

**BYLAW
OF
MUSKOKA ALGONQUIN HEALTHCARE
20182020**

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ARTICLE 20

AMENDMENTS TO BYLAW 5857

20.1 Amendments to Bylaw 5857

BYLAW OF MUSKOKA ALGONQUIN HEALTHCARE

(Hereinafter referred to as the "Corporation")

PREAMBLE

WHEREAS it is the purpose of the Corporation to serve the community, in accordance with the objects of the Corporation as provided in the letters patent, and with the mission and vision of the Corporation, as established by the Board from time to time, and whereas the objects of the Corporation are:

- A. To establish, equip, staff, maintain, operate and conduct, on three (3) or more sites, a public hospital and health centres, including without limitation, active treatment programs and services, laboratories, diagnostic services, complex continuing care, community health, emergency services, out-patient services, rehabilitation and therapeutic services.
- B. To provide information to the public regarding healthcare and related services.
- C. To participate in all phases of education pertaining to healthcare, including the education of physicians, dentists, nursing staff and other healthcare personnel.
- D. To provide such other healthcare services as are required by the communities served by the Corporation.

AND WHEREAS our focus is directed towards promotion, maintenance and restoration of mental and physical well-being as well as the prevention of disease and injury, the alleviation of suffering and assurance of peaceful death, if inevitable;

AND WHEREAS the governing body of the Corporation deems it expedient that all bylaws of the Corporation heretofore enacted be cancelled and revoked and that the following Bylaw be adopted for regulating the affairs of the Corporation;

NOW THEREFORE BE IT ENACTED and it is hereby enacted that all bylaws of the Corporation heretofore enacted be cancelled and revoked and that the following Bylaw be substituted in lieu thereof.

ARTICLE 1 DEFINITIONS AND INTERPRETATION

1.1 Definitions

In this Bylaw, the following words and phrases shall have the following meanings, respectively:

- (a) **"Act"** means the *Corporations Act* (Ontario) and, where the context requires, includes the regulations made under it;
- (b) **"Amalgamating Corporations"** means the Huntsville District Memorial Hospital and the South Muskoka Memorial Hospital Corporation;
- (c) **"Associates"** in relation to an individual means the individual's parents, siblings, spouse or common-law partner, and includes any organization, agency, company or individual (such as a business partner) with a formal relationship to the individual;

- (d) **“Board”** means the Board of Directors of the Corporation;
- (e) **“Bylaw”** means this bylaw of the Corporation from time to time in effect;
- (f) **“Catchment Area”** means the areas of North Muskoka (Huntsville, and the Townships of Lake of Bays, Sherborne, McClintock,, Livingston, Bethune, Monteith, Spence and Proudfoot), South Muskoka (Bracebridge, Gravenhurst, and the Townships of Muskoka Lakes, and McLean, the Villages of Honey Harbour and Port Severn, and the southwest portion of Georgian Bay Township), East Parry Sound (the Townships of Armour, Ryerson, Perry, McMurrich, Chapman, Strong, Joly and Machar, the Town of Kearney and the Villages of Magnetawan, Burk’s Falls, Sundridge and South River);
- (g) **“Certification”** means holding a certificate in a medical, surgical, dental or midwifery specialty issued by any professional body recognized by the Board after consultation with the Medical Advisory Committee;
- (h) **“Charter”** means the charter attached hereto as Schedule “A” which contains principles, jointly agreed to by the Amalgamating Corporations, to be used as guidelines by the Board in its future decisions;
- (i) **“Chief Executive Officer”** means, in addition to ‘administrator’ as defined in section 1 of the PHA, the Chief Executive Officer of the Corporation;
- (j) **“Chief Nursing Executive”** means the senior employee responsible to the Chief Executive Officer for the nursing functions and practices in the Corporation;
- (k) **“Chief of Staff”** means the Chief of the Medical Staff, Dental Staff, Midwifery Staff and Extended Class Nursing Staff appointed to the Corporation who has been appointed by the Board to be responsible to the Board for the quality of care provided by the members of the ~~Professional Staff~~Credentialed Staff;
- (l) **“Client”** means any individual receiving any professional or support services provided by the Corporation;
- (m) **“Clinical Human Resources Plan”** means the plan developed by the Chief Executive Officer in consultation with the Chief of Staff based on the mission and strategic plan of the Corporation and on the needs of the community, which plan provides information and future projections of this information with respect to the management and appointment of Physicians, Dentists, Midwives, and Extended Class Nurses who are or may become members of the ~~Professional Staff~~Credentialed Staff;
- (n) **“College”** means, as the case may be, the College of Physicians and Surgeons of Ontario, the Royal College of Dental Surgeons of Ontario, the College of Midwives of Ontario, and/or the College of Nurses of Ontario;
- (o) **“Committee”** means a committee of the Board or as otherwise specified in this Bylaw;
- (p) **“Conflict of Interest”** includes, without limitation, the following three (3) areas that may give rise to a conflict of interest for the Directors of the Corporation, namely:

- (i) Pecuniary or financial interest – a Director is said to have a pecuniary or financial interest in a decision when the Director (or the Director's Associates) stands to gain by that decision, either in the form of money, gifts, favours, gratuities or other special considerations;
 - (ii) Undue influence – participation or influence in Board decisions that selectively and disproportionately benefits particular agencies, companies, organizations, municipal or professional groups, or patients from a particular demographic, geographic, political, socio-economic or cultural group is a violation of the Director's entrusted responsibility to the community at large; and
 - (iii) Adverse Interest – a Director is said to have an adverse interest to the Corporation when the Director is a party to a claim, application or proceeding against the Corporation;
- (q) **"Corporation"** means Muskoka Algonquin Healthcare operating HDMH and SMMH;
- (r) **"~~Professional-Credentialed Staff Staff~~"** means a member of the medical, dental, midwifery and/or Extended Class Nursing staff to whom the Board has granted the privilege of attending patients in MAHC and who is not employed by MAHC;
- (s) **"~~Professional-Credentialed Staff Staff Association~~"** means the association that is comprised of the Professional-Credentialed Staff Staff members of the Corporation ~~who are privileged by the Board~~;
- (t) **"Dental Staff"** means those Dentists who are appointed by the Board and who are granted Privileges to practise dentistry in the Corporation;
- (u) **"Dentist"** means a dental practitioner in good standing with the Royal College of Dental Surgeons of Ontario;
- (v) **"Director"** means a member of the Board of Directors;
- (w) **"Disability"** means:
- (i) any degree of physical disability, infirmity, malformation or disfigurement that is caused by bodily injury, birth defect or illness and, without limiting the foregoing, includes diabetes mellitus, epilepsy, a brain injury, any degree of paralysis, amputation, lack of physical coordination, blindness or visual impediment, deafness or hearing impediment, muteness or speech impediment, or physical reliance on a guide dog or other animal or on a wheelchair or other remedial appliance or device,
 - (ii) a condition of mental impairment or a developmental disability,
 - (iii) a learning disability, or a dysfunction in one or more of the processes involved in understanding or using symbols or spoken language,
 - (iv) a mental disorder, or

- (v) an injury of disability for which benefits were claimed or received under the insurance plan established under the Workplace Safety and Insurance Act, 1997;
- (x) **“Ethical Guidelines”**, “ethics” and “ethical” for purpose of the ~~Professional Staff~~Credentialed Staff Bylaws refer to the ethical codes and guidelines of the Canadian Medical Association and the appropriate professional colleges;
- (y) **“Excluded Person”** means:
 - (i) any person providing supplies or services or their affiliates and any director, owner, operator, major shareholder, management staff or senior executive (as well as their formal associates including parents, siblings, children, spouses and common-law partners) of such person(s) if such person(s):
 - (A) is under material contract with the Corporation;
 - (B) has responded to a request for proposals issued by the Corporation in the previous fiscal year;
 - (C) is receiving or intending to receive formal placement referrals from the placement co-ordination service function of the community care access centre division of the Corporation; or
 - (D) intends to submit a proposal;
 - (ii) employees of the Ministry of Health and Long-Term Care;
 - (iii) elected representatives of any municipal, regional, county or township government located wholly in the Catchment Area;
 - (iv) any member of the ~~Professional Staff~~Credentialed Staff other than the members of the Medical Staff appointed to the Board pursuant to the PHA;
 - (v) any employee other than the Chief Executive Officer;
 - (vi) any spouse, common law partner, dependent child, parent, brother or sister of an employee or member of the ~~Professional Staff~~Credentialed Staff; and
 - (vii) any person who lives in the same household as a member of the ~~Professional Staff~~Credentialed Staff or an employee of the Corporation;
 - (viii) any persons who are members of the Corporations volunteer associations, Auxiliaries and Foundations.
- (z) **“ex-officio”** means membership “by virtue of the office”.
- (aa) **“Extended Class Nurse”** means a member of the College of Nurses of Ontario who is a registered nurse and who holds an extended certificate of registration under the Nursing Act, 1991 (Ontario);

- (bb) **“Extended Class Nursing Staff”** means those Registered Nurses in the Extended Class to whom the Board has granted Privileges to diagnose, prescribe for or treat out-patients;
- (cc) **“Fellowship”** means a membership in a professional medical or dental college recognized by the Board after consultation with the Medical Advisory Committee;
- (dd) **“Head of a Service”** means the Physician, Dentist or Midwife appointed by the Board to be in charge of one of the organized services;
- (ee) **“HDMH”** means the Huntsville District Memorial Hospital site;
- (ff) **“Impact Analysis”** means a study conducted by the Chief Executive Officer, or designate, in consultation with the Chief of Staff to determine the impact upon the resources of the Corporation of the proposed or continued appointment of any person to the ~~Professional Staff~~Credentialed Staff;
- (gg) **“Independence”** A Director is independent if the Director has no direct or indirect material relationship with a person which could be perceived by others as reasonably interfering with the exercise of the Director’s independent judgement;
- (hh) **“Indemnified Person”** has the meaning ascribed to that term in section 5.9 of this Bylaw;
- (ii) **“Legislation”** means relevant statutes and regulations that govern the provision of health care to patients, residents and clients of the Corporation, including without limitation the *Dentistry Act* (Ontario), the *Health Care Consent Act* (Ontario), the *Excellent Care for All Act* (Ontario), the *Health Insurance Act* (Ontario), the *Long-Term Care Act* (Ontario), the *Medicine Act* (Ontario), the *Mental Health Act* (Ontario), the *Midwifery Act* (Ontario), the *Nursing Act* (Ontario), the *Regulated Health Professions Act* (Ontario), the *Substitute Decisions Act* (Ontario), the *Commitment to the Future of Medicare Act* (Ontario), the *Personal Health Information Protection Act* (Ontario) and the *Quality of Care Information Protection Act* (Ontario);
- (jj) **“Locum Tenens”** or **“locum tenens”** means Physicians who provide coverage for a member of the ~~Credentialed~~Credentialed Staff ~~Professional Staff~~Credentialed Staff during an absence;
- (kk) **“MAHC”** means Muskoka Algonquin Healthcare;
- (ll) **“Medical Staff Rules”** means provisions concerning the practice and professional conduct of the members of the Medical Staff;
- (mm) **“Member”** means a member of the Corporation;
- (nn) **“Midwife”** means a midwife in good standing with the College of Midwives of Ontario;
- (oo) **“patient”** means, unless otherwise specified, any in-patient, out-patient or other patient of the Corporation;

- (pp) **“person”** means and includes any individual, corporation, partnership, firm, joint-venture, syndicate, association, trust, government, government agency or board or commission or authority or any other form of entity or organization;
- (qq) **“PHA”** means the Public Hospitals Act (Ontario) and, where the context requires, includes the regulations made under it;
- (rr) **“Physician”** means a medical practitioner in good standing of the College of Physicians and Surgeons of Ontario;
- (ss) **“Policies”** means the Board, administrative, medical and professional policies of the Corporation;
- (tt) **“Privileges”** mean those rights or entitlements conferred upon a Physician, Dentist, Midwife, or Extended Class Nurse at the time of appointment or reappointment;
- (uu) **“~~Professional Staff~~Credentialed Staff”** means a member of the medical, dental, midwifery and/or Extended Class Nursing staff;
- (vv) **“Program”** means a cluster of patient-centred services which optimizes patient care, education and research and is consistent with the mission and vision of the Corporation;
- (ww) **“Rules”** means the rules and regulations governing the practice of the ~~Professional Staff~~Credentialed Staff in the Corporation both generally and within a particular Service as necessary;
- (xx) **“Service”** means an organizational unit within the Corporation which is based on a sub-speciality area of medical practice;
- (yy) **“SMMH”** means the South Muskoka Memorial Hospital site;
- (zz) **“Specialist”** means a Practitioner with either a Certification or Fellowship;
- (aaa) **“Special Resolution”** means a resolution passed by the Directors and confirmed with or without variation by at least two-thirds (2/3) of the votes cast at a general meeting of the Members of the Corporation duly called for the purpose, or at an annual meeting, or in lieu of such confirmation, by consent in writing of all Members entitled to vote at such meeting; and
- (bbb) **“Supervisor”** means a Physician, Dentist or Midwife, as the case may be, who is assigned the responsibility to oversee the work of another Physician, Dentist, Midwife or Extended Class Nurse respectively, unless otherwise provided for in this Bylaw.

1.2 Interpretation

This Bylaw shall be interpreted in accordance with the following unless the context otherwise specifies or requires:

- (a) all terms which are contained in this Bylaw and which are defined in the Act or the PHA or the regulations made thereunder, shall have the meanings given to terms in the Act or PHA or the regulations made thereunder;

- (b) the use of the singular number shall include the plural and vice versa, the use of gender shall include the masculine, feminine and neuter genders;
- (c) the headings used in this Bylaw 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;
- (d) any references herein to any laws, bylaws, rules, 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.

PART A: ADMINISTRATIVE

ARTICLE 2 MEMBERS OF THE CORPORATION

2.1 Members of the Corporation

- (a) The Corporation shall have the following category of members:
 - (i) Term as defined by clause 2.1(b)(i);
- (b) Term Members
 - (i) The Term membership category of the Corporation shall be limited to persons who meet any one of the following criteria:
 - (A) persons who were Directors of the Amalgamating Corporations as of the date of amalgamation;
 - (B) persons whose terms of office as elected Directors of the Board have expired and who have not been re-elected to the Board;
 - (C) persons who have resigned in good standing as elected Directors of the Board; or
 - (D) persons who currently hold the position of Director.
 - (ii) In the case of Members eligible pursuant to subsections (A)-(C) above, membership in the Corporation shall be effective only from the date that the person was accepted by resolution of the Board to that same date six (6) years later.
 - (iii) No Excluded Person shall be eligible for admission as a Term Member of the Corporation.
 - (iv) A Term Member shall be a voting member of the Corporation.

2.2 Information Available to Members

No Member may have access to information respecting the details of the business of the Corporation which, in the opinion of the Board, would be detrimental to the interests of the Corporation if communicated to the public.

2.3 Withdrawal

A Member may withdraw from the Corporation by delivering a written resignation to the Secretary.

2.4 Termination

The interest of a Member in the Corporation is not transferable and lapses and ceases to exist:

- (a) upon death, dissolution, resignation or termination of the Member;
- (b) when the Member's period of membership expires (if applicable);
- (c) when the Member ceases to be a Member by resignation or otherwise in accordance with the By-laws; and
- (d) if at a special meeting of the Board, a resolution is passed to remove the Member by at least two-thirds (2/3) of the votes cast at the special meeting.

ARTICLE 3

ANNUAL AND SPECIAL MEETINGS OF THE MEMBERS OF THE CORPORATION

3.1 Annual Meetings

- (a) ~~The annual meeting of Members shall be held each year at any such place in Ontario as the Board determines on a date as fixed by the Board within the timeframe permitted by applicable law~~
~~The annual meeting of Members shall be held at any such place in Ontario as the Board determines between April 1st and June 30th in each year on a date fixed by the Board.~~
- (b) Ten (10) days' prior written notice of an annual meeting shall be given to each Member. In lieu of such notice, it is sufficient notice of any annual or special meeting of Members of the Corporation if notice is given by publication at least once a week for two successive weeks next preceding the meeting in a newspaper or newspapers circulated in the municipalities in which Members of the Corporation reside as shown by their addresses in the records of the Corporation.

3.2 Special Meetings

- (a) The Chair or Vice-Chair(s) of the Board may call a special meeting of the Corporation.
- (b) The Secretary of the Board shall call a meeting of the Board if four (4) Directors so request in writing and specify the purpose for which the meeting is being requested.

- (c) Notice of a special meeting of the Board shall specify the purpose of the meeting, may be given by telephone, and shall be given at least twenty-four (24) hours in advance of the meeting.

3.3 Omission of Notice

No unintentional or technical error or omission in giving notice of a meeting of Members of the Corporation may invalidate resolutions passed or proceedings taken at the meeting. Any Member may at any time waive notice of any such meeting and may ratify, approve and confirm any or all resolutions passed or proceedings taken at the meeting.

3.4 Voting

- (a) At all annual or special meetings, questions shall be determined by a majority of affirmative votes cast by the Members present at the meeting, unless otherwise required by statute or the By-Laws. In the case of an equality of votes cast at any meeting, the chair does not have a second or casting vote.
- (b) Pursuant to the Public Hospitals Act, no Member may vote by proxy.
- (c) At any meeting, unless a poll is demanded, a declaration by the chair of the meeting that a resolution has been carried or carried unanimously or by a particular majority, or lost or not carried by a particular majority, shall be conclusive of the fact.
- (d) A poll may be demanded either before or after any vote by a show of hands by any person entitled to vote at the meeting. If at any meeting a poll is demanded on the election of the chair or on the question of adjournment, it shall be taken forthwith without adjournment. If at any meeting a poll is demanded on any other question or as to the election of Directors, the vote shall be taken by ballot in such manner as the chair of the meeting directs. The result of a poll shall be deemed to be the resolution of the meeting at which the poll was demanded. A demand for a poll may be withdrawn.
- (e) Votes shall be taken by written ballot if so demanded by any voting member present, in which case, the Chair shall have a vote and if there is an equality of votes, the motion is lost.

3.5 Quorum

- (a) A quorum for any meeting of the Corporation shall be not less than seven of the Term Members as described in section 2.1(b)(i)(D) hereto.

3.6 Chair of the Meeting

- (a) The chair of a meeting of the Corporation shall be:
 - (i) the Chair of the Corporation;
 - (ii) the Vice-Chair(s) of the Corporation, if the Chair is absent or is unable to act; or
 - (iii) a chair elected by the Members present if the Chair and Vice-Chair(s) are absent or are unable to act. The Secretary shall preside at the election of

the chair, but if the Secretary is not present, the Directors, from those present, shall choose a Director to preside at the election.

3.7 Business at Annual Meetings

- (a) The business transacted at the annual meeting of the Corporation, in addition to the other business transacted, shall include:
 - (i) approval of the minutes of the previous annual meeting;
 - (ii) presentation of the:
 - (A) report of the Quality and Patient Safety Committee;
 - (B) report of the unfinished business from any previous meeting of the Corporation;
 - (C) report of the Chair of the Board;
 - (D) report of the Chief Executive Officer;
 - (E) report of the Chief of Staff;
 - (F) report of the Auditor including a presentation of the audited financial statements;
 - (G) report of the Nominations Committee;
 - (H) election of new Board members; and
 - (I) appointment of the Auditor.
- (b) No item of other business shall be considered at the annual meeting unless notice in writing of such item of other business has been given to the Secretary prior to the giving of notice of the annual meeting (which must be given at least 10 days prior to the meeting as per section 3.3 above) so that such item of new business can be included in the notice of annual meeting and the item of business is properly within the purview of the Members' role in the Corporation as determined by the Chair of the Board.

3.8 Adjourned Meeting

- (a) If, within one half hour after the time appointed for a meeting of the Corporation, a quorum is not present, the meeting shall stand adjourned until a day within two weeks to be determined by the Board.
- (b) At least three days' notice of the adjourned meeting shall be given in accordance to the provisions of section 3.3 above.

3.9 Written Resolutions and Bylaw

Any resolution or bylaw passed at any time during the Corporation's existence may, in lieu of confirmation at a meeting, be confirmed in writing by all the Members entitled to vote at such meeting.

3.10 Financial Year End

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

ARTICLE 4 BOARD OF DIRECTORS

4.1 Nominations to Board

- (a) Subject to this section and all other provisions of these By-Laws, nominations for elections as Director at the annual meeting of the Corporation may be made only by the Board upon the recommendation of the Nominating Committee of the Board as per Board policy, set from time to time. For greater certainty, no nominations shall be accepted by the Members of the Corporation which are not approved by the Nominating Committee and submitted to the Board.
- (b) Members of the Corporation may recommend persons for election as a Director of the Corporation to the Nominating Committee for consideration provided that each nomination by the Members:
 - (i) is in writing and signed by at least two Members in good standing;
 - (ii) is accompanied by a written declaration signed by the nominee that he or she will serve as a Director in accordance with these By-Laws if elected; and
 - (iii) is submitted to and received by the Secretary at least thirty (30) days before the date of the Annual General Meeting.

4.2 Board Composition

- (a) The affairs of the Corporation shall be managed by a Board of twelve (12) voting Directors and five (5) Ex-Officio non-voting Directors. The composition of which shall be as follows:
 - (i) Elected

Twelve (12) Directors shall be elected on a rotational basis for three year terms by the Members of the Corporation. The elected Directors shall be elected in rotation for a three (3) year term and at least four (4) Directors' terms shall expire each year.
 - (ii) Ex-Officio, Non-Voting

The persons holding the following offices shall be ex-officio Directors of the Corporation:

 - (A) the Chief Executive Officer;
 - (B) the President of the Medical Staff;
 - (C) the Vice-President of the Medical Staff;
 - (D) the Chief of Staff of the Corporation; and

(E) The Chief Nursing Officer of the Corporation.

4.3 Qualification of Directors

- (a) Every Director shall be eighteen (18) or more years of age.
- (b) No person who is an undischarged bankrupt shall become a Director.
- (c) No Excluded Person shall be eligible for election or appointment to the Board of Directors except where otherwise provided in this Bylaw.
- (d) Every Director shall be, a Member of the Corporation.

4.4 Term of Office Restrictions

- (a) The Directors shall be elected for a term of three (3) years. No person shall be elected for more terms than will constitute more than nine (9) consecutive years of service, provided however that following a break in continuous service of at least one (1) year the same person may be re-elected or re-appointed a Director.
- (b) Save as otherwise provided in these By-Laws, a Director's term of office shall continue until his or her successor is elected.
- (c) Any Director appointed or elected to complete a term of a directorship left vacant, will assume the term of the Director, he or she is replacing.
- (d) A Director completing nine (9) years of service on the Board, may have his or her service as a Director extended for such necessary period of time to permit him or her to complete their term as Chair of the Board.
- (e) Directors appointed or elected pursuant to subsection (c) may complete more than nine (9) years of service on the Board for such necessary period of time to permit him or her to complete three (3) full terms on the Board.

4.5 Remuneration of Directors

- (a) The Directors of the Corporation shall serve as such without remuneration, and no Director shall directly or indirectly receive any profit from their position as such, provided that a Director may be paid expenses incurred in the performance of their duties as a Director as defined by the organization's policies.
- (b) Nothing in this Bylaw shall be construed to preclude any ex-officio Director from serving the Corporation in any other capacity and receiving compensation therefore.

4.6 Vacancy and Termination of Elected Directors

- (a) The office of a Director elected by the Members of the Corporation shall be vacated:
 - (i) if the elected Director becomes bankrupt or suspends payment of debts generally or compounds with creditors or makes an assignment in bankruptcy or is declared insolvent;

- (ii) if the elected Director is found to be a mentally incompetent person or becomes of unsound mind;
 - (iii) if the elected Director, by notice in writing to the Corporation, resigns office, which resignation shall be effective at the time it is received by the Secretary of the Corporation or at the time specified in the notice, whichever is later;
 - (iv) if at a special meeting of the Members, a resolution is passed by at least two-thirds (2/3) of the votes cast by the Members, removing a elected Director before the expiration of the elected Director's term of office, provided that in any given fiscal year no more than two (2) elected Directors can be removed pursuant to the powers provided to the Members pursuant to this clause 4.6(a)(iv); or
 - (v) if the elected Director's term expires; or
 - (vi) if the elected Director dies.
- (b) The office of any elected Director may be terminated by a simple majority resolution of the Board:
- (i) if an elected Director is absent for three (3) consecutive meetings of the Board, or because the elected Director is absent for one-third (1/3) or more of the meetings of the Board in any twelve (12) month period; or
 - (ii) if an elected Director fails to comply with the Public Hospitals Act, the Act, the Corporation's Letters Patent, Bylaws, the Rules and Regulations, the Policies and procedures, including without limitation the confidentiality, Conflict of Interest and standards of care requirements.
- (c) If a vacancy occurs at any time among the elected Directors either by a resignation, by death or removal by the Members in accordance with this section 4.6, or by any other cause, such vacancy may be filled by a qualified person elected by the Board to serve until the next annual meeting.
- (d) At the next annual meeting in addition to the election of Directors to fill the vacancies caused by expiry of elected Directors' terms, the meeting shall, subject to the nomination process set out in section 4.1 hereto, elect an additional Director to fill the unexpired term created by any vacancy referred to in paragraph 4.6(a) above.

4.7 Conflict of Interest

- (a) Every Director who, either directly or through one of the Director's Associates, has or thinks the Director's may potentially have an actual or perceived Conflict of Interest with respect to a proposed or current contract, transaction, matter or decision of the Corporation, shall disclose the nature and extent of the Conflict of Interest at a meeting of the Board.
- (b) The declaration of interest shall be disclosed at the meeting of the Board at which the contract, transaction, matter or decision is first raised.

- (c) If the Director, or the Director's Associates, acquires an interest in a contract, transaction, matter or decision after the Board meeting at which it is first raised, the Director shall make a declaration at the next Board meeting following the Director's perception or apprehension of a conflict.
- (d) In the case of an existing contract, transaction, matter or decision, the declaration shall be made at the first meeting of the Board after the individual becomes a Director or the interest comes into being.
- (e) All such declarations of interest (including the specific nature thereof) shall be recorded in the minutes of the meeting and in the minutes of every meeting at which the matter that is the subject of the declaration is addressed (either discussed or voted on). The Secretary of the Corporation shall maintain a list of all ongoing matters that are the subject of a conflict of interest declaration, together with the identity of the conflicted Director(s). Such list shall be referred to by the Secretary (or designate) when preparing board or committee packages, and any materials relating to a matter that is the subject of a conflict of interest declaration shall be omitted from the board or committee package of any conflicted Director.
- (f) After making such a declaration, no interested Director shall vote or be present at the vote or during the discussions, or otherwise attempt to influence the voting, on a contract, transaction, matter or decision, nor shall the Director be counted in any required quorum with respect to the vote. The abstention of the conflicted Director from discussion and voting shall also be recorded in the minutes of each relevant meeting. The conflicted Director is not restricted from answering questions about or explaining the Director's involvement in the matter that is the subject of the declaration.
- (g) If a Director has made a declaration of Conflict of Interest in compliance with this Bylaw, the Director is not accountable to the Corporation for any profits the Director may realize from the contract, transaction, matter or decision.
- (h) If the Director fails to make a Declaration of the Director's interest in a contract, transaction, matter or decision, as required by this Bylaw, this failure may be considered grounds for termination of the Director's position as a Director, in addition to any other remedies available to the Corporation under statute, equity or common law. A Director's undeclared Conflict of Interest may, at the discretion of the Board, be brought before the members for approval and confirmation.
- (i) The failure of any Director to comply with the Conflict of Interest provisions of this Bylaw does not, in or of itself, invalidate any contract, transaction, matter or decision undertaken by the Board, although the contract, transaction, matter or decision may be voidable at the discretion of the Board.
- (j) If a Director believes that any other Director is in a Conflict of Interest position with respect to any contract, transaction, matter or decision, the Director shall have such concern recorded in the minutes, and the Director with the alleged Conflict of Interest shall have the right to address the Board with respect to the allegation, and shall then absent themselves from the room. Thereafter, at the request of the Director who recorded the initial concern, the Board shall 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 finds the person in a Conflict of Interest, the interested Director shall absent themselves during any subsequent discussion or voting process relating to or pertaining to the conflict. The question of whether a Director has a Conflict of Interest shall be determined by the Board and shall be final.

- (k) If the Board finds that the person 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.
- (l) Where the number of Directors who, by reason of the provisions of this section, are prohibited from participating in a meeting is such that at that meeting the remaining Directors are not of sufficient number to constitute a quorum, then, notwithstanding any other provision in this Bylaw, the remaining number of Directors shall be deemed to constitute a quorum, provided such number is not less than three (3).
- (m) Where, in the circumstances mentioned in the preceding paragraph, the remaining number of Directors who are not prohibited from participating in the meeting is less than three (3), the Chief Executive Officer may apply to the Superior Court of Justice on an ex parte basis for an Order authorizing the Board to give consideration to, discuss and vote on the matter out of which the interest arises, or such other relief as the Court may consider appropriate.

4.8 Confidentiality

- (a) Every Director, officer and employee of the Corporation shall respect the confidentiality of matters brought before the Board, or any Committee of the Board, or coming to his or her attention in the course of his or her duties, keeping in mind that unauthorized statements could adversely affect the interests of the Corporation.
- (b) The Board Chair shall be the spokesperson unless the Board of Directors gives authority to one or more Directors, officers or employees of the Corporation to make statements to the news media or public about matters brought before the Board.

4.9 Responsibilities of the Board

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

- (a) Develop and review on a regular basis the mission, objectives and strategic plan of the Corporation in relation to the provision, within available resources, of appropriate programs and services in order to meet the needs of the community;
- (b) Work collaboratively with other community agencies and institutions in meeting the needs of the community;
- (c) Establish procedures for monitoring compliance with the requirements of the Public Hospitals Act, the Hospital Management Regulation thereunder, the By-laws of MAHC and other applicable legislation;
- (d) Establish policies and procedures to provide the general framework within which the Chief Executive Officer, the Medical Advisory Committee, the **Professional**

Staff Credentialed Staff and the Corporation staff will establish procedures for the management of the day-to-day processes;

- (e) Ensure that the Chief Executive Officer, Professional Staff Credentialed Staff, and managers develop policies and plans to deal with:
 - (i) emergency situations that could place a greater than normal demand on the services provided by the Corporation or disrupt the normal routine;
 - (ii) the failure to provide services by persons who ordinarily provide services in the Corporation; and
 - (iii) situations, circumstances, conduct and behaviours which are or have the potential of resulting in a risk to the safety and wellbeing of patients, staff and/or other health professionals.
- (f) Establish the selection process for the appointment of the Chief Executive Officer and the Chief Nursing Officer, by the Chief Executive Officer and appoint the Chief Executive Officer in accordance with the process;
- (g) Annually conduct the Chief Executive Officer's formal performance evaluation and to review and approve his or her compensation and to set his or her goals and objectives for the coming year;
- (h) Delegate responsibility and concomitant authority to the Chief Executive Officer for the management and operation of programs and services with accountability to the Board;
- (i) Appoint the Chief of Staff in accordance with the provisions of these By-Laws;
- (j) Conduct the Chief of Staff's formal performance evaluation on an annual basis and review and approve his or her compensation and to set his or her goals and objectives for the coming year;
- (k) Delegate responsibility and concomitant authority to the Chief of Staff for the operation of the general clinical organization of the Corporation and the supervision of the Professional Staff Credentialed Staff activities in MAHC with accountability to the Board;
- (l) Appoint and re-appoint Physicians, Dentists, Midwives and Registered Nurses in the Extended Class to the Professional Staff Credentialed Staff of MAHC and delineate the respective Privileges after considering the recommendations of the Medical Advisory Committee, in accordance with legislative and By-law requirements and subject to the approval of relevant programs;
- (m) Through and upon the advice of the Medical Advisory Committee, assess and monitor the acceptance by each member of the Professional Staff Credentialed Staff of his or her responsibility to the Patient and to the Corporation concomitant with the Privileges and duties of the appointment and with the By-laws of the Corporation;
- (n) Ensure that there is appropriate planning and implementation of policies and systems to reasonably ensure that staff and facilities are appropriate and

available, including an adequate supply of physicians and other professionals, for the services provided;

- (o) Ensure that Quality Assurance, risk management and utilization review methods are established for the regular evaluation of the quality of care, and that all Hospital services are regularly evaluated in relation to generally accepted standards and required accountability on a regular basis;
- (p) Review regularly the functioning of the Corporation and all programs and services in relation to the objects of the Corporation as stated in the letters patent, supplementary letters patent and the By-laws and demonstrate accountability for its responsibility to the annual meeting of the Corporation;
- (q) Adhere to the attendance policy as established by the Board;
- (r) Review on a regular basis the role and responsibility of the Corporation to its community in relation to the provision, with the means available, of appropriate types and amounts of services;
- (s) Ensure that the services, which are provided, have properly qualified staff and appropriate facilities;
- (t) Approve the annual budget for MAHC;
- (u) Establish an investment policy consistent with the provisions of these By-Laws;
- (v) Ascertain that methods are established for the regular evaluation of the quality of care, and that all Corporation services are regularly evaluated in relation to generally accepted standards, and require accountability on a regular basis;
- (w) Borrow money, from time to time, as may be authorized by resolution of the Board;
- (x) Evaluate its own performance in relation to its responsibilities and periodically review and revise governance policies, processes and structures as appropriate;
- (y) Establish and provide for the operation of an Occupational Health and Safety program for the Corporation that 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;

- (z) Establish and provide for the operation of a health surveillance program including a communicable disease surveillance program in respect of all persons carrying on activities in the Corporation;
- (aa) Provide for:
 - (i) the participation of regulated health professionals who are managers and regulated health ~~professional staff~~Credentialed Staff, including, but not limited to Nurses, in decision making related to administrative, financial, operational and planning matters in MAHC; and
 - (ii) the participation at the committee level of staff Nurses and other regulated health professionals who are managers, including the election of staff Nurses and other regulated health professionals as representatives to committees and the election or appointment to committees of regulated health professionals who are managers;
- (bb) Establish a Fiscal Advisory Committee to make recommendations to the Board on the operation, use and staffing of MAHC, comprised of:
 - (i) the Chief Executive Officer;
 - (ii) one person representing the ~~professional staff~~Credentialed Staff;
 - (iii) the Chief Nursing Executive or another person representing nurses who are managers;
 - (iv) one person representing employees; and
 - (v) such other persons as are elected or appointed in accordance with these by-laws;
- (cc) Pursuant to MAHC Management Regulations, provide for the establishment of procedures to encourage the donation of organs and tissues including:
 - (i) procedures to identify potential donors;
 - (ii) procedures to make potential donors and their families aware of the options of organ and tissue donations;
 - (iii) and shall ensure that such procedures are implemented in the Corporation;
- (dd) Ensure that a system for the disclosure of every critical incident is established and that the Chief Executive Officer, the Chief of Staff and the Chief Nursing Officer will be responsible for the system; and
- (ee) Establish a Quality Committee further to the Excellent Care for All Act to monitor and report on the overall quality of care and make recommendations to the Board regarding quality improvement initiatives and policies and to oversee the preparation of annual quality improvement plans, comprised of:
 - (i) the Chief Executive Officer;

- (ii) one member of the Medical Advisory Committee;
- (iii) the Chief Nursing Officer;
- (iv) one person who works in MAHC and who is not a member of the College of Physicians and Surgeons of Ontario or the College of Nurses of Ontario; and
- (v) such other persons as are selected by the Board such that one third of the members of the Quality Committee shall be voting members of the Board.

4.10 Responsibilities of Individual Directors

In contributing to the achievement of the responsibilities of the Board as a whole, each Director shall:

- (a) adhere to the Corporation's vision, mission and core values;
- (b) work positively, co-operatively and respectfully as a member of the team with other Directors and with the Corporation's management and staff;
- (c) respect and abide by Board decisions;
- (d) serve on at least one (1) standing Committee;
- (e) regularly attend Board and Committee meetings;
- (f) complete the necessary background preparation in order to participate effectively in meetings of the Board and its Committees;
- (g) keep informed about:
 - (i) matters relating to the Corporation;
 - (ii) the health needs of the community served;
 - (iii) other health care services provided in the region; and
 - (iv) health preservation programs;
- (h) participate in initial orientation as a new Director and in on-going Board education;
- (i) participate in an annual self and peer evaluation of the Board and individual members; and
- (j) represent the Board, when requested by Chair.

4.11 Standards of Care

Every Director and officer of the Corporation in exercising their powers and discharging their duties shall:

- (a) act honestly and in good faith with a view to the best interests of the Corporation; and
- (b) exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

ARTICLE 5 OFFICERS OF THE BOARD AND OF THE CORPORATION

5.1 Officers

- (a) The Board shall elect the following officers at the regular meeting immediately following the annual meeting:
 - (i) the Chair;
 - (ii) the Vice-Chair(s);
 - (iii) the Treasurer; and
 - (iv) the Secretary.
- (b) The Chief Executive Officer may be the Secretary of the Board.
- (c) Ex-officio Directors shall be ineligible for election as Chair or Vice-Chair(s).

5.2 Duties of Chair

The duties of the Chair of the Board shall include, without limitation, the following:

- (a) When present, preside at all meetings of the Board;
- (b) be Chair of the Executive Committee;
- (c) save and except for the Medical Advisory Committee, be an ex-officio member of all committees of the Board;
- (d) in collaboration with the Chief Executive Officer, develop the agenda for Board meetings;
- (e) Where possible, ensure that appropriate Board and Committee information and supporting materials are provided to Board and Committee members at least three (3) business days prior to their meetings;
- (f) ensure that the actions of the Board are in accordance with the Corporation's goals and priorities and the Board's own goals;
- (g) report regularly and promptly to the Board on issues that are relevant to its governance responsibilities;
- (h) set a high standard for Board conduct by modelling, articulating and upholding rules of conduct set out in Bylaws and Policies;

- (i) intervene when necessary in instances involving conflict of interest, confidentiality and other Board Policies;
- (j) be responsible for addressing issues associated with under performance of individual Directors including, if applicable, their removal from the Board;
- (k) lead the Executive Committee in monitoring and evaluating the performance of the CEO and Chief of Medical Staff through an annual process. Subsequently, to advise the Board of Directors of the results of those performance evaluations;
- (l) report to each annual meeting of Members of the Corporation concerning the operations of the Corporation;
- (m) represent the Corporation at public or official functions;
- (n) perform such other duties as may from time to time be determined by the Board;
- (o) ensure that the Board is appropriately represented at MAHC functions, other official functions and to the public at-large. Serve as the Board's exclusive contact with the media, unless otherwise delegated; and
- (p) Serve as a mentor to other Board members. Ensure that all members of the Board contribute fully. Address issues associated with underperformance of individual Directors.

5.3 Duties of Vice-Chair(s)

The duties of the Vice-Chair(s) of the Board shall be shared and divided from time to time and shall include, without limitation, the following:

- (a) shall have all the powers and perform all the duties of the Chair in the absence or disability of the Chair and any other duties assigned by the Board, including representing the Board and MAHC at official functions and to the public at-large;
- (b) be prepared to assume the position of Board Chair to ensure continuity of leadership, subject to the proper nominating process and Board approval;
- (c) maintain a high standard for Board conduct and uphold policies and by-laws regarding Board member conduct;
- (d) serve as a mentor to other Board members; and
- (e) serve as a member of the Executive Committee and may serve as chair of a standing committee of the Board.

5.4 Duties of Treasurer

The Treasurer of the Corporation shall:

- (a) work collaboratively with the board chair and CEO to support the board in fulfilling their fiduciary responsibilities.
- (b) maintain a high standard for board conduct and uphold policies and by-laws regarding director conduct, with particular emphasis on fiduciary responsibilities.

- (c) keep up to date on financial reporting requirements.
- (d) serve as a mentor to other directors.
- (e) serve as a member of the Executive Committee and chair of the Resources Committee.
- (f) establish agendas in collaboration with the staff support and preside over meetings of the resources committee and the audit committee and fulfill the other responsibilities of a committee chair as per the position description of a committee chair.
- (g) be the custodian of the books of account and accounting records of the Corporation required to be kept by the provisions of the relevant legislation;
- (h) at least quarterly submit financial statements to the Board indicating the financial position of the Corporation for the previous most recently completed financial statement. The financial statements shall not be earlier than three (3) months preceding the date of the Board meeting;
- (i) ensure that the investment policy as established by the Board is in place, and monitor compliance with the policy;
- (j) submit quarterly certificates to the Board in respect of the previous quarter that all wages owing to employees and source deductions relating to the employees that the Corporation is required to deduct and remit to the proper authorities pursuant to all applicable legislation, including without limitation, the Income Tax Act (Canada), the Canada Pension Plan (Canada), the Unemployment Insurance Act (Canada), and Employer Health Tax Act (Ontario), have been made and remitted to the proper authorities, and that all taxes collected pursuant to the goods and services tax and provincial sales tax have been collected and remitted to the proper authorities;
- (k) perform such other duties as may be established by resolution of the Board.

5.5 Duties of Secretary

The Secretary shall:

- (a) work collaboratively with the Chair to support the Board in fulfilling their fiduciary responsibilities.
- (b) support the Chair in maintaining a high standard for Board conduct and uphold policies and by-laws regarding Director conduct, with particular emphasis on fiduciary responsibilities.
- (c) keep a role of the names and addresses of the Members.
- (d) ensure the proper recording and maintenance of minutes of all meetings of the Corporation, the Board and Board committees.
- (e) attend to correspondence on behalf of the Board.

- (f) have control of all minute books, documents, registers and the seal of the Corporation and ensure that the same are maintained as required by law.
- (g) give such notice as required by the By-Laws or by law of all meetings of the Corporation, the Board and Board committees. Attend all meetings of the Corporation, the Board and Board Committees.
- (h) attend meetings of the Board and meetings of such Committees of the Board as the Board may direct;
- (i) prepare all reports required under any Act or regulation of the Province of Ontario;
- (j) be the custodian of the seal of the Corporation;
- (k) keep copies of all testamentary documents and trust instruments by which benefits are given to the use of the Corporation and provide the office of the Public Guardian and Trustee in accordance to the provisions of the Charities Accounting Act (Ontario);
- (l) chair the first meeting of the Directors of the Corporation following the annual general meeting until such time as the Chair of the Board is elected by the Directors; and
- (m) perform such other duties as the Board may direct.

5.6 Duties of Chief Executive Officer

- (a) The Chief Executive Officer may be the Secretary of the Board.
- (b) The Chief Executive Officer shall:
 - (i) be responsible to the Board for the general administration, organization and management of the Corporation in accordance with Policies established by the Board and report to the Board on such matters;
 - (ii) attend meetings of the Board and of its committees;
 - (iii) be responsible to the Board, for taking such action as the Chief Executive Officer considers necessary to ensure compliance with the Act, the PHA and the Regulations thereunder, the Legislation and the Bylaws of the Corporation;
 - (iv) notwithstanding the provisions of section 8.2, be responsible for payment of all 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;
 - (v) report to the Board any matter about which it should have knowledge;
 - (vi) notify the Chief of Staff or appropriate Head of Service, if applicable of:
 - (A) any oversight of clinical practice of the **Professional Staff** Credentialed Staff members in the Corporation;

- (B) any failure of a member of the ~~Professional Staff~~Credentialed Staff to act in accordance with statute law or regulations thereunder, or Corporation Bylaw and rules;
 - (C) any patient who does not appear to be making reasonable progress towards recovery or who is not being visited frequently enough by the attending member of the ~~Professional Staff~~Credentialed Staff; and
 - (D) any other matter about which the Chief Executive Officer or they should have knowledge;
- (vii) represent the Corporation externally to the community, government, media and other organizations and agencies;
 - (viii) communicate with related healthcare agencies to promote co-ordination and/or planning of local healthcare services;
 - (ix) establish an organizational structure to ensure accountability of all programs, services and staff for fulfilling the mission, objectives and strategic plan of the Corporation;
 - (x) ensure that a Corporate Communications Strategy is developed and implemented annually; and
 - (xi) be a non-voting member of the Medical Advisory Committee.

5.7 Protection of Directors and Officers

- (a) Except as otherwise provided in the Act, no Director, officer, or member of any committee appointed or authorized by the Board shall be liable to the Corporation or to the Members for the acts, receipts, neglect or default of any other Director, officer, employee or committee member, or for joining in any receipt or other act for conformity, or for any loss, damage or expense suffered or incurred by the Corporation through the insufficiency or deficiency of title to any property acquired by order of the Board for or on behalf of the Corporation or for the insufficiency or deficiency of any security or upon which any of the monies of the Corporation shall be invested, or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person with whom any of the monies, securities or effects of the Corporation shall be deposited, or for any loss occasioned by any error of judgement or oversight on their part, or for any other loss, damage or misfortune whatever which shall occur in the execution of the duties of their office or in relation thereto unless the same is occasioned by their own wilful neglect or default or by their dishonest, fraudulent or criminal act.
- (b) Directors, officers and members of said committees shall not be liable to the Corporation for any costs, charges, expenses, loss or liability which the Corporation or such committee shall suffer or incur for, by reason of, arising out of, or in any way relating to any act, deed, matter or thing made, done or permitted to be done or omitted to be done by them in the performance of their duties and functions (or in the performance of what they honestly believed was in the proper performance of their duties and functions (as such Director, officer or

committee member)), provided they acted or made such omission honestly, in good faith and without fraud or fraudulent intent.

5.8 Indemnification of Officers and Directors

Every Director, officer and member of a committee appointed or authorized by the Board, their heirs, executors, administrators and estate and effects, respectively, shall from time to time and at all times, be indemnified and saved harmless out of the funds of the Corporation, from and against all costs, charges and expenses whatsoever which such Director, officer or committee member sustains or incurs in or in relation to any claim, action, suit or proceeding which is brought, commenced or prosecuted against them for or in respect of any act, deed, matter or thing whatsoever made, done, permitted to be done or omitted to be done by them in or in relation to the execution of the duties of such office or in respect of any such liability and all other costs, charges and expenses which the Director, officer or committee member sustains or incurs in or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by or are due to their own wilful neglect or default or by their dishonest, fraudulent or criminal act.

5.9 Indemnification of Employees

The Corporation may indemnify an employee or former employee of the Corporation or independent contractor (hereinafter referred to as the "Indemnified Person") who acts or acted at the Corporation's request and the Indemnified Person's heirs and legal representatives, against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by the Indemnified Person in respect of any civil, criminal or administrative action or proceeding to which the Indemnified Person is made a party by reason of being or having been an employee of the Corporation, if,

- (a) the Indemnified Person acted honestly and in good faith with a view to the best interests of the Corporation; and
- (b) in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, the Indemnified Person had reasonable grounds for believing that the Indemnified Person's conduct was lawful.

5.10 Insurance

The Board will cause to be purchased and maintained as it considers advisable and necessary to ensure that Directors, officers and members of committees will be indemnified and saved harmless in accordance with this Bylaw. The premiums for such insurance coverage shall be paid from the funds of the Corporation.

ARTICLE 6 REGULAR AND SPECIAL MEETINGS OF THE BOARD

6.1 Regular Meetings

- (a) The Board shall meet at such time, day and place as the Board may from time to time determine. The Secretary of the Board shall give notice of the time, day and place.

- (b) There shall be at least six (6) regular meetings per annum.

6.2 Special Meetings

- (a) The Chair or Vice-Chair(s) of the Board may call special meetings of the Board.
- (b) The Secretary of the Board shall call a meeting of the Board if three (3) Directors so request in writing and specify the purpose for the meeting.
- (c) Notice of a special meeting of the Board shall specify the purpose of the meeting, may be given by telephone, and shall be given at least forty-eight (48) hours in advance of the meeting.

6.3 Procedures for Board Meetings

- (a) The declaration of the Secretary or Chair that notice has been given pursuant to this Bylaw, 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 and any Director may at any time waive notice of any such meeting and may ratify and approve any or all proceedings.
- (c) Guests may attend in-camera meetings of the Board only upon:
 - (i) invitation by the chair of the meeting;
 - (ii) invitation by the Chief Executive Officer with the approval of the chair of the meeting; or
 - (iii) resolution of the Board.
- (d) Minutes shall be kept for all meetings of the Board.

6.4 Quorum

A quorum for any meeting of the Board shall be a majority of the voting Directors.

6.5 Voting

- (a) 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) below, votes shall be taken in the usual way by a show of hands, in which case, the Chair of the meeting shall not have vote and if there is an equality of votes, the motion is lost;
 - (ii) votes shall be taken by written ballot if so demanded by any voting member present, in which case, the Chair shall have a vote and if there is an equality of votes, the motion is lost.
- (b) Despite any other provisions of this Bylaw, any Director may at any time require that a vote be recorded. The request for a recorded vote does not require a motion and is not debatable or amendable.

- (c) No Director shall be entitled to vote by proxy.

6.6 Electronic Meetings

- (a) If all persons who are members of the Board or a Committee (as the case requires) consent thereto generally or in respect of a particular meeting and each has adequate access, such persons may participate in a meeting of the Board or Committee by means of such conference telephone or other communications facilities as permit all persons participating in the meeting to hear each other, and a person participating in such a meeting by such means is deemed to be present at the meeting.
- (b) Provided that at the outset of each such meeting, and whenever votes are required, the Chair of the meeting shall call roll to establish quorum, and shall, whenever not satisfied that the proceedings of the meeting may proceed with adequate security and confidentiality, unless a majority of the persons present at such meeting otherwise require, adjourn the meeting to a predetermined date, time and place.

6.7 Rules of Order

Any questions of procedure at or for any meetings of the Corporation, of the Board, of the Medical or ~~Professional Staff~~ Credentialed Staff, or of any committee, which have not been provided for in this Bylaw or by the Act or by the PHA or Regulations thereunder, or the Medical Staff Rules, shall be determined by the Chair in accordance with the rules of procedure adopted by resolution of the Board.

6.8 Rules

The Board may, from time to time, 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 Bylaw, and the requirement of the Federal and Provincial Acts governing hospitals.

ARTICLE 7 COMMITTEES OF THE BOARD

7.1 Establishment of Committees

- (a) At the first regular meeting of the Board following the annual meeting, the Board shall appoint the following standing committees, and name the Chair and Vice-Chair(s) of each committee where necessary:
 - (i) Executive Committee;
 - (ii) Quality & Patient Safety Committee;
 - (iii) Resources Committee;
 - (iv) Audit Committee;
 - (v) Governance Committee; and

- (vi) such other standing and special committees as they deem appropriate and as are required by the PHA and the Legislation.
- (b) The Board may at any meeting appoint and prescribe the duties of any special Committee and name the Chair and Vice-Chair(s) of each special committee.
- (c) The Board may by resolution dissolve any special committee at any time.
- (d) Meetings of the respective committees shall be held at the call of the respective committee's chair or as excepted in 7.03(f) respecting the Audit Committee.
- (e) On an annual basis, the standing and special committees of the Board shall establish goals and objectives that are aligned with the Corporation's strategic plan and key corporate priorities.
- (f) The term of reference and performance of the standing and special committees of the Board shall be evaluated on a yearly basis.
- (g) The Board may appoint additional members to Board Committees who are not Directors.
- (h) Subject to paragraph 7.2(d), no decision of a Committee shall be binding on the Board until approved or ratified by the Board.

7.2 Executive Committee

- (a) The Executive Committee shall consist of at least five (5) Directors, including
 - (i) The Chair who shall serve as chair
 - (ii) The Co Vice Chair
 - (iii) The Treasurer
 - (iv) Other Standing Committee Chairs
 - (v) The CEO, and the Chief of Staff shall be non-voting ex-officio.
- (b) Non-Directors cannot be appointed to the Executive Committee.
- (c) A majority of the committee members shall constitute a quorum.
- (d) The Executive Committee shall meet in the event of an administrative emergency and exercise the full power of the Board in all matters of administrative emergency, when it is not possible to obtain quorum for a meeting of the full Board, and reporting every action to the next meeting of the Board.
- (e) The Executive Committee shall:
 - (i) develop an annual work plan of goals and objectives that fulfills the responsibilities of the Committee for Board of Director approval
 - (ii) prepare draft annual Board goals for approval by the Board

- (iii) serve as an informal resource to the CEO and to the Chief of Staff at his/her request
- (iv) review, guide and/or recommend to the Board on issues relating to:
 - (A) partnerships and alliances, including the Board/LHIN relationship
 - (B) conduct an annual performance evaluation and compensation review of CEO
 - (C) conduct an annual performance evaluation and compensation review of Chief of Staff
 - (D) appointment of committee chairs annually and after consultation with those committee chairs, finalize appointment of committee membership
- (f) make decisions that are binding in the Board in situations where it is not practical to call a meeting of the entire Board of Directors and report the decision.
- (g) ensure that the communications plan (produced by Senior Staff) is updated and that the Board as a whole participate in approving the plan and that the Board as a whole periodically receive progress reports.

7.3 Terms of Reference

The terms of reference for standing committees of the Board committees other than those set out above shall be contained in the Corporation's Administrative Rules.

ARTICLE 8 FINANCIAL

8.1 Bonding-Fidelity Insurance

- (a) Directors, officers and employees, as the Board may designate, shall secure from a guarantee company a bond of fidelity of an amount approved by the Board.
- (b) The requirements of paragraph 8.1(a) above may be met by an alternative form of employee fidelity insurance such as, but not limited to, a blanket position bond, a commercial blanket bond, or a comprehensive dishonesty, disappearance and destruction policy, at the discretion of the Board.
- (c) The Corporation shall pay the expense of any fidelity bond or policy secured under paragraphs 8.1(a) or (b) above.

8.2 Banking and Borrowing

- (a) The Board shall by resolution, from time to time, designate the bank in which the bonds or other securities of the Corporation shall be placed for safekeeping.
- (b) The Board shall by resolution, from time to time, designate the signing officers of the Corporation, and they are hereby authorized for and in the name of the Corporation:

- (i) to draw, accept, sign and make all or any bills of exchange, promissory notes, cheques, and orders for payment of money;
- (ii) to receive and deposit all Corporation monies in the bank designated under paragraph 8.2(a) above, and give receipts for same;
- (iii) subject to the approval of the Board, to assign and transfer to the bank all or any stocks, bonds, or other securities;
- (iv) from time to time, to borrow money from the bank;
- (v) to transact with the said bank any business which they may think fit;
- (vi) to negotiate with, deposit with, endorse or transfer to the bank, but for the credit of the Corporation only, all or any bills of exchange, promissory notes, cheques, or orders for the payment of money and other negotiable paper;
- (vii) from time to time, to arrange, settle, balance, and certify all books and accounts between the Corporation and the bank designated by the Board under paragraph 8.2(a) above;
- (viii) to receive all paid cheques and vouchers; and
- (ix) to sign the bank's form of settlement of balance and release.

8.3 Signing Officers

- (a) Either the Chair, Vice-Chair(s) or Treasurer of the Board, together with either the Chief Executive Officer or the Senior Director Corporate Services and CFO shall sign on behalf of the Corporation and affix the corporate seal to all contracts, agreements, conveyances, mortgages and other documents, for which the Board approval is required.
- (b) The Board may authorize signing officers on behalf of the Corporation, additional to or other than as provided in paragraph 8.3(a), and will institute and effect such internal audit procedures as it shall determine in consultation with the Auditor of the Corporation.

8.4 Seal

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

8.5 Investments

The Board may invest in any investments which are authorized by the Corporation's investment policy.

8.6 Endowment benefits

- (a) No benefit given in trust to or to the use of the Corporation for endowment purposes shall be hypothecated, transferred or assigned to obtain credit or to receive funds except as allowed by paragraph 8.1(a).

- (b) The Secretary shall keep copies of all testamentary documents and trust instruments by which benefits are given, bequeathed or devised to, or to the use of, the Corporation.
- (c) The Secretary shall by registered mail, give notice to the Public Guardian and Trustee, in accordance with the terms of the *Charities Accounting Act* (Ontario), of the benefits referred to in paragraph 8.6(b) which come into the control or possession of the Corporation.
- (d) The Corporation shall apply any trust funds of the Corporation only to the designated purpose(s) for which such funds were intended. Under no circumstances shall the Corporation transfer any funds held in trust by the Corporation to any other individual or entity, unless such transfer complies with all applicable law, including without limitation, the *Charities Accounting Act* (Ontario) and the *Trustee Act* (Ontario).
- (e) The Secretary shall at least semi-annually provide an accounting to the Board with respect to all funds held in trust by the Corporation.

8.7 Auditor

- (a) The Corporation shall, at its Annual Meeting, appoint an auditor who shall not be a member of the Board or an officer or employee of the Corporation or a partner or employee of any such person, and who is duly licensed under the provisions of *The Public Accountancy Act* (Ontario), 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 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 Audit Committee to the Board on the audit work with any necessary recommendations.

ARTICLE 9 VOLUNTARY ASSOCIATIONS

9.1 Authorization

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

9.2 Purpose

Such associations shall be conducted with the advice of the Board for the general welfare and benefit of the patients and clients of the Corporation and of the Corporation.

9.3 Control

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

9.4 Liaison with Board

The Board may determine a mechanism to provide for liaison by the voluntary association(s) with the Board.

9.5 Auditor

- (a) Each unincorporated voluntary association shall have its financial affairs reviewed for the purposes of assuring reasonable internal control. Subject to Board approval, a review engagement is acceptable for this purpose.
- (b) The Auditor for the Corporation shall be the auditor for the voluntary association(s) under this section.

PART B: PROFESSIONAL STAFF CREDENTIALLED STAFF

ARTICLE 10

PROFESSIONAL STAFF CREDENTIALLED STAFF

10.1 The Professional Staff Credentialed Staff Portion of the By-laws

These by-laws shall:

- (a) govern the appointment, organization, duties and responsibilities of the Professional Staff Credentialed Staff;
- (b) define the relationship and responsibilities of the Professional Staff Credentialed Staff to Management and to the Board; and
- (c) outline how the requirements of the *Public Hospitals Act* and its regulations are put into force.

10.2 Purposes of the Professional Staff Credentialed Staff portion of the Bylaw

The purposes of the Professional Staff Credentialed Staff Bylaw are to:

- (a) outline clearly and succinctly the purposes and functions of the Professional Staff Credentialed Staff;
- (b) identify specific organizational units necessary to allocate the work of carrying out those functions;
- (c) to identify the process for the selection of the Chief of Staff, and Heads of Service, and for the election of the Professional Staff Credentialed Staff Association officers;
- (d) provide Professional Staff Credentialed Staff organization that defines responsibility, authority and accountability of every component and that is designed to ensure that each Professional Staff Credentialed Staff member exercises responsibility and authority commensurate with the member's contribution to patient care and fulfills like accountability obligations;

- (e) provide a mechanism for accountability to the Board and as appropriate for patient care and for professional and ethical conduct of each individual member of the ~~Professional Staff~~Credentialed Staff; and
- (f) create a ~~Professional Staff~~Credentialed Staff Association structure that will advocate the interests of and support the rights and Privileges of the ~~Professional Staff~~Credentialed Staff as provided herein.

10.3 Clinical Services Resource Plan

- (a) The Medical Advisory Committee will recommend to the Board for approval, on an annual basis, a Clinical Services Resource Plan for Hospital, as recommended by the Chief of Staff with the advice of the Administration of MAHC, having considered the input of the members of the ~~Professional Staff~~Credentialed Staff in MAHC, and subject to available resources. This plan will be consistent with the strategic directions of MAHC as established by the Board, and the *Public Hospitals Act*, Section 44(2) regarding cessation of services.
- (b) The Clinical Services Resource Plan shall include:
 - (i) a recruitment plan, which shall include an impact analysis;
 - (ii) reasonable on-call requirements for members of the ~~Professional Staff~~Credentialed Staff;
 - (iii) a process for equitably distributing resources to the members of the ~~Professional Staff~~Credentialed Staff;
 - (iv) a process for making decisions with respect to changes in resources; and
 - (v) a dispute resolution process regarding decisions made under subsection (iv) above.

10.4 Appointment to the ~~Professional Staff~~Credentialed Staff

- (a) The Board will appoint annually a ~~Professional Staff~~Credentialed Staff for the Corporation having considered the advice of the Medical Advisory Committee.
- (b) The Board shall from time to time establish criteria for appointment to the ~~Professional Staff~~Credentialed Staff along with the form of application and reapplication after considering the advice of the Medical Advisory Committee.
- (c) An application for appointment to the ~~Professional Staff~~Credentialed Staff will be processed in accordance with MAHC's Comprehensive Appointment and Credentialing Policy.
- (d) All new appointments will be contingent upon the need for services in the community and the completion of a full Impact Analysis demonstrating that the Corporation has the resources to accommodate the applicant and that the applicant meets the needs described in the Clinical Services Resources Plan.
- (e) The Board shall be entitled to grant Privileges specific to the respective Hospital sites. Subject to paragraph 11.1(b), as of the date of the Amalgamating

Corporations' amalgamation, Privileges will not be restricted to current specific Hospital sites unless otherwise noted.

- (f) The Board shall grant Privileges to members of the ~~Professional Staff~~Credentialed Staff upon the recommendation of the Medical Advisory Committee;
- (g) Where the Board determines that the Corporation shall cease to provide a service or the Minister directs MAHC to cease to provide a service, the Board may within a minimum of 90 days' notice:
 - (i) Refuse the application of a member for appointment or reappointment to the ~~Professional Staff~~Credentialed Staff or for a change in Privileges;
 - (ii) Revoke the appointment of any member; and
 - (iii) Cancel or substantially alter the Privileges of any member as long as such determination relates to the termination of the service.

10.5 Term of Appointment

- (a) Appointments to the ~~Professional Staff~~Credentialed Staff shall be for the period from January 1st or any date thereafter until December 31st of the same year or for such shorter period of time as the Board may determine, provided that where, within the time prescribed therefore, a member has applied for re-appointment, his or her appointment shall be deemed to continue until the re-appointment is granted, or, where he or she is served with notice that the Board refuses to grant the re-appointment, until the time for giving notice requiring a hearing by the Appeal Board has expired and, where a hearing is required, until the decision of the Appeal Board becomes final.

10.6 Refusal to Appoint

Pursuant to section 37 of the *Public Hospitals Act*, the Board may refuse to appoint a member to the ~~Credentialed~~Credentialed Staff ~~Professional Staff~~.

10.7 Re-appointment to the ~~Professional Staff~~Credentialed Staff

- (a) Each year the Board shall require each member of the ~~Professional Staff~~Credentialed Staff to make a written application for reappointment to the ~~Professional Staff~~Credentialed Staff on the prescribed form to the Chief of Staff , for reappointment to the ~~Professional Staff~~Credentialed Staff.
- (b) An application for reappointment to the ~~Professional Staff~~Credentialed Staff shall be processed in accordance with the Comprehensive Appointment and Credentialing Policy.
- (c) The Chief of Staff and the Credentials Committee shall review and make recommendation concerning each application to the Medical Advisory Committee where they will be considered for subsequent presentation to the Board in accordance with the provisions of these Bylaws.

10.8 Application for Change of Privileges

- (a) Any change of Privileges requested by a member of the ~~Professional Staff~~Credentialed Staff shall be processed in accordance with the *Public Hospitals Act* and the Comprehensive Appointment and Credentialing Policy.
- (b) The Medical Advisory Committee is entitled to request any additional information or evidence that it deems necessary for consideration of the application for change in Privileges.

ARTICLE 11

CATEGORIES OF THE ~~PROFESSIONAL STAFF~~CREDENTIALED STAFF

11.1 ~~Professional Staff~~Credentialed Staff Categories

- (a) The ~~Professional Staff~~Credentialed Staff shall consist of the following categories:
 - (i) Active;
 - (ii) Associate;
 - (iii) Modified Active;
 - (iv) Regional Affiliate;
 - (v) Term;
 - (vi) Locum Tenens;
 - (vii) Temporary; and
 - (viii) Honourary
- (b) All new staff appointments relative to the Active category will be made to the Associate category, unless waived by the Board.

11.2 Active Staff

- (a) Members of the Active Staff shall:
 - (i) consist of those members who have been appointed to the Active Staff by the Board, who are responsible for ensuring that a high standard of care is provided to patients under their care;
 - (ii) be granted Privileges as approved by the Board, having given consideration to the recommendation of the Medical Advisory Committee;
 - (iii) be granted admitting Privileges as follows:
 - (A) all Active Staff who are Physicians, Midwives or shall have admitting Privileges unless otherwise specified in their appointment;

- (B) a Dentist in the Active Staff category who is an oral and maxillofacial surgeon may be granted in-patient and/or out-patient admitting Privileges, unless otherwise specified in his/her appointment;
 - (C) a Dentist in the Active Staff category may be granted in-patient and/or out-patient admitting Privileges in association with a Physician who is a member of the Professional Staff Credentialed Staff with Active Staff Privileges, unless otherwise specified in his/her appointment;
 - (D) a Registered Nurse in the Extended Class in the Active Staff category may be granted in-patient and/or out-patient admitting Privileges in association with a collaborating physician overseeing patient care at the same site that the Nurse Practitioner practices and hold Active privileges at Muskoka Algonquin Healthcare
- (iv) shall provide evidence of professional liability insurance coverage satisfactory to the Board;
 - (v) have adequate training and experience for the privileges requested, including participation in continuing education to meet the certificate requirements of the relevant regulatory College;
 - (vi) shall demonstrate the ability to provide patient care at an appropriate level of quality and efficiency;
 - (vii) shall demonstrate an ability to communicate, work with and relate to all members of the Professional Staff Credentialed Staff and Hospital staff in a co-operative and professional manner;
 - (viii) a willingness to participate in the discharge of obligations appropriate to their Professional Staff Credentialed Staff membership category;
 - (ix) The applicant must undertake to govern themselves in accordance with the requirements set out in this Bylaw, Rules and Regulations of MAHC;
 - (x) There is a demonstrated need for the applicant's services as determined by MAHC;
 - (xi) MAHC will have the resource to accommodate the privileges requested by the applicant as demonstrated by an Impact Analysis;
 - (xii) shall provide patients and their families with information and act as a liaison between the most responsible physician and the patient;
 - (xiii) may input information into the patient record and progress notes but shall not make or records any orders;(be entitled to apply for annual reappointment as provided in this By-law;
 - (xiv) only active physicians are eligible to vote at Medical Staff Association meetings, and to sit on any Committee of the Medical Staff Association;

- (xv) be bound by the expectations for attendance, as established by the Medical Advisory Committee, at meetings of the Medical Staff Association;
- (xvi) provide on-call coverage in accordance with the Corporation's Policy;
- (xvii) attend patients and undertake treatment and operative procedures under supervision in accordance with the kind and degree of Privileges granted by the Board on the recommendation of the Medical Advisory Committee;
- (xviii) undertake such duties in respect of those patients classed as emergency cases, as may be specified by the Chief of Staff;
- (xix) act as a Supervisor of a member of the ~~Professional Staff~~Credentialed Staff as and when reasonably requested by the Chief of Staff; and
- (xx) perform such other duties as may be prescribed by the Medical Advisory Committee from time to time.
- (xxi) in the case of a midwife applicant, a midwife and/or physician who is active in obstetrics and has worked with the midwife applicant, and can provide a report on the experience, competence, and reputation of the applicant. This applicant shall also be evaluated by the lead midwife or delegate to ensure adherence to midwifery standards of practice.
- (xxii) except where approved by the Board, no ~~Professional Staff~~Credentialed Staff member with an Active Staff appointment at another hospital shall be appointed to the Active Staff

11.3 Associate Staff

- (a) The Associate Staff category shall consist of members appointed to the ~~Professional Staff~~Credentialed Staff by the Board for a probationary period of one (1) year to provide the Corporation an opportunity to conduct a more fulsome evaluation of the member's qualifications, skill, expertise and collegiality in order to determine whether the applicant should be reappointed as an Active Staff member.
- (b) An Associate Staff member shall work for a probationary period under the supervision of an Active Staff member named by the Chief of Staff and/or by a designate, to which the Associate Staff member has been assigned.
- (c) All Associate Staff members shall have admitting Privileges as follows:
 - (i) all Associate Staff who are Physicians or Midwives shall have admitting Privileges unless otherwise specified in their appointment;
 - (ii) a Dentist in the Associate Staff category who is an oral and maxillofacial surgeon may be granted in-patient and/or out-patient admitting Privileges, unless otherwise specified in his/her appointment; and
 - (iii) a Dentist in the Associate Staff category may be granted in-patient and/or out-patient admitting Privileges in association with a Physician who is a

member of the ~~Professional Staff~~Credentialed Staff with admitting Privileges.

- (d) An Associate Staff member shall:
 - (i) attend patients and undertake treatment and operative procedures under supervision in accordance with the kind and degree of Privileges granted by the Board on the recommendation of the Medical Advisory Committee;
 - (ii) undertake such duties in respect of those patients classed as emergency cases as may be specified by the Chief of Staff; and
 - (iii) shall provide on-call coverage in the specialty to which Privileges are granted.
- (e) A Supervisor shall carry out Supervisor duties in accordance with the Policies and Rules of the ~~Professional Staff~~Credentialed Staff.
- (f) The Chief of Staff, upon the request of an Associate Staff member or a Supervisor, may assign the Associate Staff member to a different Supervisor for the remainder of the probationary period.
- (g) At any time, an unfavourable report may cause the Medical Advisory Committee to consider making a recommendation to the Board that the appointment of the Associate Staff member be terminated.
- (h) After six (6) months, the appointment of a member to the Associate Staff will be reviewed by the Credentials Committee. The review will include assessment of the member's clinical performance and the applicable information and evidence set out in the Comprehensive Appointment and Credentialing Policy. The report developed from the review will be reviewed and discussed with the member.
- (i)
 - (i) Subject to clause (ii) below after one (1) year, the appointment of a member to the Active Staff will be reviewed by the Credentials Committee, which will report to the Medical Advisory Committee. The review will include assessment of the member's clinical performance and the applicable information and evidence set out in the Comprehensive Appointment and Credentialing Policy. The Medical Advisory Committee, after considering the report of the Credentials Committee, will recommend to the Board for its consideration and determination either a change in category (to Active Staff or Term Staff), continuation in the Associate Staff category for a further period of time not to exceed an additional six (6) months for an aggregate total of eighteen (18) months, or denial of re-appointment.
 - (ii) In the event that the applicant's promotion from Associate Staff is under review, the applicant's Associate Staff period shall be extended until such time as a final determination is made.
 - (iii) For family physician obstetrical providers and midwives at the end of the one (1) year probationary period, the recommendation of appointment of said family physician obstetrical provider or midwife to Active Staff shall be reviewed by the Medical Advisory Committee and the lead midwife provided that six (6) deliveries have occurred at MAHC by that provider or

midwife. These deliveries will be supervised by a family physician obstetrical provider or midwife with active staff privileges. If there have been less than six (6) deliveries at the end of one year, then the recommendation of appointment to Active Staff will be reviewed again at the end of an additional six (6) month period, for an aggregate total of eighteen (18) months.

~~(iii) For Midwives at the end of the one (1) year probationary period, the recommendation of appointment of a midwife to Active staff shall be reviewed by the Medical Advisory Committee provided that six (6) deliveries have occurred in Hospital. If there have been less than six (6) deliveries at the end of one year, then the recommendation of appointment to Active staff will be reviewed again at the end of an additional six (6) month period, for an aggregate total of eighteen (18) months.~~

- (j) A member of the Associate Staff shall have a vote at Medical Staff Association meetings, , may be appointed to a Committee of the Medical Staff Association, but shall not be an elected Medical Staff Association officer.

11.4 Modified Active Staff

- (a) The Modified Active Staff category has been created by the Board to allow MAHC to, as required by its Clinical Human Resources Plan, approve Privileges for members of the Professional Staff Credentialed Staff, who:
 - (i) by mutual agreement with the Chief of Staff wish to reduce their responsibilities and function within a reduced scope of practice and services; or
 - (ii) the reduction in responsibilities and functioning within a reduced scope of practice can be accommodated by MAHC; and
 - (iii) the applicant's training, experience and qualifications are not otherwise represented in MAHC;
- (b) The Board's responsibility to ensure a succession plan for members of its Professional Staff Credentialed Staff may require that from time to time a Modified Active Staff member's Privileges may be further reduced, revoked or not renewed in favour of granting Privileges to a new or existing Active Staff member. A 90 day notice will be given to the Modified Active Staff member if his/her Privileges will be altered. Role and access to Hospital resources will be based on need and availability.
- (c) Members of the Modified Active Staff:
 - (i) shall consist of:
 - (A) those members appointed from time to time by the Board, who have reduced their responsibilities and function within a reduced scope of practice by mutual agreement with the Chief of Staff; and
 - (B) who maintain clinical and academic activities within the Corporation.

- (ii) shall be granted Privileges as approved by the Board having given consideration to the recommendation of the Chief of Staff and the Medical Advisory Committee;
- (iii) shall be granted in-Patient and/or out-Patient admitting Privileges, unless otherwise specified in their appointment to the ~~Professional Staff~~Credentialed Staff;
- (iv) shall be eligible to apply for annual reappointment;
- (v) shall be eligible to attend and vote at meetings of the Medical Staff Association; and
- (vi) shall be bound by the expectations for attendance at Medical Staff meetings.

11.5 Regional Affiliate

- (a) The Medical Advisory Committee may recommend an applicant to the Board for appointment to the Regional Affiliate Staff if the applicant meets the following requirements:
 - (i) the applicant has Privileges in good standing at another hospital and requires Privileges at MAHC so as to fully participate in an approved regional program;
 - (ii) the applicant provides an outline of the extent of his Privileges at the other hospital and any restrictions;
- (b) The Chief of Staff will undertake a search of the College of Physicians and Surgeons of Ontario's website to verify whether the Physician has a license to practise medicine in the Province of Ontario and whether there are any past findings, current referrals or terms and conditions against the Physician;
- (c) If there are no past findings, current referrals or terms and conditions against the Physician, the Board may grant Privileges to the physician;
- (d) If there is an outstanding complaint or adverse findings against the Physician, then the Physician will be required to comply with MAHC's standard application process;
- (e) A member of the Regional Affiliate Staff shall undertake such duties in respect of patient care and on-call responsibilities as may be specified by the Chief of Staff.

11.6 Term Staff

- (a) Term Staff will consist of applicants who may be granted admitting and/or procedural Privileges as approved by the Board, having given consideration to the recommendation of the Head of Service, if applicable, or the Chief of Staff and the Medical Advisory Committee, in order to meet a specific clinical or academic need for a defined period of time not to exceed one (1) year. The specific clinical or academic need(s) shall be identified and approved by the Medical Advisory Committee. A member may reapply for a term staff appointment, where such application is supported by the recommendation of the

Chair of Service, if applicable, or the Chief of Staff and the Medical Advisory Committee in order to meet a specific clinical need for a defined period of time not to exceed one (1) year.

- (b) Term Staff:
 - (i) may be required to work under the supervision of an Active Staff member identified by the Chief of Staff;
 - (ii) may be required to undergo a probationary period as appropriate and as determined by the Chief of Staff;
 - (iii) shall, if replacing another member of the ~~Professional Staff~~Credentialed Staff, attend that ~~Professional Staff~~Credentialed Staff member's patients;
 - (iv) shall undertake such duties in respect of those patients classed as emergency cases as may be specified by the Chief of Staff; and
 - (v) shall, unless otherwise specified in the grant of Privileges by the Board, have admitting Privileges.
- (c) Term Staff will not normally, subject to determination by the Board in each individual case:
 - (i) be eligible for re-appointment;
 - (ii) attend or vote at meetings of the ~~Professional Staff~~Credentialed Staff or be an officer of the ~~Professional Staff~~Credentialed Staff Association or committee chair; and
 - (iii) be bound by the expectations for attendance at ~~Professional Staff~~Credentialed Staff meetings.

11.7 Locum Tenens Staff

- a The Medical Advisory Committee may upon application by a member of the Active Staff, recommend the appointment of a Locum Tenens as a planned replacement for such member for a specified period of time, to be confirmed in a written agreement.
- b A Locum Tenens Staff member, subject to Board approval, may:
 - (i) have admitting Privileges, unless otherwise specified;
 - (ii) work under the counsel and supervision of the Chief of Staff or ~~Professional Staff~~Credentialed Staff member who has been assigned this responsibility by the Chief of Staff;
 - (iii) undertake such duties in respect of those patients classed as emergency cases as may be specified by the Chief of Staff; and
 - (iv) undertake other duties as approved by the Board.

11.8 Temporary Staff

- (i) A member may be appointed to the Temporary Staff only for one of the following reasons:
- (ii) to meet a specific singular requirement by providing a consultation and/or operative procedure; or
- (iii) to meet an urgent unexpected need for a clinical service;
- (iv) the Chief Executive Officer, or delegate, after consultation with the President of Medical Staff or his or her delegate, on the recommendation of the Chief of Staff may:
- (v) grant temporary Privileges to a Physician, Dentist, Midwife or Extended Class Nurse who is not a member of the ~~Professional Staff~~Credentialed Staff and subject to such Privileges shall not extend beyond the date of the next meeting of the Medical Advisory Committee at which time the action taken shall be reported;
- (vi) on the recommendation of the Medical Advisory Committee at its next meeting, continue the temporary Privileges until the next meeting of the Board; and
- (vii) remove temporary Privileges at any time prior to any action by the Board.

11.9 Honourary Staff

- (a) A member may be honoured by the Board with a position on the Honourary Staff of the Corporation because the member is a former member of the ~~Professional Staff~~Credentialed Staff who has an outstanding reputation or has made an extraordinary accomplishment, although not necessarily a resident in the community.
- (b) Each member of the Honourary Staff shall be appointed by the Board on the recommendation of the Medical Advisory Committee.
- (c) Members of the Honourary Staff shall not:
 - (i) have regularly assigned duties or responsibilities;
 - (ii) be eligible to vote at ~~Professional Staff~~Credentialed Staff Association meetings or to hold office;
 - (iii) be bound by the attendance requirements for ~~Professional Staff~~Credentialed Staff Association meetings; or
 - (iv) admit, treat, perform diagnostic procedures, write orders or discharge patients.

ARTICLE 12
PROFESSIONAL STAFFCREDENTIALLED STAFF DUTIES AND RESPONSIBILITIES

12.1 Duties, Collective

- (a) Collectively, the ~~Professional staff~~Credentialed Staff have responsibility and accountability to the Board for:
- (i) ensuring that care at MAHC is appropriately directed to meeting patients' needs and is consistent with sound health care resource utilization practices;
 - (ii) participating in quality and patient safety initiatives by conducting all necessary and appropriate activities for assessing and improving the effectiveness, efficiency and safety of care provided in MAHC;
 - (iii) ensuring that ethical practice standards compatible with those of contemporary clinical practices are observed;
 - (iv) providing and maintaining the development of continuing medical education and continuing interdisciplinary health professional education;
 - (v) providing, maintaining and participating in medical, clinical health services and outcomes research;
 - (vi) promoting evidence-based decision making;
 - (vii) ensuring that any concerns, including patient and staff safety, relating to the operations of MAHC are MAHC brought to the attention of the Chief of Staff, Medical Advisory Committee and/or the Board and the Medical Staff Association ;
 - (viii) assisting to fulfill the mission of the Corporation through contribution to the strategic plan, community needs assessment, resource utilization management and quality management activities; and
 - (ix) a duty to comply with the *Public Hospitals Act*, and the by-laws, Rules and Regulations, polices and ethical guidelines, mission and values of the Corporation.

12.2 Duties, Individual

- (a) Each member of the ~~Professional Staff~~Credentialed Staff is accountable to and shall recognize the authority of the Board through and with their Chief of Staff, the Chief Executive Officer and, if applicable, their Heads of Services.
- (b) Each member of the ~~Professional Staff~~Credentialed Staff has an individual responsibility to the Corporation and the Board to:
- (i) ensure a high professional standard of care is provided to patients under his/her care;
 - (ii) practise at high professional and ethical standards;

- (iii) perform only those acts, procedures, treatments and operations for which the ~~Professional Staff~~Credentialed Staff member is competent and in accordance with the kind and degree of Privileges and procedures granted by the Board;
- (iv) support continuing clinical and interdisciplinary professional education and annually, to meet the continuing medical education requirements of his/her respective College;
- (v) participate with other members of the ~~Professional Staff~~Credentialed Staff to provide on call services as may be determined appropriate by the Medical Advisory Committee, and as specified in the ~~Professional Staff~~Credentialed Staff Rules and Regulations, in consultation with the ~~Professional Staff~~Credentialed Staff members participating on the call rota;
- (vi) recognize the authority of the Chief of Staff, the Chief Executive Officer, the Medical Advisory Committee and the Board;
- (vii) comply with the *Public Hospitals Act*, the Legislation, and the Corporation's Bylaws, Policies and Rules and the mission, vision and values of the Corporation;
- (viii) participate in continuous quality improvement and patient safety initiatives, as appropriate;
- (ix) prepare and complete records of personal health information in accordance with the Corporation's Policies as may be established from time to time, the Legislation and accepted industry standards;
- (x) provide the Chief of Staff with 90 days' notice of the members' intention to resign or restrict the member's Privileges. at the discretion of the Chief of Staff, and under exceptional circumstances, this requirement may be waived;
- (xi) work and cooperate with others in a manner consistent with the Corporation's mission, vision and values;
- (xii) notify the Board in writing through the Chief of Staff and the Credentials Committee of any additional professional degrees or qualifications obtained by the member or of any change in the licence to practice medicine made by the College or change in professional liability insurance;
- (xiii) advise the Chief of Staff immediately of any notice received regarding any College disciplinary proceedings, proceedings to restrict or suspend Privileges at other hospitals, or malpractice actions;
- (xiv) shall serve as required on various hospital and ~~Professional Staff~~Credentialed Staff Committees and/or subcommittees of the Medical Advisory Committee as appointed in a fair and equitable manner by the Chief of Staff;

- (xv) notify patients and/or their families or other appropriate individuals about their options with respect to tissue and organ transplantation;
- (xvi) provide timely communication with all patients' referring physicians;
- (xvii) obtain consultations on patients, where appropriate;
- (xviii) when requested by a fellow ~~Professional Staff~~Credentialed Staff member, provide timely consultations with a dictated note in a timely fashion;
- (xix) in undertaking clinical research or clinical investigation, abide by MAHC's research policies;
- (xx) should an autopsy is deemed appropriate a provider will endeavour to secure from the next of kin of a deceased patient, or from another appropriate authority, a written consent for the performance of a post-mortem examination on the body of a deceased patient;
- (xxi) complete, or cause to be completed, the "Recorded Consideration" section of the Notification of Death form indicating whether organs and/or tissues of the deceased patient were considered for transplantation;
- (xxii) report to the appropriate body within MAHC any critical incidents with respect to a patient under their care in accordance with the regulations under the *Public Hospitals Act*;
- (xxiii) to pay such dues as may be prescribed from time to time by resolution of the ~~Professional Staff~~Credentialed Staff Association;
- (xxiv) to communicate immediately to the Chief of Staff, the Chief Executive Officer, or as applicable, the appropriate Chair of Service, any situations where he believes a member of the ~~Professional Staff~~Credentialed Staff is:
 - (A) attempting to exceed his/her Privileges;
 - (B) temporarily unable to perform his/her professional duties with respect to a patient; or
 - (C) demonstrating unprofessional conduct as defined by the applicable College; and
- (xxv) perform such other reasonable duties as may be prescribed from time to time by, or under the authority of the Board, the Medical Advisory Committee and/or the Chief of Staff;
- (xxvi) not undertake or make prejudicial or adverse public statements with respect to the Corporation's operations which have not first been addressed through the proper communication channels and such official channels have not satisfactorily resolved the ~~Professional Staff~~Credentialed Staff member's concerns;
- (xxvii) providers shall demonstrate good stewardship of MAHC's resources.

**ARTICLE 13
SUSPENSION AND REVOCATION OF APPOINTMENT**

13.1 Suspension/Revocation of Appointment

- (a) In circumstances where there are concerns about the conduct, performance or competence of a member of the ~~Professional Staff~~Credentialed Staff, the Board may, at any time, in a manner consistent with the *Public Hospitals Act*, the By-Laws, Rules and Regulations, Policies and ethical guidelines and the Corporation's Mission and Values, revoke or suspend any appointment of a member of the ~~Professional Staff~~Credentialed Staff or revoke, suspend or restrict or otherwise deal with the Privileges of the member.
- (b) **Immediate Action in Emergency Situations.** In circumstances where, in the opinion of the Chief of Staff, performance or competence of a member of the ~~Professional Staff~~Credentialed Staff exposes or is reasonably likely to expose patient(s) or staff to harm or injury, and immediate action must be taken to protect the individual(s), and no less restrictive measure can be taken, the Chief of Staff will take action. This may require immediate and temporary suspension of the appointment of the member of the ~~Professional Staff~~Credentialed Staff with immediate notice to the Chief Executive Officer and President of the ~~Professional Staff~~Credentialed Staff Association, pending the consideration of the suspension by the Medical Advisory Committee and the Board in keeping with the procedures outlined in Schedule B of this By-Law.
- (c) **Non-Immediate Mid-Term Action.** In circumstances where, in the opinion of the Chief of Staff, the conduct, performance or competence of a member of the ~~Professional Staff~~Credentialed Staff:
- (i) fails to comply with the criteria for annual reappointment; or
 - (ii) exposes or is reasonably likely to expose patient(s) or staff to harm or injury; or
 - (iii) is, or is reasonably likely to be, detrimental to patient safety or to the delivery of quality patient care within MAHC; or
 - (iv) is such that disciplinary action is taken by the College;
 - (v) has violated the By-laws, the Rules, Policies, the *Public Hospitals* or relevant Legislation; or
 - (vi) constitutes abuse; or
 - (vii) is, or is reasonably likely to be, detrimental to the Corporation's operations;

and immediate action is not required, then action may be initiated in keeping with the procedures in Schedule B of this By-Law.

ARTICLE 14 CHIEF OF STAFF

14.1 Appointment of Chief of Staff

- (a)
 - (i) Subject to clause 14.1(a)(ii) below, the Board shall appoint a Physician to be the Chief of Staff after giving consideration to the recommendations of a selection committee.
 - (ii) Where an incumbent Chief of Staff is being recommended for re-appointment by the Medical Advisory Committee, the Board may waive the selection committee process.
- (b) The membership of the selection committee shall include:
 - (i) a Director, who shall be chair;
 - (ii) two (2) members of the Medical Advisory Committee chosen by the Medical Advisory Committee, one of whom may be the President of the Medical Staff;
 - (iii) the Chief Nursing Officer;
 - (iv) the Chief Executive Officer, or the Chief Executive Officer's delegate; and
 - (v) such other members as the Board deems advisable.
- (c) Subject to the Chief of Staff's re-appointment to the ~~Professional Staff~~Credentialed Staff, an appointment made under paragraph 14.1 above shall be for a term of four (4) years, but the Chief of Staff shall hold office until a successor is appointed.
- (d) The maximum number of consecutive terms under paragraph 14.1(c) above shall be three (3); provided, however, that following a break in the continuous service of at least one (1) year the same person may be re-appointed.
- (e) The Board may, at any time, revoke or suspend the appointment of the Chief of Staff.
- (f) In the event of a revocation or suspension, the Board may appoint an acting Chief of Staff until such time as the process set out in paragraph 14.1(a) is complied with.

14.2 Duties of Chief of Staff

- (a) Duties to the Board and MAC - The Chief of Staff shall be responsible to the Board through the Chair for the ~~Professional Staff~~Credentialed Staff of MAHC. The Chief of Staff shall:
 - (i) be responsible for establishing and monitoring the credentialing and disciplining processes for the ~~Professional Staff~~Credentialed Staff;
 - (ii) ensure that the process regarding credentialing of ~~Professional staff~~Credentialed Staff is fair and executed in a timely manner;

- (iii) be responsible for the disciplinary action or mediation of the Professional Staff Credentialed Staff in conjunction with the Heads of Services as applicable;
 - (iv) be responsible for ensuring compliance with the *Public Hospitals Act* (Ontario), regulations and By-Laws of MAHC with respect to Professional Staff Credentialed Staff;
 - (v) be responsible to the Board for the supervision and quality of all the Professional Staff Credentialed Staff diagnosis, care and treatment given to patients and the general conduct of the Professional Staff Credentialed Staff within MAHC according to the policies established by the Board so as to ensure a safe clinical and workplace environment;
 - (vi) assist in ensuring appropriate cost-effective use of MAHC's resources;
 - (vii) advise the MAC, the Board and the Chief Executive Officer with respect to the quality of medical diagnosis, care and treatment provided to the patients of MAHC;
 - (viii) be the Chair of the Medical Advisory Committee, and in such capacity, ensure that the Medical Advisory Committee fulfills its responsibility as defined in the *Public Hospitals Act*, and these By-Laws;
 - (ix) be ex officio a member of all committees that report to the Medical Advisory Committee;
 - (x) be a non-voting member of the Board;
 - (xi) with the Chairs of Services, if applicable, ensure that the annual evaluation and appointment process of the Professional Staff Credentialed Staff is completed;
 - (xii) assign, or delegate the assignment of, a member of the Professional Staff Credentialed Staff to supervise the practice of medicine, dentistry, midwifery, extended class nursing or other professional activities of any other member of the Professional Staff Credentialed Staff for any period of time; and
 - (xiii) supervise and evaluate Chairs of Services with respect to expected role;
 - (xiv) investigate, report and disclose critical incidents pursuant to the Hospital Management Regulation under the *Public Hospitals Act*.
- (b) Administrative Duties - When necessary, the Chief of Staff shall:
- (i) assume, or assign to any other member of the Professional Staff Credentialed Staff, responsibility for the direct care and treatment of any patient in MAHC under the authority of the *Public Hospitals Act* and notify the attending Professional Staff Credentialed Staff member, the Chief Executive Officer and the Patient, Patient's guardian or power of attorney;

- (ii) report to the Board, the ~~Professional Staff~~Credentialed Staff, and Chief Executive Officer any matters of which they should have knowledge;
- (iii) recommend to the Chief Executive Officer on the appointment, by the Chief Executive Officer, of a member of the ~~Professional Staff~~Credentialed Staff to act for him or her during his or her absence or inability to act;
- (iv) participate in strategic planning within MAHC to ensure that the needs of the community are appropriately met;
- (v) act as an advocate for patients and for patient care;
- (vi) promote the development of innovation, a commitment to evidence based practices and collaboration with other disciplines;
- (vii) promote accountability among ~~Professional Staff~~Credentialed Staff members for their practice;
- (viii) provide formal and informal education and research to the ~~Professional Staff~~Credentialed Staff members within MAHC;
- (ix) maintain an active practice in his/her clinical field;
- (x) fulfill all obligations in a manner consistent with the *Public Hospitals Act*, the mission statement and values of MAHC, and the By-laws of MAHC;
- (xi) as a member of the senior management team of the Corporation, be accountable to and assume managerial responsibilities as determined by the Chief Executive Officer;
- (xii) ensure a process for the regular review of the performance of the Heads of Service, if any;
- (xiii) delegate appropriate responsibility to any Heads of Services.
- (xiv) undertake any other responsibilities as determined by the Board and the Chief Executive Officer.
- (xv) report to the Chief Executive Officer any serious or recurring misuse of hospital resources.

ARTICLE 15 SERVICES

- (a) When warranted by the professional resources of the Corporation, the Board, on the advice of the Medical Advisory Committee, after considering the recommendation of the Chief of Staff, may create Services.
- (b) When Services are established, the Board, on the advice of the Medical Advisory Committee, after considering the recommendation of the Chief of Staff, shall

appoint a Chair of Service who shall be responsible to the Chief of Staff for the quality of care rendered to the patients in that Service.

- (c) The appointment of a Chair of Service shall be for a term of two (2) years at which time an open application would occur, but the Chair of Service shall continue to hold office until a successor is appointed.
- (d) The Board may at any time revoke or suspend the appointment of a Head of Service.

ARTICLE 16 MEETINGS – MEDICAL STAFF ASSOCIATION

16.1 Meetings of the Medical Staff Association

The Medical Staff Association shall hold at least four (4) ~~Professional Staff~~Credentialed Staff Association meetings per year, one of which shall be the annual general meeting.

16.2 Notice of Annual Meetings

- (a) A written notice of each annual meeting shall be posted at both the HDMH and SMMH sites and mailed to the individual members by the Secretary/Treasurer of the Medical Staff Association at least ten (10) days before the meeting.
- (b) The Medical Staff Association annual general meeting shall be held contemporaneously with the Board's annual general meeting.

16.3 Notice of Regular Meetings

A written notice of each regular meeting shall be posted in the Corporation and mailed to the members by the Secretary/Treasurer of the ~~Professional Staff~~Credentialed Staff Association at least five (5) days before the meeting.

16.4 Special Meetings

- (a) In case of emergency, the President of the Medical Staff Association may call a special meeting.
- (b) Special meetings shall be called by the President of the Medical Staff Association on the written request of any fifteen (15) members of the Active Staff.
- (c) Notice of such special meetings shall be as required for a regular meeting, except in cases of emergency, and shall state the nature of the business for which the special meeting is called.

16.5 Quorum

Twenty (20) of the Medical Staff Association members entitled to vote shall constitute a quorum at any annual, general or special meeting of the Medical Staff Association.

16.6 Order of Business and Rules of Order

The order of business at any meeting of the Medical Staff Association shall be as set out in the Rules.

16.7 Attendance at Regular Staff Meetings

Each member of the Active Staff shall attend at least fifty percent (50%) of the regular ~~Professional Staff~~Credentialed Staff Association meetings.

16.8 Electronic Meetings

- (a) If all persons who are members of the Medical Staff Association (as the case requires) consent thereto generally or in respect of a particular meeting and each has adequate access, such persons may participate in a meeting of the Medical Staff Association by means of such conference telephone or other communications facilities as permit all persons participating in the meeting to hear each other, and a person participating in such a meeting by such means is deemed to be present at the meeting.
- (b) Provided that at the outset of each such meeting, and whenever votes are required, the Chair of the meeting shall call roll to establish quorum, and shall, whenever not satisfied that the proceedings of the meeting may proceed with adequate security and confidentiality, unless a majority of the persons present at such meeting otherwise require, adjourn the meeting to a predetermined date, time and place.

ARTICLE 17

~~PROFESSIONAL STAFF~~CREDENTIALED STAFF ELECTED OFFICERS

17.1 Elected Officers

The elected officers of the Medical Staff shall be President, Vice-President and Secretary-Treasurer. These officers shall be elected at the annual meeting of the Medical Staff for a term of one year. Their term of office shall not exceed one year but they shall remain in office until their successors are elected.

17.2 Eligibility for Office

Only Physician members of the Active ~~Professional Staff~~Credentialed Staff who have satisfied the attendance requirements set out herein may be elected or appointed to any position or office.

17.3 Election Procedure

- (a) The Nominating Committee may be composed of the three Past Presidents of the Medical Staff or delegate,,,/ of the ~~Professional Staff~~Credentialed Staff Association.
- (b) At least thirty (30) days before the annual meeting of the Medical Staff Association, its Nominating Committee shall post in the Corporation a list of the names of those who are nominated for the offices of the Medical Staff Association which shall be President, Vice President and Secretary/Treasurer.
- (c) Any further nominations shall be made in writing to the Secretary/Treasurer of the Medical Staff Association within fourteen (14) days after the posting of the names referred to in paragraph (b) above.

- (d) (i) Further nominations referred to in paragraph (c) above shall be signed by two (2) members of the Medical Staff Association who are entitled to vote.
- (ii) The nominee shall have signified, in writing and on the nomination, acceptance of the nomination.
- (iii) Nominations shall then be posted alongside the list referred to in paragraph (b).

17.4 Duties of the President of the ~~Professional Staff~~Credentialed Staff

The President of the Medical Staff Association shall:

- (a) be a non-voting member of the Board;
- (b) be a member of the Medical Advisory Committee;
- (c) report to the Medical Advisory Committee and the Board on any issues raised by the ~~Professional Staff~~Credentialed Staff Association;
- (d) advocate fair process in the treatment of individual members of the ~~Professional Staff~~Credentialed Staff Association;
- (e) preside at all meetings of the ~~Professional Staff~~Credentialed Staff Association;
- (f) call special meetings of the ~~Professional Staff~~Credentialed Staff Association; and
- (g) be an ex-officio member of all ~~Professional Staff~~Credentialed Staff Committees.

17.5 Duties of the Vice-President of the ~~Professional Staff~~Credentialed Staff

The Vice-President of the Medical Staff Association shall:

- (a) be a non-voting member of the Board ;;
- (b) be a member of the Medical Advisory Committee;
- (c) advocate fair process in the treatment of individual members of the Medical Staff Association;
- (d) in the absence or disability of the President of the Medical Staff, act in the place of, perform the duties of, and possess the powers of the President of the ~~Professional Staff~~Credentialed Staff; and
- (e) perform such duties as the President of the ~~Professional Staff~~Credentialed Staff may delegate.

17.6 Duties of the Secretary/Treasurer of the Medical Staff Association

The Secretary/Treasurer of the Medical Staff Association shall:

- (a) ;attend to the correspondence of the Medical Staff;
- (b) give notice of Medical Staff meetings by posting a written notice thereof:

- (i) in the case of a regular or special meeting of the Medical Staff at least five (5) days before the meeting; and
- (ii) in the case of an annual meeting of the Medical Staff, at least ten (10) days before the meeting;
- (c) ensure that minutes are kept of all Medical Staff meetings;
- (d) ensure that a record of the attendance at each meeting of the Medical Staff is made;
- (e) make the attendance records available to the Medical Advisory Committee;;;
- (f) perform the duties of secretary/a treasurer for Medical ~~Credentialed~~Credentialed Staff Professional Staff funds and be accountable therefore, and
- (g) act in the place of the Vice-President of the ~~Professional Staff~~Credentialed Staff, performing the duties and possessing the powers in the absence or Disability of the Vice-President.

17.7 Succession Planning

- (a) In the ordinary course, it is the expectation of the Medical Staff Association that, for succession planning purposes, at each annual general meeting there will be a motion confirming the Medical Staff Association's intended succession plan, namely that the Medical Staff Association's elected representatives begin their respective terms in office as Secretary/ Treasurer and through subsequent annual general meetings are elected to the office of the Vice-President or the President of the ~~Professional Staff~~Credentialed Staff Association.
- (b) The office of the President and Vice-President shall be filled by a representative alternating between the Bracebridge and Huntsville hospital sites. The offices of the Secretary/Treasurer shall be filled in the same manner, primary
- (c) The executive will comprise of three members: the President, the Vice President and the Secretary/Treasurer;
- (d) Executive Membership shall be for a period of three years;
- (e) The executive (or President/Past President) will be encouraged to represent the Muskoka Medical Society at the OMA Council;
- (f) A new Secretary/Treasurer will be added each year and where possible from alternating sites for source;
- (g) There will be no exemptions for age unless retirement is within four years;
- (h) Service Committee Chairs will be exempted from serving on the Medical Staff Executive;
- (i) Members on Hospital committees may only be exempt if they have more than one meeting per month or more than three hours of meetings per month;

- (j) Committee work that is not directly associated with MAHC does not exempt a member from service on the executive;
- (k) All members who have not been on the executive for five years are eligible;
- (l) Staff members must practice locally for a minimum of three years before being eligible to serve on the executive;
- (m) The new executive member will be selected from a list created by the selection committee. The selection committee will comprise of the past three ~~four~~ presidents;
- (n) The selection committee will maintain a list of Past Presidents, years of service and year when all members joined the Medical Staff, the longest standing members of the Medical Staff who have never served on the executive of either hospital site will be recommended first if they are not exempt;
- (o) Members who volunteer for the executive may be given priority by the selection committee;
- (p) Members should have a two year hiatus between each term on the executive.

**ARTICLE 18
MEDICAL ADVISORY COMMITTEE**

18.1 Membership of the Medical Advisory Committee

- (a) The Medical Advisory Committee shall consist of the following voting Physicians:
 - (i) the Chief of Staff, who shall be chair;
 - (ii) the President of the Medical Staff;
 - (iii) the Vice-President of the Medical
 - (iv) the Chairs and/or Co-Chairs as applicable of the following Committees:
 - (A) Obstetrics;
 - (B) Surgical Services;
 - (C) Family Practice;
 - (D) Internal Medicine; and
 - (E) Pharmacy and Therapeutics;
 - (v) the Director of the Emergency Services;
 - (vi) such other members of the Medical Staff as the Medical Advisory Committee may deem appropriate from time to time.

- (b) The Chief Executive Officer, Chief Nursing Officer, Senior Director Patient Care/Clinical Services, Senior Director of Clinical Services and the Senior Director Non-Acute Clinical Support and Planning, or delegates, shall attend meetings of the Medical Advisory Committee as non-voting members.
- (c) The Medical Advisory Committee may invite others to attend the Medical Advisory Committee as voting or non-voting members.
- (d) A quorum at any meeting shall be a majority of the voting members.
- (e) The Medical Advisory Committee shall meet at the call of its Chair and have at least ten (10) meetings each year and keep minutes of these meetings.

18.2 Duties of the Medical Advisory Committee

- (a) The MAC shall:
 - (i) report and make recommendations to the Board concerning such matters as are from time to time prescribed by the *Public Hospitals Act* and by the Hospital Management Regulation made there under including recommendations concerning:
 - (A) every application for appointment or reappointment to the ~~Professional Staff~~Credentialed Staff;
 - (B) the Privileges to be granted to each member of the ~~Professional Staff~~Credentialed Staff;
 - (C) Bylaws respecting any ~~Professional Staff~~Credentialed Staff;
 - (D) the dismissal, suspension or restrictions of Privileges of any member of the ~~Professional Staff~~Credentialed Staff;
 - (E) the quality of care provided in the Corporation by the ~~Professional Staff~~Credentialed Staff; and
 - (F) the Policies and Rules regarding the ~~Professional Staff~~Credentialed Staff;
 - (G) supervise the practice of the ~~Professional Staff~~Credentialed Staff;
 - (H) appoint such committees and the ~~Professional Staff~~Credentialed Staff members of such committees as are required for the supervision, review and analysis of all clinical work in MAHC;
 - (I) through the Chief of Staff, report to the Board on:
 - (I) professional quality assurance; and
 - (II) education;
 - (J) participate in the development of the Corporation's overall objectives and planning, and make recommendations concerning allocation and utilization of Corporation resources;

- (K) receive, consider and act upon the report of each of its appointed committees;
- (L) maintain a process for:
 - (I) revocation, suspension and restriction of Privileges;
 - (II) medical quality assurance; and
 - (III) planning and evaluation of medical education programs;
- (M) advise the Board on any matters referred to it by the Board;
- (N) develop, maintain and recommend to the Board a Clinical Human Resources Plan that takes into account the services provided by all ~~Professional Staff~~Credentialed Staff members; and
- (O) facilitate the development and maintenance of Policies, Rules, ethical guidelines and procedures of the ~~Professional Staff~~Credentialed Staff.

ARTICLE 19 MEDICAL ADVISORY SUBCOMMITTEES

19.1 Establishment

- (a) The Medical Advisory Committee may, at its discretion, appoint the following subcommittees:
 - (i) Credentials Committee;
 - (ii) Emergency Room Committee;
 - (iii) Medical Quality Assurance Committee;
 - (iv) Obstetrics Committee;
 - (v) Surgical Services Committee;
 - (vi) Pharmacy and Therapeutics Committee;
 - (vii) Internal Medicine Committee;
 - (viii) Family Practice Committee;
 - (ix) MRP Patient Order Set Committee; and
 - (x) other subcommittees as may be required.
- (b) Where the Medical Advisory Committee assumes direct responsibility for the terms of reference of a subcommittee, the Chief of Staff shall ensure that the decision is recorded in the minutes of the Medical Advisory Committee.

- (c) The Medical Advisory Committee may combine the terms of reference of any two or more subcommittees of the Medical Advisory Committee.
- (d) For greater certainty, a subcommittee can be comprised of one or more people.

19.2 Appointment to Medical Advisory Subcommittees

Pursuant to MAHC Management Regulation, the Medical Advisory Committee shall appoint the Physician members of all Medical Advisory Subcommittees provided for in this Bylaw. The Medical Advisory Committee will appoint one of the members to be the chair or liaison. Other members of Medical Advisory Subcommittees shall be appointed by the Chief Executive Officer and Chief of Staff.

19.3 Medical Advisory Subcommittees

In addition to the specific duties of each Medical Advisory Subcommittee, as set out in this Bylaw, all Medical Advisory Subcommittees shall:

- (a) meet as directed by the Medical Advisory Committee;
- (b) present a written report, including any recommendation of each meeting, to the next meeting of the Medical Advisory Committee; and
- (c) perform any other duties prescribed by the Medical Advisory Committee.

19.4 Medical Advisory Subcommittee Chairs

The Medical Advisory Committee shall appoint the chair of each Medical Advisory Subcommittee.

19.5 Duties of the Medical Advisory Subcommittee Chairs

- (a) A Medical Advisory Subcommittee chair:
 - (i) shall chair the Medical Advisory Subcommittee meetings;
 - (ii) shall call meetings of the Medical Advisory Subcommittee;
 - (iii) shall be the liaison between the subcommittee and the Medical Advisory Committee; and
 - (iv) may request meetings with the Medical Advisory Committee.
- (b) Where the chair is not a Physician, the Physician on the subcommittee shall report to the Medical Advisory Committee.

19.6 Credentials Committee

- (a) The Medical Advisory Committee may serve as the Credentials Committee and perform the functions prescribed below and appoint a member to maintain the continuous operation of the subcommittee, and who may act as chair of the Medical Advisory Committee while these functions are being performed and discussed.
- (b) The Credentials Committee shall:

- (i) be chaired by a member of the Active Staff;
- (ii) ensure that a record of the qualifications and professional career of every member of the ~~Professional Staff~~Credentialed Staff is maintained;
- (iii) establish the authenticity of and investigate the qualifications of each applicant for appointment and re-appointment to the ~~Professional Staff~~Credentialed Staff and each applicant for a change in Privileges;
- (iv) ensure that:
 - (A) each applicant for appointment and re-appointment to the ~~Professional Staff~~Credentialed Staff meets the requirements as set out in this Bylaw; and
 - (B) each applicant for a change in Privileges continues to meet the requirements for re-appointment set out in this Bylaw;
- (v) review the Chief of Staff's report;
- (vi) consider reports of the interviews with the applicant;
- (vii) consult with the Chief of Staff;
- (viii) receive notification from the Chief of Staff when the performance evaluations and the recommendations for re-appointments have been completed; and
- (ix) submit a written report to the Medical Advisory Committee at or before its next regular meeting. The report shall include the kind and extent of Privileges requested by the applicant and, if necessary, a request that the application be deferred for further investigation.

19.7 Terms of Reference

The terms of reference for the Medical Advisory Subcommittees other than those set out above are contained in the Corporation's Medical Advisory Subcommittees Terms of Reference policy.

ARTICLE 20 AMENDMENTS TO BYLAW

20.1 Amendments to Bylaw

- (a) The Board may pass or amend the Bylaw of the Corporation from time to time.
- (b)
 - (i) Where it is intended to pass or amend the Bylaw at a meeting of the Board, written notice of such intention shall be sent by the Secretary to each Director at the Director's address as shown on the records of the Corporation by ordinary mail not less than ten (10) days before the meeting.
 - (ii) Where the notice of intention required by clause 20.1(b) above is not provided, any proposed Bylaw or amendments to the Bylaw may

nevertheless be moved at the meeting and discussion and voting thereon adjourned to the next meeting, for which no notice of intention need be given.

- (c) Subject to paragraphs 20.1(d) and (e) below, a Bylaw or an amendment to a Bylaw passed by the Board has full force and effect:
 - (i) from the time the motion was passed, or
 - (ii) from such future time as may be specified in the motion.
- (d)
 - (i) A Bylaw or an amendment to a Bylaw passed by the Board shall be presented for confirmation at the next annual meeting or to a special general meeting of the Members of the Corporation called for that purpose. The notice of such annual meeting or special general meeting shall refer to the Bylaw or amendment to be presented.
 - (ii) The Members at the annual meeting or at a special general meeting may confirm the Bylaw as presented or reject or amend it, and if rejected it thereupon ceases to have effect and if amended, it takes effect as amended.
- (e) Notwithstanding any other provisions contained in this Bylaw, any amendment to the following provisions of the Bylaw shall not be effective until approved by Special Resolution:
 - (i) paragraphs 1.1(f), (h) and (y);
 - (ii) paragraph 2.1(b);
 - (iii) section 4.1; and
 - (iv) section 4.9
 - (v) Schedule A~~Schedule A~~.
- (f) In any case of rejection, amendment, or refusal to approve a Bylaw or part of a Bylaw in force and effect in accordance with any part of this section, no act done or right acquired under any such Bylaw is prejudicially affected by any such rejection, amendment or refusal to approve.
- (g) The ~~Professional Staff~~Credentialed Staff Bylaws of the Corporation may only be repealed, added to, amended or substituted by the Board in accordance with the following procedure:
 - (i) Amendments to the ~~Professional Staff~~Credentialed Staff Bylaws will become effective only when approved by the Board.
 - (ii) Notice specifying the proposed ~~Professional Staff~~Credentialed Staff part of the Bylaws or amendment thereto shall be circulated to all members of the ~~Professional Staff~~Credentialed Staff together with a notice of a regular or special ~~Professional Staff~~Credentialed Staff Association meeting at which the proposed amendments will be discussed.

- (iii) The ~~Professional Staff~~Credentialed Staff shall be afforded a period of at least thirty (30) days to comment on the proposed ~~Professional Staff~~Credentialed Staff part of the Bylaws or amendment thereto.
- (iv) The Medical Advisory Committee, following consideration of the ~~Professional Staff~~Credentialed Staff members' comments, shall make recommendations to the Board, concerning the proposed ~~Professional Staff~~Credentialed Staff part of the Bylaws or amendment thereto.

SCHEDULE A

PROCEDURE REGARDING REAPPOINTMENTS, REQUESTS FOR CHANGES IN PRIVILEGES AND MID-TERM ACTION

PREAMBLE

This schedule outlines the procedures to be followed in three different circumstances. Section 2 deals with Reappointment and Requests for Changes in Privileges. Section 0 outlines the procedure when there is an immediate need to suspend Privileges mid-term in an emergency situation. Section 4 is the procedure when mid-term action is required but not in an emergency situation.

It should be noted that a member's appointment and/or Privileges shall continue throughout the review or investigation of circumstances relating to reappointment and until all appeals consistent with the Public Hospitals Act are completed.

The procedure for recommendations from the Medical Advisory Committee in respect of original Applications for Appointment shall be as set out in these By-Laws and undertaken pursuant to the Public Hospitals Act.

2. REAPPOINTMENT AND REQUESTS FOR CHANGES IN PRIVILEGES

2.1 Recommendation for Reappointment and Changes in Privileges:

- (a) The Credentials Committee shall forward to the Medical Advisory Committee a recommendation in respect of a reappointment or request for change in Privileges consistent with the Committee's terms of reference and such recommendation shall be in writing and supported by references to the specific activities or conduct which constitute the basis for the recommendation.
- (b) The Medical Advisory Committee may; initiate further investigation, establish an ad hoc committee to conduct further investigation, refer the matter back to the Credentials Committee with direction or to an external consultant, or make recommendation to the Board.
- (c) Where the Medical Advisory Committee makes recommendation to the Board, it should provide notice to the member in accordance with the By-Laws.
- (d) Upon completion of its own investigation or upon receipt of the report of the body or consultant that conducted the investigation, the Medical Advisory Committee shall make a recommendation to the Board in respect of the reappointment or

Privileges requested and provide notice to the member as set out at Section 2.1(b) above.

- (e) Service of a notice to the applicant or member may be made personally or by Registered Mail addressed to the person to be served at his/her last known address and, where notices served by Registered Mail, it shall be deemed that the notice was served on the third day after the day of mailing unless the person to be served establishes that they did not, acting in good faith, through absence, accident, illness or other causes beyond their control, receive it until a later date.
- (f) If additional time is needed for review or the investigative process, the Medical Advisory Committee may defer its recommendation providing it indicates in writing to the Board and the applicant or member that the recommendation cannot yet be made and gives reasons therefore, further to Section 37(5) of the Public Hospitals Act.
- (g) The Medical Advisory Committee may, in its sole discretion, in the course of its review or investigation or in determining its recommendation, decide that there shall be a Special Meeting of the Medical Advisory Committee where the member shall be entitled to attend such Special Meeting.
- (h) Where the Medical Advisory Committee considers a matter at a Special Meeting, the procedures set out below at Section 5 for "Special Meetings of the Medical Advisory Committee" are to be followed.
- (i) The Medical Advisory Committee, when providing notice to the applicant or member as provided for in Section 2.1(b) and Section 2.1(c), shall advise the applicant or member that he/she is entitled to receive written reasons for the recommendation wherein a request therefore is received by the secretary of the Medical Advisory Committee within seven days from receipt by the applicant or member of the Medical Advisory Committee's recommendation and further that the applicant or member is entitled to a Hearing before MAHC's Board if a written request is received by the Board and the Medical Advisory Committee within seven days from the receipt by the applicant or member of the Medical Advisory Committee's written reasons where requested.
- (j) Where the applicant or member does not request written reasons for the Medical Advisory Committee's recommendation or where the applicant or member does not require a Hearing by the Board, the Board may implement the recommendation of the Medical Advisory Committee.
- (k) Where the applicant or member requires a Hearing by the Board, the Board will appoint a time and place for the Hearing and the procedures set out below at Section 6 for "the Board Hearings" are to be followed.

3. IMMEDIATE MID-TERM ACTION IN AN EMERGENCY SITUATION

3.1 The definition of mid-term action in an emergency situation is outlined in 13.1(b) of these By-Laws.

3.2 In addition to the steps outlined in section 13.1(b), the), Chair of Service, if applicable, or the Chief of Staff or Delegate of the ~~Professional Staff~~Credentialed Staff will

immediately notify the member, the President of the Medical Association and CEO, the President of the ~~Professional Staff~~Credentialed Staff and the Board of their decision to suspend the member's Privileges.

- 3.3 Arrangements will be made by the Chief of Staff or, if applicable, the Chair of Service, in consultation with ~~Professional Staff~~Credentialed Staff for the assignment of a substitute to care for the patients of the suspended member.
- 3.4 Within 24 hours of suspension, the individual who suspended the member will provide the Medical Advisory Committee, and the CEO with written reasons for the suspension and copies of any relevant documents or records.
- 3.5 Upon receipt of the written reasons for suspension as described above, the Medical Advisory Committee will set a date for a Special Meeting of the Medical Advisory Committee to be held within five (5) days from the date of suspension to review the suspension and to make recommendation to the Board.
- 3.6 The Special Meeting of the Medical Advisory Committee shall be conducted further to the procedures set out below at Section 5 for "the Special Meeting of the Medical Advisory Committee".
- 3.7 The member may request and the Medical Advisory Committee may grant the postponement of the Special Medical Advisory Committee to a fixed date.
- 3.8 The Medical Advisory Committee, when providing notice to the applicant or member as provided for in Section 2.1(b) and Section 2.1(c), shall advise the applicant or member that he/she is entitled to receive written reasons for the recommendation wherein a request therefore is received by the secretary of the Medical Advisory Committee within seven days from receipt by the applicant or member of the Medical Advisory Committee's recommendation and further that the applicant or member is entitled to a Hearing before MAHC's Board if a written request is received by the Board and the Medical Advisory Committee within seven days from the receipt by the applicant or member of the Medical Advisory Committee's written reasons where requested.
- 3.9 Where the applicant or member does not request written reasons for the Medical Advisory Committee's recommendation or where the applicant or member does not require a Hearing by the Board, the Board may implement the recommendation of the Medical Advisory Committee.
- 3.10 Where the applicant or member requires a Hearing by the Board, the Board will appoint a time and place for the Hearing and the procedures set out below at Section 6 for "the Board Hearings" are to be followed.

4. NON-IMMEDIATE MID-TERM ACTION

- 4.1 The definition of a non-immediate mid-term action is outlined in section 13.1(c) of these By-Laws.
- 4.2 Procedure for a non-immediate mid-term action shall include:
 - (a) Information provided to the Chief of Staff and CEO, Delegate of the ~~Professional Staff~~Credentialed Staff by the Chair of Service or Chief of Staff which raises concerns about any of the matters in these By-Laws relating to non-immediate mid-term action, shall be in writing and will be directed to the COS

and CEO or Delegate of the ~~Credentialed~~Credentialed Staff Professional Staff~~Credentialed Staff~~.

- (b) Where the Chief of Staff COS and CEO, or a Delegate of the ~~Professional Staff~~Credentialed Staff, the Chair of the Medical Advisory Committee or Chair of Service receives information about the conduct, performance or competence of a member, that person will provide a copy of the documentation to the other three.
- (c) Upon receipt of information above, an interview will be arranged by the Chief of Staff or Delegate of the ~~Professional Staff~~Credentialed Staff of Service with the member, at which time the member will be advised of the information about their conduct, performance or competence and will be given a reasonable opportunity to present relevant information on their behalf.
- (d) A written record will be maintained reflecting the substance of the aforementioned interview and copies will be sent to the member, the Chief of Staff COS and CEO and/or Delegate of the ~~Professional Staff~~Credentialed Staff the Head of Service.
- (e) Where the member fails or declines to participate in an interview as set out above, after being given a reasonable opportunity to so participate, appropriate action may be undertaken further to the procedure as outlined in this section.
- (f) Following an interview as set out above, or where the member fails or declines to participate in an interview, the Chief of Staff, COS Delegate of the ~~Professional Staff~~Credentialed Staff, Chair of Service and CEO will determine whether further investigation of the matter is necessary.
- (g) If further investigation is to be undertaken, the investigation may be assigned to an individual(s) within MAHC, the Medical Advisory Committee, a body within MAHC other than the Medical Advisory Committee or an external consultant.
- (h) Upon the completion of the investigation contemplated by Section 4.2(f) above, the individual or body who conducted the investigation will forward a written report to the Chief of Staff COS and CEO, and/or Delegate of the ~~Professional Staff~~Credentialed Staff. The member will be provided with a copy of the written report.
- (i) The Chief of Staff COS or Delegate of the ~~Professional Staff~~Credentialed Staff, Chair of Service and CEO, upon further review of the matter and any report received, will determine whether further action may be required.
- (j) Where it is determined that further action in respect of the matter may be required, the matter shall be referred to the Medical Advisory Committee along with a proposed recommendation with respect to mid-term action in writing and supported by references to specific activities or conduct along with any reports which constitute grounds for the proposed recommendation.
- (k) The Medical Advisory Committee, in advance of considering the proposed recommendation, may initiate further investigation itself in respect of such matters and in such a manner as, in its sole discretion, deems appropriate.
- (l) Upon completion of its own investigation or upon receipt of the proposed recommendation as set out above, the Medical Advisory Committee may

determine that no further action need be taken in respect of the matter for lack of merit or determine to have a Special Meeting of the Medical Advisory Committee where the member is entitled to attend.

- (m) Where the Medical Advisory Committee considers the matter at a Special Meeting, then the procedures set out below at Section 5 for “the Special Meeting of the Medical Advisory Committee” are to be followed.
- (n) The Medical Advisory Committee, following a Special Meeting of the Medical Advisory Committee, will provide the member with written notice of the Medical Advisory Committee’s recommendation and the reasons for the recommendation and the member’s entitlement to a Hearing before MAHC’s Board where a written request is received by the Board and the Medical Advisory Committee from the member within seven days of the receipt by the member of the Medical Advisory Committee’s written recommendation and reasons.
- (o) Service of the notice of written recommendation and reasons to the member may be made personally or by Registered Mail addressed to the member at his/her last known address and, where notice is served by Registered Mail, it will be deemed that the notice was served on the third day after the day of mailing unless the member to be served establishes that he/she did not, acting in good faith, through absence, accident, illness or other causes beyond his/her control, receive it until a later date.
- (p) Where the applicant or member does not require a Hearing by the Board, the Board may implement the recommendation of the Medical Advisory Committee.
- (q) Where the member requires a Hearing by the Board, the Board will appoint a time and place for the Hearing, such Board Hearing to be undertaken pursuant to the procedures set out below at Section 6 for the “Board Hearings”.

5. SPECIAL MEETINGS OF THE MEDICAL ADVISORY COMMITTEE

5.1 In the event that a Special Meeting of the Medical Advisory Committee is required further to this schedule, such Special Meeting of the Medical Advisory Committee will be conducted pursuant to procedures as follows:

- (a) The Medical Advisory Committee will give the applicant or member written notice of the Special Meeting, such notice to include:
 - (i) the time and place of the meeting;
 - (ii) the purpose of the meeting;
 - (iii) a statement that the applicant or member will be provided with a statement of the matter to be considered by the Medical Advisory Committee together with all relevant documentation;
 - (iv) a statement that the applicant or member is entitled to attend the Medical Advisory Committee meeting and to participate fully in all matters under consideration by the Medical Advisory Committee;
 - (v) a statement that the parties are entitled to bring legal counsel to the meeting and consult with legal counsel but that legal counsel shall not be

entitled to participate in the meeting save and except in respect of making representation on behalf of the party;

- (vi) a statement that, in the absence of the applicant or member, the meeting may proceed.
- (b) The Medical Advisory Committee will provide the applicant or member with a statement of the particulars of the matter to be considered by the Medical Advisory Committee, including any proposed recommendation, together with all documentation and records collected by the Medical Advisory Committee or Credentials Committee pursuant to the performance of their duties.
- (c) At the Special Meeting, a record of the proceedings will be kept in the Minutes of the Medical Advisory Committee.
- (d) The applicant or member involved will be given a full opportunity to answer each issue as well as to present documents and witnesses if so desired.
- (e) Before deliberating on the matter or the recommendation to be made to the Board, the Chair of the Medical Advisory Committee will require the member involved and any other members present who are not Medical Advisory Committee members to retire for the duration of the discussion. The Medical Advisory Committee will not consider any matter, fact or documentation to which it did not give the member an opportunity to respond.
- (f) No member of the Medical Advisory Committee will participate in a decision of the Medical Advisory Committee at a Special Meeting of the Medical Advisory Committee unless such member was present throughout the Special Meeting, except with the consent of the parties and no decision of the Medical Advisory Committee will be given unless all members so present participate in the decision. Where the Medical Advisory Committee determines that the matter is without merit and as such no decision of the Medical Advisory Committee is necessary, such determination will be noted in the Minutes of the Special Medical Advisory Committee meeting.

6. BOARD HEARINGS

- 6.1 In the event that a Board Hearing is required pursuant to this schedule, such Board Hearing will be conducted further to the following procedures.
- 6.2 The Board will name a place and time for the Hearing.
- 6.3 The Board Hearing will be held within thirty days of the Board receiving the written recommendation and reasons for such recommendation from the Medical Advisory Committee unless such other time for the Hearing is agreed to as by the parties.
- 6.4 The Board will give written notice of the Hearing to the applicant or member and to the Chair of the Medical Advisory Committee at least seven days before the Hearing date.
- 6.5 The notice of the Board Hearing will include:
 - (a) the place and time of the Hearing;
 - (b) the purpose of the Hearing;

- (c) a statement that the applicant or member and Medical Advisory Committee will be afforded an opportunity to examine prior to the Hearing all written or other documentary evidence to be ruled upon at the Hearing and all reports which have been collected as part of the Credentials Committee and Medical Advisory Committee processes;
 - (d) a statement that the applicant or member may be represented by counsel or agent, call witnesses, cross-examine witnesses and tender documents in evidence and present arguments and submissions in support of his/her case;
 - (e) a statement that the time for the Hearing may be extended by the Board; and
 - (f) a statement that if the applicant or member does not attend the Hearing, the Board may proceed in the absence of the applicant or member and the applicant or member will not be entitled to any further notice in respect of the Hearing.
- 6.6 The parties to the Board Hearing are the applicant or member, the Medical Advisory Committee and such other persons as the Board may specify.
- 6.7 As soon as possible, and at least five (5) business days prior to the Hearing, the parties will provide one another with copies of all written documentary material, along with the names, addresses and qualifications of all witnesses who will testify at the Hearing and a detailed summary of the evidence they will give, along with reports that have been collected by the Medical Advisory Committee as part of the investigation process whether or not these materials will be used in evidence. The intent is that there should be full disclosure as between the parties to the Board Hearing.
- 6.8 The findings of fact of the Board pursuant to a Hearing will be based exclusively on evidence admissible or matters that may be noted under the Statutory Powers Procedure Act R.S.O. 1990. A party at a Hearing may:
- (a) be represented by counsel or agent;
 - (b) call and examine witnesses and present arguments and submissions; and
 - (c) conduct cross-examination of witnesses reasonably required for a full and fair disclosure of the facts in relation to which they have given evidence.
- 6.9 The Board will consider the reasons for the Medical Advisory Committee that has been given to the applicant or member in support of its recommendations. Where through error or inadvertence, certain reasons have been omitted in the statement delivered to the applicant or member, the Board may consider those reasons only if those reasons are given by the Medical Advisory Committee in writing to both the applicant or member and the Board, and the applicant or member is given a reasonable time to review the reasons and to prepare a case to meet those additional reasons.
- 6.10 No member of the Board will participate in a decision of the Board pursuant to a Hearing unless he/she is present throughout the Hearing and heard the evidence and argument of the parties and, except with the consent of the parties, no decision of the Board will be given unless all members so present participate in the decision.
- 6.11 The Board will make a decision to either follow or not follow the recommendation of the Medical Advisory Committee.

- 6.12 A written copy of the decision of the Board and the written reasons for the decision will be provided to the applicant or member and to the Medical Advisory Committee within fifteen days of the conclusion of the Hearing.
- 6.13 Service on the applicant or member will be as set out in Section 3.2(c) of the By-Laws.