) The notice of the Board hearing shall include:
 - (a) the place and time of the hearing;
 - (b) the purpose of the hearing;
 - (c) a statement that the applicant or member and the Medical Advisory Committee shall be afforded an opportunity to examine prior to the hearing, any written or documentary evidence that will be provided or any report, the contents of which will be given in evidence at the hearing;
 - (d) a statement that the applicant or member may proceed in person or be represented by counsel, and that in his or her absence the Board may proceed with the hearing and that the applicant or member will not be entitled to any further notice of the proceeding;
 - (e) a statement that the applicant or member may call witnesses and tender documents in evidence in support of his or her case; and
 - (f) a statement that the time for the hearing may be extended by the Board.
- (5) The parties to the Board hearing are the applicant or member, the Medical Advisory Committee and such other persons as the Board may specify.
- (6) The applicant or member requiring a hearing before the Board shall be afforded an opportunity to examine, prior to the hearing, any written or documentary evidence that will be produced, or any report the contents of which will be given in evidence at the hearing.
- (7) Members of the Board holding the hearing shall not have taken part in any investigation or consideration of the subject matter of the hearing before the hearing and shall not communicate directly or indirectly in relation to the subject matter of the hearing with any person or with any party or his or her representative, except upon notice to and an opportunity for all parties to participate.
- (8) The findings of fact of the Board pursuant to a hearing shall be based exclusively on evidence admissible or matters that may be noticed under sections 15 and 16 of the *Statutory Powers Procedure Act*.
- (9) The Board shall consider the reasons of the Medical Advisory Committee that have been given to the applicant or member in support of its

recommendation. 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, as the case may be, 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.

- (10) No member of the Board shall participate in a decision of the Board pursuant to a hearing unless he or she was present throughout the hearing and heard the evidence and argument of the parties and, except with the consent of the parties, no decision of the Board shall be given unless all applicant or members so present participate in the decision.
- (11) The Board shall make a decision to either follow or not follow the recommendation of the Medical Advisory Committee.
- (12) A written copy of the decision of the Board and the written reasons for the decision shall be provided to the applicant or member, as the case may be, and to the Medical Advisory Committee secretary.
- (13) Service of the notice of the decision and the written reasons to the applicant or member may be made personally or by registered mail addressed to the applicant or member at his or her last known address and, where the notice is served by registered mail, it shall be deemed that the notice was served on the third day after the day of mailing unless the person to be served establishes that he or she did not, acting in good faith, through absence, accident, illness or other cause beyond his or her control receive it until a later date.

PART VII - MID-TERM ACTION

82. NON-IMMEDIATE MID-TERM ACTION

Preliminary Steps in Mid-term Action

Criteria for Initiation

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

Act, or the regulations made thereunder or any other relevant law or legislated requirement.

Initiation

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

Initial Interview

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

Investigation

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

Request to Medical Advisory Committee for Recommendation for Mid-term Action

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

The Medical Advisory Committee Meeting

- (21) At least fourteen (14) days prior to the Medical Advisory Committee meeting the member and the Medical Advisory Committee shall be given

written notice of the Medical Advisory Committee meeting. The notice shall include:

- (a) the time and place of the meeting;
 - (b) the purpose of the meeting;
 - (c) a statement that the member will be provided with a statement of the matter to be considered by the Medical Advisory Committee together with any relevant documentation;
 - (d) a statement that the member is entitled to attend the Medical Advisory Committee meeting and to participate fully, to answer all matters considered by the Medical Advisory Committee; and
 - (e) a statement that in the absence of the member, the meeting may proceed.
- (22) The Medical Advisory Committee secretary shall provide the member with a short but comprehensive statement of the matter to be considered by the Medical Advisory Committee, together with any relevant documentation, including any reports and other documentation which will be reviewed at the meeting.
- (23) At the meeting of the Medical Advisory Committee, a record of the proceeding shall be kept in the minutes of the Medical Advisory Committee meeting.
- (24) The staff member shall be given full opportunity to answer each ground and participate fully in the Committee meeting.
- (25) Where the Medical Advisory Committee determines that the matter has no merit, this shall be noted in the minutes of the Medical Advisory Committee.
- (26) Where the Medical Advisory Committee determines that the matter has merit, the Medical Advisory Committee shall make a recommendation to the Board.

83. IMMEDIATE MID-TERM ACTION IN AN EMERGENCY SITUATION:

Immediate Steps

- (1) Where the conduct, performance or competence of a member exposes, or is reasonably likely to expose patient(s) to harm or injury and immediate action must be taken to protect the patients and no less restrictive measure can be taken, the Chief of Staff, or his or her delegate, may immediately and temporarily suspend the member's privileges, with

immediate notice to the Chief Executive Officer, or his or her delegate, and pending a Medical Advisory Committee meeting and a hearing by the Board.

- (2) The Chief of Staff shall immediately notify the member, the Medical Advisory Committee, and the Board of his or her decision to suspend the member's privileges.
- (3) Arrangements, as necessary, shall be made by the Chief of Staff for the assignment of a substitute physician to care for the patients of the suspended member.
- (4) Within forty-eight (48) hours of the suspension, the individual who suspended the member shall provide the member and Medical Advisory Committee with written reasons for the suspension and copies of any relevant documents or records.

The Medical Advisory Committee Meeting

- (5) The Medical Advisory Committee shall set a date for a meeting of the Medical Advisory Committee to be held within five (5) days from the date of the suspension to review the suspension and to make recommendations to the Board.
- (6) As soon as possible, and in any event, at least forty-eight (48) hours prior to the Medical Advisory Committee meeting, the Medical Advisory Committee shall provide the member with a written notice of:
 - (a) the time and place of the meeting;
 - (b) the purpose of the meeting;
 - (c) a statement of the matter to be considered by the Medical Advisory Committee together with any relevant documentation;
 - (d) a statement that the member is entitled to attend the Medical Advisory Committee meeting and to participate fully, to answer all matters considered by the Medical Advisory Committee.
 - (e) a statement that, in the absence of the member, the meeting may proceed.
- (7) The member may request and the Medical Advisory Committee may grant a postponement of the Medical Advisory Committee meeting.
- (8) At the meeting of the Medical Advisory Committee, a record of the proceedings shall be kept in the minutes of the Medical Advisory Committee meeting.

- (9) The staff member shall be given full opportunity to answer each ground and participate fully in the Committee meeting.
- (10) Before deliberating on the recommendation to be made to the Board, the Chair shall require the member involved, and any other persons present who are not Medical Advisory Committee members, to retire. The Medical Advisory Committee shall not consider any matter or case to which they did not give the member a fair opportunity to answer.
- (11) The Medical Advisory Committee shall provide to the member within twenty-four (24) hours of the Medical Advisory Committee meeting written notice of:
 - (a) the Medical Advisory Committee's recommendation and the written reasons for the recommendation; and
 - (b) the member's entitlement to a hearing before the Board.
- (12) The Medical Advisory Committee shall provide to the Board within twenty-four (24) hours of the Medical Advisory Committee meeting written notice of the Medical Advisory Committee's recommendation.

The Board Hearing

- (13) The Board names a place and time for the hearing.
- (14) The Board hearing shall be held within fourteen (14) days of the date of receipt by the member of the Medical Advisory Committee's recommendation and written reasons.
- (15) The Board shall provide written notice of the Board hearing to the member and to the Chair (or substitute) of the Medical Advisory Committee at the earliest possible opportunity and in any event, at least seventy-two (72) hours prior to the date of the hearing.
- (16) The notice of the Board hearing shall include:
 - (a) the date, time and place of the hearing;
 - (b) the purpose of the hearing;
 - (c) a statement that the member and the Medical Advisory Committee shall be afforded an opportunity to examine prior to the hearing, any written or documentary evidence that will be produced or any report, the contents of which will be given in evidence at the hearing;

- (d) a statement that the member may proceed in person or be represented by counsel, and that in his or her absence the Board may proceed with the hearing and that the member will not be entitled to any further notice of the proceeding.
 - (e) a statement that the member may call witnesses and tender documents in evidence in support of his or her case; and
 - (f) the time for the hearing may be extended by the Board.
- (17) The parties to the Board hearing are the member, the Medical Advisory Committee and such other persons as the Board may specify.
 - (18) The member requiring a hearing before the Board shall be afforded an opportunity to examine, prior to the hearing, any written or documentary evidence that will be produced, or any report the contents of which will be given in evidence at the hearing.
 - (19) Members of the Board holding the hearing shall not have taken part in any investigation or consideration of the subject matter of the hearing before the hearing and shall not communicate directly or indirectly in relation to the subject matter of the hearing with any person or with any party or his or her representative, except upon notice to and an opportunity for all parties to participate.
 - (20) The findings of fact of the Board pursuant to a hearing shall be based exclusively on evidence admissible or matters that may be noticed under sections 15 and 16 of the *Statutory Powers Procedure Act*.
 - (21) The Board shall consider only the reasons of the Medical Advisory Committee that have been given to the member in support of its recommendation. Where through error or inadvertence, certain reasons have been omitted in the statement delivered to the member, the Board may consider those reasons only if those reasons are given by the Medical Advisory Committee in writing to both the applicant and the Board and the member is given a reasonable time to review the reasons and to prepare a case to meet those additional reasons.
 - (22) No member of the Board shall participate in a decision of the Board pursuant to a hearing unless he or she was present throughout the hearing and heard the evidence and argument of the parties and, except with the consent of the parties, no decision of the Board shall be given unless all members so present participate in the decision.
 - (23) The Board shall make a decision to either follow or not follow the recommendation of the Medical Advisory Committee.

- (24) A written copy of the decision of the Board and the written reasons for the decision shall be provided to the member and to the Medical Advisory Committee secretary.
- (25) Service of the notice of the decision and the written reasons to the member may be made personally or by registered mail addressed to the member at his or her last known address and, where the notice is served by registered mail, it shall be deemed that the notice was served on the third day after the day of mailing unless the person to be served establishes that he or she did not, acting in good faith, through absence, accident, illness or other cause beyond his or her control receive it until a later date.

PART VIII - PROGRAMS

84. PROGRAMS

The Board shall ensure that the Corporation undertakes such programs as are required pursuant to the *Public Hospitals Act*.

PART IX - ORGAN DONATION

85. ORGAN DONATION

Pursuant to the *Hospital Management Regulation*, the Board shall approve procedures to encourage the donation of organs and tissues including,

- (a) procedures to identify potential donors; and
- (b) procedures to make potential donors and their families aware of the options of organ and tissue donations;

and shall ensure that such procedures are implemented in the Hospital.

PART X - PARTICIPATION OF NURSES

86. PARTICIPATION OF NURSES ON COMMITTEES

A staff nurse elected in accordance with an election process approved by the Board and a nurse manager elected or appointed in accordance with a process determined by the Chief Nursing Executive (and approved by the Board) shall be a member, with full voting privileges, of those committees approved by the Board to have nurse representation.

PART XI - VOLUNTARY ASSOCIATIONS

87. AUTHORIZATION

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

88. PURPOSE

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

89. CONTROL

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

PART XII - AMENDMENTS

90. AMENDMENTS TO BY-LAWS

- (1) The Board may pass or amend the By-laws of the Corporation from time to time where:
 - (a) it is intended to pass or amend the By-laws at a meeting of the Board, written notice of such intention shall be sent by the Secretary to each Governor at his or her address as shown on the records of the Corporation by ordinary mail not less than ten days before the meeting.
 - (b) notice of intention required by clause (a) is not provided, any proposed By-laws or amendments to the By-laws may nevertheless be moved at the meeting and discussion and voting thereon adjourned to the next meeting, for which no notice of intention need be given.
- (2) Subject to clauses (3)(b) below, a By-law or an amendment to a By-law passed by the Board has full force and effect:
 - (a) from the time the motion was passed; or
 - (b) from such future time as may be specified in the motion.
- (3) (a) A By-law or an amendment to a By-law passed by the Board shall be presented for confirmation at the next annual meeting or to a special general meeting of the members of the Corporation called

for that purpose. The notice of such annual meeting or special general meeting shall refer to the By-law or amendment to be presented.

- (b) The members at the annual meeting or at a special general meeting may confirm the By-law as presented or reject or amend it, and if rejected it thereupon ceases to have effect and if amended it takes effect as amended.
- (4) In any case of rejection, amendment, or refusal to approve a By-law or part of a By-law in force and effect in accordance with any part of this section, no act done or right acquired under any such By-law is prejudicially affected by any such rejection, amendment or refusal to approve.

91. MEDICAL STAFF AMENDMENTS

Prior to submitting the medical staff part of this By-law or amendments thereto, to the process established in section 89, the following procedures shall be followed:

- (a) notice specifying the proposed By-law or amendment thereto shall be posted;
- (b) the medical staff shall be afforded an opportunity to comment on the proposed medical staff part of the By-law or amendment thereto; and
- (c) the Medical Advisory Committee shall make recommendations to the Board concerning the proposed By-law or amendments thereto.

BY-LAW NO. 2

BORROWING BY-LAW

BE IT ENACTED as a special By-law of the Corporation, that:

The Governors may, from time to time:

- (a) borrow money from a bank on the credit of the Corporation;
- (b) subject to any provision in the *Public Hospitals Act*, issue, sell or pledge securities of the Corporation;
- (c) subject to any provision in the *Public Hospitals Act*, charge, mortgage, hypothecate or pledge all or any of the real or personal property of the Corporation, including book debts and rights, powers, franchises and undertakings, to secure any securities or any money borrowed, or other debt, or any other obligation or liability of the Corporation; and
- (d) authorize any Governor, Officer or employee of the Corporation to make arrangements with reference to the monies borrowed or to be borrowed as aforesaid, and as to the terms and conditions of the loan thereof, and as to the securities to be given therefore, with power to vary or modify such arrangements, terms and conditions and to give such additional securities for any monies borrowed or remaining due by the Corporation as the Governors may authorize, and generally to manage, transact and settle the borrowing of money by the Corporation.

CERTIFICATE OF ENACTMENT

THIS IS TO CERTIFY

- (1) *That the appended copy of the By-laws of the Red Lake Margaret Cochenour Memorial Hospital Corporation is a true and complete copy of the By-laws as passed by the Board of the Hospital at a properly constituted meeting of the Board held on the 8th day of May 8, 2008.*
- (2) *That the Medical Staff part of the appended By-laws was passed by the Board after consideration was given to the recommendations of the Medical Staff and*
- (3) *That the By-laws were confirmed at a properly constituted meeting of the general membership of the Hospital duly called for that purpose held on the*

Signed in Red Lake the
17th day of June, 2009.

Alana Procyk
Chair, Board of Governors

Eleanor Vachon
Vice-Chair, Board of Governors