



AGENDA
SPECIAL MEMBERS MEETING
Wednesday, February 26, 2020
Bluewater Health Board Room – R-4-810
5:00 pm

Directors:	Marg Dragan, Treasurer Anthony lafrate Bill Gillam Jenny Greensmith	Louis Guimond Brian Knott, Vice-Chair Katherine Mantha Bob McKinley	Rachael Simon Fred Vanderheide Paul Wiersma, Chair Kirk Wilson
Ex-Officio Directors:	Mike Lapaine Dr. Michel Haddad	Shannon Landry Dr. Andre Rudovics	Dr. Lincoln Lam
Participants:	Samer Abou-Sweid Julia Oosterman	Laurie Zimmer Kathy Alexander	Paula Reaume-Zimmer Dr. Dhiraj Dhanjani
Recorder:	Melissa Rondinelli		

*attached

NO.	TOPIC	ACTION	TIME	PRESENTER
1.0	CALL TO ORDER		5:00	Paul Wiersma
2.0	AGENDA APPROVAL			
2.1	Approval of Agenda	Decision	5:01	Paul Wiersma
2.2	Declaration of Conflict of Interest			Paul Wiersma
3.0	ITEMS FOR APPROVAL			
3.1	Annual By-Law Review*	Decision	5:02	Anthony lafrate
4.0	ADJOURNMENT	Decision	5:10	Paul Wiersma

Name of Committee:	Board of Directors		
Date of Meeting:	February 26, 2020		
Submitted by:	Julia Oosterman and Dr. Michel Haddad		
Subject:	Annual Corporate and Professional Staff By-Law Review		
Purpose of Report:	Information <input type="checkbox"/>	Input <input checked="" type="checkbox"/>	Approval <input checked="" type="checkbox"/>

Situation

The Board is required to complete an annual review of its By-Laws per policy E-1 – By-Laws and Board Policies.

Background

In 2017, the hospital retained legal counsel to conduct a review of its By-Laws. The recommended changes were vetted extensively via appropriate hospital and Board committees, and the revised Corporate and Professional Staff By-Laws of Bluewater Health were approved by the Board in February 2018. Board Policy E-1 was adopted in November 2018.

Analysis

Review of Corporate By-Law of Bluewater Health

Since the last By-Law Review (2017), the hospital has been made aware the Medical Advisory Committee (MAC) is not a Standing Committee of the Board, rather, it is a statutory Committee required under the *Public Hospitals Act*, and is responsible to report to the Board per the Professional Staff By-Laws of BWH.

As such, the reference to MAC as one of the Board’s Standing Committees in s. 8 of the Corporate By-law of BWH was questioned. Legal advice was sought as to whether a By-Law revision was required. BWH’s lawyer initially indicated an amendment to the By-law was not necessary since all Committees are established by the Board, and the section in question did not describe the work of these Committees.

Despite this advice, the Governance & Nominating Committee requested the lawyer review the Corporate By-Law again, to ensure clarity and mitigate the risk of any future concerns. Legal counsel accordingly conducted another review of the By-Laws and has suggested the amendments to Sections 1.02, 5.11, 7.06 and 8.01 as outlined in Appendix A.

The recommended revisions to the Corporate By-Laws were vetted via the By-Laws Sub-Committee of MAC and MAC for recommendation to the Board.

It should also be noted the Professional Staff By-Laws of BWH sets out all of the requirements for the MAC and the Corporate By-Laws includes the following definition for the MAC in s. 1.01 (x) as follows:

“Medical Advisory Committee” means the Medical Advisory Committee established by the Board as required by the *Public Hospitals Act*

Review of Professional Staff By-Laws of Bluewater Health

The By-Laws Sub-Committee of MAC made a recommendation to add language to the Professional Staff By-Laws enabling nominations for the Professional Staff Association (PSA) elected positions to be made at the annual meeting, if no nominations have been made up to the date of the meeting.

The MAC approved the addition to the By-Laws in June. BWH sought legal advice regarding the change over the summer. The hospital’s lawyer was supportive of the proposed change to s. 10.02 (see Appendix B) and made recommended style changes.

These changes were subsequently vetted by the By-Laws Sub-Committee for recommendation to MAC, and then recommended to the Board by MAC. This addition to the Professional Staff By-Laws reduces the risk of the PSA not having elected representatives in place.

The lawyer further advised there have not been any legislative or regulatory changes made since the last By-Law review that would require further amendments to either By-Law.

Recommendation

The Board of Directors approved the proposed amendments to the Corporate By-Law of BWH and the Professional Staff By-Laws of BWH on November 27, 2019, followed by a 30-day posting for Professional Staff to provide feedback on the revisions. No concerns were shared by the Professional Staff.

Therefore, it is recommended the members of the corporation confirm the amendments to the Corporate By-law of BWH and the Professional Staff By-Laws of BWH as presented in appendices A and B.



RECOMMENDED BY-LAW AMENDMENTS - NOV 2019

CORPORATE BY-LAW

OF

BLUEWATER HEALTH

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- (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~~Member may participate in a meeting of the Board or a Committee by means of telephone conference,

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~~ Committee 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;

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;

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;~~
 - (ii) ~~(iii)~~ Governance and Nominating Committee;
 - (iii) ~~(iv)~~ Joint Conference Committee;
 - (iv) ~~(v)~~ Resource Utilization and Audit Committee; and
 - (v) ~~(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~~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~~The Chair and the Chief Executive Officer shall be *ex officio* members of all such Committees.

- (g) The Board may, by resolution, dissolve any ad hoc ~~committee~~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

ARTICLE 10. PROFESSIONAL STAFF ASSOCIATION ELECTED OFFICERS

10.01 Eligibility For Office

Only Physicians on the Active Staff may be elected or appointed to any position or office of the Professional Staff Association.

10.02 Election Procedure

- (a) At least four weeks before the annual meeting of the Professional Staff Association, its nominating committee shall post on the Professional Staff bulletin board a list of the names of those who are nominated to stand for the offices of the Professional Staff Association which are to be filled by election in accordance with this By-Law and the regulations under the *Public Hospitals Act*. The list shall indicate the date of posting. The Active Staff of Charlotte Eleanor Englehart of Hospital of Bluewater Health will submit a name to the nominating committee for the position of Vice-President from Charlotte Eleanor Englehart Hospital of Bluewater Health.
- (b) Any further nominations shall be delivered in writing to the Secretary of the Professional Staff Association within 14 business days after the posting of the names referred to in section 10.02(a). [Subject to section 10.02\(f\), No](#) further nominations may be made following this time period.
- (c) Further nominations referred to in section 10.02(b) shall be signed by at least two members of the Professional Staff Association who are eligible to vote, and the nominee shall have signified in writing on the nomination his/her acceptance of it and such nominations shall then be posted alongside the list referred to in section 10.02(b).
- (d) If there is more than one nomination for any of the elected positions of the Professional Staff Association, an election shall take place.
- (e) Where an election or by-election is required, ballots will be sent electronically eight days prior to the meeting to each member of the Professional Staff eligible to vote. Each member eligible to vote shall have one vote, and all votes shall be kept strictly confidential. Voting will close 24 hours prior to the commencement of the annual meeting and the results will be presented and ratified at the annual meeting.
- (f) [If no nominations for one or more of the Professional Staff Association offices are made under section 10.02\(a\) or \(b\) before or during the 14-day period leading up to the annual meeting, then nominations will be accepted from the floor at the annual meeting from Professional Staff Association members who are eligible to vote. More than one nomination for a position may come from the floor. A mover and seconder is required to make a nomination. The current President of the Professional Staff Association will confirm the nominee's willingness to accept the nomination. The nominees will then be excused from the meeting and the President of the Professional Staff Association will call for the vote.](#)

~~(f)~~(g) The officers elected at the annual meeting of the Professional Staff Association shall assume office immediately following the conclusion of that meeting.

~~(g)~~(h) Where an office of the Professional Staff Association becomes vacant by reason of resignation or otherwise, a by-election may be held to fill the vacancy. Where a by-election is required, the procedure set out in sections 10.02(a) to (f) shall be followed with necessary changes to points of detail.

10.03 Duties Of The President Of The Professional Staff Association

The President of the Professional Staff Association shall:

- (a) preside at all meetings of the Professional Staff Association;
- (b) call special meetings of the Professional Staff Association;
- (c) be a member of the Medical Advisory Committee;
- (d) report to the Medical Advisory Committee and the Board on any issues raised by the Professional Staff Association;
- (e) act as a liaison between the Professional Staff, Chief Executive Officer, and Board with respect to matters concerning Professional Staff;
- (f) support and promote the values and strategic plan of the Corporation;
- (g) be an ex-officio Director;
- (h) be a member of the Joint Conference Committee;
- (i) be an *ex officio* member of all committees of the Professional Staff;
- (j) be accountable to the Professional Staff and advocate fair process in the treatment of individual members of the Professional Staff; and
- (k) have Active Staff Privileges in the Hospital.

10.04 Duties Of The Vice-President Of The Professional Staff Association

- (a) There shall be two Vice-Presidents of the Professional Staff Association, one from Charlotte Eleanor Englehart Hospital of Bluewater Health and one from Bluewater Health, Sarnia, and each shall:
 - (i) advocate fair process in the treatment of Professional Staff members;
 - (ii) perform such duties as the President of the Professional Staff Association may delegate to him/her;
 - (iii) usually be in office for one calendar year; and