



NIAGARA HEALTH SYSTEM
SYSTÈME DE SANTÉ DE NIAGARA
TOGETHER IN EXCELLENCE - LEADERS IN HEALTHCARE

NIAGARA HEALTH SYSTEM
BY-LAW NUMBER 1
ADMINISTRATIVE BY-LAW

(Amended June 22nd, 2010)

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BY-LAW NUMBER 1

NIAGARA HEALTH SYSTEM

A by-law relating to the transaction of the business and affairs of **Niagara Health System** (the “Corporation”).

BE IT ENACTED as a by-law of the Corporation as follows:

ARTICLE 1 **INTERPRETATION**

1.1 **Definitions.** In this by-law and all other by-laws of the Corporation, unless the context otherwise requires:

- (a) “Act” means the *Corporations Act* (Ontario) and any statute that may be substituted therefor, as from time to time amended;
- (b) “Board” means the Board of Trustees of the Corporation;
- (c) “Catchment Area” means the geographic areas which are served by the Corporation as determined by the Board from time to time;
- (d) “Chair” means the Chair of the Board;
- (e) “Chief Executive Officer” means, in addition to “administrator” as defined in the *Public Hospitals Act*, the President and Chief Executive Officer of the Corporation;
- (f) “Chief Nursing Executive” means the senior nurse employed by the Hospital who reports directly to the Chief Executive Officer and is responsible for the nursing services provided in the Hospital;
- (g) “Chief of Staff” means the member of the Medical Staff appointed by the Board of Trustees to be the Chief of Staff;
- (h) “Dentist” means a dental practitioner in good standing with the College of Dental Surgeons of Ontario;
- (i) “*ex-officio*” means membership by virtue of office and includes all rights, responsibilities, and power to vote unless otherwise specified, subject to the *Public Hospitals Act* and the regulations thereunder;
- (j) “Excluded Person” means:
 - (i) any member of the Professional Staff other than the members of the Medical Staff appointed to the Board pursuant to the *Public Hospitals Act*;
 - (ii) any employee other than the current Chief Executive Officer;

- (iii) any individual who has been within the preceding five (5) year period an employee or member of the Professional Staff of the Corporation; and
- (iv) any person who lives in the same household as a member of the Professional Staff or an employee of the Corporation.
- (k) “Extended Class Nurses” means those registered nurses in the extended class namely:
 - (i) nurses that are employed by the Hospital and are authorized to diagnose, prescribe for or treat out-patients in the Hospital; and
 - (ii) nurses who are not employed by the Hospital and to whom the Board has granted Privileges to diagnose, prescribe for or treat out-patients in the Hospital;
- (l) “Guideline for Trustee Selection” means the policy adopted from time to time by the Board with respect to the nomination and election of Trustees;
- (m) “Hospital” means the public hospital system operated by the Corporation;
- (n) “Hospital Site(s)” means any one or combination of the sites of the Hospital;
- (o) “Hospital Volunteer Services” means the auxiliary associations and voluntary support organizations of the Corporation;
- (p) “Medical Staff” means the Physicians who have been appointed to the Medical Staff by the Board;
- (q) “Members” means members of the Corporation as described in Article 2;
- (r) “Midwife” means a midwife in good standing with the College of Midwives of Ontario;
- (s) “patient” means, unless otherwise specified, any in-patient, out-patient or other patient of the Hospital;
- (t) “person” means and includes any individual, corporation, partnership, firm, joint-venture, syndicate, association, trust, government, government agency, board, commission or authority, or any other form of entity or organization;
- (u) “Physician” means a medical practitioner in good standing with the College of Physicians and Surgeons of Ontario;
- (v) “Professional Staff” means those Physicians, Dentists, Midwives and Extended Class Nurses who are appointed by the Board and who are granted specific privileges to practise medicine, dentistry, or midwifery respectively in one or more of the Hospital Sites;

- (w) “*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;
 - (x) “Rules” means a rule adopted by the Board in accordance with section 17.2;
 - (y) “Special Resolution” means a resolution passed by the Trustees and confirmed with or without variation by at least two-thirds (2/3) of the votes cast by those entitled to vote and voting 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; and
 - (z) “Trustee” means a member of the Board.
- 1.2 **Interpretation.** In this by-law and in all other by-laws of the Corporation, unless the context otherwise requires, words importing the singular number shall include the plural number and vice versa, and references to persons shall include firms and corporations and words importing one gender shall include the opposite.

ARTICLE 2

MEMBERSHIP IN THE CORPORATION

- 2.1 **Members.** The Members of the Corporation shall consist of:
- (a) the Trustees from time to time of the Corporation who shall be *ex-officio* Members for so long as they serve as Trustees; and
 - (b) the individuals appointed by the Board to be community members from time to time of the Community Standing Committees referred to in Article 9 who shall be *ex-officio* Members for so long as they serve as community members of the Community Standing Committees.
- 2.2 **Fees.** No fees shall be payable by the Members.

ARTICLE 3

MEETINGS OF MEMBERS

- 3.1 **Location.** Meetings of the Members shall be held at the head office of the Corporation or at any place in Ontario as the Board or Chair may determine and on such day as the Trustees shall appoint subject to the requirements of the *Public Hospitals Act*.
- 3.2 **Annual Meetings.** In accordance with the *Public Hospitals Act* the annual meeting of Members shall be held before July 31 of each year.
- 3.3 **Calling Meetings.** The Board or the Chair shall have power to call, at any time, an annual or general meeting of the Members of the Corporation.

3.4 **Quorum.** A majority of the Members present in person at a meeting will constitute a quorum.

3.5 **Notice.** Notice of meetings of Members shall be given in accordance with section 18.1 to each Member at their most recent address as shown on the Corporation's records at least ten (10) days prior to the meeting or by such other method as may be permitted by the Act or the *Public Hospitals Act*.

3.6 **Votes.**

- (a) Each Member entitled to vote and in attendance at a meeting shall have the right to exercise one vote.
- (b) At all meetings of Members of the Corporation, every question shall be determined by a majority of votes unless otherwise specifically provided by statute or by these by-laws.
- (c) Votes at all meetings of Members shall be cast in person and not by proxy.
- (d) Every question submitted to any meeting of Members shall be decided in the first instance by a show of hands and in the case of an equality of votes, whether on a show of hands or at a poll, the chair of the meeting shall not have a second vote to break the tie.
- (e) At any meeting of Members, 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 evidence of the fact.
- (f) A poll may be demanded either before or after any vote by show of hands by any person entitled to vote at the meeting. If a poll is demanded on the election of a chair or on the question of adjournment it shall be taken forthwith without adjournment. If a poll is demanded on any other question or as to the election of Trustees, the vote shall be taken by ballot in such manner and either at once, later in the meeting or after adjournment as the chair of the meeting directs. The result of a 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.

3.7 **Chair of the Meeting.**

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

- (i) the Chair of the Corporation; or
- (ii) a Vice-Chair of the Corporation, if the Chair is absent or is unable to act;
or

- (iii) a chair elected by the Members present if the Chair and Vice-Chair(s) are absent or unable to act.

ARTICLE 4 **TRUSTEES**

4.1 **Composition of Board.** The Board shall consist of:

- (a) the Chief of Staff of the Corporation, and the President and Vice President of the Medical Staff of the Corporation, as *ex-officio* Trustees, subject to the *Public Hospitals Act* and the regulations thereunder;
- (b) the Chief Executive Officer of the Corporation, as an *ex-officio* Trustee, subject to the *Public Hospitals Act* and the regulation thereunder;
- (c) a nominee of the Hospital Volunteer Services Organization, as an *ex-officio* Trustee; and
- (d) fourteen (14) Trustees (including the Immediate Past Chair) who satisfy the criteria set out in section 4.3 and who are elected by the Members in accordance with section 4.8 or appointed in accordance with section 4.9.

4.2 **Duties and Responsibilities.** The Trustees 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.

4.3 **Qualifications of Trustees.**

- (a) At least twelve (12) of the fourteen (14) Trustees referred to in section 4.1(d) shall, at the time of their election or appointment to the Board, have their principal residence in the Catchment Area;
- (b) No person shall be qualified for election or appointment as a Trustee if he or she:
 - (i) is less than eighteen (18) years of age;
 - (ii) has the status of a bankrupt; and
 - (iii) is an Excluded Person, unless the Board by resolution determines that such person shall be eligible to be elected or appointed to the Board.

4.4 **Vacation of Office.** The office of a Trustee shall be automatically vacated:

- (a) if a Trustee shall resign such office by delivering a written resignation to the Secretary of the Corporation;
- (b) if the Trustee becomes bankrupt;

- (c) if, in the case of an elected Trustee, he or she becomes a person referred to in subsections 4.3(b)(iii), except by resolution of the Board; or
- (d) if at a general meeting of Members a resolution is passed by two thirds (2/3) of the votes cast by the Members entitled to vote and in attendance at the meeting that the Trustee be removed from office.

Where there is a vacancy in the Board, the remaining Trustees may exercise all the powers of the Board so long as a quorum remains in office.

4.5 **Removal.** The office of a Trustee may be vacated by a majority resolution of the Board:

- (a) if a Trustee, without being granted a leave of absence by the Board, is absent for three (3) consecutive meetings of the Board, or if a Trustee is absent for one-quarter (1/4) or more of the meetings of the Board in any twelve (12) month period; or
- (b) if a Trustee 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.

4.6 **Election and Term.** Trustees shall be elected and shall retire in rotation as herein provided. The Trustees referred to in subsection 4.1(d) shall be elected for a term of three (3) years provided that each such Trustee shall hold office until the earlier of the date on which their office is vacated pursuant to sections 4.4 or 4.5 or until the end of the meeting at which his or her successor is elected or appointed.

4.7 **Maximum Terms.** Each Trustee referred to in subsection 4.1(d) shall be eligible for re-election provided that such Trustee shall not be elected for a term that will result in the Trustee serving more than nine (9) consecutive years. Such Trustee may also be eligible for re-election for another term or terms (to a maximum of nine (9) consecutive years) if one or more years have elapsed since the termination of his or her last election.

In determining a Trustee's length of service as a Trustee, service prior to the coming into force of this By-law shall be included. Despite the foregoing:

- (a) a Trustee may, by resolution of the Board, have their maximum term as a Trustee extended for the sole purpose of that Trustee serving as Chair or being eligible for succession to the office of Chair;
- (b) the Immediate Past Chair shall be qualified to serve as a Trustee for his or her term as Immediate Past Chair even though he or she may have completed their maximum years of service on the Board; and
- (c) where a Trustee was appointed to fill an unexpired term of a Trustee such partial term shall be excluded from the calculation of the maximum years of service of such Trustee.

4.8 **Nomination Procedure for Election of Trustees.** Nominations made for the election of Trustees at an annual or general meeting may be made only by the Board in accordance with the nominating and election procedure prescribed by the Board from time to time as set out in the Guideline for Trustee Selection. For greater certainty, no nominations shall be accepted by the Members of the Corporation which are not submitted and approved by the Board in accordance with the Guideline for Trustee Selection. The decision of the Board as to whether or not a candidate is qualified to stand for election shall be final.

4.9 **Filling Vacancies.** So long as there is a quorum of Trustees in office, any vacancy occurring in the Board of Trustees may be filled by a qualified person elected for the remainder of the term by the Trustees then in office.

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

4.10 **Trustees Remuneration.** The Trustees shall serve as such without remuneration and no Trustee shall directly or indirectly receive any profit from his or her position as such provided that a Trustee may be reimbursed reasonable expenses incurred by the Trustee in the performance of his or her duties.

ARTICLE 5 **MEETINGS OF TRUSTEES**

5.1 **Meetings of Trustees.** The Board shall meet at such times and at such place as may be determined by the Board, the Chair, a Vice-Chair or the Chief Executive Officer. Special meetings of the Board may be called by the Chair, a Vice-Chair or by the Chief Executive Officer and shall be called by the Secretary upon receipt of the written request of four (4) Trustees.

5.2 **Telephone Meetings.** If all the Trustees present at or participating in the meeting consent, a meeting of Trustees or a meeting of a committee of the Board may be held by such telephone, electronic or other communication facilities as permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously, and the Trustee or committee member participating in the meeting by those means is deemed to be present at the meeting.

5.3 **Regular Meetings.** The Board may appoint one or more days for regular meetings of the Board at a place and time named. A copy of any resolution of the Board fixing the place and time of regular meetings of the Board shall be given to each Trustee forthwith after being passed and no other notice shall be required for any such regular meeting.

- 5.4 **Notices.** Notice of meetings, other than regular meetings, shall be given to all Trustees at least twenty-four (24) hours prior to the meeting. The Chair, a Vice-Chair or the Chief Executive Officer may call a special meeting on less notice, by such means as are deemed appropriate, provided that notice is given to all Trustees and the majority of the Trustees consent to the holding of such meeting. In calculating the said twenty-four (24) hour notice period Saturdays, Sundays and statutory holidays shall be excluded.
- 5.5 **Quorum.** A majority of the Trustees shall constitute a quorum.
- 5.6 **First Meeting of New Board.** Provided a quorum of Trustees is present, each newly elected Board may, without notice, hold its first meeting immediately following the meeting of Members at which such Board is elected.
- 5.7 **Persons Entitled to be Present.** Guests may attend meetings of the Board with the consent of the meeting on the invitation of the Chair or Chief Executive Officer. The Board may adopt a policy from time to time with respect to the attendance of the public at meetings of the Board.
- 5.8 **Voting.** Each Trustee present at a meeting of the Board shall be entitled to one (1) vote on each matter. A Trustee shall not be entitled to vote by proxy. Any question arising at any meeting of the Board or any committee of the Board, shall be decided by a majority of votes.
- 5.9 **Casting Vote.** In the case of an equality of votes, the Chair shall not have a second vote.
- 5.10 **Polls.** The vote on any question shall be taken by secret ballot if so demanded by any Trustee present and entitled to vote. Such ballots shall be counted by the chair of the meeting. Otherwise a vote shall be taken by a show of hands. A declaration by the chair of the meeting that a resolution has been carried by a particular majority or not carried shall be conclusive.
- 5.11 **Adjournment of the Meeting.** If within one half hour after the time appointed for a meeting of the Board a quorum is not present, the meeting shall stand adjourned until a day within two (2) weeks to be determined by the chair of the meeting.
- 5.12 **Notice of Adjourned Meeting.** At least 24 hours notice of the adjourned meeting by an appropriate means shall be given to each Trustee; provided that in calculating such 24 hour notice period Saturday, Sundays and statutory holidays shall be excluded.

ARTICLE 6

INTEREST OF TRUSTEES IN CONTRACTS

- 6.1 **Declaration of Conflict.**
- (a) Any Trustee who is in any way, directly or indirectly, interested in a contract or proposed contract with the Corporation shall disclose in writing or have entered in the minutes, the nature and extent of such Trustee's interest in such contract or proposed contract with the Corporation.

- (b) The disclosure required by (a) above, shall be made:
 - (i) at the meeting at which a proposed contract is first considered if the Trustee is present, and otherwise, at the first meeting after the Trustee becomes aware of the contract or proposed contract;
 - (ii) if the Trustee was not then interested in a proposed contract, at the first meeting after such Trustee becomes so interested; or
 - (iii) if the Trustee becomes interested after a contract is made, at the first meeting held after the Trustee becomes so interested.
- (c) A Trustee referred to in sub-paragraph (a) above is not liable to account for any profit made on the contract by the Trustee or by a corporate entity, business firm or organization in which the Trustee has a material interest, provided
 - (i) the Trustee disclosed the Trustee's interest in accordance with sub-paragraphs (b) or (e) below; and
 - (ii) the Trustee has not voted on the contract.
- (d) A Trustee referred to in sub-paragraph (a) above shall not vote on any resolution to approve the contract and shall not take part in the discussion or consideration of, or in any way attempt to influence the voting on any question with respect thereto and shall exit the meeting when the applicable issue is under consideration.
- (e) For the purposes of this section 6.1, a general notice to the Trustees by a Trustee declaring that the person is a director or officer of or has a material interest in a body corporate, business firm or organization and is to be regarded as interested in any contract made therewith, is a sufficient declaration of interest in relation to any contract so made.
- (f) If a Trustee believes that any other Trustee is in a conflict of interest position with respect to any contract, transaction, matter or decision, the Trustee shall have the concern recorded in the minutes. Thereafter, at the request of the Trustee who recorded the initial concern, the Board shall, after the Trustee alleged to have a conflict has exited the room, vote on whether the Trustee 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 exit the room during any subsequent discussion or voting process relating to or pertaining to the conflict.

ARTICLE 7

PROTECTION OF OFFICERS AND TRUSTEES

- 7.1 **Trustees Liability.** Any Trustee or officer of the Corporation shall not be liable for any act, receipt, neglect or default of any other Trustee, 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 Trustee's or officer's respective office unless such occurrence is as a result of such Trustee's or officer's own wilful neglect or default.

7.2 **Indemnities to Trustees and Others.** Every Trustee or officer of the Corporation who acts on behalf of the Corporation, or any company controlled by it, and their 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 liabilities, costs, charges and expenses whatsoever which such Trustee or officer sustains or incurs in or about any action, suit or proceedings which is brought, commenced or prosecuted against him or her, for or in respect of any act, deed, matter or thing whatsoever, made, done or permitted by him or her, in or about the execution of the duties of his or her office, including any liability arising solely as a result of acting as a Trustee or officer of the Corporation; 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 wilful neglect or default.

The indemnity provided for in the preceding paragraph:

- (A) shall not apply to any liability which a Trustee 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;
- (B) shall be applicable only if the Trustee 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.

ARTICLE 8 **COMMITTEES**

8.1 **Committees.** In addition to the Community Standing Committees required by Article 9, the Board may establish committees from time to time. 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.
- 8.2 **Functions, Duties, Responsibilities and Powers of Committees.** The functions, duties, responsibilities and mandate of committees shall be approved by the Board.
- 8.3 **Committee Members, Chair.** Unless otherwise provided by by-law or by Board resolution, the Board shall appoint the members of the committee, the chair of the committee and, if desirable, the vice-chair thereof. The members of any committee (other than an Executive Committee, if any) need not be Trustees of the Corporation. The members and the chair and vice chair of a committee will hold their office at the will of the Board. Unless otherwise provided, the Chair and Chief Executive Officer shall be members *ex-officio* of all committees.
- 8.4 **Committees and Programmes 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*. The Chief Executive Officer shall appoint the members of the fiscal advisory committee required to be established pursuant to the regulations under the *Public Hospital Act*.
- 8.5 **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.
- 8.6 **Executive Committee.** The Board may, but shall not be required to, elect an Executive Committee consisting of not fewer than three (3) elected Trustees 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.
- 8.7 **Nurses and other Staff and Professionals on Committees.** The Chief Executive Officer shall from time to time approve a process for the participation of the chief nursing executive, nurse managers, and staff nurses, staff and other professionals of the Corporation in decision making related to administrative, financial, operational and planning matters and for the election or appointment of the chief nursing executive, staff nurses or nurse managers and other staff and professionals of the Corporation to those committees approved by the Chief Executive Officer to have a nurse, staff or professional representation.

ARTICLE 9
COMMUNITY STANDING COMMITTEES

- 9.1 The Board shall appoint three Standing Committees of the Board to ensure that the perspectives, particular service requirements, unique needs, other issues and local community interests of the communities of Fort Erie, Niagara-on-the-Lake and Port Colborne have an effective voice at the Board level and that these and other issues are considered in the governance decisions of the Corporation.
- 9.2 Following each annual general meeting of the Corporation, the Board shall establish the following Community Standing Committees:
- (i) the Fort Erie Community Standing Committee;
 - (ii) the Niagara-on-the Lake Community Standing Committee; and
 - (iii) the Port Colborne Community Standing Committee.
- 9.3 Each Community Standing Committee shall be comprised of a total of seven (7) members, appointed by the Board, including:
- (i) one (1) member of the Board;
 - (ii) four (4) community members;
 - (iii) a member of the Medical Staff appointed by the Chief of Staff; and
 - (iv) the Chief Executive Officer or designate (as an *ex-officio*, non-voting member).
- 9.4 In appointing members to the Community Standing Committees, the Board shall take into account the policy established from time to time by the Board for the selection of Trustees. The Board shall fill any mid term vacancy of any Board appointed member of a Community Standing Committee. The Community Standing Committees shall be properly constituted notwithstanding any vacancy or vacancies from time to time in their membership.
- 9.5 The chair and the members of the Standing Committees will be appointed by the Board, only after considering the recommendation of the Standing Committees.
- 9.6 The Board of Trustees shall establish processes to ensure that the Community Standing Committees are able to fulfil their responsibilities to the Board and their respective communities and programs as defined by the Health Services Restructuring Commission ("HSRC") Directions and additional responsibilities as assigned by the Board from time to time.
- 9.7 From and after July 28, 2003, the term of any community member of a Community Standing Committee who was a member of such Community Standing Committee prior

to July 28, 2003, shall be one year, up to a maximum of six consecutive terms, after which any such member shall be required to stand down for a period of not less than two (2) consecutive years before being eligible to be re-appointed to such Community Standing Committee. Subject to the foregoing the term of any community member of a Community Standing Committee shall be one (1) year, up to a maximum of nine (9) consecutive terms, after which any such member shall be required to stand down for a period of not less than one (1) year before being eligible to be re-appointed to such Community Standing Committee. Despite the foregoing, the Board may, by resolution, grant to any community member of a Community Standing Committee an extension of their maximum term as a community member of a Community Standing Committee.

9.8 The Community Standing Committees shall be responsible for:

- (i) participating in the evolution, periodic review and revision of the vision, mission and core values of the Corporation;
- (ii) advising the Board on services required to meet the changing and/or expanding needs;
- (iii) participating in the development and review of criteria for partnership arrangements with local service providers and other community groups;
- (iv) acting in an advisory capacity to the Board of Trustees on planning, implementation and evaluation of Hospital services and activities;
- (v) serving as a formal mechanism to exchange ideas and concerns related to the Hospital, as identified by committee members and their constituents; and
- (vi) serving as a communications vehicle to and from the communities of Niagara on the work and plans of the Corporation.

9.9 Any decision to significantly reduce or eliminate the inpatient or emergency services at any of the Fort Erie, Niagara-on-the-Lake or Port Colborne Sites, shall be subject to the approval of the Community Standing Committee appointed with respect to that Site, in accordance with the Directions of the HSRC; such approval not to be unreasonably withheld.

9.10 The services to which section 9.9 above applies are understood to be:

- (i) those inpatient and emergency services operated at the time of amalgamation at each of the Fort Erie, Niagara-on-the-Lake or Port Colborne Sites pursuant to the Directions of the HSRC; and
- (ii) the inpatient and emergency services to be operated at each of the Fort Erie, Niagara-on-the-Lake and Port Colborne Sites pursuant to Phase II implementation of the Rural and Northern Health Framework.

- 9.11 The following criteria shall be considered by the Community Standing Committees in determining whether to approve a decision of the Board as described in section 9.9:
- (i) accessibility, quality, affordability, and service need at the regional and local levels;
 - (ii) critical mass and coherence;
 - (iii) the ability of the local community as well as the region to attract and retain physicians;
 - (iv) the impact of the service reduction or elimination on the ongoing viability of the Site in serving the residents of the community, including availability of medical manpower and other hospital staff and impact on related services;
 - (v) the recommendations of the Corporation Medical Advisory Committee and the local/programs advisory committee;
 - (vi) the Acts and Regulations applying to the Ministry of Health and Long Term Care and the Corporation and the policies of the Ministry of Health and Long Term Care as defined from time to time.
- 9.12 Any decision of the Board to amend the criteria set out in section 9.11 shall require a resolution of the Board passed with the approval of at least three-quarters ($\frac{3}{4}$) of the elected Trustees of the Board.
- 9.13 Notwithstanding section 9.9, where a Community Standing Committee does not approve a decision to significantly reduce or eliminate inpatient or emergency services under its jurisdiction, the question of whether the Community Standing Committee has unreasonably withheld its consent after applying the criteria in section 9.11 may only be determined by a resolution of the Board passed with the approval of at least three-quarters ($\frac{3}{4}$) of the elected Trustees of the Board.

ARTICLE 10

OFFICERS

- 10.1 **Officers.** The officers of the Corporation shall include:
- (a) Chair of the Board;
 - (b) Chief Executive Officer;
 - (c) Secretary; and
 - (d) Immediate Past Chair

and may include: one or more Vice-Chairs, a Treasurer and any such other officers as the Board may by resolution determine. The officers shall be elected or appointed by resolution of the Board at the first meeting of the Board following the annual meeting of Members in which the Trustees are elected or at such other times when a vacancy occurs in any office. A person may hold more than one office.

- 10.2 **Terms of Office.** Unless otherwise provided in this by-law, the officers of the Corporation shall hold office for one (1) year from the date of appointment or election or until their successors are elected or appointed in their stead and shall be eligible for reappointment. Officers shall be subject to removal by resolution of the Board at any time.

ARTICLE 11 **DUTIES OF OFFICERS**

- 11.1 **Chair of the Board.** The Chair shall be elected by the Board from among the elected members of the Board. 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. The Chair shall be an *ex-officio* member of all committees of the Board. The Chair shall be elected annually and shall be eligible for re-election provided that the Chair shall serve no longer than four (4) consecutive years. Notwithstanding the foregoing, where a Trustee has served four (4) consecutive years as Chair, the Board may, by resolution approved by at least two thirds (2/3) of the votes cast at a meeting of Directors, provide that such member is eligible for re-election as Chair for an additional term or terms.
- 11.3 **11.2 Vice-Chairs.** A Vice-Chair shall, in the absence or disability of the Chair, perform the duties and exercise the powers of the Chair and shall perform such other duties as shall from time to time be imposed upon the Vice-Chair by the Board. The Chair, or failing the Chair, the Board, shall designate which of the Vice-Chairs shall perform the duties of the Chair in the Chair's absence.
- 11.4 **Chief Executive Officer.** The Chief Executive Officer shall be a Trustee, the President of the Corporation and 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 administration, organization and management of the affairs of the Corporation. The Chief Executive Officer shall ensure there are appropriate procedures in place for the appointment of the Chief Nursing Executive. The Chief Executive Officer shall be entitled to attend all meetings of committees of the Board and be entitled to vote thereat unless the terms of reference of such committee otherwise provide.
- 11.5 **Treasurer.** The Board may appoint a Treasurer and shall assign to the Treasurer such duties as may be designated by the Board from time to time.

- 11.6 **Secretary.** The Secretary shall carry out the duties of the secretary of the Corporation generally and shall attend or 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 of the Board of Trustees and shall perform such other duties as may be prescribed by the by-laws or the Board.
- 11.7 **Immediate Past Chair.** The Immediate Past Chair shall be a director and shall serve one (1) term of one (1) year and shall act as a resource to the officers and the Board and perform such other duties as the Board may assign.
- 11.8 **Other Officers.** The powers and duties of all other officers shall be such as the Board may from time to time determine. Any of the powers and duties of an officer to whom an assistant has been appointed may be exercised and performed by such an assistant unless the Board otherwise directs.

ARTICLE 12 **ORGANIZATION AND FINANCIAL**

- 12.1 **Seal.** Until changed in accordance with the Act, the seal, an impression whereof is stamped in the margin hereof, shall be the seal of the Corporation.
- 12.2 **Execution of Documents.** Subject to sections 12.3 and 12.4, deeds, transfers, assignments, contracts, agreements, mortgages, conveyances, obligations, certificates or any other instruments or documents requiring the signature of the Corporation, shall be signed by any one of the Chair or a Vice-Chair together with any one of the Chief Executive Officer or the Treasurer (if appointed) and all instruments or documents so signed shall be binding upon the Corporation without any further authorization or formality.
- 12.3 **Other Signing Officers.** In addition, the Board may from time to time by resolution direct the manner in which and the person or persons by whom any particular instrument or class of instruments or document may or shall be signed. Any signing officer may affix the seal of the Corporation to any instrument or document and may certify a copy of any instrument, resolution, by-law or other document of the Corporation to be a true copy.
- 12.4 **Banking Arrangements.** 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.
- 12.5 **Financial Year.** Unless otherwise determined by the Board of Trustees, the fiscal year-end of the Corporation shall be the last day of March in each year.
- 12.6 **Appointment of Auditor.** The Members shall, at each annual meeting, appoint an auditor to audit the accounts of the Corporation and to report to the Members at the next annual meeting. The auditor shall hold office until the next annual meeting, provided that

the Trustees may fill any casual vacancy in the office of auditor. The remuneration of the auditor shall be fixed by the Board of Trustees.

- 12.7 **Borrowing Power.** Without limiting the borrowing powers of the Corporation as set forth in the Act, the Board may from time to time, on behalf of the Corporation, without authorization of the Members:
- (a) borrow money on the credit of the Corporation;
 - (b) issue, sell or pledge securities (including bonds, debentures, notes or other similar obligations, secured or unsecured) of the Corporation; or
 - (c) charge, mortgage, hypothecate or pledge all or any of the real or personal property of the Corporation, for any money borrowed or other debt, or any other obligation or liability of the Corporation.
- 12.8 **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.

ARTICLE 13 **BOOKS AND RECORDS**

- 13.1 **Books and Records.** The Trustees shall see that all necessary books and records of the Corporation required by the by-laws of the Corporation or by any applicable statute or law are regularly and properly kept.

ARTICLE 14 **CONFIDENTIALITY**

- 14.1 **Confidentiality.** Every Trustee, officer, member of the Professional Staff, member of a committee of the Board, employee and agent of the Corporation shall respect the confidentiality of matters:
- (a) brought before the Board;
 - (b) brought before any committee;
 - (c) dealt with in the course of the employee's employment or agent's activities; or
 - (d) dealt with in the course of the Professional Staff member's activities in connection with the Corporation.

Confidential matters shall include matters discussed during any *in-camera* portion of a meeting of the Board or a committee of the Board, matters designated as confidential by the chair of any meeting of the Board or a committee of the Board or materials marked as confidential or matters the disclosure of which would be detrimental to the best interests of the Corporation.

- 14.2 **Board Spokesperson.** The Board shall give authority to one or more Trustees, officers or employees of the Corporation to make statements to the news media or public about matters brought before the Board.

ARTICLE 15

PROFESSIONAL STAFF AND REQUIRED COMMITTEES AND PROGRAMMES

- 15.1 **Professional Staff.** There shall be a Professional Staff of the Hospital whose appointment and functions shall be as set out in the Professional Staff By-laws of the Corporation.

15.2 **Occupational Health and Safety Program.**

- (a) There shall be an Occupational Health and Safety Program for the Corporation.
- (b) The program referred to in section 15.2(a) 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.
- (c) The person designated by the Chief Executive Officer to be in charge of occupational health and safety in the Corporation shall be responsible to the Chief Executive Officer or his or her delegate for the implementation of the Occupational Health and Safety Program.
- (d) The Chief Executive Officer shall report to the Board as necessary on matters in respect of the Occupational Health and Safety Program.

15.3 **Health Surveillance Program.**

- (a) There shall be a Health Surveillance Program for the Corporation.
- (b) The program referred to in section 15.3(a) shall:
 - (i) be in respect of all persons carrying on activities in the Corporation, and
 - (ii) include a communicable disease surveillance program.

- (c) The person designated by the Chief Executive Officer to be in charge of health surveillance in the Corporation shall be responsible to the Chief Executive Officer or his or her delegate for the implementation of the Health Surveillance Program.
- (d) The Chief Executive Officer shall report to the Board as necessary on matters in respect of the Health Surveillance Program.

15.4 **Organ Donation.**

Pursuant to the regulations under the *Public Hospitals Act*, the Board shall approve procedures to encourage the donation of organs and tissues including:

- (a) procedures to identify potential donors;
- (b) procedures to make potential donors and their families aware of the options of organ and tissue donations, and shall ensure that such procedures are implemented in the Corporation.

ARTICLE 16
RETENTION OF WRITTEN STATEMENTS

- 16.1 **Retention of Written Statements.** The Chief Executive Officer shall cause to be retained for at least 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.

ARTICLE 17
PROCEDURES

- 17.1 **Rules of Order.** Any questions of procedure at or for any meetings of Members of the Corporation, of the Board, of the Professional Staff, or of 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 Rules adopted from time to time by the Board or the Medical Staff Rules and Regulations, shall be determined by the chair of such meeting in accordance with the rules of procedure adopted by resolution of the Board, or failing such resolution, adopted by the chair of the meeting.
- 17.2 **Rules.** The Board may, from time to time, make such Rules as it may deem necessary or desirable in connection with the management of the business and affairs of the Board and the conduct of the Trustees and officers, provided however that any such Rule shall be consistent with the provisions of this By-law.

ARTICLE 18
NOTICES

- 18.1 **Notice.** Whenever under the provisions of the by-laws of the Corporation notice is required to be given, unless otherwise provided such notice may be given in writing and delivered or sent by prepaid mail, by facsimile transmission or by electronic mail

addressed to the Trustee, officer, member of a committee, Member or auditor at the postal address, the facsimile number or electronic mail address, as the case may be, as the same appears on the books of the Corporation.

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

Notwithstanding the foregoing provisions with respect to mailing, in the event that it may be reasonably anticipated that, due to any strike, lock-out or similar event involving an interruption in postal service, any notice will not be received by the addressee by no later than the third business day following the mailing thereof, then the mailing of any such notice as aforesaid shall not be an effective means of sending the same but rather any notice must then be sent by an alternative method which it may reasonably be anticipated will cause the notice to be received reasonably expeditiously by the addressee.

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

- 18.2 **Computation of Time.** In computing the date when notice must be given under any provision requiring a specified number of days' notice of any meeting or other event, the date of giving the notice shall be excluded and the date of the meeting or other event shall be included.
- 18.3 **Omissions and Errors.** The accidental omission to give any notice to any Member, Trustee, officer, member of a committee or the auditor of the Corporation or the non-receipt of any notice by any Member, Trustee, officer, member of a committee or the auditor of the Corporation or any error in any notice not affecting the substance thereof shall not invalidate any action taken at any meeting held pursuant to such notice or otherwise founded thereon.
- 18.4 **Waiver of Notice.** Any Member, Trustee, officer, member of a committee or the auditor of the Corporation may waive any notice required to be given to him or her under any provision of the *Public Hospitals Act*, the Act or the letters patent or the by-laws of the Corporation, and such waiver, whether given before or after the meeting or other event of which notice is required to be given, shall cure any default in giving such notice. Attendance and participation at a meeting constitutes waiver of notice.

ARTICLE 19 **ANCILLARY ORGANIZATIONS**

- 19.1 **Ancillary Association.** The Board may grant permission for the formation of one or more ancillary organizations of the Corporation as it deems advisable, including without limitation, volunteer associations. The business of each such association shall be conducted with the advice and direction of the Board for the general welfare and benefit of the Corporation, and each such association may, subject to the approval of the Board,

enact, amend and repeal by-laws and elect officers to regulate and manage the business of such association. The financial affairs of each such association shall be reviewed by an auditor appointed by such association and approved by the Board. Copies of such audited financial statements shall be presented to the Board on an annual basis.

ARTICLE 20
AMENDMENT OF BY-LAWS

20.1 **Amendment.** Subject to applicable legislation, the provisions of the by-laws of the Corporation may be repealed or amended by by-law enacted by a majority resolution of the Trustees at a meeting of the Board of Trustees and sanctioned by at least a majority of the Members entitled to vote and voting at a meeting duly called for the purpose of considering the said by-law.

20.2 **Effect of Amendment.** Subject to the Act and to section 20.3 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.

20.3 **Member Approval.** 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 general meeting of the Members of the Corporation called for that purpose. The notice of such annual meeting or general meeting shall refer to the by-law or amendment to be presented.

The Members entitled to vote at the annual meeting or at a 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.

In any case of rejection, amendment, or refusal to approve the by-law or part of the 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 approval.

20.4 **Amendments to Professional Staff By-laws.** Prior to submitting all or any part of the Professional Staff by-laws to the process established in subsections 20.1 and 20.3, the procedures set out in the Professional Staff By-law shall be followed.