Administrative By-Law

Table of Contents

ADMINISTRATIVE BY-LAWS OF THE OTTAWA HOSPITAL / L'HÔPITAL D'OTTAWA

(hereinafter referred to as the "Corporation")

PREAMBLE

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

AND WHEREAS, in addition to its Vision, Mission and Values:

Through its affiliation with the University of Ottawa, The Ottawa Hospital assumes its role as a university teaching hospital and academic health sciences centre;

Through the Ottawa Hospital Research Institute, The Ottawa Hospital's research arm, the Corporation encourages, promotes and carries on medical and health care research;

Through the University of Ottawa Heart Institute, The Ottawa Hospital's cardiac services delivery provider, The Hospital provides cardiac services to its patients; and

Through The Ottawa Hospital Foundation, The Ottawa Hospital's fundraising arm, the Hospital raises funds to support improvements in patient care and equipment.

AND WHEREAS, in accordance with its Official Languages Policy and Program, the Hospital provides services in English and French, while striving to meet the needs of a culturally and linguistically diverse community.

BE IT ENACTED as a by-law of the Corporation as follows:

ARTICLE 1 — DEFINITIONS AND INTERPRETATION

1.1 Definitions

In this By-law and in all other by-laws of the Corporation, unless the context otherwise requires:

(a) "Act" means the *Not-for-Profit Corporations Act, 2010* (Ontario);

(b) "Articles" means any instrument that incorporates the Corporation or modifies its incorporating instrument, including articles of incorporation, restated articles of incorporation, articles of amendment, articles of amalgamation, articles of arrangement, articles of continuance, articles of dissolution, articles of reorganization, articles of revival, letters patent, supplementary letters patent, or a special act;

(c) "Board" means the board of governors of the Corporation;

(d) "Chair" means the chair of the Board;

(e) "Chief Executive Officer" means, in addition to "administrator" as defined by the *Public Hospitals Act*, the president and chief executive officer of the Corporation who, subject to the authority of the Board, is responsible for the administration, organization, and management of the affairs of the Corporation;

(f) "Chief Nursing Executive" means the senior nurse employed by the Corporation who reports directly to the Chief Executive Officer and is responsible for nursing services provided in the Hospital;

(g) "Chief of the Medical Staff" means the medical staff member appointed by the Board to serve as such in accordance with the *Public Hospitals Act* and the Medical Staff By-law;

(h) "Corporation" means The Ottawa Hospital / L'Hôpital d'Ottawa;

(i) "day", unless otherwise specified as a business day, means a clear calendar day;

(j) "*Excellent Care for All Act*" means the *Excellent Care for All Act, 2010* (Ontario), and, where the context requires, includes the regulations made under it and any statute that may be substituted therefor, as from time to time amended;

(k) "*ex-officio*" means membership "by virtue of the office" and includes all rights, responsibilities, and power to vote unless otherwise specified;

(l) "Governor" means an individual elected or appointed to the Board;

(m) "Hospital" means the public hospital operated by the Corporation;

(n) "Medical Staff By-law" means the by-law of the Corporation concerning the Professional Staff made in accordance with the *Public Hospitals Act*;

(o) "Member" means a member of the Corporation in accordance with Article 2;

(p) "Policy" means a policy adopted by the Board in accordance with section 11.2;

(q) "Professional Staff" means the Board-appointed professional staff of the Hospital;

(r) "*Public Hospitals Act*" means the *Public Hospitals Act* (Ontario);

(s) "Secretary" means the secretary of the Corporation, as may be appointed from time to time;

(t) "Special Business" means all business transacted at a special Members' meeting and all business transacted at an annual Members' meeting except for the following:

   (i) consideration of the financial statements;

   (ii) consideration of the audit report, if any;

   (iii) election of Governors; and

   (iv) reappointment of the incumbent auditor;

(u) "telephonic or electronic means" means any means that uses the telephone or any other electronic or other technological means to transmit information or data, including telephone calls, voice mail, fax, e-mail, automated touch-tone telephone system, computer, or computer networks;

(v) "University" means the University of Ottawa / Université d'Ottawa; and

(w) "Vice-Chair" means the Governor elected by the Board who serves as vice-chair of the Board.

1.2 Interpretation

In this By-law and in all other by-laws of the Corporation, unless the context otherwise requires and other than as specifically defined in this By-law, all terms contained in this By-law that are defined in the Act shall have the meanings given to the terms in the Act; words importing the singular shall include the plural and *vice versa*; words importing one gender shall include all genders; and headings are used for convenience of reference and do not affect the interpretation of the by-law. Any reference to a statute in this By-law includes, where the context requires, the statute and the regulations made under it, all as amended or replaced from time to time.

ARTICLE 2 — MEMBERSHIP IN THE CORPORATION

2.1 Members

(a) The Members shall consist of the Governors from time to time, who shall be ex-officio Members for so long as they serve as Governors.

(b) Membership is not transferrable and terminates upon the Member ceasing to be a Governor.

(c) No fees shall be payable by the Members.

ARTICLE 3 — MEETING OF MEMBERS

3.1 Location

Members' meetings shall be held at the registered office of the Corporation or at any place in Ontario as the Board may determine.

3.2 Annual Meetings

The annual Members' meeting shall be held between the 1st day of April and the 31st day of July of each year, unless otherwise approved by the Board, provided such variation is directed by the Minister of Health, all in accordance with the *Public Hospitals Act*.

3.3 Calling Meetings

The Board or Chair shall have power to call, at any time, a Members' meeting. If the Board, Chair, or Members call a Members' meeting, the Board or Chair may determine that the meeting be held entirely by telephonic or electronic means that enables all persons entitled to attend the meeting to reasonably participate.

3.4 Quorum

A majority of the Members will constitute a quorum at any meeting of Members. If a quorum is present at the opening of a meeting of the Members, the Members present may proceed with the business of the meeting, even if a quorum is not present throughout the meeting.

3.5 Persons Entitled to be Present

Guests may attend meetings of Members with the consent of the meeting, on the invitation of the Chair or Chief Executive Officer. The Board may adopt a policy from time to time with respect to the attendance of the public at meetings of members.

3.6 Notice

(a) Notice of Members' meetings shall be given by one of the following methods:

(i) by sending it to each Member, Governor, and to the auditor by one of the methods set out in section 12.1 addressed to the person at their latest address as shown in the

Corporation's records not less than ten (10) days and not more than fifty (50) days before the meeting; or

(ii) in any other manner permitted by the *Public Hospitals Act*.

(b) Not less than twenty-one (21) days, or a prescribed number of days, before each annual meeting or before the signing of a resolution in lieu of the annual meeting, the Corporation shall give a copy of the Board-approved financial statements, auditor's report, and any further information respecting the financial position of the Corporation and the results of its operations required by the Articles or this By-law to all Members who have informed the Corporation that they wish to receive a copy of those documents.

(c) Notice of a Members' meeting at which Special Business is to be transacted must state the nature of that business in sufficient detail to permit a Member to form a reasoned judgment on the business and state the text of any resolution to be submitted to the meeting.

3.7 Votes

(a) Each Member in attendance at a meeting shall have the right to exercise one (1) vote on each matter.

(b) At all Members' meetings, every question shall be determined by a majority of votes cast unless otherwise specifically provided by the Act or by this By-law.

(c) If there is a tie vote at a Members' meeting, the chair of the meeting shall not have a second vote to break the tie.

(d) At all Members' meetings, votes shall be cast by those Members in attendance at the meeting and not by proxy.

(e) Subject to the Articles, voting at a Members' meeting shall be by show of hands unless a Member demands a ballot. For clarity, in either case such vote may be conducted by telephonic or electronic means or by a combination of telephonic and electronic means and voting in person, if the Corporation makes these means available.

(f) A Member may demand a ballot either before or after any vote by show of hands. A Member may withdraw a demand for a ballot.

(g) Unless a ballot is demanded, an entry in the minutes of a meeting to the effect that the chair of the meeting declared a resolution to be carried or defeated is, in the absence of evidence to the contrary, proof of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.

3.8 Chair of the Meeting

The chair of a Member's meeting shall be:

(a) the Chair; or

(b) the Vice-Chair, if the Chair is absent or is unable, or unwilling to act; or

(c) a chair elected by the Members present if the Chair and Vice-Chair are absent, unable or unwilling to act.

The Secretary shall preside at the election of the chair of the meeting, but if the Secretary is not present, the Members, from those present, shall choose a Member to preside at the election.

3.9 Adjourned Meeting

If, within one-half (1/2) hour after the time appointed for a Members' meeting, the meeting has not commenced because a quorum is not present, the meeting shall stand adjourned until a day to be determined by the Board.

3.10 Notice of Adjourned Meetings

If a Members' meeting is adjourned for fewer than thirty (30) days, no notice of the meeting that continues the adjourned meeting is required other than by announcement at the meeting that is adjourned.

If a Members' meeting is adjourned by one or more adjournments for an aggregate of more than thirty (30) days, notice of the meeting that continues the adjourned meeting shall be given in accordance with section 3.6.

3.11 Written Resolution in Lieu of Meeting

Except as provided in the Act, a resolution signed by all of the Members is as valid as if it had been passed at a Members' meeting.

3.12 Telephonic or Electronic Members' Meetings

A Members' meeting may be held entirely by telephonic or electronic means or by any combination of in-person attendance and telephonic or electronic means provided such means enables all persons entitled to attend the Members' meeting to reasonably participate. A person who, through telephonic or electronic means, votes at or attends a Members' meeting is deemed to be present in person at the meeting.

ARTICLE 4 — BOARD OF GOVERNORS

4.1 Board Composition

Subject to the Articles, the Board shall consist of:

1. fifteen (15) Governors, who satisfy the criteria set out in section 4.3 and who are elected by the Members in accordance with sections 4.7 and 4.8 or appointed in accordance with section 4.10; and

2. The following five (5) ex-officio non-voting Governors:

a. the Chief Executive Officer;

b. the Chief of the Medical Staff;

c. the President of the Medical Staff;

d. the Chief Nursing Executive; and

e. the President of the University of Ottawa

4.2 Duties and Responsibilities

Subject to the Act, the Board shall govern and supervise the management of the activities and affairs of the Corporation and may exercise all such other powers and do all such other acts and things as the Corporation is, by its Articles or otherwise, authorized to exercise and do.

4.3 Qualification of Governors

(a) No individual shall be qualified for election or appointment as a Governor if the individual:

(i) is less than eighteen (18) years of age;

(ii) has been found under the *Substitute Decisions Act, 1992* or under the *Mental Health Act* to be incapable of managing property;

(iii) has been found to be incapable by any court in Canada or elsewhere;

(iv) has the status of a bankrupt;

(v) is an "ineligible individual" as defined in the *Income Tax Act* (Canada) or any regulations made under it;

(vi) does not have their principal residence or carry on business within the area served by the Corporation as established by the Board from time to time, except by resolution of the Board; or

(vii) is a current or former employee or member of the Professional Staff, except as provided under the *Public Hospitals Act*, except by resolution of the Board.

(b) The Board's decision as to whether or not a candidate is qualified to stand for election shall be final.

4.4 Governor's Consent to Act

An individual who is elected or appointed to hold office as a Governor shall, in writing, consent to the election or appointment before or within ten (10) days after the election or appointment, unless the Governor has been elected or appointed where there is no break in the Governor's terms of office. If an elected or appointed Governor consents in writing after the ten (10) day period, the election or appointment is valid.

4.5 Ceasing to Hold Office

A Governor shall automatically cease to hold office if the Governor:

(a) dies;

(b) resigns office by delivering a written resignation to the Secretary, and the resignation shall be effective at the time it is received by the Secretary or at the time specified in the resignation, whichever is later;

(c) becomes disqualified under sections 4.3(a)(i) - (vii).

Where there is a vacancy in the Board, the remaining Governors may exercise all the powers of the Board so long as a quorum remains in office.

4.6 Removal

In accordance with the Act, the Members may remove any elected Governor before the expiry of the Governor's term of office, and may elect any qualified individual as a Governor to fill the vacancy for the remainder of the vacated term.

4.7 Election and Term

Governors shall be elected and shall retire in rotation. The Governors referred to in section 4.1(a) shall be elected for a term of one (1) year provided that each such Governor shall hold office until the earlier of the date on which their office is vacated pursuant to sections 4.5 or 4.6 or until the end of the meeting at which their successor is elected or appointed. Four (4) Governors shall retire from office each year subject to re-election as permitted by section 4.9. Notwithstanding the foregoing, and for certainty, any Governor who was elected for a term of more than one (1) year prior to the effective date of this By-law, and whose term expires after the effective date of this By-law, shall be allowed to serve the remainder of such term.

4.8 Nomination Procedure for Election of Governors

Nominations made for the election of Governors at a Members' meeting may only be made:

(a) by the Board in accordance with the nominating and election procedure prescribed by the Board from time to time; or

(b) by not less than five per cent (5%) of the Members pursuant to a proposal submitted to the Corporation in accordance with the requirements of the Act and this By-law.

4.9 Maximum Terms

Each Governor referred to in section 4.1(a) shall be eligible for re-election provided that such Governor shall not be elected or appointed for a term that will result in the Governor serving more than nine (9) consecutive years. Such Governor may also be eligible for re-election for another term or terms (to a maximum of nine (9) consecutive years) if one or more years have elapsed since the termination of their last term. In determining a Governor's length of service as a Governor, service prior to the effective date of this By-law shall be included.

Despite the foregoing:

(a) the Board may, by resolution, extend the maximum term of a Governor for such period of time as the Board determines to be in the best interests of the Corporation.

(b) a Governor may, by resolution of the Board, have their maximum term as a Governor extended for the sole purpose of that Governor succeeding to the office of Chair or serving as Chair.

(c) where a Governor was appointed to fill an unexpired term of a Governor such partial term shall be excluded from the calculation of the maximum years of service.

4.10 Filling Vacancies

So long as there is a quorum of Governors in office, any vacancy occurring in the Board may be filled by a qualified individual appointed for the remainder of the term by the Governors then in office, but the total number of Governors so appointed may not exceed one-third (1/3) of the number of Governors elected at the previous annual Members' meeting.

If there is not a quorum of the Board, or if there has been a failure to elect the number or minimum number of Governors provided for in the Articles, the Governors then in office shall, without delay, call a special Members' meeting to fill the vacancy. A Governor appointed or elected to fill a vacancy holds office for the unexpired term of the Governor's predecessor term.

4.11 Governors' Remuneration

The Governors shall serve as such without remuneration and no Governor shall directly or indirectly receive any profit from their position as such provided that a Governor may be reimbursed reasonable expenses incurred by the Governor in the performance of their duties. For greater certainty, individuals who are Governors by virtue of their positions on the administrative or professional staff of the Corporation may be paid for the performance of their staff duties.

4.12 Transition Period

(a) Notwithstanding the foregoing provisions of this Article 4, for a period commencing on the later of (i) June 30, 2026, or (ii) the date the Corporation's articles of amendment come into effect reflecting the change in the minimum and maximum number of Governors and ending at the close of the annual Members' meeting held in 2028 (the "**Transition Period**"), the following provisions in this section 4.12 shall apply.

(b) During the Transition Period, the number of elected Governors referred to in section 4.1(a) shall be within the minimum number of fifteen (15) and maximum number of twenty-two (22) as determined by the Board from time to time. The determined number of Governors as the same has been increased or decreased from time to time pursuant to this 4.12(b) is the "**Specified Number of Elected Governors**". Until changed in accordance with this By-law No. 2026-2, the Specified Number of Elected Governors is fixed at twenty (20).

(c) In addition to the Governors who are elected at the annual Member's meeting held in 2026, the following individuals shall also be deemed to be elected as Governors of the Corporation effective on the later of (i) June 30, 2026, or (ii) the date the Corporation's articles of amendment come into effect reflecting the change in the minimum and maximum number of Governors:

- Greg Kane
- Anne Ferguson
- Jennifer Francis
- Dane Bedward
- Xiaodan Li

(d) Each individual listed in paragraph (c) above:

(i) shall serve for a one (1) year term, expiring at the close of the next annual Members' meeting, consistent with section 4.7; and

(ii) shall be eligible for re-election, provided that such Governor shall not be elected or appointed for a term that will result in the Governor serving more than nine (9) consecutive years. Such Governor may also be eligible for re-election for another term or terms (to a maximum of nine (9) consecutive years) if one (1) or more years have elapsed since the termination of their last term. In determining the maximum number of consecutive years of service, service as a director of Ottawa Hospital Research Institute ("**OHRI**") prior to the effective date of this By-law shall be included.

(e) During the Transition Period, Governors shall be nominated for election or re-election by the Governance Committee and elected by the Members, having regard to the skills, experience, and competencies required to support the strategic needs and priorities of the Corporation, including without limitation, promoting the Corporation's priorities in the areas of academic medicine and the full spectrum of biomedical and health research, innovation and commercialization. In making such recommendations, the Governance Committee shall do so without any negative regard or inference due to the fact that a Governor seeking election or re-election was previously a director of OHRI.

(f) The Specified Number of Elected Governors shall be reduced over the course of the Transition Period such that, by the close of the annual Members' meeting of the Corporation held in 2028, the Specified Number of Elected Governors shall be fifteen (15) or less. Such reduction shall be implemented through the nomination and election process, including by not nominating or filling all expiring positions as determined by the Governance Committee.

ARTICLE 5 — OFFICERS OF THE BOARD

5.1 Officers

(a) Subject to the Act, the Articles, and this By-law, the Board may designate the officers of the Corporation, appoint officers, specify their duties, and delegate to them powers to manage the activities and affairs of the Corporation, except powers to do anything referred to in section 7.5.

(b) The officers of the Corporation shall include:

(i) the Chair;

(ii) the Vice -Chair;

(iii) the Chief Executive Officer; and

(iv) the Secretary.

(c) The Board shall appoint the officers at its first meeting following the annual Members' meeting at which the Governors are elected or at other times when a vacancy occurs. A Governor may be appointed to any office of the Corporation. The same individual may hold two or more offices (except one individual may not hold the offices of Chair and Vice Chair). The Board shall appoint the Chair and Vice-Chair from among the elected Governors. A Secretary shall be appointed by resolution of the Board and who need not be a Governor.

5.2 Terms of Office

(a) Unless otherwise provided in this By-law, the officers shall hold office for a one (1) year renewable term from the date of their appointment or until their successors are appointed in their stead. The Board may remove any officer at any time.

(b) The Chair shall be appointed annually and shall be eligible for re-appointment, provided that:

(i) the Chair shall serve no longer than three (3) consecutive years; and

(ii) where a Governor has served as Chair for three (3) consecutive years, the Board may, by resolution passed by at least two-thirds (2/3) of the votes cast at a Board meeting, provide that such Governor is eligible for re-appointment for a maximum of two (2) additional one (1) year terms as Chair.

5.3 Duties of Chair

The Chair shall, when present, preside at all meetings of the Members and the Board and shall represent the Corporation and the Board as may be required or appropriate and shall have such other powers and duties as the Board may specify. Unless otherwise provided by by-law or by Board resolution, the Chair shall be an ex -officio member of all committees of the Board.

5.4 Duties of Vice-Chair

The Vice -Chair shall, in the absence, disability, or unwillingness of the Chair, perform the duties and exercise the powers of the Chair and shall perform those other duties as the Board may specify.

5.5 Duties of Secretary

The Secretary shall carry out the duties of the secretary of the Corporation generally and shall attend or cause a recording secretary to attend all meetings of the Members, Board, and committees to act as a clerk thereof and to record all votes and minutes of all proceedings in the books to be kept for that purpose. The Secretary shall give or cause to be given notice of all meetings of the Members and of the Board and shall perform such other duties as may be prescribed by the by-laws or the Board.

5.6 Other Officers

The Board shall determine the powers and duties of all other officers from time to time. Any of the powers and duties of an officer to whom an assistant has been appointed may be exercised and performed by the assistant unless the Board otherwise directs.

ARTICLE 6 — BOARD MEETINGS

6.1 Board Meetings

(a) The Board may appoint one or more days for regular Board meetings at a time and place named. A copy of any Board resolution fixing the time and place of regular Board meetings shall be given to each Governor forthwith after being passed and, subject to the Act, no other notice shall be required for any regular meeting.

(b) In addition to section 6.1(a):

- (i) the Board, the Chair, a Vice-Chair, or the Chief Executive Officer may call a Board meeting; and

- (ii) the Secretary shall call a Board meeting upon receipt of the written request of four (4) of the Governors referred to in section 4.1(a);

and such meeting shall be held at the time and place determined in the notice of the meeting.

(c) Notice of a Board meeting need not specify the purpose of or the business to be transacted at the meeting, unless the meeting is intended to deal with any of the following matters, in which case the notice must specify that matter:

- (i) to submit to the Members any question or matter requiring their approval;

- (ii) to fill a vacancy among the Governors or in the position of auditor;

- (iii) to appoint additional Governors;

- (iv) to issue debt obligations, except as authorized by the Governors;

- (v) to approve any annual financial statements; or

- (vi) to adopt, amend, or repeal by-laws.

6.2 Telephonic or Electronic Meetings

A Board or Board committee meeting may be held entirely by telephonic or electronic means, or by any combination of in-person attendance and telephonic or electronic means, provided that all persons attending the meeting are able to communicate with each other simultaneously and instantaneously. A person who, through telephonic or electronic means, attends a Board or Board committee meeting is deemed to be present in-person at the meeting.

6.3 Notices

(a) Notice of meetings, other than regular meetings, shall be given to all Governors at least forty-eight (48) hours prior to the meeting. The Chair, the Vice-Chair or the Chief Executive Officer may call a meeting on less notice, by such means as are deemed appropriate, provided that notice is given to all Governors and the majority of the Governors consent to the holding of such meeting.

(b) Notice of an adjourned Board meeting is not required to be given if all of the following are announced at the time of an adjournment:

   (i) the time of the continued meeting;

   (ii) if applicable, the place of the continued meeting; and

   (iii) if applicable, instructions for attending and participating in the continued meeting by the telephonic or electronic means that will be made available for the meeting, including, if applicable, instructions for voting by such means at the meeting.

6.4 Quorum

A majority of the elected Governors shall constitute a quorum.

6.5 First Board Meeting after Annual Meeting

If a quorum of Governors is present, the Board may, without notice, hold a meeting immediately following the annual Members' meeting.

6.6 Persons Entitled to be Present

Guests may attend meetings of the Board with the consent of the meeting on the invitation of the Chair or Chief Executive Officer. The Board may adopt a policy from time to time with respect to the attendance of the public at Board meetings.

6.7 Voting

(a) Each voting Governor in attendance at a Board meeting shall be entitled to one (1) vote on each matter.

(b) As required by the regulations under the *Public Hospitals Act*, the Governors referred to in section 4.1(b) shall not be entitled to vote as Governors but shall otherwise be entitled to notice of, to attend, and to participate in, Board meetings and to receive the materials that are distributed to voting Governors.

(c) A Governor shall not be entitled to vote by proxy.

(d) Every question arising at a Board meeting shall be determined by a majority of votes cast, unless otherwise specifically provided by statute or by this By-law.

(e) If there is a tie vote at a Board meeting, the chair of the meeting shall not have a second vote to break the tie.

(f) The vote on any question shall be taken by secret ballot if so demanded by any Governor in attendance and entitled to vote. The chair of the meeting shall count the ballots. Otherwise, a vote shall be by a show of hands. For clarity, in either case such vote may be conducted by telephonic or electronic means or by any combination of voting in person and by telephonic or electronic means, if the Corporation makes these means available.

(g) Unless a ballot is demanded, an entry in the minutes of a meeting to the effect that the chair of the meeting declared a resolution to be carried or defeated is, in the absence of evidence to the contrary, proof of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.

6.8 Written Resolutions in Lieu of Meeting

A resolution, signed by all of the Governors entitled to vote on that resolution at a meeting is as valid as if it had been passed at a Board meeting of Governors or of a committee of Governors.

A resolution signed by all of the Board committee members entitled to vote on that resolution at a Board committee meeting is as valid as if it had been passed at a Board committee meeting.

6.9 Consent and Dissent of Governor

(a) A Governor who is present at a Board or Board committee meeting is deemed to have consented to any resolution passed or action taken at the meeting, unless:

   (i) the Governor's dissent is entered in the meeting minutes;

   (ii) the Governor requests that their dissent be entered in the meeting minutes;

   (iii) the Governor gives their dissent to the secretary of the meeting before the meeting is terminated; or

   (iv) the Governor submits their written dissent to the Corporation immediately after the meeting is terminated.

(b) A Governor who votes for or consents to a resolution is not entitled to dissent under this section.

(c) A Governor who was not present at a meeting at which a resolution was passed or action taken is deemed to have consented to the resolution or action unless within seven (7) days after becoming aware of the resolution, the Governor:

   (i) causes their written dissent to be placed with the meeting minutes; or

   (ii) submits their written dissent to the Corporation

6.10 Adjournment of the Meeting

If within one-half (1/2) hour after the time appointed for a Board meeting a quorum is not present, the meeting shall stand adjourned until a day within two (2) weeks to be determined by the chair of the meeting.

ARTICLE 7 — COMMITTEES OF THE BOARD

7.1 Committees

The Board may establish committees from time to time, including:

(a) Standing Committees, being those committees whose duties are normally continuous; and

(b) Special Committees, being those committees appointed for specific duties whose mandates shall expire with the completion of the tasks assigned.

7.2 Functions, Duties, Responsibilities and Powers of Committees

The Board shall provide for the functions, duties, responsibilities, and powers of the Board committees in the Board resolution by which a Board committee is established or in Board-approved terms of reference or general committee policy.

7.3 Board Committee Members, Chair

(a) Unless otherwise provided by by-law or by Board resolution:

  (i) the Board shall appoint the chair, vice chair (if any), and members of each committee;

  (ii) each chair and vice chair of a Board committee shall be an elected Governor;

  (iii) the Board committees may include members who are not Governors (other than a committee referred to in section 7.5 or an audit committee, if any);

  (iv) a majority of the members of any Board committee shall be elected Governors;

  (v) a majority of Board committee members shall constitute a quorum; and

  (vi) the Chair or designate and Chief Executive Officer shall be an ex-officio member of all Board committees.

(b) The Board may remove any chair, vice chair, or Board committee member from any Board committee at any time.

7.4 Procedures at Committee Meetings

Procedures at and quorum for Board committee meetings shall be determined by the chair of each Board committee, unless established by this By-law, Board resolution, or in Board-approved terms of reference or general committee policy.

7.5 Delegation to a Committee

The Board may delegate to any committee comprised entirely of Governors any of the Board's powers, other than the following powers:

(a) to submit to the Members any question or matter requiring the Members' approval;

(b) to fill a vacancy among the Governors or in the position of auditor;

(c) to appoint additional Governors;

(d) to issue debt obligations, except as authorized by the Board;

(e) to approve any annual financial statements; or

(f) to adopt, amend, or repeal by-laws.

ARTICLE 8 – ORGANIZATION AND FINANCIAL

8.1 Seal

The Board shall determine the form of the seal of the Corporation, if any.

8.2 Execution of Documents

(a) Any one of the Chair or the Vice-Chair, together with any one of the Chief Executive Officer or a Governor, shall sign deeds, transfers, assignments, contracts, agreements, mortgages, conveyances, obligations, certificates or any other instruments or documents requiring the signature of the Corporation, and all instruments or documents so signed shall be binding upon the Corporation without any further authorization or formality.

(b) In addition to the provisions of section 8.2, the Board may from time to time by resolution direct the manner in which and the individual or individuals by whom any particular instrument, document, or class of instruments or documents may or shall be signed.

(c) Any signing officer may affix the seal of the Corporation to any instrument or document and may certify a copy of any instrument, resolution, by-law or other document of the Corporation to be a true copy.

8.3 Banking Arrangements

The Corporation shall transact the banking business of the Corporation or any part of it with those banks, trust companies, or other financial institutions as the Board may determine from time to time.

8.4 Financial Year

Unless otherwise determined by the Board and subject to the *Public Hospitals Act*, the fiscal year end of the Corporation shall be March 31 in each year.

8.5 Appointment of Auditor

(a) The Members entitled to vote shall, at each annual meeting, appoint an auditor to audit the accounts of the Corporation and to report to the Members at the next annual meeting.

(b) The auditor shall be duly licensed under the Public Accounting Act, 2004 (Ontario) and shall be independent of the Corporation and its Governors and officers.

(c) The auditor shall hold office until close of the next annual meeting, provided that the Governors shall immediately fill any casual vacancy in the office of auditor for the unexpired term.

(d) The remuneration of the auditor shall be fixed by the Board.

8.6 Borrowing Power

Subject to the Articles, the Board may, without authorization of the Members:

(a) borrow money on the credit of the Corporation;

(b) issue, reissue, sell or pledge debt obligations of the Corporation;

(c) give a guarantee on behalf of the Corporation to secure performance of an obligation of any person; and

(d) mortgage, pledge, or otherwise create a security interest in all or any property of the Corporation, owned or subsequently acquired, to secure any obligation of the Corporation.

8.7 Investments

The Corporation may invest its funds as the Board thinks fit, subject to the Articles or any limitations accompanying a gift.

8.8 Records

The Board shall see that all necessary records of the Corporation required by the by-laws of the Corporation or by any applicable laws are regularly and properly kept.

ARTICLE 9 – MATTERS REQUIRED BY THE *PUBLIC HOSPITALS ACT* OTHER APPLICABLE LEGISLATION

9.1 Professional Staff

There shall be a Professional Staff of the Hospital whose appointment and functions shall be as set out in the Medical Staff By-Law.

9.2 Required Committees and Programs

The Board shall ensure that the Corporation establishes the committees and undertakes the programs that are required pursuant to applicable legislation, including the *Public Hospitals Act and the Excellent Care for All Act*, 2010, including a medical advisory committee, a fiscal advisory committee, and a quality committee.

9.3 Fiscal Advisory Committee

The Chief Executive Officer shall appoint the members of the fiscal advisory committee required to be established pursuant to the regulations under the *Public Hospitals Act*.

9.4 Chief Nursing Executive

The Chief Executive Officer shall ensure that there are appropriate procedures in place for the appointment of the Chief Nursing Executive.

9.5 Nurses and other Staff and Professionals on Committees

The Chief Executive Officer shall, from time to time, approve a process for:

(a) the participation of the Chief Nursing Executive, nurse managers, staff nurses, staff and other professionals of the Corporation in decision making related to administrative, financial, operational and planning matters; and

(b) the election or appointment of the Chief Nursing Executive, staff nurses or nurse managers and other staff and professionals of the Corporation to those administrative committees approved by the Chief Executive Officer to have a nurse, or other staff or professional representation.

9.6 Retention of Written Statements

The Chief Executive Officer shall cause to be retained for at least twenty-five (25) years, all written statements made in respect of the destruction of medical records, notes, charts and other material relating to patient care and photographs thereof.

9.7 Occupational Health and Safety Program

(a) Pursuant to the regulations under the *Public Hospitals Act*, there shall be an occupational health and safety program for the Corporation, which shall include procedures for:

    (i) a safe and healthy work environment;

    (ii) the safe use of substances, equipment and medical devices;

(iii) safe and healthy work practices;

(iv) the prevention of accidents to individuals on the premises; and

(v) the elimination of undue risks and the minimizing of hazards inherent in the Corporation environment.

(b) The Chief Executive Officer shall designate an individual to be in charge of occupational health and safety in the Corporation who shall be responsible to the Chief Executive Officer or their delegate for the implementation of the occupational health and safety program.

(c) The Chief Executive Officer shall report to the Board as necessary on the occupational health and safety program.

9.8 Health Surveillance Program

(a) Pursuant to the regulations under the *Public Hospitals Act*, there shall be a health surveillance program for the Corporation which shall:

(i) be in respect of all persons carrying on activities in the Corporation; and

(ii) include a communicable disease surveillance program.

(b) The Chief Executive Officer shall designate an individual to be in charge of health surveillance in the Corporation, who shall be responsible to the Chief Executive Officer or their delegate for the implementation of the health surveillance program.

(c) The Chief Executive Officer shall report to the Board as necessary on the health surveillance program.

9.9 Organ Donation

Pursuant to the regulations under the *Public Hospitals Act*, the Board shall provide for the establishment of procedures to encourage the donation of organs and tissues including:

(a) procedures to identify potential donors; and

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

ARTICLE 10 – PROTECTION AND INDEMNIFICATION OF OFFICERS AND GOVERNORS, AND OTHERS

10.1 Indemnities to Governors and Others

(a) The Corporation shall indemnify a Governor or officer of the Corporation, a former Governor or officer of the Corporation, or an individual who acts or acted at the Corporation's request as a governor or officer, or in a similar capacity, of another entity, against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by the individual in respect of any civil, criminal, administrative, investigative, or other action or proceeding in which the individual is involved because of that association with the Corporation or other entity.

(b) The Corporation may advance money to an individual referred to in section 10.1(a) for the costs, charges, and expenses of an action or proceeding referred to in that section, but the individual shall repay the money if the individual does not fulfil the conditions set out in section 10.1(c).

(c) The Corporation shall not indemnify an individual under section 10.1(a) unless:

(i) the individual acted honestly and in good faith with a view to the best interests of the Corporation or other entity, as the case may be; and

(ii) in the case of criminal or administrative action or proceeding that is enforceable by a monetary penalty, the individual had reasonable grounds for believing that their conduct was lawful.

(d) The indemnity provided for in section 10.1(a) shall not apply to any liability which a Governor or officer or former Governor or officer of the Corporation, or individual, may sustain or incur as the result of any act or omission as a member of the Professional Staff.

ARTICLE 11 — RULES AND POLICIES

11.1 Rules of Order

Any questions of procedure at or for any meetings of the Members, the Board, the Professional Staff, or any Board committee, which have not been provided for in this By-law or by applicable legislation, the Policies, or the Professional Staff rules and regulations, shall be determined by the chair of the meeting in accordance with the rules of order adopted by the Board, or failing such adoption, adopted by the chair of the meeting.

11.2 Policies

The Board may, from time to time, adopt, amend, or repeal Policies as it may deem necessary or desirable in connection with the management of the activities and affairs of the Board and the conduct of the Governors, officers, and Board committee members; provided, however, that any such Policy shall be consistent with the provisions of this By-law.

ARTICLE 12 — NOTICES

12.1 Notice

(a) Whenever under the provisions of the by-laws of the Corporation notice is required to be given, unless otherwise provided, the notice may be given in writing and delivered or sent by prepaid mail or personal delivery, or by electronic means, if there is a record that the notice has been sent, addressed to the Governor, officer, Board committee member, Member, or auditor, at the address, as the case may be, as the same is shown in the records of the Corporation.

(b) Notice of a Board or Members' meeting need not specify the place of the meeting if the meeting is to be held entirely by telephonic or electronic means. If a person may attend a Board or Members' meeting by telephonic or electronic means, the notice of the meeting must include instructions for attending and participating in the meeting by the telephonic or electronic means that will be made available for the meeting, including, if applicable, instructions for voting by such means at the meeting.

(c) Any notice sent by the following means shall conclusively be deemed to be received as provided below:

(i) if by electronic means, on the next business day after transmission;

(ii) if delivered, at the time of delivery; and

(iii) if by prepaid mail, subject to section 12.1, on the fifth business day following its mailing.

(d) Notwithstanding the foregoing provisions with respect to mailing, if it may reasonably be anticipated that, due to any strike, lock out, or similar event involving an interruption in postal service, any notice will not be received by the addressee by no later than the fifth business day following its mailing, then the mailing of the notice shall not be an effective means of sending it but rather any notice must then be sent by an alternative method that may reasonably be anticipated will cause the notice to be received reasonably expeditiously by the addressee.

(e) The Secretary may change or cause to be changed the recorded address of any Governor, officer, Board committee member, Member, or auditor in accordance with any information believed by them to be reliable.

12.2 Computation of Time

In computing the date or time when notice must be given under any provision of the by-laws requiring a specified number of days' notice of any meeting or other event, the date of giving the notice shall be excluded and the notice period shall terminate at midnight of the last day of the notice period, except if the last day is a holiday, the period shall terminate at midnight of the next day that is not a holiday.

12.3 Omissions and Errors

The accidental omission to give any notice to any Member, Governor, officer, Board committee member or the auditor of the Corporation or the non-receipt of any notice by any such person, or any error in any notice not affecting the substance of it shall not invalidate any action taken at any meeting held pursuant to such notice or otherwise founded on it.

12.4 Waiver of Notice

Any Member, Governor, officer, Board committee member or the auditor of the Corporation may, in writing, waive any notice required to be given to them under any provision of the *Public Hospitals Act*, the Act or the Articles or the by-laws of the Corporation, either before or after the meeting to which it refers, and such waiver, whether given before or after the meeting or other event of which notice is required to be given, shall cure any default in giving such notice. Attendance and participation at a meeting constitutes waiver of notice, unless the attendance is for the express purpose of objecting to the transaction of any business on the grounds the meeting was not lawfully called.

ARTICLE 13 — CONFLICT OF INTEREST DISCLOSURE

13.1 Disclosure of Conflict

(a) Any Governor or officer who is in any way, a party to a material contract or transaction or proposed material contract or transaction with the Corporation or is a director or officer of, or has a material interest in, any person who is a party to a material contract or transaction or proposed material contract or transaction with the Corporation, shall disclose to the Corporation in writing or request to have entered in the minutes, the nature and extent of their interest.

(b) The disclosure required by section 13.1(a), must be made, in the case of a Governor:

   (i) at the meeting at which a proposed contract or transaction is first considered;

   (ii) if the Governor was not then interested in a proposed contract or transaction, at the first meeting after the Governor becomes so interested;

   (iii) if the Governor becomes interested after a contract is made or transaction is entered into, at the first meeting after the Governor becomes so interested; or

   (iv) if an individual who is interested in a contract or transaction later becomes a Governor, at the first meeting after the individual becomes a Governor.

(c) The disclosure required by section 13.1(a) must be made, in the case of an officer who is not a Governor:

  (i) forthwith after the officer becomes aware that the contract or transaction or proposed contract or transaction is to be considered or has been considered at a Board meeting;

  (ii) if the officer becomes interested after a contract is made or transaction is entered into, forthwith after the officer becomes so interested; or

  (iii) if an individual who is interested in a contract or transaction later becomes an officer, forthwith after the individual becomes an officer.

(d) If the contract or transaction or proposed contract or transaction in respect of which a disclosure is required to be made for the purposes of section 13.1(a) is one that, in the ordinary course of the Corporation's business, would not require approval of the Board or Members, then the Governor or officer shall disclose to the Corporation, or request to have entered in the minutes of Board meetings, the nature and extent of their interest forthwith after the Governor or officer becomes aware of the contract or transaction or proposed contract or transaction.

(e) Except as permitted by the Act, a Governor referred to in section 13.1(a) shall not attend any part of a Board meeting during which the contract or transaction is discussed, and shall not vote on any resolution to approve the contract or transaction.

(f) If no quorum exists for the purposes of voting on a resolution to approve a contract or transaction only because one or more Governor(s) are not permitted to be present at the meeting by virtue of section 13.1(f), the remaining Governors are deemed to constitute a quorum for the purpose of voting on the resolution.

(g) For the purposes of this section 13.1, a general notice to the Board by a Governor or officer disclosing that the individual is a director or officer of or has a material interest in, a person, or that there has been a material change in the Governor's or officer's interest in the person, and is to be regarded as interested in any contract or transaction entered into with that person, is sufficient disclosure of interest in relation to any such contract or transaction.

(h) A contract or transaction for which disclosure is required under section 13.1(a) is not void or voidable, and the Governor or officer is not accountable to the Corporation or the Members for any profit or gain realized from the contract or transaction, because of the Governor's or officer's interest in the contract or transaction or because the Governor was present or was counted to determine whether a quorum existed at the Board or Board committee meeting that considered the contract or transaction, if:

  (i) disclosure of the interest was made in accordance with this section;

  (ii) the Board approved the contract or transaction; and

  (iii) the contract or transaction was reasonable and fair to the Corporation when it was approved.

(i) The provisions of this Article 13 are in addition to any conflict of interest policy adopted by the Board from time to time.

ARTICLE 14 — CONFIDENTIALITY

14.1 Confidentiality

Every Governor, officer, Professional Staff member, Board committee member, employee and agent of the Corporation shall respect the confidentiality of matters:

(a) brought before the Board;

(b) brought before any committee;

(c) dealt with in the course of the employee's employment or agent's activities in connection with the Corporation; or

(d) dealt with in the course of the Professional Staff member's activities in connection with the Corporation.

14.2 Board Spokesperson

The Board may give authority to one or more Governors, officers or employees of the Corporation to make statements to the news media or public about matters brought before the Board.

ARTICLE 15 — BY-LAW AND AMENDMENTS

15.1 By-Laws and Amendments

(a) The Board may make, amend, or repeal any by-law that regulates the activities or affairs of the Corporation, except in respect of a by-law:

  (i) to add, change, or remove a provision respecting the transfer of a membership;

  (ii) to change the manner of giving notice to Members; or

  (iii) to change the method of voting by Members not in attendance at a Members' meeting.

(b) The Board shall submit the by-law, amendment, or repeal to the Members at the next Members' meeting, and the Members may confirm, reject, or amend the by-law, amendment, or repeal by ordinary resolution.

(c) Subject to section 15.1(e), the by-law, amendment, or repeal is effective from the date of the Board resolution or from such future time as may be specified in the motion.

(d) If the by-law, amendment, or repeal is confirmed or confirmed as amended by the Members, it remains effective in the form in which it was confirmed.

(e) The by-law, amendment, or repeal ceases to have effect if the Board does not submit it to the Members as required under section 15.1(b) or if the Members reject it.

(f) If a by-law, amendment, or repeal ceases to have effect, a subsequent Board resolution that has substantially the same purpose or effect is not effective until it is confirmed or confirmed as amended by the Members.

(g) In any case of rejection, amendment, or refusal to approve the by-law or part of the by-law in effect in accordance with this section, no act done or right acquired under any by-law is prejudicially affected by any rejection, amendment, or refusal to approve.

15.2 Amendments to The Ottawa Hospital Medical Staff By-law

Prior to submitting all or any part of The Ottawa Hospital Medical Staff By-law to the process established in section 15.1, the procedures set out in the Medical Staff By-law of The Ottawa Hospital shall be followed.

________________________________	________________________________
Michael Tremblay	Jo-Anne Poirier
Chair, Board of Governors	Vice Chair, Board of Governors