



ST. JOSEPH'S HEALTH CARE, LONDON
(the "Corporation")

ADMINISTRATIVE BY-LAW

A By-law for the administration of the affairs of the Corporation, duly enacted as authorized by special resolution of the Directors of the Corporation and approved, ratified and confirmed by the Members of the Corporation.

Passed by the Board of Directors this 28th day of May, 2018.

Ratified by the Members of the Corporation this 14th day of June, 2018.

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PART I

PHILOSOPHY AND GOALS

The following shall be the Philosophy and Goals of the Corporation:

- (a) we believe that all people are made in the image and likeness of God and are destined for eternal life with Him, and we shall strive to maintain and enhance the dignity of all with whom we come in contact, and to provide high standards of health services and patient care;
- (b) we recognize that our Catholic health care facility is an ecclesial community in the mission of the Church through the ministry of healing, and we shall maintain policies and procedures in accordance with the standards of medical ethics and provide continuing medico-moral education to Credentialed Professional Staff and Employees of the Corporation. Under the guidance of St. Joseph's Health Care Society we will strive to continue to reflect the Christian values in the Roman Catholic tradition that have traditionally been exemplified in this institution by the Sisters of St. Joseph of the Diocese of London, in Ontario;
- (c) that in order to respond compassionately to the whole person, a spiritual care service shall be provided to the patients, their families and all persons associated with St. Joseph's regardless of their religious conviction. In particular, the Members and Directors of the Corporation shall ensure that the sacramental needs of the members of the Roman Catholic faith are always provided for;
- (d) we recognize that our primary objective is to provide health services and we shall also participate in educational programs consistent with and supportive of our philosophy of healing, for all members of the health team, the patients and their families, and the general public, as well as clinical, scientific, and administrative health research programs which are designed to enhance the quality of health care; and
- (e) recognizing the value of excellence, we shall strive to provide comprehensive health programs in cooperation with other health and social agencies within a system of health care delivery to meet the needs of the community.

PART II

ARTICLE I - INTERPRETATION

1.01 Definitions

In this By-law, unless the context otherwise requires:

- (a) "**Board**" means the Board of Directors of the Corporation;
- (b) "**By-laws**" means this By-law and all other By-laws of the Corporation from time to time in force and effect;
- (c) "**Chair**" means the chairperson of the Board;
- (d) "**Chief Executive Officer**" means the person who has the direct and actual superintendence and charge of the Corporation and includes the administrator as defined in the Public Hospitals Act;
- (e) "**Chief Financial Officer**" means the senior employee responsible to the President for the treasury and controllership functions of the Corporation;
- (f) "**Chief Nurse Executive**" means the senior Nurse employed by St. Joseph's who reports directly to the President and is responsible for the nursing services provided in St. Joseph's;
- (g) "**Chief of a Department**" means a member of the Credentialed Professional Staff appointed by the Board to be responsible for the professional standards and quality of medical care rendered by the members of that Department at St. Joseph's;
- (h) "**Community Member**" means a person who is not a Director, a Member, a member of the Credentialed Professional Staff, or an Employee of the Corporation;
- (i) "**Corporation**" means St. Joseph's Health Care, London;
- (j) "**Corporations Act**" means the *Corporations Act*, R.S.O. 1990, c.C.38 and any successor legislation thereto and the regulations made thereunder, as from time to time amended;
- (k) "**Credentialed Professional Staff**" means those Physicians, Dentists, Midwives and Extended Class Nurses who are appointed by the board and who are granted specific privileges to practise medicine, dentistry, midwifery or nursing;
- (l) "**Credentialed Professional Staff Organization**" means the Professional Staff Association as contemplated by the Public Hospitals Act and established in the Credentialed Professional Staff By-law of the Corporation;
- (m) "**Department**" means an organizational unit of the Credentialed Professional Staff to which members with a similar field of practice have been assigned;

- (n) "**Director**" means a member of the Board;
- (o) "**Director, Professional Practice**" means an employee who is responsible to the Chief Nurse Executive for leadership, education and support functions in respect to designated health professions;
- (p) "**Employee of the Corporation**" means (any person employed by the Corporation from time to time whether full time, part time or casual);
- (q) "**Extended Class Nurses**" mean those Nurse Practitioners who are:
 - (i) employed by the Corporation and are authorized to diagnose, prescribe for or treat out-patients; or
 - (ii) not employed by the Corporation and to whom the Board has granted privileges to diagnose, prescribe for or treat out-patients.
- (r) "**Ex officio Directors**" means Directors holding the position of Member or Director "by virtue of the office";
- (s) "**First Vice-Chair**" means the Director elected as the first vice-chairperson of the Board;
- (t) "**Health Profession**" means a health profession as defined in the Regulated Health Professions Act;
- (u) "**Medical Advisory Committee**" means the Medical Advisory Committee appointed by the Board and constituted in accordance with the Public Hospitals Act;
- (v) "**Member**" means a Member of the Corporation;
- (w) "**Nurse**" means a holder of a current certificate of competence as a Registered Nurse (RN) in the Province of Ontario;
- (x) "**Nurse Practitioner**" means a holder of a current certificate of competence as a Registered Nurse (RN) in extended class [RN(EC)] in the Province of Ontario;
- (y) "**Nursing Staff**" means Nurses (Registered Nurses, Registered Practice Nurses and Registered Nurses with Extended class classification) who are full-time, part-time or casual employees of the Corporation;
- (z) "**Officers**" means those Officers of the Corporation set forth in Article 5.01(g) hereof;
- (aa) "**Patient**" includes an out-patient, a client or a resident, except where the context otherwise requires;
- (bb) "**President**" means the Chief Executive Officer of the Corporation;
- (cc) "**Public Hospitals Act**" means the *Public Hospitals Act*, R.S.O. 1990, c.P.40, and any successor legislation thereto and the regulations made thereunder, as from time to time amended;

- (dd) **“Regulated Health Professions Act”** means the *Regulated Health Professions Act*, S.O. 1991, c.18 and the regulations made thereunder, as from time to time amended;
- (ee) **“St. Joseph’s Health Care, London”** means the Corporation and the public hospital operated by the Corporation under the Public Hospitals Act;
- (ff) **“St. Joseph’s Health Care Society”** means a corporation incorporated pursuant to the Corporations Act;
- (gg) **“Second Vice-Chair”** means the Director elected as the second vice-chairperson of the Board;
- (hh) **“Trustee Act”** means the *Trustee Act*, R.S.O. 1990, c.T.23 as from time to time amended or replaced; and
- (ii) **“Western University”** means The University of Western Ontario, London, Ontario Canada;
- (jj) **“Voting Directors”** means those Directors elected by the Members, the immediate Past Chair, and the Director of St. Joseph’s Health Care Foundation of London designated by St. Joseph’s Health Care Foundation of London.

1.02 Interpretation

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

- (a) Words importing the singular number include the plural and vice versa; words importing the masculine gender include the feminine and vice versa; and words importing persons include individuals, corporations, partnerships, trusts and unincorporated organizations.
- (b) The headings used in this 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.

ARTICLE 2 – MEMBERSHIP OF THE CORPORATION

2.01 Members

The Members of the Corporation shall be those persons holding the office of director of St. Joseph’s Health Care Society and shall number not less than seven (7) and not more than nine (9).

2.02 Termination of Membership

If a person ceases to be a director of St. Joseph’s Health Care Society, his or her membership in the Corporation shall terminate, and his or her successor shall become a Member. The

secretary of St. Joseph's Health Care Society shall from time to time notify the Corporation's secretary of any changes in the directors of St. Joseph's Health Care Society.

ARTICLE 3 – ANNUAL AND SPECIAL MEETINGS OF THE MEMBERS OF THE CORPORATION

3.01 Notice

Notice of any meeting of the Members of the Corporation shall be given by personal delivery, facsimile, electronic mail or by ordinary mail addressed by sending it to the last address as shown on the records of the Corporation not less than 10 and not more than 50 days in advance of the meeting date.

3.02. Annual Meeting

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

- (a) reviewing and approving:
 - (i) the minutes of the previous meeting,
 - (ii) the report of the Board including the audited financial statement, and
 - (iii) the report of the auditor;
- (b) new business;
- (c) election of Directors;
- (d) the appointment of the Chair, First Vice-Chair and the Second Vice-Chair of the Board; and
- (e) the appointment of an auditor to hold office until the next annual meeting.

3.03. Special Meetings

- (a) The Secretary shall call a special meeting of the Members of the Corporation on the request of the Chair or the First Vice-Chair.
- (b) The notice of a special meeting shall specify the purpose or purposes for which it is called.

3.04. Adjourned Meeting

- (a) If a quorum is not present within one-half hour after the time appointed for a meeting of the Members, the meeting shall stand adjourned until a day within two weeks to be determined by the Board.
- (b) Following an adjournment, at least two (2) days' notice of the re-scheduled meeting shall be given to Members.

3.05 Chair

- (a) The meetings of the Members of the Corporation shall be chaired by:
 - (i) the president of St. Joseph's Health Care Society, or
 - (ii) if the president of St. Joseph's Health Care Society is absent, then a Member elected by the Members present at the meeting.
- (b) The chairperson shall not have a casting vote in the event of an equality of votes.

3.06 Quorum and Voting

- (a) A quorum for any meeting of the Members shall be a majority of the Members present in person. There shall be no voting by proxy at any meeting of the Members.
- (b) Each Member, including the chairperson, shall have one vote. Every issue shall be decided by a resolution of the majority of those Members present at the meeting, unless otherwise required in this By-law or by law.

ARTICLE 4 – BOARD OF DIRECTORS

4.01 Nominations for Election of Directors

Nominations for election as a Director at the annual meeting of the Corporation may be made only by:

- (a) the Board on the recommendation of the Governance Committee of the Board; or
- (b) the board of directors of St. Joseph's Health Care Society.

4.02 Board Composition

The Board shall consist of twenty-three (23) Directors, inclusive of the Ex Officio Directors.

4.03 Ex Officio Directors

The following persons shall be Ex Officio Directors:

- (a) the President;
- (b) the President of the Credentialed Professional Staff Organization and Vice-President of the Credentialed Professional Staff Organization;
- (c) the chairperson of the Medical Advisory Committee;
- (d) the Dean, Faculty of Medicine of Western University, or appointee by the Dean under extenuating circumstances preventing attendance;

- (e) the immediate Past Chair;
- (f) the Chief Nurse Executive;
- (g) a director of St. Joseph's Health Care Foundation of London designated by St. Joseph's Health Care Foundation of London;
- (h) a representative of St. Joseph's Health Care Society designated by St. Joseph's Health Care Society; and
- (i) any other person required by law to be a Director.

No member of the Credentialed Professional Staff shall be eligible for election or appointment to the Board, except for those members of the Credentialed Professional Staff described by office in this section 4.03.

4.04 Voting Directors

The Voting Directors shall each be entitled to one vote at meetings of the Board.

4.05 Membership Not Required

A person may be elected as a Director of the Corporation notwithstanding that he or she is not a Member.

4.06 Removal From Office

The Members of the Corporation may remove any Director, except ex-officio Directors, before the expiration of his or her term of office by a resolution passed by a majority vote cast at a meeting, of which notice specifying the intention to pass such resolution has been given. The Members may elect any person in his or her place by a majority of the votes cast at any such meeting.

4.07 Term of Office Restrictions

No Director may serve as Chair or First Vice-Chair for more than two (2) consecutive annual terms in any one such office; provided that, following a break in the continuous service of two (2) consecutive years in any one such office, for at least one (1) annual term, not including any term as Past Chair, such Director may again be elected or appointed to such office, and the consecutive period of two (2) years shall be calculated from the date of his or her last election to the position.

4.08 No Remuneration

The Directors of the Corporation shall serve as such without remuneration. No Director shall directly or indirectly receive any profit from his or her position as Director. A Director may be paid reasonable expenses incurred by him or her in the performance of his or her duties as a Director.

4.09 Election in Rotation

The Directors of the Corporation shall be elected and shall retire in rotation based on a three (3) year term. At each annual meeting of Members, Directors shall be elected to fill the positions of those Directors whose term of office has expired, and each Director so elected shall hold office for a term of three (3) years or until the third annual meeting of Members thereafter (whichever occurs first). The maximum term for a Director shall be six (6) years; however, the period during which the Director is Chair, Past Chair, First Vice-Chair or Chair of the Lawson Board of Directors shall not be counted in this calculation. Notwithstanding the foregoing, upon the recommendation of the Governance Committee and the approval of the Board and with the consent of the Director concerned, the term for a Director may be extended for an additional one (1) year. Notwithstanding the foregoing, the term of office for the director appointed by St. Joseph's Health Care Foundation of London shall be one (1) year, subject to one or two additional one (1) year extensions as determined by the Board from time to time.

4.10 Vacancy

- (a) If a vacancy occurs among the elected Directors, such vacancy may be filled by an eligible person, elected by the Members, to serve until the next annual meeting.
- (b) In addition to the election of Directors to fill the vacancies caused by the expiry of the Directors' normal terms of office, the Members shall elect an additional Director to fill the unexpired term created by any vacancy referred to in subsection (a) at the next annual meeting.

4.11 Responsibilities Of The Board

The Board shall govern and manage the affairs of the Corporation in accordance with the Philosophy and Goals set out in Part I of this By-law, and in particular, shall:

- (a) Ensure that there is an on-going mission education process in the Corporation;
- (b) Establish specific policies which will provide the general framework within which the President, the Medical Advisory Committee, the Credentialed Professional Staff and the Employees of the Corporation will establish procedures for the management of the day to day processes within St. Joseph's;
- (c) Review regularly the functioning of St. Joseph's in relation to its objects and purposes as stated in the Letters Patent and the By-laws, and demonstrate accountability for its responsibility to the Members;
- (d) Review on a regular basis the role and responsibility of St. Joseph's to the community which it serves in relation to the provision, within the means available, of appropriate types and amounts of services; and
- (e) Endeavour at all times to cause the Corporation to live within its financial means in all capital commitments/allocations and operating plans.

4.12 Standard of Care

Directors and Officers will act honestly and in good faith with a view to the best interest of the corporation; and exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

4.13 Public Relations

The Board may give authority to one or more Directors, Officers, Credentialed Professional Staff or Employees of the Corporation to make statements to the news media or public about matters brought before the Board.

4.14. Conflict Of Interest

- (a) Any Director, or Community Member who has an interest, directly or indirectly, in a proposed contract or transaction or a contract or transaction with the Corporation, shall declare his or her interest and the nature and extent of such interest at a meeting of the Board or committee of the Board.
- (b) In the case of a proposed contract or transaction, the Director shall declare his or her interest at the meeting of the Board during which the question of entering into the contract or transaction is first considered, or if he or she is not present at such meeting, then at the first Board meeting held thereafter. If the Director is not at the date of that meeting interested in the proposed contract or transaction, he or she shall make the declaration at the first Board meeting which is held after he or she became interested in the proposed contract or transaction. In the case where the Director becomes interested in a contract or transaction after it is made, the Director shall declare his or her interest at the first Board meeting held after he or she becomes so interested.
- (c) Any Director who has declared an interest in any proposed contract or transaction or contract or transaction with the Corporation shall absent himself or herself from the discussion of and vote upon the matter and the event shall be recorded in the minutes.
- (d) Directors and their families shall not enter into any proposed contract or transaction, or contract or transaction with the Corporation, except:
 - (i) on a competitive bid basis; and
 - (ii) where the Director has declared any interest therein, has absented himself or herself from the meeting, and has refrained from voting thereon.
- (e) In addition to the foregoing, Directors shall be bound by and shall adhere to the Corporation's conflict of interest policy.

4.15 Confidentiality

Every Member, Director, Officer, member of the Credentialed Professional Staff and Employee of the Corporation shall respect the confidentiality of matters brought before the Board in an

camera session or before any committee, or any matter dealt with in the course of the employee's employment, or the Credentialed Professional Staff member's activities in the Corporation.

4.16 Indemnification

Every Member, Director or Officer of the Corporation and every Committee Member, and his or her heirs, executors and administrators, shall be indemnified and saved harmless out of the funds of the Corporation, from and against:

- (a) all costs, charges and expenses whatsoever which such Member, Director, Officer or Committee Member sustains or incurs in, or about, any action, suit or proceeding for damages or otherwise which is brought, commenced or prosecuted against him or her, for or in respect of, any act, deed, matter or thing whatsoever, made, done or permitted by him or her, in, or about, the execution or intended execution, in good faith, of the duties of his or her office; and
- (b) all other costs, charges and expenses that he or she sustains or incurs in or about or in relation to, the affairs thereof, except such costs, charges or expenses as are occasioned by his or her own wilful neglect or default.

ARTICLE 5 – OFFICERS OF THE CORPORATION

5.01 Officers

- (a) The Members shall elect from among the Directors a Chair, the First Vice-Chair and the Second Vice-Chair of the Board at the annual meeting of the Members and each Director so elected shall serve for a two-year term.
- (b) Ex Officio Directors are ineligible for election as Chair, First Vice-Chair or Second Vice-Chair.
- (c) The Chair of the Board shall preside at all meetings of the Board.
- (d) The Chair, upon the expiration of his or her term of office, shall serve on the Board for the next ensuing year as Past Chair. The Past Chair shall be an Ex Officio Director.
- (e) No Director may serve as Chair or First Vice-Chair for more than two (2) consecutive years in one office, provided however that, following a break in the continuous service of at least one year, not including any year of service as Past Chair, the same person may be re-elected or re-appointed to any office.
- (f) The Directors shall appoint a President who shall be a non-voting Ex Officio Director. Such appointment shall be subject to approval by the Members. The Directors shall also appoint the remaining Officers of the Corporation, including but not limited to, the Treasurer and the Secretary.
- (g) The following shall be Officers of the Corporation:

- (i) the Chair of the Board,
 - (ii) the immediate past Chair of the Board,
 - (iii) the First Vice-Chair and the Second Vice-Chair of the Board,
 - (iv) the President,
 - (v) the Treasurer, and
 - (vi) the Secretary.
- (h) The Board may from time to time by resolution appoint such other persons as Officers of the Corporation and establish the duties and responsibilities of such Officers.
- (i) The Treasurer shall be appointed chairperson of the Resource Planning and Audit Committee.
- (j) The Officers of the Corporation shall be responsible for the duties set forth in the By-laws but they are not necessarily required to perform such duties personally. They may delegate to others the performance of any, or all, such duties.
- (k) The Officers shall cease to hold office upon resolution of the Board.

5.02 Duties Of The Chair Of The Board

The Chair shall:

- (a) chair all meetings of the Board;
- (b) report to each annual meeting of Members of the Corporation concerning the management and operations of the Corporation;
- (c) perform such other duties as may from time to time be determined by the Board.

5.03 Duties Of The Vice-Chairs

In the absence or disability of the Chair, the First Vice-Chair shall have all the powers and perform all the duties of the Chair, and shall perform any other duties assigned by the Chair or the Board. In the absence or disability of the Chair and the First Vice-Chair, the Second Vice-Chair shall have all the powers and perform all the duties of the Chair, and shall perform any other duties assigned by the Chair or the Board.

5.04 Duties Of The Treasurer

The Treasurer shall:

- (a) ensure the books of account and accounting records of the Corporation are kept as required by the provisions of the Corporations Act or otherwise by law;

- (b) submit a financial report three times yearly to a meeting of the Board, indicating the financial position of the Corporation on a timely basis;
- (c) submit an annual audited financial report to the Board and the Corporation; and
- (d) perform such other duties as may, from time to time, be determined by the Board.

5.05 Duties Of The Secretary

The Secretary shall:

- (a) attend meetings of the Board and Board committees as required;
- (b) keep minutes of all Board and Board committee meetings, and circulate the minutes to all members of the Board or committee;
- (c) attend to correspondence of the Board;
- (d) prepare all reports required under any statute or regulation of the Province of Ontario;
- (e) be the custodian of all minute books, documents and registers of the Corporation which are required to be kept by the provisions of the Corporations Act, along with all minutes, documents and records of the Board;
- (f) keep copies of all testamentary documents and trust instruments by which benefits are given to the use of the Corporation;
- (g) be the custodian of the seal of the Corporation;
- (h) give such notice, as required by this By-law or by law, of all meetings of the Corporation, the Board and its committees; and
- (i) perform such other duties as may, from time to time, be determined by the Board.

5.06 President

- (a) The President shall be appointed by the Board in accordance with its approved selection process, subject to the approval of the Members.
- (b) The Board may revoke, terminate or suspend the appointment of the President, subject to the approval of the Members.
- (c) The President shall be the Chief Executive Officer of the Corporation.

5.07 Duties Of The President

The President shall:

- (a) be responsible to the Board for the organization and management of the Corporation in accordance with policies established by the Board, and subject to direction of the Board;

- (b) ensure appropriate systems and structures are in place for the effective management and control of the Corporation and its resources, including the employment, development, control, direction and discharge of all employees of the Corporation;
- (c) ensure structures and systems for the development, review and recommendation of new programs, program expansion or changes;
- (d) ensure effective human resources planning and identify resource implications;
- (e) establish an organizational structure to ensure accountability of all departments and staff for fulfilling the mission, objectives and strategic plan of St. Joseph's;
- (f) honour and communicate the mission, vision, values, philosophy and goals of the Corporation;
- (g) communicate with related health care agencies to promote co-ordination and/or planning of local health care services;
- (h) represent the Corporation externally to the community, government, media and other organizations and agencies;
- (i) be responsible for the payment by the Corporation of all salaries and amounts due from and owing by the Corporation which fall within the purview and scope of the approved annual budget or otherwise as may be established from time to time by resolution of the Board;
- (j) notify the chairperson of the Medical Advisory Committee, the Chief of the relevant Department, and if necessary the Vice President Patient Care and Chief Nurse Executive and the Board of:
 - (i) any failure of any member of the Credentialed Professional Staff to act in accordance with statute law or regulations thereunder, or the Corporation's By-laws and rules,
 - (ii) any belief that a member of the Credentialed Professional Staff is unable to perform the person's professional duties with respect to a Patient in St. Joseph's,
 - (iii) any Patient who does not appear to be receiving the most appropriate treatment and care or who is not being visited frequently enough by the attending member of the Credentialed Professional Staff, and
 - (iv) any other matter about which they should have knowledge;
- (k) be responsible to the Board for taking such action as considered necessary to ensure compliance with the Public Hospitals Act and the By-laws of the Corporation and all other statutory and regulatory requirements;
- (l) attend meetings of the Medical Advisory Committee without having a vote;

- (m) be an Ex Officio member of the Board and report to the Board on any matters about which it should have knowledge and, subject to this By-law, be an Ex Officio member of Board committees; and
- (n) perform such other duties as directed by the Board.

ARTICLE 6 - REGULAR MEETINGS AND SPECIAL MEETINGS OF THE BOARD

6.01 Regular Meetings of the Board and Notice

- (a) The Board shall meet at least nine (9) times per year at a day, time and place as the Board determines.
- (b) A copy of any resolution of the Board fixing the place and time of regular meetings of the Board shall be sent to each Director forthwith after being passed, but no other notice shall be required for any such regular meeting.
- (c) The Secretary shall give notice of any meeting which is to be held at a time or day other than that set forth in a resolution referred to in 6.01(b), or at a place other than the head office of the Corporation. If notice is to be given, it shall be delivered, transmitted by facsimile or electronic mail, or telephoned to each Director at least 24 hours in advance of the meeting, or shall be mailed to each Director at least five (5) days in advance of the meeting.
- (d) A meeting of the Board may be held without notice, immediately following the annual meeting of the Corporation.
- (e) Any Director, Credentialed Professional Staff member, Employee of the Corporation, or non-board Community Member, as the context requires and as is permitted by the By-laws or the Rules and Regulations and the Policies of the Corporation, may participate in a meeting of the Board or of a committee of the Board, by means of telephone conference or other communication facilities so as to permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously, and a person participating in such a meeting by such means is deemed for the purposes of the Corporation's Act and this By-law to be present at the meeting.

6.02 Special Meetings Of The Board And Notice

- (a) The Chair may call special meetings of the Board.
- (b) The Secretary shall call a special meeting of the Board if five (5) Directors so request in writing.
- (c) Notice of a special meeting of the Board shall specify the purpose of the meeting, may be given by telephone, facsimile or personal delivery, and shall be given at least 24 hours in advance of the meeting.

6.03 Board Meetings - Chair

Board meetings shall be chaired by:

- (a) the Chair;
- (b) if the Chair is absent, the First Vice-Chair;
- (c) if the First Vice-Chair is absent, the Second Vice-Chair;
- (d) if the Chair, the First Vice-Chair and the Second Vice-Chair are absent, a Director elected by the Directors present.

6.04 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 taken or had at such meeting. Any Director may, at any time, waive notice of any such meeting, and may ratify and approve any or all proceedings taken or had thereat.
- (c) Minutes shall be kept for all meetings of the Board.
- (d) Business arising at any meeting of the Board shall be decided by a majority of votes, provided that:
 - i) except as provided by clause (ii), votes shall be taken by a show of hands, and the Chair shall not have a vote unless there is an equality of votes, in which case the Chair shall vote in order to break the tie;
 - ii) if so demanded by any voting Director present, votes shall be taken by written ballot and the Chair shall have a vote, but if there is an equality of votes, the motion is lost;
 - iii) a declaration by the Chair that a resolution, vote or motion has been carried and an entry to that effect in the minutes shall be admissible in evidence as prima facie proof of that fact, without proof of the number or proportion of the votes recorded in favour of, or against, such resolution, vote or motion.

6.05 Meeting by Telephone, etc.

If the Directors present at or participating in the meeting consent, a Director may participate in a meeting of the Board or of a committee of the Board by means of such telephone, electronic or other communications facilities as permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously, and a Director participating in such a meeting by those means is deemed to be present at the meeting.

6.06 Quorum

A quorum for any meeting of the Board shall be a majority of the Directors present in person and a majority of the Voting Directors. There shall be no voting by proxy at any meeting of the Board.

6.07 Adjourned Meetings

- (a) If a quorum is not present within one-half hour after the time appointed for a meeting of the Board, the meeting shall stand adjourned until a day within two (2) weeks to be determined by the Chair.
- (b) Following an adjournment, at least two (2) days' notice of the re-scheduled meeting shall be given to the Directors.

6.08 Rules Of Order

Any questions of procedure at, or for, any meetings of the Members, the Board, the Credentialed Professional Staff, or of any committee, which have not been provided for in this By-law or by the Corporations Act, the Public Hospitals Act, the Credentialed Professional Staff By-law or by the Credentialed Professional Staff Rules & Regulations, shall be determined by the chairperson of the meeting in accordance with the rules of procedure adopted by the Board, or failing such adoption, adopted by the chairperson of the meeting.

ARTICLE 7 – COMMITTEES OF THE BOARD

7.01 Committees

The Board will create committees pursuant to current legislation and may establish other committees from time to time. The Board shall determine the duties of such committees. The committees of the Board shall be:

- (a) Standing Committees, being those committees whose duties are normally continuous; and
- (b) Special Committees, being those committees appointed for specific duties whose mandate shall expire with the completion of the tasks assigned.

7.02 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.

7.03 Committee Members, Chair

Unless otherwise provided by By-law or by Board resolution, the Board shall appoint the members of the committee, the Chair of the committee and, if desirable, the Vice-Chair thereof. The members of any committee (other than an Executive Committee, if any) need not be Directors of the Corporation. The members and the Chair and Vice-Chair of a committee will hold their office at the will of the Board. Each Chair of a Standing Committee shall be a member of the Board. Unless otherwise provided, the Chair and Chief Executive Officer shall be ex-officio members of all committees.

Where the Board, in appointing any committee, provides that the same shall include an employee or employees of the Corporation and does not name such employee(s), or names a member or members of the Credentialed Professional Staff Organization and does not name such member(s) or specify the office held by the member(s), the Governance Committee shall designate and assign such employee(s) or member(s) to the committee, taking into consideration the recommendations of the President. In the case of the Executive Committee, employees of the Corporation and members of the

Credentialed Professional Staff who serve on the Executive Committee shall not be entitled to vote at meetings and shall not be included as member(s) of the committee in calculating a quorum for such meeting. In the case of all other committees, employees of the Corporation and members of the Credentialed Professional Staff serving on committees, shall be entitled to vote at meetings of the committee and shall be included as member(s) of the committee in calculating a quorum for such meeting.

The Board shall have the authority to remove any members of a committee at any time by resolution of the Board.

7.04 Procedures at Committee Meetings

Procedures at and quorum for committee meetings shall be determined by way of terms of reference as adopted by the Board.

7.05 Executive Committee

The Board shall appoint an Executive Committee and may delegate to the Executive Committee any powers of the Board as defined in the Executive Committee terms of reference or as imposed by the Board by resolution from time to time.

ARTICLE 8 - FINANCIAL

8.01 Auditor

- (a) At its annual meeting, the Members shall appoint an auditor to hold office until the next annual meeting of the Corporation.
- (b) The auditor shall have all the rights and privileges as set out in the Corporations Act and shall perform the audit function as prescribed therein.
- (c) In addition to making the report at the annual meeting of the Corporation, the auditor shall, from time to time, report through the Resource Planning and Audit Committee to the Board on the audit work with any necessary recommendations.

8.02 Authorized Signing Officers

- (a) The authorized signing officers of the Corporation, responsible for signing and executing deeds, documents, leases, contracts, agreements, offers for purchase of realty, purchase orders for equipment and undertakings on behalf of the Corporation, other than such as pertain to and are required for the day to day operation of the Corporation, shall be as follows:
 - (i) One of the Chair, the First Vice-Chair, the Treasurer or a Director (who is not an Employee of the Corporation who has been designated by the Board to act as a signing officer in the absence of both the Chair and the Vice-Chair); and
 - (ii) One of the President or the Chief Financial Officer.
- (b) No such deed, document, lease, contract, agreement, offer or undertaking shall be signed or executed by said authorized signing officers until the same has been

formally approved and authorized to be signed by resolution of the Board or of the Executive Committee.

- (c) A sale, mortgage, hypothecation or other disposition of real property of the Corporation shall only be made as authorized by special resolution (as defined in the Corporations Act).
- (d) Contracts, agreements, orders and capital equipment purchases for the day to day operation of the Corporation, specifically included in the budget approved by the Board or otherwise approved by the Board, and involving costs or liability of amounts established by resolution of the Board, may be signed on behalf of the Corporation by person(s) specifically so authorized by the Board.
- (e) The Board may authorize signing officers on behalf of the Corporation additional to or other than as provided in this section, and will institute and effect such internal audit procedures as it shall determine in consultation with the auditors of the Corporation.

8.03 Investments

Subject to the provisions of the Trustee Act, the Board may invest in any investments which are authorized by the Corporation's investment policy.

8.04 Banking

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.

8.05 Seal

The seal of the Corporation shall be in the form impressed hereon.

ARTICLE 9 - PROGRAMS

9.01 Occupational Health And Safety Program

- (a) There shall be an Occupational Health and Safety Program for the Corporation.
- (b) The program referred to in subsection (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 St. Joseph's environment.
- (c) The person designated by the President to be in charge of occupational health and safety in St. Joseph's shall be responsible to the President for the implementation of the Occupational Health and Safety Program.
- (d) The President shall report to the Board on matters in respect of the Occupational Health and Safety Program.

9.02 Health Surveillance Program

- (a) There shall be a Health Surveillance Program for the Corporation.
- (b) The program referred to in subsection (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 President to be in charge of health surveillance in St. Joseph's shall be responsible to the President for the implementation of the Health Surveillance Program.
- (d) The President shall report to the Board as necessary on matters in respect of the Health Surveillance Program.

ARTICLE 10 - ORGAN DONATION

10.01 Organ Donation

The Board shall approve procedures to encourage the donation of organs and tissues including:

- (a) procedures to identify potential donors;
- (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 St. Joseph's.

ARTICLE 11 - PARTICIPATION OF NURSES

11.01 Participation Of Nurses On Committees

There are mechanisms in place for nurses' involvement in decision making related to care and practice.

Specifically, a Nursing Council shall be in place to support representation of nurses across the organization and in various roles to provide a decision-making forum where nurses provide corporate leadership for quality enhancements to address themes including but not limited to the following:

- (a) Nurses' clinical practice;
- (b) utilization review;
- (c) quality assurance and quality improvement;
- (d) safe practices and risk management;
- (e) evidence-based practices and knowledge translation;
- (f) the organization planning process; and
- (g) any other matter as the Board may deem advisable.

Members are selected through a peer or self-nominating process with leader support for participation.

Nursing Representation through Union Leadership will be supported on but not limited to the following:

- (a) Fiscal Advisory Committee

11.02 Appointment of the Chief Nurse Executive

The Chief Nurse Executive shall be a senior Nurse employed by St. Joseph's and appointed by the President. The functions and responsibilities of the Chief Nurse Executive shall be as determined by the President

11.03 Participation of Allied Health Staff on Committees

Each discipline including but not limited to clinical nutrition, occupational therapy, physiotherapy, psychology, respiratory therapy, therapeutic recreation and music therapy, speech-language therapy, and social work shall have a forum to provide leadership in issues including but not limited to:

- (a) clinical practice
- (b) quality assurance and quality improvement
- (c) safe practices and risk management;
- (d) evidence-based practices and knowledge translation and
- (e) any other matter the board deems appropriate

ARTICLE 12 - VOLUNTARY ASSOCIATIONS

12.01 Authorization

The Board may sponsor the formation of voluntary association(s) as it deems advisable.

12.02 Purpose

Such associations shall be conducted with the advice of the Board for the general welfare and benefit of the Corporation, and for the Patients treated in St. Joseph's.

12.03 Control

Each such association shall elect its own Officers and formulate its own By-laws, but at all times the By-laws, objects and activities of each such association shall be subject to review and approval by the Board.

12.04 Auditor

- (a) Each unincorporated voluntary association shall have its financial affairs reviewed by an auditor for purposes of assuring reasonable internal control.
- (b) The auditor for the Corporation may be the auditor for the voluntary association(s) under this section.

ARTICLE 13 – ADOPTION AND AMENDMENT OF BY-LAWS

13.01 Manner Of Enacting Or Amending By-Laws

All By-laws of the Corporation, and any repeal, amendment or re-enactment thereof shall be made or enacted only as authorized by a special resolution of the Corporation, as defined in the Corporations Act.

13.02 Administrative By-Law

This By-law is designated the Administrative By-law of the Corporation.

13.03 Repeal of Previous By-Law

This By-law replaces the current Administrative By-law when passed by the Directors and confirmed by the members provided that such repeal shall not affect the previous operation of such Administrative By-law.