



Corporate By-Law

Current Wording:

PREAMBLE

Whereas it is the intent of the Hôpital Glengarry Memorial Hospital to serve the Community, and whereas the mission of the Hôpital Glengarry Memorial Hospital is:

to provide innovative, accessible and quality patient centered primary health care services in both official languages.

Proposed Change: DELETE Section

Current Wording:

1.1 Definitions

In this By-law and all other By-laws of the Corporation,

- (a) "Act" means the *Corporations Act* (Ontario) and where the context requires, includes the regulations made under it and any statute that may be substituted therefore, as from time to time amended;
- (b) "Board" means the Board of Directors of the Glengarry Memorial Hospital;
- (c) "Chair" means the Chair of the Board;
- (d) "Chair of the Medical Advisory Committee" means the member of the Medical Advisory Committee appointed by the Board as Chair of the Medical Advisory Committee;
- (e) "Chief Executive Officer" means in addition to "administrator" as defined in the *Public Hospitals Act*, the President and Chief Executive Officer of the Corporation;
- (f) "Chief Financial Officer" means the senior employee, responsible to the Chief Executive Officer for the treasury and controllership functions in the Hospital;
- (g) "Chief Nursing Officer" means the senior responsible to the Chief Executive Officer for the nursing functions in the Hospital;
- (h) "Chief of Staff" means the Chief of Medical and Dental Staff;
- (i) "Corporation" means the Glengarry Memorial Hospital;
- (j) "Director" means a member of the Board;
- (k) "Ex officio" means membership "by virtue of the office" and includes all rights, responsibilities, and power to vote unless otherwise specified;



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- (l) "Extended Class Nursing Staff" means those Registered Nurses in the Extended Class who are:
 - (i) nurses that are employed by the Hospital and are authorized to diagnose, prescribe for or treat out-patients in the Hospital; and
 - (ii) nurses who are not employed by the Hospital and to whom the Board has granted privileges to diagnose, prescribe for or treat out-patients by the Corporation;
- (m) "Francophone" reflects the definition outlined by the Province of Ontario.
- (n) "Hospital" means the public Hospital operated by the Corporation;
- (o) "Hospital Volunteer Services" means the auxiliary association(s) and voluntary support organization(s) of the Corporation;
- (p) "Medical Advisory Committee" means the Medical Advisory Committee established by the board as required by the *Public Hospitals Act*;
- (q) "Medical Staff" means the Physicians who have been appointed to the Medical Staff by the Board;
- (r) "Member" means member of the Glengarry Hospital Corporation;
- (s) "Patient" means, unless otherwise specified or the context otherwise requires, any in-patient or out-patient of the Corporation;
- (t) "Person" means and includes any individual, corporation, partnership, firm, joint venture, syndicate, association, trust, government, government agency, board, commission or authority, or any other form of entity or organization;
- (u) "Physician" means a medical practitioner in good standing with the College of Physicians and Surgeons of Ontario;
- (v) "Professional Staff" means the Medical Staff and Extended Class Nursing Staff;
- (w) "*Public Hospitals Act*" means the *Public Hospital Act* (Ontario), and, where the context requires, includes the regulations made under it and any statute that may be substituted therefore, as from time to time amended;
- (x) "Registered Nurse in the Extended Class" means a member of the College of Nurses of Ontario who is a registered nurse and holds an extended certificate of registration under the Nursing Act, 1991;
- (y) "Rules", means a rule adopted by the Board in accordance with Section 16.1; and
- (z) "Special Resolution" means a resolution passed by the Directors and confirmed with or without variation by at least two thirds (2/3) of the votes



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cast by those entitled to vote and voting at a general meeting of the Members of the Corporation duly called for the purpose, or at an annual meeting, or in lieu of such confirmation, by consent in writing of all Members entitled to vote at such meeting.

- (aa) "Supervisor" means a physician or dentist who is assigned the responsibility to oversee the work of another physician or dentist respectively.

Proposed Wording:

1.1 Definitions

In this By-law and all other By-laws of the Corporation,

- (a) "Act" means the Corporations Act (Ontario) and where the context requires, includes the regulations made under it and any statute that may be substituted therefore, as from time to time amended;
- (b) "Board" means the Board of Directors of the Glengarry Memorial Hospital;
- (c) "Chair" means the Chair of the Board;
- (d) "Chair of the Medical Advisory Committee" means the member of the Medical Advisory Committee appointed by the Board as Chair of the Medical Advisory Committee;
- (e) "Chief Executive Officer" means in addition to "administrator" as defined in the *Public Hospitals Act*, the President and Chief Executive Officer of the Corporation;
- (f) "Chief Financial Officer" means the senior employee, responsible to the Chief Executive Officer for the treasury and controllership functions in the Hospital;
- (g) "Chief Nursing Officer" means the senior responsible to the Chief Executive Officer for the nursing functions in the Hospital;
- ~~(h) "Chief of Staff" means the Chief of Medical and Dental Staff;~~
- (i) "Corporation" means the Glengarry Memorial Hospital;
- (j) "Director" means a member of the Board;
- (k) "Excellent Care for All Act" means the *Excellent Care for All Act, 2010 (Ontario)*, and, where the context requires, includes the regulations made under it and any statute that may be substituted therefor, as from time to time amended;**
- (l) "Ex officio" means membership "by virtue of the office" and includes all rights, responsibilities, and power to vote unless otherwise specified;



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- (m) "Extended Class Nursing Staff" means those Registered Nurses in the Extended Class who are:
 - (iii) nurses that are employed by the Hospital and are authorized to diagnose, prescribe for or treat out-patients in the Hospital; and
 - (iv) nurses who are not employed by the Hospital and to whom the Board has granted privileges to diagnose, prescribe for or treat out-patients by the Corporation;
- (n) "Francophone" reflects the definition outlined by the Province of Ontario.
- (o) "Hospital" means the public Hospital operated by the Corporation;
- ~~(p) "Hospital Volunteer Services" means the auxiliary association(s) and voluntary support organization(s) of the Corporation;~~
- (q) "Medical Advisory Committee" means the Medical Advisory Committee established by the board as required by the *Public Hospitals Act*;
- (r) "Medical Staff" means the Physicians who have been appointed to the Medical Staff by the Board;
- (s) "Member" means member of the Glengarry Hospital Corporation;
- (t) "Patient" means, unless otherwise specified or the context otherwise requires, any in-patient or out-patient of the Corporation;
- (u) "Person" means and includes any individual, corporation, partnership, firm, joint venture, syndicate, association, trust, government, government agency, board, commission or authority, or any other form of entity or organization;
- (v) "Physician" means a medical practitioner in good standing with the College of Physicians and Surgeons of Ontario;
- (w) "Professional Staff" means the Medical Staff and Extended Class Nursing Staff;
- (x) "*Public Hospitals Act*" means the *Public Hospital Act* (Ontario), and, where the context requires, includes the regulations made under it and any statute that may be substituted therefore, as from time to time amended;
- (y) "Registered Nurse in the Extended Class" means a member of the College of Nurses of Ontario who is a registered nurse and holds an extended certificate of registration under the Nursing Act, 1991;
- (z) "Rules", means a rule adopted by the Board in accordance with Section 16.1; and
- (aa) "Special Resolution" means a resolution passed by the Directors and confirmed with or without variation by at least two thirds (2/3) of the votes cast by those entitled to vote and voting at a general meeting of the



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Members of the Corporation duly called for the purpose, or at an annual meeting, or in lieu of such confirmation, by consent in writing of all Members entitled to vote at such meeting.

~~(bb) "Supervisor" means a physician or dentist who is assigned the responsibility to oversee the work of another physician or dentist respectively.~~

Current Wording:

2.1 Members

2.1.1 Persons shall only be admitted to the categories of membership in the Corporation set out below and individual members shall be a minimum 18 years of age.

- (a) Life membership
- (b) Long-Term membership
- (c) Annual membership (corporate)
- (d) Annual membership (individual)
- (e) Honorary membership

2.1.2 Life Membership **(individual / corporate)**

- (a) A person is eligible to be a life member where he or she pays to the Corporation the life membership fee, an amount to be determined from time to time by resolution of the Board, this full amount to be paid at the time of the application.
- (b) The number of life members available at any time shall be no more than the number determined from time to time by resolution of the Board.
- (c) A member shall not be entitled to vote at any meetings of the Corporation unless the membership fee was paid in full at least 30 days prior to the date of the meeting.

2.1.3 Long-Term Membership

- (a) A person is eligible to be a long-term member where he or she pays to the Corporation long-term membership fee, an amount to be determined from time to time by resolution of the Board, this full amount to be paid at the time of the application.
- (b) Any long-term membership in the Corporation shall be effective only from the date that the person was accepted by a resolution of the Board to that same date ten years later.
- (c) A member shall not be entitled to vote at any meetings of the Corporation unless the membership fee was paid in full at least 30 days prior to the date of the meeting.

2.1.4 Annual Membership - Corporate



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- (a) An association or corporation is eligible to be an annual member where the association or the corporation pays to the Corporation the annual membership fee for corporations, an amount to be determined from time to time by resolution of the Board.
- (b) Where the association or corporation is accepted as an annual member, the president or chief officer of the association or corporation shall be entitled to vote on behalf of the corporation subject to clause 2.1.4(d).
- (c) Any annual membership in the Corporation shall be effective only from April 1 in one year to March 31 in the following year.
- (d) The president or chief officer of the association or corporation shall not be entitled to vote at any meetings of the Corporation unless the association or corporation has paid the membership fee in full at least 30 days prior to the date of the meeting.

2.1.5 Annual Membership - Individual

- (a) Subject to clause 2.1.5 (b), a person is eligible to be an annual member where he or she pays to the Corporation the annual membership fee for individuals.
- (b) At the time of the payment of the fee in clause 2.1.5(a), the person must, have been a resident of, be employed, or carry on business in the Eastern Counties for a continuous period of at least 3 months immediately prior thereto.
- (c) Any annual membership in the Corporation shall be effective only from April 1 in one year to March 31 in the following year.
- (d) A person's annual membership in the Corporation is automatically terminated in the event that the person ceases to be a resident of, or ceases to be employed or to carry on business in the said counties.
- (e) A member shall not be entitled to vote at any meetings of the Corporation unless the membership fee was paid in full at least 30 days prior to the date of the meeting.

2.1.6 Honorary Membership

- (a) Honorary members shall not be subject to any fees whatsoever.
- (b) The length of time that an honorary membership is effective shall be determined from time to time by resolution of the Board.
- (c) Honorary members shall not be eligible to vote.

Proposed Wording:

2.1 Members

- 2.1.1 Persons shall only be admitted to the categories of membership in the Corporation set out below and individual members shall be a minimum 18 years of age.



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- (a) Life membership (**individual / corporate**)
- (b) Long-Term membership**
- (c) Annual membership (**individual / corporate**)
- (d) Annual membership (individual)**
- (e) Honorary membership

2.1.2 Life Membership (**individual / corporate**)

- (d) A person is eligible to be a life member where he or she pays to the Corporation the life membership fee, an amount to be determined from time to time by resolution of the Board, this full amount to be paid at the time of the application.
- (e) The number of life members available at any time shall be no more than the number determined from time to time by resolution of the Board.
- (f) A member shall not be entitled to vote at any meetings of the Corporation unless the membership fee was paid in full at least 30 days prior to the date of the meeting.

~~2.1.3 Long-Term Membership~~

- ~~(a) A person is eligible to be a long-term member where he or she pays to the Corporation long-term membership fee, an amount to be determined from time to time by resolution of the Board, this full amount to be paid at the time of the application.~~
- ~~(b) Any long-term membership in the Corporation shall be effective only from the date that the person was accepted by a resolution of the Board to that same date ten years later.~~
- ~~(c) A member shall not be entitled to vote at any meetings of the Corporation unless the membership fee was paid in full at least 30 days prior to the date of the meeting.~~

~~2.1.4 Annual Membership - Corporate~~

- ~~(e) An association or corporation is eligible to be an annual member where the association or the corporation pays to the Corporation the annual membership fee for corporations, an amount to be determined from time to time by resolution of the Board.~~
- ~~(f) Where the association or corporation is accepted as an annual member, the president or chief officer of the association or corporation shall be entitled to vote on behalf of the corporation subject to clause 2.1.4(d).~~
- ~~(g) Any annual membership in the Corporation shall be effective only from April 1 in one year to March 31 in the following year.~~



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~~(h) The president or chief officer of the association or corporation shall not be entitled to vote at any meetings of the Corporation unless the association or corporation has paid the membership fee in full at least 30 days prior to the date of the meeting.~~

2.1.5 Annual Membership (individual / corporate)

(f) ~~Subject to clause 2.1.5 (b),~~ A person is eligible to be an annual member where he or she pays to the Corporation the annual membership fee for individuals.

~~(g) At the time of the payment of the fee in clause 2.1.5(a), the person must, have been a resident of, be employed, or carry on business in the Eastern Counties for a continuous period of at least 3 months immediately prior thereto.~~

~~(h) Any annual membership in the Corporation shall be effective only from April 1 in one year to March 31 in the following year.~~

~~(i) A person's annual membership in the Corporation is automatically terminated in the event that the person ceases to be a resident of, or ceases to be employed or to carry on business in the said counties.~~

(j) A member shall not be entitled to vote at any meetings of the Corporation unless the membership fee was paid in full at least 30 days prior to the date of the meeting.

2.1.6 Honorary Membership

(d) Honorary members shall not be subject to any fees whatsoever.

(e) The length of time that an honorary membership is effective shall be determined from time to time by resolution of the Board.

(f) Honorary members shall not be eligible to vote.



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Current Wording:

2.2 Corporate Membership Resignation

Any member may resign his or her membership in the Corporation by resignation in writing, which shall be effective upon acceptance thereof by the Board.

Proposed Change: DELETE section

Current Wording:

3.3 Calling Meetings

- (a) The Board or chair shall have power to call, at any time, an annual or general meeting of the Members of the Corporation.
- (b) The Board or Chair may call a special meeting of the Corporation.
- (c) The Secretary shall call a special meeting of the Corporation if ten members so request in writing.
- (d) Notice of a special meeting shall be given in the same manner as provided in subsection 3.5.
- (e) The notice of a special meeting shall specify the purpose or purposes for which it is called, and only such matters as specified in the notice shall be transacted.

3.4 Quorum

- (a) A quorum for the annual meeting of the Corporation shall be ten members.
- (b) A quorum for a special meeting of the Corporation shall be ten members.

3.6 Votes

- (a) Each Member entitled to vote and in attendance at a meeting shall have the right to exercise one vote.
- (b) At all meetings of Members of the Corporation every question shall be determined by a majority of votes unless otherwise specifically provided by statute or by the Bylaw.
- (c) Votes at all meetings of Members shall be cast in person and not by proxy, in accordance with the *Public Hospitals Act*.
- (d) Every question submitted to any meeting of Members shall be decided in the first instance by a show of hands and in the case of an equality of votes, whether on a show of hands or at a recorded vote, the chair of the meeting shall have a second vote to break the tie.
- (e) At any meeting of Members, unless a recorded vote is demanded, a declaration by the chair of the meeting that a resolution has been carried or



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carried unanimously or by a particular majority or lost or not carried by a particular majority shall be conclusive evidence of the fact.

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

Proposed Wording:

3.3 Calling Meetings

The Board or Chair shall have power to call, at any time, an annual or general meeting of the Members of the Corporation. When calling an annual or general meeting of the Members, the Board or Chair may provide for attendance by Members by telephonic or electronic means (as may be defined in the *Corporations Act*), in addition to attendance by Members in person.

3.4 Quorum

A quorum for the annual **or general** meeting of the Corporation shall be ten members.

~~(a) A quorum for a special meeting of the Corporation shall be ten members.~~

3.6 Votes

- (a) Each Member entitled to vote and in attendance at a meeting shall have the right to exercise one vote.
- (b) At all meetings of Members of the Corporation every question shall be determined by a majority of votes unless otherwise specifically provided by statute or by the Bylaw.
- (c) Votes at all meetings of Members shall be cast in person and not by proxy, in accordance with the *Public Hospitals Act*.
- (d) In the case of an equality of votes, the chair of the meeting shall have a second vote to break the tie.**
- (e) At any meeting of Members, unless a recorded vote is demanded, a declaration by the chair of the meeting that a resolution has been carried or carried unanimously or by a particular majority or lost or not carried by a particular majority shall be conclusive evidence of the fact.



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- (f) A recorded vote may be demanded either before or after any vote by show of hands by any Member entitled to vote at the meeting. If a recorded vote is demanded on the election of a chair or on the question of adjournment it shall be taken forthwith without adjournment. If a recorded vote is demanded on any other question or as to the election of Directors, the vote shall be taken by ballot in such manner and either at once, later in the meeting or after adjournment as the chair of the meeting directs. The result of a recorded vote shall be deemed to be the resolution of the meeting at which the recorded vote was demanded. A demand for a recorded vote may be withdrawn.
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Current Wording:

4.8 Maximum Terms

Each Director referred to in subsection 4.1(a) shall be eligible for re-election provided that such Director shall not be elected or appointed for a term that will result in the director serving more than ten (10) consecutive years. Such Director may also be eligible for re-election for another term or terms (to a maximum of ten (10) consecutive years) if two (2) or more years have elapsed since the termination of his or her last term. Despite the foregoing, a Director may, by resolution of the board, have their maximum term as a director extended for the sole purpose of that director succeeding to the office of chair, or service as Chair, or Past Chair for one year. Despite the foregoing, where a Director was appointed to fill an unexpired term of a director, such partial term shall be excluded from the calculation of the maximum years of service.

Proposed Wording:

4.8 Maximum Terms

Each Director referred to in subsection 4.1(a) shall be eligible for re-election provided that such Director shall not be elected or appointed for a term that will result in the director serving more than ten (10) consecutive years. Such Director may also be eligible for re-election for another term or terms (to a maximum of ten (10) consecutive years) if two (2) or more years have elapsed since the termination of his or her last term. Despite the foregoing, a Director may, by resolution of the board, have their maximum term as a director extended for the sole purpose of that director succeeding to the office of chair, or service as Chair, or Past Chair **for one year**. Despite the foregoing, where a Director was appointed to fill an unexpired term of a director, such partial term shall be excluded from the calculation of the maximum years of service.

Current Wording:

5.1 Meetings of Directors

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

Proposed Wording:

5.1 Meetings of Directors

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

A written resolution signed by all of the Directors entitled to vote on that resolution at a meeting of Directors is as valid and effective as if passed at a meeting of Directors duly called and constituted for that purpose.

Current Wording:

5.6 First Meeting of a New Board

A meeting of the Board may be held without notice, immediately following the annual meeting of the Corporation.

Proposed Wording:

5.6 First Meeting of a New Board

Provided a quorum of Directors is present, each newly elected Board may, without notice, hold its first meeting immediately following the meeting of Members at which such Board is elected.

Current Wording:

8.1 Regular Board Committees

At the first meeting of the Board following the annual meeting of the Corporation, the Board shall:

- (a) Set out the following Committees of the Board:
 - (i) the Executive Committee,
 - (ii) the Finance and Human Resources Committee,
 - (iii) the Joint Conference Committee,
 - (iv) the Board Governance, Nominating and Executive Management Performance Committee,
 - (v) the Board Quality Committee,
 - (vi) the Public Relations Committee,
 - (vii) the Building & Property Committee,
 - (viii) the Patient and Family Advisory Committee;
 - (ix) the French Language Services Committee, and
 - (x) the Hospital/Foundation Subcommittee

Proposed Wording:

8.1 Regular Board Committees

At the first meeting of the Board following the annual meeting of the Corporation, the Board shall:

- (a) Set out the following Committees of the Board:
 - (i) the Executive Committee,

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- (ii) the Finance and Human Resources Committee,
 - (iii) the Joint Conference Committee,
 - (iv) the Board Governance, Nominating and Executive Management Performance Committee,
 - (v) the Board Quality **and Risk Management** Committee,
 - (vi) the Public Relations Committee,
 - (vii) the Building & Property Committee,
 - (viii) the Patient and Family Advisory Committee;
 - (ix) the French Language Services Committee, and
 - (x) the Hospital/Foundation Subcommittee
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Current Wording:

8.4 Committee Members, Chair

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

Each Committee shall have at least one Francophone member.

Proposed Wording:

8.4 Committee Members, Chair

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

Each Committee shall have at least one Francophone member.

Current Wording:

8.5 Procedures at Committee Meetings

- (a) Board Committee meetings shall be held at the call of the Chair, the chair of the Board Committee or at the request of any two members of the Board Committee.
- (b) Minutes shall be kept for all Board Committee meetings.
- (c) Guests may attend Board Committee meetings at the invitation of the chair, pending approval of the Board chair.
- (d) Business arising at any Board Committee meeting shall be decided as in subsection 5.8, except that the chair of the Board Committee shall have an original vote but cannot exercise a second vote in order to break a tie.



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- (e) Any motion is lost if there is an equality of votes including that of the chair of the Board Committee, but shall be recorded in the minutes.

Proposed Wording:

8.5 Procedures at Committee Meetings

- (a) Board Committee meetings shall be held at the call of the Chair, the chair of the Board Committee or at the request of any two members of the Board Committee.
- (b) **Minutes A report** shall be kept for all Board Committee meetings.
- (c) Guests may attend Board Committee meetings at the invitation of the chair, pending approval of the Board chair.
- (d) Business arising at any Board Committee meeting shall be decided as in subsection 5.8, except that the chair of the Board Committee shall have an original vote but cannot exercise a second vote in order to break a tie.
- (e) Any motion is lost if there is an equality of votes including that of the chair of the Board Committee, but shall be recorded in the **minutes report**.
- (f) **All approved motions are deemed to be recommendations to the Board as a whole.**

Current Wording:

9.1 Officers of the Corporation

The following shall be Officers of the Corporation:

- (a) the Chair,
- (b) the Vice-Chair,
- (c) the Treasurer,
- (d) the Secretary,
- (e) the Past Chair.

The Directors shall elect the Officers from among themselves at the meeting immediately following each annual meeting of the Corporation.

Proposed Wording:

9.1 Officers of the Corporation

The following shall be Officers of the Corporation:

- (a) the Chair,
- (b) the Vice-Chair,
- (c) the Treasurer,
- (d) the Secretary,
- (e) the Past Chair.

The Directors shall elect the Officers from among themselves at the meeting immediately following each annual meeting of the Corporation **or at such other times when a vacancy shall occur. A person may hold more than one office.**



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Current Wording:

10.2 Vice-Chairs

The Vice-Chair shall have all the powers and perform all the duties of the Chair in the absence or disability of the Chair and perform any other duties assigned by the Chair or the Board.

Proposed Wording:

10.2 Vice-Chairs

The Vice-Chair shall support the Board Chair in fulfilling his or her responsibilities. At the request of the Chair or the Board, the Vice-Chair shall temporarily assume the duties of the Chair either in part or in full, including representing the Board, and/or the Hospital at official public functions. The Vice-Chair shall serve as a member of the Executive Committee and, at the discretion of the Board Chair or the Board, he or she shall serve on at least one key Board Committee as the committee chair. Finally, the Vice-Chair shall uphold the policies and the bylaws describing Board member conduct and he or she shall serve as a mentor to other Board members.



Current Wording:

Article 15 MATTERS REQUIRED BY *THE PUBLIC HOSPITALS ACT*

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

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

15.6 Occupational Health And Safety Program

- (a) There shall be an Occupational Health and Safety Program for the Hospital.
- (b) The program referred to in subsection (1) shall include 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 as necessary on matters in respect of the Occupational Health and Safety Program.

15.7 Health Surveillance Program

- (a) There shall be a Health Surveillance Program for the Hospital.
- (b) The program referred to in subsection (1) shall;
 - (i) be in respect of all persons carrying on activities in the Hospital, and
 - (ii) include a Communicable Disease Surveillance Program.
- (c) The person designated by the Chief Executive Officer to be in charge of health surveillance in the Hospital shall be responsible to the Chief Executive Officer for the implementation of the Health Surveillance Program.
- (d) The Chief Executive Officer shall report to the Board as necessary on matters in respect of the Health Surveillance Program.

15.8 Organ Donation

Pursuant to the Hospital Management Regulation, the Board shall approve procedures to encourage the donation of organs and tissues including,



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

Proposed Wording:

Article 15 MATTERS REQUIRED BY <i>THE PUBLIC HOSPITALS ACT</i> AND THE <i>EXCELLENT CARE FOR ALL ACT</i>
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15.1 Committees And Programs Required by the *Public Hospitals Act* and the ***Excellent Care for All Act***

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

15.6 Occupational Health And Safety Program

(a) **Pursuant to the regulations under the *Public Hospitals Act***, there shall be an Occupational Health and Safety Program for the Hospital.

(b) The program referred to in subsection (1) shall include 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 as necessary on matters in respect of the Occupational Health and Safety Program.

15.7 Health Surveillance Program

(a) **Pursuant to the regulations under the *Public Hospitals Act***, there shall be a Health Surveillance Program for the Hospital.

(b) The program referred to in subsection (1) shall;

- (i) be in respect of all persons carrying on activities in the Hospital,
- and



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- (ii) include a Communicable Disease Surveillance Program.
 - (c) The person designated by the Chief Executive Officer to be in charge of health surveillance in the Hospital shall be responsible to the Chief Executive Officer for the implementation of the Health Surveillance Program.
 - (d) The Chief Executive Officer shall report to the Board as necessary on matters in respect of the Health Surveillance Program.
- 15.8 Organ Donation
- Pursuant to the **regulations under the *Public Hospitals Act***, the Board shall approve procedures to encourage the donation of organs and tissues including,
- (a) procedures to identify potential donors;
 - (b) procedures to make potential donors and their families aware of the options of organ and tissue donations,
- and shall ensure that such procedures are implemented in the Hospital.
-

Current Wording:

16.1 Rules of Order

Any questions of procedure at or for any meetings of Members of the Corporation, or the Board, or the Professional Staff, or of any committee, which have not been provided for in this By-law or by the Act or by the Public Hospitals Act or regulations thereunder, or the Medical and Dental Staff Rules, shall be determined by *Procedures for Meetings and Organizations*, Kerr and King, 2nd Edition, Carswell, 1988.

Proposed Wording:

16.1 Rules of Order

Any questions of procedure at or for any meetings of Members of the Corporation, or the Board, or the Professional Staff, or of any committee, which have not been provided for in this By-law or by the Act or by the Public Hospitals Act or regulations thereunder, or ~~the Medical and Dental Staff Rules~~ **the Professional Staff By-law or the rules and regulations**, shall be determined by *Procedures for Meetings and Organizations*, Kerr and King, 2nd Edition, Carswell, 1988.

Proposed Addition:

16.2 Rules

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



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Current Wording:

18.4 Amendments to Professional Staff By-law

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

- a) notice specifying the proposed medical staff part of the By-law or amendment thereto shall be posted;
- b) the medical staff shall be afforded an opportunity to comment on the proposed medical staff part of the By-law or amendment thereto; and
- c) the Medical Advisory Committee shall make recommendations to the Board, concerning the proposed medical staff part of the By-law or amendment thereto.

Proposed Wording:

18.4 Amendments to Professional Staff By-law

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

- a) notice specifying the ~~proposed medical staff part of the~~ **Professional Staff** By-law or amendment thereto shall be posted;
- b) the medical staff shall be afforded an opportunity to comment on the ~~proposed medical staff part of the~~ **Professional Staff** By-law or amendment thereto; and
- c) the Medical Advisory Committee shall make recommendations to the Board, concerning the ~~proposed medical staff part of the~~ **Professional Staff** By-law or amendment thereto.