



BY-LAWS

Approved by the Membership at the Annual Meeting, June 21, 2018

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BY-LAWS OF
HALTON HEALTHCARE SERVICES CORPORATION

(hereinafter referred to as the "Corporation")

PREAMBLE

WHEREAS the objects of the Corporation are:

1. To establish, equip, staff, maintain, operate and conduct a public hospital, including without limitation, active treatment programs and services, chronic care, community health, emergency services, out-patient services, rehabilitation and therapeutic services.
2. To operate and maintain laboratories, diagnostic imaging services, research facilities, therapeutic and rehabilitation facilities, pharmacies or dispensaries.
3. To participate in all phases of education pertaining to healthcare, including the education of professional staff members and other healthcare personnel.
4. To provide such other healthcare services as are required by the communities served by the Corporation, including without limitation, the provision of long-term care facilities and in-home healthcare services, in accordance with all applicable legislation as may be amended from time to time.
5. To provide or support the provision of such services and programs as promote health within the communities served by the Corporation, in accordance with all applicable legislation as may be amended from time to time.

AND WHEREAS the governing body of the Corporation deems it expedient that all by-laws of the Corporation heretofore enacted be cancelled and revoked and that the following by-laws be adopted for regulating the affairs of the Corporation.

NOW THEREFORE be it enacted, and it is hereby enacted, that all by-laws of the Corporation heretofore enacted be cancelled and revoked and that the following by-laws be substituted in lieu thereof.

ARTICLE I - DEFINITIONS AND INTERPRETATION

I.1 Definitions

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

- (a) “Act” means the *Corporations Act* (Ontario), and, where the context requires, includes the Regulations made under it;
- (b) “Annual Member” means a person who has been appointed an annual member of the Corporation pursuant to the provisions of subsection 2.3;
- (c) “Associate Chief(s) of Staff” means the associate chief(s) of the professional staff;
- (d) “Board” means the Board of Directors of the Corporation;
- (e) “By-Law” means any By-Law of the Corporation from time to time in effect;
- (f) “Chair” means the Board Chair as elected by the Directors;
- (g) “Chief Executive Officer” means, in addition to ‘administrator’ as defined in section I of the *Public Hospitals Act*, the President or Chief Executive Officer of the Corporation;
- (h) “Chief Nursing Executive” means the senior nurse employed by the Hospital who reports directly to the administrator and is responsible for nursing services provided in the Hospital;
- (i) “Corporate Chief of Department” means a member of the Professional Staff appointed by the Board to be in charge of one of the organized professional departments at all Halton Healthcare sites;
- (j) “Chief of Department” means a member of the Professional Staff appointed by the Board to be in charge of the organized professional departments at one or two of the Oakville, Milton and Georgetown Hospital Sites;
- (k) “Chief of Staff” means the chief of the professional staff;
- (l) “College” means, as the case may be, the College of Physicians and Surgeons of Ontario, the Royal College of Dental Surgeons of Ontario, the College of Midwives of Ontario and/or the College of Nurses of Ontario;
- (m) “Corporation” means Halton Healthcare Services Corporation with the Head Office located in 3001 Hospital Gate, Oakville, Ontario, L6M 0L8;
- (n) “Director” means a member of the Board;
- (o) “Excellent Care for All Act” means the *Excellent Care for All Act (Ontario)* and where the context so requires, the regulations thereunder’
- (p) “Excluded Person” means:

- (i) Any member of the Professional Staff other than the members of the Professional Staff appointed to the Board pursuant to the *Public Hospitals Act*;
 - (ii) Any employee other than the Chief Executive Officer and the Chief Nursing Executive;
 - (iii) Any spouse, dependent child, parent, brother or sister of 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;
- (q) “ex-officio” means membership “by virtue of the office”;
- (r) “Extended Class Nursing Staff” means those registered nurses in the extended class to whom the Board has granted Privileges with respect to the ordering of diagnostic procedures for out-patients in the Hospital;
- (s) “Head Midwife” means the midwife who is appointed by the Board to supervise the professional care given by all midwives appointed to the Professional Staff and is responsible to the Chief of Staff for the quality of care rendered to patients by midwives at the Hospital;
- (t) “Head Office” means 3001 Hospital Gate, Oakville, Ontario L6M 0L8;
- (u) “Honourary Member” means a person who has been appointed an honorary member of the Corporation pursuant to the provisions of subsection 2.4;
- (v) “Hospital” means Halton Healthcare Services Corporation;
- (w) “Hospital Sites” means any one or combination of the following respective hospital locations – Milton, Oakville and Georgetown;
- (x) “Hospital Volunteer Services Organizations” means the following volunteer services organization:
- (i) Milton District Hospital Auxiliary;
 - (ii) Oakville-Trafalgar Memorial Hospital Auxiliary; and
 - (iii) Georgetown Hospital Volunteer Association;
- (y) “Life Member” means a person who has been appointed a life member of the Corporation pursuant to the provisions of subsection 2.5;
- (z) “Member” means a member of the Corporation;
- (aa) “Patient” means, unless otherwise specified, any in-patient, out-patient or other patient of the Corporation;

- (bb) “person” means and includes any individual, corporation, partnership, firm, joint-venture, syndicate, association, trust, government, government agency or board or commission or authority or any other form of entity or organization;
- (cc) “Primary Hospital” means in respect of Primary Professional Staff, the Hospital in the MH LHIN that leads and is primarily responsible to collect and assess Credentialing Information to render a determination and recommendations concerning appointment, reappointment and other matters with respect to credentialing;
- (dd) “Primary Professional Staff” means a member of Professional Staff who holds a Professional Staff Appointment at a Primary Hospital;
- (ee) “Privileges” mean those rights or entitlements conferred upon a Physician, Dentist, Midwife or Extended Class Nurse at the time of appointment or re-appointment, including those professional departments within the hospital in which the member of the Professional Staff may practice, but specifically does not mean those procedures which the member of the Professional Staff may from time to time be permitted to carry out within the department by the Corporate Chief/Chief of Department or Medical Advisory Committee;
- (ff) “Professional Staff” means those Physicians, Dentists, Midwives or Extended Class Nursing Staff who are appointed by the Board and who are granted specific Privileges to practice medicine, dentistry, midwifery, or extended class nursing respectively, in one or more of the Hospital Sites;
- (gg) “Professional Staff Rules” means provisions approved by the Board concerning the practice and professional conduct of the members of the Professional Staff;
- (hh) “Professional Staff Site Leader” means a Physician who has been elected to sit as a member of the PSA Executive Committee pursuant to the provision of section 18.6;
- (ii) *Public Hospitals Act*” means the *Public Hospitals Act* (Ontario), and, where the context requires, includes the Regulations made under it;
- (jj) “Secondary Hospital” means in respect of Secondary Professional Staff, the Hospital that relies on the Primary Hospital to lead and be primarily responsible to collect and assess Credentialing Information for the purpose of determining the appointment, reappointment and other credentialing matters following the recommendations made by the Primary Hospital;
- (kk) “Secondary Professional Staff” means a member of the Professional Staff who holds a Professional Staff Appointment at a Secondary Hospital and who has made application, received appointment and maintains that appointment as a member of the Primary Professional Staff at the Primary Hospital.
- (ll) “Senior Vice-President” means a member of the senior management team who reports directly to the administrator with such responsibility as assigned by the administrator;

1.2 Interpretation

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

- (a) all terms which are contained in this By-Law of the Corporation and which are defined in the *Act*, the *Public Hospitals Act*, the *Excellent Care for All Act* or the Regulations made thereunder, shall have the meanings given to such terms in the *Act*, the *Public Hospitals Act*, the *Excellent Care for All Act* or the Regulations thereunder, except as provided otherwise;
- (b) the use of the singular number shall include the plural and vice versa, 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; and
- (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.

ARTICLE 2 – MEMBERS

2.1 Admission

Membership in the Corporation shall be limited to persons interested in furthering the Corporation's objects and shall consist of any eligible person whose application for admission as a Member has been approved by the Board.

2.2 Membership Categories

The Corporation shall have the following categories of membership:

- (a) Annual Membership;
- (b) Honourary Membership; and
- (c) Life Membership.

2.3 Annual Membership

- (a) Subject to subsection 2.1, a person is eligible to be an Annual Member where he/she meets the criteria in paragraph 2.3(b) and pays to the Corporation the annual membership fee for individuals, 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 paragraph 2.3(a) above, the person must:

- (i) be of the full age of eighteen (18) years;
 - (ii) have been a resident or be employed in the Regional Municipality of Halton or Peel for a continuous period of at least three (3) months immediately prior thereto; and
 - (iii) support and promote the objects of the Corporation.
- (c) Any annual membership in the Corporation shall be effective only from April 1st in one year to March 31st in the following year.
- (d) An Annual Member shall be entitled to vote at any meeting of the Corporation provided the membership fee was paid in full at least thirty (30) days prior to the date of any such meeting.
- (e) An individual or organization who, in any fiscal year, makes a donation to the Oakville Hospital Foundation, the Milton District Hospital Foundation or The Georgetown Hospital Foundation for that year of not less than the minimum amount established from time to time by resolution of the Board shall be eligible to be an Annual Member for that year.
- (f) Persons who are members in good standing in any of the Hospital Volunteer Services Organizations for at least thirty (30) days shall be eligible to become an Annual Member of the Corporation.

2.4 Honourary Membership

- (a) Individuals may be appointed Honourary Members of the Corporation provided that no more than four (4) persons shall be so appointed in any year.
- (b) The honorary membership of an individual may be revoked by a resolution of the Board at any time.
- (c) Honourary Members shall not be subject to any fees whatsoever.
- (d) The length of time that an honorary membership is effective shall be determined from time to time by resolution of the Board.
- (e) Honourary Members shall not be entitled to vote at any meeting of the Corporation.
- (f) In order to be appointed as an Honourary Member of the Corporation, the individual must have been a resident or be employed in the Regional Municipality of Halton or Peel for a continuous period of at least three (3) months prior thereto.

2.5 Life Membership

- (a) An individual is eligible to be a Life Member where he/she pays to the Corporation the life membership fee, which shall be an amount to be determined from time to time by resolution of the Board.

- (b) The number of life memberships available at any one time shall be no more than the number determined from time to time by resolution of the Board.
- (c) A Life Member shall be entitled to vote at any meeting of the Members of the Corporation.
- (d) In order to be appointed as a Life Member of the Corporation, the individual must be a resident or be employed in the Regional Municipality of Halton or Peel for a continuous period of at least three (3) months prior thereto.

2.6 Membership Restriction

Notwithstanding any other provisions contained in these By-Laws, the Board shall not admit a person as an Annual or Life Member of the Corporation if the person resides in the Regional Municipality of Peel and the number of Annual or Life Members residing in the Regional Municipality of Peel exceeds twenty percent (20%) of the Annual and Life Members of the Corporation.

2.7 Withdrawal

A Member may withdraw from the Corporation by delivering a written resignation to the Secretary. Upon withdrawal, a Member is not entitled to a refund of the membership dues in whole or in part.

2.8 Termination of Membership

- (a) A person's 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 Regional Municipality of Halton or Peel.
- (b) The interest of a Member in the Corporation is not transferable and lapses and ceases to exist:
 - (i) upon death, dissolution, resignation or termination of the Member;
 - (ii) when the Member's period of membership expires (if any);
 - (iii) when the Member ceases to be a Member by resignation or otherwise in accordance with the By-Law; or
 - (iv) if any Member's membership dues are not paid within one (1) calendar month of the membership renewal date.

2.9 Information Available to Members

No Member may have access to information respecting the details of the business of the Corporation which, in the opinion of the Board, if communicated to the public would be detrimental to the interests of the Corporation.

ARTICLE 3 - ANNUAL AND SPECIAL MEETINGS OF THE CORPORATION

3.1 Annual Meetings

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

3.2 Special Meetings

- (a) The Board or the Chair may call a special meeting of the members of the Corporation.
 - (i) Not less than one-tenth (1/10) of the Members of the Corporation entitled to vote at a meeting proposed to be held may, in writing, requisition the Board to call a special meeting of the Members for any purpose connected with the affairs of the Corporation which are properly within the purview of the Members' role in the Corporation and that is not inconsistent with the Act.
 - (ii) The requisition shall be deposited at the Head Office of the Corporation and may consist of several documents in like forms signed by one or more requisitioners.
- (b) Notice of a special meeting shall be given in the same manner as provided in section 3.3. If the Board, acting in its sole discretion, determine that the requisition meets the qualifications set out in paragraph 3.2(b), the Board shall call and hold such meeting within twenty-one (21) days from the date of the deposit of the requisition.
- (d) The notice of a special meeting shall specify the purpose or purposes for which it is called.

3.3 Notice

- (a) Fourteen days prior written notice of an annual meeting shall be given to each Member.
- (b) In lieu of such notice, it is sufficient notice of any annual or special meeting of Members of the Corporation if notice is given by publication at least once a week for two successive weeks next preceding the meeting in a newspaper or newspapers circulated in the municipalities in which the Members of the Corporation reside as shown by their addresses in the records of the Corporation.

3.4 Omission of Notice

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

3.5 Voting

- (a) At all annual or special meetings, questions shall be determined by a majority of

affirmative votes cast by the voting Members present at the meeting, unless otherwise required by statute or the by-laws. In the case of an equality of votes cast at any meeting, the chair does not have a second or casting vote.

- (b) Pursuant to the *Public Hospitals Act*, no Member may vote by proxy.
- (c) No voting Member shall be entitled to vote at a meeting of Members of the Corporation unless the Member has paid all dues or fees, if any, then payable by the Member as set out in paragraph 2.3(a) or 2.5(a) above.
- (d) At any meeting, unless a poll is demanded, a declaration by the chair of the meeting that a resolution has been carried or carried unanimously or by a particular majority, or lost or not carried by a particular majority, shall be conclusive of the fact.
- (e) A poll may be demanded either before or after any vote by a show of hands by any person entitled to vote at the meeting. If at any meeting a poll is demanded on the election of the chair or on the question of adjournment, it shall be taken forthwith without adjournment. If at any meeting a poll is demanded on any other question or as to the election of Directors, the vote shall be taken by ballot in such manner as the chair of the meeting directs. The 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.

3.6 Quorum

A quorum for any meeting of the Members of the Corporation shall be twenty-five (25) of its voting Members.

3.7 Chair of the Meeting

The chair of a meeting of the Members shall be:

- (a) The Chair;
- (b) A Vice-Chair of the Corporation, if the Chair is absent or is unable to act;
- (c) A chair elected by the voting Members present if the Chair and Vice-Chair are absent or are unable to act. The Secretary of the Board shall preside at the election of the chair, but if the Secretary is not present, the Directors, from those present, shall choose a Director to preside at the election; and
- (d) If no Director is present or if all the Directors present decline to take the chair, then the persons who are present and entitled to vote shall choose one of their number to be the chair.

3.8 Business at Annual Meetings

The business transacted at the annual meeting of the Corporation shall be as determined by the laws of Ontario and as determined from time to time by the Board.

3.9 Adjourned Meeting

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

3.10 Financial Year End

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

ARTICLE 4 - BOARD OF DIRECTORS

4.1 Nominations and Election to Board

- (a) Subject to section 4.2, and all other provisions of this By-Law, nomination for election as a Director at the annual meeting of the Corporation will be made by the Board.(b) Subject to paragraph 4.5(c), the elected Directors shall be elected by the voting Members of the Corporation at an annual meeting of the Corporation.

4.2 Board Composition

The affairs of the Corporation shall be managed by a Board of twenty (20) Directors, of whom:

- (a) Subject to paragraph 4.2(d), the following shall be elected Directors:
 - (i) two (2) Directors shall reside in the Town of Halton Hills;
 - (ii) two (2) Directors shall reside in the Town of Milton;
 - (iii) two (2) Directors shall reside in the Town of Oakville;
 - (iv) five (5) Directors shall be elected from persons who reside or are employed in the Regional Municipality of Halton or Peel;
- (b) the following shall be non-voting *ex-officio* Directors:
 - (i) Chief of Staff;
 - (ii) President of the Professional Staff;
 - (iii) Chief Executive Officer;
 - (iv) Chief Nursing Executive;
 - (v) Two (2) Vice-Presidents of the Professional Staff, until September 1, 2011 at which time the number may be reduced to One (1) Vice-President of the Professional Staff, who shall serve on the Board on a

rotating basis;

(c) the following shall be voting *ex-officio* Directors:

- (i) Subject to section 4.3 and the approval of the Board, one member of Council appointed by the Town of Milton;
- (ii) Subject to section 4.3 and the approval of the Board, one member of Council appointed by the Town of Oakville; and
- (iii) Subject to section 4.3 and the approval of the Board, one member of Council appointed by the Town of Halton Hills.

(d) The President of each of the Hospital Volunteer Services Organizations shall have a right of attendance at meetings of the Board of Directors, save and except with respect to those meetings, or parts of meetings, held in-camera which right of attendance shall be at the discretion of the Chair.

(e) Terms of Office

Eleven (11) Directors shall be elected at the annual general meeting of the Corporation and shall retire in rotation as follows:

- (i) at least five (5) Directors shall be elected at each annual meeting for a term of two (2) years expiring on the date of the annual meeting at the end of their designated term;
- (ii) subject to section 4.4 below, none of the above persons may be elected or appointed for more terms than will constitute ten (10) consecutive years of services;
- (iii) the *ex-officio* Directors shall hold office until their successors are appointed in accordance with the by laws of the Corporation; and
- (iv) the *ex-officio* Directors identified in section 4.2 (b) and 4.2 (c), shall be subject to section 4.3 below.

4.3 Qualification of Directors

- (a) Every Director shall be eighteen (18) or more years of age and shall be a voting Member in good standing of the Corporation, or shall become a Member of the Corporation within ten (10) days after election or appointment as a Director and no undischarged bankrupt shall become a Director.
- (b) No Excluded Person shall be eligible for election or appointment to the Board except where otherwise provided in this By-Law.

4.4 Term of Office Restrictions

- (a) Subject to paragraph (d) below, no person may be elected or appointed a Director for more than a two (2) year term or any number of terms that constitute more than ten (10) years of consecutive years of service. For certainty, this restriction does not apply to ex officio Directors.
- (b) A former Director restricted by paragraph 4.4(a) may be re-elected or re-appointed a Director following a break in the continuous service of at least one (1) year.
- (c) No Director may serve as Chair or Vice-Chair of the Board, for longer than two (2) consecutive years, provided however that following a break in the continuous service of at least one (1) year the same person may be re-elected or re-appointed to any office.
- (d) The Board may, by resolution of two-thirds of the Directors in attendance, allow any Director to remain eligible for election or appointment to the Board beyond his or her ten (10) year term limit in order that such Director may serve for subsequent terms as Vice-Chair, Chair or past Chair (the specific duties and responsibilities for the past Chair, if any, may be assigned by the Board from time to time), up to a maximum extension of two (2) two (2)-year terms.

4.5 Vacancy and Termination of Office

- (a) Subject to paragraph 4.5(e), the office of a Director shall automatically be vacated:
 - (i) if the Director does not, within ten (10) days after election or appointment as a Director, become a Member, or ceases to be a Member of the Corporation;
 - (ii) if the Director becomes bankrupt or suspends payment of debts generally or compounds with creditors or makes an assignment in bankruptcy or is declared insolvent;
 - (iii) if the Director is found to be a mentally incompetent person or becomes of unsound mind;
 - (iv) if the Director, by notice in writing to the Corporation, resigns office, which resignation shall be effective at the time it is received by the Secretary of the Board or at the time specified in the notice, whichever is later; or
 - (v) if at a meeting of Directors a resolution is passed by at least two-thirds (2/3) of the votes cast by the Directors at the meeting removing the Director before the expiration of the Director's term of office.
- (b) Subject to paragraph 4.5(e), the office of a Director may be vacated by a simple majority resolution of the Board:
 - (i) if a Director is absent for three (3) consecutive meetings of the Board, or if a Director is absent for one-third (1/3) or more of the meetings of the

Board in any twelve (12) month period; or

- (ii) if a Director fails to comply with the *Public Hospitals Act*, the *Act*, the Corporation's Letters Patent, By-Laws, Rules, Regulations, policies and procedures, including without limitation, the confidentiality and conflict of interest requirements.
- (c) If a vacancy occurs at any time among the elected Directors either by a resignation, by death or removal by the Directors in accordance with paragraph 4.5(a) above, or by any other cause, such vacancy may be filled by a qualified person elected by the Board to serve until the next annual meeting.
- (d) At the next annual meeting in addition to the election of Directors to fill the vacancies caused by expiry of Directors' terms, the meeting shall elect an additional Director to fill the unexpired term created by any vacancy referred to in paragraphs 4.5(a) or 4.5(b) above.
- (e) The provisions of paragraph 4.5(a) and 4.5(b) above do not apply to the Directors appointed pursuant to clauses 4.2(b) (i), (ii), (iii) or (iv) above.

4.6 Conflict of Interest

- (a) In this Section, and for the purpose of this By-Law:
 - (i) "Associates" includes the parents, siblings, spouse or common law partner of the Director as well as any organization, agency, company or individual (such as a business partner) with a formal relationship to a Director;
 - (ii) "Conflict of Interest" means any situation in which another interest or relationship impairs the ability of a Director to carry out the duties and responsibilities of a Director in an actual, potential, or perceived manner. Conflict of Interest includes, without limitation, the following areas that may give rise to a Conflict of Interest for the Directors of the Corporation, namely:
 - (A) Pecuniary or financial interest - a director is said to have a pecuniary or financial interest in a decision when the Director (or an Associate) stands to gain by that decision, either in the form of money, gifts, favours, gratuities, or other special considerations;
 - (B) Undue influence - interests that impede a Director in his or her duty to promote the greater interest of the whole community served by the Corporation - participation or influence in Board decisions that selectively and disproportionately benefit particular agencies, companies and organizations, professional groups, or client from particular demographic, geographic, political, socio-economic, cultural, or other groups is a violation of the Director's entrusted responsibility to the community at large; or
 - (C) Adverse interest - A Director is said to have an adverse interest to the Corporation when that Director is a party to a claim, application or

proceeding against the Corporation.

- (b)
 - (i) Every Director who, either directly or through one of his or her Associates, has, or thinks he or she may potentially have, a Conflict of Interest shall disclose the nature and extent of the interest as required by these By-Laws and in a manner as set out in the “Procedures for Declaring and Resolving Conflict of Interest”.
 - (ii) A conflict of interest may occur with respect to a proposed or current contract, transaction, matter or decision of the Corporation, or any other matter that competes for the interest of the Director.
 - (iii) Directors must avoid actual or potential conflict of interest, including but not limited to those identified in the definition of “Conflict of Interest” in this By-Law.
 - (iv) The declaration of actual or potential conflict of interest shall be disclosed at the meeting of the Board at which the contract, transaction, matter or decision is first raised.
 - (v) If the Director (or his or her Associates) becomes interested in a contract, transaction, matter or decision after the Board meeting at which it is first raised, the Director shall make a declaration at the next Board meeting.
 - (vi) In the case of an existing contract, transaction, matter or decision the declaration shall be made at the first meeting of the Board after the member becomes a Director or the interest comes into being.
 - (vii) After making such a declaration no interested Director shall vote or be present at the vote or during the discussions, or otherwise attempt to influence the voting on a contract, transaction, matter or decision, (including discussing the matter with other Directors) nor shall the member be counted in any required quorum with respect to the vote.
 - (viii) If a Director has made a declaration of interest in compliance with this By-Law, the Director is not accountable to the Corporation for any profit he or she may realize from the contract, transaction, matter or decision.
 - (ix) If the Director fails to make a declaration of his or her interest in a contract, transaction, matter or decision as required by the By-Law, this shall be considered grounds for termination of his or her position as a Director and Member of the Corporation.
 - (x) The failure of any member to comply with the Conflict of Interest By-Law of the Corporation does not, in or of itself, invalidate any contract, transaction, matter or decision undertaken by the Board.

- (xi) If a Director believes that any other Director is in a Conflict of Interest position with respect to any contract, transaction, matter or decision, the Director shall have the concern recorded in the minutes. Where through action of the Director alleged to have a conflict, does not resolve the concern of the Director or the Board, the alleged conflict or potential conflict shall be managed pursuant to the “Procedures for Declaring and Resolving Conflicts of Interest”.
 - (xii) If the Board finds that the person is not in conflict, the Board will then vote on the contract, transaction, matter or decision and the votes of each Director shall be recorded.
 - (xiii) Every declaration of a Conflict of Interest and the general nature thereof shall be recorded in the minutes of the Board.
- (c) Every Director shall submit upon appointment and at least annually thereafter during their term, in a form prescribed by the Board. An acknowledgment that he/she has read and considered the “Conflict of Interest” provisions within these By-Laws and the “Procedures for Declaring and Resolving Conflicts of Interest”.

4.7 Confidentiality

- (a) Every Director, officer and employee of the Corporation shall respect the confidentiality of matters brought before the Board, keeping in mind that unauthorized statements could adversely affect the interests of the Corporation.
- (b) The Board shall give authority to one or more Directors, officers or employees of the Corporation to make statements to the news media or public about matters brought before the Board.

4.8 Responsibilities of the Board

The Board shall govern and manage the affairs of the Corporation and:

- (a) shall take such measures as are necessary to ensure that the provisions of the *Public Hospitals Act*, the Hospital Management Regulation thereunder, the Act, the By-Laws of the Corporation and other applicable legislation are complied with;
- (b) shall establish and review on a regular basis the mission, objectives and strategic plan of the Hospital in relation to the provision, within available resources of appropriate programs and services in order to meet the needs of the community;
- (c) shall establish policies (“Board policy”) which will direct, control and inspire the Corporation and which will provide a framework within which the Chief Executive Officer will establish subsidiary policies and procedures for the day-to-day management and operation of the Corporation;
- (d) shall establish procedures from monitoring compliance with the requirements of the *Public Hospitals Act*, the Hospital Management Regulation thereunder, the Act, the By-Laws of the Hospital, Board policies and other applicable legislation;

- (e) through Board policies, delegate authority to the Chief Executive Officer for the organization and operation of the Corporation and shall require accountability of the Chief Executive Officer to the Board for the organizational accomplishment of applicable Board policies and operation of the Corporation consistent with any reasonable interpretation of Board policy;
- (f) shall ensure that the Chief Executive Officer, Chief of Staff and Nurses who are managers develop policies and plans to deal with:
 - (i) emergency situations that could place a greater than normal demand on the services provided by the Corporation or disrupt the normal routine;
 - (ii) the failure to provide services by persons who ordinarily provide services in the Corporation; and
 - (iii) situations, circumstances, conduct and behaviours which is or has the potential or resulting in a risk to the safety and wellbeing of patients, staff and/or other health professionals.
- (g) shall ensure that there is established a selection process for the engagement of a Chief Executive Officer and Chief Nursing Executive and to hire the Chief Executive Officer and Chief Nursing Executive in accordance with set process;
- (h) shall ensure that a formal performance evaluation and review is annually conducted of the Chief Executive Officer and that his or her compensation, along with roles and objectives for the coming year are approved;
- (i) through Board policy, delegate authority to the Chief of Staff for:
 - (i) the organization of the Professional Staff of the Corporation;
 - (ii) the supervision of the care given in the Corporation; and
 - (iii) the supervision of the practice of medicine in the Corporation and require accountability of the Chief of Staff to the Board;
- (j) shall establish the selection process for the appointment of the Chief of Staff and appoint the Chief of Staff in accordance with said process;
- (k) shall ensure the annual formal performance evaluation and review of the Chief of Staff and approve his or her compensation, along with goals and objectives for the coming year;
- (l) shall appoint and reappoint members to the Professional Staff, who are not employed by the Hospital and delineate the respective Privileges of such professionals consistent with the criteria, processes and procedures established within and in accordance with legislative and By-Law requirements;
- (m) shall ensure that quality assurance, risk management and utilization review methods

are established for the regulation evaluation of the quality of care of Patients in the Hospital, and that all Hospital services are regularly evaluated in relating to generally accepted standards and require accountability on a regular basis;

- (n) shall approve the annual budget for the Hospital;
- (o) shall, through its Nominating Committee, recruit individuals as Directors who are knowledgeable, skilled and committed and representative of the community served;
- (p) shall evaluate its own performance in relation to its responsibilities and regularly review, consider and revise the Corporation's mission statement, purpose and services, strategic plan, redevelopment and expansion programs, short and long term priorities, regionalization and rationalization policies, corporate objectives and such other statements, programs, policies and plans as may be necessary and relevant from time to time;
- (q) shall ensure that the Chief Executive Officer has established an Occupational Health and Safety Program, and Health Surveillance Program and an Organ and Tissue Donation Program, including procedures to encourage the donation of organs and tissues, to identify potential donors and to make potential donors and families aware of the option of organ and tissue donations;
- (r) shall establish a Quality Committee further to the *Excellent Care for All Act* to monitor and report on the overall quality of care and make recommendations to the Board regarding quality improvement initiatives and policies and to oversee the preparation of annual quality improvement plans, comprised of:
 - (i) the President and Chief Executive Officer;
 - (ii) one member of the Medical Advisory Committee;
 - (iii) the Chief Nursing Executive;
 - (iv) one person who works in the Hospital and who is not a member of the College of Physicians and Surgeons of Ontario or the College of Nurses of Ontario *Professions Act, 1991*; and
 - (v) such other persons as are selected by the Board such that one-third of the members of the Quality Committee shall be voting members of the Board.

4.9 Standards of Care

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

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

- (c) adhere to the Hospital's mission, vision and values;
- (d) respect and abide by decisions of the Board;
- (e) keep informed about,
 - (i) matters relating to the Corporation,
 - (ii) the community served,
 - (iii) necessary information and background preparation so as to participate effectively in meetings of the Board and its committees, and
 - (iv) other healthcare services provided in the region;
- (f) participate in the initial orientation as a new Director and in ongoing Board education;
- (g) participate in the annual evaluation of overall Board effectiveness; and
- (h) represent the Board, when requested.

ARTICLE 5 - OFFICERS OF THE BOARD AND OF THE CORPORATION

5.1 Officers

- (a) The Board shall elect, from amongst the Directors, the following officers at the next meeting following the annual meeting:
 - (i) the Chair (if the position is vacant);
 - (ii) a Vice-Chair; and
 - (iii) the Treasurer.
- (b) The Chief Executive Officer shall be Secretary of the Corporation and Secretary of the Board.
- (c) Ex-Officio Directors are ineligible for election as Chair or Vice-Chair.

5.2 Duties of Chair

The Chair of the Board shall:

- (a) chair at all meetings of the Board;
- (b) be an ex officio member of all committees of the Board;
- (c) be responsible for the naming of Directors to committees not otherwise provided

for in the by-laws of the Corporation;

- (d) report to each annual meeting of Members of the Corporation concerning the operations of the Corporation;
- (e) represent the Corporation at public or official functions; and
- (f) perform such other duties as may from time to time be determined by the Board.

5.3 Duties of Vice-Chair

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

5.4 Duties of Treasurer

The Treasurer of the Corporation shall:

- (a) be a member of the Finance/Audit Committee;
- (b) chair the Finance/Audit Committee;
- (c) be the custodian of the books of account and accounting records of the Corporation required to be kept by the provisions of the Act;
- (d) submit a financial statement at each regular meeting of the Board indicating the financial position of the Corporation at the close of the preceding month;
- (e) have all the accounts audited; and
- (f) perform such other duties as may from time to time be determined by the Board.

The Treasurer may delegate to employees of the Corporation those duties that he considers appropriate to delegate and that he is allowed by law to delegate.

5.5 Duties of Secretary

The Secretary shall:

- (a) attend all meetings of the Board and of Committees of the Board;
- (b) keep a record of the minutes of all meetings;
- (c) keep a roll of names and addresses of the Members;
- (d) attend to correspondence;
- (e) give such notice as required by the By-Laws of the Corporation relating to all meetings of the Corporation, the Board and its committees;

- (f) prepare all reports required under any Act or regulation of the Province of Ontario;
- (g) be the custodian of all minute books, documents and registers of the Corporation required to be kept by the provisions of the Act;
- (h) be the custodian of the seal of the Corporation;
- (i) keep copies of all testamentary documents and documents donating designated purpose funds by which benefits are given to the use of the Corporation and provide copies of same to the Office of the Public Guardian and Trustee in accordance to the provisions of the *Charities Accounting Act* (Ontario), and submit semi-annually a report to the Board with respect to such donations; and
- (j) perform such other duties as may be determined by the Board.

The Secretary may delegate to employees of the Corporation those duties that he/she considers appropriate to delegate and that he/she is allowed by law to delegate.

5.6 Duties of Chief Executive Officer

- (a) The Chief Executive Officer shall be appointed by the Board.
- (b) The Chief Executive Officer shall be Secretary of the Corporation and Secretary of the Board.
- (c) The duties of the Chief Executive Officer shall include the exercise of the authority delegated to the Chief Executive Officer by the Board through Board policies for the organization and operation of the Hospital and the Chief Executive Officer shall be accountable to the Board for the organization accomplishment of applicable Board policies and operation of the Hospital consonant with the reasonable interpretation of Board policies.
- (d) The Chief Executive Officer shall be a non-voting member of the Board and a voting member of any committees of the Board of which he/she is a member.
- (e) The Chief Executive Officer shall submit quarterly certificates to the Board in respect of the previous quarter that all wages owing to employees and source deductions relating to the employees that the Corporation is required to deduct and remit to the proper authorities pursuant to all applicable legislation, including without limitation, the *Income Tax Act* (Canada), the *Canada Pension Plan* (Canada), the *Unemployment Insurance Act* (Canada), and *Employer Health Tax Act* (Ontario), have been made and remitted to the proper authorities, and that all taxes collected pursuant to the goods and services tax and provincial sales tax have been collected and remitted to the proper authorities.
- (f) The Chief Executive Officer shall submit semi-annual reports to the Board on the transfer of funds made by the Corporation to either the Georgetown Hospital Foundation, the Milton District Hospital Foundation or the Oakville Hospital

Foundation and the compliance of such transfers with such policy as may be set by the Board from time to time.

- (g) The Chief Executive Officer shall perform such other duties as may be determined from time to time by the Board.

5.7 Protection of Directors and Officers

Except as otherwise provided in the Act, no Director or officer for the time being of the Corporation shall be liable for the acts, receipts, neglects or defaults of any other Director or officer or employee or for any loss, damage or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired by the Corporation or for or on behalf of the Corporation or for the insufficiency or deficiency of any security in or upon which any of the monies of or belonging to the Corporation shall be placed out or invested or for any loss or damage arising from the bankruptcy, insolvency or fortuitous act of any person including any person with whom or which any monies, securities or effects shall be lodged or deposited or for any loss, conversion, misapplication or misappropriation of or any damage resulting from any dealings with any monies, securities or other assets belonging to the Corporation or for any other loss, damage or misfortune whatever which may happen in the execution of the duties of the Director's or officer's respective office or trust or in relation thereto unless the same shall happen by or through the Director's or officer's own wilful neglect or default.

5.8 Indemnification of Officers and Directors

- (a) Subject to section 5.9, and provided there has been no wilful neglect, default or fraudulent or criminal act on the part of the Director or officer or otherwise he/she has not failed to have regard in his/her actions to the best interest of the Hospital, no Director or officer shall be liable for the acts, receipts, neglects or defaults of any other Director or officer or employee or for joining in any receipt or other act for conformity, or for any loss, damage or expense happening to the Hospital through the insufficiency or deficiency of title to any property acquired for or on behalf of the Hospital, or for the insufficiency or deficiency of any security in or upon which any of the monies of the Hospital shall be invested, or for any loss or damage arising from the bankruptcy, insolvency or fortuitous acts of any person with whom any of the monies, securities or effects of the Hospital shall be deposited, or for any loss occasioned by any error of judgment or oversight on his/her part, or for any other loss, damage or misfortune whatever which shall happen in the execution of the duties of his/her office or in relation thereto; provided that nothing herein shall relieve any Director or officer from the duty to act in accordance with the Act and the regulations thereunder.
- (b) Subject to any limitations contained in the Act and these by-laws, the Hospital shall indemnify, out of the funds of the Hospital, a Director or officer, a former Director or officer who acts or acted on behalf of the Hospital, inclusive of his/her heirs, executors, administrators, legal representatives, and estate and effects, respectively, against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by him/her in respect of any civil, criminal or administrative action or proceeding to which he/she is made a party by reason of

being or having been a Director or officer of the Hospital provided that:

- (i) he acted honestly and in good faith with a view to the best interests of the Hospital and there was no act of wilful neglect or default; and
 - (ii) in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, he/she had reasonable grounds for believing that his/her conduct was lawful.
- (c) The Hospital shall also indemnify any such person in such other circumstances as the Act or law permits or requires. Nothing in this By-Law shall limit the right of any person entitled to indemnity to claim indemnity apart from the provisions of this By-Law to the extent permitted by the Act or law.

5.9 Insurance

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

ARTICLE 6 - REGULAR AND SPECIAL MEETINGS OF THE BOARD

6.1 Regular Meetings

- (a) The Board shall meet at the Head Office of the Corporation at such time, day and place as the Board may from time to time determine. The Secretary of the Board shall give notice of the meeting to the Directors if the meeting is to be held at another time or day or at a place other than the Head Office.
- (b) There shall be at least eight (8) regular meetings per annum.

6.2 Special Meetings

- (a) The Chair or Vice-Chair of the Board may call special meetings of the Board.
- (b) The Secretary of the Board shall call a meeting of the Board if four (4) Directors so request in writing.
- (c) Notice of a special meeting of the Board shall specify the purpose of the meeting, may be given by telephone, and shall be given at least forty-eight (48) hours in advance of the meeting.

6.3 Procedures for Board Meetings

- (a) The declaration of the Secretary or Chair that notice has been given pursuant to the By-Law, shall be sufficient and conclusive evidence of the giving of such notice.

- (b) No error or omission in giving notice for a meeting of Directors shall invalidate such meeting or invalidate any proceedings at such meeting and any Director may at any time waive notice of any such meeting and may ratify and approve any or all proceedings.
- (c) Meetings of the Board shall be opened to the members of the public and employees of the Corporation.
- (d) The Board shall have the discretion at any time to declare the meeting to be in camera.
- (e) Minutes shall be kept for all meetings of the Board.
- (f) The Chair shall have a vote.
- (g) Business arising at any meeting of the Board shall be decided by a majority of votes, provided that:
 - (i) except as provided by clause (ii) below, votes shall be taken in the usual way by a show of hands.
 - (ii) votes shall be taken by written ballot if so demanded by any voting member present.
 - (iii) if there is an equality of votes, the Chair shall rule that the motion has been defeated.
 - (iv) a declaration by the Chair that a resolution, vote or motion has been carried or defeated 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.

6.4 Quorum

A quorum for any meeting of the Board shall be a majority of the voting Directors. The Chair shall be included in the quorum.

6.5 Rules

The Board may, from time to time, make such Rules as it may deem necessary or desirable for the better management, operation, and maintenance of the Hospital, provided however that any such rule shall conform with the provision of these By-Laws.

6.6 Participation

Notwithstanding any other provision of this By-Law, any Director, Officer, Professional Staff member or employee, who is permitted by the By-Laws or rules and policies of the Corporation to participate in a meeting, may participate in a meeting of the Board or of a committee of the Board by means of telephone conference, electronic or other

communication facilities as permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously. A person participating in such a meeting by such means is deemed, for the purposes of the Act and said By-Law, to be present at the meeting. Such person may indicate his vote by any means that reasonably conveys the person's intention to the other meeting participants.

6.7 Rules of Order

Any questions of procedure at or for any meetings 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 Professional Staff Rules, shall be determined by the Chair in accordance with the rules of procedure adopted by resolution of the Board. In the event that the Board has not adopted a procedural text, the chair of the meeting shall determine the governing procedural text.

ARTICLE 7 - COMMITTEES OF THE BOARD

7.1 Establishment of Committees

- (a) At the first meeting of the Board following the annual meeting of the Corporation, the Board shall establish the following standing committees:
 - (i) Governance Committee;
 - (ii) Strategic Planning Committee;
 - (iii) Quality Committee;
 - (iv) Finance/Audit Committee;
 - (v) Joint Conference Committee; and
 - (vi) such other special committees as it determines are necessary for the execution of the Board's responsibilities.
- (b) Subject to the provisions of the By-Laws, the Board shall appoint the chairs of the committees of the Board and appoint the members of the committees of the Board.
- (c) The Board may appoint additional members who are not Directors to all committees of the Board and those persons shall be entitled to vote, but the number of non-Directors shall not exceed the number of Directors on a committee of the Board.
- (d) The Board shall encourage and promote the appointment of members who are not Directors to the standing and special committees of the Board. The Board shall ensure that committees reflect the community the Corporation serves.
- (e) The membership formula for committees is designed on the basis of minimums and it is intended that the actual size of each committee should be determined by the

need to ensure a breadth of perspectives.

- (f) The Board may, by resolution, dissolve any special committee at any time.
- (g) Committee chairs shall be entitled to vote. Any motion is lost if there is an equality of vote including that of the chair of the Board committee.
- (h) The Board Chair and Chief Executive Officer shall be *ex-officio* members of all committees.
- (i) Members of the Board shall chair all standing committees.
- (j) A majority of members of a committee shall constitute a quorum.
- (k) Guests may attend Board committee meeting at the invitation of the Chair.

7.2 Governance Committee

- (a) The Governance Committee shall consist of at least:
 - (i) five (5) members of the Board;
 - (ii) Chief of Staff; and
 - (iii) Chief Executive Officer.
- (b) The Governance Committee shall:
 - (i) improve continuously the Board' ability to fulfill its legislated obligations, consistent with the Strategic Plan and Mission Statement of the Hospital;
 - (ii) establish, maintain and evaluate structures and processes which will improve Board functioning;
 - (iii) assume responsibility for orientation and education of new Directors and an ongoing education of existing Directors;
 - (iv) report to the Board the names of those persons whom it feels appropriate to nominate for election to the Board at the annual meeting and to fill any vacancies on the Board. In so doing, the Governance Committee shall, assuming candidates being considered for nomination for election to the Board have comparable qualifications and ability, give preference to nominating those persons whose election to the Board would cause the composition of the Board to reflect the relative demographic composition and characteristics of the Town of Milton, the Town of Oakville and the Town of Halton Hills areas served by the Hospital;
 - (v) develop and recommend By-Laws to the Board for approval;

- (vi) develop performance indicators and implement monitoring practices to evaluate the performance of the Board and Directors;
- (vii) report to the Board on matters concerning tenure of Directors and ongoing succession planning for officer positions of the Board;
- (viii) monitor the external environment, specifically regarding the Hospital issues related to governance;
- (ix) recommend annually to the Board the chairs of the Board committees; and
- (x) perform such other duties as may be requested by the Board.

7.3 Terms of Reference for Other Committees

The terms of reference for the other Board committees are contained in Board Policies.

ARTICLE 8 - FINANCIAL

8.1 Bonding-Fidelity Insurance

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

8.2 Banking

- (a) The Board shall by resolution, from time to time, designate one or more banks (each a "Bank") in which the bonds or other securities of the Corporation shall be placed for safekeeping.
- (b) The Board shall by resolution, from time to time, designate the signing officers of the Corporation, and they are hereby authorized for and in the name of the Corporation:
 - (i) to draw, accept, sign and make all or any bills of exchange, promissory notes, cheques, and orders for payment of money;
 - (ii) to receive and deposit all Corporation monies in the Bank or Banks, and give receipts for same;
 - (iii) subject to the approval of the Board, to assign and transfer to such Bank or

Banks, all or any stocks, bonds, or other securities;

- (iv) from time to time, to borrow money from such Bank or Banks;
- (v) to transact with the said Bank or Banks any business which they may think fit;
- (vi) to negotiate with, deposit with, endorse or transfer to the Bank or Banks, but for the credit of the Corporation only, all or any bills of exchange, promissory notes, cheques, or orders for the payment of money and other negotiable paper;
- (vii) from time to time, to arrange, settle, balance, and certify all books and accounts between the Corporation and any Bank;
- (viii) to receive all paid cheques and vouchers; and
- (ix) to sign the Bank's form of settlement of balance and release.

8.3 Signing Officers

Deeds, transfers, assignments, contracts, obligations, certificates and other instruments may be signed on behalf of the Corporation by two (2) persons holding the office of Chair or Vice-Chair, Treasurer or Chief Executive Officer, or any other office created by law or the Board. In addition, the Board may from time to time direct, by resolution, the manner in which and the person or persons by whom any particular instrument or class of instruments may or shall be signed. Any signing officer may affix the corporate seal thereto.

8.4 Seal

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

8.5 Investments

- (a) Subject to paragraphs 8.5(b) and 8.5(c) below, the Board shall not be limited to investments authorized by laws for trustees provided their investments are investments which are deemed reasonable and prudent under the circumstances.
- (b) With respect to monies or property held in trust by the Corporation, the Board may invest only in securities authorized by the *Trustee Act* (Ontario), unless the trust instrument indicates otherwise.
- (c) Notwithstanding the provisions of paragraphs 8.5(a) or 8.5(b) above, the Board may, in its discretion retain investments which are given to the Corporation in specie.

8.6 Auditor

- (a) The Corporation shall at its annual meeting appoint an auditor who shall not be a member of the Board or an officer or employee of the Corporation or a partner or employee of any such person, and who is duly licensed under the provisions of *The*

Public Accountancy Act (Ontario), to hold office until the next annual meeting of the Corporation.

- (b) The Auditor shall have all the rights and Privileges as set out in the Act and shall perform the audit function as prescribed therein.

8.7 Borrowing

In addition to the powers set out in Section 8.2, but subject to the limitations set out in the Letters Patent, if any, the Board may from time to time:

- (a) borrow money upon the credit of the Corporation;
- (b) limit or increase the amount to be borrowed;
- (c) issue debentures or other securities of the Corporation;
- (d) pledge or sell such debentures or other securities for such sums and at such prices as may be deemed expedient; and
- (e) secure any such debentures, or other securities, or any other present or future borrowing or liability of the Corporation, by mortgage, hypothec, charge or pledge of all or any currently owned or subsequently acquired real and personal, movable and immovable, property of the Corporation, and the undertaking and rights of the Corporation.

8.8 Board Delegation

From time to time, the Board may authorize any Director or Officer 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 security to be given therefore, with power to vary or modify such arrangements, terms and conditions and to give such additional security for any monies borrowed or remaining due by the Corporation as the Board may authorize, and generally to manage, transact and settle the borrowing of money by the Corporation.

ARTICLE 9 - VOLUNTARY ASSOCIATIONS

9.1 Authorization

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

9.2 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.

9.3 Control

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

9.4 Representation on Board

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

9.5 Auditor

- (a) Each unincorporated voluntary association shall have its financial affairs reviewed for the purposes of assuring reasonable internal control.
- (b) The auditor for the Hospital shall be the auditor for the voluntary association(s) under this section.

ARTICLE 10 - PROFESSIONAL STAFF

10.1 Purpose of the Professional Staff By-Laws

The purposes of the Professional Staff By-Laws, are:

- (a) to outline clearly and succinctly the purposes and functions of the Professional Staff;
- (b) to identify specific organizational units (departments, services, committees, programs, etc.) necessary to allocate the work of carrying out those functions;
- (c) to designate a process for the selection of officials of the Professional Staff, including the Chief/Associate Chief(s) of Staff, Corporate Chiefs/Chiefs of Departments and Head Midwife;
- (d) to assign responsibility, define authority, and describe the manner of accountability to the Board of all officials, organizational units and each member of the Professional Staff for Patient care, and for professional and ethical conduct;
- (e) to maintain and support the rights and privileges of the Professional Staff as provided herein;
- (f) to identify a professional staff organization structured with responsibility, authority and accountability as established by the Professional Staff Constitution so as to ensure that each Professional Staff member conducts themselves in a manner consistent with the requirements of the Public Hospitals Act and its regulations, these by-laws and such rules and regulations, or any amendments thereto, which become effective when approved by the Board.

10.2 Purposes of the Professional Staff

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

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

10.3 Professional Staff Resource Plan

The Medical Advisory Committee will recommend to the Board for approval, on an annual basis, a Professional Staff Resource Plan for each department of the Professional Staff, as recommended by the chief of the clinical department with the advice of the Administration of the Hospital, and appropriate Regional Partners. This plan will be consistent with the strategic directions of the Hospital as established by the Board, and the *Public Hospitals Act*, Section 44(2) regarding cessation of services.

The Board shall appoint physicians, dentists, midwives and extended class nurses to the Professional Staff in accordance with the Professional Staff Resource Plan after considering the advice of the Medical Advisory Committee.

10.4 Appointment

- (a) The Board shall appoint annually a Professional Staff for the Hospital having considered the recommendation of the Medical Advisory Committee.
- (b) The Board shall establish from time to time criteria for appointment to the Professional Staff, as set out in the Hospital's *Medical/Professional Staff Credentialing Policy*, in consultation with Trillium Health Partners, within the Mississauga Halton Local Integration Network, along with the form of application and reapplication after considering the advice of the Medical Advisory Committee. An application for appointment to the Professional Staff shall be processed in accordance with the Hospital's *Medical/Professional Staff Credentialing Policy and the Publics Hospitals Act/Regulation 965*.
- (c) In making an appointment or reappointment to the Professional Staff, the Board may appoint an applicant as a member of the Primary Professional Staff and to a Professional Staff group or where the applicant holds a Primary Professional Staff appointment at Trillium Health Partners, within the Mississauga Halton Local Integration Network, and makes application to the Hospital; appoint the applicant to the Secondary Professional Staff and the Regional Affiliate Staff group.
- (d) Where the Board approves an appointment recommended by the MAC solely to the Secondary Professional Staff of the Hospital, such member must be granted and maintain a Primary Staff appointment to the Professional Staff of the other Mississauga Halton Local Integration Network Hospital.

- (e) In making an appointment or reappointment to the Professional Staff, the Board shall consider the Corporation's resources, the recommendation of the MAC, the Professional Staff Resource Plan and whether there is a need for the services in the community.
- (f) Where the Board of the Hospital determines that the Hospital shall cease to provide a service or the Minister directs the Hospital to cease to provide a service, the Board of Directors may:
 - (i) refuse the application of a member for appointment or reappointment to the Professional Staff or for a change in hospital Privileges;
 - (ii) revoke the appointment of any member; and
 - (iii) cancel or substantially alter the privileges of any member as long as such determination relates to the termination of the service.
- (g) The Board may make a decision under subsection (e) without holding a hearing, unless a hearing is required by or under the *Public Hospitals Act*.
- (h) As of the date of the corporations' amalgamation, Professional Staff Privileges will be restricted to specific Hospital Sites unless otherwise noted.

10.5 Term

- (a) Each appointment to the Professional Staff shall be for a period of not more than one year. Provided that where, within the time prescribed therefore, a member has applied for re-appointment, his or her appointment shall be deemed to continue,
 - (i) until the re-appointment is granted; or
 - (ii) where he or she is served with notice that the Board refuses to grant the re-appointment, until the time for giving notice requiring a hearing by the Appeal Board has expired and, where a hearing is required, until the decision of the Appeal Board has become final. If a member of the Professional Staff fails to submit the application for reappointment prior to the end of his or her appointment term, the appointment ends.

10.6 Refusal to Appoint

In accordance with the *Public Hospitals Act*, the Board may refuse to appoint an applicant to the Professional Staff.

10.7 Reappointment

- (a) Each year the Board shall require each member of the Professional Staff to make a written application for reappointment to the Professional Staff on the prescribed form prior to the expiry of the Member's annual appointment. Any request for a change in category will be clearly indicated on the form.

- (b) Each application for reappointment shall be processed in accordance with the Hospital's *Medical/Professional Credentialing Policy* and *Medical/Professional Credentialing Procedure*.
- (c) The Chief of Staff and Credentials Committee shall provide a report and recommendation concerning each application to the Medical Advisory Committee for consideration and subsequent recommendation to the Board in accordance with provisions of these Bylaws.

10.8 Refusal to Reappoint

In accordance with the *Public Hospitals Act*, the Board may refuse to reappoint a member of the Professional Staff.

10.9 Application for Change of Privileges

- (a) Any change of privileges associated to a member of the Professional Staff shall be processed in accordance with the Hospital's *Medical/Professional Credentialing Policy* and *Medical/Professional Credentialing Procedure*.
- (b) The Medical Advisory Committee is entitled to request any additional information or evidence that it deems necessary for consideration of the application for change in privileges.

ARTICLE 11 - REVOCATION OR SUSPENSION OF APPOINTMENT TO THE PROFESSIONAL STAFF

11.1 Suspension/Revocation of Appointment

- (a) In circumstances where there are concerns about the conduct, performance or competence of a member who has been granted hospital Privileges and who is currently a registered member of a regulated health profession pursuant to the *Regulated Health Professions Act*, the Board may, at any time, in a manner consistent with the *Public Hospitals Act*, the By-Laws and Regulations, Policies and ethical guidelines of the Corporation, revoke, suspend, restrict or otherwise deal with the Privileges of the member. Notice of any suspension, revocation or restriction of Privileges shall be given by the President and Chief Executive Officer to the Registrar of the College within which the member is registered in a manner consistent with the *Public Hospitals Act* and the *Regulated Health Professions Act*, where the grounds for such action described above is the incompetence, negligence, or misconduct of that member.
- (b) **Immediate Action In Emergency Situations.** In circumstances where, in the opinion of the Chief of Staff, the Associate Chief of Staff, the Corporate Chief/Chief of the relevant Department, Head Midwife, or the President and Chief Executive Officer, the conduct, performance or competence of a member of the Professional Staff exposes or is reasonably likely to expose Patient(s), staff or others to harm or injury, and immediate action must be taken to protect the Patient(s), staff or others and no less restrictive measure can be taken, the Corporate Chief/Chief of Department, the Associate Chief of Staff, the Head Midwife, as applicable, the Chief

of Staff or the President and Chief Executive Officer will take action . This may require immediate and temporary suspension of the appointment of the member of the Professional Staff by the Corporate Chief/Chief of Department, Head Midwife, the Associate Chief of Staff as applicable, or the Chief of Staff with immediate notice to the President and Chief Executive Officer, pending the consideration of the suspension by the Medical Advisory Committee and the Board in keeping with the procedures outlined in Schedule "A" of this By-Law, respecting Mid-Term Action in an Emergency Situation. In the event that the matter involves an extended class nursing staff member of the Professional Staff, the Chief of Staff or President and Chief Executive Officer shall notify the Chief Nursing Officer.

- (c) **Non-Immediate Mid-Term Action.** In circumstances where, in the opinion of at least two (2) of three (3) of the Corporate Chief/Chief of the relevant Department, Head Midwife, as applicable, the Associate Chief of Staff or the Chief of Staff and the President and Chief Executive Officer, the conduct, performance or competence of a member of the Professional Staff:
- (i) fails to comply with the criteria for annual reappointment; or
 - (ii) exposes or is reasonably likely to expose Patient(s) to harm or injury; or
 - (iii) is, or is reasonably likely to be, detrimental to Patient safety or to the delivery of quality Patient care within the Hospital; or
 - (iv) is such that disciplinary action is taken by the College; or
 - (v) results in the member's affiliation with the Faculty of Medicine and Dentistry of the University being changed in any way or terminated; or
 - (vi) constitutes abuse; or
 - (vii) is, or is reasonably likely to be, detrimental to the Corporation's operations; or
 - (viii) has violated the *Public Hospitals Act*, or the By-Laws, Rules and Regulations, Policies and ethical guidelines of the Corporation; and
 - (ix) if immediate action is not required, action may be initiated in keeping with the procedures in Schedule "A" of this By-Law, respecting Non-Immediate Mid-Term Action.

ARTICLE 12 - PROFESSIONAL STAFF GROUPS

12.1 Professional Staff Groups

The Professional Staff shall be divided into the following groups:

- (a) Associate
- (b) Active

- (c) Courtesy
- (d) Records Only Courtesy Staff
- (e) Regional Affiliate
- (f) Senior
- (g) Temporary
- (h) Term
- (i) Locum Tenens
- (j) Supportive
- (k) Affiliate
- (l) Honourary

12.2 Site Specific Privileges

The Professional Staff may be granted Privileges which are site specific to a single, dual or all of the following Hospital Sites:

- (a) Oakville-Trafalgar
- (b) Milton District
- (c) Georgetown

The Board may grant Privileges, which are site specific to a Hospital Site.

12.3 Associate Professional Staff

- (a) The Associate Staff shall consist of physicians, dentists, midwives or extended class nurses appointed to the Professional Staff by the board. No member of the Professional Staff shall be appointed to the Associate Professional Staff for more than twelve (12) consecutive months, with a possible extension of not more than six (6) months.
- (b) Each associate Professional Staff member shall have admitting privileges unless otherwise specified in the appointment.
- (c) An Associate Professional Staff member shall work for a probationary period of no less than twelve (12) months under the supervision of an Active Professional Staff member named by the Chief of Staff/Associate Chief(s) of Staff or the Corporate Chief/Chief of Department, Head Midwife or his/her delegate to which the Associate Professional Staff member has been assigned. In the absence of a named

supervisor the Corporate Chief/Chief or Head Midwife shall be the supervisor.

- (d) After a minimum period of six (6) months but not to exceed one (1) year, the appointment of a Professional Staff member to the Associate Professional Staff shall be reviewed by the Corporate Chief/Chief of Department or Head Midwife, as applicable, who shall provide a written report to the Credentials Committee who shall report to the Medical Advisory Committee. Each report shall include:
 - (i) information concerning the knowledge and skill which has been shown by the Associate Staff member;
 - (iii) the nature and quality of his/her work in the Hospital;
 - (iv) comments on the utilization of Hospital resources; and
 - (iv) the Associate Staff member's ability to function in conjunction with the other members of the Hospital staff.
- (e) After one (1) year, the appointment of the Professional Staff member to the Associate Staff shall be reviewed by the Credentials Committee, of which a report will be provided to the Medical Advisory Committee. The Medical Advisory Committee, after considering the report of the Credentials Committee, will recommend to the Board either a change in category, an extension of appointment in the Associate Staff category for a further period of time not to exceed an additional twelve (12) months, or denial or reappointment.
- (f) The Corporate Chief/Chief of Department or Head Midwife, as applicable, upon the request of an Associate Professional Staff member or a Supervisor, may assign the Associate Professional Staff member to a different Supervisor for a further probationary period.
- (g) At any time, a well-founded unfavourable report may cause the Medical Advisory Committee to consider making a recommendation to the Board that the appointment of the associate Professional Staff member be terminated.
- (h) Each Associate Staff member of the Professional Staff shall hold the following Privileges, unless otherwise specified in the appointment, and shall exercise them within his/her scope of practice:
 - (i) may admit Patients to the Hospital;
 - (ii) may write orders in the Patient record;
 - (iii) may see, assess and treat Patients in Hospital facilities (e.g. Surgical Day Care, Operating Room, etc.);
 - (iv) may utilize Hospital services (e.g. Laboratory, Pathology, Diagnostic Imaging, Library, etc.);

- (v) may vote at Professional Staff Meetings and hold elected office; and
 - (vi) may participate in Hospital educational events.
- (i) Each Associate Staff member of the Professional Staff shall have the following responsibilities, unless otherwise specified in the appointment:
- (i) attend Patients, and undertake treatment and operative procedures only in accordance with the kind and degree of Privileges granted by the Board and be subject to the rules and regulations of the Department to which he or she is assigned;
 - (ii) undertake such duties in respect of those patients classed as emergency cases as may be specified by the Chief of Staff the Associate Chief of Staff or by the Corporate Chief /Chief of Department or Head Midwife, as applicable, to which the active staff member has been assigned;
 - (iii) act as a supervisor of a member of the Professional Staff as and when requested by the Chief of Staff or the Associate Chief of Staff or the Chief of Department;
 - (iv) act as Most Responsible Physician (MRP) as described in the MRP Policy of the Hospital;
 - (v) assure that all Patients with conditions within his/her scope of practice in the Hospital receive the best possible medical care;
 - (vi) participate in a discipline-specific “on-call” coverage system which is acceptable to the Associate Chief of Staff or the Chief of Staff, Medical Advisory Committee and the Board, and may include regional call;
 - (vii) respond promptly to all consultation requests for Emergency Room and Hospital Patients when “on-call”;
 - (viii) provide legible, accurate and timely records of Patient care activities;
 - (ix) acknowledge and accept the team approach to Patient care and participate actively as a team member in the best interest of the Patient;
 - (x) serve on Hospital committees as assigned by Chief of Staff/Medical Advisory Committee;
 - (xi) attend Departmental meetings and Professional Staff meetings as required by the By-Laws and Professional Staff Rules;
 - (xii) participate in the Hospital Peer Review Program; and
 - (xiii) perform such other duties as may be prescribed by the Medical Advisory Committee from time to time.

12.4 Active Staff

- (a) The Active Staff shall consist of those practitioners who have been appointed by the Board, following a period of Associate Staff membership as provided for in this By-Law, to be responsible for assuring that medical care is provided to all Patients in the Hospital. The Board may, upon the recommendation of the Medical Advisory Committee, waive the obligation that the practitioner complete a period of Associate staff membership and grant to the practitioner Active staff Privileges.
- (b) The Board, upon the recommendation of the Medical Advisory Committee, may grant Active Staff Privileges and responsibilities to applicants.
- (c) A member of the Professional Staff shall be eligible to make application for appointment to the Active Staff up to and including the year in which they reach the age seventy (70) and thereafter may apply to such other applicable Professional Staff Group.
- (d) Each Active Staff member of the Professional Staff shall hold the following Privileges, unless otherwise specified in the appointment, and shall exercise them within his/her scope of practice:
 - (i) may admit Patients to the Hospital;
 - (ii) may write orders in the Patient record;
 - (iii) may see, assess and treat Patients in Hospital facilities (e.g. Surgical Day Care, Operating Room, etc.);
 - (iv) may utilize Hospital services (e.g. Laboratory, Pathology, Diagnostic Imaging, Library, etc.);
 - (v) may vote at Professional Staff Meetings and hold elected office; and
 - (vi) may participate in Hospital educational events.
- (e) Each Active Staff member of the Professional Staff shall have the following responsibilities, unless otherwise specified in the appointment:
 - (i) attend Patients, and undertake treatment and operative procedures only in accordance with the kind and degree of Privileges granted by the Board and be subject to the rules and regulations of the Department to which he or she is assigned;
 - (ii) undertake such duties in respect of those patients classed as emergency cases as may be specified by the Chief of Staff or by the Associate Chief of Staff or the Corporate Chief /Chief of Department or Head Midwife, as applicable, to which the active staff member has been assigned;
 - (iii) act as a supervisor of a member of the Professional Staff as and when requested by the Chief of Staff or the Associate Chief of Staff or the Chief of

Department;

- (iv) assure that all Patients with conditions within his/her scope of practice in the Hospital receive the best possible medical care;
- (v) participate in a discipline-specific “on-call” coverage system which is acceptable to the Chief of Staff, Medical Advisory Committee and the Board, and may include regional call;
- (vi) respond promptly to all consultation requests for Emergency Room and Hospital Patients when “on-call”;
- (vii) provide legible, accurate and timely records of Patient care activities;
- (viii) acknowledge and accept the team approach to Patient care and participate actively as a team member in the best interest of the Patient;
- (ix) serve on Hospital committees as assigned by Chief of Staff/Medical Advisory Committee;
- (x) attend Departmental meetings and Professional Staff meetings as required by the By-Laws and Professional Staff Rules;
- (xi) be bound by attendance requirements for Professional Staff meetings as set out in the Hospital’s Rules and Regulations;
- (xii) participate in the Hospital Peer Review Program; and
- (xiii) perform such other duties as may be prescribed by the Medical Advisory Committee from time to time.

12.5 Courtesy Staff

- (a) The Courtesy Staff shall consist of those members of the Professional Staff who have a limited appointment at the hospital,
- (b) The Board may grant a physician an appointment to the courtesy Professional Staff in one or more of the following circumstances:
 - (i) the applicant has an active Professional Staff commitment at another hospital;
 - (ii) the applicant lives at such a remote distance from the Hospital that it limits full participation in active Professional Staff duties, but he/she wishes to maintain an affiliation with the Hospital; or
 - (iii) the applicant has a primary commitment to, or contractual relationship with, another community or organization; or
 - (iv) the applicant requests limited access to Hospital resources or outpatient programs or facilities; or

- (v) where the Board deems it otherwise advisable.
- (c) The Board may grant an applicant an appointment to the Courtesy Professional Staff with such Privileges as the Board deems advisable. Privileges to admit patients shall only be granted under specified circumstances.
- (d) The circumstances leading to an appointment under this section shall be specified by the applicant on each application for reappointment.
- (e) Each member of the courtesy Professional Staff may attend Professional Staff and departmental meetings but unless the Board so requires shall not be subject to the attendance requirements and penalties as provided by these Bylaws and the Professional Staff Rules and Policies.
- (f) Unless required to attend by the Chief of Staff or the Associate Chief of Staff or the Corporate Chief/Chief of Department or Head Midwife, as applicable, members of the courtesy Professional Staff shall not have the right to vote at Professional Staff or departmental meetings.
- (g) Members of the courtesy Professional Staff shall not hold office and shall not be eligible for appointment to a committee of the Professional Staff.

12.6 Records Only Courtesy Staff

- (a) The Records Only Courtesy Staff shall consist of appointed members of the Professional Staff who have access to the Hospital's clinical records, without privileges to see or treat patients.
- (b) An applicant may be granted an appointment to the Records Only Courtesy Staff where:
 - (i) the applicant has privileges at another hospital or practices within the MH LHIN; and
 - (ii) the Hospital wishes to grant the applicant access to the Personal Health Information of a Patient of the Hospital.
- (c) The circumstances leading to an appointment under this section shall be specified by the applicant on each application for reappointment,
- (d) Records Only Courtesy Staff shall not be eligible to:
 - (i) admit, treat or write orders for Patients;
 - (ii) vote at Professional Staff meetings;
 - (iii) hold office; or
 - (iv) sit on any Committees

12.7 Regional Affiliate

- (a) The Regional Affiliate Staff shall consist of those Professional Staff members who participate in regional clinical programs deployed at more than one hospital corporation in the region, or who practice at more than one hospital in the region.
- (b) The Board, upon the recommendation of the MAC, may grant Regional Affiliate Staff Privileges and responsibilities to applicants, where the Professional Staff applicant requires such Privileges so as to fully participate in an approved regional program. Appointments shall be for a period not to exceed one (1) year and such appointment does not imply or provide for any continuing Professional Staff appointment.
- (c) Each Regional Affiliate Staff member who is a physician, dentist or midwife shall hold privileges consistent with privileges held at the primary appointment hospital site, unless otherwise specified in the appointment, and shall exercise them within his/her scope of practice:
 - (i) may visit own patients in Hospital and write progress notes;
 - (ii) may write orders;
 - (iii) may assist in the Operating Room;
 - (iv) may utilize the following Hospital services, where resources have been specifically allocated by the Board:
 - (A) Diagnostic Imaging;
 - (B) Pathology;
 - (C) Laboratory;
 - (D) Surgical Day Care;
 - (E) Library; and
 - (F) Outpatient Ambulatory Services
 - (v) may attend but not vote at Professional Staff meetings, and may not hold elected office;
 - (vi) may participate in Hospital educational events; and
 - (vii) may join a Hospital committee at the discretion of Chief of Staff/President and Chief Executive Officer.
- (d) Regional Affiliate Staff members will be permitted to admit patients directly to the Hospital for the provision of on-call or regional clinical services or provide in-hospital consultation only where required to meet a need specified by the Department as approved by the Board upon recommendation by MAC.
- (e) Regional Affiliate Staff members will ensure appropriate transfer of care to an HHS staff

- physician.
- (f) The first 12 months of Regional Affiliate Status will be considered probationary.
 - (g) Each Regional Affiliate Staff member who is a physician, dentist or midwife shall have the following responsibilities, unless otherwise specified in the appointment:
 - (i) will provide a legible, accurate and timely consultation report and record of patient care activities;
 - (ii) may attend Professional Staff meetings as required by the By-laws and Professional Staff Rules and Regulations;
 - (iii) adhere to any other program-specific agreements;
 - (iv) participate in the Hospital Peer Review Program;
 - (v) participate where appropriate, in a regional “on-call” coverage system which is acceptable to the Chief of Staff, the Medical Advisory Committee and the Board.

12.8 Senior Staff

- (a) The Senior Staff category has been created by the Board to allow the Hospital to, as required by its professional human resource plan, approve Privileges beyond the Active staff retirement age of seventy (70), provided that:
 - (i) the applicant’s training, experience and qualifications are not otherwise represented in the Department;
 - (ii) the Hospital is unable to attract an applicant with like skills, training and experiences and the retirement of the applicant would be prejudicial of the health and welfare of members of the community.
- (b) The Board’s responsibility to ensure a succession plan for members of its Professional Staff, may require that from time to time a senior staff member’s Privileges may be reduced, revoked or not renewed in favour of granting Privileges to a new or existing Associate staff or Active staff member.
- (c) Senior Staff:
 - (i) will consist of those previous members of the Active staff appointed from time to time by the Board, who are over the age of seventy (70) and maintain clinical activities within the corporation;
 - (ii) may be subject to an enhanced performance review at the discretion of the Corporate Chief/Chief of Department or Head Midwife, as applicable, and the Associate Chief of Staff and the Chief of Staff and approved by the Medical Advisory Committee with the express objective of ensuring the ongoing competency of the Senior staff members;

- (iii) will be granted Privileges as approved by the Board having given consideration to the recommendation of the Corporate Chief/Chief of Department or Head Midwife, as applicable, and the Medical Advisory Committee;
 - (iv) will be granted Patient admitting Privileges, unless otherwise specified in their appointment to the Professional staff;
 - (v) will be eligible to apply for annual reappointment;
 - (vi) will be eligible to attend and vote at meetings of the Professional staff organization and to be an officer of the Professional staff organization or committee chair;
 - (vii) will be bound by the expectations for attendance at Professional staff organization, department and service meetings.
- (d) At the time of retirement, a Senior Staff member may apply for appointment to the Honourary staff.

12.9 Temporary Professional Staff Privileges

- (a) Temporary Professional Staff Privileges may be granted only for one of the following reasons:
- (i) to meet a specific singular requirement by providing a consultation and/or operative procedure; or
 - (ii) to meet an urgent need for a Professional service; or
 - (iii) to provide a series of consultations.
- (b) Notwithstanding any other provision in these Bylaws, the President and Chief Executive Officer of the Corporation, after consultation with the Chief of Staff or his/her delegate, may:
- (i) grant temporary privileges to an applicant who is not a member of the Professional Staff provided that such privileges shall not extend beyond the date of the next meeting of the Medical Advisory Committee at which time the action taken shall be reported;
 - (ii) continue the appointment on the recommendation of the Medical Advisory Committee until the next meeting of the Board; and
 - (iii) remove temporary Privileges at any time prior to any action by the Board.
- (c) Temporary Privileges shall not include the privilege to admit Patients unless otherwise specified.
- (d) A Temporary Professional Staff member shall not be eligible to:

- (i) vote at Professional Staff meetings;
- (ii) hold office; and
- (iii) sit on a committee requiring Professional Staff.

12.10 Term Staff

- (a) Term staff will consist of applicants who have been granted site specific admitting and/or site specific procedural Privileges as approved by the Board having given consideration to the recommendation of the Corporate Chief/Chief of Department or Head Midwife, as applicable and the Medical Advisory Committee in order to meet a specific clinical or academic need for a defined period of time not to exceed one (1) year. The specific clinical or academic need(s) shall be identified by the Medical Advisory Committee and approved by the President and Chief Executive Officer of the Hospital. Such needs may include services provided by clinical assistants, clinical scholars, long-term locum tenens, or such other circumstances as may be required. An appointment to the Term Staff does not imply or provide for reappointment or any continuing professional staff appointment but a member of the Term Staff may make application for a further Term Staff appointment.
- (b) Term staff:
 - (i) may be required to work under the supervision of an Active staff member identified by the Corporate Chief/Chief of Department or Head Midwife, as applicable;
 - (ii) may be required to undergo a probationary period as appropriate and as determined by the Corporate Chief/Chief of Department or Head Midwife, as applicable;
 - (iii) shall, if replacing another member of the Professional Staff, attend that Professional Staff member's Patient;
 - (iv) shall undertake such duties in respect of those Patients classed as emergency cases and of out-patient department clinics as may be specified by the Corporate Chief/Chief of Department or Head Midwife, as applicable, due to the number that the Professional Staff is assigned;
 - (v) shall, unless otherwise specified in the grant of Privileges by the Board, have admitting Privileges.
- (c) Term staff will not, subject to determination by the Board in each individual case:
 - (i) be eligible for re-appointment;
 - (ii) attend or vote at meetings of the Professional staff or be an officer of the Professional staff or committee chair; and

- (iii) be bound by the expectations for attendance at Professional staff, departmental and service meetings.

12.11 Locum Tenens

- (a) The Locum Tenens staff shall consist of those members of the Professional Staff who are replacing an existing member of the Professional Staff for a defined period of time, typically for extended vacation, illness, maternity leave, or other prolonged absence.
- (b) The Medical Advisory Committee, upon the request of a member of the Professional Staff, may recommend the appointment of a locum tenens as a planned replacement for that Professional Staff member for a specified period of time.
- (c) A locum tenens shall:
 - (i) not have admitting Privileges unless otherwise specified;
 - (ii) work under the counsel and supervision of a member of the Active Professional Staff who has been assigned this responsibility by the Chief of Staff or his/her delegate;
 - (iii) attend Patients assigned to his/her care by the Active Professional Staff member by whom he/she is supervised, and shall treat them within the professional Privileges granted by the Board on the recommendation of the Medical Advisory Committee;
 - (iv) undertake such duties in respect of those Patients classed as emergency cases as may be specified by the Chief of Staff/Associate Chief(s) of Staff or by the Corporate Chief/Chief of Department or Head Midwife, as applicable, to which the Professional Staff member has been assigned; and
 - (v) provide reasonable on-call services to the Hospital and Emergency Department as directed by the Corporate Chief/Chief of Department, Head Midwife, as applicable, or Medical Advisory Committee, or Chief of Staff/Associate Chief(s) of Staff, or the Board.
- (d) Each Locum Tenens may attend Professional Staff and Department meetings but shall not be subject to the attendance requirements as provided by the By-Laws and Professional Staff Rules and Regulations.
- (e) Locum Tenens shall not have the right to vote at Professional Staff or Departmental meetings.
- (f) Locum Tenens shall not hold office and shall not be eligible for appointment to a committee of the Professional Staff.

12.12 Supportive Staff

- (a) The Supportive Staff shall consist of appointed members of the Professional Staff who have access to:

- (i) the Hospital;
 - (ii) the Hospital's inpatients and outpatients who are under the active care of the professional staff member in the community;
 - (iii) read the Hospital's clinical records;
 - (iv) write notes in the Hospital's clinical records Progress Notes section;
- (b) An applicant may be granted an appointment to the Supportive Staff where:
- (i) the applicant practices within the MH LHIN; and
 - (ii) the Hospital wishes to grant the applicant access to the professional staff member's hospitalized community office patients;
 - (iii) the applicant does not wish to assume MRP responsibilities or responsibility for the clinical care of his/her patients;
 - (iv) the applicant does not wish to participate in hospital committees or assume other responsibilities associated with hospital privileges;
 - (v) the applicant wishes to visit his/her hospitalized patients, access the hospital record while the patient is hospitalized, and write notes in the progress notes of the medical record;
- (c) The circumstances leading to an appointment under this section shall be specified by the applicant on each application for reappointment,
- (d) Supportive Staff shall not be eligible to:
- (i) admit, treat or write orders for Patients;
 - (ii) vote at Professional Staff meetings;
 - (iii) hold office; or
 - (iv) sit on any Committees

12.13 Affiliate Staff

- (a) The Affiliate Staff shall consist of those members of the Professional Staff who have a non-clinical appointment.
- (b) The Board may appoint to the Affiliate Staff, members who have requested an educational or professional affiliation with the Professional Staff of the Hospital.
- (c) No member of the Affiliate Staff shall:

- (i) be granted admitting and discharge Privileges, or Privileges to perform any procedure or attend Patients in the Hospital;
- (ii) have regular assigned duties or responsibilities;
- (iii) be eligible to vote at Professional Staff meetings or hold office; or
- (iv) be bound by attendance requirements for Professional Staff meetings.

12.14 Honourary Staff

- (a) An individual may be honoured by the Board with a position on the Honourary staff of the Hospital because he/she:
 - (i) is a former member of the Professional Staff who has retired from active practice; or
 - (ii) has an outstanding reputation or made an extraordinary accomplishment, although not necessarily a resident in the community.
- (b) Each member of the Honourary staff shall be appointed by the Board on the recommendation of the Medical Advisory Committee.
- (c) Members of the Honourary staff shall not:
 - (i) have assigned duties or responsibilities;
 - (ii) be eligible to vote at Professional Staff meetings or to hold office;
 - (iii) be bound by the attendance requirements for Professional Staff meetings; or
 - (iv) be granted admitting and discharge Privileges, or Privileges to perform any procedure or attend Patients in the Hospital.

12.15 Resignation and Retirement

- (a) A member of the Professional Staff wishing to resign shall notify in writing the Corporate Chief/Chief of Department or Head Midwife, as applicable, to which he/she is appointed. The resignation will become effective no less than forty-five (45) days after the initial notification of the Corporate Chief/Chief of Department or Head Midwife, as applicable, or within such earlier or later date as may be mutually agreed upon by the member and the Board.
- (b) A physician who retires from active practice shall provide six (6) months' notice to the President and Chief Executive Officer of the Corporation or delegate in writing, who shall notify the Chair of the Credentials Committee. The Medical Advisory Committee and the Board will be notified subsequently.

ARTICLE 13 - PROFESSIONAL STAFF DUTIES

13.1 Duties, General

(a) Collective Duties and Responsibilities

- (i) Collectively, the Professional Staff practicing within the Hospital have responsibility and accountability to the Board for:
 - (A) ensuring that care at the Hospital is appropriately directed to meeting patients' needs and is consistent with sound health care resource utilization practices;
 - (B) participate in quality and error management initiatives by conducting all necessary and appropriate activities for assessing and improving the effectiveness and efficiency of care provided in the Hospital;
 - (C) providing and maintaining the development of continuing medical education and continuing interdisciplinary health professional education;
 - (D) promoting evidence-based decision making;
 - (E) assisting to fulfill the mission of the Hospital through contributing to the strategic planning, community needs assessment, resource utilization management and quality management activities; and
 - (F) contributing to the development and ensuring compliance with the By-Law, and Professional Staff Rules, and policies of the Corporation.

(b) Individual Duties and Responsibilities

- (i) Each member of the Professional Staff is accountable to and shall recognize the authority of the Board through the Chief of Staff and the President and Chief Executive Officer and shall:
 - (A) ensure that a high professional standard of care provided to patients under their care is consistent with sound healthcare resource utilization practices;
 - (B) practice medicine, dentistry, midwifery or extended class nursing within the limits of the Privileges provided;
 - (C) maintain involvement, as a recipient, in continuing medical and interdisciplinary professional education;
 - (D) give such instruction as is required for the education of other members of the Professional Staff and Hospital staff;
 - (E) recognize the authority of the Chief of Staff, the Associate Chief(s) of Staff the Corporate Chiefs and Chiefs of Departments, Head Midwife, as applicable, the Medical Advisory Committee and the Board;
 - (F) comply with this By-Law and the Professional Staff Rules and

Regulations;

- (G) participate in quality and error management initiatives, as appropriate;
 - (H) prepare and complete patient records in accordance with the Hospital's policies as may be established from time to time, applicable legislation and accepted industry standards;
 - (I) work and co-operate with others in a manner consistent with the Hospital's mission, vision and values;
 - (J) notify the President and Chief Executive Officer of any change in license to practice, in the certificate of professional conduct (physicians), certificate of registration (dentists), certificate of registration (midwives) or annual registration payment card (registered Nurse in the extended class) with the respective College or change in professional liability insurance;
 - (K) abide by the Professional Staff Rules and Regulations, this By-Law, the *Public Hospitals Act*, and all other legislated requirements;
 - (L) provide his or her reasonable co-operation to the Chief of Staff/Associate Chief(s) of Staff and to the Medical Advisory Committee, the Corporate Chief/Chief of Department or Head Midwife, as applicable, to which the Physician has been assigned, the President of the Professional Staff and the President and Chief Executive Officer of the Corporation;
 - (M) provide reasonable on-call services to the Hospital and Emergency Department as established and directed by the Corporate Chief/Chief of Department, Head Midwife, as applicable, or Medical Advisory Committee, or Chief of Staff/Associate Chief(s) of Staff, or the Board;
 - (N) ensure patient confidentiality is maintained in a manner consistent with Hospital policy and the *Personal Health Information Protection Act*;
 - (O) participation on committees at the request of the Chief of Staff, the Corporate Chief or Chiefs of Department or the Head Midwife.
 - (P) attend Departmental meetings and Professional Staff meetings as required by the By-Laws and Professional Staff Rules; and
 - (Q) perform such other duties as may be prescribed from time to time by, or under the authority of the Board, through the MAC, and the Chief of Staff, Associate Chief of Staff or the Corporate Chief or Chiefs of Department or the Head Midwife, as applicable.
- (ii) perform such other duties as may be prescribed from time to time by, or under the authority of the Board, through the MAC, and the Chief of Staff, Associate Chief of Staff or the Corporate Chief or Chiefs of Department or the Head Midwife, as applicable.

- (iii) Each member of the Professional Staff shall communicate immediately to the President and Chief Executive Officer and the appropriate Corporate Chief or Chief of Department or the Associate Chief of Staff or the Chief of Staff any situation where he or she believes a member of the Professional Staff is:
 - (A) Attempting to exceed his/her privileges;
 - (B) Temporarily unable to perform his/her professional duties with respect to a patient in the Hospital;
 - (C) Demonstrating disruptive behaviour/unprofessional conduct as defined by the College of Physicians and Surgeons of Ontario and/or the Royal College of Dental Surgeons of Ontario and/or the College of Midwifery of Ontario and/or the College of Nurses of Ontario.

13.2 Professional Staff Rules and Regulations

- (a) The Board shall require that appropriate Professional Staff Rules and Regulations are formulated.
- (b) After considering the recommendation of the Medical Advisory Committee and the Professional Staff, the Board may establish, modify or revoke one or more Professional Staff Rules and Regulations.
- (c) The Medical Advisory Committee may make recommendations to the Board for the establishment of one or more Professional Rules and Regulations to be applicable to a group or category of Professional Staff, or to a department of the Professional Staff.
- (d) The Medical Advisory Committee shall ensure that, prior to making any recommendation to the Board with respect to a rule or regulation, the members of the active Professional Staff, or a specific department shall have an opportunity to comment on the proposed recommendation.
- (e) The President of the Professional Staff shall ensure that the Board is informed when a majority vote of the Professional Staff at any properly constituted meeting of the professional staff is opposed to a rule or rule change proposed by the Medical Advisory Committee.

13.3 Review and Interpretation

- (a) Any member of the Professional Staff, the President and Chief Executive Officer of the Hospital, or the Board may request a review or discussion concerning the intent or application/interpretation of any section of the Professional Staff part of this By-Law, or the Professional Staff Rules and Regulations.
- (b) A request for review or discussion shall be submitted in writing to the Chief of Staff and the President of the Professional Staff, giving reasons for the request.
- (c) Within thirty (30) days of receiving the request, the Chief of Staff shall convene a meeting with the individual(s) submitting the request, the President of the Professional Staff and such others as may be appropriate.

- (d) In the event that the matter cannot be resolved in this forum, the matter may be forwarded to the Medical Advisory Committee, the Joint Conference Committee or another mutually agreeable alternative for resolution.
- (e) The Hospital Board will make the final interpretation.

ARTICLE 14 - CHIEF OF STAFF

14.1 Chief of Staff

- (a) The Board shall appoint a physician who is or who shall apply to become a member or the Active Staff as the Chief of Staff after giving consideration to the recommendations of a Selection Committee, which shall seek the advice of the Medical Advisory Committee.
- (b) The membership of a Selection Committee, as determined by the Board, may include:
 - (i) a member from the Board, who shall be Chair,
 - (ii) two members of the Medical Advisory Committee, one of whom shall be one of the elected officers of the Professional Staff,
 - (iii) the President and Chief Executive Officer, or his/her delegate, and
 - (iv) such other members as the Board deems advisable.
- (c) Subject to annual confirmation by the Board, an appointment made under section 14.1(a) shall be for a term of three (3) years, but the Chief of Staff shall hold office until a successor is appointed.
- (d) The Chief of Staff shall be subject to an annual performance review by the Board of the Hospital with respect to issues related to strategic planning, medical governance, education and research and with respect to any managerial responsibilities arising out of the Chief of Staff's role on the senior management teams.
- (e) Unless there is a specific Board resolution to the contrary, carried by 75%, the maximum number of terms under subsection 14.1(c) shall be two (2).

14.2 Administrative Duties of Chief of Staff

When necessary, the Chief of Staff shall:

- (a) be responsible for working with other medical leaders to standardize physician care processes, address medical quality and patient safety issues related to physician practice, facilitate inter-site professional staff education, address gaps in physician care, develop inter-site physician to physician transfer of care protocols, organize physician care systems at each site, and report annually to the MAC.
- (b) report regularly in writing including the minutes of the Medical Advisory Committee to

- the Board about the activities, recommendations and actions of the Medical Advisory Committee and any other matters about which they should have knowledge;
- (c) be an *ex-officio* member of all committees that report to the Medical Advisory Committee;
 - (d) act on other committees as requested by the Board;
 - (e) be a non-voting *ex-officio* member of the Board and a voting member of any committees of the Board of which he/she is a member;
 - (f) participate in the corporation's administrative team for the purpose of providing input into formulating the evaluating policies, priorities, allocating resources and general management strategies;
 - (g) to undertake, at least annually, performance appraisals of the Associate Chiefs of Staff, the Clinical Corporate Chiefs and Chiefs of Departments and Head Midwife with participation from appropriate medical leadership to do so;
 - (h) assume, or assign to any other member of the Professional Staff, responsibility for the direct care and treatment of any Patient in the Hospital under the authority of the *Public Hospitals Act* and notify the attending Professional Staff member, the President and Chief Executive Officer and the Patient, the Patient's guardian or power of attorney;
 - (i) act as an advocate for patients and for patient care;
 - (j) promote the development of innovation, a commitment to evidence based practice and collaboration with other disciplines;
 - (k) promote accountability among Professional Staff members for their practice;
 - (l) provide formal and informal education and research to the Professional Staff members within the Hospital;
 - (m) as a member of the senior management team of the Hospital be accountable to and assume managerial responsibilities as determined by the President and Chief Executive Officer of the Hospital; and
 - (n) undertake any other responsibilities as determined by the Board of the Hospital.

14.3 Professional Supervisory Duties of Chief of Staff

The Chief of Staff shall:

- (a) be responsible for establishing and monitoring the credentialing and disciplining processes for the Professional Staff as recommended by the Board;
- (b) be responsible to the Board for the Professional Staff organization of the Hospital and for the supervision of the professional care given to all Patients of the Hospital in accordance with the policies established by the Corporation and provisions of the *Act*

- and other relevant legislation;
- (c) be the Chair of the Medical Advisory Committee;
 - (d) advise the Medical Advisory Committee and the Board with respect to the quality of professional diagnosis, care and treatment provided to the Patients of the Hospital;
 - (e) assign, or delegate the assignment of, a member of the professional staff:
 - (i) to supervise the practice of medicine of any member of the Professional Staff as appropriate, for any period of time; and
 - (ii) to make a written report to the relevant Associate Chief of Staff or the Corporate Chief/Chief of Department or Head Midwife;
 - (f) assign, or delegate the assignment of, a member of the professional staff to discuss in detail with any member of the Professional Staff any matter which is of concern to the Chief of Staff and to report the discussion to the relevant and
 - (g) work with the Associate Chief of Staff or the Corporate Chiefs/Chief of Departments or Head Midwife to ensure that the annual evaluation and appointment process of the Professional Staff is completed;
 - (h) provide a role-model of clinical excellence and act according to the Professional Staff Code of Conduct;
 - (i) assign the duties of the Chief of Staff during a scheduled absence of the Chief of Staff. During an unscheduled absence of the Chief of Staff, his/her duties will be assumed by the designated Associate Chief(s) of Staff, or in his/her absence another member of the Professional Staff acceptable to the President and Chief Executive Officer;
 - (j) in the circumstances of an unplanned absence of the Chief of Staff the President and Chief Executive Officer will designate an Associate Chief of Staff, or in the absence of the Associate Chiefs of Staff a member of the Professional Staff to assume the responsibilities of the Chief of Staff until his/her return.
 - (k) when necessary:
 - (i) assume, or assign to any other member of the professional staff, responsibility for the direct care and treatment of any Patient in the Hospital under the authority of the *Public Hospitals Act*; and
 - (ii) notify the attending Physician, the President and Chief Executive Officer and, if possible the Patient, with respect to such aforementioned assignment.

14.4 Associate Chief(s) of Staff

- (a) The Board may appoint a member of the Active Professional Staff to be the Associate Chief(s) of Staff after giving consideration to the recommendations of a Selection Committee, which shall seek the advice of the Medical Advisory Committee.

- (b) The membership of a Selection Committee, as determined by the Board, may include:
 - (i) the Chief of Staff, who shall be Chair;
 - (ii) a member of the Board,
 - (iii) two members of the Medical Advisory Committee, one of whom shall be one of the elected officers of the Professional Staff,
 - (iv) the President and Chief Executive Officer, or his/her delegate, and
 - (v) such other members as the Board deems advisable.
- (c) Subject to annual confirmation by the Board, an appointment made under subsection (a) shall be for a term of three years, but the Associate Chief(s) of Staff shall hold office until a successor is appointed.
- (d) Unless there is a specific Board resolution to the contrary, carried by 75%, the maximum number of terms under subsection (c) shall be two.
- (e) The Boards may at any time withdraw its appointment of the Associate Chief(s) of Staff.

14.5 Administrative Duties of Associate Chief of Staff

When necessary, the Associate Chief(s) of Staff shall:

- (a) be responsible for working with other medical leaders to standardize physician care processes, address medical quality and patient safety issues related to physician practice, facilitate inter-site professional staff education, address gaps in physician care, develop inter-site physician to physician transfer of care protocols, organize physician care systems at each site, and report annually to the MAC.
- (b) to be an 'ex-officio' member of all site specific committees that report to the Medical Advisory Committee;
- (c) to act on other committees as requested by the Board or the Chief of Staff;
- (d) to report regularly in writing, to the Chief of Staff any matters about which the Chief of Staff should have knowledge or be made aware;
- (e) to participate in and with the Hospital's management for the purpose of providing input into the formulation of site specific medical evaluating policies, priorities, allocation of resources and general management strategies;
- (f) to undertake, at least annually, performance appraisals of the site specific Clinical Corporate Chiefs/Chiefs of Departments and Head Midwife;
- (g) to develop, review and revise site specific Professional Staff policies and provide input into Hospital policies and procedures;

- (h) to represent the site specific Professional Staff to the Chief of Staff, management of the Hospital and to its employees; and
- (i) to attend and participate in continuing education programs relevant to medical administration;
- (j) support the Chief of Staff in fulfilling the Chief of Staff reporting requirements to the Board;
- (k) keep the Chief of Staff apprised of any significant actual or anticipated non-compliance with any medical or quality of care policy or procedure or Board Policy;
- (l) ensure any such information and advice to the Chief of Staff does not have significant gaps or omissions in either timeliness, completeness or accuracy.; and
- (m) in the event of the Chief of Staff's absence, provide coverage as needed

14.6 Professional Supervisory Duties of Associate Chief(s) of Staff

The Associate Chief(s) of Staff shall:

- (a) be responsible to the Chief of Staff and Medical Advisory Committee for the Professional Staff organization of the Hospital at the appointed site, and for the supervision of the professional care given to all Patients of the Hospital Sites in accordance with the policies established by the Corporation and provisions of the Act and other relevant legislation;
- (b) advise the Medical Advisory Committee with respect to the quality of professional diagnosis, care and treatment provided to the Patients of the Hospital at the appointed site.
- (c) assign, or delegate the assignment of, a member of the Professional Staff at the appointed site.
 - (i) to supervise the practice of medicine of any member of the Professional Staff, as appropriate, for any period of time; and
 - (ii) to make a written report to the relevant Corporate Chief/Chief of Department or Head Midwife;
- (d) provide a role-model of clinical excellence and act according to the Professional Staff Code of Conduct;
- (e) assign, or delegate the assignment of, a member of the Professional Staff to discuss in detail with any member of the Professional Staff any matter which is of concern to the Associate Chief(s) of Staff and to report the discussion to the Chief of Staff and the relevant Corporate Chief/Chief of Department or Head Midwife; and
- (f) when necessary:

- (i) assume, or assign to any other member of the Medical Staff, responsibility for the direct care and treatment of any Patient in the Hospital under the authority of the *Public Hospitals Act*;
- (ii) notify the attending Physician, the President and Chief Executive Officer and, if possible, the Patient with respect to such aforementioned assignment; and
- (iii) advise the Chief of Staff and the President and Chief Executive Officer of any Patient who is not receiving appropriate and reasonable hospital treatment and care by a member of the department.

ARTICLE 15 - PROFESSIONAL STAFF DEPARTMENTS

15.1 Departments

- (a) When warranted by the resources of the Professional Staff, the Board, on the advice of the Medical Advisory Committee, shall divide the Professional Staff into departments, which shall include:
 - (i) Anesthesia;
 - (ii) Family Medicine;
 - (iii) Laboratory Medicine;
 - (iv) Medicine;
 - (v) Obstetrics/Gynaecology;
 - (vi) Ophthalmology;
 - (vii) Paediatrics;
 - (viii) Psychiatry;
 - (ix) Diagnostic Imaging;
 - (x) Surgery,
 - (xi) Midwifery;
 - (xii) Emergency Medicine (Oakville);
 - (xiii) Hospital Medicine (Oakville).
- (b) Any Professional Staff department shall function in accordance with the Professional Staff Rules and Policies.
- (c) Whenever a separate department is established, professional staff members and Patients

- related to such a department, shall come under the jurisdiction of that department.
- (d) The Board, after considering the advice of the Medical Advisory Committee, at any time, may establish or disband departments of the Professional Staff.
 - (e) Every Professional Staff member coming on staff shall be appointed to a department of the Professional Staff.

15.2 Corporate Chief of Department

(a) Appointment

Except as provided by the regulations under the *Public Hospitals Act*, the Board may appoint as Corporate Chiefs of Laboratory Medicine, Ophthalmology, Psychiatry and Diagnostic Imaging:

- (i) a physician who is a member of the Active or Associate Staff from that Department after giving consideration to the recommendations of a Selection Committee which shall seek the advice of the Medical Advisory Committee;
- (ii) the membership of a Selection Committee as determined by the Board shall include:
 - (A) the Chief of Staff (who shall be the Chair and have a vote in case of deadlock);
 - (B) a Board Member;
 - (C) the President and Chief Executive Officer, or delegate;
 - (D) two (2) or more members of the Department (or other members of the Professional Staff as determined by the Board); and
 - (E) such other members as the Board deems advisable.

(b) Term

- (i) Appointment as a Corporate Chief of Department shall be for a three (3) year term.
- (ii) Unless there is a specific Board resolution to the contrary, carried by 75%, the maximum number of terms for Corporate Chief of Department shall be two (2).

(c) Resignation

A Corporate Chief of Department wishing to resign from his/her appointment shall submit his/her resignation in writing to the Chair of the Board; however, the resignation shall not be effective until, sixty (60) days have passed since tendering resignation, and a replacement has been appointed.

15.3 Administrative Duties of Corporate Chief of Department

The Corporate Chief of Department as an administrator shall:

- (a) be responsible for working with other medical leaders to standardize physician care processes, address medical quality and patient safety issues related to physician practice, facilitate inter-site professional staff education, address gaps in physician care, develop inter-site physician to physician transfer of care protocols, organize physician care systems at each site, and report annually to the MAC.
- (b) direct the organization of such staff so as to give optimum care to all Patients admitted to the department;
- (c) at least annually, review the Privileges granted to members of the department for the purposes of making recommendations for changes and the kind and degree of such Privileges to be granted;
- (d) at least annually, review the procedures granted to members of the department for the purposes of making recommendations for changes and the kind and nature of such procedures as to be granted;
- (e) make recommendations regarding Professional Staff human resource needs of the department in the Corporation;
- (f) advise the members of the department regarding current Corporation and departmental policies, objectives and rules;
- (g) assist in developing, implementing, evaluating and modifying the department quality assurance program;
- (h) oversee the formulation, maintenance and utilization of the departmental policy manual or guidelines;
- (i) assume a role within the health care team for establishing and maintaining effective working relationships;
- (j) oversee the orientation of new departmental members;
- (k) participate in the corporation's administrative team for the purpose of providing input into formulating the evaluating policies, priorities, allocating resources and general management strategies;
- (l) perform any other duties reasonably requested by the Associate Chief of Staff or the Chief of Staff; and
- (m) ensure 24 hour on-call coverage for the department including emergency and in-patients.

15.4 Professional Supervisory Duties of Corporate Chief of Department

The Corporate Chief of Department shall:

- (a) through and with the Associate Chief of Staff and the Chief of Staff exercise such authority as is deemed necessary to supervise the professional care provided by all members of the Professional Staff within the department;
- (b) advise the Medical Advisory Committee with regard to the quality of diagnosis, care and treatment provided to the Patients of the department;
- (c) be responsible for the organization and implementation of clinical review within the department and further encourage continuing medical education related to the department;
- (d) advise the Chief of Staff, the Associate Chief of Staff and the President and Chief Executive Officer of any Patient who is not receiving appropriate and reasonable hospital treatment and care by a member of the department;
- (e) hold regular meetings with the staff of the departments and where appropriate with the Head of Service within the department.
- (f) sit on such committees as requested by the Board and the Associate Chief of Staff and the Chief of Staff;
- (g) appoint a supervisor for Associate Staff members;
- (h) provide a role-model of clinical excellence and act according to the Professional Staff Code of Conduct;
- (i) notify the Chief of Staff/Associate Chief(s) of Staff of an absence and appoint an alternative during such absence; and
- (j) perform any other duties reasonably requested by the Chief of Staff or the Associate Chief of Staff.

15.5 Chief of Department

(a) Appointment

Except as provided by the regulations under the *Public Hospitals Act*, the Board may appoint Chiefs of the Departments of Anesthesia, Family Medicine, Internal Medicine, Obstetrics/Gynaecology, Pediatrics, Surgery, Emergency Medicine (Oakville) and Hospital Medicine (Oakville). The Board may appoint:

- (b) a physician who is a member of the Active or Associate staff from that Department after giving consideration to the recommendations of a Selection Committee which shall seek the advice of the MAC;
- (c) the membership of a Selection Committee as determined by the Board may include:
 - (i) the Chief of Staff (who shall be the Chair and have a vote in case of deadlock);
 - (ii) a Board Member;
 - (iii) the President and Chief Executive Officer, or delegate;
 - (iv) two (2) or more members of the Department (or other members of the Professional Staff as determined by the Board);
 - (v) such other members as the Board deems advisable.

(d) Term

- (i) Appointment as a Chief of Department shall be for a three (3) year term.
- (ii) Unless there is a specific Board resolution to the contrary, carried by 75%, the maximum number of terms for Chief of Department shall be two (2).

(e) Resignation

A Chief of Department wishing to resign from his/her appointment shall submit his/her resignation in writing to the Chair of the Board; however, the resignation shall not be effective until sixty (60) days have passed since tendering resignation, and a replacement has been appointed.

15.6 Administrative Duties of Chief of Department

The Chief of Department at the appointed site only, as an administrator shall:

- (a) be responsible for working with other medical leaders to standardize physician care processes, address medical quality and patient safety issues related to physician practice, facilitate inter-site professional staff education, address gaps in physician care, develop inter-site physician to physician transfer of care protocols, organize physician care systems at each site, and report annually to the MAC.

- (b) be responsible for working with other Chiefs of the Department to standardize care processes, address medical quality and patient safety issues, facilitate inter-site education, address clinical care gaps, develop inter-site transfer of care protocols, recommend deployment of clinical services across 3 sites, and report annually to the MAC;
- (c) co-lead with other Chiefs at least one annual meeting of department members from all 3 sites;
- (d) meet with members of the Professional Staff and direct the organization of such staff so as to give optimum care to all Patients admitted to the department;
- (e) at least annually, review the Privileges granted members of the department for purposes of making recommendations for changes and the kind and degree of such Privileges to be granted;
- (f) at least annually, review the procedures granted members of the department for the purposes of making recommendations for changes and the kind and nature of such procedures as to be granted;
- (g) make recommendations regarding Professional human resource needs of the department in the Corporation;
- (h) advise the members of the department regarding current Corporation and departmental policies, objectives and rules;
- (i) assume a leadership role in developing, implementing, evaluating and modifying the department quality assurance program;
- (j) oversee the formulation, maintenance and utilization of the departmental policy manual or guidelines;
- (k) assume a role within the health care team for establishing and maintaining effective working relationships;
- (l) provide a role-model of clinical excellence and act according to the Professional Staff Code of Conduct.;
- (m) oversee the orientation of new departmental members;
- (n) participate in the corporation's administrative team for the purpose of providing input into formulating the evaluating policies, priorities, allocating resources and general management strategies;
- (o) perform any other duties reasonably requested by the Chief of Staff/Associate Chief(s) of Staff, disclosing any potential conflicts of interests; and
- (p) ensure 24 hour on-call coverage for the Department.

15.7 Professional Supervisory Duties of Chief of Department

The Chief of Department at the appointed site only, and as a member of the Medical Advisory Committee shall:

- (a) through and with the Chief of Staff/Associate Chief(s) of Staff exercise such authority as is deemed necessary to supervise the professional care provided by all members of the Professional Staff within the department;
- (b) advise the Medical Advisory Committee with regard to the quality of diagnosis, care and treatment provided to the Patients of the department;
- (c) be responsible for the organization and implementation of clinical review within the department and further encourage continuing medical education related to the department;
- (d) advise the Chief of Staff/Associate Chief(s) of Staff and the President and Chief Executive Officer of any Patient who is not receiving appropriate and reasonable hospital treatment and care by a member of the department;
- (e) sit on such committees as requested by the Board and Chief of Staff/Associate Chief(s) of Staff; and
- (f) perform any other duties reasonably requested by the Chief of Staff/Associate Chief(s) of Staff.

15.8 Head Midwife

- (a) Appointment

Except as provided by the regulations under the *Public Hospitals Act*, the Board may appoint as Head Midwife:

- (i) a midwife who is a member of the Active or Associate Staff from that Department after giving consideration to the recommendations of a Selection Committee which shall seek the advice of the Medical Advisory Committee;
- (ii) the membership of a Selection Committee as determined by the Board shall include:
 - (A) the Chief of Staff (who shall be the Chair and have a vote in case of deadlock);
 - (B) a Board Member;
 - (C) the President and Chief Executive Officer, or delegate;
 - (D) two (2) or more members of the Department (or other members of the Professional Staff as determined by the Board); and
 - (E) such other members as the Board deems advisable.

(b) Term

- (i) Appointment as a Head Midwife shall be for a three (3) year term.
- (ii) Unless there is a specific Board resolution to the contrary, carried by 75%, the maximum number of terms for Head Midwife shall be two (2).

(c) Resignation

A Head Midwife wishing to resign from his/her appointment shall submit his/her resignation in writing to the Chair of the Board; however, the resignation shall not be effective until, sixty (60) days have passed since tendering resignation, and a replacement has been appointed.

15.9 Administrative Duties of the Head Midwife

The Head Midwife as an administrator shall:

- (a) be responsible for working with other medical leaders to standardize physician care processes, address medical quality and patient safety issues related to physician practice, facilitate inter-site professional staff education, address gaps in physician care, develop inter-site physician to physician transfer of care protocols, organize physician care systems at each site, and report annually to the MAC.
- (b) direct the organization of such staff so as to give optimum care to all Patients admitted to the department;
- (c) at least annually, review the Privileges granted to members of the department for the purposes of making recommendations for changes and the kind and degree of such Privileges to be granted;
- (d) at least annually, review the procedures granted to members of the department for the purposes of making recommendations for changes and the kind and nature of such procedures as to be granted;
- (e) make recommendations regarding Professional Staff human resource needs of the department in the Corporation;
- (f) advise the members of the department regarding current Corporation and departmental policies, objectives and rules;
- (g) assist in developing, implementing, evaluating and modifying the department quality assurance program;
- (h) oversee the formulation, maintenance and utilization of the departmental policy manual or guidelines;
- (i) assume a role within the health care team for establishing and maintaining effective working relationships;

- (j) oversee the orientation of new departmental members;
- (k) participate in the corporation's administrative team for the purpose of providing input into formulating the evaluating policies, priorities, allocating resources and general management strategies;
- (l) perform any other duties reasonably requested by the Chief of Staff; and
- (m) ensure 24 hour on-call coverage for the department including emergency and in-patients.

15.10 Professional Supervisory Duties of the Head Midwife

The Head Midwife shall:

- (a) through and with the Chief of Staff and the Associate Chief of Staff exercise such authority as is deemed necessary to supervise the professional care provided by all members of the Professional Staff within the department;
- (b) advise the Medical Advisory Committee with regard to the quality of diagnosis, care and treatment provided to the Patients of the department;
- (c) be responsible for the organization and implementation of clinical review within the department and further encourage continuing medical education related to the department;
- (d) advise the Chief of Staff and the Associate Chief of Staff and the President and Chief Executive Officer of any Patient who is not receiving appropriate and reasonable hospital treatment and care by a member of the department;
- (e) hold regular meetings with the staff of the departments and where appropriate with the Head of Service within the department.
- (f) sit on such committees as requested by the Board and Chief of Staff and the Associate Chief of Staff;
- (g) appoint a supervisor for Associate Staff members;
- (h) provide a role-model of clinical excellence and act according to the Professional Staff Code of Conduct;
- (i) notify the Chief of Staff/Associate Chief(s) of Staff of an absence and appoint an alternative during such absence; and
- (j) perform any other duties reasonably requested by the Chief of Staff.

15.11 Consultations

Rules to govern obligatory consultations shall be established by the Professional Staff and shall be contained in the Professional Staff Rules and Policies.

ARTICLE 16 - MEDICAL ADVISORY COMMITTEE

16.1 Membership of Medical Advisory Committee

- (a) Voting Members:
 - (i) Chief of Staff, as Chair;
 - (ii) Associate Chief(s) of Staff;
 - (iii) Corporate Chiefs/Chiefs of Departments, Oakville, Milton, and Georgetown Hospital Sites;
 - (iv) President of the Professional Staff;
 - (v) Vice-Presidents of the Professional Staff;
 - (vi) Secretary/Treasurer of the Professional Staff;
 - (vii) Medical Director of Emergency Services, Oakville Hospital Site
 - (viii) Physician Program Leaders
- (b) Non-Voting Attendees:
 - (i) Senior Vice President
 - (ii) Member of the Board
 - (iii) President and Chief Executive Officer
 - (iv) Chief Medical Information Officer;
 - (v) Physician Lead, Quality and Patient Safety; and
 - (vi) Director, Medical Affairs
- (c) Right of Attendance Without a Vote:
 - (i) Head Midwife.

16.2 Duties of the Medical Advisory Committee

- (a) The Medical Advisory Committee shall perform the functions as set out in the Hospital Management Regulation under the *Public Hospitals Act*.
- (b) The Medical Advisory Committee shall:
 - (i) establish such Committees as are required for the supervision, review and

- analysis of all the clinical work in the Hospital;
- (ii) name the Chair of each of the Committees it establishes, and ensure that each meets and functions as required, and keeps Minutes of its meetings;
 - (iii) receive, consider and act upon the report from each of its appointed Committees.
- (c) The Medical Advisory Committee shall ensure that applications for appointment and reappointment are processed in accordance with these By-Laws.
- (d) The Medical Advisory Committee shall, through the Chief of Staff, advise the Board on:
- (i) medical quality management;
 - (ii) education; and
 - (iii) clinical role of the Hospital.
- (e) The Medical Advisory Committee shall, on an annual basis, develop a Professional Human Resource Plan consistent with available Hospital resources, for approval by the Board.

16.3 Committees of the Medical Advisory Committee

- (a) The following triple site Medical Advisory Committees are hereby established:
- (i) Medical Advisory Committee Executive
 - (ii) Credentials
 - (iii) Medical Audit Committee
 - (iv) Pharmacy & Therapeutics
 - (v) Research Ethics
 - (vi) Order Set Committee
 - (vii) Infection Control Committee
 - (viii) Health Records Committee
 - (ix) Clinical Prioritization Committee
 - (x) Clinical Equipment Priorities Committee
- (b) Site specific Committees and Terms of Reference formed under this subsection are described in the Professional Staff Rules and Regulations.

- (c) The Terms of Reference of each committee shall delineate voting privileges. Terms of Reference shall be reviewed, at a minimum every 3 years, or when the Chair changes, and any revisions shall be approved by Medical Advisory Committee.
- (d) The Medical Advisory Committee may set up any other Committee(s) that it deems appropriate.

16.4 Appointments to Committees established by the Medical Advisory Committee

Pursuant to the Hospital Management Regulation under the *Public Hospitals Act*, the Medical Advisory Committee shall appoint the professional members of all committees as provided for in the By-laws of the Hospital. At the first regular meeting of the Medical Advisory Committee following the annual meeting, the Medical Advisory Committee shall appoint any additional standing committees and name the Chair and Vice-Chair of each committee where necessary. Other members of Professional Staff committees shall be appointed by the President and Chief Executive Officer or his delegate or in accordance with the Bylaws. The President and Chief Executive Officer may delegate this responsibility to the Chief of Staff.

16.5 Medical Advisory Committee Duties

In addition to the specific duties of each of the Committees of the Medical Advisory Committee as set out in the By-laws and Professional Staff Rules and Regulations, all Committees established by the Medical Advisory Committees shall:

- (a) meet as directed by the Medical Advisory Committee;
- (b) present a written report including any recommendations of each meeting to the next meeting of the Medical Advisory Committee;
- (c) perform such other duties, not specified in these By-Laws, as may from time to time be directed by the Medical Advisory Committee; and
- (d) review their terms of reference every three (3) years, or more frequently if necessitated by changing needs. Reviewed terms of reference shall be submitted, with modifications if any, to the Medical Advisory Committee.

16.6 Duties of the Chair

A Chair of a Committee established under subsection 17.3(a):

- (a) shall chair the meetings;
- (b) shall call meetings;
- (c) report to the Medical Advisory Committee through the Committee minutes;
- (d) at the request of the Medical Advisory Committee, shall be present to discuss all or part of any report of the committee; and

(e) may request meetings with the Medical Advisory Committee.

16.7 Executive Committee of the Medical Advisory Committee

- (a) The Executive Committee of the Medical Advisory Committee shall consist of:
- (i) Chief of Staff, who shall be Chair;
 - (ii) President of the Professional Staff;
 - (iii) Vice Presidents of the Professional Staff
 - (iv) Associate Chief(s) of Staff;
 - (v) Chief of Medicine Oakville;
 - (vi) Chief of Surgery Oakville;
 - (vii) Chief of Hospital Medicine Oakville;
 - (viii) Chief of Family Medicine Oakville;
 - (ix) Chief of Family Medicine Milton;
 - (x) Chief of Family Medicine Georgetown;
 - (xi) Corporate Chief of Diagnostic Imaging
- (b) The President and Chief Executive Officer, the Senior Vice-President, the Chief Financial Officer, and the Director of Medical Affairs shall be invited to attend meetings of the Executive Committee of the Medical Advisory Committee.
- (c) The Executive Committee of the Medical Advisory Committee shall:
- (i) act as an Advisory Committee to the Medical Advisory Committee on issues brought to the Medical Advisory Committee, or referred to the Executive Committee by the Board, or the President and Chief Executive Officer;
 - (ii) exercise the full powers of the Medical Advisory Committee only in urgent matters requiring decision prior to the next scheduled Medical Advisory Committee meeting, reporting every action at the next meeting of the Medical Advisory Committee;
 - (iii) present at the next scheduled meeting of the Medical Advisory Committee all executive decisions made for ratification by the Medical Advisory Committee; and meet at the call of the Chair.

ARTICLE 17 - MEETINGS - PROFESSIONAL STAFF

17.1 Annual Meeting

- (a) An Annual meeting of the Professional Staff shall be held at a date, time and place to be agreed upon and approved by the President of the Professional Staff of the Hospital.
- (b) A written notice of each annual meeting shall be posted by the Secretary of the Professional Staff at least fourteen days (14) days before the meeting of the Professional Staff.

17.2 Quarterly Staff Meetings

The meetings of the entire Professional Staff shall be held quarterly, preferably in the months of March, June, September and December.

17.3 Notice of Regular Meeting

- (a) Regular meetings of the Professional Staff shall be held at a date, time and place to be agreed upon and approved by the President of the Professional Staff.
- (b) A written notice of each regular meeting shall be posted by the Secretary of the Professional Staff at least fourteen (14) days before the meeting of the Hospital.

17.4 Special Meetings

- (a) In cases of emergency, the President of the Professional Staff may call a special meeting.
- (b) Special meetings shall be called by the President of the Professional Staff on the written request of any fifteen (15) members of the Active Staff comprising five (5) Active Staff members from each site of HHS.
- (c) 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.
- (d) The usual 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.

17.5 Attendance at Meetings

- (a) The Secretary-Treasurer of the Professional Staff shall:
 - (i) be responsible for the making of a record of the attendance at each meeting of the Professional Staff;

- (ii) receive the record of attendance for each meeting of each department of the Professional Staff; and
 - (iii) make such records available to the Medical Advisory Committee.
- (b) Each member of the active and associate Professional Staff groups shall make every effort to attend meeting of the regular Professional Staff meetings as well as the meetings of the department of which he/she is a member.

17.6 Quorum

Twenty-five (25) Active and Associate Professional Staff members present shall constitute a quorum at any general or special meeting of the Professional Staff.

- (a) In any case where a quorum of the Professional Staff is not arrived at the place named for the meeting within thirty minutes after the time named for the start of the meeting, those members of the Professional Staff who have presented themselves shall be given credit for attendance at the meeting.
- (b) There shall be only one vote cast by any one such member on any question and the same shall be so cast by the member personally present.
- (c) Unless as otherwise expressed by these By-Laws, every question shall be decided by a majority vote.
- (d) The Chair shall declare a motion lost in the event of a tie.
- (e) Unless a poll is demanded by ten percent of the members who can vote and who are present at any meeting, a declaration by the presiding officer that a resolution is carried, or is not carried, by a particular majority shall be conclusive.
- (f) If a poll be demanded as aforesaid, it shall be taken in such a manner as the presiding officer in such meeting directs.
- (g) Voting at all elections of Professional Staff Executive shall be by secret ballots.
- (h) No member of the Professional Staff shall vote by proxy.
- (i) Only physician members of the professional staff may vote

17.7 Order of Business

The order of business at any meeting of the Professional Staff shall be as defined in the Rules of the Professional Staff.

ARTICLE 18 - PROFESSIONAL STAFF ELECTED OFFICERS

18.1 Eligibility for Office

Only physician members of the active Professional Staff who are members of the Executive Committee of the Professional Staff Association may be elected or appointed

to any position or office.

18.2 Election Procedure

- (a) A Nominating Committee shall consist of the outgoing President of the Professional Staff and the two most recent Presidents of the Professional Staff, along with three (3) site designates and shall recommend the nomination for all four (4) officer positions on the Professional Staff Association Executive Committee.
- (b) At least fourteen (14) days before the annual meeting of the Professional Staff, its Nominating Committee shall post in the doctor lounge at each of the locations of the Corporation, a list of the names of those who are nominated for the offices of the Professional Staff which are to be filled by election in accordance with this By-Law and the regulations under the *Public Hospitals Act*.
- (c) There shall be no voting by proxy.

18.3 President of the Professional Staff

In accordance with the provisions of the *Public Hospitals Act*, the President of the Professional Staff shall be elected on an annual basis and may serve for a term of 2 years. The President of the Professional Staff shall:

- (a) be a physician member of the Active Staff of the Hospital;
- (b) be a non-voting member of the Board and a voting member of any committees of the Board of which he/she is a member.;
- (c) be a member of the Medical Advisory Committee;
- (d) report to the Medical Advisory Committee and the Board on any issues raised by the Professional Staff;
- (e) be accountable to the Professional Staff and advocate fair process in the treatment of individual members of the Professional Staff;
- (f) preside at all meetings of the Professional Staff;
- (g) call special meetings of the Professional Staff;
- (h) in all matters not assigned to the Medical Advisory Committee or the Chief of Staff, act as liaison between the Professional Staff and the Chief Executive Officer and the Board;
- (i) be a voting member of the Clinical Equipment Priorities Committee;
- (j) be a member of the Joint Conference Committee;
- (k) be an ex officio member of all committees which report to the Professional Staff; and

18.4 Vice-Presidents of the Professional Staff

The Vice-Presidents of the Professional Staff shall be elected on an annual basis and may serve for a term of 2 years. The Vice Presidents of the Professional Staff shall:

- (a) be a physician member of the Active Staff of the Hospital with appointment at each of the sites of the Hospital other than the site to which the President of the Professional Staff is appointed;
- (b) act in the place of the President of the Professional Staff, perform the duties and possess the powers, in the absence or disability of the President of the Professional Staff;
- (c) perform such duties as the President of the Professional Staff may delegate;
- (d) be a member of the Medical Advisory Committee;
- (e) be a non-voting member of the Board and a voting member of any committees of the Board of which he/she is a member.;
- (f) The Vice-Presidents of the Professional Staff shall act as non-voting members of the Board pursuant to section 4.2 hereof;
- (g) be a member of the Joint Conference Committee.

18.5 Secretary/Treasurer of the Professional Staff

The Secretary/Treasurer of the Professional Staff shall be elected on an annual basis and may serve for a term of 2 years. The Secretary/Treasurer of the Professional Staff shall:

- (a) perform the duties of the Professional Staff secretary; and
- (b) be a member of the Medical Advisory Committee and will act as secretary of that committee;
- (c) attend to the correspondence of the Professional Staff;
- (d) be a voting member of the Pharmacy and Therapeutics Committee;
- (e) give notice of Professional Staff meetings by posting a written notice thereof:
 - (i) in the case of a regular or special meeting of the Professional Staff at least five (5) days before the meeting;
 - (ii) in the case of an annual meeting of the Professional Staff, at least ten (10) days before the meeting;
- (f) perform the duties of treasurer for Professional Staff funds and be accountable therefore where a Professional Staff treasurer has not been elected;

- (g) act in the place of a Vice-President of the Professional Staff, perform the duties and possess the powers in the absence or disability of a Vice-President of the Professional Staff;
- (h) ensure that minutes are kept of Professional Staff meetings;
- (i) ensure that a record of attendance at Professional Staff meetings is made;
- (j) disburse Professional Staff funds at the direction of the Professional Staff as determined by a majority vote of the Professional Staff members present and entitled to vote at a Professional Staff meeting.

18.6 Professional Staff Site Leaders

The following Professional Staff Site Leaders, who shall be physicians, shall be elected and shall sit as members of the PSA Executive Committee, with duties as set out in the Profession Staff Association Constitution:

- (a) Three (3) Professional Staff Site Leaders from the Oakville-Trafalgar Memorial Hospital site of HHS, elected by the site's Professional Staff Members;
- (b) Two (2) Professional Staff Site Leaders from the Milton District Hospital site of HHS, elected by the site's Professional Staff Members; and
- (c) Two (2) Professional Staff Site Leaders from the Georgetown Hospital site of HHS, elected by the site's Professional Staff Members.

ARTICLE 19 - RULES

19.1 Professional Staff Rules

- (a) The Board shall require that appropriate Professional Staff Rules are formulated.
- (b) After considering the recommendation of the Medical Advisory Committee and the Professional Staff, the Board may establish, modify or revoke one or more Professional Staff Rules.
- (c) The Medical Advisory Committee may make recommendations to the Board for the establishment of one or more Professional Staff Rules to be applicable to a group or category of Professional Staff, or to a department of the Professional Staff.
- (d) The Medical Advisory Committee shall ensure that, prior to making any recommendation to the Board with respect to a Rule, the members of the active Professional Staff, or a specific department shall have an opportunity to comment on the proposed recommendation.
- (e) The President of the Professional Staff shall ensure that the Board is informed when a majority vote of the Professional Staff at any properly constituted meeting of the Professional Staff is opposed to a rule or rule change proposed by the Medical Advisory

Committee.

ARTICLE 20 - AMENDMENTS TO BY-LAW

20.1 Amendments to By-Law

- (a) The Board may pass or amend the By-Law of the Corporation from time to time.
- (b)
 - (i) Where it is intended to pass or amend the By-Law at a meeting of the Board, written notice of such intention shall be sent by the Secretary to each Director at his/her address as shown on the records of the Corporation by ordinary mail not less than ten (10) days before the meeting.
 - (ii) Where the notice of intention required by clause (b)(i) above is not provided, any proposed By-Law or amendments to the By-Law may nevertheless be moved at the meeting and discussion and voting thereon adjourned to the next meeting, for which no notice of intention need be given.
- (c) Subject to clauses (d)(i) and (d)(ii) below, a By-Law or an amendment to a By-Law passed by the Board has full force and effect:
 - (i) from the time the motion was passed, or
 - (ii) from such future time as may be specified in the motion.
- (d)
 - (i) A By-Law or an amendment to a By-Law passed by the Board shall be presented for confirmation at the next annual meeting or to a special general meeting of the members of the Corporation called for that purpose. The notice of such annual meeting or special general meeting shall refer to the By-Law or amendment to be presented.
 - (ii) The members at the annual meeting or at a special general meeting may confirm the By-Law as presented or reject or amend it, and if rejected it shall thereupon cease to have effect and if amended, shall take effect as amended.
- (e) In any case of rejection, amendment, or refusal to approve the By-Laws or part of the By-Laws in force and effect in accordance with any part of this section, no act done or right acquired under any such By-Law is prejudicially affected by any such rejection, amendment or refusal to approval.

20.2 Amendments to Professional Staff Articles of By-Law

Prior to submitting the Professional Staff part of the By-Law to the process established in subsection 19.1, the following procedures shall be followed:

- (a) a notice shall be sent to all members of the Professional Staff advising them of the proposed amendments to the Professional Staff part of the By-Laws sixty (60) days in

- advance of the matter being considered by the Board;
- (b) a copy of the proposed Professional Staff part of the By-Laws or amendments thereto shall be posted in the Physicians' Lounges at both sites and shall be made available on request fourteen (14) days in advance of the matter being considered by the Board;
 - (c) the Professional Staff shall be afforded an opportunity to comment on the proposed Professional Staff part of the By-Laws or amendment thereto; and
 - (d) the Medical Advisory Committee may make recommendations to the Board, concerning the proposed Professional Staff part of the B-Laws or amendment thereto.

**SCHEDULE I PROCEDURE REGARDING REAPPOINTMENTS,
REQUESTS FOR CHANGES IN PRIVILEGES AND MID-
TERM ACTION**

PREAMBLE

This schedule outlines the procedures to be followed in three different circumstances. Section 1 deals with Reappointment and Requests for Changes in Privileges. Section 2 outlines the procedure when there is an immediate need to suspend Privileges mid-term in an emergency situation. Section 3 is the procedure when mid-term action is required but not in an emergency situation.

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

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

I. REAPPOINTMENT AND REQUESTS FOR CHANGES IN PRIVILEGES

Recommendation for Reappointment and Changes in Privileges

- (a) The Credentials Committee shall forward to the Medical Advisory Committee a recommendation in respect of a reappointment or request for change in Privileges consistent with the Committee's terms of reference and such recommendation shall be in writing and supported by references to the specific activities or conduct which constitute the basis for the recommendation.
- (b) The Medical Advisory Committee may; initiate further investigation, establish an ad hoc committee to conduct further investigation, refer the matter back to the Credentials Committee with direction or to an external consultant, or make recommendation to the Board.
- (c) Where the Medical Advisory Committee makes recommendation to the Board, it should provide notice to the member in accordance with Section 10.11 of these By-Laws.
- (d) Upon completion of its own investigation or upon receipt of the report of the body or consultant that conducted the investigation as the case may be, the Medical Advisory Committee shall make a recommendation to the Board in respect of the reappointment or Privileges requested and provide notice to the member as set out at subsection I (c) above.
- (e) Service of a notice to the applicant or member may be made personally or by Registered Mail addressed to the person to be served at their last known address and, where notices served by Registered Mail, it shall be deemed that the notice was served on the third day after the day of mailing unless the person to be served establishes that they did not, acting in good faith, through absence, accident, illness or other causes beyond their control, receive it until a later date.

- (f) If additional time is needed for review or the investigative process, the Medical Advisory Committee may defer its recommendation providing it indicates in writing to the Board and the applicant or member that the recommendation cannot yet be made and gives reasons therefore, further to Section 37(5) of the *Public Hospitals Act*.
- (g) The Medical Advisory Committee may, in its sole discretion, in the course of its review or investigation or in determining its recommendation, decide that there shall be a Special Meeting of the Medical Advisory Committee where the member shall be entitled to attend such Special Meeting.
- (h) Where the Medical Advisory Committee considers a matter at a Special Meeting, the procedures set out below at Section 4 for “Special Meetings of the Medical Advisory Committee” are to be followed.
- (i) The Medical Advisory Committee, when providing notice to the applicant or member as provided for in subsection 1(c) and subsection 1(d), shall advise the applicant or member that he/she is entitled to receive written reasons for the recommendation wherein a request therefore is received by the secretary of the Medical Advisory Committee within seven days from receipt by the applicant or member of the Medical Advisory Committee’s recommendation and further that the applicant or member is entitled to a Hearing before the Hospital’s Board if a written request is received by the Board and the Medical Advisory Committee within seven days from the receipt by the applicant or member of the Medical Advisory Committee’s written reasons where requested.
- (j) Where the applicant or member does not request written reasons for the Medical Advisory Committee’s recommendation or where the applicant or member does not require a Hearing by the Board, the Board may implement the recommendation of the Medical Advisory Committee.
- (k) Where the applicant or member requires a Hearing by the Board, the Board will appoint a time and place for the Hearing and the procedures set out below at Section 5 for “the Board Hearing” are to be followed.

2. IMMEDIATE MID-TERM ACTION IN AN EMERGENCY SITUATION

The definition of mid-term action in an emergency situation is outlined in Section 11 of these By-Laws.

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

- (a) In addition to the steps outlined in Section 11, the Corporate Chief/Chief of Department or the Chief of Staff will immediately notify the member, the Medical Advisory Committee, the President and Chief Executive Officer, the President of the

Medical Staff and the Board of their decision to suspend the member's Privileges.

- (b) Arrangements will be made by the Corporate Chief/Chief of Department or Chief of Staff for the assignment of a substitute to care for the Patients of the suspended member.
- (c) Within 24 hours of suspension, the individual who suspended the member will provide the Medical Advisory Committee, the President and CEO and the President of the Medical Staff with written reasons for the suspension and copies of any relevant documents or records.
- (d) Upon receipt of the written reasons for suspension as described above, the Medical Advisory Committee will set a date for a Special Meeting of the Medical Advisory Committee to be held within five days from the date of suspension to review the suspension and to make recommendation to the Board.
- (e) The Special Meeting of the Medical Advisory Committee shall be conducted further to the procedures set out below at Section 4 for "the Special Meeting of the Medical Advisory Committee".
- (f) The member may request and the Medical Advisory Committee may grant the postponement of the Special Medical Advisory Committee to a fixed date.
- (g) The Medical Advisory Committee, when providing notice to the applicant or member as provided for in subsection 1(c) and subsection 1(d), shall advise the applicant or member that he/she is entitled to receive written reasons for the recommendation wherein a request therefore is received by the secretary of the Medical Advisory Committee within seven days from receipt by the applicant or member of the Medical Advisory Committee's recommendation and further that the applicant or member is entitled to a Hearing before the Hospital's Board if a written request is received by the Board and the Medical Advisory Committee within seven days from the receipt by the applicant or member of the Medical Advisory Committee's written reasons where requested.
- (h) Where the applicant or member does not request written reasons for the Medical Advisory Committee's recommendation or where the applicant or member does not require a Hearing by the Board, the Board may implement the recommendation of the Medical Advisory Committee.
- (i) Where the applicant or member requires a Hearing by the Board, the Board will appoint a time and place for the Hearing and the procedures set out below at Section 5 for "the Board Hearing" are to be followed.

3. NON-IMMEDIATE MID-TERM ACTION

The definition of a non-immediate mid-term action is outlined in Section 11 of these By-Laws.

Procedure for a non-immediate mid-term action shall include:

- (a) Information provided to the President and CEO or Chief of Staff by the Corporate Chief/Chief of Department which raises concerns about any of the matters in these By-Laws relating to non-immediate mid-term action, shall be in writing and will be directed

- to the President and CEO and/or Chief of Staff.
- (b) Where either of the President and CEO, Chief of Staff, or Corporate Chief/Chief of Department receives information about the conduct, performance or competence of a member, that person will provide a copy of the documentation to the other two.
 - (c) Upon receipt of information above, an interview will be arranged by the Chief of Staff or Corporate Chief/Chief of Department with the member, at which time the member will be advised of the information about their conduct, performance or competence and will be given a reasonable opportunity to present relevant information on their behalf.
 - (d) A written record will be maintained reflecting the substance of the aforementioned interview and copies will be sent to the member, the President and CEO and the Chief of Staff and Corporate Chief/Chief of Department.
 - (e) Where the member fails or declines to participate in an interview as set out above, after being given a reasonable opportunity to so participate, appropriate action may be undertaken further to the procedure as outlined in this section.
 - (f) Following an interview as set out above, or where the member fails or declines to participate in an interview, the Chief of Staff, Corporate Chief/Chief of Department or President and CEO will determine whether further investigation of the matter is necessary.
 - (g) If further investigation is to be undertaken, the investigation may be assigned to an individual(s) within the Hospital, the Medical Advisory Committee, a body within the Hospital other than the Medical Advisory Committee or an external consultant.
 - (h) Upon the completion of the investigation contemplated by subsection 3(g) above, the individual or body who conducted the investigation will forward a written report to the President and CEO, Chief of Staff and Corporate Chief/Chief of Department. The member will be provided with a copy of the written report.
 - (i) The Chief of Staff, Corporate Chief/Chief of Department and President and CEO, upon further review of the matter and any report received, will determine whether further action may be required.
 - (j) Where it is determined that further action in respect of the matter may be required, the matter shall be referred to the Medical Advisory Committee along with a proposed recommendation with respect to mid-term action in writing and supported by references to specific activities or conduct along with any reports which constitute grounds for the proposed recommendation.
 - (k) The Medical Advisory Committee, in advance of considering the proposed recommendation, may initiate further investigation itself, in respect of such matters and in such a manner as it in its sole discretion deems appropriate.
 - (l) Upon completion of its own investigation or upon receipt of the proposed recommendation as set out above, the Medical Advisory Committee may determine that no further action need be taken in respect of the matter for lack of merit or determine to have a Special Meeting of the Medical Advisory Committee where the member is entitled to attend such Special Meeting.
 - (m) Where the Medical Advisory Committee considers the matter at a Special Meeting, then

the procedures set out below at Section 4 for the Special Meeting of the Medical Advisory Committee are to be followed.

- (n) The Medical Advisory Committee, following a Special Meeting of the Medical Advisory Committee, will provide the member with written notice of the Medical Advisory Committee's recommendation and the written reasons for the recommendation and the member's entitlement to a Hearing before the Hospital's Board where a written request is received by the Board and the Medical Advisory Committee from the member within seven days of the receipt by the member of the Medical Advisory Committee's recommendation and written reasons.
- (o) Service of the notice of recommendation and written reasons to the member may be made personally or by Registered Mail addressed to the member at their last known address and, where notice is served by Registered Mail, it will be deemed that the notice was served on the third day after the day of mailing unless the member to be served establishes that they did not, acting in good faith, through absence, accident, illness or other causes beyond their control, receive it until a later date.
- (p) Where the applicant or member does not require a Hearing by the Board, the Board may implement the recommendation of the Medical Advisory Committee.
- (q) Where the member requires a Hearing by the Board, the Board will appoint a time and place for the Hearing, such Board Hearing to be undertaken pursuant to the procedures set out below at Section 5 for "the Board Hearing".

4. SPECIAL MEETINGS OF THE MEDICAL ADVISORY COMMITTEE

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

- (a) The Medical Advisory Committee will give the applicant or member written notice of the Special Meeting, such notice to include:
 - (i) the time and place of the meeting;
 - (ii) the purpose of the meeting;
 - (iii) a statement that the applicant or member will be provided with a statement of the matter to be considered by the Medical Advisory Committee together with all relevant documentation;
 - (iv) a statement that the applicant or member is entitled to attend the Medical Advisory Committee meeting and to participate fully in all matters under consideration by the Medical Advisory Committee;
 - (v) a statement that the parties are entitled to bring legal counsel to the meeting and consult with legal counsel but that legal counsel shall be limited to advising the parties only and shall not be entitled to participate in the meeting;
 - (vi) a statement that, in the absence of the applicant or member, the meeting may proceed.
- (b) The Medical Advisory Committee will provide the applicant or member with a statement of the particulars of the matter to be considered by the Medical Advisory

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

5. BOARD HEARINGS

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

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

- (v) a statement that if the applicant or member does not attend the Hearing, the Board may proceed in the absence of the applicant or member and the applicant or member will not be entitled to any further notice in respect of the Hearing.
- (e) The parties to the Board Hearing are the applicant or member, the Medical Advisory Committee and such other persons as the Board may specify.
- (f) As soon as possible, and at least five business days prior to the Hearing, the parties will provide one another with copies of all written documentary material, along with the names, addresses and qualifications of all witnesses who will testify at the Hearing and a detailed summary of the evidence they will give, along with reports that have been collected by the Credentials Committee or Medical Advisory Committee as part of the investigation process whether or not these materials will be used in evidence. The intent is that there should be full disclosure as between the parties to the Board Hearing.
- (g) The findings of fact of the Board pursuant to a Hearing will be based exclusively on evidence admissible or matters that may be noted under the *Statutory Powers Procedure Act*. A party at a Hearing may:
 - (i) be represented by counsel or agent;
 - (i) call and examine witnesses and present arguments and submissions; and
 - (ii) conduct cross-examination of witnesses reasonably required for a full and fair disclosure of the facts in relation to which they have given evidence.
- (h) The Board will consider the reasons for the Medical Advisory Committee that have been given to the applicant or member in support of its recommendations. Where through error or inadvertence, certain reasons have been omitted in the statement delivered to the applicant or member, the Board may consider those reasons only if those reasons are given by the Medical Advisory Committee in writing to both the applicant or member and the Board, and the applicant or member is given a reasonable time to review the reasons and to prepare a case to meet those additional reasons.
- (i) No member of the Board will participate in a decision of the Board pursuant to a Hearing unless they are present throughout the Hearing and heard the evidence and argument of the parties and, except with the consent of the parties, no decision of the Board will be given unless all members so present participate in the decision.
- (j) The Board will make a decision to either follow or not follow the recommendation of the Medical Advisory Committee.
- (k) A written copy of the decision of the Board and the written reasons for the decision will be provided to the applicant or member and to the Medical Advisory Committee within fifteen days of the conclusion of the Hearing.
- (l) Service on the applicant or member will be as set out in Section 10.11 of the By-Laws.
- (m) Subject to Section 3 (f) (g), (h) and (i), members of the Board holding the hearing will not have taken part in any investigation or consideration of the subject matter of the hearing and will not communicate directly or indirectly in relation to the subject matter of the hearing with any person or with any party to their representative, except upon notice to and an opportunity for all parties to participate.