

THE OTTAWA HOSPITAL/ HÔPITAL D'OTTAWA

Administrative By-law

**Enacted September 30, 2002
Amended June 30 2004
Amended September 22, 2004
Amended April 27 2005
Amended June 27 2007**

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BY-LAW OF THE OTTAWA HOSPITAL/L' HÔPITAL D' OTTAWA
(hereinafter referred to as the "Corporation")

PREAMBLE

WHEREAS it is the mandate of the Corporation to serve the community in accordance with the objects of the Corporation as provided for in the letters patent of amalgamation, and with the Vision, Mission, Key Success Factors and Core Values of the Corporation, as set out in this Preamble.

AND WHEREAS the Minister of Health and Long-Term Care designated the University of Ottawa Heart Institute at The Ottawa Hospital as a Hospital Subsidiary organization effective 1st April 1998.

AND WHEREAS it is the intent of the Hospital to be an Academic Health Sciences Centre operating on multiple sites, integrating the community and academic missions of its founding hospitals.

AND WHEREAS the Hospital provides service 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.

AND WHEREAS the Hospital's Vision, Mission, Key Success Factors and Core Values are as follows:

Vision

The Ottawa Hospital will be nationally recognized as the academic health sciences centre of choice.

Mission

The Ottawa Hospital is a compassionate provider of patient-centred health services with an emphasis on tertiary-level and specialty care, primarily for residents of Champlain LHIN.

The Ottawa Hospital provides a wide variety of educational opportunities across all health care disciplines in partnership with the University of Ottawa and other affiliated universities, community colleges and training organizations.

The Ottawa Hospital develops, shares and applies new knowledge and technology in the delivery of patient care through nationally and internationally recognized research programs in partnership with the Ottawa Health Research Institute.

The Ottawa Hospital plays an active role in promoting and improving health within its community. The Ottawa Hospital collaborates with a wide range of partners to address the needs of the community and to build a strong, integrated system for regional health care delivery.

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The Ottawa Hospital functions in English and French while striving to meet the needs of the culturally diverse community it serves.

Key Success Factors

Set new standards in patient care, education and research.

We link innovative research to evidence-based practice in order to improve the outcomes of care.

We aim to develop and provide timely access to new methods and leading-edge technologies.

We strive to be a leader in the training and subsequent recruitment and retention of students from all health care disciplines.

We build our patient care programs on the values of caring, compassion and safety.

We use patient and staff feedback to drive superior performance.

Inspire innovation, learning and growth.

We provide our staff and physicians with opportunities for continuous learning, growth and development.

We actively seek out and encourage new ideas and we respond quickly and efficiently to evaluate and implement new approaches to the delivery of care.

We lead by example and support each other in our shared effort to continuously improve.

We recognize and reward good health care practice and we acknowledge and celebrate our successes.

Build financial strength.

We are a value-driven organization with a cost-conscience.

We invest our resources wisely, taking into account our future needs.

We encourage an entrepreneurial spirit across the organization and welcome new ideas and approaches to maximize our resources.

We actively support the efforts of The Ottawa Hospital Foundation to build strong community support for the Hospital.

We are all accountable for sustaining financial health.

Create enabling environments.

We provide a physical environment that is healing and safe.

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We have or shall quickly acquire the tools and resources we need to excel.

We have a culture that is founded on respect, caring and trust.

We facilitate an open flow of information and promote constructive dialogue throughout the organization.

We respect and support the need to balance work and family life.

Drive change through advocacy and partnerships.

We value collaboration and actively build and nurture partnerships to promote health in our community.

We strive to be a leader in contributing to the health of the population and we continuously monitor health care trends and work to respond quickly to the changing health care needs of the community.

We are active in the community on health care need and we work with our partners to advocate for a strong, integrated health care system for the region.

We encourage community support of patient care through active volunteer programs.

We provide opportunities for patients, donors and community supporters to take an active role in shaping the future of the Hospital.

Core Values

Compassion

We care for our patients and their loved ones with dignity and respect in a safe and healing environment.

We value the physical, emotional and spiritual health of our patients and staff.

A Commitment to Quality

We value our ability to listen, to learn from each other and to continuously improve.

We aim to meet and exceed nationally and internationally recognized standards for quality and excellence in the delivery of patient care and in our education and research programs.

Working Together

We believe that collaboration and working together are essential to restoring and improving health.

We communicate honestly and openly and value the opinions and perspectives of all members of the health care team.

Respect for the Individual

We treat everyone at The Ottawa Hospital with fairness, equity and respect.

We draw on our linguistic and cultural diversity as a strength in how we deliver our programs and respond to community needs.

Vision Primer

The Ottawa Hospital will be nationally recognized as the academic health sciences centre of choice.

Choice--The Ottawa Hospital will be a caring, compassionate health care provider responding quickly and effectively to the needs of patients and their families. Patients, staff, physicians, students, scientists, volunteers and donors will be attracted to The Ottawa Hospital because of its culture of caring, the state-of-the-art environments for care, education and research, its commitment to excellence and continuous innovation, and its leadership in collaborative approaches to health improvement.

National recognition--The Ottawa Hospital will achieve a national reputation for patient satisfaction, patient safety, rewarding educational opportunities, nationally and internationally recognized achievements in research, and its leading performance in clinical outcomes and operational efficiency.

Academic Health Sciences Centre--The Ottawa Hospital will collaborate with the University of Ottawa, the Ottawa Health Research Institute and other affiliated universities, colleges and educational institutions to support 'bench-to-bedside' research programs, a wide range of educational opportunities for students of all health professions, and standard-setting patient care programs with an emphasis on tertiary and specialty care. Through partnerships and alliances, The Ottawa Hospital will respond to local and regional needs and work collaboratively to improve the health of the population we serve.

AND WHEREAS the following principles of governance shall serve as a framework for this By-law:

- . The Board serves the community in carrying out its responsibilities;
- . The Board encourages open and forthright examination of all issues and when considering conflicts between particular interests, acts at all times in the best interest of the Hospital and the Community it serves;
- . The Board is solely responsible for the governance of the Hospital;
- . The Board provides strategic leadership to the Hospital in the establishment of its Vision, Mission, Key Success Factors and Core Values and its ethical framework

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and will ensure the Hospital provides exemplary health care and conducts its affairs in accordance with same;

The Board ensures that its membership possesses a broad range of skills and experience and is reflective of both the cultural diversity and the bilingual nature of the population served by the Hospital; and

The Board establishes open processes in order that the public and community are aware of the values, policies, programs and services of the Hospital.

ARTICLE 1. DEFINITIONS, INTERPRETATION AND PROCEDURES

1.01 Definitions

In this By-law, the following words and phrases shall have the following meanings, respectively:

- (1) “Act” means the *Corporations Act* (Ontario), and where the context requires, includes the Regulations made under it;
- (2) “Affiliation Agreement” means the agreement between the Hospital and the University of Ottawa regarding their joint relationship with respect to patient care, teaching and research;
- (3) “Application” means the application for membership prescribed by the Board;
- (4) “Associates” in relation to an individual means children living in the individual’s household, or the individual’s parents, siblings, spouse, or common law partner, and includes any organization, agency, company, or individual (such as a business partner) with a formal relationship to the individual;
- (5) “Board” means the Board of Governors of the Corporation;
- (6) “Board Policy” means a policy specifically approved by the Board to be appended as a Schedule to this By-law;
- (7) “By-law” means any By-law of the Corporation from time to time in effect;
- (8) “Champlain Local Health Integration Network (LHIN) Region” means that geographic region of the Province of Ontario comprising the Renfrew County, the City of Ottawa, the counties of Prescott and Russell, Stormont, Dundas and Glengarry, North Grenville, and four parts of North Lanark ;
- (9) “Chair” means the Governor elected by the Board to serve as Chair of the Board;

- (10) “Chief Executive Officer” means the person who has the direct and actual superintendence and charge of the Hospital, in addition to holding the position of “administrator” as defined in Section 1 of the *Public Hospitals Act*;
- (11) “Chief of Staff” means the person responsible to the Board for the quality of care provided in the Hospital and who is the Chief of the Medical Staff as defined in Section 34(2) of the *Public Hospitals Act*;
- (12) “Committee” means a Committee of the Board or as otherwise specified in this By-law;
- (13) “Community Advisory Committee” means a committee established by the Board to provide advice about healthcare to the Board;
- (14) “Conflict of Interest” includes, without limitation, the following three areas that may give rise to a conflict of interest for any of the Governors of the Corporation, namely:
- (i) Pecuniary or financial interest – a Governor has a pecuniary or financial interest in a decision when the Governor (or the Governor’s Associates) stands to gain by that decision, either in the form of money, gifts, favours, gratuities, or other special considerations;
 - (ii) Undue influence – participation or influence in Board decisions that selectively and disproportionately benefits particular agencies, companies, organizations, municipal or professional groups, or Patients from a particular demographic, geographic, political, socio-economic, or cultural group is a violation of the Governor’s entrusted responsibility to the Community at large; or
 - (iii) Adverse interest – a Governor is said to have an adverse interest to the Corporation when the Governor is a party to a claim, application or proceeding against the Corporation.
- (15) “Corporation” means the Corporation amalgamated by Letters Patent under the *Corporations Act* (Ontario) and named The Ottawa Hospital/L’Hôpital d’Ottawa with a head office in the City of Ottawa, in the Province of Ontario and at such place therein as the Board may from time to time determine;
- (16) “*Ex-officio*” means membership “by virtue of the office” and includes all rights, responsibilities, and power to vote unless otherwise specified;
- (17) “Excluded Person” means:
- (i) Any member of the Professional Staff other than the members of the Medical Staff appointed to the Board pursuant to the *Public Hospitals Act*;
 - (ii) Any employee other than the Chief Executive Officer; and

- (iii) Any Associate of a member of the Professional Staff or employee of the Corporation.
- (18) “Governor” means a member of the Board;
- (19) “Hospital” means the Corporation;
- (20) “Hospital Foundation” means The Ottawa Hospital Foundation with a head office in the City of Ottawa;
- (21) “Hospital Management Regulation” means Regulation 965 of R.R.O., 1990 pursuant to the *Public Hospitals Act* as from time to time amended;
- (22) “Hospital Subsidiary” means a Corporation that is controlled directly or indirectly in any manner by The Ottawa Hospital and includes the University of Ottawa Heart Institute at The Ottawa Hospital which became a subsidiary on April 1, 1998;
- (23) “Joint Conference or Relations Committee” means a joint Committee established pursuant to Article 7.14 of the By-law;
- (24) “Letters Patent” means the Letters Patent of Amalgamation of The Ottawa Hospital/L’Hôpital D’Ottawa dated April 1st 1998 respecting Ontario Corporation Number 1284725;
- (25) “Life Member” means an individual or Business Entity as defined in Article 2.01(b)(ii);
- (26) “Management” means the employees of the Corporation who hold executive management positions, report to the Chief Executive Officer and/or the Chief Operating Officer and are responsible for the management of the activities of the Corporation;
- (27) “Member” means a member of the Corporation in accordance with Article 2;
- (28) “Patient” means, unless otherwise specified, any in-patient, out-patient or other patient of the Corporation;
- (29) “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;
- (30) “Physician” means a medical practitioner in good standing with the College of Physicians and Surgeons of Ontario;
- (31) “Policies” means the administrative, medical and professional policies of the Hospital, approved by the Board;
- (32) “Professional Staff” means those Physicians, Dentists, Midwives and Extended Class Nurses who are appointed by the Board and who are granted specific

Privileges to practise medicine, dentistry, midwifery or extended class nursing respectively in the Hospital;

- (33) "Program" means a cluster of patient-centred services which optimizes patient care, education and research and is consistent with the mission and vision of the Corporation;
- (34) "*Public Hospitals Act*," means the *Public Hospitals Act* R.S.O., 1990, c. P40 and, where the context requires, includes the Regulations made under it;
- (35) "Regional Partners" means the health care institutions and agencies in Champlain LHIN with which the Corporation has developed collaborative relationships for the provision of patient care, and education and research;
- (36) "Secretary" means the Chief Executive Officer of the Corporation who shall serve as the Secretary of the Corporation in accordance with Article 5.01(b) and perform the duties specified in Article 5.05;
- (37) "Treasurer" means the person appointed by the Board to serve as treasurer of the Corporation and to perform the duties specified in Article 5.04;
- (38) "Volunteer Association" means any auxiliary, volunteer or friends organization recognized by the Board and operating for the benefit of the patients of the Hospital;
- (39) "Volunteer Member" means an individual who was an active volunteer of a Volunteer Association whose name appears in the registry of the Volunteer Services Department on each campus or constituent operating location as at March 31st prior to an Annual General Meeting pursuant to Article 2.01(b)(iii);
- (40) "University" means the University of Ottawa/L'Université d'Ottawa.

1.02 Interpretation & Application

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

- (a) All terms which are contained in this By-law and which are defined in the *Act* or the *Public Hospitals Act* shall have the meanings given to such terms in the *Act* or the *Public Hospitals Act*.
- (b) This By-law governs the Hospital and its Hospital Subsidiary.
- (c) The use of the singular number shall include the plural and vice versa and the use of any gender shall include the masculine, feminine and neuter genders.
- (d) 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.

- (e) 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.
- (f) It is expressly provided that any policy enacted by the Board and referred to herein or referred to herein as being attached or appended hereto shall not form part of this By-law and shall not be subject to Article 13 but shall at all times have the status of a policy of the Board such that it can be changed at any time by Resolution of the Board.

1.03 General procedures at Meetings and Voting

- (a) Notice
 - (i) Subject to Article 1.03(b), thirty (30) days prior written notice of an Annual General Meeting shall be given to each Member. Notice of any meeting shall contain information as to the business to be transacted thereat as determined by the law of the Province of Ontario and from time to time by the Board.
 - (ii) In lieu of the written notice required under Article 1.03(a)(i) above, it is sufficient notice of any annual or special meeting of members if notice is given by publication at least once a week for two (2) successive weeks preceding the meeting in one English and one French newspaper of general circulation in the Champlain LHIN Region.
- (b) Omission of Notice

No unintentional or technical error or omission in giving notice of a meeting of Members shall invalidate resolutions passed or proceedings taken at the meeting. Any Member may at any time waive notice of any such meeting and may ratify, approve and confirm any or all resolutions passed or proceedings taken at the meeting.
- (c) Any Governor, Professional Staff member, or employee, as the context requires and as is permitted by the By-laws or Policies of the Corporation, may participate in a meeting of the Board or of a Committee of the Board, by means of telephone conference or electronic or other communication facilities as permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously, and a person participating in such a meeting by such means is deemed for the purposes of the *Act* and this By-law to be present at the meeting.
- (d) Business arising at any meeting of the Corporation, the Board or any Committee of the Board established pursuant to this By-law shall be decided by a majority of votes unless otherwise required by statute, provided that:

- (i) except for matters requiring Board approval listed in Article 7.03(b)(i), the Executive Committee shall manage the Committees of the Board through the development and approval of the Board's agenda;
- (ii) in accordance with the *Public Hospitals Act*, no Member shall be entitled to vote by proxy at a meeting of the Corporation; all Members must attend annual and/or special meetings of the Corporation in person in order to be eligible to vote;
- (iii) votes shall be taken in the usual way, by show of hands or by roll call, among all Members, Governors and Committee members present and, in the event of a tie, the chair of the meeting shall have the deciding vote. In no other circumstances shall the chair of a meeting vote;
- (iv) each Member, each Governor and each Committee member shall be entitled to one (1) vote at any meeting of the Corporation, Board or Committee, respectively;
- (v) after a show of hands or roll call has been taken on any question, the chair of the meeting may require, or any person entitled to vote on the question may demand, a poll thereon. A poll so required or demanded shall be taken in such manner, as the chair of the meeting shall direct. A demand for a poll may be withdrawn at any time prior to the taking of the poll. Upon a poll, each individual present in person and entitled to vote at such meeting shall have one (1) vote, and the result of the poll shall be the decision of the Members, the Board or the Committee, as the case may be;
- (vi) whenever a vote by show of hands or by roll call shall have been taken on a question, unless a poll is required or demanded, a declaration by the chair of the meeting that a resolution, vote or motion has been carried and an entry to that effect in the minutes shall be admissible in evidence as *prima facie* proof of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution, vote or motion;
- (vii) the Secretary shall keep minutes for all meetings of the Corporation, the Board or any Committee; and
- (viii) any questions of procedure at or for any meetings of the Corporation, of the Board, or of any Committee, which have not been provided for in this By-law or by the *Act* or, the *Public Hospitals Act*, shall be determined pursuant to the latest published edition of *Robert's Rules of Order Newly Revised*.

ARTICLE 2. MEMBERSHIP IN THE CORPORATION

2.01 Membership

The Corporation shall consist of only those persons who support the Corporation's Mission, Vision and Core Values:

- (a) The general qualifications for membership shall be that an individual:
 - (i) must be at least eighteen (18) years of age;
 - (ii) must not be an Excluded Person.

- (b) The Members shall be the:
 - (i) Honourary Members:

The Board may confer on any person for outstanding service to the hospital an Honourary membership with voting privileges for such length of time as the Board may designate.
 - (ii) Life Members:

An individual or Business Entity issued with a tax receipt by the Hospital Foundation in an amount determined by the Board since the amalgamation of the hospital corporations which formed The Ottawa Hospital on April 1st 1998, and who or which has submitted the signed membership application form to the Secretary.
 - (iii) Volunteer Members:

Every member of a Volunteer Association as defined in Articles 1.01(38) and 1.01(39).
 - (iv) Annual Members:
 - (A) Any person who purchases a Membership in the Hospital and has:
 - (i) submitted an application form which has been approved by the Board in accordance with Article 2.02; and
 - (ii) paid the membership fee for an individual or business entity in such amount as the Board by resolution establishes;
 - (iii) been a resident or employed or carried on business in the Champlain LHIN Region for a continuous period of three (3) months immediately prior to submission of the Application for membership; and

shall be issued a membership card dated the day such person's application for membership is approved by a resolution of the Board, effective until March 31st of the following year.

- (B) Any person who donates an amount determined by the Board to the Hospital Foundation or participates on a regular basis as a sustaining donor as a "Partner in Care", and who has submitted the signed membership application form to the Secretary. shall be eligible to be an annual member for the year following the receipt of the donation.
- (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 sixty (60) days prior to the date of the meeting.
- (d) Each Business Entity that is a Member is entitled to designate one individual to act on its behalf as a Member and shall provide the name of such individual to the Secretary.
- (e) Each Member shall be entitled to notice of all meetings of Members in accordance with Article 1.03 and to one vote at such meetings.

2.02 Application

Each application must be in a form prescribed by the Board for the then current year and must be received by the Board no later than ninety (90) days prior to the next Annual General Meeting in order to be considered in time to allow the prospective applicant an opportunity to vote at the next Annual General Meeting of the Corporation. The decision of the Board as to whether a prospective applicant will be admitted, shall be final and will be made by the Board in accordance with Article 2.01. The application shall contain:

- (a) the membership qualifications set out in Articles 2.01 of this By-law;
- (b) a signed statement by the applicant that the applicant has read and understands the membership qualifications and that the applicant has read the Vision, Mission, and Core Values of the Corporation and agrees to support them and that the applicant meets all of the requirements set forth therein; and
- (c) be accompanied by the membership fee for the upcoming year, if applicable.

2.03 Withdrawal

A member may withdraw from the Corporation by delivering a written resignation to the Secretary. Upon withdrawal, a member is not entitled to a refund of the membership dues in whole or in part.

2.04 Termination of Membership

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

- (a) upon death, dissolution, resignation or removal of the Member;
- (b) in the event that the Member ceases to meet the qualifications set out for membership in this By-law, such determination to be made in the absolute sole discretion of the Board;
- (c) when the Member's period of membership, if any, expires;
- (d) when the Member ceases to be a Member by resignation or otherwise in accordance with this By-law; or
- (e) upon removal by resolution of two-thirds of the votes cast at a meeting of the Board.

2.05 Information Available to Members

A Member may have access to information respecting the details of the business of the Corporation provided that, in the opinion of the Board, the information requested is not detrimental to the interests of the Corporation if communicated to the public and as required by law.

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

3.01 Annual General Meetings of the Members

- (a) The Annual General Meeting of members shall be held at the head office of the Corporation, or at any place in the Champlain LHIN Region as the Board determines, during the month of June in each year on a date fixed by the Board.
- (b) A quorum for the Annual General Meeting of the members pursuant to Article 3.01(a) shall be ten (10) members.

3.02 Special Meetings of the Members

The Board, acting through the Chair, may call a special meeting of the members.

- (a) A quorum for a special meeting of the members pursuant to Article 3.02 shall be ten (10) members.
- (b) The Secretary shall call a special meeting of the members if one fifth of the members so request in writing and set out the purpose for the meeting which meeting shall occur within sixty (60) days of such request.
- (c) The members eligible to make a request for a special meeting under Article 3.02(b) shall be the members who were members at the 1st April preceding the request for the meeting.

- (d) A quorum for a special meeting of the members pursuant to Article 3.02(b) shall be one-fifth of the members.
- (e) Notice of a special meeting of members shall be given in the same manner as provided in Article 1.03 except that notice sent out by mail or e-mail shall be sent at least ten (10) days in advance of the meeting.
- (f) In accordance with Article 1.03(a) the notice of a special meeting of members shall specify the purpose or purposes for which it is called and only this item(s) may be addressed at the said meeting.
- (g) Any recommendations and resolutions made at a special meeting of the members shall be communicated to the Board forthwith, which shall receive and consider any action required to be taken.

3.03 Chair of the Meeting

The Chair of a meeting of the Corporation shall be:

- (a) the Chair of the Corporation; or
- (b) the Vice-Chair of the Corporation, if the Chair is absent or is unable to act; or
- (c) a Chair elected by the members present if the Chair and Vice-Chair are absent or are unable to act. The Secretary shall preside at the election of the Chair, but if the Secretary is not present, the Governors, from those present, shall choose a Governor to preside at the election.
- (d) In the case of a tie, the Chair of a meeting of members shall have the deciding vote. In no other circumstances shall the Chair vote at such meeting of members.

3.04 Business at Annual General Meetings

The business transacted at the Annual General Meeting of the Corporation shall include:

- (a) Reading and/or the circulation for approval of:
 - (i) minutes of the previous Annual General Meeting;
 - (ii) report of the Board, including the audited financial statements for the preceding financial year;
 - (iii) report of the auditor;
 - (iv) report of the unfinished business from any previous meeting of the Corporation;
 - (v) report of the Chair of the Board;

- (vi) report of the Chief Executive Officer;
 - (vii) report of the Chief of Staff;
 - (viii) such other items of business as the Board may determine;
 - (ix) election of Governors in accordance with Article 4.05; and
 - (x) appointment of auditors to hold office until the next Annual General Meeting.
- (b) No item of other business shall be considered at the Annual General Meeting unless:
- (i) Notice in writing of such item of other business has been given to the Secretary prior to the giving of notice of the Annual General Meeting so that such item of new business can be included, at the discretion of the Board, in the notice of Annual General Meeting; and
 - (ii) Such notice of new business shall be signed by at least one-tenth (1/10) of the members of the Corporation.

3.05 Adjourned meeting

Unless otherwise determined by the Chair, if, within one-half (1/2) hour after the time appointed for a meeting of the Corporation, a quorum is not present, the meeting shall stand adjourned until a day determined by the Board in accordance with the provisions of Article 3.02 above.

ARTICLE 4 BOARD OF GOVERNORS

4.01 Board composition

The affairs of the Corporation shall be governed by a Board consisting of twenty (20) Governors, of whom fourteen (14) shall be elected Governors and six (6) shall be *ex-officio* Governors.

4.02 Elected Governors

- (a) Persons shall be elected at the Annual General Meeting pursuant to Articles 4.06, 4.07 and 4.08 to three-year terms as Governors.
- (b) No person may be elected as a Governor for more than three consecutive terms, provided, after a break in continuous service as a Governor for at least one year, a person shall be again eligible for election as a Governor but will again be subject to the provisions of this Article.

4.03 Ex-officio Governors

The incumbents of each of the following offices shall be an *ex-officio* member and a Governor of the Corporation, but who shall not be Chair or Vice-Chair of the Board:

- (a) the Chief Executive Officer, who shall hold office at the pleasure of the Board;
- (b) pursuant to the *Public Hospitals Act*:
 - (i) the Chief of the Medical Staff;
 - (ii) the President of the Medical Staff; and
 - (iii) the Vice-President of the Medical Staff;
- (c) two individuals whose names have been submitted by the Rector of the University of Ottawa and approved by the Board, for renewable terms of one year.
- (d) If necessary, the Past Chair in accordance with Article 5.02(f).

4.04 Appointment of Provincial Hospital Representatives

Pursuant to Section 12(11) of the *Public Hospitals Act*, Provincial Hospital representative(s) appointed by the Lieutenant Governor in Council.

4.05 Qualification of Governors

- (a) Every Governor shall:
 - (i) be eighteen (18) or more years of age;
 - (ii) be a voting member in good standing of the Corporation, or shall apply to become a member within ten (10) days after election or appointment as a Governor;
 - (iii) be and remain a resident in the Champlain LHIN Region for a continuous period of three (3) months immediately prior to being elected as a Governor; and
 - (iv) be of sound mind.
- (b) No undischarged bankrupt shall become or remain a Governor.
- (c) No Excluded Person shall be eligible to serve on the Board except for the *ex-officio* positions set out in Article 4.03.

4.06 Nominations to Board

Subject to this Article and all other provisions of this By-law, nominations for election as Governor at the Annual General Meeting or a special meeting of the members of the Corporation shall be made only in accordance with the following process:

- (a) Unless otherwise determined by the Board, the Executive Committee shall act as the Nominating Committee of the Board. Unless otherwise determined by the Board, the nominating process shall be chaired by the Past Chair of the Board. The Board may add additional members to the committee, including members of the community, provided that the number of elected Governors shall always be the majority of the Committee.
- (b) The Committee shall:
 - (i) solicit names of individuals who could act as Governors;
 - (ii) nominate persons for election to the Board to fill any vacancies on the Board and ensure that the Board membership possesses a broad range of skills and experience and is reflective of both the cultural diversity and the bilingual nature of the population served by the Hospital;
 - (iii) carry out the procedures for the presentation of the Slate of candidates as follows:
 - (A) The Nominating Committee shall decide whether or not to publish a Call for Candidates each year. If it decides to publish a Call for Candidates it shall do so not later than February 1st each year. Publication shall occur in the same manner as publication of a notice of a meeting of Members as described in Article 1.03. The Call for Candidates shall set out a date not be more than thirty (30) days after the publication of the Call for Candidates by which interested individuals shall have delivered to the Secretary of the Corporation:
 - (i) a declaration signed by such individual indicating a willingness to act as a Governor; and
 - (ii) a résumé from such individual.
 - (B) Using the names of individuals obtained as a result of the Call for Candidates as well as such other names of individuals as have been brought to the attention of the Nominating Committee other than through the Call for Candidates, provided that such other individuals have similarly sent to the Nominating Committee the materials described in Article 4.06, the Nominating Committee shall prepare a Slate of Candidates for election as Governors.

- (C) The Slate of Candidates will be comprised of a number equal to the number of all vacancies on the Board. In preparing the Slate of Candidates, the Nominating Committee shall try to apply objective criteria in determining the appropriate candidates for election as a Governor. In doing so, the Committee shall review the Corporation's Vision, Mission, Core Values and immediate goals for the upcoming three (3) years and shall require that an appropriate application for each of the candidates be completed which application shall be objectively considered by the Nominating Committee prior to developing the Slate of Candidates.
- (D) The Nominating Committee shall present to the Annual General Meeting or to a special meeting of the members the Slate of Candidates with a recommendation that the members elect as Governors those individuals whose names are on the Slate of Candidates. The members shall either elect the Slate of Candidates or refuse to elect the Slate of Candidates in which case the provisions of Article 4.08(a) shall apply.
- (E) The Nominating Committee shall ensure that the Slate of Candidates recommended for appointment, together with the qualifications of those persons comprising the Slate of Candidates, is made available to the members of the Corporation at least ten (10) days prior to the Annual General Meeting or the special meeting of the members at which the Slate of Candidates is to be presented.

4.07 Guidelines For The Nomination Of Governors

To ensure the membership of the Board reflects the breadth, depth and diversity of the community the following principles, qualities and skills will guide the Nominating Committee when considering candidates for Board membership:

- (a) The Board should be seen as capable and experienced to lead the Corporation;
- (b) The membership of the Board shall reflect a wide range of interests and perspectives including:
 - (i) understanding the special needs of the community;
 - (ii) community involvement; and
 - (iii) perspective of patients and their families.
- (c) The membership of the Board and its Committees should encompass both the generic qualities of Governors and the scope of expertise and perspectives set out in the Board Policy 1 appended hereto, while balancing the need to consider succession planning for the Board; and

- (d) The selection process will be sensitive to gender as well as to the culturally diverse make up of the Champlain LHIN region. In particular, the selection process will take into account the need to ensure that the Board has the ability to respect and promote the bilingual mandate of the hospital (in accordance with the provision of the French Language Services Act);
- (e) Current Board members whose terms are expiring and who have expressed an interest in standing for re-election will be considered taking into account the Board member's performance during the Board member's term including the following factors:
 - (i) support of the Corporation's Vision, Mission and Core Values;
 - (ii) Board meeting and Committee meeting attendance;
 - (iii) commitment to continuing education of the Board;
 - (iv) effective communication, including contributions at Board and Committee meetings and on behalf of the Board where requested;
 - (v) preparation prior to Board and Committee meetings;
 - (vi) support of Board actions (regardless of how Governor voted);
 - (vii) ability to express a dissenting opinion in a constructive manner;
 - (viii) ability to integrate continuing education into Board deliberations; and
 - (ix) compliance with the governing legislation and By-laws, particularly the conflict of interest, confidentiality and standard of care provisions.
- (f) The Nominating Committee shall consider the above factors while balancing the need of ensuing ongoing expertise on the Board and the need to plan for the succession of the Board officer positions.

4.08 Vacancy and Termination of Office

- (a) Where Members fail to approve the Slate of candidates as stated in Article 4.06, vacancies on the Board shall be deemed to exist and the Board may, paying due regard to the provisions of this By-law, fill such vacancies with individuals who shall serve until the next Annual General Meeting of Members.
- (b) Otherwise than as described in Article 4.08(a) where a Governor position becomes vacant, the Board may, paying due regard to the provisions of this By-law, fill such vacancy with an individual who shall serve until the next Annual General Meeting of the Members.
- (c) the office of an elected Governor shall automatically be vacated if:

- (i) the Governor does not, within ten (10) days after becoming a Governor, become a Member, or ceases to be a Member;
- (ii) the Governor becomes bankrupt or suspends payment of debts generally or compounds with creditors or makes an assignment in bankruptcy or is declared insolvent;
- (iii) the Governor is found to be a mentally incompetent person or becomes of unsound mind;
- (iv) at a special meeting of the Members, a resolution is passed by at least two-thirds (2/3) of the votes cast by the Members, removing a Governor before the expiration of the Governor's term of office, provided that in any given fiscal year no more than two (2) Governors can be removed pursuant to the powers provided to the Members pursuant to this Article;
- (v) the Governor, by notice in writing to the Corporation, resigns office, which resignation shall be effective at the time it is received by the Secretary of the Corporation or at the time specified in the notice, whichever is later;
- (vi) the Governor dies; or
- (vii) The office of any elected Governor may be vacated by a simple majority resolution of the Board:
 - (A) if a Governor is absent for three (3) consecutive regular meetings of the Board, or if a Governor is absent for four (4) or more of the regular meetings of the Board in any twelve (12) month period; or
 - (B) if a Governor fails to comply with the *Public Hospitals Act*, the *Act*, the Corporation's Letters Patent, By-laws, Rules, Regulations, Policies and procedures, including without limitation the confidentiality, Conflict of Interest and standards of care requirements.
- (d) At the next Annual General Meeting, in addition to the election of Governors to fill the vacancies caused by expiry of Governors' terms, the Members shall also elect any additional Governors to fill the unexpired term created by any vacancy referred to in Article 4.08(a) above.
- (e) Notwithstanding anything herein contained, a Governor shall continue to hold office until his or her replacement has been elected.

4.09 Conflict Of Interest

- (a) Every Governor who, is in any way directly or indirectly through one of the Governor's associates, has or thinks the Governor may potentially have a conflict of interest with respect to a proposed or current contract, financial transaction, matter or decision of the Corporation shall disclose the nature and extent of the interest at a meeting of the Board.

- (b) In the case of a proposed contract or proposed financial transaction, the declaration required by this Article shall be made at the meeting of the Board at which the question of entering into the contract or financial transaction, matter or decision is first taken into consideration or, if the Governor is not at the date of that meeting interested in the proposed contract or financial transaction, at the next meeting of the Governors held after he or she becomes so interested, and, in a case where the Governor becomes interested in a contract or financial transaction after it is made, the declaration shall be made at the first meeting of the Board held after he or she becomes so interested.
- (c) For the purposes of this Article, a general notice given to the Board by a Governor to the effect that he or she is a shareholder of or otherwise interested in any company, or is a member of a specified firm and is to be regarded as interested in relation to a contract or financial transaction so made with such other company or firm, shall be deemed to be a sufficient declaration of interest in relation to a contract or financial transaction so made. Provided that no such notice is effective unless it is given at a meeting of the Board or the Governor takes reasonable steps to ensure that it is brought up and read at the next meeting of the Governors after it is given.
- (d) If a Governor has made a declaration of his or her interest in a proposed contract or a contract, a proposed financial transaction or a financial transaction in compliance with this Article and has not voted in respect of the contract or financial transaction, the Governor is not accountable to the Corporation for any profit realized from such contract or financial transaction, and the contract or financial transaction is not voidable by reason only of the Governor holding that office or of any fiduciary relationship established thereby.
- (e) Governors and their associates shall not enter into any proposed contract or contract, or proposed financial transaction or financial transaction with the Hospital, except:
 - (i) on a competitive bid basis or other basis in writing; and
 - (ii) where the Governor has declared an interest therein, and where he or she has absented himself or herself from the meeting and where he or she has refrained from voting thereon.
- (f) Every declaration of a conflict of interest and the general nature thereof shall be recorded in the minutes by the Board.
- (g) Any Governor who has declared an interest in any proposed contract or contract or a proposed financial transaction or financial transaction or other financial interest with the hospital which is being discussed, shall absent himself or herself during the discussion and vote upon the matter and the event shall be recorded in the minutes of the meeting.

4.10 Confidentiality

- (a) Every Governor, officer and employee of the Corporation shall respect the confidentiality of matters brought before the Board, keeping in mind that unauthorized statements may adversely affect the interests of the Corporation.
- (b) The Chair is responsible for Board communication and may delegate authority to one or more Governors, officers or employees of the Corporation to make statements to the news media and to the public on matters brought before the Board.

4.11 Responsibilities of the Board

The Board shall:

- (a) govern and oversee the management of the affairs of the Corporation and shall perform the specific responsibilities defined in the Board Policy attached in respect to:
 - (i) formulating the hospital's ends, vision and key goals;
 - (ii) ensuring the quality of patient care;
 - (iii) ensuring high levels of management performance;
 - (iv) ensuring the financial health of the organization; and
 - (v) ensuring the Board's own effectiveness, efficiency and education.
- (b) establish the process for the appointment or removal of the Chief Executive Officer and appoint the Chief Executive Officer in accordance with the process as approved by the Board and ensure the ongoing evaluation of the Chief Executive Officer;
- (c) delegate responsibility and concomitant authority to the Chief Executive Officer for the administrative and clinical operations of the Hospital and require accountability to the Board;
- (d) appoint and delegate responsibility and concomitant authority to the Chief of Staff for the general clinical organization of the Hospital, the quality of patient care and the supervision of the practice of medicine, dentistry, midwifery and extended class nursing in the Corporation, in accordance with the process as approved by the Board and require accountability to the Board;
- (e) approve the Medical Staff By-law consistent with the process set down in the Medical staff By-law; and
- (f) report to the community on the progress of the hospital in meeting its needs at the Annual General Meeting and at other times when circumstances require.

4.12 Responsibilities Of Individual Governors

In contributing to the achievement of the responsibilities of the Board as a whole, the Governors shall adhere to the Board Policy 1 attached with specific respect to their individual responsibilities and the principles of Governance.

4.13 Standard Of Care

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

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

ARTICLE 5 OFFICERS OF THE BOARD AND OF THE CORPORATION

5.01 Officers

- (a) The Board shall elect the following officers at the special meeting of the Board immediately following the Annual General Meeting:
 - (i) the Chair;
 - (ii) the Vice-Chair; and
 - (iii) the Treasurer.
- (b) The Chief Executive Officer shall be the Secretary of the Corporation and Secretary of the Board.
- (c) No Governor may serve as Chair, Vice-Chair or Treasurer of the Board for longer than three (3) consecutive years in any one office. For any one office, the Governor is eligible to serve in that office again, following a break in the continuous service of at least one (1) year.
- (d) The Governors of the Corporation may, by a motion passed by at least two-thirds (2/3) of the votes cast, extend the term of an officer of the Board beyond the three (3) year term specified in Article 5.01(c) above.

5.02 Duties of Chair

The Chair of the Board shall:

- (a) preside at all meetings of the Board and of the Executive Committee;

- (b) be responsible for the naming of Governors to Committees not otherwise provided for in the By-laws of the Corporation;
- (c) report to each Annual General Meeting of members concerning the operations of the Hospital;
- (d) represent the Hospital at public or official functions;
- (e) be an *ex-officio* member of all Committees of the Board;
- (f) be Past Chair of the Board during the term of the successor to the office of Chair, to provide such assistance to the Chair in any way requested by the chair. If necessary and if appointed by the Board, serve such additional years as a Governor as necessary to complete the term of office as Past Chair, notwithstanding Article 4.02(b); and
- (g) perform such other duties as may be established by resolution of the Board.

5.03 Duties of Vice-Chair

The Vice-Chair of the Board shall:

- (a) have all the powers and perform all the duties of the Chair in the absence or disability of the Chair; and
- (b) perform such other duties as may be established by resolution of the Board.

5.04 Duties of Treasurer

The Treasurer of the Corporation shall:

- (a) be Chair of the Resources Committee;
- (b) ensure that the books of account and accounting records of the Corporation required to be kept by the provisions of the *Act* are kept secure in appropriate administrative offices of the Corporation;
- (c) on a timely basis, submit a financial statement at meetings of the Board indicating the financial position of the Corporation;
- (d) have all the accounts audited; and
- (e) perform such other duties as may be established by resolution of the Board.

5.05 Duties of Secretary

The Secretary shall:

- (a) attend meetings of the Board and meetings of such Committees of the Board as the Board may direct;

- (b) ensure that a record of the minutes of all meetings are kept;
- (c) ensure that Board correspondence is done;
- (d) ensure that all reports required under any applicable law are prepared;
- (e) ensure that all minute books, documents and registers of the Corporation required to be kept by the provisions of the *Act* are kept secure in the administrative offices of the Corporation;
- (f) ensure that the seal of the Corporation is kept secure in the office of the Chief Executive Officer;
- (g) maintain copies of all testamentary documents and trust instruments by which benefits are conferred upon the Corporation and provide information respecting same to the office of the public guardian and Governor as required by the *Charities Accounting Act* (Ontario) and to the Board as necessary;
- (h) at least semi-annually, provide an accounting to the Board with respect to all funds held in trust by the Corporation; and
- (i) perform such other duties as the Board may direct.

5.06 Duties of Chief Executive Officer

- (a) The Chief Executive Officer shall be the Secretary of the Board.
- (b) The duties of the Chief Executive Officer shall include the exercise of the authority delegated to the Chief Executive Officer by the Board through Board policies for the organization and operation of the Hospital. The Chief Executive Officer shall be accountable to the Board for the organization's accomplishment of applicable Board policies and for the operation of the Hospital consonant with the reasonable interpretation of Board policies.
- (c) The Chief Executive Officer shall perform such other duties as may be determined from time to time by the Board and, if applicable, in the employment agreement for the Chief Executive Officer.

5.07 Protection Of Governors, Officers, Volunteers And Committee Members

- (a) Except as otherwise provided in the *Act*, no Governor, officer, volunteer or member of any Committee appointed or authorized by the Board shall be liable to the Corporation or to the members for the acts, receipts, neglect or default of any other Governor, officer, volunteer, employee or Committee member, or for joining in any receipt or other act for conformity, or for any loss, damage or expense suffered or incurred by the Corporation through the insufficiency or deficiency of title to any property acquired by order of the Board for or on behalf of the Corporation or for the insufficiency or deficiency of any security or upon which any of the monies of the Corporation shall be invested, or for any loss or damage

arising from the bankruptcy, insolvency or tortious act of any person with whom any of the monies, securities or effects of the Corporation shall be deposited, or for any loss occasioned by any error of judgement or oversight, or for any other loss, damage or misfortune whatever which shall occur in the execution of the duties of the Governor, officer, volunteer or Committee member or in relation thereto unless the same is occasioned by such person's wilful neglect or default or by such person's dishonest, fraudulent or criminal act.

- (b) Governors, officers, volunteers and members of said Committees shall not be liable to the Corporation for any costs, charges, expenses, loss or liability which the Hospital or such Committee shall suffer or incur for, by reason of, arising out of, or in any way relating to any act, deed, matter or thing made, done or permitted to be done or omitted to be done by them in the performance of their duties and functions (or in the performance of what the person honestly believed was in the proper performance of his or her duties and functions (as such officer, Governor, volunteer or Committee member)), provided the person acted or made such omission honestly, in good faith and without fraud or fraudulent intent.

5.08 Indemnification Of Officers, Governors, Committee Members, Employees & Volunteers

- (a) Indemnification of Governors, officers and Committee members

Subject to Article 4.13 of this By-law, all Governors, officers, and members of a Committee appointed or authorized by the Board, their heirs, executors, administrators and estate and effects, respectively, shall from time to time and at all times be indemnified and saved harmless out of the funds of the Corporation from and against all costs, charges and expenses whatsoever which such Governors, officers or Committee members sustain or incur in or about any claim, action, suit or proceeding which is made, brought, commenced or prosecuted against them or any of them, for and in respect of any act, deed, matter or thing whatsoever made, done, permitted to be done or omitted to be done by any of them in or about the execution of any of their duties as Governors, officers, or Committee members, excepting only such costs, charges or expenses as are occasioned by or are due to their own wilful neglect or by their dishonest, fraudulent or criminal act.

- (b) Indemnification of employees and volunteers

The Corporation agrees to indemnify and save harmless the employees and volunteers of the Corporation of and from all claims, demands, suits, proceedings or actions that may be brought or instituted against them, or any of them (excepting actions or proceedings by the Corporation), arising out of, or by reason of, any act or omission done or omitted to be done by the employee or volunteer, provided such act or omission is:

- (i) done or omitted to be done in the course of the performance of the employee's or volunteer's duties; and

- (ii) not occasioned by or are due to the employee's or volunteer's own wilful neglect or by the employee's or volunteer's dishonest, fraudulent or criminal act.

5.09 Insurance

The Corporation shall purchase and maintain insurance for the benefit of any Governor, officer or other person acting on behalf of the Corporation against any liability incurred in that person's capacity as a Governor, officer or other person acting on behalf of the Corporation, except where the liability relates to that person's failure to act honestly and in good faith with a view to the best interests of the Corporation and subject to the terms and conditions contained in any such policy of insurance.

ARTICLE 6 REGULAR AND SPECIAL MEETINGS OF THE BOARD

6.01 Regular Meetings

- (a) The Board shall meet at such time and day and place as the Board may from time to time determine. The Secretary of the Board shall give notice of the meeting to each of the Governors at least seven (7) days prior to the meeting and the notice shall contain sufficient information to permit the Governors to form a reasoned judgement on the decisions required of the Board.
- (b) The Board shall determine its meeting schedule annually and shall hold at least four public board meetings in any one year to complete the responsibilities of the Board as specified in Article 4.11.
- (c) The Board shall permit members of the public to attend and observe meetings of the Board, subject to good conduct on the part of public attendees as determined by the Chair. The Board shall formulate a policy, appended to the By-law, respecting:
 - (i) procedures for public and non-public meetings (or portions of meetings); and
 - (ii) mechanisms by which members of the public may raise items for consideration by the Board.
- (d) A special meeting of the Board shall be held without notice, immediately following the Annual General Meeting of the Corporation.

6.02 Chair of the meeting

The chair of a meeting of the Board shall be:

- (a) the Chair of the Board;
- (b) the Vice-Chair of the Board if the Chair of the Board is absent; or

- (c) a Chair elected by the Governors present if the Chair of the Board and Vice-Chair of the Board are absent.

6.03 Special Meetings

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

6.04 Procedures For Board Meetings

- (a) The declaration of the Secretary or Chair that notice has been given pursuant to this By-law shall be sufficient and conclusive evidence of the giving of such notice.
- (b) No error or omission in giving notice for a meeting of Governors shall invalidate such meeting or invalidate any proceedings of such meeting, and any Governor may at any time waive notice of any such meeting and may ratify and approve any or all proceedings.
- (c) Guests may be invited to attend and participate in meetings of the Board only upon:
 - (i) invitation by the Chair of the meeting;
 - (ii) invitation by the Chief Executive Officer with the approval of the Chair of the meeting; or
 - (iii) resolution of the Board.
- (d) Any officer of the Corporation shall cease to hold office and any member of any Committee shall cease to be a member of that Committee upon resolution of the Board.

6.05 Quorum

A quorum for any meeting of the Board shall be not less than two-fifths (2/5) of the Board provided that the majority present at the meeting are elected members.

ARTICLE 7 COMMITTEES OF THE BOARD

7.01 Establishment of Committees

The Board may appoint Committees whose members will hold their offices at the will of the Board. Other than the Executive Committee, the Board may invite additional members of the Corporation to serve on committees of the Board, except that the majority of members of standing committees shall be Governors.

7.02 Standing and Special Committees

The Standing and Special Committees of the Board shall be:

- (a) The Executive Committee, the Audit Committee, the Resources Committee, the Quality Committee, the Management Resources and Compensation Committee, and the Governance Committee together with such other Committees of the Board whose duties are normally continuous; and
- (b) Such Special Committees, as the Board may appoint from time to time, whose mandate shall expire with the completion of the tasks assigned.

7.03 Executive Committee

- (a) The Executive Committee shall consist of:
 - (i) the Chair of the Board, whom shall be the Chair;
 - (ii) the Vice-Chair of the Board whom shall be the Chair of the Committee in the absence of the Chair;
 - (iii) the Chair of the Audit, Quality, and Resources Committees;
 - (iv) two members of the Board who shall serve on the Community Advisory Committee, one of whom shall serve as the Vice-Chair of the Community Advisory Committee;
 - (v) the Past Chair of the Board or one member of the Board at-large pending the appointment of a past Chair;
 - (vi) the President and Chief Executive Officer; and
 - (vii) the Chief of Staff.
- (b) Duties of the Executive Committee:
 - (i) shall exercise the full powers of the Board between meetings of the Board with the exception of:
 - (A) Appointment of vacancies to the Board;

- (B) Approval of the Hospital's annual operating and capital budgets;
 - (C) Approval of Annual Financial Statements;
 - (D) Appointment of Auditor;
 - (E) Recommendations from the Medical Advisory Committee respecting changes in medical staff privileges;
 - (F) Fundamental changes to the business of the hospital;
 - (G) Amendment to the Hospital's By-law; and
 - (H) Any matter reserved to the Board by the *Public Hospitals Act*.
- (ii) shall submit approved minutes of its meetings to the Board at the next Board meeting. The Board may amend or repeal any resolution of the Executive Committee contained in the minutes submitted to the Board at the meeting by a vote of at least 60% of the Governors present and voting at the meeting.
 - (iii) shall be the Nominating Committee of the Board, unless otherwise designated by resolution of the Board, acting within the terms of reference set out in Article 4.06, adding such additional members as may be appointed by the Board in carrying out the functions as Nominating Committee.
 - (iv) subject to approval by the Board, shall annually nominate Governors or other persons to Committees and nominate the chairs and Vice-Chairs of all Standing Committees except for the Executive Committee.
 - (v) shall study and advise or make recommendations to the Board on any matters as directed by the Board.
- (c) The Executive Committee shall meet monthly, or at the call of the Chair.

7.04 Audit Committee

- (a) The Audit Committee shall consist of:
 - (i) four (4) elected Governors, none of whom shall be an officer of the Corporation, the chair of one of the other standing committees or an employee of the hospital. One member shall be a member of the Resources Committee and one shall be a member of the Quality Committee;
 - (ii) notwithstanding 7.04(a)(i) the Chair and Vice-Chair of the Board (ex-officio with voting privileges);

- (iii) the President and Chief Executive Officer may attend meetings of the Audit Committee, but cannot vote; and
 - (iv) one of the elected Governors, other than those serving on the Resources Committee or the Quality Committee, shall be the Chair of the Audit Committee and one shall be the Vice-Chair.
- (b) Duties of the Audit Committee:
- (i) The Audit Committee shall conduct itself in accordance with the terms of reference set out in the Board Policy 2.2.1 appended hereto.
- (c) The Audit Committee shall meet at the call of the Chair, but no less than four (4) times per annum.

7.05 Resources Committee

- (a) The Resources Committee shall consist of:
- (i) the Treasurer who shall be the chair of the Committee;
 - (ii) at least four (4) elected Governors, one of whom shall be the Vice-Chair;
 - (iii) the Chair and Vice-Chair of the Board (ex-officio);
 - (iv) the President and Chief Executive Officer; and
 - (v) other persons who may be appointed by the Board.
- (b) Duties of the Resources Committee:
- (i) The Resources Committee shall conduct itself in accordance with the terms of reference set out in the Board Policy 2.2.2. appended hereto.
- (c) The Resources Committee shall meet monthly, or at the call of the Chair.

7.06 Quality Committee

- (a) The Quality Committee shall consist of:
- (i) at least four (4) elected Governors, one of whom shall be the Chair and one of whom shall be the Vice-Chair;
 - (ii) the Chair and Vice-Chair of the Board (ex-officio);
 - (iii) President and Chief Executive Officer;
 - (iv) the Chief of the Medical staff; and
 - (v) other persons who may be appointed by the Board.

- (b) Duties of the Quality Committee:
 - (i) The Quality Committee shall conduct itself in accordance with the terms of reference set out in the Board Policy 2.2.3. appended hereto.
- (c) The Quality Committee shall meet monthly, or at the call of the Chair.

7.07 Management Resources and Compensation Committee

- (a) The Management and Resources and Compensation Committee shall consist of:
 - (i) the Chair and Vice-Chair of the Board;
 - (ii) the Chair of the Resources, Quality and Audit Committees; and
 - (iii) one other Board member;
 - (iv) one of the members shall be the Chair.
- (b) Duties of the Management Resources and Compensation Committee:
 - (i) The Management Resources and Compensation Committee shall conduct itself in accordance with the terms of reference set out in the Board Policy 2.2.4. appended hereto.
- (c) The Management Resources and Compensation Committee shall meet quarterly to carry out its activities. A special meeting may be called by the Chair of the MRC Committee or the Chair upon 48 hours' notice to the Committee members.

7.08 Governance Committee

- (a) The Governance Committee shall consist of:
 - (i) at least four (4) elected Governors, one of whom shall be the Chair and one of whom shall be the Vice-Chair;
 - (ii) the Chair and Vice-Chair of the Board (ex-officio);
 - (iii) President and Chief Executive Officer;
 - (iv) the Chief of the Medical Staff; and
 - (iv) other persons who may be appointed by the Board.
- (b) The duties of the Governance Committee:
 - (i) The Governance Committee shall conduct itself in accordance with the terms of reference set out in the Board Policy 2.2.5 appended hereto.

- (c) The Governance Committee shall meet on a quarterly basis or at the call of the Chair.

7.09 Committee Recommendations

All Committees shall report to the Board and no decision of a Committee shall be binding on the Board until approved by the Board or by the Executive Committee.

7.10 Committees 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*.

7.11 Procedures at Committee Meetings

Subject to Article 1.03 procedures at Committee meetings shall be determined by the chair of each Committee, unless established by the Board by resolution or in the Board committee policy.

7.12 Quorum for Committees

Unless otherwise determined by the Board, a quorum for a Committee shall consist of:

- (a) a majority of the voting members of a Committee; and
- (b) at least fifty percent (50%) of the members of the Committee who are members of the Board.

7.13 Terms of Reference of Other Committees

The functions, duties, responsibilities, composition (including Chair) and mandate of all other Committees, as per Article 7.02 (b) shall be provided either in the Board Committee policy approved by the Board from time to time or in the resolution of the Board by which such Committee is established.

7.14 Joint Conference and/or Joint Relations Committees

Joint Conference and/or Joint Relations Committees may be established by the Board from time to time to provide liaison and bring understanding of points of mutual interest between itself, hospital management and organizations associated with the hospital.

ARTICLE 8 FINANCIAL

8.01 Bonding-fidelity Insurance

- (a) Governors, officers and employees as the Board may designate shall secure from a guarantee company a bond of fidelity of an amount approved by the Board.

- (b) The requirements of Article 8.01(a) may be met by an alternative form of employee fidelity insurance such as, but not limited to, a blanket position bond, a commercial blanket bond, or a comprehensive dishonesty, disappearance and destruction policy, at the discretion of the Board.
- (c) the Corporation shall pay the expense of any fidelity bond or policy secured under Article 8.01(a) or 8.01(b) above.

8.02 Banking and Borrowing

Subject to the *Public Hospitals Act*:

- (a) the Chair or Vice-Chair of the Board, and the Treasurer or Chief Executive Officer jointly or such person or persons who may be authorized from time to time by resolution of the Board, are hereby authorized for and in the name of the Corporation:
 - (i) to draw, accept, sign and make all or any bills of exchange, promissory notes, cheques and orders for payment of money;
 - (ii) to receive all monies and to give acquaintance for the same;
 - (iii) subject to the approval of the Board, to assign and transfer to a bank all or any stocks, bonds and other securities;
 - (iv) subject to the approval of the Board, from time to time to borrow money from a bank, by incurring an overdraft or otherwise; and
 - (v) generally, for and in the name and on behalf of the Corporation, to transact with the said bank any business they may think fit.
- (b) Any officer of the Corporation or any official as may from time to time be designated by the Board is hereby authorized or may be authorized on behalf of the Corporation:
 - (i) to negotiate with, deposit with, endorse or transfer to a bank, but for the credit of the Corporation only, all or any bills of exchange, promissory notes, cheques, or orders for the payment of money and other negotiable paper;
 - (ii) from time to time to arrange, settle, balance and certify all books and accounts between the Corporation and the Corporation's bank;
 - (iii) to receive all paid cheques and vouchers; or
 - (iv) to sign the bank's form of settlement of balances and release.

8.03 Signing Officers

Signing officers of the Corporation shall be those designated by the Board, from time to time.

8.04 Investment

An investment policy of the Hospital will be as established by the Board.

8.05 Donations

- (a) The Secretary shall keep copies of all testamentary documents and trust instruments by which benefits are given, bequeathed or devised to or to the use of the Corporation.
- (b) No benefit given, devised or bequeathed in trust to or to the use of the Corporation for endowment purposes shall be hypothecated, transferred or assigned to obtain credit or to receive funds except as allowed by the Hospital's investment policy.
- (c) The Secretary shall maintain copies of all testamentary documents and trust instruments by which benefits are conferred upon the Corporation and provide information respecting same to the office of the public guardian and Governor as required by the *Charities Accounting Act* (Ontario) and to the Board as necessary.
- (d) The Corporation shall apply any trust funds of the Corporation only to the designated purpose(s) for which such funds were intended. Under no circumstances shall the Corporation transfer any funds held in trust by the Corporation to any other individual or entity, unless such transfer complies with all applicable law, including without limitation, the *Charities Accounting Act* (Ontario) and the *Trustee Act* (Ontario).
- (e) The Secretary shall at least semi-annually provide an accounting to the Board with respect to all funds held in trust by the Corporation.

8.06 Auditor

- (a) The Corporation shall at its Annual General Meeting appoint an Auditor who shall not be a member of the Board or an officer or employee of the Corporation or a partner or employee of any such person, and who is duly licensed under the provisions of the *Public Accountancy Act* (Ontario), to hold office until the next Annual General Meeting of the Corporation.
- (b) The Auditor shall have all the rights and privileges as set out in the *Act* and shall perform the audit function as prescribed therein.

- (c) In addition to making the report at the Annual General Meeting of the Corporation, the Auditor shall from time to time report through the Audit Committee to the Board on the audit work with any necessary recommendations.

8.07 Financial Year

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

ARTICLE 9 VOLUNTEER ASSOCIATIONS

9.01 Existing Associations

- (a) The Corporation maintains partnership agreements with Les Amis de L'Hôpital d'Ottawa, Campus Général/The Friends of The Ottawa Hospital, General Campus; The Ottawa Hospital Civic Auxiliary and The Ottawa Hospital Riverside Campus Auxiliary, governing the relations with existing Volunteer Associations at each campus. Such organizations shall continue to function according to the agreements in place on the date of the coming into effect of this By-law or as amended by the parties.
- (b) Such agreements shall be subject to review by the parties at least every three years.

9.02 Additional Associations

- (a) The Board may recognize such additional association(s), as it deems advisable.
- (b) Such additional associations shall be conducted with the advice of the Board for the benefit of the patients of the Hospital.
- (c) Each such additional association shall elect its own officers and formulate its own By-law, but at all times the By-laws, objects and activities of each such association shall be subject to review and a partnership agreement with the Corporation.
- (d) Each additional association may enter into contracts of or for services with individuals, provided such contracts clearly indicate that, notwithstanding that the association may be using the Corporation as paymaster, the individual is:
 - (i) not an employee of the Corporation;
 - (ii) not entitled to any of the benefits provided by the Corporation to its employees; and
 - (iii) that, if applicable, the association be responsible for any source deductions, including without limitation, provincial and federal income tax deductions, Canadian Pension Plan and employer health tax contributions.

9.03 Audit of Financials

All unincorporated volunteer association(s) shall have their financial affairs audited by the Auditor for the Corporation for the purposes of assuring reasonable internal control, which report shall be made to the volunteer association and to the Corporation.

ARTICLE 10. PROGRAMS

10.01 Pursuant to the Public Hospitals Act, Hospital Management Regulation 965, the Board shall:

- (a) provide procedures to encourage the donation of organs and tissues;
- (b) establish and provide an "Occupational Health and Safety Program" for the Corporation as approved by the Board; and
- (c) establish and provide a "Health Surveillance Program" for the Corporation as approved by the Board.

ARTICLE 11. PARTICIPATION OF NURSES

11.01 Participation Of Nurses On Committees

A staff Nurse elected in accordance with this By-law shall be a member, with full voting privileges, of those hospital Committees approved by the Chief Executive Officer/President to have Nurse representation.

11.02 Election Of Staff Nurses

- (a) There shall be an annual meeting of all staff Nurses.
- (b) A nominating committee shall be elected by staff Nurses at each annual meeting of the staff Nurses and shall consist of three staff Nurses.
- (c) The said nominating committee shall, at least thirty (30) days before the annual meeting of the staff Nurses, post in all Nurses lounges, a list of the names of those Nurses who are nominated to the Committees that require nursing participation.
- (d) The said nominating committee shall call for any further nominations to be made in writing to the chair of the nominating committee within seven (7) days. Posting of any such further nominations shall be signed by two staff Nurses and be posted alongside the list referred to in Article 11.2(c).
- (e) All nominees shall have signified in writing on a prescribed nomination form, their acceptance of the nomination.

- (f) Election of staff Nurses to the Committees that require nursing participation shall be conducted at each annual meeting of the staff Nurses.

11.03 Failure To Elect A Staff Nurse And Vacancies

- (a) Where the election process for staff Nurses has been carried out and no staff Nurse is elected, then the Board may appoint a staff Nurse to be a member of a Committee.
 - (i) Where a duly elected staff Nurse resigns his or her seat on a Committee, or is unable to complete his or her term for any reason, then the Board may appoint the staff Nurse with the next highest number of votes or appoint a staff Nurse to complete the term.

11.04 Election or Appointment of Nurses who are Managers

The Vice-President of Nursing shall determine the mechanism by which nurses who are managers are elected or appointed to the various committees in the Hospital that require nursing participation.

ARTICLE 12 COMMUNITY ADVISORY COMMITTEE

- 12.01** There shall be a Community Advisory Committee of the Hospital to provide advice and feedback to the Board with regard to Hospital directions, policies and services as they affect the community, the terms of reference of such committee shall be as determined by Board Policy 6.1.

ARTICLE 13 AMENDMENTS TO BY-LAWS

- 13.01** The Board may pass or amend a By-law of the Corporation from time to time.

- (a) Where it is intended to pass or amend the By-law at a meeting of the Board, written notice of such intention shall be sent by the Secretary to each Governor at his or her address as shown on the records of the Corporation by ordinary mail not less than ten (10) days before the meeting.
- (b) Where the notice of intention required by Article 13.01(a) is not provided, any proposed By-law or amendments to the By-law may nevertheless be moved at the meeting and discussion and voting thereon adjourned to the next meeting, for which no notice of intention need be given.
- (c) Subject to Article 13.01(f), a By-law or an amendment to a By-law passed by the Board has full force and effect:
 - (i) from the time the motion was passed; or

- (ii) from such future time as may be specified in the motion.
- (d) A By-law or an amendment to a By-law passed by the Board shall be presented for confirmation at the next Annual General meeting of Members or, if no Annual General Meeting is scheduled within sixty days of the intention to have the By-law take effect, to a special meeting of Members called for that purpose. The notice of such annual meeting or special meeting of Members shall refer to the By-law or amendment to be presented.
- (e) The Members at the annual meeting or at a special meeting may confirm the By-law as presented or reject or amend it, and if rejected, it thereupon ceases to have effect and if amended, it takes effect as amended.
- (f) As of April 1, 2005, all By-laws and amendments to by-laws shall:
 - (i) require the affirmative vote of a majority of the Governors present at a duly constituted meeting of the Board; and
 - ii) require the affirmative vote of at least two-thirds (2/3) of the Members present at a duly constituted meeting of the Corporation.
- (g) In any case of rejection, amendment, or refusal to approve a By-law or part of a By-law in force and effect in accordance with any part of this Article, no act done or right acquired under any such By-law is prejudicially affected by any such rejection, amendment or refusal to approve.

POLICIES OF THE OTTAWA HOSPITAL PASSED UNDER AUTHORITY OF THE BOARD FOR ATTACHMENT TO THE HOSPITAL BY-LAWS

1. BOARD OF GOVERNORS RESPONSIBILITIES

1.1 Responsibilities of the Board

- (a) develop and review on a regular basis the Vision, Mission, Core Values and Strategic Plan of the Corporation in relation to the provision, within available resources, of appropriate programs and services in order to meet the needs of the community and demonstrate accountability for its responsibility at the Annual General Meeting of the Corporation;
- (b) work collaboratively with the Faculty of Medicine and the Faculty of Health Sciences of the University of Ottawa, and other educational institutions as required to fulfil the teaching and research mission of the Corporation;
- (c) work collaboratively with other community agencies and institutions in meeting the health care needs of the communities of the Champlain LHIN Region;
- (d) establish key financial objectives that support the organization's goals and mission (including capital allocations and expenditures);
- (e) ensure that optimal utilization of resources is a key focus while ensuring that the organization operates within its resource envelope;
- (f) ensure that the organization undertakes the necessary financial planning activities so that resources are allocated effectively;
- (g) establish procedures for monitoring compliance with the requirements of the *Act*, the *Public Hospitals Act*, the Local Health System Integration Act 2006, the By-laws of the Hospital and other applicable legislation;
- (h) establish specific policies which will provide the general framework within which the Chief Executive Officer, the Medical Advisory Committee, the professional staff, and the Hospital staff will establish procedures for the management of the day-to-day processes of the Hospital;
- (i) appoint and re-appoint physicians, dentists, midwives and extended class nurses to the professional staff of the hospital and delineate their respective privileges after considering the recommendations of the Medical Advisory Committee, in accordance with legislative, By-law and affiliation agreement requirements;
- (j) ensure that fair and effective credentialing processes and criteria are in place;

- (k) through the professional staff organization assess and monitor the acceptance by each of the members of the professional staff of their responsibility to the patients and to the Corporation concomitant with the privileges and duties of the appointment and with the By-law of the Corporation;
- (l) demonstrate accountability for its responsibility at the Annual General Meeting of the Corporation;
- (m) ensure that the services which are provided have properly qualified staff and appropriate facilities;
- (n) ascertain that methods are established for the regular evaluation of the quality of care (including systems for acquiring knowledge about the Corporation's quality management and utilization management) and that all Hospital services are regularly evaluated in relation to generally accepted standards, and require accountability on a regular basis;
- (o) ensure that an occupational health and safety program and a health surveillance program are established in accordance with paragraphs 4(1)(d) and (e) of regulation 965 under the *Public Hospitals Act*, and require accountability on a regular basis;
- (p) ensure staff are involved in decision-making within the Hospital in accordance with the requirements of the *Public Hospitals Act*;
- (q) ensure that policies are in place to facilitate organ procurement and donation;
- (r) assume responsibility for the identification of the principal risks to the Corporation's business and ensure the implementation of appropriate systems to manage these risks;
- (s) ensure that the Chief Executive Officer and Chief of Staff of the Corporation establish an appropriate succession plan for both management and professional staff members;
- (t) assume responsibility for the establishment of a communication policy for the Corporation;
- (u) ensure that the Hospital meets or exceeds the requirement for designation of programs, services and sites under the French Language Services Act (Ontario) as directed by the Health Services Restructuring Commission;
- (v) ensure that the Hospital maintains its status as a fully Accredited Hospital in accordance with the requirements of the Canadian Council on Health Services Accreditation; and

- (w) evaluate its own performance on an annual basis in relation to its responsibilities and periodically review and revise governance policies, processes and structures as appropriate.

1.2 Responsibilities of Individual Governors

In contributing to the achievement of the responsibilities of the Board as a whole, Governors shall adhere to the principles of governance set out in Section 1.3 of this policy and the Corporation's Vision, Mission and Core Values:

- (a) work positively, co-operatively and respectfully as a member of the team with other Governors and with the Corporation's management and staff;
- (b) respect and abide by Board decisions;
- (c) serve on at least one (1) Standing Committee;
- (d) regularly attend Board and Committee meetings;
- (e) complete the necessary background preparation in order to participate effectively in meetings of the Board and its Committees;
- (f) represent the whole of the population served and keep informed about matters relating to the Hospital, the communities it serves and the other health care and health promotion programs and services in the region served by the Hospital;
- (g) participate in orientation as a new Governor and in on going Board education;
- (h) participate in an annual evaluation of overall Board effectiveness;
- (i) abide by the conflict of interest, confidentiality and standard of care provisions contained in this By-law; and
- (j) represent the Board when requested by the Board Chair.

1.3 Principles of Governance

- (a) For the purposes of this Policy, governance is defined as the process of governing the Corporation through the direction and supervision of the business and affairs of the Corporation, in accordance with its letters patent of amalgamation, By-laws and all applicable legislation.
- (b) The Board is responsible for the governance of the Corporation.
- (c) The Board provides strategic leadership to the Corporation in the establishment of and commitment to the Corporation's Vision, Mission and Core Values.

- (d) The Board serves the community and its individual members shall be sensitive to the needs of the communities served and reflect the diversity of the communities served.
- (e) The Board shall establish a culture of open debate, forthright examination of all issues, and, when considering conflicting issues, shall act at all times in the best interests of the Corporation, while having regard for the needs of the community served.
- (f) The Board shall carry on its duties in accordance with the Corporation's letters patent of amalgamation.

1.4 Generic Qualities of Governors

The generic qualities in all Governors are as follows:

- (a) commitment to the Vision, Mission and Core Values of the Corporation;
- (b) ability to work as a member of a team;
- (c) respect for the views of others;
- (d) objectivity;
- (e) recognition of the time commitment and energy necessary to perform the role of a Governor;
- (f) enthusiasm and capacity for resolving challenging issues;
- (g) integrity and the absence of conflicts of interest;
- (h) an understanding of the range of obligations and constraints imposed upon Governors of Corporations; and
- (i) a sensitivity to and willingness to understand the unique cultural and support requirements of individuals and special communities served by the Hospital.

1.5 General Qualities of Governors

Beyond the generic qualities to be demonstrated by all Governors, the following general qualities would strengthen the Board:

- (a) prior experience in governance;
- (b) strategic planning experience;
- (c) experience in the management and restructuring of complex organizations;

- (d) understanding of healthcare needs, issues and trends;
- (e) understanding of the diverse needs of the Champlain LHIN Region;
- (f) previous experience in the health field;
- (g) awareness of provincial healthcare trends;
- (h) demonstrated leadership on behalf of the needs of patients and families;
- (i) knowledge and experience in business and management;
- (j) knowledge and experience in education;
- (k) understanding of fiscal, financial and legal matters;
- (l) knowledge and experience in health professional education;
- (m) knowledge and experience in human resource management;
- (n) knowledge and experience in communications and information technology; and
- (o) knowledge and experience in government and public relations.

2. TERMS OF REFERENCE OF STANDING COMMITTEES OF THE BOARD

2.1 Audit Committee

- (a) shall ensure an effective external financial auditing process;
- (b) shall ensure the credibility and objectivity of the financial reports;
- (c) shall review issues and make recommendations that affect the financial management, financial viability and internal control systems of the Hospital;
- (d) shall review the Hospital's audited annual financial statements and advise the Board accordingly;
- (e) shall advise the Board as to selection of the auditor as required by the By-law of the Corporation;
- (f) shall receive the Internal Audit Plan and advise the Board accordingly;
- (g) shall review internal audit activities and advise the Board accordingly; and
- (h) shall monitor the delivery of the French Language Services at the Hospital so that it meets the requirements of the *French Language*

Services Act and the designation criteria and the required representation of Francophones on the Board.

2.2 Resources Committee

The Resources Committee, unless otherwise designated by resolution of the Board:

- (a) shall be the Finance Committee of the Board and shall:
 - (i) study and recommend to the Board for approval a detailed annual operating budget and capital budget for the ensuing fiscal year;
 - (ii) review procedures relating to the control of the operational and capital expenditures of the Hospital;
 - (iii) examine the financial strategies of the Hospital and their relationship to the priorities established by the Board;
 - (iv) review and evaluate long-range revenue and expenditure projections;
 - (v) study the detailed financial statement for the month previous to the date of each regular meeting of the Board and advise the Board of issues as required;
 - (vi) recommend to the Board the types and amounts of insurance to be carried by the Corporation, and review these annually;
 - (vii) advise the Board with regard to donations, bequests, endowments and investments;
 - (viii) oversee the implementation of the current year Balanced Budget Plan; and
 - (ix) advise the Board on other financial matters as required.
- (b) shall be the Human Resources Committee of the Board and report on all aspects of the Human Resources Plan of the Hospital;
- (c) shall be the Information Technology Committee of the Board and report on all aspects of the implementation, costs and efficacy of the Information Technology strategy and operation, both as a resource to the hospital and as a resource to the health care system of the Champlain LHIN Region;
- (d) shall be the Planning and Facilities Committee of the Board and report on:

- (i) the implementation of the Ministry of Health and Long-term Care approved redevelopment plan of the Hospital and any other physical facilities and capital expenditures planned for the hospital;
- (ii) the development and implementation of the Hospital Strategic Plan; and
- (iii) the land usage and requirements of the Corporation and all important construction and renovation proposals relating to the Hospital.

2.3 Quality Committee

- (a) shall ensure that quality of care is an integral component of the governance and management processes of the Hospital;
- (b) shall ensure that policies and systematic processes are in place and working to assess and improve the quality of care and services provided to patients in the Hospital;
- (c) shall receive and review quarterly reports on the quality of care provided in all hospital Subsidiary;
- (d) shall receive and review reports from the Clinical Ethics Committee; and on the evaluation of clinical and non-clinical quality indicators and quality management programs and services of the Hospital, and its subsidiary, and ensure that actions are being taken to correct identified problems and improve quality of care;
- (e) shall consider and make recommendations as appropriate, to the Board, on the quality implications of budget proposals with the Operating Plan process;
- (f) shall ensure that processes are in place to facilitate enforcement of quality standards promulgated by legislated and Board approved recognized external bodies including the Canadian Council on Health Services Accreditation;
- (g) shall review on a rotational basis the activities of potential risk to the Hospital;
- (h) shall consider and make recommendations to the Board on policies relating to quality as considered appropriate; and
- (i) shall recommend education programs concerning quality for members of the Committee and the Board.

2.4 Management Resources and Compensation Committee

- (a) shall establish annually the performance objectives of the President and Chief Executive Officer and the Chief of Staff;
- (b) shall evaluate quarterly the performance of the Chief Executive Officer and the Chief of Staff based on agreed upon annual objectives;
- (c) shall establish annually the compensation of the Chief Executive Officer and the Chief of Staff including the philosophy and policy underlying that compensation;
- (d) shall participate in the development of learning plans and activities for the Chief Executive Officer and the Chief of Staff; and
- (e) shall oversee and assume responsibility for the succession planning process for the Chief Executive Officer and the Chief of Staff.

2.5 Governance Committee

- (a) shall review and recommend any amendments to the By-laws, to the Board and the Members;
- (b) shall review and recommend to the Board any amendments to the Board and its Committee structure and effectiveness; and
- (c) shall implement and monitor processes for the orientation, development and evaluation of the effectiveness of Board.

3. POLICY RESPECTING PUBLIC, NON-PUBLIC AND IN-CAMERA MEETINGS OF THE BOARD.

A regular meeting of the Board, as identified under Article 6 of this By-law, shall be either a public or non-public meeting and shall include an in-camera session.

Definition:

A public meeting of the Board is open to the general public including the media, and is open to hospital staff.

A non-public meeting of the Board is not open to the general public or the media, but is open to hospital staff designated by the President and Chief Executive officer.

An in-camera session of the Board is a meeting of only those persons who are Governors and any staff who the Governors, by resolution, authorize to be present.

- (a) The Chair of the Board shall ensure that an agenda is prepared in advance of each board meeting.

- (b) The agenda of the public meeting shall be made available to members of the public in advance of each public board meeting via the Hospital's web-site.
- (c) It is at the discretion of the Board Chair to determine whether or not a portion of the meeting be identified as an in-camera session.
- (d) A separate agenda for in-camera sessions will be prepared and the circulation restricted to the participant of the in-camera session.
 - (i) Matters that will generally be dealt with in an in-camera session include, but are not limited to:
 - (a) assessing, rewarding or disciplining individuals;
 - (b) discussions and dealings with other entities or persons where the information being discussed may compromise the relationship of the Hospital with them or its relationship with its stakeholders;
 - (c) labour relations or human resources issues;
 - (d) financial, personnel, contractual and/or other matters for which a decision must be made in which premature disclosure would be prejudicial;
 - (e) matters related to civil or criminal proceedings; and
 - (f) personal health information related to an individual.
- (e) A board motion is required to move into, and rise from, an in-camera session of the Board.
- (f) During an in-camera session, all persons who are not Governors shall be excluded from the meeting.
- (g) Notwithstanding the above, the Board may approve by resolution that individuals such as legal counsel, consultants, presenters and hospital staff may be permitted to attend all or a portion of the in-camera session.
- (h) Voting on items before an in-camera session of the Board shall take place according to the regular provisions governing Board meetings.
- (i) Minutes of a public meeting, non-public meeting or in-camera session shall be presented for approval at a subsequent public meeting, non-public meeting or in-camera session respectively.
- (j) Approved minutes of public Board meetings shall be made available to members of the Hospital and members of the public via the Hospital's web-site.

- (k) Minutes from non-public meetings and in-camera sessions shall be distributed and require those persons to whom such minutes are distributed to keep them confidential.

4. POLICY RE: PUBLIC PARTICIPATION

- (a) Members of the public wishing to bring matters to the attention of the Board will be required to submit their request in writing to the Office of the Chair.
- (b) The Chair will, at his/her discretion, forward such requests to the Community Advisory Committee for consideration.
- (c) The Community Advisory Committee will review the requests and may or may not invite the individual(s) making the request(s) to appear before the Committee.
- (d) Should the Community Advisory Committee deem the matter to require Board attention, a recommendation will be made to the Executive Committee to place the matter on the agenda of a public Board meeting.

5. POLICY RESPECTING FEES AND OTHER AMOUNTS TO DETERMINE ELIGIBILITY FOR MEMBERSHIP IN THE HOSPITAL CORPORATION.

The amount for membership in the following categories of membership in the Corporation effective the date of approval of this By-law, shall be;

- (a) Life Members:
 - (i) In accordance with Article 2.01(b)(ii), the amount shall be \$5,000.00.
- (b) Annual Members:
 - (i) In accordance with Article 2.01(b)(iv)(A)(ii), the amount shall be \$25.00.
 - (ii) In accordance with Article 2.01(b)(iv)(B), the amount shall be \$100.00.

6. ADDITIONAL POLICIES:

6.1 Community Advisory Committee:

- (a) The Community Advisory Committee shall consist of:
 - (i) representatives of the provider organizations and consumer groups within the Hospital's catchment area as defined in Article 1. 1.01 (8).

Membership shall include, but not be limited to, representatives from the following organizations in the catchment area:

City of Ottawa (2)
Community Physician (Association of Family Practitioners) or

representative from the Family Health Clinics
 Community Care Access Centres *
 Neighbourhood Associations (3)
 TOH Spiritual Care (1)
 TOH Auxiliaries and Volunteers (3)
 Council on Aging of Ottawa
 Ottawa Council of Women
 Disabled Persons' Community Resources
 Multicultural Health Coalition
 The Ottawa Chamber of Commerce
 Réseau des services de santé en français de l'est de l'Ontario
 Association canadienne-française de l'Ontario
 Community Health Centres*
 La Fédération des aînés et retraités francophones de l'Ontario
 (FAFO)
 Long-term Care Association *

- (ii) In addition representatives shall be identified from organizations within the following designated categories:

Champlain LHIN (2)
 Health Care Charities*
 Two members of the Board of Governors of the Hospital, one of whom will serve as Vice-Chair, will sit on the Committee.

*a list of these organizations will be prepared and one representative from each sector will be asked to sit and represent the category.

- (iii) In the event that the Committee determines its membership or terms of reference not to be appropriate, it shall have the power to recommend to the Board amendments to these Terms of Reference.
- (iv) Subject to, and in accordance with Policy 6.1 (a) (iii), membership is at the invitation of the Board of Governors of The Ottawa Hospital.
- (v) The Committee shall elect by secret ballot annually in June the Chair from its membership. The Board shall appoint the Vice-Chair of the Committee at the first meeting of the Board following the Annual General Meeting of the Hospital Corporation.

- (b) The objectives of the Community Advisory Committee are:

- (i) to act as a resource to the Board of Governors on planning, implementation and evaluation of hospital services and activities.

- (ii) to serve as a formal mechanism to exchange ideas and concerns related to The Ottawa Hospital, as identified by committee members and their constituents in Ottawa and Champlain LHIN.
 - (iii) to serve as a communications vehicle to the community of Ottawa and Champlain LHIN on the work and plans of The Ottawa Hospital and its impact on the community.
- (c) Duties of the Community Advisory Committee:
 - (i) may establish task forces, as agreed to or requested by the Board, to investigate and address specific issues and to report thereon to the Committee.
- (d) A majority (50% plus 1) of all members shall constitute a quorum for the purpose of considering motions.
- (e) The Community Advisory Committee shall meet on the third Thursday of every month except in July, August and December. An agenda for each meeting shall be sent two weeks prior to the meeting. The Committee shall report at least annually to the Board.