

UNITY HEALTH TORONTO
ADMINISTRATIVE BY-LAW

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UNITY HEALTH TORONTO ADMINISTRATIVE BY-LAW

ARTICLE 1 INTRODUCTION

1.1 Background – History – Mission and Values

The Sisters of St. Joseph, for the Diocese of Toronto, in Upper Canada, was incorporated in 1855 by Special Act of the Legislature of the Province of Canada. The objects of The Sisters of St. Joseph included providing care for the sick. In furtherance of this object, the Sisters of St. Joseph established the House of Providence in 1857 in the City of Toronto, St. Michael's Hospital in the City of Toronto in 1892 and St. Joseph's Health Centre in the City of Toronto in 1980 (merging St. Joseph's Hospital, which was established in 1921 and Our Lady of Mercy Hospital, which was established in 1925).

The House of Providence opened in 1857 to care for orphans, widows, immigrants and the homeless. For the next century, the Sisters sought out the unmet needs of Toronto's most vulnerable, without consideration of race, creed or religion. Providence relocated to the city's east end in 1962, re-opening as Providence Villa and Hospital and providing residential care for the elderly and sick. Today, Providence Healthcare provides rehabilitative and palliative care through Providence Hospital, long-term care through the Cardinal Ambrozic Houses of Providence, and community care through an Adult Day Program.

St. Michael's Hospital served the health care needs of downtown Toronto since 1892. Its historical and ethical mission had a special responsibility to the sick and poor. It provided specialty health care to the greater Toronto area and the Province of Ontario in its role as one of Canada's most respected acute care hospitals. St. Michael's Hospital was a fully affiliated health sciences centre working closely with the Health Science Faculties of the University of Toronto in order to provide the highest possible quality educational programs and most advanced health care research as integral elements of its mission. Since its earliest beginnings, St. Michael's Hospital accepted its responsibility for excellence in patient care, education and research as fundamental to its role in society.

St. Joseph's Health Centre continued the healing ministry of Jesus by meeting the needs of the community it served in a manner consistent with the traditions of the Sisters of St. Joseph and the teachings of the Roman Catholic Church while respecting the religious, ethnic and racial origins of all. St. Joseph's Health Centre was committed to providing a climate of mutual respect and a workplace free of discrimination and harassment, and a safe environment for all staff, clinicians, employees, volunteers and students.

In 1994 and 1996 respectively, the Sisters of St. Joseph transferred the operations and certain assets and liabilities of St. Michael's Hospital and St. Joseph's Health Centre to separate corporations incorporated for such purposes and known as St. Michael's Hospital and St. Joseph's Health Centre respectively.

Declining numbers and increasing age led the Sisters of St. Joseph in 1997 to withdraw from sponsorship of Providence Healthcare, St. Michael's Hospital and St. Joseph's Health Centre and to develop an alternative mode of sponsorship. In conjunction with the Catholic Health Association of Ontario and two other religious congregations, the Sisters of St. Joseph formed a civil corporation, The Catholic Health Corporation of Ontario, to assume sponsorship of Providence Healthcare, St. Michael's Hospital, St. Joseph's Health Centre, and other health care facilities.

In February, 2006, St. Michael's Hospital entered into an agreement of purchase and sale with the Sisters of St. Joseph, under which St. Michael's Hospital purchased all of the real property and assets that had been owned by the Sisters of St. Joseph and used for the purposes of operating St. Michael's Hospital.

On August 1, 2017, Providence Healthcare, St. Joseph's Health Centre and St. Michael's Hospital amalgamated to form the Corporation, which continues to be sponsored by the Catholic Health Corporation of Ontario. The Corporation, like each of the predecessor hospitals, is required to follow the Health Ethics Guide in carrying out its activities and affairs.

1.2 Definitions

In this by-law (the "**By-law**") and all other by-laws and resolutions of the Directors and Members, unless the context otherwise requires:

- (a) "**Act**" means the *Corporations Act* (Ontario) and where the context requires, includes the regulations made under it and any statute that may be substituted therefor, as from time to time amended;
- (b) "**Board**" means the board of directors of the Corporation;
- (c) "**CEO**" or "**Chief Executive Officer**" means the person appointed pursuant to this By-law to be the President and Chief Executive Officer of the Corporation. The CEO is also the administrator as defined in the *Public Hospitals Act* and the officer in charge as defined in the *Mental Health Act*;
- (d) "**CHCO**" means the Catholic Health Corporation of Ontario, which also carries on business as Catholic Health Sponsors of Ontario;
- (e) "**CHCO Designate**" means the Director designated by the Members to serve as its representative on the Board;
- (f) "**Chair**" means the Director elected by the Board and confirmed by the Members in accordance with section 3.2(f) as Chair of the Board;
- (g) "**Chair of the MAC**" means the physician appointed by the Board to be the chair of the Medical Advisory Committee of the Corporation;

- (h) “**Chief Nursing Executive**” means the senior nurse employed by the Hospital who reports directly to the administrator and is responsible for nursing services provided in the Hospital;
- (i) “**Control**” means, in relation to a body corporate, the membership interest or securities held are sufficient, if exercised, to elect a majority of the board of directors of the body corporate;
- (j) “**Corporation**” means the body corporate known as Unity Health Toronto formed by the amalgamation of St. Joseph’s Health Centre, Providence Healthcare and St. Michael’s Hospital;
- (k) “**Credentialed Staff**” means a member of the Medical Staff, Midwifery Staff or Dental Staff;
- (l) “**Credentialed Staff Rules**” mean the rules approved by the Board in respect of credentialed staff;
- (m) “**Dental Staff**” means:
 - (i) oral and maxillofacial surgeons to whom the Board has granted the privilege of diagnosing, prescribing for, or treating clients in the Hospital; and
 - (ii) dentists to whom the Board has granted the privilege of attending to clients in the Hospital in co-operation with a member of the Medical Staff;
- (n) “**Designated Amount**” means the greater of twenty million dollars (\$20,000,000) and an amount equal to two percent (2%) of the gross revenue of the Corporation, as reflected on its most recent audited financial statements, unless otherwise determined by CHCO, such determination to be made with no less than sixty (60) days prior written notice to the Corporation;
- (o) “**Director**” means an individual elected or appointed to the Board;
- (p) “**Effective Date**” means the date the Ministry of Consumer Services issues letters patent of amalgamation forming the Corporation;
- (q) “*ex officio*” means membership by virtue of the office and includes all rights, responsibilities and power to vote, unless otherwise specified;
- (r) “**Health Ethics Guide**” means the *Health Ethics Guide* of the Catholic Health Alliance of Canada as approved from time to time by the Canadian Conference of Catholic Bishops;
- (s) “**Holy See**” means the ecclesiastical jurisdiction of the Catholic Church in Rome;

- (t) “**Hospital**” means the public hospital operated by the Corporation on one or more sites;
- (u) “*in camera*” means a meeting that is held in private and that is not open to the public, with all discussions to be kept in strictest confidence;
- (v) “**MAC or Medical Advisory Committee**” means the medical advisory committee established by the Board as required by the *Public Hospital Act*;
- (w) “**Medical Staff Association**” means the association that is comprised of the Credentialed Staff, as more particularly described in the Credentialed Staff by-law;
- (x) “**Medical Staff**” means those physicians who have been appointed to the medical staff by the Board;
- (y) “**Members**” mean the persons identified in Article 2.1 hereof;
- (z) “**Midwife**” means a midwife in good standing with the College of Midwives of Ontario;
- (aa) “**Midwifery Staff**” means the Midwives who have been appointed to the Midwifery Staff by the Board;
- (bb) “**Nurse**” means a member of the College of Nurses of Ontario who is a registered nurse;
- (cc) “**Ordinary Resolution**” means a resolution passed by a majority of the votes cast on that resolution;
- (dd) “**patient**” means an in-patient or an out-patient of the Hospital;
- (ee) “**Patient Care Tower**” means the patient care tower located at the corner of Queen Street and Victoria Street which is being constructed by 2442931 Ontario Inc. pursuant to a design-build-finance project agreement;
- (ff) “**Secretary**” means the individual appointed to the office of secretary contemplated in section 14.3;
- (gg) “**Stable Patrimony**” means the specific real or personal property acquired by the Corporation following the Effective Date that is designated as stable patrimony under canon law by the appropriate representatives of the Holy See, provided, however, that such designation must be delivered in writing by CHCO to the Corporation prior to the date such real or personal property is acquired by the Corporation;
- (hh) “**Special Resolution**” means a resolution passed by the Directors and confirmed with or without variation by not less than two thirds of the votes cast on that

resolution by the Members at a meeting duly called for the purpose, or in lieu of such confirmation, by consent in writing of all Members entitled to vote on such resolution;

- (ii) “**Subsidiary**” means a body corporate, with or without share capital, in which:
 - (i) the Corporation exercises Control over the other body corporate; or
 - (ii) a majority of the Directors Control the other body corporate; or
 - (iii) a majority of the Directors otherwise serve as the majority of directors of the other body corporate;
- (jj) “**Total Debtload**” means the aggregate non-operating indebtedness of the Corporation (excluding (a) ordinary course obligations of the Corporation, such as to unsecured trade creditors, employees, or pension liabilities; and (b) all obligations and liabilities, direct or indirect, related to the Patient Care Tower);
- (kk) “**Total Debtload Designated Amount**” means two hundred million dollars (\$200,000,000), unless otherwise determined by CHCO, such determination to be made with no less than sixty (60) days written notice; and
- (ll) “**Vice-Chair**” means the Director appointed to the office of vice-chair contemplated in section 14.2.

1.3 Interpretation

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

- (a) all terms contained in this By-law and which are defined in the Act or the *Public Hospitals Act* shall have the meanings given to such terms in those Acts, except as provided otherwise;
- (b) the use of the singular number shall include the plural and *vice versa*, the use of any gender shall include the masculine and feminine;
- (c) the headings used in the By-law are inserted for reference purposes only and are not to be considered or taken into account in construing the terms or provisions thereof or to be deemed in any way to clarify, modify or explain the effect of any such terms or provisions; and
- (d) any references herein to any law, by-law, rule, regulation, order or act of any government, governmental body or other regulatory body shall be construed as a reference thereto as amended or re-enacted from time to time or as a reference to any successor thereto.

**ARTICLE 2
MEMBERS AND CONDITIONS OF MEMBERSHIP**

2.1 Members of the Corporation

- (a) The Members of the Corporation shall be those persons from time to time serving as directors of CHCO. The Members shall be entitled to notice of all meetings of Members and to attend, speak and vote at such meetings.
- (b) If a person ceases to be a director of CHCO, his or her Membership in the Corporation shall terminate. The secretary of CHCO shall notify the Corporation's Secretary of any change in its directors.

2.2 Dues

There shall be no dues or fees payable by Members.

2.3 Termination of Membership

A Membership is terminated immediately if:

- (a) the Member resigns by notice in writing to the Secretary of the Corporation (whether delivered directly by the Member or by CHCO on behalf of the Member), which resignation shall take effect on the date of receipt of such notice by the Secretary;
- (b) the Member dies; or
- (c) the Member otherwise ceases to be a director of CHCO.

**ARTICLE 3
RESPONSIBILITIES, RIGHTS, AND AUTHORITY
OF THE MEMBERS OF THE CORPORATION**

3.1 Authority and Responsibility of the Board

The Members recognize that the Board has the authority and responsibility to govern and manage the operation of the Corporation in accordance with this By-law and pursuant to the *Public Hospitals Act* and all other relevant legislation, save and except for the powers expressed and reserved in Article 3.2.

3.2 Reserved Powers of the Members

The following matters shall each require either the enactment of a by-law or the passage of a resolution of the Board of the Corporation which, to become effective, shall require the approval by Ordinary Resolution of the Members:

- (a) establishing the philosophy, mission, vision and values of the Corporation or making any change in the philosophy, mission, vision or values or the nature or purpose of the Corporation;
- (b) amending the Letters Patent or By-laws of the Corporation;
- (c) the following transactional matters:
 - (i) *Real Property Transactions*: Purchasing, leasing or otherwise acquiring, alienating, selling, exchanging or otherwise disposing of real property of the Corporation or any right or interest therein having a value in excess of the Designated Amount, provided, however, that for certainty only leases of real property in respect of which any aggregate annual lease payment during the term of such lease (not the underlying property value) exceeds the Designated Amount shall be subject to the approval required by section 3.2;
 - (ii) *Borrowing Transactions*: Entering into any borrowing agreements, leases, bonds, debentures, lines of credit or any other debt obligation which results in aggregate annual debt servicing costs during the term of such agreement exceeding the Designated Amount;
 - (iii) *Construction and Development Transactions*: Committing to any construction project in excess of the Designated Amount;
 - (iv) *Transactions Exceeding Total Debtload*: The Corporation shall advise CHCO in writing if at any time the Total Debtload exceeds the Total Debtload Designated Amount. During such time that the Total Debtload exceeds the Total Debtload Designated Amount, all borrowing transactions described in 3.2(c)(ii) shall be subject to the approval required by section 3.2, whether or not exceeding the Designated Amount;
 - (v) *Transactions Involving Stable Patrimony*: Alienating, selling, exchanging or otherwise disposing of Stable Patrimony or any right or interest therein; and
- (d) electing or appointing or terminating Directors;
- (e) appointing an auditor;
- (f) electing, appointing or dismissing the CEO, Chair, or any interim CEO or Chair;
- (g) except as permitted in any guideline issued by CHCO, any proposed integration or merger between the Corporation and any other entity; and
- (h) establishing a Subsidiary.

ARTICLE 4 ANNUAL MEETINGS

4.1 Annual and Other Meetings of Members

The annual or any general meeting of the Members may be called by the chair of CHCO, by any two (2) Members, or by the Chair or the CEO in consultation with the chair of CHCO. Any such meeting shall be held at the head office of the Corporation or such other place in Ontario and on such day as the notice of meeting specifies provided that the annual meeting must be held between the 1st day of April and the 31st day of July in each year.

4.2 Reports, Statements and Business to be Received at Annual Meetings

At every annual meeting of the Members, in addition to any other business that may be transacted, the following shall be presented to the Members:

- (a) reports of the Chair and the CEO of the Corporation;
- (b) financial statements of the Corporation; and
- (c) report of the Corporation's auditor.

In addition, the following shall occur:

- (i) Directors shall be elected; and
- (ii) Corporation's auditor shall be appointed.

ARTICLE 5 NOTICE OF MEETINGS AND WAIVER OF NOTICE

5.1 Notice

- (a) Notice of all meetings of Members shall be given to each Member and to each Director and to the Corporation's auditor. Any person entitled to such notice may waive such notice in writing either before, at, or after the meeting to which the notice relates. Any person attending and participating in any meeting shall be deemed to have waived notice thereof if notice shall not have been provided to such person.
- (b) For the purpose of Article 5.1(a) above, notice shall be given by mail, courier, personal delivery, telephone, electronic or other communication facility to each person entitled to notice, at least ten (10) days before the day on which the meeting is to be held.
- (c) Notice of a general meeting shall state the general nature of the matters to be considered.

5.2 Resolution in Lieu of a Meeting

A resolution in writing signed by all Members entitled to vote on that resolution at a meeting of Members is as valid as if it had been passed at a meeting of Members.

5.3 Error or Omission in Notice

No error or omission in giving notice of any annual or general meeting or any adjourned meeting, whether annual or general, of the Members shall invalidate such meeting or make void any proceedings taken thereat and any Member may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken thereat.

5.4 Adjournment

Any meeting of the Members may be adjourned to any time and from time to time and such business may be transacted at such adjourned meeting as might have been transacted at the original meeting from which such adjournment took place. No notice shall be required of any such adjournment. Such adjournment may be made notwithstanding that no quorum is present.

5.5 Chair

The chair of CHCO shall, if present, be chair of all meetings of Members. In the absence of the chair of CHCO, a Member elected by the Members present shall act as chair.

ARTICLE 6 VOTING

6.1 Voting of Members

Each Member shall have one vote on each motion arising at any annual or general meeting of the Members. Votes shall be cast by the Member in person and not by proxy.

6.2 Show of Hands

- (a) At all meetings of Members every question shall be decided by Ordinary Resolution of the Members present, unless otherwise required by law or this By-law.
- (b) Every question shall be decided in the first instance by a show of hands, unless a poll is demanded by any Member.
- (c) Upon a show of hands, every Member shall have one vote, and unless a poll is demanded, a declaration by the Chair of the meeting that a resolution has been carried or not carried, and an entry to that effect in the minutes of the Corporation, shall be admissible in evidence as *prima facie* proof of the fact, without proof of

the number or proportion of the votes accorded in favour of or against such resolution.

- (d) A poll may be demanded either before or after any vote by a show of hands by any Member at a meeting. The demand for a poll may be withdrawn, but if a poll is demanded and not withdrawn the question shall be decided by recorded vote, and such poll shall be taken in such manner as the chair of the meeting shall direct, and the result of such poll shall be deemed the decision of the Members upon the matter in question.

6.3 Casting Vote

In case of an equality of votes at any meeting of Members, whether upon a show of hands or at a poll, the chair of the meeting shall not have a second or deciding vote and the motion is defeated.

ARTICLE 7 QUORUM OF MEMBERS

7.1 Quorum of Members

A quorum for the transaction of business at any meeting of Members shall consist of fifty percent (50%) plus one (1) of the Members entitled to vote at the meeting.

ARTICLE 8 BOARD OF DIRECTORS OF THE CORPORATION

8.1 Number of Directors and Composition of the Board

Until changed by Special Resolution, the number of Directors shall be twenty-five (25).

The composition of the Board shall be constituted as follows:

- (a) Fourteen (14) Directors elected by the Members, of whom one (1) individual shall be the CHCO Designate;
- (b) Six (6) non-voting *ex officio* Directors as follows:
 - (i) Chief Executive Officer;
 - (ii) Chair and Vice Chair of the Medical Advisory Committee;
 - (iii) President and Vice President of the Medical Staff Association; and
 - (iv) Chief Nursing Executive;
- (c) The President of the University of Toronto, or an individual designated by the President of the University of Toronto and approved by the Board;

- (d) the Archbishop of Toronto or his designate;
- (e) The chairs of the boards of the Providence Healthcare Foundation, St. Joseph's Health Centre Foundation and St. Michael's Hospital Foundation.

8.2 Term and Qualifications

- (a) Except for *ex officio* Directors, Directors shall be elected for a term of up to three (3) years and shall be eligible for re-election up to a maximum of nine (9) consecutive years of service. Directors shall retire, in rotation, in such a manner that the terms of office of at least four (4) of the elected Directors shall expire each year. The term of a Director may be extended in extraordinary circumstances, as approved by the Members on the advice of the Board.
- (b) Subject to section 8.2(c) in determining a Director's length of service as a Director, service with the predecessors to the Corporation shall be included and considered for the purpose of calculating maximum terms.
- (c) Upon the coming into force of this By-law, the Board shall determine the initial terms and the maximum terms of the elected Directors.
- (d) 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.
- (e) No person shall be qualified for election or appointment as a Director if that person is less than eighteen (18) years of age, has the status of a bankrupt or does not have their principal residence in Canada. No person shall be qualified for election or appointment as a Director if that person has been found under the *Substitute Decisions Act, 1992* or under the *Mental Health Act* to be incapable of managing property, or if that person has been found to be incapable by any court in Canada or elsewhere, or determined to be an ineligible individual as defined in the *Income Tax Act (Canada)*.
- (f) Except as provided for within this By-law, or as may be approved by the Members on recommendation of the Board, no member or spouse of a member of the Credentialed Staff, and no employee or spouse of an employee of the Corporation shall be eligible for election or appointment to the Board.
- (g) Directors shall be elected on the basis of their skills, interest, personal integrity and their ability to identify with and formally commit themselves to respect and further the philosophy, mission and values of the Corporation. The Board will maintain a skills matrix to guide recruitment of Directors.
- (h) The Directors shall serve as such without remuneration and no Director shall directly or indirectly receive any profit from his or her position as such, provided that a Director may be reimbursed reasonable expenses incurred by the Director in the performance of his/her duties.

- (i) A Director's term of office shall end:
 - (i) at the end of the Members' meeting at which his/her successor is elected; or
 - (ii) when the appointment is terminated in accordance with section 8.2(k) or revoked in accordance with section 8.2(m); or
 - (iii) for *ex officio* Directors, on the day he/she ceases to hold the office by virtue of which he/she became a Director.
- (j) Any vacancy amongst the elected Directors shall be filled only by a vote of the Members. A Director elected or appointed to fill a vacancy shall hold office for the unexpired portion of the term so vacated.
- (k) The office of Director shall be automatically vacated if:
 - (i) the Director becomes disqualified from being a Director pursuant to relevant legislation or ceases to meet the requirements of section 8.2(e); or
 - (ii) the Director becomes disqualified from being a Director pursuant to a circumstance described in section 8.2(f) occurring after the time of the Director's original appointment, unless otherwise determined by the Members on the advice of the Board; or
 - (iii) the Director resigns by notice in writing to the Chair of the Board; or
 - (iv) the Director dies.
- (l) A Director who wishes to resign from the Board prior to expiry of her/his term of office shall give written notice to the Chair of her/his intention to resign from the Board and such resignation shall be effective from the date specified therein, or if no such date is so specified, from the date of receipt of such resignation by the Chair.
- (m) The Members may, by a resolution passed by at least two thirds of the votes cast at a general meeting of Members of which notice specifying the intention to pass such a resolution has been given, remove any Director (except persons who are *ex officio* Directors) before the expiration of such Director's term of office, and may, by majority of the votes cast at that meeting, elect any qualified person in the stead of such Director for the remainder of his/her term.

8.3 Attendance

Board members and committee members are expected to attend, in person or by telephone, electronic or other communication facilities, all Board meetings and all meetings of committees to which they are assigned, but the Board recognizes that Directors may be unable to attend some meetings. Where a Director or committee

member fails to attend a minimum of 75% of the regularly scheduled meetings, the Chair shall discuss the reasons for the absences with the member and may ask the individual to resign.

ARTICLE 9 CONFLICT OF INTEREST

9.1 Conflict of Interest

- (a) Any Director who is in any way, directly or indirectly, interested in a contract or proposed contract with the Corporation shall disclose in writing or have entered in the minutes, the nature and extent of the Director's interest in the contract or proposed contract with the Corporation.
- (b) The disclosure required by section 9.1(a) shall be made:
 - (i) at the meeting at which a proposed contract 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, at the first meeting after such Director becomes so interested; or
 - (iii) if the Director becomes interested after a contract is made, at the first meeting held after the Director becomes so interested.
- (c) A Director referred to in section 9.1(a) is not liable to account for any profit made on the contract by the Director or by a corporate entity, business firm or organization in which the Director has a material interest, provided:
 - (i) the Director disclosed the Director's interest in accordance with 9.1(b) or 9.1(e); and
 - (ii) the Director has not voted on the contract.
- (d) A Director referred to in section 9.1(a) shall not vote on any resolution to approve the contract and shall not take part in the discussion or consideration of, or in any way attempt to influence the voting on, any question with respect thereto and shall exit the meeting when the applicable issue is under consideration.
- (e) For the purposes of this section 9.1, 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.

- (f) If a Director believes that any Director is in a conflict of interest position with respect to any contract, transaction, matter or decision, the Director shall have the concern recorded in the minutes.
- (g) Thereafter, at the request of a Director, the Board shall, after the Director alleged to have a conflict has absented himself or herself from the room, vote on whether the Director alleged to have a conflict of interest is, in the opinion of the Board, in a conflict of interest. If the Board so finds the person in a conflict of interest, the Director shall absent himself or herself during any subsequent discussion or voting process relating to or pertaining to the conflict.
- (h) The question of whether or not a Director has a conflict of interest shall be determined by a simple majority of the Board, and such determination shall be final.
- (i) If the Board finds that the Director is not in conflict, the Board will then vote on the contract, transaction, matter or decision and the votes of each Director shall be recorded.
- (j) Every declaration of a conflict of interest and the general nature thereof shall be recorded in the minutes of the Board.
- (k) The provisions of this Article are in addition to the conflict of interest policy adopted by the Board from time to time.

ARTICLE 10 PROTECTION OF DIRECTORS, OFFICERS AND MEMBERS

10.1 Liability

Any Director or officer or Member of the Corporation shall not be liable for any act, receipt, neglect or default of any other Director, officer, Member 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 the 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 or Member's respective office unless such occurrence is as a result of such Director's or officer's or Member's own wilful neglect or default.

10.2 Indemnification

Subject to the Act, but without limiting the right of the Corporation to indemnify any individual to the fullest extent permitted by law, every present and former Member, Director, officer or individual appointed to a committee of the Corporation, including his

or her heirs, executors, administrators, estates, effects and other legal personal representatives, respectively, shall from time to time and at all times, be indemnified and saved harmless by the Corporation, from and against:

- (a) All costs, charges and expenses whatsoever including without limitation any amount paid to settle an action or satisfy a judgement that such Member, Director, officer or individual appointed to a committee sustains or incurs in or about any action, suit or proceeding that is brought, commenced or prosecuted against her or him, for or in respect of any act, deed, matter or thing whatsoever made, done or permitted to be done by her or him, in or about the execution in good faith of the duties of her or his office; and
- (b) All other costs, charges and expenses that she or he sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by his, heir or its own willful neglect or default.

The indemnity provided for in the preceding paragraph shall not apply to any liability which a Member, Director, officer or individual appointed to a committee of the Corporation may sustain or incur as the result of any act or omission as a member of the Credentialed Staff of the Corporation and shall be applicable only if the Member, Director or officer of the Corporation acted honestly and in good faith with a view to the best interests of the Corporation and in the case of criminal or administrative action or proceeding that is enforceable by a monetary penalty, had reasonable grounds for believing that his or her conduct was lawful.

10.3 Advance of Costs

The Corporation may advance money to a Director, officer, Member or other individual for the costs, charges and expenses of a proceeding referred to in Article 10.2. The individual shall repay the money if the individual does not fulfil the conditions of Article 10.2.

10.4 Insurance

Subject to the requirements of the *Charities Accounting Act*, the Corporation shall purchase and maintain insurance for the benefit of an individual referred to in this Article 10 against any liability incurred by the individual

- (a) in the individual's capacity as a Director, Member, officer, or committee member of the Corporation; or
- (b) in the individual's capacity as a director or an officer, or in a similar capacity, of another entity, if the individual acts or acted in that capacity at the Corporation's request.

**ARTICLE 11
MEETINGS OF THE BOARD**

11.1 Regular and Special Meetings

- (a) The Board shall meet at such times and in such places as may be determined by the Board, the Chair, a Vice-Chair or the CEO. Special meetings of the Board may be called by the Chair, a Vice-Chair or by the CEO and shall be called by the Secretary upon receipt of the written request of four (4) Directors.
- (b) The Board shall meet at such place and times as may be determined by the Chair. A copy of any resolution of the Board fixing the place and time of regular meetings of the Board shall be given to each Director forthwith after being passed and no other notice shall be required for any such regular meeting.
- (c) Subject to section 11.1(b), notice of regular meetings of the Board shall be given one (1) week in advance of the date of such a meeting, however meeting notice may be shortened to seventy-two (72) hours, provided that for each such case each Director approves in advance of the meeting, by consultation by telephone or electronic mail or other means, of such minimum notice. Notice of a special meeting of the Board shall specify the purpose of the meeting, may be given by telephone or electronically, and shall be given at least twenty-four (24) hours in advance of the meeting.

11.2 Procedures for Board Meetings

- (a) The declaration of the Secretary or Chair that notice has been given pursuant to the By-law, shall be sufficient and conclusive evidence of the giving of such notice.
- (b) No error or omission in giving notice for a meeting of Directors shall invalidate such meeting or invalidate any proceedings at such meeting.
- (c) Attendance at meetings of the Board by persons other than the Directors and the individual referred to in section 11.6, shall be subject to Board policies as enacted from time to time.
- (d) The Board shall have the discretion at any time to declare the meeting or any portion of any meeting to be *in camera*, in accordance with Board policy.
- (e) Minutes shall be kept for all meetings of the Board.
- (f) The Chair shall have a vote.
- (g) Business arising at any meeting of the Board shall be decided by a majority of Directors entitled to vote, provided that:

- (i) except as provided by Article 11.2(g)(ii) below, votes shall be taken in the usual way by a show of hands;
- (ii) votes shall be taken by written ballot if so demanded by any voting Director present;
- (iii) if there is an equality of votes, the Chair shall not have a second or deciding vote and shall rule that the motion has been defeated; and
- (iv) a declaration by the Chair that a resolution, vote or motion has been carried or defeated and an entry to that effect in the minutes shall be admissible in evidence as *prima facie* proof of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution, vote or motion.

11.3 Quorum

50% plus one (1) of the voting Directors shall constitute a quorum for the transaction of business.

11.4 Rules

The Board may make such rules as it may deem necessary or desirable for the better management, operation, and maintenance of the Corporation, provided however that any such rule shall conform with the provision of this By-law.

11.5 Electronic Participation

Notwithstanding any other provision of this By-law, any Director or committee member who is permitted by the By-law or rules and policies of the Corporation to attend and/or participate in a meeting of the Board or of a committee of the Board, may, with the consent of all Directors or committee members present at such meeting, participate in the meeting by means of telephone, electronic or other communication facilities so as to permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously. A person participating in such a meeting by such means is deemed, for the purposes of relevant legislation and this By-law, to be present at the meeting. Such person may, if entitled to vote, indicate his/her vote by any means that reasonably conveys the person's intention to the other meeting participants. 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 and of committees of the Board held while a director holds office.

11.6 Representation of CHCO at Board and Committee Meetings

- (a) The president of CHCO, or at the option of the president of CHCO a person selected by the board of CHCO, shall be entitled to attend each meeting of the Board, including any *in camera* sessions, and have all rights of a Director, with the exception of the right to vote.

- (b) The president of CHCO, or at the option of the president of CHCO a person selected by the board of CHCO, shall be entitled to attend each meeting of committees of the Board, including any *in camera* sessions, and have all rights of a committee member, with the exception of the right to vote.
- (c) Upon request, the president of CHCO shall be sent notice of each meeting of the Board and of the committees of the Board and all materials from time to time sent to the Directors at the same time as the same are sent to the Directors.

ARTICLE 12 RESPONSIBILITIES OF DIRECTORS

12.1 Responsibilities of Directors

Subject to the reserved powers of the Members as set out in Article 3.2, the Board shall govern and oversee the management of 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 letters patent or otherwise, authorized to exercise and do.

ARTICLE 13 OFFICERS

13.1 Officers

- (a) The officers of the Corporation shall include:
 - (i) the Chair;
 - (ii) one or more Vice-Chairs;
 - (iii) the Chief Executive Officer; and
 - (iv) the Secretary;

and may include any such other officers as the Board may determine. Subject to section 3.2(f), the officers shall be elected or appointed 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.

- (b) The term of office of the Chair shall be two (2) years and the Chair shall be eligible for re-election for an additional one (1) year term or terms provided that a person may not be elected for more than four (4) consecutive years as Chair, except by Special Resolution.
- (c) An officer may be removed from office by the Board and, in the case of an officer to which section 3.2(f) applies, by a vote of three-quarters (3/4) of Members at a special meeting called for that purpose.

ARTICLE 14 OFFICERS DUTIES

14.1 Chair

The Chair shall be appointed by the Board, subject to the approval of the Members in accordance with section 3.2(f). The Chair shall:

- (a) preside at all meetings of the Board;
- (b) report to each annual meeting of the Members concerning the operations of the Corporation and at such other times as deemed fit or as requested by the Members;
- (c) represent the Corporation at public or official functions;
- (d) perform such other duties as may from time to time be determined by the Board.

14.2 Vice-Chair

The Vice-Chair shall discharge and perform all duties of the Chair in the absence or disability of the Chair, together with such other duties as may from time to time be assigned to the Vice-Chair by the Chair or by the Board. The Vice Chairs shall be elected from among the elected Directors. The Chair, or failing the Chair, the Board, shall designate which of the Vice Chairs shall perform the duties of the Chair in the Chair's absence.

14.3 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 of Directors and shall perform such other duties as may be prescribed by the by laws or the Board. The Chief Executive Officer shall be the Secretary of the Corporation unless another person is appointed by Board resolution.

14.4 Chief Executive Officer

The Chief Executive Officer shall be appointed by the Board subject to the approval of the Members and shall be accountable to the Board. The Chief Executive Officer shall be a non-voting Director and the President of the Corporation. The Chief Executive Officer shall be 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.

14.5 Other Officers

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

ARTICLE 15 COMMITTEES OF THE BOARD

15.1 Committees of the Board

- (a) The Board may establish committees from time to time. The Board shall determine the duties of such committees. The committees of the Board shall be:
 - (i) Standing Committees, being those committees whose duties are normally continuous; and
 - (ii) Special Committees, being those committees appointed for specific duties whose mandate shall expire with the completion of the tasks assigned.
- (b) The functions, duties, responsibilities and mandate of committees shall be provided in the resolution of the Board by which the committee is established or in terms of reference adopted by the Board.
- (c) Unless otherwise provided by by-law or by Board resolution, the Board shall appoint the members and chair of the committee. Each chair of a Standing Committee shall be a Director. The Board may appoint committee members who are not Directors to all committees of the Board, except the Executive Committee if any, and those persons shall not be entitled to vote unless the Board otherwise provides.
- (d) 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.
- (e) Unless otherwise provided in the Board resolution or committee terms of reference, the Chair and the Chief Executive Officer shall each be an *ex officio* member of all committees of the Board.
- (f) The Board may, but shall not be required to, establish an Executive Committee consisting of not fewer than three (3) voting Directors and may delegate to the Executive Committee any powers of the Board, subject to such restrictions, as may be imposed by the Board by resolution. If there is an Executive Committee, the Executive Committee shall meet only when decisions are required and all attempts to achieve a quorum of the full Board prior to the date a decision is required have been unsuccessful. 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.

- (g) Where a non-voting Director is a member of a committee of the Board, and such committee is authorized to make decisions binding on the Corporation, the non-voting Director shall not vote in respect of such committee decisions, unless the non-voting Director is required by legislation to be a member of such committee.

ARTICLE 16 CONFIDENTIALITY AND PUBLIC RELATIONS

16.1 Confidentiality and Public Relations

Every Director, officer, member of the Credentialed Staff, member of a committee of the Board, employee and agent of the Corporation shall respect the confidentiality of matters brought before the Board, or before any committee or subcommittee of the Corporation. The Chair of the Board is responsible for Board communications and may delegate authority to one or more Directors, officers or employees of the Corporation to make statements to the news media or public about matters that the Chair determines appropriate for disclosure to the media.

ARTICLE 17 CREDENTIALLED STAFF

17.1 Credentialed Staff

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

ARTICLE 18 MATTERS REQUIRED BY THE *PUBLIC HOSPITALS ACT*

18.1 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* and other applicable legislation, including a Medical Advisory Committee, a quality committee and a fiscal advisory committee.

18.2 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*.

18.3 Chief Nursing Executive

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

18.4 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.

18.5 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.

18.6 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 (the “**Occupational Health and Safety Program**”).
- (b) The program referred to in section 18.6(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 his or her 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.

18.7 Health Surveillance Program

- (a) Pursuant to the regulations under the *Public Hospitals Act*, there shall be a health surveillance program for the Corporation (the “**Health Surveillance Program**”).
- (b) The program referred to in section 18.7(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 his or her 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.

18.8 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 19 RULES OF ORDER AND POLICIES

19.1 Rules of Order

Any questions of procedure at or for any meetings of Members of the Corporation, or the Board, or of any committee of the Board, which have not been provided for in this By-law, any other by-laws of the Corporation, or by the Act or by the *Public Hospitals Act* or regulations thereunder, or the policies adopted from time to time by the Board, 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.

19.2 Policies

The Board may, from time to time, make such policies 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 policy shall be consistent with the provisions of this By-law.

ARTICLE 20
BANKS AND SIGNING OFFICERS

20.1 Execution of Documents and Signing Officers

Subject to Article 3.2, deeds, transfers, assignments, contracts, obligations, certificates and other instruments may be signed on behalf of the Corporation by any person holding the office of Chair, Vice-Chair or Chief Executive Officer, together with any Director. In addition, the Board may from time to time direct the manner in which, and the person or persons by whom, any particular instrument or class of instruments may or shall be signed. Such authority may be general or confined to a specific instance. Any signing officer may affix the corporate seal thereto. Any signing officer may certify a copy of any instrument, resolution, by-law or other document of the Corporation to be a true copy thereof.

20.2 Banking and Borrowing

- (a) The Board shall designate the bank or banks in which the monies of the Corporation shall be deposited, or in which any stocks, bonds or other securities of the Corporation shall be placed for safekeeping.
- (b) The signing officers of the Corporation as set out in Article 20.1 are hereby authorized, without further authorization of the Members, for and in the name of the Corporation, but subject to Article 3.2, to:
 - (i) borrow money on the credit of the Corporation;
 - (ii) issue, reissue, sell, pledge or hypothecate debt obligations of the Corporation;
 - (iii) give a guarantee on behalf of the Corporation to secure performance of an obligation of any person; and
 - (iv) charge, mortgage, hypothecate, pledge or otherwise create a security interest in all or any property of the Corporation, owned or subsequently acquired, to secure any obligation of the Corporation.

ARTICLE 21
GENERAL

21.1 Head Office

The head office of the Corporation shall be as determined from time to time by the Board of the Corporation subject to relevant legislation.

21.2 Corporate Seal

The seal, an impression whereof is stamped in the margin hereof, shall be the corporate seal of the Corporation.

21.3 Financial Year

Unless otherwise ordered by the Members, the fiscal year shall be from April 1 to March 31 of the year following.

21.4 Auditor

- (a) At the annual meeting, the Members shall appoint an auditor, considering the recommendation of the Board. The auditor shall hold office until the next annual meeting of the Corporation, and shall audit the financial statements for report to the Members. The auditor shall not be a member of the Board, employee of the Corporation, or a partner or employee of any such person, and shall be duly licensed under the *Public Accounting Act*.
- (b) The auditor shall from time to time report to the Board and shall make any recommendations as are appropriate.
- (c) The auditor shall prepare financial analyses and other reports as required by the Board or Chief Executive Officer, and/or by the Members.
- (d) The person or firm appointed as auditor for the Corporation shall be “independent” of the Corporation, its affiliates and its Directors and officers as is established by all relevant legislation for the Corporation, and shall be a member in good standing of an institute or association of accountants incorporated by or under an act of the legislature of a province of Canada and meet any qualifications under an enactment of a province for performing any duty that the person is required to perform under the relevant sections of the relevant legislation.
- (e) The auditor shall have all the rights and privileges as set out in relevant legislation and shall perform the function as prescribed therein.

ARTICLE 22 NOTICES

22.1 Notice

- (a) 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, individual appointed to 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.

- (b) 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.
- (c) 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.
- (d) Any person entitled to receive any such notice may waive such notice either before or after the meeting to which such notice refers.

22.2 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.

22.3 Waiver of Notice

Any Member, Director, officer, individual appointed to a committee or the auditor of the Corporation may waive any notice required to be given to him or her under any provision of the *Public Hospitals Act*, the Act or the letters patent 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 23 AMENDMENT OF BY-LAW

23.1 Amendment

Subject to applicable legislation, the provisions of this By-law may be repealed or amended by a majority resolution of the Directors at a meeting of the Board and sanctioned by at least a majority of the Members entitled to vote at a meeting duly called for the purpose of considering the said By-law, provided that no portion of any amendment shall be effective until confirmed by the Members.

23.2 Effect of Amendment

The Members may at the meeting held to confirm any proposed amendment contemplated by section 23.1 confirm, reject or amend any by-law passed by the Board and submitted to the meeting for confirmation. If such by-law is rejected it shall not become effective and, if amended, it shall, take effect as amended.

23.3 Member Approval

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 general meeting of the Members called for that purpose. The notice of such meeting shall refer to the by-law or amendment to be presented.

23.4 Amendments to Credentialed Staff By-law

Prior to submitting all or any part of the Credentialed Staff by-law to the process established in this Article, the procedures set out in the Credentialed Staff by-law shall be followed.

23.5 Effective Date

This By-law comes into effect on the Effective Date and upon such date all prior by-laws of each of the predecessor corporations to the Corporation shall be automatically repealed and be of no further force or effect, but such repeal shall not affect any action properly taken pursuant to such by-laws prior to their repeal.
