

NORTH YORK GENERAL HOSPITAL

BY-LAW NUMBER 63

WHEREAS the Board of Governors of North York General Hospital deems it expedient that By-laws No. 59-62 be cancelled and revoked and that the following By-law No. 63 be adopted for regulating the affairs of the Corporation;

NOW THEREFORE be it enacted and it is hereby enacted that By-laws No. 59-62 of the Corporation be repealed, cancelled and revoked and that the following By-law No. 63 be substituted and adopted in lieu thereof.

Being a General By-Law for regulating the conduct and affairs of NORTH YORK GENERAL HOSPITAL (the “**Corporation**”)

BE IT ENACTED as a by-law of the Corporation as follows:

1. HEAD OFFICE. The head office of the Corporation shall be in the City of Toronto, in the Province of Ontario and at such place within the municipality in Ontario where the head office is from time to time situate.
2. SEAL. The seal, an impression whereof is stamped in the margin hereof, shall be the seal of the Corporation.

MEMBERSHIP

3. MEMBERS. The members of the Corporation shall consist of:
 - (a) the elected and *ex-officio* governors from time to time of the Corporation, for so long as they serve in such office; and
 - (b) *ex-officio*, the holder from time to time, of the office of the chair of the Missionary Health Institute.
4. FEES. No fees shall be payable by the members.
5. TERMINATION OF MEMBERSHIP. Membership in the Corporation is not transferrable and shall automatically terminate when a member ceases to be a governor.

MEETINGS OF THE MEMBERS

6. ANNUAL MEETING. The annual meeting of the members shall be held at such place within Ontario at such time and on such day between the 1st day of April and the 31st day of July in each year, unless otherwise approved by the board, provided such variation is directed by the Minister of Health, all in accordance with the Public Hospitals Act, for the purpose of hearing and receiving the reports and statements required by the *Not-for-Profit*

Act, 2010, S.O. 2010, c.15, as amended from time to time and any successor legislation thereto (the “**Act**”) to be read at and laid before the Corporation at an annual meeting, electing governors, appointing the auditors and authorizing the board to fix the auditors’ remuneration, and for the transaction of such other business as may properly be brought before the meeting.

7. **SPECIAL MEETINGS.** Other meetings of the members may be convened by order of the chair or as required by the board at any time and any place within Ontario and shall be convened from time to time upon written request therefor signed by four members of the Corporation.
8. **NOTICE.** Notice of all meetings of the members, whether annual or special, shall be given by the secretary stating the day, hour and place of the meeting and, in case of special meetings, with an outline in sufficient detail of the business to be transacted in a manner that permits a member to form a reasoned judgment of the business, along with the text of any special resolution to be submitted to the meeting. Notice of the time and place of any meeting of the members shall be delivered, faxed, emailed or telephoned to each member and to the auditors at the postal address, fax number, email address or telephone number, as the case may be, as the same appears on the books of the Corporation (or in any other manner permitted by the Public Hospitals Act) at least ten days’ prior to the meeting and not more than fifty (50) days before the date of the meeting.
9. **NOTICE FOR ANNUAL MEETING.** Not less than 5 days, or a prescribed number of days, before each annual meeting or before the signing of a resolution in lieu of the annual meeting, the Corporation shall give a copy of the board-approved financial statements, auditor’s report, and any further information respecting the financial position of the Corporation and the results of its operations required by the Articles or this By-law to all members who have informed the Corporation that they wish to receive a copy of those documents.
10. **OMISSIONS AND ERRORS IN NOTICE.** The accidental omission to give any notice of any meeting to any member or members or the auditors, or the non-receipt of any notice by any member or members or the auditors, or any error in any notice not affecting the substance of it, shall not invalidate any resolution passed or any proceedings taken at any meeting held pursuant to the notice or otherwise founded on it.
11. **PROOF OF SERVICE.** A certificate of the secretary or other duly authorized officer of the Corporation in office at the time of the making of the certificate as to the facts in relation to the giving of any notice to any member, governor or officer or to the auditors shall be conclusive evidence thereof.
12. **WAIVER OF NOTICE.** Any member or members or the auditors may waive any notice required to be given to such person, and such waiver, whether given before or after the meeting or other event of which notice is required to be given, shall cure any default in giving the notice. Attendance at a meeting constitutes waiver of notice.

13. **RIGHT TO VOTE.** At each meeting of members, every member whose name appears in a current membership list of the register of members of the Corporation shall be entitled to one vote on each question arising.
14. **NO PROXY VOTING.** Votes at all meetings of the members shall be cast in attendance and not by proxy.
15. **PERSONS ENTITLED TO BE PRESENT.** The only persons entitled to attend a meeting of the members shall be those entitled to vote thereat and the auditors of the Corporation. Any other person may be admitted only on the invitation of the chair of the meeting or with the consent of the meeting.
16. **QUORUM.** A majority of the members shall constitute a quorum for the transaction of all business at any annual or special meeting of the members, provided that a majority of the members present are voting governors. No business shall be transacted at any meeting unless the quorum requisite is present at the commencement of the business. If a quorum is present at the opening of a members' meeting, the members present may proceed with the business of the meeting, even if quorum is not present throughout the meeting.
17. **CHAIR.** In the absence of any governor who is chair or vice-chair of the board, the members present shall choose another governor, from those present, as chair of the meeting. The secretary shall preside at the election of the chair of the meeting but if the secretary is not present, the members from those present, shall choose a member to preside at the election.
18. **VOTING.** Except as herein otherwise specifically provided, every question submitted to any meeting of the members shall be decided by a majority of votes cast and, in case of an equality of votes, the chair of the meeting shall not have a second or casting vote.
19. **SHOW OF HANDS.** At all meetings of the members, every question shall be decided by a show of hands unless a poll thereon be required by the chair of the meeting or be demanded. Upon a show of hands, every person present who is entitled to vote thereat shall have one vote. After a show of hands has been taken upon any question, the chair of the meeting may require, or any member present entitled to vote may demand, a poll thereon. Whenever a vote by show of hands shall have been taken upon a question, unless a poll thereon be so required or demanded, a declaration by the chair of the meeting that the vote upon the question has been carried or carried by a particular majority or not carried and an entry to that effect in the minutes of the proceedings at the meeting shall be prima facie evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against any resolution or other proceeding in respect of the said question and the result of the vote so taken shall be the decision of the Corporation in the annual or special meeting, as the case may be, upon the question. A demand for a poll may be withdrawn at any time prior to the taking of the poll.

20. POLLS. If a poll be required by the chair of the meeting or be duly demanded by any member and the demand be not withdrawn, a poll upon the question shall be taken in such manner as the chair of the meeting shall direct.
21. ADJOURNMENT. If a quorum is not present within one hour after the time appointed for a meeting of the Corporation, the meeting shall stand adjourned until a day within thirty (30) days from the date of the adjourned meeting to be determined by the board. No notice to a member is required for a meeting adjourned in compliance with this section. In addition, the chair of the meeting may, with the consent of any meeting, adjourn the same from time to time and no notice of such adjournment need be given to the members. Any business may be brought before or dealt with at any adjourned meeting which might have been brought before or dealt with at the original meeting in accordance with the notice calling the same. If a members' meeting is adjourned by one or more adjournments for an aggregate of more than 30 days, notice of the meeting that continues the adjourned meeting shall be given in accordance with section 8.
22. WRITTEN RESOLUTION IN LIEU OF MEETING. Except as provided in the Act, a resolution signed by all of the members is as valid as if it had been passed at a members' meeting.
23. TELEPHONIC OR ELECTRONIC MEMBERS' MEETINGS. Any person entitled to attend a members' meeting may participate in the meeting by telephonic or electronic means that permits all participants to communicate adequately with each other during the meeting if the Corporation makes these means available. A person so participating in a meeting is deemed to be present at the meeting. "Telephonic or electronic means" means any means that uses the telephone or any other electronic or other technological means to transmit information or data, including telephone calls, voice mail, fax, e-mail, automated touch-tone telephone system, computer, or computer networks.

GOVERNORS

24. POWERS. The activities and affairs of the Corporation shall be governed and overseen by the board of governors, herein referred to as the "board", who may exercise all such powers and do all such acts and things as may be exercised or done by the Corporation and are not by the by-laws or any special resolution of the Corporation or by statute expressly directed or required to be done by the Corporation at a general meeting of members.
25. COMPOSITION OF THE BOARD. Subject to the Articles, the board shall consist of:
 - (a) the following voting governors:
 - (i) up to eighteen (18) governors who satisfy the criteria set out in section 26 and who are elected by the members in accordance with section 31 or appointed in accordance with section 34 ("**elected governors**"); and
 - (ii) *ex-officio*, the holder, from time to time, of the office of chair of the North York General Hospital Foundation, or the vice-chair of the North York General

Hospital Foundation if the chair is otherwise ineligible to serve as a governor under section 26 of this by-law or is vacated or removed from office under section 29 or 30 of this by-law; and

- (iii) *ex-officio*, the following four non-voting governors:
 - (i) the president of the Corporation;
 - (ii) the chair of the Medical Advisory Committee of the Corporation;
 - (iii) the president of the Medical Staff Association of the Corporation; and
 - (iv) the chief nursing executive of the Corporation.

26. QUALIFICATIONS OF GOVERNORS. No person shall be qualified for election or appointment as a governor referred to in section 25 if they:

- (b) are less than 18 years of age;
- (c) have been declared incapable by a court in Canada or in another country;
- (d) have been found under the *Substitute Decisions Act, 1992* or under the *Mental Health Act* to be incapable of managing property;
- (e) have the status of a bankrupt;
- (f) are an “ineligible individual” as defined in the *Income Tax Act* (Canada) or any regulations made under it;
- (g) except for those governors required by the *Public Hospitals Act* to be governors, are a current employee or member of the professional staff of the Corporation, or a current employee of the North York General Hospital Foundation, unless the board determines otherwise or mandated by law; or
- (h) are a child, parent, brother or sister of any employee or member of the professional staff of the Corporation or the spouse of any such person, unless the board determines otherwise.

27. WRITTEN CONSENT OF GOVERNOR. An individual who is elected or appointed to hold office as a governor shall, in writing, consent to the election or appointment before or within ten (10) days after the election or appointment, unless the governor has been elected or appointed where there is no break in the governor’s terms of office. If an elected or appointed governor consents in writing after the 10-day period, the election or appointment is valid.

28. CHANGE IN AUTHORIZED NUMBER. In the event at any time or from time to time the authorized number of governors is increased or decreased, then, at the meeting of members at which the resolution providing for such change is confirmed, all elected governors then

in office shall retire and governors shall be elected at such meeting of members in the same manner as that provided in respect of the first election of governors after the date of this by-law.

29. VACATION OF OFFICE. The office of a governor shall automatically be vacated:
- (i) if an elected governor shall resign such office by delivering a written resignation to the secretary of the Corporation and such resignation shall take effect immediately upon the delivery thereof, or upon such later date noted in the resignation, and shall not require the confirmation of the board;
 - (j) if, in the case of an elected governor, they cease to meet the requirements of section 26 or becomes a person referred to in section 30.
30. REMOVAL OF GOVERNORS. The board may remove a voting governor from the office of governor by at least two-thirds (2/3) of the votes cast at a special meeting of members of which notice specifying the intention to pass such resolution has been given, remove any elected governor before the expiration of the governor's term of office and may, by a majority of the votes cast at that meeting, elect any person in the governor's stead for the remainder of the term.
31. ELECTION AND TERM. Upon approval and confirmation of this by-law by the board and members, respectively, half of the elected governors shall be elected for a one-year term and half of the elected governors shall be elected for a two-year term, as may be determined by the members on the recommendation of the board. Thereafter, elected governors shall be elected for a two-year term. Notwithstanding the foregoing, each such governor shall hold office until the earlier of the date on which their office is vacated pursuant to section 29 or section 30, or until the end of the meeting at which their successor is elected or appointed. Half of the elected governors shall retire from office each year subject to re-election as permitted by section 33.
32. NOMINATIONS FOR ELECTED GOVERNORS. Nominations made for the election of governors at a meeting of the members may be made only by the board in accordance with this by-law and the nominating and election procedure prescribed by the board from time to time. For greater certainty, no nominations shall be accepted by the members that are not submitted and approved by the board in accordance with the board-approved process. The decision of the board as to whether or not a candidate is qualified to stand for election shall be final.
33. MAXIMUM TERMS. Each governor referred to in section 25(a)(i) shall be eligible for re-election provided that such governor shall not be elected or appointed for a term that will result in the governor serving or having served more than ten years in the aggregate. In determining a governor's length of service as a governor, service prior to the coming into force of this by-law shall be included. Despite the foregoing a governor may, by resolution of the board, have their maximum term as a governor extended as required beyond the ten-

year maximum aggregate period for the sole purpose of enabling that governor to succeed to the office of chair and serve as chair for the full term of office as chair.

34. **VACANCIES.** Voting governor vacancies in the board may be filled for the remainder of the term of a vacated office from among qualified persons, either by the members at a general meeting called for the purpose or by the remaining governors if constituting a quorum. Notwithstanding vacancies, the remaining governors may exercise all the power of the board so long as a quorum of the board remains in office.
35. **REMUNERATION OF GOVERNORS.** No governor shall receive remuneration for acting as such provided that a governor may be reimbursed reasonable expenses incurred by him or her in the performance of their duties that are pre-approved by the board or that are incurred in accordance with an expense policy adopted by the board from time to time.

BOARD MEETINGS

36. **CALLING OF MEETINGS.** Meetings of the board may be held at the head office of the Corporation or such other place as the chair or the board may determine. Board meetings may be called by the chair or may be called by the secretary upon the direction of the chair or the direction in writing of any four voting governors.
37. **NOTICE.** Notice of such meetings, other than regular meetings, shall be delivered, faxed, emailed or telephoned to each governor not less than one day before the meeting is to take place or shall be mailed to each governor not less than five days before the meeting is to take place at the postal address, fax number, email address or telephone number, as the case may be, as the same appears on the books of the Corporation. The time of giving notice shall be computed, excluding the day notice is given and including the day for which notice is given. The certificate of the secretary or the officer calling the meeting that notice has been given pursuant to this by-law shall be sufficient and conclusive evidence of the giving of such notice. The governors may consider or transact any business at any meeting of the board.

Notice of a board meeting need not specify the purpose of or the business to be transacted at the meeting, unless the meeting is intended to deal with any of the following matters, in which case the notice must specify that matter:

- (i) to submit to the members any question or matter requiring their approval;
 - (ii) to fill a vacancy among the governors or in the position of auditor;
 - (iii) to appoint additional governors;
 - (iv) to issue debt obligations, except as authorized by the governors;
 - (v) to approve any annual financial statements; or
 - (vi) to adopt, amend, or repeal by-laws.
38. **REGULAR MEETINGS.** The board may appoint a day or days in any month or months for regular meetings at a place and hour to be named. A copy of any resolution of the board

fixing the place and time of regular board meetings shall be given to each governor forthwith after being passed and no other notice shall be required for any such regular meeting.

39. **FIRST MEETING OF NEW BOARD.** A board meeting may be held without notice immediately following the annual meeting of the members provided a quorum is present.
40. **TELEPHONE OR ELECTRONIC MEETINGS.** A board meeting may be held by such telephone, electronic or other communication facilities that permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously, and a governor participating in the meeting by those means is deemed to be present at the meeting and to have consented to the holding of the meeting by those means.
41. **PERSONS ENTITLED TO BE PRESENT.** Guests may attend board meetings with the consent of the meeting on the invitation of the chair. The board may adopt a policy from time to time on the attendance of the public at board meetings.
42. **QUORUM.** A majority of the voting governors shall constitute a quorum for the transaction of business at any board meeting. No item of business shall be transacted at any meeting unless the quorum requisite is present at the commencement of the discussion of such item of business as well as the motion and resolution made on such item of business. If within one-half hour from the time appointed for a board meeting a quorum of governors is not present, the meeting shall stand adjourned until a day within two weeks to be determined by the chair. At least 24 hours' notice of a rescheduled meeting following an adjournment by an appropriate means shall be given to each governor; provided that in calculating the 24-hours notice period, Saturdays, Sundays and statutory holidays shall be excluded.
43. **OMISSIONS AND ERRORS IN NOTICE.** The accidental omission to give any notice of any meeting to any governor, or the non-receipt of any notice by any such person, or any error in any notice not affecting the substance of it, shall not invalidate any resolution passed or any proceedings taken at any meeting held pursuant to the notice or otherwise founded on it.
44. **WAIVER OF NOTICE.** Any governor, member, officer or auditor of the Corporation, may in writing, either before or after the meeting to which it refers, waive any notice required to be given to him or her, and such waiver, whether given before or after the meeting or other event of which notice is required to be given, shall cure any default in giving the notice. Attendance at a meeting constitutes waiver of notice, unless the attendance is for the express purpose of objecting to the transaction of any business on the grounds the meeting was not lawfully called.
45. **VOTING.** Questions arising at any board meeting shall be decided by a majority of votes cast. Governors who are members of the medical, dental, extended class nursing or midwifery staff, or are otherwise an employee, of the Corporation shall not be entitled to vote as governors. In the case of an equality of votes, the chair shall not have a second vote. The vote on any question shall be taken by secret ballot if so demanded by any governor

present and entitled to vote. Such ballots shall be counted by the chair. Otherwise, a vote shall be taken by a show of hands. A declaration by the chair that a resolution has been carried by a particular majority or not carried shall be conclusive.

46. CONSENT AND DISSENT OF A GOVERNOR.

- (a) A governor who is present at a board or board committee meeting is deemed to have consented to any resolution passed or action taken at the meeting, unless:
- (i) the governor's dissent is entered in the meeting minutes;
 - (ii) the governor requests that their dissent be entered in the meeting minutes;
 - (iii) the governor gives their dissent to the secretary of the meeting before the meeting is terminated; or
 - (iv) the governor submits their written dissent to the Corporation immediately after the meeting is terminated.
- (b) A governor who votes for or consents to a resolution is not entitled to dissent under this section.
- (c) A governor who was not present at a meeting at which a resolution was passed or action taken is deemed to have consented to the resolution or action unless within seven days after becoming aware of the resolution, the governor:
- (i) causes their written dissent to be placed with the meeting minutes; or
 - (ii) submits their written dissent to the Corporation.

47. WRITTEN RESOLUTIONS. A resolution signed by all of the governors entitled to vote on that resolution at a board meeting is as valid as if it had been passed at a board meeting. A resolution signed by all of the board committee members entitled to vote on that resolution at a board committee meeting is as valid as if it had been passed at a board committee meeting.

INTEREST OF GOVERNORS IN CONTRACTS

48. INTEREST OF GOVERNORS IN CONTRACTS. No contract or arrangement entered into by or on behalf of the Corporation with any governor or in which any governor is in any way interested shall be void or voidable nor shall any governor so contracting or being so interested be liable to account to the Corporation for any profit realized by any such contract or arrangement by reason of such governor holding that office or of the fiduciary relationship thereby established.

49. **DECLARATION OF INTEREST - GOVERNORS.** It shall be the duty, however, of every governor of the Corporation who is, in any way, whether directly or indirectly, interested in a contract or arrangement or proposed contract or arrangement with the Corporation to declare such interest to the extent, in the manner, and at the time, required by the applicable provisions of the Act for the time being in force and to refrain from voting in respect of the contract or arrangement or proposed contract or arrangement if and when prohibited by the Act, and shall not take part in the discussion or consideration of, or in any way attempt to influence the voting on any question with respect thereto and shall exit the meeting when the applicable issue is under consideration. For the purposes of this section, a general notice to the governors by a governor declaring that the person is a director or officer of or has a material interest in a body corporate, business firm or organization and is to be regarded as interested in any contract made therewith, is a sufficient declaration of interest in relation to any contract so made. These conflict of interest provisions are in addition to any conflict of interest policy adopted by the board from time to time.
50. **DECLARATION OF INTEREST – OFFICERS.**
- (a) The disclosure required by section 49 must be made, in the case of an officer who is not a governor:
- (i) forthwith after the officer becomes aware that the contract or transaction or proposed contract or transaction is to be considered or has been considered at a board meeting;
 - (ii) if the officer becomes interested after a contract is made or transaction is entered into, forthwith after the officer becomes so interested; or
 - (iii) if an individual who is interested in a contract or transaction later becomes an officer, forthwith after the individual becomes an officer.
- (b) If the contract or transaction or proposed contract or transaction in respect of which a disclosure is required to be made for the purposes of section 49 is one that, in the ordinary course of the Corporation’s business, would not require approval of the board or members, then the governor or officer shall disclose to the Corporation, or request to have entered in the minutes of board meetings, the nature and extent of their interest forthwith after the governor or officer becomes aware of the contract or transaction or proposed contract or transaction.
51. If no quorum exists for the purposes of voting on a resolution to approve a contract or transaction only because one or more governor(s) are not permitted to be present at the meeting by virtue of the terms of this Article, the remaining governors are deemed to constitute a quorum for the purpose of voting on the resolution.

PROTECTION OF GOVERNORS AND OFFICERS

52. **INDEMNITY OF GOVERNORS.** Every governor and officer, and former governor and officer, of the Corporation and their heirs, executors and administrators, and estate and

effects, respectively, shall, from time to time, and at all times, be indemnified and saved harmless, out of the funds of the Corporation, from and against:

- (a) all costs, charges and expenses whatsoever which such governor or officer, or former governor or officer, sustains or incurs in or about any action, suit or proceeding which is brought, commenced or prosecuted against them for or in respect of any act, deed, matter or thing whatsoever made, done or permitted by them in or about the execution of the duties of their office; and
- (b) all other costs, charges and expenses which they sustain or incur in or about or in relation to the affairs thereof except such costs, charges or expenses as are occasioned by their own willful neglect or default.

The indemnity provided for in the preceding paragraphs:

- (c) shall not apply to any liability that a governor or officer, or former governor or officer, of the Corporation may sustain or incur as the result of any act or omission as a member of the professional staff of the Corporation; and
- (d) shall be applicable only if the governor or officer, or former governor or officer, of the Corporation 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 their conduct was lawful.

53. PROTECTION OF GOVERNORS. No governor or officer, for the time being, of the Corporation shall be liable for the acts, receipts, neglects or defaults of any other governor or officer or employee or for joining in any receipt or act for conformity or for any loss, damage, expense or misfortune happening to the Corporation through the insufficiency or deficiency of title to any property acquired by order of the board 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 bankruptcy, insolvency, or tortious act of any person, firm or corporation with whom or which any monies, securities or effects shall be lodged or deposited or for any other loss, damage, expense or misfortune whatever which may happen in the execution or supposed execution of the duties of their respective office or trust or in relation thereto unless the same shall happen by or through their own willful act or default.

OFFICERS

54. ELECTED OFFICERS. Upon the recommendation of the Governance Committee, at the first board meeting after each election of governors, the board shall elect from among its members who are voting governors, a chair, a vice-chair, a secretary and a treasurer and such other officers as the board may deem appropriate. In default of election of the chair, vice-chair, secretary or treasurer the then incumbent, if a member of the board shall hold office until their successor is elected. A vacancy occurring from time to time in any such offices may

be filled by the board from among its members. The *ex-officio* governors are not eligible for appointment as chair or vice-chair.

55. APPOINTED OFFICERS. From time to time the board shall appoint a president and from time to time may appoint one or more vice-presidents and such other officers as the board may determine including one or more assistants to any of the officers. One person may hold more than one office.
56. TERM OF OFFICE. The term of office of the officers shall be as follows:
- a. With effect from and after the 2015 election of the chair, the chair shall hold office for a term of three years. The board shall review the performance of the chair annually. In extraordinary circumstances, the board may extend the chair's term for one additional year.
 - b. The secretary and treasurer shall each hold office for a one-year term and shall be eligible for re-appointment for two additional one-year terms. The board may extend the maximum term if it determines this is desirable.
 - c. The vice-chair shall hold office for a one year term and shall be eligible for re-appointment in accordance with the board approved policy. A vice-chair shall hold office for no more than a 3-year term, unless the board determines an extension is desirable..
 - d. The president shall hold office at the will of the board.

In the absence of written agreement to the contrary, the board may, by resolution, remove and replace, at its pleasure, any officer of the Corporation.

DUTIES OF OFFICERS

57. RESPONSIBLE TO BOARD. Each officer of the Corporation shall be responsible to the board. The officers shall have the powers and duties described in the position description for the officer as approved by the board and such other duties as may be required by statute, as incidental to the office, or as may from time to time be determined by the board. An officer may delegate the performance of any of the officer's duties to another, unless the board otherwise directs.
58. PRESIDENT OF THE CORPORATION. The president shall be the chief executive officer and shall have the general management and direction, subject to the authority of the board and board committees and to the supervision of the chair, of all the Corporation's business and affairs and the power to appoint and remove any and all employees and agents of the Corporation not elected or appointed directly by the board and to settle the terms of their employment and remuneration. The president shall be the administrator within the meaning of the *Public Hospitals Act* and shall be responsible for compliance with requirements of the *Public Hospitals Act* and the hospital management regulations thereunder.

59. OTHER OFFICERS. The powers and duties of all other officers of the Corporation shall be such as the board may from time to time determine. Any of the powers and duties of an officer to whom an assistant has been appointed may be exercised and performed by such assistant unless the board otherwise directs.
60. FIDELITY BONDS. The board may require such officers, employees and agents of the Corporation as the board deems advisable to furnish bonds for the faithful discharge of their duties in such form and with such surety as the board may, from time to time, prescribe. The cost of any such bond may be paid by the Corporation.

COMMITTEES

61. BOARD COMMITTEES. The board may establish committees from time to time. The board shall determine the duties of such committees. The board committees shall be:
- (a) Standing Committees, being those committees whose duties are normally continuous; and
 - (b) Special Committees, being those committees appointed for specific duties whose mandate shall expire with the completion of the tasks assigned.

Subject to applicable law, the board may dissolve any board committee by resolution at any time.

62. FUNCTIONS, DUTIES, RESPONSIBILITIES AND POWERS OF COMMITTEES. The functions, duties, responsibilities and powers of the board committees shall be provided in the board resolution by which a board committee is established, or in the board committee principles and terms of reference adopted by the board and, in the case of the Medical Advisory Committee, in the professional staff by-law, rules made under the professional staff by-law and the terms of reference adopted by the board.
63. COMMITTEE MEMBERS, CHAIR. Unless otherwise provided by by-law or by board resolution, upon the recommendation of the Governance Committee and in accordance with the board-approved committee principles, terms of reference and nominations process for board committees, the board shall appoint the chair and the members of each board standing committee as soon as possible following each annual meeting.

With the exception of the Medical Advisory Committee, each standing committee chair shall be a voting governor. Each standing committee chair shall request another committee member, who is a voting governor, to chair the standing committee in the absence of the chair.

Unless otherwise provided in the individual committee terms of reference, the chair and president shall be *ex-officio* members of all board standing committees.

Notwithstanding the foregoing, the chair of the Medical Advisory Committee, vice-chair of the Medical Advisory Committee, if any, and members of the Medical Advisory Committee shall be appointed in accordance with the professional staff by-law.

Each board standing committee, with the exception of the Medical Advisory Committee, shall include at least three voting governors. The Audit and Finance Committee, Quality Committee and Governance Committee may each include up to two committee members who are not governors.

The board may also elect from its number an Executive Committee consisting of not less than three (3) governors and may delegate to such executive committee any powers of the board, such powers to be exercised during the intervals between meetings of the board and in all matters of urgency, subject to any specific directives of the board. The Executive Committee has power to fix its quorum at not less than a majority of its members. The Executive Committee may meet for the transaction of business, adjourn and otherwise regulate its meetings as it sees fit, subject to the restrictions or rules imposed by the board from time to time. The Executive Committee shall report all actions taken on behalf of the board at the next meeting of the board.

64. **TERM OF OFFICE OF COMMITTEE MEMBERS, CHAIR.** Each member of a standing committee appointed by the board shall hold office as provided in the terms of reference of the committee as to the length of the term, but subject always to the pleasure of the board, and shall cease to be a committee member upon acceptance by the board of their resignation either as such committee member or, if a governor, as a governor or upon appointment of their successor or their removal by resolution of the board. A board standing committee chair shall, subject always to the pleasure of the board, hold office for a one-year term and shall be eligible for re-appointment for two additional one year terms. The board may extend such maximum term in appropriate circumstances. A board standing committee chair shall cease to be a committee chair upon acceptance by the board of their resignation as committee chair, as a committee member or as a governor or upon appointment of their successor or their removal by resolution of the board.
65. **COMMITTEE CHAIR.** Each board committee chair shall have the duties described in the position description for board committee chair as approved by the board and such other duties as may be required by statute, as incidental to the office, or as may from time to time be determined by the board. A board committee chair may delegate the performance of any of their duties to another, unless the board otherwise directs.

The chair of a committee shall make, or cause to be made, a full and sufficient report to the board without delay and, if practicable, at the next following board meeting upon all decisions made by the committee and, generally, all matters considered by the committee in respect of which, in their opinion, the board ought to be informed.

66. **QUORUM.** Unless otherwise provided by by-law or by board resolution, quorum for a board committee meeting shall be half of the members of the board committee, of whom

at least two are voting governors. Notwithstanding the foregoing, quorum for a meeting of the Medical Advisory Committee shall be as prescribed by the professional staff bylaw.

67. VACANCY. If and whenever a vacancy exists in any board committee, the remaining members of the board committee may exercise all its powers so long as a quorum remains in office. The board may, by resolution, fill any vacancy in any board committee from time to time.
68. PROCEDURE. Board committee meetings may be held at the head office of the Corporation or at any other place in or outside Ontario. Each board committee shall keep minutes of its meetings in which shall be recorded all actions taken by it. Questions arising at any board committee meeting shall be decided by a majority of votes and, in the case of an equality of votes, the chair shall not have the second or casting vote.

Unless otherwise provided by by-law or by board resolution, board committees may otherwise meet for the transaction of business, adjourn and regulate their meetings as they think fit.

BANKING ARRANGEMENTS AND CONTRACTS

69. BANKING ARRANGEMENTS. The Corporation's bank and deposit accounts shall be kept in such bank or other depository as the board may, by resolution from time to time, determine and all such banking business, or part thereof, shall be transacted on the Corporation's behalf by such one or more officers and/or persons as the board may designate, direct or authorize from time to time by resolution and, to the extent therein provided, including, but without restricting the generality of the foregoing: the operation of the Corporation's accounts; the making, signing, drawing, accepting, endorsing or negotiating, either manually or by facsimile, any cheques, promissory notes, drafts, acceptances, bills of exchange and orders for the payment of money; the lodging, depositing or transferring to the credit of the Corporation's bank or deposit accounts only any cheques, promissory notes, drafts, acceptances, bills of exchange and orders for the payment of money; the giving of receipts for and orders relating to any property of the Corporation; the execution of any agreement relating to any such banking business and defining the rights and powers of the parties thereto; and the authorizing of any officer of such banker to do any act or thing on the Corporation's behalf to facilitate such banking business.
70. SECURITIES SAFEKEEPING. The securities of the Corporation shall be deposited for safekeeping with one or more bankers, trust companies or other financial institutions to be selected by the board. Any and all securities so deposited may be withdrawn from time to time only upon the written order of the Corporation signed by the treasurer or by such other officer or officers, agent or agents of the Corporation and in such manner as shall, from time to time, be determined by resolution of the board and such authority may be general or confined to specific instances.
71. BORROWING. The board may, from time to time:

- (a) borrow money on the credit of the Corporation;
- (b) issue, sell, resell or pledge securities (including bonds, debentures, notes or other similar obligations, secured or unsecured) of the Corporation; or
- (c) charge, mortgage, hypothecate or pledge all or any of the real or personal property of the Corporation to secure any money borrowed or other debt or any other obligation or liability of the Corporation.

From time to time, the board may authorize any governor, officer or employee of the Corporation or any other person to make arrangements with reference to the monies borrowed or to be borrowed as aforesaid and as to the terms and conditions of the loan thereof and as to the securities to be given therefor with power to vary or modify such arrangements, terms and conditions and to give such additional securities for any monies borrowed or remaining due by the Corporation as the board may authorize and, generally, to manage, transact and settle the borrowing of money by the Corporation.

72. INVESTMENT AUTHORITY. The treasurer, subject to the direction of the board and to the advice and guidance of the Investment Committee, may invest monies of the Corporation not immediately required from time to time in investments authorized under the laws of the Province of Ontario to be made by a public hospital and may sell or otherwise dispose of such investments on such terms and conditions as they may see fit.
73. EXECUTION OF INSTRUMENTS. Contracts, documents or any instruments in writing requiring the signature of the Corporation may be signed by any two of the chair, a vicechair and the president or any one of the them together with any one of the treasurer, the secretary, or a vice-president and all contracts, documents and instruments in writing so signed shall be binding upon the Corporation without any further authorization or formality. The board shall have power, from time to time by resolution, to appoint any officer or officers or any person or persons on behalf of the Corporation either to sign contracts, documents and instruments in writing generally or to sign specific contracts, documents and instruments in writing.

The seal of the Corporation may, when required, be affixed to contracts, documents and instruments in writing signed as aforesaid or by any officer or officers, person or persons appointed as aforesaid by resolution of the board.

The term "contracts, documents and instruments in writing" as used herein shall include deeds, mortgages, hypothecs, charges, conveyances, transfers and assignments of property, real or personal, immovable or movable, agreements, releases, receipts and discharges for the payment of money or other obligations, conveyances, transfers and assignments of shares, stocks, bonds, debentures or other securities and all paper writings.

RULES AND PROCEDURES

74. RULES OF ORDER. Any questions of procedure at or for any meetings of the members, of the board or of any board committee, which have not been provided for in this by-law,

the Act or the *Public Hospitals Act* shall be determined in accordance with the rules of procedure adopted by the chair of the meeting described in the board meetings policy as approved by the board from time to time.

MATTERS REQUIRED BY THE PUBLIC HOSPITALS ACT

75. PROFESSIONAL STAFF. There shall be a professional staff of the Corporation whose appointment and functions shall be as set out in the professional staff by-law of the Corporation.
76. COMMITTEES AND PROGRAMS REQUIRED BY THE PUBLIC HOSPITALS ACT. The board shall ensure that the Corporation establishes such committees and undertakes such programs as are required under the *Public Hospitals Act*, the *Excellent Care for All Act, 2010* and other applicable legislation, including a medical advisory committee, a quality committee and a fiscal advisory committee.
77. FISCAL ADVISORY COMMITTEE. The president of the Corporation shall appoint the members of the fiscal advisory committee required to be established by the regulations under the *Public Hospitals Act*. The fiscal advisory committee shall deal with administrative (and not governance) matters.
78. CHIEF NURSING EXECUTIVE. The president shall ensure there are appropriate procedures in place for the appointment of the chief nursing executive.
79. NURSES AND OTHER STAFF AND PROFESSIONALS ON COMMITTEES. The president shall from time to time approve a process for the participation of the chief nursing executive, nurse managers, and staff nurses, staff and other professionals of the Corporation in decision making related to administrative, financial, operational and planning matters and for the election or appointment of the chief nursing executive, staff nurses or nurse managers and other staff and professionals of the Corporation to those administrative committees approved by the president to have a nurse, staff or professional representation.
80. RETENTION OF WRITTEN STATEMENTS. The president shall cause 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. The board shall see that all necessary records of the Corporation required by the by-laws of the Corporation or by any applicable laws are regularly and properly kept.
81. OCCUPATIONAL HEALTH AND SAFETY PROGRAM. Pursuant to the regulations under the *Public Hospitals Act*, there shall be an occupational health and safety program for the Corporation, which shall include procedures for:
 - (a) a safe and healthy work environment in the Corporation;
 - (b) the safe use of substances, equipment and medical devices in the Corporation;
 - (c) safe and healthy work practices in the Corporation;

- (d) the prevention of accidents to persons on the premises of the Corporation; and
- (e) the elimination of undue risks and the minimizing of hazards inherent in the Corporation environment.

The president shall designate an individual to be in charge of occupational health and safety in the Corporation. The designate shall be responsible to the president for the implementation of the occupational health and safety program. The president shall report to the board as necessary on matters in respect of the occupational health and safety program.

82. HEALTH SURVEILLANCE PROGRAM. Pursuant to the regulations under the *Public Hospitals Act*, there shall be a health surveillance program for the Corporation, which shall:

- (a) be in respect of all persons carrying on activities in the Corporation, and
- (b) include a communicable disease surveillance program.

The president shall designate an individual to be in charge of health surveillance in the Corporation. The designate shall be responsible to the president for the implementation of the health surveillance program. The president shall report to the board as necessary on matters in respect of the health surveillance program.

83. ORGAN DONATION. Pursuant to the regulations under the *Public Hospitals Act*, the board shall approve procedures to encourage the donation of organs and tissues including:

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

The board shall ensure that these procedures are implemented in the Corporation.

FINANCIAL YEAR

84. FINANCIAL YEAR. The financial year of the Corporation shall end on the 31st day of March in each year, or as otherwise prescribed by law.

85. AUDITORS. The members shall, at each annual meeting, appoint one or more firms licensed under the *Public Accounting Act, 2004* as auditors to hold office until the next annual meeting, provided that the governors may fill any casual vacancy in the office of the auditors, and, if an appointment is not so made, the auditors in office shall continue in office until a successor is appointed. The board shall fix the remuneration of the auditors. The auditors shall not be a member of the board or an Officer or employee of the Corporation or a partner or employee of any such person.

86. INTERPRETATION. In this by-law and in all other by-laws of the Corporation hereafter passed, unless the context otherwise requires, words importing the singular number or the

masculine gender shall include the plural number or the feminine gender, as the case may be, and vice versa, and references to persons shall include firms and corporations.

87. **EFFECTIVE DATE.** This by-law shall be effective immediately following confirmation by the members.
88. **AMENDMENTS TO BY-LAWS.** The Board may make, amend, or repeal any by-law that regulates the activities or affairs of the Corporation, except in respect of a by-law:
- (i) to add, change, or remove a provision respecting the transfer of a membership;
 - (ii) to change the manner of giving notice to members; or
 - (iii) to change the method of voting by Members not in attendance at a Members' meeting.
89. **REPEAL.** By-laws number 59, 60, 61 and 62, being the General Administrative By-Laws of the Corporation, as amended, are repealed as of the effective date of this by-law. Such repeal shall not affect the previous operation of any by-law so repealed or affect the validity of any act done or right, privilege, obligation or liability acquired or incurred under, or the validity of any contract or agreement made pursuant to any such by-law prior to its repeal. All officers and persons acting under any by-law so repealed shall continue to act as if appointed under the provisions of this by-law and all resolutions of the members or the board or a board committee with continuing effect passed under any repealed by-law shall continue good and valid except to the extent inconsistent with this by-law and until amended or repealed.

PASSED by the board on May 28, 2024 and CONFIRMED by the members on June 17, 2024.

Chair

Secretary