

ADMINISTRATIVE BY-LAW

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Bruyère Continuing Care Inc.
Soins Continus Bruyère inc.

ADMINISTRATIVE BY-LAW

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ADMINISTRATIVE BY-LAW

Bruyère Continuing Care Inc.
Soins Continus Bruyère inc.
(the “**Corporation**”)

PREAMBLE

WHEREAS the Corporation operates a public hospital in accordance with the *Public Hospitals Act* and a long-term care home in accordance with the *Long-Term Care Homes Act, 2007*.

AND WHEREAS the Corporation is a Catholic and academic healthcare organization that provides hospital services, residential and long-term care services, and community programs to and for the community.

AND WHEREAS the Corporation is sponsored by the Catholic Health Corporation of Ontario, doing business as Catholic Health Sponsors of Ontario. Sponsorship refers to the way in which the Catholic identity of health institutions is granted by the Catholic Church and how to ensure its operations conform to the founders’ mission and values

AND WHEREAS the Corporation is a corporation without share capital incorporated in accordance with the *Corporations Act*.

AND WHEREAS the Corporation is committed to providing services in English and French in accordance with the provisions of the *French Language Services Act* while striving to meet the needs of a culturally diverse community.

BE IT ENACTED as the Administrative By-law of the Corporation as follows:

ARTICLE 1 DEFINITIONS AND INTERPRETATION

1.01 Definitions

- (a) “**Board**” means the board of directors of the Corporation;
- (b) “**By-law(s)**” means any by-law of the Corporation from time-to-time in effect;
- (c) “**Chair**” means the Chair of the Board;
- (d) “**CHCO**” means the Catholic Health Corporation of Ontario, which also carries on business as Catholic Health Sponsors of Ontario;
- (e) “**CHCO Designate**” means the individual as designated by the Members;
- (f) “**Chief Nursing Executive**” means the senior nurse employed by the Corporation who reports directly to the President and CEO and is responsible for nursing services provided in the Hospital;

- (g) “**Chief of Staff**” means a Medical Staff member appointed by the Board to serve as Chief of Staff in accordance with the *Public Hospitals Act* and to be responsible for professional standards and quality of care rendered by the Professional Staff. The Chief of Staff shall also act as the Chair of the Medical Advisory Committee (MAC);
- (h) “**Client**” means an in-patient or an out-patient of the Corporation as defined in the *Public Hospitals Act* and a resident as defined in the *Long-Term Care Homes Act, 2007*;
- (i) “**Community Representative**” shall have the meaning set forth in Article 8.03(a) of this By-law;
- (j) “**Corporation**” means the body corporate known as Bruyère Continuing Care Inc. Soins Continus Bruyère inc.;
- (k) “**Dental Staff**” means those dental practitioners in good standing with the Royal College of Dental Surgeons of Ontario and who have been appointed by the Board to attend or perform dental services for Clients in the Hospital;
- (l) “**Designated Amount**” means the amount set from time to time by CHCO whereby the Corporation requires the approval of the Members in respect to any purchase, sale, lease, encumbrance or disposition of any kind;
- (m) “**Director**” means a member of the Board;
- (n) “**Ex Officio**” means membership by virtue of the office and includes all rights, responsibilities and power to vote unless otherwise specified;
- (o) “**Extended Class Nursing Staff**” means those nurses who are members of the College of Nurses of Ontario as a registered nurse and hold an extended certificate of registration under the *Nursing Act, 1991* who are employed by the Hospital and are authorized to diagnose, prescribe for, or treat outpatients in the Hospital;
- (p) “**Health Ethics Guide**” means the *Health Ethics Guide* of the Catholic Health Alliance of Canada as approved from time to time by the Canadian Conference of Catholic Bishops;
- (q) “**Hospital**” means the public hospital operated by the Corporation;
- (r) “**In Camera**” means a meeting that is held in private and that is not open to the public, with all discussions to be kept in strictest confidence;
- (s) “**MAC**” means the Medical Advisory Committee of the Corporation, established in accordance with the Professional Staff By-law of the Corporation;

- (t) **“Medical Staff”** means those medical practitioners in good standing with the College of Physicians and Surgeons of Ontario who have been appointed by the Board and who are granted privileges (within the meaning of the Professional Staff By-law of the Corporation) to practice medicine in the Hospital;
- (u) **“Members”** means those persons who are from time to time serving as directors of the CHCO board of directors, as per Article 2.01(a) of this By-law;
- (v) **“Midwife”** means a midwife in good standing with the College of Midwives of Ontario;
- (w) **“Midwifery Staff”** means those Midwives who have been appointed by the Board and who are granted privileges (within the meaning of the Professional Staff By-law of the Corporation) to practice midwifery in the Hospital;
- (x) **“Nurse”** as defined in Ontario Regulation 965 (Hospital Management Regulation) enacted pursuant to the *Public Hospitals Act*, means a member of the College of Nurses of Ontario who is a registered nurse;
- (y) **“Operating Policies”** means the operating policies approved by the Board in accordance with Article 21.05 of this By-law;
- (z) **“Ordinary Resolution”** means a resolution passed by a majority of the votes cast on that resolution;
- (aa) **“President and CEO”** means, in addition to “administrator” as defined in the *Public Hospitals Act*, the President and Chief Executive Officer of the Corporation;
- (bb) **“Professional Staff”** means the Medical Staff, Dental Staff, and Midwifery Staff, dental staff, or Extended Class Nursing Staff;
- (cc) **“Professional Staff Rules”** mean the rules as set out in the Corporation’s Professional Staff By-law, once effective, in respect of professional staff;
- (dd) **“Special Resolution”** means a resolution passed by not less than two thirds of the votes cast on that resolution;
- (ee) **“Vice-Chair”** means the Vice-Chair of the Board.

1.02 Interpretation

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

- (a) all terms contained in this By-law of the Corporation and which are defined in the *Corporations Act*, the *Public Hospitals Act*, the *Long-Term Care Homes Act*,

2007, or the *Excellent Care for All Act*, shall have the meanings given to such terms in those Acts, except as provided otherwise;

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

ARTICLE 2

MEMBERS AND CONDITIONS OF MEMBERSHIP

2.01 Members of the Corporation

- (a) The Members of the Corporation shall be those persons from time to time serving as directors of CHCO. The Members shall be entitled to notice of all meetings of Members and to attend, speak and vote at such meetings.
- (b) If a person ceases to be a director of CHCO, his/her membership in the Corporation shall terminate. The Secretary of CHCO shall notify the Corporation's Secretary of any change in its directors.
- (c) A Member shall not, as such, be held answerable or responsible for any act, default, obligation or liability of the Corporation or for any engagement, claim, payment, loss, injury, transaction, matter or thing relating to or connected with the Corporation.
- (d) Any Member may by notice to the Board and the other Members, resign as a Member, such resignation to be effective on the date specified therein.

2.02 Dues

There shall be no dues or fees payable by Members.

2.03 Termination of Membership

A Membership is terminated immediately if:

- (a) the Member resigns by notice in writing to the Secretary, which resignation shall take effect on the date of receipt of such notice by the Secretary;

- (b) the Member dies; or
- (c) the Member ceases to be a director of CHCO.

ARTICLE 3 RESPONSIBILITIES, RIGHTS, AND AUTHORITY OF THE MEMBERS

3.01 Reserved Powers of the Members

- (a) The Members recognize that the Board has the authority and responsibility to govern and manage the operation of the Corporation in accordance with this By-law and pursuant to the *Public Hospitals Act* and all other relevant legislation, save and except for the powers expressed and reserved in Article 3.01(b).
- (b) The following matters shall each require either the enactment of a by-law or the passage of a resolution of the Board which, to become effective, shall require the approval by Ordinary Resolution of the Members:
 - (i) establishing the philosophy, mission, vision and values of the Corporation or making any change in the philosophy, mission, vision or values or the nature or purpose of the Corporation;
 - (ii) amending the Articles / Letters Patent or By-laws of the Corporation;
 - (iii) purchasing, leasing or otherwise acquiring, alienating, selling, exchanging or otherwise disposing of or encumbering or pledging as security real or personal property of the Corporation or any right or interest therein having a value in excess of the Designated Amount; in addition to the Members' approval referred to herein, the Corporation shall not assign, lease transfer or otherwise convey in whole or in part any real property of the Corporation that was donated by the Sisters of Charity of Ottawa to the Corporation (the "**Donated Property**") unless the Corporation has sought and obtained the approval of the Sisters of Charity of Ottawa in accordance with any restrictive covenant that is attached to and runs with any such Donated Property.
 - (iv) entering into contracts, leases, borrowing agreements or other agreements, including lines of credit, in excess of the Designated Amount;
 - (v) incurring on behalf of the Corporation any material debt or obligation, including a line of credit or issuing bonds or debentures with a face value greater than the Designated Amount. This requirement applies to:
 - (A) any series of obligations that would, in the aggregate, exceed the Designated Amount; and

- (B) any debt obligation that if incurred would cause the aggregate debt of the Corporation to exceed the Designated Amount;
- (vi) electing or appointing or terminating Directors;
- (vii) appointing an auditor / public accountant;
- (viii) electing, appointing or dismissing the President and CEO, Chair or Vice-Chair of the Corporation, or Interim President and CEO, or Chair;
- (ix) any proposed integration, merger or joint venture between the Corporation and any other entity;
- (x) committing to any construction project in excess of the Designated Amount; and
- (xi) establishing a subsidiary corporation or related organization.

ARTICLE 4 MEETINGS OF MEMBERS

4.01 Annual and Other Meetings of Members

The annual or any special meeting of the Members may be called by the chair of CHCO, by any two Members, by the Chair or by the President and CEO in consultation with the chair of CHCO. Any such meeting shall be held at the head office of the Corporation or such other place in Ontario and on such day as the notice of meeting specifies provided that the annual meeting shall be held between the 1st day of April and the 31st day of July in each year, or within such other period prescribed by the *Public Hospitals Act*.

4.02 Right to Attend Meetings of Members

The only persons entitled to be present at a meeting of Members shall be those entitled to vote at the meeting, the Directors, the officers and the auditor of the Corporation and such other persons who are entitled or required under any provision of the Act or By-laws of the Corporation to be present at the meeting. Any other person may attend a meeting of Members on the invitation of the chair of the meeting or with the consent of the Members.

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

- (a) At every annual meeting of the Members, in addition to any other business that may be transacted, the following shall be presented to the Members:
 - (i) reports of the Chair and the President and CEO;
 - (ii) financial statements of the Corporation; and
 - (iii) report of the Corporation's auditor.

- (b) In addition, the Directors shall be elected and the Corporation's auditor shall be appointed.

ARTICLE 5

NOTICE OF MEETINGS AND WAIVER OF NOTICE

5.01 Notice

- (a) Notice of all meetings of Members shall be given to each Member and to each Director and to the Corporation's auditor. Any person entitled to such notice may waive such notice in writing either before, at, or after the meeting to which the notice relates. Any person attending and participating in any meeting shall be deemed to have waived notice thereof if notice shall not have been provided to such person.
- (b) For the purpose of Article 5.01(a) above, notice shall be given by mail, courier, personal delivery, telephone, electronic or other communication facility to each person entitled to notice, during a period of at least ten (10) days before the day on which the meeting is to be held.
- (c) Notice of a special meeting shall state the general nature of the matters to be considered.

5.02 Meetings by Electronic Means

The Members may, if all Members unanimously consent, determine that a meeting of the Members shall be held entirely by means of such telephone, electronic or other communication facilities that permit all participants to communicate adequately with each other during the meeting and a Member participating in a meeting by such means is deemed to be present at the meeting. Any such consent shall be effective whether given before or after the meeting to which it relates and may be given with respect to all meetings of the Members and of committees of the Members held while a Member holds office.

5.03 Resolution in Lieu of a Meeting

Subject to the provisions of relevant legislation, a resolution in writing signed by all Members entitled to vote on that resolution at a meeting of Members is as valid as if it had been passed at a meeting of Members.

5.04 Error or Omission in Notice

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

5.05 Adjournment

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

5.06 Chair

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

ARTICLE 6 VOTING

6.01 Voting of Members

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

6.02 Show of Hands and Casting Vote

- (a) At all meetings of Members every question shall be decided by Ordinary Resolution of the Members present, unless otherwise required by law or this By-law. Every question shall be decided in the first instance by a show of hands, unless a poll is demanded by any Member. Upon a show of hands, every Member shall have one vote, and unless a poll is demanded, a declaration by the Chair of the meeting that a resolution has been carried or not carried, and an entry to that effect in the minutes of the Corporation, shall be admissible in evidence as *prima facie* proof of the fact, without proof of the number or proportion of the votes accorded in favour of or against such resolution. The demand for a poll may be withdrawn, but if a poll is demanded and not withdrawn the question shall be decided by a majority of votes given by the Members, and such poll shall be taken in such manner as the Chair of the meeting shall direct, and the result of such poll shall be deemed the decision of the Members upon the matter in question.
- (b) In case of an equality of votes at any meeting of Members, whether upon a show of hands or at a poll, the motion is defeated.

ARTICLE 7 QUORUM OF MEMBERS

7.01 Quorum of Members

A quorum for the transaction of business at any meeting of Members shall consist of a majority of the Members entitled to vote at the meeting.

ARTICLE 8 BOARD OF DIRECTORS

8.01 Responsibilities of Directors

Subject to the reserved powers of the Members as set out in Article 3.01, the Board shall govern and oversee the management of the affairs of the Corporation and may exercise all such other powers and do all such other acts and things as the Corporation is, by its letters patent, Operating Policies or otherwise, authorized to exercise and do.

8.02 Number of Directors

Until changed by Special Resolution of the Members, the number of Directors shall be not less than ten (10) but in any event, not more than twenty (20), provided that the composition of the Board shall be constituted as follows:

- (a) four (4) non-voting Ex Officio Directors as follows:
 - (i) President and CEO;
 - (ii) Chief of Staff / Chair of the MAC;
 - (iii) President of the Professional Staff Association; and
 - (iv) Chief Nursing Executive;.
- (b) at least six (6) but no more than sixteen (16) voting Directors elected by the Members, provided that those Directors include:
 - (i) one (1) person nominated by the Members to be the CHCO Designate;
 - (ii) one (1) person nominated by the Bruyère Foundation;
 - (iii) one (1) person nominated by the Bruyère Research Institute; and
 - (iv) one (1) person nominated by the University of Ottawa.
- (c) Notwithstanding the foregoing and in accordance with the Corporation's designation as a public service agency pursuant to the *French Language Services Act*, at least twenty percent (20%) of the total number of voting Directors (or such other percentage that may be prescribed by the *French Language Services Act*) shall be members of the French speaking population.

8.03 Community Representatives

- (a) The Board may appoint members of the community who shall volunteer their input, ideas and expertise to the Board (the "**Community Representatives**"). If appointed, the term of the appointment of a Community Representative shall be one (1) year or as determined by Ordinary Resolution of the Directors. Upon

invitation of the Board, each Community Representative may receive notice of and attend meetings of the Board. Community Representatives are not entitled to vote at meetings of the Board or of committees of the Board.

- (b) If appointed, the Community Representatives shall not have any legal or fiduciary duties or formal rights and responsibilities, powers or binding authority. For greater certainty and clarity, Community Representatives are neither Directors, nor Members of the Corporation. While the Board shall manage or supervise the management of the activities and affairs of the Corporation, the Community Representatives may be consulted by the Board to give advice, discuss, debate and contribute to the formulation of the Corporation's strategic or policy direction-setting initiatives. The general terms of reference of the Community Representatives, including their role, functions and general responsibilities shall be provided in the Operating Policy by which the Community Representatives are appointed.

8.04 Nomination and Election of Directors

- (a) Subject to this section and all other provisions of this By-law, nominations for election as a Director at the annual meeting of Members may be made only in accordance with the Operating Policies. In the event that insufficient nominees for the position of Director are acceptable to the Members, only the persons acceptable shall be elected or appointed and the Members may elect such other persons as Directors, as the case may be in substitution for the persons found not to be acceptable, as the Members in their discretion deem appropriate. This section does not apply to Ex Officio Directors.
- (b) Directors shall be elected on the basis of their skills, interest, personal integrity and their ability to identify with and formally commit themselves to respect and further the philosophy, mission and values of the Corporation. The Board will maintain a skills matrix to guide recruitment of Directors.

8.05 Term of Directors

- (a) Except for Ex Officio Directors and subject to Article 8.05(c) of this By-law, Directors shall be elected initially for a term of up to three (3) years and shall be eligible for re-election up to a maximum of six (6) consecutive years of service. Directors shall retire in rotation and in such a manner that the terms of office of approximately one third of the elected Directors shall expire each year. The term of a Director or the maximum number of consecutive years of service may be extended in extraordinary circumstances, as defined by and approved by the Members on the advice of the Board. [
- (b) It is not necessary that all directors elected at a meeting of the Members hold office for the same term.
- (c) Notwithstanding the foregoing paragraph 8.05(a), any person who was initially elected as a Director on or before November 1, 2014 shall be allowed to serve up

to eight (8) consecutive years on the Board and, for greater certainty, any term served by such a Director prior to the date on which this By-law came into force shall be included in the calculation of the number of consecutive years served by that Director.

8.06 Qualifications

- (a) No person shall be qualified for election or appointment as a Director if that person is less than eighteen (18) years of age, has the status of a bankrupt or does not have their principal residence in Canada. No person shall be qualified for election or appointment as a Director if that person has been found under the *Substitute Decisions Act, 1992* or under the *Mental Health Act* to be incapable of managing property, or if that person has been found to be incapable by any court in Canada or elsewhere.
- (b) Except as provided for within this By-law, no member of the Professional Staff, other than those members appointed pursuant to the *Public Hospitals Act*, and no employee other than the President and CEO and Chief Nursing Executive shall be eligible for election as a Director. Except as provided for within this By-law, no member or spouse of a member of the Medical Staff or Dental Staff or Extended Class Nursing Staff or Midwifery Staff, and no employee or spouse of an employee of the Corporation shall be eligible for election or appointment to the Board.
- (c) A Director is not required to be a Member.
- (d) The Directors shall serve as such without remuneration and no Director shall directly or indirectly receive any profit from his or her position as such, provided that a Director may be reimbursed reasonable expenses incurred by the Director in the performance of his/her duties.

8.07 Ceasing to Hold Office

- (a) A Director's term of office shall end:
 - (i) on the day of the annual meeting of the Board in the year in which his/her term expires, unless reappointed; or
 - (ii) if the Director is removed by the Members in accordance with this By-law; or
 - (iii) for Ex Officio Directors on the day he/she ceases to hold the office by virtue of which he/she became a Director.
- (b) The office of Director shall be automatically vacated if:

- (i) the Director becomes disqualified from being a Director pursuant to relevant legislation or no longer has his/her principal residence in Canada; or
- (ii) the Director becomes disqualified from being a Director pursuant to a circumstance described in Articles 8.06(a) or 8.06(b) occurring after the time of the Director's original appointment; or
- (iii) the Director resigns by notice in writing to the Chair of the Board; or
- (iv) the Director dies.

8.08 Resignation

A member of the Board who wishes to resign from the Board prior to expiry of her/his term of office shall give written notice to the Chair of her/his intention to resign from the Board and such resignation shall be effective from the date specified therein, or if no such date is so specified, from the date of receipt of such resignation by the Chair.

8.09 Removal

- (a) The Members may, by Special Resolution at a general meeting of Members of which notice specifying the intention to pass such a resolution has been given, remove any Director before the expiration of such Director's term of office, and may, by majority of the votes cast at that meeting, elect any qualified person in the stead of such Director for the remainder of his/her term.
- (b) The Board may, by Ordinary Resolution, recommend to the Members the removal of a Director from the Board for just cause. Just cause shall include, but not be limited to the following:
 - (i) failure to attend annually at least 75% of the regularly scheduled meetings of the Board and Committees to which the Director is appointed, unless the absence is approved by the Board; [
 - (ii) acting upon or voting on an item of business to which the Director should have declared a conflict of interest and knowingly chose not to do so;
 - (iii) being convicted of a criminal offence of moral turpitude;
 - (iv) involvement in activities which can be interpreted as perverse or corrupt;
 - (v) conduct inconsistent with the philosophy of the Corporation;
 - (vi) failure to abide by the Operating Policies of the Board as set out from time to time.

8.10 Attendance

Directors and committee members are expected to attend, in person or by telephone, electronic or other communication facilities, all Board meetings and all meetings of committees to which they are assigned, but the Board recognizes that Directors may be unable to attend some meetings. Where a Director or committee member fails to attend a minimum of 75% of the regularly scheduled meetings, the Chair shall discuss the reasons for the absences with the member and may ask the individual to resign.

8.11 Filling Vacancies

Any vacancy amongst the Directors shall be filled only by a vote of the Members. A Director appointed to fill a vacancy shall hold office for the unexpired portion of the term so vacated.

ARTICLE 9 CONFLICT OF INTEREST

9.01 Rules for Directors

The following rules shall apply where a Director has an interest in a contract or transaction, whether made or proposed with the Corporation or in any other matter that competes for the interest of that Director:

- (a) In this Article 9.01 “**Associate**” means the parents, siblings, children, spouse or common law partner of a Director and any organization, agency, company, or individual (such as a business partner or associate) with a formal relationship to a Director.
- (b) Every Director who, either directly or through one of his or her Associates, has, or thinks he or she may potentially have, a conflict of interest shall disclose the nature and extent of the interest at a meeting of the Board.
- (c) A conflict of interest may occur with respect to a proposed or current contract, transaction, matter or decision of the Corporation, or any other matter that competes for the interest of the Director.
- (d) Directors must endeavour to avoid actual or potential conflicts of interest.
- (e) The declaration of an actual or potential conflict of interest shall be disclosed at a meeting of the Board, at which the contract, transaction, matter or decision is first raised or immediately once the Director becomes aware of the conflict.
- (f) If the Director (or any of his or her Associates) becomes interested in a contract, transaction, matter or decision after a meeting of the Board, at which it is first raised, the Director shall make a declaration at the next meeting of the Board.

- (g) In the case of an existing contract, transaction, matter or decision, the declaration shall be made by a Director at the first meeting of the Board, after the person becomes a Director or the interest comes into being.
- (h) After making such a declaration the Board shall determine the appropriate action to be followed by the interested Director which may include a determination that the interested Director shall neither vote nor be present at the vote or during the discussions or otherwise attempt to influence the voting on a contract, transaction, matter or decision, (including discussing the matter with other Directors) nor shall the Director be counted in any required quorum with respect to the vote.
- (i) If a Director or any Associate of any Director has a financial interest in any proposed contract or transaction, such contract or transaction shall not be entered into unless a declaration of interest has been made by the Director and the Director has otherwise complied with this By-Law and, if required, the consent of the Public Guardian and Trustee is secured. If the Director complies with the forgoing requirements, the Director is not accountable to the Corporation for any profit he or she may realize from the contract or transaction.
- (j) If the Director fails to make a declaration of his or her interest in a contract, transaction, matter or decision as required by this By-Law, this shall be considered grounds for termination of his or her position as a Director.
- (k) The failure of any Director to comply with the conflict of interest provisions of this By-Law does not, in or of itself, invalidate any contract, transaction, matter or decision undertaken by the Board.
- (l) If a Director believes that any Director is in a conflict of interest position with respect to any contract, transaction, matter or decision, the Director shall have the concern recorded in the minutes.
- (m) Thereafter, at the request of a Director, the Board shall, after the Director alleged to have a conflict has absented himself or herself from the room, vote on whether the Director alleged to have a conflict of interest is, in the opinion of the Board, in a conflict of interest. If the Board so finds the person in a conflict of interest, the Director shall absent himself or herself during any subsequent discussion or voting process relating to or pertaining to the conflict.
- (n) The question of whether or not a Director has a conflict of interest shall be determined by a simple majority of the Board, and such determination shall be final.
- (o) If the Board finds that the Director is not in conflict, the Board will then vote on the contract, transaction, matter or decision and the votes of each Director shall be recorded.
- (p) Every declaration of a conflict of interest and the general nature thereof shall be recorded in the minutes of the Board.

9.02 Operating Policy on Conflicts of Interest

The Board may adopt an Operating Policy that supplements the conflict of interest rules set out in this By-law and that prescribes further what may constitute a conflict of interest, and the manner in which conflicts of interests shall be managed by the Corporation.

ARTICLE 10 MEETINGS OF THE BOARD

10.01 Time and Place of Meetings

- (a) The Board shall meet at such times and in such places as may be determined by the Board, the Chair, the Vice-Chair or the President and CEO. A meeting of the Board shall be called by the Secretary upon receipt of the written request of at least four (4) Directors.
- (b) A copy of any resolution of the Board fixing the place and time of regularly scheduled meetings of the Board shall be given to each Director forthwith after being passed and no other notice shall be required for any such meeting.
- (c) Meetings of the Board shall be open to the public unless the Board otherwise provides. The Board may adopt an Operating Policy with respect to the attendance of the public at meetings of the Board and the procedure for holding in camera meetings of the Board, either in whole or in part.

10.02 Annual Public Information Meeting

- (a) An annual public information meeting of the Board shall be held between the first day of June and the last day of September in each year on a day fixed by the Directors. The notice of such meeting shall be provided in French and in English and shall be given by such means as the Board deems appropriate, which may include, without limitation, posting a paper copy of such notice at each facility of the Corporation and/or publishing a copy on the Corporation's website, at least one (1) week prior to the meeting.
- (b) The annual public information meetings of the Board shall be held in accordance with the Operating Policy that applies to such meetings.

10.03 Notice of Meeting

- (a) Notice of any meeting of the Board may be given by telephone or electronically, and shall be given at least twenty-four (24) hours in advance of the meeting.
- (b) The declaration of the Secretary or Chair that notice has been given pursuant to the By-law, shall be sufficient and conclusive evidence of the giving of such notice.

- (c) 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.

10.04 Procedures for Board Meetings

- (a) Attendance at meetings of the Board by other than those individuals specified in this By-law shall be subject to the Operating Policies as enacted from time to time.
- (b) The Board shall have the discretion at any time to declare the meeting or any portion of any meeting to be In Camera, in accordance with the Operating Policies.
- (c) Minutes shall be kept for all meetings of the Board.

10.05 Voting

- (a) The Chair shall be entitled to vote on all matters to be decided by the Board.
- (b) Business arising at any meeting of the Board shall be decided by a majority of Directors entitled to vote, provided that:
 - (i) except as provided by Article 10.05(b)(ii) below, votes shall be taken in the usual way by a show of hands;
 - (ii) votes shall be taken by written ballot if so demanded by any voting Director present;
 - (iii) if there is an equality of votes, the Chair shall rule that the motion has been defeated; and
 - (iv) a declaration by the Chair that a resolution, vote or motion has been carried or defeated and an entry to that effect in the minutes shall be admissible in evidence as *prima facie* proof of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution, vote or motion.

10.06 Quorum

The presence of a majority of the Directors entitled to vote at a meeting of the Board shall constitute a quorum for the transaction of business.

10.07 Electronic Participation

Notwithstanding any other provision of this By-law, any Director, Officer, Member, Professional Staff member or employee, who is permitted by the By-law or rules and the

Operating Policies of the Corporation to attend and/or participate in a meeting, may attend and/or participate in a meeting of the Board or of a committee of the Board, with the consent of all the Directors or committee members, as the case may be, by means of telephone, electronic or other communication facilities so as to permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously. A person participating in such a meeting by such means is deemed, for the purposes of relevant legislation and said By-law, to be present at the meeting. Such person may, if entitled to vote, indicate his/her vote by any means that reasonably conveys the person's intention to the other meeting participants. Any such consent shall be effective whether given before or after the meeting to which it relates and may be given with respect to all meetings of the Board and of committees of the Board held while a Director holds office.

10.08 Rules of Order

Any questions of procedure at, or for, any meetings of the Corporation, of the Board, of the Professional Staff, or of any committee, which have not been provided for in this By-law or by the *Corporations Act* or by the *Public Hospitals Act*, or the Professional Staff Rules, shall be determined by the Chair in accordance with the rules of procedure adopted by resolution of the Board.

10.09 Representation of CHCO at Board and Committee Meetings

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

ARTICLE 11 OFFICERS

11.01 Officers

- (a) The Officers of the Corporation shall be comprised of:
 - (i) the Chair;
 - (ii) the Vice-Chair;

- (iii) the Treasurer;
 - (iv) the CEO;
 - (v) the Secretary; and
 - (vi) any such other Officers as the Board may by Ordinary Resolution determine.
- (b) The Chair and the Vice-Chair shall be voting Directors.

11.02 Appointment and Terms of Office (Officers)

- (a) The Chair shall be appointed by the Members for a one (1) year term and shall be eligible for re-appointment for an additional one (1) year term provided that the Chair shall serve no longer than two (2) consecutive years in that office. Notwithstanding the foregoing, where a Director has served two (2) consecutive years as Chair and upon the recommendation of the Board in extraordinary circumstances, the Members may, by Special Resolution, re-appoint such Director as Chair for one (1) additional year, provided however that in no event shall such Director serve longer than three (3) consecutive years as Chair.
- (b) The Vice-Chair shall be appointed by the Members for a one (1) year term and shall be eligible for re-appointment for an additional one (1) year term provided that the Vice-Chair shall serve no longer than two (2) consecutive years as Vice-Chair.
- (c) Except in the case of the Chair and Vice-Chair and subject to any employment or contractual agreements that may exist for any Officer, Officers shall be appointed by the Board and hold their position for a period of one (1) year, or, in those cases where an Officer is appointed by the Board to fill a mid-term vacancy, until the first meeting of the Board immediately following the annual meeting of the Members.
- (d) The Officers shall be selected and appointed on the basis of their skills, experience, knowledge, interest, personal qualities and their ability to formally commit themselves to the role and responsibilities assigned to any particular office, as more particularly described in the Operating Policies of the Corporation. While consideration shall be given to an individual's past experience as an Officer of the Corporation, there shall be no automatic succession appointments of Officers.
- (e) Officers shall be subject to removal by the Board at any time, provided that in the case of the President and CEO, the Chair or the Vice-Chair, such removal shall not be effective until approved the Members in accordance with Section 3.01(b)(viii). The President and CEO, the Chair or the Vice-Chair may be asked to resign by a vote of three-quarters (3/4) of Members at a special meeting called for that purpose.

ARTICLE 12 CHAIR

12.01 Chair

The Chair shall, when present, preside at all meetings of the Board and perform such other duties as may from time to time be determined by the Directors or as set out in an Operating Policy.

ARTICLE 13 VICE-CHAIR

13.01 Vice-Chair

- (a) The Vice-Chair shall discharge and perform all duties of the Chair in the absence or disability of the Chair, together with such other duties as may from time to time be assigned to the Vice-Chair by the Directors or as set out in an Operating Policy.

ARTICLE 14 SECRETARY

14.01 Secretary

The Secretary shall keep or cause to be kept proper minutes of all such meetings, keep or cause to be kept a record of the names and addresses of all Directors, and perform such other duties as may from time to time be assigned to the Secretary by the Directors or as set out in an Operating Policy.

ARTICLE 15 TREASURER

15.01 Treasurer

The Treasurer shall oversee the management of the financial affairs of the Corporation. The Treasurer shall keep the Board apprised of key financial matters of the Corporation, provide regular financial reports to the Board and submit or cause to be submitted to the Board an annual audited financial statement. The Treasurer shall perform such other duties as the Board may direct or as set out in an Operating Policy.

ARTICLE 16 PRESIDENT AND CEO

16.01 President and CEO

The President and CEO shall be appointed by the Board subject to the approval of the Members and shall be accountable to the Board. The President and CEO shall be a Director and the President of the Corporation if there is such an office. Subject to the

authority of the Board, the President and CEO shall be responsible for the administration, organization and management of the affairs of the Corporation.

The President and CEO shall ensure there are appropriate procedures in place for the appointment of the Chief Nursing Executive and the establishment of the Chief Nursing Executive's functions and responsibilities.

ARTICLE 17 COMMITTEES OF THE BOARD

17.01 Committees of the Board

- (a) The Board may establish committees from time to time. The Board shall determine the duties of such committees. The committees of the Board shall be:
 - (i) Standing Committees, being those committees whose duties are normally continuous; and
 - (ii) Special Committees, being those committees appointed for specific duties whose mandate shall expire with the completion of the tasks assigned.
- (b) The functions, duties, responsibilities and mandate of committees shall be provided in Operating Policies the Board.
- (c) Unless otherwise provided by the By-law or by Board resolution, the Board shall appoint the members and Chair of a committee. Each Chair of a committee shall be a Director. The Board may appoint committee members who are not Directors to all committees of the Board, except the Executive Committee if any, and those persons shall not be entitled to vote. Any committee member may be removed from a committee by the Board. No decision of a committee shall be binding until approved or ratified by the Board.
- (d) The Board shall ensure that the Corporation establishes such committees and undertakes such programs as are required pursuant to all relevant legislation, including the *Public Hospitals Act*. Procedures at, and quorum for committee meetings, shall be determined by the Chair of each committee, unless established by the Board by resolution or by way of Operating Policy from time to time.
- (e) Unless otherwise provided in the Board resolution or committee terms of reference, the Chair and the President and CEO shall each be an Ex Officio member of all committees of the Board.
- (f) Executive Committee
 - (i) The Board may, but shall not be required to, establish an Executive Committee consisting of not fewer than three (3) voting Directors and may delegate to the Executive Committee:

- (A) the power to oversee the performance, compensation and succession planning for the President and CEO and the Chief of Staff in accordance with the Operating Policies approved by the Board; and
 - (B) any other powers of the Board, subject to such restrictions, as may be imposed by the Act or by the Board by resolution.
- (ii) If an Executive Committee is established and except in respect of the matters set out at paragraph 17.01(f)(i) above, the Executive Committee shall meet only when decisions are required and all attempts to achieve a quorum of the full Board prior to the date a decision is required have been unsuccessful.
 - (iii) The quorum for meetings of the Executive Committee, if any, shall be no less than a majority of its members.
 - (iv) Any Executive Committee member may be removed by a majority vote of the Board.

ARTICLE 18 CONFIDENTIALITY AND PUBLIC RELATIONS

18.01 Confidentiality and Public Relations

- (a) Every Director, Officer, member of the Professional Staff, member of a committee of the Board, employee and agent of the Corporation shall respect the confidentiality of matters brought before the Board, or before any committee or subcommittee of the Corporation.
- (b) The Board may give authority to one or more Directors, Officers or employees of the Corporation to make statements to the news media or the public about matters brought before the Board. [
- (c) The President and CEO (or his/her delegate) may make statements to the news media or the public about matters relating to the operations of the Corporation.

ARTICLE 19 BANKS AND SIGNING OFFICERS

19.01 Signing Officers

Subject to Article 3.01, deeds, transfers, assignments, contracts, obligations, certificates and other instruments may be signed on behalf of the Corporation by the President and CEO or delegate, together with any one of the Chair or Vice-Chair. In addition, the Board may from time to time adopt an Operating Policy and direct the manner in which, and the person or persons by whom, any particular instrument or class of instruments may or shall be signed. Any signing officer may affix the corporate seal thereto.

19.02 Banking and Borrowing

- (a) The Board shall designate the bank or banks in which the monies of the Corporation shall be deposited, in which any stocks, bonds or other securities of the Corporation shall be placed for safekeeping.
- (b) The Board may, for and in the name of the Corporation, subject to Article 3.01 and to any Operating Policy, to:
 - (i) borrow money on the credit of the Corporation;
 - (ii) issue, reissue, sell, pledge or hypothecate debt obligations of the Corporation;
 - (iii) give a guarantee on behalf of the Corporation to secure performance of an obligation of any person; and
 - (iv) mortgage, hypothecate, pledge or otherwise create a security interest in all or any property of the Corporation, owned or subsequently acquired, to secure any obligation of the Corporation.

ARTICLE 20 REPRESENTATIVES OF THE MEMBERS

20.01 Representatives of the Members

The Members may, by resolution, appoint such representatives of the Corporation with such powers and to perform such acts or duties on behalf of the Members as it may see fit, so far as may be consistent with this By-law, and to the extent authorized or permitted by law.

ARTICLE 21 GENERAL

21.01 Head Office

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

21.02 Corporate Seal

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

21.03 Financial Year

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

21.04 Auditor

- (a) At the annual meeting, the Members shall appoint an auditor, considering the recommendation of the Board. The auditor shall hold office until the next annual meeting of the Corporation, and shall audit the financial statements for report to the Members. The auditor shall not be a member of the Board, employee of the Corporation, or a partner or employee of any such person, and shall be duly licensed under the *Public Accounting Act, 2004*.
- (b) The auditor shall from time to time report to the Board directly or through any Board committee established to receive such reports and the auditor shall make any recommendations as are appropriate.
- (c) The auditor shall prepare financial analyses and other reports as required by the Board or the President and CEO, and/or by the Members.
- (d) The person or firm appointed as auditor for the Corporation shall be “independent” of the Corporation, its affiliates and its Directors and Officers as is established by all relevant legislation for the Corporation, but shall be a member in good standing of an institute or association of accountants incorporated by or under an act of the legislature of a province of Canada, meet any qualifications under an enactment of a province for performing any duty that the person is required to perform under the relevant sections of the relevant legislation.
- (e) The auditor shall have all the rights and privileges as set out in relevant legislation and shall perform the function as prescribed therein.

21.05 Operating Policies

- (a) The Board may adopt, amend, or repeal by resolution such operating or governance policies (“**Operating Policies**”) that are not inconsistent with the By-laws relating to such matters as terms of reference of committees, duties of Officers, Board duties and code of conduct, and conflict of interest as well as procedural and other requirements as it may deem necessary or desirable for the better management, operation, and maintenance of the Corporation, provided however that any such rule shall conform with the provision of this By-law. Any Operating Policy adopted by the Board will continue to have force and effect until amended, repealed, or replaced by a subsequent resolution of the Board.
- (b) Without limiting the generality of Article 21.05(a), the Board shall adopt Operating Policies that:
 - (i) establish and provide for the operation of an occupational health and safety program for the Hospital that complies with the requirements of the *Public Hospitals Act*, and the Regulations enacted thereunder;

- (ii) establish and provide for the operation of a health surveillance program for the Hospital that complies with the requirements of the *Public Hospitals Act*, and the Regulations enacted thereunder;
- (iii) establish procedures to encourage the donation of organs and tissues that comply with the requirements of the *Public Hospitals Act*, and the Regulations enacted thereunder.

21.06 Contracts

The Board, subject to Article 3.01 of this By-law, by Ordinary Resolution, may authorize the President and CEO, or any other Officer, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation. Such authority may be general or confined to a specific instance. Unless so authorized by the Board, no Officer or employee shall have the power or authority to bind the Corporation by any contract or engagement, or to pledge its credit, or render it liable financially for any purpose or to any amount as specified in Article 3.01.

21.07 Bonding – Fidelity Insurance

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. These requirements may be met by an alternative form of government 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. The Corporation shall pay the expenses of any such fidelity bond or policy.

21.08 Investments

The Board may invest only in securities authorized by the *Trustee Act* of the Province of Ontario:

- (a) all endowment monies bequeathed in trust to the Corporation for its use;
- (b) all monies bequeathed in trust to the Corporation for its use;
- (c) notwithstanding the provisions of Article 21.08, the Board may, at its discretion, retain investments not authorized by the *Trustee Act* which are given or bequeathed to the Corporation in specie (in-kind); and
- (d) all other funds.

21.09 Indemnification

- (a) Subject to applicable law, every present and former Director, Officer and Member of the Corporation and his/her heirs, executors, administrators, or other legal personal representative and his/her estate and effects, respectively, shall from time to time and at all times, be indemnified and saved harmless by the Corporation

from and against all costs, charges and expenses including an amount paid to settle an action or satisfy a judgment, reasonably incurred by the individual in respect of any civil, criminal, administrative, investigative or other proceeding in which the individual is involved because of that association with the Corporation or other entity, provided the individual to be indemnified:

- (i) acted honestly and in good faith with a view to the best interests of the Corporation or, as the case may be, to the best interests of the other entity for which the individual acted as director or officer or in a similar capacity at the Corporation's request; and
 - (ii) in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, had reasonable grounds for believing that their conduct was lawful.
- (b) The indemnity provided for in the preceding paragraph shall not apply to any liability which a Member, Director or Officer of the Corporation may sustain or incur as the result of any act or omission as a member of the Professional Staff or as a member of the medical staff of the Corporation.

21.10 Advance of Costs

The Corporation may advance money to a Director, Officer, Member or other individual for the costs, charges and expenses of a proceeding referred to in Article 21.09. The individual shall repay the money if the individual does not fulfil the conditions of Article 21.09.

21.11 Insurance

Subject to the requirements of the *Charities Accounting Act*, the Corporation shall purchase and maintain insurance for the benefit of an individual referred to in Article 21.09 against any liability incurred by the individual:

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

ARTICLE 22 AMENDMENT OF BY-LAW

22.01 Amendment

Subject to applicable legislation and this By-law, the provisions of the By-laws may be repealed or amended by a majority resolution of the Directors at a meeting of the Board

of Directors and sanctioned by at least a majority of the Members entitled to vote at a meeting duly called for the purpose of considering the said By-law.

22.02 Effective Time of Amendment

- (a) A by-law passed under Article 22.01 and a repeal, amendment or re-enactment thereof is effective only if and when confirmed by the Members at a meeting of the Members duly called for that purpose.
- (b) A by-law or an amendment to a by-law passed by the Board shall be presented for confirmation at the next annual meeting or to a general meeting of the Members called for that purpose. The notice of such annual meeting or general meeting shall refer to the by-law or amendment to be presented.
- (c) The Members entitled to vote at the annual meeting or at a general meeting may confirm the by-law as presented or reject or amend it, and if rejected, it shall not become effective and if amended, it shall take effect as amended.

APPROVED by the Board of directors on the 28th day of March, 2019 and CONFIRMED by the Members on the 26th day of April, 2019, in accordance with the *Corporations Act*, R.S.O. 1990, c. C.38.

Barbara Kieley
Chair

Guy Chartrand
President and CEO, & Secretary