

BY-LAW No. 1

PREAMBLE

Whereas it is the intent of the Dryden Regional Health Centre to serve the Community, staff and volunteers of the Dryden Regional Health Centre shall abide by the following statements and values.

Mission

The Dryden Regional Health Centre as a partner in the health system, is committed to delivering comprehensive, patient and family-centred care through the provision of quality services

Vision

Improving the quality of life through excellence in rural health care delivery.

Core Values

(1) Respect

(2) Integrity

(3) Humility.

(4) Compassion

(5) Accountability

Whereas the governing body of the Dryden Regional Health Centre deems it expedient that By-law No. 1 heretofore enacted be cancelled and revoked and that the following By-law No. 1 be adopted for regulating the affairs of the Hospital,

Now therefore be it enacted and it is hereby enacted that By-law No. 1 heretofore enacted be cancelled and revoked and that the following By-law No. 1 be substituted in lieu thereof.

-1. DEFINITIONS AND INTERPRETATIONS

1.1 INTERPRETATION

In this By-law and all other by-laws of the Corporation, unless the context otherwise requires,

- (1) "Act" means the *Public Hospitals Act*, R.S.O. 1990, c. P. 40 .
- (2) "Admitting Privileges" means the privilege granted to members of the medical staff related to the admission of in-patients, registration of out-patients, and the diagnosis, assessment and treatment of in-patients and out-patients in the Hospital;
- (3) "Board" means the Board of Directors of the Dryden Regional Health Centre;
- (4) "Chair" means the Director elected by the Board to serve as Chair of the Board.
- (5) "Chair of the Medical Advisory Committee" means the Chief of Staff;
- (6) "Chief Executive Officer" means that person who has for the time being the direct and actual superintendence and charge of the Hospital or their designate;
- (7) "Chief Financial Officer" means the senior employee, responsible to the Chief Executive Officer for the treasury and controllership functions in the Hospital or their designate;
- (8) "Chief Nursing Executive" means the senior employee responsible to the Chief Executive Officer for the nursing functions in the Hospital or their designate. Also know as the Chief Nursing Officer;
- (9) "Chief of Staff" means the Chief of Medical and Dental Staff; and Extended Class Nursing Staff appointed to the Hospital or their designate;
- (10) "Chief of a Service" means a member of the Medical Staff appointed by the Board to be responsible for the professional standards and the quality of medical care rendered by the members of that Service at the Hospital or their designate;
- (11) "College" means as the case may be, the College of Physicians and Surgeons of Ontario, the Royal College of Dental Surgeons of Ontario and/or the College of Nurses of Ontario;
- (12) "Conflict of Commitment" means situations in which external or personal relationships, activities or commitments are so demanding or are organized in such a manner or are otherwise such that they may interfere, adversely affect or have the appearance of adversely affecting a person's commitment to his/her Hospital duties or responsibilities.

- (13) "Conflict of Interest" includes, without limitation, the following three areas that may give rise to a conflict of interest for the Directors of the Board, namely:
- (a) Pecuniary or financial interest – A Director is said to have a pecuniary or financial interest in a decision when the Director (or his/her associates) stands to gain by that decision, either in the form of money or other special consideration; or
 - (b) Undue influence – A Director's participation or influence in Board decisions that selectively and disproportionately benefits particular agencies, companies, organizations, municipal or professional groups or patients from a particular demographic, geographic, political, socio-economic or cultural group is a violation of the Director's entrusted responsibility to the Corporation's stakeholders at large.
 - (c) Averse interest – A Director is said to have an adverse interest to the Corporation when he/she is party to a claim, application or proceeding against the Corporation;
- (14) "Corporation" means the Dryden Regional Health Centre with the Head Office at 58 Goodall Street, Dryden, Ontario, P8N 2Z6.
- (15) "CPSO" means the College of Physicians and Surgeons of Ontario;
- (16) "Director" means a member of the Board;
- (17) "*Ex officio*" means membership "by virtue of the office" and includes all rights, responsibilities and power to vote unless otherwise specified;
- (18) "Extended Class Nursing Staff" means those registered Nurses in the Extended Class who are:
- (i) nurses that are employed by the Hospital and are authorized to diagnose, prescribe for or treat outpatients in the Hospital;
 - (ii) nurses who are not employed by the Hospital and to whom the Board has granted privileges to diagnose, prescribe or treat outpatients of the Hospital
- (19) "Hospital" means the Dryden Regional Health Centre;
- (20) "Leadership" means a person who is in charge of a service or department;
- (21) "Locum Tenens" or "locum tenens" means physicians who provide coverage for a member of the Medical Staff during an absence.
- (22) "Medical Advisory Committee" means the Medical Advisory Committee established by the Board as required by the *Public Hospitals Act*.
- (23) "Medical Staff" means those Physicians who are appointed by the Board and who are granted privileges to practice medicine in the Hospital;

- (24) "Medical Staff Association" means the association that is comprised of the privileged medical staff at the Hospital;
- (25) "Member" means member of the Dryden Regional Health Centre Corporation;
- (26) "Nurse" means a holder of a current certificate of competence issued in Ontario as a registered nurse.
- (27) "Patient" includes any inpatient or out-patient except where the context otherwise requires;
- (28) "Policies" means the Board, administrative, medical, professional and departmental policies of the Hospital;
- (29) "Professional Staff" means those Physicians, Dentists and Extended Class Nurses who are appointed by the Board and who are granted specific privileges to practise Medicine, dentistry, midwifery, respectively, or, with respect to extended class nursing, the right to order diagnostic services for out-patients in the Hospital:
- (30) "Supervisor" means a physician, dentist, or registered nurse in the extended class, as the case may be, who is assigned the responsibility to oversee the work of another physician, dentist, or registered nurse in the extended class respectively, unless otherwise provided for in this By-Law.
- (31) "*Trustee Act*" means the *Trustee Act*, R.S.O., c.T. 23

1.2 **INTERPRETATION**

- (1) Words importing the singular number only shall include the plural and vice versa; words importing the masculine gender shall include the feminine and vice versa; words importing persons shall include Companies, Corporations, Partnerships and any number or aggregate of person; and
- (2) Despite any other provisions of this By-Law, any person entitled to vote at a meeting may at any time require that the vote be recorded. The request for a recorded vote does not require a motion and is not debatable or amendable.
- (3) Any reference to any statute means the legislation bearing that name including that statute as amended or any successor thereto and all regulations made thereunder.

-2. CORPORATION

2.1 MEMBERS OF THE CORPORATION

The Members of the Corporation shall be restricted to the persons serving as Directors of the Corporation from time to time. Such persons shall be ex officio Members of the Corporation during their tenure as Directors.

2.2 ANNUAL MEETING OF THE CORPORATION

2.2.1 *Time and Place*

The annual meeting of the Corporation shall be held between the 1st day of April and the 31st day of July on a day fixed by the Board, and at such place in Ontario as the Board may determine.

2.2.2 *Notice*

- (1) Notice of the time and place for holding the annual meeting of the members of the Corporation shall be given by one of the following methods:
 - (a) by sending it to each member entitled to notice of the meeting by prepaid mail ten (10) days or more before the date of the meeting to the member's last address as shown on the records of the Corporation; or
 - (b) by publication at least once a week for two (2) successive weeks next preceding the meeting in a newspaper or newspapers circulated in the municipality or municipalities in which members of the hospital Corporation reside as shown by their addresses on the records of the Corporation.

2.2.3 *Quorum*

A quorum for the annual meeting of the Corporation shall be ten (10) members, entitled to vote.

2.2.4 *Business*

- (1) The business transacted at the annual meeting of the Corporation shall include:
 - (a) approval of the agenda;
 - (b) minutes of the previous annual meeting;
 - (c) report of the Chair of the Board;
 - (d) report of the Chief Executive Officer;
 - (e) report of the Chief of Staff;
 - (f) report of the Treasurer;
 - (g) report of the Chair of the Audit Committee;

- (h) report of the Auditor;
- (i) appointment of the Auditor to hold office until the next annual meeting and authority for Directors to fix the remuneration of the auditor;
- (j) election of Directors; and
- (k) No item of other business shall be considered at the annual meeting unless notice in writing of such item of other business has been given to the Secretary prior to the giving of notice of the annual meeting (which must be given at least 10 days prior to the meeting as per section 2.2.2 above) so that such item of other business can be included in the notice of annual meeting. Such notice of other business shall be signed by at least three (3) Members.

2.3 SPECIAL MEETINGS OF THE CORPORATION

2.3.1 *Time and Place*

Special meetings of the Corporation shall be held at such time and place in Ontario as may be determined by the Board.

2.3.2 *Notice*

- (1) The Board or Chair may call a special meeting of the Corporation.
- (2) In accordance with the *Corporations Act*, if not less than one-tenth (1/10) of the members of the Corporation entitled to vote at a meeting proposed to be held, request the Directors, in writing, to call a special meeting of the members, for any purpose connected with the affairs of the Corporation that is not inconsistent with the *Corporations Act*, the Directors of the Corporation shall call forthwith a special meeting of the members of the Corporation for the transaction of the business stated in the requisition.
- (3) The requisition referred to in subsection 2.3.2(2) shall state the general nature of the business to be presented at the meeting and shall be signed by the requisitionists and deposited at the head office of the Corporation and may consist of several documents in like form signed by one of the requisitionists.
- (4) Notice of a special meeting shall be given in the same manner as provided in subsection 2.2.2(1) provided that the members receive at least twenty-one (21) days notice of the special meeting.
- (5) The notice of a special meeting shall specify the purpose or purposes for which it is called.

- (6) If the Directors do not within twenty-one (21) days from the date of the deposit of the requisition call and hold such meeting, any of the requisitions may call such meeting, which shall be held within sixty (60) days from the date of the deposit of the requisition.

2.3.3 Quorum

A quorum for a special meeting of the Corporation shall be ten (10) members, entitled to vote.

2.4 ADJOURNED MEETINGS OF THE CORPORATION

- (1) If within one half-hour (1/2) 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 (2) weeks to be determined by the Board.
- (2) At least three (3) days notice of the re-scheduled meeting following an adjournment shall be given by publication in a newspaper circulated in the municipality in which the Corporation is located.

2.5 MEETINGS OF THE CORPORATION

2.5.1 Chair

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

2.6 FISCAL YEAR OF THE CORPORATION

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

-3. BOARD OF DIRECTORS

3.1. BOARD COMPOSITION AND TERM

- (1) The affairs of the Corporation shall be managed by a Board of twenty (20) Directors, the composition of which shall be as follows: ten (10) Directors shall be elected in accordance with subsection 3.1(2), six (6) Directors shall be in accordance with subsection 3.1(3) and four (4) Directors in accordance with subsection 3.1(4).
- (2) Ten (10) Directors shall be elected by the members as hereinafter set forth:
 - (a) at the first election following the approval of this By-Law,
 - (i) the four (4) members receiving the greatest number of votes are elected for three (3) years; and
 - (ii) the three (3) members receiving the next greatest number of votes are elected for two (2) years, and
 - (iii) the three (3) members receiving the next greatest number of votes are elected for one (1) year.
 - (b) thereafter, the expired terms shall be filled annually, at the Annual Meeting by elections by the members for three (3) year terms in accordance with the nominating process described in section 3.3. Decisions of the Board are final;
 - (c) except for the Directors described in Section 3.1(4), no person may be elected or appointed a Director for more terms than will constitute nine (9) consecutive years of service, with the exception of a Director who is nominated to continue with one additional term as set out in clause 3.1(2)(d). Provided that following a break in the continuous service of at least one (1) year the same person may be re-elected or re-appointed a Director, and
 - (d) A Director that has completed three (3) consecutive terms may be nominated to serve one (1) additional three-year term. This shall be carried out by Board motion and requires a unanimous vote of members present at the meeting to approve the motion.
- (3) Six (6) Directors as hereinafter set forth, provided that the Board shall at all times be composed of a majority of Directors elected by means of clause 3.1(2). The names of the persons as proposed by each of the indicated groups shall be forwarded to the Nominating Committee to proceed through the Board approved nominating process.

- (a) one (1) Director elected or appointed by the Board from those candidates proposed by each of the City of Dryden, the Municipality of Machin, the Township of Ignace, Eagle Lake First Nations and Wabigoon Lake-Ojibway First Nations; and
 - (b) a representative of the Hospital's voluntary association(s), elected from among the members of the voluntary association(s).
- (4) Four (4) ex officio Directors as hereinafter set forth, who shall not be entitled to vote:
- (a) the President of Medical Staff;
 - (b) the Chief of Staff;
 - (c) The Chief Executive Officer of the Hospital; and
 - (d) The Chief Nursing Executive of the Hospital.

3.2 QUALIFICATIONS OF DIRECTORS

- (1) No member of the medical staff, dental staff, or extended class nursing staff of the Hospital shall be eligible for election or appointment to the Board except as where otherwise provided in this By-law.
- (2) No employee of the Hospital shall be eligible for election or appointment to the Board except as where otherwise provided in this By-law.
- (3) No person may be elected or appointed a Director before reaching eighteen (18) years of age.
- (4) No undischarged bankrupt shall be a Director, and if a Director becomes a bankrupt, he or she thereupon ceases to be a Director.
- (5) A person who is not a member of the Corporation may, with his or her consent in writing be a Director.
- (6) A retiring chair, having completed nine years, may serve on the board as an ex-officio director in the capacity of past chair with voting privileges. This position will not affect Section 3.13.6, Quorum.
- (7) (a) The Board may from time to time appoint a former trustee as a Trustee Emeritus who shall be entitled to attend meetings of the Board but shall not be entitled to vote at same.

- (b) The appointment as Trustee Emeritus shall be limited to a total of six (6) at any one time and shall be made in consideration of an outstanding contribution to the Corporation.
- (c) Trustee Emeritus shall upon request provide assistance and advice to the Board in their duties of managing the affairs of the Corporation.

3.3 NOMINATIONS FOR ELECTION OF DIRECTORS

- (1) Subject to section 3.1, 3.2, 5.3.6.2 and all other provisions of this By-law, nominations for election as Director at the annual meeting of the Corporation may be made only by the Nominating Committee of the Board.
- (2) For greater certainty, no nominations shall be accepted by the Members of the Corporation which are not submitted and approved by the Nominating Committee in accordance with the Board approved process;
- (3) No Director who is eligible for re-election at the annual general meeting for which nominations are being sought shall be eligible to serve on the Nominating Committee.

3.4 ATTENDANCE AT MEETINGS

- (1) The Board shall establish a policy for the minimum attendance by a Director at meetings of the Board of Directors and Standing Committees and Special Committees of the Board.
- (2) A Director shall attend meetings of the Board of Directors and Standing Committees of the Board in accordance with Board policy.

3.5 RESIGNATION BY A DIRECTOR

A Director may resign his or her office by communicating in writing to the Secretary of the Corporation, which resignation shall be effective at the time it is received by the Secretary or at the time specified in the notice, whichever is later.

3.6 REMOVAL OF A DIRECTOR

The office of a Director may be vacated by a simple majority resolution of the Board:

- (1) if a Director, without being granted a leave of absence by the Board, is absent for three (3) consecutive meetings of the Board, or if a Director is absent for one quarter ($\frac{1}{4}$) or more of the meetings of the Board in any twelve (12) month period; or
- (2) if a Director fails to comply with the *Act*, the Corporation's Letters Patent, By-laws, Rules, policies and procedures adopted by the Board, including without limitation, confidentiality and conflict of interest requirements.

3.7. VACANCY

- (1) Save and except for the President of the Medical Staff, the office of a Director shall be vacated:

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;

where the Board, in its discretion, declares the Director's seat vacant because the Director is absent for three (3) consecutive meetings of the Board, or because the Director is absent for one-third ($\frac{1}{3}$) or more of the meetings of the Board in any twelve (12) month period;

if the Director is found to be a mentally incompetent person or becomes of unsound mind;

if the Director, by notice in writing to the Corporation, resigns office, which resignation shall be effective at the time it is received by the Secretary of the Corporation or at the time specified in the notice, whichever is later;

if at a special meeting of Members a resolution is passed by at least two-thirds ($\frac{2}{3}$) of the votes cast by the Members at the special meeting removing the Director before the expiration of the Director's term of office;

if a Director knowingly fails to comply with the *Act*, the Corporation's Letters Patent, by-laws, rules, regulations, policies and procedures, including without limitation, the confidentiality, conflict of interest and standard of care requirements set out in this By-Law; or

if the Director dies.

- (2) If a vacancy occurs at any time among the Directors either by a resignation, by death or removal by the Members in accordance with clause 3.7(1) 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.
- (3) At the next annual meeting in addition to the election of Directors to fill the vacancies caused by the expiry of Directors' terms, the meeting shall elect an additional Director to fill the unexpired term created by any vacancy referred to above.
- (4) If there is not a quorum of Directors in office, the Director then in office shall forthwith call a general meeting of the members of the Corporation for the purpose of electing a new Board of Directors.

3.8 RESPONSIBILITIES OF THE BOARD

- (1) The Board of Directors shall be responsible for the governance and management of the affairs of the Corporation.
- (2) The Board of Directors shall be responsible, without limitation, as follows:
 - (a) to 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;
 - (b) to establish on an annual basis, Board goals and objectives (separate from the Corporate goals and objectives) to ensure the effective and efficient governance of the Hospital;
 - (c) to establish procedures for monitoring compliance with the requirements of the *Act*, the Hospital Management Regulation thereunder, the By-laws of the Hospital and other applicable legislation;
 - (d) to establish policies which will provide the framework for the management and operation of the Hospital;
 - (e) to establish the selection process for the engagement of a Chief Executive Officer and to hire the Chief Executive Officer in accordance with the process;
 - (f) to delegate responsibility and concomitant authority to the Chief Executive Officer for the management and operation of the Hospital and require accountability to the Board;
 - (g) at any time to revoke or suspend the appointment of the Chief Executive Officer;
 - (h) to establish the selection process for the appointment of a Chief of Staff and appoint the Chief of Staff in accordance with the process;

- (i) annually to conduct the Chief of Staff's formal performance evaluation and to review and approve his or her compensation and to set his or her goals and objectives for the coming year.
- (j) to delegate responsibility and concomitant authority to the Chief of Staff for the supervision of the practice of medicine, dentistry, and extended class nursing staff in the Hospital and require accountability to the Board;
- (k) at any time to revoke or suspend the appointment of the Chief of Staff;
- (l) to appoint and re-appoint physicians to the medical staff and dentists to the dental staff and registered nurses in the extended class, who are not employed by the hospital, to the extended class nursing staff of the Hospital, and delineate the respective privileges after considering the recommendations of the Medical Advisory Committee, the Hospital's resources, and whether there is a need for such services in the community, in accordance with legislative and By-law requirements;
- (m) to ascertain through the relevant medical, dental and extended class nursing staff organizations, that each member of the medical, dental and extended class nursing staff meets his or her responsibility to the patient and to the Hospital's concomitant with the privileges and duties of the appointment and with the By-laws of the Hospital;
- (n) to ensure that the services which are provided have properly qualified staff and appropriate facilities;
- (o) to ensure mechanisms and policies are in place to provide a high quality of care for patients in the hospital;
- (p) to ensure research mechanisms and policies are in place with respect to education and research;
- (q) to ensure that quality assurance, risk management and utilization review methods are established for the regular evaluation of the quality of care of patients in the Hospital, and that all Hospital services are regularly evaluated in relation to generally accepted standards and require accountability on a regular basis;
- (r) to regularly review the functioning of the Hospital in relation to the objects of the Corporation as stated in the letters patent, supplementary letters patent and the By-laws, and demonstrate accountability for its responsibility to the annual meeting of the Corporation;
- (s) to approve the annual budget for the Hospital;
- (t) to establish an investment policy consistent with the provisions of this By-law, including section 20;
- (u) to recruit individuals as Directors who are knowledgeable, skilled, committed and representative of the community served;

- (v) to be committed to an effective Board orientation program and the continuing education of the members of the Board;
- (w) to ensure an environment within the Board which encourages open and frank discussion and respect for the expression of different viewpoints; and
- (x) to evaluate its own performance in relation to its responsibilities and periodically review and revise governance policies, processes and structures as appropriate.

3.9 DUTIES AND RESPONSIBILITIES OF EVERY DIRECTOR

- (1) Every Director shall,
 - (a) be loyal to the Corporation;
 - (b) exercise the powers and discharge the duties of the office honestly, in good faith and in the best interest of the Corporation; and
 - (c) exercise the degree of care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.
- (2) In contributing to the achievement of the responsibilities of the Board as a whole, each Director shall,
 - (ii) adhere to the Hospital's mission, vision and values;
 - (iii) work positively, co-operatively and respectfully as a member of the team with other Directors and with the Hospital's management and staff;
 - (iv) respect and abide by Board decisions;
 - (v) serve on at least one (1) standing committee;
 - (vi) complete the necessary background preparation in order to participate effectively in meetings of the Board and its committees;
 - (vii) keep informed about,
 - (i) matters relating to the Corporation;
 - (ii) the community served; and
 - (iii) other health care services provided in the region;
 - (viii) participate in the initial orientation as a new Director and in ongoing Board education;
 - (ix) participate in the annual evaluation of overall Board effectiveness; and
 - (x) represent the Board, when requested.

3.10 CONFLICT OF INTEREST

- (1) Every Director who is in any way directly or indirectly interested in a proposed contract or contract, a proposed financial transaction or a financial transaction with the Hospital shall declare his or her interest at a meeting of the Directors.
- (2) In the case of a proposed contract or proposed financial transaction, the declaration required by this section shall be made:
 - (a) at the meeting of the Directors at which the question of entering into the contract or financial transaction is first taken into consideration or;
 - (b) if the Director is not at the date of that meeting interested in the proposed contract or proposed financial transaction, at the next meeting of the Directors held after he or she becomes so interested and,
 - (c) in a case where the Director becomes interested in a contract or financial transaction after it is made, the declaration shall be made at the first meeting of the Directors held after he or she becomes so interested.
- (3) For the purposes of this section, a general notice given to the Directors by a Director to the effect that he or she is a shareholder of or otherwise interested in any other company, or is a member of a specified firm and is to be regarded as interested in any contract or financial transaction made with such other company or firm, shall be deemed to be a sufficient declaration of interest in relation to a contract or financial transaction so made, but no such notice is effective unless it is given at a meeting of the Directors or the Director takes reasonable steps to ensure that it is brought up and read at the next meeting of the Directors after it is given.
- (4) If a Director has made a declaration of his or her interest in a proposed contract or a contract, a proposed financial transaction or a financial transaction in compliance with this section and has not voted in respect of the contract or financial transaction, the Director is not accountable to the Hospital or to any of its members or creditors for any profit realized from the contract or financial transaction, and the contract or financial transaction is not voidable by reason only of the Director holding that office or of the fiduciary relationship established thereby;
- (5) Despite anything in this section, a Director is not accountable to the Hospital or to any of its members or creditors for any profit realized from such contract or financial transaction and the contract or financial transaction is not by reason only of the Director's interest therein voidable if it is confirmed by a majority of the votes cast at a general meeting of the members duly called for that purpose and if the Director's interest in the contract or financial transaction is declared in the notice calling the meeting.

- (6) Directors and their families shall not enter into any proposed contract or contract, or proposed financial transaction or financial transaction with the Hospital, except:
 - (a) On a competitive bid basis or other basis in writing, and
 - (b) where the director has declared any interest therein, and where he or she has absented himself or herself from the meeting and where he or she has refrained from voting thereon.

3.11 CONFIDENTIALITY AND PUBLIC RELATIONS

- (1) Every Director, Officer, member of the medical staff, dental staff and extended class nursing staff and employee of the Corporation shall respect the confidentiality of matters brought before the Board or before any committee, subcommittee or task force, or any matter dealt with in the course of the employee's employment or of the medical staff, dental staff, or extended class nursing staff member's activities in the Hospital.
- (2) The Chair of the Board is responsible for all Board communications. The Chair may delegate authority to one or more Directors, Officers or employees of the Corporation to make statements to the news media or public about matters that the Chair determines appropriate for disclosure to the media.

3.12 PROTECTION OF OFFICERS AND DIRECTORS

3.12.1 *Director's Liability*

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

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

3.12.2 Indemnities to Directors and Others

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

- (a) all costs, charges and expenses whatsoever which such Director, Officer or committee member sustains or incurs in or about any action, suit or proceeding for damages or otherwise which is brought, commenced or prosecuted against him or her, for or in respect of any act, deed, matter or thing whatsoever, made, done or permitted by him or her, in or about the execution or intended execution in good faith of the duties of his or her office;
- (b) all other costs, charges and expenses that he or she sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by his or her own wilful neglect or default;
- (c) The indemnity provided for in the preceding paragraph shall not apply to any liability which a Director or Officer of the Hospital may sustain or incur as the result of any act or omission as a member of the Medical Staff of the Hospital; and
- (d) The Board will cause to be purchased such insurance, as it considers advisable and necessary to ensure that Directors, Officers and members of Committees will be indemnified and saved harmless in accordance with this By-Law; the premiums for such insurance coverage shall be paid from the funds of the Corporation;

3.13 MEETINGS OF THE BOARD

3.13.1 Attendees

- (1) Members of the Hospital and the public may attend meetings of the Board of Directors of the Hospital, subject to Board policy on closed sessions of meetings of the Board.
- (2) Members of the Hospital, members of the public and invited guests who attend Board meetings shall not interfere with the orderly conduct of the meeting. The Chair of the Board shall control all meetings of the Board and may expel any person for improper conduct at a meeting of the Board.
- (3) A Director may participate in a meeting of the Board or of a Committee of the Board by means such as telephone, electronic or other communication facilities as to permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously and the Director participating in such a meeting by such means shall be deemed to be present at the meeting.

Any such consent shall be effective with respect to all meetings of the Board and of Committees of the Board in which the Director holds office. Meetings which are "in camera" shall not be attended by means of telephone, electronic or other communication facilities.

3.13.2 *Call and Notice*

3.13.2.1 *Regular Meetings of the Board*

- (1) There shall be at least 9 regular meetings of the Board per annum.
- (2) At the beginning of each Board year a list of the dates for all regularly scheduled Board meetings shall be prepared, and the list of the meetings shall be given to the Directors and the members of the Hospital and shall be made available to the public.
- (3) The Board shall meet at the Head Office of the Corporation on the fourth Wednesday of the month at 5:30 o'clock in the evening, or such other place, time and day as the Board may from time to time determine.
- (4) The Secretary shall provide to each Director not less than seven (7) days' written notice of a regularly scheduled Board meeting. The notice may be delivered, mailed, e-mailed or faxed.
- (5) The Secretary shall give notice of the meeting to the Directors if the meeting is to be held at another time or day or at a place other than the Head Office. If such notice is to be given, it shall be delivered, e-mailed, faxed or telephoned to each Director at least twenty-four (24) hours in advance of the meeting or shall be mailed to each Director at least five (5) days in advance of the meeting. Notification of time and place of the meeting shall be made available to the members of the Hospital and the public.
- (6) A meeting of the Board may be held without notice, immediately following the annual meeting of the Corporation.
- (7) 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.
- (8) No error or omission in giving notice of a meeting of Directors shall invalidate such meeting or invalidate or make void any proceedings taken or had 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 taken or had thereat.

3.13.2.2 Special Meetings of the Board

- (1) The Chair may call special meetings of the Board.
- (2) The Secretary shall call a special meeting of a Board if three (3) Directors so request in writing.
- (3)
 - (a) Notice of a special meeting of the Board shall specify the purpose of the meeting, may be delivered, e-mailed, faxed or telephoned to each Director and shall be given at least twenty-four (24) hours in advance of the meeting.
 - (b) If a special meeting of the Board is called that is not a closed session of the Board, as soon as the meeting is called, notification of time and place of the meeting also shall be made available to the members of the Hospital and to the public.

3.13.3 Chair

3.13.3.1 Election of Officers

- (1) Immediately following the annual meeting each year, the Directors shall elect Officers from amongst the voting members of the Board.
- (2) If the Nomination Committee puts forward two or more Directors for a position, there will be an election by secret ballot to resolve the contested position. The Board Secretary shall perform the duties of Chief Returning Officer.
- (3) If requested, an opportunity may be afforded to each candidate to explain his/her interest in assuming the contested position.
- (4) Every member of the Board is entitled to vote in an election, whether or not that member is also seeking to be elected to a position on the Board.
- (5) The Chief Returning Officer will create a paper ballot setting out in alphabetical order the names of the Board members who are contesting a position and will distribute one ballot to each member present at the Board meeting.
- (6) The Chief returning Officer will collect the completed election ballots and tally the results to determine which Board member had been elected to the contested position.
- (7) Where there are more than two nominees and no nominee receives the majority required for election, the name of the nominee receiving the least number of votes shall be dropped and the Board shall proceed to vote until either:
 - (i) a nominee receives the majority required for election; or
 - (ii) it becomes apparent that no nominee can be elected by reason of a tie;

- (8) In the event a tie vote occurs, this will be announced and there will be one more vote. If the vote is still tied, the tie will be broken by lot as described below.
- (i) Two pieces of paper shall be placed in a container, one marked with "Officer" and the other blank.
 - (ii) A coin toss shall decide who shall draw first.
 - (iii) If a candidate draws the blank paper, they shall place it back into the container and the next candidate shall draw
 - (iv) The first candidate to draw the paper marked "Officer" shall win the contest.
- (9) The Chief Returning Officer will advise the Board of the results of an election, and then ask the board to pass a motion to approve the destruction of the ballots.

3.13.3.2 Meetings

Board meetings shall be chaired by:

- (a) the Chair;
- (b) the Vice-Chair if the Chair is absent or unable to act; or
- (c) a Director elected by the Directors present if the Chair and Vice-Chair are both absent or unable to act.

3.13.4 Voting

- (1) Business arising at any meeting of the Board shall be decided by a majority of votes, provided that:
- (a) votes shall be taken by a show of hands in which case,
 - (i) the Chair shall not have a vote, and
 - (ii) if there is an equality of votes, the Chair shall vote in order to break the tie; or
 - (b) despite 3.13.4(1)(a), votes shall be taken by written ballot if so demanded by any voting Director present in which case,
 - (i) the Chair shall have a vote; and
 - (ii) if there is an equality of votes, the motion is lost.

- (2) A declaration by the Chair that a resolution, vote or motion has been carried and an entry to that effect in the minutes shall be admissible in evidence as prima facie proof of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution, vote or motion.
- (3) Notwithstanding any provision in this By-law, a Director may request that his or her vote on a motion or resolution be recorded in the minutes, and if such request is made, the Director's vote shall be recorded in the minutes.

3.13.5 Minutes

Minutes shall be recorded for all meetings of the Board.

3.13.6 Quorum

A quorum for any meeting of the Board shall be a majority of the Directors, entitled to vote.

-4. OFFICERS

4.1 THE OFFICERS OF THE CORPORATION

- (1) The following shall be Officers of the Corporation:
 - (a) the Chair;
 - (b) the Vice-Chair;
 - (c) the Treasurer; and
 - (d) the Secretary.
- (2) The Directors shall elect a Chair of the Board from among themselves, at the meeting immediately following each annual meeting of the Corporation.
- (3) The Board shall appoint a Vice-Chair of the Board, a Treasurer and a Secretary at the meeting immediately following each annual meeting of the Corporation.
- (4) The Chief Executive Officer may be appointed Secretary but shall not be a Director and shall not be entitled to vote at Board meetings.
- (5) The Chief Financial Officer may be appointed Treasurer, but shall not be a Director and shall not be entitled to a vote at Board meetings.
- (6) No Director may serve as Chair, Vice-Chair or Treasurer, for more than two (2) consecutive years in one office, provided however that following a break in the continuous service of at least one year the same person may be re-elected or re-appointed to any office.
- (7) *Ex officio* Directors are ineligible for election as Chair or appointment as Vice-Chair.
- (8) The Officers of the Corporation shall be responsible for the duties set forth in the By-laws and they are not necessarily required to perform such duties personally, but they may delegate to others the performance of any or all such duties.
- (9) Any Officer of the Corporation shall cease to hold office upon resolution of the Board.
- (10) Unless otherwise provided in this By-law, the officers of the Corporation shall hold office for one (1) year from the date of appointment or election or until their successors are elected or appointed in their stead and shall be eligible for reappointment. Officers shall be subject to removal by resolution of the Board at any time.

4.2 DUTIES OF EVERY OFFICER

- (1) Every Officer shall,
 - (a) be loyal to the Corporation;
 - (b) exercise the powers and discharge the duties of the office honestly, in good faith and in the best interest of the Corporation; and
 - (c) exercise the degree of care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

4.3 DUTIES OF THE OFFICERS

4.3.1 *Duties of the Chair*

The Chair shall:

- (a) preside at meetings of the Board or in his or her absence at any meeting the Vice-Chair shall preside thereat, or in the absence of both the Chair and the Vice-Chair, any Director appointed by the Directors at the meeting shall preside at that meeting;
- (b) report to each annual meeting of members of the Corporation concerning the management and operations of the Hospital;
- (c) report regularly and promptly to the Board issues that are relevant to their governance responsibilities;
- (d) ensure that the review of the Chief Executive Officer's performance and compensation is done in accordance with Board approved policy;
- (e) represent and speak on behalf of the Hospital;
- (f) be an *ex-officio* member on all committees of the Board with the exception of the Medical Advisory Committee;
- (g) where possible ensure that appropriate Board and Committee information and supporting materials are provided to Board and Committee members at least three (3) business days prior to their meetings;
- (h) ensure that the actions of the Board are in accordance with the Hospital's goals and priorities and the Board's own goals;
- (i) be responsible for addressing issues associated with under performance of individual Directors including, if applicable, their removal from the Board; and

- (j) perform such other duties as may from time to time be determined by the Board.

4.3.2 Duties of the Vice-Chair

- (1) The Vice-Chair shall have all the powers and perform all the duties of the Chair in the absence or disability of the Chair and perform any other duties assigned by the Chair or the Board.
- (2) Preside at meetings of the Governance/Quality Committee.

4.3.3. Duties of the Treasurer

- (1) The Treasurer shall:
 - (a) be appointed by, and report to, the Board of Directors;
 - (b) Chair the Resource Management Committee;
 - (c) oversee the management of the finances of the Hospital, and ensure that appropriate reporting mechanisms and control systems as established by the Board are in place, and monitor such mechanisms and systems for compliance;
 - (d) ensure that systems for control for the care and custody of the funds and other financial assets of the Hospital and for making payments for all approved expenses incurred by the Hospital are in place, are functional and adequate and monitor for compliance with such systems;
 - (e) ensure that appropriate banking resolutions and signing authority policies as established by the Board are in place and monitor for compliance with such resolutions and policies. Ensure that systems for control for regular review and revision as necessary of the banking resolutions and signing authority policies are in place, are adequate and functional and monitor for compliance with such resolutions and policies;
 - (f) ensure that systems for control as established by the Board for the maintenance of books of account and accounting records required by the *Corporations Act* are in place, are functional and adequate and monitor for compliance with such resolutions and policies;
 - (g) review the financial results and the budget submitted to the Finance Committee by management and submit and recommend to the Board any changes to the budget;
 - (h) oversee the management of the investment policy as established by the Board, and ensure that the investment policy as established by the Board is in place, and monitor for compliance with the policy.

- (i) review financial reports and financial statements and submit same at meetings of the Board, indicating the financial position of the Hospital;
 - (j) review and submit to the Board for the approval of the Board, a financial statement for the past year ;
 - (k) ensure systems as established by the Board for the preparation and submission to the Board of compliance certificates confirming that wages and source deductions have been accomplished are in place, are functional and adequate and monitor for compliance with such systems;
 - (l) where there is concern with respect to any of the above, review the matter with the Chief Executive Officer and report to the Board the results of those deliberations; and
 - (m) perform such other duties as determined by the Board.
- (2) The Treasurer may delegate any of his or her duties that are appropriate and lawfully delegable, but remains responsible for the fulfilment of such duties.

4.3.4 Duties of the Secretary

The Secretary shall:

be appointed by, and shall report to, the Board of Directors.

- (a) attend meetings of members, meetings of the Directors including closed sessions and meetings of the standing and special committees of the Board, except when excused by the Chair, and shall enter or cause to be entered in books kept for that purpose, minutes of all proceedings at such meetings and shall circulate or cause to be circulated, the minutes of all such meetings of standing or special committees, to the members of such committees, as applicable;
- (b) give or cause to be given, all notices as required by the By-law of the hospital of all meetings of the Corporation, the Board and its Committees;
- (c) attend to correspondence of the Board;
- (d) prepare all reports required under any applicable Act or Regulation of the Province of Ontario;
- (e) be the custodian of all minute books, documents and registers of the Corporation required to be kept by the provisions of the *Corporations Act* and all minutes, documents and records of the Board;
- (f) keep copies of all testamentary documents and trust instruments by which benefits are given to the use of the Hospital;

- (g) be the custodian of the seal of the Corporation; and
- (h) perform such other duties as may from time to time be determined by the Board

-5. COMMITTEES OF THE BOARD

5.1 ESTABLISHMENT AND MEMBERSHIP OF STANDING AND SPECIAL COMMITTEES OF THE BOARD

5.1.1 *Standing Committees of the Board*

- (1) At the first meeting of the Board following the annual meeting of the Corporation the Board shall,
 - (a) establish the following standing Committees of the Board:
 - (i) the Governance Committee;
 - (ii) the Quality Committee
 - (iii) the Audit Committee;
 - (vi) the Resource Management Committee;
 - (v) the Joint Conference Committee;
 - (vi) the Nominating Committee;
 - (vii) the Fiscal Advisory Committee;
 - (viii) the Medical Advisory Committee;
 - (ix) the Nursing Advisory Committee;
 - (x) such other committees as the Board may from time to time deem necessary.
 - (b) with the exception of the Medical Advisory Committee, the membership which shall be as set out in section 7.15.1(1)(a) of this By-law, and subject to section 5.3.4 Fiscal Advisory Committee of this By-law, and the provisions of Regulation 965 under the *Act*, appoint from among themselves the chair and vice-chair of the standing committees of the Board; and
 - (c) with the exception of the Medical Advisory Committee, the membership of which shall be as set out in clause 7.15.1(1)(a) of this By-law, the Quality Committee, the membership which is set out in section to 5.3.2(1) and subject to section 5.3.4 Fiscal Advisory Committee of this By-Law, appoint from among themselves the members of the standing committees of the Board.
- (2) With the exception of the Governance Committee and the Medical Advisory Committee, the membership of which shall be as set out in sections 5.3.1 and 7.15.1 respectively, 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.

5.1.2 *Special Committees of the Board*

- (1) The Board may, at any meeting, appoint any special committee and appoint the chair and the members of the special committee.
- (2) The Board shall prescribe terms of reference for any special committee.
- (3) The Board may by resolution dissolve any special committee at any time.
- (4) Committees shall annually set goals/objectives that are aligned with the strategic plan and key corporate priorities. The terms of reference and performance of the special committees of the Board shall be evaluated on a yearly basis.
- (5) No committee decision is binding until approved by the Board.

5.2 PROCEDURES FOR MEETINGS OF STANDING AND SPECIAL COMMITTEES

5.2.1 *Attendees at Meetings of Standing and Special Committees*

- (1) Only members of a committee, subcommittee or task force of the Board, including the Medical Advisory Committee and the Fiscal Advisory Committee, may attend meetings of such committees, subcommittees or task forces.
- (2) Despite subsection 5.2.1(1), a committee, subcommittee or task force of the Board, including the Medical Advisory Committee and Fiscal Advisory Committee, may, by resolution, approve that individuals such as external legal counsel, presenters and Hospital staff be permitted to attend the meeting, but may be asked to leave the meeting before a vote is taken.
- (3) Despite subsection 5.2.1(j)(1), other Board members may attend meetings of standing and special committees, but do not have the right to vote.

5.2.2 *Call for Meetings of Standing and Special Committees*

Meetings of committees, subcommittees or task forces of the Board, including the Medical Advisory Committee and Fiscal Advisory committee, shall be held at the call of the Chair, the chair of the Committee of the Board or at the request of any two (2) members of the Committee of the Board.

5.2.3 Voting at Meetings of Standing and Special Committees

- (1) Business arising at any meeting of a committee, subcommittee or task force of the Board, including the Medical Advisory Committee and the Fiscal Advisory Committee, shall be decided by a majority of votes, provided that,

votes shall be taken by a show of hands in which case,

- (i) the chair shall have a vote; and
- (ii) if there is an equality of votes, the chair shall not exercise a second vote in order to break a tie.

despite clause 5.2.3(1)(a), votes shall be taken by written ballot if so demanded by any voting member present in which case,

- (i) the chair shall have a vote; and
- ii) if there is an equality of votes, the motion is lost.

5.2.4 Minutes of Meetings of Standing and Special Committees

Minutes shall be recorded for all meetings of committees, subcommittees and task forces of the Board, including the Medical Advisory Committee and Fiscal Advisory Committee.

5.2.5 Quorum for Meetings of Standing and Special Committees

A quorum for any meeting of the Board, subcommittee or task force of the Board, including the Medical Advisory Committee and the Fiscal Advisory Committee, shall be a majority of the members of the committee, subcommittee, or task force entitled to vote.

5.3 MEMBERSHIP AND TERMS OF REFERENCE OF BOARD COMMITTEES

5.3.1 *Governance Committee*

5.3.1.1 *Membership*

The Board shall elect from among themselves a Governance Committee consisting of not fewer than five (5) voting Board Members including:

- (1) Vice-Chair of Board of Directors, who shall be chair
- (2) Treasurer
- (3) Chief of Medical Staff
- (4) Chair
- (5) Chief Executive Officer
- (6) Chief Nursing Executive

5.3.1.2 *Functions*

The Governance Committee shall,

- (1) in between meetings of the Board, exercise the full powers of the Board in all matters of administrative urgency, reporting every action to the next meeting of the Board;
- (2) study and advise or make recommendations to the Board on any matter as directed by the Board; and
- (3) will act as the Risk Management Committee of the Board,
 - (a) To assure that professional care evaluation within the Hospital is in compliance with the Standards for Accreditation of Canadian Health Care Facilities.
 - (b) To meet at regular intervals and maintain a record of all proceedings, and to report to the Board.
 - (c) To assure that Board structure and practices, including evaluation, are in place.
 - (d) To assure that appropriate communication and public affairs programmes are in place.
 - (e) To assure that Strategic Planning and program evaluation is ongoing.

5.3.2 Quality Committee

5.3.2.1 Membership

The Board shall elect from among themselves a Quality Committee consisting of not fewer than five (5) voting Board Members including:

- (1) Vice-Chair of Board of Directors, who shall be chair
- (2) Treasurer
- (3) Chief of Medical Staff
- (4) Chair
- (5) Chief Executive Officer
- (6) Chief Nursing Executive
- (7) A person who works in the DRHC and who is not a member of the College of Physicians and Surgeons or the College of Nurses of Ontario.

5.3.2.2 Appointment of Delegates

A member of the Quality Committee mentioned in sections 5.3.2.1 (3, 5, 6, 7) may, with the approval of the Board of Directors appoint a delegate to sit as a member of the Quality Committee in his or her stead.

5.3.2.3 Functions

The Quality Committee shall,

- (1) Monitor and report to the Board on quality issues and the overall quality of services provided in the Hospital, with reference to appropriate data;
- (2) Consider and make recommendations to the Board regarding quality improvement initiatives and policies;
- (3) To ensure that best practices information supported by available scientific evidence is translated into materials that are distributed to employees and persons providing service within the Hospital and to subsequently monitor the use of these materials by these people; and
- (4) Oversee the preparation of the annual quality improvement plan.

5.3.3 Audit Committee

5.3.3.1 Membership

- (1) The Audit Committee shall consist of Directors of the Board as follows:
 - (a) four (4) Directors none of whom is a member of management or an employee of the organization;
 - (b) one (1) Director who is a member of the Resource Management Committee;
 - (c) one volunteer member from the community with appropriate financial professional background and designation to act as an advisor to the committee and shall not have a vote; and
 - (d) despite 5.3.2.1(1)(a), the Chair of the Board.

- (2) The Chief Executive Officer may attend meetings of the Audit Committee.

5.3.3.2 Chair

One (1) of the four Directors referred to in clause 5.3.3.1(1)(a) shall be the chair of the Audit Committee.

5.3.3.3 Meetings

- (1) The Committee shall meet at least two (2) times a year and as necessary.
- (2) The external auditor and any member of the Committee may call a meeting of the Committee as he or she determines necessary.
- (3) Meetings of the Committee are to be scheduled to take place on a regular basis, with opportunities for the external auditor and senior management to meet separately with the independent members of the Committee.
- (4) The Committee shall meet with the external auditor at least once a year, at the request of the auditor and as required by the Committee or the Board.
- (5) At each meeting of the Committee at which the auditors are present, the Committee shall hold an in-camera session with management excluded. The exclusion extends to the Chief Executive Officer.

5.3.3.4 Functions

The Audit Committee shall perform the following functions:

- (1) Audit Planning and Preparation
 - (a) review, with the external auditors, the proposed scope of the current year's audit,
 - (b) review and recommend the auditor's engagement letter including the audit fee and expenses,
 - (c) assess whether appropriate assistance is being provided to the auditors by the organization's staff, and
 - (d) review control weaknesses detected in the prior year's audit, and determine whether all practical steps have been taken to overcome them;

- (2) Policies for Financial Operations and Systems of Internal Control
 - (a) enquire about changes in the financial systems and control systems during the year,
 - (b) review the integrity and effectiveness of policies regarding the financial operations, systems of internal control and reporting mechanisms of the Hospital and that they are in accordance with generally accepted accounting principles and practices,
 - (c) enquire into the major financial risks faced by the organization, and the appropriateness of related controls to minimize their potential impact, and
 - (d) review the procedures for establishing management's remuneration and benefits, and for approving their expense reports,

- (3) Annual Financial Statements
 - (a) receive and review the unaudited and audited financial statements of the Corporation whether interim or year end and report to the Board prior to the Board's approval thereof;
 - (b) review audited annual financial statements, in conjunction with the report of the external auditor, and obtain an explanation from management of all significant variances between comparative reporting periods;

- (c) recommend approval of the financial statements to the Board;
- (d) enquire about changes in professional standards or regulatory requirements; and
- (e) review the entire annual report for consistency with the financial statements.

(4) Audit Results

- (a) review the report of the external auditors on the annual financial statements;
- (b) review the external auditor's post-audit or management letter which may document weaknesses in the accounting system or in the internal control systems and which contain recommendations of the external auditor and management's response and subsequent follow-up to any identified weaknesses;
- (c) meet privately with the external auditors (without the presence of management) with regard to the adequacy of the internal accounting controls and similar matters, and review management responses to ascertain whether there are concerns that should be brought to the Committee's attention; and
- (d) review any problems experienced by the external auditor in performing the audit, including any restrictions imposed by management or significant accounting issues on which there was a disagreement with management, or situations where management seeks a second opinion on a significant accounting issue.

(e) Auditor's Performance and Appointment

- (i) review the factors that might impair, or be perceived to impair, the independence of the external auditors. Take, or recommend that the Board take, appropriate action to ensure the independence of the external auditor;
- (ii) monitor and evaluate the performance of the external auditor;
- (iii) meet privately with senior management (without the external auditors being present) to ensure that management has no concerns about the conduct of the audit; and

- (iv) annually, recommend to the Members the appointment of a firm of chartered accountants as the Corporation's external auditors and any change of external auditors. Consider from time to time and no less frequently than every five (5) years, the engagement of a different external auditor on such terms and conditions as may meet statutory and other requirements for the audit of the Corporation.
- (f) Duty to Report
 - (i) prepare a report to the Board of Directors discussing the actions it has taken and the assistance the Committee has had in fulfilling its duties; and
 - (ii) prepare a report to Members describing the Audit Committee activities during the past reporting period.

5.3.4 Resource Management Committee

5.3.3.1 Membership

- (1) The Board shall elect from among themselves a Resource Committee consisting of not fewer than six (6) voting Board Members including:
 - (a) Treasurer of Board of Directors, who shall be chair
 - (b) President of the Medical Staff
 - (c) Chair of the Board.
- (2) The Chief Executive Officer shall attend meetings of the Resource Management Committee.

5.3.3.2 Functions

- (1) The Resource Management Committee shall,
 - (a) study and recommend to the Board for approval a detailed annual budget for capital and operating revenues and expenditures for the ensuing fiscal year;
 - (b) study the financial statements on a timely basis and report thereon to the Board accordingly;

- (c) recommend to the Board appropriate investment policy for the management of the Corporation's funds. Monitor and report quarterly on the control and management of these investments;
 - (d) review the banking arrangements of the Corporation from time-to-time and recommend revisions to the Banking Resolution from time to time;
 - (e) annually review and recommend to the Board the types and amounts of insurance to be carried by the Corporation to ensure appropriate coverage;
 - (f) advise the Board with regard to donations, bequests and endowments;
 - (g) inform and advise the Board on financial matters as requested.
- (3) The Resource Management Committee shall receive at any one of its meetings, any written report and recommendation of the Auditor.
 - (4) The Chief Executive Officer shall send a copy of the excerpt on the discussion of the audit from the Resource Management Committee minutes to the Auditor.
 - (5)
 - (a) Study and plan for the long-ranged development of Hospital services and the effect on capital requirements and priorities for expansion, renovation and replacement of plant, property and equipment, and to make recommendations accordingly to the Board;
 - (b) Develop and recommend to the Board, specific programs concerning the use, expansion, renovation, maintenance and replacement of the Hospital's physical plant in order to implement approved long-range plans;
 - (c) Inform the Board on any property matters as required and as directed by the Board;
 - (d) Make recommendations on the purchase of all capital equipment not foreseen in the approved annual budget;
 - (6) Inform the Board of any Human Resource matters as required and as directed by the Board.
 - (7) Inform the Board of any Information Management and Utilization matters as required and as directed by the Board.
 - (8) Receive reports from hospital committees.

5.3.5 Fiscal Advisory Committee

5.3.4.1 Membership

- (1) Pursuant to the Hospital Management Regulation, the Fiscal Advisory Committee shall consist of,
 - (a) the Chief Executive Officer;
 - (b) a member of the medical staff or dental staff elected by the medical and dental staff representing both medical and dental staff;
 - (c) the Chief Nursing Executive or another person representing nurses who are managers appointed or elected in accordance with section 15.4 of this By-law; and
 - (d) a staff nurse who is elected in accordance with section 15.2 of this By-law.
- (2) In addition to those persons appointed to the Fiscal Advisory Committee in subsection 5.3.4.1(1), the Chief Executive Officer may appoint other persons to the Fiscal Advisory Committee.

5.3.4.2 Chair

The Fiscal Advisory Committee shall be chaired by the Chief Executive Officer or a person designated by the Chief Executive Officer.

5.3.4.3 Functions

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

5.3.5 Joint Conference Committee

5.3.5.1 Membership

- (1) The Joint Conference Committee shall consist of,
 - (a) three (3) members of the Governance Committee of the Board who are not physicians;
 - (b) three (3) members of the Medical Advisory Committee, including,
 - (i) the President of the Medical Staff,
 - (ii) the Chief of Staff, and
 - (iii) one other member.
- (2) The Chief Executive Officer shall attend meetings of the Joint Conference Committee.
- (3) The Joint Conference Committee may invite guests to attend meetings of the Committee.

5.3.5.2 Functions

- (1) The Joint Conference Committee shall provide liaison among the Board, the Hospital management and the medical staff and shall discuss sensitive issues which are not appropriate to be dealt with by any other existing Committee of the Board, and, if possible, provide understanding on points of mutual interest to the Board, the Hospital management and the medical staff, and shall report back to the Board and to the Medical Advisory Committee.
- (2) The Joint Conference Committee shall meet at the call of the committee chair or at the request of any two (2) members.

5.3.6 Nominating Committee

5.3.6.1 Membership

- (1) The Nominating Committee shall consist of at least:
 - (a) three (3) Directors, who are not eligible for re-election at the annual general meeting for which nominations are being sought; and
- (2) The Secretary of the Board shall attend meetings of the Nominating Committee.

5.3.6.2 Functions

- (1) To ensure the membership of the Board reflects the breadth, depth and diversity of the community served by the Hospital, the following principles, qualities and skills will guide the Nominating Committee when considering candidates for Board membership:
 - (a) the Board should be seen as capable and experienced to lead the Corporation;
 - (b) the membership of the Board shall reflect a wide range of interests and perspectives including:
 - (i) understanding the special needs of the community;
 - (ii) demonstrated community involvement; and
 - (iii) understanding of the perspective of patients and their families;
 - (c) the membership of the Board and its committees should consider the need for succession planning for the Board; and
 - (d) the membership must have regard for the demographic, linguistic, cultural, economic, geographic, ethnic, religious and social make-up of the community served.

- (2) The Nominating Committee should be seen as applying objective criteria in determining the appropriate candidates for election as a Director and in doing so, shall review the Corporation's vision, strategic direction for the upcoming three (3) years and shall require that an appropriate application for each of the candidates be completed. Each candidate's application shall be objectively considered by the Nominating Committee prior to developing its recommendations for the membership. In doing so, the Nominating Committee shall consider whether the candidates possess the identified universal, collective and specifically identified competencies as set out below.
- (3) The Nominating Committee should ensure that all Board members have the following universal competencies:
 - (a) understanding of the distinction between the strategic and policy role of the Board and the day to day operational responsibilities of management;
 - (b) capability to provide leadership for the Corporation;
 - (c) commitment to the vision, mission and core values of the Corporation;
 - (d) ability to work as a member of a team;
 - (e) willingness to participate in Board orientation and continuing education;
 - (f) respect for the views of others;
 - (g) objectivity;
 - (h) recognition of the time commitment and the willingness to devote the time and energy necessary to perform the role of directors (considering commitments of the candidate to other organizations);
 - (i) enthusiasm and capacity for resolving challenging issues;
 - (j) integrity and the absence of conflicts of interest;
 - (k) independence;
 - (l) an understanding of the range of obligations and constraints imposed upon directors of corporations; and
 - (m) an understanding of the unique cultural and support requirements of individuals and special communities.

- (4) The Nominating Committee should strive to ensure that the following collective competencies are present in the Board as a whole:
- (a) prior experience in governance;
 - (b) strategic planning experience;
 - (c) experience in the management and restructuring of complex organizations;
 - (d) understanding of healthcare needs, issues and trends;
 - (e) understanding of the diverse needs of the community served by the Hospital;
 - (f) previous experience in the health field;
 - (g) awareness of provincial healthcare trends;
 - (h) demonstrated leadership on behalf of the needs of patients and families;
 - (i) knowledge and experience in business and management;
 - (j) knowledge and experience in education;
 - (k) understanding of fiscal, financial and legal matters;
 - (l) knowledge and experience in health professional education;
 - (m) knowledge and experience in human resource management;
 - (n) knowledge and experience in communications and information technology;
 - (o) knowledge and experience in government and public relations;
and
 - (p) personality traits which are likely to improve Board performance.
- (5) The Nominating Committee shall annually identify specific characteristics that should be sought in recruitment, given the Corporation's current strategic priorities and Board needs.

- (6) Current Board members whose terms are expiring are not entitled to automatically stand for re-election but must be considered in light of the nominating criteria and in addition, the Board member's performance during the Board member's term shall be considered, including consideration of the Board Member's:
- (a) understanding of governance and the Director's fiduciary duty to act in the best interest of the Corporation;
 - (b) ethical standards and integrity;
 - (c) ability to commit the necessary time for Board and Committee meetings, retreats, events, and meeting preparation;
 - (d) commitment to continuing education;
 - (e) communication skills, including contributions at Board and Committee meetings and on behalf of the Board where requested;
 - (f) support of Board actions (regardless of how Director voted);
 - (g) ability to express a dissenting opinion in a constructive manner;
 - (h) ability to integrate continuing education into Board deliberations;
 - (i) compliance with the governing legislation, letters patent and By-Law, including without limitation, the conflict of interest and confidentiality provisions of this By-Law;
 - (j) support of the Corporation's objects, mission, vision and values;
 - (k) overall contributions to the Corporation; and
 - (l) personality traits demonstrated by the Director.

The Nominating Committee shall consider the above factors while balancing succession planning concerns including, but not limited to, the need to ensure ongoing expertise on the Board.

-6. CHIEF EXECUTIVE OFFICER

6.1 APPOINTMENT OF THE CHIEF EXECUTIVE OFFICER

- (1) The Chief Executive Officer shall be appointed by the Board in accordance with its approved selection process.
- (2) The Board may at any time revoke or suspend the appointment of the Chief Executive Officer.

6.2 DUTIES OF THE CHIEF EXECUTIVE OFFICER

The Chief Executive Officer shall,

- (a) be responsible to the Board for the organization and management of the Hospital in accordance with policies established by the Board and subject to direction of the Board;
- (b) ensure appropriate systems and structures are in place for the effective management and control of the Hospital and its resources including the employment, development, control, direction and discharge of all employees of the Hospital;
- (c) ensure structures and systems for the development, review and recommendation of new programs, program expansion or changes;
- (d) ensure effective human resource strategic planning and identify resource implications;
- (e) establish an organizational structure to ensure accountability of all departments and staff for fulfilling the mission, objectives and strategic plan of the Hospital;
- (f) provide leadership in support of the Board's responsibility to develop and periodically review the mission, objectives and strategic plan of the Hospital;
- (g) develop, recommend and foster the values, culture and philosophy of the Hospital;
- (h) communicate with related health care agencies to promote co-ordination and/or planning of local health care services;
- (i) represent the Hospital externally to the community, government, media and other organizations and agencies;

- (j) be responsible for the payment by the Corporation of all salaries and amounts due from and owing by the Corporation which fall within the purview and scope of the approved annual budget or otherwise as may be established from time to time by resolution of the Board;
- (k) prepare and forward a detailed report to the College of Physicians and Surgeons of Ontario where,
 - (i) the application of a physician for appointment or reappointment to the medical staff of the hospital is rejected by reason of his or her incompetence, negligence or misconduct,
 - (ii) the privileges of a member of the medical staff of the hospital are restricted or cancelled by reason of his or her incompetence, negligence or misconduct, or
 - (iii) a physician voluntarily or involuntarily resigns from the medical staff of the hospital during the course of an investigation into his or her competence, negligence or conduct;
- (l) notify the Chief of Staff, the Chief of Service, and in the case of a member of the extended class nursing staff the Chief Nursing Executive, and the Board if necessary, of,
 - (i) any failure of any member of the medical, dental, or extended class nursing staff to act in accordance with statute law or regulations thereunder, or the Hospital By-law and policies and procedures;
 - (ii) any belief that a member of the medical, dental or extended class nursing staff is unable to perform the person's professional duties with respect to a patient in the Hospital,
 - (iii) any patient who does not appear to be receiving the most appropriate treatment and care or who is not being visited frequently enough by the attending member of the medical, dental or extended class nursing staff, and
 - (iv) any other matter about which they should have knowledge;
- (m) establish the selection process for the engagement of a Chief Nursing Executive and hire the Chief Nursing Executive in accordance with the process;
- (n) establish the functions and responsibilities of the Chief Nursing Executive;
- (o) annually conduct the Chief Nursing Executive's formal performance evaluation and review and approve his or her compensation, and set his or her goals for the coming year;
- (p) report to the Board as necessary regarding the occupational health and safety program, workplace safety and issues involving violence;

- (q) report to the Board as necessary in respect of the health surveillance program;
- (r) be responsible to the Board for taking such action as considered necessary to ensure compliance with the *Act*, the Regulations thereunder, the By-laws of the Hospital and all other statutory and regulatory requirements;
- (s) attend meetings of the Board;
- (t) attend meetings of all Board Committees;
- (u) despite 6.2 (1)(t), the Chief Executive Officer shall be a member of the Fiscal Advisory Committee as provided for in section 5.3.4.1(1)(a) of this By-law; and
- (v) perform such other duties as may be directed from time to time by the Board.

-7. MEDICAL STAFF

7.1 MEDICAL STAFF

- (1) ARTICLE 7.2 through 7.14 govern the medical staff practising within the Hospital, as contemplated by the regulations under the *Act*. The purposes of these Articles are to:
- (a) outline clearly and succinctly the purposes and functions of the Medical Staff;
 - (b) identify specific organizational units necessary to allocate the work of carrying out those functions;
 - (c) identify the process for the selection of the Chief of Staff (as per Board Policy), Chiefs of Service and for the election of the Medical Staff executive;
 - (d) provide a Medical Staff organization that defines responsibility, authority and accountability of every component and that is designed to ensure that each Medical Staff member exercises responsibility and authority commensurate with the member's contribution to patient care and fulfils like accountability obligations;
 - (e) provide a mechanism for accountability to the Board and as appropriate for patient care, workplace safety and professional and ethical behaviours of each individual of the Medical Staff; and
 - (f) create a Medical Staff Association structure that will advocate the interests and support the rights and privileges of the Medical Staff as provided herein.

7.2 PURPOSES OF THE MEDICAL STAFF ASSOCIATION

The purpose of the Medical Staff Association, in addition to fulfilling the responsibilities established by the laws of the Province of Ontario and this By-Law, is to provide an organization whereby the members of the Medical Staff participate in the Hospital's planning, policy setting, and decision making through their elected officers.

7.3 APPOINTMENT TO THE MEDICAL STAFF

The Board shall appoint annually a medical staff for the Hospital.

7.4 APPOINTMENT TO HONOURARY STAFF

7.4.1 Honourary Staff Designation

- (1) An individual may be honoured by the Board by being designated as a member of the Honourary Staff of the Hospital, for such term as the Board deems appropriate, because he or she:
 - (a) is a former member of the Professional Staff who has retired from active practice, and/or;
 - (b) has contributed to the Hospital and has an outstanding reputation or made an extraordinary accomplishment.
- (2) Members of the Honourary Staff:
 - (a) shall not have Privileges to provide patient care;
 - (b) shall be appointed by the Board on the recommendation of the Medical Advisory Committee;
 - (c) shall not have regularly assigned clinical, academic or administrative duties or responsibilities;
 - (d) shall not be eligible to hold elected or appointed offices in the Professional staff;
 - (e) shall not be bound by the attendance requirements of the Professional Staff.

7.5 APPOINTMENT TO MEDICAL STAFF

7.5.1 Application for Appointment to the Medical Staff

- (1) An application for appointment to the medical staff shall be processed in accordance with the provisions of the *Act*, and in accordance with the Regulations thereunder and this By-law.

- (2) The Chief Executive Officer shall ensure that a copy of the By-Laws is available on the Public Dryden Regional Health Centre website at <http://www.dh.dryden.on.ca>. The *Act* and the Regulations thereunder are available to all applicants by accessing the most up to date copy at <http://www.e-laws.gov.on.ca/index.html>. If the applicant cannot access any of these files, then these documents shall be made available by contacting the Chief Executive Officer's office at (807) 223-8249.
- (3) An applicant for appointment to the medical staff shall submit one (1) original written application to the Chief Executive Officer.
- (4) Each application shall contain:
- (a) a statement by the applicant that he or she has read the *Act* and the Hospital Management Regulation thereunder, and the By-laws of the Hospital;
 - (i) an undertaking that, if he or she is appointed to the Medical Staff of the Hospital, he or she will govern himself or herself in accordance with the requirements set out in the Hospital's Mission, Vision and Values, By-laws, and Policies and Procedures of the Hospital;
 - (ii) evidence of professional liability insurance coverage or membership in the Canadian Medical Protective Association, or equivalent, satisfactory to the Board ¹;
 - (iii) a list of privileges which are requested ¹;
 - (iv) a copy of the applicant's current registration or licence to practice in Ontario;
 - (v) an up-to-date resume, including a record of the applicant's professional education, post graduate training and a chronology of academic and professional career, organizational positions and committee memberships¹;
 - (vi) a current, as may be applicable, Certificate of Professional Conduct and a signed consent authorizing the College or referee to provide:
 - (i) a report on any action taken by a committee of the College; and/or
 - (ii) a report on whether the applicant's privileges have been restricted or cancelled by another hospital or healthcare institution because of incompetence, negligence, incapacity or any act of professional misconduct

¹ In the case of a physician who holds active or locum tenens privileges at another hospital and is applying for courtesy privileges to request diagnostic testing or provide diagnostic services, a letter of good standing from the Chief of Staff at the hospital at which the physician has current active privileges without restrictions shall be required. This letter of good standing shall include the type of active privileges, scope of these privileges, and that the privileges were granted in accordance with the hospital's by-laws.

- (h) subject to clause (B) below, a recital and description of Pending or completed proceedings for professional misconduct, incompetence or incapacity, competency investigations and performance reviews at the College or another jurisdiction or by another hospital or healthcare institution, voluntary restriction of resignation of privileges during the course of an investigation into competence, negligence or conducts, and details with respect to prior privileges disputes with other hospitals or healthcare institutions regarding appointment, re-appointment, change of privileges, or mid term suspension or revocation ¹;
- (i) the applicant will not have to provide any recital or description where there was no adverse finding relating to the above in the context of a College or another jurisdictions provided that the applicant did not voluntarily or involuntarily restrict his/her Certificate of registration and in the context of a hospital or healthcare institution, provided the applicant did not voluntarily or involuntarily resign or restrict the applicant's privileges or provide an undertaking of any kind while under review or in anticipation of an investigation or performance review; and
- (ii) "Pending" with respect to any disciplinary action, competency investigation, performance review at the College means a referral to the equivalent of the CPSO Discipline Committee, Fitness to Practice Committee or Quality Assurance Committee. "Pending" with respect to competency investigations, performance reviews or privileges disputes means that the matter has been considered by the other hospital's medical or administrative leaders and has been referred
- (i) a statement with respect to failure to obtain, reduction in classification or voluntary or involuntary resignation of any professional licence or Certification, Fellowship, professional academic appointment or privileges at any other hospital or health care institution;
- (j) any medical information which might affect the practitioner's ability to practise or that may impact staff or patient safety.
- (k) information regarding any convictions or ongoing criminal proceedings involving the applicant which may impact the applicant's ability to practice, the safety of the Hospital's workplace, or the applicant's ability to comply with the Hospital's Policies and Procedures;
- (l) information regarding any civil suit related to medical practice where there was a finding of negligence or battery, including any such suit settled by a payment on behalf of the Applicant;

- (m) a direction to the Chief Executive Officer, Chief of Staff or Service Chief authorizing either one of them to contact any previous hospitals where the applicant has provided services for the purposes of conducting a reference check, such direction to include names and addresses of at least three (3) appropriate references including:
 - (i) the Chief Executive Officer and the Chief of Staff of the last hospital, health care centre or independent health facility where the applicant held privileges or received training;
 - (ii) the service director or head of training program if enrolled in a graduate training program within the past three (3) years;
 - (iii) the dean of medicine of the last educational institution in which the applicant held an appointment or was trained if such appointment or training was within the past three (3) years;
- (n) a signed authorization to any applicable hospital, healthcare institution or regulatory body to release the information relating to any of the above;
- (o) such additional information relating to the provision of medical services or professional conduct as from time to time, the Medical Advisory Committee may recommend and/or the Board approves;
- (p) an undertaking, in writing, that if appointed:
 - (i) the applicant will accept, where appropriate, clinical, academic and administrative responsibilities as requested by the Board following consultation with the Chief of Staff and/or Chief of Service;
 - (ii) the applicant will serve on committees or subcommittees to which he/she is appointed by the Board or the Medical Advisory Committee;
 - (iii) the applicant will not make statements on behalf of the Corporation to the news media or public without the express authority of the Chief Executive Officer ;
 - (iv) the applicant will abide by the Hospital's policies as related to confidentiality and privacy of patient information and Hospital matters; and
- (v) the applicant will provide the Hospital with three (3) months' prior notice of the applicant's intention to resign or otherwise limit his/her exercise of privileges together with an acknowledgement that a failure to provide the required notice will result in the Service Chief notifying the College that the applicant has failed to comply with the Hospital's By-Laws and noting the breach of the By-Laws in the applicant's file.

The applicant may be exempted from the notice requirements if the Service Chief believes, after considering the Health Human Resources Plan, that the notice is not required if the Service Chief believes that there are reasonable or compassionate grounds to grant the exemption.

- (q) In addition to any other provisions of the By-Laws, the Board may refuse to appoint any applicant to the Medical Staff on any ground including, but not limited to the following:
 - (i) the applicant is unable to provide care at a level that is consistent with the standard of care expected of the Medical Staff at the Hospital;
 - (ii) the appointment is not consistent the need for service, as determined by the Board from time to time;
 - (iii) the Health Human Resources Plan of the Hospital and/or Service does not demonstrate sufficient resources to accommodate the applicant;
 - (iv) the appointment is not consistent with the strategic plan of the Hospital or, if applicable, the academic plan of the Service;
 - (v) the applicant was not considered the best qualified applicant for the position available, and/or
 - (vi) the applicant has not demonstrated an ability to fulfil all of the criteria for appointment as set out in section 7.4.2 below.
- (5) Each applicant shall, where requested visit the Hospital for an interview with the Chief of Staff, Chief of Service and, where appropriate, other members of the Medical Staff and the Chief Executive Officer .
- (6) The Hospital and the Medical Advisory Committee shall deal with the application in accordance with the *Act* and the procedure set out in subsections 11.2(1) to (7) and 11.2(1) to (13) of this By-law.

7.5.2 Criteria for Appointment to the Medical Staff

- (1) Only applicants
 - (a) qualified to practice medicine and licensed pursuant to the laws of Ontario and have a Certificate of Registration in good standing with the College of Physicians and Surgeons of Ontario;
 - (b) who meet the qualifications and satisfy the criteria set out in the By-Law;

are eligible to be a member of and appointed to the medical staff of the Hospital except as otherwise provided for in the By-law.

- (2) The applicant must have the following qualifications,
- (a) a demonstrated ability to provide patient care at an appropriate level of quality and efficiency;
 - (b) A demonstrated ability to:
 - (i) work and cooperate with and relate to others in a collegial, professional and non-disruptive manner (non-disruptive being defined by reference to applicable College policies such as the CPSO's "Physician Behaviour in the Professional Environment" policy);
 - (ii) communicate and relate appropriately with patients and patients' relative;
 - (iii) participate in the discharge of staff, committee and, if applicable, teaching responsibilities and obligations appropriate to membership category;
 - (iv) if applicable, have an interest and aptitude towards scholarly activities;
 - (v) have adequate training and experience for the privileges requested; and
 - (vi) practice ethical performance and/or behaviour;
 - (vii) govern himself / herself in accordance with the requirements as set out in this By-Law, the Hospital's Mission, Vision and Values, Policies and Procedures;
 - (c) a report on, among other things, the experience, competence and reputation of the applicant from the Chief of Staff, Chief of Service, or other such persons as is appropriate to contact in the hospitals in which the applicant trained or held an appointment.
 - (d) have up-to-date inoculations, screenings and tests as may be required by the occupational health and safety policies and practices of the Hospital, the *Act* or other legislation or by the Board from time to time, barring any legitimate medical circumstances.
 - (e) demonstrate adequate control of any significant physical or behavioural impairment affecting skill, attitude or judgement that might negatively impact on patient care or the operations of the Hospital.
 - (f) have current membership in the Canadian Medical Protective Association and/or other professional practice liability coverage appropriate to the scope and nature of the intended practice
- (3) All appointments will be consistent with community needs defined by the strategic plan and mission of the Hospital;

- (4) Other criteria from time to time as established by the Board;
- (5) All new appointments will be contingent upon an Impact Analysis demonstrating that the Hospital has the resources to accommodate the applicant and that the applicant meets the needs of the Hospital as described in the Health Human Resources Plan.

7.5.3 Term

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

7.5.4 Procedure for Processing Applications for Medical Staff Appointments

- (1) The Chief Executive Officer, upon receipt of a completed application on the prescribed forms, will refer the application to the Medical Advisory Committee through the Chair of the Medical Advisory Committee. The Chief Executive Officer shall ensure that the Hospital has in place and enforces a policy to protect the confidentiality of all information contained in a completed application and to ensure that only those persons entitled under this By-Law have access to the completed application.
- (2) The Medical Advisory Committee will investigate each application together with
 - (i) the qualifications and experience of the applicant
 - (ii) any recommendation of the Chief of Staff and/or Service Chief of the relevant service.
 - (iii) the Professional Staff Human Resources Plan, if any;
 - (iv) an Impact Analysis, if any;

The Medical Advisory Committee will:

- (a) review the application to ensure it contains all the information required under section 7.4.1 of this By-Law;
- (b) take into consideration whether the criteria set out in section 7.4.2 of this By-Law have been complied with;
 - (i) include a recommendation to the Board to appoint or not to appoint the Applicant or appoint the Applicant subject to specified conditions;

- (ii) where applicable, include a list of the intended clinical and academic responsibilities to be carried out by the applicant in exchange for being granted privileges. These responsibilities may change from time to time subject to the approval of the relevant Service Chief or Chief of Staff;
- (3) Subject to clause (a) below, the Medical Advisory Committee will send its recommendation in writing to the Board and the applicant within sixty (60) days of the date of receipt by the Chief Executive Officer of the completed application as outlined in the Act. The Medical Advisory Committee may make its recommendation to the Board later than sixty (60) days after the receipt of the completed application if, prior to the expiry of the sixty (60) day period, it indicates in writing to the Board and the applicant that a final recommendation cannot yet be made and includes written reasons for the delay.
 - (a) The applicant may, in the application waive the sixty (60) day response time contained in clause (3) above.
- (4) Where the Medical Advisory Committee recommends appointment, it shall specify the category of appointment and the specific privileges it recommends the applicant to be granted.
- (5) Where the Medical Advisory Committee does not recommend appointment or where the recommended appointment or Privileges differ from those requested, the Medical Advisory Committee shall inform the applicant that he/she is entitled to:
 - (a) written reasons for the recommendation, provided the request for such reasons is made within seven (7) days of the receipt by the applicant of the notice of the recommendation; and
 - (b) a hearing before the Board, provided the request for such a hearing is received by the Board and the Medical Advisory Committee within seven (7) days of the receipt by the applicant of the written reasons. The procedures to be followed at such a hearing are outlined in section 10.2 of this By-Law.
- (6) Where the Medical Advisory Committee has concerns or concerns are raised about whether to recommend an appointment, reappointment or requested privileges, the Medical Advisory Committee may provide the applicant with written notice that the applicant is entitled to attend a special meeting of the Medical Advisory Committee to make a presentation to the Medical Advisory Committee. The procedures to be followed by such a meeting are outlined in section 10.1 of this By-Law.

- (7) Where the Medical Staff member does not request a hearing by the Board, the Board may implement the recommendation of the Medical Advisory Committee. However, where the Medical Advisory Committee makes a recommendation with respect to an appointment, reappointment or granting of requested privileges and:
- (a) the applicant has not made any written or oral submissions to the Board, and concerns are raised that the Board believes the applicant should have an opportunity to address, the Board may give the Medical Staff member notice that he/she is entitled to a Board hearing and shall follow the process set out in section 10.2 of this By-Law with the necessary changes to points of detail; or
 - (b) information that has not been considered by the Medical Advisory Committee has come to the attention of the Board that the Board believes should be considered by the Medical Advisory Committee prior to the Board acting on the Medical Advisory Committee's recommendation, the Board may refer the new information back to the Medical Advisory Committee for consideration, with the Medical Advisory Committee to provide a reconsidered recommendation to the Board with respect to appointment, reappointment or granting of requested privileges, as the case may be. The Medical Staff member shall be given notice of the reconsidered recommendation as outlined in this section and entitled to a hearing and the process set out in section 10.2 of this By-Law.
- (8) Where the applicant requests a hearing by the Board, it shall be dealt with in accordance with the applicable provisions of the *Act* and section 10.2 of this By-Law.
- (9) The Board, after considering the recommendation of the Medical Advisory Committee may appoint the applicant, refuse to appoint the applicant, or appoint the applicant subject to specific conditions.

7.6 RE-APPOINTMENT

7.6.1 Re-Appointment and Performance Review

Sections 7.4.1 and 7.4.2 shall apply to applications for re-appointment with the necessary changes to points of detail.

Each year each member of the medical staff shall make a written application for re-appointment to a group of the medical staff of the Hospital on the prescribed form to the Chief Executive Officer before the date specified by the Medical Advisory Committee.

The Chief Executive Officer shall provide the applicant with any updates or amendments to the By-Laws implemented since the date of the applicant's most recent application. The Medical Advisory Committee shall make the Board aware of any applications for re-appointment that are being considered on a delayed or deferred basis (beyond the 60 day period) and the reason for such delay or deferral.

The applicant's application for re-appointment shall contain the following:

- (a) evidence of the items requested in sections 7.4.1 (i.e. evidence of continued insurance coverage) (4(c)(e)(f))
- (b) a restatement, confirmation or declaration of the items requested in sections 7.4.1 (4(b)(i)(p));
- (c) either:
 - (i) a declaration that all information relating to sections 7.4.1 (4(d)(i)(j)(m)(n) and (o)) on file at the Hospital from the applicant's most recent application is up-to-date, accurate and unamended as of the date of the current application; or
 - (ii) a description of all material changes to the information requested in sections 7.4.1 (4(c)(d)(i)(j)(m)(n) and (o)) on file at the Hospital since the applicant's most recent application;
- (d) a signed consent authorizing the College to provide:
 - (i) a report on any action taken by the College or a committee of the College including any referrals to the discipline or fitness to practice committee; and/or
 - (ii) a report on whether the applicant's privileges have been restricted or cancelled by another healthcare institution because of incompetence, negligence or any act of professional misconduct ; and/or
 - (iii) a letter of standing;

Re-applications shall include a report from the Chief of Staff, or Service Chief reviewing the applicant's performance for the past year which shall contain information and evidence relating to the applicant's:

- (a) satisfaction of the College's requirements for continuing medical education using guidelines developed by the College of Family Physicians of Canada (Mainpro) and the Royal College of Physicians and Surgeons of Canada (Mocomp) or other guidelines issued by these colleges, or College of Physicians and Surgeons of Ontario, or an educational program pre-approved by the Chief of Staff as being equivalent;
- (b) demonstration of professional attitudes and behaviours including communication skills with patients and staff;

- (c) record of all documented patient and staff complaints during the past year relating to the applicant's quality of care and/or impact on workplace safety;
- (d) the applicant's ability to work in a collegial, professional and non-disruptive manner with the Board, Chief Executive Officer, Vice Presidents, the Chief Nursing Executive, the Chief of Staff, Service Chiefs, other members of the Medical Advisory Committee and other members of the Medical Staff, the nursing staff, other healthcare practitioners and learners within the Hospital and other employees of the Hospital;
- (e) satisfactory discharge of "on-call" responsibilities, if any;
- (f) satisfactory discharge of staff and committee responsibilities;
- (g) quality of care performance which may include readmission rates, mortality reviews, length of stay and any indications of performance that are available;
- (h) satisfactory discharge of clinical and teaching responsibilities;
- (i) ability to supervise staff;
- (j) monitoring of patients, together with evidence of appropriate and completed records of personal health information;
- (k) resource utilization that demonstrates appropriate use of Hospital's resources;
- (l) general compliance with the *Act*, the Legislation, the Hospital's By-Laws, mission, vision, values and Policies and Procedures;
- (m) such other information that the Board may require, from time to time, having consideration to the recommendations of the Medical Advisory Committee.

In order to be eligible for re-appointment:

- (a) the applicant shall have conducted himself or herself in compliance with this By-law, the Hospital's mission, vision and values, Policies and Procedures;
- (b) the applicant shall have demonstrated appropriate use of Hospital resources in accordance with the Medical Human Resources Plan and the Policies and Procedures of the Hospital;
- (c) there shall be a continued need for the applicant's services under the Medical Human Resources Plan, the Hospital's strategic plan and/or an Impact Analysis which demonstrates there are sufficient resources to accommodate the applicant.

The Chief of Staff shall facilitate, at least every third year, or more often as required a performance evaluation of the applicant.

Any application for re-appointment in which:

- (a) the applicant requests a change to his/her Medical Staff category and/or privileges and/or responsibilities;
- (b) the Service Chief or Chief of Staff believes that such a change is likely to:
 - (i) increase demand on Hospital resources from the previous year;
or
 - (ii) decrease the services that the Hospital is able to provide its patients

shall be reviewed by the Medical Advisory Committee.

7.6.2 Refusal to Re-appoint, Reduction/Change of Privileges and Specific Conditions

Pursuant to the *Act*, and in accordance with the Hospital's By-Laws, Policies, the Board may:

- (a) refuse to re-appoint a member to the Medical Staff;
- (b) reduce, change or alter the applicant's privileges;
- (c) attach specific conditions to the applicant's exercise of privileges.

On any ground, including, but not limited to, the following:

- (a) the Service, based on its Health Human resources Plan, Impact Analysis and/or strategic plan have decided that the Hospital does not have sufficient resources ; or
- (b) the Service, based on its Impact Analysis and/or strategic plan have decided to reallocate resources to optimize patient access and/or care;
or
- (c) the Chief of Staff's recommendation contained in his/her report, which reviews the applicant's performance for the previous year

Where the Medical Advisory Committee has concerns or concerns are raised about whether to recommend a re-appointment or requested privileges, the Medical Advisory Committee will provide the applicant with written notice that the applicant is entitled to attend a special meeting of the Medical Advisory Committee to make a presentation to the Medical Advisory Committee. The procedure to be followed at such special meeting are outlined in section 10.1 of this By-law:

Where the Medical Staff member does not request a hearing by the Board, the Board may implement the recommendation of the Medical Advisory Committee. However, where the Medical Advisory Committee makes a recommendation with respect to reappointment or granting of requested privileges and:

- (a) the applicant has not made any written or oral submissions to the Board and concerns are raised that the Board believes the applicant should have an opportunity to address, the Board may give the Medical Staff member notice that he/she is entitled to a Board hearing and shall follow the process set out in section 10.2 of this By-law with the necessary changes to points of detail; or
- (b) information that has not been considered by the Medical Advisory Committee has come to the attention of the Board that the Board believes should be considered by the Medical Advisory Committee prior to the Board acting on the Medical Advisory Committee's recommendation, the Board may refer the new information back to the Medical Advisory Committee for consideration, with the Medical Advisory Committee to provide a reconsidered recommendation to the Board with respect to re-appointment or granting of requested privileges as the case may be. The Medical Staff member shall be given notice of the reconsidered recommendation as outlined in this section and entitled to a hearing and the process set out in section 10.2 of this By-Law.

The Board after considering the recommendation of the Medical Advisory Committee may appoint the applicant, refuse to appoint the applicant, or appoint the applicant subject to specific conditions.

Where a member has applied under section 7.5.1 for re-appointment, his or her appointment shall be deemed to continue,

- (a) until the re-appointment is granted; or
- (b) where he or she is served with notice that the board refuses to grant the re-appointment, until the time for giving notice requiring a hearing by the Health Professions Appeal and Review Board has expired and, where a hearing is required, until the decision of the Health Professions Appeal and Review Board has become final.

7.7 MONITORING, SUSPENSION AND REVOCATION

7.7.1 *Monitoring Practices of Care*

- (1) Any aspect of patient care or Medical Staff conduct being carried out in the Hospital may be reviewed without the approval of the member of the Medical Staff responsible for such care or conduct by the Chair of the Medical Advisory Committee or Chief of Service.

- (2) Where any member of the Medical Staff or Hospital staff believes that a member of the Medical Staff is incompetent, attempting to exceed his or her Privileges, incapable of providing a service that he or she is about to undertake, or acting in a manner that is disruptive and/or exposes or is reasonably likely to expose any patient, health care provider, employee or any other person at the Hospital to harm or injury, such individual shall communicate that belief forthwith to one of the following:
 - (a) the Chair of the Medical Advisory Committee;
 - (b) the Chief of the relevant Service; or
 - (c) the Chief Executive Officer,so that appropriate action can be taken.
- (3) The Chief of a Service, on notice to the Chair of the Medical Advisory Committee where he or she believes it to be in the best interest of the patient, shall have the authority to examine the condition and scrutinize the treatment of any patient in his or her Service and to make recommendations to the attending Medical Staff member or any consulting Medical Staff member involved in the patient's care and, if necessary, to the Medical Advisory Committee. If it is not practical to give prior notice to the Chair of the Medical Advisory Committee, notice shall be given as soon as possible.
- (4) If the Chief of Staff or Chief of a Service becomes aware that, in his or her opinion a serious problem exists in the diagnosis, care or treatment of a patient, the respective Chief shall forthwith discuss the condition, diagnosis, care and treatment of the patient with the attending member of the Medical Staff. If changes in the diagnosis, care or treatment satisfactory to the Chief of Staff or the Chief of Service, as the case may be, are not made, he or she shall forthwith assume the duty of investigating, diagnosing, prescribing for and treating the patient.
- (5) Where the Chair of the Medical Advisory Committee or Chief of a Service has cause to take over the care of a patient, the Chief Executive Officer, the Chair of the Medical Advisory Committee or the Chief of the Service, as the case may be, and one other member of the Medical Advisory Committee, the attending member of the Medical Staff, and the patient or the patient's substitute decision maker shall be notified in accordance with the *Act*. The Chair of the Medical Advisory Committee or the Chief of Service shall file a written report with the Medical Advisory Committee within forty eight (48) hours of his or her action.
- (6) The Chair of the Medical Advisory Committee or Chief of a Service who is responsible under this section may delegate any or all of his or her responsibilities and duties under this section to a member of his or her medical staff, but the officer remains accountable to the Medical Advisory Committee for the management of the patient by that member of the medical staff to whom any such responsibility or duty is delegated.
- (7) Where the Medical Advisory Committee concurs in the opinion of the Chair of the Medical Advisory Committee or Chief of Service who has taken action under subsection 7.6.1(4) that the action was necessary, the Medical Advisory Committee shall forthwith make a detailed written report to the Chief Executive Officer of the problem and the action taken.

**7.7.2 Suspension, Restriction or Revocation of Privileges
(Immediate or Non-Immediate Action)**

- (1) The Board may, at any time, in a manner consistent with the *Act* and this By-law, revoke or suspend any appointment of a member of the Professional Staff or revoke, suspend, restrict or otherwise deal with the Privileges of a member of the Medical Staff.
- (2) Any administrative or leadership appointment of the member of the Medical Staff will automatically terminate upon the restriction, revocation or suspension of privileges or, revocation of appointment, unless otherwise determined by the Board.
- (3) The Chief Executive Officer or Chief of Staff may temporarily restrict or suspend the privileges of any member of the Professional Staff, in circumstances where in their opinion the member's conduct, performance or competence:
 - (a) fails to meet or comply with the criteria for annual reappointment; or
 - (b) exposes or is reasonably likely to expose any patient, health care provider, employee or any other person at the Hospital to harm or injury; or
 - (c) is or is reasonably likely to be, detrimental to patient safety or to the delivery of quality patient care within the Hospital or impact negatively on the operations of the Hospital; or
 - (d) fails to comply with the Hospital's by-laws, Policies and Procedures, the *Act* or any other relevant law.
- (4) Where either the Chief Executive Officer or the Chief of Staff takes action authorized in subsection 7.6.1(3), they shall first consult with the other of them, or the Chief of Service. If such prior consultation is not possible or practicable in the circumstances, they shall provide immediate notice to the other of them and the Chief of Service.
- (5) The suspension or restriction of privileges may be:
 - (a) immediate if necessary; or
 - (b) if not immediately necessary, may occur after an appropriate investigation is conducted; or
 - (c) may be recommended to the Medical Advisory Committee.
- (6) Where an investigation is conducted it may be assigned to an individual within the Hospital, the Medical Advisory Committee, a body within the Hospital other than the Medical Advisory Committee or an external consultant.
- (7) Where an application for appointment or reappointment is denied or, the privileges of a member of the Medical Staff have been restricted, suspended or revoked, by reason of incompetence, negligence or misconduct, or the member resigns from the Medical Staff during the course of an investigation into his or her competence, negligence or misconduct, the Chief Executive Officer shall prepare and forward a detailed written report to the member's regulatory body as soon as possible, and not later than thirty (30) days.

7.7.3 Referral to Medical Advisory Committee for Recommendations

- (1) Following the temporary restriction or suspension of privileges, or the recommendation for the restriction or suspension of privileges or the revocation of an appointment of a member of the Medical Staff the following process shall be followed:
 - (a) the Chief of the Service of which the individual is a member or an appropriate alternate designated by the Chair of the Medical Advisory Committee or Chief Executive Officer shall forthwith submit to the Medical Advisory Committee a written report on the action taken, or recommendation, as the case may be, with all relevant materials and/or information;
 - (b) a date for consideration of the matter will be set, not more than ten (10) days from the time the written report is received by the Medical Advisory Committee;
 - (c) the member shall be advised of the date upon which the Medical Advisory Committee will be considering the matter and may make submissions to the Medical Advisory Committee for consideration; and
 - (d) the timeframe for the Medical Advisory Committee considering the matter may be extended if the Medical Advisory Committee considers it appropriate to do so.
- (2) When considering the matter, the Medical Advisory Committee may:
 - (a) set aside the restriction or suspension of privileges; or
 - (b) recommend to the Board a suspension or revocation of the appointment or a restriction, suspension or revocation of privileges on such terms as it deems appropriate.

Notwithstanding the above, the Medical Advisory Committee may also refer the matter to a committee of the Medical Advisory Committee.
- (3) If the Medical Advisory Committee recommends the continuation of the restriction or suspension or a revocation of Privileges or recommends a revocation of appointment and/or makes further recommendations concerning the matters considered at its meeting, the Medical Advisory Committee shall give written notice of its recommendation to the member of the Medical Staff and to the Board, in accordance with the *Act*.
- (4) The notice shall inform the member of the Professional Staff that he or she is entitled to:
 - (a) written reasons for the recommendation if a request is received by the Medical Advisory Committee within seven (7) days of the member's receipt of the notice of the recommendation; and

- (b) a hearing before the Board if a written request is received by the Board and the Medical Advisory Committee within seven (7) days of the receipt by the member of the written reasons requested.

7.8 CHANGE OF PRIVILEGES

7.8.1 *Application for Change of Privileges*

- (1) Where a physician wishes to change his or her privileges, the physician shall make a written application, on the prescribed form, to the Chief Executive Officer, listing the change of privileges which is requested and shall submit evidence of appropriate training and competence and such other matters as the Board may require in respect of the privileges being requested.
- (2) The Chief Executive Officer shall refer any such application forthwith to the Medical Advisory Committee through the Chair of the Medical Advisory Committee.
- (3) An application for a change in privileges made by a member of the medical staff shall be processed in the same manner as set out in section 7.4.1.

7.9 LEAVE OF ABSENCE

A leave of absence exceeding two months may be granted to a member of the medical staff by the Board on the recommendation of the Medical Advisory Committee. This leave may be granted by the Board in the event of extended illness or disability of the member, or in other circumstances acceptable to the Board upon recommendation of the Chair of the Medical Advisory Committee.

- (a) Requests for leave of absence shall be submitted in writing to the Chief of Staff. The request must state the reason as well as indicate the date of departure and return to service.
- (b) The Chief of Staff shall refer the request to the Medical Advisory Committee.
- (c) The Medical Advisory Committee shall forward its recommendation to the Board.
- (d) Leave of absence may be granted for periods of up to one year. Where a member of the medical staff is on leave of absence during the time for application for re-appointment, the application forms shall be completed and a review conducted upon the applicant's return from leave by the Medical Advisory Committee.

- (e) The member may, at the end of the leave, apply for an extension not to exceed one additional year. (two years total leave time) Steps (a) to (d) are to be followed.
- (f) When a leave of absence is granted for health reasons, upon return, medical verification may be required to determine competence and capacity.

Board approval is not required for a pregnancy, maternity, paternity or military service leave.

7.10 MID-TERM ACTION

7.10.1 *Mid-Term Action*

- (1) Pursuant to the *Act* and the Regulations thereunder and in accordance with this By-law, the Board at any time may revoke or suspend any appointment of a member of the medical staff or dismiss, suspend, restrict or otherwise deal with, the privileges of the member.
- (2) Mid-term action in respect of a member of the medical staff, shall be processed in accordance with, and in the same manner provided in section 11 of this By-law.

7.11 MEDICAL STAFF GROUPS

7.11.1 *Medical Staff Groups*

The Medical Staff shall be divided into the following groups:

- (a) active;
- (b) courtesy;
- (c) locum tenens;
- (d) temporary; and
- (e) honorary;

7.11.2 *Active Medical Staff*

- (1) The active Medical Staff shall consist of those physicians who have fulfilled the requirements as set forth in this By-Law and been appointed as active medical staff by the Board.
- (2) Except where approved by the Board, no physician with an active medical staff appointment at another hospital shall be appointed to the active medical staff.
- (3) Each member of the medical staff is responsible for ensuring that medical care is provided to his or her patients in the Hospital.
- (4) All active medical staff members shall have admitting privileges unless otherwise specified in their appointment to the medical staff.
- (5) Active medical staff members shall be eligible to vote at medical staff meetings, to hold office and to sit on any committee of the medical staff.
- (6) Each member of the active medical staff shall:
 - (a) undertake such duties in respect to those patients classed as emergency cases as may be specified by the Chief of Staff or by the Chief of the Service to which the physician has been assigned;
 - (b) attend patients, and undertake treatment and operative procedures only in accordance with the kind and degree of privileges granted by the Board; and
 - (c) act as a supervisor of a member of the medical or dental staff, as and when requested by the Chief of Staff or the Chief of Service, and act as a supervisor of the extended class nursing staff, for the diagnosing, prescribing for or treating out-patients, as and when requested by the Chief of Staff or the Chief of Service.
 - (d) utilize Hospital resources appropriately.
 - (e) fulfil such on-call requirements as may be established by each service and in accordance with the Medical Human Resources Plan and the Policies and Procedures; and
 - (f) perform such other duties as may be prescribed by the Medical Advisory Committee or requested by the Chief of Staff or the relevant Chief of Service from time to time;

7.11.3 *Courtesy Medical Staff*

- (1) The Board may grant a physician an appointment to the courtesy medical staff in one or more of the following circumstances:
 - (a) the applicant has an active medical staff commitment at another hospital; or
 - (b) the applicant lives at such a remote distance from the Hospital that it limits full participation in active medical staff duties, but he or she wishes to maintain an affiliation with the Hospital; or
 - (c) the applicant has a primary commitment to, or contractual relationship with, another community or organization; or
 - (d) the applicant requests access to limited Hospital resources or out-patient programs or facilities; or

where the Board deems it otherwise advisable and in the best interests of the Hospital;

the applicant meets a specific service need of the Hospital.

- (2) The Board may grant a physician an appointment to the courtesy medical staff with such privileges as the Board deems advisable. Privileges to admit patients shall only be granted under specified circumstances. The circumstances leading to an appointment under subsection 7.10.3 of this By-law shall be specified by the physician on each application for re-appointment.
- (3) Each physician on the courtesy medical staff may attend medical staff and service meetings but unless the Board so requires shall not be subject to the attendance requirements and penalties as provided by this By-law and the medical staff rules.
- (4) Unless required to attend by the Chief of Staff or the Chief of Service, members of the courtesy medical staff shall not have the right to vote at medical staff or service meetings.
- (5) Members of the courtesy medical staff shall not hold office and shall not be eligible for appointment to a committee of the medical staff.
- (6) Courtesy Staff members:
 - (i) shall have limited Privileges as may be granted by the Board on an individual basis
 - (ii) may refer patients to the hospital for diagnostic tests;

- (iii) may not admit patients unless these Privileges are specifically granted by the Board (i.e. “with admitting privileges”) but may treat patients admitted by the Active or Locum Tenens Medical Staff;
- (iv) may not be Most Responsible Physician (MRP) for any Inpatient of the DRHC unless he or she also has been granted admitting Privileges;
- (w) shall provide consultations when requested by the Active or Locum Tenens Medical Staff;
- (vi) attend patients and undertake treatment and operative procedures only in accordance with the kind and degree of Privileges granted by the Board;
- (vii) may exercise any clinical privilege as granted by the Board, which may include:
 - (a) treating or prescribing treatment for patients within the Ambulatory care areas;
 - (b) assisting at surgery;
 - (c) anaesthesia services

7.11.4 *Locum Tenens*

- (1) The Medical Advisory Committee, upon the request of a member of the medical staff, may recommend the appointment of a locum tenens for a specified period of time,
 - (a) as a planned replacement for that physician; or
 - (b) as an Emergency Room Locum Tenens.
- (2) A locum tenens shall,
 - (a) have admitting privileges unless otherwise specified;
 - (b) attend patients assigned to his or her care by the active medical staff member by whom he or she is supervised, and shall treat them within the professional privileges granted by the Board on the recommendation of the Medical Advisory Committee; and
 - (c) undertake such duties in respect of those patients classed as emergency cases as may be specified by the Chief of Staff or by the Chief of the Service to which the physician has been assigned.
- (3) Emergency Room Locum Tenens report to the Chief of Staff, Chief of Emergency Services.

- (4) Locum Tenens shall not, subject to determination by the Board in each individual case attend or vote at Medical Staff meetings or be elected or appointed to any office of the Medical Staff

7.11.5 Temporary Medical Staff

- (1) A temporary appointment of a physician to the medical staff may be made only for one of the following reasons:
 - (a) to meet a specific singular requirement by providing a consultation and/or operative procedure; or
 - (b) to meet an urgent unexpected need for a medical service; or
 - (c) to meet the needs of medical coverage prior to the next meeting of the Medical Advisory Committee
- (2) Notwithstanding any other provision in this By-law, the Chief Executive Officer, after consultation with the Chief of Staff may,
 - (a) grant a temporary appointment to a physician who is not a member of the medical staff provided that such appointment shall not extend beyond the date of the next meeting of the Medical Advisory Committee at which time the action taken shall be reported; and
 - (b) continue the appointment on the recommendation of the Medical Advisory Committee until the next meeting of the Board.
- (3) A temporary appointment may include privileges to admit patients.
- (4) The Board may, after receiving the recommendation of the Medical Advisory Committee, continue a temporary appointment granted pursuant to section 7.10.5(2) for such period and on such terms as the Board determines.
- (5) The temporary appointment shall specify the category of appointment and any limitations, restrictions or special requirements.

7.11 MEDICAL STAFF DUTIES

7.11.1 Duties, General

- (1) Each member of the medical staff is accountable to and shall recognize the authority of the Board through and with their Chief of Service, the Chief of Staff, and the Chief Executive Officer.

- (2) Each member of the medical staff shall,
- (a) attend and treat patients by practising at the highest possible professional and ethical standards within the limits of the privileges granted by the Board, unless the privileges are otherwise restricted;
 - (b) ensure a high professional standard of care is provided to patients under his/her care that is consistent with sound healthcare resource utilization practices;
 - (c) provide care, which is within the Physician's scope of competence to provide, to Patients in emergency situations to the best of the Physician's ability, whether the Physician is privileged to perform the procedure or treatment or not;
 - (d) notify the Board in writing through the Chief Executive Officer of any additional professional degrees or qualifications obtained by the member or of any change in the license to practice medicine made by the College or change in professional liability insurance;
 - (e) forthwith advise the Chief of Staff / Chair of the Medical Advisory Committee of the commencement of any College disciplinary proceeding, proceedings to restrict or suspend privileges at other hospitals, or malpractice actions;
 - (f) give such instruction as is required for the education of other members of the medical, dental, extended class nursing staff and Hospital staff;
 - (f) comply with the *Act*, the Hospital's By-laws, Mission, Vision, Values, Policies and Procedures and all other legislated requirements;
 - (g) co-operate with and respect the authority of,

the Chief of Staff and the Medical Advisory Committee,

the Chiefs of Service, and

the Chief Executive Officer.
 - (h) notify patients and/or their families or other appropriate persons about their options with respect to tissue and organ transplantation;
 - (i) advise the Service Chief and/or Chief of Staff immediately of any material changes to the information required to be provided by the Physician to the Hospital upon re-application;
 - (j) maintain involvement in continuing medical and interdisciplinary professional education;
 - (k) participate in quality improvement and patient safety initiatives;

- (l) prepare and complete records of personal health information in accordance with the Hospital's Policies as may be established from time to time, the Legislation and accepted industry standards;
- (m) comply with any specific conditions attached to the exercise of the member's privileges;
- (n) provide timely communication with all patients' referring physicians;
- (o) work and cooperate with others in a collegial manner consistent with the Hospital's mission, vision and core values;
- (p) serve as required on various Hospital and Medical Staff committees;
- (q) obtain consultations on patients where appropriate;
- (r) when requested by a fellow Medical Staff member, provide timely consultations;
- (s) not undertake any conduct that would be disruptive to the Service or adversely affect Hospital operations or the Hospital's reputation or standing in the community, including making prejudicial or adverse public statements with respect to the Hospital's operations which have not been first addressed through the proper communication channels identified above and such official channels have not satisfactorily resolved the Medical Staff member's concern;
- (t) cooperate with any request that his/her practice be monitored pursuant to section 7.6.1 of this By-Law;
- (u) perform such other duties as may be prescribed from time to time by, or under the authority of the Board, the Medical Advisory Committee or the Chief of Staff.
- (v) provide the Chief of Staff with three (3) months' notice of the member's intention to resign, modify or restrict the member's privileges;
- (w) in undertaking clinical research or clinical investigation, abide by the policies of the Research Ethics Committee / Ethics Committee.
- (x) fulfil the "on call" requirements of the Service as scheduled or approved by the Chief of Service or the Chief of Staff as applicable.
- (y) participate in annual and any enhanced periodic performance evaluations and provide such releases and consents as will enable such evaluations to be conducted.
- (z) maintain professional practice liability insurance satisfactory to the Board and notify the Board in writing through the Chief Executive Officer of any change in professional liability insurance.

- (aa) ensure that any concerns relating to the operations of the Hospital are raised through the proper channels of communication within the Hospital such as the Chair of the Medical Advisory Committee, Chiefs of Service, Medical Advisory Committee, Chief Executive Officer and/or the Board.
- (3) Each member of the active and associate medical staff groups and the courtesy staff where required shall attend 50 percent (50%) of the regular staff meetings and 70 percent (70%) of the meetings of the Service of which he or she is a member.

7.11.2 Chief of Staff

- (1) The Board shall appoint a member of the active medical staff to be the Chief of Staff after giving consideration to the recommendations of a Selection Committee, which shall seek the advice of the Medical Advisory Committee.
- (2) The membership of a Selection Committee may include,
 - (a) a Director, who shall be chair;
 - (b) two (2) members of the Medical Advisory Committee, one of whom shall be the President of the Medical Staff;
 - (c) the Chief Nursing Executive;
 - (d) the Chief Executive Officer, and
 - (e) such other members as the Board deems advisable.
- (3) Subject to annual confirmation by the Board, an appointment made under subsection 7.9.2(1) of this By-law shall be for a term of three (3) years, but the Chief of Staff shall hold office until a successor is appointed.
- (4) The maximum number of terms under subsection 7.9.2(3) of this By-law shall be two (2) , provided however that following a break in the continuous service of at least one (1) year the same person may be re-appointed.
- (5) The Board may at any time revoke or suspend the appointment of the Chief of Staff.

7.11.3 Duties of the Chief of Staff

The Chief of Staff shall,

- (a) be accountable to and be a member of the Board and shall not be entitled to vote at meetings;

- (b) organize the medical and dental staff to ensure that the quality of the medical and dental care given to all patients of the Hospital is in accordance with policies established by the Board, and organize the extended class nursing staff care to ensure that the quality of the extended class nursing care, with respect to diagnosing, prescribing for or treating out-patients of the Hospital, is in accordance with policies established by the Board;;
- (c) chair the Medical Advisory Committee;
- (d) advise the Medical Advisory Committee and the Board with respect to the quality of medical and dental diagnosis, care and treatment provided to the patients of the Hospital, and the quality of extended class nursing staff care with respect to diagnosing, prescribing for or treating out-patients of the Hospital;
- (e) report regularly to the Board and medical staff about the activities, recommendations and actions of the Medical Advisory Committee and any other matters about which they should have knowledge;
- (f) assign, or delegate the assignment of a member of the medical, dental, or extended class nursing staff,
 - (i) to supervise the practice of medicine of any other member of the medical staff, the practice of dentistry of any other member of the dental staff, or the practice of registered nurses in the extended class with respect to diagnosing, prescribing for or treating out-patients of any other member of the extended class nursing staff, as appropriate for any period of time, and
 - (ii) to make a written report to the Chief of the appropriate service;
- (g) assign, or delegate the assignment of, a member of the medical, dental, or extended class nursing staff to discuss in detail with any other member of the medical, dental, or extended class nursing staff as appropriate, any matter which is of concern to the Chief of Staff and to report the discussion to the Chief of the appropriate service,
- (h) in consultation with the Chief Executive Officer, designate an alternate to act during an absence;
- (i) supervise the professional care provided by all members of the medical and dental staff in the Hospital, and supervise the professional care provided by all members of the extended class nursing staff, with respect to diagnosing, prescribing for or treating out-patients in the Hospital;
- (j) be responsible to the Board through and with the Chief Executive Officer for the appropriate utilization of resources by all medical and dental services and extended class nursing staff;
- (k) report to the Medical Advisory Committee on activities of the Hospital including the utilization of resources and quality assurance;

- (l) participate in the development of the Hospital's mission, vision, core values and strategic plan;
- (m) work with the Medical Advisory Committee to plan medical human resources needs of the Hospital in accordance with the Hospital's strategic plan;
- (n) participate in Hospital resource allocation decisions;
- (o) ensure a process for the regular review of the performance of the Chiefs of Service;
- (p) ensure there is a process for participation in continuing medical, dental and extended class nursing staff education;
- (q) receive and review recommendations from Chiefs of Service regarding changes in privileges;
- (r) receive and review the performance evaluations and the recommendations from Chiefs of Service concerning re-appointments. Ensure that the evaluations and recommendations are forwarded to the Medical Advisory Committee;
- (s) advise the medical, dental and extended class nursing staff on current Hospital policies, objectives and rules; and
- (t) delegate appropriate responsibility to the Chiefs of Service.

7.11.4 Monitoring Aberrant Practices

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

7.11.5 Viewing Therapeutic Actions, Operations or Procedures

- (1) Any therapeutic action, operation or procedure performed in the Hospital may be viewed without the permission of the physician by,
 - (a) the Chief of Staff; or
 - (b) the Chief of the Service.

- (2) The Chief of Staff, or the Chief of Service may at any time, for any reason whatsoever appoint a Physician to monitor and/or supervise a member of the Medical Staff's clinical activities at the Hospital with or without the Medical Staff member's permission;

7.11.6 *Transfer of Responsibility*

- (1) A Medical Staff member who has assumed responsibility for a patient's care shall remain responsible for that patient until the patient's discharge from hospital or until the care is transferred to another member of the Medical Staff.
- (2) The transfer of care from one Medical Staff member to another must be done as an order and clearly indicated on the Physician's Order Sheet in the patient's chart. The transferring Medical Staff member must confirm in the chart that:
 - (a) he / she has directly spoken to the Medical Staff member to whom he / she is transferring the patient care;
 - (b) the Accepting Medical Staff member has directly confirmed to the Transferring Medical Staff member that the Accepting Medical Staff member has accepted the transfer, which can be authenticated on the Medical Record within twenty-four hours; and
 - (c) he / she has communicated the patient's vital information to the Accepting Medical Staff Member.
- (3) Where the Chief of Staff or the Chief of a Service has cause to take over the care of a patient, the Chief Executive Officer, the attending physician and the patient shall be notified as soon as possible or, in the case where the patient is mentally incompetent, the patient's substitute decision maker, shall be notified as soon as possible.

7.12 MEDICAL STAFF SERVICES

7.12.1 *Services*

- (1) When warranted by the professional resources of the medical staff, the Board, on the advice of the Medical Advisory Committee, may divide the medical staff into services, which shall include,
 - (a) inpatient;
 - (b) surgery;
 - (c) emergency and ambulatory care; and
 - (d) dental (if more than one dentist is appointed to the Dental Staff)

- (2) Any medical staff service shall function in accordance with the medical staff rules.
- (3) Whenever a separate service is established, physicians and where appropriate, dentists and registered nurses in the extended class and patients related to such a Service shall come under the jurisdiction of that Service.
- (4) The Board, after considering the advice of the Medical Advisory Committee, at any time, may establish or disband services of the medical staff.

7.12.2 Chief of Service

- (1) The Board shall appoint as Chief of Service a physician from that service who is on the active staff, after giving consideration to the recommendations of a Selection Committee.
- (2) The membership of a Selection Committee may include,
 - (a) the Chief of Staff who shall be chair;
 - (b) a Director;
 - (c) a voting member of the Medical Advisory Committee;
 - (d) the Chief Nursing Executive;
 - (e) the Chief Executive Officer; and
 - (f) a member of the Service.
- (3) Subject to annual confirmation of the Board, the appointment of a Chief of Service shall be for a term of three (3) years, but the Chief of Service shall hold office until a successor is appointed.
- (4) The maximum number of terms under subsection 7.12.2(3) of this By-law shall be two (2), provided however that following a break in the continuous service of at least one (1) year the same person may be re-appointed.
- (5) The Board may at any time revoke or suspend the appointment of a Chief of Service.

7.12.3 Duties of Chief of Service

- (1) The Chief of Service shall,
 - (a) through and with the Chief of Staff supervise the professional care provided by all members of the medical and dental staff, and extended class nursing staff with respect to diagnosing, prescribing for or treating patients in the Hospital in respect to that Service;
 - (b) participate in the orientation of new members of the medical, dental and extended class nursing staff appointed to the Service;

- (c) be responsible for the organization and implementation of a quality assurance program in the Service;
- (d) advise the Medical Advisory Committee through and with the Chief of Staff with respect to the quality of medical, and where appropriate, dental, diagnosis, care and treatment provided to the patients and out-patients of the service;
- (e) advise the Medical Advisory Committee through and with the Chief of Staff with respect to the quality of care provided in the hospital by registered nurses in the extended class with respect to diagnosing, prescribing for or treating patients in the Hospital;
- (f) advise the Chief of Staff and the Chief Executive Officer of any patient who is not receiving appropriate treatment and care;
- (g) be responsible to the Chief of Staff through and with the Chief Executive Officer for the appropriate utilization of the resources allocated to the service;
- (h) report to the Medical Advisory Committee and to the service on activities of the service including utilization of resources and quality assurance;
- (i) make recommendations to the Medical Advisory Committee regarding medical human resource needs of the service in accordance with the Hospital's strategic plan following consultation with medical staff of the service, and the Chief of Staff;
- (j) participate in the development of the Service's mission, objectives and improvement plan;
- (k) in consultation with appropriate members of the Leadership Team, participate in service resource allocation decisions;
- (l) review or cause to be reviewed the Privileges granted members of the Service including members of the dental staff and extended class nursing staff for the purpose of making recommendations for changes in the kind and degree of such privileges;
- (m) review and make written recommendations regarding the performance evaluations of members of the Service including members of the dental and extended class nursing staff annually and concerning appointments, re-appointments, changes in Privileges and any disciplinary actions and these recommendations shall be forwarded to the Medical Advisory Committee;
- (n) be a member of the Medical Advisory Committee;
- (o) establish a process for continuing medical education related to the service;

- (p) advise the members of the service, including members of the dental and extended class nursing staff regarding current Hospital and departmental policies, objectives, and rules; and
- (q) notify the Chief of Staff and the Chief Executive Officer of his or her absence, and designate an alternate from within the Service.

7.12.4 Sub-Services within a Service

When warranted by the professional resources of the Service, the Board, on the advice of the Medical Advisory Committee, after considering the recommendation of the Chief of the Service, may divide the service into sub-services.

7.13 MEETINGS - MEDICAL STAFF

7.13.1 Meetings of the Medical Staff

Every medical staff shall hold at least eight (8) meetings in each fiscal year of the hospital, one of which shall be the annual meeting. Meetings held in accordance with this article shall be deemed to meet the requirement to hold meetings of the Medical Staff pursuant to the *Act*.

7.13.2 Notice of Annual Meetings

A written notice of each annual meeting shall be posted in the Medical Staff Lounge by the Secretary of the medical staff at least seven (7) days before the meeting.

7.13.3 Notice of Regular Meetings

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

7.13.4 Special Meetings

- (1) The President of the medical staff may call a special meeting.
- (2) Special meetings shall be called by the President of the medical staff on the written request of any three (3) members of the active Medical Staff .

- (3) Notice of such special meetings shall be as required for a regular meeting, except in cases of emergency, and shall state the nature of the business for which the special meeting is called.
- (4) The usual period of time required for giving notice of any special meeting shall be waived in cases of emergency, subject to ratification of this action by the majority of those members present and voting at the special meeting, as the first item of business at the meeting.

7.13.5 Quorum

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

7.13.6 Order of Business

The order of business at any meeting of the medical staff not provided for in this By-law shall be governed by the rules of order adopted by the Board.

7.13.7 Attendance at Regular Staff Meetings

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

7.13.8 Service Meetings

Service meetings shall be held in accordance with medical staff rules.

7.13.9 Attendance at Service Meetings

Each member of the active medical staff group shall attend at least 50 per cent of the meetings of the service of which he or she is a member.

7.14 MEDICAL STAFF ELECTED OFFICERS

7.14.1 Eligibility for Office

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

7.14.2 Election Procedure

- (1) The officers of the Medical Staff shall be:
 - (a) the President
 - (b) the Vice President; and
 - (c) the Secretary
- (2) A Nominating Committee shall be appointed by the medical staff at each annual meeting and shall consist of three (3) members of the medical staff.
- (3) At least thirty (30) days before the annual meeting of the medical staff, its Nominating Committee shall post in the Medical Staff Lounge a list of the names of those who are nominated for the offices of the medical staff which are to be filled by election in accordance with this By-law and the regulations under the *Act*.
- (4) Any further nominations shall be made in writing to the Secretary of the medical staff within fourteen (14) days after the posting of the names referred to in subsection 7.14.2(3) of this By-law.
- (5) Further nominations referred to in subsection 7.14.2(4) of this By-law shall be signed by two (2) members of the medical staff who are entitled to vote and the nominee shall have signified in writing on the nomination acceptance of the nomination. Such nominations shall then be posted alongside the list referred to in subsection 7.14.2(3) of this By-law.
- (6) Terms shall be for one (1) year, however the Officers shall hold office until a successor is elected or appointed.
- (7) The maximum number of terms under subsection 7.14.2(6) of this By-law shall be four (4). Provided, that following serving four terms, a break of one (1) year is taken, the same person may be elected or appointed.
- (8) The Board may at any time revoke or suspend the election or appointment of an officer of the Medical Staff.
- (9) The Officers of the Medical Staff may be removed from office prior to the expiry of their term by a majority vote of the voting members of the Medical Staff in attendance and voting at a meeting of the Medical Staff called for such purpose.
- (10) The position of any elected Medical Staff officer that becomes vacant during the term may be filled by a vote of the majority of the members of the Medical Staff present and voting at a regular meeting of the Medical Staff or at a special meeting of the Medical Staff called for that purpose. The election of such Medical Staff member shall follow the process in section 7.14.2(3). The Medical Staff member so elected to office shall fill the office until the next annual meeting of the Medical Staff.

7.14.3 Duties of the President of the Medical Staff

The President of the Medical Staff shall,

- (a) be a member of the Board and as a Director, fulfil his or her fiduciary duties to the Hospital by making decisions in the best interest of the Hospital and shall not be entitled to vote;
- (b) be a member of the Medical Advisory Committee;
- (c) report to the Medical Advisory Committee and the Board on any issues raised by the Medical Staff;
- (d) be accountable to the Medical Staff and advocate fair process in the treatment of individual members of the medical staff;
- (e) preside at all meetings of the Medical Staff;
- (f) call special meetings of the Medical Staff;
- (g) be an *ex officio* member of the Joint Conference Committee;
- (h) be an *ex officio* member of the Resource Management Committee; and
- (i) be a member of such other committees as may be deemed appropriate by the Board.
- (j) act as a liaison between the Medical Staff, the Chief Executive Officer and the Board with respect to matters concerning the Medical Staff;
- (k) support and promote the vision, mission and values, Policies and Procedures and strategic plan of the Hospital.

7.14.4 Duties of the Vice-President of the Medical Staff

The Vice-President of the Medical Staff shall,

- (a) act in the place of the President of the Medical Staff, perform his or her duties and possess his or her powers, in the absence or disability of the President;
- (b) be a member of the Medical Advisory Committee;
- (c) perform such duties as the President of the Medical Staff may delegate.

7.14.5 Duties of the Secretary of the Medical Staff

The Secretary of the Medical Staff shall,

- (a) be a member of the Medical Advisory Committee;
- (b) attend to the correspondence of the Medical Staff;
- (c) give notice of medical staff meetings by posting a written notice thereof,
 - (i) in the case of a regular or special meeting of the medical staff at least five (5) days before the meeting; and
 - (ii) in the case of an annual meeting of the Medical Staff, at least seven (7) days before the meeting;
- (d) ensure that minutes are kept of all medical staff meetings;
- (e) ensure that a record of the attendance at each meeting of the Medical Staff is made;
- (f) make the attendance records available to the Medical Advisory Committee; and
- (g) act in the place of the Vice-President of the Medical Staff, performing his or her duties and possessing his or her powers in the absence or disability of the Vice-President.

7.15 MEDICAL ADVISORY COMMITTEE

7.15.1 Membership of the Medical Advisory Committee

- (1) The Medical Advisory Committee shall consist of,
 - (a) the Chief of Staff, who shall be chair;
 - (b) the President of the Medical Staff;
 - (c) the Vice-President of the Medical Staff;
 - (d) the Chief of a Service;
 - (e) the Secretary of the Medical Staff; and

- (2) In addition, the following shall be entitled to attend meetings of the Medical Advisory Committee without a vote:
 - (a) the Chief Executive Officer
 - (b) the Chief Nursing Executive
 - (c) any Vice President of the Hospital

- (3) The meetings of the Medical Advisory Committee shall be chaired by:
 - (a) the Chair;
 - (b) the Vice-Chair if the Chair is absent (see 7.15.3(1)); or
 - (c) a voting member of the Medical Advisory Committee elected by the members present if the Chair and Vice-Chair are both absent or unable to act.

- (4) The Medical Advisory Committee shall hold at least ten monthly meetings in each fiscal year.

7.15.2 Accountability of the Medical Advisory Committee

The Medical Advisory Committee is accountable to the Board, in accordance with the *Act* and the regulations pertaining thereto.

7.15.3 Duties of the Medical Advisory Committee

- (1) The Medical Advisory Committee shall elect a Vice Chair and Secretary to the Medical Advisory Committee from among themselves.
- (2) The Medical Advisory Committee shall supervise the practice of medicine, dentistry and extended class nursing in the Hospital.
- (3) The Medical Advisory Committee shall perform the functions as set out in the Hospital Management Regulation (*Public Hospitals Act, Reg. 965*).
- (4) The Medical Advisory Committee shall,
 - (a) review applications for appointment and re-appointment to the medical, dental and extended class nursing staff of the Hospital
 - (b) in considering a recommendation for appointment, review,
 - (i) the need of the Hospital for such an appointment, and

- (ii) the impact such an appointment would have on available Hospital and community resources;
 - (c) in the case of a recommendation for appointment, specify the privileges which it recommends the applicant be granted.
 - (d) ensure that a record of the qualifications and professional career of every member of the medical, dental and extended class nursing staff is maintained.
 - (e) Establish the authenticity of and investigate the qualifications of each applicant for appointment and re-appointment to the medical, dental and extended class nursing staff and each applicant for a change in privileges.
- (6) The Medical Advisory Committee shall ensure that,
- (a) each applicant for appointment to the medical staff meets the criteria as set out at section 7.4.1 and 7.4.2;
 - (b) each applicant for appointment to the dental staff meets the criteria as set out at section 8.2.2;
 - (c) each applicant for appointment to the extended class nursing staff meetings the criteria as set out in section 9.2.2;
 - (d) each applicant for re-appointment to the medical staff meets the criteria as set out at section 7.5.1;
 - (e) each applicant for re-appointment to the dental staff meets the criteria as set out at section 8.3.2;
 - (f) each applicant for re-appointment to the extended class nursing staff meetings the criteria as set out at section 9.3.2; and
 - (g) each applicant for a change in privileges continues to meet the criteria for re-appointment set out respectively for physicians at section 7.5.2, and dentists at section 8.3.2,
- (7) In regard to applications and re-applications for privileges at the Hospital, the Medical Advisory Committee shall:
- (a) Consider reports of the interviews with the applicant.
 - (b) Consult with the appropriate Chief of Service.
 - (c) Receive notification from the Chief of Staff when the performance evaluations and the recommendations for re-appointments have been completed.
 - (d) Submit a written report to the Board at or before its next regular meeting. The report shall include the kind and extent of privileges requested by the

applicant, and, if necessary, a request that the application be deferred for further investigation.

- (8) Develop a medical, dental and extended class nursing staff human resources plan as required.
- (9) Receive all minutes and reports from all Medical Committees including the Medical Quality Assurance Committee.
- (10) Ensure the hospital has a process for handling complaints dealing with medical issues.
- (11) Review, evaluate and make recommendations on:
 - (a) Hospital By-Laws and policies which affect the medical, dental and extended class nursing staff;
 - (b) medical human resources planning and impact analyses, program, departmental and service activities and programs;
 - (c) the dismissal, suspension or restrictions of hospital privileges of any member of the medical, dental or extended class nursing staff;
 - (d) the quality of care provided in the Hospital by the medical, dental and extended class nursing staff; and
 - (e) the clinical and general rules and policies and procedures respecting the medical, dental and extended class nursing staff in the Hospital.
- (12) Through the Chief of Staff, advise the Board on,
 - (a) medical, dental and extended class nursing staff quality assurance/risk management Improvement plans and initiatives;
 - (b) education;
 - (c) clinical role of the Hospital;
 - (d) medical, dental and extended class nursing staff human resources plan;
 - (e) resource utilization;
 - (f) medical ethical issues. and
 - (g) any matters referred to the Medical Advisory Committee by the Board.
- (13) Appoint the Medical Staff members of all committees established under section 7.16.

- (14) The Medical Advisory Committee shall report in writing to the Board at each regularly scheduled meeting of the Board, respecting the practice of medicine in the Hospital.
- (15) The Medical Advisory Committee shall report to the medical staff at each regularly scheduled meeting of the medical staff.
- (16) Where the Medical Advisory Committee identifies systemic or recurring quality of care issues in making its recommendations to the Board under Subsection 14(c), the Medical Advisory Committee shall make recommendations about those issues to the Hospital's Quality Committee established under subsection 3(1) of the *Excellent Care for All Act, 2010*.

7.16 MEDICAL STAFF COMMITTEES ESTABLISHED BY THE BOARD

7.16.1 *Medical Staff Committees Established by the Board*

The following Medical Staff Committee is hereby established:

- (a) Medical Quality Assurance Committee;

7.16.2 *Appointment to Medical Staff Committees*

Pursuant to the Hospital Management Regulation, the Medical Advisory Committee shall appoint the medical members of all Medical Committees provided for in this By-law of the Hospital. Other members of Medical Committees shall be appointed by the Board or in accordance with this By-law.

7.16.3 *Medical Staff Committee Duties*

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

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

7.16.4 Medical Staff Committee Chair

The Medical Advisory Committee shall appoint the chair of each Medical Staff Committee.

7.16.5 Medical Staff Committee Chair Duties

A Medical Staff Committee Chair shall,

- (a) chair the Medical Staff Committee meetings;
- (b) call meetings of the Medical Staff Committee;
- (c) at the request of the Medical Advisory Committee, be present to discuss all or part of any report of the Committee; and
- (d) carry out such further and other duties as may be prescribed by the Medical Advisory Committee from time to time.

7.16.6 Medical Quality Assurance Committee Duties

- (1) The Medical Quality Assurance Committee shall recommend procedures to the Medical Advisory Committee to ensure that the provisions of the Act, Reg. 965, Hospital Management Regulation, this By-law and Policies and Procedures of the Hospital are observed, including,
 - (a) the development of policies and procedures to govern the completion of medical records;
 - (b) a review of medical records for completeness and quality of recording;
 - (c) a report in writing to the Medical Advisory Committee with respect to,
 - (i) the review of the medical records and the results thereof, and
 - (ii) the names of members of the medical, dental and extended class nursing staff who are delinquent with respect to the policies and procedures governing medical records;
 - (d) a review and revision of forms as they pertain to medical staff record keeping; and
 - (e) the retention of medical records and notes, charts and other material relating to patient care;

- (2) The Committee shall perform any other duties pertaining to medical record keeping as may be requested by the Medical Advisory Committee.
- (3) Study, record, analyze and consider the agreement or disagreement between the pre-operative diagnosis shown on the Hospital records, and the pathology reports on tissues removed from patients in the Hospital or post mortem reports.
- (4) Medical Quality Assurance duties are conducted by this committee of the hospital and report to the Medical Advisory Committee and the Quality Committee of the Board, which include:
 - (a) development of a Medical Quality Assurance Program, which includes mechanisms to,
 - (i) monitor trends and activities,
 - (ii) identify potential problem areas, and
 - (iii) develop action plans and provide follow-up;
 - (b) recommend procedures to the Medical Advisory Committee to assure that an ongoing peer review process is established for assessment of the quality of patient care as follows:
 - (i) study, record, analyze and consider the agreement or disagreement between the pre-operative diagnosis shown on the Hospital records, and the pathology reports on tissues removed from patients in the Hospital or post mortem reports;
 - (ii) report in writing to each regular meeting of the Medical Advisory Committee and to the appropriate Chiefs of Service ;
 - (iii) assure a review of all Hospital deaths to assess the quality of care that has been provided;
 - (iv) identify the continuing medical educational needs of the medical, dental and extended class nursing staff and assure that actions are taken on the recommendations of the Committee; and
 - (v) assure that other Service medical, dental and extended class nursing audits are undertaken as necessary; and
 - (vi) perform such further duties as the Medical Advisory Committee may direct concerning the quality and quantity of professional work being performed in any Service of the medical, dental and extended class nursing staff of the Hospital.

- (c) Perform duties related to the review, evaluation and assessment of pharmacy and therapeutics, including:
 - (i) Assessing regularly the appropriateness and adequacy of medication related policies, and make policy recommendations;
 - (ii) Evaluating drug utilization, new drugs and current therapies;
 - (iii) Developing a procedure for the use of non-formulary drugs and a mechanism for evaluation;

Reviewing summary reports on medication incidents;

Review all standing orders;

Identifying and/or arranging appropriate educational programs for medical, nursing and pharmacy staff.
 - (d) Perform duties as related to Tissue and Audit
- (5) Identify the continuing medical educational needs of the medical staff and assure that actions are taken to meet these needs based on the recommendations of the Committee.

-8. DENTAL STAFF

8.1 APPOINTMENT OF DENTAL STAFF

The Board, on the advice of the Medical Advisory Committee, may appoint, annually, one or more dentists to the dental staff of the Hospital and shall delineate the privileges for each dentist.

8.2 APPOINTMENT TO DENTAL STAFF

8.2.1 Application for Appointment to the Dental Staff

- (1) An application for appointment to the dental staff shall be processed consistent with the provisions of the *Act* and in accordance with the Regulations thereunder, and this By-law.
- (2) On request, the Chief Executive Officer shall supply a copy of the By-laws, the Rules of the Hospital, the *Act* and the Regulations thereunder to each dentist who expresses in writing the intention to apply for appointment to the dental staff.
- (3) An application for appointment to the dental staff shall submit one original written application to the Chief Executive Officer.
- (4) Each application shall contain,
 - (a) a statement by the applicant that he or she has read the *Act* and the Hospital Management Regulation thereunder, the By-laws and Policies and Procedures of the Hospital;
 - (b) an undertaking that if he or she is appointed to the dental staff of the Hospital, he or she will govern himself or herself in accordance with the requirements set out in this By-law and the Policies and Procedures of the Hospital;
 - (c) evidence of dental practice protection coverage satisfactory to the Board;
 - (d) a list of the privileges which are requested;
 - (e) an up-to-date curriculum vitae;
 - (f) a list of three (3) appropriate referees;
 - (g) information of any previous disciplinary proceeding where there was an adverse finding;

- (h) information regarding any convictions or ongoing criminal proceedings involving the applicant which may impact the applicant's ability to practice, the safety of the Hospital's workplace, or the applicant's ability to comply with the Hospital's Policies and Procedures;
 - (i) information of any civil suit where there was a finding of negligence or battery including any such suit settled by a payment on behalf of the applicant; and
 - (j) a signed consent authorizing any dental regulatory body or referee to provide a report on any action taken by its disciplinary or fitness to practice committee, and whether his or her privileges have been curtailed or cancelled by any dental regulatory body or by another hospital because of incompetence, negligence, incapacity or any act of professional misconduct.
- (5) Each applicant shall visit the Hospital for an interview with appropriate members of the dental and medical staff and the Chief Executive Officer.
 - (6) The Chief Executive Officer shall retain a copy of the application and shall refer the original application immediately to the Medical Advisory Committee through its Chair who shall keep a record of each application received and then refer the original application to the Chair of the Credentials Committee.
 - (7) Each application shall be considered by the Medical Advisory Committee which shall make a recommendation thereon in writing to the Board within sixty (60) days from the date of the application.
 - (8) The Hospital and the Medical Advisory Committee shall deal with the application in accordance with the *Act* and the procedure set out in subsections 10.1(1) to (7) and 10.2(1) to (13) of this By-Law.
 - (9) Any medical information which might affect the practitioner's ability to practice.
 - (10) an undertaking, in writing, that if appointed:
 - (i) the applicant will accept, where appropriate, clinical, academic and administrative responsibilities as requested by the Board following consultation with the Chief of Staff and/or Chief of Service;
 - (ii) the applicant will serve on committees or subcommittees to which he/she is appointed by the Board or the Medical Advisory Committee;
 - (iii) the applicant will not make statements on behalf of the Hospital to the news media or public without the express authority of the Chief Executive Officer;

- (iv) the applicant will abide by the Hospital's policies as related to confidentiality and privacy of patient information and Hospital matters; and
 - (v) the applicant will provide the Hospital with three (3) months' prior notice of the applicant's intention to resign or otherwise limit his/her exercise of privileges together with an acknowledgement that a failure to provide the required notice will result in the Service Chief notifying the College that the applicant has failed to comply with the Hospital's By-Laws and noting the breach of the By-Laws in the applicant's file. The applicant may be exempted from the notice requirements if the Service Chief believes, after considering the Health Human Resources Plan that the notice is not required or if the Service Chief believes that there are reasonable or compassionate grounds to grant the exemption.
- (11) In addition to any other provisions of the By-Laws, the Board may refuse to appoint any applicant to the Medical Staff on any ground including, but not limited to the following:
- (i) the applicant is unable to provide care at a level that is consistent with the standard of care expected of the Medical Staff at the Hospital;
 - (ii) the appointment is not consistent the need for service, as determined by the Board from time to time;
 - (iii) the Health Human Resources Plan of the Hospital and/or Service does not demonstrate sufficient resources to accommodate the applicant;
 - (iv) the appointment is not consistent with the strategic plan of the Hospital or, if applicable, the academic plan of the Service;
 - (v) the applicant was not considered the best qualified applicant for the position available, and/or
 - (vi) the applicant has not demonstrated an ability to fulfil all of the criteria for appointment as set out in section 8.2.2 below.

8.2.2 Criteria for Appointment to the Dental Staff

- (1) Only an applicant qualified to practise dentistry and who holds a current, valid Certificate of Registration with the Royal College of Dental Surgeons of Ontario, or an applicant qualified to practice a dental specialty recognized by the Royal College of Dental Surgeons of Ontario and who holds a current, valid Speciality Certificate of Registration with the Royal College of Dental Surgeons of Ontario is eligible to be a member of and appointed to the dental staff of the Hospital.

- (2) The applicant will have,
 - (a) a current valid Certificate of Registration with the Royal College of Dental Surgeons of Ontario, and in the case of an oral maxillofacial surgeon, a current valid Specialty Certificate of Registration from the Royal College of Dental Surgeons of Ontario authorizing practice in oral and maxillofacial surgery;
 - (b) a demonstrated ability to provide patient care at an appropriate level of quality and efficiency;
 - (c) a demonstrated ability to communicate, work with and relate to all members of the dental, medical, extended class nursing staff and Hospital staff in a co-operative and professional manner;
 - (d) a demonstrated ability to communicate and relate appropriately with patients and patients' relatives;
 - (e) a willingness to participate in the discharge of staff obligations appropriate to the dental staff;
 - (f) adequate training and experience for the privileges requested;
 - (g) the ability to govern himself/herself in accordance with the requirements as set out in this By-Law, the Hospital's mission, vision and values, Policies and Procedures;
 - (g) evidence of dental practise protection coverage satisfactory to the Board; and;
 - (h) a report on, among other things, the experience, competence and reputation of the applicant from the Chief of Staff or Chief of Service in the last hospital in which the applicant trained or held an appointment.
- (3) The applicant must agree to govern himself or herself in accordance with the requirements set out in this By-law, the Hospital's Mission, Vision, Values and Policies and Procedures.
- (4) The applicant must indicate to the Medical Advisory Committee adequate control of any significant physical or behavioural impairment that affects skill, attitude or judgment that might negatively impact on patient care or the operations of the Hospital.
- (5) There is a need for the services in the community.
- (6) Have up-to-date inoculations, screenings and tests as may be required by the occupational health and safety policies and practices of the Hospital, the *Act* or other legislation or by the Board from time to time;

- (7) All new appointments will be contingent upon an Impact Analysis demonstrating that the Hospital has the resources to accommodate the applicant and that the applicant meets the needs of the Hospital as described in the Health Human Resources Plan.

8.2.3 Term

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

8.3 RE-APPOINTMENT

8.3.1 Application for Re-appointment and Performance Review

- (1) Upon recommendation by the Medical Advisory Committee, the Board shall establish and approve a process for the annual performance review of each member of the dental staff.
- (2) Each year each member of the dental staff shall make a written application for re-appointment to the dental staff of the hospital in the prescribed form.
- (3) Where a member of the dental staff has applied for re-appointment, the Chief of Staff or Chief of Service as appropriate, shall conduct a review of the applicant's performance for the past year in accordance with the prescribed process as established in 8.3.1(1), and make a written report to the Medical Advisory Committee in respect of the applicant's performance for the past year.
- (5) The application for re-appointment to the dental staff of the Hospital shall be processed in the same manner as set out in section 8.2.1.

In order to be eligible for re-appointment:

- (a) the applicant shall have conducted himself or herself in compliance with this By-law, the Hospital's mission, vision and values, Policies and Procedures;
- (b) the applicant shall have demonstrated appropriate use of Hospital resources in accordance with the Medical Human Resources Plan and the Policies and Procedures of the Hospital;
- (c) there shall be a continued need for the applicant's services under the Medical Human Resources Plan, the Hospital's strategic plan and/or an Impact Analysis which demonstrates there are sufficient resources to accommodate the applicant.

8.3.2 Criteria for Re-Appointment to the Dental Staff

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

- (a) continue to meet the criteria set out at sub-section 8.2.2; and
- (b) have demonstrated an appropriate use of Hospital resources.
- (c) have demonstrated adherence to the *Act*, the Hospital's Mission, Vision and Values, Policies and Procedures and this By-Law.

8.3.3. Refusal to Re-Appoint

In a manner consistent with the provisions of the *Act* and in accordance with the Regulations thereunder, the Board may refuse to re-appoint a member of the dental staff.

8.4 CHANGE OF PRIVILEGES

8.4.1 Application for Change of Privileges

- (1) Where a dentist wishes to change his or her privileges, the dentist shall make a written application, in the prescribed form, listing the change of privileges which is requested and shall submit evidence of appropriate training and competence in respect of the privileges being requested.
- (2) An application for a change in privileges made by a member of the dental staff shall be processed in the same manner as set out in section 8.2.1.

8.5 MID-TERM ACTION

8.5.1 Mid-Term Action

- (1) In a manner consistent with the *Act* and in accordance with the Regulations thereunder and this By-law, the Board at any time may revoke or suspend any appointment of a member of the dental staff, or dismiss, suspend, restrict or otherwise deal with the written privileges of the member.
- (2) Mid-term action in respect of a member of the dental staff, shall be processed in accordance with, and in the same manner provided in part 12 of this By-law.

8.6 DENTAL STAFF DUTIES

8.6.1. *Dental Staff Duties*

- (1) Each member of the Dental staff shall be accountable to and shall recognize the authority of the Board through and with their Chief of Service, the Chief of Staff and the Chief Executive Officer.
- (2) Each member of the dental staff shall,
 - (a) attend and treat patients within the limit of the privileges granted by the Board unless the privileges are otherwise restricted;
 - (b) notify the Chief Executive Officer of any change in the Certificate of Registration with the Royal College of Dental Surgeons of Ontario, and in the case of an oral and maxillofacial surgeon, the Specialty Certificate of Registration with the Royal College of Dental Surgeons;
 - (c) give such instruction as is required for the education of other members of the dental, medical, extended class nursing staff and Hospital staff;
 - (d) abide by the Rules of the Hospital, this By-law, the *Act*, the Regulations thereunder and all other legislated requirements;
 - (e) perform such other duties as may be prescribed from time to time by, or under the authority of the Board, the Medical Advisory Committee or the Chief of Staff; and
 - (f) provide consultations on patients as are required.
- (3) Every member of the dental staff who is an oral and maxillofacial surgeon and who holds a valid Specialty Certificate from the Royal College of Dental Surgeons of Ontario authorizing practice in oral and maxillofacial surgery shall have admitting privileges unless otherwise specified in their appointment to the dental staff.
- (4) Every member of the dental staff shall co-operate with,
 - (a) the Chief of Staff and the Medical Advisory Committee;
 - (b) the Chief of Dental Service; and
 - (c) the Chief Executive Officer.

8.6.2 *Monitoring Aberrant Practices*

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

8.6.3 *Viewing Therapeutic Actions, Operations or Procedures*

Any therapeutic action, operation or procedure performed in the Hospital may be viewed without the permission of the dentist by,

- (a) the Chief of Staff ; or
- (b) the Chief of the Service.

8.6.4 *Transfer of Responsibility*

- (1) Pursuant to the Hospital Management Regulation whenever the responsibility for the care of a patient of a member of the dental staff is transferred to another member of the dental staff or medical staff, a written notation by the dental staff member who is transferring the case over to another shall be made and signed on the patient's medical record and the name of the dental or medical staff member assuming the responsibility shall be noted in the patient's medical record and the dental or medical staff member assuming the responsibility shall be notified immediately.
- (2) Where a supervisor of a dentist, the Chief of Service, or the Chief of Staff becomes aware that, in his or her opinion a serious problem exists in the care or treatment of one or more patients or out-patients of a dentist, the supervisor, Chief of Service or Chief of Staff, as the case may be, shall forthwith discuss the condition, care and treatment of the patient or out-patient with the attending dentist and if changes in the care or treatment satisfactory to the supervisor, Chief of Service or Chief of Staff, as the case may be, are not made promptly, he or she shall assume forthwith the duty of investigating, prescribing for and treating the patient or out-patient, as the case may be, and shall notify the attending dentist, the Chief Executive Officer and if possible, the patient or out-patient, that the member of the dental staff who was in attendance will cease forthwith to have any hospital privileges as the attending dentist for the patient or out-patient.

- (3) Where a supervisor, Chief of Service or Chief of Staff, as the case may be, is responsible under subsection (2) is unable to discuss the problem with the attending dentist as required by subsection (2), the supervisor, Chief of Service or Chief of Staff, as the case may be, shall proceed with his or her duties as prescribed in this subsection (2) as if he or she had had the discussion with the attending dentist.
- (4) Where a supervisor, the Chief of Service or Chief of Staff, as the case may be, has cause to take over the care of a patient, the Chief Executive Officer, the attending dentist and the patient, shall be notified as soon as possible or, in the case where the patient is mentally incompetent, the patient's substitute decision maker, shall be notified as soon as possible.

8.7 DENTAL SERVICE

8.7.1 *Dental Service*

The dental staff shall function as a service within the Hospital.

8.7.2 *Chief of Dental Service*

- (1) Where the Board has appointed more than one (1) dentist to the staff of the dental service, one (1) of the members of the dental staff shall, subject to annual confirmation by the Board, be appointed by the Board annually for a term of three (3) years to be the Chief of Dental Service upon the recommendation of the Chief of Staff.
- (2) The Board may at any time revoke or suspend the appointment of the Chief of Dental Service.

8.7.3 *Duties of the Chief of Dental Staff*

The Chief of Dental Service shall supervise the professional care given by all members of the dental staff and shall be responsible to the Chief of Staff for the quality of care rendered to patients by members of the dental staff.

8.8 MEETINGS – DENTAL STAFF

8.8.1 *Attendance by Dental Staff at Medical Staff Meetings*

A member of the dental staff may attend medical staff meetings but shall not be eligible to vote at a medical staff meeting.

8.9 DENTAL STAFF ELECTED OFFICERS

8.9.1 *Eligibility to Hold a Medical Staff Office*

A member of the dental staff is not eligible to hold an office other than Chief of Dental Service.

-9. EXTENDED CLASS NURSING STAFF

9.1 APPOINTMENT OF EXTENDED CLASS NURSING STAFF

The Board, on the advice of the Medical Advisory Committee, may appoint, annually, one or more registered nurses in the extended class who are not employees of the Hospital to the extended class nursing staff of the Hospital and shall delineate the privileges with respect to diagnosing, prescribing for or treating out-patients in the Hospitals.

9.2 APPOINTMENT TO EXTENDED CLASS NURSING STAFF

9.2.1 Application for Appointment to the Extended Class Nursing Staff

- (1) An application for appointment to the extended class nursing staff shall be processed consistent with the provisions of the *Act* and in accordance with the Regulations thereunder, and this By-law.
- (2) On request, the Chief Executive Officer shall supply a copy of the By-laws, the Mission, Vision and Values of the Hospital, the *Act* and the Regulations thereunder, to each registered nurse in the extended class who expresses in writing the intention to apply for appointment to the extended class nursing staff.
- (3) An applicant for appointment to the extended class nursing staff shall submit one (1) original written application to the Chief Executive Officer.
- (4) Each application shall contain,
 - (a) a statement by the applicant that he or she has read the *Act* and the Hospital Management Regulation thereunder, and the By-laws, Mission, Vision and Values and the Policies and Procedures of the Hospital;
 - (b) an undertaking that, if he or she is appointed to the extended class nursing staff of the Hospital, he or she will govern himself or herself in accordance with the requirements set out in the By-laws, Mission, Vision and Values and the Policies and Procedures of the Hospital
 - (c) evidence of appropriate protection coverage for practice as a registered nurse in the extended class satisfactory to the Board;
 - (d) a list of the privileges which are requested;
 - (e) an up-to-date curriculum vitae;
 - (f) a list of three (3) appropriate referees, including one (1) from a physician who has worked with the registered nurse in the extended class applicant;

- (g) information of any previous disciplinary proceeding where there was an adverse finding;
 - (h) information of any civil suit where there was a finding of negligence or battery;
 - (i) a signed consent authorizing the College of Nurses of Ontario, and any other governing regulatory body or referee, to provide a report on,
 - (i) any action taken by its disciplinary or fitness to practise committee, and
 - (ii) whether his or her privileges have been curtailed or cancelled by the College of Nurses of Ontario, or by any other governing regulatory body, or by another hospital because of incompetence, negligence, incapacity or any act of professional misconduct; and
 - (j) a current Annual Registration Payment Card from the College of Nurses of Ontario and consent to the release of information from the Registrar of the College.
 - (k) any medical information which might affect the practitioner's ability to practise.
- (5) Each applicant shall visit the Hospital for an interview with appropriate members of the medical staff and the extended class nursing staff, and the Chief Executive Officer.
 - (6) The Chief Executive Officer shall retain a copy of the application and shall refer the original application immediately to the Medical Advisory Committee through its Chair who shall keep a record of each application received and then refer the original application forthwith to the Chair of the Credentials Committee.
 - (7) Each application shall be considered by the Medical Advisory Committee which shall make a recommendation thereon in writing to the Board within sixty (60) days from the date of the application.
 - (8) The Hospital and the Medical Advisory Committee shall deal with the application in accordance with the *Act* and the procedure set out in subsections 10.1(1) to (7) and 10.2(1) to (13) of this By-law
 - (9) Each applicant shall have up-to-date inoculations, ,screenings and tests as may be required by the occupational health and safety policies and practices of the Hospital, the *Act* or other legislation or by the Board from time to time;
 - (10) All new appointments will be contingent upon an Impact Analysis demonstrating that the Hospital has the resources to accommodate the applicant and that the applicant meets the needs of the Hospital as described in the Health Human Resources Plan.

9.2.2 Criteria for Appointment to the Extended Class Nursing Staff

- (1) Only an applicant qualified to practise as a registered nurse in the extended class and who holds a current, valid Annual Registration Payment Card as a registered nurse in the extended class with the College of Nurses of Ontario and is not an employee of the Hospital is eligible to be a member or appointed to the extended class nursing staff of the Hospital.
- (2) The applicant will have,
 - (a) an Annual Registration Payment Card as a registered nurse in the extended class with the College of Nurses of Ontario;
 - (b) a demonstrated ability to provide patient care at an appropriate level of quality and efficiency;
 - (c) a demonstrated ability to communicate, work with and relate to all members of the extended class nursing staff, medical staff, dental staff, and Hospital staff in a co-operative and professional manner;
 - (d) a demonstrated ability to communicate and relate appropriately with patients and patients' relatives;
 - (e) a willingness to participate in the discharge of staff obligations appropriate to his or her membership group;
 - (f) adequate training and experience for the privileges requested;
 - (g) evidence of appropriate protection coverage for practice as a registered nurse in the extended class satisfactory to the Board; and
 - (h) a report on, among other things, the experience, competence and reputation of the applicant from the Chief of Staff or the Chief of Service in the last hospital or facility in which the applicant trained or held an appointment, if possible, or where such report is not available, a report from any other physician where the physician has had direct knowledge of the registered nurse in the extended class experience, competence and reputation.
- (3) The applicant must agree to govern himself or herself in accordance with the requirements set out in this By-law, Mission, Vision and Values of the Hospital and the Hospital Policies and Procedures.
- (4) The applicant must indicate to the Medical Advisory Committee adequate control of any significant physical or behavioural impairment that affects skill, attitude or judgement.
- (5) There is a need for the services in the community.

9.2.3 Term

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

9.3 RE-APPOINTMENT

9.3.1 *Application or Re-Appointment and Performance Review*

- (1) Upon recommendation by the Medical Advisory Committee, the Board shall establish and approve a process for the annual performance review of each member of the extended class nursing staff.
- (2) Each year each member of the extended class nursing staff shall make a written application for re-appointment to a group of the extended class nursing staff of the Hospital in the prescribed form.
- (3) Where a member of the extended class nursing staff has applied for re-appointment, the Chief of Staff shall conduct a review of the applicant's performance for the past year in accordance with the prescribed process as established in 9.3.1(1), and shall make a written report to the Medical Advisory Committee in respect of the applicant's performance for the past year.
- (4) If an applicant for re-appointment shall be seventy (70) years of age or older on the date that his or her existing appointment expires, the Chief of Staff shall, in addition to the requirements set out in subsection 9.3.1(3), conduct the following review with the applicant and make a report thereon to the Medical Advisory Committee:
 - (a) a review of the applicant's performance and health during the past year;
 - (b) a discussion of the applicant's plans for any changes in type or level of service provided and reasons therefore;
 - (c) a discussion of the applicant's retirement plans; and
 - (d) a discussion of any other matter listed in section 9.2.2.
- (5) The application for re-appointment to a group of the extended class nursing staff of the Hospital shall be processed in the same manner as set out in section 9.2.1.

9.3.2 *Criteria for Re-Appointment to the Extended Class Nursing Staff*

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

- (a) continue to meet the criteria set out at section 9.2.2; and
- (b) have demonstrated an appropriate use of Hospital resources.
- (c) have demonstrated adherence to the *Act*, Hospital Mission, Vision and Values, policies and procedures of the Hospital and this By-Law.

9.3.3 *Refusal to Re-appoint*

In a manner consistent with the provisions of the *Act* and in accordance with the Regulations thereunder, the Board may refuse to re-appoint a member of the extended class nursing staff.

9.4 MID-TERM ACTION

9.4.1 *Mid-Term Action*

- (1) In a manner consistent with the *Act* and in accordance with the Regulations there under and this By-law, the Board at any time may revoke or suspend any appointment of a registered nurse in the extended class or dismiss, suspend, restrict or otherwise deal with the privileges of the member.
- (2) Mid-term action in respect of a member of the extended class nursing staff, shall be processed in accordance with, and in the same manner provided in part 12 of this By-law.

9.5 EXTENDED CLASS NURSING STAFF GROUPS

9.5.1 *Extended Class Nursing Staff Groups*

Extended class nursing staff may be divided into the following groups:

- (a) courtesy; and
- (b) locum tenens.

9.5.2 *Courtesy Extended Class Nursing Staff*

The Board may grant a registered nurse in the extended class, who is not an employee of the Hospital, an appointment to the courtesy extended class nursing staff to register out-patients in the Hospital to diagnose, prescribe for or treat such out-patients.

9.5.3 *Locum Tenens Extended Class Nursing Staff*

- (1) The Medical Advisory Committee upon the request of a member of the extended class nursing staff may recommend the appointment of an Extended Class Nursing locum tenens as a planned replacement for that registered nurse in the extended class for a specified period of time.
- (2) An Extended Class Nursing locum tenens shall,
 - (a) register out-patients in the Hospital to diagnose, prescribe for or treat such out-patients; and
 - (b) work under the counsel and supervision of a member of the active medical staff or courtesy extended class nursing staff who has been assigned this responsibility by the Chief of Staff.

9.6 EXTENDED CLASS NURSING STAFF DUTIES

9.6.1 *Extended Class Nursing Staff Duties*

- (1) Each member of the extended class nursing staff is accountable to and shall recognize the authority of the Board through and with their Chief of Staff or designate, and the Chief Executive Officer.
- (2) Each member of the extended class nursing staff shall,
 - (a) register a person as an out-patient for purposes of diagnosing, prescribing for or treating out-patients in the Hospital;
 - (b) notify the Chief Executive Officer of any change in the class of registration on the Annual Registration Payment Card form the College of Nurses of Ontario.
 - (c) Give such instruction as is required for the education of other members of the extended class nursing staff, medical staff, dental staff and Hospital staff;

- (d) Abide by the Mission, Vision and Values, Policies and Procedures of the Hospital, this By-law, the *Act* and the Regulations thereunder and all other legislated requirements; and
- (e) Co-operate with,
 - (i) the Chief of Staff and the Medical Advisory Committee,
 - (b) the Chiefs of Services, and
 - (c) the Chief Executive Officer.
- (f) perform such other duties as may be prescribed from time to time by, or under the authority of the Board, the Medical Advisory Committee or the Chief of Staff.

9.6.2 *Monitoring Aberrant Practices*

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

9.6.3 *Viewing Therapeutic Actions or Procedures*

Any therapeutic action or procedure performed in the Hospital may be viewed without the permission of the extended class nursing staff by,

- (a) the Chief of Staff, or
- (b) The Chief of Service.

9.6.4 *Transfer of Responsibility*

- (1) Pursuant to the Hospital Management Regulation whenever the responsibility for the care of an out-patient of a member of the extended class nursing staff is transferred to another member of the extended class nursing staff or the medical staff, a written notation by the extended class nursing staff member who is transferring the care over to another shall be made and signed on the patient's medical record and the name of the extended class nursing staff member or medical staff member assuming the responsibility shall be noted in the patient's medical record and the member of the extended class nursing staff or the medical staff member assuming the responsibility shall be notified immediately.

- (2) Where a supervisor or a member of the extended class nursing staff, the Chief of Service , the Chief of Staff, becomes aware that, in his or her opinion a serious problem exists in the care or treatment of one or more out-patients of a member of the extended class nursing staff, the supervisor, Chief of Service, or Chief of Staff, as the case may be, shall forthwith discuss the condition, care and treatment of the out-patient with the attending member of the extended class nursing staff and if changes in the care or treatment satisfactory to the supervisor, Chief of Service , or Chief of Staff, as the case may be, are not made promptly, he or she shall notify the attending member of the extended class nursing staff, the Chief Executive Officer and if possible, the out-patient, that the member of the extended class nursing staff who was in attendance will cease forthwith to have any hospital outpatient privileges as the attending member of the extended class nursing staff for that out-patient.
- (3) Where a supervisor, Chief of Service, or Chief of Staff, as the case may be, has cause to take over the care of an out-patient of a member of the extended class nursing staff, the Chief Executive Officer, the attending member of the extended class nursing staff and the patient, shall be notified as soon as possible or, in the case where the patient is mentally incompetent, the patient's substitute decision maker, shall be notified as soon as possible.

9.7 EXTENDED CLASS NURSING STAFF

9.7.1 Extended Class Nursing Staff: Function Within Medical Staff

The extended class nursing staff shall function within the Medical Staff.

9.8 MEETINGS

9.8.1 Attendance by Extended Class Nursing Staff at Medical Staff Meetings

A member of the extended class nursing staff may attend medical staff meetings, but shall not be eligible to vote at a medical staff meeting.

9.9 EXTENDED CLASS NURSING STAFF ELECTED OFFICERS

9.9.1 Eligibility to Hold a Medical Staff Office

A member of the extended class nursing staff is not eligible to hold an office of the medical staff.

-10. THE MEDICAL ADVISORY COMMITTEE AND BOARD PROCESS FOR APPLICATIONS, RE-APPLICATIONS, CHANGES IN PRIVILEGES AND MID TERM ACTION

10.1 THE MEDICAL ADVISORY COMMITTEE MEETING

- (1) Within fourteen (14) days from the date of the Medical Advisory Committee meeting, the Medical Advisory Committee shall give written notice to the member of the meeting. The notice shall include:
 - (a) the time and place of the meeting;
 - (b) the purpose of the meeting;
 - (c) a statement that the member will be provided with a statement of the matter to be considered by the Medical Advisory Committee together with any relevant documentation;
 - (d) a statement that the member is entitled to attend the Medical Advisory Committee meeting and to participate fully, to answer all matters considered by the Medical Advisory Committee and to present documents and witnesses;
 - (e) a statement that the parties are entitled to bring legal counsel to the meeting and consult with legal counsel, but that the member's legal counsel and /or witnesses may give testimony but will not be entitled to participate in the meeting;
 - (f) a statement that in the absence of the member, the meeting may proceed.
- (2) The Medical Advisory Committee Secretary or delegate shall provide the member with a short but comprehensive statement of the matter to be considered by the Medical Advisory Committee, together with any relevant documentation, including any reports and other documentation which will be reviewed at the meeting.
- (3) At the meeting of the Medical Advisory Committee, a record of the proceeding shall be kept in the minutes of the Medical Advisory Committee meeting.

- (4) The member involved shall be given full opportunity to answer each ground as well as to present documents and witnesses if so desired, provided the member provides the Medical Advisory Committee with:
 - (a) a list of witnesses; and
 - (b) a copy of all documentation in the possession, power or control of the applicant or member that is relevant to the matter(s) under considerationat least forty-eight (48) hours before the meeting.
- (5) Where the Medical Advisory Committee determines that the matter has no merit, this shall be noted in the minutes of the Medical Advisory Committee.
- (6) Where the Medical Advisory Committee determines that that matter has merit, the Medical Advisory Committee shall make a recommendation to the Board.
- (7) The Medical Advisory Committee shall provide to the member within fourteen (14) days from the date of the Medical Advisory Committee meeting, written notice of:
 - (a) the Medical Advisory Committee's recommendation and the written reasons for the recommendations; and
 - (b) the member's entitlement to a hearing before the Board if a written request is received by the Board and the Medical Advisory Committee within seven (7) days of receipt by the member of the Medical Advisory Committee's written reasons
- (8) The time period to provide the written notice required in paragraph (8) above may be extended if the Medical Advisory Committee, prior to the expiry of the fourteen (14) days gives written notice to the member that the final recommendation cannot yet be made and provides the member with written reasons.
- (9) The Medical Advisory Committee shall provide to the Board within fourteen (14) days from the date of the Medical Advisory Committee meeting or such later date where the time period is extended pursuant to section 10.1.9 above written notice of:
 - (a) the Medical Advisory Committee's recommendation and the written reasons for the recommendations; and
 - (b) where an extension was made pursuant to section 10.1.9 above, the written reasons for the extension.
- (10) Service of a notice to the member may be made personally or by registered mail addressed to the person to be served at his/her last known address and, where the notice is served by registered mail, it shall be deemed that the notice was served on the third day after the day of mailing unless the person to be served establishes that he/she did not, acting in good faith, through absence, accident, illness or other cause beyond his/her control receive it until a later date.

- (11) Where the Medical Staff member does not require a hearing by the Board, the Board may implement the recommendation of the Medical Advisory Committee. However, where the Medical Advisory Committee makes a recommendation with respect to an appointment, re-appointment or granting of requested privileges and:
- (a) the applicant has not made any written or oral submission to the Board, and the concerns are raised that the Board believes the applicant should have an opportunity to address, the Board may give the Medical Staff member notice that he/she is entitled to a Board hearing and shall follow the process set out in section 10.2 of this By-law with the necessary changes to points of detail; or
 - (b) information that has not been considered by the Medical Advisory Committee has come to the attention of the Board that the Board believes should be considered by the Medical Advisory Committee prior to the Board acting on the Medical Advisory Committee's recommendation, the Board may refer the new information back to the Medical Advisory Committee for consideration, with the Medical Advisory Committee to provide a reconsidered recommendation to the Board with respect to appointment, re-appointment or granting of requested privileges, as the case may be. The Medical Staff member shall be given notice of the reconsidered recommendation as outlined in this section and entitled to a hearing and the process set out in section 10.2 of this By-law.
- (12) Where the member continues in his or her duties at the hospital and the Chief of Service believes the member's work should be scrutinized, the applicant or member's work shall be scrutinized in a manner to be determined by the Chief of the Service.
- (13) If at any time it becomes apparent that the member's conduct, performance or competence is such that it exposes, or is reasonably likely to expose patient(s) to harm or injury and immediate action must be taken to protect the patients, then the procedures under immediate measures in an emergency situation shall be involved.

10.2 THE BOARD HEARING

- (1) A hearing by the Board shall be held when one of the following occurs:
- (a) the Medical Advisory Committee recommends to the Board that an application for appointment, reappointment or requested Privileges not be granted and the applicant requests a hearing in accordance with the *Act*; or
 - (b) the Medical Advisory Committee makes a recommendation to the Board that the Privileges of a member of the Medical Staff be restricted, suspended or revoked or an appointment be revoked and the member requests a hearing.

- (2) The Hospital Board names a place and time for the hearing.
- (3) Subject to subsection 10.2(4), the Hospital Board hearing shall be held as soon as practicable, but not later than twenty-eight (28) days of the Hospital Board receiving the notice from the applicant or member requesting a hearing.
- (4) The Board may extend the time for the hearing date if it is considered appropriate.
- (5) The Hospital Board shall give written notice of the hearing to the applicant or member and to the Chair (or substitute) of the Medical Advisory Committee at least seven (7) days before the hearing date.
- (6) The notice of the Hospital Board hearing shall include,
 - (a) the place and time of the hearing;
 - (b) the purpose of the hearing;
 - (c) a statement that the applicant or member and the Medical Advisory Committee shall be afforded an opportunity to examine prior to the hearing, any written or documentary evidence that will be provided or any report, the contents of which will be given in evidence at the hearing;
 - (d) a statement that the applicant or member may proceed in person or be represented by counsel, and that in his or her absence the Hospital Board may proceed with the hearing and that the applicant or member will not be entitled to any further notice of the proceeding;
 - (e) a statement that the applicant or member may call witnesses and tender documents in evidence in support of his or her case; and
 - (f) a statement that the time for the hearing may be extended by the Hospital Board.
- (7) The parties to the Hospital Board hearing are the applicant or member, the Medical Advisory Committee and such other persons as the Hospital Board may specify.
- (8) The applicant or member requiring a hearing before the Hospital Board shall be afforded an opportunity to examine, prior to the hearing, any written or documentary evidence that will be produced, or any report the contents of which will be given in evidence at the hearing.

- (9) At least five (5) days before the Board hearing, the applicant or member shall provide the Board and the Medical Advisory Committee with the following:
- (a) a list of witnesses; and
 - (b) a copy of all documentation in the possession, power or control of the applicant or member that is relevant to the matter(s) under consideration.
- (10) Members of the Hospital Board holding the hearing shall not have taken part in any investigation or consideration of the subject matter of the hearing before the hearing and shall not communicate directly or indirectly in relation to the subject matter of the hearing with any person or with any party or his or her representative, except upon notice to and an opportunity for all parties to participate. Despite the foregoing the Board may obtain legal advice.
- (11) The findings of fact of the Hospital Board pursuant to a hearing shall be based exclusively on evidence admissible or matters that may be noticed under sections 15 and 16 of the *Statutory Powers Procedure Act*.
- (12) The Hospital Board shall consider only the reasons of the Medical Advisory Committee that have been given to the applicant or member in support of its recommendation. Where through error or inadvertence, certain reasons have been omitted in the statement delivered to the applicant or member, the Hospital Board may consider those reasons only if those reasons are given by the Medical Advisory Committee in writing to both the applicant or member, as the case may be, and the Hospital 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.
- (13) The Board shall make a decision to follow, amend or not follow the recommendation of the Medical Advisory Committee. The Board, in determining whether to make any appointment or reappointment to the Professional Staff or approve any request for a change in Privileges shall take into account the recommendation of the Medical Advisory Committee and such other considerations it, in its discretion, considers relevant including, but not limited to, the Medical Human Resources Plan, Impact Analysis, strategic plan and the Hospital's ability to operate within its resources.
- (14) No member of the Hospital Board shall participate in a decision of the Hospital Board pursuant to a hearing unless he or she was present throughout the hearing and heard the evidence and argument of the parties and, except with the consent of the parties, no decision of the Hospital Board shall be given unless all applicants or members so present participate in the decision.
- (15) A written copy of the decision of the Hospital Board shall be provided to the applicant or member, as the case may be and to the Medical Advisory Committee.

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

10.3 ADDRESSING ISSUES OF COMPETENCE DURING MID-TERM ACTION

At any time during mid-term action, if it becomes apparent that the member's conduct, behaviour, performance or competence is such that it exposes, or is reasonably likely to expose patient(s) or others in the workplace to harm or injury and immediate action must be taken to protect the safety of patients or staff, then the Chief of Staff, or Chief of Service may determine to invoke the procedures set out in section 11.2.

-11. MID-TERM ACTION

11.1 NON-IMMEDIATE MID-TERM ACTION

11.1.1 Preliminary Steps in Mid-Term Review

11.1.1.1 Criteria for Initiation

Mid-term action may be initiated wherever a Medical Staff member is alleged to have engaged in, made or exhibited acts, statements, demeanours, behaviours or professional conduct, either within or outside of the Hospital and the same:

- (a) exposes, or is reasonably likely to expose patients, employees or other persons in the Hospital to harm or injury;
- (a) is, or is reasonably likely to be, detrimental to patient safety or to the delivery of quality patient care within the Hospital;
- (c) is or is reasonably likely to be detrimental to the Hospital's operations;
- (d) is or is reasonably likely to constitute disruptive behaviour;
- (e) results in the imposition of sanctions by the College; or
- (f) is contrary to the By-Law, Act or any other relevant law of Canada or Ontario.

11.1.1.2 Initiation

- (1) Where information is provided to the Chief Executive Officer, Chief of Staff or Chief of Service, which raises concerns about any of the matters in section 11.1.1(1), the information shall be in writing and shall be directed to the Chief Executive Officer, Chief of Staff or Chief of Service.
- (2) If either the Chief Executive Officer, Chief of Staff or Chief of Service receives information which potentially has a negative effect on patient care or workplace safety about the behaviour, performance or competence of a member, he or she shall inform the other individuals.

11.1.1.3 Initial Interview

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

11.1.1.4 Investigation

- (1) The Chief of Staff, Chief of Service or Chief Executive Officer shall determine whether a further investigation is necessary.
- (2) 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.
- (3) Upon completion of the investigation, the individual or body who conducted the investigation shall forward a written report to the Chief Executive Officer, Chief of Staff and the Chief of Service. The member should be provided with a copy of the written report.
- (4) The Chief of Staff, Chief of Service and Chief Executive Officer shall review the report and determine whether any further action may be required.

11.1.2 Request to the Medical Advisory Committee for Recommendation for Mid-Term Action

- (1) Where it is determined that further action may be required and the matter relates to the dismissal, suspension or restriction of a member's hospital privileges and/or the quality of care in the hospital or the Hospital's workplace safety, the matter shall be referred to the Medical Advisory Committee who shall make a recommendation to the Board.
- (2) All requests for a recommendation for mid-term action must be submitted to the Medical Advisory Committee in writing and supported by reference to the specific activities or behaviour, which constitutes grounds for the request.

- (3) Where the matter is referred to the Medical Advisory Committee, a copy of any reports made by a body or consultant with respect to the matter shall be forwarded to the Medical Advisory Committee.
- (4) The Medical Advisory Committee may initiate further investigation itself, establish an Ad Hoc Committee to conduct the investigation, refer the matter to an external consultant, dismiss the matter for lack of merit or determine to have a meeting of the Medical Advisory Committee.
- (5) Where the Medical Advisory Committee establishes an Ad Hoc Committee to conduct the investigation or refers the matter to an external consultant, that individual or body shall forward a written report of the investigation to the Medical Advisory Committee as soon as practicable after the completion of the investigation.
- (6) Upon completion of its own investigation or upon receipt of the report by the body that conducted the investigation, as the case may be, the Medical Advisory Committee may either dismiss the matter for lack of merit or determine to have a meeting of the Medical Advisory Committee.
- (7) Within twenty-one (21) days after receipt by the Medical Advisory Committee of the request for a recommendation for mid-term action, unless deferred, the Medical Advisory Committee shall determine whether a meeting of the Medical Advisory Committee is required to be held.
- (8) If additional time is needed for the investigation process, the Medical Advisory Committee may defer action on the request. The Medical Advisory Committee must act within thirty (30) days of the deferral.
- (9) If the Medical Advisory Committee determines that there is merit to proceed to a Medical Advisory Committee meeting, then the member is entitled to attend the meeting.

11.1.3 The Medical Advisory Committee Meeting

- (1) At least fourteen (14) days prior to the Medical Advisory Committee meeting the member and the Medical Advisory Committee shall be given written notice of the Medical Advisory Committee meeting. The notice shall include,
 - (a) the time and place of the meeting;
 - (b) the purpose of the meeting;
 - (c) a statement that the member will be provided with a statement of the matter to be considered by the Medical Advisory Committee together with any relevant information;

- (d) a statement that the member is entitled to attend the Medical Advisory Committee meeting and to participate fully, to answer all matters considered by the Medical Advisory Committee and to present documents and witnesses;
 - (e) a statement that the parties are entitled to bring legal counsel to the meeting and consult with legal counsel, but that the legal counsel will not be entitled to participate in the meeting; and
 - (f) a statement that in the absence of the member, the meeting may proceed.
- (2) The Medical Advisory Committee secretary shall provide the member with a short but comprehensive statement of the matter to be considered by the Medical Advisory Committee, together with any relevant documentation, including any reports and other documentation which will be reviewed at the meeting.
- (3) At the meeting of the Medical Advisory Committee, a record of the proceeding shall be kept in the minutes of the Medical Advisory Committee meeting.
- (4) The member involved shall be given full opportunity to answer each matter as well as to present documents and witnesses if so desired provided the member provides the Medical Advisory Committee with:
- (a) a list of witnesses; and
 - (b) a copy of all documentation in the possession, power or control of the applicant or member that is relevant to the matter(s) under consideration
- at least forty-eight (48) hours before the meeting.
- (5) Where the Medical Advisory Committee determines that the matter has no merit, this shall be noted in the minutes of the Medical Advisory Committee.
- (6) Where the Medical Advisory Committee determines that the matter has merit, the Medical Advisory Committee shall make a recommendation to the Hospital Board.
- (7) The Medical Advisory Committee shall provide to the member, within fourteen (14) days from the date of the Medical Advisory Committee meeting, written notice of:
- (a) the Medical Advisory Committee's recommendation and the written reasons for the recommendations; and
 - (b) the member's entitlement to a hearing before the Board if a written request is received by the Board and the Medical Advisory Committee within seven (7) days of receipt by the member of the Medical Advisory Committee's written reasons

- (8) The time period to provide the written notice required in paragraph (7) above may be extended if the Medical Advisory Committee, prior to the expiry of the fourteen (14) days gives written notice to the member that the final recommendation cannot yet be made and provides the member with written reasons.
- (9) The Medical Advisory Committee shall provide to the Board within fourteen (14) days from the date of the Medical Advisory Committee meeting or such later date where the time period is extended pursuant to section 11.1.8 above written notice of:
 - (a) the Medical Advisory Committee's recommendation and the written reasons for the recommendations; and
 - (b) where an extension was made pursuant to section 11.1.8 above, the written reasons for the extension.
- (10) Service of a notice to the member may be made personally or by registered mail addressed to the person to be served at his/her last known address and, where the notice is served by registered mail, it shall be deemed that the notice was served on the third day after the day of mailing unless the person to be served establishes that he/she did not, acting in good faith, through absence, accident, illness or other cause beyond his/her control receive it until a later date.
- (11) Where the Medical Staff member does not require a hearing by the Board, the Board may implement the recommendation of the Medical Advisory Committee. However, where the Medical Advisory Committee makes a recommendation with respect to an appointment, re-appointment or granting of requested privileges and:
 - (a) the applicant has not made any written or oral submission to the Board, and the concerns are raised that the Board believes the applicant should have an opportunity to address, the Board may give the Medical Staff member notice that he/she is entitled to a Board hearing and shall follow the process set out in section 10.2 of this By-law with the necessary changes to points of detail; or
 - (b) information that has not been considered by the Medical Advisory Committee has come to the attention of the Board that the Board believes should be considered by the Medical Advisory Committee prior to the Board acting on the Medical Advisory Committee's recommendation, the Board may refer the new information back to the Medical Advisory Committee for consideration, with the Medical Advisory Committee to provide a reconsidered recommendation to the Board with respect to appointment, re-appointment or granting of requested privileges, as the case may be. The Medical Staff member shall be given notice of the reconsidered recommendation as outlined in this section and entitled to a hearing and the process set out in section 10.2 of this By-law.

- (12) Where the Medical Advisory Committee considers the matter at a Medical Advisory Committee meeting, then the procedure set out herein at subsections 10.1(1) to (13) and 10.2(1) to (16) of this By-law are to be followed.

11.2 IMMEDIATE MID-TERM ACTION IN AN EMERGENCY SITUATION

11.2.1 *Immediate Steps*

- (1) Where the behaviour, performance or competence of a Medical Staff member exposes, or is reasonably likely to expose patient(s) staff or other persons to harm or injury and immediate action must be taken to protect the patients, staff or other persons and no less restrictive measure can be taken, the Chief of Staff or Chief of Service, may immediately and temporarily suspend the Medical Staff member's privileges, with immediate notice to the Chief Executive Officer, and pending a Medical Advisory Committee meeting and a hearing by the Hospital Board.
- (2) The Chief of Staff or Chief of a Service shall immediately notify the member, the Medical Advisory Committee and the Hospital Board of his or her decision to suspend the member's privileges.
- (3) Arrangements, as necessary, shall be made by the Chief of Staff or Chief of Service for the assignment of a substitute physician to care for the patients of the suspended member.
- (4) Within forty-eight (48) hours of the suspension, the individual who suspended the member shall provide the member and Medical Advisory Committee with written reasons for the suspension and copies of any relevant documents or records.

11.2.2 *The Medical Advisory Committee Meeting*

- (1) The Medical Advisory Committee shall set a date for a meeting of the Medical Advisory Committee to be held within five (5) days from the date of the suspension to review the suspension and to make recommendations to the Hospital Board.
- (2) As soon as possible, and in any event, at least forty-eight (48) hours prior to the Medical Advisory Committee meeting, the Medical Advisory Committee shall provide the member with a written notice of,
 - (a) the time and place of the meeting;
 - (b) the purpose of the meeting;
 - (c) a statement of the matter to be considered by the Medical Advisory Committee together with any relevant documentation;

- (d) a statement that the member is entitled to attend the Medical Advisory Committee meeting and to participate fully, to answer all matters considered by the Medical Advisory Committee and to present documents and witnesses;
 - (e) a statement that the parties are entitled to bring to the meeting and consult with legal counsel, but that the legal counsel will not be entitled to participate in the meeting; and
 - (f) a statement that, in the absence of the member, the meeting may proceed.
- (3) The member may request and the Medical Advisory Committee may grant a postponement of the Medical Advisory Committee meeting.
- (4) At the meeting of the Medical Advisory Committee, a record of the proceeding shall be kept in the minutes of the Medical Advisory Committee meeting.
- (5) The staff member shall be given full opportunity to answer each matter as well as to present documents and witnesses if so desired provided the member provides the Medical Advisory Committee with:
- (a) a list of witnesses; and
 - (b) a copy of all documentation in the possession, power or control of the applicant or member that is relevant to the matter(s) under consideration.
- (6) Before deliberating on the recommendation to be made to the Hospital Board, the Chair shall require the member involved, and any other persons present who are not Medical Advisory Committee members, to retire. The Medical Advisory Committee shall not consider any matter or case to which they did not give the member a fair opportunity to answer.
- (6) The Medical Advisory Committee shall provide to the member within twenty-four (24) hours of the Medical Advisory Committee meeting written notice of.
- (a) the Medical Advisory Committee's recommendation and the written reasons for the recommendation; and
 - (b) the member's entitlement to a hearing before the Hospital Board.
- (8) The Medical Advisory Committee shall provide to the Hospital Board within twenty-four (24) hours of the Medical Advisory Committee meeting written notice of the Medical Advisory Committee's recommendation.

11.2.3 The Board Hearing

- (1) The Hospital Board names a place and time for the hearing.
- (2) The Hospital Board hearing shall be held within seven (7) days of the date of receipt by the member of the Medical Advisory Committee's recommendation and written reasons.
- (3) The Hospital Board shall provide written notice of the Hospital Board hearing to the member and to the Chair (or substitute) of the Medical Advisory Committee at the earliest possible opportunity and in any event, at least seventy-two (72) hours prior to the date of the hearing.
- (4) The notice of the Hospital Board hearing shall include,
 - (a) the date, time and place of the hearing;
 - (b) the purpose of the hearing;
 - (c) a statement that the member and the Medical Advisory Committee shall be afforded an opportunity to examine prior to the hearing, any written or documentary evidence that will be produced or any report, the contents of which will be given in evidence at the hearing;
 - (d) a statement that the member may proceed in person or be represented by counsel, and that in his or her absence the Hospital Board may proceed with the hearing and that the member will not be entitled to any further notice of the proceeding;
 - (e) a statement that the member may call witnesses and tender documents in evidence in support of his or her case; and
 - (f) the time for the hearing may be extended by the Hospital Board.
- (5) The parties to the Hospital Board hearing are the Member, the Medical Advisory Committee and such other persons as the Hospital Board may specify.
- (6) The member requiring a hearing before the Hospital Board shall be afforded an opportunity to examine, prior to the hearing, any written or documentary evidence that will be produced, or any report the contents of which will be given in evidence at the hearing.
- (7) Members of the Hospital board holding the hearing shall not have taken part in any investigation or consideration of the subject matter of the hearing before the hearing and shall not communicate directly or indirectly in relation to the subject matter of the hearing with any person or with any party or his or her representative, except upon notice to and an opportunity for all parties to participate.

- (8) The findings of fact of the Hospital Board pursuant to a hearing shall be based exclusively on evidence admissible or matters that may be noticed under sections 15 and 16 of the *Statutory Powers Procedure Act*.
- (9) The Hospital Board shall consider only the reasons of the Medical Advisory Committee that have been given to the member in support of its recommendation. Where through error or inadvertence, certain reasons have been omitted in the statement delivered to the member, the Hospital Board may consider those reasons only if those reasons are given by the Medical Advisory Committee in writing to both the member and the Hospital Board and the member is given a reasonable time to review the reasons and to prepare a case to meet those additional reasons.
- (10) No member of the Hospital Board shall participate in a decision of the Hospital Board pursuant to a hearing unless he or she was present throughout the hearing and heard the evidence and argument of the parties and, except with the consent of the parties, no decision of the Hospital Board shall be given unless all members so present participate in the decision.
- (11) The Hospital Board shall make a decision to either follow or not follow the recommendation of the Medical Advisory Committee.
- (12) A written copy of the decision of the Hospital Board and the written reasons for the decision shall be provided to the member and to the Medical Advisory Committee secretary.
- (13) Service of the notice of the decision and the written reasons to the member may be made personally or by registered mail addressed to the member at his or her last known address and, where the notice is served by registered mail, it shall be deemed that the notice was served on the third day after the day of mailing, unless the person to be served establishes that he or she did not, acting in good faith, through absence, accident, illness or other cause beyond his or her control receive it until a later date.

-12. PROGRAMS

12.1 OCCUPATIONAL HEALTH AND SAFETY PROGRAM

- (1) There shall be an Occupational Health and Safety Program for the Hospital.
- (2) The program referred to in subsection 12.1(1) shall include procedures with respect to,
 - (a) a safe and healthy work environment in the Hospital;
 - (b) the safe use of substances, equipment and medical devices in the Hospital;
 - (c) safe and healthy work practices in the Hospital;
 - (d) the prevention of accidents to persons on the premises of the Hospital;
and
 - (e) the elimination of undue risks and the minimizing of hazards inherent in the Hospital environment.
- (3) The person designated by the Chief Executive Officer to be in charge of occupational health and safety in the Hospital shall be responsible to the Chief Executive Officer for the implementation of the Occupational Health and Safety Program.
- (4) The Chief Executive Officer shall report to the Board as necessary on matters in respect of the Occupational Health and Safety Program.

12.2 HEALTH SURVEILLANCE PROGRAM

- (1) There shall be a Health Surveillance Program for the Hospital.
- (2) The program referred to in subsection 12.2(1) shall;
 - (a) be in respect of all persons carrying on activities in the Hospital; and
 - (b) include a Communicable Disease Surveillance Program.
- (3) The person designated by the Chief Executive Officer to be in charge of health surveillance in the Hospital shall be responsible to the Chief Executive Officer for the implementation of the Health Surveillance Program.
- (4) The Chief Executive Officer shall report to the Board as necessary on matters in respect of the Health Surveillance Program.

-13. ORGAN DONATION

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

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

and shall ensure that the procedures in section 13(1) are implemented in the Hospital.

-14. NURSING STAFF

14.1 NURSING ADVISORY COMMITTEE

14.1.1 Membership

- (1) Pursuant to the Hospital Management Regulation, the Nursing Advisory Committee shall consist of:
 - (a) the Chief Nursing Executive;
 - (b) Directors of services, who are nurses (2);
- (2) In addition to those persons appointed to the Nursing Advisory Committee in subsection 14.1(1), the Chief Nursing Executive may appoint other persons to the Nursing Professional Practice Council.
- (3) Terms for those persons appointed in subsection 14.1(2) shall be for a period of Two (2) years.

14.1.2 Chair

The Nursing Advisory Committee shall be chaired by the Chief Nursing Executive.

14.1.3 Functions

- (1) The Nursing Advisory Committee provide a forum through which nursing professionals shall:
 - (a) ensure the development and approval of policies and procedures related to nursing practice;
 - (b) monitor and advance nursing standards and best practices;
 - (c) develop nurse recruitment and retention strategies; and
 - (c) review minutes from all nursing committees and teams.

- (2) Through the Chief Nursing Executive, advise the Board on:
- (a) Quality Assurance, Risk Management, Improvement plans and initiatives related to the practice of nursing;
 - (b) Clinical roles of nursing staff in the Hospital;
 - (c) Nursing Human resources plan; and
 - (d) Nursing education

-15 PARTICIPATION OF NURSES

15.1 PARTICIPATION OF NURSES ON COMMITTEES

- (1) A staff nurse appointed in accordance with this By-law or a nurse who is a manager appointed in accordance with this By-law shall be a member, with full-voting privileges, of those committees, approved by the Board to have nurse representation, that deal with one or more of the following:
 - (a) Medical Quality Assurance;
 - (b) Occupational Health and Safety;
 - (c) Human Resource Management; and
 - (d) any other matter as the Board may deem advisable.

15.2 APPOINTMENT OF STAFF NURSES

The Chief Nursing Executive shall determine the mechanism by which staff nurses are appointed to the various committees in the Hospital that require nursing participation.

15.3 APPOINTMENT OF NURSES WHO ARE MANAGERS

The Chief Nursing Executive shall determine the mechanism by which nurses who are managers are elected or appointed to the various committees in the Hospital that require nursing participation.

-16. VOLUNTARY ASSOCIATIONS

16.1 AUTHORIZATION

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

16.2 PURPOSE

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

16.3 CONTROL

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

16.4 REPRESENTATION ON BOARD

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

16.5 AUDITOR

- (1) Each unincorporated voluntary association shall have its financial affairs reviewed by an auditor for purposes of assuring reasonable internal control.
- (2) The Auditor for the Hospital may be the Auditor for the voluntary association(s) under this section.

-17. RECORDS

17.1 RETENTION OF WRITTEN STATEMENTS

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

-18. BONDING – FIDELITY INSURANCE

- (1) Directors, Officers and employees as the Board may designate shall secure from a guarantee company a bond of fidelity of an amount approved by the Board.
- (2) The requirements of subsection 18(1) may be met by an alternative form of employee fidelity insurance such as, but not limited to, a blanket position bond, a commercial blanket bond, or comprehensive dishonesty, disappearance and destruction policy, at the discretion of the Board.
- (3) The Corporation shall pay the expenses of any fidelity bond or policy secured under this section.

-19. SIGNING OFFICERS

The Chair or Vice-Chair and the Treasurer or Chief Executive Officer jointly shall sign on behalf of the Corporation and affix the Corporate Seal to all contracts, agreements, conveyances, mortgages, or other documents, as may be required by law or as authorized by the Board in a signing authority policy as approved by the Board from time to time.

-20. INVESTMENTS

The Board may invest as trustees are permitted pursuant by the *Trustee Act* of the Province of Ontario,

- (a) all monies given in trust to the Corporation for the use of the Corporation;
- (b) all Corporation monies not required for operating expenses; and
- (c) notwithstanding the provisions of clause 20(a), the Board may, in its discretion, retain investments not authorized by the *Trustee Act*, which are given to the Corporation in specie.

-21. ENDOWMENT BENEFITS

No benefit given in trust to or to the use of the Corporation for endowment purposes shall be hypothecated, transferred or assigned to obtain credit or to receive funds except as allowed by clause 20(a).

-22. AUDITOR

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

-23. RULES OF ORDER

23.1 RULES OF ORDER

Any questions of procedure at or for any meetings of the Corporation, of the Board, of the medical staff, or of any committee, which have not been provided for in this By-law or the *Corporations Act*, by the *Act* or Regulations thereunder, or the Rules of the Hospital, shall be determined by the Chair of the Board or Committee as the case may be, in accordance with Wainberg and Nathan's Company Meetings Rules of Order.

-24. AMENDMENTS

24.1 AMENDMENTS TO BY-LAWS

- (1) The Board may pass or amend the By-laws of the Corporation from time to time.
- (2) Where,
 - (a) it is intended to pass or amend the By-laws at a meeting of the Board, written notice of such intention shall be sent by the Secretary to each Director at his or her address as shown on the records of the Corporation by ordinary mail not less than ten (10) days before the meeting.
 - (b) Where the notice of intention required by clause 24.1(2)(a) is not provided, any proposed By-laws or amendments to the By-laws may nevertheless be moved at the meeting and discussion and voting thereon adjourned to the next meeting, for which no notice of intention need be given.
- (3) Subject to Article 24.1(4), a By-law or an amendment to a By-law passed by the Board has full force and effect,
 - (a) from the time the motion was passed; or
 - (b) from such future time as may be specified in the motion.
- (4)
 - (a) A By-law or an amendment to a By-law passed by the Board shall be presented for confirmation at the next annual meeting or to a special general meeting of the members of the Corporation called for that purpose. The notice of such annual meeting or special general meeting shall refer to the By-law or amendment to be presented.
 - (b) The members at the annual meeting or at a special general meeting may confirm the By-law as presented or reject or amend it, and if rejected it thereupon ceases to have effect and if amended it takes effect as amended.
- (5) In any case of rejection, amendment, or refusal to approve a By-law or part of a By-law in force and effect in accordance with any part of this section, no act done or right acquired under any such By-law is prejudicially affected by any such rejection, amendment or refusal to approve.

24.2 MEDICAL STAFF, DENTAL STAFF AND EXTENDED CLASS NURSING STAFF AMENDMENTS

Articles 7 through 11 may only be repealed, added to, amended or substituted by the Board in accordance with the following procedure:

- (a) Amendments to these Articles will become effective only when approved by the Board
- (b) Notice specifying the proposed amendment thereto shall be circulated to all members of the Medical Staff together with a notice of a regular or special Medical Staff Association meeting at which the proposed amendments will be discussed;
- (c) The Medical Staff, Dental Staff and Extended Class Nursing Staff shall be afforded a period of at least thirty (30) days to comment on the proposed amendment(s) thereto;

The Medical Advisory Committee, with the consideration of the Medical Staff, Dental Staff and Extended Class Nursing Staff member's comments, shall make recommendations to the Board, concerning the proposed amendment(s) thereto.

-25. SEAL

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

Revised June 27, 2012

BY-LAW NO. 2

BORROWING BY-LAW

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

The Directors may, from time to time,

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