



Hanover & District Hospital Corporate By-laws

Approved by the Corporation: June ~~26~~²⁵, 201~~8~~⁹

and issued on the Authority of the Board of Governors.



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PART I – CORPORATE BY-LAWS

PREAMBLE

- 1.01 Whereas it is the purpose of the **Hanover and District Hospital** to serve the community, and whereas the purposes of the Hanover and District Hospital are:
- a. to provide acute care and treatment to the ill or injured;
 - b. to provide health education and maintain high health educational standards;
 - c. to provide data for medical research upon request;
 - d. to collaborate in partnership with other agencies to maintain and improve community health; and
 - e. to perform such lawful acts as are deemed necessary or expedient to promote the attainment of the above.
- 1.02 Whereas the governing body of the Hanover and District Hospital deems it expedient that all By-laws of the hospital heretofore enacted be cancelled and revoked and that the following By-laws be adopted for regulating the affairs of the hospital.
- 1.03 Now therefore be it enacted and it is hereby enacted that all By-laws of the hospital heretofore enacted be cancelled and revoked and that the following By-laws be substituted in lieu thereof.

PART II – DEFINITIONS

2.01 **INTERPRETATION**

- a. “Admitting Privileges for the medical staff” means the privileges granted to members of the medical staff related to the admission of in-patients, registration of out-patients, and the diagnosis, assessment and treatment of in-patients and out-patients in the Hospital;
- b. “Admitting Privileges for the dental staff” means the privileges granted to members of the dental staff who hold a specialty certificate from the Royal College of Dental Surgeons of Ontario authorizing practice in oral and maxillofacial surgery, related to the admission of in-patients, registration of out-patients, and the diagnosis, assessment and treatment of in-patients and out-patients in the hospital;
- c. “Act” means Hanover and District Hospital is governed by the Public Hospital Act and the Ontario Corporations Act;
- d. “Board” means the Governing Body of the Hanover and District Hospital;
- e. “Board Executive” means Chair, Vice-chair, Immediate Past Chair, Treasurer, and Secretary of the Board of Governors;
- f. “Chair or Chairperson” may be defined as Chair;

- g. “Chair of Medical Advisory Committee” means a physician member of the Medical Advisory Committee appointed by the board as Chair of the Medical Advisory Committee. The Chair of the Medical Advisory Committee is the Chief of Staff;
- h. “Chief of Staff” means the Chief of the Medical Staff;
- i. “Corporation” means the **Hanover and District Hospital** with Head Office at 90 7th Avenue, Hanover, Ontario;
- j. “Governor” means a member of the Board;
- k. “Elected Official” means any person appointed to the position of an Elected Official of any level of government;
- l. “Ex officio” means membership “by virtue of the office” and includes all rights, responsibilities, and power to vote unless otherwise specified;
- m. “Hospital” means the Hanover and District Hospital;
- n. “Just Cause” shall mean, in exercising his or her powers or discharging his or her duties, any breach of the fiduciary obligations owed to the hospital or failure to do any of the following:
 - i) act honestly and in good faith with a view to the best interests of the Corporation;
 - ii) exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances;
 - iii) at all times comply with the By-laws, Rules, Regulations and Policies of the Corporation; and
 - iv) support those actions legitimately taken by the Board and the Corporation.
- o. “Mail” means either regular letter mail or email;
- p. “Majority for quorum” means one more than half the members of the Board or of its respective committees entitled to vote;
- q. “Medical Advisory Committee” means the Medical Advisory Committee established by the Board as required by the *Public Hospitals Act*;
- r. “Member” means member of the Hanover and District Hospital Corporation;
- s. “Midwife” means a member in good standing of the College of Midwives of Ontario;
- t. “Midwifery Staff” means those members of the College of Midwives of Ontario who have been granted privileges at a Hospital;
- u. “Nurse” means a holder of a current certificate of competence issued in Ontario as a registered nurse with the College of Nurses of Ontario (CNO);
- v. “Officer” means Chair of the Board of Governors, Vice-chair, Immediate Past Chair, Treasurer, Secretary or any other person designated an officer by by-law of the corporation;
- w. “Past Chair” means the Governor held the office of Board Chair;

- x. "Patient" means, unless otherwise specified or the context otherwise requires, any in-patient or out-patient of the Corporation;
- y. "Pecuniary Interest" means an interest consisting of, measured in, or related to money;
- z. "Physician" means a medical practitioner in good standing with the College of Physicians and Surgeons of Ontario;
- aa. "President and Chief Executive Officer" means in addition to "administrator" as defined in the Public Hospitals Act, the person who has the direct and actual superintendence and charge of the Hospital; President will be used interchangeably with Chief Executive Officer. The President and Chief Executive Officer is the Secretary for the Board;
- bb. "Prima Facie" means evidence that is sufficient to raise a presumption of fact or to establish the fact in question unless rebutted; a matter which appears self-evident from the facts;
- cc. "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 therefore, as from time to time amended;
- dd. "Secretary" is an officer-ex-officio member of the corporation responsible for the official documents of the corporation such as the official seal and minutes of all board and committee meetings. The President and Chief Executive Officer is the Secretary for the Board;
- ee. "Vice-chair" may be defined as Vice-chair, first-vice or second-vice;
- ff. "Vice President of Finance and Operations" means the senior employee, responsible to the President and Chief Executive Officer for the Treasury and controllership functions in the Hospital; and
- gg. "Vice President of Patient Care Services/Chief Nursing Officer" means the senior employee responsible to the President and Chief Executive Officer for the patient care services in the Hospital.
- hh. "Vice President of Human Resources" means the senior employee responsible to the President and Chief Executive Officer for union relations, hospital staff and physician recruitment.

PART III – THE CORPORATION

3.01 **MEMBERS**

Members of the Corporation

The Members of the Corporation shall consist of the Voting and Non-Voting Governors of the Corporation for so long as they serve as Governors. No fees shall be payable by the Members and each Member will be entitled to one vote.

3.02 ANNUAL MEETING OF THE CORPORATION

- a. In accordance with the *Public Hospitals Act*, the annual meeting of Members shall be held between the 1st day of April and the 31st day of July of each year.
- b. Notice of the Annual Meeting of the Corporation shall be given by the following methods:
 - i) by sending electronic notice to each member of the Corporation entitled to vote by mail ten (10) days or more before the date of the meeting; and
 - ii) publication at least once a week for the two successive weeks preceding the meeting, through radio and/or social media.
- c. The only persons entitled to vote at the meeting of the Corporation shall be Members of the Corporation.
- d. A quorum for the annual meeting of the Corporation shall be one more than half of the members entitled to vote.
- e. The Board or Chair shall have power to call, at any time, an annual, special or general meeting of the Members of the Corporation.

3.03 VOTES

- a. Each Member entitled to vote and in attendance at a meeting shall have the right to exercise one vote.
- b. At all meetings of Members of the Corporation every question shall be determined by a majority of votes unless otherwise specifically provided by statute or by this By-law.
- c. Motions require a majority of two-thirds of the members entitled to vote when approving by-law amendments, the removal of a Governor, or the removal of the auditor.
- d. Votes at all meetings of Members shall be cast in person or teleconference and not by proxy.
- e. Every question submitted to any meeting of Members shall be decided in the first instance by a show of hands and in the case of an equality of votes, whether on a show of hands or at a poll, the Chair of the meeting shall have a vote during the second round to break the tie.
- f. At any meeting of Members, unless a poll is demanded, a declaration by the Chair of the meeting that a resolution has been carried or carried unanimously or by a particular majority or lost or not carried by a particular majority shall be conclusive evidence of the fact.
- g. A poll may be demanded either before or after any vote by show of hands by any Member entitled to vote at the meeting. If a poll is demanded on the election of a Chair or on the question of adjournment it shall be taken forthwith without adjournment. If a poll is demanded on any other question or as to the election of Governors, the vote shall be taken by ballot in such manner and either at once, later in the meeting or after adjournment as the Chair of the meeting directs. The result of a poll shall be deemed to be the resolution of the meeting at which the poll was demanded. A demand for a poll may be withdrawn.

3.04 ADJOURNED MEETINGS

- a. If, within one-half hour after the time appointed for a meeting of the Corporation, a quorum is not present, the meeting shall stand adjourned until a day to be determined by the Board of Governors.
- b. At least 3 days notice of the re-scheduled meeting following an adjournment shall be given by publication through social media and/or radio.

3.05 CHAIR

- a. In the absence of the Chair of the Board, the Chair of a meeting of the Corporation shall be in order as follows:
 - i) Vice -chair;
 - ii) Immediate Past Chair;
 - iii) Treasurer; or
 - iv) a Chair elected by the members present if the executive is absent.
- b. The Chair is disqualified from voting, except where there is a tie. In the case of a tie the chair will call for a second vote and if a tie continues the chair will vote.

3.06 CORPORATION ANNUAL MEETING AGENDA

The business transacted at the annual meeting of the Corporation shall include:

- a. minutes of the previous Annual meeting;
- b. unfinished business from any previous meeting of the Corporation;
- c. report of the Chair of the Board;
- d. report of the Treasurer;
- e. report of the Chair of the Finance/Audit & Property Committee;
- f. report of the Auditors;
- g. report of the Medical Advisory Committee;
- h. report of the President and Chief Executive Officer;
- i. new business;
- j. appointment of auditors for the ensuing year; and
- k. appointment/election of Governors.

3.07 FISCAL YEAR

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

PART IV – THE BOARD

4.01 THE BOARD

4.01.1 Members of the Board

- a. The Board shall govern and oversee the affairs of the Corporation and may exercise all such other powers and do all such other acts and things as the Corporation is, by its charter or otherwise, authorized to exercise and do, and shall consist of a maximum of seventeen (**17**) members as follows:
 - i) Twelve (12) elected Governors who are members of the Corporation, elected for a term of three (3) years. The terms of four (4) of these elected Governors will expire each year;
 - ii) The maximum term of service is four-three year terms i.e. twelve (12) consecutive years of service on the Board of Governors with an exception of extenuating circumstances whereby a Board Governor can request an extension as determined by the Board of Governors;
 - iii) President/CEO, Chief Nursing Officer and Chief of Staff shall be non-voting members; and
 - iv) The President and Vice President of the Medical Staff will have the ability to attend Board meetings as desired and shall be non-voting.

4.01.2 Terms of the Board Executive

- a. The Chair shall be elected by the Board from among the elected Governors. The Chair shall, when present preside at all meetings of the Members and the Board and shall represent the Corporation and the Board as may be required or appropriate and shall have such other powers and duties as the Board may specify. The Chair shall be an ex-officio member of all committees of the Board.
- b. The Chair, Vice-chair, and Treasurer shall be elected annually, but cannot serve longer than three (3) consecutive years; however, following a break of at least one year, the same Governor may be re-elected or re-appointed to any office.

4.01.3 Eligible Criteria and Conditions for Appointment of Governors

- a. A Governor shall have his/her principal residence or carry on business within the area served by the Corporation that being the Town of Hanover, certain areas of the Municipality of West Grey (formerly Bentinck Township, Normanby Township, Neustadt, Ayton), and certain areas of the Municipality of Brockton (formerly Brant Township and Elmwood).
- b. The Governor shall serve as such without remuneration and no Governor shall directly or indirectly receive any profit from his or her position as such provided that a Governor may be reimbursed reasonable expenses incurred by the Governor in the performance of his or her duties.
- c. No member of the medical staff or dental staff of the hospital shall be eligible for election or appointment to the Board except as provided in section 4.01.1 a. iii) and iv)

- d. No employee of the hospital shall be eligible for election or appointment to the Board except as where otherwise provided in these By-laws.
- e. Any former employee or Physician of Hanover and District Hospital is eligible for election to the Board after a period of three years.
- f. No spouse, child, parent, brother or sister of any person included in (c) or (d) above, nor the spouse of any such child, brother, or sister shall be eligible for election or appointment to the Board.
- g. No person may be elected or appointed a Governor before reaching eighteen (18) years of age.
- h. No person who is an undischarged bankrupt may become a Governor.
- i. No person who is an Elected Official of any level of government shall be eligible for election or appointment to the Board.

4.01.4 Vacancy/Removal of Governor

- a. The office of a Governor shall be vacated upon the occurrence of any one of the following events:
 - i) if he/she is absent without sufficient cause for three meetings of the Board within the June to May Board year;
 - ii) if he/she becomes a bankrupt;
 - iii) if he/she is elected or appointed to the position of an Elected Official of any level of government;
 - iv) if a Governor fails to comply with the *Public Hospitals Act*, the Corporations Act, the Corporation's Letters Patent, by-laws, Wainberg Rules of Order, policies and procedures adopted by the Board, including without limitation, confidentiality and conflict of interest requirements;
 - v) the Governors of the Board may, by resolution of at least a two-thirds majority of the full Board after the resolution has been considered at a previous meeting, remove any Governor for Just Cause before the expiration of his or her term of office. The Board of Governors may, by a majority of votes cast, appoint any qualified person in his or her stead until the annual meeting; or
 - vi) if, by notice in writing to the Chair, resigns his/her office and such resignation is accepted by the Board.
- b. If a vacancy occurs at any time among the elected or appointed Governors either by a resignation or by any other cause such vacancy shall be filled by a qualified person appointed by the Board to serve until the next annual meeting.
- c. At the next annual meeting in addition to the election of Governors to fill the vacancies caused by the expiry of Governor's terms, the meeting shall elect an additional Governor to fill the unexpired term created by any vacancy referred to in subsection (a).
- d. When a vacancy occurs on the Board, the quorum will be re-established to one more than half the positions currently filled on the Board.

4.02 NOMINATIONS

Subject to Section 4.01 and all other provisions of these By-laws and Board Policy #318, nominations for election as Governors at an annual meeting of the Corporation may be made only by the Nominating ~~Sub~~-Committee following Board approval.

Recommendations to the Nominating ~~Sub~~-Committee must be received by the Secretary at least 60 days before the date of the annual meeting of the Corporation and include the following:

- i) a form signed by at least two members in good standing; and/or
- ii) a written declaration signed by the nominee that he/she will serve as a Governor in accordance with these By-laws if elected.

4.03 RESPONSIBILITIES

The Board shall govern and oversee the affairs of the Corporation and:

- a. establish and review on a regular basis the mission, vision and values, goals and objectives, and strategic plan of the Hospital in relation to the provision, within available resources, of appropriate programs and services in order to meet the needs of the community;
- b. recruit individuals as Governors for vacant positions, who are knowledgeable, skilled, committed and representative of the community served;
- c. establish procedures for monitoring compliance with the requirements of the Public Hospital Act, the By-laws of the Hospital, the Ontario Corporations Act, and any other applicable legislation;
- d. establish specific policies which will provide the general framework within which the President and Chief Executive Officer, the Medical Advisory Committee, the medical staff, and the Hospital Staff will establish procedures for the day-to-day management of the Hospital;
- e. establish the selection process for the appointment of the President and Chief Executive Officer, appoint the President and Chief Executive Officer in accordance with the process and ensure the ongoing evaluation of the President and Chief Executive Officer;
- f. delegate responsibility and authority to the President and Chief Executive Officer for the operation of the Hospital and require accountability to the Board;
- g. delegate responsibility and authority to the Chief of Staff for the operation of the general clinical organization of the Hospital and the supervision of the practice of medicine in the Hospital, and require accountability to the Board;
- h. appoint and re-appoint physicians to the medical staff of the Hospital, and delineate the respective privileges after considering the recommendation of the Medical Advisory Committee, in accordance with legislation and By-laws;
- i. assess and monitor, through the medical staff organization, the acceptance by each member of the medical and dental staff of his or her responsibility to the patient and to the Hospital in conjunction with the privileges and duties of the appointment and with the By-laws of the Hospital;

- j. review regularly the functioning of the Hospital in relation to the purposes of the Corporation as stated in the letters patent, supplementary letters patent and the By-laws, and demonstrate accountability for its responsibility to the annual meeting of the corporation;
- k. ensure all other responsibilities/duties as determined by the Board are current in the Board Manual;
- l. ensure that the services which are provided have properly qualified staff and appropriate facilities;
- m. ensure mechanisms and policies are in place to provide a high quality of care for patients in the hospital including patient safety and risk management;
- n. ensure that members of the Board of Governors and their relatives shall not enter into any business arrangement with the hospital in which they are interested directly, except:
 - i) on written and competitive sealed quotation basis, and
 - ii) having declared any interest therein, and having refrained from voting thereon;
- o. ensure that every Governor, officer and employee of the Corporation shall respect the confidentiality of matters brought before the Board, keeping in mind that unauthorized statements could adversely affect the interests of the Corporation; and
- p. ensure that only the Chair of the Board and the President and Chief Executive Officer and/or appointed delegate have the authority to provide statements to the press or public about matters brought before the Board.

4.04 GOVERNORS' LIABILITY

Any Governor or officer of the Corporation shall not be liable for any act, receipt, neglect or default of any other Governor, officer or employee 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 bankruptcy, insolvency or tortuous act of any person including any person with whom any monies, securities or effects shall be deposited or for any loss, conversion, or misappropriation of or any damage resulting from any dealings with any monies, 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 Governor's or officer's respective office unless such occurrence is as a result of such Governor's or officer's own willful neglect or default.

4.05 INDEMNITIES TO GOVERNORS AND OTHERS

Every Governor or officer of the Corporation and his or 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 Governor or officer sustains or incurs in or about any action, suit or proceedings which is brought, commenced or prosecuted against

him or her, for or in respect of any act, deed, manner or thing whatsoever, made, done or permitted by him or her, in or about the execution of the duties of his or her office;

- (b) all other costs, charges and expenses which he or 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 or her own willful neglect or default; and
- (c) The indemnity provided for in the preceding paragraph:
 - (i) shall not apply to any liability which a 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
 - (ii) shall be applicable only if the Governor or officer of the Corporation acted honestly and in good faith with a view to the best interest 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 or her conduct was lawful.

4.06 BOARD MEETINGS

4.06.1 Regular Meetings of the Board

- a. There shall be at least eight (8) regular Board meetings per annum. The Secretary shall give notice of the meeting to the members of the Board if the meeting is to be held at another time or day, or at a place other than the hospital.
- b. A regular meeting of the Board may be held immediately after the annual meeting of the Corporation.
- c. Hospital board meetings are open to the public, with the exception of meetings of committees and Board meetings specifically closed by the Board. The Board may at its discretion close a meeting for certain prescribed topics, including litigation, security, property acquisition or sale, personal matters about an identifiable individual, negotiations ~~or any other matter~~ as the Board determines. Anyone requesting time to address the Board must apply for entry on the agenda, to the Secretary at least two weeks prior to the meeting. (Time limitations apply and will be allocated by the Board).
- d. Telephone/electronic or other communication participation will be permitted. If all the Governors present at or participating in the meeting consent, a meeting of Governors or a meeting of a committee of the Board 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 the Governor or committee member participating in the meeting by those means is deemed to be present at the meeting.

4.06.2 Voting

- a. Each Governor with voting privileges, present at a meeting of the Board in person, via telephone or other method of electronic communication shall be entitled to one (1) vote on each matter. Any question arising at any meeting of the Board or any committee of the Board, shall be decided by a majority of votes.

- b. A Governor shall not be entitled to vote by proxy.
- c. Every question submitted to any meeting of Governors shall be decided in the first instance by a show of hands and in the case of an equality of votes the chair of the meeting shall have a vote during the second round to break the tie.
- d. A declaration by the Chair 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 portion of the votes recorded in favour of or against such resolution, vote or motion.

4.07 QUORUM FOR MEETINGS OF THE BOARD

A quorum shall consist of one more than half the members of the Board of Governors entitled to vote.

4.08 OFFICERS

- a. The Board shall elect the following officers at a meeting immediately following the annual meeting of the Corporation or within ten (10) days following the annual meeting:
 - i) Chair;
 - ii) Vice-chair; and
 - iii) Treasurer.
- b. The position of Immediate Past Chair may be filled by the Chair when his/her term of office has been completed.
- c. The President and Chief Executive Officer will serve as the Secretary.
- d. The Secretary and Treasurer shall be responsible for the duties set forth under any Act or Regulation of the Province of Ontario and these By-laws. Such duties are not necessarily required to be performed personally, but may be delegated to others.
- e. Only elected Governors are eligible for election as Chair, Vice-Chair or Treasurer.

4.09 CHAIR

- a) In the absence of the Chair of the Board, the chair of a meeting of the Board shall be in order as follows:
 - i) Vice-chair;
 - ii) Immediate Past Chair;
 - iii) Treasurer; or
 - iv) a chair elected by the members present if the executive are absent.
- b) The Chair is disqualified from voting, except where there is a tie. In the case of a tie the chair will call for a second vote and if a tie continues the chair will vote.

4.10 SPECIAL MEETINGS OF THE BOARD

- a. The Chair of the Board may call special meetings of the Board.
- b. The Secretary of the Board shall call a special meeting of the Board if three Governors so request in writing.
- c. Notice of a special meeting of the Board may be given by telephone and shall be given at least twenty-four (24) hours in advance of the meeting.

4.11 PROCEDURES

- a. The statutory declaration of the Secretary or Chair of the Board that notice has been given pursuant to the By-laws, shall be sufficient and conclusive evidence of the giving of such notice.
- b. No error or omission in giving notice of a meeting of the Board shall invalidate such meeting or make void any proceedings taken or had at such meeting and any Governor may at any time waive notice of such meeting and may ratify and approve any or all proceedings taken or had thereat.
- c. Minutes shall be kept of all meetings of the Board and all meetings of all committees of the Board.
- d. Questions arising at any meeting of the Board or any committee established by or by means of these By-laws shall be decided by a majority vote. Voting procedures will follow section 4.06.2 of this By-law.
- e. Any questions of procedure at or for any meetings of the Corporation, of the Board, of the Medical Staff, or of any committees which have not been provided for in these By-laws or by the Corporations Act shall be determined by the Chair in accordance with parliamentary procedure as defined in Wainberg's Company Meeting including Rules of Order – Fourth Edition.

4.12 DUTIES OF OFFICERS

Duties of the Chair, Vice-chair, Treasurer, and Secretary will be as outlined in the Board Manual.

4.13 BONDING

- a. Governors, officers, and employees, as the Board may designate, shall secure from a guarantee company a bond of fidelity of an amount approved by the Board.
- b. The requirements of subsection (a) may be met by an alternative form of employee fidelity insurance such as, but not limited to, a blanket position bond, a commercial blanket bond, or a comprehensive dishonesty, disappearance and destructive policy, at the discretion of the Board.
- c. The Corporation shall pay the cost of any fidelity bond or policy secured under this section.

4.14 COMMITTEES OF THE BOARD

- a. The Board shall appoint the Chairperson and members of each of the following Committees:
- i) ~~Executive/Management Committee;~~
 - ii) Finance/Audit & Property Committee;
 - iii) By-law Committee;
 - iv) Fiscal Advisory Committee;
 - v) Public Relations Committee;
 - vi) Joint Conference Committee;
 - vii) Quality Governance & Risk Management Committee;
 - viii) Nominating ~~Sub~~-Committee; and
 - ~~ix) — Audit Committee;~~
 - ~~x) — Ethics Committee; and~~
 - ~~xi) —~~ Medical Advisory Committee.

The Terms of Reference for each committee will be defined and kept current in the Board Manual.

- b. With the exception of ~~the Executive Committee and~~ the Medical Advisory Committee, the Board may appoint additional members who are not Governors to all committees of the Board, and those persons shall be entitled to vote.

4.15 PRESIDENT AND CHIEF EXECUTIVE OFFICER

- a. The President and Chief Executive Officer shall be appointed by the Board, in accordance with its approved selection process.
- b. The President and Chief Executive Officer shall be a non-voting member of the Board and report to the Board on any matters about which it should have knowledge, and subject to this by-law, be an ex officio member of Board Committees.
- c. The Board may at any time revoke or suspend the appointment of the President and Chief Executive Officer with just cause.
- d. The President and Chief Executive Officer shall be the Secretary of the Board.
- e. The President and Chief Executive Officer shall:
- i) be responsible to the Board for the organization and management of the Hospital in accordance with the Public Hospitals Act and policies established by the Board and subject to direction of the Board;
 - ii) attend all meetings of the Board unless there are extenuating circumstances and it is approved by the Board;
 - iii) attend meetings of the Medical Advisory Committee without a vote and as provided in Section 9.1(2) of the Medical Staff By-laws;

- iv) ensure appropriate systems and structures are in place for the effective management and control of the Hospital and its resources including the employment, development, control, direction and discharge of all employees of the Hospital;
- v) ensure structures and systems are in place for the development, review, and recommendation of new programs, program expansion or changes;
- vi) ensure effective human resources planning and identify resource implications;
- vii) establish an organizational structure to ensure accountability of all departments and staff for fulfilling the mission, objectives and strategic plan of the Hospital;
- viii) provide leadership in support of the Board's responsibility to develop and periodically review the mission, objectives and strategic plan of the Hospital;
- ix) develop, recommend and foster the values, culture and philosophy of the Hospital;
- x) communicate with related health care agencies to promote co-ordination with other organizations and agencies;
- xi) represent the Hospital externally to the community, government, media and other organizations and agencies;
- xii) be responsible for the payment by the Corporation of all salaries and amounts due from and owing by the Corporation which fall within the purview and scope of the approved annual budget, or otherwise as may from time to time be established by resolution of the Board;
- xiii) notify the Chief of Staff, and the Board as necessary, of:
 1. any failure of any member of the medical or dental staff to act in accordance with statute law or regulations thereunder, or the Hospital By-laws and rules;
 2. any belief that a member of the medical or dental staff is unable to perform his/her professional duties with respect to a patient in the Hospital;
 3. any patient who does not appear to be receiving the most appropriate treatment and care or who is not being visited frequently enough by the attending member of the medical or dental staff;
 4. occupational health and safety program;
 5. health surveillance program; and
 6. any other matter about which he/she or they should have knowledge.
- xiv) be responsible to the Board for taking such action as considered necessary to ensure a compliance under any Act or Regulation of the Province of Ontario and these By-laws; and

- xv) perform such other duties as directed from time to time by the Board.

4.16 BANKING

- a. It is a requirement that either the President/CEO and/or Vice President of Finance/Operations must be a signatory. In the event the President/CEO or the Vice President of Finance/Operations is unavailable for signature, any one of the following: the Chair, the Vice-chair, or the Treasurer, may sign with the Vice President of Finance and Operations or the President and Chief Executive Officer. These positions are hereby authorized for and in the name of the Corporation:
 - i) to draw, accept, sign and make all or any bills of exchange, promissory notes, cheques, and orders for payments of money;
 - ii) to receive all monies and to give an account for the same;
 - iii) subject to the approval of the Board, to borrow money from the bank as needed for ongoing operations of the hospital, by incurring an overdraft or otherwise;
 - iv) subject to the approval of the Board to assign and transfer to the bank all or any stocks, bonds and other securities as required for ongoing operations of the hospital; and
 - v) generally to transact with the bank any business as required.
- b. Any officer of the Corporation or any official as may from time to time be designated by the Board is hereby authorized or may be authorized on behalf of the Corporation:
 - i) to negotiate with, deposit with, endorse or transfer to a bank, but for the credit of the Corporation only, all or any bills of exchange, promissory notes, cheques, or orders for the payment of money and other negotiable paper;
 - ii) from time to time arrange, settle, balance and certify all books and accounts between the Corporation and the Corporation's bank;
 - iii) to receive all paid cheques and vouchers; or
 - iv) to sign the bank's form of settlement of balance and release.

4.17 SIGNING OFFICERS

The Chair or Vice-chair of the Board and Treasurer or President and Chief Executive Officer and the VP of Finance and Operations shall jointly sign on behalf of the Corporation and affix the Corporate Seal to all contracts, agreements, conveyances, mortgages, or other documents, as may be required by law or as authorized by the Board.

4.18 INVESTMENTS

The Board may invest in securities authorized by the Trustee Act of the Province of Ontario:

- a. all monies given in trust to the Corporation for the use of the Corporation;

- b. all Corporation monies not required for operating expenses;
- c. notwithstanding the provisions of section a. the Board may, at its discretion, retain investments not authorized by the Trustee Act which are given to the Corporation in specie; and
- d. the President and Chief Executive Officer shall ensure that copies are kept of all testamentary documents and trust investments by which the benefits are given, bequeathed or devised to or to the use of the Corporation.

4.19 ENDOWMENT BENEFITS

No benefit given, devised or bequeathed in trust to or to the use of the Corporation for endowment purposes shall be hypothecated, transferred, or assigned to obtain credit or to receive funds except as allowed by section 4.17.a.

4.20 AUDITOR

- a. The Members of the Corporation shall at its annual meeting appoint an auditor who shall not be a member of the Board or an Officer or an employee of the Corporation or a partner or employee of any such person, and who is duly licensed under the Public Accountancy Act, to hold office until the next annual meeting of the Corporation.
- b. The auditor shall have all rights and privileges as set out in the Corporations Act of Ontario and shall perform the audit function as prescribed therein.
- c. In addition to making his/her report at the annual meeting of the Corporation, the auditor shall from time to time report through the ~~Finance/Audit & Property and Finance~~ Committees to the Board on his/her work, making any recommendation he/she considers necessary.

4.21 CONFLICT OF INTEREST

- a. Where a Governor, either on his or her own behalf or while acting for, by, with or through another person, has any pecuniary or contractual interest in any matter which is the subject of consideration at a meeting of the Board, the member shall:
- b. promptly leave the meeting or the part of the meeting during which the matter is under consideration.
 - i) shall not attempt whether before or after the meeting to influence the voting in any way, including by attempting to influence employees of the Hospital; and
 - ii) if absent after becoming aware that any matter in which he/she has a pecuniary interest was the subject of consideration at a previous meeting of the Board, disclose the interest at the next meeting of the Board that the member attends.

Record of Oral Disclosure:

- c. Record of Oral Disclosure – every oral declaration of interest and its general nature made where the meeting of the Board is open to the public, shall be recorded in the minutes of the meeting by the recording secretary. Where a meeting is “in camera” the declaration of interest, but not the general nature of that interest, shall be recorded in the minutes for the next meeting that is open to the public.

Remedy for Lack of Quorum:

- d. Where the number of members who, by reason of Conflict of Interest are disabled from participating in a meeting is such that at the meeting the remaining members are not a sufficient number to constitute a quorum, then one-third of the total number of members attending shall be deemed to constitute a quorum, but such number shall not be less than two. Where the number remaining eligible to vote is less than two, the matter under discussion shall be tabled until the next meeting. Where all Board members are in attendance and the eligible voters are less than the prescribed two, then the board may apply to a judge for an order authorizing the Board to give consideration to, discuss and vote on the matter out of which the interest arises.

Application of Conflict of Interest Guidelines:

- e. The above guidelines do not apply in any matter that a person may have:
 - i) by reason of being entitled to receive, on terms common to other persons, any service or other such benefit offered by the Hospital;
 - ii) by reasons of having a pecuniary interest which is a community of interest in common with the public generally;
 - iii) by reason of membership in or volunteer activities for a non-profit organization, if the person receives no remuneration or financial benefit from the organization and the person’s pecuniary interest is an interest in common with all other persons of the organization;
 - iv) by reason only of an interest of the person which is so remote or insignificant in its nature that it cannot reasonably be regarded as likely to influence the person; and
 - v) refer to Board Manual for further clarity.

PART V – PARTICIPATION OF NURSES

- 5.01 The following committees are approved by the Board to have nurse representation:
- i) Fiscal Advisory Committee; and
 - ii) Occupational Health and Safety Committee.

PART VI – VOLUNTARY ASSOCIATIONS

- 6.01 The Board supports voluntary associations. Refer to Board Manual Policy #217.

PART VII - AMENDMENTS

7.01 AMENDMENT TO BY-LAWS

The Board may pass or amend the By-laws of the Corporation from time to time. Where it is intended to pass or amend the By-laws at a meeting of the Board, the By-law Committee will table the amendments one meeting prior to being discussed for adoption by the Board.

- a. Subject to clauses 7.01 b. (ii) and 7.01 c. below, a By-law or an amendment to a By-law passed by the Board has full force and effect:
 - i) from the time the motion was passed; or
 - ii) from such future time as may be specified in the motion.
- b.
 - 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 general meeting of the members of the Corporation called for that purpose. The notice of such annual meeting or special general meeting shall refer to the By-law or amendment to be presented.
 - ii) The members at the annual meeting or at a special general 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.
- c. 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.

HANOVER AND DISTRICT HOSPITAL

CERTIFICATE OF ENACTMENT

This is to certify:

- 1. That the appended copy of the By-law of the Hanover and District Hospital is a true and complete copy of the By-law as passed by the Board of the Hospital at a properly constituted meeting of the Board held in May 28, 20189.*
- 2. That the By-law was confirmed at a properly constituted meeting of the general membership of the Hospital Corporation duly called for the purpose held on the 265th day of June 20189.*

Date at Hanover, Ontario

Board
of Grey County

the 265th day of

June 20189

Lorna Eadie Hocking, Chair of the

Dana Howes, President and CEO

**SEAL OF THE
HANOVER AND
DISTRICT HOSPITAL
CORPORATION**



Hanover & District Hospital Hospital Board-Approved Professional Staff By-laws

Approved by the Corporation: June 2~~6~~⁵, 201~~9~~⁸

and issued on the Authority of the Board of ~~Directors~~Governors.



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Professional Staff By-laws
Hanover and District Hospital
CERTIFICATE OF ENACTMENT

This is to certify:

1. *That the appended copy of the Professional Staff By-laws of the Hanover and District Hospital is a true and complete copy of the By-law as passed by the Board of the Hospital at properly constituted meetings of the Board held on May 22, 2018.*

2. *That the By-law was confirmed at a properly constituted meeting of the general membership of the Hospital Corporation duly called for the purpose held on the 26th day of June 2018.*

Date at Hanover, Ontario, of the County of Grey, the ~~26th~~ 25th day of June 2018~~9~~.

~~Dave Cardwell~~ Lorna Eadie Hocking, Chair of the Board

Dr. Randy Montag,
~~Acting~~ Chair of the Medical Advisory Committee

CERTIFICATE OF ENACTMENT

Article 1

Definitions and Interpretation

1.1 Definitions

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

- a) **“Board”** means the Board of Governors of the Corporation;
- b) **“Chair of the Medical Advisory Committee also referred to as the Chief of Staff”** means the member of the Professional Staff appointed to serve as Chair of the Medical Advisory Committee pursuant to section 8.2;
- c) **“Chief Executive Officer”** means, in addition to ‘administrator’ as defined in the *Public Hospitals Act*, the President and President/Chief Executive Officer of the Corporation;
- d) **“Chief Nursing Officer”** means the senior nurse employed by the Hospital who reports directly to the President/Chief Executive Officer and is responsible for nursing services provided in the Hospital; may also be the Vice President of Patient Care Services, Chief Nursing Officer.
- e) **“Chief of a Department”** means a member of the Professional Staff appointed by the Board to be responsible for the professional standards and quality of care rendered by the members of that department at the Hospital;
- f) **“Credentials Committee”** means the committee established by the Medical Advisory Committee to review applications for appointment and reappointment to the Professional Staff and to make recommendations to the Medical Advisory Committee and if no such committee is established it shall mean the Medical Advisory Committee;
- g) **“Dental Staff”** means those Dentists appointed by the Board to attend or perform dental services for patients in the Hospital Operating Room;
- h) **“Dentist”** means a dental practitioner in good standing with the Royal College of Dental Surgeons of Ontario;
- i) **“Department”** or **“department”** means an organizational unit of the Professional Staff to which members with a similar field of practice have been assigned;
- j) **“Extended Class Nursing Staff”** means those Registered Nurses in the Extended Class who are:
 - (i) nurses that are employed by the Hospital and are authorized to diagnose, prescribe for or treat out-patients in the Hospital; and
 - (ii) nurses who are not employed by the Hospital and to whom the Board has granted Privileges to diagnose, prescribe for or treat out patients in the Hospital;
- k) **“Hospital”** means the Public Hospital operated by the Corporation;
- l) **“Impact Analysis”** means a study to determine the impact upon the resources of the Corporation of the proposed appointment of an applicant for appointment to the Professional Staff or an application by a member of the Professional Staff for reappointment or for additional Privileges;
- m) **“Medical Advisory Committee”** means the committee established pursuant to Article 9. The Medical Advisory Committee is accountable to the Board.
- n) **“Medical Staff”** means those Physicians who are appointed by the Board and who are granted Privileges to practice medicine in the Hospital;
- o) **“Midwife”** means a Midwife in good standing with the College of Midwives of Ontario;
- p) **“Midwifery Staff”** means those Midwives who are appointed by the Board and granted Privileges to practice Midwifery in the Hospital;
- q) **“Patient”** means, unless otherwise specified or the context otherwise requires, any in-patient or out-patient of the Corporation;
- r) **“Physician”** means a medical practitioner in good standing with the College of Physicians and Surgeons of Ontario;

- s) **“Policies”** means the administrative, human resources, clinical and professional policies of the Hospital and includes policies and procedures adopted by the Board pursuant to Article 2;
- t) **“Privileges”** or **“privileges”** means the right to admit in-patients, register out-patients and/or provide the clinical services which the Board has granted to a member of the Professional Staff;
- u) **“Professional Staff”** means the Medical Staff, Dental Staff, Midwifery Staff and members of Extended Class Nursing Staff who are not employees of the Corporation;
- v) **“Professional Staff Human Resources Plan”** means the Hospital’s plan from time to time which provides information and future projections with respect to the management and appointment of the Professional Staff based on the mission and strategic plan of the Corporation;
- w) **“Public Hospitals Act”** means the *Public Hospitals Act* (Ontario), and, where the context requires, includes the regulations made thereunder;
- x) **“Registered Nurse in the Extended Class”** means a member of the College of Nurses of Ontario who is a registered nurse and who holds an extended certificate of registration under the *Nursing Act, 1991*;
- y) **“Rules and Regulations”** means the Rules and Regulations governing the practice of the Medical, Dental, Midwifery and Extended Class Nursing Staff in the Hospital both generally and within a particular Department, and includes Rules and Regulations which have been approved by the Board after considering the recommendation of the Medical Advisory Committee; and
- z) **“Supervisor”** means a ~~physician or dentist~~ physician, dentist, midwife or extended care nursing who is assigned the responsibility to oversee the work of another physician, medical student or resident or dentist respectively.

1.2 Interpretation

In this By-law and in all other by-laws of the Corporation, unless the context otherwise requires, words importing the singular number shall include the plural number and vice versa, and references to persons shall include firms and corporations and words importing one gender shall include the opposite.

Article 2

Rules and Regulations and Policies

2.1 Rules and Regulations and Policies and Procedures

- (1) The Board, after considering the recommendation of the Medical Advisory Committee, may make Rules and Regulations as it deems necessary, including rules and regulations for patient care and safety and the conduct of members of the Medical Staff, Dental Staff, Midwifery Staff and Extended Class Nursing Staff.
- (2) The Board, after considering the recommendation of the Medical Advisory Committee, may adopt policies and procedures applicable to the Medical Staff, Dental Staff, Midwifery Staff and Extended Class Nursing Staff, including policies and procedures that are consistent with Rules and Regulations and support the implementation of Rules and Regulations.

Article 3

Appointment and Reappointment to Professional Staff

3.1 Appointment and Revocation

- (1) The Board, after considering the recommendations of the Medical Advisory Committee, shall appoint annually the Medical Staff, Dental Staff, Midwifery Staff and the non-employed members of the Extended Class Nursing Staff and shall grant such Privileges as it deems appropriate to each member of the Professional Staff so appointed.
- (2) All applications for appointment and reappointment to the Professional Staff shall be processed in accordance with the provisions of this By-law and the *Public Hospitals Act*.

- (3) The Board may, at any time, make, revoke or suspend any appointment to the Professional Staff or restrict the Privileges of any member of the Professional Staff in accordance with the provisions of this By-law and the *Public Hospitals Act*.

3.2 Term of Appointment

- (1) Subject to subsection 3.1(3), each appointment to the Professional Staff shall be for a term of up to one (1) year.
- (2) Where a member of the Professional Staff has applied for reappointment within the time prescribed by the Medical Advisory Committee, the current appointment shall continue:
 - (a) unless subsection 3.2(2)(b) applies, until the reappointment is granted or not granted by the Board; or
 - (b) in the case of a member of the Medical Staff and where the reappointment is not granted by the Board and there is a right of appeal to the Health Professions Appeal and Review Board, until the time for giving notice of a hearing by the Health Professions Appeal and Review Board has expired or, where a hearing is required, until the decision of the Health Professions Appeal and Review Board has become final.

3.3 Qualifications and Criteria for Appointment to the Professional Staff

- (1) Only applicants who meet the qualifications and satisfy the criteria set out in this By-law are eligible to be a member of, and appointed to, the Professional Staff of the Corporation.
- (2) An applicant for appointment to the Professional Staff must meet the following qualifications:
 - (a) have adequate training and experience for the Privileges requested;
 - (b) have a demonstrated ability to:
 - (i) provide patient care at an appropriate level of quality and efficiency;
 - (ii) work and communicate with, and relate to, others in a co-operative, collegial and professional manner;
 - (iii) communicate with, and relate appropriately to, patients and patients' relatives and/or substitute decision makers;
 - (iv) participate in the discharge of staff, committee and, if applicable, teaching responsibilities, and other duties appropriate to staff category;
 - (v) meet an appropriate standard of ethical conduct and behaviour;
 - (vi) maintain an appropriate level of continuing medical education; and
 - (vii) govern himself or herself in accordance with the requirements set out in this By-law, the Hospital's mission, vision and values, Rules and Regulations and Policies;
 - (c) have up-to-date inoculations, screenings and tests as may be required by the occupational health and safety policies and practices of the Hospital, the *Public Hospitals Act* or other legislation or by the Board from time to time;
 - (d) demonstrate adequate control of any significant physical or behavioural impairment affecting skill, attitude or judgment that might impact negatively on patient care or the operations of the Corporation;
 - (e) have current and provide proof of membership in the Canadian Medical Protective Association (CMPA) or other professional practice liability coverage appropriate to the scope and nature of the intended practice; and
 - (f) provide Certificate of Conduct from the College of Physicians and Surgeons annually.
- (3) In addition to the qualifications set out in subsection 3.3(2), an applicant for appointment to the Medical Staff must meet the following qualifications:
 - (a) be qualified to practice medicine and licensed pursuant to the laws of Ontario and have a Certificate of Registration in good standing with the College of Physicians and Surgeons of Ontario or an equivalent certificate from their most recent licensing body; and
 - (b) have a current Certificate of Professional Conduct from the College of Physicians and Surgeons of Ontario or the equivalent certificate from their most recent licensing body.

- (4) In addition to the qualifications set out in subsection 3.3(2), an applicant for appointment to the Dental Staff must meet the following qualifications:
 - (a) be qualified to practice dentistry and licensed pursuant to the laws of Ontario and have a letter of good standing from the Royal College of Dental Surgeons of Ontario or the equivalent letter from their most recent licensing body; and
 - (b) have a current Certificate of Professional Conduct from the Royal College of Dental Surgeons or the equivalent certificate from their most recent licensing body and proof of current insurance.
- (5) In addition to the qualifications set out in subsection 3.3(2), an applicant for appointment to the Midwifery Staff must meet the following qualifications:
 - (a) be qualified to practice midwifery and be licensed pursuant to the laws of Ontario and have a Certificate of Registration in good standing with the College of Midwives of Ontario or an equivalent certificate from their most recent licensing body; and
 - (b) have a current Certificate of Professional Conduct from the College of Midwives of Ontario or the equivalent certificate from their most recent licensing body and proof of current insurance.
- (6) In addition to the qualifications set out in subsection 3.3(2), an applicant for appointment to the Extended Class Nursing Staff must meet the following qualifications:
 - (a) be qualified to practice as a nurse in the extended class and hold a current, valid Annual Registration Payment Card as a registered nurse in the extended class with the College of Nurses of Ontario; and
 - (b) have a letter of good standing from the Ontario College of Nurses or their most recent licensing body and provide this information to the Human Resources Department to be put on the individuals personnel file of the Hanover & District Hospital.
- (7) All appointments will require an Impact Analysis demonstrating that the Hospital has the resources to accommodate the applicant and that the applicant meets the needs of the respective Department as described in the Professional Staff Human Resources Plan.
- (8) In addition to any other provisions of the By-law, including the qualifications set out in subsections 3.3(2), 3.3(3), 3.3(4), 3.3(5) and 3.3(6), the Board may refuse to appoint any applicant to the Professional Staff on any of the following grounds:
 - (a) the appointment is not consistent with the need for service, as determined by the Board from time to time;
 - (b) the Professional Staff Human Resources Plan and/or the Impact Analysis of the Corporation and/or Department does not demonstrate sufficient resources to accommodate the applicant; or
 - (c) the appointment is not consistent with the strategic plan and mission of the Corporation.

3.4 Application for Appointment to the Professional Staff

- (1) Upon receipt of a written request for credentialing, the President/Chief Executive Officer or delegate shall provide detailed information for the credentialing process as well as access to the mission, vision, values and strategic plan of the Corporation, the by-laws and the Rules and Regulations and appropriate Policies, to each Physician, Dentist, Midwife or Registered Nurse in the Extended Class who expresses in writing an intention to apply for appointment to the Professional Staff.
- (2) An applicant for re-appointment to the Professional Staff shall complete the on-line application in the prescribed form together with such releases, consents and undertakings as required by the Hospital from time to time to enable the Hospital to fully investigate the qualifications and suitability of the applicant.

3.5 Procedure for Processing Applications for Appointment to the Professional Staff

- (1) Upon receipt of a complete electronic application, the Manager of the Medical Records Department, shall then verify for completeness of each application received and then refer the

- application forthwith to the Chair of the Credentials Committee and then through to the Medical Advisory Committee for final approval before going to the Board of Governors.
- (2) The Credentials Committee shall review and validate all materials in the application, receive/consider recommendations of the Chief or Liaison physician of the relevant Department, ensure all required information has been provided, investigate the professional competence and verify the qualifications of the applicant, three (3) references and consider whether the qualifications and criteria required by section 3.3 are met and shall submit a report as to its assessment and recommendation to the Medical Advisory Committee at its next regular meeting.
 - (3) The Medical Advisory Committee shall:
 - (a) receive and consider the report and recommendations of the Credentials Committee;
 - (b) review the application with reference to the Professional Staff Human Resources Plan and Impact Analysis; and
 - (c) send, within sixty (60) days of the date of receipt of the complete electronic application by the Manager of Health Records, notice of its recommendations to the Board and the applicant, in accordance with the *Public Hospitals Act*.
 - (4) Notwithstanding subsection 3.5(3)(c), the Medical Advisory Committee may make its recommendation prior to the expiry of the sixty (60) day period, it indicates in writing to the Board and to the applicant that a final recommendation cannot be made within such sixty (60) day period and gives written reasons therefor.
 - (5) Where the Credentials Committee recommends the appointment, and with approval of MAC, it shall specify the category of appointment and the specific Privileges it recommends the applicant be granted.
 - (6) Where the Credentials Committee does not recommend appointment or where the recommended appointment or Privileges differ from those requested, and with support of the Medical Advisory Committee shall inform the applicant that he or she is entitled to:
 - (a) written reasons for the recommendation if a request is received by the Credentials Committee within seven (7) days of the receipt by the applicant of notice of the recommendation; and
 - (b) a hearing before the Board if a written request is received by the Board and the Credentials Committee within seven (7) days of the receipt by the applicant of the written reasons referred to in subsection 3.5(6)(a).
 - (7) Where the applicant does not request a hearing by the Board, the Board may implement the recommendation of the Medical Advisory Committee.
 - (8) Where an applicant requests a hearing by the Board, it shall be dealt with in accordance with the applicable provisions of the *Public Hospitals Act* and Article 5.
 - (9) The Board shall consider the Medical Advisory Committee recommendations within the time frame specified by the *Public Hospitals Act*.
 - (10) The Board, in determining whether to make any appointment or reappointment to the Professional Staff or approve any request for a change in Privileges, shall take into account the recommendation of the Medical Advisory Committee and such other considerations it, in its discretion, considers relevant.

3.6 Temporary Privileges

- (1) Notwithstanding subsection 3(3) and subsection 3(1), the President/Chief Executive Officer or delegate and Chair of Medical Advisory Committee may appoint a physician, dentist, or nurse practitioner or midwife who is not a member of the Medical Staff to the Temporary Medical Staff and grant temporary Privileges where there is an immediate need for the service and it is not practical for the Applicant to submit all of the information required pursuant to this Bylaw, provided the above are satisfied that the Applicant meets the criteria for appointment set out in Section 3.3.

- (2) A temporary appointment of a Physician, Dentist, Midwife or Registered Nurse in the Extended Class may be made for any reason including:
 - (a) to meet a specific singular requirement by providing a consultation and/or operative procedure;
 - (b) to meet an urgent unexpected need for a medical, dental, midwifery or extended class nursing service; or
 - (c) to cover shifts in the ~~emergency~~ department which cannot be covered by local physicians.
- (3) The Board may, after receiving the recommendation of the Medical Advisory Committee, continue a temporary appointment granted pursuant to section 3.6(1) for such period of time and on such terms as the Board determines.
- (4) If the term of the temporary appointment has been completed before the next Board meeting, the appointment shall be reported to the Board.
- (5) The temporary appointment shall specify the category of appointment and any limitations, restrictions or special requirements.

3.7 Application for Reappointment to the Professional Staff (on-line)

The *Public Hospitals Act* dictates that every physician appointed to the Professional Staff of a hospital shall be appointed for a period of not more than one year. Therefore, each physician is required to apply for re-appointment on an annual basis prior to the expiry of the member's Privileges. Re-appointment is available on-line. The President/Chief Executive Officer through their delegate will send an email which will serve as a reminder to re-apply for their Privileges.

- (1) Each year, each member of the Professional Staff desiring reappointment to the Professional Staff shall make their application on-line on the prescribed form.
- (2) Each application for reappointment to the Professional Staff shall contain the following information:
 - (a) a restatement or confirmation of the undertakings and acknowledgements requested as part of an application for appointment or as required by the Rules and Regulations from time to time;
 - (b) either:
 - (i) a declaration that all information on file at the Hospital from the applicant's most recent application is up-to-date, accurate and unamended as of the date of the current application; or
 - (ii) a description of all material changes to the information on file at the Hospital since the applicant's most recent application, including without limitation: an updated curriculum vitae including any additional professional qualifications acquired by the applicant since the previous application and information regarding any pending, ongoing or completed disciplinary or malpractice proceedings restriction in Privileges or suspensions during the past year;
 - (d) the category of appointment requested and a request for either the continuation of, or any change in, existing Privileges;
 - (e) if requested, a current Certificate of Professional Conduct or equivalent from the appropriate college or licensing body; and
 - (f) such other information that the Board may require, from time to time, having given consideration to the recommendation of the Medical Advisory Committee.
 - (g) Electronic agreement (signature) of the Confidentiality pledge for the Hanover & District Hospital.
- (3) In the case of any application for reappointment in which the applicant requests additional Privileges, each application for reappointment shall identify any required professional qualifications and confirm that the applicant holds such qualifications.

- (4) Application for reappointment shall be dealt with in accordance with the *Public Hospitals Act* and section 3.5 of this By-law.

3.8 Qualifications and Criteria for Reappointment to the Professional Staff

- (1) In order to be eligible for reappointment:
 - (a) the applicant shall continue to meet the qualifications and criteria set out in section 3.3;
 - (b) the applicant shall have conducted himself or herself in compliance with this By-law, the Hospital's mission, vision and values, Rules and Regulations and Policies and code of conduct;
 - (c) the applicant shall have demonstrated appropriate use of Hospital resources in accordance with the Professional Staff Human Resources Plan and the Rules and Regulations and Policies of the Corporation; and
 - (d) there shall be a continued need for the applicant's services under the Professional Staff Human Resources Plan, the Hospitals strategic plan and an Impact Analysis shall demonstrate that there are sufficient resources to accommodate the applicant.

3.9 Application for Change of Privileges

- (1) Each member of the Professional Staff who wishes to change his or her Privileges shall complete their application on-line on the prescribed form, listing the change of Privileges requested, and providing evidence of appropriate training and competence and such other matters as the Board may require.
- (2) On receipt of such application, the application will be referred forthwith to the Credentials Committee and through the Chair of the Medical Advisory Committee for final referral to the Board.
- (3) The Credentials Committee shall investigate the professional competence, verify the qualifications of the applicant for the Privileges requested, received the report of the Chief of Department/Physician Liaison, and shall submit a report of its findings to the Medical Advisory Committee at its next regular meeting. The report shall contain a list of Privileges, if any, that it recommends that the applicant be granted.
- (4) The application shall be processed in accordance with and subject to the requirements of sections 3.8 and subsections 3.5(3) to 3.5(10) of this By-law.

3.10 Leave of Absence

- (1) Upon request of a member of the Professional Staff, a leave of absence of up to twelve (12) months may be granted by the Board in the event of extended illness or disability of the member, or in other circumstances acceptable to the Board, upon recommendation of the Chair of the Medical Advisory Committee or delegate.
- (2) After returning from a leave of absence granted in accordance with subsection 3.10(1), the member of the Professional Staff may be required to produce a medical certificate of fitness and/or provide authorization for the release of any healthcare treatment records if requested and the Chair of the Medical Advisory Committee or delegate may impose such conditions on the Privileges granted to such member as he or she feels appropriate.
- (3) Following a leave of absence of longer than twelve (12) months, a member of the Professional Staff shall be required to make a new application for appointment to the Professional Staff in the manner and subject to the criteria set out in this By-law.

Article 4

Monitoring, Suspension and Revocation

4.1 Monitoring Practices and Transfer of Care

- (1) Any aspect of patient care or Professional Staff conduct being carried out in the Corporation may be reviewed without the approval of the member of the Professional Staff responsible for such care by the Chair of the Medical Advisory Committee or delegate or Chief of Department or delegate.

- (2) Where any member of the Professional Staff or Corporation Staff believes that a member of the Professional Staff is incompetent, attempting to exceed his or her Privileges, incapable of providing a service that he or she is about to undertake, or acting in a manner that is disruptive and/or exposes or is reasonably likely to expose any patient, health care provider, employee or any other person at the Hospital to harm or injury, such individual shall communicate that belief forthwith to one of the Chair of the Medical Advisory Committee (or delegate), the Chief of the relevant Department (or delegate) and the President/Chief Executive Officer(or delegate), so that appropriate action can be taken.
- (3) The Chief of a Department or delegate, on notice to the Chair of the Medical Advisory Committee or delegate where he or she believes it to be in the best interest of the patient, shall have the authority to examine the condition and scrutinize the treatment of any patient in his or her Department and to make recommendations to the attending Professional Staff member or any consulting Professional Staff member involved in the patient's care and, if necessary, to the Medical Advisory Committee. If it is not practical to give prior notice to the Chair of the Medical Advisory Committee, notice shall be given as soon as possible.
- (4) If the Chair of the Medical Advisory Committee or delegate or Chief of a Department or delegate becomes aware that, in his or her opinion a serious problem exists in the diagnosis, care or treatment of a patient, the officer shall forthwith discuss the condition, diagnosis, care and treatment of the patient with the attending member of the Professional Staff. If changes in the diagnosis, care or treatment satisfactory to the Chair of the Medical Advisory Committee or delegate or the Chief of Department or delegate, as the case may be, are not made, he or she shall forthwith assume the duty of investigating, diagnosing, prescribing for and treating the patient.
- (5) Where the Chair of the Medical Advisory Committee or delegate or Chief of a Department or delegate has cause to take over the care of a patient, the Chief Executive Officer, the Chair of the Medical Advisory Committee or the Chief of the Department, as the case may be, and one other member of the Medical Advisory Committee, the attending member of the Professional Staff, and the patient or the patient's substitute decision maker shall be notified in accordance with the *Public Hospitals Act*. The Chair of the Medical Advisory Committee or delegate or the Chief of Department or delegate shall file a written report with the Medical Advisory Committee within forty eight (48) hours of his or her action.
- (6) Where the Medical Advisory Committee concurs in the opinion of the Chair of the Medical Advisory Committee or delegate or Chief of Department or delegate who has taken action under subsection 4.1(4) that the action was necessary, the Medical Advisory Committee shall forthwith make a detailed written report to the President/Chief Executive Officer of the problem and the action taken.

4.2 Suspension, Restriction or Revocation of Privileges

(Immediate or Non-Immediate Action)

- (1) The Board may, at any time, in a manner consistent with the *Public Hospitals Act* and this By-law, revoke or suspend any appointment of a member of the Professional Staff or revoke, suspend, restrict or otherwise deal with the Privileges of a member of the Professional Staff.
- (2) Any administrative or leadership appointment of the member of the Professional Staff will automatically terminate upon the restriction, revocation or suspension of Privileges or, revocation of appointment, unless otherwise determined by the Board.
- (3) The President/Chief Executive Officer or delegate or Chair of the Medical Advisory Committee or delegate may temporarily restrict or suspend the Privileges of any member of the Professional Staff, in circumstances where in their opinion the member's conduct, performance or competence:
 - (a) fails to meet or comply with the criteria for annual reappointment;

- (b) exposes or is reasonably likely to expose any patient, health care provider, employee or any other person at the Hospital to harm or injury;
 - (c) is or is reasonably likely to be, detrimental to patient safety or to the delivery of quality patient care within the Hospital or impact negatively on the operations of the Hospital; or
 - (d) fails to comply with the Hospital's by-laws, Rules and Regulations, or Policies, the *Public Hospitals Act* or any other relevant law.
- (4) Where either the President/Chief Executive Officer or delegate or the Chair of the Medical Advisory Committee or delegate takes action authorized in subsection 4.2(3), they shall first consult with the other of them, or the Chief of Department or delegate. If such prior consultation is not possible or practicable in the circumstances, they shall provide immediate notice to the other of them and the Chief of Department or delegate.
- (5) The suspension or restriction of Privileges may be:
- (a) immediate if necessary; or
 - (b) if not immediately necessary, may occur after an appropriate investigation is conducted; or
 - (c) may be recommended to the Medical Advisory Committee.
- (6) Where an investigation is conducted it may be assigned to an individual within the Hospital, the Medical Advisory Committee, a body within the Hospital other than the Medical Advisory Committee or an external consultant.
- (7) Where an application for appointment or reappointment is denied or, the Privileges of a member of the Professional Staff have been restricted, suspended or revoked, by reason of incompetence, negligence or misconduct, or the member resigns from the Professional Staff during the course of an investigation into his or her competence, negligence or misconduct, the President/Chief Executive Officer shall prepare and forward a detailed written report to the member's regulatory body as soon as possible, and not later than thirty (30) days.

4.3 Referral to Medical Advisory Committee for Recommendations

- (1) Following the temporary restriction or suspension of Privileges, or the recommendation for the restriction or suspension of privileges or the revocation of an appointment of a member of the Professional Staff the following process shall be followed:
- (a) the Chief of the Department of which the individual is a member or an appropriate alternate designated by the Chair of the Medical Advisory Committee or delegate or President/Chief Executive Officer or delegate shall forthwith submit to the Medical Advisory Committee a written report on the action taken, or recommendation, as the case may be, with all relevant materials and/or information;
 - (b) a date for consideration of the matter will be set, not more than ten (10) days from the time the written report is received by the Medical Advisory Committee;
 - (c) the member shall be advised of the date upon which the Medical Advisory Committee will be considering the matter and may make submissions to the Medical Advisory Committee for consideration; and
 - (d) the timeframe for the Medical Advisory Committee considering the matter may be extended if the Medical Advisory Committee considers it appropriate to do so.
- (2) When considering the matter, the Medical Advisory Committee may:
- (a) set aside the restriction or suspension of Privileges; or
 - (b) recommend to the Board a suspension or revocation of the appointment or a restriction, suspension or revocation of Privileges on such terms as it deems appropriate.
- Notwithstanding the above, the Medical Advisory Committee may also refer the matter to a committee of the Medical Advisory Committee.
- (3) If the Medical Advisory Committee recommends the continuation of the restriction or suspension or a revocation of Privileges or recommends a revocation of appointment and/or makes further recommendations concerning the matters considered at its meeting, the

Medical Advisory Committee shall give written notice of its recommendation to the member of the Professional Staff and to the Board, in accordance with the *Public Hospitals Act*.

- (4) The notice shall inform the member of the Professional Staff that he or she is entitled to:
 - (a) written reasons for the recommendation if a request is received by the Medical Advisory Committee within seven (7) days of the member's receipt of the notice of the recommendation; and
 - (b) a hearing before the Board if a written request is received by the Board and the Medical Advisory Committee within seven (7) days of the receipt by the member of the written reasons requested.

Article 5

Board Hearing

5.1 Board Hearing

- (1) A hearing by the Board shall be held when one of the following occurs:
 - (a) the Medical Advisory Committee recommends to the Board that an application for appointment, reappointment or requested Privileges not be granted and the applicant requests a hearing in accordance with the *Public Hospitals Act*; or
 - (b) the Medical Advisory Committee makes a recommendation to the Board that the Privileges of a member of the Professional Staff and be restricted, suspended or revoked or an appointment be revoked and the member requests a hearing.
- (2) The Board will name a place and time for the hearing.
- (3) Subject to subsection 5.1(4), the Board hearing will be held as soon as practicable but not later than twenty eight (28) days after the Board receives the written notice from the member or applicant requesting the hearing.
- (4) The Board may extend the time for the hearing date if it is considered appropriate.
- (5) The Board will give written notice of the hearing to the applicant or member and to the Medical Advisory Committee at least seven (7) days before the hearing date.
- (6) The notice of the Board hearing will include:
 - (a) the place and time of the hearing;
 - (b) the purpose of the hearing;
 - (c) a statement that the applicant or member and Medical Advisory Committee will be afforded an opportunity to examine prior to the hearing, any written or documentary evidence that will be produced, or any reports the contents of which will be given in evidence at the hearing;
 - (d) a statement that the applicant or member may proceed in person or be represented by counsel, call witnesses and tender documents in evidence in support of his or her case;
 - (e) a statement that the time for the hearing may be extended by the Board on the application of any party; and
 - (f) a statement that if the applicant or member does not attend the meeting, the Board may proceed in the absence of the applicant or member, and the applicant or member will not be entitled to any further notice in the hearing.
- (7) The parties to the Board hearing are the applicant or member, the Medical Advisory Committee and such other persons as the Board may specify.
- (8) The applicant or member requiring a hearing and the Medical Advisory Committee shall be afforded an opportunity to examine, prior to the hearing, any written or documentary evidence that will be produced, or any reports the contents of which will be used in evidence.
- (9) Members of the Board holding the hearing will not have taken part in any investigation or consideration of the subject matter of the hearing and will not communicate directly or indirectly in relation to the subject matter of the hearing with any person or with any party or their representative, except upon notice to and an opportunity for all parties to participate. Despite the foregoing, the Board may obtain legal advice.

- (10) The findings of fact of the Board pursuant to a hearing will be based exclusively on evidence admissible or matters that may be noticed under the *Statutory Powers Procedure Act*.
- (11) No member of the Board will participate in a decision of the Board pursuant to a hearing unless they are present throughout the hearing and heard the evidence and argument of the parties and, except with the consent of the parties, no decision of the Board will be given unless all members so present participate in the decision.
- (12) The Board shall make a decision to follow, amend or not follow the recommendation of the Medical Advisory Committee. The Board, in determining whether to make any appointment or reappointment to the Professional Staff or approve any request for a change in Privileges shall take into account the recommendation of the Medical Advisory Committee and such other considerations it, in its discretion, considers relevant including, but not limited to, the Professional Staff Human Resources Plan, Impact Analysis, strategic plan and the Corporation's ability to operate within its resources.
- (13) A written copy of the decision of the Board will be provided to the applicant or member and to the Medical Advisory Committee.
- (14) Service of a notice to the parties may be made personally or by registered mail addressed to the person to be served at their last known address and, where notice is served by registered mail, it will be deemed that the notice was served on the third (3rd) day after the day of mailing unless the person to be served establishes that they did not, acting in good faith, through absence, accident, illness or other causes beyond their control, receive it until a later date.

Article 6

Professional Staff Categories and Duties

6.1 Professional Staff Categories

- (1) The Medical Staff, Dental Staff and Midwifery Staff shall be divided into the following groups:
 - (a) Active;
 - (b) Associate;
 - (c) Courtesy;
 - (d) Locum Tenens; and
 - (e) such categories as may be determined by the Board from time to time having given consideration to the recommendation of the Medical Advisory Committee.
- (2) The Extended Class Nursing Staff may be divided into such categories as the Board may from time to time determine having given consideration to the recommendation of the Medical Advisory Committee.

6.2 Active Staff

- (1) The Active Staff shall consist of those Physicians, Dentists and Midwives appointed to the Active Staff by the Board.
- (2) Except where approved by the Board, no Physician, Dentist or Midwife with an active staff appointment at another Hospital, shall be appointed to the Active Staff.
- (3) Each member of the Active Staff shall:
 - (a) have admitting Privileges unless otherwise specified in their appointment;
 - (b) attend patients and undertake treatment and operative procedures only in accordance with the kind and degree of Privileges granted by the Board;
 - (c) be responsible to the Chief of Department to which they have been assigned for all aspects of patient care;
 - (d) act as a supervisor of other members of the Medical Staff, Dental Staff, Midwifery Staff or Extended Class Nursing Staff when requested by the Chair of the Medical Advisory Committee or delegate or the Chief of the Department to which they have been assigned;

- (e) fulfill such on-call requirements as may be established by each Department or Division and in accordance with the Professional Staff Human Resource Plan and the Rules and Regulations and Policies;
- (f) perform such other duties as may be prescribed by the Medical Advisory Committee or requested by the Chair of the Medical Advisory Committee or Chief of the relevant Department from time to time;
- (g) if a Physician, be entitled to attend and vote at meetings of the Professional Staff and be eligible to be an elected or appointed officer of the Professional Staff; and
- (h) if a Dentist or Midwife, be entitled to attend meetings of the Professional Staff but shall not have a vote or be eligible to hold an elected or appointed office of the Professional Staff.

6.3 Courtesy Staff

- (1) The Courtesy Staff shall consist of those Physicians, Dentists and Midwives appointed by the Board to the Courtesy Staff in one or more of the following circumstances:
 - (a) the applicant meets a specific service need of the Corporation; or
 - (b) where the Board deems it otherwise advisable and in the best interests of the Corporation.
- (2) Members of the Courtesy Staff shall:
 - (a) have such limited Privileges as may be granted by the Board on an individual basis;
 - (b) attend patients and undertake treatment and operative procedures only in accordance with the kind and degree of Privileges granted by the Board;
 - (c) be responsible to the Chief of Department to which they have been assigned for all aspects of patient care; and
 - (d) be entitled to attend Professional Staff meetings but shall not have a vote at Professional Staff meetings and shall not be eligible to hold an elected or appointed office of the Professional Staff.

6.4 Locum Tenens Staff

- (1) Locum Tenens Staff consist of Physicians, Dentists or Midwives who have been admitted to the Locum Tenens Staff by the Board in order to meet specific clinical needs for a defined period of time in one or more of the following circumstances:
 - (a) to be a planned replacement for a Physician, Dentist or Midwife for specified period of time; or
 - (b) to provide episodic or limited surgical or consulting services.
- (2) The appointment of a Physician, Dentist or Midwife as a member of the Locum Tenens Staff may be for up to one (1) year subject to renewal for a further period of up to one (1) additional year. The Board, having considered the recommendation of the Medical Advisory Committee may permit renewal beyond two (2) years in exceptional circumstances.
- (3) A Locum Tenens Staff shall:
 - (a) have admitting Privileges unless otherwise specified in their appointment;
 - (b) work under the supervision of an Active Staff member assigned by the Chair of the Medical Advisory Committee or delegate; and
 - (c) attend patients and undertake treatment and operative procedures only in accordance with the kind and degree of Privileges granted by the Board.
- (4) Locum Tenens Staff shall not, subject to determination by the Board in each individual case attend or vote at Professional Staff meetings or be elected or appointed to any office of the Professional Staff.

6.5 Extended Class Nursing Staff

- (1) The Board, having given consideration to the advice of the Medical Advisory Committee, will delineate the Privileges for each member of the Extended Class Nursing Staff who is not an employee of the Corporation.
- (2)
 - (a) Each new applicant for appointment to the Extended Class Nursing Staff shall be appointed for an initial probationary period of six (6) months.
 - (b) Prior to completion of the six (6) month probationary period, a performance evaluation for a member of the Extended Class Nursing Staff shall be completed by the Chief of Department, or delegate, concerning the knowledge and skill that has been shown by the Extended Class Nursing Staff member, the nature and quality of his or her work and his or her performance and compliance with the criteria set out in subsection 3.3(2) and such report shall be forwarded to the Credentials Committee.
 - (c) The Credential Committee shall review the report referred to in subsection 6.6(2) (b) and shall make a recommendation to the Medical Advisory Committee which shall in turn make a recommendation to the Board.
- (3) A member of the Extended Class Nursing Staff shall be entitled to attend but not vote at Professional Staff meetings and shall not be eligible to hold an elected or appointed office in the Professional Staff.

6.6 Duties of Professional Staff

In addition to the duties and responsibilities set out in the By-law, each member of the Medical Staff, Dental Staff, Midwifery Staff and Extended Class Nursing Staff shall:

- (a) be accountable to and shall recognize the authority of the Board through and with the Chair of the Medical Advisory Committee, Chief of Department and Chief Executive Officer.
- (b) co-operate with and respect the authority of:
 - (i) the Chair of the Medical Advisory Committee and the Medical Advisory Committee;
 - (ii) the Chiefs of Department;
 - (iii) the Head of the applicable Division; and
 - (iv) the Chief Executive Officer; and
- (c) perform the duties, undertake the responsibility and comply with the provisions set out in this By-law and the Rules and Regulations and Policies.
- d) attend and treat patient within the limits of the Privileges granted unless the Privileges are otherwise restricted;
- e) adhere to the highest ethical standards of their profession;
- f) respect the mission, vision and values of the Corporation;
- g) fulfill the “on-call” requirements of the Department or Division as scheduled by the Chief of Department or Head of Division, as applicable;
- h) work and cooperate with others in a collegial manner consistent with the Hospital’s Mission, Vision and Values Statement;
- i) participate in quality and patient safety initiatives;
- j) prepare and complete patient records in accordance with the Rules and Regulations, Policies, applicable legislation and accepted industry standards;
- k) recognize the authority of and be accountable to the Chair of the Medical Advisory Committee, Chief of the Department/Department Liaison, the Medical Advisory Committee, President/Chief Executive Officer and the Board;
- l) serve as may be requested on various Hospital committees and Medical Advisory Committee Staff sub-committees;
- m) participate in annual and any enhanced periodic performance evaluations and provide such releases and consents as will enable such evaluations to be conducted;
- n) meet the attendance obligations, if any, for the Department and Division meetings and/or Professional Staff meetings, as applicable;

- o) participate in continuing education as required by the relevant Department and/or regulatory or licensing authority;
- p) not undertake any conduct that would be disruptive to the Department or Division or adversely affect Hospital operations or the Hospital's reputation or standing in the community;
- q) comply with applicable legislation and the by-laws, the Rules and Regulations and the Policies of the Hospital;
- r) maintain professional practice liability insurance satisfactory to the Board and notify the Board in writing through the President/Chief Executive Officer of any change in professional liability insurance;
- s) notify the Board in writing through the President/Chief Executive Officer or delegate of any additional professional degrees or qualifications obtained by the member or of any change in the licence to practice medicine, dentistry, midwifery or extended class nursing made by their governing College or licensing authority;
- t) comply with Board supported Personnel Policy PS-E.60 Code of Conduct;

Article 7

Departments and Divisions

7.1 Professional Staff Departments

- (1) The Professional Staff may be organized into such Departments as may be approved by the Board from time to time.
- (2) Each Professional Staff member will be appointed to a minimum of one (1) of the Departments. Appointment may extend to one (1) or more additional Departments.

7.2 Divisions within a Department

A Department may be divided into such Divisions as may be approved by the Board from time to time.

7.3 Changes to Departments and Divisions

The Board may at any time, after consultation with the Medical Advisory Committee, create such additional Departments or Divisions, amalgamate Departments or Divisions, or disband Departments or Divisions.

Article 8

Leadership Positions

8.1 Professional Staff Leadership Positions

- (1) The following positions shall be appointed in accordance with this By-law:
 - (a) Chair of the Medical Advisory Committee/Chief of Staff; and
 - (b) where the Professional Staff has been organized into Departments, Chiefs of Department.
- (2) The following positions may be appointed in accordance with this By-law:
 - (a) Vice Chair of the Medical Advisory Committee;
 - (b) Deputy Chief of Department; and
 - (c) Department Liaison.
- (3) Notwithstanding any other provision in this By-law, in the event that the term of office of any person referred to in this section shall expire before a successor is appointed the appointment of the incumbent may be extended.
- (4) An appointment to any position referred to in subsections 8.1(1) or 8.1(2) may be made on an acting or interim basis where there is a vacancy in any office referred to in this section or while the person holding any such office is absent or unable to act.
- (5) An appointment to any position referred to in subsections 8.1(1) or 8.1(2) may be revoked at any time by the Board.

8.2 Appointment of Chair of the Medical Advisory Committee

The Board shall appoint the Chief of Staff as Chair of the Medical Advisory Committee.

8.3 Responsibilities and Duties of Chair of the Medical Advisory Committee

- (1) The Chair of the Medical Advisory Committee shall:
 - (a) be a member of the Board;
 - (b) be the Chief of Staff;
 - (c) be an *ex-officio* member of all Medical Advisory Committee sub-committees; and
 - (d) report regularly to the Board on the work and recommendations of the Medical Advisory Committee.
- (2) The Chair of the Medical Advisory Committee shall, in consultation with the President / Chief Executive Officer, designate an alternate to act during the absence of both the Chair of the Medical Advisory Committee and the Vice Chair of the Medical Advisory Committee, if any.

8.4 Appointment and Duties of Vice Chair of the Medical Advisory Committee

A Vice Chair of the Medical Advisory Committee may be appointed by the Board. The Vice Chair of the Medical Advisory Committee, if appointed, shall be a member of the Medical Advisory Committee and shall act in the place of the Chair of the Medical Advisory Committee if the Chair of the Medical Advisory Committee is absent or unable to act, and shall perform such duties as assigned from time to time by the Chair of the Medical Advisory Committee.

8.5 Appointment of Chiefs of Department

The Board shall appoint a Chief of each Department through recommendation of the Medical Advisory Committee.

8.6 Duties of Chiefs of Department

A Chief of Department shall:

- (a) be a member of the Medical Advisory Committee;
- (b) make recommendations to the Medical Advisory Committee regarding appointment, reappointment, change in Privileges and any disciplinary action to which members of the Department should be subject;
- (c) advise the Medical Advisory Committee with respect to the quality of care provided by the Medical Staff, Dental Staff, Midwifery Staff and Extended Class Nursing Staff members of the Department;
- (d) hold regular meetings of the Department;
- (e) delegate responsibility to appropriate members of the Department;
- (f) report to the Medical Advisory Committee and to the Department on the activities of the Department;
- (g) perform such additional duties as may be outlined in the Chief of Department position description approved by the Board or as set out in the Rules and Regulations or as assigned by the Board, the Chair of the Medical Advisory Committee or the Medical Advisory Committee or President/Chief Executive Officer from time to time; and
- (h) in consultation with the Chair of the Medical Advisory Committee, designate an alternative to act during the absence of both the Chief of Department and the Deputy Chief of Department, if any.

8.7 Appointment and Duties of Department Chief

The Board may appoint a Department Chief or may delegate to the Medical Advisory Committee the authority to appoint one or more Department Liaisons. The Department Liaison, if appointed, is the delegate of the Chief of the Department. The Department Liaison has responsibilities and duties similar to those of the Chief of the Department as determined by the Chief of the Department.

Article 9

Medical Advisory Committee

9.1 Composition of Medical Advisory Committee

- (1) The Medical Advisory Committee shall consist of the following voting members one of whom shall be the Chair in accordance with Section 8.2:

- (a) the member(s) of the Medical Staff who are appointed by the Board as Chair and Vice Chair of the Medical Advisory Committee;
 - (b) the Chiefs of Department;
 - (c) the President, Vice President and Secretary of the Professional Staff; and
 - (d) such other members of the Medical Staff as may be appointed by the Board from time to time.
- (2) In addition, the following shall be entitled to attend the meetings of the Medical Advisory Committee without a vote:
- (a) the Head of the Midwifery Division;
 - (b) the Head of the Dental Division;
 - (c) the President /Chief Executive Officer;
 - (d) the Chief Nursing Officer;

9.2 Accountability of Medical Advisory Committee

The Medical Advisory Committee is accountable to the Board, in accordance with the *Public Hospitals Act* and the regulations pertaining thereto.

9.3 Medical Advisory Committee Duties and Responsibilities

The Medical Advisory Committee shall meet ten (10) times per year, perform the duties and undertake the responsibilities set out in the *Public Hospitals Act*, including:

- (a) make recommendations to the Board concerning the following matters:
 - (i) every application for appointment or reappointment to the Professional Staff and any request for a change in Privileges;
 - (ii) the Privileges to be granted to each member of the Professional Staff;
 - (iii) the by-laws and Rules and Regulations respecting the Medical Staff, Dental Staff, Midwifery Staff and Extended Class Nursing Staff;
 - (iv) the revocation, suspension or restrictions of Privileges of any member of the Professional Staff; and
 - (v) the quality of care provided in the Hospital by the Medical Staff, Dental Staff, Midwifery Staff and Extended Class Nursing Staff.
- (b) supervise the clinical practice of medicine, dentistry, midwifery and extended class nursing in the Hospital;
- (c) appoint the Medical Staff members of all committees established under section 9.4;
- (d) appoint the Chief of Staff to advise the joint health and safety committee established under the Occupational Health and Safety Act where the committee is requested to do so by the joint health and safety committee;
- ~~(e)~~ receive reports of the committees of the Medical Advisory Committee; and
- ~~(f)~~ advise the Board on any matters referred to the Medical Advisory Committee by the Board.

9.4 Establishment of Committees of the Medical Advisory Committee

- (1) The Board may, on the recommendation of the Medical Advisory Committee, establish such standing and special sub-committees of the Medical Advisory Committee as may be necessary or advisable from time to time for the Medical Advisory Committee to perform its duties under the *Public Hospitals Act* or the by-laws of the Hospital.
- (2) The terms of reference and composition for any standing or special sub-committees of the Medical Advisory Committee may be set out in the Rules and Regulations or in a resolution of the Board, on recommendation of the Medical Advisory Committee. The Medical Staff members of any such sub-committee of the Medical Advisory Committee shall be appointed by the Medical Advisory Committee and other committee members may be appointed by the Board.

9.5 Quorum for Medical Advisory Committee and Sub-Committee Meeting

A quorum for any meeting of the Medical Advisory Committee, or a sub-committee thereof, shall be a majority of the members entitled to vote.

Article 10

Meetings – Professional Staff

10.1 Regular, Annual and Special Meetings of the Professional Staff

- (1) At least ten (10) meetings of the Professional Staff will be held each year, one of which shall be the annual meeting. The Annual Appointment Meeting will be part of a regular Medical Advisory Committee Meeting.
- (2) The President of the Professional Staff may call a special meeting of the Professional Staff. Special meetings shall be called by the President of the Professional Staff on the written request of any half plus one of the members of the Active Staff entitled to vote.
- (3) A written notification of each meeting of Professional Staff (including the annual meeting or any special meeting) shall be given by the Secretary of the Professional Staff to the Professional Staff at least fourteen (14) days in advance of the meeting by posting a notice of the meeting in a conspicuous place in the Hospital. Notice of special meetings shall state the nature of the business for which the special meeting is called.
- (4) The period of time required for giving notice of any special meeting may be waived in cases of emergency by the majority of those members of the Professional Staff present and entitled to voting at the special meeting, as the first item of business of the meeting.

10.2 Quorum

“Majority for quorum” means one more than half the members of the Professional Staff entitled to vote and present in person shall constitute a quorum at any annual, regular, or special meeting of the Professional Staff.

10.3 Rules of Order

The procedures for meetings of the Professional Staff not provided for in this By-law or the Rules and Regulations or Policies shall be governed by the rules of order adopted by the Board.

10.4 Medical Staff Meetings

Meetings of the Professional Staff held in accordance with this Article shall be deemed to meet the requirement to hold meetings of the Medical Staff pursuant to the *Public Hospitals Act*.

Article 11

Officers of the Professional Staff

11.1 Officers of the Professional Staff

1. The provisions of this Article 11 with respect to the officers of the Professional Staff shall be deemed to satisfy the requirements of the *Public Hospitals Act* with respect to officers of the Medical Staff. For greater certainty, the President, Vice President and Secretary of the Professional Staff shall be deemed to be the President, Vice President and Secretary of the Medical Staff.
2. The officers of the Professional Staff will be:
 - a. the President;
 - b. the Vice President;
 - c. the Secretary; and
 - d. such other officers as the Professional Staff may determine.
3. The officers of the Professional Staff shall be elected annually for a term of one (1) year by a majority vote of the voting members of the Professional Staff in attendance and voting at a meeting of the Professional Staff.
4. The officers of the Professional Staff may be removed from office prior to the expiry of their term by a majority vote of the voting members of the Professional Staff in attendance and voting at a meeting of the Professional Staff called for such purpose.
5. If the position of any elected Professional Staff officer that becomes vacant during the term may be filled by a vote of the majority of the members of the Professional Staff present and

voting at a regular meeting of the Professional Staff or at a special meeting of the Professional Staff called for that purpose. The election of such Professional Staff member shall follow the process in section 11.3. The Professional Staff member so elected to office shall fill the office until the next annual meeting of the Professional Staff.

11.2 Eligibility for Office

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

11.3 Nominations

Subject to Section 4.02 of Corporate By-Laws, and Board Policy 318 (Board Succession), nominations for election as Professional Staff, Leadership Professionals (Section 8.1) and appointments of Chief of Department (Section 8.7) will be presented at the Annual General Meeting of the Corporation.

Recommendations to the Board must be received by the Secretary of the Board at least ninety (90) days before the date of the Annual General Meeting of the Corporation

- (1) A form signed by the current Chair of MAC (COS) and the President of the Physicians credentialed and in good standing; and
- (2) Documented in the MAC Minutes

11.4 Election Process

- (1) At least twenty-one (21) days before the annual nominating meeting of the MAC, the nominating committee shall circulate or post in a conspicuous place, a list of the names of those who are nominated to stand for the offices that are to be filled by election, in accordance with the Regulations under the *Public Hospitals Act* and this By-law.
- (2) Any further nominations shall be made in writing to the Secretary of the Professional Staff (MAC) up to seven (7) days before the annual nominating meeting of the MAC.

11.5 President of the Professional Staff

- (1) The President of the Professional Staff shall:
 - (a) preside at all meetings of the Professional Staff;
 - (b) act as a liaison between the Professional Staff, the Chief Executive Officer, and the Board with respect to matters concerning the Professional Staff; and
 - (c) support and promote the vision, mission, values and strategic plan of the Corporation.
 - (d) be a member of the Medical Advisory Committee; and
 - (e) be a non-voting Governor of the Board, attending as desired, and as a Governor, fulfill fiduciary duties to the Corporation by making decisions in the best interest of the Hospital.

11.6 Vice President of the Professional Staff

- (1) The Vice President of the Professional Staff shall:
 - (a) in the absence or disability of the President of the Professional Staff, act in place of the President, perform his or her duties and possess his or her powers as set out in subsection 11.4(1); and
 - (b) perform such duties as the President of the Professional Staff may delegate to him or her.
 - (c) be a member of the Medical Advisory Committee; and
 - (d) have the ability to attend Board meetings as desired on a non-voting basis.

11.7 Secretary of the Professional Staff

The Secretary of the Professional Staff will:

- (a) attend to the correspondence of the Professional Staff;
- (b) ensure notice is given and minutes are kept of Professional Staff meetings;
- (c) maintain the funds and financial records of the Professional Staff and provide a financial report at the annual meeting of the Professional Staff;

- (d) disburse funds at the direction of the Professional Staff, as determined by a majority vote of the Professional Staff members entitled to vote who are present and vote at a Professional Staff meeting;
- (e) be a member of the Medical Advisory Committee; and
- (f) in the absence or disability of the Vice President of the Professional Staff perform the duties and possess the powers of the Vice President as set out in subsection 11.5(1).

11.8 Other Officers

The duties of any other officers of the Professional Staff shall be determined by the Professional Staff.

Article 12

Obligatory Consults

12.1 Obstetrics and Gynecology

- a) Except in an extreme emergency, another physician who is a member of the active medical staff or consultant medical staff shall be called to examine the patient, and shall express in writing and sign his/her findings on the examination, his/her diagnosis, and his/her opinion on treatment in all cases involving any of the following:
 - b) inversion;
 - c) significant ante-partum and post-partum hemorrhage not responding to usual treatment;
 - d) other intrauterine manipulations – except manual removal of placenta;
 - e) all procedures by which a known or expected pregnancy may be interrupted, except where diagnosed as spontaneous abortion and/or
 - a. ultra sound shows no fetal heart beat,
 - b. products of conception have been passed, or
 - c. Beta Hcg levels decreasing, and so documented in patient chart on Doctor’s Progress Notes
 - f) all primi para breeches and premature breech presentation;
 - g) multiple gestation;
 - h) premature labour that progresses to delivery any time before 36 weeks;
 - i) severe maternal disease process (i.e. diabetes, toxemia)
- 12.2 In all cases where a serious problem of management of a patient has developed, which has placed in doubt the therapy to be used or the advisability of proposed surgery, a physician who is a member of the active medical staff or consultant medical staff shall be called to examine the patient and shall express in writing and sign his/her findings on the examination, his/her diagnosis and his/her opinion on treatment.
- 12.3 The attending physician shall have consultation with a member of the active staff or with a member of the consulting staff:
 - a) on every patient who is recommended for an operation, but whose condition is such as to indicate that the patient may be a poor operative risk;
 - b) on every patient where a serious problem of diagnosis and/or management exist;
 - c) on all cases in which the By-laws and rules of the hospital and/or the Public Hospitals Acts of Ontario or the Hospital Management Regulations thereunder state that a consultation be held.
- 12.4 Midwives are also required to obtain additional consults as outlined in the College of Midwives of Ontario document titled “Indications for Mandatory Discussion, Consultation and Transfer of Care”.

Article 13

Amendments

13.1 Amendments to Professional Staff By-law

Prior to submitting amendments to this By-law to the approval processes applicable to the Corporation's by-laws;

- (a) the Professional Staff shall be afforded an opportunity to comment on the proposed amendment(s); and
- (b) the Medical Advisory Committee may make recommendations to the Board concerning the proposed amendment.

13.2 Repeal and Restatement

This By-law repeals and restates in its entirety the by-laws of the Corporation previously enacted with respect to the Professional Staff.