

# BY-LAW

Effective: May 31, 2011



76 Stuart Street

Kingston, Ontario K7L 2V7

[www.kgh.on.ca](http://www.kgh.on.ca)

Endorsed: KGH Advisory Board 2009 February 18  
Approved: KGH Supervisor 2009 February 19  
Revised: KGH Board of Directors, 2010 April 14 (Articles, 4, 5, 6, 16, 17 & 18 Amended)  
KGH Board of Directors, 2011 May 31 (Articles 2, 4, 5, 8, 9, 17, 18, 30 & 31 Amended)

## TABLE OF CONTENTS

|   |            |
|---|------------|
| <b>ARTICLE 1. DEFINITIONS, INTERPRETATION AND PROCEDURE .....</b>                           | <b>1</b>   |
| 1.01 Definitions .....  | 1          |
| 1.02 Interpretation.....  | 9          |
| 1.03 Procedure .....  | 10         |
| <b>ARTICLE 2. MEMBERS OF THE CORPORATION.....</b>   | <b>111</b> |
| 2.01 Membership Classes .....   | 11         |
| 2.02 Termination of Voting Membership .....   | 111        |
| 2.03 Rights of the Voting Members.....  | 122        |
| <b>ARTICLE 3. ANNUAL AND SPECIAL MEETINGS OF THE VOTING MEMBERS OF THE CORPORATION.....</b> | <b>122</b> |
| 3.01 Annual Meetings .....  | 122        |
| 3.02 Special Meetings .....   | 122        |
| 3.03 Notice.....  | 133        |
| 3.04 Omission of Notice.....  | 133        |
| 3.05 Voting.....  | 133        |
| 3.06 Quorum.....  | 133        |
| 3.07 Chair of the Meeting.....  | 133        |
| 3.08 Business at Annual Meetings.....   | 144        |
| 3.09 Adjourned Meeting.....   | 144        |
| 3.10 Written Resolutions and By-Law.....  | 155        |
| 3.11 Financial Year End.....  | 155        |
| <b>ARTICLE 4. BOARD OF DIRECTORS.....</b>   | <b>155</b> |
| 4.01 Nominations Process for Elected Directors.....   | 155        |
| 4.02 Board Composition .....  | 166        |
| 4.03 Qualification of Directors.....  | 166        |
| 4.04 Term of Office Restrictions .....  | 177        |
| 4.05 Vacancy and Termination of Office .....  | 177        |
| 4.06 Conflict of Interest.....  | 199        |
| 4.07 Confidentiality .....  | 21         |
| 4.08 Principles of Governance and Board Accountability .....                                | 21         |
| 4.09 Roles of the Board .....   | 23         |
| 4.10 Responsibilities of the Board .....  | 23         |
| 4.11 Roles and Responsibilities of Individual Elected and Ex-Officio Directors .....        | 27         |
| 4.12 Guidelines for the Nomination of Directors .....                                       | 29         |

|  |           |
|--|-----------|
| <b>ARTICLE 5. OFFICERS OF THE BOARD AND OF THE CORPORATION.....</b>  | <b>31</b> |
| 5.01 Officers .....  | 31        |
| 5.02 The Role and Responsibilities of the Chair .....                | 32        |
| 5.03 The Role and Responsibilities of the Vice-Chair.....            | 34        |
| 5.04 Duties of Secretary .....                                       | 34        |
| 5.05 Protection of Directors and Officers .....                      | 35        |
| 5.06 Indemnification of Officers and Directors .....                 | 36        |
| 5.07 Indemnification of Employees .....                              | 36        |
| 5.08 Insurance.....  | 37        |
| <b>ARTICLE 6. CHIEF EXECUTIVE OFFICER &amp; CHIEF OF STAFF .....</b> | <b>37</b> |
| 6.01 Chief Executive Officer & Chief of Staff .....                  | 37        |
| 6.02 Duties of Chief Executive Officer .....                         | 37        |
| 6.03 Duties of the Chief of Staff.....                               | 39        |
| <b>ARTICLE 7. REGULAR AND SPECIAL MEETINGS OF THE BOARD.....</b>     | <b>39</b> |
| 7.01 Regular Meetings.....   | 39        |
| 7.02 Special Meetings .....  | 29        |
| 7.03 Procedures for Board Meetings .....                             | 40        |
| 7.04 Quorum.....   | 40        |
| <b>ARTICLE 8. COMMITTEES OF THE BOARD.....</b>                       | <b>41</b> |
| 8.01 Establishment of Committees .....                               | 41        |
| 8.02 Committee Terms of Reference.....                               | 41        |
| 8.03 Committee Procedure.....  | 41        |
| 8.04 Emergency Meeting.....  | 43        |
| 8.05 Medical Advisory Committee .....                                | 43        |
| <b>ARTICLE 9. FINANCIAL .....</b>                                    | <b>44</b> |
| 9.01 Bonding-Fidelity Insurance .....                                | 44        |
| 9.02 Banking and Borrowing.....                                      | 44        |
| 9.03 Signing Officers .....  | 45        |
| 9.04 Seal .....  | 45        |
| 9.05 Investments .....   | 45        |
| 9.06 Endowment Benefits.....   | 45        |
| 9.07 Auditor .....   | 46        |
| <b>ARTICLE 10. PROGRAMS .....</b>                                    | <b>46</b> |
| 10.01 Occupational Health and Safety Program.....                    | 46        |
| 10.02 Health Surveillance Program .....                              | 47        |

|   |           |
|---|-----------|
| <b>ARTICLE 11. FISCAL ADVISORY COMMITTEE .....</b>  | <b>47</b> |
| 11.01 Membership .....  | 47        |
| 11.02 Chair .....   | 47        |
| 11.03 Functions .....   | 48        |
| <b>ARTICLE 12. PARTICIPATION OF NURSES.....</b>   | <b>48</b> |
| <b>ARTICLE 13. VOLUNTARY ASSOCIATIONS .....</b>   | <b>48</b> |
| 13.01 Authorization.....  | 48        |
| 13.02 Purpose .....   | 48        |
| 13.03 Control .....   | 49        |
| 13.04 Representation on Board.....  | 49        |
| 13.05 Auditor .....   | 49        |
| <b>ARTICLE 14. PURPOSES OF PROFESSIONAL STAFF BY-LAW.....</b>                               | <b>49</b> |
| 14.01 Purposes of Professional Staff By-Law.....  | 49        |
| 14.02 Rules and Regulations.....  | 50        |
| <b>ARTICLE 15. APPOINTMENT AND REAPPOINTMENT TO PROFESSIONAL<br/>STAFF .....</b>            | <b>50</b> |
| 15.01 Appointment to the Medical Staff.....   | 50        |
| 15.02 Application for Appointment to the Medical Staff .....                                | 50        |
| 15.03 Criteria for Appointment to the Medical Staff .....                                   | 56        |
| 15.04 Procedure for Processing Applications for Medical Staff<br>Appointments.....          | 60        |
| 15.05 Reappointment to the Medical Staff.....   | 61        |
| 15.06 Temporary Privileges.....   | 66        |
| 15.07 Emergency Privileges.....   | 66        |
| <b>ARTICLE 16. NON-IMMEDIATE MID-TERM ACTION.....</b>                                       | <b>67</b> |
| 16.01 Initiation of Non-Immediate Mid-Term Action .....                                     | 67        |
| 16.02 Request to Medical Advisory Committee for Recommendation for<br>Mid-Term Action ..... | 68        |
| 16.03 Medical Advisory Committee Meeting.....   | 69        |
| 16.04 The Board Hearing.....  | 72        |
| 16.05 Notification of College and Partners.....   | 75        |
| 16.06 Addressing Issues of Competence during Mid-Term Action .....                          | 75        |
| <b>ARTICLE 17. IMMEDIATE MID-TERM ACTION IN AN EMERGENCY<br/>SITUATION .....</b>            | <b>76</b> |
| 17.01 Initiation of Immediate Mid-Term Action.....  | 76        |

|   |   |           |
|---|---|-----------|
| 17.02   | The Medical Advisory Committee Meeting.....   | 76        |
| 17.03   | The Board Hearing.....  | 78        |
| 17.04   | Notification of College and Partners.....   | 79        |
| <b>ARTICLE 18. CATEGORIES OF THE MEDICAL STAFF.....</b>           |   | <b>79</b> |
| 18.01   | Categories.....   | 79        |
| 18.02   | Associate Staff.....  | 80        |
| 18.03   | Attending Staff.....  | 81        |
| 18.04   | Clinical Associate Staff.....   | 83        |
| 18.05   | Consultant Staff.....   | 84        |
| 18.06   | Honorary Staff.....   | 84        |
| 18.07   | House Staff.....  | 85        |
| <b>ARTICLE 19. MEDICAL STAFF DUTIES AND RESPONSIBILITIES.....</b> |   | <b>85</b> |
| 19.01   | Individual Duties and Responsibilities.....   | 85        |
| 19.02   | Approval Requirement for Major Commitments.....                                       | 86        |
| <b>ARTICLE 20. DEPARTMENTS AND HEAD OF DEPARTMENTS.....</b>       |   | <b>88</b> |
| 20.01   | Departments.....  | 88        |
| 20.02   | Appointment of the Head of Department.....  | 89        |
| 20.03   | Terms of Reference and Responsibilities of the Head of<br>Department.....             | 89        |
| 20.04   | Performance Evaluation of Heads of Department.....                                    | 93        |
| 20.05   | Appointment of Deputy Head of Department.....   | 94        |
| 20.06   | Terms of Reference and Responsibilities of the Deputy Head of<br>Department.....      | 95        |
| 20.07   | Divisions and Services in a Department.....   | 95        |
| 20.08   | Appointment of Division Chairs and Service Chiefs.....                                | 95        |
| 20.09   | Terms of Reference and Responsibilities of Division Chairs and<br>Service Chiefs..... | 96        |
| <b>ARTICLE 21. PROGRAMS AND PROGRAM MEDICAL DIRECTORS.....</b>    |   | <b>96</b> |
| 21.01   | Programs.....   | 96        |
| <b>ARTICLE 22. MEDICAL ADVISORY COMMITTEE.....</b>                |   | <b>96</b> |
| 22.01   | Composition of Medical Advisory Committee.....  | 96        |
| 22.02   | Accountability of Medical Advisory Committee.....                                     | 97        |
| 22.03   | Medical Advisory Committee Duties and Responsibilities.....                           | 98        |
| 22.04   | Medical Advisory Committee Chair.....   | 99        |
| 22.05   | Vice-Chair of the Medical Advisory Committee.....                                     | 99        |
| 22.06   | Establishment of Subcommittees of the Medical Advisory<br>Committee.....              | 100       |
| 22.07   | Medical Advisory Committee Subcommittees.....   | 100       |

|  |  |              |
|--|--|--------------|
| 22.08  | Composition of Medical Advisory Committee Executive Committee .....                            | 100          |
| 22.09  | Duties and Responsibilities of the Medical Advisory Committee<br>Executive Committee .....     | 1011         |
| 22.10  | Composition and Terms of Reference of Subcommittees of the<br>Medical Advisory Committee ..... | 1022         |
| 22.11  | General Composition and Duties of the Medical Advisory<br>Committee Subcommittees .....        | 1022         |
| 22.12  | Voting .....   | 1033         |
| 22.13  | Quorum.....  | 1033         |
| <b>ARTICLE 23. CHIEF OF STAFF .....</b>                            |  | <b>1033</b>  |
| 23.01  | Appointment of Chief of Staff .....  | 1033         |
| 23.02  | Selection Committee.....   | 1033         |
| 23.03  | Term of Office .....   | 1033         |
| 23.04  | Role of Chief of Staff.....  | 1044         |
| 23.05  | Responsibilities and Duties of Chief of Staff .....  | 1044         |
| <b>ARTICLE 24. OFFICERS OF THE MEDICAL STAFF ASSOCIATION.....</b>  |  | <b>1077</b>  |
| 24.01  | Purpose of the Medical Staff Association.....  | 1077         |
| 24.02  | Officers of the Medical Staff Association.....   | 1077         |
| 24.03  | President of the Medical Staff Association.....  | 1088         |
| 24.04  | The Vice-President of the Medical Staff Association .....                                      | 1099         |
| 24.05  | The Vice-President/Secretary/Treasurer of the Medical Staff<br>Association .....               | 1099         |
| 24.06  | Past President of the Medical Staff Association.....   | 110          |
| 24.07  | Medical Staff Association Nominations Committee.....   | 1100         |
| 24.08  | Medical Staff Association Officer Vacancies.....   | 11111        |
| <b>ARTICLE 25. MEETINGS OF THE MEDICAL STAFF ASSOCIATION .....</b> |  | <b>11111</b> |
| 25.01  | Annual Meeting.....  | 11111        |
| 25.02  | Regular Meetings.....  | 11212        |
| 25.03  | Notice of Regular Meetings.....  | 11313        |
| 25.04  | Special Meetings .....   | 11313        |
| 25.05  | Quorum.....  | 11313        |
| 25.06  | Agenda .....   | 11313        |
| 25.07  | Attendance.....  | 11313        |
| <b>ARTICLE 26. DENTAL STAFF/SERVICE.....</b>                       |  | <b>11313</b> |
| 26.01  | Application .....  | 11313        |
| 26.02  | Dental Service .....   | 11414        |
| 26.03  | Categories .....   | 11144        |
| 26.04  | Associate Dental Staff.....  | 11414        |
| 26.05  | Attending Dental Staff.....  | 11515        |
| 26.06  | Consultant Dental Staff.....   | 1166         |

|   |              |
|---|--------------|
| 26.07 Appointment.....  | 11717        |
| 26.08 Admitting Privileges .....  | 11717        |
| 26.09 Chief of the Dental Service .....   | 11717        |
| 26.10 Dental Clinical Resource Plan .....   | 11717        |
| 26.11 Meetings .....  | 11717        |
| <b>ARTICLE 27. MIDWIFERY STAFF .....</b>  | <b>11818</b> |
| 27.01 Application.....  | 11818        |
| 27.02 Midwifery Service.....  | 11818        |
| 27.03 Appointment.....  | 11818        |
| 27.04 Criteria For Appointment to the Midwifery Staff .....                         | 11818        |
| 27.05 Categories of the Midwifery Staff .....                                       | 11919        |
| 27.06 Active Midwifery Staff.....   | 11919        |
| 27.07 Leader of the Midwifery Service.....  | 12121        |
| 27.08 Duties of the Leader of the Midwifery Service.....                            | 12121        |
| <b>ARTICLE 28. EXTENDED CLASS NURSING STAFF .....</b>                               | <b>12222</b> |
| 28.01 Application .....   | 12222        |
| 28.02 Extended Class Nursing Staff Categories.....                                  | 12323        |
| 28.03 Active Extended Class Nursing Staff .....                                     | 12323        |
| 28.04 Temporary Privileges.....   | 12424        |
| 28.05 Duties and Responsibilities of Extended Class Nursing Staff .....             | 12424        |
| 28.06 Extended Class Nursing Staff Disability.....                                  | 12525        |
| 28.07 Monitoring Aberrant Practices.....  | 12525        |
| 28.08 Extended Class Nursing Staff Function Within the Medicine<br>Program.....     | 12525        |
| 28.09 Attendance by Extended Class Nursing Staff at Medical Staff<br>Meetings ..... | 12525        |
| 28.10 Eligibility to Hold a Medical Staff Office.....                               | 12525        |
| <b>ARTICLE 29. AMENDMENTS TO BY-LAW.....</b>  | <b>12525</b> |
| 29.01 Amendments to By-Law.....   | 12525        |
| 29.02 Professional Staff By-Law Amendments.....                                     | 12626        |

# **BY-LAW OF KINGSTON GENERAL HOSPITAL**

(hereinafter referred to as the “Corporation”)

## **PREAMBLE**

**WHEREAS** the objects of the Corporation are as follows:

1. To establish, equip, maintain, operate and manage hospital, teaching and research facilities and provide programs of patient care and community health.
2. In affiliation with Queen’s University and other educational institutions, to participate in programs for the training, education and qualification of undergraduate and graduate students and health disciplines as may be considered necessary or advisable. In achieving this object, the Corporation assumes its role as a university teaching hospital and health science centre.
3. To encourage, promote, support and carry on medical and health care research in association with other teaching hospitals, research funding agencies and other health science research related agencies.
4. To collaborate with the local health integration network and other health service providers to participate in activities carried on to promote and improve the general health of the patients in the community.

**AND WHEREAS** the governing body of the Corporation deems it expedient that all By-Laws of the Corporation heretofore enacted be cancelled and revoked and that the following By-Law be adopted for regulating the affairs of the Corporation;

**NOW THEREFORE BE IT ENACTED** and it is hereby enacted that all By-Laws of the Corporation heretofore enacted be cancelled and revoked and that the following By-Law be substituted in lieu thereof.

## **ARTICLE 1. DEFINITIONS, INTERPRETATION AND PROCEDURE**

### **1.01 Definitions**

In this By-Law, 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) “Admitting Privileges” means the privileges granted to members of the Medical, Dental, Extended Class Nursing and Midwifery Staff related to the admission of in-patients, registration of out-patients, and the diagnosis, assessment and treatment of in-patients and out-patients in the Hospital;
- (c) “Affiliation Agreement” means the affiliation agreement entered into between the Corporation and the University and as may be amended from time to time;
- (d) “Associates” in relation to an individual means the individual’s parents, siblings, children, 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;
- (e) “Board” means the Board of Directors of the Corporation;
- (f) “By-Law” means this by-law of the Corporation from time to time in effect;
- (g) “Certification” means the holding of a certificate in a medical or surgical speciality issued by any professional body recognized by the Board after consultation with the Medical Advisory Committee;
- (h) “Chair” means the Director elected by the Board to serve as Chair of the Board of the Corporation;
- (i) “Chief Executive Officer” means, in addition to ‘administrator’ as defined in section 1 of the *Public Hospitals Act*, the President and Chief Executive Officer of the Corporation;
- (j) “Chief of Staff” means the Physician appointed by and responsible to the Board for quality of medical care, diagnosis and treatment, and reporting regularly to the Board on the work and recommendations of the Medical Advisory Committee and its component parts and subcommittees; and to the Medical Advisory Committee on the decisions and policies of the Board;
- (k) “Clinical Responsibilities” means those activities related to the delivery of patient care, diagnosis and treatment within the Hospital;
- (l) “College” means the relevant regulatory body, as the case may be, the College of Physicians and Surgeons of Ontario (“CPSO”), the Royal College of Dental Surgeons of Ontario, the College of Midwives of Ontario, and/or the College of Nurses of Ontario;
- (m) “College of Family Physicians” means the College of Family Physicians of Canada, the national examining and certifying body for family medicine

practitioners in Canada and accrediting family medicine training programs in Canada;

- (n) “Conflict of Commitment” arises when a Medical Staff member’s activities or commitments demonstrably interfere with his/her primary teaching, research and Clinical Responsibilities to the Hospital because they detract from rather than enhance the Medical Staff member’s ability to meet his/her responsibilities to the Hospital;
- (o) “Conflict of Interest” includes, without limitation, the following four (4) 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;
  - (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; or
  - (iv) Personal Relationship – a Director has or may be perceived to have personal interests that are inconsistent with those of the Corporation, creating conflicting loyalties;
- (p) “Corporation” means the Kingston General Hospital with Head Office located in Kingston, Ontario, commonly known as Kingston General Hospital;
- (q) “Dean” means the Dean of the Faculty of Health Sciences and Director, School of Medicine at the University;
- (r) “Dental Staff” means:
  - (i) the Oral and Maxillofacial Surgeons to whom the Board has granted the privilege of diagnosing, prescribing or treating patients in the Hospital; and

- (ii) the Dentists to whom the Board has granted the privilege of attending patients in the Hospital in co-operation with a member of the Medical Staff;
- (s) “Dentist” means a dental practitioner in good standing with the Royal College of Dental Surgeons of Ontario;
- (t) “Department” means an organizational unit of the Medical Staff in the Hospital to which members with a similar field of practice have been appointed, and where relevant, the corresponding department of the University’s School of Medicine, Faculty of Health Sciences. The Hospital’s departments are those named in section 20.01 of this By-Law, and as the Board may amend from time to time;
- (u) “Deputy Head of Department” means the Physician appointed by the Board on recommendation of the Medical Advisory Committee to be responsible to the appropriate Head of Department as outlined in this By-Law; and to perform the duties in the absence of the Head;
- (v) “Director” means a member of the Board of Directors;
- (w) “Disruptive Behaviour” occurs when the use of inappropriate words, actions or inactions by a Professional Staff member interferes with his/her ability to function well with others to the extent that the behaviour interferes with, or is likely to interfere with, quality health care delivery or patient or workplace safety or staff recruitment, retention or the costs of providing healthcare to patients;
- (x) “Division” means an academic and clinical organizational structure within some Departments which coordinates academic activities relating to patient care, research and teaching at the Hospital;
- (y) “Division Chair” means the Physician appointed by a Head of Department to take responsibility for a defined Division within a Department;
- (z) “Excluded Person” means:
  - (i) any person providing supplies or services or their affiliates and any Director, owner, operator, major shareholder, or senior executive (as well as their formal Associates) of such person(s) if such person(s):
    - (A) is under contract with the Corporation;
    - (B) has responded to a request for proposals issued by the Corporation in the previous fiscal year; or

- (C) intends to submit a proposal during the term of office of the Director;
  - (ii) any member of the Professional Staff other than the members of the Medical Staff appointed to the Board pursuant to the *Public Hospitals Act*;
  - (iii) any employee other than the Chief Executive Officer;
  - (iv) any spouse, common law partner, dependent child, parent, brother or sister of an employee, other than the Chief Executive Officer, or member of the Professional Staff; and
  - (v) any person who lives in the same household as a member of the Professional Staff or an employee of the Corporation;
- (aa) “ex-officio” means membership “by virtue of the office” and includes all rights, responsibilities, and power to vote unless otherwise specified;
  - (bb) “Extended Class Nurses” means those registered nurses in the extended class to whom the Board has granted privileges to diagnose, prescribe for or treat out-patients in the Hospital;
  - (cc) “Extended Class Nursing Staff” means those Extended Class Nurses in the Hospital, who are:
    - (i) employed by the Hospital and are authorized to diagnose, prescribe for or treat out-patients in the Hospital, or
    - (ii) not employed by the Hospital and to whom the Board has granted privileges to diagnose, prescribe for or treat out-patients in the Hospital;
  - (dd) “Faculty of Health Sciences” means the Faculty of Health Sciences at the University;
  - (ee) “Head of Department” means the Physician appointed by the Board to be responsible for the professional standards and quality of medical care, diagnosis and treatment rendered by the members of that Department in the Hospital; the Head of Department serves simultaneously as the head of the corresponding department of the University’s School of Medicine, Faculty of Health Sciences;
  - (ff) “Head Office” means 76 Stuart Street, Kingston, Ontario, K7L 2V7;
  - (gg) “Health Human Resources Plan” means the plan developed by the Chief Executive Officers, (or delegates), of the Kingston Hospitals in

consultation with the Heads of Department and/or Program Medical Directors and Division Chairs and/or Service Chiefs, and with the appropriate academic department based on the mission and strategic plan of the Corporation and on the regional needs of the community, which provides information and future projections of this information with respect to the management and appointment of Physicians, Dentists, Midwives, or Extended Class Nurses who are or may become members of the Medical, Dental, Midwifery and Extended Class Nursing Staff;

- (hh) “Hospital Auxiliary” means the volunteer services organization located at the Hospital, known as the “Kingston General Hospital Auxiliary”;
- (ii) “Hospital” means the Kingston General Hospital with Head Office located in Kingston, Ontario;
- (jj) “Hotel Dieu Hospital” means the Religious Hospitaliers of Saint Joseph of the Hotel Dieu of Kingston;
- (kk) “House Staff” means residents and fellows recognized as such within the Hospital who are enrolled in a Faculty of Health Sciences program at the University, and who are licensed by the College of Physicians and Surgeons of Ontario to practise medicine;
- (ll) “Impact Analysis” means a study to determine the impact upon the resources of the Corporation of the proposed or continued appointment of any person to the Medical Staff, Dental Staff, Extended Class Nursing Staff, or Midwifery Staff;
- (mm) “In-Camera” means a meeting that is held in private and is not open to the public;
- (nn) “Indemnified Person” has the meaning ascribed to that term in section 5.07 of this By-Law;
- (oo) “Kingston Hospitals” means both the Hospital and Hotel Dieu Hospital;
- (pp) “Legislation” means relevant statutes and regulations that govern the provision of health care to patients of the Hospital;
- (qq) “LHIN” means a Local Health Integration Network;
- (rr) “Liaison Committee” means the liaison committee established pursuant to subsection 3 of the Affiliation Agreement;
- (ss) “Management” means the employees of the Hospital who hold executive management positions including the Chief Executive Officer and are responsible for the management of the activities of the Hospital;

- (tt) “Medical Staff” means those Physicians who are appointed by the Board and who are granted privileges to practise medicine in the Hospital;
- (uu) “Medical Staff Association” means the organized body of voting members of the Medical Staff of the Hospital, as prescribed by the *Public Hospitals Act*, as described further in Article 24;
- (vv) “Member” means member of the Corporation;
- (ww) “Midwife” means a Midwife in good standing with the College of Midwives of Ontario;
- (xx) “Midwifery Staff” means those Midwives who are appointed by the Board and who are granted privileges to practise midwifery in the Hospital;
- (yy) “MOHLTC” means the Ministry of Health and Long-Term Care;
- (zz) “Oral and Maxillofacial Surgeon” means those members of the Dental Staff who hold a specialty certificate from the Royal College of Dental Surgeons of Ontario authorizing practice in oral and maxillofacial surgery;
- (aaa) “patient” means, unless otherwise specified, any in-patient or out-patient of the Hospital;
- (bbb) “Patient Safety Indicators” means the patient safety indicators that relate to any or all of the following: diagnosis of hospital acquired infections, activities undertaken to reduce hospital acquired infections or mortality, including those identified by the MOHLTC as part of their patient safety agenda that hospitals are required to disclose publicly through their public websites or such other means as the MOHLTC may direct;
- (ccc) “Performance Indicators” means the performance indicators set out in the Hospital Service Accountability Agreement;
- (ddd) “Performance Metrics” means the Board approved organization performance metrics that provide a overview of the organization performance in achieving financial, quality, safety, and human resource targets including, without limitation, the Performance Indicators, Patient Safety Indicators, Wait Times Indicators and such other performance metrics that the Board may approve from time to time;
- (eee) “Physician” means a medical practitioner in good standing with the College of Physicians and Surgeons of Ontario;
- (fff) “Policies” means the administrative, medical and professional policies of the Hospital;

- (ggg) “Principal” means the Principal of the University;
- (hhh) “Privileges” or “privileges” means the clinical services and involvement in education and research, where applicable, which the Board has granted to a member of the Medical, Dental, Extended Class Nursing and Midwifery Staff;
- (iii) “Professional Staff” means those Physicians, Dentists, Midwives and Extended Class Nurses who are appointed by the Board and who are granted specific privileges to practise medicine, dentistry, or midwifery, respectively, or, with respect to extended class nursing the right to prescribe for or treat out-patients of the Hospital;
- (jjj) “Professional Staff Appointment” means the appointment of a Professional Staff member to a Department in the Hospital within the categorization of associate, attending, clinical associate, consultant; honorary or house staff;
- (kkk) “Program” means an organizational unit of the Hospital with the objective of organizing patient care populations with aligned resources, expertise, and infrastructure to support leadership of clinical practice, research and education;
- (lll) “Program Medical Director” means the Physician responsible for the management of the Program within allocated budgetary resources;
- (mmm) “Program Operational Director” means the hospital management employee appointed by the Chief Executive Officer to be responsible for the management of the Program within the allocated budgetary resources;
- (nnn) “*Public Hospitals Act*” means the *Public Hospitals Act* (Ontario), and, where the context requires, includes the Regulations made under it;
- (ooo) “Regional Partners” means the health care institutions and agencies with whom the Hospital has developed collaborative relationships for the provision of patient care, and education and research;
- (ppp) “Royal College” means the Royal College of Physicians and Surgeons of Canada, the national examining and certifying body for medical specialists in Canada and for accrediting Canadian specialty training programs in Canada;
- (qqq) “Rules and Regulations” means the Rules, Regulations and Policies governing the practice of the Medical, Dental, Extended Class Nursing and Midwifery Staff in the Hospital both generally and within a particular Department;

- (rrr) "School of Medicine" means the University's School of Medicine, Faculty of Health Sciences;
- (sss) "SE LHIN" means the South East Local Health Integration Network;
- (ttt) "SEAMO" means the Southeastern Ontario Academic Medical Organization, whose members are The Clinical Teachers' Association of Queen's University; the University; the Corporation; Hotel Dieu Hospital; and Providence Care, an association created to establish policies to enable the delivery of clinical service, health education and research and associated management responsibilities of the alternative funding contract between the Members of SEAMO and the Minister of Health and Long-Term Care pursuant to An Agreement to Establish SEAMO, Effective April 1, 2005, as amended from time to time;
- (uuu) "Service" means a unit of Physicians responsible for providing a defined Hospital service within a Department or Division of the Hospital;
- (vvv) "Service Chief" means the Physician, Dentist or Midwife appointed by a Head of Department to take responsibility for a defined Hospital Service within a Department;
- (www) "Students" means students duly enrolled in any of the faculties or schools of the University, including undergraduates, graduate students, post-graduates (residents), fellows and post doctoral fellows;
- (xxx) "University" means Queen's University at Kingston.

## **1.02 Interpretation**

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

- (a) all terms which are contained in this By-Law and which are defined in the Act or the *Public Hospitals Act* or the regulations made thereunder, shall have the meanings given to terms in the Act or *Public Hospitals Act* 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 By-Law are inserted for reference purposes only and are not to be considered or taken into account in construing the terms or provisions thereof or to be deemed in any way to clarify, modify or explain the effect of any such terms or provisions;



- (d) any references herein to any laws, by-laws, 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; and
- (e) any reference to Member shall be to the voting Members of the Corporation.

### **1.03 Procedure**

- (a) All meetings of the Board and its committees must comply with the Corporation's Policy respecting open and closed corporate meetings.
- (b) Any Director, officer, Member, Medical Staff member or employee, as the context requires and as is permitted by the By-Law or Rules and Policies of the Corporation, may participate in a meeting of the Board or of a committee of the Board by means of telephone conference or electronic or other communication facilities that permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously, and a person participating in such a meeting by such means is deemed for the purposes of the Act and this By-Law to be present at the meeting. It is recognized that participating by telephone conference, electronic or other communication facilities is the exception and every effort must be made to attend and participate in meetings in person.
- (c) The business arising at any meeting of the Corporation, the Board or any committee established pursuant to this By-Law, shall be decided by a majority of votes unless otherwise required by statute, provided that:
  - (i) unless otherwise specified, each voting Member, each Director and each committee member shall be entitled to one (1) vote at any meeting of the Corporation, Board or committee, respectively;
  - (ii) in accordance with the *Public Hospitals Act*, no person shall be entitled to vote by proxy at a meeting of the Corporation, all Members must attend annual and/or special meetings of the Corporation in person in order to be eligible to vote;
  - (iii) votes shall be taken in the usual way, by show of hands or by oral or written communication where participation is by telephone conference, electronic or other means of simultaneous communication, among all voting Members, Directors and committee members present and, in the event of a tie, the motion is lost, except that at a meeting of the Members the chair is entitled to a casting vote in the event of a tie;

- (iv) after a vote has been taken on any question, the chair of the meeting may require, or any person entitled to vote on the question may demand, a poll thereon. A poll so required or demanded shall require approval of the meeting, on motion. If approved, the poll shall be taken in such manner as the chair of the meeting shall direct. A demand for a poll may be withdrawn at any time prior to the taking of the poll. Upon a poll, each individual present in person and entitled to vote at such meeting shall have one (1) vote and the result of the poll shall be the decision of the voting Members, the Board or the committee, as the case may be; and
  - (v) whenever a vote by show of hands shall have been taken on a question, unless a poll is required or demanded, a declaration by the chair of the meeting that a resolution, vote or motion has been carried and an entry to that effect in the minutes shall be admissible in evidence as prima facie proof of the fact that without proof of the number or proportion of the votes recorded in favour of or against such resolution, vote or motion.
- (d) Any questions of procedure at or for any meetings of the Corporation, of the Board, or of any committee that have not been provided for in a Board Policy or in this By-Law or by the Act shall be determined by the chair of the meeting in accordance with Nathan's Company Meetings (formerly Wainberg).

## **ARTICLE 2. MEMBERS OF THE CORPORATION**

### **2.01 Membership Classes**

(a) Voting Members

The Directors of the Corporation shall be ex-officio the voting Members of the Corporation.

(b) Non-Voting Members

The non-voting Members of the Corporation shall be the Chief Executive Officer, the President of the Medical Staff Association, the Chief of Staff, and the Chief Nursing Executive.

### **2.02 Termination of Voting Membership**

The interest of a voting Member in a Corporation is not transferable and lapses and ceases to exist when the person ceases to be a Director of the Hospital.

### **2.03 Rights of the Voting Members**

The voting Members shall be entitled to all of the rights conferred upon them by this By-Law and the Act.

## **ARTICLE 3. ANNUAL AND SPECIAL MEETINGS OF THE VOTING MEMBERS OF THE CORPORATION**

### **3.01 Annual Meetings**

The annual meeting of Members shall be held at the Head Office of the Corporation or at any place in Ontario as the Board determines between April 1st and July 31st in each year on a date fixed by the Board.

### **3.02 Special Meetings**

- (a) The Board or the Chair may call a special meeting of the Members of the Corporation.
- (b)
  - (i) Not less than one-tenth (1/10<sup>th</sup>) of the Members of the Corporation entitled to vote at a meeting proposed to be held may, in writing, requisition the Directors to call a general meeting of the Members for any purpose connected with the affairs of the Corporation which are properly within the purview of the Members' role in the Corporation and which are not inconsistent with the *Act*.
  - (ii) The requisition shall be deposited at or delivered to the Head Office of the Corporation and may consist of several documents in like forms signed by one (1) or more requisitioners.
- (c) Any position that becomes vacant on the Board or on a committee of the Corporation shall, subject to meeting quorum requirements, not prevent the meetings from being properly constituted to conduct business provided such vacancy is filled as soon as is practicable.
- (d) Notice of a special meeting shall be given in the same manner as provided in section 3.03. If the Directors, acting in their sole discretion, determine that the requisition meets the qualifications set out in paragraph 3.02(b), the Directors shall call and hold such meeting within twenty-one (21) days from the date of the deposit of the requisition.
- (e) The notice of a special meeting shall specify the purpose or purposes for which it has been called.

### **3.03 Notice**

- (a) A printed, written or typewritten notice stating the day, hour and place of the meeting and the general nature of the business to be transacted shall be served either personally or by sending such notice to each Member entitled to notice of such meeting and to the auditor of the Hospital.
- (b) Such notice shall be sent by appropriate means, which may include electronic transmission, at least ten (10) days (exclusive of the day of sending the notice and the day for which notice is given) before the date of every meeting directed to such address of each such Member and of the auditor as appears on the books of the Hospital; or if no address is given therein, then to the last address of each such Member or auditor known to the Secretary. Notice of any meeting or any irregularity at any meeting or in the notice thereof may be waived by any Member or by the auditor of the Hospital.
- (c) 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.

### **3.04 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.

### **3.05 Voting**

At all annual or special meetings, voting shall be determined in accordance with the process set out in paragraph 1.03(c).

### **3.06 Quorum**

A quorum for any special or annual meeting of the Corporation shall be a majority of the Members.

### **3.07 Chair of the Meeting**

- (a) The chair of a meeting of the Corporation shall be:
  - (i) the Chair of the Corporation; or

- (ii) the Vice-Chair of the Corporation, if the Chair is absent or is unable to act; or
- (iii) a chair elected by the voting Members present if the Chair and Vice-Chair 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.

### **3.08 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) the minutes of the previous meeting;
  - (ii) the report of the unfinished business from any previous meeting;
  - (iii) the report of the Chair and the Chief Executive Officer on the affairs of the Hospital for the previous year;
  - (iv) the financial statements of the Hospital and the report of the auditor thereon will be received for information;
  - (v) the report of the Chief of Staff;
  - (vi) appointment of the auditor of the Hospital;
  - (vii) the report of the Nominations Sub-Committee; and
  - (viii) other reports as required at the discretion of the Chair and the Secretary.
- (b) No item of other business shall be considered at the annual meeting unless notice in writing of such item:
  - (i) has been given to the Members in accordance with section 3.03; or
  - (ii) has been requisitioned by the Members and such requisition meets the qualifications set out in paragraphs 3.02(b), 3.02(d) and 3.02(e).

### **3.09 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 Chair provided at

least three (3) days' notice of the adjourned meeting shall be given in accordance to the provisions of section 3.03 above.

- (b) Any business may be brought before or dealt with at any adjourned meeting which might have been brought before or dealt with at the original meeting in accordance with the original notice.

### **3.10 Written Resolutions and By-Law**

Any resolution or By-Law 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.

### **3.11 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**

### **4.01 Nominations Process for Elected Directors**

- (a) The Nomination Process sets out a systematic, transparent, accountable and fair process by which the Board of Directors, with the advice and assistance of the Governance Committee and the Nominations Sub-Committee, will recommend a slate of candidates for approval by the voting Members of the Corporation at the annual meeting.
- (b) Each year, at least five (5) months before the annual meeting, the Board of Directors shall:
  - (i) request the Governance Committee to determine the number of vacancies in the office of Directors and shall include in this number incumbent Directors who are eligible for re-election. The Governance Committee shall then, using the Guidelines for the Selection of Directors, review the Board profile of skills and expertise of incumbent Directors and identify the specific skills and expertise which are required to fill vacancies. Where an incumbent Director is seeking re-election, in addition to the foregoing criteria, the Governance Committee shall take into consideration the evaluation of the Director's performance as a Board member, their history as a Board member and the contribution that they have made to the Corporation;
  - (ii) request the Governance Committee to determine vacancies in the non-Director positions on Board Standing Committees; and

- (iii) appoint a Nominations Sub-Committee of the Governance Committee to undertake a systematic and transparent process of recruitment for nomination of potential candidates based on the Guidelines for Selection of Directors and current Board profile as compiled by the Governance Committee.

#### **4.02 Board Composition**

The affairs of the Corporation shall be governed by a Board of Directors consisting of the following Directors:

(a) Elected Voting

- (i) the Board shall be comprised of twelve (12) members elected by the voting Members in the following manner: up to four (4) members shall be elected for a term of three (3) years at each such meeting.

(b) Ex-Officio Voting

The persons holding the following offices shall be ex-officio Directors and Members of the Corporation and shall hold office until their successors are appointed in accordance with this By-Law:

- (i) the Principal of Queen's University (or delegate);
- (ii) the President of the KGH Foundation;

(c) Ex-Officio Non-Voting

The persons holding the following offices shall be ex-officio Directors and Members of the Corporation and shall hold office until their successors are appointed in accordance with this By-Law:

- (i) the Chief Executive Officer
- (ii) the President of the Medical Staff Association
- (iii) the Chief of Staff
- (iv) the Chief Nursing Executive

#### **4.03 Qualification of Directors**

- (a) Every Director shall be eighteen (18) or more years of age.

- (b) At any time that a Director is elected or appointed to the Board that Director shall live in Southeastern Ontario.
- (c) No person who is an undischarged bankrupt shall become a Director.
- (d) No Excluded Person shall be eligible for election or appointment to the Board of Directors except those ex-officio Directors set out in paragraph 4.02(b).
- (e) Every person will be required to provide a copy of a Canadian Police Information Centre (“CPIC”) criminal record check that is dated not more than six (6) months before the person’s nomination for election to the Board.

#### **4.04 Term of Office Restrictions**

- (a)
  - (i) Subject to 5.04(a)(ii), no person may serve as an elected Director for more terms than will constitute seven (7) consecutive or cumulative years of service.
  - (ii) If a Director assumes the position of Chair in the 7th year of his/her term, the term as a Director may be extended by one (1) year to accommodate the term of Chair, which is two (2) years.
- (b)
  - (i) Subject to clause 4.04(b)(iii) below, no Director may serve as Chair, Vice-Chair, or Secretary of the Board, for longer than two (2) consecutive years.
  - (ii) If the term of office as Chair is completed prior to the Director’s maximum term as a Board member, the Director shall vacate his/her seat on the Board.
  - (iii) The restriction for the term of office in clause 4.04(b)(i) above does not apply to the office of the Secretary when such position is held by the Chief Executive Officer.

#### **4.05 Vacancy and Termination of Office**

- (a) The office of a Director shall be vacated:
  - (i) if the Director at any time fails to meet the qualifications set out in section 4.03;
  - (ii) if the Director becomes bankrupt or suspends payment of debts generally or compounds with creditors or makes an assignment in bankruptcy or is declared insolvent;



- (iii) where the Board, in its discretion, declares the Director's seat vacant because the Director is absent for three (3) consecutive meetings of the Board, or because the Director is absent for one-third (1/3) or more of the meetings of the Board in any twelve (12) month period;
  - (iv) if the Director is found to be a mentally incompetent person or becomes of unsound mind;
  - (v) if the 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;
  - (vi) if at a special meeting of Members a resolution is passed by at least two-thirds (2/3) of the votes cast by the Members at the special meeting removing the Director before the expiration of the Director's term of office;
  - (vii) if a Director knowingly fails to comply with the Legislation, the Corporation's Letters Patent, By-Laws, Rules, Regulations, Policies and procedures, including without limitation, the confidentiality, Conflict of Interest and standard of care requirements set out in this By-Law and the Code of Business Conduct and Ethics; or
  - (viii) if the Director dies.
- (b) If a vacancy occurs at any time among the Directors either by:
- (i) a resignation; or
  - (ii) by death; or
  - (iii) removal in accordance with paragraph 4.05(a) above; or
  - (iv) by any other cause,
- such vacancy may be filled by a qualified person elected by the Board, following consideration of the Governance Committee's recommendation, to serve until the next annual meeting.
- (c) At the next annual meeting in addition to the election of Directors to fill the vacancies caused by expiry of Directors' terms, the meeting shall elect an additional Director to fill the unexpired term created by any vacancy referred to in paragraph 4.05(a) above.

#### **4.06 Conflict of Interest**

- (a) (i) The Conflict of Interest provision applies to every Director of the Corporation and its provisions apply at meetings of the Board of Directors and committees thereof.
- (ii) The Conflict of Interest provisions of this section also apply to every person who sits on a Board Committee (“Non-Director Member”) with necessary changes to the points of detail.
- (b) Subject to paragraph 4.06(c), every Director who, either on their own behalf or while acting for, by, with, or through another, has any interest, direct or indirect, perceived or actual in any proposed matter, contract or transaction or a matter, contract or transaction with the Hospital shall declare their interest and the nature and extent of such interest at a meeting of the Directors at which the proposed matter, contract or transaction or a matter, contract or a transaction is the subject of consideration and shall not be present at, or take part in, the deliberations or vote on any question with respect to the proposed matter, contract or transaction or the matter, contract or transaction. The interests of any Associate of the Director shall be deemed for the purposes of this By-Law to be an interest of a Director.
- (c) (i) A Director of the Hospital may have interests with stakeholders of the Hospital which may appear to be a Conflict of Interest. The Board recognizes that where the perceived conflicts relate to non-profit stake-holders/partners that share common goals with the Hospital, that the benefits of having such members on the Board outweigh the potential difficulties relating to the perceived or actual Conflict of Interest.
- (ii) The benefits include:
  - (A) reflection of the operational reality of the inter-relationship that the Hospital has with key stakeholders/partners that is critical to the Hospital achieving its mission and vision, and
  - (B) increased capacity of the Board because it leads to fuller and more informed deliberation on issues that have cross-organizational implications.
- (iii) For reasons reviewed above, notwithstanding provision to the contrary contained in paragraph 4.06(b) of this By-Law, where a member has an actual or perceived Conflict of Interest relating to a not-for-profit partner or stakeholder, the Board member shall be entitled to be present at and take part in the deliberations with

respect to the proposed matter, contract or transaction or matter but shall not be entitled to vote.

- (d) The disclosure required by paragraph 4.06(b) shall be made:
  - (i) at the meeting at which the proposed matter, contract or transaction is first considered;
  - (ii) if the director was not, at the time of the meeting, referred to in paragraph (d)(i) above, interested in the proposed contract or transaction, at the first meeting after the director becomes so interested;
  - (iii) if the director becomes interested after a matter, contract or transaction is made, at the first meeting after the director becomes so interested; or
  - (iv) if an individual who is interested in a matter, contract or transaction later becomes a director, at the first meeting after the individual becomes a director.
- (e) If a material matter, material contract or material transaction, whether entered into or proposed, is one that, in the ordinary course of the Corporation's activities, would not require approval by the Directors, a Director shall immediately, after they become aware of the matter, contract or transaction, disclose in writing to the Corporation, or request to have entered in the minutes of meetings of Directors, the nature and extent of their interest.
- (f) For the purposes of this section, a general notice given to the directors by a director pursuant to the requirement of paragraph 4.06(b) shall be deemed to be a sufficient declaration of interest in respect of the matter, contract or transaction provided it is given at a meeting of the directors or the contents of the notice are disclosed and read at the next meeting of the Directors after it is given.
- (g) A Director who has declared an interest in a proposed matter, contract or transaction or a matter, contract or transaction and who has otherwise complied with paragraphs (a) or (b) hereof, shall not be accountable to the Hospital or its creditors for any profit resulting from such matter, contract or transaction. The matter, contract or transaction will not be voidable by reason only of the Director belonging to the Board of Directors or of the fiduciary relationship established thereby.

- (h) Every disclosure of interest under paragraphs (a) and (b) hereof shall be recorded in the minutes of the meeting of the Board of Directors by the Secretary of the Board.
- (i) The failure of a Director to comply with paragraphs (a) or (b) hereof does not itself invalidate any matter, contract or transaction or the proceedings in respect of any proposed matter, contract or transaction mentioned in paragraphs (a) or (b), but the matter, contract or transaction, or the proceedings in respect of any proposed matter, contract or transaction are voidable at the instance of the Hospital.

#### **4.07 Confidentiality**

- (a) Every Director, officer and employee of the Corporation shall respect the confidentiality of matters brought before the Board, keeping in mind that unauthorized statements could adversely affect the interests of the Corporation.
- (b) The Board shall give authority to one or more Directors, officers or employees of the Corporation to make statements to the news media or public about matters brought before the Board.

#### **4.08 Principles of Governance and Board Accountability**

- (a) The Board governs the Corporation through the direction and supervision of the business and affairs of the Corporation in accordance with its letters Patent of Continuation, its By-Laws, governance Policies and applicable Legislation.
- (b) The Board adheres to a model of governance through which it provides strategic leadership and direction to the Corporation by establishing Policies, making governance decisions and providing oversight of performance related to the Corporation's mission and mandate in patient care, education, research and Board effectiveness.
- (c) The Board maintains a culture of honesty and integrity, informed and knowledgeable directors, open *dispassionate* debate. The Board strives for a consensual approach to decision-making while respecting and valuing dissenting views. Directors support approved Board Policies and Board decisions.
- (d) The Board maintains a clear distinction between Board and management roles, recognizing their mutual interdependence.
- (e) The Board is accountable to:
  - (i) its patients and communities served for:

- (A) the quality of the care and safety of patients;
  - (B) operating in a fiscally sustainable manner within its resource envelope and utilizing its resources efficiently and effectively to fulfil the Hospital's mission in patient care, education and research;
  - (C) engaging the communities served when developing plans and setting priorities for the delivery of health care; and
  - (D) the appropriate use of community/donor contributions to the Hospital.
- (ii) the SE LHIN for:
- (A) building relationships and collaborating with the SE LHIN, other health service providers, and the community to identify opportunities to integrate the services of the local health system for the purpose of providing appropriate, coordinated, effective and efficient services;
  - (B) ensuring that the Corporation operates in a manner that is consistent with provincial plans, the SE LHIN's integrated health service plan and its Hospital Service Accountability Agreement with the SE LHIN;
  - (C) achieving the Performance Indicators in the Hospital Services Accountability Agreement and measuring the Corporation's performance against accepted standards and best practices in comparable organizations;
  - (D) providing an evidence-based business plan in support of requests for resources to meet the Corporation's mission;
  - (E) informing the SE LHIN, and where appropriate the communities served, of any gaps between needs of the communities served and scope of services provided within the SE LHIN allocation; and
  - (F) apprising the SE LHIN and the communities served of Board Policies and decisions which are required to operate within its Hospital Services Accountability Agreement;
- (iii) Queen's University for:
- (A) Providing an environment as an Academic Health Sciences Centre which will facilitate education and training of

undergraduate and post-graduate health professionals and the conduct of research as defined in the Affiliation Agreement; and

- (iv) the Government of Ontario, government agencies and institutional partners for:
  - (A) compliance with government regulations, policies and directions;
  - (B) implementation of directly mandated programs;
  - (C) implementation of approved capital projects; and
  - (D) fulfilment of obligations under formal agreements and grants.

#### **4.09 Roles of the Board**

The Board of Directors governs by fulfilling the following roles:

- (a) Policy Formulation  

Establish Policies to provide guidance to those empowered with the responsibility to lead and manage the Corporation's operations.
- (b) Decision-Making  

On matters that specifically require Board approval, choose from alternatives that are consistent with Board Policies and that advance the goals of the Corporation.
- (c) Oversight  

Monitor and assess organizational performance and outcomes.

#### **4.10 Responsibilities of the Board**

The Board of Directors is responsible:

- (a) To Establish Strategic Direction
  - (i) Establish and annually review the Corporation's mission, vision and values as an Academic Health Sciences Centre.
  - (ii) Establish a process for engagement with the SE LHIN, other health service providers, Queen's University, the Foundations, the Auxiliary and the communities served when developing plans and setting priorities.

- (iii) Establish the Corporation's strategic plan, which is aligned with MOHLTC and the SE LHIN integrated health services plan.
  - (iv) Review the strategic plan as part of a regular annual planning cycle.
  - (v) Establish key corporate priorities which reflect the Board's primary accountability to the MOHLTC and SE LHIN through the Hospital Services Accountability Agreement entered into with the SE LHIN.
  - (vi) Monitor and measure corporate performance regularly against the approved strategic and operating plans and Board-approved Performance Metrics.
- (b) To Provide for Excellent Leadership and Management
- (i) Select and appoint the Chief Executive Officer. In doing so, the Board shall satisfy itself as to the integrity of the Chief Executive Officer.
  - (ii) Establish measurable annual performance expectations in cooperation with the Chief Executive Officer, assess Chief Executive Officer performance annually and determine Chief Executive Officer compensation.
  - (iii) Delegate responsibility and authority to the Chief Executive Officer for the management and operation of the Corporation and require accountability to the Board.
  - (iv) Select and appoint the Chief of Staff. In doing so, the Board shall satisfy itself as to the integrity of the Chief of Staff.
  - (v) Establish measurable annual performance expectations in cooperation with the Chief of Staff, assess Chief of Staff performance annually and determine Chief of Staff compensation.
  - (vi) Delegate responsibility and authority to the Chief of Staff for the supervision of Professional Staff and require accountability to the Board.
  - (vii) Provide for Chief Executive Officer and Chief of Staff succession.
  - (viii) Review the Chief Executive Officer's succession plan, including executive development, for the senior leadership team and the Corporation human resource plan annually.

- (ix) Review the succession plan for clinical leaders annually and appoint Department Heads as required under the Corporation By-Law and the *Public Hospitals Act*.
  - (x) Establish and monitor implementation of Policies to provide the framework for the management and operation of the Hospital including a safe and healthy working environment for employees in compliance with applicable Legislation and related Performance Metrics.
- (c) To Monitor Quality and Effectiveness
- (i) Review the human resource plans for the Professional Staff annually.
  - (ii) Review the credentialing process for the Professional Staff annually and be assured by the Chief of Staff as to the effectiveness and fairness of this process.
  - (iii) Make the final decision on appointment, reappointment and privileges based on the human resource plan for the Professional Staff and review of recommendations by the Medical Advisory Committee.
  - (iv) Provide oversight of the credentialed the Professional Staff through the Chief of Staff and the Medical Advisory Committee and if necessary or advisable, effect the restriction, suspension or revocation of privileges of any credentialed staff member as provided under the *Public Hospitals Act*, following consideration of the Medical Advisory Committee's recommendation.
  - (v) Approve goals and performance metrics for quality and effectiveness and patient and staff safety (using best practices and benchmarks).
  - (vi) Monitor performance metrics of quality and effectiveness and patient and staff safety.
  - (vii) Review and approve Policies and processes for reporting to the public on the performance of the Hospital in relation to quality of care and patient safety and measures which are being undertaken to foster continuous improvement and mitigate risk.
  - (viii) Review and approve Policies to provide a framework for addressing ethical issues arising from care, education and research at the Corporation.



- (ix) Receive timely reports from the Chief Executive Officer and Chief of Staff on plans to address variances from performance standards and oversee implementation of the improvement plans.
- (d) To Ensure Financial and Organizational Viability
- (i) Review the Hospital Annual Planning Submission based on the business plan including the operating and capital budget; approve the Hospital Services Accountability Agreement; and monitor financial performance against the budget and Performance Indicators.
  - (ii) Hold the Chief Executive Officer accountable to develop multi-year financial plans, optimize the use of resources and operate within the Hospital Services Accountability Agreement.
  - (iii) Review the Corporation financial reporting process, internal controls and business continuity plans annually.
  - (iv) Review financial and organizational risks and risk mitigation plans quarterly.
  - (v) Review quarterly financial reports and approve the annual audited financial statements.
  - (vi) Approve an investment policy and monitor compliance.
- (e) To Ensure Board Effectiveness
- (i) Recruit Directors and Non-Director Members of Board Committees who are skilled, experienced and committed to the Corporation and plan for the succession of Directors and Officers.
  - (ii) Establish a comprehensive Board orientation program and ongoing Board education.
  - (iii) Establish an annual work plan for the Board and its committees and ensure that the Board receives timely appropriate information to support informed policy formulation, decision-making and oversight.
  - (iv) Establish and periodically review Policies concerning governance structures and processes to maximize the effective functioning of the Board.

- (v) Establish a Policy and process for evaluating the performance of the Board as a whole and of individual Directors that fosters continuous improvement.
- (f) To Build and Maintain Positive Relationships with:
  - (i) the MOHLTC and other government Ministries in fulfilling its obligations under provincial policies;
  - (ii) the Southeast LHIN in fulfilling the Corporation's Hospital Service Accountability Agreement;
  - (iii) partner hospitals, the community care access centre and other health service provider organizations within the Southeast LHIN to integrate patient care and establish positive working relationships;
  - (iv) Queen's University in areas of common interest;
  - (v) community stakeholders including volunteers, political leaders and donors and related organizations; and
  - (vi) the Corporation stakeholders through a Policy and plan for effective communications.

#### **4.11 Roles and Responsibilities of Individual Elected and Ex-Officio Directors**

- (a) Fiduciary Duty and Duty of Care
  - (i) Each Director must act honestly, in good faith and make decisions that are in the best interests of the Corporation having regard to all relevant considerations including, but not confined to, considering the impact of the Board's decisions on affected stakeholders. In instances where the interests of the stakeholders conflict with each other or with the Corporation, the Board must act in the best interests of the Corporation commensurate with the Corporation's duties as a responsible well-intentioned public hospital.
  - (ii) A Director exercises the care, diligence and skill that a prudent person would exercise in comparable circumstances. Directors with special skill and knowledge are expected to apply that skill and knowledge to matters that come before the Board. A Director does not represent the specific interests of any constituency.
  - (iii) A Director complies with all applicable laws, including but not limited to the *Public Hospitals Act*, the *Act*, By-Laws and Board Policies.

(b) Exercise of Authority

A Director carries out the powers of office only when acting as a voting member during a duly constituted meeting of the Board or one of its appointed bodies. A Director respects the responsibilities delegated by the Board to the Chief Executive Officer.

(c) Conflict of Interest

A Director complies with the Corporation's Board of Directors Conflict of Interest Policy as prescribed in section 4.06.

(d) Team Work

A Director works positively, cooperatively and respectfully with all members of the Board of Directors and the senior leadership team in the performance of their duties.

(e) Policy Solidarity

Once approved, a Director supports Board Policies and Board decisions.

(f) Formal Dissent

(i) A Director is deemed to have supported the decisions and Policies of the Board, whether they are present or absent, unless they formally record a dissenting view with the Board secretary prior to the approval of the minutes.

(ii) A Director is expected to share his/her perspectives with the Board during Board deliberations particularly when the Director is intending to have his/her dissenting vote formally recorded.

(g) Attendance

While a Director is expected to attend all regular meetings of the Board, assigned committees and Board retreats in person or by electronic means, a Director is required to attend a minimum of 75% of these meetings on an annual basis. All Directors are encouraged to represent the Board when requested.

(h) Standing Committee membership

All elected and ex-officio Directors are expected to serve on at least one Standing Committee. In order to develop Director competency in the range of Board responsibilities, elected Directors will be expected to serve on at

least three Board Standing Committees over the course of their service as a Director.

(i) Participation

A Director is expected to come prepared for Board and Committee meetings and to participate constructively in all such proceedings.

(j) Competencies

A Director brings expertise and skills which will inform Board discussion and decisions. However, the Elected Directors do not provide formal or professional advice to the Board.

(k) Confidentiality

A Director respects the confidentiality of Board discussions and information.

(l) Education

A Director is expected to participate in initial orientation and ongoing Board education events within the Hospital. A Director is also encouraged to undertake other external educational opportunities relating to Board roles and responsibilities.

(m) Evaluation

A Director participates in the evaluation of the performance of the Board as a whole and of their performance as a Director.

(n) Support for fundraising

A Director supports and recognizes the importance of the fundraising activities of the University Hospitals Kingston Foundation, the Corporation Foundation and the Kingston General Hospital Auxiliary.

#### **4.12 Guidelines for the Nomination of Directors**

The following guidelines shall be followed by the Corporation in selecting Directors:

(a) Balance within the Board of Directors

(i) The Board of Directors, as a whole, should be skilled, credible, capable, experienced and well able to lead the organization;

- (ii) The overall composition of the elected Directors should ensure regional diversity and a balance of perspectives; and
- (iii) The membership of the Board of Directors and its committees should be drawn widely to achieve a balance of skills and expertise needed for the Board to fulfill its governance roles and responsibilities.

(b) Profile of a Director

The generic qualities/ personal attributes expected of all Directors include:

- (i) a commitment to the mission, vision and values of the Corporation;
- (ii) a commitment to engage in strategic and system thinking and relationship building to advance health system integration within Southeastern Ontario;
- (iii) personal and professional integrity and informed judgment;
- (iv) experience in and understanding of governance including the roles and responsibilities of the Board and individual Directors and the difference between governance and management;
- (v) enthusiasm for the role and its demands;
- (vi) ability to work positively and co-operatively and communicate effectively as a member of the team with other members of the Board and Management;
- (vii) ability to provide wise counsel and ask relevant questions at a strategic level;
- (viii) ability and willingness to commit the necessary time to prepare for and participate in Board orientation and continuing education, Board meetings, committee meetings, retreats and selected hospital and regional health system events;
- (ix) commitment to comply with the Board of Directors' conflict of interest Policies and Code of Business Conduct and Ethics; and
- (x) ability and willingness to represent the Corporation as required within Southeast Ontario region and be an ambassador for the hospital.

(c) Board Profile

Based on the Corporation's particular needs (which will change over time), individual Directors will be expected to bring specific personal or professional skills and experience which may include but not be limited to one or more of the following:

- (i) construction/project management;
- (ii) education;
- (iii) financial expertise, literacy and analysis;
- (iv) government relations;
- (v) knowledge of health care systems and health policy;
- (vi) human resources management;
- (vii) information system management;
- (viii) law;
- (ix) marketing and communications;
- (x) health quality improvement and performance management;
- (xi) research;
- (xii) risk management;
- (xiii) senior level executive experience in a complex organization; and
- (xiv) strategic planning.

(d) The Governance Committee shall annually identify specific characteristics that should be sought in recruitment, given the Corporation's current strategic priorities and Board needs. This specific characteristics shall be communicated in writing to the Nominations Sub-committee.

**ARTICLE 5. OFFICERS OF THE BOARD AND OF THE CORPORATION**

**5.01 Officers**

- (a) The Board shall elect the following officers at the first meeting immediately following the annual meeting:
- (i) the Chair;

- (ii) the Vice-Chair; and
  - (iii) subject to paragraph (b) below, the Secretary.
- (b) The elected officers shall hold office until successors are elected at the first meeting immediately following the annual meeting of the following year or, in the event of a resignation, until a successor is elected at a special meeting of the Board.
- (c) The Chief Executive Officer may be the Secretary of the Board.
- (d) Ex-officio Directors shall be ineligible for election as Chair or Vice-Chair.

## **5.02 The Role and Responsibilities of the Chair**

- (a) Role Statement
- (i) The Chair, working collaboratively with the Chief Executive Officer and the Chief of Staff, provides leadership to the Board in fulfilling its accountabilities, roles and responsibilities and ensures the integrity of the Board's processes.
  - (ii) The Chair facilitates co-operative relationships among Board members and between the Board and Chief Executive Officer and the Board and Chief of Staff.
  - (iii) The Chair ensures that all matters relating to the Board's mandate are brought to the attention of, and discussed by, the Board.
  - (iv) The Chair is the official spokesperson on behalf of the Board of Directors unless otherwise delegated.
- (b) The Responsibilities of the Chair
- (i) Board Meetings. In collaboration with the Chief Executive Officer and Committee chairs, establish agendas that are aligned with the Board's roles and responsibilities and annual Board goals and work plan and preside over meetings of the Board. Facilitate and advance the business of the Board, ensuring that meetings are effective and efficient for the performance of governance work. Utilize a practice of referencing Board Policies in guiding discussions in order to support the decision-making processes of the Board. Ensure that a schedule of Board meetings is prepared annually.

- (ii) Board Committees. Serve as chair of the Senior Leadership Assessment and Compensation Committee and as an ex-officio member of other Board Standing Committees.
- (iii) Direction. Serve as the Board's central point of official communication with the Chief Executive Officer and the Chief of Staff; guide and counsel the Chief Executive Officer and the Chief of Staff regarding the Board's expectations and concerns. In collaboration with the Chief Executive Officer, develop standards for Board decision-support packages that include formats for reporting to the Board and the level of detail to be provided to ensure that Hospital management strategies and planning and performance information are appropriately presented to the Board.
- (iv) Performance Appraisal. Lead the Senior Leadership Assessment and Compensation Committee in monitoring and evaluating the performance of the Chief Executive Officer and Chief of Staff and establishing compensation Policy through an annual process as outlined in the Board Policies re "President and Chief Executive Officer Performance Evaluation" and "Chief of Staff Performance Evaluation" respectively.
- (v) Work Plan. With the assistance of the Chief Executive Officer and the Governance Committee, ensure that a work plan is developed and implemented for the Board that includes annual goals for the Board and embraces continuous improvement.
- (vi) Representation. Ensure that members of the Board of Directors have the opportunity to represent the Board at hospital functions and in interactions with external partners and stakeholders.
- (vii) Reporting. Report regularly and promptly to the Board regarding issues that are relevant to its governance responsibilities. Report to the annual meeting of the Members concerning the operation of the Hospital.
- (viii) Board Conduct. Set a high standard for Board conduct and enforce Policies and By-Laws regarding Board member conduct.
- (ix) Mentorship. Serve as a mentor to the Vice-Chair and to other Board members. Ensure that all members of the Board contribute fully. Address issues associated with underperformance of individual Directors.
- (x) Succession Planning. Participate in succession planning for the Chief Executive Officer, Chief of Staff and the Board of Directors.



### **5.03 The Role and Responsibilities of the Vice-Chair**

(a) Role Statement

The Vice-Chair works collaboratively with the Chair. He/She supports the Chair in fulfilling his/her responsibilities.

(b) The Responsibilities of the Vice-Chair

(i) Chair Substitute. Assume the duties of the Chair in his/her absence, as requested by the Chair, including representing the Board and the Corporation at official functions and to the public at large.

(ii) Board Conduct. Maintain a high standard for Board conduct and uphold Policies and By-Laws regarding Board member conduct.

(iii) Mentorship. Serve as a mentor to other Board members.

(c) Succession Planning for Chair

To ensure succession planning for leadership within the Board of Directors, under normal circumstances the Vice-Chair is expected to be subsequently elected by the Board of Directors as Chair. Consequently, the skills, attributes and experience are similar for the positions of Vice-Chair and Chair.

### **5.04 Duties of Secretary**

(a) The Secretary supports the Board in maintaining the required corporate records and accounts of the Corporation.

(b) The Secretary shall:

(i) attend meetings of the Board and meetings of such committees of the Board as the Board may direct, but shall only count towards quorum if he/she is present;

(ii) keep a record of the minutes of all meetings;

(iii) keep a roll of names and addresses of the members of the Board;

(iv) attend to correspondence;

(v) prepare all reports required under any Act or regulation of the Province of Ontario;

- (vi) be the custodian of all minute books, documents and registers of the Corporation required to be kept by the provisions of the Act;
- (vii) be the custodian of the seal of the Corporation;
- (viii) sign such contracts, documents or instruments in writing as require the Secretary's signature;
- (ix) give all notices required to be given to the Members and to the members of the Board of Directors;
- (x) 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);
- (xi) chair the first meeting of the Directors of the Corporation following the annual meeting until such time as the Chair of the Board is elected by the Directors;
- (xii) be the custodian of the books of account and accounting records of the Corporation required to be kept by the provisions of the Act; and
- (xiii) have such other powers and duties as may from time to time be assigned to the Secretary by the Board of Directors or as are incident to this office.

#### **5.05 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.

#### **5.06 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.

#### **5.07 Indemnification of Employees**

The Corporation may indemnify an employee or former employee of the Corporation (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.

## **5.08 Insurance**

The Board will cause to be purchased and maintained such insurance 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 By-Law. The premiums for such insurance coverage shall be paid from the funds of the Corporation.

## **ARTICLE 6. CHIEF EXECUTIVE OFFICER & CHIEF OF STAFF**

### **6.01 Chief Executive Officer & Chief of Staff**

- (a) The Chief Executive Officer and Chief of Staff shall be appointed by the Board of Directors in accordance with its approved selection and engagement process.
- (b) The Board of Directors by resolution may at any time revoke or suspend the appointment of the Chief Executive Officer and the Chief of Staff.

### **6.02 Duties of Chief Executive Officer**

- (a) The Chief Executive Officer may be the Secretary of the Board.
- (b) The Chief Executive Officer shall be an ex-officio non-voting member of the Board and, unless otherwise noted, the Board committees but shall only count towards the quorum of the Board committees if he/she is present.
- (c) The Chief Executive Officer shall:
  - (i) be responsible for and accountable to the Board of Directors for all aspects of the Hospital management including organization and utilization of resources, all in accordance with the Policies established by the Board of Directors;
  - (ii) be responsible to the Board for taking such action as the Chief Executive Officer considers necessary to ensure compliance with the Legislation thereunder and the By-Law of the Corporation;
  - (iii) provide the Board with regular assurance that the methodology and data used by Management to report Performance Metrics to the Board and federal and provincial agencies appropriately and

accurately reflect the Corporation's performance and provides a reliable basis for Board decision-making;

- (iv) employ, control and direct all employees of the Corporation;
- (v) be responsible for the payment of all salaries and amounts due from and owing by the Hospital 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 of Directors;
- (vi) report to the Board of Directors any matter about which it should have knowledge;
- (vii) report to the Chief of Staff or appropriate Head of Department:
  - (A) any oversight of clinical practice of the Professional Staff members in the Hospital;
  - (B) any failure of a member of the Professional Staff to act in accordance with the Legislation, or the By-Laws, Rules and Regulations of the Corporation; and
  - (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;
- (viii) assure that provision is made for the employee health services as required by the Regulations under the *Public Hospitals Act*;
- (ix) submit quarterly 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;
- (x) ensure that the investment Policy as established by the Board is in place, and monitor compliance with the Policy;
- (xi) 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 *Employment Insurance Act* (Canada) and the *Employer Health Tax Act*

(Ontario), have been made and remitted to the proper authorities, and that all taxes collected pursuant to the *Excise Tax Act* (Canada) and the *Retail Sales Tax Act* (Ontario) have been collected and remitted to the proper authorities;

- (xii) represent the Hospital externally to the community, government, media and other organizations and agencies;
- (xiii) communicate with related healthcare agencies to promote co-ordination and/or planning of local healthcare services;
- (xiv) establish an organizational structure to ensure accountability of all programs, services and staff for fulfilling the mission, objectives and strategic plan of the Hospital;
- (xv) establish a system for ensuring the disclosure of every critical incident as soon as is practicable after the incident occurs to the patient, their substitute-decision-maker or estate trustee, as applicable; and
- (xvi) have such other powers and duties as may from time to time be assigned to this office by the Board of Directors or as are incident to this office.

### **6.03 Duties of the Chief of Staff**

- (a) The Chief of Staff is accountable to the Board of Directors.
- (b) The duties of the Chief of Staff are outlined in section 23.05 of the By-Law.

## **ARTICLE 7. REGULAR AND SPECIAL MEETINGS OF THE BOARD**

### **7.01 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 meeting to the Directors specifying the time, date and location. A meeting of the Board may be held, without notice, following the annual meeting of the Corporation.
- (b) There shall be at least eight (8) regular meetings per annum.

### **7.02 Special Meetings**

- (a) The Chair or Vice-Chair 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.
- (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 seventy-two (72) hours in advance of the meeting.

### **7.03 Procedures for Board Meetings**

- (a) The declaration of the Secretary or Chair that notice has been given pursuant to this By-Law shall be sufficient and conclusive evidence of the giving of such notice.
- (b) No error or omission in giving notice for a meeting of Directors shall invalidate such meeting or invalidate any proceedings at such meeting and any Director may at any time waive notice of any such meeting and may ratify and approve any or all proceedings.
- (c) Board meetings shall be open to the public unless a motion to go In-Camera is approved by the Board.
- (d) 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.
- (e) Guests may attend meetings of the Board in accordance with the Board approved Policy on guest attendance.
- (f) Minutes shall be kept for all meetings of the Board.
- (g) Despite any other provisions of this By-Law, 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.

### **7.04 Quorum**

A quorum for any meeting of the Board shall be at least fifty percent (50%) of the Directors, provided that the number of elected Directors shall constitute not less than half of the voting members present.

## **ARTICLE 8. COMMITTEES OF THE BOARD**

### **8.01 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 their members, and name the chair of each committee where necessary:
  - (i) Audit Committee;
  - (ii) Governance Committee
  - (iii) Nominations Sub-Committee, a sub-committee of the Governance Committee
  - (iv) Medical Advisory Committee;
  - (v) Quality of Patient Care Committee;
  - (vi) Research and Education Committee;
  - (vii) Resources Committee;
  - (viii) Redevelopment Sub-Committee, a sub-committee of the Resources Committee
  - (ix) Senior Leadership Assessment and Compensation Committee; and
  - (x) such other standing or ad hoc committees as they deem appropriate and as are required by the *Public Hospitals Act*.
- (b) The Board's standing committees and ad hoc committees report to the Board of Directors.

### **8.02 Committee Terms of Reference**

The terms of reference for the Board committees are contained in the Board Policy Manual.

### **8.03 Committee Procedure**

- (a) The quorum shall be a majority of voting Members serving on the Committee.
- (b) The Board may at any meeting appoint and prescribe the duties of any ad hoc committee and name the chair and vice-chair of each ad hoc committee.



- (c) The Board may by resolution dissolve any standing or ad hoc committee at any time other than the Medical Advisory Committee.
- (d) Meetings of the respective committees shall be held at the call of the respective committee's chair.
- (e) On an annual basis, the standing and ad hoc committees of the Board shall establish goals and objectives that are aligned with the Corporation's strategic plan and key corporate priorities.
- (f)
  - (i) The Board shall assign to the respective standing and ad hoc committees responsibility for the oversight of specified Performance Metrics.
  - (ii) The Committee's responsibility shall include reviewing and commenting on the appropriateness and quality of the Corporation's related quality and financial organization reporting and benchmarking including the methodology and data used for compilation of the data for the assigned Performance Metrics.
- (g) The Chief Executive Officer, in consultation with the Chair and Committee chair, shall annually identify staff resources required by the respective Committees.
- (h) The term of reference and performance of the standing and ad hoc committees of the Board shall be evaluated on a yearly basis.
- (i) A committee may delegate a portion of its responsibilities to a subcommittee.
- (j) Board committee meetings shall be closed unless a motion is made to open the meeting to the public. The Board's approved Policy on guest attendance shall govern guests' rights to attend and participate in open meetings unless the committee has approved a specific committee attendance Policy. Board committee reports and recommendations to the Board of Directors will be made in the open Board meeting with the exception of those matters which are defined as "In-Camera" in the Board Policy on In-Camera sessions.
- (k) Save and except for the President of the Medical Staff Association, the office of a committee member shall be vacated:
  - (i) where the Board, in its discretion, declares the committee member's seat vacant because the committee member is absent for three (3) consecutive meetings, or because the committee member is absent for one-third (1/3) or more of the meetings of the committee in any twelve (12) month period;

- (ii) if the committee member is found to be a mentally incompetent person or becomes of unsound mind;
  - (iii) if the committee member, by notice in writing to the committee chair, resigns office, which resignation shall be effective at the time it is received by the committee chair or at the time specified in the notice, whichever is later;
  - (iv) by resolution of the Board, if a committee member knowingly fails to comply with the *Public Hospitals Act*, the Act, the Corporation's Letters Patent, By-Laws, Rules, Regulations, Policies and procedures, including without limitation, the confidentiality, Conflict of Interest and standard of care requirements set out in this By-Law;
  - (v) if a resolution is passed by the Board removing the committee member from that committee; or
  - (vi) if the committee member dies.
- (l) The Board may appoint, for a term not to exceed one year, additional persons to Board committees who are not Directors but who have the right to vote provided a majority of the committee members are Directors. The non-Director may be reappointed for successive one year terms.
- (m) Subject to paragraph **Error! Reference source not found.**, no decision of a committee shall be binding on the Board until approved or ratified by the Board.

#### **8.04 Emergency Meeting**

In the event of the Chair's inability to constitute an emergency meeting of the Board, the Governance Committee shall be entitled to, pursuant to section 70(1) of the *Corporations Act* to exercise all powers of the Board and report to the Board at the next meeting on any such actions taken.

#### **8.05 Medical Advisory Committee**

The terms of reference for the Medical Advisory Committee are set out in Article 22.

## **ARTICLE 9. FINANCIAL**

### **9.01 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 9.01(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 9.01(a) or (b) above.

### **9.02 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 9.02(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 9.02(a) above;
- (viii) to receive all paid cheques and vouchers; and
- (ix) to sign the bank's form of settlement of balance and release.

### **9.03 Signing Officers**

- (a) Either the Chair or Vice-Chair of the Board, together with either the Chief Executive Officer or the Secretary 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's approval is required.
- (b) The Board may authorize signing officers on behalf of the Corporation, additional to or other than as provided in paragraph 9.03(a), and will institute and effect such internal audit procedures as it shall determine in consultation with the Auditor of the Corporation.

### **9.04 Seal**

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

### **9.05 Investments**

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

### **9.06 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 section 9.05.
- (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 9.06(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.

## **9.07 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 Accounting Act, 2004*, 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 10. PROGRAMS**

### **10.01 Occupational Health and Safety Program**

- (a) There shall be an Occupational Health and Safety Program for the Hospital.
- (b) The program referred to in paragraph 10.01(a) shall include practices/procedures with respect to:
  - (i) a safe and healthy work environment in the Hospital;
  - (ii) the safe use of substances, equipment and medical devices in the Hospital;
  - (iii) safe and healthy work practices in the Hospital;
  - (iv) the prevention of accidents to persons on the premises of the Hospital; and
  - (v) the elimination of undue risks and the minimizing of hazards inherent in the Hospital environment.

- (c) The person designated by the Chief Executive Officer to be in charge of occupational health and safety in the Hospital shall be responsible to the Chief Executive Officer for the implementation of the occupational health and safety program.
- (d) The Chief Executive Officer shall report to the Board of Directors, as necessary, on matters in respect of the occupational health and safety program.

#### **10.02 Health Surveillance Program**

- (a) There shall be a health surveillance program for the Hospital.
- (b) The program referred to in section 10.02(a) shall:
  - (i) be in respect of all persons carrying on activities in the Hospital; and
  - (ii) include a infectious disease surveillance program.

### **ARTICLE 11. FISCAL ADVISORY COMMITTEE**

#### **11.01 Membership**

- (a) Pursuant to the Hospital Management Regulation, the Fiscal Advisory Committee shall composed of:
  - (i) the Chief Executive Officer;
  - (ii) a member of the Medical Staff or Dental Staff elected by the Medical and Dental Staff; and
  - (iii) a staff nurse who is elected by the nurses at an annual meeting of the staff nurses.
- (b) In addition to those persons appointed to the Fiscal Advisory Committee in paragraph (a) above, the Chief Executive Officer may appoint other persons to the Fiscal Advisory Committee.

#### **11.02 Chair**

The Fiscal Advisory Committee shall be chaired by the Chief Executive Officer or delegate.

### **11.03 Functions**

The Fiscal Advisory Committee shall make recommendations to the Board with respect to the operation, use and staffing of the Hospital.

### **ARTICLE 12. PARTICIPATION OF NURSES**

For the purpose of this By-Law, nurse means a holder of a current certificate of competence issued in Ontario as a registered nurse who is a full-time or part-time employee of the Hospital.

- (a) A staff nurse and a nurse who is a manager elected or appointed in accordance with the procedure established by the Vice-President responsible for nursing shall be members, with full voting privileges, of those committees approved by the Board of Directors from time to time to have nurse representation.
- (b) Where the election process for staff nurses has been carried out and no staff nurse is selected to committee representation, then the Vice-President responsible for nursing may appoint a staff nurse to be a member of such committee.
- (c) Where a duly selected staff nurse resigns their seat on a committee, or is unable to complete their term for any reason, then the Board of Directors may appoint the staff nurse with the next highest number of votes, or appoint a staff nurse to complete the term.
- (d) The Vice-President responsible for nursing shall determine the mechanism by which nurses who are managers are elected or appointed to the various committees in the Hospital that require nursing participation.

### **ARTICLE 13. VOLUNTARY ASSOCIATIONS**

#### **13.01 Authorization**

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

#### **13.02 Purpose**

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

### **13.03 Control**

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

### **13.04 Representation on Board**

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

### **13.05 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 Hospital shall be the auditor for the voluntary association(s) under this section.

## **ARTICLE 14. PURPOSES OF PROFESSIONAL STAFF BY-LAW**

### **14.01 Purposes of Professional Staff By-Law**

The purposes of the Professional Staff By-Law are to:

- (a) outline clearly and succinctly the purposes and functions of the Professional Staff;
- (b) identify specific organizational units necessary to allocate the work of carrying out those functions;
- (c) identify the process for the selection of the Chief of Staff (as per Board Policy), Heads of Department, Deputy Heads of Department, Program Medical Directors, Division Chairs and Service Chiefs, and for the election of the Professional Staff Association officers;
- (d) provide a Professional Staff organization that defines responsibility, authority and accountability and that is designed to ensure that each Professional Staff member exercises responsibility and authority commensurate with the member's contribution to patient care and fulfils like accountability obligations;
- (e) provide a mechanism for accountability to the Board and as appropriate for patient and workplace safety, patient care and professional and ethical behaviours of each individual member of the Professional Staff; and



- (f) create a Professional Staff Association structure that will advocate the interests of and support the rights and privileges of the Professional Staff as provided herein.

#### **14.02 Rules and Regulations**

The Medical Advisory Committee, and where appropriate, a Department, Program, Division or Service with the approval of the Medical Advisory Committee, may make Rules and Regulations, as well as corresponding Policies and procedures, as it deems necessary to supervise the patient care and safety provided by the Professional Staff, and to ensure that the behaviour of the members of the Professional Staff is consistent with the mission, vision, values of the Hospital, the *Public Hospitals Act*, and the By-Law. Such Rules and Regulations, or any amendments thereto, will become effective when approved by the Medical Advisory Committee.

### **ARTICLE 15. APPOINTMENT AND REAPPOINTMENT TO PROFESSIONAL STAFF**

#### **15.01 Appointment to the Medical Staff**

- (a) Physicians who wish to practise at the Hospital will participate in the appointment process as set out herein.
- (b) The Board will appoint annually a Medical Staff for the Hospital.
- (c) All new appointments will be contingent upon an Impact Analysis demonstrating that the Hospital has the resources to accommodate the applicant and that the applicant meets the needs of the respective Department and/or Program as described in the Health Human Resources Plan.

#### **15.02 Application for Appointment to the Medical Staff**

- (a) An application for appointment to the Medical Staff will be processed in accordance with the provisions of the *Public Hospitals Act*, this By-Law, the Affiliation Agreement and the Rules and Regulations.
- (b) The Chief Executive Officer (or delegate) will supply a copy of this By-Law, the Rules and Regulations, the Affiliation Agreement and the *Public Hospitals Act*, to each Physician who expresses in writing an intention to apply for appointment to the Medical Staff\*.

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\* The Hospital's application may refer the applicant to the Hospital's website for some or all of the above information.

- (c) Each applicant for membership to the Medical Staff will submit on the prescribed forms a written application to the Chief Executive Officer.
- (d) Each application (except for House Staff paragraph 15.02(g)) must contain the following:
  - (i) confirmation by the applicant that he/she has read this By-Law, the Rules and Regulations, the relevant provisions of the Affiliation Agreement and the *Public Hospitals Act* that were included in the application;
  - (ii) an undertaking that, if the applicant is appointed to the Medical Staff of the Hospital,
    - (A) the applicant understands the requirements for accepting Clinical Responsibilities as requested by the Board following consultation with the Medical Advisory Committee and/or Head of Department and/or Program Medical Director;
    - (B) the applicant will provide the services to the Hospital as stipulated in the application including “on-call” responsibilities, will act in accordance with the *Public Hospitals Act*, will abide by and be guided by the Hospital’s By-Law, its Rules and Regulations, as established or revised by the Hospital from time to time, and will act in accordance with ethical standards of the profession;
    - (C) the applicant will abide by the Hospital’s Policies as related to confidentiality of patient information and the Hospital matters. Any Medical Staff member who speaks publicly regarding hospital matters must indicate that his/her opinions are personal unless permission is given by the Chief Executive Officer (or delegate) to speak on behalf of the Hospital; and
    - (D) if appointed, the applicant will provide the Chief of Staff with written notice, except within extenuating circumstances, of his/her intent to resign (three (3) month notice) or to reduce his/her privileges (six (6) months notice) by providing such notice to his/her Head of Department.
  - (iii) an acknowledgement by the applicant that:
    - (A) failure to provide the agreed upon services as stipulated in the application in accordance with applicable Legislation, this By-Law and the Rules and Regulations will constitute a

breach of his/her obligations to the Hospital, and the Hospital may, upon consideration of the individual circumstances, remove access by the Physician to any and all of the Hospital's resources, or take such actions as are reasonable, in accordance with this By-Law and the Rules and Regulations;

- (B) failure to comply with the undertaking set out in clause (i) above may result in his/her privileges being restricted, suspended, revoked or the applicant being denied reappointment and may, depending on the circumstances, be a matter which is reportable to the College. Any such actions by the Hospital will be in accordance with the applicable Legislation, this By-Law and the Rules and Regulations;
  - (C) concurrent with the provision of application, where applicable, the University and Hotel Dieu Hospital will be notified of the applicant's application for privileges;
  - (D) a copy of his/her curriculum vitae and any other documents or information provided or disclosed to the Hospital by the applicant or any other party as a result of the application for appointment to the Medical Staff of the Hospital shall be shared, as appropriate, with the University as part of the joint appointment process; and
  - (E) the failure to maintain his/her academic appointment, where such academic appointment is a condition of his/her hospital appointment, shall result in the applicant's privileges being restricted, suspended, revoked or the applicant being denied reappointment. Any such actions by the Hospital will be in accordance with the applicable Legislation, this By-Law and the Rules and Regulations;
- (iv) evidence of professional liability insurance coverage or membership in the Canadian Medical Protective Association satisfactory to the Board;
  - (v) information of any previous disciplinary proceeding where there was an adverse finding;
  - (vi) information of any civil suit where there was a finding of negligence or battery;

- (vii) a recital and description of any current or ongoing investigation by the College or any other licensing body or other hospital or healthcare institution, including any reduction in classification or voluntary or involuntary resignation of privileges;
- (viii) a copy of the applicant's current registration or licence to practise in Ontario;
- (ix) an up-to-date *curriculum vitae*, including a record of the applicant's professional education and post-graduate training, acceptable to the Credentials Committee, and a chronology of academic and professional career, organizational positions and committee memberships;
- (x) a current, as may be applicable, Certificate of Professional Conduct (Physicians), Certificate of Registration (Dentists and Midwives) or Annual Registration Payment Card as a Registered Nurse in the Extended Class from the College and a signed consent authorizing the College to provide:
  - (A) a report on any action taken by a committee of the College, or any other licensing body; and
  - (B) a report on whether the applicant's privileges have been restricted or cancelled by the College or any other licensing body or by another hospital or healthcare institution because of incompetence, negligence or any act of professional misconduct;
- (xi) information regarding the applicant's failure to obtain any professional licence or Certification, fellowship, professional academic appointment or privileges at any other hospital or health care institution, including any reduction in classification or voluntary or involuntary resignation of privileges at any other hospital or health care institution;
- (xii) evidence of current immunization status as suggested in the Communicable Disease Surveillance Protocols jointly published by the Ontario Hospital Association and the Ontario Medical Association or as required by law;
- (xiii) the name of the Department(s) to which the application is being made;
- (xiv) a completed "Delineation of Privileges" form for each Department to which the applicant wishes privileges;

(xv) relevant information regarding the applicant's health, including any impairments, medical conditions, diseases or illnesses that the applicant objectively believes may:

(A) impact on his/her ability to practise; or

(B) expose patients and/or employees to undue risk of harm.

If deemed relevant, the date of the applicant's last examination, the name of the treating health professional and an authorization to the treating health professional to release information will be provided to the Hospital;

(xvi) evidence of adequate control of any significant physical or behavioural impairment that affects skill, attitude or judgement;

(xvii) a copy of a Canadian Police Information Centre ("CPIC") criminal record check conducted within the last six months;

(xviii) a direction to the Chief Executive Officer (or delegate) authorizing him/her to contact any previous hospital or healthcare institution where the applicant has provided services for the purposes of conducting a reference check which must include names and addresses of at least three (3) appropriate references including:

(A) the chief of staff of the last hospital or healthcare institution where the applicant held privileges or received training;

(B) the Head of the previous Department and/or service of the last hospital or healthcare institution where the applicant held privileges or received training;

(C) the director or head of the post-graduate residency training program if the applicant was enrolled in a post-graduate training program within the past three (3) years; and

(D) the dean of medicine (or delegate) of the last educational institution in which the applicant held an appointment or was trained (applicable to physicians who have graduated within the last three (3) years).

(e) In addition to any other provisions of the By-Law, the Board acting fairly and reasonably may refuse to appoint any applicant to the Medical Staff on any of the following grounds:

(i) the appointment is not consistent with the need for service, as determined by the Board from time to time;

- (ii) the Health Human Resources Plan of the Hospital and/or Department and/or Program does not demonstrate sufficient resources to accommodate the applicant;
  - (iii) the appointment is not consistent with the strategic plan of the Hospital;
  - (iv) the failure of the applicant to obtain an academic appointment where such academic appointment was a condition of the applicant's appointment to the Medical Staff;
  - (v) the applicant was not considered the best qualified applicant for the position available; and
  - (vi) the applicant has not demonstrated an ability to fulfill all of the criteria for appointment as set out in section 15.03.
- (f) Each applicant shall, where requested, visit the Hospital for an interview with the Head of Department and, where appropriate, other members of the Medical Staff, Chief of Staff and the Chief Executive Officer or his/her delegate.
- (g) Each application by a House Staff member shall be provided by the University's post-graduate education office for the Hospital and shall contain:
- (i) confirmation by the applicant that he/she has read this By-Law, the Rules and Regulations, the relevant provisions of the Affiliation Agreement and the *Public Hospitals Act*, that were included in the application;
  - (ii) an undertaking that, if the applicant is appointed to the Medical Staff of the Hospital, he/she will act in accordance with the *Public Hospitals Act*, this By-Law, and the Rules and Regulations, as established or revised by the Hospital from time to time and in accordance with ethical standards of the profession as established from time to time;
  - (iii) evidence of professional liability insurance coverage or membership in the Canadian Medical Protective Association, or equivalent, satisfactory to the Board, any of which may be subject to verification;
  - (iv) information as to whether the applicant is currently the subject of an investigation by the College or any other licensing body;

- (v) a copy of the applicant's current registration or licence to practise in Ontario;
- (vi) evidence of current immunization status as suggested in the Communicable Disease Surveillance Protocols jointly published by the Ontario Hospital Association and the Ontario Medical Association, or as required by law;
- (vii) evidence of adequate control of any significant physical or behavioural impairment that affects skill, attitude or judgement;
- (viii) relevant information regarding the applicant's health, including any impairments, medical conditions, diseases or illnesses that the applicant objectively believes may:
  - (A) impact on his/her ability to practise; or
  - (B) expose patients and/or employees to undue risk of harm,if deemed relevant, the date of the applicant's last examination, the name of the treating health professional and an authorization to the treating health professional to release relevant information to the Hospital;
- (ix) information regarding criminal charges or convictions of an offence that may be relevant to the applicant's:
  - (A) ability and/or suitability to practise medicine; or
  - (B) ability to comply with the Hospital's Rules and Regulations;
- (x) provide evidence a criminal record check conducted within the last three months; and
- (xi) provide a letter from the University registrar or postgraduate dean as appropriate.

### **15.03 Criteria for Appointment to the Medical Staff**

- (a) Each applicant for appointment to the Medical Staff will meet the following criteria:
  - (i) be a registrant in good standing with the College; and
  - (ii) hold a current academic appointment in the Faculty of Health Sciences, if applying for a Regular Attending Staff category position.

- (b) Each applicant practising in a specialty recognized by the Royal College must hold either a:
  - (i) Royal College certificate; or
  - (ii) if the applicant has successfully completed postgraduate medical training and has received evidence of eligibility to undertake the appropriate Certification examination of the Royal College, a College certificate of registration permitting the practice of that specialty, provided the applicant:
    - (A) at all times complies with any terms, conditions, or preconditions attached to that College certificate of registration;
    - (B) obtains a Royal College Certificate within five (5) years of being appointed to the Medical Staff,\* and
    - (C) at all times complies with the undertakings provided to the Hospital.
  
- (c) Each applicant practising in a specialty or subspecialty recognized by the American Board of Medical Specialties must hold and maintain either an:
  - (i) American Board Certificate; or
  - (ii) if the applicant has successfully completed postgraduate medical training and has received evidence of eligibility to undertake the appropriate Certification examination of the American Board of Medical Specialties, a College certificate of registration permitting the practice of that specialty, provided the applicant:
    - (A) at all times complies with any terms, conditions, or preconditions attached to that College certificate of registration;
    - (B) obtains and subsequently maintains an American Board Certificate within five (5) years of being appointed to the Medical Staff; and

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\* An extension to the time requirement that the Medical Staff member obtain a Royal College or College of Family Physicians Certificate within five (5) years of being appointed to the Medical Staff may be granted subject to any policy of extension approved by the Medical Advisory Committee.



- (C) at all times complies with the undertakings provided to the Hospital.
- (d) Applicants practising in the specialty or areas of special competence recognized by the College of Family Physicians should hold either:
  - (i) Certification by the College of Family Physicians; or
  - (ii) Certification by the College of Family Physicians and Certificate of Special Competence; or
  - (iii) if he/she has successfully completed postgraduate medical training and has received evidence of eligibility to undertake the Certification examination of the College of Family Physicians, a College certificate of registration permitting the practice of that specialty, provided he/she:
    - (A) at all times complies with any terms, conditions, or preconditions attached to that College certificate of registration;
    - (B) obtains a College of Family Physicians Certificate within five (5) years of being appointed to the Medical Staff;\* and
    - (C) at all times complies with the undertakings provided to the Hospital.
- (e) If the applicant has foreign specialty Certification and is seeking Canadian specialty Certification from the College of Family Physicians, a College certificate of registration permitting the practice of that specialty, provided that he/she:
  - (i) at all times complies with any terms, conditions, or preconditions attached to that College certificate of registration;
  - (ii) obtains a College of Family Physicians Certificate within five (5) years of being appointed to the Medical Staff\*; and
  - (iii) at all times complies with the undertakings provided to the Hospital.

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\* An extension to the time requirement that the Medical Staff member obtain a Royal College or College of Family Physicians Certificate within five (5) years of being appointed to the Medical Staff may be granted subject to any policy of extension approved by the Medical Advisory Committee.

- (f) Applicants practising in the specialty or areas of added qualification recognized by the American Board of Family Medicine should hold an maintain either:
  - (i) Certification by the College of Family Physicians; or
  - (ii) Certification by the American Board of Family Medicine and a Certification of Added Qualifications;
  - (iii) If he/she has successfully completed postgraduate medical training and has received evidence of eligibility to undertake the Certification examination of the American Board of Family Medicine, a College certificate of College registration permitting the practice of that specialty, provided he/she:
    - (A) at all times complies with any terms, conditions or preconditions attached to that College certificate of registration;
    - (B) obtains and subsequently maintains an American Board of Family Medicine Certificate within five (5) years of being appointed to the medical staff; and
    - (C) at all times complies with the undertakings provided to the Hospital.
- (g) An applicant who is expected to participate in patient care will have demonstrated the ability to provide patient care at an appropriate level of quality and efficiency.
- (h) The applicant must agree in writing to read and abide by the *Public Hospitals Act* and its Regulations, this By-Law and the Rules and Regulations.
- (i) All appointments will be consistent with community need and the strategic plan and mission of the Hospital.
- (j) Prior to forwarding an application to the Credentials Committee, all new appointments will be contingent upon an Impact Analysis demonstrating that the Hospital has the resources to accommodate the applicant and that the applicant meets the needs of the respective Department and/or Program as described in the Health Human Resources Plan.
- (k) The applicant will provide evidence of membership in the Canadian Medical Protective Association, or evidence of individual liability insurance coverage comparable to the above, any of which is subject to verification.

#### **15.04 Procedure for Processing Applications for Medical Staff Appointments**

- (a) The Credentials Committee will assess each application together with the qualifications and experience of the applicant. The Credentials Committee will make a written report to the Medical Advisory Committee, having given consideration to the recommendation of the Head of the relevant Department. The Credentials Committee will:
  - (i) review the application to ensure that it contains all the information required under section 15.02 of this By-Law;
  - (ii) take into consideration whether the criteria set out in section 15.03 of this By-Law have been complied with; and
  - (iii) include a recommendation to the Medical Advisory Committee to appoint, not appoint, or appoint the applicant subject to specified conditions.
  
- (b)
  - (i) Subject to clause (ii) below and clause 15.04(c)(ii) the Medical Advisory Committee will receive and consider the application and report of the Credentials Committee and send its recommendation in writing to the Board within sixty (60) days of the date of receipt by the Chief Executive Officer of the completed application, as outlined in the *Public Hospitals Act*. The Medical Advisory Committee may make its recommendation to the Board later than sixty (60) days after the receipt of the completed application if, prior to the expiry of the sixty (60) day period, it indicates in writing to the Board and the applicant that a final recommendation cannot yet be made and includes written reasons for the delay.
  
  - (ii) The applicant may, in the application, waive the sixty (60) day response time contained in clause (i) above.
  
- (c) The Medical Advisory Committee shall give written notice to the Board of its recommendation. In the event that the recommendation is prejudicial to the applicant, the applicant will be given written notice that he/she is entitled to:
  - (i) written reasons for the recommendation, provided the request for such reasons is made within seven (7) days of the receipt by the applicant of the notice of the recommendation;
  
  - (ii) a hearing before the Board, provided the request for such a hearing is received by the Board and the Medical Advisory Committee within seven (7) days of the receipt by the applicant of the written reasons. The procedures to be followed at such a hearing are

outlined in section 16.04 of this By-Law with necessary changes to points of detail;

- (d) Where the Medical Advisory Committee has concerns or concerns are raised about whether to recommend an appointment, the Medical Advisory Committee may provide the applicant with written notice that he/she is entitled to attend a meeting of the Medical Advisory Committee to make a presentation to the Medical Advisory Committee. The procedures to be followed at such a meeting are outlined in paragraphs 16.03(a) - (k) of this By-Law.
- (e) Where the applicant does not require a hearing by the Board, the Board may implement the recommendation of the Medical Advisory Committee. However, where the Medical Advisory Committee makes a recommendation with respect to an appointment and:
  - (i) the applicant has not made any written or oral submissions to the Board, and concerns are raised that the Board believes the applicant should have an opportunity to address, the Board may give the applicant notice that he/she is entitled to a Board hearing and shall follow the process set out in section 16.04 of this By-Law with the necessary changes to points of detail; or
  - (ii) information that has not been considered by the Medical Advisory Committee has come to the attention of the Board that the Board believes should be considered by the Medical Advisory Committee prior to the Board acting on the Medical Advisory Committee's recommendation, the Board may refer the new information back to the Medical Advisory Committee for consideration, with the Medical Advisory Committee to provide a reconsidered recommendation to the Board with respect to the appointment. The applicant shall be given notice of the reconsidered recommendation as outlined in this section and entitled to a meeting and the process set out in paragraphs 16.04(a) - (l) of this By-Law with necessary changes to points of detail.

#### **15.05 Reappointment to the Medical Staff**

- (a) Paragraphs 15.02(a) and (c) shall apply to applications for reappointment with necessary changes to points of detail. In light of the duration of the academic appointments and the Hospital's annual reappointment process, the Hospital's reappointment process will include confirmation that the Medical Staff member has satisfied the requirements of the academic appointment process unless otherwise notified.

- (b) The Chief Executive Officer (or delegate) shall provide the Medical Staff member with any updates or amendments to the documentation listed in paragraph 15.02(b) implemented since the date of the Medical Staff member's most recent application.
- (c) The Medical Staff member's application for reappointment shall contain the following:
  - (i) a restatement or confirmation of the items requested in clauses 15.02(d)(i), (ii), (iii), (iv),(xiii) and (xiv);
  - (ii) either:
    - (A) a declaration that all information relating to clauses 15.02(d)(v), (vi), (vii), (x), (xi), (xv), (xvi) and (xvii) on file at the Hospital from the Medical Staff member's most recent application is up-to-date, accurate and unamended as of the date of the current application; or
    - (B) a description of all material changes to the information requested in clauses 15.02(d)(v), (vi), (vii), (x), (xi), (xv), (xvi) and (xvii) on file at the Hospital since the Medical Staff member's most recent application;
  - (iii) an acknowledgement that the Head of Department will be reviewing the information maintained by the College with respect to his/her licence that is publicly available and that the Medical Staff member may be required to provide full disclosure as contemplated in clause 15.02(d)(i), in the event that the information discloses new restrictions, referrals or findings;
  - (iv) Every three (3) years, a Certificate of Professional Conduct (Physicians), Certificate of Registration (Dentists and Midwives) or Annual Registration Payment Card as a Registered Nurse in the Extended Class from the College and a signed consent authorizing the College to provide:
    - (A) a report on any action taken by a committee of the College;
    - (B) a report on whether the applicant's privileges have been restricted or cancelled by the College or by another hospital or healthcare institution because of incompetence, negligence or any act of professional misconduct; and

- (C) any information required to be provided to the College in order to obtain the Certificate of Registration;
- (v) a report from the Head of Department reviewing the Medical Staff\* member's performance for the past year, which shall contain, if available and applicable, information and evidence relating to the applicant's:
  - (A) changes in his/her responsibilities or role within the Department;
  - (B) meeting the standard for continuing professional development recognized by the College of Family Physicians or Royal College as applicable;
  - (C) demonstration of professional attitudes and behaviours including communication skills;
  - (D) record of all documented patient and staff feedback during the past year;
  - (E) compliance with reasonable "on-call" responsibilities;
  - (F) willingness to participate in the discharge of staff obligations and any Committee obligations as appropriate to membership group;
  - (G) quality of care issues;
  - (H) discharge of responsibilities which may include but are not limited to clinical care, teaching and research;
  - (I) ability to supervise staff and Students;
  - (J) monitoring of patients, together with evidence of appropriate and completed clinical record documentation;
  - (K) appropriate use of Hospital's resources;
  - (L) demonstrated ability to communicate satisfactorily in English both orally and in writing;

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\* This pertains to regular attending staff and all other members who have significant clinical involvement with registered patients in the Hospital.

- (M) adequate training and experience for the Privileges requested on the applicant's "Delineation of Privileges" form and/or application for reappointment;
- (N) evidence of professional practice protection coverage satisfactory to the Board; and
- (O) compliance with the *Public Hospitals Act*, this By-Law and the Rules and Regulations.

- (d) Any application for reappointment in which:
- (i) the Medical Staff member requests a change to his/her Medical Staff category and/or privileges and/or responsibilities; and
  - (ii) the Head of Department believes that such a change is likely to:
    - (A) increase demand on Hospital's resources from the previous year; or
    - (B) decrease the services that the Hospital is able to provide to its patients,
- shall be identified by the Credentials Committee, which shall inform the Medical Advisory Committee, on the impact, if any, of the requested change.
- (e) The Board may, acting fairly and reasonably, in accordance with the *Public Hospitals Act*, this By-Law and the Rules and Regulations,
- (i) refuse to reappoint any member to the Medical Staff on any reasonable ground, including, but not limited to, the following:
    - (A) the Department and/or Program, based on its Health Human Resources Plan, Impact Analysis and strategic plan have decided that the Hospital does not have sufficient resources; or
    - (B) the Department and/or Program, based on its Impact Analysis and strategic plan have decided to reallocate resources to optimize patient access and/or care; or
    - (C) the Head of Department's recommendation contained in his/her report, which reviews the Medical Staff member's performance for the previous year (clause 15.05(c)(v)); or
    - (D) the Medical Staff member's academic status has been lost or reduced;
  - (ii) reduce, change or alter the Medical Staff member's privileges; and
  - (iii) attach specific conditions to the Medical Staff member's privileges;
- (f) The Medical Staff member shall forward to the Chief Executive Officer (or delegate) a copy of the application. Thereafter the procedure followed shall be the same procedure as set out in section 15.04 of the By-Law with necessary changes to points of detail.



- (g) Each application for reappointment by a House Staff member shall be provided by the University's post-graduate education office for the Hospital and shall contain:
- (i) a restatement or confirmation of the items requested in clauses 15.02(g)(i), (ii), (iii) and (v);
  - (ii) either:
    - (A) a declaration that all information relating to clauses 15.02(g)(iv), (v), (viii), (ix) and (x) on file at the University's post-graduate education office from the House Staff member's most recent application is up-to-date, accurate and unamended as of the date of the current application; or
    - (B) a description of all material changes to the information requested in clauses 15.02(g)(iv), (v), (viii), (ix) and (x) on file at the University's post-graduate education office since the House Staff member's most recent application;
  - (iii) an acknowledgement that the University or Hospital will be reviewing the information maintained by the College with respect to his/her licence that is publicly available and that the House Staff member may be required to provide full disclosure as contemplated in paragraph 15.02(d), in the event that the information discloses new restrictions, referrals or findings; and

#### **15.06 Temporary Privileges**

Temporary privileges may be granted to individuals who have applied for appointment to the Medical Staff and whose applications are under consideration. The Chief Executive Officer, or delegate, shall have authority to grant temporary privileges to a physician not ordinarily to exceed 90 days upon receipt of evidence of competence, ethical standing and appropriate licensure, and on the recommendation of a Head of Department. Such appointments will be reviewed by the Credentials Committee and reported to the Board at the earliest possible time.

#### **15.07 Emergency Privileges**

The Chief Executive Officer or delegate, in consultation with the Head of the appropriate Department, shall have authority to grant privileges to a physician in an emergency situation. The appointment shall be specific in terms of privileges granted and the duration. All such appointments shall be reported to and

reviewed by the Credentials Committee and reported to the Board at the earliest possible time.

## **ARTICLE 16. NON-IMMEDIATE MID-TERM ACTION**

### **16.01 Initiation of Non-Immediate Mid-Term Action**

- (a) Mid-term action may be initiated in circumstances where, in the opinion of the Chief Executive Officer, Chief of Staff and/or the Head of Department, the conduct, performance or competence of a Medical Staff member:
  - (i) exposes, or is reasonably likely to expose, patients or employees or other persons in the Hospital to harm or injury; or
  - (ii) is, or is reasonably likely to be, detrimental to patient safety or to the delivery of quality patient care within the Hospital; or
  - (iii) is, or is reasonably likely to constitute, Disruptive Behaviour; or
  - (iv) results in the imposition of sanctions by the College; or
  - (v) is contrary to the By-Law, Rules and Regulations, the *Public Hospitals Act*, or any other relevant law of Canada or Ontario.
- (b) Where information is provided to the Chief Executive Officer, Chief of Staff, Head of Department or Program Medical Director which raises concerns about any of the matters in paragraph 16.01(a), the information shall be put into writing along with any supporting documentation and shall be directed to the Chief Executive Officer (or delegate), Chief of Staff, Head of Department and Program Medical Director and the recipient of the information shall provide copies of the information and documentation to the other persons named above.
- (c) An interview shall be arranged with the Medical Staff member and the Chief Executive Officer (or delegate) and/or Chief of Staff and/or Head of Department.
- (d) The Medical Staff member shall be advised of the information about his/her behaviour, performance or competence and shall be given a reasonable opportunity to present relevant information on his/her own behalf.
- (e) A written record shall be maintained reflecting the substance of the interview and copies shall be sent to the Medical Staff member, the Chief Executive Officer (or delegate), Chief of Staff, Head of Department.

- (f) If the Medical Staff member fails or declines to participate in the interview after being given a reasonable opportunity, the appropriate action may be initiated.
- (g) The Chief of Staff and/or Head of Department and/or Chief Executive Officer (or delegate) shall determine whether a further investigation is necessary.
- (h) The investigation may be assigned to an individual(s) within the Hospital, the Medical Advisory Committee, a body within the Hospital other than the Medical Advisory Committee or an external consultant.
- (i) Upon completion of the investigation, the individual or body who conducted the investigation shall forward a written report to the Chief Executive Officer (or delegate), Chief of Staff, Head of Department and the Program Medical Director. The Medical Staff member shall also be provided with a copy of the written report.
- (j) The Chief Executive Officer and Chief of Staff shall review the report and determine whether any further action may be required including, without limitation, whether the matter should be dealt with as an immediate mid-term action pursuant to Article 177, or referred to the Medical Advisory Committee for consideration pursuant to section 16.02.

**16.02 Request to Medical Advisory Committee for Recommendation for Mid-Term Action**

- (a) Where it is determined that further action may be required and the matter relates to the dismissal, suspension or restriction of a Medical Staff member's Hospital privileges and/or the quality of medical care, diagnosis and treatment and/or patient or workplace safety in the Hospital, the matter shall be referred to the Medical Advisory Committee who shall make a recommendation to the Board.
- (b) All requests for a recommendation for mid-term action must be submitted to the Medical Advisory Committee in writing and supported by reference to the specific activities or behaviour which constitute grounds for the request.
- (c) Where the matter is referred to the Medical Advisory Committee, a copy of any reports made by a body or consultant with respect to the matter shall be forwarded to the Medical Advisory Committee.
- (d) The Medical Advisory Committee may initiate further investigation itself, establish an Ad Hoc Committee to conduct the investigation, refer the

matter to an external consultant, dismiss the matter for lack of merit or determine to have a meeting of the Medical Advisory Committee.

- (e) Where the Medical Advisory Committee establishes an Ad Hoc Committee to conduct the investigation or refers the matter to an external consultant, that individual or body shall forward a written report of the investigation to the Medical Advisory Committee as soon as is practicable after the completion of the investigation.
- (f) Upon completion of its own investigation or upon receipt of the report by the body that conducted the investigation, as the case may be, the Medical Advisory Committee may either dismiss the matter for lack of merit or determine to have a meeting of the Medical Advisory Committee.
- (g) Within twenty-one (21) days after receipt by the Medical Advisory Committee of the request for a recommendation for mid-term action, unless deferred, the Medical Advisory Committee shall determine whether a meeting of the Medical Advisory Committee is required to be held.
- (h) If additional time is needed for the investigative process, the Medical Advisory Committee may defer action on the request. The Medical Advisory Committee must act within thirty (30) days of the deferral.
- (i) If the Medical Advisory Committee determines that there is merit to proceed to a Medical Advisory Committee meeting, then the Medical Staff member is entitled to attend the meeting.
- (j) Where the Medical Advisory Committee considers the matter at a Medical Advisory Committee meeting, then the procedure set out herein at section 16.03 is to be followed.
- (k) Members of the Medical Advisory Committee who participated in any investigation may participate in the Medical Advisory Committee meeting contemplated in section 16.03.

### **16.03 Medical Advisory Committee Meeting**

- (a) At least fourteen (14) days prior to the Medical Advisory Committee meeting the Medical Staff member and the Medical Advisory Committee shall be given written notice of the Medical Advisory Committee meeting. The notice shall include:
  - (i) the time and place of the meeting;
  - (ii) the purpose of the meeting;

- (iii) a statement that the Medical Staff member will be provided with a statement of the matter to be considered by the Medical Advisory Committee together with any relevant documentation;
  - (iv) a statement that the Medical Staff member is entitled to attend the Medical Advisory Committee meeting and to participate fully, to answer all matters considered by the Medical Advisory Committee, and to present documents and witnesses;
  - (v) the Medical Staff member's legal counsel may attend to provide confidential legal advice to the Medical Staff member, but will not be entitled to make submissions and/or participate directly in the meeting;
  - (vi) counsel to the Medical Advisory Committee may attend at Medical Advisory Committee meetings, including, without limitation, In-Camera deliberations in order to provide advice to the members of the Medical Advisory Committee and to ensure compliance with applicable Legislation and due process requirements; and
  - (vii) a statement that in the absence of the Medical Staff member, the meeting may proceed.
- (b) The Medical Staff member may request and the Medical Advisory Committee may grant a postponement of the Medical Advisory Committee meeting. The request for postponement of the meeting must be made in writing at least twenty-four (24) hours prior to the Medical Advisory Committee meeting.
- (c) At least seven (7) business days prior to the Medical Advisory Committee meeting the Medical Advisory Committee shall provide the Medical Staff member with a short but comprehensive statement of the matter to be considered by the Medical Advisory Committee, together with any relevant documentation, including any reports and other documentation which will be reviewed at the meeting.
- (d) The Professional Staff member involved shall be given full opportunity to answer each ground as well as to present documents and witnesses if so desired, provided the Professional Staff member provides the Medical Advisory Committee with:
- (i) a list of witnesses; and
  - (ii) a copy of all documentation in the possession, power or control of the Professional Staff member that is relevant to the matter(s) under consideration;

at least five (5) business days before the meeting.

- (e) Participation of any member of the Medical Advisory Committee in an investigation regarding an applicant does not preclude them from chairing, participating or voting at the Medical Advisory Committee meeting.
- (f) The Rules established by the Board pursuant to clause 16.04(j) shall be applicable to the Medical Advisory Committee meeting.
- (g) A record of the proceeding shall be kept in the minutes of the Medical Advisory Committee meeting.
- (h) Where the Medical Advisory Committee determines that the matter has no merit, this shall be noted in the minutes of the Medical Advisory Committee.
- (i) Where the Medical Advisory Committee determines that the matter has merit, the Medical Advisory Committee shall make a recommendation to the Board.
- (j) The Medical Advisory Committee shall provide to the Medical Staff member within fourteen (14) days from the date of the Medical Advisory Committee meeting written notice of:
  - (i) the Medical Advisory Committee's recommendation and the written reasons for the recommendation; and
  - (ii) the Medical Staff member's entitlement to a hearing before the Board if a written request is received by the Board and the Medical Advisory Committee within seven (7) days of the receipt by the Medical Staff member of the Medical Advisory Committee's written reasons.
- (k) The time period to provide the written notice required in paragraph (h) above may be extended if the Medical Advisory Committee, prior to the expiry of the fourteen (14) days, gives written notice to the Medical Staff member that the final recommendation cannot yet be made and provides the Medical Staff member with written reasons.
- (l) The Medical Advisory Committee shall provide to the Board within fourteen (14) days from the date of the Medical Advisory Committee meeting, or such later date where the time period is extended pursuant to paragraph 16.03(k) above, written notice of:
  - (i) the Medical Advisory Committee's recommendation and the written reasons for the recommendation; and

- (ii) where an extension was made pursuant to paragraph 16.03(k) above, the written reasons for the extension.
- (m) Service of a notice to the Medical Staff member may be made personally or by registered mail addressed to the person to be served at his/her last known address and, where the notice is 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 he/she did not, acting in good faith, through absence, accident, illness or other cause beyond his/her control receive it until a later date.
- (n) Where the Medical Staff member does not require a hearing by the Board, the Board may implement the recommendation of the Medical Advisory Committee. However, where the Medical Advisory Committee makes a recommendation with respect to the dismissal, suspension or restriction of a Medical Staff member's Hospital privileges and:
  - (i) the Medical Staff member has not made any written or oral submissions to the Board, and concerns are raised that the Board believes the Medical Staff member should have an opportunity to address, the Board may give the Medical Staff member notice that he/she is entitled to a Board hearing and shall follow the process set out in section 16.04 of this By-Law; or
  - (ii) information that has not been considered by the Medical Advisory Committee has come to the attention of the Board that the Board believes should be considered by the Medical Advisory Committee prior to the Board acting on the Medical Advisory Committee's recommendation, the Board may refer the new information back to the Medical Advisory Committee for consideration, with the Medical Advisory Committee to provide a reconsidered recommendation to the Board with respect to the dismissal, suspension or restriction of a Medical Staff member's Hospital privileges, as the case may be. The Medical Staff member shall be given notice of the reconsidered recommendation as outlined in this section and entitled to a meeting and the process set out in paragraphs 16.03(a) - (k) of this By-Law.

#### **16.04 The Board Hearing**

- (a) Where the Medical Staff member requires a hearing by the Board, the Board shall appoint a place and a time for the hearing.
- (b) The Board Chair shall appoint a panel comprised of a subset of the Board, normally three in number, to conduct the hearing. If the Board Chair is a member of the panel, the Board Chair may also chair the panel.

Otherwise the Board Chair shall select one of the panel members to serve as the panel chair. The panel shall be authorized to hear and determine all matters relating to the procedure and merits of the issues that are the subject of the hearing, including issues as to its jurisdiction. A decision of the majority of the panel shall be determinative.

- (c) The Board panel hearing shall be held within fourteen (14) days of the Board receiving the notice from the Medical Staff member requesting a hearing.
- (d) The Board panel shall give written notice of the hearing to the Medical Staff member and to the Chair (or substitute) of the Medical Advisory Committee at the earliest possible opportunity and in any event, at least seven (7) days before the hearing date. The notice of the Board hearing shall include:
  - (i) the place and time of the hearing;
  - (ii) the purpose of the hearing;
  - (iii) a statement that the Medical Staff member and the Medical Advisory Committee shall be afforded, at least seven (7) days before the hearing, an opportunity to examine a list of the witnesses the Medical Advisory Committee intends to call to provide evidence and any written or documentary evidence that will be provided or any report, the contents of which will be given in evidence at the hearing;
  - (iv) a statement that the Medical Staff member may proceed in person or be represented by counsel, and that in his/her absence the Board may proceed with the hearing and that the Medical Staff member will not be entitled to any further notice of the proceeding;
  - (v) a statement that subject to paragraph (f) below the Medical Staff member may call witnesses and tender documents in evidence in support of his/her case; and
  - (vi) a statement that the time for the hearing may be extended by the Board panel.
- (e) The parties to the Board panel hearing are the Professional Staff member, the Medical Advisory Committee and such other persons as the Board may specify. The Chief of Staff, or delegate, may attend the hearing to instruct counsel for the Medical Advisory Committee. In the event the hearing is triggered by the immediate suspension of the Professional Staff member by the Chief of Staff pursuant to section 16.01, the Vice-Chair, or



delegate, of the Medical Advisory Committee may attend the hearing for the purpose of instructing counsel.

- (f) The Medical Staff member, the Board panel and the Medical Advisory Committee shall provide each other, at least five (5) days before the hearing, with the following:
  - (i) a list of witnesses; and
  - (ii) a copy of all documentation in the possession, power or control of the Medical Staff member that is relevant to the matter(s) under consideration.
- (g) Directors holding the hearing shall not have taken part in any investigation or consideration of the subject matter of the hearing before the hearing and shall not communicate directly or indirectly in relation to the subject matter of the hearing with any person or with any party or his/her representative, except upon notice to and opportunity for all parties to participate.
- (h) A panel comprised of a subset of the Board or the Chair shall have the authority to make determinations regarding pre-hearing matters at the Board's discretion.
- (i) The findings of fact of the Board pursuant to a hearing shall be based exclusively on evidence admissible or matters that may be noticed under sections 15 and 16 of the *Statutory Powers Procedure Act* (Ontario).
- (j) Pursuant to sections 5.4 and 25.1 of the *Statutory Powers Procedure Act* (Ontario), the Board may establish Rules in relation to, without limitation, the following:
  - (i) the exchange of documents;
  - (ii) oral or written examination of a party;
  - (iii) the exchange of witness statements and reports of expert witnesses;
  - (iv) the provisions of particulars; and
  - (v) any other form of disclosure.
- (k) The Board panel shall consider only the reasons of the Medical Advisory Committee that have been given to the Medical Staff member in support of its recommendation. Where, through error or inadvertence, certain reasons have been omitted in the statement delivered to the Medical Staff

member, the Board panel may consider those reasons only if those reasons are given by the Medical Advisory Committee in writing to both the Medical Staff member and the Board panel and the Medical Staff member is given reasonable time to review the reasons and to prepare a case to meet those additional reasons.

- (l) No member of the Board panel shall participate in a decision of the Board panel pursuant to a hearing unless he/she was present throughout the hearing and heard the evidence and argument of the parties.
- (m) The Board panel shall make a decision to either follow or not follow the recommendation of the Medical Advisory Committee.
- (n) A written copy of the decision of the Board panel and the written reasons for the decision shall be provided to the Medical Staff member and to the Medical Advisory Committee.
- (o) Service of the notice of the decision and the written reasons to the Medical Staff member may be made personally or by registered mail addressed to the Medical Staff member at his/her last known address and, where the notice is 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 he/she did not, acting in good faith, through absence, accident, illness or other cause beyond his/her control receive it until a later date.

#### **16.05 Notification of College and Partners**

Notice of any suspension, revocation or restriction of privileges shall be given by the Chief Executive Officer to the Registrar of the College within which the member is registered and shall be given to the Dean, or similarly named officer of any educational institution in which the member holds a cross appointment between that institution and the Hospital.

#### **16.06 Addressing Issues of Competence during Mid-Term Action**

At any time during mid-term action if it becomes apparent that the Medical Staff member's behaviour, performance or competence is such that it exposes, or is reasonably likely to expose, patient(s) or employees or other persons in the Hospital (collectively "Other Persons") to harm or injury and immediate action must be taken to protect Other Persons, then the Chief of Staff, or Head of Department, or his/her delegate may determine to invoke the procedures set out in Article 177.

## **ARTICLE 17. IMMEDIATE MID-TERM ACTION IN AN EMERGENCY SITUATION**

### **17.01 Initiation of Immediate Mid-Term Action**

- (a) Where the behaviour, performance or competence of a Medical Staff member exposes, or is reasonably likely to expose, patient(s) or employees or Other Persons to harm or injury and immediate action must be taken to protect the patients or Other Persons and no less restrictive measure can be taken, the Chief of Staff, or Head of Department, or his/her delegate, may immediately and temporarily suspend the Medical Staff member's privileges, with immediate notice to the President of the Medical Staff Association, Chief Executive Officer (or delegate), and pending an Medical Advisory Committee meeting and a hearing by the Board.
- (b) The Chief of Staff or Head of Department shall immediately notify the Medical Staff member, the Medical Advisory Committee, and the Board of his/her decision to suspend the Medical Staff member's privileges.
- (c) Arrangements, as necessary, shall be made by the Chief of Staff or Head of Department for the assignment of a substitute Physician to care for the patients of the suspended Medical Staff member.
- (d) Within forty-eight (48) hours of the suspension, the individual who suspended the Medical Staff member shall provide the Medical Staff member and the Medical Advisory Committee with written reasons for the suspension and copies of any relevant documents or records.
- (e) The Chief of Staff (or delegate) who suspended the Medical Staff member's privileges pursuant to paragraph 17.01(a) may not participate in the deliberations of Medical Advisory Committee meeting contemplated in section 17.02.

### **17.02 The Medical Advisory Committee Meeting**

- (a) The Medical Advisory Committee shall set a date for a meeting of the Medical Advisory Committee to be held within five (5) days from the date of the suspension to review the suspension and to make recommendations to the Board.
- (b) As soon as possible, and in any event at least forty-eight (48) hours prior to the Medical Advisory Committee meeting, the Medical Advisory Committee shall provide the Medical Staff member with a written notice of:
  - (i) the time and place of the meeting;
  - (ii) the purpose of the meeting;

- (iii) a statement that the Medical Staff member will be provided with a statement of the matter to be considered by the Medical Advisory Committee together with any relevant documentation;
  - (iv) a statement that the Medical Staff member is entitled to attend the Medical Advisory Committee meeting and to participate fully, to answer all matters considered by the Medical Advisory Committee, and to present documents and witnesses;
  - (v) the Medical Staff member's legal counsel may attend to provide confidential legal advice to the Medical Staff member, but will not be entitled to make submissions and/or participate directly in the meeting;
  - (vi) counsel to the Medical Advisory Committee may attend at Medical Advisory Committee meetings, including, without limitation, In-Camera deliberations in order to provide advice to the members of the Medical Advisory Committee and to ensure compliance with applicable Legislation and due process requirements; and
  - (vii) a statement that in the absence of the Medical Staff member, the meeting may proceed.
- (c) The Medical Staff member may request and the Medical Advisory Committee may grant a postponement of the Medical Advisory Committee meeting. The request for postponement of the meeting must be made in writing at least twenty-four (24) hours prior to the Medical Advisory Committee meeting.
- (d) The Medical Staff member shall be given full opportunity to answer each ground as well as to present documents and witnesses if so desired and to receive all documents relevant to the matter from the Medical Advisory Committee, provided the Medical Staff member provides the Medical Advisory Committee with:
- (i) a list of witnesses; and
  - (ii) a copy of all documentation in the possession, power or control of the applicant or Medical Staff member that is relevant to the matter(s) under consideration.

In the event that the parties agree to a postponement of the meeting required to be held pursuant to paragraph 17.02(a) above, the Medical Staff member, the Board and the Medical Advisory Committee shall provide each other, at least five (5) days before the hearing, the list and documents listed above.

- (e) A record of the proceeding shall be kept in the minutes of the Medical Advisory Committee meeting.
- (f) Before deliberating on the recommendation to be made to the Board, the Chair of the Medical Advisory Committee shall require the Medical Staff member involved, and any other persons present who are not Medical Advisory Committee members, to retire. The Medical Advisory Committee shall not consider any matter or case to which they did not give the Medical Staff member a fair opportunity to answer.
- (g) The Medical Advisory Committee shall provide to the Medical Staff member within twenty-four (24) hours of the Medical Advisory Committee meeting written notice of:
  - (i) the Medical Advisory Committee's recommendation and the written reasons for the recommendation; and
  - (ii) the Medical Staff member's entitlement to a hearing before the Board.
- (h) The Medical Advisory Committee shall provide to the Board within twenty-four (24) hours of the Medical Advisory Committee meeting written notice of the Medical Advisory Committee's recommendation and the written reasons for the recommendation.

### **17.03 The Board Hearing**

- (a) The Board shall appoint a place and time for the hearing.
- (b) The Board Chair shall appoint a panel comprised of a subset of the Board, normally three in number, to conduct the hearing. If the Board Chair is a member of the panel, the Board Chair may also chair the panel. Otherwise the Board Chair shall select one of the panel members to serve as the panel chair. The panel shall be authorized to hear and determine all matters relating to the procedure and merits of the issues that are the subject of the hearing, including issues as to its jurisdiction. A decision of the majority of the panel shall be determinative.
- (c) The Board hearing shall be held within seven (7) days of the date of receipt by the Medical Staff member of the Medical Advisory Committee's recommendation and written reasons.
- (d) The Board shall give written notice of the hearing to the Medical Staff member and to the Chair (or substitute) of the Medical Advisory Committee at the earliest possible opportunity and in any event at least seventy-two (72) hours before the hearing date. The notice of the Board hearing shall include:

- (i) the date time and place of the hearing;
  - (ii) the purpose of the hearing;
  - (iii) a statement that the Medical Staff member and the Medical Advisory Committee shall be afforded at least seventy-two (72) hours before the hearing an opportunity to examine a list of the witnesses the Medical Advisory Committee intends to call to provide evidence and any written or documentary evidence that will be produced or any report, the contents of which will be given in evidence at the hearing;
  - (iv) a statement that the Medical Staff member may proceed in person or be represented by counsel, and that in his/her absence the Board may proceed with the hearing and that the Medical Staff member will not be entitled to any further notice of the proceeding;
  - (v) a statement that subject to paragraph (e) below the Medical Staff member may call witnesses and tender documents in evidence in support of his/her case; and
  - (vi) a statement that the time for the hearing may be extended by the Board.
- (e) The procedure outlined in paragraphs 16.04(e) through to (o) relating to the Board panel hearing process shall be followed.

#### **17.04 Notification of College and Partners**

Section 16.05 with necessary changes to points of detail applies to this Article 177.

### **ARTICLE 18. CATEGORIES OF THE MEDICAL STAFF**

#### **18.01 Categories**

- (a) The responsibilities of the Hospital for patient care, research and teaching make it necessary and appropriate to divide the Medical Staff into several different categories and to determine certain limitations on eligibility for appointments and Privileges. The categories established are:
- (i) Associate;
  - (ii) Attending;
  - (iii) Clinical Associate;

- (iv) Consultant;
  - (v) Honorary;
  - (vi) House Staff; and
  - (vii) such categories as may be determined by the Board from time to time having given consideration to the recommendation of the Medical Advisory Committee.
- (b) Appointments to these categories will be consistent with the established Health Human Resources Plan and will be subject to completion of an Impact Analysis.

### **18.02 Associate Staff**

- (a) The Associate Staff shall consist of those Physicians who carry out functions that are important and valuable to the mission of the Hospital and the Department.
- (b) The Associate Staff shall be divided into the following sub-categories:
- (i) Regular; and
  - (ii) Term.
- (c) Regular Associate Staff:
- (i) shall, in addition to the criteria for membership defined in sections 15.02, 15.03, and 15.05, be appointed to a Department for purposes of primary affiliation;
  - (ii) shall hold a Certificate from the Royal College or the College of Family Physicians or, in the case of those with foreign specialty Certification, shall hold a College certificate of registration permitting the practice of that specialty, provided that they at all times comply with any terms, conditions, or preconditions attached to that College certificate of registration and with the requirement that they obtain a Royal College or College of Family Physicians Certificate within the time period specified by the Royal College or College of Family Physicians to a maximum of five (5) years\* in

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\* An extension to the time requirement that the Medical Staff member obtain a Royal College or College of Family Physicians Certificate within five (5) years of being appointed to the Medical Staff may be granted subject to any policy of extension approved by the Medical Advisory Committee.

accordance with the recommendation of the relevant Head of Department(s) and/or Program Medical Director(s) and the Chief of Staff to the Medical Advisory Committee and at all times comply with the undertakings provided to the Hospital;

- (iii) shall be appointed to a Department for purposes of primary affiliation;
  - (iv) may have the privilege to admit and attend patients and undertake treatment and operative procedures but only in accordance with the privileges recommended by the Head of Department and approved by the Medical Advisory Committee and the Board;
  - (v) shall limit their practice to work within the scope of the Department(s) to which they have been appointed and in accordance with any restrictions prescribed by the Board;
  - (vi) shall attend and are eligible to vote at meetings of the Medical Staff and the Department and are expected to serve on Committees as requested; and
  - (vii) may undertake such academic, clinical, research and administrative duties and responsibilities as outlined in clauses 15.02(d)(i) and (ii), and 15.05(c)(i) and (ii).
- (d) Term Associate:
- (i) shall, in addition to the criteria for membership defined in sections 15.02, 15.03 and 15.05, be governed by the same requirements as defined for Regular Associate Staff in paragraph 18.02(c) except that the members shall be appointed for a specified and limited term, beyond which there is no expectation of renewal;
  - (ii) may be appointed as locum tenens or to fulfil a specific institutional need which is expected to be limited in duration; and
  - (iii) may undertake such academic, clinical, research and administrative duties and responsibilities as outlined in clauses 15.02(d)(i), 15.02(d)(ii), 15.05(c)(i) and 15.05(c)(ii).

### **18.03 Attending Staff**

- (a) The Attending Staff shall consist of those Physicians who carry out functions that are central and essential to the mission of the Hospital and the Department.
- (b) The Attending Staff shall be divided into the following sub-categories:



- (i) Regular; and
  - (ii) Term.
- (c) Regular Attending Staff

In addition to the criteria for membership defined in sections 15.02, 15.03, and 15.05, members of the Regular Attending Staff:

- (i) must hold an appointment as an Assistant Professor, or higher level, at the University's School of Medicine, Faculty of Health Sciences;
- (ii) shall hold a Certificate from the Royal College or the College of Family Physicians or, in the case of those with foreign specialty Certification, shall hold a College certificate of registration permitting the practice of that specialty, provided that they at all times comply with any terms, conditions, or preconditions attached to that College certificate of registration and with the requirement that they obtain a Royal College or College of Family Physicians Certificate within the time period specified by the Royal College or College of Family Physicians to a maximum of five (5) years\* in accordance with the recommendation of the relevant Head of Department(s) and/or Program Medical Director(s) and the Chief of Staff to the Medical Advisory Committee and at all times comply with the undertakings provided to the Hospital;
- (iii) shall be appointed to a Department for purposes of primary affiliation;
- (iv) may have the privilege to admit and attend patients and undertake treatment and operative procedures but only in accordance with the privileges recommended by the Head of Department and approved by the Medical Advisory Committee and the Board;
- (v) shall limit their practice to work within the scope of the Department(s) to which they have been appointed and in accordance with any restrictions prescribed by the Board;

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\* An extension to the time requirement that the Medical Staff member obtain a Royal College or College of Family Physicians Certificate within five (5) years of being appointed to the Medical Staff may be granted subject to any policy of extension approved by the Medical Advisory Committee.

- (vi) shall attend and are eligible to vote at meetings of the Medical Staff and the Department and are expected to serve on Committees as requested; and
  - (vii) may undertake such academic, clinical, research and administrative duties and responsibilities as outlined in clauses 15.02(d)(i) and (ii), and 15.05(c)(i) and (ii).
- (d) Term Attending Staff
- (i) In addition to the criteria for membership defined in sections 15.02, 15.03, and 15.05, members of the Term Attending Staff shall be governed by the same requirements as defined for Regular Attending Staff in paragraph 18.03(c) except that:
    - (A) the appointment shall be for a specified and limited term, beyond which there is no expectation of renewal; and
    - (B) should the term exceed one year, the reappointment process will be followed.
  - (ii) Members of the Term Attending Staff may be appointed as locum tenens or to fulfil a specific institutional need, which is expected to be limited in duration.
  - (iii) The Term Attending Staff may undertake such academic, clinical, research and administrative duties and responsibilities as outlined in clauses 15.02(d)(i) and (ii), and 15.05(c)(i) and (ii).

#### **18.04 Clinical Associate Staff**

- (a) Members of the Clinical Associate Staff shall be legally qualified Physicians appointed by the Board for some special purpose and with specified limitations as to the duration of appointment and privileges.
- (b) Members of the Clinical Associate Staff shall be appointed to a Department for purposes of primary affiliation.
- (c) Members of the Clinical Associate Staff shall not be required to attend staff meetings, shall not have a vote, shall not hold office, but may be required to attend departmental or divisional meetings, or to serve on Committees. Clinical Associates shall not admit patients.
- (d) Members of the Clinical Associate Staff shall function under the direct supervision of an identified member of the Attending Staff who will be responsible for the care of the patients.

- (e) A member of the Clinical Associate Staff may be:
  - (i) a Physician employed by a Department to assist in care of patients or in the operating room;
  - (ii) a Physician serving a fellowship or a course of study or awaiting qualifying examinations or the results thereof;
  - (iii) a Physician not ordinarily a member of the Medical Staff, but whose appointment for a limited period is desirable for special reasons; and
  - (iv) a Physician whom the Medical Advisory Committee and the Board wish to appoint.
- (f) A member of the Clinical Associate Staff may undertake such academic, clinical, research and administrative duties and responsibilities as outlined in clauses 15.02(d)(i) and (ii), and 15.05(c)(i) and (ii).

#### **18.05 Consultant Staff**

The Consultant Staff:

- (a) may have an appointment at the University's School of Medicine, Faculty of Health Sciences;
- (b) shall consist of Physicians not otherwise members of the Medical Staff with special academic, clinical or research knowledge, skills and experience whom the Hospital or members of the Medical Staff may wish to consult;
- (c) may act as consultant for any patient under the care of a member of the Medical Staff but shall not admit or care for patients;
- (d) shall not have voting privileges but may serve on Hospital Committees;
- (e) shall have a Department of primary affiliation but need not name an alternate; and
- (f) may undertake such academic, clinical, research and administrative duties and responsibilities as outlined in clauses 15.02(d)(i) and (ii), and 15.05(c)(i) and (ii).

#### **18.06 Honorary Staff**

The Honorary Staff:

- (a) shall be honoured by the Board in recognition of significant and sustained contributions to medicine, to the Hospital or to a significant body of colleagues such as the Medical Staff; and
- (b) shall consist of distinguished Physicians whose continuing association with the Hospital will enhance the institution.

### **18.07 House Staff**

Residents and fellows as members of the House Staff:

- (a) may undertake such academic, clinical, research and administrative duties and responsibilities as outlined in clauses 15.02(d)(i) and (ii), and 15.05(g)(i) and (ii);
- (b) shall be appointed annually or for any shorter period to the House Staff by the Board upon the recommendation of the Medical Advisory Committee;
- (c) shall participate in the care of patients under, and subject to the supervision and direction of the Medical Staff, and in concurrence with the guidelines provided by the College;
- (d) shall be registered in a postgraduate program of the University for the purpose of fulfilling the requirements for a College Certificate of Registration, including International Medical Graduate residency programs or pre-residency clerkships, and/or fulfilling the specialty or sub-specialty requirements to obtain a Royal College or College of Family Physicians Certificate; and
- (e) shall be on the educational registry or fully licensed by the College.

## **ARTICLE 19. MEDICAL STAFF DUTIES AND RESPONSIBILITIES**

### **19.01 Individual Duties and Responsibilities**

Each member of the Medical Staff has individual responsibility to the Hospital and the Board to:

- (a) ensure a high professional standard of care is provided to patients under their care that is consistent with sound healthcare resource utilization practices;
- (b) maintain involvement, as a recipient, in continuing medical and interdisciplinary professional education;

- (c) contribute to academic activities within the parameters of a mutual agreement as determined within the Department in which the Physician is appointed;
- (d) recognize the authority of the Service Chiefs, Division Chairs, Deputy Heads of Department, Heads of the Department, Program Medical Directors, the Chief of Staff, the Medical Advisory Committee and the Board;
- (e) comply with the *Public Hospital's Act*, this By-Law, the Rules and Regulations and the Hospital's mission, vision and values;
- (f) participate in on call roster and provide emergency care as determined by the Head of the Department of their primary affiliation;
- (g) participate in quality, complaint and patient and workplace safety initiatives, as appropriate;
- (h) prepare and complete patient records in a timely fashion in accordance with the Policies as may be established, applicable Legislation and accepted industry standards;
- (i) provide the Chief of Staff with written notice, except within extenuating circumstances, of the Medical Staff member's intention to resign three (3) months prior or reduce their privileges six (6) months prior by providing such notice to their Head of Department;
- (j) comply with any specific conditions attached to the exercise of the member's privileges;
- (k) notify the Board in writing through the Chief of Staff of any additional professional degrees or qualifications obtained or of any change in the licence to practise medicine made by the College or change in professional liability insurance or increase the Physician's scope of practice or a requirement for additional privileges that will impact hospital's resources;
- (l) serve, as able, on various Hospital and Medical Staff Committees; and
- (m) conduct oneself in accordance with Part IV ("Conflict of Interest") of Regulation 114/94 of the *Medicine Act*, 1991 (appended to this By Law as Schedule "A").

## **19.02 Approval Requirement for Major Commitments**

- (a) If a Medical Staff member plans to undertake an activity which will involve a commitment of more time than is allowable in the relevant Department,

the Medical Staff member must disclose and seek approval to undertake the activity. The disclosure shall specify:

- (i) the nature of the work;
  - (ii) an estimate of the time required to perform the work;
  - (iii) the extent, if any, of the use of Hospital facilities, supplies, support staff or Students;
  - (iv) any other external activities that have already been approved in that year or which are continuing from an earlier year; and
  - (v) the impact the activity will have on teaching, research and service responsibilities.
- (b) The person to whom the Medical Staff member reports shall evaluate the request in light of the extent to which the activity will enhance or detract from the fulfillment of the primary teaching, research, and service responsibilities of the Medical Staff member's role description (i.e., if the external activity represents a Conflict of Commitment).
- (c) The person to whom the Medical Staff member reports shall consider the request for approval as soon as is possible and shall render a decision in writing within ten (10) days. The decision must reflect consistency of treatment among the Medical Staff members in the Department.
- (d) If it is deemed that the activity or change in role description represents a Conflict of Commitment, the person to whom the Medical Staff member reports may require, in granting approval, that the Medical Staff member take full or partial released time, which may affect remuneration. Moreover, if a Medical Staff member wishes to continue such activity indefinitely, the Medical Staff member may be required to relinquish his/her status as a member of the Medical Staff.
- (e) If approval is denied, the Medical Staff member shall be provided with the reasons for the denial in the letter of denial.
- (f) If the decision prejudices the Medical Staff member's privileges at the Hospital, the Medical Staff member may appeal the decision to the Medical Advisory Committee pursuant to the process set out in the Professional Staff By-Law.

## **ARTICLE 20. DEPARTMENTS AND HEAD OF DEPARTMENTS**

### **20.01 Departments**

- (a) Each member of the Medical Staff shall have an appointment of primary affiliation to one of the following Departments, which are normally aligned with a Program, and may also be appointed to additional Departments and Programs as appropriate:
- (i) Anaesthesiology;
  - (ii) Diagnostic Radiology;
  - (iii) Emergency Medicine;
  - (iv) Family Medicine;
  - (v) Medicine;
  - (vi) Obstetrics & Gynaecology;
  - (vii) Oncology;
  - (viii) Ophthalmology;
  - (ix) Otolaryngology;
  - (x) Pathology & Molecular Medicine;
  - (xi) Paediatrics;
  - (xii) Physical Medicine & Rehabilitation;
  - (xiii) Psychiatry;
  - (xiv) Surgery; and
  - (xv) Urology.
- (b) The Board may, from time to time, on the recommendation of the Medical Advisory Committee, increase, decrease or otherwise vary the number or name of Departments and/or Programs of the Hospital. Departments may develop a Division and/or Service structure appropriate to their needs. Such requests by the Department shall be submitted to the Medical Advisory Committee for approval.
- (c) Each Medical Staff member will be appointed to a minimum of one of the Departments. Appointment may extend to one or more additional

Departments. These cross appointments are dependent on educational preparation, interest and working affiliation with members of other Departments and the Health Human Resources Plans of the Departments.

## **20.02 Appointment of the Head of Department**

Prior to the appointment of a Head of Department, a Selection Committee shall be convened to determine suitable applicants. The Board, upon the recommendation of the Selection Committee, will appoint the Head of a Department, subject to annual confirmation by the Board, for a term of up to five years. The Board, upon the recommendation of the Selection Committee, may reappoint the Head of a Department, subject to annual confirmation by the Board, for a term of up to five years.

## **20.03 Terms of Reference and Responsibilities of the Head of Department**

- (a) The Head of Department shall be a member of the Attending Staff in good standing.
- (b) The Head of Department shall also be the Head of the corresponding Department of the University's School of Medicine, Faculty of Health Sciences.
- (c) The Head of Department is accountable to the Board, through and with the Chief of Staff, for the management of the clinical service and related teaching and research provided in the Hospital by a Department.
- (d) The Head of Department is accountable to the Principal, through the Dean, for the teaching, education and research work of the Department of the University's School of Medicine, Faculty of Health Sciences.
- (e) The Head of Department shall carry out the following clinical, teaching, education, research and administrative responsibilities:
  - (i) provide duty rosters and provision for emergency care such as to ensure adequate coverage of the patient care responsibilities of the Department at all times, as defined by the Medical Advisory Committee;
  - (ii) advise the Chief of Staff, Medical Advisory Committee Chair, and Chief Executive Officer of any critical incident of patient care;
  - (iii) report annually, or at the request of the Chief of Staff, on the quality of medical diagnosis, care and treatment provided to all patients of the Department, and any related administrative details;



- (iv) ensure within the Department compliance with the By-Law and Rules and Regulations, including Policies related to quality assurance and chart reviews;
- (v) advise the Chief of Staff wherever a Medical Staff member is alleged to have engaged in, made or exhibited acts, statements, demeanour, behaviours or professional conduct, either within or outside of the healthcare facilities, and the same, in the judgement of the Department Head:
  - (A) exposes, or is reasonably likely to expose, patients, employees or other persons in the Hospital to harm or injury; or
  - (B) is, or is reasonably likely to be, detrimental to patient safety or to the delivery of quality patient care within the Hospital; or
  - (C) is, or is reasonably likely to be, detrimental to the Hospital's operations; or
  - (D) is, or is reasonably likely to constitute, Disruptive Behaviour; or
  - (E) results in the imposition of sanctions by the College; or
  - (F) is contrary to the By-Law, Rules and Regulations, the *Public Hospitals Act*, or any other relevant law of Canada or Ontario;
- (vi) participate in the development of and revisions to the Hospital's overall Policies, goals, planning and resource allocation;
- (vii) advise members of the Department, associate House Staff and support staff of current Hospital and Departmental Policies, regulations, objectives and other issues of importance to members of the Department;
- (viii) interpret Hospital and Departmental Rules and Regulations, objectives and other issues of importance to members of the Department;
- (ix) participate in the orientation of new members of the Department, which shall include the By-Law, Rules and Regulations and Departmental Rules and Regulations, objectives and other issues of importance to members of the Department;

- (x) lead in the recruitment of new members of the Department;
- (xi) submit a plan of organization for the Department for review and approval by the Medical Advisory Committee, which may include delegation of specific responsibilities;
- (xii) take steps to ensure an effective working relationship between the Department and associate Programs, Divisions and Services;
- (xiii) take steps to ensure an effective working relationship between the Department other Professional Staff and Health Professionals and Students;
- (xiv) take steps to ensure optimum utilization of resources by the Department, and to advise the Medical Advisory Committee accordingly;
- (xv) take steps to ensure accountability for the details and deliverables in accordance with the standards set by the Governing Committee of SEAMO, where applicable;
- (xvi) hold monthly Departmental meetings, at a minimum nine (9) times a year, and ensure the maintenance and circulation of minutes accurately documenting those meetings, as are required to maintain optimum communication with Departmental staff;
- (xvii) implement within the Department actions taken by the Medical Advisory Committee and Board;
- (xviii) prepare such reports and perform such duties pertaining to his/her Department as may be required by the Medical Advisory Committee, the Chief Executive Officer, or the Board;
- (xix) establish quality continuing education related to the Department, with the advice of the appropriate faculty program directors and education oriented committees;
- (xx) promote, report on and oversee the conduct of research undertaken by members of the Department with the advice of the research oriented committees and the Vice-President of Research;
- (xxi) collaborate with the Hospital in the management of any complaint relating to a Physician;
- (xxii) take disciplinary measures, as appropriate, of departmental members in regards to matters of patient care and academic responsibilities;

- (xxiii) receive reports of Medical Staff standing and ad hoc committees;
  - (xxiv) work with other Heads of Department in collaboration with the Program Medical Directors, the Division Chairs, the Service Chiefs and the Medical Director and the Hospital's Management in forming and recommending Policy to the Board;
  - (xxv) ensure that the resources of the Hospital allocated for the Department are appropriately distributed among the members of the Department;
  - (xxvi) provide a written performance evaluation of all Regular Attending members of the Department on an annual basis (to coincide with the annual reappointment process) and submit a report to the Credentials Committee (paragraph 15.05(b) to be submitted with the annual hospital reappointment form;
  - (xxvii) designate a member of the Regular Attending Staff to act as Deputy Head in consultation with the Chief of Staff. The Deputy Head shall act a Head of Department when the Head is unavailable and shall perform such other duties as may be delegated from time to time; and
  - (xxviii) cooperate with the associated Program Medical Director(s) with respect to recruitment, the oversight of Medical Staff resources, overall quality of medical care and utilization, and Departmental strategic direction if he/she is not one and the same person as the Program Medical Director. If the Head of Department is also a Program Medical Director, the responsibilities of the Program Medical Director as set out in Article 211 of this By-Law are in addition and/or complementary to the Head of Department's duties set out in Article 200.
- (f) In addition to duties included elsewhere in this By-Law, with Department members' assistance, the Head of Department shall:
- (i) develop with the Chief of Staff, Program Medical Directors, Division Chairs, Service Chiefs and Chief Executive Officer (or delegate), the Department's goals, objectives and strategic plan including a Health Human Resources Plan;
  - (ii) participate in the organization and implementation of, with the Chief of Staff, Program Medical Directors, Division Chairs, Service Chiefs and Chief Executive Officer (or delegate), clinical utilization management review within the Department;

- (iii) participate in the development of, with the Chief of Staff, Program Medical Directors, Division Chairs, Service Chiefs and Chief Executive Officer (or delegate), and Regional Partners, a recruitment plan, including appropriate Impact Analysis, in keeping with the approved Health Human Resources Plan of the Department;
- (iv) develop with members of the Department a mutually agreed upon accountability statement related to items of patient care and academic responsibility which, when approved by the Medical Advisory Committee, shall serve as a component of the individual member's annual evaluation;
- (v) develop and maintain a process to both promote and document quality management and patient safety improvements in the Department including a continuous learning process of members of the Department; and
- (vi) other duties assigned by the Board or Medical Advisory Committee from time to time.

#### **20.04 Performance Evaluation of Heads of Department**

- (a) Heads of Department will be subject to annual confirmation by the Board to coincide with the Head of Department's date of appointment. As part of the annual performance evaluation, the Chief of Staff, Dean (or delegate) and the Head of the Department will review the previous mutually agreed upon accountability statement related to:
  - (i) quality of medical care, diagnosis and treatment/quality assurance;
  - (ii) the Department's achievement of utilization benchmarks/objectives and productivity targets;
  - (iii) academic matters;
  - (iv) leadership/administrative skills development;
  - (v) clinical resource planning; and
  - (vi) patient and workplace safety.
- (b) In the third year of a Head of Department's five-year term, a review of the performance of the Head of Department will be undertaken. This may be undertaken by the Chief of Staff or delegated to be undertaken by another member of the Medical Advisory Committee Executive and should include formal assessment of the Head of Department by peers/colleagues,

persons who are accountable to the Head of Department and persons to whom the Head of Department is accountable in addition to the Chief of Staff.

- (c) At the beginning of the fifth year of the Head of Department's first term, a formal evaluation similar to that set out at paragraph 20.04(b) will be undertaken in preparation for the decision regarding reappointment of the Head of Department for a second five year term. Under exceptional circumstances where it is known that the Head of Department will continue beyond the second five-year term, a formal evaluation should occur at the beginning of the final year of the Head of Department's second five-year term.
- (d) The duties of Heads of Department as set out in section 20.03 of this By-Law, and the specific duties, if any, as determined at the time of appointment, will be used as the criteria against which the performance of the Head of Department will be evaluated.
- (e) A review of the Head of Department's performance may be initiated at other times by the Chief of Staff on the basis of a request from:
  - (i) the Board; or,
  - (ii) any of the standing sub-committees of the Medical Advisory Committee; or,
  - (iii) the Chief Executive Officer.
- (f) The method of formal evaluation will vary according to the size and nature of the Department and will be mutually developed by the Chief of Staff and Head of Department.
- (g) In preparation for the annual performance evaluation, the Head of Department will prepare a brief summary of:
  - (i) the Department's objectives over the past year;
  - (ii) the attainment or status of these objectives; and
  - (iii) the objectives for the year ahead.

## **20.05 Appointment of Deputy Head of Department**

- (a) A Deputy Head of Department will be appointed by the Board upon the recommendation of the Head of Department and the Medical Advisory Committee. These appointments shall normally be for the same term as

the Head of Department, plus an additional three months, and shall be renewable.

- (b) When bringing forward the recommendation of the Deputy Head of Department, the Head of Department shall demonstrate a process of consultation within the Department, and where appropriate, between Departments and Programs.
- (c) Notwithstanding any other provisions in this By-Law, the office of the Deputy Head of Department may be revoked, at any time, by the Board.

#### **20.06 Terms of Reference and Responsibilities of the Deputy Head of Department**

The Deputy Head of Department shall:

- (a) be a member of the Attending Staff;
- (b) as a delegate of the Head of Department, be responsible to the Head of Department and act in that capacity during the Head of Department's absence;
- (c) assist the Head of Department in the administration and direction of the professional operation of the Department, and in assessment of quality of medical care, diagnosis and treatment; and
- (d) assume such other duties as are delegated by the Head of Department. Identified responsibilities shall be reported in writing to the Chief of Staff, the Chief Executive Officer and the Medical Advisory Committee each time a Deputy Head of Department is appointed.

#### **20.07 Divisions and Services in a Department**

Where applicable, within six months of the appointment of a new Head of Department, that Head of Department shall present to the Medical Advisory Committee, for its approval, a Divisional and Service leadership structure for the Department and the specific members of the Medical Staff assigned within that structure. That leadership structure will generally be Divisional.

#### **20.08 Appointment of Division Chairs and Service Chiefs**

- (a) A Division Chair and Service Chief may be appointed by the Head of Department. This appointment shall normally be for the same term as the Head of Department, plus an additional three months, and shall be renewable.
- (b) Division Chairs and Service Chiefs may be service specific, site specific, or function specific, as deemed necessary by the Head of Department.

- (c) In bringing forward the appointment for a Division Chair and/or Service Chief, the Head of Department shall demonstrate a process of consultation within the Department, and where appropriate, between Departments and Programs.

## **20.09 Terms of Reference and Responsibilities of Division Chairs and Service Chiefs**

The Division Chair and the Service Chief shall:

- (a) be a member of the Attending Staff;
- (b) as a delegate of the Head of Department, be responsible to the Head of Department;
- (c) assist the Head of Department in the administration and direction of quality of medical care, diagnosis and treatment, and operation of the Division and/or Service and the specific subspecialty; and
- (d) assume such other duties as are delegated by the Head of Department. Identified responsibilities shall be reported in writing to the Chief of Staff, the Chief Executive Officer and the Medical Advisory Committee each time a Division Chair and/or Service Chief is appointed.

## **ARTICLE 21. PROGRAMS AND PROGRAM MEDICAL DIRECTORS**

### **21.01 Programs**

The Program Medical Structure shall be set out in Policy.

## **ARTICLE 22. MEDICAL ADVISORY COMMITTEE**

### **22.01 Composition of Medical Advisory Committee**

- (a) The Medical Advisory Committee shall consist of the following voting members:
  - (i) Chief of Staff, who shall be chair;
  - (ii) Vice-Chair of the Medical Advisory Committee;
  - (iii) President of the Medical Staff Association;
  - (iv) Vice-President of the Medical Staff Association;
  - (v) Vice-President/Secretary of the Medical Staff Association;
  - (vi) Head of each Department;

- (vii) Program Medical Director of each Program if he/she is not also the Head of a Department;
- (viii) Service Chief - Oral and Maxillofacial Surgery and Dentistry;
- (ix) Community Physician with Regular Associate Staff privileges who is also the Kingston General Hospital Representative;
- (x) Chair of the Hotel Dieu Hospital Medical Advisory Committee;
- (xi) Vice Dean – Clinical (or designate);
- (xii) Medical Director;
- (xiii) Chair - Hospital Quality and Utilization Improvement Committee;
- (xiv) Chair - Credentials Committee; and
- (xv) any other Physician(s) as deemed necessary from time to time by the Medical Advisory Committee.

The Vice Dean – Clinical (or delegate) must be a member of the Medical Staff in order to be eligible to vote.

- (b) In addition, the Medical Advisory Committee shall consist of the following ex-officio non-voting members:
  - (i) Chief Executive Officer;
  - (ii) Senior Vice-President - Patient Care;
  - (iii) Vice-President of Research; and
  - (iv) Senior Vice-President - Corporate Services.
- (c) Medical Advisory Committee members who are the subject of an investigation, meeting or hearing pursuant to Article 166 or 177 of this By-Law or any appeal of a decision of the Board pursuant to Article 16 or 17 of this By-Law shall not be entitled to attend or participate in meetings of the Medical Advisory Committee or any of its Committees until such time as the matter which gave rise to the above-noted proceedings is fully resolved.

## **22.02 Accountability of Medical Advisory Committee**

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



### **22.03 Medical Advisory Committee Duties and Responsibilities**

The Medical Advisory Committee shall, in addition to those matters set out in subsections 33(7) and 34(2) and section 37 of the *Public Hospitals Act* (appended to this By-Law as Schedule "B") and is accountable to the Board, in accordance with the *Public Hospitals Act*:

- (a) to make recommendations to the Board concerning the following Medical Staff matters:
  - (i) every application for appointment or reappointment to the Medical Staff;
  - (ii) the Privileges to be granted to each member of the Medical Staff;
  - (iii) the By-Law respecting any Medical Staff;
  - (iv) the dismissal, suspension or restriction of Privileges of any member of the Medical Staff;
  - (v) the quality of medical care, diagnosis and treatment provided in the Hospital by the Medical Staff;
  - (vi) the quality of medical care, diagnosis and treatment provided in the Hospital by members of the Professional Staff in respect of the ordinary ordering of diagnostic procedures; and
  - (vii) the clinical and general Rules regarding the Medical Staff;
- (b) supervise the practice of the Medical Staff;
- (c) appoint the Medical Staff members of all Committees of the Medical Advisory Committee that are established by the Board;
- (d) receive reports from the Committees of the Medical Advisory Committee;
- (e) advise the Board on any matter referred to the Medical Advisory Committee by the Board;
- (f) recognize the impact of Hospital's resources, accountability agreements and of regionalization;
- (g) make recommendations to Administration and to the Board on matters of patient care, Medical Staff education and research;
- (h) contribute to the development of the Health Human Resources Plan;

- (i) facilitate the development and maintenance of the Rules and Regulations and Policies for the Medical Staff;
- (j) include in its duties an assessment of present and future facilities, programs or procedures of the Hospital, particularly with respect to the needs of the patients and Medical Staff;
- (k) appoint one or more members of the Medical Staff to advise the Joint Occupational Health and Safety Committee (JOHSC) established under the Occupational Health and Safety Act where the Medical Advisory Committee is requested to do so by the JOHSC; and
- (l) appoint the standing committees of the Medical Advisory Committee as hereinafter specified annually and from time to time assign the duties, functions and powers of these committees.

#### **22.04 Medical Advisory Committee Chair**

- (a) The Chair of the Medical Advisory Committee shall call regular meetings of the Medical Advisory Committee, at a minimum ten (10) times each fiscal year, and ensure the maintenance and circulation of minutes documenting those meetings and shall report for the Medical Advisory Committee at the meetings of the Medical Staff Association and the Board.
- (b) The Chair of the Medical Advisory Committee may call special meetings of the Medical Advisory Committee upon forty-eight (48) hours' notice or at the written request of five voting members of the Medical Advisory Committee, three of whom shall be Heads of Departments.
- (c) If the office of Chair of the Medical Advisory Committee becomes vacant for any reason, the Vice-Chair of the Medical Advisory Committee shall act until a new Chief of Staff is named.

#### **22.05 Vice-Chair of the Medical Advisory Committee**

- (a) The Vice-Chair of the Medical Advisory Committee shall perform such duties as assigned from time to time by the Chair of the Medical Advisory Committee.
- (b) The Vice-Chair of the Medical Advisory Committee shall be selected from amongst the Head of Department members of the Medical Advisory Committee by the Chief of Staff in consultation with the Chair and Chief Executive Officer.

## **22.06 Establishment of Subcommittees of the Medical Advisory Committee**

- (a) The Medical Advisory Committee shall establish an Executive Committee (i.e., Medical Advisory Committee Executive Committee).
- (b) The Medical Advisory Committee may establish such other standing and special subcommittees as may be necessary from time to time to comply with their duties under the *Public Hospitals Act* or the By-Law of the Hospital or as they may deem appropriate from time to time.
- (c) The terms of reference for the standing and special sub-committees not set out below shall be set out in the Medical Staff Rules and Regulations.

## **22.07 Medical Advisory Committee Subcommittees**

In accordance with the *Public Hospitals Act*, the standing subcommittees of the Medical Advisory Committee are as follows:

- (a) Medical Advisory Committee Executive Committee;
- (b) Ambulatory Clinics Committee;
- (c) By-Law Committee;
- (d) Cardiac Arrest Committee;
- (e) Credentials Committee;
- (f) Infection Control Committee;
- (g) Medical Advisory Committee Nominations Committee;
- (h) Operating Room Committee;
- (i) Patient Records Committee;
- (j) Pharmaceuticals and Therapeutics Committee;
- (k) Quality and Utilization Improvement Committee; and
- (l) Resource Review Committee.

## **22.08 Composition of Medical Advisory Committee Executive Committee**

- (a) The Medical Advisory Committee Executive Committee shall be comprised of the following voting members:
  - (i) Chair - Chief of Staff;

- (ii) Vice-Chair of the Medical Advisory Committee;
  - (iii) Member-at-Large - Head of a Department;
  - (iv) President of Medical Staff Association or, in his/her absence, a Vice-President of Medical Staff Association designated by the President of the Medical Staff Association;
  - (v) Medical Director;
  - (vi) Chair of Hotel Dieu Hospital Medical Advisory Committee; and
  - (vii) such other members as may be appointed or invited from time to time by the Medical Advisory Committee.
- (b) The Chief Executive Officer and the Senior Vice-President – Patient Care shall be ex-officio non-voting members.

**22.09 Duties and Responsibilities of the Medical Advisory Committee Executive Committee**

The Medical Advisory Committee Executive Committee shall:

- (a) identify the Medical Advisory Committee's information needs and priorities, deal with and expedite routine matters, and plan its agenda so as to optimize committee members' time and skills;
- (b) perform the role of the Medical Advisory Committee in matters of administrative urgency, reporting their actions at the next meeting of the Medical Advisory Committee and the Board;
- (c) be responsible for ensuring that the decisions made by the Medical Advisory Committee are implemented;
- (d) be responsible to the Medical Advisory Committee and report to it at each regular meeting;
- (e) nominate members of the Medical Staff to serve on the standing committees of the Board in accordance with the By-Law;
- (f) select the members of the Medical Advisory Committee Nominations Committee;
- (g) keep minutes of all meetings;
- (h) act as the Medical Staff representatives of the Joint Conference Committee of the Board;

- (i) review at monthly meetings all minutes and recommendations arising from subcommittee meetings of the Medical Advisory Committee; and
- (j) perform such other duties as may be assigned by the Medical Advisory Committee,

**22.10 Composition and Terms of Reference of Subcommittees of the Medical Advisory Committee**

With the exception of the Medical Advisory Committee Executive Committee, the composition and terms of reference of these subcommittees of the Medical Advisory Committee are included in the Rules and Regulations.

**22.11 General Composition and Duties of the Medical Advisory Committee Subcommittees**

Unless otherwise stated, Medical Advisory Committee subcommittees shall:

- (a) have members selected by the Medical Advisory Committee from amongst the Medical Staff as specified for each subcommittee, upon recommendation of the Medical Advisory Committee Nominations Committee;
- (b) have a Chair, who shall be a member of the Medical Staff, elected by the Medical Advisory Committee on recommendation of the Medical Advisory Committee Nominations Committee;
- (c) meet as often as necessary to fulfill their duties and to meet the requirements of the *Public Hospitals Act*, this By-Law, the Rules and Regulations, and other relevant Legislation, and as requested by the Chair of the Medical Advisory Committee;
- (d) keep minutes of all meetings with records of attendance, copies of which shall be forwarded to the Executive of the Medical Advisory Committee;
- (e) report to the Medical Advisory Committee at least annually or more often as necessary or as requested by the Chair of the Medical Advisory Committee; and
- (f) have as members ex-officio, the Chair of the Medical Advisory Committee, the Medical Director and the Chief Executive Officer. The ex-officio members of the Medical Advisory Committee shall only count towards quorum if he/she is present.

## **22.12 Voting**

All members of the Medical Advisory Committee and its subcommittees shall have voting privileges unless otherwise stated in the terms of reference of the Medical Advisory Committee/subcommittee.

## **22.13 Quorum**

Except where stated in the regulations, a quorum shall be greater than forty percent (40%) of all members of the Medical Advisory Committee/subcommittee.

## **ARTICLE 23. CHIEF OF STAFF**

### **23.01 Appointment of Chief of Staff**

- (a) The Board, unless it determines otherwise, will appoint as Chief of Staff a Physician who meets the requirements to become a member of the Regular Attending Staff. The position of Chief of Staff will be open to all Regular Attending Staff members.
- (b) The appointment will be made with consideration being given to the advice of a Selection Committee appointed for the express purpose of recommending a candidate for the position to the Board, following consultation with the Medical Advisory Committee.
- (c) The work of the Selection Committee will include, but not be limited to, establishing and clarifying criteria to be used in the selection, overseeing the process to obtain candidates, interviewing candidates and agreeing on a process by which to make a final recommendation.

### **23.02 Selection Committee**

Prior to the appointment of the Chief of Staff, a Selection Committee shall be convened to determine suitable applicants. The Chair of the Selection Committee shall be a member of the Board and membership shall include the President or Vice-President of the Medical Staff Association. and two (2) members of the Medical Advisory Committee.

### **23.03 Term of Office**

- (a) The Chief of Staff will, subject to annual confirmation by the Board, serve for five years, which is renewable once for a second term of five years. In any case the appointment will be until a successor is appointed. In reappointing the Chief of Staff to a second term, the Board shall give consideration to the performance evaluation of such person.

- (b) Notwithstanding any other provisions contained in the By-Law, the office of the Chief of Staff may at any time be revoked or suspended by resolution of the Board.

#### **23.04 Role of Chief of Staff**

The Chief of Staff will:

- (a) provide leadership in the establishment of an interdisciplinary approach to patient and family centred care and service;
- (b) collaborate with representatives of other disciplines to create an environment that promotes commitment to continuous improvement of patient care outcomes;
- (c) enhance education and research throughout the organization; and
- (d) champion and participate in organization and development at a strategic and project level.

#### **23.05 Responsibilities and Duties of Chief of Staff**

- (a) The Chief of Staff is accountable to the Board for two major responsibilities:
  - (i) supervising and overseeing, through and with the Medical Advisory Committee, the quality of clinical care provided by the Professional Staff to all patients in the Hospital; and
  - (ii) chairing the Medical Advisory Committee Executive Committee and the Medical Advisory Committee. In chairing, it is also the responsibility of the Chief of Staff to report regularly to the Board on the work and recommendations of the Medical Advisory Committee and its component parts and subcommittees, and similarly to the Medical Advisory Committee, and its component parts and subcommittees, on the decisions and Policies of the Board.
- (b) In addition, the Chief of Staff has the following other specific duties:
  - (i) The Chief of Staff will be a member of the Board and such Committees of the Board as provided in the By-Law, and such other Committees as determined by the Board from time to time.
  - (ii) The Chief of Staff will participate in the management and operations of the Hospital as a member of the Senior Management Committee, in support of the Chief Executive Officer. As a member of the Senior Management Committee, it is also the responsibility of

the Chief of Staff to report regularly to the Senior Management Committee on issues raised by the Medical Advisory Committee and Departments, and similarly to the Medical Advisory Committee and Departments on the decisions made by the Senior Management Committee.

- (iii) As Chair of the Medical Advisory Committee, the Chief of Staff will:
  - (A) organize, set priorities and supervise the agenda of the Medical Advisory Committee;
  - (B) ensure issues raised at the Medical Advisory Committee or to the Chief of Staff are directed to the appropriate Medical Advisory Committee Subcommittees;
  - (C) ensure, assist and develop appropriate communication between the Medical Advisory Committee and its Subcommittees and Hospital Committees and Departments and/or Programs and Heads of Department and/or Program Medical Directors and Program Operational Directors; and
  - (D) continuously monitor functioning of the Medical Advisory Committee, including recommending on and reporting to the Medical Advisory Committee on changes to the Medical Advisory Committee Subcommittee structures, functions, procedures and operations.
- (iv) Through and with the Heads of Departments, the Chief of Staff ensures adequate supervision of any member of the Medical Staff for any period of time when:
  - (A) a Physician, Dentist, Midwife or Extended Class Nurse begins practice at the Hospital or is performing a new procedure; and
  - (B) concerns arise about the quality of medical care, diagnosis and treatment or behaviours of a specific Physician, Dentist, Midwife or Extended Class Nurse.
- (v) Through and with the Heads of Departments, the Chief of Staff will supervise the medical care given to all inpatients and outpatients, by:
  - (A) ensuring the adequate review of appointments recommended by the Medical Advisory Committee to the Board;



- (B) ensuring that quality assurance reporting, accountability and assessment structures exist and operate so as to identify individual problems with patient care;
  - (C) consulting and acting with Heads of Departments on any issue of individual patient care and patient and workplace safety; and
  - (D) investigating and acting, as appropriate, in consultation with the Heads of Departments and Hospital Management, on complaints involving Medical Staff.
- (vi) The Chief of Staff will investigate and act, as appropriate, on matters of patient care, patient and workplace safety, academic responsibilities or conflicts with Hospital employees and Professional Staff. This duty includes implementing procedures to monitor and ensure Professional Staff compliance with the By-Law, Rules and Regulations and procedures.
  - (vii) Through the Head of a Department, the Chief of Staff, when necessary, assumes or assigns to any other member of the Medical Staff responsibility for the direct care and treatment of any patient of the Hospital under the authority of the *Public Hospitals Act*, and notifies the responsible Medical Staff member, Chief Executive Officer (or delegate), and, if possible, the patient of this reassignment of care.
  - (viii) The Chief of Staff will collaborate with the Heads of Departments and the Program Medical Director in the development, periodic review and revision of departmental Health Human Resources Plans and clinical utilization management review activities.
  - (ix) The Chief of Staff, working through Heads of Departments and the Program Medical Directors, will encourage participation of Medical Staff in continuing education and professional development.
  - (x) As described in section 20.03 of this By-Law, the Chief of Staff will carry out the performance evaluation of all Heads of Departments.
  - (xi) As Medical Liaison, the Chief of Staff will as appropriate:
    - (A) Represent and advance the interests of the Faculty of Health Sciences in its relations with affiliated and partner health institutions;
    - (B) Play a lead role in achieving the regional goals of the Faculty of Health Sciences in academic and clinical endeavours;

- (C) Represent academic interests in the course of advancing Hospital restructuring;
  - (D) Liaise with the Vice Dean - Clinical to ensure that Departmental staffing plans include defined job definitions of members and an associated annual report system;
  - (E) Liaise with Associate Deans and VP Research Development to facilitate and enable medical education (undergraduate, postgraduate and continuing medical education) and research;
  - (F) Represent the Hospital on the Liaison Committee with respect to any matters concerning the implementation of the Affiliation Agreement and relations between the Hospital and the University; and
  - (G) Liaise in matters pertaining to physician human resources in the Academic Health Sciences Centre.
- (xii) The Chief of Staff will designate a member of the Regular Attending Staff to act as an alternate during an absence or disability of the Chief of Staff in consultation with the Chief Executive Officer.

## **ARTICLE 24. OFFICERS OF THE MEDICAL STAFF ASSOCIATION**

### **24.01 Purpose of the Medical Staff Association**

The purpose of the Medical Staff Association is to provide an organization whereby the members of the Medical Staff participate in the Hospital's planning, policy setting, and decision making through their elected officers.

### **24.02 Officers of the Medical Staff Association**

- (a) The officers of the Medical Staff Association will be:
  - (i) the President;
  - (ii) the Vice-President;
  - (iii) the Vice-President/Secretary/Treasurer; and
  - (iv) immediate Past President of the Medical Staff Association.
- (b) With the exception of the immediate Past President of the Medical Staff Association, who shall be an ex-officio officer of the Medical Staff, these officers will be elected at the annual meeting of the

Medical Staff Association by a majority vote of the Attending members of the Hospital and Hotel Dieu Hospital Medical Staff.

- (c) The officers will be elected for a one (1) year term, up to a maximum two (2) consecutive terms. A member of the Medical Staff may be elected to that same office following a break of at least three (3) years.
- (d) The President shall normally become the Past President on completion of office at the annual meeting or on retirement. The Vice-President normally will succeed the President on completion of the term or on the death, resignation or retirement of the President. The Vice-President/Secretary/Treasurer normally will succeed the Vice-President on completion of the term or on the death, resignation or retirement of the Vice-President.
- (e) Of the Vice-President and Vice-President/Secretary/Treasurer, one shall serve on the Hospital Board and one shall serve on the Hotel Dieu Hospital Board.
- (f) The Officers of the Medical Staff shall be nominated from the Regular Attending Staff at the Hospital and Hotel Dieu Hospital.
- (g) The Officers of the Medical Staff shall propose the annual dues for Medical Staff for approval at each annual meeting of the Medical Staff Association.

#### **24.03 President of the Medical Staff Association**

The President of the Medical Staff Association shall:

- (a) be elected at the annual meeting of the Medical Staff;
- (b) serve for a one-year term, up to a maximum two (2) consecutive terms;
- (c) be an ex-officio voting member of the Board and as a Director, fulfil fiduciary duties to the Hospital by making decisions in the best interest of the Hospital;
- (d) be a member of Committees of the Board as designated by the By-Law, and all Committees of the Medical Advisory Committee and the Medical Staff Association as deemed appropriate by the Medical Advisory Committee;
- (e) act as a liaison between the Medical Staff, the Chief Executive Officer, and the Board with respect to all matters concerning the Medical Staff;
- (f) call and preside at all Medical Staff Association meetings;

- (g) be a member of the Medical Advisory Committee and Medical Advisory Committee Executive Committee at the Hospital and Hotel Dieu Hospital; and
- (h) be a member of the Joint Conference Committee of the Board.

#### **24.04 The Vice-President of the Medical Staff Association**

The Vice-President of the Medical Staff Association will:

- (a) be elected at the annual meeting of the Medical Staff;
- (b) serve for a one-year term, up to a maximum two (2) consecutive terms;
- (c) act in the place of the President of the Medical Staff Association and perform the duties and possess the powers of the President, in the absence or disability of the President;
- (d) be an ex-officio voting member of the Board and as a Director, fulfil fiduciary duties to the Hospital by making decisions in the best interest of the Hospital;
- (e) be a member of the Medical Advisory Committee;
- (f) In the event of the absence of the President of the Medical Staff Association and if designated by the President of the Medical Staff Association, be a member of the Medical Advisory Committee Executive Committee; and
- (g) perform such additional duties as requested by the President of the Medical Staff Association.

#### **24.05 The Vice-President/Secretary/Treasurer of the Medical Staff Association**

The Vice-President/Secretary/Treasurer of the Medical Staff Association will:

- (a) be elected at the annual meeting of the Medical Staff Association;
- (b) serve for a one-year term, up to a maximum two (2) consecutive terms;
- (c) attend to the correspondence of the Medical Staff Association;
- (d) maintain the financial records of the Medical Staff Association and provide a financial report at the annual meeting of the Medical Staff Association;
- (e) ensure notification of all members of the Medical Staff Association at least forty-eight (48) hours prior to each regular meeting;

- (f) ensure that minutes are kept of Medical Staff Association meetings;
- (g) act in the absence of the Vice-President of the Medical Staff Association, performing the duties and possessing the powers of the Vice-President in the absence or disability of the Vice-President of the Medical Staff Association;
- (h) be a member of the Medical Advisory Committee;
- (i) In the event of the absence of the President of the Medical Staff Association and if designated by the President of the Medical Staff Association, be a member of the Medical Advisory Committee Executive Committee; and
- (j) call meetings on order of the President of the Medical Staff Association.

#### **24.06 Past President of the Medical Staff Association**

The Past President of the Medical Staff Association shall:

- (a) serve for a one-year term, up to a maximum two (2) consecutive terms; and
- (b) be the Chair of the Medical Staff Association Nominations Committee at Hotel Dieu Hospital and the Hospital.

#### **24.07 Medical Staff Association Nominations Committee**

- (a) The Medical Staff Association Nominations Committee shall nominate the President, Vice-President and Vice-President/Secretary/Treasurer of the Medical Staff Association and Community Physician from the Regular Associate Staff for the ensuing term effective 1 July to 30 June.
- (b) The Medical Staff Association Nominations Committee shall consist of:
  - (i) the immediate Past President of the Medical Staff Association who shall chair the Medical Staff Association Nominations Committee;
  - (ii) a Past President of the Medical Staff Association elected at a previous annual meeting of the Medical Staff Association; and
  - (iii) a Member-at-Large of the Regular Associate Staff, nominated by the Medical Staff Association Nominations Committee, elected at the previous annual meeting of the Medical Staff Association, and who will serve a one-year term and may be re-elected to one subsequent term.

- (c) The report of the Medical Staff Association Nominations Committee shall be circulated with the notice of the annual meeting of the Medical Staff Association.

#### **24.08 Medical Staff Association Officer Vacancies**

- (a) When vacancies occur during the term of office, they will be filled for the balance of the term through an election process.
- (b) This election process will be by mail or electronic ballot.
- (c) Within fourteen (14) days of a vacancy, the nominating committee, consisting of the remaining Officers of the Medical Staff Association will, by mail, call for nominations from the Attending Staff members to stand for the vacant position.
- (d) In order for a nomination to be valid, each nomination must be signed by at least two (2) members of any of the Attending or Associate Staff, and the nominee must signify in writing on the form their acceptance of it, or as otherwise determined by the Medical Staff Association Nominations Committee.
- (e) Within five (5) business days of the completion of the nomination period, ballots will be mailed to the Attending and Associate Staff members at the last address according to the records, or as otherwise determined by the Medical Staff Association Nominations Committee.
- (f) Ballots must be received by the nominating committee by 1700 hours on the tenth (10<sup>th</sup>) business day following the ballot mailing, or as otherwise determined by the Medical Staff Association Nominations Committee.
- (g) Election results will be posted within two (2) business days of the close of the balloting period and will be announced at the next meeting of the Medical Staff, or as otherwise determined by the Medical Staff Association Nominations Committee.

### **ARTICLE 25. MEETINGS OF THE MEDICAL STAFF ASSOCIATION**

#### **25.01 Annual Meeting**

The annual meeting of the combined Medical Staff Association shall normally be held in May. The purpose of the annual meeting shall be to:

- (a) receive annual reports from:
  - (i) the President of the Medical Staff Association;

- (ii) the Chairs of the Medical Advisory Committees at Hotel Dieu Hospital and the Hospital;
  - (iii) the Medical Staff Association Nominations Committee; and
  - (iv) a report of the Medical Staff Fund from the Vice-President/Secretary/Treasurer of the Medical Staff Association;
- (b) elect the officers of:
- (i) the Medical Staff Association;
  - (ii) the members of the Medical Staff Association Nominations Committee;
  - (iii) the Community Physician to serve on the Medical Advisory Committees; and
  - (iv) the Member-at-Large to serve on the Professional Staff By-Law Committee for the ensuing term, effective 1 July to June 30; and
- (c) fix a time for the next annual meeting and Regular meetings of the combined Medical Staff Association for the ensuing term.

## **25.02 Regular Meetings**

The regular meetings of the combined Medical Staff Association shall be held four times a year with the last meeting coinciding with the Annual Medical Staff Association Meeting. The purpose of the Regular meeting shall be to:

- (a) receive reports from the President of the combined Medical Staff Association;
- (b) receive reports from the Chair of each of the Hotel Dieu Hospital and Hospital Medical Advisory Committee;
- (c) receive reports from the Chief Executive Officer of the Hospital and the Executive Director of Hotel Dieu Hospital;
- (d) consider proposed changes to Professional Staff By-Law;
- (e) consider subjects of economic, scientific or special clinical interest; and
- (f) consider other matters that may come before it from time to time.

### **25.03 Notice of Regular Meetings**

Notice of Regular meetings of the Medical Staff Association shall be by mail or electronic mail at least two weeks in advance of the date of the meeting.

### **25.04 Special Meetings**

Special meetings of the Medical Staff Association may be called at any time by the President of the Medical Staff Association. The President of the Medical Staff Association may do so at the request of the Chair of the Medical Advisory Committee, the Chair of the Board, or the Chief Executive Officer of the Hospital, and also at the written request of fifteen members of attending and associate staff. At least forty-eight (48) hours' notice shall be given of the special meeting.

### **25.05 Quorum**

A quorum at all Medical Staff Association meetings shall consist of twenty-five members entitled to vote except for voting upon amendments to this By-Law (Article 29).

### **25.06 Agenda**

The agenda for the Medical Staff Association Meeting shall be drawn up by the President of the Medical Staff Association. Any member of the Medical or Midwifery Staff may submit an item in writing at least forty-eight (48) hours prior to the meeting with a request that this item be included in the agenda. The President of the Medical Staff Association shall include this item if it pertains to a subject properly discussed by the Medical Staff.

### **25.07 Attendance**

Medical Staff and Midwifery Staff are expected to attend the Medical Staff Association meetings. If a Physician or Midwife is unable to attend because of other obligations, he/she shall notify the Vice-President/Secretary/Treasurer, and may be excused. Failure to attend at least 50% of the Medical Staff Association meetings could result in suspension of privileges.

## **ARTICLE 26. DENTAL STAFF/SERVICE**

### **26.01 Application**

- (a) For the purpose of brevity only, certain sections of this By-Law will apply, with substitution of the words "Dental" for "Medical" and "Dentist" for "Physician", to form sections of Article 266 - Dental Staff where the content requires.



- (b) The applicable sections include: Purposes of the By-Law (section 14.01), Application for Appointment (section 15.02), Criteria for Appointment to the Medical Staff (section 15.03), Procedure for Processing Applications (section 15.04), Reappointment to the Medical Staff (section 15.05), Categories of the Medical Staff (section 18.01), Suspension and Revocation of Privileges (Articles 166 and 177), Duties and Responsibilities (section 19), Heads/Deputy Heads/Division Chairs/Service Chiefs and their Duties (sections 20.03, 20.06, 20.08, and 20.09), Medical Advisory Committee's Duties and Responsibilities (section 22.03), Establishment of Committees of the Medical Advisory Committee (section 22.06), Appointment of Chief of Staff (section 23.01) Responsibilities and Duties of the Chief of Staff (section 23.05).

## **26.02 Dental Service**

The Dental Staff will function in the Dental Service as part of the Department of Surgery.

## **26.03 Categories**

- (a) The responsibilities of the Hospital for patient care, research and teaching make it necessary and appropriate to divide the Dental Staff into several different categories and to determine certain limitations on eligibility for appointments and Privileges. The categories established are:
  - (i) Associate;
  - (ii) Attending;
  - (iii) Consultant; and
  - (iv) such categories as may be determined by the Board from time to time having given consideration to the recommendation of the Medical Advisory Committee.
- (b) Appointments to these categories will be consistent with the established Health Human Resources Plan and will be subject to completion of an Impact Analysis.

## **26.04 Associate Dental Staff**

- (a) The Associate Dental Staff shall be divided into the following sub-categories:
  - (i) Regular; and
  - (ii) Term.

- (b) Regular Associate Dental Staff
  - (i) shall, in addition to the criteria for membership defined in sections 15.02, 15.03 and 15.05, be appointed to the Department of Surgery for purposes of primary affiliation;
  - (ii) will have completed one postgraduate year of training acceptable to the Head of Department and to the Credentials Committee;
  - (iii) may have the privilege to attend patients and undertake treatment and operative procedures but only in accordance with the privileges recommended by the Head of Department and approved by the Medical Advisory Committee and the Board;
  - (iv) shall limit their practice to work within the scope of the Department to which they have been appointed and in accordance with any restrictions prescribed by the Board; and
  - (v) shall attend and are eligible to vote at meetings of the Medical Staff and the Department and are expected to serve on Committees as requested subject to paragraph 26.11(a).
- (c) Term Associate Dental Staff:
  - (i) shall, in addition to the criteria for membership defined in sections 15.02, 15.03 and 15.05 be governed by the same requirements as defined for Regular Associate Staff in paragraph 26.04(b) except that the members shall be appointed for a specified and limited term, beyond which there is no expectation of renewal; and
  - (ii) may be appointed as locum tenens or to fulfil a specific institutional need which is expected to be limited in duration.

## **26.05 Attending Dental Staff**

- (a) The Attending Dental Staff shall consist of those Dentists and Oral and Maxillofacial Surgeons who carry out functions that are central and essential to the mission of the Hospital and the Department.
- (b) The Attending Dental Staff shall be divided into the following sub-categories:
  - (i) Regular; and
  - (ii) Term.
- (c) Regular Attending Dental Staff

In addition to the criteria for membership defined in sections 15.02, 15.03 and 15.05, members of the Regular Attending Dental Staff:

- (i) may have an appointment at the University's School of Medicine, Faculty of Health Sciences;
- (ii) shall hold a specialty certificate from the College or have made successful application to sit the certification examinations at the Royal College of Dentists of Canada with the expectation that they will pass these examinations within five years of being appointed to the Dental Staff;
- (iii) may have the privilege to attend patients and undertake treatment and operative procedures but only in accordance with the privileges recommended by the Head of Department and approved by the Medical Advisory Committee and the Board;
- (iv) shall limit their practice to work within the scope of the Department to which they have been appointed and in accordance with any restrictions prescribed by the Board; and
- (v) shall attend and are eligible to vote at meetings of the Medical Staff and the Department and are expected to serve on Hospital Committees as requested subject to paragraph 26.11(a).

(d) Term Attending Dental Staff

In addition to the criteria for membership defined in sections 15.02, 15.03 and 15.05, members of the Term Attending Dental Staff shall be governed by the same requirements as defined for Regular Attending Dental Staff in paragraph 26.05(c) except that:

- (i) the appointment shall be for a specified and limited term, beyond which there is no expectation of renewal; and
- (ii) Members of the Term Attending Dental Staff may be appointed as locum tenens or to fulfil a specific institutional need, which is expected to be limited in duration.

## **26.06 Consultant Dental Staff**

The Consultant Dental Staff:

- (a) shall consist of Dentists and Oral and Maxillofacial Surgeons not otherwise members of the Attending or Associate Dental Staff with special clinical or academic knowledge, skills and experience whom the Hospital or other members of the Dental Staff may wish to consult;

- (b) may act as consultant for any patient under the care of a member of the Dental Staff or Medical Staff but may not admit or care for patients; and
- (c) shall not have voting privileges but may serve on Hospital Committees.

#### **26.07 Appointment**

- (a) The Board, having given consideration to the advice of the Medical Advisory Committee, may on an annual basis appoint one or more Dentist or Oral and Maxillofacial Surgeon to the Dental Staff of the Hospital. As part of the appointment, the Board will specify the Privileges for each Dentist or Oral and Maxillofacial Surgeons.
- (b) In addition to the criteria set out in section 26.01 of the Professional Staff By-Law, an Oral and Maxillofacial Surgeon must provide evidence of current valid specialty certificate of registration from the Royal College of Dental Surgeons of Ontario authorizing him/her to practise in oral and maxillofacial surgery.

#### **26.08 Admitting Privileges**

Dentists will not be eligible to hold Admitting Privileges. Oral and Maxillofacial Surgeons shall have Admitting Privileges unless otherwise specified in their appointment to the Dental Staff.

#### **26.09 Chief of the Dental Service**

- (a) The Medical Advisory Committee, on the recommendation of the Chief of Surgery, will assign a member of the Attending Dental Staff as Chief of the Dental Service.
- (b) Appointment and duties of the Chief of Dental Service are as outlined in section 20.08 and 20.09.

#### **26.10 Dental Clinical Resource Plan**

The Medical Advisory Committee will recommend to the Board for approval, on an annual basis, a Dental Clinical Resource Plan for the Dental Service as recommended by the Vice-President Medical in consultation with the Chief of Surgery, Chief of the Dental Service, Division Chairs and Service Chiefs in collaboration with appropriate Regional Partners. This plan will be consistent with the strategic directions of the Corporation as established by the Board.

#### **26.11 Meetings**

- (a) Medical Staff Meetings

Regular Associate and Attending Dental Staff shall be eligible to vote at Medical Staff Association meetings and sit on any Committee save and except that a Dentist, other than the Service Chief – Oral and Maxillofacial Surgery and Dentistry, may not be a voting member of the Medical Advisory Committee and is not entitled to vote at the elections for Medical Staff Association Officers or eligible to hold an office on the Medical Staff Association.

(b) Dental Staff Meetings

Dental Staff members are expected to attend seventy (70) percent of the meetings of the Dental Service.

**ARTICLE 27. MIDWIFERY STAFF**

**27.01 Application**

- (a) For the purpose of brevity only, certain sections of this By-Law will apply, with substitution of the words “Midwifery” for “Medical” and “Midwife” for “Physician”, to form sections of Article 277 - Midwifery Staff.
- (b) The applicable sections include: Purposes of the By-Law (section 14.01), Application for Appointment (section 15.02), Criteria for Appointment to the Medical Staff (section 15.03), Procedure for Processing Applications (section 15.04), Reappointment (section 15.05), Suspension and Revocation of Privileges (Articles 166 and 177), Duties and Responsibilities (section 19.01), Heads/Deputy Heads/Division Chairs/Service Chiefs and their Duties (sections 20.03, 20.06, 20.08, and 20.09), Medical Advisory Committee’s Duties and Responsibilities (section 22.03), Appointment of Chief of Staff (section 23.01) Responsibilities and Duties of the Chief of Staff (section 23.05).

**27.02 Midwifery Service**

The Midwifery Staff will function within the Department of Obstetrics and Gynaecology and the Department of Paediatrics.

**27.03 Appointment**

The Board, having given consideration to the advice of the Medical Advisory Committee, may on an annual basis, appoint one or more Midwives to the Midwifery Staff of the Hospital and will delineate the Privileges for each Midwife.

**27.04 Criteria For Appointment to the Midwifery Staff**

- (a) Each applicant for appointment to the Midwifery Staff must hold a current valid certificate of registration with the College of Midwives of Ontario.

- (b) Notwithstanding the qualifications noted above:
  - (i) The individual should meet the needs of the respective Departments and will be assessed on the basis of credentials, experience and such other factors as the Board may, from time to time, consider relevant or as set out in the Rules and Regulations of the Midwifery Staff.
  - (ii) At the time of application, the individual will accept in writing the mission statement and philosophy of the Hospital, and agree in writing to abide by the requirements of the *Public Hospitals Act*, By-Law, Rules and Regulations of the Midwifery Staff of the Hospital. Director.
  - (iii) The recommendation of a Midwife's appointment will include mutually agreed upon clinical and academic responsibilities. These responsibilities may change from time to time throughout the term of the Midwife's appointment with the approval of the Head of Department with the advice of Leader (Head Midwife) of the Midwifery Service.
- (c) If in the view of the Head of Obstetrics and Gynaecology, the Head of Paediatrics and the Leader (Head Midwife) of the Midwifery Service the individual does not meet the previously agreed upon clinical and academic responsibilities, the Head of Obstetrics and Gynaecology, the Head of Paediatrics and the Leader of the Midwifery Service will review the Midwife's continuing Midwifery Staff appointment and at their discretion, will make an appropriate recommendation to the Board.

#### **27.05 Categories of the Midwifery Staff**

The Midwifery Staff shall be:

- (a) Active.

#### **27.06 Active Midwifery Staff**

- (a) The Active Midwifery Staff shall consist of those Midwives who carry out functions that are central and essential to the mission of the Hospital and the Department.
- (b) The Active Midwifery Staff shall be divided into the following sub-categories:
  - (i) Regular; and
  - (ii) Term.

(c) Regular Active Midwifery Staff

In addition to the criteria for membership defined in sections 15.02, 15.03 and 15.05, members of the Regular Active Midwifery Staff:

- (i) Shall be appointed by the Board to the Department of Obstetrics and Gynecology and the Department of Paediatrics and will be responsible to the Heads of these Departments and the Medical Advisory Committee for all aspects of care of the mother and baby respectively;
- (ii) may have the privilege to attend and admit patients and undertake treatment and procedures only in accordance with the privileges recommended by the Head of the Department of Obstetrics and Gynaecology and the Head of the Department of Paediatrics and approved by the Medical Advisory Committee and the Board;
- (iii) shall limit their practice to work within the scope of the Departments to which they have been appointed and in accordance with any restrictions prescribed by the Board;
- (iv) shall be responsible for assuring that midwifery care is provided to all patients of Midwives in the Hospital; and
- (v) shall attend and are eligible to vote at meetings of the Medical Staff and are expected to serve on Hospital Committees as requested.

(d) Term Active Midwifery Staff

In addition to the criteria for membership defined in sections 15.02, 15.03 and 15.05, members of the Term Active Midwifery Staff shall be governed by the same requirements as defined for Regular Active Midwifery Staff in paragraph 27.06(c) except that:

- (i) the appointment shall be for a specified and limited term, beyond which there is no expectation of renewal;
- (ii) should the term exceed one year, the reappointment process will be followed; and
- (iii) Members of the Term Active Midwifery Staff may be appointed as locum tenens or to fulfil a specific institutional need which is expected to be limited in duration.

### **27.07 Leader of the Midwifery Service**

- (a) The Board, unless it determines otherwise, will appoint a Leader of the Midwifery Service, who is on the Regular Active Staff or is eligible for appointment to the Regular Active Staff.
- (b) The Leader of the Midwifery Service will be appointed by the Board having given consideration to the recommendation of the Medical Advisory Committee, following a search process. It is expected that the Leader of the Midwifery Service will be a shared appointment between the Hospital and its Regional Partners.
- (c) Such appointment may be revoked at any time or renewed by the Board.
- (d) The Leader of the Midwifery Service will report to the Head of the Department of Obstetrics and Gynaecology and the Head of the Department of Paediatrics.
- (e) The Leader of the Midwifery Service will be responsible to the Head of the Department of Obstetrics and Gynaecology and the Head of the Department of Paediatrics, Chief of Staff and Board.
- (f) A mutually acceptable search procedure will be established by the search committee and approved by the Medical Advisory Committee.

### **27.08 Duties of the Leader of the Midwifery Service**

The Leader of the Midwifery Service will:

- (a) supervise the professional care provided by all members of the Midwifery Staff in the Service;
- (b) participate in the orientation of new members appointed to the Midwifery Staff;
- (c) undertake the organization and implementation of a quality improvement program for Midwifery;
- (d) advise the Head of the Department of Obstetrics and Gynaecology and the Head of Paediatrics with respect to the quality of Midwifery care, and treatment provided to patients of the Departments;
- (e) advise the Head of the Department of Obstetrics and Gynaecology and the Head of Paediatrics of any patient who is not receiving appropriate Hospital treatment and care;



- (f) advise the Head of the Department of Obstetrics and Gynaecology and the Head of Paediatrics regarding the appropriate utilization of resources under the care of a Midwife;
- (g) make recommendations to the Head of Obstetrics and Gynaecology and the Head of Paediatrics regarding Midwifery needs of the Departments and of the Hospital;
- (h) participate in the development of the Departments' and the Service's mission, objectives and strategic plan;
- (i) notify the Head of the Department of Obstetrics and Gynaecology and the Head of Paediatrics of their absence, and designate an alternate from within the Midwifery Staff;
- (j) ensure that a process is in place for the participation of members of the Midwifery Staff in the continued professional educational requirements of the College of Midwives;
- (k) review and make recommendations annually regarding the performance of members of the Midwifery Staff and concerning reappointments and Privileges; and
- (l) ensure consistent standards of Midwifery Service, research and teaching are applied across the Hospital and its Regional Partners.

## **ARTICLE 28. EXTENDED CLASS NURSING STAFF**

### **28.01 Application**

- (a) This By-Law only applies to those members of the Extended Class Nursing Staff who are not employees of the Hospital and to whom the Board has granted privileges to diagnose, prescribe for or treat out-patients in the Hospital.
- (b) For the purpose of brevity only, certain sections of this By-Law will apply, with substitution of the words "Extended Class Nursing" for "Medical" and "Extended Class Nurse" for "Physician", to form sections of Article 288 – Extended Class Nursing Staff.
- (c) Subject to paragraph (d) below, the applicable sections include: Purposes of the By-Law (section 14.01), Application for Appointment (section 15.02), Criteria for Appointment to the Medical Staff (section 15.03), Procedure for Processing Applications (section 15.04), Reappointment (section 15.05), Suspension and Revocation of Privileges (Articles 166 and 177), Duties and Responsibilities (section 19.01), Heads/Deputy Heads/Division Chairs/Service Chiefs and their Duties (sections 20.03, 20.06, 20.08, and

20.09), Medical Advisory Committee's Duties and Responsibilities (section 22.03), Appointment of Chief of Staff (section 23.01) Responsibilities and Duties of the Chief of Staff (section 23.05).

- (d) With respect to Extended Class Nursing Staff the following substitutions and/ or additions will apply to the By-Law:
- (i) Each applicant for membership to Extended Class Nursing Staff will submit on the prescribed forms a written application to the Chief Nursing Executive and Medical Director. (Paragraph 15.02(c) – Application for Appointment);
  - (ii) In addition to the procedure for the processing of applications for Professional Staff Appointments set out in section 15.04, an application for appointment to the Extended Class Nursing Staff will be forwarded to the Credentials Committee with concurrent notification of the Nursing Practice Council by the Chief Nursing Executive;
  - (iii) In addition to the procedure for the processing of applications for Professional Staff Appointments set out in section 15.04, all new appointments to the Extended Class Nursing Staff shall be based upon the recommendations of the Medical Advisory Committee and the Chief Nursing Executive. The Medical Advisory Committee shall take due account of the limitations on resources available to provide the staff facilities and resources required by the Extended Class Nurse. A recommendation that a new appointment not be made may be based solely upon such limitations; and
  - (iv) In addition to the roles and responsibilities assigned to the Chief of Staff, Head of Department and Chief Executive Officer in the sections of the By-Law set out above in paragraph 28.01(c), the Chief Nursing Executive is also included in the appointment, reappointment, suspension and revocation of privileges, evaluation and supervision of Extended Class Nursing Staff.

## **28.02 Extended Class Nursing Staff Categories**

The Extended Class Nursing Staff shall be:

- (a) Active.

## **28.03 Active Extended Class Nursing Staff**

The Active Extended Class Nursing Staff shall be:

- (a) Regular; and

- (b) Appointed to the Department of Family Medicine.

#### **28.04 Temporary Privileges**

- (a) Temporary privileges may be granted to individuals who have applied for appointment to Extended Class Nursing Staff and whose applications are under consideration.
- (b) The Chief Executive Officer shall have the authority to grant temporary privileges to an Extended Class Nurse who is not a member of the Extended Class Nursing Staff, not ordinarily to exceed ninety (90) days, upon receipt of evidence of competence, ethical standing and appropriate licensure and on the recommendation of the Head of Department of Family Medicine and the Chief Nursing Executive.
- (c) Such appointments will be reviewed by the Credentials Committee and reported to the Board at the earliest possible time.

#### **28.05 Duties and Responsibilities of Extended Class Nursing Staff**

- (a) Extended Class Nursing Staff may be permitted to:
  - (i) register patients as out-patients of the Hospital;
  - (ii) order laboratory or imaging tests on such out-patients;
  - (iii) access the Hospital's laboratory or imaging services in respect of such out-patients;
  - (iv) deliver diagnoses in respect of such out-patients for those illnesses within their scope of practice;
  - (v) independently order and administer certain drugs for such out-patients as outlined by the College; and
  - (vi) conduct pre-operative histories and physicals in accordance with the Hospital's protocols affecting admissions and outpatient procedures.
- (b) Extended Class Nursing Staff shall not order drugs, or laboratory or imaging tests, unless in the opinion of the Extended Class Nurse it is medically necessary to do so.
- (c) Extended Class Nursing Staff performing controlled acts within the Hospital will perform such controlled acts pursuant to medical directives.

- (d) Extended Class Nursing Staff shall sit on Medical Staff, nursing staff and hospital committees as requested.

**28.06 Extended Class Nursing Staff Disability**

If for any reason an Extended Class Nurse either agrees voluntarily to cease caring for patients registered with the Hospital or is asked by the Chief Nursing Executive and the Head of Family Medicine to do so, they shall inform the Chief of Staff, the Chief Executive Officer, the Medical Advisory Committee and the President of the Medical Staff Association, in writing, of the reason for the Extended Class Nurse's withdrawal from Hospital practice. A copy shall be sent to the Extended Class Nurse involved

**28.07 Monitoring Aberrant Practices**

Where anyone believes that a member of the Extended Class Nursing Staff is attempting to exceed his/her privileges or is temporarily incapable of providing a service that he/she is about to undertake, the belief shall be communicated immediately to the Chief Nursing Executive, the Head of Department of Family Medicine, the Chief of Staff and to the Chief Executive Officer.

**28.08 Extended Class Nursing Staff Function Within the Medicine Program**

The Extended Class Nursing Staff shall function within the Family Medicine Program.

**28.09 Attendance by Extended Class Nursing Staff at Medical Staff Meetings**

A member of the Extended Class Nursing Staff may attend Medical Staff meetings, but shall not be eligible to vote at a Medical Staff meeting.

**28.10 Eligibility to Hold a Medical Staff Office**

A member of the Extended Class Nursing Staff is not eligible to hold an office of the Medical Staff.

**ARTICLE 29. AMENDMENTS TO BY-LAW**

**29.01 Amendments to By-Law**

- (a) Subject of section 29.02, the Board may pass or amend the By-Law of the Corporation from time to time.
- (b) (i) Where it is intended to pass or amend the By-Law 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 not less than seven (7) days before the meeting.

- (ii) Where the notice of intention required by clause 29.01(b)(i) above is not provided, any proposed By-Law or amendments to the By-Law may nevertheless be moved at the meeting and discussion and voting thereon deferred to the next meeting, for which no further notice of intention need be given.
- (c) Subject to clauses 29.01(d)(i) and (ii) below, a By-Law or an amendment to a By-Law passed by the Board has full force and effect:
- (i) from the time the motion was passed; or
  - (ii) from such future time as may be specified in the motion.
- (d) (i) A By-Law or an amendment to a By-Law passed by the Board shall be presented for confirmation at the next annual meeting or to a special general meeting of the Members of the Corporation called for that purpose. The notice of such annual meeting or special general meeting shall refer to the By-Law or amendment to be presented.
- (ii) The Members at the annual meeting or at a special general meeting may confirm the By-Law as presented or reject or amend it; if rejected it thereupon ceases to have effect and if amended it takes effect as amended.
- (e) In any case of rejection, amendment, or refusal to approve a By-Law or part of a By-Law in force and effect in accordance with any part of this section, no act done or right acquired under any such By-Law is prejudicially affected by any such rejection, amendment or refusal to approve.

## **29.02 Professional Staff By-Law Amendments**

Prior to submitting any amendment to Article 14 to and including 28 with the exception of Articles 16.04 and 17.03, The Board Hearing, and section 29.02 of this By-Law to the Board for approval, the following procedures shall be followed:

- (a) proposals to amend the Medical Staff By-Law shall be submitted in writing to the Medical Advisory Committee Executive Committee, which will determine if the proposed amendment merits further consideration (all Board-proposed amendments are deemed to merit further consideration);
- (b) proposals to amend the Medical Staff By-Law meriting further consideration shall be forwarded by the Medical Advisory Committee

Executive Committee to the By-Law Committee, which shall study and report its recommendations to the Medical Advisory Committee Executive Committee within sixty (60) days of receipt;

- (c) a notice of motion in writing setting out the proposed change shall be given at a regular meeting of the Medical Advisory Committee Executive Committee and final approval of the changes deferred until a subsequent meeting;
- (d) a notice of adoption of the motion together with clear reference to the proposed amendments shall be circulated by the President of the Medical Staff Association to the Professional Staff within fourteen (14) days of the adoption of the motion;
- (e) unless twenty (20) or more members of the Attending or Associate Staff indicate in writing to the President of the Medical Staff Association their disapproval within thirty (30) days of notification, stating the reason for such disapproval, the changes will be sent back to the Medical Advisory Committee Executive Committee for a recommendation of approval by the Board;
- (f) in the event that the President of the Medical Staff Association receives written disapproval from by twenty (20) or more members of the Attending or Associate Staff within the said thirty (30) days of notification, a special meeting will be called by the President of the Medical Staff Association to consider the motion. Such special meetings will be held within thirty (30) days of notification and written notice of at least fourteen (14) days thereof in advance of the meeting shall be given to the Professional Staff;
- (g) if the majority of the members of the Professional Staff present at such special meeting vote to reject such motion, the motion will be referred to the Medical Advisory Committee Executive Committee for further consideration setting out the reasons for the rejection;
- (h) the Medical Advisory Committee Executive Committee will consider the motion and the reasons for rejection and shall then make a recommendation to the Board, in respect of the proposed amendments, through the Chief of Staff; and
- (i) the President of the Medical Staff Association shall prepare a report which shall accompany the Medical Advisory Committee Executive Committee's recommendation to the Board, which shall outline any concerns of the Medical Staff Association that have not been adopted by the Medical Advisory Committee Executive Committee recommendation.

Approved by the Voting Members of the Hospital the 31<sup>st</sup> day of May, 2011.



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Secretary

**Schedule "A"**  
Excerpts from  
*Medicine Act, 1991*

ONTARIO REGULATION 114/94  
Amended to O. Reg. 122/03

**PART IV**  
**CONFLICTS OF INTEREST**

**15.** In this Part,

"benefit" means any benefit, gift, advantage or emolument of any kind, whether direct or indirect, and includes,

- (a) the receipt of any benefit from the services of any person or reimbursement of the cost of those services,
- (b) the benefit or receipt of the payment or reduction of any amount of any debt or financial obligation,
- (c) the receipt of any consultation fee or other fee for services rendered, except in accordance with a written contract for each service where,
  - (i) a copy of the contract is available and produced to the College on demand,
  - (ii) each contracted service is within the normal scope of the member's specialty, and
  - (iii) each service is supported by records adequate to satisfy the College that it was in fact performed,
- (d) the acceptance of any loan except in accordance with a written evidence of indebtedness,
  - (i) executed at the time of transfer of funds,
  - (ii) witnessed at the time of actual execution by an individual whose name is legibly recorded on the document,
  - (iii) available and produced to the College on demand, and
  - (iv) that provides for a fixed term of loan and fixes a set interest rate, both of which are reasonable having a view to prevailing market rates at the time of the loan,
- (e) the acceptance of a loan that is interest free or related in any way to a referral made by the member,
- (f) the acceptance of credit unless the credit is unrelated in any way to a referral of patients to the creditor and the credit is extended pursuant to an agreement in writing,



- (i) executed at the time of the transaction,
- (ii) witnessed at the time of actual execution by an individual whose name is legibly recorded on the agreement,
- (iii) available and produced to the College on demand, and
- (iv) that provides for a fixed term of credit and fixes a set interest rate, both of which are reasonable having a view to prevailing market rates at the time of the transaction;

"medical goods or services" includes medical goods, appliances, materials, services and equipment, and drugs and laboratory services;

"member of his or her family" means any person connected with a member by blood relationship, marriage or adoption, and,

- (a) persons are connected by blood relationship if one is the child or other descendant of the other or one is the brother or sister of the other,
- (b) persons are connected by marriage if one is married to the other or to a person who is connected by blood relationship to the other, and
- (c) persons are connected by adoption if one has been adopted, either legally or in fact, as the child of the other or as the child of a person who is connected by blood relationship (otherwise than as a brother or sister) to the other;

"supplier" means a person who,

- (a) sells or otherwise supplies medical goods or services, or
- (b) is registered or licensed under any Act regulating a health profession. O. Reg. 241/94, s. 2.

**16.** It is a conflict of interest for a member where the member, or a member of his or her family, or a corporation wholly, substantially, or actually owned or controlled by the member or a member of his or her family,

- (a) receives any benefit, directly or indirectly, from,
  - (i) a supplier to whom the member refers his or her patients or their specimens, or
  - (ii) a supplier who sells or otherwise supplies any medical goods or services to the patients of the member;
- (b) rents premises to,
  - (i) a supplier to whom the member refers patients or their specimens, or
  - (ii) a supplier who sells or otherwise supplies any medical goods or services to the patients of the member,

except where,

- (iii) the rent is normal for the area in which the premises are located, and
  - (iv) the amount of the rent is not related to the volume of business carried out in the premises by the tenant;
- (c) rents premises from,
- (i) a supplier to whom the member refers his or her patients or their specimens, or
  - (ii) a supplier who sells or otherwise supplies any medical goods or services to the patients of the member,
- except where,
- (iii) the rent is normal for the area in which the premises are located, and
  - (iv) the amount of the rent is not related to the referral of patients to the landlord; or
- (d) sells or otherwise supplies any drug, medical appliance, medical product or biological preparation to a patient at a profit, except,
- (i) a drug sold or supplied by a member to his or her patient that is necessary,
    - (A) for an immediate treatment of the patient,
    - (B) in an emergency, or
    - (C) where the services of a pharmacist are not reasonably readily available, or
  - (ii) despite subclause (i), an allergy preparation prepared by a member for his or her patient that is sold or supplied by the member for a price that does not exceed the total of,
    - (A) the true cost of production of the preparation, and
    - (B) the fee for the professional component, for the member's review of the case, for the prescription of the material and for the general supervision of the member's laboratory in preparing the material. O. Reg. 241/94, s. 2.

**17(1)** It is a conflict of interest for a member to order a diagnostic or therapeutic service to be performed by a facility in which the member or a member of his or her family has a proprietary interest unless,

- (a) the fact of the proprietary interest is disclosed to the patient before a service is performed; or
- (b) the facility is owned by a corporation the shares of which are publicly traded through a stock exchange and the corporation is not wholly, substantially or actually

owned or controlled by the member, a member of his or her family or a combination of them. O. Reg. 241/94, s. 2.

**17(2)** A member who or whose family has a proprietary interest in a facility where diagnostic or therapeutic services are performed shall inform the College of the details of the interest. O. Reg. 241/94, s. 2.

## **Schedule “B”**

Excerpts from  
The *Public Hospitals Act*  
R.S.O. 1990, Chapter P.40

### **Report to administrator**

**34(7)** Where the medical advisory committee concurs in the opinion of the officer of the medical staff who has taken action under subsection (3) or (4) that the action was necessary, the secretary of the medical advisory committee shall forthwith make a detailed written report to the administrator of the problem and the action taken. R.S.O. 1990, c. P.40, s. 34 (7).

### **Medical advisory committee**

#### **Duties**

**35(2)** The medical advisory committee shall consider and make recommendations to the board respecting any matter referred to it under section 37 and perform such other duties as are assigned to it by or under this or any other Act or by the board. R.S.O. 1990, c. P.40, s. 35 (2).

### **Medical staff appointment, hospital privileges, etc.**

**37(1)** Every physician is entitled to apply for an appointment or a reappointment to any group of the medical staff of a hospital established by its by-laws or for a change in hospital privileges and, upon receipt of a written request, an administrator shall supply an appropriate application form. R.S.O. 1990, c. P.40, s. 37 (1).

#### **Term of appointment**

**37(2)** Every physician appointed to the medical staff of a hospital shall be appointed for a period of not more than one year. R.S.O. 1990, c. P.40, s. 37 (2).

#### **Idem**

**37(3)** Each application shall be submitted to the administrator who shall immediately refer such application to the medical advisory committee. R.S.O. 1990, c. P.40, s. 37 (3).

### **Recommendation of medical advisory committee**

**37(4)** Each application shall be considered by the medical advisory committee which shall make a recommendation thereon in writing to the board within sixty days from the date of the application. R.S.O. 1990, c. P.40, s. 37 (4).

**Idem**

**37(5)** Despite subsection (4), a medical advisory committee may make its recommendation later than sixty days after the date of the application if, prior to the expiry of the sixty-day period, it indicates in writing to the board and the applicant that a final recommendation cannot yet be made and gives written reasons therefor. R.S.O. 1990, c. P.40, s. 37 (5).

**Notice of recommendation**

**37(6)** The medical advisory committee shall give written notice to the applicant and the board of its recommendation. R.S.O. 1990, c. P.40, s. 37 (6).

**Idem**

**37(7)** A notice under subsection (6) shall inform the applicant that he/she is entitled to,

(a) written reasons for the recommendation if a request is received by the medical advisory committee within seven days of the receipt by the applicant of a notice of the recommendation; and

(b) a hearing before the board if a written request is received by the board and the medical advisory committee within seven days of the receipt by the applicant of the written reasons under clause (a),

and the applicant may so require such reasons and hearing. R.S.O. 1990, c. P.40, s. 37 (7).