

Sinai Health System

By-law Number 5

**Approved and Confirmed
June 13, 2023**



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By-law Number 5

SINAI HEALTH SYSTEM

A By-law relating to the transaction of the administrative affairs of Sinai Health System (the "**Corporation**").

Be it enacted as a By-law of the Corporation as follows (this By-law replaces and repeals all previous administrative by-laws of the Corporation):

Article 1: Interpretation

1.1 Definitions

In this By-law and all other by-laws of the Corporation, unless the context otherwise requires:

- (a) "**2018 Annual Meeting**" means the Annual Meeting held in 2018;
- (b) "**2019 Annual Meeting**" means the Annual Meeting held in 2019;
- (c) "**Annual Meeting**" means an annual meeting of the Members;
- (d) "**Act**" means the *Not-for Profit Corporations Act* (Ontario) and where the context requires, includes the regulations made under it and any statute that may be substituted therefor, as from time to time amended;
- (e) "**Articles**" means any instrument that incorporates the Corporation or modifies its incorporating instrument, including the letters patent of amalgamation of the Corporation dated January 1, 2015, as the same have been amended by supplementary letters patent of the Corporation dated March 4, 2016, and as the same may hereafter be supplemented, amended or restated by articles of amendment or restated articles of incorporation issued under the Act;
- (f) "**Board**" means the board of Directors of the Corporation;
- (g) "**Chair**" means the chair of the Board;
- (h) "**Chair of the Medical Advisory Committee**" means the member of the Medical Advisory Committee appointed by the Board as Chair of the Medical Advisory Committee;
- (i) "**Chief Executive Officer**" means, in addition to "administrator" as defined in the *Public Hospitals Act*, the President and Chief Executive Officer of the Corporation;
- (j) "**Chief Nursing Executive**" means the senior nurse employed by the Corporation who reports directly to the Chief Executive Officer and is responsible for nursing services provided in the Hospital;
- (k) "**Director**" means a member of the Board;

- (l) "**Elected Director**" means a Director elected to the Board pursuant to section 4.1(a) and in the event that any such person ceases to be a Director between Annual Meetings, any person appointed to the Board in their stead;
- (m) "**ex-officio**" means membership "by virtue of office" and includes all rights, responsibilities, and the power to vote unless otherwise specified;
- (n) "**Hospital**" means the public hospital operated by the Corporation;
- (o) "**Medical Advisory Committee**" means the Medical Advisory Committee established by the Board as required by the *Public Hospitals Act*;
- (p) "**Members**" means members of the Corporation as described in Article 2;
- (q) "**Professional Staff**" has the meaning given to it in the Professional Staff By-law of the Corporation;
- (r) "**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 therefor, as from time to time amended;
- (s) "**Rules**" means the rules adopted by the Board in accordance with section 16.2;
- (t) "**Secretary**" means the secretary of the Corporation;
- (u) "**Sinai Founders' Society**" means the Ontario non-profit corporation formed on the integration of the Mount Sinai Founders' Society and the Bridgepoint Founders' Society, so long as such corporation exists;
- (v) "**Special Resolution**" means a resolution that is submitted to a special meeting of the Members duly called for the purpose of considering the resolution and passed at the meeting, with or without amendment, by at least two thirds (2/3) of the votes cast, or consented to, by each Member entitled to vote at a meeting of the Members;
- (w) "**Specified Number of Elected Directors**" has the meaning described in subsection 4.1(a);
- (x) "**Treasurer**" means the treasurer of the Corporation; and
- (y) "**Vice Chair**" means a vice chair of the Corporation, if any.

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. References to "sections" means sections of this By-Law unless the context otherwise requires. The term "including" means including without limitation.

1.3 Purposes

The purposes of the Corporation as set out in the Articles are as follows:

- (a) To operate an integrated health system that will focus on serving high needs populations, from healthy beginnings, to complex chronic care and rehabilitation, to specialty care, through to healthy aging;
- (b) Through the integrated health system, to develop innovative models of care and excellence in health care delivery, research and education, with a goal of improving health outcomes across a continuum of emergency, ambulatory, acute, complex continuing care, rehabilitation, primary, community and home health care services;
- (c) To operate a public hospital on multiple sites, including without limitation, acute treatment programs and services, complex continuing care and rehabilitation, community health and wellness programs, emergency services, out-patient services, and therapeutic services;
- (d) To operate a primary care network and other related community services including ambulatory care services provided at multiple sites and across the continuum of care;
- (e) To carry out and promote health science and health related research and to participate in activities related thereto;
- (f) To promote and participate in all phases of education pertaining to health care including without limitation, the education of physicians, surgeons, dentists, nursing staff and allied health professionals;
- (g) To operate laboratories, diagnostic imaging services, therapeutic and rehabilitation facilities, pharmacies, dispensaries and/or any other services incidental to an integrated health system, which may include recreational, social, cultural or educational activities or programs;
- (h) To establish and operate other health care or health care related programs, services or facilities including without limitation long-term care facilities, nursing services, residences for the elderly or incapacitated, and home health care services, in accordance with all applicable legislation;
- (i) To provide excellence in health care consistent with Mount Sinai Hospital's heritage as a Jewish-founded organization and with Bridgepoint Hospital's history of addressing the emerging health care needs of Toronto's population, currently complex care and rehabilitation; and
- (j) To undertake activities ancillary and incidental to the above-mentioned charitable objects.

Article 2: Membership in the Corporation

2.1 Members

The Members shall consist of the voting Directors from time to time of the Corporation who shall be *ex-officio* Members for so long as they serve as voting Directors.

2.2 Fees

No fees shall be payable by the Members.

2.3 Voting

Each Member shall be entitled to one vote.

Article 3: Meetings of Members

3.1 Location

Meetings of the Members shall be held at the registered office of the Corporation or at any venue in Ontario as the Board may determine.

3.2 Annual Meetings

In accordance with the *Public Hospitals Act*, the Annual Meeting shall be held between the 1st day of April and the 31st day of July of each year.

3.3 Calling Meetings

The Board shall have power to call, at any time, an annual or special meeting of the Members.

3.4 Quorum

A majority of the Members present at a meeting will constitute a quorum at a meeting of Members.

3.5 Notice

- (a) Notice of the time and venue of all meetings of the Members shall be given to each Member not less than ten (10) days and not more than fifty (50) days before the day on which the meeting is to be held.
 - (i) All business transacted at a special meeting of the Members or an Annual Meeting is special business except the following: consideration of the financial statements; consideration of the audit report; election of directors; and reappointment of the incumbent Auditor.
 - (ii) Notice of a special meeting of Members or an Annual Meeting at which special business is to be transacted shall state the general nature of the business with sufficient detail to permit a Member to form a reasoned judgement thereon and include the text of any Special Resolution to be submitted to the meeting.
- (b) The auditor is entitled to receive all notices and other communications relating to any meetings of Members that any Member is entitled to receive.

3.6 Votes

- (a) Each Member shall have the right to exercise one vote.
- (b) At all meetings of Members every question shall be determined by a majority of votes unless otherwise specifically provided by the Act or by this By-law.
- (c) Votes at all meetings of Members shall be cast in person and not by proxy.
- (d) Unless the Chair or a Member calls for a vote by ballot, 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 by ballot, the chair of the meeting shall not have a second or casting vote.
- (e) At any meeting of Members, unless a vote by ballot 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.

- (f) A ballot may be demanded either before or after any vote by show of hands by any Member entitled to vote at the meeting. If a ballot is demanded on the election of a chair or on the question of adjournment it shall be taken forthwith without adjournment. If a ballot is demanded on any other question or as to the election of Directors, 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 vote by ballot shall be deemed to be the resolution of the meeting at which the ballot was demanded. A demand for a ballot may be withdrawn.

3.7 Chair of the Meeting

The chair of a meeting of the Members shall be:

- (a) the Chair; or
- (b) the Treasurer, if the Chair is absent or is unable to act; or
- (c) a chair elected by the Members present if the Chair and Treasurer are absent or unable to act. The Secretary shall preside at the election of the chair of the meeting, but if the Secretary is not present, the Directors, from those present, shall choose a Director to preside at the election.

3.8 Adjourned Meetings of Members

If within one-half (1/2) hour after the time appointed for a meeting of the Members, a quorum is not present, the meeting shall stand adjourned until a day to be determined by the Board.

3.9 Notice of Adjourned Meetings

Not less than three (3) days' notice of the time and venue of a previously adjourned meeting of Members shall be given in such manner as the Board may determine.

3.10 Special Meetings

- (a) The Board may call a special meeting of the Members.
- (b) Members who hold at least ten percent (10%) of the votes that may be cast at a meeting of the Members may, in writing, requisition the Directors to call a special meeting of the Members for the purpose or purposes set out in the requisition. The requisition must be sent to each Director and to the registered office of the Corporation.
- (c) Notice of a special meeting shall be given in the same manner as provided in section 3.5. The Board shall call and hold such meeting within twenty-one (21) days from receiving the requisition.
- (d) The notice of a special meeting shall specify the purpose or purposes for which it is called.

3.11 Business at Annual Meeting

At each Annual Meeting, in addition to the other business transacted, the following matters shall be attended to:

- (a) minutes of the previous Annual Meeting shall be presented;
- (b) the report of the Chair shall be presented;
- (c) report of the auditor, including the audited financial statements, shall be presented;

- (d) the report of the Chief Executive Officer shall be presented;
- (e) vacancies on the Board shall be filled; and
- (f) the auditor of the Corporation shall be appointed. The auditor shall meet the qualification requirements of the Act.

3.12 Electronic or Telephone Members' Meetings

Members will be entitled to participate in meetings of Members by means of telephonic or electronic means that permit all persons participating in the meeting to communicate adequately with each other during the meeting of Members if the Corporation makes such means available, provided that procedures are in place to permit Members to vote by ballot or in a similar confidential manner. A meeting of Members may be held entirely by means of such telephonic or electronic means that permits all participants to adequately communicate with each other during the meeting, if the Board of the Members calling the meeting of Members so determine.

Article 4: Directors

4.1 Composition of Board

The Board shall consist of:

- (a) The number of Elected Directors within the minimum number of twelve (12) and the maximum number of twenty-seven (27) set out in the Articles, as determined by the Members from time to time by Special Resolution or by a resolution of the Board, should the Board be so authorized by a Special Resolution of the Members.
 - (i) The determined number of Directors as the same has been increased or decreased from time to time pursuant to this section 4.1(a) is the "Specified Number of Directors". As of the effective date of this amended By-law, the Specified Number of Directors is twenty-five (25).
 - (ii) A decrease in the number of Directors does not shorten the term of an incumbent Director.
- (b) The following *ex-officio* voting Directors:
 - (i) the President of the University of Toronto unless they wish to designate a substitute (in which case such person shall be elected pursuant to section 4.1(e));
 - (ii) the Chair of the Board of Circle of Home Care Services (Toronto); and
 - (iii) the immediate past Chair until such time as the individual serving as Chair ceases to hold such office.
- (c) The following *ex-officio* non-voting Directors as required by the *Public Hospitals Act* regulations:
 - (i) the Chief Executive Officer;
 - (ii) the Chair of the Medical Advisory Committee;
 - (iii) the President of the Medical Staff; and

- (iv) the Chief Nursing Executive.
- (d) One or more non-voting Director Emeritus to be appointed by the Board to hold office for one or more terms not to exceed twelve (12) months each.
- (e) Should the President of the University of Toronto wish to designate a person to serve as a Director in their stead, such person shall be elected and serve as a voting Director. For greater certainty, such person shall not be an "Elected Director" for the purposes of sections 4.1(a) and 4.6 to 4.8.

4.2 Duties and Responsibilities

- (a) The Board shall govern and oversee the management of the affairs of the Corporation.
- (b) In so acting, every Director and officer of the Corporation shall:
 - (i) act honestly and in good faith with a view to the best interests of the Corporation; and
 - (ii) exercise the care, diligence and skill that a reasonably prudent individual would exercise in comparable circumstances.

4.3 Qualifications of Directors

No person shall be qualified for election or appointment as a Director if they:

- (a) in the case of a Director referred to in subsection 4.1(a), (b) or (e):
 - (i) are less than eighteen (18) years of age;
 - (ii) have the status of a bankrupt;
 - (iii) is an "ineligible individual" as defined under the *Income Tax Act* (Canada);
 - (iv) have been found under the *Substitute Decisions Act* (Ontario) or under the *Mental Health Act* (Ontario) to be incapable of managing property; or
 - (v) have been found to be incapable by any court in Canada or elsewhere;
- (b) in the case of a Director referred to in subsection 4.1(a):
 - (i) are a current employee or member of the Professional Staff; or
 - (ii) are a spouse, partner, child, parent, or sibling of a current employee or member of the Professional Staff; or is a person who lives in the same household as a current employee or member of the Professional Staff.

4.4 Vacation of Office

The office of a Director shall be automatically vacated:

- (a) if a Director shall resign such office by delivering a written resignation to the Secretary;
- (b) in the case of a Director referred to in subsection 4.1(a), (b) or (e), the Director ceases to meet the qualifications set out in subsection 4.3(a); or

- (c) if, in the case of a Director referred to in subsection 4.1(a), they become a person referred to in subsection 4.3(b).

Where there is a vacancy in the Board, the remaining Directors may exercise all the powers of the Board so long as a quorum remains in office.

4.5 Removal

The office of a Director may be vacated by a majority resolution of the Members at a special meeting called for the purpose. The Board may recommend to the Members the removal of a Director in the following circumstances:

- (a) if a Director is absent for one quarter (1/4) or more of the meetings of the Board in any twelve (12) month period; or
- (b) if a Director fails to comply with the *Public Hospitals Act*, the Act, the Articles, by-laws, rules, policies and procedures adopted by the Board, including, confidentiality and conflict of interest requirements.

4.6 Election and Term

From and after the 2018 Annual Meeting, Elected Directors shall hold office on a staggered three (3) year term basis such that, subject to the provisions of sections 4.4 and 4.5, each such Director shall hold office until the end of the third Annual Meeting following their election unless:

- (a) any such individual was elected or appointed to complete the unexpired term of a former Director, in which case such individual shall be elected for the remainder of such term; or
- (b) prior to the meeting at which such individual is elected as a Director, the Board determines that, in the interests of providing for a staggered Board, the individual filling such position should be elected for a term expiring at the end of the first or second Annual Meeting following their election.

4.7 Nomination Procedure for Election of Directors

Nominations made for the election of Directors at a meeting of Members may be made only by the Board in accordance with the nominating and election procedure set out below. For greater certainty, no nominations shall be accepted by the Members which are not submitted and approved by the Board in accordance with the Board approved process.

- (a) The Governance Committee shall act as the nominating committee of the Board.
- (b) The Governance Committee may, as deemed desirable or appropriate, provide notice to the Sinai Founders' Society of the number of anticipated vacancies to be filled at the upcoming Annual Meeting and the skills and expertise required by the Board as then identified. The Sinai Founders' Society shall have until the day which is ninety (90) days prior to such Annual Meeting or such other date as agreed upon with the Governance Committee to submit the names of one or more nominees to fill such vacancies. Each such nomination shall be accompanied by a curriculum vitae.
- (c) It is expressly agreed that neither the Governance Committee nor the Board shall be bound to consult with the Sinai Founders' Society where the Governance Committee or the Board

determines that it is in the best interests of the Corporation to nominate individuals provided through other sources or in another manner.

(d) The Governance Committee:

- (i) shall review the Board profile of skills and expertise of incumbent Directors and identify specific skills and expertise that are required to fill vacancies;
 - (ii) shall review the names of all nominees submitted by the Sinai Founders' Society, if any, together with their qualifications and compare the qualifications of the nominees to the skills and expertise required by the Board;
 - (iii) in respect of a nominee who is a past or incumbent Director eligible for re-election, shall review the nominee's performance as a Director, their history as a Director, and the contribution that they made to the Corporation;
 - (iv) may ask any nominee to attend for an interview with representatives of the Governance Committee;
 - (v) shall give due consideration to all nominees proposed by the Sinai Founders' Society, if any;
 - (vi) may, at its sole discretion, ask for additional candidates from the Sinai Founders' Society and/or seek qualified nominees from other sources;
 - (vii) shall, after conducting a thorough review, present a slate of its approved nominees to the Board at an *in-camera* session, provided that the number of nominees on the slate shall be equal to the number of vacancies on the Board; and
 - (viii) if requested by the Board, present to the Board at an in-camera session of the Board, the name of each nominee considered and a brief description of the nominee's qualifications.
- (e) The slate of nominees as approved by the Board will be presented to the Members at the Annual Meeting. Provided the slate is moved and seconded, the nominees shall be elected by acclamation.

4.8 Maximum Terms

- (a) Commencing at the 2018 Annual Meeting, each Elected Director shall be eligible for re-election provided that such Director shall not be elected or appointed for a term that will result in the Director serving more than twelve (12) consecutive years from and after that date; provided that any Director who has reached such term limit shall be eligible for re-election for another term or terms (to a maximum of twelve (12) consecutive years) if two (2) or more years have elapsed since they last served as an Elected Director. Despite the foregoing twelve-year limit, a Director may, by resolution of the Board, have their maximum term as a Director extended as required beyond the foregoing limit for the sole purpose of enabling that Director to complete their full term of office in the named role of Chair or Treasurer.
- (b) For greater certainty, an Elected Director's length of service prior to the 2018 Annual Meeting shall not be counted in determining compliance with section 4.8(a).
- (c) Despite the foregoing, where a Director was appointed to fill an unexpired term of a Director such partial term shall be excluded from the calculation of the maximum years of service.

4.9 Filling Vacancies

- (a) So long as there is a quorum of Directors in office, the Board may appoint a qualified person as Director to fill a vacancy occurring in the Board for the remainder of the term of the vacating Director. The Sinai Founders' Society may be consulted prior to such vacancy being filled where practicable or desirable.

- (b) In the event there is less than a quorum of Directors in office, or if a vacancy has arisen from a failure of the Members to elect the number of Directors required to be elected at any meeting of Members, the Board shall forthwith call a meeting of Members to fill the vacancy.

4.10 Director Remuneration

The Directors shall serve as such without remuneration and no Director shall directly or indirectly receive any profit from their position as such provided that a Director may be reimbursed reasonable expenses incurred by the Director in the performance of their duties.

4.11 Director's Consent to Act

Every Director, when first elected to the Board, shall sign and submit to the Secretary a form of consent to act as a Director within ten (10) days of being elected. Despite the foregoing, if an elected or appointed Director consents in writing after the ten (10) day period, the election or appointment is valid.

Article 5: Meetings of Directors

5.1 Meetings of Directors

The Board shall meet at such times and in such venues as may be determined by the Board, the Chair, the Treasurer, or the Chief Executive Officer. Special meetings of the Board may be called by the Chair, the Treasurer or by the Chief Executive Officer and shall be called by the Secretary upon receipt of the written request of four (4) Directors.

5.2 Regular Meetings

The Board may appoint one (1) or more days for regular meetings of the Board at a venue and time named. A copy of any resolution of the Board fixing the venue and time of regular meetings of the Board shall be given to each Director forthwith after being passed. Except where required by section 36(2) of the Act, no other notice shall be required for any such regular meeting.¹

5.3 Electronic or Telephone Meetings

If all the Directors consent, a meeting of Directors or a meeting of a committee of the Board may be held by such telephonic or electronic means that permit all persons participating in the meeting to communicate with each other adequately during the meeting, and the Director or committee member participating in the meeting by those means is deemed to be present at the meeting. Any such consent shall be effective whether given before or after the meeting to which it relates and may be given with respect to all meetings of the Board or a committee held while a Director holds office. Any meeting of the Board or a committee may be held entirely by telephonic or electronic means that permit all participants to communicate adequately with each other during the meeting.

¹ If the intention of the meeting is to deal with any of the following matters, the notice must specify the matter: (i) to submit to the Members any question or matter requiring their approval; (ii) to fill a vacancy among the Directors or the position of auditor; (iii) to appoint additional Directors under section 24(7) of the Act; (iv) to issue debt obligations, except as authorized by the Directors; (v) to approve any annual financial statements; or (vi) to adopt, amend or repeal by-laws.

5.4 Notices

Notice of meetings, other than regular meetings, shall be given to all Directors at least forty-eight (48) hours prior to the meeting. The Chair, the Treasurer, or the Chief Executive Officer may call a meeting on less notice, by such means as are deemed appropriate, provided that notice is given to all Directors and the majority of the Directors consent to the holding of such meeting. In calculating the said forty-eight (48) hour notice period Saturdays, Sundays, and statutory holidays shall be excluded.

5.5 Quorum

A majority of the Directors shall constitute a quorum; provided that a person who is a Director Emeritus shall not be counted in the calculation of or the attainment of quorum.

5.6 First Meeting of New Board

Provided a quorum of Directors is present, each newly elected Board may, without notice, hold its first meeting immediately following the meeting of Members at which such Board is elected, provided that none of the matters set out in section 36(2) of the Act are on the agenda.

5.7 Persons Entitled to be Present

Guests may attend meetings of the Board with the consent of the meeting on the invitation of the Chair or Chief Executive Officer. The Board may adopt a policy from time to time with respect to the attendance of the public at meetings of the Board.

5.8 Voting

Each voting Director present at a meeting of the Board shall be entitled to one (1) vote on each matter. A Director shall not be entitled to vote by proxy. Except as set out expressly in this By-law, any question arising at any meeting of the Board or any committee of the Board shall be decided by a majority of votes.

5.9 Casting Vote

In the case of an equality of votes, the Chair shall not have a second or casting vote.

5.10 Consent and Dissent

- (a) A Director who is present at a Board or Board committee meeting is deemed to have consented to any resolution passed or action taken at the meeting unless:
 - (i) the Director's dissent is entered in the meeting minutes;
 - (ii) the Director requests that their dissent be entered in the meeting minutes;
 - (iii) the Director gives their dissent to the secretary of the meeting before the meeting is terminated; or
 - (iv) the Director submits their written dissent to the Corporation immediately after the meeting is terminated.
- (b) A Director who votes for or consents to a resolution is not entitled to dissent under this section.
- (c) A Director who was not present at a meeting at which a resolution was passed or action taken is deemed to have consented to the resolution or action unless within seven (7) days after becoming aware of the resolution, the Director:
 - (i) causes their written dissent to be placed within the meeting minutes; or

(ii) submits their written dissent to the Corporation.

5.11 Adjournment of the Meeting

If within one-half (1/2) hour after the time appointed for a meeting of the Board a quorum is not present, the meeting shall stand adjourned until a day within two (2) weeks to be determined by the chair of the meeting.

5.12 Notice of Adjourned Meeting

At least twenty-four (24) hours' notice of the adjourned meeting by an appropriate means shall be given to each Director; provided that in calculating such twenty-four (24) hour notice period Saturday, Sundays and statutory holidays shall be excluded.

Article 6: Interest of Directors in Contracts

6.1 Declaration of Conflict

(a) Any Director or officer who:

(i) is a party to a material contract or transaction or proposed material contract or transaction with the Corporation; or

(ii) is a director or officer, or has a material interest in, any person who is a party to a material contract or transaction or proposed material contract or transaction with the Corporation, shall disclose in writing or have entered in the minutes, the nature and extent of such Director's interest in such contract or proposed contract with the Corporation.

(b) The disclosure required by subsection 6.1(a) shall be made, in the case of a Director:

(i) at the meeting at which a proposed contract or transaction is first considered if the Director is present, and otherwise, at the first meeting after the Director becomes aware of the contract or proposed contract;

(ii) if the Director was not then interested in a proposed contract or transaction, at the first meeting after such Director becomes so interested; or

(iii) if the Director becomes interested after a contract is made or transaction entered into, at the first meeting held after the Director becomes so interested; or

(iv) if an individual who is interested in a contract or transaction later becomes a Director, at the first meeting after the individual becomes a Director.

(c) The disclosure required by subsection 6.1(a) shall be made, in the case of an officer:

(i) forthwith after the officer becomes aware that the contract or transaction or proposed contract or transaction is to be considered or has been considered at a Board meeting;

(ii) if the officer becomes interested after a contract is made or transaction is entered into, forthwith after the officer becomes so interested; or

(iii) if an individual who is interested in a contract or transaction later becomes an officer, forthwith after the individual becomes an officer.

- (d) A Director or officer referred to in subsection 6.1(a) is not liable to account for any profit made on the contract by the Director, officer or by a corporate entity, business firm or organization in which the Director or officer has a material interest, provided:
 - (i) the Director or officer disclosed their interest in accordance with subsection 6.1(b) or (c); and
 - (ii) the Director or officer has otherwise complied with the requirements of this section.
- (e) A Director referred to in subsection 6.1(a) shall not attend any part of a Board meeting during which the contract or transaction is discussed and shall not vote on any resolution to approve the contract or transaction or otherwise attempt to influence the voting on the contract or transaction.
- (f) If no quorum exists for the purposes of voting on a resolution to approve a contract or transaction only because one or more Director(s) are not permitted to be present at the meeting by virtue of subsection 6.1(e), the remaining Directors are deemed to constitute a quorum for the purpose of voting on the resolution.
- (g) For the purposes of this section 6.1, a general notice to the Directors by a Director declaring that the person is a director or officer of or has a material interest in a body corporate, business firm or organization and is to be regarded as interested in any contract made therewith, is a sufficient declaration of interest in relation to any contract so made.
- (h) The provisions of this Article are in addition to any conflict of interest policy adopted by the Board from time to time.

Article 7: Protection of Officers and Directors

7.1 Directors' Liability

Any Director or officer of the Corporation shall not be liable for any act, receipt, neglect or default of any other Director, 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 moneys of the Corporation shall be invested or for any loss or damage arising from bankruptcy, insolvency or tortious act of any person including any person with whom any moneys, securities or effects shall be deposited or for any loss, conversion, or misappropriation of or any damage resulting from any dealings with any moneys, securities or other assets belonging to the Corporation or for any other loss, damage or misfortune which may happen in the execution of the duties of such Director's or officer's respective office unless such occurrence is as a result of such Director's or officer's own wilful neglect or default.

7.2 Indemnities to Directors and Others

Every Director, officer and committee member, their heirs, executors, administrators and estates, respectively, shall from time to time and at all times, be indemnified and saved harmless out of the funds of the Corporation from and against:

- (a) all costs, charges and expenses whatsoever which such Director, officer or committee member sustains or incurs in or about any action, suit or proceedings which is brought, commenced or prosecuted against them, for or in respect of any act, deed, matter or thing whatsoever, made, done or permitted by them, in or about the execution of the duties of their office; and

- (b) all other costs, charges and expenses which they sustain or incur in or about or in relation to the affairs of the Corporation, except such costs, charges or expenses as are occasioned by their own wilful neglect or default.
- (c) The Corporation may advance money to a Director, officer or other individual referred to in subsection 7.2(a) and (b) for the costs, charges, and expenses of an action or proceeding referred to in that section but the individual shall repay the money if the individual does not fulfil the conditions set out in subsection 7.2(d).
- (d) The indemnity provided for in the preceding paragraphs:
 - (i) shall not apply to any liability which a Director 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 Director, officer or committee member acted honestly and in good faith with a view to the best interests of the Corporation and in the case of criminal or administrative action or proceeding that is enforceable by a monetary penalty, had reasonable grounds for believing that their conduct was lawful.

7.3 Insurance

Subject to the requirements of the *Charities Accounting Act*, the Corporation shall purchase and maintain insurance for the benefit of any Director, officer or other individual acting on behalf of the Corporation against any liability incurred in that individual's capacity as a Director, officer or other individual acting on behalf of the Corporation, except where the liability relates to that individual's failure to act honestly and in good faith with a view to the best interests of the Corporation.

Article 8: Committees

8.1 Committees

The Board may establish committees from time to time. The Board shall determine the terms of reference of such committees. The committees of the Board may be, subject to change by resolution of the Board:

- (a) Standing Committees, being the following committees whose duties are normally continuous:
 - Medical Advisory Committee (terms of reference incorporated in the Professional Staff By-law);
 - Patient Safety and Quality Committee;
 - Governance Committee;
 - Resources, Audit and Risk Committee; and
 - Research Committee
- (b) Special Committees, being those committees appointed for specific duties whose mandate shall expire with the completion of the tasks assigned.

8.2 Functions, Duties, Responsibilities and Powers of Committees

The functions, duties, responsibilities and powers of committees shall be provided in the resolution of the Board by which such committee is established or in terms of reference adopted by the Board.

8.3 Committee Members, Chair

- (a) Unless otherwise provided herein or by the Act, the Board shall appoint the members of the committee, the chair of the committee and, if desirable, the vice chair thereof.
- (b) The members of any committee (other than an Executive Committee, if any) need not be Directors of the Corporation, but any committee shall have Directors among its members.
- (c) The members and the chair and vice chair of a committee will hold their office at the will of the Board.
- (d) Unless otherwise provided herein or by the Act, the Chair and Chief Executive Officer shall be *ex-officio* members of all committees; they shall have the right to vote but shall not count for the purposes of quorum unless they are in attendance.

8.4 Procedures at Committee Meetings

Procedures at and quorum for committee meetings shall be determined by the chair of each committee, unless established by the Board by resolution or by way of general committee regulations from time to time.

8.5 Executive Committee

The Board may elect an Executive Committee consisting of not fewer than three (3) Elected Directors and may delegate to the Executive Committee any powers of the Board, subject to the limitations on delegation set out in section 36(2) of the Act and such restrictions, as may be imposed by the Board by resolution. The Executive Committee shall fix its quorum at not less than a majority of its members. Any Executive Committee member may be removed by a majority vote of the Board.

Article 9: Officers

9.1 Officers

The officers of the Corporation shall include:

- (a) the Chair;
- (b) the Vice-Chair(s);
- (c) the Treasurer;
- (d) the Chief Executive Officer; and
- (e) the Secretary,

and may include such other officers as the Board may by resolution determine. The officers shall be elected or appointed by resolution of the Board at the first meeting of the Board following the Annual Meeting of Members at which the Directors are elected, or at such other times when a vacancy shall occur. A person may hold more than one office.

9.2 Removal from Office

Officers shall be subject to removal by resolution of the Board at any time.

Article 10: Duties of Officers

10.1 Chair of the Board

The Chair shall be elected by the Board from among the elected Directors. 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. The Chair shall, subject to re-election, be expected to serve a three (3) year term.

10.2 Vice Chair(s)

The Vice Chair(s) shall be non-voting and shall perform such duties as shall from time to time be assigned to them by the Board. Each Vice Chair shall, subject to re-election, be expected to serve for a three (3) year term.

10.3 Treasurer

The Treasurer shall, in the absence or disability of the Chair, perform the duties and exercise the powers of the Chair and shall perform such other duties as shall from time to time be assigned to the Treasurer by the Board. The Treasurer shall be the *ex-officio* Chair or Co-Chair of the Resources, Audit and Risk Committee. The Treasurer shall, subject to re-election, be expected to serve for a three (3) year term.

10.4 Chief Executive Officer

The Chief Executive Officer shall be a Director and the administrator of the Hospital for the purposes of the *Public Hospitals Act*. Subject to the authority of the Board, the Chief Executive Officer shall be responsible for the administration, organization and management of the affairs of the Corporation.

10.5 Secretary

The Chief Executive Officer or designate shall serve as the Secretary. The Secretary shall carry out the duties of the secretary of the Corporation generally and shall attend or cause a recording secretary to attend all meetings of the Members, Board, Executive Committee and other committees to act as a clerk thereof and to record all votes and minutes of all proceedings in the books to be kept for that purpose. The Secretary shall give or cause to be given notice of all meetings of the Members and of the Board and shall perform such other duties as may be prescribed by the by-laws or the Board.

10.6 Other Officers

The powers and duties of all other officers shall be such as the Board may from time to time determine. Any of the powers and duties of an officer to whom an assistant has been appointed may be exercised and performed by such an assistant unless the Board otherwise directs.

Article 11: Organization and Financial

11.1 Seal

The original seal is kept with the Secretary of the Corporation.

11.2 Execution of Documents

Subject to section 11.3, deeds, transfers, assignments, contracts, agreements, mortgages, conveyances, obligations, certificates or any other instruments or documents requiring the signature of the Corporation, shall be signed by any one of the Chair or the Treasurer together with any one of the Chief Executive Officer or a Director, and all instruments or documents so signed shall be binding upon the Corporation without any further authorization or formality.

11.3 Other Signing Officers

In addition to the provisions of section 11.2, the Board may from time to time by resolution direct the manner in which and the person or persons by whom any particular instrument or class of instruments or document may or shall be signed. Any signing officer may affix the seal of the Corporation to any instrument or document and may certify a copy of any instrument, resolution, by-law or other document of the Corporation to be a true copy.

11.4 Banking Arrangements

The banking business of the Corporation or any part thereof shall be transacted with such banks, trust companies or other financial institutions as the Board may, by resolution, from time to time determine.

11.5 Financial Year

Unless otherwise determined by the Board and subject to the *Public Hospitals Act*, the fiscal year end of the Corporation shall be the last day of March each year.

11.6 Appointment of Auditor

The Members entitled to vote shall, at each Annual Meeting, appoint an auditor to audit the accounts of the Corporation and to report to the Members at the next Annual Meeting. The auditor shall be licensed under the *Public Accounting Act, 2004* (Ontario) and shall be independent of the Corporation and its Directors and officers as required by the Act. The auditor shall hold office until the next Annual Meeting, provided that the Directors shall immediately fill any casual vacancy in the office of auditor. The remuneration of the auditor shall be fixed by the Board.

11.7 Borrowing Power

Without limiting the borrowing powers of the Corporation as set forth in the Act, the Board may from time to time, on behalf of the Corporation, without authorization of the Members:

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

11.8 Investments

Subject to the Articles, the Board is authorized to make or receive any investments which the Board in its discretion considers advisable.

Article 12: Books and Records

12.1 Books and Records

The Directors shall see that all necessary books and records of the Corporation required by the by-laws of the Corporation or by any applicable statute or law are regularly and properly kept.

Article 13: Confidentiality

13.1 Confidentiality

Every Director, officer, member of the Professional Staff, member of a committee of the Board, employee and agent of the Corporation shall respect the confidentiality of matters:

- (a) brought before the Board;
- (b) brought before any committee;
- (c) dealt with in the course of the employee's employment or agent's activities; or
- (d) dealt with in the course of the Professional Staff member's activities in connection with the Corporation.

13.2 Board Spokesperson

The Board may give authority to one or more Directors, officers or employees of the Corporation to make statements to the news media or public about matters brought before the Board. In the absence of such authority, the Chair shall be the sole Board spokesperson.

Article 14: Professional Staff

14.1 Professional Staff

There shall be a Professional Staff of the Hospital whose appointment and functions shall be as set out in the Professional Staff By-law of the Corporation.

Article 15: Matters Required by the *Public Hospitals Act*

15.1 Committees and Programs Required by the *Public Hospitals Act*

The Board shall ensure that the Corporation establishes such committees and undertakes such programs as are required pursuant to the *Public Hospitals Act*, including a medical advisory committee and a fiscal advisory committee.

15.2 Fiscal Advisory Committee

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

15.3 Chief Nursing Executive

The Chief Executive Officer shall ensure there are appropriate procedures in venue for the appointment of the Chief Nursing Executive.

15.4 Nurses and other Staff and Professionals on Committees

The Chief Executive Officer shall from time to time approve a process for the participation of the Chief Nursing Executive, nurse managers, and staff nurses, staff and other professionals of the Corporation in decision making related to administrative, financial, operational and planning matters and for the election or appointment of the Chief Nursing Executive, staff nurses or nurse managers and other staff and professionals of the Corporation to those administrative committees approved by the Chief Executive Officer to have a nurse, staff or professional representation.

15.5 Retention of Written Statements

The Chief Executive Officer shall cause to be retained for at least twenty five (25) years, all written statements made in respect of the destruction of medical records, notes, charts and other material relating to patient care and photographs thereof.

15.6 Occupational Health and Safety Program

- (a) Pursuant to the regulations under the *Public Hospitals Act*, there shall be an Occupational Health and Safety Program for the Corporation.
- (b) The program referred to in subsection 15.6(a) shall include procedures with respect to:
 - (i) a safe and healthy work environment in the Corporation;
 - (ii) the safe use of substances, equipment and medical devices in the Corporation;
 - (iii) safe and healthy work practices in the Corporation;
 - (iv) the prevention of accidents to persons on the premises of the Corporation; and
 - (v) the elimination of undue risks and the minimizing of hazards inherent in the Corporation environment.
- (c) The person designated by the Chief Executive Officer to be in charge of occupational health and safety in the Corporation shall be responsible to the Chief Executive Officer or their delegate for the implementation of the Occupational Health and Safety Program.
- (d) The Chief Executive Officer shall report to the Board as necessary on matters in respect of the Occupational Health and Safety Program.

15.7 Health Surveillance Program

- (a) Pursuant to the regulations under the *Public Hospitals Act*, there shall be a Health Surveillance Program for the Corporation.
- (b) The program referred to in section 15.7(a) shall:
 - (i) be in respect of all persons carrying on activities in the Corporation, and
 - (ii) include a communicable disease surveillance program.
- (c) The person designated by the Chief Executive Officer to be in charge of health surveillance in the Corporation shall be responsible to the Chief Executive Officer or their delegate for the implementation of the Health Surveillance Program.

- (d) The Chief Executive Officer shall report to the Board as necessary on matters in respect of the Health Surveillance Program.

15.8 Organ Donation

Pursuant to the regulations under the *Public Hospitals Act*, the Board shall approve procedures to encourage the donation of organs and tissues including:

- (a) procedures to identify potential donors; and
- (b) procedures to make potential donors and their families aware of the options of organ and tissue donations, and shall ensure that such procedures are implemented in the Corporation.

Article 16: Rules and Procedures

16.1 Rules of Order

Any questions of procedure at or for any meetings of Members, or the Board, or the Professional Staff, or of any committee, which have not been provided for in this By-law or by the Act or by the *Public Hospitals Act* or regulations thereunder, or the Rules adopted from time to time by the Board or the Professional Staff Rules and Regulations, shall be determined by the chair of such meeting in accordance with the rules of procedure adopted by resolution of the Board, or failing such resolution, adopted by the chair of the meeting.

16.2 Rules

The Board may, from time to time, make such Rules as it may deem necessary or desirable in connection with the management of the business and affairs of the Board and the conduct of the Directors and officers, provided however that any such Rule shall be consistent with the provision of this By-law.

Article 17: Notices

17.1 Notice

Whenever under the provisions of the by-laws of the Corporation notice is required to be given, unless otherwise provided such notice may be given in writing and delivered or sent by prepaid mail, by facsimile transmission or by electronic mail addressed to the Director, officer, member of a committee, Member or auditor at the postal address, the facsimile number or electronic mail address, as the case may be, as the same appears on the books of the Corporation.

If any notice is sent by prepaid mail, it shall, subject to the following paragraph, be conclusively deemed to have been received on the third (3rd) business day following the mailing thereof. If delivered, a notice shall be conclusively deemed to have been received at the time of delivery, or if sent by facsimile transmission or electronic mail, it shall be conclusively deemed to be received on the next business day after transmission.

Notwithstanding the foregoing provisions with respect to mailing, in the event that it may be reasonably anticipated that, due to any strike, lock out or similar event involving an interruption in postal service, any notice will not be received by the addressee by no later than the third (3rd) business day following the mailing thereof, then the mailing of any such notice as aforesaid shall not be an effective means of sending the same but rather any notice must then be sent by an alternative method which it may reasonably be anticipated will cause the notice to be received reasonably expeditiously by the addressee.

Any person entitled to receive any such notice may waive such notice either before or after the meeting to which such notice refers.

17.2 Computation of Time

In computing the date when notice must be given under any provision requiring a specified number of days' notice of any meeting or other event, the date of giving the notice shall be excluded and the date of the meeting or other event shall be included.

17.3 Omissions and Errors

The accidental omission to give any notice to any Director, officer, member of a committee or the auditor of the Corporation or the non-receipt of any notice by any Director, officer, member of a committee or the auditor of the Corporation or any error in any notice not affecting the substance thereof shall not invalidate any action taken at any meeting held pursuant to such notice or otherwise founded thereon.

17.4 Waiver of Notice

Any Member, Director, officer, member of a committee or the auditor of the Corporation may waive any notice required to be given to them under any provision of the *Public Hospitals Act*, the Act or the Articles or the by-laws of the Corporation, and such waiver, whether given before or after the meeting or other event of which notice is required to be given, shall cure any default in giving such notice. Attendance and participation at a meeting constitutes waiver of notice.

Article 18: Amendment of By-laws

18.1 Amendment

Subject to the Articles, the Board may, by resolution, make, amend or repeal any By-laws that regulate the activities or affairs of the Corporation.

18.2 Effect of Amendment

Subject to the Act and to section 18.3 below, a by-law or an amendment to a by-law passed by the Board has full force and effect:

- (a) from the time the motion was passed, or
- (b) from such future time as may be specified in the motion.

18.3 Member Approval

A by-law or an amendment to a by-law that requires a Special Resolution of the Members is effective only when confirmed by Members.

A by-law or an amendment to a by-law passed by the Board shall be presented for confirmation at the next Members' meeting. The notice of such Annual Meeting or special meeting shall refer to the by-law or amendment to be presented.

The Members entitled to vote at the Annual Meeting or at a special 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.

In any case of rejection, amendment, or refusal to approve the by-law or part of the by-law in force and effect in accordance with any part of this section, no act done or right acquired under any such by-law is prejudicially affected by any such rejection, amendment or refusal to approve.

18.4 Amendments to Professional Staff By-law

Prior to submitting all or any part of the Professional Staff By-law to the process established in sections 18.1 and 18.3, the procedures set out in the Professional Staff By-law shall be followed.

Approved by the Board and confirmed by the Members on June 13, 2023.



Peter F. Cohen, Chair



Dr. Gary Newton, CEO & Secretary