



CORPORATE BY-LAW

OF

BLUEWATER HEALTH

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ARTICLE 1. INTERPRETATION

1.01 Definitions

In this By-Law, unless the context otherwise requires:

- (a) “Act” means the *Corporations Act* (Ontario) and, where the context requires, includes the regulations made under it and any statute that may be substituted for it, as from time to time amended;
- (b) “Associates” in relation to an individual means the individual’s parents, siblings, children, spouse or common law partner, and includes any organization, agency, company, or individual (such as a business partner) with a formal business relationship to the individual;
- (c) “Board” means the board of directors of the Corporation, including the elected and *ex officio* Directors;
- (d) “By-Law(s)” means the by-laws of the Corporation;
- (e) “Chair” means the chair of the Board;
- (f) “Chief Executive Officer” means, in addition to “administrator” as defined in the *Public Hospitals Act*, the employee of the Corporation who has been appointed by the Board as chief executive officer of the Corporation;
- (g) “Chief Nursing Executive” means the senior employee appointed by the process established by the Chief Executive Officer and responsible to the Chief Executive Officer for the nursing functions and practices in the Hospital;
- (h) “Chief of Professional Staff” means, in addition to “chief of staff” as referred to in Regulation 965 under the *Public Hospitals Act*, the member of the Medical Staff appointed by the Board in accordance with the Professional Staff By-Laws;
- (i) “Committee” means any committee established by the Board under this By-Law;
- (j) “Conflict of Interest” includes, without limitation, the following three areas that may give rise to a conflict of interest for the Directors, namely:
 - (i) Pecuniary or financial interest – a Director is said to have a pecuniary or financial interest in a decision when the Director (or his/her Associates) stands to gain by that decision, either in the form of money, gifts, favours, gratuities or other special consideration;
 - (ii) Undue influence – a Director’s participation or influence in Board decisions that selectively and disproportionately benefits particular Departments, and/or services, agencies, companies, organizations, municipal or professional groups or Patients from a particular demographic, geographic,

political, socio-economic or cultural group is a violation of the Director's entrusted responsibility to the Corporation's stakeholders at large; or

- (iii) Adverse interest – a Director is said to have an adverse interest to the Corporation when he/she is a party to a claim, application or proceeding against the Corporation;
- (k) “Corporation” means the corporation established by the Letters Patent with the name Bluewater Health;
- (l) “Critical Incident” means any unintended event that occurs when a Patient receives treatment in the Hospital that results in death, or serious disability, injury or harm to the Patient, and does not result primarily from the Patient's underlying medical condition or from a known risk inherent in providing the treatment;
- (m) “Dental Staff” means the Dentists to whom the Board has granted Privileges;
- (n) “Dentist” means a member in good standing of the Royal College of Dental Surgeons of Ontario;
- (o) “Department” means a clinical department established by the Board in accordance with the Professional Staff By-Laws;
- (p) “Director” means a member of the Board, whether elected or *ex officio*;
- (q) “*Ex officio*” means membership by virtue of the office and includes all rights, responsibilities, and power to vote, unless otherwise specified;
- (r) “Excluded Person” means:
 - (i) any Professional Staff member;
 - (ii) any employee of the Corporation; and
 - (iii) any parent, sibling, child, spouse or common law partner of any person listed in section (i) or (ii) above;
- (s) “Extended Class Nurses” means those registered nurses in the extended class to whom the Board has granted Privileges;
- (t) “Extended Class Nursing Staff” means those registered nurses in the extended class who are employed by the Hospital;
- (u) “Fiscal Advisory Committee” means the fiscal advisory committee constituted in accordance with the *Public Hospitals Act*;
- (v) “Hospital” means the public hospital operated by the Corporation;

- (w) “Letters Patent” means the letters patent of amalgamation creating the Corporation and any supplementary letters patent;
- (x) “Medical Advisory Committee” means the Medical Advisory Committee established by the Board as required by the *Public Hospitals Act*;
- (y) “Medical Staff” means the Physicians to whom the Board has granted Privileges;
- (z) “Member” means a member of the Corporation;
- (aa) “Midwife” means a member in good standing of the College of Midwives of Ontario;
- (bb) “Midwifery Staff” means the Midwives to whom the Board has granted Privileges;
- (cc) “Non-Director Committee Member” means a non-Director, who has been appointed to a Committee;
- (dd) “Officer” means those officers of the Corporation set out in section 7.01;
- (ee) “Patient” means any in-patient or out-patient of the Hospital;
- (ff) “Physician” means a member in good standing of the College of Physicians and Surgeons of Ontario;
- (gg) “Privileges” means those rights or entitlements conferred upon a Physician, Dentist, Midwife or Extended Class Nurse by the Board at the time of appointment or re-appointment;
- (hh) “Professional Staff” means the Medical Staff, Dental Staff, Midwifery Staff and Extended Class Nurses;
- (ii) “Professional Staff Association” means the association comprised of the Professional Staff members;
- (jj) “*Public Hospitals Act*” means the *Public Hospitals Act* (Ontario) and, where the context requires, includes the regulations made under it and any statute that may be substituted for it, as from time to time amended;
- (kk) “Vice-Chair” means the vice-chair of the Board.

1.02 Interpretation

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

- (a) Any Director or Non-Director Committee member may participate in a meeting of the Board or a Committee by means of telephone conference, electronic or other communication facilities as permit all persons participating in the meeting to

communicate with each other simultaneously and instantaneously, provided that all Directors present at or participating in the meeting consent. A person participating in the meeting by such means is deemed to be present in person at the meeting.

- (b) Business arising at any meeting of the Members, the Board or any Committee shall be decided by a majority of votes, unless otherwise required by statute, provided that:
 - (i) Except as provided in this By-Law, each Member, Director and Committee member shall be entitled to one vote at any meeting of the Members, Board or Committee, respectively.
 - (ii) In accordance with the *Public Hospitals Act*, no Member shall be entitled to vote by proxy at any Member's meeting. Further, there will be no representation by proxy at any Board or Committee meeting.
 - (iii) Votes shall be taken by show of hands among all Members, Directors and Committee members present. The chair of a Members' meeting or Committee meeting shall not vote unless necessary to break a tie. The chair of a Board meeting shall have a first vote but shall not have a casting vote to break a tie.
 - (iv) After a show of hands has been taken on any question, the chair of the meeting may require, or any person entitled to vote on the question may demand, a poll. A poll shall be taken in such manner as the chair of the meeting shall direct. A demand for a poll may be withdrawn at any time before taking the poll. The result of the poll shall be the decision of the Corporation, Board or Committee, as the case may be.
 - (v) Whenever a vote by show of hands has been taken on a question, unless a poll is required or demanded, a declaration by the chair of the meeting that a resolution, vote or motion has been carried and an entry to that effect in the minutes shall be admissible in evidence as prima facie proof of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution, vote or motion.
- (c) Minutes shall be kept for all meetings of the Members, Board, or any Committee.
- (d) Any questions of procedure for any meetings of the Members, Board, or a Committee, which have not been provided for in this By-Law, the Act, or the *Public Hospitals Act* shall be determined by the chair of the meeting in accordance with Kerr and King's "Procedures for Meetings and Organizations" or such other rules of procedure adopted by Board resolution.
- (e) Words importing the singular number include the plural and vice versa; words importing one gender include all genders; and words importing persons include individuals, corporations, partnerships, trusts and unincorporated organizations.

- (f) The headings used in this By-Law are inserted for reference purposes only, and are not to be considered in construing its terms or provisions.
- (g) Any references in this By-Law to any law, by-law, rule, regulation, order, or act of any government, or governmental or regulatory body, shall be construed as a reference to it as amended or re-enacted from time to time.

1.03 Repeal of Previous By-Laws

All previous By-Laws relating to the administration of the affairs of the Corporation are repealed and replaced with this By-Law.

ARTICLE 2. OBJECTS OF THE CORPORATION

2.01 Objects

The objects of the Corporation are set out in its Letters Patent.

ARTICLE 3. MEMBERSHIP IN THE CORPORATION

3.01 Members

The Members shall be, *ex officio*, the Directors as they may be elected or appointed from time to time in accordance with this By-Law.

3.02 Termination of Membership

If a person ceases to be a Director, his/her membership in the Corporation shall terminate and his/her successor in office shall automatically be *ex officio* a Member.

ARTICLE 4. MEMBERS' MEETINGS

4.01 Annual Meeting

- (a) The annual meeting, for the purpose of receiving the financial statements, appointing the auditor for the coming year, and electing the Directors (if any), shall be held between the 1st day of April and the 31st day of July in each year on a day fixed by the Board.
- (b) No item of other business shall be considered at the annual meeting unless notice in writing of such item of other business has been given to the Secretary before the giving of notice of the annual meeting so that such item of new business can be included in the notice. Such notice of new business shall be signed by at least one Member.

4.02 Special Meeting

- (a) The Chair may call a special meeting.

- (b) If any Member so requests in writing, the Secretary shall call a special meeting for any purpose connected with the affairs of the Corporation which is properly within the purview of the Members' role in the Corporation and which is not inconsistent with the Act.
- (c) The requisition shall be deposited at or delivered to the head office of the Corporation and may consist of several documents in like forms signed by the requisitioner(s).
- (d) If the Board, acting in its sole discretion, determines that the requisition meets the qualifications set out in section 4.02(b), the Board shall call and hold a meeting within 21 days from the date of the deposit of the requisition.
- (e) Notice of a special meeting shall be given in the same manner as provided in section 4.04(a).
- (f) The notice of a special meeting shall state the purpose for which it is called.
- (g) No item of other business shall be considered at the special meeting unless notice in writing of such item of other business has been given to the Secretary before the giving of notice of the special meeting so that such item of new business can be included in the notice. Such notice of new business shall be signed by at least one Member.

4.03 Location of Meeting

Annual and special meetings shall be held at the head office of the Corporation or at any place in Ontario as the Board may determine.

4.04 Notice of Meeting

- (a) Notice of the annual meeting shall be given to each Member and to any other person entitled to notice of a Members' meeting by prepaid mail, courier or electronic communication (including facsimile and e-mail) at least ten days but not more than 50 days in advance of the meeting to the address shown on the records of the Corporation.
- (b) A Member or any other person entitled to notice of a Members' meeting may waive notice of any Members' meeting. Attendance of any Member at a Members' meeting shall constitute a waiver of notice of the meeting, except where the Member attends the meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called. Members' meetings held without notice shall be deemed to be duly called and held if all of the Members waive notice of the meeting and consent to the transaction of the business that came before it, subject to a quorum being present at the meeting.

4.05 Quorum

The lesser of:

- (a) a majority of the Members; and
- (b) eight Members,

present at an annual or special meeting shall constitute a quorum.

4.06 Written Resolutions and By-Law

In lieu of holding a Members' meeting, any resolution or By-Law may be passed in writing by all the Members who would otherwise have been entitled to vote at the meeting, excluding those where a Director or auditor statement is given in connection with Director or auditor removal or resignation.

4.07 Chair

- (a) The chair of a Members' meeting shall be:
 - (i) the Chair; or
 - (ii) the Vice-Chair, if the Chair is absent or unable to act; or
 - (iii) a chair elected by the Members present, if the Chair and the Vice-Chair are absent or unable to act.

4.08 Adjournment

If, within one-half hour after the time appointed for a Members' meeting, a quorum is not present, the meeting shall stand adjourned until a day within two weeks to be determined by the Chair. At least 48 hours' notice of the adjourned meeting shall be given.

4.09 Financial Year End

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

ARTICLE 5. BOARD

5.01 Board Composition

The Board shall consist of 17 Directors, including 12 elected Directors and five *ex officio* Directors.

5.02 Term of Elected Directors

All elected Directors shall be elected for a three-year term, except as otherwise permitted from time to time by Board resolution, provided that each elected Director shall hold office

until the earlier of the date on which their office is vacated or until the end of the meeting at which his/her successor is elected or appointed.

5.03 Qualifications for Elected Directors

- (a) An individual shall be qualified for election or appointment as an elected Director, provided that he/she:
 - (i) is not less than 18 years of age;
 - (ii) does not have the status of a bankrupt;
 - (iii) has not been found under the *Substitute Decisions Act, 1992* or the *Mental Health Act* to be incapable of managing property and has not been found to be incapable by any court in Canada or elsewhere;
 - (iv) has his/her primary place of residence in Lambton County; and
 - (v) is not an Excluded Person, except as otherwise permitted from time to time by Board resolution.
- (b) Every elected Director will be required to provide a copy of a criminal record check, including a vulnerable sector screen, that is dated not more than six months before the individual's initial election or appointment to the Board.

5.04 Ex officio Directors

- (a) The *ex officio* Directors shall be:
 - (i) the Chief of Professional Staff;
 - (ii) the President of the Professional Staff Association;
 - (iii) one of the Vice-Presidents of the Professional Staff Association, to be designated by the Professional Staff Association following the annual election of officers of the Professional Staff Association;
 - (iv) the Chief Executive Officer; and
 - (v) the Chief Nursing Executive.
- (b) Any *ex officio* Director who is an employee or member of the Professional Staff shall not be entitled to vote at Board meetings.

5.05 Nomination Procedure for Election of Directors

Only the Board may make nominations for the election of Directors at a Members' meeting in accordance with the Board-approved nominating and election procedure in effect from

time to time. The decision of the Board as to whether or not a candidate is qualified to stand for election shall be final.

5.06 Term of Office Restrictions

- (a) No elected Director shall be eligible for re-election to the Board beyond the expiration of three consecutive completed three-year terms except as otherwise determined by Board resolution.
- (b) Where a Director was initially appointed under section 5.09(c) to fill the unexpired portion of the term of a vacating Director, such partial term shall be:
 - (i) excluded from the calculation of the maximum terms of service if at the time of the Director's initial appointment the remaining unexpired term of the vacating Director was 18 months or less; and
 - (ii) included in the calculation of the maximum terms of service if at the time of the Director's initial appointment the remaining unexpired term of the vacating Director was more than 18 months.

5.07 No Remuneration

The Directors shall serve as such without remuneration, and no Director shall directly or indirectly receive any profit from his/her position as such, provided that a Director may be paid reasonable expenses incurred by him/her in the performance of his/her duties as a Director. The *ex officio* Directors may be paid for their services to the Corporation in any other capacity, as approved by the Board.

5.08 Leave of Absence

- (a) An elected Director or Non-Director Committee Member may be granted a leave of absence for illness or other sufficient cause for no more than eight months, by Board resolution on request of the Director or Non-Director Committee Member.
- (b) Any Director or Non-Director Committee Member who is granted a leave of absence shall not participate in any meeting of the Board or Committee during the leave of absence, shall not have any voting rights at any meeting, and shall not be counted in quorum for any meeting.
- (c) Each approved leave of absence will be reviewed during the annual Board recruitment period (March-May) to determine the feasibility of allowing it to continue into the next Board year.

5.09 Vacancy and Termination of Office

- (a) The office of an elected Director shall automatically be vacated:

- (i) if an elected Director resigns office, by notice in writing to the Secretary, which resignation shall be effective at the time it is received by the Secretary or at the time specified in the notice, whichever is later;
 - (ii) if the Director is convicted of a criminal offence;
 - (iii) if the Director dies; or
 - (iv) if the Director at any time fails to meet the qualifications set out in section 5.03.
- (b) The office of an elected Director may be vacated by Board resolution if:
- (i) a Director is absent for three consecutive regular Board meetings or if a Director is absent for one-third or more of the Board meetings in any 12-month period; or
 - (ii) a Director fails to comply with the Act, *Public Hospitals Act*, the Corporation's Letters Patent, By-Laws, or the Board-approved rules, regulations, policies and procedures, including the confidentiality, conflict of interest and standard of care provisions contained in this By-Law.
- (c) If a vacancy occurs at any time on the Board for any reason, so long as a quorum remains in office:
- (i) the remaining Directors may exercise all the powers of the Board; and
 - (ii) the vacancy may be filled by Board resolution, and the appointed Director shall hold office for the remainder of the unexpired portion of the term of the vacating Director.

5.10 Conflict of Interest

- (a) Every Director who, either directly or through one of his/her Associates, has or thinks he/she may potentially have a Conflict of Interest with respect to a proposed or current contract, transaction, matter or decision of the Corporation shall disclose the nature and extent of the Conflict of Interest at a meeting of the Board.
- (b) The disclosure shall be made at the Board meeting at which the contract, transaction, matter or decision is first raised if the Director is present, and otherwise, at the first meeting after the Director becomes aware of the contract, transaction, matter or decision.
- (c) If the Director, or his/her Associates, becomes interested in a contract, transaction, matter or decision after the Board meeting at which it is first raised, the Director shall make the required disclosure at the next Board meeting following the Director's perception or apprehension of a conflict.

- (d) In the case of an existing contract, transaction, matter or decision, the disclosure shall be made at the first Board meeting after the individual becomes a Director or the interest comes into being.
- (e) No Director who discloses or is determined to have a Conflict of Interest with respect to a contract, transaction, matter or decision shall vote or be present at the vote or during the discussions, or otherwise attempt to influence the voting, on such contract, transaction, matter or decision, nor shall the Director be counted in any required quorum with respect to the vote.
- (f) If a Director has disclosed his/her Conflict of Interest and has not voted on the matter in compliance with this By-Law, the Director is not accountable to the Corporation for any profits he/she may realize from the contract, transaction, matter or decision.
- (g) If the Director fails to disclose his/her interest in a contract, transaction, matter or decision, as required by this By-Law, this failure may be considered grounds for termination of his/her position as a Director under clause 5.09(b)(ii).
- (h) The failure of any Director to comply with the Conflict of Interest provisions of this By-Law does not, in or of itself, invalidate any contract, transaction, matter or decision undertaken by the Board.
- (i) If a Director believes that any other Director has a Conflict of Interest with respect to any contract, transaction, matter or decision, the Director shall have his/her concern recorded in the minutes, and the Director with the alleged Conflict of Interest shall have the right to address the Board with respect to the allegation. Thereafter, the Board, after the Director alleged to have a Conflict of Interest has absented himself or herself from the meeting, shall vote on whether the Director alleged to have a Conflict of Interest has, in the opinion of the Board, a Conflict of Interest. The question of whether or not a Director has a Conflict of Interest shall be determined by Board resolution and shall be final.
- (j) If the Board finds that the Director does not have a Conflict of Interest, the Board will then vote on the contract, transaction, matter or decision, and the vote of each Director shall be recorded.
- (k) Every disclosure or determination of a Conflict of Interest and the general nature thereof shall be recorded in the Board meeting minutes.
- (l) Where the number of Directors who, by reason of the provisions of this section 5.10, are prohibited from participating in a meeting is such that at that meeting the remaining Directors are not of sufficient number to constitute a quorum, then, notwithstanding any other provision in this By-Law, the remaining number of Directors shall be deemed to constitute a quorum, provided such number is not less than three.

- (m) Where, in the circumstances mentioned in section 5.10(l) above, the remaining number of Directors who are not prohibited from participating in the meeting is less than three, any Director may apply to the Superior Court of Justice on an ex parte basis for an order authorizing the Board to give consideration to, discuss and vote on the matter out of which the interest arises, or such other relief as the Court may order.

5.11 Confidentiality

- (a) Every Director, Officer, Professional Staff member, employee of the Corporation and Committee member appointed or authorized by the Board shall respect the confidentiality of matters brought before the Board or any Committee or coming to his/her attention in the course of his/her duties, keeping in mind that unauthorized statements may adversely affect the interests of the Corporation.
- (b) No statements respecting such matters shall be made to the public or the press by any such Director, Officer, Professional Staff member, employee or Committee member, except as authorized by Board resolution.
- (c) Persons, other than persons referred to in section (a) above, permitted to attend any meeting of the Board or any committee established or authorized by the Board or by the By-Laws shall be advised that they are required to respect the confidentiality of all matters coming to their attention during any such meeting and shall behave accordingly.
- (d) The Board may, by resolution, authorize one or more Directors, Officers, or employees of the Corporation to make such statements or publish information or particulars respecting any such matter.
- (e) The confidentiality requirements set out in section (a) and (c) above shall not apply to any information that is in the public domain, including any matters discussed during those portions of a Board meeting at which members of the public were invited to attend.

5.12 Responsibilities of the Board

The Board shall govern and oversee the management of the affairs of the Corporation, and in so doing shall:

- (a) develop and review on a regular basis the mission, vision, values and strategic plan of the Corporation in relation to the provision, within available resources, of appropriate programs and services in order to meet the needs of the population served;
- (b) ensure mechanisms and policies are in place to provide excellent quality of care to Patients;

- (c) establish procedures for monitoring compliance with the requirements of the Act, *Public Hospitals Act*, the By-Laws and all legislation applicable to the operation of the Hospital;
- (d) hire a competent and qualified Chief Executive Officer, set and approve his/her compensation, and ensure the evaluation of the performance of the Chief Executive Officer annually;
- (e) delegate responsibility and concomitant authority to the Chief Executive Officer for the clinical and administrative operations of the Corporation and require accountability to the Board;
- (f) in consultation with the Chief Executive Officer, appoint a competent and qualified Chief of Professional Staff and ensure the evaluation of the performance of the Chief of Professional Staff annually;
- (g) delegate responsibility and concomitant authority to the Chief of Professional Staff for the operation of the general clinical organization of the Hospital and the supervision of the clinical practice of the Professional Staff, and require accountability to the Board;
- (h) appoint and re-appoint professionals to the Professional Staff, and grant and delineate their respective Privileges, subject to such conditions as the Board deems advisable. No such appointment, re-appointment or delineation of Privileges shall be made by the Board except after considering the recommendations of the Medical Advisory Committee, the Corporation's resources, and whether there is a need for their services in the community in accordance with legislative and By-Law requirements;
- (i) through the Chief Executive Officer and the Professional Staff organization(s), assess and monitor the acceptance by each Professional Staff member of responsibility to the Patient and to the Hospital in accordance with the Privileges and duties of their respective appointments and with this By-Law;
- (j) consider and, if deemed necessary or advisable, after considering the recommendations of the Medical Advisory Committee, effect the dismissal, suspension or restriction of Privileges of any Professional Staff member in accordance with the *Public Hospitals Act*, By-Laws and/or policies;
- (k) ensure that the Professional Staff By-Laws set out the organization and duties of the Professional Staff;
- (l) ensure that the services provided by the Hospital have properly qualified staff and appropriate facilities;
- (m) ascertain that methods are established for the regular evaluation of the quality of care and that all Hospital services are regularly evaluated in relation to generally accepted standards, and require accountability on a regular basis;

- (n) make, from time to time, rules and regulations not inconsistent with the provisions of the Act, By-Laws, *Public Hospitals Act*, or any other relevant legislation in respect of any matter considered necessary or advisable;
- (o) review annually the functioning of the Corporation in relation to its objects and purposes as stated in the Letters Patent;
- (p) evaluate its own performance in relation to its responsibilities and periodically review and revise governance policies, processes and structures as appropriate;
- (q) examine and consider, at least annually, the report of the auditors of the Corporation and the financial statements respecting the Corporation and review and consider on a continuing basis the financial status of the Corporation at all times;
- (r) ensure that auditors for the Corporation are appointed annually and that such auditors are licensed under the *Public Accounting Act*;
- (s) perform all such duties and functions as Directors, as set forth or required by the Act, Letters Patent, By-Laws, *Public Hospitals Act*, rules and regulations of the Corporation and all relevant legislation;
- (t) appoint, from time to time, such Committees as it deems necessary or advisable and terminate any such Committee(s) so appointed when, in the opinion of the Board, termination is considered advisable;
- (u) approve procedures to encourage the donation of organs and tissues, including:
 - (i) procedures to identify potential donors; and
 - (ii) procedures to make potential donors and their families aware of the options of organ and tissue donation and ensure that such procedures are implemented in the Hospital;
- (v) cause an Occupational Health and Safety Committee to be appointed and function as required by the *Occupational Health and Safety Act* and the *Public Hospitals Act*;
- (w) keep the community served by the Corporation informed about the changing functions of the Hospital, including any expansion or restriction of the services provided;
- (x) ensure and provide for the operation of a health surveillance program for the Corporation that is in respect of all persons carrying on activities in the Corporation and includes a communicable disease surveillance program;
- (y) ensure that staff, including clinical nurses and nurse managers, are involved in decision-making within the Hospital on administrative, financial, operational and planning matters as well as on appropriate Committees including the Fiscal

Advisory Committee, all in accordance with the requirements of the *Public Hospitals Act*;

- (z) ensure that the Chief Executive Officer, Chief of Professional Staff, Chief Nursing Executive, Professional Staff, staff nurses and nurses who are managers develop plans to deal with:
 - (i) emergency situations that could place a greater than normal demand on the services provided by the Hospital or disrupt the normal Hospital routine, and
 - (ii) the failure to provide services by persons who ordinarily provide services in the Hospital;
- (aa) ensure that the Chief Executive Officer establishes a system for ensuring the disclosure of every Critical Incident, as soon as is practicable after the Critical Incident occurs, to the Medical Advisory Committee, the Chief Executive Officer and the Patient, his/her substitute decision-maker, or estate trustee (as applicable) in accordance with the *Public Hospitals Act*;
- (bb) ensure that the Chief Executive Officer establishes a system for ensuring that every Critical Incident is analyzed and a plan developed to avoid or reduce the risk of further similar incidents;
- (cc) ensure that the Chief Executive Officer establishes a system for reporting aggregated Critical Incident data to the Quality Committee at least twice per year; and
- (dd) ensure that the Chief Executive Officer has caused to be retained for at least 25 years, all written statements made in respect of the destruction of medical records, notes, charts and other material relating to patient care and photographs thereof.

5.13 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;
- (b) exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances;
- (c) have a duty to comply with the Act, the Letters Patent and this By-law; and
- (d) be deemed to have consented to Board resolutions unless his/her dissent is submitted within seven days after becoming aware of the resolution.

ARTICLE 6. REGULAR AND SPECIAL BOARD MEETINGS

6.01 Regular Meetings

- (a) The Board shall meet at such day, time and place as the Board determines from time to time. The Board shall set a schedule of regular Board meetings every year, which shall include meetings in the municipalities of both Sarnia and Petrolia.
- (b) There shall be at least four regular meetings each year.
- (c) The public may attend meetings of the Board; however, the Board may, at its discretion and without notice, hold all or part of any regular or special Board meeting in camera if the subject matter under consideration involves:
 - (i) the disclosure of personal or financial information in respect of an employee or prospective employee, Professional Staff member, Patient, or Director, Officer or Committee member;
 - (ii) the acquisition, security, sale, lease or disposal of real estate;
 - (iii) the deliberations or decisions in respect of negotiations with employees or prospective employees of the Hospital or Professional Staff members;
 - (iv) any legal proceeding or potential legal proceeding affecting the Corporation;
 - (v) instructions given to or opinions received from professional advisors (e.g., lawyers, auditors, architects, etc.) to the Corporation;
 - (vi) material contracts; or
 - (vii) such other matter deemed by the Board to be of a sensitive or confidential nature.

6.02 Special Meetings

Special Board meetings shall be called by the Secretary on the written request of any of:

- (a) the Chair; or
- (b) any three Directors.

6.03 Notice of Regular and Special Meetings

- (a) The Secretary shall give at least ten days' notice of regular meetings to the Directors, which notice may be given by verifiable electronic communication (including facsimile and e-mail).

- (b) Notice of a special Board meeting shall be given at least 24 hours in advance of the meeting, which notice may be given by verifiable electronic communication (including facsimile and e-mail). The notice of a special meeting shall state the purpose for which it is called. In calculating the 24-hour notice period, Saturdays, Sundays and statutory holidays shall be excluded.

6.04 Procedures for Board Meetings

- (a) Provided a quorum of Directors is present, each newly elected Board may, without notice, hold its first meeting immediately following the annual meeting.
- (b) If within one-half hour after the time appointed for a Board meeting, a quorum is not present, the meeting shall stand adjourned until the same day in the following week at the same hour and place, or such other day as determined by the Chair. At least 24 hours' notice of the adjourned meeting shall be given to each Director, provided that in calculating the 24-hour notice period, Saturdays, Sundays and statutory holidays shall be excluded.
- (c) The statutory declaration of the Secretary or the Chair that notice has been given pursuant to the By-Laws shall be sufficient and conclusive evidence of the giving of such notice.
- (d) The accidental omission to give notice to any Director, or the non-receipt of any notice by any Director, or any error in any notice not affecting the substance thereof, shall not invalidate any action taken at any meeting held pursuant to such notice.
- (e) Any Director may, at any time, waive notice of any meeting and may ratify and approve any and all proceedings taken or had at the meeting. Attendance and participation at a meeting constitute waiver of notice.

6.05 Quorum

- (a) A quorum for any Board meeting shall consist of a majority of the Directors, provided that the number of elected Directors shall constitute the majority of the Directors present.
- (b) No Board meeting shall be duly constituted for the transaction of business unless a quorum is present.

6.06 Written Resolutions and By-Law

In lieu of holding a Board meeting, any resolution or By-Law may be passed in writing by all the Directors who would otherwise have been entitled to vote at the meeting.

6.07 Rules

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

ARTICLE 7. OFFICERS

7.01 Officers

- (a) At the first meeting of the Board following the annual meeting, or at such other times when a vacancy shall occur, the Board shall appoint the following Officers from among the elected Directors:
 - (i) the Chair;
 - (ii) the Vice-Chair; and
 - (iii) the Treasurer.
- (b) The Chief Executive Officer shall be Secretary.
- (c) Any Officer shall cease to hold office upon Board resolution.

7.02 Duties of Chair

The duties of the Chair shall include, without limitation, the following:

- (a) preside at all Board and Members' meetings and act as chair of such meetings;
- (b) be responsible for naming Committee members not otherwise provided for in the By-Laws;
- (c) be an *ex officio* member of all Committees; and where he/she attends any such Committee meetings solely in the *ex officio* capacity and not as a designated or assigned member of such Committee, the Chair shall not have any voting rights and shall not be counted in computing a quorum for such meeting; and
- (d) assume and perform such other duties as may from time to time be assigned to him/her by the Board.

7.03 Duties of the Vice-Chair

The Vice-Chair shall:

- (a) have all the powers and perform all the duties of the Chair during the absence or disability of the Chair; and

- (b) perform such other duties, if any, as may from time to time be assigned by the Board.

7.04 Duties of the Treasurer

- (a) The Treasurer shall:
 - (i) be Chair of the Resource Utilization & Audit Committee; and
 - (ii) perform such other duties as may from time to time be assigned by the Board.
- (b) The Treasurer may delegate the performance of his/her duties to any person(s) as approved by the Board, but shall retain responsibility for ensuring the proper performance of such duties.

7.05 Term of Office for Elected Officers

- (a) The Chair shall be appointed for an initial two-year term. Following the completion of this initial term, the Chair may be re-elected for a second term of one year.
- (b) The Vice-Chair and Treasurer shall be appointed annually for one-year terms.
- (c) The Officers shall hold office for the terms described above or until their successors are appointed in their stead.
- (d) No Director may serve as Chair, Vice-Chair or Treasurer for more than three consecutive years in one office, except as otherwise decided by Board resolution; provided, however, that following a break in the continuous service of at least one year, the same person may be re-elected to such office.

7.06 Duties of the Secretary

- (a) The Secretary shall:
 - (i) give notice of all Members', Board and Board Committee meetings;
 - (ii) attend all Members', Board and Board Committee meetings;
 - (iii) ensure the proper recording and maintenance of minutes of all Members, Board and Board Committee meetings;
 - (iv) attend to correspondence on behalf of the Board;
 - (v) have custody of all minute books, documents and registers of the Corporation and ensure that the same are maintained as required by law;
 - (vi) ensure that all reports are prepared and filed as are required to be filed by law or requested by the Board;

- (vii) be the custodian of the seal of the Corporation;
 - (viii) maintain copies of all testamentary documents and trust instruments by which benefits are conferred upon the Corporation and provide information respecting same and of any trust properties which come into the control or possession of the Corporation to the Office of the Public Guardian and Trustee as required by the *Charities Accounting Act (Ontario)*;
 - (ix) at least semi-annually provide an accounting to the Board with respect to all funds held in trust by the Corporation; and
 - (x) perform such other duties as may be required of the Secretary by the Board.
- (b) The Secretary may delegate the performance of his/her duties to any person(s) as approved by the Board, but the Secretary shall retain responsibility for ensuring the proper performance of such duties.

7.07 Chief Executive Officer

- (a) The Chief Executive Officer shall be the Secretary.
- (b) The Chief Executive Officer shall be designated and appointed by the Board.
- (c) The duties of the Chief Executive Officer shall include the exercise of the authority delegated to the Chief Executive Officer by the Board through Board policies for the organization and operation of the Corporation, and the Chief Executive Officer shall be accountable to the Board for the Corporation's accomplishment of applicable Board policies and for the operation of the affairs of the Corporation consonant with the reasonable interpretation of Board policies.
- (d) The Chief Executive Officer shall perform the duties as set forth in the position description of the Chief Executive Officer, as approved by the Board from time to time.
- (e) The Chief Executive Officer shall perform such other duties as may be determined from time to time by the Board.

7.08 Protection of Directors, Officers, and Committee Members

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

happen in the execution of the duties of such Director's, Officer's, or Committee member's respective office unless such occurrence is as a result of Director's, Officer's or Committee member's own wilful neglect or default.

7.09 Indemnification

Every Director, Officer, and Committee member, and his/her heirs, executors, administrators and estates and effects, respectively, shall from time to time and at all times be indemnified and saved harmless out of the funds of the Corporation from and against:

- (a) all costs, charges and expenses whatsoever which such Director, Officer, or Committee member sustains or incurs in or about any claim, action, suit or proceeding which is made, brought, commenced or prosecuted against him/her, for or in respect of any act, deed, matter or thing whatsoever made, done, permitted to be done, or omitted to be done by him/ her in or about the execution of his/her duties as Director, Officer, or Committee member; and
- (b) all other costs, charges and expenses that he/she sustains or incurs in or about or in relation to the affairs of the Corporation, except such costs, charges or expenses as are occasioned by his/her own wilful neglect or default.
- (c) The indemnity provided for in the preceding paragraph:
 - (i) shall not apply to any liability that a Director, Officer or Committee member may sustain or incur as the result of any act or omission as a Professional Staff member; and
 - (ii) shall be applicable only if the Director, Officer, or Committee member acted honestly and in good faith with a view to the best interests of the Corporation and in the case of criminal or administrative action or proceeding that is enforceable by a monetary penalty, had reasonable grounds for believing that his/her conduct was lawful.

7.10 Insurance

The Board will cause to be purchased such insurance as it considers advisable and necessary to ensure that Directors, Officers, and Committee members will be indemnified and saved harmless in accordance with this By-Law; the premiums for such insurance coverage shall be paid from the funds of the Corporation.

ARTICLE 8. COMMITTEES

8.01 Establishment of Committees

- (a) At the first Board meeting following the annual meeting, the Board shall establish the following standing Committees:
 - (i) Executive Committee;

- (ii) Medical Advisory Committee;
 - (iii) Governance and Nominating Committee;
 - (iv) Joint Conference Committee;
 - (v) Resource Utilization and Audit Committee; and
 - (vi) Quality Committee.
- (b) The Board may from time to time establish such other ad hoc and standing Committees as it determines are necessary for the execution of the Board's responsibilities. The Board shall prescribe terms of reference and may create applicable policies for any such Committee.
 - (c) Excluding the Medical Advisory Committee, the Board shall appoint the chairs and members of such Committees.
 - (d) The Board shall encourage and promote the appointment of Non-Director Committee Members to such of the standing and ad hoc Committees as it may deem advisable.
 - (e) All Committee meetings are closed to the public. Guests may attend Committee meetings upon:
 - (i) invitation of the Committee chair; or
 - (ii) resolution of the Committee.
 - (f) Excluding the Medical Advisory Committee, the Chair and the Chief Executive Officer shall be *ex officio* members of all Committees.
 - (g) The Board may, by resolution, dissolve any ad hoc committee at any time.
 - (h) An elected Director shall chair all standing Committees except for the Medical Advisory Committee.
 - (i) Directors shall comprise a majority of the members of all standing Committees except for the Medical Advisory Committee.
 - (j) A majority of Committee members shall constitute a quorum, except for the Executive Committee (the quorum for which is set out in section 8.02(c)) and Committees with Non-Director Committee Members (the quorum for which is set out in section 8.05).

8.02 Executive Committee

- (a) The Executive Committee shall be elected annually by the Board and shall consist of:

- (i) the Chair;
 - (ii) the Vice-Chair;
 - (iii) the Treasurer;
 - (iv) the Chief of Professional Staff;
 - (v) the President of the Professional Staff Association;
 - (vi) the Chief Executive Officer; and
 - (vii) one additional elected Director.
- (b) The Executive Committee shall:
- (i) subject to applicable laws, exercise the full powers of the Board in all matters of administrative urgency between regular Board meetings, reporting every action and the reason for addressing issues at the Executive Committee rather than the Board at the next Board meeting; and
 - (ii) study and advise or make recommendations to the Board on any matter as directed by the Board.
- (c) A quorum for the Executive Committee shall consist of a majority of the Committee members, including at least three elected Directors.
- (d) Pursuant to Regulation 965 under the *Public Hospitals Act* as amended by O. Reg. 156/10, any member of the Executive Committee who is an employee or member of the Professional Staff of the Hospital shall not be entitled to vote at Executive Committee meetings.

8.03 Joint Conference Committee

The Joint Conference Committee shall continue as a means of providing liaison among the Board, the Hospital's management and the Professional Staff. The terms of reference of the Joint Conference Committee shall be set out in Hospital policy.

8.04 Fiscal Advisory Committee

The Chief Executive Officer shall appoint the members of the Fiscal Advisory Committee required to be established by Regulation 965 under the *Public Hospitals Act*.

8.05 Non-Director Committee Members on Committees

- (a) A quorum for any Committee with Non-Director Committee Members shall consist of a majority of the Committee members, including at least one Committee member who is also an elected Director.

- (b) No Committee meeting shall be duly constituted for the transaction of business unless a quorum is present.
- (c) Non-Director Committee Members shall have one-year renewable terms, which shall not preclude their future candidacy for nomination to the Board and which terms shall not be included in calculating a Director's term limit under section 5.06. No individual shall serve more than five consecutive one-year terms as a Non-Director Committee Member, except as otherwise permitted from time to time by Board resolution.
- (d) Every Non-Director Committee Member shall meet all of the qualifications required for Directors, as outlined in section 5.03.
- (e) Every Non-Director Committee Member will be required to provide a copy of a criminal record check, including a vulnerable sector screen that is dated not more than six months before the person's initial nomination for appointment to a Committee.
- (f) Participation by a Non-Director Committee Member is conditional on the Non-Director Committee Member signing a declaration that the Non-Director Committee Member:
 - (i) is a fiduciary of the Corporation and must place the best interests of the Corporation above his/her own personal interests;
 - (ii) has read and understood the Conflict of Interest and confidentiality requirements of this By-Law, which apply to all Non-Director Committee Members;
 - (iii) will participate in the Board's orientation and education program, in keeping with Board policy; and
 - (iv) will abide by all other requirements described in the declaration, in keeping with Board policy.
- (g) Non-Director Committee Member positions shall be vacated or terminated in accordance with the same provisions applicable to Directors, as outlined in section 5.09.

ARTICLE 9. FINANCIAL

9.01 Authorized Signing Officers

- (a) The authorized signing officers of the Corporation, for signing and executing deeds, documents, leases, contracts, agreements, offers for purchase of realty, purchase orders for equipment and undertakings on behalf of the Corporation (other than such as pertain to and are required for the day-to-day operation of the Corporation, as specified below), shall be as follows:

- (i) One of the Chair, the Vice-Chair, or a Director (who is not an employee of the Hospital and who has been designated by the Board to act as a signing officer in the absence of both the Chair and Vice-Chair); and
 - (ii) One of the Secretary, the Treasurer, or the person appointed by the Board or Chief Executive Officer to be in charge of the finances of the Corporation.
- (b) No such deed, document, lease, contract, agreement, offer or undertaking shall be signed or executed by authorized signing officers until it has been formally approved and authorized to be signed by Board resolution.
 - (c) Sale, mortgage, hypothecation or other disposition of real property of the Corporation shall only be made as authorized by special resolution. Sale, exchange or other disposition of goods, chattels or equipment shall only be effected when they have become obsolete or otherwise not required or are unsuitable for the purposes of the Corporation. Such sale, exchange or other disposition of any significant or material amount shall only be effected following Board approval.

9.02 Day to Day Operation

- (a) Contracts, agreements, orders and capital equipment purchases for the operation of the Corporation, specifically included in the budget approved by the Board or otherwise approved by the Board, and involving costs or liability of amounts established by the Board resolution, may be signed on behalf of the Corporation by person(s) specifically so authorized by the Board.
- (b) The Board may authorize signing officers on behalf of the Corporation, additional to or other than as provided in this By-Law, and will institute and effect such internal audit procedures as it shall determine in consultation with the auditors of the Corporation.

9.03 Banking and Borrowing

- (a) The banking business of the Corporation or any part thereof shall be transacted with such banks, trust companies or other financial institutions as the Board may, by resolution, from time to time determine.
- (b) Without limiting the borrowing powers of the Corporation as set out in the Act, the Board may from time to time, on behalf of the Corporation, without authorization of the Members:
 - (i) borrow money on the credit of the Corporation;
 - (ii) issue, sell or pledge securities (including bonds, debentures, notes or other similar obligations, secured or unsecured) of the Corporation; or

- (iii) charge, mortgage, hypothecate or pledge all or any of the real or personal property of the Corporation, including book debts and unpaid calls, rights and powers, franchises and undertakings, to secure any securities or for any money borrowed, or other debt, or any other obligation or liability of the Corporation.

9.04 Seal

The seal of the Corporation shall be in the form impressed on this By-Law.

9.05 Investments

The Board is authorized to make or receive any investments that the Board in its discretion considers advisable.

9.06 Auditor

- (a) The Members shall, at each annual meeting, appoint an auditor who shall not be a Director, Officer, or employee of the Corporation, or a partner or employee of any such person, and who is duly licensed under the provisions of the *Public Accounting Act (Ontario)*, to hold office until the next annual meeting, provided that the Board may fill any casual vacancy in the office of auditor.
- (b) The auditor shall have all the rights and privileges as set out in the Act and shall perform the audit function as prescribed in the Act.
- (c) In addition to making the report at the annual meeting, the auditor shall from time to time report through the Resource Utilization & Audit Committee on the audit work with any necessary recommendations.
- (d) The Board shall fix the remuneration of the auditor.

ARTICLE 10. VOLUNTARY ASSOCIATIONS

10.01 Ancillary Associations

- (a) The Board may sponsor the formation of one or more Hospital auxiliaries or any other ancillary association as it deems advisable.
- (b) Any such auxiliary or association(s) shall be conducted with the advice of the Board for the general welfare and benefit of the Hospital and its Patients. Each such auxiliary or association shall report to the Board on a regular basis, including a comprehensive annual report of activities, through the board of directors of one of the Hospital's foundations, as the Board directs. Each such auxiliary or association may also be required to report directly to the Board, at the Board's request.
- (c) Each such auxiliary or association shall elect its own officers and formulate its own by-laws, but at all times the objects, by-laws and activities of each such auxiliary

or association shall be subject to review by, and the continuing approval of, the Board. Any proposed change in objects, by-laws or activities of each such auxiliary or association shall be reported, through the appropriate foundation board, for the Board's approval.

- (d) Each unincorporated auxiliary or ancillary association shall have its financial affairs reviewed for the purposes of assuring reasonable internal control. The auditor for the Corporation shall be the auditor for the voluntary association(s) under this section.

ARTICLE 11. AMENDMENT OF BY-LAWS

11.01 Amendment

- (a) The Board may pass or amend a By-Law of the Corporation from time to time.
- (b)
 - (i) Where it is intended to pass or amend a By-Law at a Board meeting, written notice of such intention shall be sent by the Secretary to each Director at his/her address as shown on the records of the Corporation by ordinary mail or electronic communication (including facsimile and e-mail) in accordance with section 6.03.
 - (ii) Where the notice of intention required by clause (i) above is not provided, any proposed By-Law or amendment to the By-Law may nevertheless be moved at the meeting and discussion and voting thereon adjourned to the next meeting, for which no notice of intention need be given.
- (c) Subject to the Act and sections (d) and (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 is passed, or
 - (ii) from such future time as may be specified in the motion.
- (d)
 - (i) A By-Law or an amendment to a By-Law passed by the Board shall be presented for confirmation at the next annual meeting or to a special meeting of the Members called for that purpose. The notice of such meeting shall refer to the By-Law or amendment to be presented.
 - (ii) The Members at the meeting may confirm the By-Law as presented or reject or amend it, and if rejected it thereupon ceases to have effect and if amended, it takes effect as amended.
- (e) In any case of rejection, amendment, or refusal to approve a By-Law or part of a By-Law in force and effect in accordance with any part of this section, no act done or right acquired under any such By-Law is prejudicially affected by any such rejection, amendment or refusal to approve.

11.02 Amendments to Professional Staff By-Laws

Before submitting any amendments to the Professional Staff By-Laws to the approval process established in section 11.01 above, the following procedures shall be followed:

- (a) notice specifying the proposed amendment shall be posted;
- (b) the Professional Staff shall be afforded a period of at least 30 days to comment on the proposed amendment; and
- (c) the Medical Advisory Committee shall make recommendations to the Board, concerning the proposed amendment.

ENACTED as the Corporate By-Law by the Board.



Chair



Secretary