



Perth and
Smiths Falls
District Hospital

YOUR PROVIDER, LEADER AND PARTNER IN HEALTH CARE

BY-LAW #2

(June 2011)

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By-Law of the Perth and Smiths Falls District Hospital

By-Law #2

PART I - PREAMBLE

WHEREAS it is the mission of the Perth and Smiths Falls District Hospital to foster the well-being of the people we serve.

WHEREAS the vision of the Perth and Smiths Falls District Hospital is the realization of optimum health for the people in our community through an integrated health care system.

WHEREAS the values of the Perth and Smiths Falls District Hospital are:

- An environment where everyone is treated with dignity, respect and compassion
- Promotion of positive working environments and relationships.
- Commitment to excellence in the provision of safe, high quality, patient-focused care.
- Facilitate access in collaboration with our health care partners to appropriate care in response to patient need
- Accountable to the LHIN and the community to ensure that resources are utilized in the most effective and efficient manner.
- Committed to the recruitment and retention of staff who are dedicated to the organization's Mission, Vision, and Values

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

PART II - DEFINITIONS

Article 1 - Interpretation

1.1 Definitions

In this By-law and all other by-laws of the Corporation:

- a) “Act” means the *Corporations Act* (Ontario) and, where the context requires, includes the regulations made under it;
- b) “Board” means the Board of Directors of the Hospital;
- c) “By-Law” means a By-Law of the Hospital;
- d) “Certification” means the holding of a certificate in a medical or surgical specialty issued by any professional body recognized by the Board after consultation with the Medical Advisory Committee;
- e) “Chair” means the presiding officer of the Corporation who has been elected to preside over meetings of the membership of the Corporation and Board;
- f) “Chief Executive Officer” means the administrator as defined in Section 1 of the *Public Hospitals Act*;
- g) “Chief Nursing Executive” means the senior nurse employed by the Hospital who reports directly to the administrator, is appointed by a process determined by the Chief Executive Officer, and is responsible for nursing services provided in the Hospital;
- h) “Chief of Department” means the Physician appointed by the Board to be in charge of one of the organized medical departments;
- i) “Chief of Staff” means the chief of the Professional Staff;
- j) “College” means , as the case may be, the College of Physicians and Surgeons of Ontario, the Royal College of Dental Surgeons of Ontario, the College of Midwives of Ontario, and/or the College of Nurses of Ontario;
- k) “Committee” means any committee created by the Board or pursuant to the By-Law;
- l) “Corporation” means the Perth and Smiths Falls District Hospital with a Head Office located in Smiths Falls, ON;
- m) “CPSO” means the College of Physicians and Surgeons of Ontario;
- n) “Dental Staff” means the Dentists to whom the Board has granted Privileges to treat patients of the Hospital;
- o) “Dentist” means a dental practitioner in good standing of the College of Dental Surgeons of Ontario;
- p) “Director” means a member of the Board;
- q) “ex-officio” means membership “by virtue of the office” and includes all rights, responsibilities, and power to vote unless otherwise specified;
- r) “Extended Class Nurses” means those registered nurses in the extended class to whom the Board has granted privileges to diagnose, prescribe for or treat out-patients in the Hospital;

- s) “Extended Class Nursing Staff” means those registered nurses in the extended class in the Hospital a) who are employed by the Hospital and are authorized to diagnose, prescribe for or treat out-patients in the Hospital, and b) who are not employed by the Hospital and to whom the Board has granted Privileges to diagnose, prescribe for or treat out-patients in the Hospital;
- t) “Fellowship” means a fellowship in a professional medical college recognized by the Board after consultation with the Medical Advisory Committee;
- u) “Head Office” will be located at 60 Cornelia Street West, Smiths Falls, ON, K7A 2H9;
- v) “Hospital” means the Perth and Smiths Falls District Hospital;
- w) “Medical Staff” means those Physicians who are appointed by the Board and who are granted specific Privileges to practice medicine in the Hospital;
- x) “Member” means a member of the Hospital corporation;
- y) “Midwife” means a member in good standing of the College of Midwives of Ontario;
- z) “Midwifery Staff” means the Midwives to whom the Board has granted Privileges of assessing, monitoring, prescribing for or treating patients in the Hospital;
- aa) “Officer” means those officers of the Board and of the Corporation appointed pursuant to Article 12;
- bb) “Patient” means, unless otherwise specified, any in-patient, out-patient or other patient of the Hospital;
- cc) “Physician” means a medical practitioner in good standing of the College of Physicians & Surgeons of Ontario;
- dd) “Privileges” means those rights or entitlements conferred by the Board upon a member of the Professional Staff at the time of appointment or reappointment;
- ee) “Professional Staff” means the members of the Medical Staff, Dental Staff, Midwifery Staff and Extended Class Nursing Staff of the Hospital;
- ff) “Professional Staff By-Law” means Articles 32 through 118, inclusive, of this By-Law which deal with matters respecting the Professional Staff;
- gg) “Professional Staff Rules” means provisions concerning the practice and professional conduct of the members of the Professional Staff;
- hh) “*Public Hospitals Act*” means the *Public Hospitals Act* (Ontario);
- ii) “Specialist” means a medical or dental practitioner who holds either Certification or Fellowship in the Royal College of Physicians and Surgeons of Canada or in the Royal College of Dentists of Canada respectively;
- jj) “Spouse” includes a same-sex or common law partner recognized under Ontario law; and
- kk) “Supervisor” means a Physician who is assigned the responsibility to oversee the work of another person.

1.2 Procedures

- a) Any Director, Officer, Professional Staff member or employee, as the context requires, and unless expressly prohibited by the By-Laws or rules and policies of the Corporation, may participate in a meeting of the Board or of a Committee of

the Board by means of telephone conference or electronic or other communication facilities as permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously, and a person participating in such a meeting by such means is deemed, for the purposes of the Act and this By-Law, to be present at the meeting.

- b) Subject to paragraph (a) above, business arising at any meeting of the Corporation, the Board or any Committee established pursuant to this By-Law, shall be decided by a majority of votes unless otherwise required by statute, provided that:
- i) except as provided in this By-Law, each Member, each Director and each Committee member shall be entitled to one vote at any meeting of the Corporation, Board or Committee, respectively;
 - ii) in accordance with the *Public Hospitals Act*, no Member shall be entitled to vote by proxy at a meeting of the Corporation; all Members must attend annual and/or special meetings of the Corporation in person in order to be eligible to vote;
 - iii) any motion to elect the Directors by acclamation shall require a mover and a seconder but no motion of the Members shall be required;
 - iv) votes shall be taken in the usual way, by show of hands, among all Members, Directors and Committee members present and, in the event of a tie, the motion is lost, subject to clause (v) below;
 - v) the Chair shall have an initial vote. In case of an equality of votes, either upon a show of hands or upon a poll, the chair of a meeting of the Corporation or the Board shall not be entitled to a casting vote;
 - vi) after a show of hands has been taken on any question, the chair of the meeting may require, or any person entitled to vote on the question may demand, a poll thereon. A poll so required or demanded shall be taken in such manner as the chair of the meeting shall direct. A demand for a poll may be withdrawn at any time prior to the taking of the poll. Upon a poll, each individual present in person and entitled to vote at such meeting shall have one vote and the result of the poll shall be the decision of the Members, the Board or the Committee, as the case may be;
 - vii) an abstention shall not be considered a vote cast;
 - viii) whenever a vote by show of hands shall have been taken on a question, unless a poll is required or demanded, a declaration by the chair of the meeting 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; and
 - ix) notwithstanding any provision in this By-Law, a Director may request that his vote on a motion or resolution be recorded in the minutes.
- c) A by-law or resolution in writing signed by all the Members or Directors entitled to vote on that by-law or resolution at a meeting of Members or Directors, respectively, is as valid as if it had been passed at a meeting of Members or Directors, respectively.

- d) Minutes shall be kept for all meetings of the Corporation, the Board or any Committee, and shall be approved at the next meeting of the Corporation, the Board or the Committee, as the case may be.
- e) Any questions of procedure at or for any meetings of the Corporation, of the Board, or of any Committee, which have not been provided for in this By-law or by the Act or by the *Public Hospitals Act*, shall be determined by the chair of the meeting in accordance with Kerr and King's "Procedures for Meetings and Organizations"¹ or such other rules of procedure adopted by resolution of the Board.

1.3 Interpretation

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

- a) Words importing the singular number include the plural and vice versa; words importing the masculine gender include the feminine and vice versa; and words importing persons include individuals, corporations, partnerships, trusts and unincorporated organizations.
- b) The headings used in this By-Law are inserted for reference purposes only and are not to be considered or taken into account in construing the terms or provisions thereof or to be deemed in any way to clarify, modify or explain the effect of any such terms or provisions.
- c) Any references in this By-Law to any law, by-law, rule, regulation, order or act of any government, governmental body or other regulatory body shall be construed as a reference thereto as amended or re-enacted from time to time or as a reference to any successor thereto.

1.4 Objects of the Hospital

The objects of the Hospital are as follows:

- a) To establish, equip, staff, maintain, operate and conduct, on one (1) or more sites, a public hospital, including, without limiting the generality of the foregoing, an active treatment department, chronically ill facility, community health centre, out patients department, rehabilitation and physiotherapy department and elderly persons' residence.
- b) To operate and maintain a laboratory, research facility, physiotherapy facility, pharmacy or dispensary.

1 Kerr & King is a Canadian set of corporate rules of procedure endorsed by the OHA. It is user-friendly, plain English and well-suited to non-profit and charitable corporations (vs. Bourinot or Robert's, which were created for parliamentary organizations). Many hospitals use this source. A hardcover (\$94.00) is available from Chapters Online, as well as a concise cerlox-bound volume (\$33.00). A cheaper, soft cover version of the hardcover is available directly from the publisher (www.carswell.com) for \$67.00.

- c) To participate in all phases of education pertaining to health care, including specifically the education of physicians, dentists, nursing staff and paramedical personnel.

PART III - CORPORATION

Article 2 - Membership

2.1 Admission

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

2.2 Classes

- a) Persons shall only be admitted to the categories of membership in the Corporation set out below following a resolution of acceptance by the Board:
 - i) annual membership; and
 - ii) honorary membership.
- b) In addition, the Directors shall be *ex officio* Members of the Corporation during their tenure as Directors.
- c) Annual Membership - Individual
 - i) Subject to the provisions of this paragraph, a person is eligible to be an annual Member where he or she pays to the Corporation the annual membership fee for individuals, an amount to be determined from time to time by resolution of the Board.
 - ii) At the time of payment of the fee in clause i) above, the person must,
 - 1) have been a resident of the county of Lanark, in the Town of Perth, the Town of Smiths Falls, the Village of Lanark or in the townships of: Tay Valley, Beckwith, Drummond-North Elmsley, Lanark highlands, Elizabethtown-Kitley, Merrickville-Wolford, Montague, Rideau Lakes for a continuous period of at least three (3) months immediately prior thereto; or
 - 2) be employed or carry on business in the said municipality, county, region or township for a continuous period of three (3) months prior to his or her application; and
 - 3) be of the full age of eighteen (18) years.
 - iii) No member of the Professional Staff of the Corporation shall be eligible for admission as a Member of the Corporation.
 - iv) No employee other than the Chief Executive Officer of the Corporation shall be eligible for admission as a Member of the Corporation.
 - v) No Spouse, child, parent, brother or sister of an employee shall be eligible for admission as a Member of the Corporation.
 - vi) No person who lives in the same household as a member of the Professional Staff or an employee of the Corporation shall be eligible for admission as a Member of the Corporation.
 - vii) Any annual membership in the Corporation shall be effective only from April 1 in one year to March 31 in the following year.

- viii) A person's annual membership in the Corporation is automatically terminated in the event that the person ceases to be a resident of, or ceases to be employed or to carry on business in the said municipality or area referred to in this paragraph (c).
- ix) Members shall be entitled to vote at any meetings of the Corporation provided that the membership fee was paid seventy-five (75) days prior to any meeting of the Corporation. Any Members who have not paid the membership fee by the deadline shall be able to attend meetings of the Members but may not vote, move or second motions or exercise any other rights afforded to Members under this By-Law or the Act.

2.3 *Withdrawal*

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

2.4 *Termination of Membership*

The interest of a Member in the Corporation is not transferable and lapses and ceases to exist:

- a) upon death, dissolution, resignation or termination of the Member;
- b) when the Member's period of membership expires (if any); or
- c) when the Member ceases to meet the qualifications of the By-Laws.

2.5 *Information Available to Members*

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

2.6 *Membership Dues*

Members shall be notified in writing of membership dues at any time payable by them.

2.7 *Honorary Members*

- a) The Board may from time to time elect any person to hold the position of honorary Member for such length of time as the Board may designate.
- b) Honorary Members shall not be subject to any fees whatsoever.
- c) Honorary Members shall not be eligible to vote. They may attend meetings of the Members but may not vote, move or second motions, or exercise any other rights afforded to Members under this By-Law or the Act.

Article 3 - Annual and Special Meetings of the Corporation

3.1 Annual Meetings

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

3.2 Special Meetings

- a) Meetings of Members other than annual meetings (“special meetings”) may be convened by the Board, the Chair, or the Vice-Chair at any place and time.
- b) The Board shall call a special meeting of Members within twenty-one (21) days on written requisition of Members holding not less than ten percent (10%) of the voting rights. Such requisition shall state the general nature of the business to be presented at the meeting.

3.3 Notice

- a) Ten (10) days’ prior written notice of an annual or special meeting shall be given to each Member by prepaid mail or, if the Member has consented, by electronic communication (including facsimile and/or e-mail). Notice of any meeting where special business will be transacted shall contain sufficient information to permit the Member to form a reasoned judgment on the decision to be taken.
- b) In lieu of such notice, it is sufficient notice of any annual or special meeting of Members of the Corporation if notice is given by publication at least once a week for two successive weeks next preceding the meeting in a newspaper or newspapers circulated in the municipalities in which Members of the Corporation reside as shown by their addresses in the records of the Corporation.

3.4 Quorum

A quorum for any meeting of the Corporation shall be ten (10) Members.

3.5 Chair of the Meeting

The Chair of a meeting of the Corporation shall be:

- i) the Chair of the Corporation;
- ii) the Vice-Chair of the Corporation, if the Chair is absent or is unable to act;
- iii) a chair elected by the Members present from amongst the Directors present, if the Chair and Vice-Chair are absent or are unable to act. The Secretary shall preside at the election of the Chair; or

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

3.6 *Business at Annual Meetings*

At each annual meeting, in addition to the other business transacted, the following reports and statements shall be presented:

- a) minutes of the previous annual meeting;
- b) the audited financial statements made up of:
 - i) a statement of profit and loss,
 - ii) a statement of surplus, and
 - iii) a balance sheet;
- c) the report of the auditor;
- d) the report of the Chair of the Board;
- e) the report of the Chief Executive Officer; and
- f) the report of the Chief of Staff.

In addition, the Members shall elect the Board, appoint the auditor and authorize the Board to fix the auditor's remuneration for the ensuing year. Further, any special resolutions and any business added by Members pursuant to section 3.7 will be held.

3.7 *Members Adding Business to Annual Meeting Agenda*

The Members may add any particular resolution, within the jurisdiction of the Members, to the agenda of the annual meeting, or require the Board to circulate a statement about the proposed resolution or any other item of business, through the following process:

- a) On a requisition signed by at least one-twentieth (1/20th) of the Members entitled to vote and deposited at the Head Office at least ten (10) days before the meeting, the Board will add the resolution requested to the agenda and will circulate with the notice of meeting a statement of not more than one thousand (1,000) words with respect to the matter referred to in any proposed resolution or with respect to any business to be dealt with at that meeting.
- b) At the request of the Secretary, the Member(s) may be required to deposit a sum of money reasonably sufficient to meet the Corporation's expenses in circulating the resolution and/or statement.
- c) The Directors are not bound under the Act to circulate any statement if, on the application of the Corporation or any other person who claims to be aggrieved, the court is satisfied that the rights conferred by this section are being abused to secure needless publicity for a defamatory matter, and on any such application the court may order the costs of the corporation to be paid in whole or in part by the requisitionists even though they are not parties to the application.
- d) Subject to paragraph (c), where the requisitionists have complied with this Section, the resolution, if any, mentioned in the requisition shall be dealt with at the meeting to which the requisition relates.

- e) The sum deposited shall be repaid to the requisitionists by the Corporation, unless at the meeting to which the requisition relates the Members by a majority of the votes cast reject the repayment to the requisitionists.

3.8 *Adjourned Meeting*

- a) If, within one-half (1/2) hour after the time appointed for a meeting of the Corporation, a quorum is not present, the meeting shall stand adjourned until a day within two (2) weeks to be determined by the Board.
- b) At least three (3) days' notice of the adjourned meeting shall be given in the manner indicated in paragraph 3.3 above.

3.9 *Written Resolutions and By-laws*

Any written resolution signed by all the Members is as valid and effective as if passed at a meeting of Members duly called, constituted and held for that purpose. Any By-law passed at any time during the Corporation's existence may, in lieu of confirmation at a meeting, be confirmed in writing by all the Members entitled to vote at such a meeting.

3.10 *Financial Year End*

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

PART IV - BOARD

Article 4 - Nominations

Nominations for election as Director at the annual meeting of the Corporation may be made only in accordance with the following process:

- a) The Governance Committee shall request nominations for vacant positions on the Board from Members of the Corporation, at least sixty (60) days in advance of the annual meeting.
- b) The Governance Committee shall, throughout the year, identify potential candidates for Directors and determine the willingness of such candidates to serve.
- c) All nominees must complete the application form, if any, set by the Board from time to time.
- d) The Governance Committee will receive and review all applications and will prepare a list of recommended nominees to the Board. In making their recommendations, the Governance Committee will place emphasis on the competencies, knowledge, skills, experience and perspective required by the Board, and will evaluate the applications in accordance with the Board's policy for selecting directors, as amended from time to time.
- e) The Board will receive and review the list of candidates and recommended nominations and prepare a list for consideration by the Members for election as Directors. The list of candidates shall be available to the Members at the same time that the notice of annual meeting is circulated according to section 3.3.

Article 5 - Board of Directors

5.1 The affairs of the Corporation shall be managed by the Board of whom:

- a) Election of Directors

Ten (10) Directors shall be elected by the Members of the Corporation for two (2) year terms, ensuring that in any event four (4) Directors' terms expire each year (as required by the *Public Hospitals Act*).

- b) Special Term Directors

- i) The following shall be appointed as special term Directors under the *Public Hospitals Act*, provided that at all times the Board shall be composed of a majority of Directors elected by means of section 5.1:
 - 1) One representative appointed by the Board from the list of no less than two (2) candidates proposed by the Town of Perth; and
 - 2) One representative appointed by the Board from the list of no less than two (2) candidates proposed by the Town of Smiths Falls.

- ii) Each of such persons is to be appointed for a term of one year expiring at the annual meeting next following such person's appointment.
- c) Ex-Officio Directors
 - i) The incumbents of each of the following offices shall be ex-officio a Director of the Corporation, without voting privileges:
 - 1) the Chief Executive Officer,
 - 2) the Chief of the Medical Staff,
 - 3) the President of the Medical Staff,
 - 4) the Vice-President of the Medical Staff, and
 - 5) Chief Nursing Executive.
 - ii) Upon any one of such persons ceasing to hold his/her respective office, he/she shall thereupon cease to be a Director of the Corporation.
 - iii) For clarification and notwithstanding Subsection 5.1(c)(i), ex-officio Directors have all rights, responsibilities and powers to make motions and vote at Board Committee meetings.

5.2 *Qualification of Directors*

- a) Every Director shall be qualified to be a Member.
- b) No undischarged bankrupt shall be a Director, and, if a Director becomes a bankrupt, that person thereupon ceases to be a Director.
- c) No member of the Professional Staff shall be eligible for election or appointment to the Board except as provided in section 5.1(c)i)2), 5.1(c)i)3), 5.1(c)i)4), and 5.1(c)i)5).
- d) No employee other than the Chief Executive Officer shall be eligible for election or appointment to the Board.
- e) No Spouse, child, parent, brother or sister of any person included in paragraph (c) or (d) above shall be eligible for election or appointment to the Board.
- f) Except for the Chief Executive Officer, the Chief of Staff, the President and the Vice-President of the Medical Staff and the Chief Nursing Executive, no person may be elected or appointed Director for more terms than will constitute ten (10) consecutive years of service; provided however, that following a break in the continuous service of at least one (1) year, the same person may be re-elected or re-appointed as a Director. If a Director has been appointed mid-year to fulfill the balance of a term, they officially begin their term the following June at the annual general meeting.
- g) The Directors must be prepared to participate in continuing health care education courses.
- h) No person may be elected or appointed a Director before reaching 18 years of age.

5.3 *Conflict of Interest*

- a) “Conflict of Interest” includes, without limitation, the following three (3) areas that may give rise to a conflict of interest for the Directors, namely;
 - i) Pecuniary or financial interest – a Director is said to have a pecuniary or financial interest in a decision when the Director stands to gain by that decision, either in the form of money, gifts, favours, gratuities or other special consideration;
 - ii) 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 community at large; or
 - iii) Adverse interest – a Director is said to have an adverse interest to the Corporation when he is a party to a claim, application or proceeding against the Corporation.
- b) “Associates” in relation to an individual means the individual’s parents, children, siblings, Spouse, and includes any organization, agency, company or individual (such as a business partner) with a formal relationship to the individual.
- c) Every Director who, either directly or through one of his Associates, has or thinks he may potentially have a Conflict of Interest with respect to a proposed or current contract, transaction, matter or decision of the Corporation, shall disclose the nature and extent of the Conflict of Interest at a meeting of the Board.
- d) The declaration of Conflict of Interest shall be disclosed at the meeting of the Board at which the contract, transaction, matter or decision is first raised.
- e) If the Director, or his Associates, becomes interested in a contract, transaction, matter or decision after the Board meeting at which it is first raised, the Director shall make a declaration at the next Board meeting following the Director’s perception or apprehension of a Conflict of Interest.
- f) All such declarations of interest (including the specific nature thereof) shall be recorded in the minutes of the meeting and in the minutes of every meeting at which the matter that is the subject of the declaration is addressed (either discussed or voted on). The Secretary of the Corporation shall maintain a list of all ongoing matters that are the subject of a conflict of interest declaration, together with the identity of the conflicted Director(s). Such list shall be referred to by the Secretary (or designate) when preparing board or committee packages, and any materials relating to a matter that is the subject of a conflict of interest declaration shall be omitted from the board or committee package of any conflicted Director.
- g) After making such a declaration, no interested Director shall vote or be present at the vote or during the discussion, or otherwise attempt to influence the voting, on a contract, transaction, matter or decision, nor shall the Director be counted in any required quorum with respect to the vote. The abstention of the conflicted

Director from discussion and voting shall also be recorded in the minutes of each relevant meeting. The conflicted Director is not restricted from answering questions about or explaining his involvement in the matter that is the subject of the declaration.

- h) If a Director had made a declaration of Conflict of Interest in compliance with this By-law, the Director is not accountable to the Corporation for any profits he may realize from the contract, transaction, matter or decision.
- i) If the Director fails to make a Declaration of his Conflict of Interest in a contract, transaction, matter or decision, as required by this By-law, this failure may be considered grounds for termination of his position as a Director.
- j) The failure of any Director to comply with the Conflict of Interest provisions of this By-law does not, in or of itself, invalidate any contract, transaction, matter or decision undertaken by the Board.
- k) If a Director believes that any other Director is in a Conflict of Interest position with respect to any contract, transaction, matter or decision, the Director shall have his concern recorded in the minutes, and the Director with the alleged Conflict of Interest shall have the right to address the Board with respect to the allegation. Thereafter, at the request of the Director who recorded the initial concern, the Board, after the Director alleged to have a Conflict of Interest has absented himself or herself from the room, shall vote on whether the Director alleged to have a Conflict of Interest is, in the opinion of the Board, in a Conflict of Interest. If the Board finds the person in a Conflict of Interest, that interest Director shall absent himself or herself during any subsequent discussion or voting process relating to or pertaining to the conflict. The question of whether or not a Director has a Conflict of Interest shall be determined by a simple majority of the Board and shall be final.
- l) If the Board finds that the person is not in a Conflict of Interest, the Board will then vote on the contract, transaction, matter or decision and the votes of each Director shall be recorded.
- m) Every declaration of a Conflict of Interest and the general nature thereof shall be recorded in the minutes by the Board.
- n) Where the number of Directors who, by reason of the provisions of this section, are prohibited from participating in a meeting is such that at that meeting the remaining Directors are not of sufficient number to constitute a quorum, then, notwithstanding any other provision in this By-law, the remaining number of Directors shall be deemed to constitute a quorum, provided such number is not less than three (3).
- o) Where, in the circumstances mentioned in the preceding paragraph, the remaining number of Directors who are not prohibited from participating in the meeting is less than three (3), the Chair of the Board may apply to the Superior Court of Justice on an ex parte basis for an Order authorizing the Board to give consideration to, discuss and vote on the matter out of which the interest arises, or such other relief as the Court may consider appropriate.
- p) This process shall also apply to any meeting of the Executive Committee.

5.4 *Confidentiality*

- a) Every Director, Officer and employee of the Corporation shall respect the confidentiality of any and all matters and information brought before the Board, keeping in mind that unauthorized statements could adversely affect the interests of the Corporation.
- b) The Chair of the Board is responsible for Board communications and 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 the Chair determines appropriate for disclosure to the media.

5.5 *Honorary Board Members*

- a) Past Chairs may be appointed by resolution of the Board to be Honorary Members and Honorary Directors.
- b) The length of time of the term shall be at the discretion of the Board.
- c) Honorary Directors may attend Board meetings but shall not be eligible to vote.
- d) The Governance Committee of the Board will be responsible and take ownership for formulating any recommendations to the Board as a whole for Honorary Members.

5.6 *Resignation by or Removal of a Director*

- a) A Director may resign by communicating in writing to the Secretary, which resignation shall be effective at the time it is received or at the time specified in the notice, whichever is later.
- b) A Director may be removed from the Board where such Director has failed to abide by the By-Law of the Corporation, any applicable act or regulations, the policies established by the Board and/or is found not to be carrying out his/her responsibilities as a Director.
- c) If a Director is absent for three (3) consecutive meetings of the Board, or if a Director is absent for one-third (1/3) or more of the meetings of the Board in any twelve (12) month period, the Board may declare this seat vacant.
- d) Each Committee Chair shall be responsible for monitoring the attendance of Directors and, should an issue arise regarding a Director's attendance, the Committee Chair shall advise the Board Chair of said issue.

Article 6 - Responsibilities of the Board

6.1 *Board Responsibilities*

The Board shall govern the affairs of the Corporation and:

- a) establish procedures for monitoring compliance with the requirements of the *Public Hospitals Act*, the Hospital Management Regulation thereunder, the By-Laws and policies of the Hospital and other applicable legislation;

- b) establish, on an annual basis, Board goals and objectives to ensure the effective and efficient governance of the Hospital;
- c) establish specific Board policies which will provide the general framework within which the Chief Executive Officer, the Medical Advisory Committee, the Professional Staff and the Hospital staff will establish subsidiary policies and procedures for the management of the day-to-day processes within the Hospital;
- d) establish specific Board policies which will provide the general framework within which the Chief Executive Officer will manage the Corporation;
- e) choose the Chief Executive Officer, delegate responsibility and concomitant authority to the Chief Executive Officer for the operation of the Hospital and require accountability to the Board;
- f) annually conduct the Chief Executive Officer's formal performance evaluation and set his goals and objectives for the coming year;
- g) revoke or suspend the appointment of the Chief Executive Officer;
- h) establish the selection process for the Chief of Staff and appoint the Chief of Staff;
- i) annually conduct the Chief of Staff's formal performance evaluation and review and approve his compensation and set his goals and objectives for the coming year;
- j) delegate responsibility and authority to the Chief of Staff for the supervision of the practice of the Professional Staff and require accountability to the Board;
- k) revoke or suspend the appointment of the Chief of Staff;
- l) appoint and re-appoint Physicians, Dentists, Midwives and registered nurses in the extended class to the Professional Staff 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 communities, in accordance with legislative and by-law requirements;
- m) review regularly 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;
- n) review on a regular basis the role and responsibility of the Hospital to its community in relation to the provision, within the means available, of appropriate types and amounts of services;
- o) ascertain that methods are established for the regular evaluation of the quality of care, and that all Hospital services are regularly evaluated in relation to generally accepted standards, and require accountability on a regular basis;
- p) ensure that an occupational health and safety program, health surveillance program and an organ donation program is established and require accountability on a regular basis;
- q) ensure that the Hospital staff and the Professional Staff develop plans to deal with emergency situations that result in a greater than normal demand for services including but not limited to an emergency preparedness program and a fire safety program, and require accountability on a regular basis;

- r) ensure that staff are represented on appropriate Hospital committees, including but not limited to the Fiscal Advisory Committee and any other committee requiring participation under the Hospital Management Regulation;
- s) ensure that policies are in place to facilitate organ procurement and donation;
- t) ensure that the By-Law for the Hospital is reviewed periodically in accordance with the objects of the Corporation and the *Public Hospitals Act* and any other relevant legislation;
- u) approve and monitor the strategic plan for the Corporation;
- v) set the annual budget for the Hospital;
- w) recruit individuals as Directors who are knowledgeable, skilled, committed and representative of the community;
- x) evaluate its own performance in relation to its responsibilities and periodically review and revise governance policies, processes and structures as appropriate;
- y) ensure an environment of the Board which encourages open and frank discussion and respect for the expression of different viewpoints; and
- z) be committed to an effective board orientation program and a continuing education of the members of the Board.

6.2 *Duties & Responsibilities of Every Director*

A 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.

6.3 In contributing to the achievement of responsibilities of the Board as a whole, each Director shall:

- a) adhere to the Hospital's mission, vision and values;
- b) work positively, cooperatively, and respectfully as a member of the team with other directors and with the Chief Executive Officer;
- c) respect and abide by Board decisions;
- d) serve on at least one standing Committee;
- e) complete the necessary background preparation in order to participate effectively in meetings of the Board and its Committees;
- f) keep informed about 1) matters relating to the Corporation, 2) the community, and 3) other healthcare service providers in the area;
- g) participate in the initial orientation as new Director and in ongoing Board education;
- h) participate in the annual evaluation of overall Board effectiveness; and
- i) represent the Board when requested.

Article 7 - Indemnification

7.1 Indemnity

Every Director or Officer of the Hospital and every member of a Committee, and his 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 which is brought, commenced or prosecuted against him, for or in respect of any act, deed, matter or thing whatsoever, made, done or permitted by him, in or about the execution in good faith of the duties of his office; and
- b) all other costs, charges and expenses that he sustains or incurs in or about or in relation to the affairs thereof, except such cost, charges or expenses as are occasioned by his own willful neglect or default.

The indemnity herein before provided shall not apply to any liability which a Director, Officer of the Corporation, or member of a Committee of the Hospital may sustain or incur as a result of an act or omission as a member of the Professional Staff.

7.2 Insurance

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.

Article 8 - Regular Meetings of the Board

- 8.1 The Board shall meet at such place, time and date as the Board may from time to time determine. At the September meeting of the Board, the Board shall set a schedule of regular Board meetings for the year.
- 8.2 There shall be at least nine (9) regular meetings of the Board per annum.
- 8.3 A special meeting of the Board may be held without notice immediately following the Annual Meeting of the Corporation.
- 8.4 Hospital personnel may participate at meetings of the Board only upon the invitation of the Chair.
- 8.5 Rules for allowing guests, members of the public and media at Board meetings shall be governed by Board policy.

Article 9 - Chair

The Chair of a meeting of the Board shall be:

- a) the Chair of the Board;
- b) the Vice-Chair of the Board if the Chair of the Board is absent; or
- c) a Chair elected by the Directors present if the Chair of the Board and Vice-Chair of the Board are absent.

Article 10 - Special Meetings of the Board

- 10.1* The Chair of the Board may call special meetings of the Board.
- 10.2* The Secretary of the Board shall call a meeting of the Board if five (5) Directors so request in writing.
- 10.3* Notice of a special meeting of the Board shall specify the purpose of the meeting, may be given in person or by telephone, and shall be given at least twenty-four (24) hours in advance of the meeting.

Article 11 - Vacancy

- 11.1* If a vacancy occurs at any time among the Directors, howsoever caused, such vacancy may be filled by a qualified person elected by the Board, considering the advice of the Governance Committee, to serve until the next annual meeting.
- 11.2* At the next annual meeting in addition to the election of Directors to fill the vacancies caused by expiry of Directors' terms, the meeting shall elect an additional Director to fill the unexpired term created by any vacancy referred to in section 11.1.

Article 12- Officers

- 12.1* The Directors shall elect a President and a Vice-President, a Secretary and Treasurer (each, an "Officer") from among themselves at the meeting immediately following each annual meeting of the Corporation. The President and Vice-President shall hereinafter be referred to as Chair and Vice-Chair.
- 12.2* Except for the Secretary and the Treasurer, no Director may hold the same office for more than two (2) years; provided, however, that following a break in the continuous service of at least one (1) year, the same person may be re-elected or appointed as an Officer. No Director may serve as Treasurer for more than three (3) years; provided, however, that following a break in the continuous service of at least one (1) year, the same person may be re-elected or appointed as Treasurer.
- 12.3* Special term Directors appointed under section 5.1b) and ex-officio Directors appointed under section 5.1c) are ineligible for election as Chair or Vice-Chair.
- 12.4* The Chief Executive Officer may be appointed Secretary.

- 12.5 The Officers of the Corporation shall be responsible for the duties set forth in the By-law 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.
- 12.6 Any Officer of the Corporation shall cease to hold office upon resolution of the Board.
- 12.7 The duties of the Officers shall be set out in a policy of the Board.

Article 13- Quorum

A quorum for any meeting of the Board or Committee of the Board shall be a majority of members entitled to vote.

Article 14 - Committees of the Board

- 14.1 At the first regular meeting of the Board following the annual meeting, the Board shall appoint the following standing Committees and name the Chair of each Committee where necessary:
- a) Executive Committee
 - b) Audit/Finance Committee
 - c) Governance Committee
 - d) Community Linkages Committee
 - e) Joint Conference Committee
 - f) Medical Advisory Committee
 - g) Fiscal Advisory Committee
 - h) Quality Improvement (Board Quality) Committee.
- 14.2 The Board may appoint additional voting members to Committees who are not Directors (“Community Representatives”). Participation by a Community Representative is conditional on the individual signing an acknowledgement that the Community Representative:
- a) is a fiduciary of the Corporation that appointed him and must place the best interests of that the Corporation above his own best interests;
 - b) has read and understood the conflict of interest and confidentiality requirements of this By-Law, which apply to all Community Representatives; and
 - c) agrees to participate in the board orientation program, in keeping with Board policy.
- 14.3 The Board may at any meeting appoint a special Committee and name the Chair of that committee.
- 14.4 Any member of a Committee shall cease to be a member of that Committee on resolution of the Board.

14.5 The terms of reference of all standing Committees other than the Executive Committee and the Medical Advisory Committee are contained in a policy of the Board.

Article 15 - Executive Committee

15.1 The Executive Committee shall consist of:

- a) the Chair of the Board;
- b) the Chief Executive Officer;
- c) the Chief of Staff;
- d) the Vice-Chair;
- e) the immediate Past Chair, if applicable; and
- f) the Treasurer.

The Chair of the Board will chair this Committee.

15.2 The Committee shall:

- a) establish, maintain and evaluate structures and processes which will improve Board functioning;
- b) be responsible for orientation and education of new Board members and on-going education of existing Board members;
- c) review By-laws and governance policies and recommend changes;
- d) develop performance indicators and implement monitoring practices to evaluate the performance of the Board and Board members; and
- e) exercise the full powers of the Board in all matters of administrative urgency, reporting every action at the next regular meeting of the Board.

This Committee shall meet at the call of the Chair.

Article 16 - Medical Advisory Committee

16.1 The Medical Advisory Committee shall consist of:

- a) the Chief of Staff, who shall be Chair;
- b) the Chiefs of Departments;
- c) the President of the Medical Staff;
- d) the Vice-President of the Medical Staff;
- e) the Secretary of the Medical Staff;
- f) the Chief Executive Officer, who shall attend meetings without a vote; and
- g) the Vice-President, Patient Care Services, who shall attend meetings without a vote.

16.2 The Medical Advisory Committee shall:

- a) elect a Secretary from among themselves;
- b) perform the functions as set out in the Hospital Management Regulations of the *Public Hospitals Act* which shall include:
 - i) the appointment of committees as required for the supervision, review and analysis of all Professional Staff clinical work in the Hospital;
 - ii) naming the Chair of each of the committees and ensuring that each committee functions as required and keeps minutes of its meetings; and
 - iii) reviewing and acting as required upon the report of each of its committees.

16.3 The Medical Advisory Committee shall:

- a) review the report of the Credentials Committee;
- b) in considering a recommendation from the Credentials Committee for appointment to the Professional Staff, review:
 - i) the requirement of the Hospital for the appointment;
 - ii) the impact the appointment would have on available Hospital and community resources; and
- c) in recommending an appointment, specify the Privileges which the applicant be granted.

16.4 The Medical Advisory Committee shall develop a Professional Staff human resources plan.

16.5 The Medical Advisory Committee shall, through the Chief of Staff, advise the Board on:

- a) medical quality assurance;
- b) education;
- c) clinical role of the Professional Staff of the Hospital;
- d) the status of the Professional Staff human resources plan; and
- e) advise the Board of any matters referred to it by the Board.

16.6 The Medical Advisory Committee shall meet at the call of the Chair at least ten (10) times per year and keep minutes of the meetings.

16.7 The Medical Advisory Committee shall inform the Medical Staff at each regular meeting of any business transacted by the Medical Advisory Committee and refer those items that require discussion and approval by the Medical Staff.

16.8 The Medical Advisory Committee shall advise and cooperate with the Board and the Chief Executive Officer in all matters pertaining to the professional, clinical, and technical services.

Article 17- Chief Executive Officer

17.1 The Chief Executive Officer shall be appointed by the Board.

17.2 The duties of the Chief Executive Officer shall be set out in Board policy.

Article 18 - 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 to the destruction of medical records, notes, charts thereof in accordance with the *Public Hospitals Act* and Regulations.

Article 19 - Bonding - Fidelity Insurance

19.1 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.

19.2 The requirements of subsection 19.1 may be met by an alternative form of employee fidelity insurance such as, but not limited to, a blanket position bond, a commercial blanket bond, or a comprehensive dishonesty, disappearance and destruction policy at the discretion of the Board.

19.3 The Corporation shall pay the expense of any fidelity bond or policy secured under subsections 19.1 or 19.2.

Article 20 - Banking and Borrowing

Subject to the *Public Hospitals Act*:

20.1 The Chair or Vice-Chair of the Board, and the Treasurer or Chief Executive Officer jointly or by such person or persons who may be authorized from time to time by resolution of the Board, are hereby authorized for and in the name of the Corporation:

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

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

- a) to negotiate with, deposit with, endorse or transfer to a bank, but for the credit of the Corporation only, all or any bills of exchange, promissory notes, cheques or orders for the payment of money and other negotiable paper;
- b) from time to time arrange, settle, balance and certify all books and accounts between the Corporation and the Corporation's bank;
- c) to receive all paid cheques and vouchers; or
- d) to sign the bank's form of settlement of balances and release.

Article 21 - Signing Officers

Contracts, documents or instruments in writing requiring the signature of the Corporation may be signed by:

- a) those individuals authorized by policy of the Board; or
- b) such other person(s) authorized by the Board, from time to time.

Article 22 - Investments

The Board may invest in any investments that are authorized by the Corporation's investment policy.

Article 23 - Donations

- 23.1 The Secretary shall keep copies of all testamentary documents and trust instruments by which benefits are given, bequeathed or devised to or to the use of the Corporation.
- 23.2 No benefit given, devised or bequeathed 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 the Board's investment policy.
- 23.3 The Secretary shall by registered letter give written notice to the Public Trustee of the benefits coming control of possession of the Corporation and the notice shall be accompanied by an attested or notarial copy of the testamentary or trust document.

Article 24 - Auditors

- 24.1 The Corporation shall at its annual meeting, appoint an auditor who shall not be a member of the Board or Officer or employee of the Corporation or a partner or employee of any such person, who is duly licensed under the provisions of the Public Accountancy Act, to hold office until the next annual meeting of the Corporation.
- 24.2 The auditor shall have all the rights and privileges as set out in the Act of Ontario and shall perform the audit function as prescribed therein.
- 24.3 In addition to making the report at the annual meeting of the Corporation, the auditor shall from time to time report through the Audit/Finance Committee to the Board on the audit work with any necessary recommendations.

Article 25- Programs

25.1 The Board shall ensure that the following programs are established:

- i) Occupational Health and Safety Program;
- ii) Health Surveillance Program;
- iii) Emergency Preparedness Program; and
- iv) Organ Donation Program.

25.2 The Chief Executive Officer shall designate the person responsible for each of the programs stated above.

25.3 The Chief Executive Officer shall report to the Board as necessary on matters with respect to the programs stated above.

Article 26 - Occupational Health And Safety Program

The Occupational Health and Safety Program 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.

Article 27 - Health Surveillance Program

The Health Surveillance Program shall:

- a) be in respect to all persons carrying on activities in the Hospital; and
- b) include a communicable disease surveillance program which shall with respect to a particular communicable disease include the test examinations set out in any applicable communicable disease surveillance protocol published jointly by the OHA and the OMA for that disease and approved by the Minister.

Article 28 - Fire Safety Program

The Fire Safety Program shall ensure that:

- a) a fire emergency plan is in place;
- b) fire prevention safeguards and devices are installed and properly maintained; and
- c) all staff are appropriately trained in fire prevention, fire safety and patient evacuation.

Article 29 - Emergency Preparedness Program

The Emergency Preparedness Program shall include the development and regular review of plans to deal with:

- a) emergency situations that could place a greater than normal demand on services provided by the Hospital or disrupt the normal hospital routine,
- b) the failure to provide services by persons who ordinarily provide services in the Hospital.

Article 30 - Organ Donation

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

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

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

Article 31 - Participation of Nurses on Committees

31.1 A staff nurse elected or selectively appointed in accordance with these By-laws and/or Board Policies and Procedures, and a nurse who is a manager appointed in accordance with Board Policies and Procedures shall be a member, with full voting privileges, of those committees, approved by Board Policy to have nurse representation, that deals with the following:

- a) Nurses' Clinical Practice
- b) Utilization Review
- c) Total Quality Management
- d) Hospital Planning Process - Financial-Operational, etc.
- e) Occupational Health and Safety - Health Surveillance
- f) Nurses' Peer Review - Audit, Medication Incident, etc.
- g) Medical Staff matters at designated Medical Staff Committee level.
- h) Any other matter as the Board may deem advisable.

31.2 Election of Staff Nurses

- a) There shall be an annual meeting of the staff nurses.
- b) A Nominating Committee shall be elected by staff nurses at each annual meeting of the staff nurses and shall consist of three (3) staff nurses.
- c) The Nominating Committee shall receive nominations before the annual meeting of the staff nurses, post in a public area, a list of the names of those staff nurses who are nominated to the various Hospital committees that require nursing participation.
- d) The Nominating Committee shall call for any further nominations to be made in writing to the chair of the Nominating Committee within fourteen (14) days after the posting of the names referred to in subsection 31.2(c).

- e) These further nominations shall be signed by two (2) staff nurses.
- f) These nominations shall be posted alongside the list referred to in subsection 31.2(c).
- g) All nominees shall have signified in writing on the Nomination Form, acceptance of the nomination.
- h) Elections of staff nurses to the various committees in the Hospital that require nursing participation shall be conducted at each annual meeting of the staff nurses.

31.3 Failure to Elect a Staff Nurse and Vacancies

- a) Where the election process for staff nurses has been carried out and no staff nurse is elected, the Board may appoint a staff nurse to be a member of such committee.
- b) Where a duly elected staff nurse resigns his or her seat on a committee, or is unable to complete his or her term for any reason, the Board may appoint the staff nurse with the next highest number of votes, or appoint a staff nurse to complete the term.

31.4 Election or Appointment of Nurses Who are Managers

- a) 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.