



**BY-LAW OF THE
PETERBOROUGH REGIONAL
HEALTH CENTRE**

Approved at the AGM June 26, 2019

**BY-LAW OF
PETERBOROUGH REGIONAL HEALTH CENTRE**

(hereinafter referred to as the "Corporation")

PREAMBLE

WHEREAS it is the intent of the Peterborough Regional Health Centre to serve the community and region guided by mission, vision, values and strategic directions, and

WHEREAS the Peterborough Regional Health Centre aspires to be recognized as a centre of excellence in clinical care within our community, across our region and beyond; and

WHEREAS the Peterborough Regional Health Centre shall govern and operate with a commitment to high quality, safe and patient and family centred care with an integrated healthcare delivery system; and

WHEREAS the governing body of the Peterborough Regional Health Centre deems it expedient that a By-law be enacted to regulate the affairs of the Health Centre;

NOW THEREFORE be it enacted and it is hereby enacted that By-law No. 1 heretofore enacted be cancelled and revoked and that the following By-law No. 1 be substituted in lieu thereof.

Peterborough Regional Health Centre

Corporate By-law

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Article 1 - Interpretation

1.1 Definitions

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

- (a) “**Act**” means the Corporations Act (Ontario) and where the context requires, includes the regulations made under it and any statute that may be substituted therefore, as from time to time amended;
- (b) “**Appointment**” means the department, professional class or service to which a Member of the professional staff is assigned by the MAC and approved by the Board;
- (c) “**Board**” means the Board of Directors of the Corporation;
- (d) “**Care Team**” means the coordinated team of staff and healthcare professionals organized around a particular patient and family, whose common goal is the delivery of safe and effective care through patient and family engagement;
- (e) “**Central East LHIN**” means the Local Health Integration Network;
- (f) “**Chair**” means the Chair of the Board or as it relates to the Professional Staff By-law, a person who presides at a meeting or heads a committee;
- (g) “**Chair of the Medical Advisory Committee**” means the Member of the Professional Staff appointed by the Board to serve as Chair of the Medical Advisory Committee pursuant to Section 8.2 of the Professional Staff By-law;
- (h) “**Chief Executive Officer**” means, in addition to “administrator” as defined in the *Public Hospitals Act*, the President and Chief Executive Officer of the Corporation;
- (i) “**Chief Nursing Executive**” means the senior nurse employed by the Hospital who reports directly to the Chief Executive Officer and is responsible for the practice and standards of nursing provided in the Hospital;
- (j) “**Chief of a Department**” means a Member of the Professional Staff appointed by the Board to be responsible for the professional standards and quality of care rendered by the Members of that department at the hospital;
- (k) “**Chief Medical Officer**” means senior physician appointed by the Health Centre reporting to the CEO who shall be responsible for the activities emanating from the Medical Advisory Committee (MAC) and related committees, departments and support functions;
- (l) “**Community Member at Large**” or “**CMAL**” means those individuals who are not Directors or employees or Members of the Professional Staff and are selected by the Board to be Members of a Board committee;
- (l) “**Credentials Committee**” means the committee established by the Medical Advisory Committee to review applications for appointment and reappointment to the Professional Staff and to make a report to the Medical Advisory Committee;
- (m) “**Dental Staff**” means those Dentists appointed by the Board to attend or perform dental service for patients at the Hospital;

- (n) “**Dentist**” means a dental practitioner in good standing with the Royal College of Dental Surgeons of Ontario;
- (o) “**Department**” or “department” means an organizational unit of the Professional Staff to which Members with a similar field of practice have been assigned;
- (p) “**Division**” or “division” means an organizational unit of a Department;
- (q) “**Director**” means a Member of the Board;
- (r) “*Ex officio*” means Membership “by virtue of office” and includes all rights, responsibilities, and power to vote unless otherwise specified;
- (s) “**Extended Class Nursing Staff**” means those Registered Nurses in the Extended Class who are:
 - i. nurses that are employed by the Health Centre and are authorized to diagnose, prescribe for or treat patients in the Health Centre; and
 - ii. nurses who are not employed by the Health Centre and to whom the Board has granted privileges to diagnose, prescribe for or treat patients in the Health Centre;
- (t) “**Family**” means those individuals as defined by the patient;
- (u) “**Head of a Service**” means the Member of the Professional Staff appointed to be in charge of one of the organized divisions of a Department;
- (v) “**Head Office**” means One Hospital Drive, Peterborough, Ontario, K9J 7C6;
- (w) “**Health Centre**” means the Peterborough Regional Health Centre as operated by the Corporation;
- (x) “**Hospital**” means the Peterborough Regional Health Centre operated by the Corporation;
- (y) “**Impact Analysis**” means a study to determine the impact upon the resources of the Corporation of the proposed appointment of an applicant for appointment to the Professional Staff or an application by a Member of the Professional Staff for additional privileges or procedures;
- (z) “**Majority**” means more than 50%;
- (aa) “**Medical Advisory Committee**” means the Medical Advisory Committee established by the Board as required by the *Public Hospitals Act*;
- (aa) “**Members**” means Members of the Corporation as described in Article 2;
- (bb) “**Midwife**” means a midwife in good standing with the College of Midwives of Ontario;
- (cc) “**Midwifery Staff**” means those Midwives who are appointed by the Board and granted privileges to practice Midwifery in the Hospital;
- (dd) “**Most Responsible Physician/Professional**” means the Member of the medical, dental, midwifery or extended class nursing staff who is most responsible for admitting, coordinating and managing the episode of care for patients in the Hospital;
- (ee) “**Nurse Practitioner**” means a Member of the College of Nurses of Ontario who is a registered nurse and who holds an extended certificate of registration under the Nursing Act, 1991;

- (ff) **“Patient”** means, unless otherwise specified or the context otherwise requires, any in-patient or out-patient of the Corporation;
- (gg) **“Patient and Family-Centred Care”** means an evidence-based approach to the planning, delivery, and evaluation of health care that is grounded in mutually beneficial partnerships between patients, families and the care team. The approach recognizes that safe and effective care is best achieved by valuing and engaging patients and families as experts in their care and experience;
- (hh) **“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;
- (ii) **“Physician”** means a medical practitioner in good standing with the College of Physicians and Surgeons of Ontario;
- (jj) **“Policies”** means the administrative, human resources, clinical, professional and governance policies of the Health Centre adopted by the Board pursuant to Article 2;
- (kk) **“President”, “Vice-President” and “Secretary/Treasurer”** refer to elected Officers of the Professional Staff Association;
- (ll) **“Privileges”** means those rights or entitlements conferred by the Board upon a Member of the professional staff at the time of appointment or reappointment or the level of access to resources at the Health Centre as approved by the MAC;
- (mm) **“Procedures”** means the clinical activities afforded by training, scope of practice, credentials or certification as approved by the MAC;
- (nn) **“Professional Staff”** means the Medical Staff, Dental Staff, Midwifery Staff, Extended Class Nursing Staff and Nurse Practitioners appointed by the Board;
- (oo) **“Public Hospitals Act”** means the *Public Hospitals Act* (Ontario), and, where the context requires, includes the regulations made under it and any statute that may be substituted therefore, as from time to time amended;
- (pp) **“Registered Nurse in the Extended Class”** means a Member of the College of Nurses of Ontario who is a registered nurse and holds an extended certificate of registration under the *Nursing Act, 1991*;
- (qq) **“Policies and Procedures”** means the Policies and Procedures governing the practices of the Professional Staff in the Health Centre both generally and within a particular Department, and includes Policies and Procedures which have been approved by the Board after considering the recommendation of the Medical Advisory Committee;
- (rr) **“Special Resolution”** means a resolution passed by the Directors and confirmed with or without variation by at least two thirds (2/3) of the votes cast by those entitled to vote and voting at a general meeting of the Members of the Corporation duly called for the purpose, or at an annual meeting, or in lieu of such confirmation, by consent in writing of all Members entitled to vote at such meeting;
- (ss) **“Staff Category”** means the classification of appointment assigned by the MAC with various rights and duties (associate, active, courtesy, honorary, temporary, locums tenens) as recommended by the MAC and approved by the Board; and
- (tt) **“Supervisor”** means a Member of the professional staff who is assigned the responsibility to oversee the work of another person.

1.2 Interpretation

In this By-law and in all other By-laws of the Corporation, unless the context otherwise requires, words importing the singular number shall include the plural number and vice versa and references to persons shall include firms and corporations and words importing one gender shall include the opposite.

Article 2 - Membership in the Corporation

2.1 *Members*

The Members of the Corporation shall consist of the elected Directors from time to time of the Corporation who shall be *ex officio* Members for so long as they serve as Directors.

2.2 *Fees*

No fees shall be payable by the Members.

Article 3 - Meetings of Members

3.1 Location

Meetings of the Members shall be held at the Head Office of the Corporation or at any place in Ontario as the Board may determine.

3.2 Annual Meetings

In accordance with the *Public Hospitals Act*, the annual meeting of Members shall be held between the 1st day of April and the 31st day of July of each year.

3.3 Calling Meetings

The Board or Chair shall have power to call, at any time, an annual or general meeting of the Members of the Corporation.

3.4 Quorum

A majority of the Members entitled to vote present in person at a meeting will constitute a quorum at a meeting of Members.

3.5 Notice

Notice of meetings of Members shall be given by one of the following methods:

- (a) by sending it to each Member entitled to notice by one of the methods set out in section 16.1 addressed to the Members at their most recent addresses as shown on the Corporation's records at least ten (10) days prior to the meeting; or
- (b) by publication at least once a week for two (2) successive weeks next preceding the meeting in a newspaper or newspapers circulated in the municipality or municipalities in which the Members entitled to notice of the Corporation reside as shown by their addresses on the records of the Corporation.

3.6 Business at Annual Meetings

The business transacted at the annual meeting of the Corporation shall include:

- (a) minutes of the previous meeting;
- (b) report of the Chair of the Board of Directors and President & CEO;
- (c) report of the auditor;
- (d) report of the Chair of the Medical Advisory Committee;
- (e) a report of the Nominating Committee;
- (f) election of new Board Members;
- (g) appointment of the auditors; and
- (h) presentation of financial statements.

3.7 Votes

- (a) Each Member entitled to vote and in attendance at a meeting shall have the right to exercise one vote.
- (b) At all meetings of Members of the Corporation every question shall be determined by a majority of votes unless otherwise specifically provided by statute or by this By-law.
- (c) Votes at all meetings of Members shall be cast in person or via telephone and not by proxy.
- (d) Every question submitted to any meeting of Members shall be decided in the first instance by a show of hands and in the case of an equality of votes, whether on a show of hands or at a poll, the chair of the meeting shall not have a second vote and the motion shall fail.
- (e) At any meeting of Members, unless a poll is demanded, a declaration by the chair of the meeting that a resolution has been carried or carried unanimously or by a particular majority or lost or not carried by a particular majority shall be conclusive evidence of the fact.
- (f) A poll may be demanded either before or after any vote by show of hands by any Member entitled to vote at the meeting. If a poll is demanded on the election of a chair or on the question of adjournment it shall be taken forthwith without adjournment. If a poll is demanded on any other question or as to the election of Directors, the vote shall be taken by ballot in such manner and either at once, later in the meeting or after adjournment as the chair of the meeting directs. The result of a poll shall be deemed to be the resolution of the meeting at which the poll was demanded. A demand for a poll may be withdrawn.

3.8 Chair of the Meeting

The chair of a meeting of the Members of the Corporation shall be:

- (a) the Chair of the Corporation; or
- (b) a 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(s) are absent or unable 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 Meetings of Members

If within one-half (½) hour after the time appointed for a meeting of the Members of the Corporation, 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

Not less than three (3) days' notice of an adjourned meeting of Members shall be given in such manner as the Board may determine.

Article 4 - Directors

4.1 *Composition of Board*

The affairs of the Corporation shall be managed by a Board of a minimum of sixteen (16) Directors and a maximum of twenty-one (21) Directors to include:

- (a) a fixed number of voting Directors, as determined by Special Resolution of the Members from time to time, at fifteen (15) Directors who shall be elected by the Members for terms as outlined in Article 4.6;
- (b) the Chair or Designate of the Peterborough Regional Health Centre Foundation Board who shall serve in an *ex officio* capacity and shall be entitled to vote at meetings of the Board; and
- (c) the following who shall serve in an *ex officio* capacity and shall not be entitled to vote at meetings of the Board:
 - i the Chair of the Medical Advisory Committee (MAC);
 - ii the President and the Vice President of the Professional Staff Association;
 - iii the President and CEO; and
 - iv the Chief Nursing Executive.

4.2 *Qualifications*

- (a) Every voting Director shall:
 - i be of the full age of at least eighteen (18) years;
 - ii not have the status of a bankrupt person;
 - iii not be a current employee or Member of the professional staff of the Health Centre;
 - iv not be a spouse of an employee or Member of the professional staff of the Health Centre;
 - v be a resident of or carry on business in the area served by the Health Centre; and
 - vi be required to complete necessary background checks in accordance with other volunteers to the Corporation.

4.3.1 Duties and Responsibilities and Standards

The Board shall govern and oversee the management of the affairs of the Corporation and may exercise all such other powers and do all such other acts and things as the Corporation is, by its charter or otherwise, authorized to exercise and do.

In discharging its duties, the Board shall ensure Patient/Family engagement through:

- The involvement of patients and family in their care; and
- The engagement of patients and families in planning and service delivery models.

4.3.2 Standards of Care

Every Director and Officer of the Corporation in exercising his/her powers and discharging his/her duties shall:

- (a) act honestly and in good faith with a view to the best interests of the Corporation;
- (b) exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances;
- (c) respect and abide by decisions of the Board;
- (d) keep informed about:
 - (i) matters relating to the Corporation,
 - (ii) the community served,
 - (iii) necessary information and background preparation so as to participate effectively in meetings of the Board and its committees, and
 - (iv) other healthcare services provided in the region;
- (e) participate in the initial orientation as a new Director and in ongoing Board education;
- (f) participate in the annual evaluation of overall Board effectiveness; and
- (g) represent the Board, when requested.

4.4 Vacation of Office

The office of a Director shall be automatically vacated:

- (a) if a Director shall resign such office by delivering a written resignation to the Chair of the Board;
- (b) if the Director becomes bankrupt; or
- (c) if in the case of an elected Director, he or she ceases to meet the requirements of Article 4.2.

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

4.5 Removal

The office of a Director may be vacated by a simple majority resolution of the Board:

- (a) if a Director, is absent for three (3) consecutive regularly scheduled meetings of the Board between Annual Meetings, or is absent for 50% or more of the regularly scheduled meetings of the Board between Annual Meetings, without being granted a leave of absence by the Chair of the Board; or
- (b) if a Director fails to comply with the *Public Hospitals Act*, the Act, the Corporation's Letters Patent, By-laws, Rules and Regulations, policies and procedures adopted by the Board, including without limitation, confidentiality and conflict of interest requirements.

4.6 Election and Term

Directors shall be elected and shall retire in rotation as herein provided:

- (a) The Directors referred to in subsection 4.1(a) shall be elected for a term not to exceed three (3) years. The terms shall expire for at least four (4) Directors each year subject to re-election as provided in subsection 4.6 (b).
- (b) No person may be elected or appointed a Director for more terms than will constitute nine (9) consecutive years of service, except:
 - i if, at the Annual Meeting, the Chair of the Board is completing nine (9) consecutive years of service on the Board and is not continuing as Chair, they may be elected for a further one (1) year term as a Director in order to serve as Past Chair. This exception does not apply if the Chair is completing their tenth (10th) consecutive year of service on the Board;
 - ii if, at the Annual Meeting, the Chair of the Board is completing nine (9) consecutive years of service on the Board and their first year as Chair, they may be elected for one (1) further year as a Director in order to serve a second (2nd) year as Chair.
- (c) A former Director restricted by subsection 4.6 (b) above may be re-elected or re-appointed as a Director following a break in the continuous service of at least one (1) year.

4.7 Nomination Procedure for Election of Directors

Nominations made for the election of Directors at a meeting of Members may be made only by the Board in accordance with the nominating and election procedure prescribed by the Board from time to time. For greater certainty, no nominations shall be accepted by the Members of the Corporation which are not submitted and approved by the Board in accordance with the Board approved process. The decision of the Board as to whether or not a candidate is qualified to stand for election shall be final.

4.8 Filling Vacancies

- (a) So long as there is a quorum of Directors in office, any vacancy in respect of a voting Director occurring in the Board of Directors may be filled by a qualified person appointed until the next Annual Meeting by the Directors then in office.

Any vacancy in respect of an "*ex officio*" Director shall be filled at such time as the body with authority to appoint a new Officer shall do so.

- (b) At the next annual meeting, in addition to the election of Directors to fill the vacancies caused by expiry of Directors' terms, the Members shall also elect an additional/replacement Director to fill the unexpired term created by any vacancy referred to in subsection 4.4 or 4.5 above.
- (c) In the absence of a quorum of the Board, or if the vacancy has arisen from a failure of the Members to elect the number of Directors required to be elected at any meeting of Members, the Board shall forthwith call a meeting of Members to fill the vacancy. A Director so appointed or elected shall hold office for the unexpired portion of the term vacated.

4.9 Directors Remuneration

The Directors shall serve as such without remuneration and no Director shall directly or indirectly receive any profit from his or her position as such provided that a Director may be reimbursed reasonable expenses incurred by the Director in the performance of his or her duties.

Article 5 - Meetings of Directors

5.1 *Meetings of Directors*

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

5.2 *Regular Meetings*

The Board may appoint one (1) or more days for regular meetings of the Board at a place and time named. A copy of any resolution of the Board fixing the place and time of regular meetings of the Board shall be given to each Director forthwith after being passed and no other notice shall be required for any such regular meeting. There shall be at least six (6) regular meetings of the Board per fiscal year of the Corporation.

5.3 *Telephone, Electronic or Other Meetings*

A meeting of Directors or a meeting of a committee of the Board may be held by such telephone, electronic or other communication facilities that permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously, and the Director or committee Member participating in the meeting by those means is deemed to be present at the meeting.

5.4 *Notices*

(a) Notice of meetings, other than regular meetings, shall be given to all Directors at least forty-eight (48) hours prior to the meeting. The Chair, a 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 Directors and the majority of the Directors consent to the holding of such meeting. In calculating the said forty-eight (48) hour notice period Saturdays, Sundays and statutory holidays shall be excluded. See also Article 16 - Notices.

(b) The declaration of the Secretary or Chair of the Board of Directors that notice has been given pursuant to the By-law, shall be sufficient and conclusive evidence of the giving of such notice.

5.5 *Quorum*

A majority of the voting Directors shall constitute a quorum.

5.6 *First Meeting of New Board*

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

5.7 *Persons Entitled to be Present*

(a) 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 meetings of the Board.

(b) The Board shall have the discretion at any time to declare a meeting or any part of a meeting to be in camera.

5.8 *Voting*

Each Director present at a meeting of the Board, who is entitled to vote, shall be entitled to one (1) vote on each matter. A Director shall not be entitled to vote by proxy. Any question arising at any meeting of the Board or any committee of the Board, shall be decided by a majority of votes.

Electronic Voting outside of the meeting shall be allowed under special circumstances as per Board Policy.

5.9 *Casting Vote*

In the case of an equality of votes, the Chair shall not have a second vote and the motion shall fail.

5.10 *Polls*

The vote on any question shall be taken by secret ballot if so demanded by any Director present and entitled to vote. Such ballots shall be counted by the Chair of the meeting. Otherwise a vote shall be taken by a show of hands. A declaration by the Chair of the meeting that a resolution has been carried by a particular majority or not carried shall be conclusive.

5.11 *Adjournment of the Meeting*

If within one-half (½) hour after the time appointed for a meeting of the Board 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.

5.12 *Notice of Adjourned Meeting*

At least twenty-four (24) hours' notice of the adjourned meeting by an appropriate means shall be given to each Director; provided that in calculating such twenty-four (24) hour notice period Saturday, Sundays and statutory holidays shall be excluded.

Article 6 - Interest of Directors in Contracts

6.1 Declaration of Conflict

- (a) Any Director who is in any way, directly or indirectly, interested in a contract or proposed contract with the Corporation shall disclose in writing or have entered in the minutes, the nature and extent of such Director's interest in such contract or proposed contract with the Corporation.
- (b) The disclosure required by subsection 6.1(a), shall be made:
 - (i) at the meeting at which a proposed contract is first considered if the Director is present, and otherwise, at the first meeting after the Director becomes aware of the contract or proposed contract;
 - (ii) if the Director was not then interested in a proposed contract, at the first meeting after such Director becomes so interested; or
 - (iii) if the Director becomes interested after a contract is made, at the first meeting held after the Director becomes so interested.
- (c) A Director referred to in subsection 6.1(a) is not liable to account for any profit made on the contract by the Director or by a corporate entity, business firm or organization in which the Director has a material interest, provided:
 - (i) the Director disclosed the Director's interest in accordance with subsection 6.1(b) or (e); and
 - (ii) the Director has not voted on the contract.
- (d) A Director referred to in subsection 6.1(a) shall not vote on any resolution to approve the contract and shall not take part in the discussion or consideration of, or in any way attempt to influence the voting on any question with respect thereto and shall exit the meeting when the applicable issue is under consideration.
- (e) For the purposes of this section 6.1, a general notice to the Directors by a Director declaring that the person is a Director or Officer of or has a material interest in a body corporate, business firm or organization and is to be regarded as interested in any contract made therewith, is a sufficient declaration of interest in relation to any contract so made.
- (f) The provisions of this Article are in addition to any conflict of interest policy adopted by the Board from time to time.

Article 7 - Protection of Officers, Directors and Others

7.1 *Directors and Others Liability*

Any Director or Officer of the Corporation or Community Member at Large shall not be liable for any act, receipt, neglect or default of any other Director, Officer or employee or for any loss, damage or expense happening to the Corporation through any deficiency of title to any property acquired by the Corporation or for any deficiency of any security upon which any moneys of the Corporation shall be invested or for any loss or damage arising from bankruptcy, insolvency or tortious act of any person including any person with whom any moneys, securities or effects shall be deposited or for any loss, conversion, or misappropriation of or any damage resulting from any dealings with any moneys, securities or other assets belonging to the Corporation or for any other loss, damage or misfortune which may happen in the execution of the duties of such Director's or Officer's respective office unless such occurrence is as a result of such Director's or Officer's own willful neglect or default.

7.2 *Indemnities to Directors and Others*

Every Director or Officer of the Corporation or Community Member at Large and their heirs, executors, administrators and estates 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:

- (a) all costs, charges and expenses whatsoever which such Director or Officer or Community Member at Large sustains or incurs in or about any action, suit or proceedings which is brought, commenced or prosecuted against him or her, for or in respect of any act, deed, matter or thing whatsoever, made, done or permitted by him or her, in or about the execution of the duties of his or her office; and
- (b) all other costs, charges and expenses which he or she sustains or incurs in or about or in relation to the affairs of the Corporation, except such costs, charges or expenses as are occasioned by his or her own willful neglect or default.

The indemnity provided for in the preceding paragraph:

- (i) shall not apply to any liability which a Director or Officer or Community Member at Large of the Corporation may sustain or incur as the result of any act or omission as a Member of the Professional Staff of the Corporation; and
- (ii) shall be applicable only if the Director or Officer or Community Member at Large of the Corporation acted honestly and in good faith with a view to the best interests of the Corporation and in the case of criminal or administrative action or proceeding that is enforceable by a monetary penalty, had reasonable grounds for believing that his or her conduct was lawful.

7.3 *Insurance*

- (a) The Corporation shall purchase and maintain necessary insurance instruments and coverage for the benefit of any Director, Officer or other person acting on behalf of the Corporation against any liability incurred in that person's capacity as a Director, 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.

- (b) The requirements of subsection 7.3 (a) above may be met by an alternative form of employee fidelity insurance such as, but not limited to, a blanket position bond, a commercial blanket bond, or a comprehensive dishonesty, disappearance and destruction policy, at the discretion of the Board.
- (c) The Corporation shall pay the expense of any fidelity bond or policy secured.
- (d) The Corporation shall review and amend its insurance requirements under Article 7.3 (a) on a regular basis.

Article 8 - Committees

8.1 Committees

The Board shall establish committees from time to time. The Board shall determine the duties/terms of reference of such committees. The committees of the Board shall be:

- (a) Standing Committees, being those committees whose duties are normally continuous; and
- (b) Special Committees, being those committees appointed for specific duties whose mandate shall expire with the completion of the tasks assigned.

8.2 Functions, Duties, Responsibilities and Powers of Committees

The functions, duties, responsibilities and powers of committees shall be provided in the resolution of the Board by which such committees are established or in Terms of Reference adopted by the Board.

8.3 Committee Members, Chair

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

8.4 Procedures at Committee Meetings

- (a) A majority of the voting Members of a committee shall constitute a quorum.
- (b) Procedures at committee meetings shall be determined by the chair of each committee, unless established by the Board by resolution or by way of general committee regulations from time to time.
- (c) All meetings of the standing and special committees of the Board shall be held in-camera.

8.5 Executive Committee

The Board shall establish an Executive Committee which shall perform such duties and functions as are authorized from time to time by the Board through specific resolution, Board Policy or Committee Terms of Reference.

Article 9 - Officers

9.1 Officers

The Officers of the Corporation shall include:

- (a) Chair of the Board;
- (b) Vice Chair of the Board;
- (c) Chief Executive Officer/Secretary to the Board; and
- (d) Treasurer;

and may include any such other Officers as the Board may by resolution determine. Based on recommendations of the Governance and Planning Committee, the Officers shall be elected by resolution of the Board at the first meeting of the Board following the annual meeting of Members at which the Directors are elected or at such other times when a vacancy shall occur. A person may hold more than one office.

9.2 Terms of Office

Unless otherwise provided in this By-law (see Article 4.6), the Officers of the Corporation shall hold office for one (1) year from the date of election or until their successors are elected in their stead and shall be eligible for re-election. Officers shall be subject to removal by resolution of the Board at any time.

The Chair shall be eligible for re-election provided that the Chair shall serve no longer than two (2) consecutive years.

The Vice Chair shall be eligible for re-election provided that the Vice Chair shall serve no longer than two (2) consecutive years.

9.3 Duties of Officers

(a) Chair of the Board

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.

(b) Vice Chair

The Vice Chair shall in the absence or disability of the Chair, perform the duties and exercise the powers of the Chair and shall perform such other duties as shall be from time to time assigned to the Vice Chair by the Board.

(c) Treasurer

The Treasurer shall be the Chair of the Stewardship Committee. The Treasurer shall report to the Board of Directors on the financial position and matters of the Health Centre and ensure that appropriate reporting, control/compliance and disclosure systems, as established by applicable legislation and the Board, are in place.

(d) Chief Executive Officer

The Chief Executive Officer, appointed by the Board, shall be a Director, the President of the Corporation and the administrator of the Hospital for the purposes of the *Public Hospitals Act*. Subject to the authority of the Board, the Chief Executive Officer shall be responsible for the administration, organization and management of the affairs of the Corporation.

(e) 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, Executive Committee and other 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 of Directors and shall perform such other duties as may be prescribed by the By-laws or the Board.

(f) Other Officers

The powers and duties of all other Officers shall be such as the Board may from time to time determine.

Article 10 - Organization and Financial

10.1 Seal

Until changed in accordance with the Act, the seal, an impression whereof is stamped in the margin hereof, shall be the seal of the Corporation.

10.2 Execution of Documents

Subject to section 10.3, deeds, transfers, assignments, contracts, agreements, mortgages, conveyances, obligations, certificates or any other instruments or documents requiring the signature of the Corporation, shall be signed by any one of the Chair or a Vice Chair together with any one of the Chief Executive Officer or a Director and all instruments or documents so signed shall be binding upon the Corporation without any further authorization or formality.

10.3 Other Signing Officers

In addition to the provisions of section 10.2, the Board may from time to time by resolution direct the manner in which and the person or persons by whom any particular instrument or class of instruments or document may or shall be signed. 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.

10.4 Banking Arrangements

The banking business of the Corporation or any part thereof shall be transacted with such banks, trust companies or other financial institutions as the Board may, by resolution, from time to time determine.

10.5 Financial Year

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

10.6 Appointment of Auditor

The Members 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. The auditor shall hold office until the next annual meeting, provided that the Directors may fill any casual vacancy in the office of auditor. The remuneration of the auditor shall be fixed by the Board of Directors.

10.7 Borrowing Power

Without limiting the borrowing powers of the Corporation as set forth in the *Public Hospitals Act*, the Board may from time to time, on behalf of the Corporation, without authorization of the Members:

- (a) borrow money on the credit of the Corporation;
- (b) issue, sell or pledge securities (including bonds, debentures, notes or other similar obligations, secured or unsecured) of the Corporation; or

(c) charge, mortgage, hypothecate or pledge all or any of the real or personal property of the Corporation, including book debts and unpaid calls, rights and powers, franchises and undertakings, to secure any securities or for any money borrowed, or other debt, or any other obligation or liability of the Corporation.

10.8 Investments

Subject to the Corporation's charter, the Board is authorized to make or receive any investments which the Board in its discretion considers advisable.

Article 11 - Books and Records

11.1 Books and Records

The Directors shall see that all necessary books and records of the Corporation required by the By-laws of the Corporation or by any applicable statute or law are regularly and properly kept.

Article 12 - Confidentiality and Code of Conduct

12.1 Confidentiality

Every Director, Officer, Member of the Professional Staff, Member of a committee of the Board, employee and agent of the Corporation shall respect the confidentiality of matters:

- (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; or
- (d) dealt with in the course of the Professional Staff Member's activities in connection with the Corporation.

12.2 Code of Conduct

All Directors including *ex officio* Directors, Community Members at Large and all other non-Board Members of committees shall be bound by the Board's Confidentiality and Code of Conduct Policy and shall operate in accordance with applicable policies and procedures in force at the Health Centre.

12.3 Board Spokesperson

The Board may, through Policies or resolution, give authority to one or more Directors, Officers or employees of the Corporation to make statements to the news media, the public or various social media, about matters brought before the Board.

Article 13 - Professional Staff

13.1 Professional Staff

There shall be a Professional Staff of the Health Centre whose appointment, leadership roles, duties and functions shall be as set out in the Professional Staff By-law of the Corporation. Such activities, responsibilities and accountabilities shall be further described through Policies and Procedures thereunder.

Article 14 - Matters Required by the Public Hospitals Act

14.1 Committees and Programs Required by the Public Hospitals Act

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

14.2 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*.

14.3 Chief Nursing Executive

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

14.4 Nurses and other Staff and Professionals on Committees

The Chief Executive Officer shall from time to time approve a process for the participation of the Chief Nursing Executive, nurse managers, and staff nurses, staff and other professionals of the Corporation in decision making related to administrative, financial, operational and planning matters and for 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, staff or professional representation.

14.5 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.

14.6 Occupational Health and Safety Program

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

(b) The program referred to in subsection 14.6(a) shall include procedures with respect to:

- (i) a safe and healthy work environment in the Corporation;
- (ii) the safe use of substances, equipment and medical devices in the Corporation;
- (iii) safe and healthy work practices in the Corporation;
- (iv) the prevention of accidents to persons on the premises of the Corporation; and

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

(c) The person designated by the Chief Executive Officer to be in charge of occupational health and safety in the Corporation shall be responsible to the Chief Executive Officer or his or her delegate for the implementation of the Occupational Health and Safety Program.

(d) The Chief Executive Officer shall report to the Board as necessary on matters in respect of the Occupational Health and Safety Program.

14.7 Health Surveillance Program

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

(b) The program referred to in section 14.7(a) shall:
(i) be in respect of all persons carrying on activities in the Corporation, and
(ii) include a communicable disease surveillance program.

(c) The person designated by the Chief Executive Officer to be in charge of health surveillance in the Corporation shall be responsible to the Chief Executive Officer or his or her delegate for the implementation of the Health Surveillance Program.

(d) The Chief Executive Officer shall report to the Board as necessary on matters in respect of the Health Surveillance Program.

14.8 Organ Donation

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

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

Article 15 - Rules of Order, Policies and Procedures

15.1 Rules of Order

Any questions of procedure at or for any meetings of Members of the Corporation, or the Board, or the Professional Staff, or of any committee, which have not been provided for in this By-law or by the Act or by the *Public Hospitals Act* or regulations thereunder, or the Rules adopted from time to time by the Board or the Professional Staff Policies and Procedures, shall be determined by the chair of such meeting in accordance with the rules of procedure adopted by resolution of the Board, or failing such resolution, adopted by the chair of the meeting.

15.2 Policies and Procedures

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

Article 16 - Notices

16.1 Notice

Whenever under the provisions of the By-laws of the Corporation notice is required to be given, unless otherwise provided such notice may be given in writing and delivered or sent by prepaid mail, by facsimile transmission or by electronic mail addressed to the Director, Officer, Member of a committee, Member or auditor at the postal address, the facsimile number or electronic mail address, as the case may be, as the same appears on the books of the Corporation.

If any notice is sent by prepaid mail, it shall, subject to the following paragraph, be conclusively deemed to have been received on the third (3rd) business day following the mailing thereof. If delivered, a notice shall be conclusively deemed to have been received at the time of delivery, or if sent by facsimile transmission or electronic mail, it shall be conclusively deemed to be received on the next business day after transmission.

Notwithstanding the foregoing provisions with respect to mailing, in the event that it may be reasonably 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 third (3rd) business day following the mailing thereof, then the mailing of any such notice as aforesaid shall not be an effective means of sending the same but rather any notice must then be sent by an alternative method which it may reasonably be anticipated will cause the notice to be received reasonably expeditiously by the addressee.

16.2 Computation of Time

In computing the date when notice must be given under any provision requiring a specified number of days' notice of any meeting or other event, the date of giving the notice shall be excluded and the date of the meeting or other event shall be included.

16.3 Omissions and Errors

The accidental omission to give any notice to any Member, Director, Officer, Member of a committee or the auditor of the Corporation or the non-receipt of any notice by any Member, Director, Officer, Member of a committee or the auditor of the Corporation or any error in any notice not affecting the substance thereof shall not invalidate any action taken at any meeting held pursuant to such notice or otherwise founded thereon.

16.4 Waiver of Notice

Any Member, Director, Officer, Member of a committee or the auditor of the Corporation may waive any notice required to be given to him or her under any provision of the *Public Hospitals Act*, the Act or the Letters Patent or the By-laws of the Corporation, 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.

Article 17 - Amendment of By-laws

17.1 Amendment

Subject to applicable legislation, the provisions of the By-laws of the Corporation may be repealed or amended by By-law enacted by a majority resolution of the Directors at a meeting of the Board of Directors and sanctioned by a majority of the Members entitled to vote and voting at a meeting duly called for the purpose of considering the said By-law.

17.2 Effect of Amendment

Subject to the Act and to section 17.3 below, a By-law or an amendment to a By-law passed by the Board has full force and effect:

- (a) from the time the motion was passed, or
- (b) from such future time as may be specified in the motion.

17.3 Member Approval

A By-law or an amendment to a By-law passed by the Board shall be presented for confirmation at the next annual meeting or to a general meeting of the Members of the Corporation called for that purpose. The notice of such annual meeting or general meeting shall refer to the By-law or amendment to be presented.

The Members entitled to vote at the annual meeting or at a general meeting may confirm the By-law as presented or reject or amend it, and if rejected, it thereupon ceases to have effect and if amended, it takes effect as amended.

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

17.4 Amendments to PRHC Professional Staff By-law

Prior to submitting all or any part of the Professional Staff By-law to the process established in sections 17.1 and 17.3, the procedures set out in the Professional Staff By-law shall be followed.

APPROVED by the Board of Directors June 26, 2019