



HEADWATERS HEALTH CARE CENTRE BY-LAWS

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HEADWATERS HEALTH CARE CENTRE

GENERAL OPERATING BY-LAW NO. 1

PREAMBLE

WHEREAS it is the intent of the Headwaters Health Care Centre (referred to hereafter as the “Corporation”) to operate Hospitals to serve the Communities of the County of Dufferin, Town of Caledon in the Regional Municipality of Peel, the Township of Adjala-Tosorontio in the County of Simcoe, the Township of Southgate in the County of Grey, and the Town of Erin in the County of Wellington;

AND WHEREAS the mission of the Corporation is to improve the quality of life for our community by offering access locally to health care services in a caring, welcoming and professional way;

AND WHEREAS the Board of Directors of the Corporation deems it expedient that all former Bylaws of the Corporation be repealed, save and except for Bylaw No. 2, and replaced by a new General Operating Bylaw No. 1;

NOW THEREFORE be it enacted that the following General Operating Bylaw No. 1 be enacted as the General Operating Bylaw of the Corporation.

ARTICLE 1- DEFINITIONS AND INTERPRETATION

1.1 Definitions

In this By-Law, the following words and phrases shall have the following meanings, respectively:

- (a) “Act” means the Corporations Act (Ontario), and where the context requires, includes the Regulations made under it;
- (b) “Application” means the application for membership prescribed by the Board;
- (c) “Associates” means the parents, siblings, spouse or common law partner or child of a Director, and includes any organization, agency, company, or individual (such as a business partner) with a formal relationship to a Director;
- (d) “Board” means the Board of Directors of the Corporation;
- (e) “Board-Appointed Professional Staff” means a member of the medical, mental, midwifery and Extended Class Nursing staff to whom the Board grants the privilege of attending patients in the Hospital (hereinafter the “Professional Staff”);
- (f) “By-Law” means any By-Law of the Corporation from time to time in effect;

- (g) “President and Chief Executive Officer” means, in addition to ‘administrator’ as defined in section 1 of the *Public Hospitals Act*, the President and Chief Executive Officer of the Corporation;
- (h) “Chief Financial Officer” means the senior employee, responsible to the President and Chief Executive Officer for the treasury and controllership functions in the Hospital;
- (i) “Chief Nursing Officer” means the senior employee responsible to the Chief Executive Officer for the nursing facilities in the Hospital;
- (j) “Chief of a Department” means a member of the Professional Staff appointed by the Board of Directors to be responsible for the professional standards and quality of medical care rendered by the members of his/her department;
- (k) “Chief of Staff” means the member of the Medical Staff appointed by the Board of Directors to be responsible for the professional standards of the Professional Staff, and the quality of professional staff care rendered at the Hospital;
- (l) “College” means, as the case may be, the College of Physicians and Surgeons of Ontario, the Royal College of Dental Surgeons of Ontario, the College of Nurses of Ontario, and/or the College of Midwives of Ontario;
- (m) “Conflict of Interest” includes, without limitation, the following three areas that may give rise to a Conflict of Interest for the Directors of the Corporation, namely:
 - (i) 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, gifts, favours, gratuities, or other special considerations;
 - (ii) Undue Influence - participation or influence in Board decisions that selectively and disproportionately benefit particular agencies, companies, organizations, 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 ; or
 - (iii) Adverse Interest - A Director is said to have an adverse interest to the Corporation when he/she is a party to or has an interest in a claim, application or proceeding against the Corporation;
- (n) “Corporation” means the Headwaters Health Care Centre;
- (o) “Department” or “department” means an organizational unit of the Professional Staff to which members with a similar field of practice have been assigned;

- (p) “Director” means a member of the Board;
- (q) “Excellent Care for All Act” means the *Excellent Care for All Act* (Ontario) and where the context so requires, the regulations thereunder;
- (r) “ex-officio” means membership “by virtue of the office”;
- (s) “Impact Analysis” means a process to assess the clinical and financial implications of a potential appointment to the Professional Staff;
- (t) “Medical Staff” means those Physicians who are appointed by the Board and who are granted privileges to practice medicine in the Hospital;
- (u) “Member” means member of the Corporation;
- (v) “Nurse in the Extended Class” means a nurse in the extended class as certified by the College of Nurses of Ontario and who has been granted privileges by the Hospital;
- (w) “Patient” or “patient” means, unless otherwise specified, any in-patient, out-patient or other patient of the Corporation;
- (x) “Person” means and includes any individual, corporation, partnership, firm, joint-venture, syndicate, association, trust, government, government agency, board, commission or authority, or any other form of entity or organization;
- (y) “Privileges” mean those rights or entitlements conferred upon a physician, dentist, midwife or Nurse in the Extended Class at the time of appointment or re-appointment;
- (z) “Professional Staff” means the Medical Staff, Dental Staff, Midwifery Staff and members of Extended Class Nursing Staff who are not employees of the Corporation.
- (aa) “Professional Staff Officers” means the President, Vice President and Secretary/Treasurer of the Professional Staff ;
- (bb) “Professional Staff Rules” means provisions approved by the Board concerning the practice and professional conduct of the members of the Professional Staff;
- (cc) “Public Hospitals Act” means the *Public Hospitals Act* (Ontario), and, where the context requires, includes the Regulations made under it;
- (dd) “Regional Affiliate” means a speciality physician with active staff privileges at another health care facility that provides speciality services to patients at Headwaters Health Care Centre;
- (ee) “Restricted Person” means:

- (i) any Professional Staff member other than members of the Medical Staff appointed to the Board pursuant to the *Public Hospitals Act*;
 - (ii) any employee other than the President and Chief Executive Officer; and/or
 - (iii) any spouse, dependent child, parent, or sibling of an employee or member of the Professional Staff.
- (ff) “Special Resolution” means a resolution passed and confirmed with or without variation by at least a two-thirds (2/3) of the votes cast at a general meeting of the Members of the Corporation, an annual meeting of the Corporation or meeting of the Board.

1.2 Interpretation

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

- (a) all terms which are contained in this By-Law of the Corporation and which are defined in the *Act*, the *Public Hospitals Act*, the *Excellent Care for All Act*, or the Regulations made thereunder, shall have the meanings given to such terms in the *Act*, *Public Hospitals Act*, *Excellent Care for All Act* or the Regulations thereunder;
- (b) the use of the singular number shall include the plural and vice versa, the use of any gender shall include the masculine, feminine and neuter genders;
- (c) the headings used in the By-Law are inserted for reference purposes only and are not to be considered or taken into account in construing the terms or provisions thereof or to be deemed in any way to clarify, modify or explain the effect of any such terms or provisions; and
- (d) any references herein to any law, by-law, rule, regulation, order or act of any government, governmental body or other regulatory body shall be construed as a reference thereto as amended or re-enacted from time to time or as a reference to any successor thereto.

ARTICLE 2- MEMBERSHIP IN THE CORPORATION

2.1 Admission

- (a) 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 a resolution of the Board.

- (b) The Secretary shall maintain a list of names and addresses of the Members of the Corporation and, the list as certified by the Secretary shall be conclusive evidence of such membership as of the date of such certificate.

2.2 Membership

- (a) Annual Membership
 - (i) Subject to Section 2.1, a person is eligible to be an Annual Member where he/she pays to the Corporation the annual membership fee for individuals, in an amount to be determined from time to time by resolution of the Board.
 - (ii) At the time of the payment of the fee in paragraph (a) above, the person must:
 - (A) be of the full age of eighteen (18) years;
 - (B) have been either a resident, employee, own property or carry on a business in the County of Dufferin, or the Town of Caledon in the Regional Municipality of Peel, or the Township of Adjala-Tosorontio in the County of Simcoe, or the Township of Southgate in the County of Grey, or the Town of Erin in the County of Wellington, for at least three (3) months immediately prior thereto;
 - (C) support and promote the objects of the Corporation as determined by the Board; and
 - (D) have completed, signed and submitted the Application as approved by the Board.
 - (iii) Any annual membership in the Corporation shall be effective from April 1st one year to March 31st in the following year.
- (b) A Member shall not be entitled to vote at any meetings of the Corporation unless the membership was approved by the Board and the membership fee was paid in full at least 60 days before any such meeting.
- (c) Save and except for persons who have previously been admitted as Members of the Corporation the total number of Restricted Persons shall not in the aggregate exceed thirty (30%) percent of the total number of persons admitted as Annual Members.

2.3 Application

Each application for a membership in the Corporation must be in a form prescribed by the Directors of the Corporation for the then current year and must be received by the Board no later

than December 31st of each year in order to be considered in time to allow the prospective applicant an opportunity to vote at the next annual meeting of the Corporation. The decision as to whether a prospective applicant will be admitted will be made by the Board in its sole discretion in accordance with Section 2.1. The Application shall contain:

- (a) The membership qualifications set out in Section 2.2 of the By-Law;
- (b) A statement by the applicant that he/she has read the membership qualifications and that he/she meets all of the requirements set forth therein; and
- (c) The applicable membership fee for the upcoming year.

2.4 Termination of Membership

A person's membership in the Corporation shall terminate upon the happening of any of the following events:

- (a) Upon the death or resignation of the Member; OR
- (b) If the Member at any time fails to meet the qualifications as set out in Section 2.2.
- (c) Where the Board passes a motion with respect to the removal of a member's membership.

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.

ARTICLE 3- ANNUAL AND SPECIAL MEETINGS OF THE MEMBERS OF THE CORPORATION

3.1 Annual General Meeting of the Members of the Corporation

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

3.2 Special Meetings of the Members of the Corporation

- (a) The Board or the Chair may call a special meeting of the Corporation.
- (b) (i) Not less than twenty-five percent (25%) of the Members of the Corporation entitled to vote at a meeting proposed to be held may, in writing, requisition the Directors to call a special meeting of the Members for any purpose connected with the affairs of the Corporation which are

properly within the purview of the Members' role in the Corporation and which are not inconsistent with the *Corporations Act* (Ontario).

- (ii) The requisition shall be deposited at the Head Office of the Corporation and may consist of several documents in like forms signed by one or more requisitioners.
- (c) Notice of a special meeting shall be given in the same manner as provided in Section 3.3. If the Directors, acting in their sole discretion, determine that the requisition meets the qualifications set out in paragraph (b) above, the Directors shall call and hold such meeting within fourteen (14) days from the date of the deposit of the requisition.
- (d) The notice of a special meeting shall specify the purpose for which it has been called.

3.3 Notice

- (a) At least ten (10) days' prior written notice of a meeting of the Members shall be given to each Member and such notice shall specify the business to be transacted at such meeting.
- (b) In lieu of the written notice required under paragraph (a) above, 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 Omission of Notice

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

3.5 Voting

- (a) At all annual or special meetings, resolutions shall be determined by a majority of affirmative votes cast by Members present at the meeting, unless otherwise required by statute or the By-laws. If there is an equality of votes, the Chair shall declare the motion lost.
- (b) Pursuant to the *Public Hospitals Act*, no Member may vote by proxy.
- (c) At any meeting, unless a poll is demanded, a declaration by the Chair of the meeting that a resolution has been carried or carried unanimously or by a

particular majority, or lost or not carried by a particular majority, shall be conclusive of the fact.

- (d) A poll may be demanded either before or after any vote by a show of hands by any person entitled to vote at the meeting. If at any meeting a poll is demanded on the election of the Chair for such meeting or on the question of adjournment, it shall be taken forthwith without adjournment. If at any meeting a poll is demanded on any other question or as to the election of Directors, the vote shall be taken by ballot in such manner as the Chair of the meeting directs. The result of a poll shall be deemed to be the resolution of the meeting at which the poll was demanded. A demand for a poll may be withdrawn.

3.6 Quorum

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

3.7 Chair of the Meeting

The Chair of a meeting of the Corporation shall be:

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

The Chair of the meeting shall not be entitled to vote, unless the vote is taken by written ballot.

3.8 Business at Annual Meetings

At each annual meeting, in addition to the other business identified by the published agenda for the meeting, the following reports, statements and actions shall be presented:

- (a) minutes of the previous annual meeting;
- (b) the report of the Chair, of the Board;
- (c) report of the Auditor including a presentation of the audited financial statements;
- (d) the report of the Chief Executive Officer;

- (e) the report of the Medical Advisory Committee;
- (f) election of Board members; and
- (g) appointment of the Auditors.

3.9 Adjourned Meeting

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

3.10 Financial Year End

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

ARTICLE 4- BOARD OF DIRECTORS

4.1 Nominations to Board

- (a) Subject to this section and all other provisions of these By-laws, nominations for election as Director at the annual meeting of the Corporation may be made only by the Governance Committee of the Board further to the Board's nominating policy as in place from time to time. For greater certainty, no nominations shall be accepted by the Members of the Corporation which are not submitted and approved by the Governance Committee.
- (b) Members of the Corporation may present candidates for nomination as a Director of the Corporation to the Governance Committee for consideration.

4.2 Board Composition

The affairs of the Corporation shall be managed by a Board eighteen (18) Directors constituted as follows:

- (a) Elected Directors:
 - (i) Twelve (12) Directors who shall be elected by the Members at the annual meeting of the Corporation.
 - (ii) One (1) Director shall be elected by the Members from persons nominated by the Headwaters Health Care Foundation.

The expiring terms shall be filled annually, for two 3 year terms, by election by the Members of the Corporation in accordance with the provisions of the By-Laws of the Corporation.

- (b) Non-voting Ex-Officio Directors
 - (i) Chief of Staff;
 - (ii) President of the Professional Staff;
 - (iii) Vice President of the Professional Staff;
 - (iv) Chief Nursing Officer;
 - (v) The President and Chief Executive Officer;

The Ex-Officio Directors shall hold office until his/her successor is appointed in accordance with the By-laws of the Corporation.

4.3 Qualification of Directors

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

4.4 Term of Office Restrictions

- (a) No person may be elected or appointed a Director for more than six (6) consecutive years of service, provided, however, that a Director completing nine years of service on the Board, may have his or her service as a Director extended so as to permit him or her to complete his or her terms as Chair and further to permit the immediate past "Chair" to serve one (1) year.
- (b) A former Director restricted by paragraph (a) above may be re-elected or re-appointed a Director following a break in the continuous service of at least one (1) year.
- (c) No Director may serve as Chair or Vice-Chair, of the Board, for longer than two (2) consecutive years in one office except where the Board determines that special circumstances warrant the continuing of an incumbent in the office for an additional period which shall not exceed two (2) additional years, provided,

however, that following a break in the continuous service of at least one (1) year the same person may be re-elected or re-appointed to any office.

4.5 Vacancy and Termination of Office

- (a) The office of a Director shall automatically be vacated
 - (i) if the Director does not, within ten (10) days after election or appointment as a Director, become a Member, or ceases to be a Member of the Corporation;
 - (ii) if the Director becomes bankrupt or suspends payment of debts generally or compounds with creditors or makes an assignment in bankruptcy or is declared insolvent;
 - (iii) if the Director is found to be a mentally incompetent person or becomes of unsound mind;
 - (iv) if the Director, by notice in writing to the Corporation, resigns office, which resignation shall be effective at the time it is received by the Secretary of the Corporation or at the time specified in the notice, whichever is later;
 - (v) if at a meeting of the Directors of the Corporation, a special resolution is passed by the Directors, removing a Director before the expiration of the Directors term of office; and
 - (vi) if the Director dies.
- (b) The office of a Director may be vacated by a simple majority resolution of the Board:
 - (i) if a Director is absent for seventy (70) percent of the meetings of the Board, in any twelve (12) month period; or
 - (ii) if a Director fails to comply with the *Public Hospitals Act*, the Act, the Corporations Letters Patent, By-Laws, Rules, Regulations, policies and procedures, including without limitation, the confidentiality and conflict of interest requirements.
- (c) If a vacancy occurs at any time among the Directors either by a resignation, by death or removal by the Directors in accordance with paragraph (a) above, or by any other cause, such vacancy may be filled by a qualified person elected by the Board to serve until the next annual meeting.
- (d) At the next annual meeting in addition to the election of Directors to fill the vacancies caused by expiry of Directors' terms, the Members shall also elect an

additional Director to fill the unexpired term created by any vacancy referred to in paragraph (a) above.

ARTICLE 5- CONFLICT OF INTEREST

- (a) Every Director who, either directly or through one of his or her Associates, has, or thinks he or she may potentially have, a Conflict of Interest shall disclose the nature and extent of the interest at a meeting of the Board in accordance with Board policy on conflicts of interest, as set from time to time.
- (b) If a Director believes that any other Director is in a Conflict of Interest position with respect to any contract, transaction, matter or decision, the Director shall have the concern recorded in the minutes in accordance with Board policy on conflicts of interest, as set from time to time.
- (c) If a Director has made a declaration of conflict of interest in compliance with this By-Law the Director is not accountable to the Corporation for any profit he/she may realize from the contract, transaction, matter or decision.
- (d) If a Director fails to make a declaration of his/her interest in a contract, transaction, matter or decision as required by this By-Law, this shall be considered grounds for termination of his/her position as a Director of the Corporation.
- (e) The failure of any Director to comply with the Conflict of Interest By-Law of the Corporation does not, in or of itself, invalidate any contract, transaction, matter or decision undertaken by the Board of the Corporation.

ARTICLE 6- PUBLIC STATEMENTS AND CONFIDENTIALITY

- (a) Every Director, officer and employee of the Corporation shall respect the confidentiality of matters brought before the Board, keeping in mind that unauthorized statements could adversely affect the interests of the Corporation.
- (b) Unless the Board withholds such authority, the Chair, or the Vice-Chair in the absence of the Chair, and the Chief Executive Officer have the authority to make statements to the news media, or public, on any matters concerning the Hospital. No other persons shall have the authority to comment to the news media or public on any matters concerning the Hospital unless authorized by the Chair or by the Chief Executive Officer.

ARTICLE 7- STANDARDS OF CARE

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

- (a) act honestly and in good faith with a view to the best interests of the Corporation; and
- (b) exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.
- (c) respect and abide by decisions of the Board;
- (d) keep informed about:
 - (i) matters relating to the Corporation,
 - (ii) the community served,
 - (iii) necessary information and background preparation so as to participate effectively in meetings of the Board and its committees, and
 - (iv) other health care services provided in the region;
- (e) participate in the initial orientation as a new Director and in ongoing Board education;
- (f) participate in the annual evaluation of overall Board effectiveness; and
- (g) represent the Board, when requested.

ARTICLE 8- RESPONSIBILITIES OF THE BOARD

The Board shall govern and manage the affairs of the Corporation consistent with the Public Hospitals Act, the Hospital Management regulations thereunder and other applicable legislation and shall be responsible to:

- (a) Ensure that quality assurance, risk management and utilization review 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 required accountability on a regular basis;
- (b) Review regularly the functioning of the Corporation and all programs and services 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;

ARTICLE 9- OFFICERS OF THE BOARD AND OF THE CORPORATION

9.1 Officers

- (a) The Board shall elect the following officers at a meeting immediately following the Annual Meeting, from among themselves:
 - (i) a Chair;
 - (ii) Vice-Chair(s) as may be appointed to the Board from time to time;
 - (iii) a Treasurer.
- (b) The President and Chief Executive Officer shall be the Secretary of the Corporation and Secretary of the Board.
- (c) Ex-Officio Directors are ineligible for election as Chair or Vice-Chair.
- (d) 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.
- (e) Any Officer of the Corporation shall cease to hold office upon resolution of the Board.

9.2 Duties of Chair

The Chair of the Board shall:

- (a) chair at all meetings of the Board;
- (b) be an ex officio member of all committees of the Board;
- (c) be responsible for the naming of Directors to committees not otherwise provided for in the By-Laws of the Corporation;
- (d) report to each annual meeting of Members of the Corporation concerning the governance and operations of the Corporation;
- (e) represent the Corporation at public or official functions; and
- (f) perform such other duties as may from time to time be determined by the Board.

9.3 Duties of the Vice-Chair

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

9.4 Duties of Treasurer

The Treasurer shall:

- (a) oversee the management of 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;
- (b) 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;
- (c) 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;
- (d) review the financial results and the budget submitted to the Finance and Audit Committee by management and submit and recommend to the Board any changes to the budget;
- (e) 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;
- (f) review financial reports and financial statements and submit same at meetings of the Board, indicating the financial position of the Hospital;
- (g) review and submit to the Board for the approval of the Board, a financial statement for the past year;
- (h) 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;
- (i) 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;
- (j) act as Chair of the Finance Committee; and
- (k) perform such other duties as determined by the Board.

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

9.5 Duties of Secretary

The Secretary shall:

- (a) attend all meetings of the Board and of Committees of the Board;
- (b) keep a record of the minutes of all meetings;
- (c) keep a roll of names and addresses of the Members;
- (d) attend to correspondence;
- (e) give such notice as required by the By-Laws of the Corporation relating to all meetings of the Corporation, the Board and its committees;
- (f) prepare all reports required under any Act or regulation of the Province of Ontario;
- (g) be the custodian of all minute books, documents and registers of the Corporation required to be kept by the provisions of the Act;
- (h) be the custodian of the seal of the Corporation;
- (i) keep copies of all testamentary documents and documents donating designated purpose funds by which benefits are given to the use of the Corporation and provide copies of same to the Office of the Public Guardian and Trustee in accordance to the provisions of the Charities Accounting Act (Ontario), and submit semi-annually a report to the Board with respect to such donations; and
- (j) perform such other duties as may be determined by the Board.

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

9.6 President and Chief Executive Officer

- (a) The President and Chief Executive Officer shall be appointed by the Board.
- (b) The President and Chief Executive Officer shall be Secretary of the Corporation and Secretary of the Board.
- (c) The duties of the President and Chief Executive Officer shall include the exercise of the authority delegated to the President and Chief Executive Officer by the Board through Board policies for the organization and operation of the Hospital and the President and Chief Executive Officer shall be accountable to the Board

for the organization accomplishment of applicable Board policies and operation of the Hospital consonant with the reasonable interpretation of Board policies.

- (d) The President and Chief Executive Officer shall be a non-voting member of the Board;
- (e) The President and Chief Executive Officer shall have a vote at any committees of the Board of which he/she is a member.
- (f) The President and Chief Executive Officer shall submit quarterly certificates to the Board in respect of the previous quarter that all wages owing to employees and source deductions relating to the employees that the Corporation is required to deduct and remit to the proper authorities pursuant to all applicable legislation, including without limitation, the *Income Tax Act* (Canada), the Canada Pension Plan (Canada), the *Unemployment Insurance Act* (Canada), and Employer Health Tax Act (Ontario), have been made and remitted to the proper authorities, and that all taxes collected pursuant to the goods and services tax and provincial sales tax have been collected and remitted to the proper authorities.
- (g) The President and Chief Executive Officer shall submit semi-annual reports to the Board on the transfer of funds and payments made by the Corporation and the compliance of such transfers and payments with such policies as may be set by the Board from time to time.
- (h) The President and Chief Executive Officer shall perform such other duties as may be determined from time to time by the Board.

ARTICLE 10- PROTECTION OF DIRECTORS AND OFFICERS

10.1 Protection of Directors and Officers

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

10.2 Pre-Indemnity Considerations

In arranging the indemnities provided for in section 10.3, or purchasing insurance provided in section 10.4, the Board shall consider:

- (a) the degree of risk to which the Director or officer is or may be exposed;
- (b) whether, in practice, the risk cannot be eliminated or significantly reduced by means other than the indemnity or insurance;
- (c) whether the amount or cost of the insurance is reasonable in relation to the risk;
- (d) whether the cost of the insurance is reasonable in relation to the revenue available; and
- (e) whether it advances the administration and management of the property to give the indemnity or purchase the insurance.

10.3 Indemnification of Officers and Directors

By action of the Board from time to time, every Director and officer of the Corporation and every member of a committee, or any other person who has undertaken, or is about to undertake, any liability on behalf of the Corporation or any corporation controlled by it, and the person's respective heirs, executors and administrators, and estate and effects, successors and assigns, shall from time to time and at all times, be indemnified and saved harmless out of the funds of the Corporation, from and against:

- (a) all costs, charges and expenses whatsoever which such Director, officer, committee member or other person sustains or incurs in or in relation to any action, suit or proceeding which is brought, commenced or prosecuted against the Director, officer, committee member or other person, for or in respect of any act, deed, matter or thing whatsoever, made, done or permitted by them, in or in relation to the execution of the duties of such office or in respect of any such liability; and
- (b) all other costs, charges and expenses which the Director, officer, committee member or other person sustains or incurs in or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by their own failure to act honestly and in good faith in the performance of the duties of office, or by other wilful neglect or default.

The Corporation shall also, upon approval by the Board from time to time, indemnify any such person in such other circumstances as any legislation or law permit or requires. Nothing in this By-Law shall limit the right of any person entitled to indemnity to claim indemnity apart from the provisions of this By-Law to the extent permitted by any legislation or law.

10.4 Insurance

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

ARTICLE 11- REGULAR AND SPECIAL MEETINGS OF THE BOARD

11.1 Regular Meetings

- (a) There shall be a minimum of five (5) regular meetings of the Board each year, at such time and place as the Board may from time to time by resolution determine.
- (b) The secretary shall provide to each Director not less than five (5) days written notice of a regularly scheduled Board meeting. The notice may be delivered, mailed or faxed.
- (c) A meeting of the Board may be held without notice immediately following the Annual Meeting.

11.2 Special Meetings

- (a) The Chair or Vice-Chair of the Board may call special meetings of the Board.
- (b) The Secretary of the Board shall call a meeting of the Board if three (3) Directors so request in writing.
- (c) Notice of a special meeting of the Board shall specify the purpose of the meeting, shall be delivered, faxed, e-mailed or telephoned to each Director at least twenty-four (24) hours in advance of the meeting.

11.3 Procedures for Board Meetings

- (a) The declaration of the Secretary or Chair that notice has been given pursuant to the By-Law, shall be sufficient and conclusive evidence of the giving of such notice.
- (b) No error or omission in giving notice for a meeting of Directors shall invalidate such meeting or invalidate any proceedings at such meeting and any Director may at any time waive notice of any such meeting and may ratify and approve any or all proceedings.
- (c) Guests may attend meetings of the Board only upon:
 - (i) invitation by the Chair of the meeting;

- (ii) invitation by the Chief Executive Officer with the approval of the Chair of the meeting; or
 - (iii) resolution of the Board.
- (d) If all the Directors present at or participating in the meeting consent and in accordance with the Board's policy on telephone meetings adopted from time to time by the Board, a meeting of Directors or a meeting of a committee of the Board may be held by such telephone, electronic or other communication facilities as permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously, and the Director or committee member participating in the meeting by those means is deemed to be present at the meeting.
- (e) Minutes shall be kept for all meetings of the Board.
- (f) Business arising at any meeting of the Board shall be decided by a majority of votes, provided that:
 - (i) except as provided by clause (ii) below, votes shall be taken in the usual way by a show of hands, in which case,
 - (A) The Chair of the meeting shall not have a vote.
 - (B) If there is an equality of votes, the Chair shall declare the motion lost.
 - (ii) votes shall be taken by written ballot if so demanded by any voting member present, in which case,
 - (A) The Chair shall have a vote.
 - (B) If there is an equality of votes, the motion is lost.
 - (iii) a declaration by the Chair that a resolution, vote or motion has been carried or defeated and an entry to that effect in the minutes shall be admissible in evidence as prima facie proof of the, fact without proof of the number or proportion of the votes recorded in favour of or against such resolution, vote or motion.

11.4 Quorum

A quorum for any meeting of the Board shall be a majority of Directors entitled to vote. The Chair shall be included, in the determination of a quorum.

11.5 Rules of Order

Any questions of procedure at or for any meetings of the Corporation, of the Board, of the Professional Staff, or of any committee, which have not been provided for in this By-Law or by the *Act* or by the *Public Hospitals Act* or Regulations thereunder, or the Professional Staff Rules and Regulations, shall be determined by the Chair in accordance with the rules of procedure adopted by resolution of the Board.

11.6 Rules

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

ARTICLE 12- COMMITTEES OF THE BOARD

12.1 Establishment of Committees

- (a) Standing Committees
 - (i) the Executive Committee,
 - (ii) the Finance and Audit Committee,
 - (iii) the Joint Conference Committee,
 - (iv) the Quality Committee,
 - (v) the Audit Committee;
 - (vi) the Governance and Nominating Committee.
- (b) The Board may establish such other Committees, including special committees and ad hoc task forces, as it determines are necessary for the execution of the Board's responsibilities.
- (c) Subject to the provisions of the By-Laws, the Chair shall appoint the Chairs of the committees of the Board and appoint the members of the committees of the Board.
- (d) The Board may appoint additional members who are not Directors to any committee of the Board except the Executive Committee 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.
- (e) Except for the Executive Committee, the Board shall encourage and promote the appointment of members who are not Directors to the standing and special

committees of the Board. The Board shall ensure that committees reflect the community the Corporation serves.

- (f) The membership formula for committees is designed on the basis of minimums and it is intended that the actual size of each committee should be determined by the need to ensure a breadth of perspectives;
- (g) The membership and purposes of the Finance and Audit Committee, and Quality Committee will meet the requirements of applicable laws.
- (h) Subject to applicable law, the Board may, by resolution, dissolve any committee at any time.
- (i) The Board Chair and Chief Executive Officer shall be ex-officio members of all committees.
- (j) Members of the Board shall chair all standing committees.
- (k) A majority of voting members of a committee shall constitute a quorum so long as at any meeting a majority of those in attendance shall be Directors.

12.2 Executive Committee

- (a) The Executive Committee shall, subject to election by the Board, consist of:
 - (i) the Chair
 - (ii) the Past Chair
 - (iii) the Vice-Chair
 - (iv) the Treasurer
 - (v) the Chief of Staff
 - (vi) two other Directors, and
 - (vii) the President and Chief Executive Officer.
- (b) The Executive Committee shall:
 - (i) exercise the full powers of the Board in all matters of administrative urgency, reporting every action at the next meeting of the Board;
 - (ii) inform and advise the Board on all property and operational matters as directed by the Board; and

- (iii) make recommendations on the purchase of any capital equipment not foreseen in the approved annual budget.

12.3 Terms of Reference

- (a) The composition and terms of reference for other standing and special committees shall be set out in Board policy.

ARTICLE 13- FINANCIAL

13.1 Bonding-Fidelity Insurance

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

13.2 Signing Officers

The Board maybe from time to time establish by policy signing authority on behalf of the Corporation and may direct, by resolution, the manner in which and the person or persons by whom any particular instrument or class of instruments may or shall be signed. Any signing officer may affix the corporate seal thereto.

13.3 Banking and Borrowing

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

- (iv) from time to time, to borrow money from the Bank;
- (v) to transact with the said Bank any business which they may think fit;
- (vi) to negotiate with, deposit with, endorse or transfer to the 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;
- (vii) from time to time, to arrange, settle, balance, and certify all books and accounts between the Corporation and the Bank designated by the Board under paragraph 13.3(a) above;
- (viii) to receive all paid cheques and vouchers; and
- (ix) to sign the Bank's form of settlement of balance and release.

13.4 Seal

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

13.5 Investments

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

13.6 Endowment Benefits

- (a) No benefit given in trust to or for 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 Section 13.5(a) above
- (b) 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.
- (c) The Secretary shall give notice to the Office of the Public Guardian and Trustee, in accordance with the terms of the *Charities Accounting Act* (Ontario), of the benefits referred to in paragraph (b) above which comes into the control or possession of the Corporation.

- (d) The Corporation shall apply any trust funds of the Corporation only to the designated purpose(s) for which such funds were intended. Under no circumstances shall the Corporation transfer any funds held in trust by the Corporation to any other individual or entity, unless such transfer complies with all applicable law, including without limitation, the *Charities Accounting Act* (Ontario) and the *Trustee Act* (Ontario).
- (e) The Secretary shall at least semi-annually provide an accounting to the Board with respect to all funds held in trust by the Corporation.

13.7 Auditor

- (a) The Corporation shall at its Annual Meeting appoint an auditor who shall not be a member of the Board or an officer or employee of the Corporation or a business partner or employee of any such person, and who is duly licensed under the provisions of the *Public Accountancy Act* (Ontario), to hold office until the next Annual Meeting of the Corporation.
- (b) The Auditor shall have all the rights and Privileges as set out in the *Act* and shall perform the audit function as prescribed therein.
- (c) In addition to making the report at the Annual Meeting of the Corporation, the Auditor shall from time to time report through the Audit Committee to the Board on the audit work with any necessary recommendations.

ARTICLE 14- VOLUNTARY ASSOCIATIONS

14.1 Authorization

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

14.2 Purpose

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

14.3 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.

14.4 Auditor

- (a) Each unincorporated voluntary association shall have its financial affairs reviewed for the purposes of assuring reasonable internal control.

- (b) The auditor for the Corporation shall be the auditor for the voluntary association(s) under this section.

ARTICLE 15- PROFESSIONAL STAFF

15.1 The Professional Staff Portion of the By-laws

These By-laws shall:

- (a) govern the appointment, organization, duties and responsibilities of the Professional Staff;
- (b) define the relationship and responsibilities of the Professional Staff to the Management and Board; and
- (c) outline how the requirements of the *Public Hospitals Act* and its regulations are put into force.

15.2 Purpose of the Professional Staff Portion of the By-law

The purposes of the Professional Staff portion of the By-laws are:

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

15.3 Purpose of the Medical Staff Organization

The purposes of the Medical Staff Organization are:

- (a) to ensure input and advice with respect to the delivery of quality medical care to patients by the Medical Staff;
- (b) to ensure a process whereby the members of the Medical Staff participate through the receipt of information and through input in the Hospital's planning, policy setting and decision making; and
- (c) to maintain and support the rights and privileges of the Medical Staff

15.4 Clinical Services Resource Plan

- (a) The Medical Advisory Committee will recommend to the Board for approval, on an annual basis, a Clinical Services Resource Plan for each department of the Professional Staff, as recommended by the chief of the clinical department with the advice of the Administration of the Hospital, having considered the input of the members of the Professional Staff in the department, and subject to available resources. This plan will be consistent with the strategic directions of the Hospital as established by the Board, and the *Public Hospitals Act*, Section 44(2) regarding cessation of services.
- (b) Each department's Clinical Services Resource Plan shall include:
 - (i) a recruitment plan, which shall include an impact analysis;
 - (ii) reasonable on-call requirements for members of the Professional Staff of the department;
 - (iii) a process for equitably distributing resources to the members of the Professional Staff within the department;
 - (iv) a process for making decisions with respect to changes in department resources; and
 - (v) a dispute resolution process regarding decisions made under subsection (iv) above.

15.5 Appointment

- (a) The Board shall appoint annually a Professional Staff for the Corporation;
- (b) The Board shall establish from time to time criteria for appointment to the Professional Staff along with the form of application and reapplication after considering the advice of the Medical Advisory Committee.
- (c) In making an appointment or reappointment to the Professional Staff, the Board shall consider the recommendation of the Medical Advisory Committee, the Corporation's Clinical Services Resource Plan, the strategic direction of the

hospital, available human, physical and financial resources and whether there is a need for the services in the community;

- (d) The Board shall grant privileges to members of the Professional Staff upon the recommendation of the Medical Advisory Committee;
- (e) Where the Board determines that the Hospital shall cease to provide a service or the Minister directs the Hospital to cease to provide a service, the Board may:
 - (i) refuse the application of a member for appointment or reappointment to the Professional Staff;
 - (ii) revoke the appointment of any member; and
 - (iii) cancel or substantially alter the privileges of any member as long as such determination relates to the termination of the service.

15.6 Application for Appointment to the Professional Staff

- (a) An application for appointment to the Professional Staff shall be processed in accordance with the provisions of this By-law; the Professional Staff Rules and Regulations; and where applicable, the Public Hospitals Act.
- (b) On request, the President & Chief Executive Officer shall supply a copy of the By-laws, the Professional Staff Rules and Regulations, and the Public Hospitals Act to each applicant who expresses in writing the intention to apply for appointment to the Professional Staff.
- (c) An applicant for appointment to the Professional Staff shall submit to the President & Chief Executive Officer on the prescribed forms, one original written application and one copy of the application, together with a consent for release of the required information.
- (d) Each application shall contain:
 - (i) a statement by the applicant that he or she has read and will abide by the Public Hospitals Act and its regulations, these By-laws and the Rules and Regulations of the Professional Staff and policies of the Hospital, and the Mission Statement of Hospital.
 - (ii) an undertaking that, if the applicant is appointed to the Professional Staff, the applicant will provide the agreed upon services to the Hospital and will act in accordance with the Public Hospitals Act, the regulations thereunder, the By-laws, Rules and Regulations and policies of the Hospital, and the Mission Statement of the Hospital, all as currently established or amended or revised from time to time;

- (iii) a current, certificate of Professional Conduct (physicians), certificate of registration (dentists and midwives) or annual registration payment card (registered Nurse in the Extended Class) and a signed consent which shall include but not be limited to authorizing any college to provide:
 - (A) a report on any action taken by its disciplinary or fitness to practice committee;
 - (B) a report on whether the applicant's privileges have been curtailed or cancelled by the college or by another hospital because of incompetence, negligence or any act of misconduct;
- (iv) reports on experience, competence and conduct including:
 - (A) a report from the Chief of Staff or Chief of Department in the last hospital in which the applicant held an appointment;
 - (B) if the applicant has completed training within the past five years, a report from the director or head of the program in which the applicant has completed training;
 - (C) the President & Chief Executive Officer of the last hospital where the applicant held privileges;
- (v) an up-to-date curriculum vitae, including a record of the applicant's professional education, post-graduate training, history of academic and professional career, institutional positions and committee memberships and continuing medical education;
- (vi) evidence of current immunization status, including all testing as prescribed by the Professional Staff Rules and Regulations, policy of the Hospital;
- (vii) evidence of medical practice liability insurance coverage satisfactory to the Board and appropriate to the scope and nature of the intended practice;
- (viii) a recital and description of pending or completed disciplinary actions, competency investigations, previous or ongoing performance reviews, and details with respect to prior privileges disputes with other hospitals regarding appointment, re-appointment, change of privileges, or mid-term suspension or revocation of privileges;
- (ix) information of any civil suit related to professional practice where there was a finding of negligence or battery or settlement in favour of a claimant;
- (x) information regarding any criminal proceedings or convictions involving the applicant which may impact the applicant's ability to practice;

- (xi) information regarding the applicant's health, including any impairments, medical conditions, diseases or illnesses that the applicant believes may impact on the applicant's ability to practice in accordance with the Privileges and Procedures requested, along with authorization to the treating health professional to release relevant information to the Chief of Staff, such information as released by a treating health professional to not form part of the applicant's credentialing file;
 - (xii) a list of Privileges which the applicant is requesting;
 - (xiii) a list of three (3) current, appropriate references;
 - (xiv) an undertaking, in writing, that the applicant understands the requirements for accepting clinical and administrative responsibilities as requested by the Board following consultation with the MAC and/or Department Chief;
 - (xv) an undertaking, in writing, that if appointed, the applicant will abide by the Hospital's policies as related to confidentiality of Patient information and confidential Hospital matters. No member will make statements on behalf of the Hospital to the news media or public without the express authority of the President & Chief Executive Officer or delegate.
- (e) Each applicant may be required to visit the Hospital for an interview with appropriate members of the Professional Staff and the Administration.
 - (f) The President & Chief Executive Officer shall retain a copy of the application and shall refer the original application immediately to the Chief of Staff and to the Chair of the Credentials Committee.

15.7 Criteria for Appointment of Members to the Professional Staff

- (a) Only an applicant who is a registrant in good standing of the relevant college and qualified to practice medicine, dentistry, midwifery, or extended class nursing and licensed pursuant to the laws of Ontario, is eligible to be a member of and appointed to the Professional Staff of the Hospital except as otherwise provided for in this By-law.
- (b) The applicant will have:
 - (i) a current, certificate of Professional Conduct (physicians), certificate of registration (dentists and midwives) or annual registration payment card (registered Nurse in the Extended Class);
 - (ii) a demonstrated ability to provide Patient care at an appropriate level of quality and efficiency;

- (iii) a willingness to participate in the discharge of Professional Staff obligations appropriate to membership group, including without limitation, a demonstrated ability to communicate, work with, and relate to members of the administrative staff, Professional and Hospital staff, Patients and Patients' families in a co-operative and professional manner;
 - (iv) a report on, among other things, the experience, competence and reputation of the applicant from the Chief of Staff or other responsible professional Supervisor in the last Hospital in which the applicant trained or held an appointment;
 - (v) adequate training and experience for the Privileges requested;
 - (vi) in the case of a certified specialist, a report from the supervising physician in which training was completed, and/or a report from the supervising physician in which he or she last practiced;
 - (vii) evidence of practice protection coverage satisfactory to the Board;
 - (viii) a demonstrated ability to communicate and relate appropriately with Patients and Patient's relatives; and
 - (ix) the applicant's agreement to provide reasonable "on-call" coverage as required by relevant roster or schedule.
- (c) The applicant must agree to govern himself/herself in accordance with the requirements set out in the Public Hospitals Act, the Hospital Management Regulation thereunder, this By-law, the Professional Staff Rules and Regulations of the Hospital, and Hospital policies.
 - (d) The applicant must indicate to the Credentials Committee adequate control of any physical or behavioural impairment that affects skill, attitude or judgement.
 - (e) The applicant must review the Hospital's code of conduct and sign an acknowledgment of the same.
 - (f) There is a need for the services in the community and an appropriate impact analysis has been completed which confirms the Hospital's ability to provide those services.
 - (g) The individual should meet the needs of the respective department as described in a professional staff resource plan, and will be assessed on the basis of credentials and experience, and such other factors as the Board, may from time to time, consider relevant or as set out in the Rules and Regulations of the Professional Staff.

15.8 Appointment Term

- (a) Subject to Article 2, each appointment to the Professional Staff shall be for a period of not more than one year. Provided that where, within the time prescribed therefor, a member has applied for re-appointment, his or her appointment shall be deemed to continue,
 - (i) until the re-appointment is granted; or
 - (ii) where he or she is served with notice that the Board refuses to grant the re-appointment, until the time for giving notice requiring a hearing by the Appeal Board has expired and, where a hearing is required, until the decision of the Appeal Board has become final.

15.9 Processing of Application

- (a) The President & Chief Executive Officer shall refer the original application immediately to the Chief of Staff who shall keep a record of each application received and then refer the original forthwith to the Chair of the Credentials Committee, and to the Program(s) and Medical Department(s) involved.
- (b) The Chief of Department, after review with the Program Director and Clinical Director, shall review and make recommendations concerning each application for reappointment within his or her respective Department to the Credentials Committee.
- (c) The Credentials Committee shall:
 - (i) investigate each application submitted under the provisions of subsection 15.6, together with the qualifications, experience and professional reputation of the applicant; and
 - (ii) make a written report thereon to the MAC at its next regular meeting.
- (d) The MAC will receive and consider the application and report of the Credentials Committee, and send its recommendation in writing to the Board within sixty (60) days of the date of receipt by the President & Chief Executive Officer or delegate of the completed application, as outlined in the *Public Hospitals Act*. The MAC may make its recommendation to the Board later than sixty (60) days after the receipt of the application if, prior to the expiry of the sixty (60) day period, it indicates in writing to the Board and the applicant that a final recommendation cannot yet be made and includes written reasons for the delay.
- (e) Where the MAC recommends to the Board that an application for appointment not be granted, it will give written notice to the applicant and the Board of its recommendation and the applicant will be given written notice that they are entitled to written reasons for the recommendation and a hearing before the Board

pursuant to the provision of the *Public Hospitals Act* if such a hearing is required. The procedures to be followed are outlined in Schedule 1, section 5 of these By-laws.

- (f) Where the MAC recommends to the Board that an application for reappointment or any requested change in Privileges not be granted, it will give written notice to the applicant and the Board of its recommendation and the applicant will be given written notice that they are entitled to written reasons for the recommendation and a hearing before the Board pursuant to the provision of the *Public Hospitals Act* if such a hearing is required. The procedures to be followed are outlined in Schedule A, section 1 of these By-laws.
- (g) Where the MAC recommends to the Board that an application for appointment, re-appointment or requested Privileges be denied, the Board shall not consider such recommendation of the MAC until it is determined as to whether a hearing is required.
- (h) Pursuant to section 37 of the *Public Hospitals Act*, the Board may refuse to appoint an applicant to the Professional Staff.

15.10 Reappointment

- (a) Each year, the Board shall require each member of the Professional Staff to make a written application, on the prescribed form and to the Chief Executive Officer, for reappointment to the Professional Staff in the same manner as set out and prescribed under subsection 15.6 with the exception of subsections (xiii) and (iv) which requirements need not be met for reappointment.
- (b) The Chief of Department shall review and submit a written report to the Credentials Committee concerning each application for reappointment within the department. Each report shall include information concerning the knowledge and skill which has been shown by the Professional Staff member, the nature and quality of his/her work in the Hospital, including comments on the utilization of Hospital resources and the Professional Staff member's ability to function in conjunction with the other members of the Hospital's staff;
- (c) The Credentials Committee shall review and make written recommendations to the MAC concerning each application for reappointment within the Clinical Department.
- (d) The applications for reappointment to the Professional Staff shall be processed in the same manner as set out in section 15.9. For reappointment purposes, the Certificate of Professional Conduct from the College and consent to the release of information from the Registrar of the College will be required every three years.

15.11 Criteria for Reappointment to the Professional Staff

- (a) The applicant continues to meet the criteria set out at section 15.7 and provides the documentation listed in section 15.6(d) with the exception of the requirements in subsection (xiii) and (v) which need not be provided.
- (b) The applicant demonstrates an appropriate use of the Corporation's resources.

15.12 Refusal to Reappoint

Pursuant to the *Public Hospitals Act* the Board may refuse to reappoint a member of the Professional Staff. In such circumstance the rights of the member of the Professional Staff shall be those as prescribed by the *Public Hospitals Act*, where applicable or in the By-Laws and Policies of the Hospital.

15.13 Application for Change of Privileges

- (a) Where a Professional Staff member wishes to change his or her Privileges, an application shall be submitted to the MAC and the Chief of Staff listing the change of Privileges which is requested and evidence of appropriate training and competence.
- (b) The application shall be processed in accordance with the provisions of the *Public Hospitals Act* and the Regulations thereunder, and in consideration of the impact on Hospital resources of the requested change in status.
- (c) An applicant shall submit one original written application and one copy of the application to the President & Chief Executive Officer of the Corporation.
- (d) The President & Chief Executive Officer of the Corporation shall retain the copy and shall refer the original application immediately to the Chief of Staff, the Chief of Department and the Clinical Director of the appropriate Clinical Program, who shall keep a record of each application received and then refer the original application forthwith to the Chair of the Credentials Committee.
- (e) The Medical Advisory Committee is entitled to request any additional information or evidence that it deems necessary for consideration of the application for change in privileges.

15.14 Mid-Term Action Regarding Revocation/Suspension/Restriction of Privileges

- (a) Suspension/Revocation of Privileges - In circumstances where there are concerns about the conduct, performance or competence of a member of the Professional Staff, the Board may, at any time, in a manner consistent with the *Public Hospitals Act* and in accordance with the regulations thereunder, these By-Laws, the Rules and Regulations of the Professional Staff, and policies of the Hospital,

revoke or suspend any appointment of a member of the Professional Staff or revoke, suspend or restrict or otherwise deal with the Privileges of the member.

- (b) Immediate Action In Emergency Situations - In circumstances where, in the opinion of the Chief of Staff or the Chief of the relevant clinical Department, the conduct, performance or competence of a member of the Professional Staff exposes or is reasonably likely to expose Patient(s) or Staff to harm or injury and immediate action must be taken to protect the Patient(s) or Staff, and no less restrictive measure can be taken, the Chief of the Department or Chief of Staff will take action. This may require immediate and temporary suspension of the Privileges of the member of the Professional Staff with immediate notice to the President & Chief Executive Officer and the President of the Professional Staff, pending the consideration of the suspension by the MAC and the Board in keeping with the procedures outlined in Schedule 1 of these By-Laws, respecting Mid-Term Action in an Emergency Situation.

- (c) Non-Immediate Mid-Term Action - In circumstances where, in the opinion of the Chief of the relevant clinical Department, the conduct, performance or competence of a member of the Professional Staff:
 - (i) fails to comply with the criteria for annual reappointment;
 - (ii) exposes or is reasonably likely to expose Patient(s) of Staff to harm or injury; or
 - (iii) is, or is reasonably likely to be, detrimental to Patient or Staff safety or to the delivery of quality Patient care within the Hospital;
 - (iv) results in the imposition of sanctions by the professional college;
 - (v) constitutes abuse; or
 - (vi) is, or is reasonably likely to be, detrimental to the operations of the Hospital.
 - (vii) If immediate action is not required to be taken, action may be initiated in keeping with the procedures in Schedule A of these By-laws, respecting Non-Immediate Mid-Term Action.

ARTICLE 16- CATEGORIES OF PROFESSIONAL STAFF

16.1 Professional Staff

The Professional Staff shall be divided into the following categories

- (a) Active

- (b) Associate
- (c) Regional
- (d) Locum Tenens
- (e) Temporary
- (f) Honourary
- (g) Resident Staff
- (h) Term Staff
- (i) Records Only Courtesy staff

16.2 Active Staff

- (a) The Active Professional Staff shall consist of those members who have been appointed by the Board, following a period of Associate Professional Staff membership as provided for in this By-law.
- (b) All Active Professional Staff are responsible for assuring that professional care is provided to their patients in the Hospital.
- (c) All Active Professional Staff shall have admitting privileges unless otherwise specified in their appointment to the Professional Staff.
- (d) Each member of the Active Professional Staff shall:
 - (i) attend patients admitted to Hospital by the member, and undertake necessary treatment and operative procedures only in accordance with the kind and degree of privileges granted by the Board and be subject to the rules and regulations of the Department to which he is assigned;
 - (ii) undertake such duties in respect of those patients classed as emergency cases as may be specified by the Chief of Staff, or by the Chief of the Department to which the active staff member has been assigned;
 - (iii) participate in an on-call duty roster, unless otherwise exempted by the Professional Staff Rules and Regulations;
 - (iv) act as a supervisor of a member of the Professional Staff as and when requested by the Chief of Staff or the Chief of Department;
 - (v) be eligible to vote at Professional Staff meetings and to hold office; and

- (vi) attend no less than fifty percent (50%) of the regularly scheduled meetings of the Medical Staff and seventy percent (70%) of the meetings of the Department of which he is a member.
- (e) A dentist in the Active Professional Staff category, who is not an oral and maxillofacial surgeon, may be granted admitting privileges in association with a physician who is a member of the Professional Staff with Active Staff privileges.

16.3 Associate Staff

- (a) The Associate Staff shall consist of physicians, dentists, or midwives newly appointed to the Professional Staff by the Board. This shall be for a period of twelve (12) months.
- (b) Each Associate Professional Staff member shall have admitting privileges unless otherwise specified in the appointment.
- (c) An Associate Professional Staff member shall work for a probationary period under the supervision of an Active Professional Staff member named by the Chief of Staff or the Chief of Department to which the Associate Professional Staff member has been assigned.
- (d) After six months, the member of the Associate Staff shall be reviewed by the Department Chief who shall submit a written report to the Credentials Committee. Each report shall include information concerning the knowledge and skill which has been shown by the Associate Staff member, the nature and quality of his/her work in the Hospital, including comments on the utilization of Hospital resources and the Associate Staff member's ability to function in conjunction with the other members of the Hospital staff;
- (e) At the end of a twelve (12) month probationary Associate appointment, the Department Chief may recommend a change of status to the Active Staff category. As part of the change of status process, the member of the Associate Staff shall be reviewed by the Department Chief who shall submit a written report to the Credentials Committee. Each report shall include information concerning the knowledge and skill which has been shown by the Associate Staff member, the nature and quality of his/her work in the Hospital, including comments on the utilization of Hospital resources; the Associate Staff member's ability to function in conjunction with the other members of the Hospital staff; and a statement indicating the category of Staff appointment for which the physician, dentist or midwife is being recommended;
- (f) Any such change of status appointment to the Active Staff will be in effect only for the period of time remaining in the current appointment year and may be carried out without requirement of a written application for reappointment by the physician. Thereafter, the physician will complete written application for all further reappointments at the regularly scheduled times;

- (g) If the report and recommendation made as part of the change of status process are not favourable to the Associate Staff member, the Chief of the Department of the Medical Advisory Committee may recommend an extension of the probationary Associate status not to exceed twelve (12) months;
- (h) Should the extended period of the Associate status be in effect beyond the date of the next annual reappointment time, the appointment as Associate status shall be deemed to continue until completion of the extended period or unless revoked by the Board as per Section 16.3(g);
- (i) Each report and recommendation as in subsection 16.3(e) shall be reviewed by the Credentials Committee of the Medical Advisory Committee;
- (j) At any time, an unfavourable report may cause the Medical Advisory Committee to make a recommendation that the appointment of the Associate Professional Staff member be terminated;
- (k) The Chief of Department, upon the request of an Associate Professional Staff member or a supervisor, may assign the Associate Professional Staff member to a different supervisor for a further probationary period;
- (l) An Associate Professional Staff member shall:
 - (i) attend patients, and undertake treatment and operative procedures under supervision only in accordance with the kind and degree of privileges granted by the Board;
 - (ii) be subject to the Professional Staff By-Laws, rules and regulations of the Department to which he is assigned, and Hospital policies;
 - (iii) 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 Department to which the active staff member has been assigned;
 - (iv) participate in an equal manner in the on-call rota of the Department unless otherwise exempted by the Professional Staff Rules and Regulations;
 - (v) not be entitled to vote at Professional Staff meetings;
 - (vi) not be eligible to be elected a Professional Staff Officer, but may be appointed to a committee of the Professional Staff; and
 - (vii) attend no less than fifty percent (50%) of the regularly scheduled meetings of the Medical Staff and seventy percent (70%) of the meetings of the Department of which he is a member.

16.4 Regional Affiliate

- (a) The Board, upon the recommendation of the MAC, may grant Regional Affiliate Staff Privileges and responsibilities to applicants as the Board deems advisable, where the Professional Staff applicant requires such Privileges so as to fully participate in an approved regional program. Appointments shall be for a period not to exceed one (1) year and such appointment does not imply or provide for any continuing or right of renewal of a Professional Staff appointment.
- (b) Each Regional Affiliate Staff member shall hold the following privileges, unless otherwise specified in the appointment, and shall exercise them within his/her scope of practice:
 - (i) shall, unless otherwise specified in the grant of privileges by the Board, have admitting privileges;
 - (ii) may visit own patients in Hospital and write progress notes;
 - (iii) may write orders for inpatients;
 - (iv) may perform surgery in the Operating Room;
 - (v) may utilize the following Hospital services, where resources have been specifically allocated by the Board:
 - (A) Diagnostic Imaging;
 - (B) Pathology;
 - (C) Laboratory;
 - (D) Surgical Day Care;
 - (E) Operating Room; and Outpatient Ambulatory Services
 - (vi) attend but not vote at Professional Staff meetings, and may not hold elected office;
 - (vii) may participate in Hospital educational events; and
 - (viii) may join a Hospital committee at the discretion of the Chief of Staff/Chief Executive Officer.
- (c) The first 12 months of Regional Affiliate Status will be considered probationary.
- (d) Each Regional Affiliate Staff member shall have the following responsibilities, unless otherwise specified in the appointment:

- (i) will provide a legible, accurate and timely consultation report and record of patient care activities;
- (ii) adhere to any other program-specific agreements;
- (iii) participate where appropriate, in a regional “on-call” coverage system which is acceptable to the Chief of Staff, MAC and the Board.

16.5 Locum Tenens

- (a) The Locum Tenens Staff shall consist of those members who have been appointed by the Board as a planned replacement for a Professional Staff member for a specified period of time.
- (b) A Locum Tenens shall:
 - (i) have admitting privileges unless otherwise specified;
 - (ii) work under the counsel and supervision of a member of the Active Professional Staff who has been assigned this responsibility by the Chief of Staff or delegate;
 - (iii) attend patients and undertake treatment and operative procedures under supervision in accordance with the kind and degree of privileges granted by the Board; and
 - (iv) undertake such duties in respect of those patients classed as emergency cases as may be specified by the Chief of Department, or his or her delegate, to which the physician has been assigned;
- (c) Each Locum Tenens may attend Professional Staff and Department meetings but shall not be subject to the attendance requirements and penalties as provided by these By-laws and the Professional Staff Rules.
- (d) Locum Tenens shall not have the right to vote at Professional Staff or Departmental meetings.
- (e) Locum Tenens shall not hold office and shall not be eligible for appointment to a committee of the Professional Staff.

16.6 Temporary Staff

- (a) Temporary staff shall be an appointment to the Professional Staff made only for one of the following reasons:
 - (i) to meet a specific singular requirement by providing a consultation and/or operative procedure; or

- (ii) to meet an urgent unexpected need for a Professional service.
- (b) Notwithstanding any other provision of this By-Law, the Chief Executive Officer, further to the recommendation of the Chief of Staff or his or her delegate, may:
 - (i) grant temporary Privileges to a Physician, Dentist, Midwife, or Extended Class Nurse who is not a member of the Professional Staff provided that such Privileges shall not extend beyond the date of the next meeting of the MAC at which time the action taken shall be reported;
 - (ii) on the recommendation of the MAC at its next meeting, continue the temporary Privileges until the next meeting of the Board; and
 - (iii) remove temporary Privileges at any time prior to any action by the Board.
- (c) Temporary Staff shall not be eligible to:
 - (i) vote at Professional Staff meetings;
 - (ii) hold office; and
 - (iii) sit on a committee requiring Professional Staff.

16.7 Honorary Staff

- (a) An individual may be honored by the Board with a lifetime appointment on the Honorary Professional Staff of the Hospital because the individual:
 - (i) is a former member of the Professional Staff who has retired from active practice; or
 - (ii) has an outstanding reputation or has made an extraordinary contribution, to the Hospital or community, although not necessarily a resident in the community.
- (b) Each member of the Honorary Professional Staff shall be appointed by the Board on the recommendation of the Medical Advisory Committee.
- (c) Members of the Honorary Professional Staff shall not:
 - (i) have assigned duties or responsibilities;
 - (ii) be eligible to vote at Professional Staff meetings or hold office;
 - (iii) be bound by the attendance requirements for Professional Staff meetings; or
 - (iv) have admitting privileges.

16.8 Resident Staff

- (a) Resident Staff privileges shall be granted to graduates of medicine who are registered in a University post-graduate program.
- (b) Resident Staff:
 - (i) may attend upon patients and write orders under the supervision of a designated member of the Active staff;
 - (ii) shall perform such other duties as specified by the designated member of the Active Staff to which the Resident staff member is assigned; and
 - (iii) may attend Professional Staff organization meetings.
- (c) Resident Staff shall not:
 - (i) be eligible to hold an elected or appointed office or serve on committees of the Medical Advisory Committee;
 - (ii) be eligible to vote or be bound by attendance requirements of department, service and Professional staff organization meetings; and
 - (iii) have admitting privileges.

16.9 Term Staff

- (a) Term Staff will consist of applicants who have been granted admitting and/or procedural privileges as approved by the Board having given consideration to the recommendation of the Chief of Department and the Medical Advisory Committee in order to meet a specific clinical need for a defined period of time not to exceed one (1) year. The specific, clinical need(s) shall be identified by the Medical Advisory Committee and approved by the President and Chief Executive Officer of the Hospital. Such needs may include services provided by clinical assistants, long-term locum tenens, or such other circumstances as may be required. Appointments shall be for a period not to exceed one (1) year and such appointment does not imply or provide for a right of any continuing professional staff appointment or right of renewal.
- (b) Term staff:
 - (i) may be required to work under the supervision of an Active Professional Staff member identified by the Chief of Department;
 - (ii) may be required to undergo a probationary period as appropriate and as determined by the Chief of Department;

- (iii) shall, if replacing another member of the Professional Staff, attend that Professional Staff member's patient;
 - (iv) shall undertake such duties in respect of those patients classed as emergency cases and of out-patient department clinics as may be specified by the Chief of Department;
 - (v) shall, unless otherwise specified in the grant of privileges by the Board, have admitting privileges and attend patients admitted to Hospital by the member, and undertake necessary treatment and operative procedures.
- (c) Term staff will not, subject to determination by the Board in each individual case:
- (i) be eligible for re-appointment;
 - (ii) attend or vote at meetings of the Professional staff or be an officer of the Professional staff or committee chair; and
 - (iii) be bound by the expectations for attendance at Professional staff, departmental and service meetings.

16.10 Records Only Courtesy Staff

- (a) A physician may be granted an appointment to the Records Only Courtesy Staff where:
 - (i) the applicant has privileges at another hospital or practices within the catchment area of the Hospital; and
 - (ii) the Hospital wishes to grant the applicant access to the Personal Health Information of a Patient of the Hospital.
- (b) The circumstances leading to an appointment under this section shall be specified by the physician on each application for reappointment.
- (c) Records Only Courtesy Staff shall not be eligible to:
 - (i) Admit, treat or write orders for Patients;
 - (ii) vote at Professional Staff meetings;
 - (iii) hold office; or
 - (iv) sit on any Committees.

16.11 Rules and Regulations of the Professional Staff

Members of the Professional Staff in their treatment and attendance upon patients within the Hospital shall be under the jurisdiction of the Chief of Staff or the Chief of the Department concerned and through him/her to the Medical Advisory Committee. They shall be required to conform with the Professional Staff Rules and Regulations.

ARTICLE 17- PROFESSIONAL STAFF DUTIES

17.1 Duties, General

- (a) Each member of the Professional Staff is accountable to and shall recognize the authority of the Board through and with their Chief of Department, the Chief of Staff, and the President and Chief Executive Officer of the Hospital.
- (b) Each member of the Professional Staff shall:
 - (i) attend and treat patients within the limits of the privileges granted by the Board, unless the privileges are otherwise restricted;
 - (ii) ensure a high professional standard of care is provided to patients under their care;
 - (iii) prepare and complete patient records in accordance with Policies as may be established from time to time, applicable legislation and accepted industry standards;
 - (iv) participate in quality management initiatives, as appropriate;
 - (v) notify the President and Chief Executive Officer of the Hospital and/or Chief of Staff of any change in the license to practice issued by the College of Physicians and Surgeons of Ontario, the Royal College of Dental Surgeons of Ontario, the College of Nurses of Ontario, and/or the College of Midwives of Ontario;
 - (vi) advise the Chief of Staff of any notice received regarding any College disciplinary proceedings, proceedings to restrict or suspend privileges at other hospitals, or malpractice actions;
 - (vii) abide by the Policies and Procedures, and Rules and Regulations of the Professional Staff, this By-law, the *Public Hospitals Act* and the Regulations thereunder and all other legislated requirements;
 - (viii) abide by the terms of any confidentiality agreement required to be signed by members of the Professional Staff with respect to the medical information systems;

- (ix) serve, if requested by the MAC, on subcommittees of the MAC;
 - (x) give such instruction as is required for the education and evaluation of other members of the Privileged Staff, Hospital staff and students;
 - (xi) facilitate patients' relatives or other appropriate persons to authorize the direction of appropriate tissues and organs for transplantation;
 - (xii) perform such other reasonable 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, or Chief of Department.
- (c) Every member of the Professional Staff shall co-operate with and respect the authority of:
- (i) the Chief of Staff and the Medical Advisory Committee;
 - (ii) the Chief of the Department to which the physician has been assigned;
 - (iii) the Chief Executive Officer; and
 - (iv) the other members of the multi-disciplinary health team.
- (d) Every member of the Professional Staff shall communicate immediately to the appropriate Department Chief, the Chief of Staff or the Chief Executive Officer any situation where he believes a member of the Professional Staff is:
- (i) attempting to exceed his/her privileges;
 - (ii) temporarily unable to perform his/her professional duties with respect to a patient in the Hospital;
 - (iii) demonstrating unprofessional conduct as defined by the College of Physicians and Surgeons of Ontario, the Royal College of Dental Surgeons of Ontario, the College of Nurses of Ontario, and/or the College of Midwives of Ontario;

17.2 Review and Interpretation

- (a) Any member of the Professional Staff, the President and Chief Executive Officer of the Hospital, or the Board may request a review or discussion concerning the intent or application/interpretation of any section of the Professional Staff part of this By-Law or the Professional Staff Rules and Regulations.
- (b) A request for review or discussion shall be submitted in writing to the Chief of Staff and the President of the Professional Staff, giving reasons for the request.

- (c) Within thirty (30) days of receiving the request, the Chief of Staff shall convene a meeting with the individual(s) submitting the request, the President of the Professional Staff and such others as may be appropriate.
- (d) In the event that the matter cannot be resolved in this forum, the matter may be forwarded to the Medical Advisory Committee, the Joint Conference Committee or another mutually agreeable alternative for resolution.
- (e) The Board will make the final interpretation.

ARTICLE 18- CHIEF OF STAFF

18.1 Chief of Staff

- (a) The Board shall appoint a Physician who is a member or shall apply to become a member of the Active staff or Associate staff to be the Chief of Staff after giving consideration to the recommendation of the Selection Committee.
- (b) Subject to annual confirmation by the Board, an appointment made under subsection (a) shall be for a term of three (3) years but the Chief of Staff shall hold office until a successor is appointed.
- (c) The Chief of Staff shall be subject to an annual performance review by the Board of the Hospital with respect to issues related to strategic planning, medical governance, education and research; and shall be subject to an annual performance review by the Chief Executive Officer of the Hospital with respect to any managerial responsibilities arising out of the Chief of Staff's role on the senior management team.
- (d) The membership of the Selection Committee to act in the selection of the Chief of Staff may be as follows:
 - (i) the Chair or delegate of the Board of the Hospital;
 - (ii) three members of Medical Advisory Committee, one of whom must be the president or vice-president of the Medical Staff Association or one member at large;
 - (iii) the Chief Executive Officer, or his or her delegate;
 - (iv) the Chief Nursing Executive, or his or her delegate; and

18.2 Duties of the Chief of Staff

The Chief of Staff shall have the following duties to the Board and Medical Advisory Committee as well as administrative duties:

- (a) Duties to the Board and MAC - The Chief of Staff shall be responsible to the Board through the Chair for the Professional Staff of the Hospital. The Chief of Staff shall:
- (i) be responsible for establishing and monitoring the credentialing and disciplining processes for the Professional Staff;
 - (ii) ensure that the process regarding credentialing of Professional staff is fair and executed in a timely manner;
 - (iii) be responsible for the disciplinary action or mediation of the Professional Staff in conjunction with the Department Chiefs;
 - (iv) be responsible for ensuring compliance with the *Public Hospitals Act* (Ontario), regulations and By-Laws of the Hospital with respect to Professional Staff;
 - (v) be responsible to the Board for the supervision and quality of all the Professional Staff diagnosis, care and treatment given to patients and the general conduct of the Professional Staff within the Hospital according to the policies established by the Board so as to ensure a safe clinical and workplace environment;
 - (vi) assist in ensuring appropriate cost-effective use of the Hospital's resources;
 - (vii) through, and with the Department Chiefs, advise the MAC, the Board and the Chief Executive Officer with respect to the quality of medical diagnosis, care and treatment provided to the patients of the Hospital;
 - (viii) be the Chair of the Medical Advisory Committee, and in such capacity, ensure that the Medical Advisory Committee fulfills its responsibility as defined in the *Public Hospitals Act*, and these By-Laws;
 - (ix) be ex officio a member of all committees that report to the Medical Advisory Committee;
 - (x) be a member of the Executive Committee of the Board;
 - (xi) work with the Department Chiefs to ensure that the annual evaluation and appointment process of the Professional Staff is completed;
 - (xii) work, as needed, with the Department Chiefs in any Professional Staff discipline problems;
 - (xiii) assign, or delegate the assignment of, a member of the Professional Staff to supervise the practice of medicine, dentistry, midwifery, extended class

nursing or other professional activities of any other member of the Professional Staff for any period of time;

- (xiv) supervise and evaluate Chiefs of Department with respect to expected role. Under extraordinary conditions, the Chief of Staff may suspend the Chief of Department from the role of Chief of Department and, pending review, appoint an acting Chief of Department; and
 - (xv) investigate, report and disclose critical incidents pursuant to the Hospital Management Regulation under the *Public Hospitals Act*.
- (b) Administrative Duties - When necessary, the Chief of Staff shall:
- (i) assume, or assign to any other member of the Professional Staff, responsibility for the direct care and treatment of any Patient in the Hospital under the authority of the *Public Hospitals Act* and notify the attending Professional Staff member, the Chief Executive Officer and the Patient, Patient's guardian or power of attorney;
 - (ii) report to the Board, the Professional Staff, and Chief Executive Officer any matters of which they should have knowledge;
 - (iii) recommend to the Chief Executive Officer on the appointment, by the Chief Executive Officer, of a member of the Professional Staff to act for him or her during his or her absence or inability to act;
 - (iv) participate in strategic planning within the Hospital to ensure that the needs of the community are appropriately met;
 - (v) act as an advocate for patients and for patient care;
 - (vi) promote the development of innovation, a commitment to evidence based practices and collaboration with other disciplines;
 - (vii) promote accountability among Professional Staff members for their practice;
 - (viii) provide formal and informal education and research to the Professional Staff members within the Hospital;
 - (ix) maintain an active practice in his/her clinical field;
 - (x) fulfill all obligations in a manner consistent with the *Public Hospitals Act*, the mission statement and values of the Hospital, and the By-laws of the Hospital;

- (xi) as a member of the senior management team of the Corporation, be accountable to and assume managerial responsibilities as determined by the Chief Executive Officer; and
- (xii) undertake any other responsibilities as determined by the Board and the Chief Executive Officer.

18.3 Appointment of the Deputy Chief of Staff

The Board, in consultation with the Chief of Staff, may appoint a physician with Active Staff privileges to be the deputy chief of staff upon the recommendation of the Chief of Staff and after giving consideration to seek the advice of the Medical Advisory Committee.

ARTICLE 19- PROFESSIONAL STAFF DEPARTMENTS

19.1 Classification

- (a) The Professional Staff shall be divided into departments which shall include:
 - (i) Anaesthesia
 - (ii) Family Medicine
 - (iii) Medicine
 - (iv) Surgery
 - (v) Emergency Medicine
 - (vi) Radiology
 - (vii) Complex Continuing Care and Rehabilitation
 - (viii) Obstetrics
- (b) Whenever a separate department is established, Professional Staff and Patients related to such a department shall come under the jurisdiction of that department.
- (c) The Board, after considering the advice of the Medical Advisory Committee, may at any time establish or disband Departments of the Professional Staff.
- (d) Services within Professional Staff Departments:
 - (i) when warranted by the professional resources of a Department, the Board, on the advice of the Medical Advisory Committee, may divide a Department into Services;

- (ii) when Services are established under a Department, the Board, on the advice of the Medical Advisory Committee, shall appoint a Head of each Service, who shall be responsible to the Chief of the Department for the quality of medical care rendered to patients in his service;
- (iii) the procedure for recommending a Head of each Service shall be similar to that for Chief of Department as defined in the Professional Staff Rules;
- (iv) the appointment of a Head of Service shall be for one year. Subject to annual confirmation by the Medical Advisory Committee, the Head of Service shall continue to hold office until a successor is appointed.

19.2 Organization of Departments

- (a) Each department shall be organized as a division of the Professional Staff as a whole with a Departmental Chief who shall be responsible to the Medical Advisory Committee.
- (b) The Active Staff of each department shall hold meetings in accordance with these By-Laws.
- (c) The clinical departments of the Hospital shall ensure adequate coverage of the Emergency Department and the Hospital 24 hours a day.
- (d) Any physician with Active, or Associate Staff privileges in the clinical department has a duty to take call in such a manner as is established within the clinical department concerned, in keeping with his/her privileges.
- (e) Any Department or Service shall function in accordance with the Professional Rules and Regulations.

19.3 Departmental Meetings

- (a) The essential purpose of staff meetings and departmental meetings is to improve patient care by actions arising out of discussion of matters of scientific, educational or clinical interest.
- (b) Each department shall meet at least ten times yearly.
- (c) Minutes shall be kept of each departmental meeting and shall be forwarded to the Medical Advisory Committee.

19.4 Appointment of Chief of Department

- (a) Appointments

Except as provided for by the regulations of the *Public Hospitals Act*, the Board shall appoint a Chief of Department for each of the Departments as set out in subsection 19.1(a). The Board may appoint a Chief of Department as follows:

- (i) a physician who is a member of the Active Staff or Associate Staff from that Department, after consideration to the recommendations of a Selection Committee who shall seek the advice of the Medical Advisory Committee;
- (ii) the membership of the Selection Committee to act in the selection of Department Chiefs in respect of those departments set out in subsection 19.1(a) shall include:
 - (A) the Chief of Staff;
 - (B) the Chief Executive Officer, or his or her delegate;
 - (C) physician member(s) of that department;
 - (D) a member of the Medical Advisory Committee as appointed by the Chief of Staff;
 - (E) the Chief Nursing Executive; and

19.5 Duties of the Chief of Department

- (a) The Chief of Department shall:
 - (i) be a member of the Medical Advisory Committee;
 - (ii) through and with the Chief of Staff fulfill the obligations set forth in *The Public Hospitals Act* and in particular section 34 thereof;
 - (iii) 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 outpatients of the department;
 - (iv) advise the Chief of Staff and the President and Chief Executive Officer of any patient who is not receiving appropriate treatment and care;
 - (v) supervise the professional care provided by members of the department;
 - (vi) under emergency conditions, and whenever possible in consultation with the Chief of Staff, restrict or suspend temporarily, any and all privileges of any members of his staff until such time as an emergency meeting of the Medical Advisory Committee and/or its Executive can be arranged in accordance with section 15.14(c) of these By-Laws;

- (vii) report to the Medical Advisory Committee and to the department on activities of the department including utilization of resources and quality management;
- (viii) make recommendations to the Medical Advisory Committee regarding human resource needs of the department in accordance with the Hospital's strategic plan following consultation with Professional Staff of the department, the Chief of Staff and, where appropriate, Heads of Services and Program Medical Directors;
- (ix) participate in the development of the Hospital/Department's mission, objectives, strategic plan and Clinical Services Plan;
- (x) participate in Department resource allocation decisions;
- (xi) review or cause to be reviewed the privileges granted members of the Department for the purpose of making recommendations for changes in the kind and degree of such privileges;
- (xii) review and submit written recommendations regarding the performance of members of the department to the Credentials Committee as part of the reappointment process;
- (xiii) participate in the orientation of new members of the Medical, Dental and Midwifery Staff appointed to the department;
- (xiv) encourage continuing medical education related to the department;
- (xv) advise the members of the department regarding current Hospital and Departmental policies, goals, and rules;
- (xvi) hold at least ten (10) monthly departmental meetings in each year unless otherwise directed by the Medical Advisory Committee;
- (xvii) hold regular meetings with the Heads of Services within the department, if such services exist;
- (xviii) ensure minutes of each departmental meeting including attendance and Quality Management reports are kept and made available to the Medical Advisory Committee through the Chief of Staff;
- (xix) delegate appropriate responsibility to the Heads of Services within the department;
- (xx) ensure there exists a process for the selection of representatives from the Department to those committees of the Medical Advisory Committee which name within their composition a member of that Department; and

- (xxi) notify the Chief of Staff and the President and Chief Executive Officer of the Chief of Department's absence, and designate an alternate from within the department.
- (b) A Chief of Department wishing to resign from his or her appointment shall submit his or her resignation in writing to the Chair of the Board; however, the resignation shall not be effective until sixty days (60) have passed since tendering resignation, and a replacement has been appointed.

ARTICLE 20- MEDICAL ADVISORY COMMITTEE

20.1 Medical Advisory Committee

- (a) Composition:
 - (i) The Chief of Staff who shall act as Chair;
 - (ii) The Deputy Chief of Staff, if so appointed;
 - (iii) The President of the Medical Staff;
 - (iv) The Vice-President of the Medical Staff;
 - (v) The Secretary-Treasurer of the Medical Staff;
 - (vi) The Chiefs of the Departments of Anaesthesia, Medicine, Surgery, Family Medicine, Emergency Medicine, Radiology, Complex Continuing Care and Rehabilitation, Obstetrics and Gynecology;
- (b) The following shall have the right of attendance:
 - (i) The Chief Nursing Executive, without a vote;
 - (ii) The President and Chief Executive Officer, without a vote;
 - (iii) Other resource people may be invited to attend at the discretion of the Chief of Staff;

In the absence of the Chief of Staff, the members of the Medical Advisory Committee shall elect from amongst themselves a member to serve as Chair.

20.2 Duties of the MAC

- (a) The MAC is responsible for the following activities: credentials, recommendation with respect to the Professional Staff part of these By-Laws, education, quality, ethics, discipline and conflict resolution. The MAC shall establish Committees as directed by the *Public Hospitals Act*. Membership and duties of the Committees

of the Medical Advisory shall be set out in the Professional Staff Rules and Regulations.

- (b) The MAC shall:
- (i) report and make recommendations to the Board in writing on matters pertaining to the quality of professional care and the practice of Professional Staff or other professions licensed under the *Regulated Health Professions Act, 1991* (Ontario) in the Hospital, in relation to the professionally recognized standards of care, including quality assurance, peer review, resource utilization and critical incidents;
 - (ii) report and make recommendations to the Board concerning such matters as prescribed by the *Public Hospitals Act* and by the Hospital Management Regulations thereunder, including matters involving competence, conduct or physical or mental ability or capacity of a member of the Professional Staff;
 - (iii) through the Chief of Department provide supervision over the practice of medicine, dentistry, midwifery, and extended class nursing in the Hospital;
 - (iv) participate in the development of the Hospital's overall objectives and planning, and make recommendations considering allocation and utilization of the Hospital's resources;
 - (v) appoint such committees as are required for the supervision, review and analysis of all the clinical work in the Hospital;
 - (vi) name the Chair of each of the Committees it appoints and ensure that each meets and functions as required, and is keeping Minutes of its meetings;
 - (vii) receive, consider and act upon the reports from each of its appointed Committees;
 - (viii) inform the Professional Staff at each regular meeting of the Professional Staff of any business transacted by the MAC and refer to the Professional Staff such items as, in the opinion of the MAC, require discussion and approval of the Professional Staff as a whole;
 - (ix) advise and co-operate with the Board and the Chief Executive Officer in all matters relating to the professional, clinical and technical services;
 - (x) recommend to the Board clinical and general rules respecting the Professional Staff as may be necessary under the circumstances; and
 - (xi) advise the Board on any matters referred to it by the Board.

ARTICLE 21- COMMITTEES OF THE MEDICAL ADVISORY COMMITTEE

21.1 Medical Advisory Committees

The Board will put in place standing and special committees as may be necessary from time to time to comply with their duties under the *Public Hospitals Act* or the By-laws of the Hospital or as they deem appropriate from time to time. The duties of these Committees are outlined in the Professional Staff Rules and Regulations. The Board shall appoint the following standing committees following the annual meeting:

- (a) Credentials Committee;
- (b) Infection Prevention and Control Committee;
- (c) Pharmacy and Therapeutics Committee.

21.2 Committees Established by the Medical Advisory Committee

- (a) The Medical Advisory Committee may establish other committees as required to fulfill its duties.
- (b) Each committee appointed by the Medical Advisory Committee shall work within a mandate described by the Medical Advisory Committee.
- (c) The Medical Advisory Committee shall establish and revise the terms of reference for any Medical Advisory Committee Staff Committee formed under section 21.2(a), which terms of reference shall be set forth in the Professional Staff Rules and Regulations. The Medical Advisory Committee shall present the revised terms of reference to the Board for approval.
- (d) The MAC may, at any meeting, appoint any Special Committee, prescribe its terms of reference and name the Chair and Vice-Chair.
- (e) The MAC may, by resolution, at any time, dissolve and reconstitute the membership of any special committee.
- (f) Unless otherwise directed by the MAC, each Committee of the MAC shall meet as specified in its terms of reference and report to the MAC.

21.3 Appointment to MAC Committees

Pursuant to the Hospital Management Regulation, the Medical Advisory Committee shall appoint the Medical Staff members of all MAC Committees provided for in this By-law. Other members of MAC Committees shall be recommended by the Medical Advisory Committee. The Chief of Staff shall be an ex-officio member of all Professional Staff Committees, without vote.

21.4 MAC Committee Duties

In addition to the specific duties of each MAC Committee as set out in this By-law and the Professional Staff Rules, all MAC Committees shall:

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

21.5 MAC Committee Chair

- (a) The Medical Advisory Committee shall appoint a physician as the Chair or Co-Chair of each MAC Committee. Physicians named as Committee Chairs must be members of the Active Professional Staff.
- (b) The Chair shall hold office for one year and may be reappointed annually by the Medical Advisory Committee.

21.6 Duties of the Chair of the Committees of the Medical Advisory Committee

- (a) Each Chair of a committee of the Medical Advisory Committee shall:
 - (i) chair the committee meetings,
 - (ii) call meetings of the committee,
 - (iii) be a voting member of the committee which he/she chairs,
 - (iv) report to the Medical Advisory Committee through the Committee minutes,
 - (v) at the request of the Medical Advisory Committee, be present to discuss all or part of any report of the committee, and
 - (vi) request meetings with the Medical Advisory Committee when appropriate.

21.7 Other Committee Duties

- (a) The duties of all other MAC Committees shall be as specified in the Rules and Regulations.

- (b) Terms of Reference for all MAC Committees shall be developed by the Committee and approved by the Medical Advisory Committee.

21.8 Credentials Committee

- (a) Composition

- (i) The Credentials Committee shall consist of:
 - (A) the Chief of Staff;
 - (B) the Chief Nursing Executive or designate (without vote);
 - (C) three members of the Medical Staff to be from time to time designated by the Medical Advisory Committee.

- (b) Credentials Committee Duties

- (i) The Committee shall ensure that a record of the qualifications and professional career of every member of the Professional Staff is maintained.
- (ii) The Credentials Committee shall establish the authenticity and investigate the qualifications of each applicant for appointment and reappointment to the Professional Staff and each applicant for a change in privileges.
- (iii) The Credentials Committee shall ensure that:
 - (A) each applicant for appointment to the professional staff meets the criteria as set out in the *Comprehensive Appointment and Credentialing Policy*;
 - (B) each applicant for a change in privileges continues to meet the criteria for reappointment set out in the *Comprehensive Appointment and Credentialing Policy*;
- (iv) The Credentials Committee shall consider reports of the interview with the applicant.
- (v) The Credentials Committee shall consult with the appropriate Chief of Department.
- (vi) The Credentials Committee shall submit a written report to the MAC at or before its next regular meeting. The report shall include the kind and extent of privileges requested by the applicant, eligibility for appointment and privileges and, if necessary, a request that the application be deferred for further investigation.

- (vii) The Committee shall perform any other duties prescribed by the MAC.

ARTICLE 22- MEETINGS – MEDICAL STAFF ASSOCIATION

22.1 Annual Meeting

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

22.2 Quarterly Staff Meetings

The meetings of the Medical Staff shall be held at least four (4) times in each fiscal year of the Hospital, one (1) of which shall be the annual meeting.

22.3 Notice of Regular Meeting

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

22.4 Special Meetings

- (a) In cases of emergency, the President of the Professional Staff may call a special meeting.
- (b) Special meetings shall be called by the President of the Professional Staff on the written request of any ten (10) members of the Active Staff.
- (c) Notice of such special meetings shall be as required for a regular meeting, except in cases of emergency, and shall state the nature of the business for which the special meeting is called.
- (d) The usual time required for giving notice of any special meeting shall be waived in cases of emergency, subject to ratification of this action by the majority of those members present and voting at the special meeting, as the first item of business at the meeting.

22.5 Attendance at Meetings

- (a) The Secretary-Treasurer of the Medical Staff shall:

- (i) be responsible for the making of a record of the attendance at each meeting of the Medical Staff;
 - (ii) receive the record of attendance for each meeting of each department of the Professional Staff; and
 - (iii) make such records available to the Medical Advisory Committee.
- (b) Each member of the Active and Associate Medical Staff groups shall attend no less than fifty (50%) percent of the regular Medical Staff meetings and seventy (70%) per cent of the meetings of the department or services within a department of which he/she is a member.

22.6 Quorum

- (a) Fifteen (15) Medical Staff members present shall constitute a quorum at any general or special meeting of the Medical Staff.
- (b) In any case where a quorum of the Medical Staff has not arrived at the place named for the meeting within thirty minutes after the time named for the start of the meeting, those members of the Medical Staff who have presented themselves shall be given credit for attendance at the meeting for the purpose of satisfying the attendance requirement of these By-Laws.

22.7 Voting

- (a) There shall be only one vote cast by any one such member on any question and the same shall be so cast by the member personally present.
- (b) Unless as otherwise expressed by these By-Laws, every question shall be decided by a majority vote.
- (c) If there is an equality of votes, the chair shall rule that the motion has been defeated.
- (d) Unless a poll is demanded by ten percent of the members who can vote and who are present at any meeting, a declaration by the presiding officer thereat that a resolution is carried, or is not carried, by a particular majority shall be conclusive.
- (e) If a poll be demanded as aforesaid, it shall be taken in such a manner as the presiding officer in such meeting directs.
- (f) Voting at all elections shall be by secret ballots.
- (g) No member of the Medical Staff shall vote by proxy.

22.8 Order of Business

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

22.9 Election Procedure

- (a) A Nominating Committee shall be appointed by the Medical Staff at each annual meeting and shall consist of six representatives of those Active Staff members of the Medical Staff.
- (b) The Nominating Committee shall undertake its selection activities further to the following criteria:
 - (i) an officer should have knowledge and understanding of the needs and operations of the hospitals; and
 - (ii) a member nominated as President/Vice-President shall be a physician who shall be appointed to the Board and the MAC and shall have an understanding of their responsibility to act in good faith and in the best interest of the Hospital to avoid or declare situations of actual or perceived conflict of interest.
 - (iii) A member nominated as Secretary/Treasurer shall be a physician who shall be a member of the MAC and shall have an understanding of his/her responsibility to act in good faith and in the best interest of the Hospital to avoid or declare situations of actual or perceived Conflict Of Interest.
- (c) At least fourteen days before the annual meeting of the Medical Staff, the Nominating Committee shall post a list of the names of nominated officers of the Medical Staff which are to be filled by election in accordance with these By-laws and the regulations under the *Public Hospitals Act*.
- (d) Further nominations may be made, in writing, where signed by two members of the Medical Staff entitled to vote, to the Secretary of the Medical Staff within seven days of the posting referred to at subsection (c) above and the nominee shall have signified in writing on the nomination his or her acceptance of it. Such nominations shall be posted or circulated in the same manner as above.

ARTICLE 23- MEDICAL STAFF ELECTED OFFICERS

23.1 Elected Officers

The elected officers of the Medical Staff shall be President, Vice-President and Secretary-Treasurer. These officers shall be elected at the annual meeting of the Medical Staff for a term of one (1) year. Their term of office in each position shall not exceed one year but they shall remain in office until their successors are elected.

23.2 Eligibility for Office

Only members of the Active Staff may be elected or appointed to any position or office.

23.3 Duties of the President of the Medical Staff

The President of the Medical Staff shall:

- (a) preside at all meetings of the Medical Staff;
- (b) call special meetings of the Medical Staff;
- (c) be a voting member of the Medical Advisory Committee and its Executive;
- (d) be a non-voting member of the Board;
- (e) report to the Medical Advisory Committee and the Board on any issues raised by the Medical Staff;
- (f) be accountable to the Professional Staff and advocate fair process in the treatment of individual members of the Medical Staff;
- (g) ensure that the Board is informed when a majority vote of the Medical Staff at any properly constituted meeting of the Medical Staff is opposed to a rule or rule change proposed by the Medical Advisory Committee;
- (h) report to the Medical Staff at its regular meetings;
- (i) be a member of the Joint Conference Committee;
- (j) conduct the elections of Medical Staff officers; and
- (k) represent the Medical Staff on various task forces or at functions as may be requested from time to time.

23.4 Duties of the Vice-President of Medical Staff

The Vice-President of the Medical Staff shall:

- (a) act in the place of the President of the Medical Staff, perform the President's duties and possess the President's powers, in the absence or disability of the President;
- (b) perform such duties as the President of the Medical Staff may delegate;
- (c) be a non-voting member of the Board;
- (d) be a voting member of the Medical Advisory Committee; and

- (e) be a member of the Joint Conference Committee.

23.5 Duties of the Secretary-Treasurer of the Medical Staff

The Secretary-Treasurer 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 days before the meeting;
 - (ii) in the case of an annual meeting of the Medical Staff, at least ten 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) receive the record of attendance for each meeting of each Department of the Professional Staff;
- (g) make the attendance records available to the Medical Advisory Committee; and
- (h) be accountable for all funds entrusted to him/her;
- (i) act in the place of the Vice-President of the Medical Staff performing the Vice-President's duties and possessing the Vice-President's powers in the absence or disability of the Vice-President.

ARTICLE 24- AMENDMENTS TO BY-LAW

24.1 Amendments to By-Law

- (a) The Board may pass or amend the By-Law of the Hospital from time to time.
 - (i) Where it is intended to pass or amend the By_Law at a meeting of the Board, written notice of such intention shall be sent by the Secretary to each Director at his/her address as shown on the records of the Hospital by ordinary mail not less than ten (10) days before the meeting.
 - (ii) Where the notice of intention required by clause (i) above is not provided, any proposed By-law or amendments to the By-law may nevertheless be

moved at the meeting and discussion and voting thereon adjourned to the next meeting, for which no notice of intention need be given.

- (b) Subject to paragraph (e) below, a By-law or an amendment to a By-law passed by the Board has full force and effect:
 - (i) from the time the motion was passed, or
 - (ii) from such future time as may be specified in the motion.
- (c) 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 Hospital 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.
- (d) The Members at the annual meeting or at a special general meeting may confirm the By-law as presented or reject or amend them, and if rejected they thereupon cease to have effect and if amended, they take effect as amended.
- (e) In any case of rejection, amendment, or refusal to approve the By-law or part of the By-law in force and effect in accordance with any part of this section, no act done or right acquired under any such By-law is prejudicially affected by any such rejection, amendment or refusal to approval.

24.2 Amendments to Professional Staff Part of By-law

Prior to submitting the Professional Staff part of the By-law to the process established in Section 24.1, the following procedures shall be followed:

- (a) a notice shall be sent to all members of the Professional Staff advising them of the proposed amendments to the Professional Staff part of the By-law 14 days in advance of the matter being considered by the Board;
- (b) a copy of the proposed Professional Staff part of the By-law or amendments thereto shall be posted in the Professional Staff rooms and shall be made available on request fourteen (14) days in advance of the matter being considered by the Board;
- (c) the Professional Staff shall be afforded an opportunity to comment on the proposed Professional Staff part of the By-law or amendment thereto; and
- (d) the Medical Advisory Committee may make recommendations to the Board, concerning the proposed Professional Staff part of the By-law or amendment thereto.

ARTICLE 25- PROFESSIONAL STAFF RULES AND REGULATIONS

25.1 Rules and Regulations

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

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

1. PREAMBLE

This schedule outlines the procedures to be followed in three different circumstances. Section 2 deals with Appointment, Reappointment and Requests for Changes in Privileges. Section 3 outlines the procedure when there is an immediate need to suspend privileges mid-term in an emergency situation. Section 4 is the procedure when mid-term action is required but not in an emergency situation.

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

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

2. APPOINTMENT, REAPPOINTMENT AND REQUESTS FOR CHANGES IN PRIVILEGES

Recommendation for Appointment, Reappointment and Changes in Privileges

- a. The Credentials Committee shall forward to the Medical Advisory Committee a report in respect of an appointment, a reappointment or request for change in privileges consistent with the Committee's terms of reference and such report shall be in writing and supported by references to the specific credentials, activities or conduct which may constitute the basis for the report.
- b. The Medical Advisory Committee may; initiate further investigation, establish an ad hoc committee to conduct further investigation, refer the matter back to the Credentials Committee with direction or to an external consultant, or act upon the report and make recommendation to the Board.
- c. Where the Medical Advisory Committee makes recommendation to the Board, it should provide notice to the member in accordance with the *Public Hospitals Act* and these By-Laws.
- d. Upon completion of its own investigation or upon receipt of the report of the body or consultant that conducted the investigation as the case may be, the Medical Advisory Committee shall make a recommendation to the Board in respect of the reappointment or privileges requested and provide notice to the member as set out at subsection 2(c) above.
- e. Service of a notice to the applicant or member may be made personally or by Registered Mail addressed to the person to be served at their last known address

and, where notices served by Registered Mail, it shall be deemed that the notice was served on the third day after the day of mailing unless the person to be served establishes that they did not, acting in good faith, through absence, accident, illness or other causes beyond their control, receive it until a later date.

- f. If additional time is needed for review or the investigative process, the Medical Advisory Committee may defer its recommendation providing it indicates in writing to the Board and the applicant or member that the recommendation cannot yet be made and gives reasons therefore, further to Section 37(5) of the *Public Hospitals Act*.
- g. The Medical Advisory Committee may, in its sole discretion, in the course of its review or investigation or in determining its recommendation, decide that there shall be a Special Meeting of the Medical Advisory Committee where the member shall be entitled to attend such Special Meeting.
- h. Where the Medical Advisory Committee considers a matter at a Special Meeting, the procedures set out below at Section 5 for “Special Meetings of the Medical Advisory Committee” are to be followed.
- i. The Medical Advisory Committee, when providing notice to the applicant or member as provided for in subsection 2(c) and subsection 2(d), shall advise the applicant or member that he/she is entitled to receive written reasons for the recommendation wherein a request therefore is received by the secretary of the Medical Advisory Committee within seven days from receipt by the applicant or member of the Medical Advisory Committee’s recommendation and further that the applicant or member is entitled to a Hearing before the Hospital’s Board if a written request is received by the Board and the Medical Advisory Committee within seven days from the receipt by the applicant or member of the Medical Advisory Committee’s written reasons where requested.
- j. Where the applicant or member does not request written reasons for the Medical Advisory Committee’s recommendation or where the applicant or member does not require a Hearing by the Board, the Board may implement the recommendation of the Medical Advisory Committee.
- k. Where the applicant or member requires a Hearing by the Board, the Board will appoint a time and place for the Hearing and the procedures set out below at Section 6 for “the Board Hearing” are to be followed.

3. IMMEDIATE MID-TERM ACTION IN AN EMERGENCY SITUATION

- a. The definition of mid-term action in an emergency situation is outlined in Article 15.14(b) of these By-Laws.
- b. If at any time it becomes apparent that a member’s conduct, performance or competence is such that it exposes, or is reasonably likely to expose patient(s), staff or others to harm or injury or is, or is reasonably likely to be detrimental to the safety of patient(s), staff or others or to the delivery of quality care, an

immediate action must be taken to protect the patient(s), staff or others or to ensure the delivery of quality of care and the procedures set out herein relating to suspension/revocation of privileges shall be followed.

- c. In addition to the steps outlined in Article 15.14, the Chief of Department or the Chief of Staff will immediately notify the member, the Medical Advisory Committee, the President and CEO, the President of the Professional Staff and the Board of their decision to suspend the member's privileges.
- d. Arrangements will be made by the Chief of the Department or Chief of Staff for the assignment of a substitute to care for the patients of the suspended member.
- e. Within 24 hours of suspension, the individual who suspended the member will provide the Medical Advisory Committee, the President and CEO and the President of the Professional Staff with written reasons for the suspension and copies of any relevant documents or records.
- f. Upon receipt of the written reasons for suspension as described above, the Medical Advisory Committee will set a date for a Special Meeting of the Medical Advisory Committee to be held within five days from the date of suspension to review the suspension and to make recommendation to the Board.
- g. The Special Meeting of the Medical Advisory Committee shall be conducted further to the procedures set out below at Section 5 for "the Special Meeting of the Medical Advisory Committee.
- h. The member may request and the Medical Advisory Committee may grant the postponement of the Special Medical Advisory Committee to a fixed date.
- i. The Medical Advisory Committee, when providing notice to the applicant or member as provided for in subsection 2(c) and subsection 2(d), shall advise the applicant or member that he/she is entitled to receive written reasons for the recommendation wherein a request therefore is received by the secretary of the Medical Advisory Committee within seven days from receipt by the applicant or member of the Medical Advisory Committee's recommendation and further that the applicant or member is entitled to a Hearing before the Hospital's Board if a written request is received by the Board and the Medical Advisory Committee within seven days from the receipt by the applicant or member of the Medical Advisory Committee's written reasons where requested.
- j. Where the applicant or member does not request written reasons for the Medical Advisory Committee's recommendation or where the applicant or member does not require a Hearing by the Board, the Board may implement the recommendation of the Medical Advisory Committee.
- k. Where the applicant or member requires a Hearing by the Board, the Board will appoint a time and place for the Hearing and the procedures set out below at Section 6 for "the Board Hearing" are to be followed.

4. NON-IMMEDIATE MID-TERM ACTION

The definition of a non-immediate mid-term action is outlined in Article 15.14(c) of these By-Laws. Procedure for a non-immediate mid-term action shall include:

- a. Information provided to the President and Chief Executive Officer or Chief of Staff by the Chief of Department which raises concerns about any of the matters in these By-Laws relating to non-immediate mid-term action, shall be in writing and will be directed to the President and Chief Executive Officer and/or Chief of Staff.
- b. Where either of the President and Chief Executive Officer, Chief of Staff, or Chief of Department receives information about the conduct, performance or competence of a member, that person will provide a copy of the documentation to the other two.
- c. Upon receipt of information above, an interview will be arranged by the Chief of Staff or Chief of Department with the member, at which time the member will be advised of the information about their conduct, performance or competence and will be given a reasonable opportunity to present relevant information on their behalf.
- d. A written record will be maintained reflecting the substance of the aforementioned interview and copies will be sent to the member, the President and Chief Executive Officer and the Chief of Staff and Chief of Department.
- e. Where the member fails or declines to participate in an interview as set out above, after being given a reasonable opportunity to so participate, appropriate action may be undertaken further to the procedure as outlined in this section.
- f. Following an interview as set out above, or where the member fails or declines to participate in an interview, the Chief of Staff, Chief of Department or President and Chief Executive Officer will determine whether further investigation of the matter is necessary.
- g. If further investigation is to be undertaken, the investigation may be assigned to an individual(s) within the Hospital, the Medical Advisory Committee, a body within the Hospital other than the Medical Advisory Committee or an external consultant.
- h. Upon the completion of the investigation contemplated by subsection 4(g) above, the individual or body who conducted the investigation will forward a written report to the President and Chief Executive Officer, Chief of Staff and Chief of Department. The member will be provided with a copy of the written report.
- i. The Chief of Staff, Chief of Department and President and Chief Executive Officer, upon further review of the matter and any report received, will determine whether further action may be required.

- j. Where it is determined that further action in respect of the matter may be required, the matter shall be referred to the Medical Advisory Committee along with a proposed recommendation with respect to mid-term action in writing and supported by references to specific activities or conduct along with any reports which constitute grounds for the proposed recommendation.
- k. The Medical Advisory Committee, in advance of considering the proposed recommendation, may initiate further investigation itself, in respect of such matters and in such a manner as it in its sole discretion deems appropriate.
- l. Upon completion of its own investigation or upon receipt of the proposed recommendation as set out above, the Medical Advisory Committee may determine that no further action need be taken in respect of the matter for lack of merit or determine to have a Special Meeting of the Medical Advisory Committee where the member is entitled to attend such Special Meeting.
- m. Where the Medical Advisory Committee considers the matter at a Special Meeting, then the procedures set out below at Section 5 for the Special Meeting of the Medical Advisory Committee are to be followed.
- n. The Medical Advisory Committee, following a Special Meeting of the Medical Advisory Committee, will provide the member with written notice of the Medical Advisory Committee's recommendation and the written reasons for the recommendation and the member's entitlement to a Hearing before the Hospital's Board where a written request is received by the Board and the Medical Advisory Committee from the member within seven days of the receipt by the member of the Medical Advisory Committee's recommendation and written reasons.
- o. Service of the notice of recommendation and written reasons to the member may be made personally or by Registered Mail addressed to the member at their last known address and, where notice is served by Registered Mail, it will be deemed that the notice was served on the third day after the day of mailing unless the member to be served establishes that they did not, acting in good faith, through absence, accident, illness or other causes beyond their control, receive it until a later date.
- p. Where the applicant or member does not require a Hearing by the Board, the Board may implement the recommendation of the Medical Advisory Committee.
- q. Where the member requires a Hearing by the Board, the Board will appoint a time and place for the Hearing, such Board Hearing to be undertaken pursuant to the procedures set out below at Section 6 for "the Board Hearing".

5. SPECIAL MEETINGS OF THE MEDICAL ADVISORY COMMITTEE

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

- a. The Medical Advisory Committee will give the applicant or member written notice of the Special Meeting, such notice to include:
 - i. the time and place of the meeting;
 - ii. the purpose of the meeting;
 - iii. a statement that the applicant or member will be provided with a statement of the matter to be considered by the Medical Advisory Committee together with all relevant documentation;
 - iv. a statement that the applicant or member is entitled to attend the Medical Advisory Committee meeting and to participate fully in all matters under consideration by the Medical Advisory Committee;
 - v. a statement that the parties are entitled to bring legal counsel to the meeting and consult with legal counsel but that legal counsel shall not be entitled to participate in the meeting save and except in respect of making representation on behalf of the party;
 - vi. a statement that, in the absence of the applicant or member, the meeting may proceed.
- b. The Medical Advisory Committee will provide the applicant or member with a statement of the particulars of the matter to be considered by the Medical Advisory Committee, including any proposed recommendation, together with all documentation and records collected by the Medical Advisory Committee or Credentials Committee pursuant to the performance of their duties.
- c. At the Special Meeting, a record of the proceedings will be kept in the Minutes of the Medical Advisory Committee.
- d. The applicant or member involved will be given a full opportunity to answer each issue as well as to present documents and witnesses if so desired.
- e. Before deliberating on the matter or the recommendation to be made to the Board, the Chief of Staff will require the member involved and any other members present who are not Medical Advisory Committee members to retire for the duration of the discussion. The Medical Advisory Committee will not consider any matter, fact or documentation to which it did not give the member an opportunity to respond.
- f. No member of the Medical Advisory Committee will participate in a decision of the Medical Advisory Committee at a Special Meeting of the Medical Advisory Committee unless such member was present throughout the Special Meeting, except with the consent of the parties and no decision of the Medical Advisory Committee will be given unless all members so present participate in the decision. Where the Medical Advisory Committee determines that the matter is without merit and as such no decision of the Medical Advisory Committee is necessary,

such determination will be noted in the Minutes of the Special Medical Advisory Committee meeting.

6. BOARD HEARINGS

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

- a. The Board will name a place and time for the Hearing.
- b. The Board Hearing will be held within thirty days of the Board receiving the written recommendation and reasons for such recommendation from the Medical Advisory Committee unless such other time for the Hearing is agreed to as by the parties.
- c. The Board will give written notice of the Hearing to the applicant or member and to the Chief of Staff at least seven days before the Hearing date.
- d. The notice of the Board Hearing will include:
 - i. the place and time of the Hearing;
 - ii. the purpose of the Hearing;
 - iii. a statement that the applicant or member and Medical Advisory Committee will be afforded an opportunity to examine prior to the Hearing all written or other documentary evidence to be ruled upon at the Hearing and all reports which have been collected as part of the Credentials Committee and Medical Advisory Committee processes;
 - iv. a statement that the applicant or member may be represented by counsel or agent, call witnesses, cross-examine witnesses and tender documents in evidence and present arguments and submissions in support of their case;
 - v. a statement that the time for the Hearing may be extended by the Board; and
 - vi. a statement that if the applicant or member does not attend the Hearing, the Board may proceed in the absence of the applicant or member and the applicant or member will not be entitled to any further notice in respect of the Hearing.
- e. The parties to the Board Hearing are the applicant or member, the Medical Advisory Committee and such other persons as the Board may specify.
- f. As soon as possible, and at least five business days prior to the Hearing, the parties will provide one another with copies of all written documentary material, along with the names, addresses and qualifications of all witnesses who will testify at the Hearing and a detailed summary of the evidence they will give,

along with reports that have been collected by the Credentials Committee or Medical Advisory Committee as part of the investigation process whether or not these materials will be used in evidence. The intent is that there should be full disclosure as between the parties to the Board Hearing.

- g. The findings of fact of the Board pursuant to a Hearing will be based exclusively on evidence admissible or matters that may be noted under the Statutory Powers Procedure Act. A party at a Hearing may:
 - i. be represented by counsel or agent;
 - ii. call and examine witnesses and present arguments and submissions; and
 - iii. conduct cross-examination of witnesses reasonably required for a full and fair disclosure of the facts in relation to which they have given evidence.
- h. The Board will consider the reasons for the Medical Advisory Committee that have been given to the applicant or member in support of its recommendations. Where through error or inadvertence, certain reasons have been omitted in the statement delivered to the applicant or member, the Board may consider those reasons only if those reasons are given by the Medical Advisory Committee in writing to both the applicant or member and the Board, and the applicant or member is given a reasonable time to review the reasons and to prepare a case to meet those additional reasons.
- i. No member of the Board will participate in a decision of the Board pursuant to a Hearing unless they are present throughout the Hearing and heard the evidence and argument of the parties and, except with the consent of the parties, no decision of the Board will be given unless all members so present participate in the decision.
- j. The Board will make a decision to either follow or not follow the recommendation of the Medical Advisory Committee.
- k. A written copy of the decision of the Board and the written reasons for the decision will be provided to the applicant or member and to the Medical Advisory Committee within fifteen days of the conclusion of the Hearing.
- l. Notice to an applicant or member as provided for in this Schedule shall be made personally or by courier.