



HURON PERTH HEALTHCARE ALLIANCE

**The Clinton Public Hospital
Seaforth Community Hospital
St. Marys Memorial Hospital
Stratford General Hospital**

BY-LAWS

**Administrative By-law Approved:
June 12, 2003, effective June 30, 2003**

**Administrative By-law Amended:
Board Approval: June 3, 2004
Annual Meeting Confirmation: June 23, 2004**

**Administrative By-law Further Amended and Professional
By-law Approved:
Board Approval: June 2, 2005
Annual Meeting Confirmation: June 23, 2005**

**Professional Staff By-law Amended (Section 12.09)
Board Approval: June 1, 2005
Annual Meeting Confirmation: June 22, 2006**

**Professional Staff By-law Amended (Section 19.01)
Board Approval: June 5, 2008
Annual Meeting Confirmation: June 19, 2008**

**Administrative By-law Amended (1.01 and 4.02)
Board Approval December 31, 2009
Annual Meeting Confirmation: June 17, 2010**

**Administrative By-law Amended (4.02)
Board Approval January 6, 2011**

**Administrative By-law Amended
Board Approval June 2, 2011
Annual Meeting Confirmation: June 16, 2011**

**Administrative By-law Amended
Board Approval June 6, 2013
Annual Meeting Confirmation: June 20, 2013**

**Professional Staff By-Law Amended
Board Approval: November 6, 2014
Annual Meeting Confirmation: June 25, 2015**

**Administrative and Professional Staff By-Law Amended
Board Approval: June 1, 2017
Annual Meeting Confirmation: June 22, 2017**

**Administrative and Professional Staff By-Law Amended
Board Approval: June 6, 2019
Annual Meeting Confirmation: June 20, 2019**

**Administrative By-Law Amended (2.01 and 4.02)
Board Approval: June 18, 2020
Annual Meeting Confirmation: June 18, 2020**

TABLE OF CONTENTS

ARTICLE 1.	INTERPRETATION.....	1
1.01	Definitions.....	1
1.02	Interpretation.....	6
1.03	Repeal and Replacement of By-Laws.....	8
ARTICLE 2.	MEMBERSHIP IN EACH CORPORATION.....	8
2.01	Membership Categories.....	8
2.02	Ex Officio Members of the Corporation.....	9
2.03	Withdrawal.....	9
2.04	Termination of Membership.....	9
2.05	Information Available to Members.....	10
ARTICLE 3.	ANNUAL AND SPECIAL MEETINGS OF THE MEMBERS OF EACH CORPORATION.....	10
3.01	Annual Meeting.....	10
3.02	Special Meeting.....	11
3.03	Location of Meeting.....	12
3.04	Notice of Meeting.....	12
3.05	Quorum.....	13
3.06	Chair.....	13
3.07	Financial Year End.....	13
3.08	Written Resolutions.....	14
ARTICLE 4.	BOARD.....	14
4.01	Nominations for Election of Directors.....	14
4.02	Board Composition.....	14
4.03	Vacancy and Termination of Office.....	15
4.04	Conflict of Interest.....	17
4.05	Confidentiality.....	19
4.06	Board and Individual Director Responsibilities.....	19
4.07	Standards of Care.....	20
ARTICLE 5.	REGULAR AND SPECIAL MEETINGS OF THE BOARD.....	20
5.01	Regular Meetings.....	20
5.02	Special Meetings.....	20
5.03	Notice of Regular and Special Meetings.....	20
5.04	Procedures for Board Meetings.....	21
5.05	Quorum.....	21
5.06	Voting.....	21
5.07	Written Resolutions.....	22
5.08	Chair.....	22
5.09	Rules.....	23
ARTICLE 6.	OFFICERS OF THE BOARD AND OF THE CORPORATION.....	23
6.01	Officers.....	23
6.02	Duties of the Chair of the Board.....	23
6.03	Duties of the Vice-Chair of the Board.....	24
6.04	Duties of the Treasurer.....	24
6.05	Duties of the Secretary.....	26
6.06	President & Chief Executive Officer.....	27
6.07	Indemnification.....	27
ARTICLE 7.	COMMITTEES.....	28
7.01	Establishment of Committees of the Board.....	28
7.02	Executive Committee.....	29

TABLE OF CONTENTS

(continued)

7.03	Appointment of Community Members to Committees	30
ARTICLE 8.	FINANCIAL	30
8.01	Bonding-Fidelity Insurance.....	30
8.02	Authorized Signing Officers.....	30
8.03	Banking.....	31
8.04	Borrowing	32
8.05	Seal	32
8.06	Investments	32
8.07	Trust Funds.....	32
8.08	Auditor	32
ARTICLE 9.	VOLUNTARY ASSOCIATIONS	33
9.01	Ancillary Associations	33
ARTICLE 10.	ADOPTION AND AMENDMENT OF BY-LAWS	33
10.01	Amendments to By-Laws	33
ARTICLE 11.	PROFESSIONAL STAFF BY-LAW	34
11.01	Purpose of the Professional Staff By-Law	34
11.02	Repeal and Replacement of By-Laws	35
ARTICLE 12.	APPOINTMENT AND REAPPOINTMENT TO THE MEDICAL STAFF	35
12.01	Appointment to the Medical Staff	35
12.02	Alliance-Wide and Hospital-Specific Privileges	35
12.03	Receipt of Request for Initial Application.....	35
12.04	Content of Application.....	36
12.05	Criteria for Appointment to the Medical Staff.....	41
12.06	Procedure for Processing Applications for Medical Staff Appointments.....	42
12.07	Refusal to Appoint.....	45
12.08	Term	45
12.09	Reappointment to the Medical Staff	45
12.10	Refusal to Reappoint or Refusal to Grant Change in Privileges	48
12.11	Application for Alteration in Privileges	48
12.12	Suspension/Revocation of Privileges	48
ARTICLE 13.	SUSPENSION AND REVOCATION OF PRIVILEGES.....	49
13.01	Mid-Term Action With Procedural Guidelines.....	49
13.02	Request to Medical Advisory Committee for Recommendation for Mid-Term Action	50
13.03	Medical Advisory Committee Meeting	51
13.04	Board Hearing.....	55
13.05	Addressing Issues of Competence during Mid-Term Action	57
13.06	Notification of College.....	57
13.07	Ceasing to Provide a Service.....	57
ARTICLE 14.	IMMEDIATE MID-TERM ACTION IN AN EMERGENCY SITUATION.....	57
14.01	Immediate Steps.....	57
14.02	Medical Advisory Committee Meeting	58
14.03	Board Hearing.....	61
14.04	Notification of College.....	62
14.05	Ceasing to Provide a Service.....	62
ARTICLE 15.	PROFESSIONAL STAFF DUTIES.....	62
15.01	Duties, General.....	62
15.02	Transfer of Responsibility.....	66
15.03	Monitoring Aberrant Practices.....	67

TABLE OF CONTENTS

(continued)

15.04	Viewing Operations or Procedures.....	67
ARTICLE 16.	PROFESSIONAL STAFF CATEGORIES.....	67
16.01	Professional Staff Categories.....	67
16.02	Active Professional Staff.....	68
16.03	Associate Professional Staff.....	70
16.04	Consulting Professional Staff.....	72
16.05	Courtesy Professional Staff.....	72
16.06	Locum Tenens Professional Staff.....	73
16.07	Temporary Medical Staff.....	74
ARTICLE 17.	PROFESSIONAL STAFF LEADERSHIP.....	75
17.01	Alliance Chief of Staff.....	75
17.02	Duties of the Alliance Chief of Staff.....	76
17.03	Site Chiefs.....	77
ARTICLE 18.	PROGRAMS AND DEPARTMENTS.....	78
18.01	Programs.....	78
18.02	Membership.....	78
18.03	Appointment of Medical Program Director.....	78
18.04	Duties of Medical Program Director.....	79
18.05	Departments Within a Program.....	81
18.06	Department Chiefs.....	81
ARTICLE 19.	MEDICAL ADVISORY COMMITTEE.....	81
19.01	Membership of the Alliance Medical Advisory Committee.....	81
19.02	Duties of the Medical Advisory Committee.....	82
19.03	Meetings of the Medical Advisory Committee.....	84
19.04	Medical Advisory Committee Subcommittees.....	84
ARTICLE 20.	MEDICAL STAFF ASSOCIATION.....	85
20.01	Purpose of the Medical Staff Association.....	85
20.02	Meetings of the Medical Staff Association.....	86
20.03	Notice of Annual Meeting.....	86
20.04	Notice of Regular Meetings.....	86
20.05	Special Meetings.....	86
20.06	Quorum.....	86
20.07	Voting Members.....	87
20.08	Attendance at Medical Staff Association Meetings.....	87
20.09	Order of Business.....	87
ARTICLE 21.	MEDICAL STAFF ASSOCIATION OFFICERS.....	87
21.01	Eligibility For Office.....	87
21.02	Election Procedure.....	87
21.03	Duties of the President of the Medical Staff Association.....	88
21.04	Duties of the Vice President of the Medical Staff Association.....	89
21.05	Duties of the Secretary of the Medical Staff Association.....	89
21.06	Duties of the Treasurer of the Medical Staff Association.....	90
ARTICLE 22.	DENTAL STAFF.....	90
22.01	Appointment to the Dental Staff.....	90
22.02	Dental Staff: Function within Programs.....	90
ARTICLE 23.	MIDWIFERY STAFF.....	90
23.01	Appointment to the Midwifery Staff.....	90
23.02	Midwifery Staff: Function within Programs.....	91
23.03	Senior Midwife.....	91

TABLE OF CONTENTS

(continued)

23.04	Attendance by Midwifery Staff at Medical Staff Association or Program Meetings	91
ARTICLE 24.	EXTENDED CLASS NURSING STAFF	91
24.01	Appointment to the Extended Class Nursing Staff.....	91
24.02	Extended Class Nursing Staff: Function within Programs.....	92
24.03	Senior Extended Class Nurse	92
24.04	Attendance by Extended Class Nursing Staff at Medical Staff Association or Program Meetings	92
ARTICLE 25.	RULES AND REGULATIONS	93
25.01	Board Requirement.....	93
25.02	Board Authority	93
25.03	Medical Advisory Committee.....	93
25.04	Professional Staff.....	93
ARTICLE 26.	AMENDMENTS TO PROFESSIONAL STAFF BY-LAWS	93
26.01	Amendments to Professional Staff By-Laws.....	93

ARTICLE 1. INTERPRETATION

1.01 Definitions

In this By-Law, unless the context otherwise requires:

- (a) “Act” means the *Corporations Act* (Ontario) and/or the *Not-for-Profit Corporations Act, 2010* (Ontario) and, where the context requires, includes the regulations respectively made thereunder;
- (b) “Alliance” means the Alliance of the Corporations created by the Alliance Agreement;
- (c) “Alliance Agreement” means the Agreement dated April 23, 2003 among the Corporations, as amended from time to time;
- (d) “Alliance Chief of Staff” means a Physician who is a member of the Medical Staff of the Alliance, who has been appointed by the Board to be responsible for the professional standards of the Professional Staff, and the quality of professional care rendered at the Hospitals;
- (e) “Articles”¹ means any document or instrument that incorporates a corporation or modifies its incorporating document or 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 or a special act;
- (f) “Associates” in relation to an individual means the individual’s parents, dependent children, siblings, spouse or common law partner, and includes any organization, agency, company or individual (such as a business partner) with a formal relationship to the individual;
- (g) “Board” means the board of directors of the Corporations;
- (h) “By-Law(s)”, unless otherwise specified, means the by-laws of the Corporations;
- (i) “Chair of the Board” means the Director elected as such as required by the Act;
- (j) “President & Chief Executive Officer” means, in addition to “administrator” as defined in section 1 of the *Public Hospitals Act*, the employee of the Corporations who has been duly appointed by the Board as President & Chief Executive Officer of the Corporations;

¹ *Not-for-Profit Corporations Act, 2010*, SO 2010, c 15 [Not yet in force] (NFPCA), s 1(1).

- (k) “Chief Nursing Executive” means the senior employee appointed by the process established by the President & Chief Executive Officer and responsible to the President & Chief Executive Officer for the nursing functions and practices in the Alliance;
- (l) “Clinton” means The Clinton Public Hospital;
- (m) “College” means, as the case may be, the College of Physicians and Surgeons of Ontario, the Royal College of Dental Surgeons of Ontario, the College of Midwives of Ontario and/or the College of Nurses of Ontario;
- (n) “Committee” means any committee created by the Board or pursuant to the By-Laws;
- (o) “Conflict of Interest” includes, without limitation, the following five (5) areas that may give rise to a conflict of interest for the Directors, namely:
 - (i) Pecuniary or financial interest – a Director is said to have a pecuniary or financial interest in a decision when the Director (or his or her Associates) stands to gain by that decision, either in the form of money, gifts, favours, gratuities or other special consideration;
 - (ii) Undue influence – a Director’s participation or influence in Board decisions that selectively and disproportionately benefits particular agencies, companies, organizations, municipal or professional groups or patients from a particular demographic, geographic, political, socio-economic or cultural group is a violation of the Director’s entrusted responsibility to the community at large; or
 - (iii) Adverse interest – a Director is said to have an adverse interest to the Corporations when he or she is a party to a claim, application or proceeding against the Corporations;
 - (iv) Benefit – A Director or Professional Staff member is said to have received a benefit when the Director or Professional Staff member or his/her Associates receives any benefit, directly or indirectly, from:
 - (A) a supplier to whom the Director or Professional Staff member refers Corporation patients or their patients’ specimens; or
 - (B) a supplier who sells or otherwise supplies any medical goods or services to the Corporation’s patients;
 - (v) Personal relationship – a Director or Professional Staff member has or may be perceived to have personal interests that are inconsistent with those of the Corporation, creating conflicting loyalties;
- (p) “Corporation” means each of The Clinton Public Hospital, St. Marys Memorial Hospital, Seaforth Community Hospital and Stratford General Hospital, and “Corporations” means all of them;

- (q) “Dental Staff” means the Dentists to whom the Board has granted Privileges to treat patients of the Alliance;
- (r) “Dentist” means a member in good standing of the Royal College of Dental Surgeons of Ontario, to whom Privileges at the Alliance have been granted;
- (s) “Director” means a member of the Board;
- (t) “Disruptive Behaviour” occurs when the use of inappropriate words, actions or inactions by a Professional Staff member interferes with his or her ability to function well with others to the extent that the behaviour interferes with, or is likely to interfere with, quality health care delivery and/or patient or workplace safety and/or staff recruitment, retention and/or the cost of providing health care to patients;
- (u) “Excluded Person” means:
 - (i) any person providing supplies or services or their affiliates and any Director, owner, operator, major shareholder, or senior executive (as well as their formal Associates including parents, siblings, children, spouses and common-law partners) of such person(s) if such person(s):
 - (A) is under contract with the Corporation;
 - (B) has responded to a request for proposals issued by the Corporation in the previous fiscal year; or
 - (C) intends to submit a proposal during the term of office of the Director;
 - (ii) any person who is not an individual;
 - (iii) any person who is under 18 years old;
 - (iv) any person who has been found under the *Substitute Decisions Act*, 1992 or under the *Mental Health Act* to be incapable of managing property;
 - (v) any person who has been found to be incapable by any court in Canada or elsewhere;
 - (vi) any person who has the status of bankrupt; and
 - (vii) any person who has been convicted of an indictable offence;
 - (viii) any member of the Professional Staff other than the members of the Medical Staff who are ex officio Directors of the Board;

- (ix) any employee of any of the Corporations other than the President & Chief Executive Officer and Chief Nursing Executive;
- (x) any spouse or any person who lives in the same household as a member of the Professional Staff or an employee of any corporation.
- (v) “ex officio” means membership, election or appointment by virtue of the office and includes all rights, responsibilities and power to vote except where otherwise specifically provided;
- (w) “Extended Class Nurse” 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*;
- (x) “Extended Class Nursing Staff” means those Extended Class Nurses in the Alliance, who are not employed by the Alliance and to whom the Board has granted privileges to diagnose, prescribe for or treat out-patients in the Alliance;
- (y) “Governance Policies” means the Board approved governance policies as may be amended by the Board from time to time;
- (z) “Hospital” means each of The Clinton Public Hospital, Seaforth Community Hospital, St. Marys Memorial Hospital, and Stratford General Hospital, and “Hospitals” means all of them;
- (aa) “Legislation” means relevant statutes and regulations that govern the provision of health care to patients of the Hospital, including without limitation the *Broader Public Sector Accountability Act, 2010* (Ontario), the *Broader Public Sector Executive Compensation Act, 2014* (Ontario), the *Commitment to the Future of Medicare Act* (Ontario), *Dentistry Act* (Ontario), the *Excellent Care for All Act* (Ontario), the *Freedom of Information and Protection of Privacy Act* (Ontario), the *Health Care Consent Act* (Ontario), the *Health Insurance Act* (Ontario), the *Local Health System Integration Act* (Ontario), the *Medicine Act* (Ontario), the *Mental Health Act* (Ontario), the *Midwifery Act* (Ontario), the *Not-for-Profit Corporations Act* (Ontario), the *Nursing Act* (Ontario), the *Occupational Health and Safety Act* (Ontario), the *Personal Health Information Protection Act* (Ontario), the *Public Hospitals Act* (Ontario), the *Quality of Care Information Protection Act, 2004* (Ontario), the *Regulated Health Professions Act* (Ontario), the *Statutory Powers Procedure Act* (Ontario) the *Substitute Decisions Act* (Ontario), and the *Workplace Safety and Insurance Act* (Ontario);
- (bb) “Letters Patent” means the letters patent and any supplementary letters patent of each of the Corporations being dated as follows:
 - (i) Clinton – November 13, 1908, and May 12, 1964;

- (ii) St. Marys – June 27, 1945;
- (iii) Seaforth – October 15, 1924 and July 7, 1965;
- (iv) Stratford – February 25, 1952;
- (cc) “Medical Advisory Committee” means the Medical Advisory Committee of the Alliance appointed by the Board and constituted in accordance with the *Public Hospitals Act*;
- (dd) “Medical Program Director” means the Medical Program Director appointed by the Board in accordance with section 18.03;
- (ee) “Medical Staff” means the Physicians to whom the Board has granted Privileges to treat patients in the Alliance;
- (ff) “Medical Staff Association” means the association at each Hospital that is comprised of the Medical Staff members of that Hospital, more particularly described in Article 20;
- (gg) “Member” of a Corporation means a member of that Corporation;
- (hh) “Midwife” means a member in good standing of the College of Midwives of Ontario to whom Privileges at the Alliance have been granted;
- (ii) “Midwifery Staff” means the Midwives to whom the Board has granted Privileges of assessing, monitoring, prescribing for or treating patients in the Alliance;
- (jj) “Officer” means those officers of the Corporations set out in section 6.01;
- (kk) “Physician” means a member in good standing of the College of Physicians and Surgeons of Ontario, to whom Privileges at the Alliance have been granted;
- (ll) “Privileges” means those rights or entitlements conferred by the Board upon a Physician, Dentist, Midwife or Extended Class Nurse at the time of appointment or re-appointment;
- (mm) “Professional Staff” means those Physicians, Dentists, Midwives and Extended Class Nurses who are appointed by the Board to the Professional Staff and who are granted specific Privileges to practice medicine, dentistry, midwifery or extended class nursing, respectively, in the Alliance;
- (nn) “Program” means a clinical Program established by the Board in accordance with section 18.01;
- (oo) “*Public Hospitals Act*” means the *Public Hospitals Act (Ontario)* and, where the context requires, includes the regulations made under it;

- (pp) “Rules and Regulations” means provisions approved by the Board concerning the practice and professional conduct of the members of the Professional Staff;
- (qq) “Seaforth” means Seaforth Community Hospital;
- (rr) “Department” means a clinical department established by the Board in accordance with section 18.05;
- (ss) “Site Chief” means the Physician with active Professional Staff Privileges at the Alliance who has primary accountability to the Alliance Chief of Staff for quality of care at a particular Hospital;
- (tt) “St. Marys” means St. Marys Memorial Hospital;
- (uu) “*Statutory Powers Procedure Act*” means the *Statutory Powers Procedure Act* (Ontario) and, where the context requires, includes the regulations made under it;
- (vv) “Stratford” means Stratford General Hospital; and
- (ww) “Vice-Chair of the Board” means the Director elected as such.

1.02 **Interpretation**

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

- (a) Any Director, Member, Officer, Professional Staff member or employee, as the context requires, and unless expressly prohibited by the By-Laws or rules and policies of the Corporations, may participate in a meeting of the Board or of a Committee of the Board by means of telephone conference or electronic or other communication facilities as permit all persons participating in the meeting to communicate adequately with each other during the meeting,² and a person participating in such a meeting by such means is deemed, for the purposes of the Act and this By-Law, to be present at the meeting.
- (b) Subject to paragraph (a) above, business arising at any meeting of a Corporation, the Board or any Committee established pursuant to this By-Law shall be decided by a majority of votes unless otherwise required by statute or by the Alliance Agreement (which requires a “supermajority vote” in specified circumstances), provided that:

² NFPCA, s 53(4).

- (i) except as provided in this By-Law, each Member, each Director and each Committee member shall be entitled to one vote at any meeting of a Corporation, the Board or any Committee, respectively;
 - (ii) in accordance with the *Public Hospitals Act*, no Member shall be entitled to vote by proxy at a meeting of a Corporation; all Members must attend annual and/or special meetings of a Corporation in person or via telephone or electronic means³ in order to be eligible to vote;
 - (iii) votes shall be taken in the usual way, by show of hands, among all Members, Directors and Committee members present and, in the event of a tie, the motion is lost, subject to clause (iv) below;
 - (iv) the chair of a meeting shall have an initial vote. In case of an equality of votes, either upon a show of hands or upon a poll, the chair of a meeting of a Corporation shall be entitled to an additional or casting vote; however, at a meeting of the Board or any Committee established pursuant to this By-Law, the chair of such meeting shall not be entitled to an additional or casting vote;
 - (v) after a show of hands has been taken on any question, the chair of the meeting may require, or any person entitled to vote on the question may demand, a poll thereon. A poll so required or demanded shall be taken in such manner as the chair of the meeting shall direct. A demand for a poll may be withdrawn at any time prior to the taking of the poll. Upon a poll, each individual present in person and entitled to vote at such meeting shall have one vote and the result of the poll shall be the decision of the Members, the Board or the Committee, as the case may be;
 - (vi) an abstention shall not be considered a vote cast; and
 - (vii) whenever a vote by show of hands shall have been taken on a question, unless a poll is required or demanded, a declaration by the chair of the meeting that a resolution, vote or motion has been carried and an entry to that effect in the minutes shall be admissible in evidence as prima facie proof of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution, vote or motion.
- (c) A by-law or resolution in writing signed by all the Members or Directors entitled to vote on that by-law or resolution at a meeting of Members or Directors, respectively, is as valid as if it had been passed at a meeting of Members or Directors, respectively.

³ NFPCA, s 53(4).

- (d) Minutes shall be kept for all meetings of a Corporation, the Board or any Committee, and may be approved by the chair of the meeting.
- (e) Any questions of procedure at or for any meetings of a Corporation, of the Board, or of any Committee, which have not been provided for in this By-Law or by the Act or by the *Public Hospitals Act*, shall be determined by the chair of the meeting in accordance with rules of procedure adopted by resolution of the Board from time to time.
- (f) Words importing the singular number include the plural and vice versa; words importing the masculine gender include the feminine and vice versa; and words importing persons include individuals, corporations, partnerships, trusts and unincorporated organizations.
- (g) The headings used in this By-Law are inserted for reference purposes only and are not to be considered or taken into account in construing the terms or provisions thereof or to be deemed in any way to clarify, modify or explain the effect of any such terms or provisions.
- (h) Any references in this By-Law to any law, by-law, rule, regulation, order or act of any government, governmental body or other regulatory body shall be construed as a reference thereto as amended or re-enacted from time to time or as a reference to any successor thereto.
- (i) Where any individual in an administrative or medical leadership role is assigned a duty under this By-Law, that individual may delegate, where necessary, such duty to a delegate under his or her leadership, provided that the leader so delegating remains ultimately responsible for the performance of the duty. Notwithstanding the foregoing, nothing in this paragraph allows any individual who serves as a Director to delegate his or her duty to attend and vote at any Board meeting.

1.03 Repeal and Replacement of By-Laws

All previous by-laws relating to the administration of the affairs of the Corporations are hereby repealed and replaced with this By-Law.

ARTICLE 2. MEMBERSHIP IN EACH CORPORATION

2.01 Membership Categories

Each Corporation shall have the following categories of membership:

- (a) the Directors of the Corporation, ex officio;
- (b) the members of the Local Advisory Committees, ex officio;

2.02 Ex Officio Members of the Corporation

- (a) Each individual serving as:
 - (i) a Director of a Corporation; or
 - (ii) a member of a Corporation's Local Advisory Committee,shall be an ex officio Member of that Corporation, during his or her tenure in office.
- (b) Ex officio Members shall be entitled to vote.

2.03 Withdrawal

A Member may withdraw from a Corporation by delivering a written resignation to the Secretary.

2.04 Termination of Membership

- (a) The interest of a Member in a Corporation is not transferable and lapses and ceases to exist upon the death, resignation or termination of the Member or otherwise in accordance with this By-Law.
- (b) Where a Member is deemed to be acting contrary to the interests of a Corporation's mission, vision and values, the Board may, by at least two-thirds (2/3) of the votes cast at a meeting of the Board, pass a resolution to remove that Member from the membership of that Corporation, and at that time the interest of such Member in that Corporation shall cease to exist.
- (c) Prior to a Member being removed from membership in a Corporation pursuant to paragraph (b) above, said Member will be given at least ten (10) days' notice and provided with an opportunity to make representation to the Board of that Corporation.
- (d) In the event that the Board determines that a Member should be expelled or suspended from membership in the Corporation, the Chair, or such other officer as may be designated by the Board, shall provide fifteen (15) days notice of suspension or termination to the Member and shall provide reasons for the proposed suspension or expulsion. The Member may make written submissions to the Chair, or such other officer as may be designated by the Board, in response to the notice received, within such fifteen (15) day period. In the event that no written submissions are received by the Chair, the Chair or such other officer as may be designated by the Board, may proceed to notify the Member that the Member is suspended or expelled from membership in the Corporation. If written submissions are received in accordance with this section, the Board will consider such submissions in arriving at a final decision and shall notify the Member concerning such final

decision within a further fifteen (15) days from the date of receipt of the submissions.⁴

- (e) A Member of the Corporation who claims to be aggrieved because they were disciplined or because their membership was terminated may apply to the court for an order that the court thinks fit.⁵

2.05 Information Available to Members

No Member may have access to information respecting the details of the business of a Corporation that, in the opinion of the Board, would be detrimental to the interests of that Corporation if communicated to the public.

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

3.01 Annual Meeting

- (a) The annual meeting of the Members shall be held in June in each year, at a date and time fixed by the Board.
- (b) The business transacted at the annual meeting shall include:
 - (i) reading and/or the circulation and consideration of:⁶
 - (A) minutes of the previous Members meeting;
 - (B) reports from the Chair of the Board, the Alliance Chief of Staff, the President & Chief Executive Officer, the Treasurer, and the Chair of the Resources & Audit Committee;
 - (C) audited financial statements for the year; and
 - (D) reports of ancillary associations and special committees;
 - (ii) election of Directors; and
 - (iii) appointment of the auditor to hold office until the next annual meeting and authority for Directors to fix the remuneration of the auditor.

⁴ NFPCA, s 51(3).

⁵ NFPCA, s 51(5).

⁶ NFPCA, s 55(7).

Any other items of business conducted at a meeting of the Members shall be deemed to be special business.⁷

- (c) No item of other business shall be considered at the annual meeting unless notice in writing of such item of special business has been given to the Secretary prior to the giving of notice of the annual meeting so that such item of special business can be included in the notice of annual meeting, together with the text of the resolution. If the item of special business is requisitioned by the Members; the Member's requisition must comply with section 3.02.

3.02 Special Meeting

- (a) The Chair of the Board may call a special meeting of a Corporation.
- (b) In accordance with the Act, if not less than one-tenth (1/10) of the members of the Corporation entitled to vote at a meeting proposed to be held, request the Directors, in writing, to call a special meeting of the members, the Directors of the Corporation shall, subject to paragraph 3.02(e) below, call forthwith a special meeting of the members of the Corporation for the transaction of the business stated in the requisition.
- (c) The requisition referred to in paragraph 3.02(b) shall state the general nature of the business to be presented at the meeting and shall be signed by the requisitionists and deposited at the head office of the Corporation and may consist of several documents in like form signed by one of the requisitionists.
- (d) Notice of a special meeting shall be given in the same manner as provided in paragraph 3.04(a)(i).
- (e) If the Directors, acting in their sole and absolute discretion, determine that:
 - (i) the requisition meets the qualifications set out in section 3.02, the Directors shall call and hold such meeting within twenty-one (21) days from the date of the deposit of the requisition that met the one-tenth (1/10th) threshold requirement; or
 - (ii) (A) the requisition does not meet the qualifications set out in section 3.02;⁸ or
 - (B) the primary purpose of the requisition is to enforce a personal claim or redress a personal grievance against the Corporation or its Directors, officers, or Members; or

⁷ NFPCA, s 55(7).

⁸ NFPCA, s 56(6).

- (C) the requisition does not relate in a significant way to the activities or affairs of the Corporation; or
- (D) substantially the same requisition was submitted to Members in a notice of a meeting of the Members held not more than two (2) years before the receipt of the requisition and the requisition was defeated; or
- (E) the rights conferred by this section are being abused to secure publicity,

the Directors shall provide the requisitioning Members written notice of their determination not to call a meeting within twenty-one (21) days of the date calculated pursuant to clause (i) above.

- (f) Subject to paragraph (e) above, if the Directors do not within twenty-one (21) days from the date of the deposit of the requisition call and hold such meeting, any of the requisitions may call such meeting as nearly as possible in the manner as is set out in this section 3.02.⁹

3.03 Location of Meeting

Meetings of the Members of a Corporation, including the annual meeting, shall be held at a location fixed by the Board in the Alliance's catchment area.

3.04 Notice of Meeting

- (a) (i) Not less than ten (10) days' prior written notice and not more than fifty (50) days notice (prepaid mail, facsimile or e-mail) of an annual meeting shall be given to each Member. Notice of any meeting where special business will be transacted shall contain sufficient information to permit the Member to form a reasoned judgement on the decision to be taken and the text of any special resolution to be submitted to the meeting.¹⁰
- (ii) In lieu of such notice, it is sufficient notice of any annual or special meeting of Members of the Corporation if notice is given by publication at least once a week for two successive weeks next preceding the meeting in a newspaper or newspapers circulated in the municipalities in which Members of the Corporation reside as shown by their addresses in the records of the Corporation.
- (iii) No unintentional or technical error or omission in giving notice of a meeting of Members of the Corporation may invalidate resolutions passed or proceedings taken at the meeting. Any Member may at

⁹ NFPCA, s 60(5).

¹⁰ NFPCA, s 55(8)(b).

any time waive notice of any such meeting and may ratify, approve and confirm any or all resolutions passed or proceedings taken at the meeting.

- (b) A Member or any other person entitled to notice of a meeting of Members may waive notice of any meeting of Members. Attendance of any Member at a meeting of Members shall constitute a waiver of notice of the meeting, except where such Member attends such meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called. Meetings of Members, held without notice, shall be deemed to be duly called and held if all of the Members waive notice of the meeting and consent to the transaction of such business as may have come before it, subject to a quorum being present at such meeting.
- (c) If, within one-half (1/2) hour after the time appointed for a meeting of a Corporation, a quorum is not present, the meeting shall stand adjourned until a day within two (2) weeks to be determined by the Chair. At least three (3) days' notice of the re-scheduled meeting shall be given in accordance with one of the means of giving notice identified in paragraph (a) above.

3.05 Quorum

Ten (10) Members present at an annual or special meeting of a Corporation shall constitute a quorum.

3.06 Chair

The chair of a meeting of a Corporation shall be:

- (a) the Chair of the Board; or
- (b) the Vice-Chair of the Board, if the Chair of the Board is absent; or
- (c) a chair elected by the Members present if the Chair of the Board and the Vice-Chair of the Board are absent.

3.07 Financial Year End

The financial year of the Corporations shall end on the 31st day of March in each year.

3.08 Written Resolutions

A resolution signed by all the Members entitled to vote on that resolution at a meeting of the Members is as valid as if it had been passed at a meeting of the Members.¹¹

ARTICLE 4. BOARD

4.01 Nominations for Election of Directors

Subject to section 4.02, all other provisions of this By-Law, and the Board's Governance Policies nominations for election as Director at the annual meeting of a Corporation may be made only by:

- (a) the Governance & Stakeholder Relations Committee of the Board, which shall seek nominations from the Local Advisory Committees, which will be given particular consideration, and from the membership of each Hospital; or
- (b) Members of a Corporation provided that each nomination by Members:
 - (i) is in writing and signed by at least two (2) Members in good standing;
 - (ii) is accompanied by a written declaration signed by the nominee that he or she will serve as a Director in accordance with this By-Law if elected;
 - (iii) is submitted to and received by the Secretary at least thirty (30) days before the date of the annual meeting; and
 - (iv) is subject, along with all nominations, to the review and recommendation process of the Governance & Stakeholder Relations Committee.
 - (v) Notwithstanding any other provision of this By-Law, a member is entitled to nominate a person to be elected as Director at the annual meeting of the Corporation.¹²

4.02 Board Composition

- (a) The Board for the Alliance and each of the Corporations shall be composed as follows:

¹¹ NFPCA, s 59(1).

¹² NFPCA, s 56(5).

- (i) Eleven (11) elected Directors, selected as follows:
 - (A) one (1) Director from the catchment area served by Clinton Public Hospital;
 - (B) one (1) Director from the catchment area served by St. Marys Memorial Hospital;
 - (C) one (1) Director from the catchment area served by Seaforth Community Hospital;
 - (D) one (1) Director from the City of Stratford; and
 - (E) seven (7) Directors from the catchment area served by the Alliance.

- (ii) Nine (9) non-voting, ex officio Directors as follows:
 - (A) the Alliance Chief of Staff;
 - (B) the Site Chief for Clinton, who shall also serve as the President of the Medical Staff at Clinton;
 - (C) the Site Chief for Seaforth, who shall also serve as the President of the Medical Staff at Seaforth;
 - (D) the Site Chief for St. Marys, who shall also serve as the President of the Medical Staff at St. Marys;
 - (E) the Site Chief for Stratford,
 - (F) the President of the Medical Staff at Stratford
 - (G) the President & Chief Executive Officer;
 - (H) the Chief Nursing Executive
 - (I) a Patient Partner recommended by the "Patient Partnership Council" and approved by the board

- (iii) The Board will determine a process to ensure that at least four (4) elected Directors retire from the Board each year.

4.03 Vacancy and Termination of Office

- (a) The office of an elected or ex officio Director shall automatically be vacated:
 - (i) if the Director no longer meets the qualifications set out in the Board's Governance Manual; or

- (ii) if the Director, by notice in writing to the Secretary of the Corporations, resigns office, which resignation shall be effective at the time it is received by the Secretary of the Corporations or at the time specified in the notice, whichever is later.
- (b) The office of an elected Director may be vacated by a resolution of the Board if:
 - (i) a Director is absent for three (3) consecutive meetings of the Board or if a Director is absent for one-third (1/3) or more of the meetings of the Board in any twelve (12) month period;
 - (ii) a Director fails to comply with the Legislation or the Corporations' By-Laws, rules, regulations, policies or procedures including, without limitation, the confidentiality, conflict of interest and standard of care provisions contained in these By-Laws; or
 - (iii) at a special meeting of the Board, a resolution is passed by at least two-thirds (2/3) of the votes cast by the Directors removing a Director before the expiration of the Director's term of office.
- (c) The office of any elected Director may, at a special meeting of the Members, be terminated by a simple majority resolution of the Members:
 - (i) if a Director fails to comply¹³ with the Legislation, the Corporation's Articles,¹⁴ By-Law, the Rules and Regulations, the Policies and procedures, including without limitation the confidentiality, conflict of interest and standards of care requirements;
 - (ii) if a Director's conduct is determined to be detrimental to the Corporation;¹⁵ or
 - (iii) for any other reason that the Members consider to be reasonable, having regard to the purpose of the Corporation.
- (d) Prior to a Director being removed from the Board pursuant to paragraph (c) above, said Director will have an opportunity to address the Board.
- (e) If a vacancy occurs at any time among the elected Directors of the Corporations either by resignation, by death or by removal by the Directors or Members in accordance with this section, or by any other cause, such vacancy may be filled by the Board, after seeking the recommendations of the Governance & Stakeholder Relations Committee (which shall encourage the Local Advisory Committees to nominate candidates

¹³ NFPCA, s 43(2).

¹⁴ NFPCA, s 207 (Letters Patent will be replaced by Articles of Amendment.)

¹⁵ NFPCA, s 56(6).

whenever a vacancy from their community arises). The appointee shall hold office for the remainder of the unexpired portion of the term of the vacating Director.

4.04 Conflict of Interest

- (a) Every Director who, either directly or through one of his or her Associates, has or thinks he or she may potentially have an actual or perceived Conflict of Interest with respect to a proposed or current material¹⁶ contract, transaction, matter or decision of the Corporations, shall disclose the nature and extent of the Conflict of Interest at a meeting of the Board.
- (b) The declaration of interest shall be disclosed at the meeting of the Board at which the material contract, transaction, matter or decision is first raised.
- (c) If the Director, or his or her Associates, becomes interested in a material contract, transaction, matter or decision after the Board meeting at which it is first raised, the Director shall make a declaration at the next Board meeting following the Director's perception or apprehension of a conflict.
- (d) In the case of an existing material contract, transaction, matter or decision, the declaration shall be made at the first meeting of the Board after the individual becomes a Director or the interest comes into being.
- (e) All such declarations of interest (including the specific nature thereof) shall be recorded in the minutes of the meeting and in the minutes of every meeting at which the matter that is the subject of the declaration is addressed (either discussed or voted on). The Secretary of the Corporations shall maintain a list of all ongoing matters that are the subject of a conflict of interest declaration, together with the identity of the conflicted Director(s). Such list shall be referred to by the Secretary (or designate) when preparing Board or committee packages, and any materials relating to a matter that is the subject of a conflict of interest declaration shall be omitted from the board or committee package of any conflicted Director.
- (f) No Director who declares or is determined to have a Conflict of Interest with respect to a material contract, transaction, matter or decision shall vote or be present at the vote or during the discussions, or otherwise attempt to influence the voting, on a material contract, transaction, matter or decision, nor shall the Director be counted in any required quorum with respect to the vote. The abstention of the conflicted Director from discussion and voting shall also be recorded in the minutes of each relevant meeting. The conflicted Director is not restricted from answering questions about or explaining his or her involvement in the matter that is the subject of the declaration.

¹⁶ NFPCA, s 41(1).

- (g) If a Director has made a declaration of Conflict of Interest in compliance with this By-Law, the Director is not accountable to the Corporations for any profits he or she may be realized from the material contract, transaction, matter or decision.
- (h) If the Director fails to make a Declaration of his or her interest in a material contract, transaction, matter or decision, as required by this By-Law, this failure may be considered grounds for termination of his or her position as a Director, in addition to any other remedies available to the Corporation under statute, equity or common law. A Director's undeclared Conflict of Interest may, at the discretion of the Board, be brought before the members for approval and confirmation.
- (i) The failure of any Director to comply with the Conflict of Interest provisions of this By-Law does not, in or of itself, invalidate any material contract, transaction, matter or decision undertaken by the Board, although the material contract, transaction, matter or decision may be voidable at the discretion of the Board.
- (j) If a Director believes that any other Director is in a Conflict of Interest position with respect to any material contract, transaction, matter or decision, the Director shall have his or her concern recorded in the minutes, and the Director with the alleged Conflict of Interest shall have the right to address the Board with respect to the allegation. Thereafter, at the request of the Director who recorded the initial concern, the Board, after the Director alleged to have a Conflict of Interest has absented himself or herself from the room, shall vote on whether the Director alleged to have a Conflict of Interest is, in the opinion of the Board, in a Conflict of Interest. If the Board finds the person in a Conflict of Interest, that interested Director shall absent himself or herself during any subsequent discussion or voting process relating to or pertaining to the conflict. The question of whether or not a Director has a Conflict of Interest shall be determined by a simple majority of the Board and shall be final.
- (k) If the Board finds that the person is not in a Conflict of Interest, the Board will then vote on the material contract, transaction, matter or decision and the votes of each Director shall be recorded.
- (l) Every declaration of a Conflict of Interest and the general nature thereof shall be recorded in the minutes by the Board.
- (m) Where the number of Directors who, by reason of the provisions of this section 4.06, are prohibited from participating in a meeting is such that at that meeting the remaining Directors are not of sufficient number to constitute a quorum, then, notwithstanding any other provision in this By-Law, the remaining number of Directors shall be deemed to constitute a quorum, provided such number is not less than three (3).

- (n) Where, in the circumstances mentioned in the preceding paragraph, the remaining number of Directors who are not prohibited from participating in the meeting is less than three (3), the Chair of the Board may apply to the Superior Court of Justice on an ex parte basis for an order authorizing the Board to give consideration to, discuss and vote on the matter out of which the interest arises, or such other relief as the Court may consider appropriate.
- (o) For greater certainty, Directors may, once they have complied with the requirements of declaring their conflict, may discuss and vote on any resolution or motion to:
 - (i) approve a contract or transaction relating to an indemnity or insurance contemplated by section 6.07 of this By-Law; or
 - (ii) approve a contract or transaction with an Alliance Hospital.

4.05 Confidentiality

- (a) Every Director, Officer, Professional Staff member, employee of a Corporation and every member of a Committee appointed or authorized by the Board shall respect the confidentiality of matters brought before the Board or any such Committee or coming to his or her attention in the course of his or her duties, keeping in mind that unauthorized statements may adversely affect the interests of the Corporations.
- (b) No statements respecting such matters shall be made to the public or the press by any such Director, Officer, Professional Staff member, employee or Committee member, except as authorized by the Board.
- (c) Persons, other than persons referred to in paragraph (a) above, permitted to attend any meeting of the Board or any meeting of a Committee established or authorized by the Board or by the By-Laws shall be advised that they are required to respect the confidentiality of all matters coming to their attention during any such meeting and shall undertake accordingly.

4.06 Board and Individual Director Responsibilities

The Board, and its individual Directors, shall govern and supervise the management of the affairs of the Corporations in a manner consistent with the requirements of the Legislation and any other legislation applicable to the Board or the Hospital. For further clarification, the Board will ensure the establishment and maintenance of Governance Policies in the following key areas:

- (a) Responsibilities of the Board;
- (b) Responsibilities of Individual Directors;
- (c) Principles of Governance; and

(d) Director's Performance Review,

and shall ensure that said policies are reviewed at least annually by the Board.

4.07 Standards of Care

- (a) Every Director and Officer of the Corporations, in exercising his or her powers and discharging his or her duties to the Corporation, shall:
 - (i) act honestly and in good faith with a view to the best interests of the Corporations; and
 - (ii) exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.
- (b) The Board will make its decisions in good faith, in the best interests of the Alliance and the communities served by the Hospitals. The best interests of the Alliance supersede and are paramount to the best interests of any one particular Hospital. The Alliance Agreement contains a conflict of interest policy to be followed in order to deal with specific conflicts of interests between the Hospitals.

ARTICLE 5. REGULAR AND SPECIAL MEETINGS OF THE BOARD

5.01 Regular Meetings

- (a) The Board shall meet at such day, time and place as the Board determines from time to time. At the September meeting of the Board, the Board shall approve a schedule of regular Board meetings for the year.
- (b) The Board shall meet at least six (6) times per year.

5.02 Special Meetings

Special meetings of the Board shall be called by the Secretary of the Corporations on the request of any of the following:

- (a) the Chair of the Board; or
- (b) any three (3) Directors.

5.03 Notice of Regular and Special Meetings

- (a) The Secretary of the Board shall give at least five (5) working days' notice of regular meetings to the Directors if the meeting is to be held at a time or day other than as determined at the September Board meeting (see section 5.01(a)) or at a place other than one of the Hospitals.

- (b) Notice of a special meeting of the Board may be given by electronic means or telephone and shall be given at least twenty-four (24) hours in advance of the meeting. The notice of a special meeting shall state the purpose for which it is called.

5.04 Procedures for Board Meetings

- (a) Provided a quorum of Directors is present, each newly appointed Board member may, without notice, hold its first meeting immediately following the annual meeting of Members.
- (b) If within one-half (1/2) hour after the time appointed for a meeting of the Board, a quorum is not present, the meeting shall stand adjourned until the same day in the following week at the same hour and place, or if such day shall be a holiday, on the next day following such date. The Secretary shall send notice of such adjourned meeting to each of the Directors at least forty-eight (48) hours prior to the meeting.
- (c) A declaration of the Secretary or the Chair of the Board that notice has been given pursuant to the By-Laws shall be sufficient and conclusive evidence of the giving of such notice.
- (d) The public may attend meetings of the Board in accordance with the guidelines set out in Board policy.
- (e) No error or omission in giving notice for a meeting of the Board shall invalidate such meeting or make void any proceedings taken or had at such meeting, and any Director may at any time waive notice of any such meeting and may ratify and approve any and all proceedings taken or had thereat.

5.05 Quorum

- (a) A quorum for a meeting of the Board shall be a majority of the voting Directors.
- (b) No meeting of the Board shall be duly constituted for the transaction of business unless a quorum is present. There will be no representation by proxy at any Board meeting.

5.06 Voting

- (a) Subject to paragraph 5.06(b) and section 5.07 below, at all regular and special meetings of the Board, voting shall be determined in accordance with the process set out in paragraph 1.02(b).
- (b) Despite any other provisions of this By-Law, any Director entitled to vote at a meeting may at any time require that the vote be recorded. The request for a recorded vote does not require a motion and is not debatable or amendable.

- (c) A Director who is present at a meeting of the Directors or of a Committee of Directors is deemed to have consented to any resolution passed or action taken at the meeting, unless,¹⁷
 - (i) the Director's dissent is entered in the minutes of the meeting;
 - (ii) the Director requests that his or her dissent be entered in the minutes of the meeting;
 - (iii) the Director gives his or her dissent to the secretary of the meeting before the meeting is terminated; or
 - (iv) the Director submits his or her dissent immediately after the meeting is terminated to the Corporation.
- (d) A Director 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 days after becoming aware of the resolution, the Director,¹⁸
 - (i) causes his or her dissent to be placed with the minutes of the meeting; or
 - (ii) submits his or her dissent to the Corporation.

5.07 Written Resolutions

A resolution, signed by all the Directors entitled to vote on that resolution at a meeting of Directors or of a committee of Directors is as valid as if it had been passed at a meeting of Directors or of a committee of Directors.¹⁹

5.08 Chair

Board meetings shall be chaired by:

- (a) the Chair;
- (b) the Vice-Chair, if the Chair is absent; or
- (c) a Director elected by the Directors present if the Chair and Vice-Chair are both absent.

¹⁷ NFPCA, s 45(1).

¹⁸ NFPCA, s 45(3).

¹⁹ NFPCA, s 35(1).

5.09 Rules

The Board may, from time to time, make such rules as it may deem necessary or desirable for the better management, operation and maintenance of the Corporations, provided, however, that any such rule shall conform with the provisions of the Act and this By-Law.

ARTICLE 6. OFFICERS OF THE BOARD AND OF THE CORPORATION

6.01 Officers

- (a) On an annual basis, the Board shall elect the following Officers from amongst its elected Directors:
 - (i) Chair;
 - (ii) Vice-Chair; and
 - (iii) Treasurer.
- (b) Pursuant to the Alliance Agreement, the President & Chief Executive Officer will serve as the Secretary of the Board, unless changed by resolution of the Board.
- (c) The member of the Board who is the most recent retired Chair shall serve as Past Chair, if continuing on the Board.
- (d) No Director may serve as Chair of the Board, Vice-Chair of the Board or Treasurer for more than three (3) consecutive annual terms in one office; provided, however, that following a break in the continuous service of at least one annual term, the same person may be re-elected or reappointed to any office.
- (e) Any Officer of the Board shall cease to hold office upon resolution of the Board.

6.02 Duties of the Chair of the Board

The duties of the Chair of the Board shall include, without limitation, the following:

- (a) act as President of the Corporation and, when present, preside at all meetings of the Board and act as chair of such meetings;
- (b) be an ex officio member of all Committees of the Board with one vote, excluding the Medical Advisory Committee;
- (c) be responsible for the naming of members of Committees not otherwise provided for in the By-Laws;

- (d) report to the Directors and Members at the annual meeting of each Corporation, and at all such other times as the Chair of the Board may consider advisable or necessary, concerning the management and operations of the Corporations;
- (e) report regularly and promptly to the Board issues that are relevant to their governance responsibilities;
- (f) ensure that the annual review of the President & Chief Executive Officer's performance and compensation is done in accordance with Board approved policy;
- (g) preside at meetings of the Executive Committee;
- (h) be responsible for addressing issues associated with the under-performance of individual Directors;
- (i) where possible, ensure that appropriate Board and Committee information and supporting material are provided to Board and Committee members at least five (5) working days prior to the meeting;
- (j) in consultation with the President & Chief Executive Officer, develop the agenda for Board meetings;
- (k) represent the Corporations at both public and other official functions; and
- (l) assume and perform such other duties as may from time to time be assigned to him or her by the Board.

6.03 Duties of the Vice-Chair of the Board

- (a) The Vice-Chair of the Board shall:
 - (i) have all the powers and perform all the duties of the Chair of the Board during the absence or disability of the Chair of the Board;
 - (ii) perform such other duties, if any, as may from time to time be assigned by the Board.
- (b) If the Vice-Chair of the Board is required to complete the term of the Chair of the Board, this time shall not be considered part of the three (3) year maximum term of office as Chair of the Board.

6.04 Duties of the Treasurer

- (a) The Treasurer of the Corporations shall:
 - (i) be appointed by, and report to, the Board of Directors;

- (ii) oversee the management of the finances of the Hospitals, and ensure that appropriate reporting mechanisms and control systems as established by the Board are in place, and monitor such mechanisms and systems for compliance;
- (iii) ensure that systems for control for the care and custody of the funds and other financial assets of the Hospitals and for making payments for all approved expenses incurred by the Hospitals are in place, are functional and adequate and monitor for compliance with such systems;
- (iv) ensure that appropriate banking resolutions and signing authority policies as established by the Board are in place and monitor for compliance with such resolutions and policies;
- (v) ensure that systems for control for regular review and revision as necessary of the banking resolutions and signing authority policies are in place, are adequate and functional and monitor for compliance with such resolutions and policies;
- (vi) ensure that systems for control as established by the Board for the maintenance of books of account and accounting records required by the Act are in place, are functional and adequate and monitor for compliance with such resolutions and policies;
- (vii) review the financial results and the budget submitted to the Resources Committee by management and submit and recommend to the Board any changes to the budget;
- (viii) oversee the management of the investment policy as established by the Board, and ensure that the investment policy as established by the Board is in place, and monitor for compliance with the policy;
- (ix) review financial reports and financial statements and submit same at meetings of the Board, indicating the financial position of the Hospitals;
- (x) review and submit to the Board for the approval of the Board, a financial statement for the past year;
- (xi) ensure systems as established by the Board for the preparation and submission to the Board of compliance certificates confirming that wages and source deductions have been accomplished are in place, are functional and adequate and monitor for compliance with such systems;
- (xii) where there is concern with respect to any of the above, review the matter with the President & Chief Executive Officer and report to the Board the results of those deliberations; and

- (xiii) perform such other duties as determined by the Board.
- (b) The Treasurer may delegate any of his or her duties that are appropriate and lawfully delegable, but remains responsible for the fulfilment of such duties.

6.05 Duties of the Secretary

- (a) The Secretary shall:
 - (i) keep a roll of the names and addresses of the Members;
 - (ii) attend all meetings of the Corporations, the Board and Committees of the Board;
 - (iii) ensure the proper recording and maintenance of minutes of all meetings of the Corporation, the Board and Committees appointed or authorized by the Board;
 - (iv) attend to correspondence on behalf of the Board;
 - (v) have custody of all minute books, documents and registers of the Corporations and ensure that the same are maintained as required by law;
 - (vi) ensure that all reports are prepared and filed as are required to be filed by law or requested by the Board;
 - (vii) be the custodian of the seal of the Corporation;
 - (viii) maintain copies of all testamentary documents and trust instruments by which benefits are conferred upon the Corporations and provide information respecting same to the Office of the Public Guardian and Trustee as required by the *Charities Accounting Act* (Ontario);
 - (ix) at least semi-annually provide an accounting to the Board with respect to all funds held in trust by the Corporations;
 - (x) give, or cause to be given, such notice as required by this By-Law or by law of all meetings of the Corporations, the Board and its Committees; and
 - (xi) perform such other duties as may be required of the Secretary by the Board.
- (b) The Secretary may delegate the performance of his or her duties to any person(s) as approved by the Board, but the Secretary shall retain responsibility for ensuring the proper performance of such duties.

6.06 President & Chief Executive Officer

- (a) The President & Chief Executive Officer shall be appointed by the Board in accordance with its approved selection process.
- (b) The duties of the President & Chief Executive Officer shall include:
 - (i) the exercise of the authority delegated to the President & Chief Executive Officer by the Board through Board policies for the organization and operation of the Corporations, and the President & Chief Executive Officer shall be accountable to the Board for the accomplishment of applicable Board policies and operation of the Corporations consonant with the reasonable interpretation of Board policies;
 - (ii) taking such actions as the President & Chief Executive Officer considers necessary to ensure compliance with the Legislation, By-Laws, policies and Rules and Regulations of the Alliance; and
 - (iii) the duties as set forth in the position description for the President & Chief Executive Officer, as amended by the Board from time to time.

6.07 Indemnification

- (a) The Corporation shall indemnify the Directors or Officers of the Corporation, the former Directors or Officers of the Corporation or an individual who acts or acted at the Corporation's request as a Director 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 such other entity.
- (b) The Corporation shall advance money to the Director, Officer or other individual referred to in paragraph 6.07(a) for the costs, charges and expenses of an action or proceeding referred to in that paragraph, but the individual shall repay the money if the individual does not fulfil the conditions set out in paragraph 6.07(c).
- (c) The Corporation shall not indemnify an individual under paragraph 6.07(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) if the matter is a criminal or administrative proceeding that is enforced by a monetary penalty, the individual had reasonable grounds for believing that his or her conduct was lawful.

- (d) The indemnity provided for in the preceding paragraph 6.07(a) shall not apply to any liability which a Director or Officer of the Hospital may sustain or incur as the result of any act or omission as a member of the Professional Staff of the Hospital.
- (e) The Corporation shall purchase and maintain insurance for the benefit of an individual referred to in paragraph 6.07(a) against any liability incurred by the individual,
 - (i) in the individual's capacity as a Director or Officer or a member of the Board Committee of the Corporation; or
 - (ii) in the individual's capacity as a Director or Officer, or Board Committee member, or a similar capacity, of another entity, if the individual acts or acted in that capacity at the Corporation's request.

ARTICLE 7. COMMITTEES

7.01 Establishment of Committees of the Board

- (a) At the first meeting of the Board following the annual meeting of the Corporations, the Board shall:
 - (i) establish the following standing Committees:
 - (A) Executive Committee;
 - (B) Resources & Audit Committee;
 - (C) Local Advisory Committee for each Hospital;
 - (D) Quality Committee;
 - (E) Governance & Stakeholder Relations Committee;
 - (F) Fiscal Advisory Committee;
 - (G) Medical Advisory Committee; and
 - (ii) appoint such members as are required to fulfill the Board's responsibilities on the standing Committees established pursuant to this By-Law and the Alliance Agreement.
- (b) The terms of reference of the Executive Committee are set out below in section 7.02, and the terms of reference of all other Committees of the Board shall be set out in an administrative policy approved by the Board from time to time.

- (c) The Board may, at any time, establish such other Committees as it determines are necessary for the execution of the Board's responsibilities. The Board shall prescribe the composition and terms of reference for any such Committees and may dissolve any such Committee by resolution at any time.
- (d) With the exception of the Local Advisory Committees and the Fiscal Advisory Committee, members of the Board shall chair all Committees of the Board.
- (e) The Board shall appoint the chairs of the Committees of the Board and appoint the members of such Committees.
- (f) Excluding the Medical Advisory Committee, the Chair of the Board and the President & Chief Executive Officer shall be ex officio members of all Committees of the Board.
- (g) A quorum for any meeting of any Committee of the Board or any Committee established by the Board shall be a majority of the voting members of the Committee. Unless they are specifically listed as members of the Committee, the Chair of the Board shall only count towards quorum if they are present.
- (h) All Committee meetings are closed to guests, unless invited by resolution of the Committee or the Committee's chair.

7.02 Executive Committee

- (a) The Board shall elect from among themselves an Executive Committee consisting of the following members:
 - (i) the Chair;
 - (ii) the Vice-Chair;
 - (iii) the Treasurer; and
 - (iv) another elected Director.
- (b) The Alliance Chief of Staff and the President & Chief Executive Officer shall be ex-officio non-voting members of the Executive Committee.
- (c) The Executive Committee shall:
 - (i) in between meetings of the Board, exercise the full powers of the Board in all matters of administrative urgency, reporting every action at the next meeting of the Board; and
 - (ii) study and advise or make recommendations to the Board on any matter as directed by the Board.

- (d) Subject to actual or perceived conflicts of interest, all members of the Board shall be invited to attend meetings of the Executive Committee; however, quorum and voting shall be restricted to the above four (4) Directors.

7.03 Appointment of Community Members to Committees

- (a) Save and except for the Executive Committee and the Medical Advisory Committee, the Board shall encourage and promote the appointment of members who are not Directors to the standing and special Committees, and ensure that the Committees reflect the communities the Corporations serve.
- (b) Any Committee members appointed under this section shall have full voting rights on said Committees but are not eligible to serve as the chair of any such Committee to which they are so appointed.
- (c) Participation by a Committee member who is not a Director is conditional on that individual signing an acknowledgement that he or she has read and understood the Conflict of Interest and confidentiality requirements of this By-Law, which apply to all Committee members.

ARTICLE 8. FINANCIAL

8.01 Bonding-Fidelity Insurance

- (a) Directors, Officers, Committee members and employees of the Corporations, as the Board may designate, shall secure from a guarantee company a bond of fidelity of an amount approved by the Board.
- (b) At the discretion of the Board, the requirements of paragraph (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.
- (c) The Corporation shall pay the expense of any fidelity bond or policy secured under paragraphs (a) or (b) above.

8.02 Authorized Signing Officers

- (a) Contracts, documents or instruments in writing requiring the signature of the Corporation may be signed by:
 - (i) the President & Chief Executive Officer or designate, provided the expenditure contemplated by the document has been included within:
 - (A) the annual operating budget approved by the Board; or

- (B) the annual capital budget approved by the Board;
- (ii) for expenditures not approved by the Board as contemplated in paragraph (a) above, by:
 - (A) one of either the Chair or the Vice-Chair of the Board, together with one of the Treasurer or President & Chief Executive Officer, or
 - (B) such other person(s) authorized by the Board.
- (b) Sale, mortgage, hypothecation or other disposition of real property or a substantial part of the Corporation's undertaking of the Corporation shall only be made as authorized by special resolution (as defined in the Act) of the Board.

8.03 Banking

- (a) The Board shall by resolution, from time to time, designate the bank in which the monies, bonds or other securities of the Corporations shall be placed for safekeeping.
- (b) The Board shall by resolution, from time to time, designate the signing officers of the Corporations for banking purposes, and they are hereby authorized for and in the name of the Corporations:
 - (i) to draw, accept, sign and make all or any bills of exchange, promissory notes, cheques and orders for payment of money;
 - (ii) to receive and deposit all Corporations' monies in the bank designated under paragraph (a) above, and give receipts for same;
 - (iii) subject to the approval of the Board, to assign and transfer to the bank all or any stocks, bonds or other securities;
 - (iv) to transact with the said bank any business that it may think fit;
 - (v) to negotiate with, deposit with, endorse or transfer to the bank, but for the credit of the Corporations only, all or any bills of exchange, promissory notes, cheques or orders for the payment of money and other negotiable paper;
 - (vi) from time to time, to arrange, settle, balance and certify all books and accounts between the Corporations and the bank designated by the Board under paragraph (a) above;
 - (vii) to receive all paid cheques and vouchers; and
 - (viii) to sign the bank's form of settlement of balance and release.

8.04 Borrowing

The Board may, from time to time:

- (a) borrow money from a bank on the credit of the Corporations;
- (b) subject to any provision in the *Public Hospitals Act*, issue, sell or pledge securities of the Corporations;
- (c) subject to any provision in the *Public Hospitals Act*, charge, mortgage, hypothecate or pledge all or any of the real or personal property of the Corporations, including book debts and rights, powers, franchises and undertakings, to secure any securities or any money borrowed, or other debt, or any other obligation or liability of the Corporations; and
- (d) authorize any Director, Officer or employee of the Corporations to make arrangements with reference to the monies borrowed or to be borrowed as aforesaid, and as to the terms and conditions of the loan thereof, and as to the securities to be given therefor, with power to vary or modify such arrangements, terms and conditions and to give such additional securities for any monies borrowed or remaining due by the Corporations as the Directors may authorize, and generally to manage, transact and settle the borrowing of money by the Corporations.

8.05 Seal

The seal of each Corporation shall be in the form adopted by the Board from time to time.

8.06 Investments

The Board may invest in any investments that are authorized by the investment policy for the Corporations approved by the Board from time to time.

8.07 Trust Funds

Each Corporation shall apply any trust funds of that Corporation only to the designated purpose(s) for which such funds were intended. Under no circumstances shall a Corporation transfer any funds held in trust by that Corporation to any other individual or entity, unless such transfer complies with all applicable law, including without limitation, the *Charities Accounting Act* (Ontario) and the *Trustee Act* (Ontario).

8.08 Auditor

- (a) Each Corporation shall at its annual meeting appoint an auditor who shall not be a member of the Board or an Officer or employee of any of the Corporations or a partner or employee of any such person, and who is duly licensed under the provisions of the *Public Accountancy Act* (Ontario), to hold office until the next annual meeting of that Corporation.

- (b) The auditor shall have all the rights and privileges as set out in the Act and shall perform the audit function as prescribed therein.
- (c) In addition to making a report for the annual meeting of the Corporation, the auditor shall from time to time report to the Board on the audit work with any necessary recommendations.

ARTICLE 9. VOLUNTARY ASSOCIATIONS

9.01 Ancillary Associations

- (a) The Board may sponsor the formation of a hospital auxiliary, a nurse's alumnae association or any other ancillary association as it deems advisable.
- (b) Any such auxiliary or association(s) shall be conducted with the advice of the Board for the general welfare and benefit of the Hospital and its patients.
- (c) Each such auxiliary or association shall elect its own officers and formulate its own by-laws, but at all times the objects, activities and by-laws of each such auxiliary or association shall be subject to review by, and the continuing approval of, the Board.
- (d) Each unincorporated voluntary association shall have its financial affairs reviewed for the purposes of assuring reasonable internal control. The auditor for the Corporations shall be the auditor for the voluntary association(s) under this section.

ARTICLE 10. ADOPTION AND AMENDMENT OF BY-LAWS

10.01 Amendments to By-Laws

- (a) The Board may pass or amend the By-Laws of the Corporations from time to time.
 - (i) Where it is intended to pass or amend the By-Laws at a meeting of the Board, written notice of such intention shall be sent by the Secretary to each Director at his or her address as shown on the records of the Corporations by ordinary mail or electronic communication (facsimile or e-mail) not less than ten (10) days before the meeting.
 - (ii) Where the notice of intention required by clause (i) above is not provided, any proposed By-Laws or amendments to the By-Laws may nevertheless be moved at the meeting and discussion and

voting thereon adjourned to the next meeting, for which no notice of intention need be given.

- (b) Subject to paragraphs (d) and (e) below, a By-Law or an amendment to a By-Law passed by the Board has full force and effect:
 - (i) from the time the motion is passed, or
 - (ii) from such future time as may be specified in the motion.
- (c) 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 special general meeting of the Members of each of the Corporations called for that purpose. The notice of such annual meeting or special general meeting shall refer to the By-Laws or amendment to be presented.
- (d) The Members at the annual meeting or at a special general meeting may confirm the By-Laws as presented or reject or amend them, and if rejected they thereupon cease to have effect and if amended, they take effect as amended.
- (e) Any amendment to the By-Laws relating to an action requiring approval by special resolution, as defined by the Act, is not effective until it has been confirmed by at least two-thirds of the votes cast at a general meeting of Members duly called for considering it.
- (f) In any case of rejection, amendment, or refusal to approve the By-Laws or part of the By-Laws in force and effect in accordance with any part of this section, no act done or right acquired under any such By-Laws is prejudicially affected by any such rejection, amendment or refusal to approval.

ARTICLE 11. PROFESSIONAL STAFF BY-LAW

11.01 Purpose of the Professional Staff By-Law

Pursuant to the Board's obligations under the *Public Hospitals Act*, the Board has set out in the Professional Staff By-Law the following:

- (a) the structure and organization of the Professional Staff;
- (b) the duties and responsibilities of the members of the Professional Staff;
- (c) the procedures with respect to the election of the Medical Staff Association officers;
- (d) a system to ensure the continuing improvement of the quality of professional care provided to the patients.

11.02 Repeal and Replacement of By-Laws

All previous by-laws relating to the Professional Staff of the Alliance are hereby repealed and replaced with this By-Law.

ARTICLE 12. APPOINTMENT AND REAPPOINTMENT TO THE MEDICAL STAFF

12.01 Appointment to the Medical Staff

- (a) The Board shall appoint annually a Medical Staff for the Alliance in accordance with the requirements and procedures set out in this Article.
- (b) Each applicant shall, where requested, visit the Alliance for an interview with the Alliance Chief of Staff, the Site Chief, and/or applicable Medical Program Director and, where appropriate, the Credentials and Physician Resources Committee, other members of the Professional Staff and the President & Chief Executive Officer.

12.02 Alliance-Wide and Hospital-Specific Privileges

- (a) Any application or reapplication for Privileges by a Physician will be on an Alliance-wide basis (i.e., a simultaneous application for privileges at all four Hospitals). By requesting an application for Privileges at one of the Hospitals, the applicant is deemed to have requested an application for the same privileges at the other Hospitals in the Alliance. To receive Privileges at one Hospital, the applicant must agree to apply for Privileges at the other Hospitals in the Alliance.
- (b) The Board shall grant Alliance-wide Privileges in order that the Physician may have the ability to exercise his or her privileges at each of the Hospitals, subject to paragraph 12.02(c).
- (c) The Board will identify, when granting Alliance-wide Privileges, at which specific Hospital(s) the Physician may exercise his or her Privileges; this identification of one or more Hospitals will be based on which Hospital(s) have the necessary resources that allow the Physician to carry out his or her Privileges (e.g., for a surgeon, where the surgical suites are located).
- (d) The Board and administration determine the allocation of resources across the Alliance.

12.03 Receipt of Request for Initial Application

- (a) The President & Chief Executive Officer of the Alliance shall provide an application package to every Physician who requests the opportunity to apply to the Alliance for Medical Staff Privileges. The application package provided to the applicant shall consist of a covering letter of instruction from

the President & Chief Executive Officer and an application form²⁰ a copy of the By-Laws and Rules and Regulations. There may be a processing fee for any such application, in an amount set by the Board from time to time.

- (b) A record shall be kept of the date the application package was sent to the applicant and by what means it was sent (email, mail, courier, etc.). The covering letter shall indicate that the application must be returned on or before a date specified in the letter. In addition, the covering letter will indicate that all documentation relating to the application must be received within one hundred and twenty (120) days of the applicant's submission of the application. If the applicant fails to ensure that either of these deadlines is met, the application will be incomplete and therefore deemed inactive and void.
- (c) For greater certainty, applications for privileges relating to a Program or Department that a Hospital within the application has ceased or ceases to provide pursuant to section 44 of the *Public Hospitals Act* shall not be considered and shall not be subject to the procedure for processing applications for Professional Staff appointments set out in section this By-Law.²¹

12.04 Content of Application

Each application provided to an applicant for an initial appointment to the Medical Staff of the Alliance shall require the following:

- (a) one (1) original written application on the prescribed form submitted to the President & Chief Executive Officer together with such releases, consents, and undertakings that will enable the Corporation to fully investigate the qualifications and suitability of the applicant;
- (b)
 - (i) confirmation by the applicant that the applicant has agreed to abide by the applicable Legislation, the Hospital's By-Laws, Policies and Rules; and
 - (ii) an undertaking that the application was completed in a candid, honest, thorough and accurate manner;²²

²⁰ The Alliance's application may refer the applicant to the Alliance's web site for some or all of the above information.

²¹ This paragraph clarifies that where a service is ceased to be provided by a Hospital pursuant to s 44 of the *Public Hospitals Act* (PH") (i.e. either because the Hospital ceases to operate or as a result of an integration decision, direction or order under the *Local Health System Integration Act*), the Hospital shall not consider an application for privileges for that service and is not required to follow the procedure for processing applications.

²² *Rosenhek v Windsor Regional Hospital*, 2009 CanLII 88685 (ON HPARB), para. 81.

- (c) an undertaking that, if the applicant is appointed to the Medical Staff of the Alliance, the applicant will:
 - (i) provide the services to the Alliance as stipulated in the application, and will govern himself in accordance with the *Public Hospitals Act*, and with the By-Laws and the Rules and Regulations, as established or revised by the Alliance from time to time; and
 - (ii) participate in any orientation or continuing education offered by the Alliance for new members of the Professional Staff;
- (d) an acknowledgement by the applicant that:
 - (i) the failure of the applicant to provide the services as stipulated in the application in accordance with the *Public Hospitals Act*, the By-Laws, and the Rules and Regulations will constitute a breach of his or her obligations to the Alliance, and the Alliance may, upon consideration of the individual circumstances, remove access by the Physician to any and all Alliance resources, or take such actions as are reasonable, in accordance with the *Public Hospitals Act*, the By-Laws, and the Rules and Regulations; and
 - (ii) the Board may refuse to appoint an applicant to the Medical Staff where the applicant refuses to acknowledge the responsibility to abide by a commitment to provide services in accordance with the Privileges granted by the Board, and in accordance with the *Public Hospitals Act*, the By-Laws, and the Rules and Regulations;
- (e) evidence of professional liability insurance coverage or membership in the Canadian Medical Protective Association satisfactory to the Board, including a record of the applicant's past claims history (i.e., a list of each claim filed against the applicant that proceeded to discovery or beyond), including settlements, and such record shall include details of the allegations against the applicant and, if resolved or settled, the outcome of the claim;
- (f) a copy of the applicant's current registration or licence to practice in Ontario;
- (g) a copy of the applicant's medical school certificate;
- (h) a record of eligibility for certification for speciality/sub-speciality certifications and for re-certification, and evidence of maintenance of fellowship/certification;
- (i) an up-to-date curriculum vitae, including a record of the applicant's professional education, post-graduate training and continuing education, and a chronology of academic and professional career, organizational positions and committee memberships;

- (j) current vaccination and immunization status as required by the Alliance's vaccination and immunization policy, as developed by the Infection Control Committee and as approved by the Board;
- (k) a current Certificate/Letter of Professional Conduct or Letter of Good Standing from the College and a signed consent authorizing the College to provide a detailed report on:
 - (i) any action taken by any committee of the College or Registrar;
 - (ii) any report received pursuant to section 33²³
 - (iii) any other report received pursuant 33.
 - (iv) of the *Public Hospitals Act* or sections 85.2²⁴ or 85.5²⁵ of the Health Professions Procedural Code, Schedule 2 to the Regulated Health Professions Act; and
 - (v) any other reports received from another hospital or health care facility.
- (l) (i) College:

²³ 33 PHA, s 33: Where,

- (a) the application of a physician for appointment or reappointment to a medical staff of a hospital is rejected by reason of his or her incompetence, negligence or misconduct;
- (b) the privileges of a member of a medical staff of a hospital are restricted or cancelled by reason of his or her incompetence, negligence or misconduct; or
- (c) a physician voluntarily or involuntarily resigns from a medical staff of a hospital during the course of an investigation into his or her competence, negligence or conduct,

the administrator of such hospital shall prepare and forward a detailed report to The College of Physicians and Surgeons of Ontario (CPSO).

²⁴ Health Professions Procedural Code (HPPC), s 85.2(1): A person who operates a facility where one or more members practise shall file a report in accordance with section 85.3 if the person has reasonable grounds to believe that a member who practises at the facility is incompetent, incapacitated, or has sexually abused a patient.

²⁵ HPPC, s 85.5(1): A person who terminates the employment or revokes, suspends or imposes restrictions on the privileges of a member or who dissolves a partnership, a health profession corporation or association with a member for reasons of professional misconduct, incompetence or incapacity shall file with the Registrar within thirty days after the termination, revocation, suspension, imposition or dissolution a written report setting out the reasons. (2) If a person intended to terminate the employment of a member or to revoke the member's privileges for reasons of professional misconduct, incompetence or incapacity but the person did not do so because the member resigned or voluntarily relinquished his or her privileges, the person shall file with the Registrar within thirty days after the resignation or relinquishment a written report setting out the reasons upon which the person had intended to act.

A description of pending, ongoing or completed:

- (A) investigations by the Inquiries, Complaints and Reports Committee (“ICRC”);
- (B) dispositions of a complaint or report by the ICRC other than a disposition where either no further action was indicated or the complaint was dismissed, including a description of Specified Continuing Education or Remediation Programs (“SCERPs”) reached by voluntary agreement;
- (C) proceedings before the Discipline Committee or Fitness to Practice Committee including any resolutions short of a hearing; and
- (D) assessments and/or reviews by the Quality Assurance Committee (“QAC”) where the applicant’s knowledge, skill and/or judgement have been found to be unsatisfactory and have resulted in any action by the QAC whether reached by a voluntary agreement or specified or imposed by the QAC and the status or outcome of such action.

at or by the College(s) or any other medical regulatory or licensing authority/governing body in any jurisdiction and its equivalent committees, including any matters that are being appealed; and

(ii) Hospital/Facility:

A description of:

- (A) proceedings for professional misconduct, incompetence or incapacity;
- (B) investigations, performance reviews or audits;
- (C) voluntary or involuntary resignation, relinquishment or restriction of privileges or practices during the course of, or as a result of an investigation, performance review or audit into or related to competence, negligence, conduct or capacity; and
- (D) privileges disputes or proceedings regarding appointment, reappointment, change of privileges or practice, or mid-term suspension or revocation of privileges;

by or with another hospital or health care facility, including any matters that are being appealed;

- (m) subject to section 12.04(m)(i), a recital and description of “Pending” or completed disciplinary actions, voluntary restriction of privileges,

competency investigations, performance reviews, and details with respect to prior privileges disputes with other hospitals regarding appointment, reappointment, change of privileges, or mid-term suspension or revocation of privileges; except that the applicant will not have to provide any recital or description where there was no adverse finding relating to a completed disciplinary action, competency investigation, performance review, or privilege dispute, provided the applicant did not voluntarily or involuntarily resign or restrict the applicant's privileges or provide an undertaking of any kind while under review or in anticipation of an investigation or performance review;

- (i) "Pending" with respect to any disciplinary action, competency investigation, performance review or privilege dispute means that the matter has been considered by the other hospital's medical or administrative leaders and has been referred to the other hospital's medical advisory committee for further investigation;
- (n) a statement with respect to failure to obtain, reduction in classification or voluntary or involuntary resignation of any professional license or certification, fellowship, professional academic appointment or privileges at any other hospital or health care institution;
- (o) a list of the Privileges and procedures which are requested and the name of the Program with which the applicant wishes to have a primary affiliation and the name of any Program(s) with which the applicant wishes to have a secondary affiliation;
- (p) information regarding the applicant's health, including any current impairments, medical conditions, diseases or illnesses that the applicant objectively believes may impact on the applicant's ability to practice, or could reasonably be considered a concern to the Alliance's patients, Professional Staff members or employees, and current treatments therefor, as well as the date of the applicant's last examination, the name of the treating health professional and an authorization to the treating health professional to release relevant information to the Alliance. Any information provided by the applicant's treating physician to the Alliance Chief of Staff will not become part of the applicant's credentialing file and will not be provided to the Credentials and Physician Resources Committee unless:
 - (i) the Alliance Chief of Staff reasonably believes that the information provided by the applicant's treating physician discloses a condition or situation that adversely impacts the applicant's ability to practise; and
 - (ii) the applicant agrees to the release of the information to the Credentials and Physician Resources Committee. In the event that the applicant refuses to authorize the Alliance Chief of Staff to release the information to the Credentials and Physician Resources

Committee, the applicant will be deemed to have withdrawn the application for appointment;

- (q) information regarding any criminal investigations, charges, proceedings, or convictions, and a copy of a Canadian Police Information Centre (“CPIC”) criminal record check, including a vulnerable sector search, conducted within the last six (6) months. (For clarity, (i) “proceedings” includes those commenced without a formal charge, such as may result in a search warrant or other court order, and (ii) “charges” includes any non-conviction information known to the applicant, regardless of whether applicable law requires CPIC to disclose same pursuant to a vulnerable sector search.);
- (r) information regarding any civil suit where there was a finding of negligence or battery or where there was an out-of-court settlement, and information regarding any civil legal action that is pending which may impact the applicant’s ability to practise;
- (s) consent and a release in favour of the President & Chief Executive Officer, Alliance Chief of Staff and Program Medical Director or their respective delegates enabling any one of them to contact any professional licensing authorities, or any previous hospitals or health facilities or educational institutions or insurer where the applicant has provided services or received training for the purposes of conducting a reference check, such consent and release to authorize any medical licensing authority and/or administrator and/or person in a position of authority at any hospital, health facility or educational institution to provide any information relating to any of the matters identified or related to the applicant’s application for privileges.
- (t) a signed authorization to any applicable hospital, health care facility or regulatory body to the release of information relating to any of the above;
- (u) certain applicants may be requested to sign a Professional Staff letter of offer or contract of services as a condition of their appointment not inconsistent with the provisions of the *Public Hospitals Act*, and
- (v) such additional information related to the provision of medical services or professional conduct as from time to time the Medical Advisory Committee may recommend and the Board approves.

12.05 Criteria for Appointment to the Medical Staff

- (a) Only an applicant qualified to practice medicine and licensed pursuant to the laws of Ontario is eligible to be a member of and appointed to the Medical Staff of the Alliance.
- (b) The applicant will have:
 - (i) a certificate of professional conduct from the College of Physicians and Surgeons of Ontario;

- (ii) a demonstrated ability to provide patient care at an appropriate level of quality and efficiency;
 - (iii) a demonstrated ability to communicate, work with and relate to all members of the Professional Staff and Alliance staff in a cooperative and professional manner;
 - (iv) a demonstrated ability to communicate and relate appropriately with patients and patients' relatives;
 - (v) a report on, among other things, the experience, competence and reputation of the applicant from the chief of staff or department chief in the last hospital or health care facility in which the applicant trained or held an appointment;
 - (vi) evidence of medical practice protection coverage satisfactory to the Board;
 - (vii) adequate training and experience for the Privileges requested;
 - (viii) a willingness to participate in the discharge of staff obligations appropriate to membership group; and
 - (ix) in the case of a certified specialist, a report from the chief of staff or medical program director of the facility in which training was completed, and/or a report from the chief of staff or medical program director in which he or she last practiced.
- (c) The applicant must agree to govern himself in accordance with the requirements set out in the By-Laws and the Rules and Regulations.
 - (d) The applicant must agree to use Alliance resources responsibly.
 - (e) The applicant must indicate to the Credentials and Physician Resources Committee adequate control of any significant physical or behavioural impairment that affects skill, attitude or judgement and that, pursuant to clause 12.04(p), was disclosed to the Credentials and Physician Resources Committee by the Site Chief.
 - (f) There must be a need for the services in the community, subject to impact analysis.

12.06 Procedure for Processing Applications for Medical Staff Appointments

- (a) The President & Chief Executive Officer, on receipt of a completed application on the prescribed forms, will refer the application to the relevant Medical Program Director who shall, in consultation with the Site Chief and, if applicable, Department Chief, make a written recommendation to the Credentials and Physician Resources Committee. (Where there is no applicable Medical Program Director or Department Chief, the Site Chief

shall make the written recommendation.) The President & Chief Executive Officer shall ensure that the Alliance has in place and enforces a policy (i) to protect the confidentiality of all information contained on a completed application and (ii) to ensure that only those persons entitled under this By-Law have access to the completed application.

- (b) The Credentials and Physician Resources Committee will investigate each application together with the qualifications and experience of the applicant. The Credentials and Physician Resources Committee will make a written report to the Medical Advisory Committee, having given consideration to the recommendation of the relevant Medical Program Director, Department Chief and/or Site Chief, as the case may be. The Credentials and Physician Resources Committee will:
 - (i) review the application to ensure that it contains all the information required under section 12.04 of this By-Law;
 - (ii) consider the information provided in the context of the application as a whole, giving due weight as required to specific information (e.g., certain physicians, such as orthopaedic surgeons and obstetricians, tend to be the subject of claims more than family physicians, and the incidence of claims against an applicant should be considered in this context; pending claims should be given lesser weight than settled claims because allegations are unproven and unadmitted);
 - (iii) take into consideration whether the criteria set out in section 12.05 of this By-Law have been complied with; and
 - (iv) include a recommendation to appoint, not appoint or appoint subject to specified conditions.
- (c)
 - (i) Subject to clause (ii) below and paragraph 12.06(e), the Medical Advisory Committee will receive and consider the application and report of the Credentials and Physician Resources Committee and send its recommendation in writing to the Board within sixty (60) days of the date of receipt by the President & Chief Executive Officer of the completed application, as outlined in the *Public Hospitals Act*. The Medical Advisory Committee may make its recommendation to the Board later than sixty (60) days after the receipt of the completed application if, prior to the expiry of the sixty (60) day period, it indicates in writing to the Board and the applicant that a final recommendation cannot yet be made and includes written reasons for the delay.
 - (ii) The applicant may, in the application, waive the sixty (60) day response time contained in clause (i) above.

- (d) The Medical Advisory Committee shall give written notice to the applicant and the Board of its recommendation. The applicant will be given written notice that the applicant is entitled to:
 - (i) written reasons for the recommendation, provided the request for such reasons is made within seven (7) days of the receipt by the applicant of the notice of the recommendation; and
 - (ii) a hearing before the Board, provided the request for such a hearing is received by the Board and the Medical Advisory Committee within seven (7) days of the receipt by the applicant of the written reasons. The procedures to be followed at such a hearing are outlined in section 13.04 of this By-Law.
- (e) Where the Medical Advisory Committee has concerns or concerns are raised about whether to recommend an appointment, the Medical Advisory Committee may provide the applicant with written notice that the applicant is entitled to attend a special meeting of the Medical Advisory Committee to make a presentation to the Medical Advisory Committee. The procedures to be followed at such a special meeting are outlined in section 13.03 of this By-Law.
- (f) Where the applicant does not require a hearing by the Board, the Board may implement the recommendation of the Medical Advisory Committee. However, where the Medical Advisory Committee makes a recommendation with respect to an appointment and:
 - (i) the applicant has not made any written or oral submissions to the Board, and concerns are raised that the Board believes the applicant should have an opportunity to address, the Board may give the Medical Staff member notice that he or she is entitled to a Board hearing and shall follow the process set out in section 13.04 of this By-Law with the necessary changes to points of detail; or
 - (ii) information that has not been considered by the Medical Advisory Committee has come to the attention of the Board that the Board believes should be considered by the Medical Advisory Committee prior to the Board acting on the Medical Advisory Committee's recommendation, the Board may refer the new information back to the Medical Advisory Committee for consideration, with the Medical Advisory Committee to provide a reconsidered recommendation to the Board with respect to appointment. The Professional Staff member shall be given notice of the request for a reconsidered recommendation as outlined in this section and is entitled to a hearing before the Medical Advisory Committee and the process set out in section 13.03 of this By-Law.

12.07 Refusal to Appoint

In addition to any other provisions of the By-Laws, the Board may refuse to appoint any applicant to the Medical Staff on any reasonable ground including but not limited to the following:

- (a) the applicant is unable to provide care at a level that is consistent with the standard of care expected of Physicians at the Alliance;
- (b) the appointment is not consistent with the need for service, as determined by the Board from time to time;
- (c) the clinical human resources plan of the Corporation and/or Program does not demonstrate sufficient resources to accommodate the applicant;
- (d) the appointment is not consistent with the strategic plan of the Alliance;
- (e) the applicant was not considered the best qualified applicant for the position available; and/or
- (f) the applicant has not demonstrated an ability to fulfil all of the criteria for appointment as set out in section 12.05.

12.08 Term

Each appointment to the Medical Staff shall be for one (1) year, but shall continue in effect until the Board has made appointments for the ensuing year.

12.09 Reappointment to the Medical Staff

- (a) Each year, the Board shall require each member of the Medical Staff to make written application for reappointment to the Medical Staff in accordance with the requirements and procedures set out in this section:
- (b) The application must be received by the President & Chief Executive Officer on or before March 31. The applicant's application for Privileges shall contain the following information:
 - (i) the statement required in paragraph 12.04(b);
 - (ii) the undertakings required in paragraph 12.04(c);
 - (iii) the acknowledgement required in paragraph 12.04(d);
 - (iv) evidence of the items required in paragraphs 12.04(e), 12.04(h) and 12.04(j);
 - (v) the information requested in paragraph 12.04(o);
 - (vi) either:

- (A) a declaration that all information relating to paragraphs , 12.04(p), 12.04(q) and 12.04(r) on file at the Alliance from the applicant's most recent appointment or reappointment process is up-to-date, accurate and unamended as of the date of this application; or
 - (B) a description of all material changes to the information requested in paragraphs , 12.04(p), 12.04(q) and 12.04(r) on file at the Alliance since the applicant's most recent appointment or reappointment process;
- (vii) a current Certificate/Letter of Professional Conduct or Letter of Good Standing from the College and a signed consent authorizing the College to provide a detailed report on:
- (A) a report on any action taken by a committee of the College or Registrar; and
 - (B) any report received pursuant to section 33 of the Act or sections 85.2 or 85.5 of the Health Professions Procedural Code, Schedule 2 to the *Regulated Health Professions Act*, and
 - (C) any other reports received from another hospital or health care facility;
- (viii) the effect of appointments, if any, to other hospitals on the applicant's duty/obligations at the Alliance;
- (ix) a report from the Medical Program Director, Site Chief or Department Chief, as the case may be, reviewing the applicant's performance for the past year (which performance review may have been held at any time during the past year), which report may contain, if available and applicable, information and evidence relating to the applicant's:
- (A) participation in continuing education programs;
 - (B) quality of diagnosis, care and treatment;
 - (C) monitoring of patients, together with evidence of appropriate, timely and complete clinical record documentation;
 - (D) demonstration of professional attitudes and behaviours including communication skills with patient and staff;
 - (E) record of all documented patient and staff complaints during the past year relating to the applicant's quality of care and/or impact on workplace safety;

- (F) ability to communicate with patients and staff, together with information regarding patient or staff complaints regarding the applicant, if any;
- (G) the applicant's ability to work in a collegial manner with the Board, the President & Chief Executive Officer, the Chief Nursing Executive, the Alliance Chief of Staff, the Site Chief, and the Medical Program Director, as well as other members of the Professional Staff, the nursing staff, and other Alliance staff;
- (H) satisfactory discharge of "on-call" responsibilities;
- (I) discharge of staff and committee responsibilities;
- (J) quality of care performance including, but not limited to, complications, infection rate, mortality rates and any indications of performance that are available to the Alliance Chief of Staff;
- (K) ability to supervise staff;
- (L) monitoring of patients, together with evidence of appropriate, complete and up-to-date records of patient personal health information;
- (M) appropriate and efficient use of Alliance resources;
- (N) general compliance with the *Public Hospitals Act*, the By-Laws, and the Rules and Regulations; and
- (O) compliance with all requirements or expectations in, if applicable, the Professional Staff letter of offer or contract for service;

The elements of the review shall include once every three (3) years, a more fulsome 360° review.

- (c) If all information that is required by the Credentials and Physician Resources Committee is not present within six months of being requested, the reappointment application will be deemed null and void.
- (d) The applicant shall forward to the President & Chief Executive Officer a copy of the application. Thereafter the procedure followed shall be the same procedure as set out in section 12.06 of this By-Law, with necessary changes to points of detail.

12.10 Refusal to Reappoint or Refusal to Grant Change in Privileges

The Board may, in accordance with the *Public Hospitals Act*, By-Laws, Professional Staff Policies and Rules and Regulations refuse to reappoint any applicant to the Medical Staff; or refuse to reduce, change or alter the applicant's Privileges, or attach specific conditions to the applicant's exercise of privileges, on any reasonable ground, including, but not limited to, the following:

- (a) the Medical Program Director or the Site Chief, as the case may be, based on impact analysis and the Alliance's strategic plan, has recommended that the Program does not have sufficient resources; or
- (b) the Medical Program Director or the Site Chief, as the case may be, based on the impact analysis and the Alliance's strategic plan, has recommended to reallocate resources to optimize patient access and/or care; or
- (c) the recommendation of the Medical Program Director or the Site Chief, as the case may be, contained in his or her report which reviews the applicant's performance for the previous year.

12.11 Application for Alteration in Privileges

- (a) Where a Physician wishes to change his or her Privileges, one (1) original letter of request, together with one (1) copy, shall be submitted to the President & Chief Executive Officer listing the changes that are requested, along with evidence of appropriate training, competence and insurance coverage.
- (b) The applicant shall forward to the President & Chief Executive Officer a copy of the application. Thereafter the procedure followed shall be the same procedure as set out in section 12.06 of this By-Law, with necessary changes to points of detail.
- (c) The Medical Advisory Committee is entitled to request any additional information or evidence that it deems necessary for consideration of the application for alteration in Privileges.

12.12 Suspension/Revocation of Privileges

Subject to the *Public Hospitals Act*, the Board, at any time, may suspend or revoke any appointment of a Medical Staff member in accordance with the requirements and procedures set out in Article 13.

ARTICLE 13. SUSPENSION AND REVOCATION OF PRIVILEGES

13.01 Mid-Term Action With Procedural Guidelines

- (a) Mid-term action may be initiated wherever the Professional Staff member is alleged to have engaged in, made or exhibited acts, statements, demeanour or professional conduct, either within or outside of the Alliance, and the same:
 - (i) exposes, or is reasonably likely to expose patients or employees or any other persons in the Hospital²⁶ to harm or injury;
 - (ii) is, or is reasonably likely to be, detrimental to patient safety or to the delivery of quality patient care within the Alliance;
 - (iii) is, or is reasonably likely to be, detrimental to Alliance operations and/or reputation;
 - (iv) include any health problem that significantly affects the Professional Staff member's ability to carry out his or her Professional Staff responsibilities; or
 - (v) is, or is reasonably likely to constitute, Disruptive Behaviour;
 - (vi) results in the imposition of sanctions by the applicable professional College; or
 - (vii) is contrary to the By-Laws, the Rules and Regulations, the Legislation, and/or the Professional Staff members letter of offer (or any subsequent amendment) contract for services
- (b) Where information is provided to any of the President & Chief Executive Officer, the Alliance Chief of Staff, the Site Chief, or the Medical Program Director that raises concerns about any of the matters in paragraph 13.01(a) above, he or she shall inform the other individuals listed in this paragraph.
- (c) If any of the President & Chief Executive Officer, the Alliance Chief of Staff, the Site Chief, or the Medical Program Director receives information that potentially has a negative effect on patient care or workplace morale about the conduct, performance or competence of a Professional Staff member, he or she shall inform the other individuals listed in this paragraph.
- (d) An interview shall be arranged with the Professional Staff member.

²⁶ The language in the By-Law has been revised to reflect the Board's oversight responsibilities in respect of Professional Staff behaviour and utilization of resources. We have also refined the process to take advantage of recent experiences.

- (e) The Professional Staff member shall be advised of the information about his or her conduct, performance or competence and shall be given a reasonable opportunity to present relevant information on his or her own behalf.
- (f) A written record shall be maintained reflecting the substance of the interview and copies shall be sent to the Professional Staff member, the President & Chief Executive Officer, the Alliance Chief of Staff, the Site Chief, and the Medical Program Director.
- (g) If the Professional Staff member fails or declines to participate in the interview after being given a reasonable opportunity, the appropriate action may be initiated.
- (h) The President & Chief Executive Officer, the Alliance Chief of Staff, the Site Chief, and the Medical Program Director shall determine collectively whether a further investigation is necessary. If so, the investigation may be assigned to an individual within the Alliance, the Medical Advisory Committee, a body within the Alliance other than the Medical Advisory Committee, or an external consultant.
- (i) Upon completion of the investigation, the individual or body who conducted the investigation shall forward a written report to the President & Chief Executive Officer, the Alliance Chief of Staff, the Site Chief, and the Medical Program Director. The Professional Staff member shall be provided with a copy of the written report.
- (j) The President & Chief Executive Officer, the Alliance Chief of Staff, the Site Chief, and the Medical Program Director shall review the report and determine whether any further action may be required, including, without limitation, whether the matter should be referred to the Medical Advisory Committee for consideration pursuant to section 13.02 or dealt with as an immediate mid-term action pursuant to section 14.01.

13.02 Request to Medical Advisory Committee for Recommendation for Mid-Term Action

- (a) Where it is determined under paragraph 13.01(j) that further action may be required and the matter relates to the dismissal, suspension or restriction of a member's hospital privileges, medical care, diagnosis and treatment and/or patient/workplace safety in the Hospital, the matter shall be referred to the Medical Advisory Committee who, if applicable, shall make a recommendation to the Board which may dismiss the matter for lack of merit or initiate further investigation, or determine to have a meeting of the Medical Advisory Committee.
- (b) All requests for a recommendation for mid-term action must be submitted to the Medical Advisory Committee in writing and supported by reference to the specific activities or conduct that constitute grounds for the request.

- (c) Where the matter is referred to the Medical Advisory Committee, a copy of any reports made pursuant to paragraph 13.01(i) shall be forwarded to the Medical Advisory Committee.
- (d) The Medical Advisory Committee may initiate further investigation itself, establish an ad hoc committee to conduct the investigation, refer the matter to an external consultant, dismiss the matter for lack of merit, or determine to have a meeting of the Medical Advisory Committee.
- (e) Where the Medical Advisory Committee establishes an ad hoc committee to conduct the investigation or refers the matter to an external consultant, that individual or body shall forward a written report of the investigation to the Medical Advisory Committee as soon as practicable after the completion of the investigation.
- (f) Upon completion of its own investigation or upon receipt of the report by the body that conducted the investigation, as the case may be, the Medical Advisory Committee may either dismiss the matter for lack of merit or determine to have a meeting of the Medical Advisory Committee.
- (g) Within twenty-one (21) days after receipt by the Medical Advisory Committee of the request for a recommendation for mid-term action, unless deferred, the Medical Advisory Committee shall determine whether a section 13.03 meeting of the Medical Advisory Committee is required to be held.
- (h) If additional time is needed for the investigative process, the Medical Advisory Committee may defer action on the request. The Medical Advisory Committee must act within thirty (30) days of the deferral.
- (i) If the Medical Advisory Committee determines that there is merit to proceed to a section 13.03 meeting of the Medical Advisory Committee, then the Professional Staff member is entitled to attend the meeting.
- (j) Where the Medical Advisory Committee considers the matter at a Medical Advisory Committee meeting, for the purposes of potentially making a recommendation to the Board, then the procedure set out at section 13.03 is to be followed.

13.03 Medical Advisory Committee Meeting

- (a) At least fourteen (14) days prior to the Medical Advisory Committee meeting, the Professional Staff member and the Medical Advisory Committee shall be given written notice of the Medical Advisory Committee meeting. The notice shall include:
 - (i) the date, time and place of the meeting;
 - (ii) the purpose of the meeting;

- (iii) a statement that the Professional Staff member will be provided with a statement of the matter to be considered by the Medical Advisory Committee together with any documentation or list of witnesses that will be considered by the Medical Advisory Committee as may be determined by the Alliance Chief of Staff or designate;
 - (iv) a statement that the Professional Staff member is entitled to attend the Medical Advisory Committee meeting and to participate fully, to answer all matters considered by the Medical Advisory Committee, and to present documents and witnesses;
 - (v) a statement that the parties are entitled to bring legal counsel to the meeting and consult with legal counsel, but that the Professional Staff member's legal counsel will not be entitled to participate in the meeting; and
 - (vi) a statement that, in the absence of the Professional Staff member, the meeting may proceed.
- (b) The Professional Staff member may request and the Medical Advisory Committee may, after considering the reason cited and acting in its absolute sole discretion, grant a postponement of the Medical Advisory Committee meeting. The request for postponement of the meeting must be made in writing at least five (5) days prior to the Medical Advisory Committee meeting and subject to Medical Advisory Committee scheduling and extraordinary circumstances may not be postponed by more than five (5) business days.
- (c) The Medical Advisory Committee shall keep minutes of the proceedings. The Medical Advisory Committee shall provide the member with a copy of the approved minutes. The approved minutes shall only record the Medical Advisory Committee's reasons and recommendations.
- (d) The Professional Staff member involved shall be given full opportunity to answer each ground as well as to present documents and witnesses if so desired, provided that the Professional Staff member provides the Medical Advisory Committee with:
- (i) a list of witnesses with a brief synopsis of the purpose for which they are being called; and
 - (ii) a copy of all additional documentation in the possession, power or control of the of the member that has not been produced by the Medical Advisory Committee that the member will be relying on at the special meeting,
- at least five (5) business days before the meeting.

- (e) Where the Medical Advisory Committee determines that the matter has no merit, this shall be noted in the minutes of the Medical Advisory Committee.
- (f) Where the Medical Advisory Committee determines that the matter has merit, the Medical Advisory Committee shall make a recommendation to the Board.
- (g) The Medical Advisory Committee shall provide to the Professional Staff member within fourteen (14) days from the date of the Medical Advisory Committee meeting written notice of:
 - (i) the Medical Advisory Committee's recommendation and the written reasons for the recommendation; and
 - (ii) the member's entitlement to a hearing before the Board if a written request is received by the Board and the Medical Advisory Committee within seven (7) days of the receipt by the Professional Staff member of the Medical Advisory Committee's written reasons.
- (h) The time period to provide the written notice required in paragraph 13.03(g) above may be extended if the Medical Advisory Committee, prior to the expiry of the fourteen (14) days, gives written notice to the Professional Staff member that the final recommendation cannot yet be made and provides the Professional Staff member with written reasons.
- (i) The Medical Advisory Committee shall provide to the Board within fourteen (14) days from the date of the Medical Advisory Committee meeting, or such later date where the time period is extended pursuant to paragraph 13.03(h) above, written notice of:
 - (i) the Medical Advisory Committee's recommendation and the written reasons for the recommendation; and
 - (ii) where an extension was made pursuant to paragraph 13.03(h) above, the written reasons for the extension.
- (j) Service of a notice to the Professional Staff member may be made personally or by registered mail addressed to the person to be served at his or her last known address and, where the notice is served by registered mail, it shall be deemed that the notice was served on the third day after the day of mailing unless the person to be served establishes that he or she did not, acting in good faith, through absence, accident, illness or other cause beyond his or her control receive it until a later date. In the alternative, when the member is represented by legal counsel, the notice may be served on legal counsel.
- (k) Participation of any member of the Medical Advisory Committee in an investigation regarding an applicant does not preclude such member from

chairing, participating or voting at a special meeting of the Medical Advisory Committee.

- (l) Where the Professional Staff member does not require a hearing by the Board, the Board may implement the recommendation of the Medical Advisory Committee. However, where the Medical Advisory Committee makes a recommendation with respect to the dismissal, suspension or restriction of a Professional Staff member's Hospital privileges and:
 - (i) the Professional Staff member has not made any written or oral submissions to the Board, and concerns are raised that the Board believes the Professional Staff member should have an opportunity to address, the Board may give the Professional Staff member notice that he or she is entitled to a Board hearing and shall follow the process set out in section 13.04 of this By-Law with the necessary changes to points of detail; or
 - (ii) information that has not been considered by the Medical Advisory Committee has come to the attention of the Board that the Board believes should be considered by the Medical Advisory Committee prior to the Board acting on the Medical Advisory Committee's recommendation, the Board may refer the new information back to the Medical Advisory Committee for consideration, with the Medical Advisory Committee to provide a reconsidered recommendation to the Board with respect to the dismissal, suspension or restriction of a Professional Staff member's Hospital privileges, as the case may be. The Professional Staff member shall be given notice of the request for a reconsidered recommendation as outlined in this section and entitled to a meeting and the process set out in section 13.03 of this By-Law.
- (m) Subject to the *Public Hospitals Act* and the By-Law, the Medical Advisory Committee has the power to determine its own procedures and practices and may for that purpose, designate the Alliance Chief of Staff or delegate to:
 - (i) make orders with respect to the procedures and practices that apply in any particular proceeding;
 - (ii) make such orders or give such directions in proceedings before the Medical Advisory Committee as he or she considers proper to prevent abuse of its processes; and
 - (iii) reasonably limit proceedings where he or she is satisfied the Medical Advisory Committee has received sufficient information to make a recommendation, including without limitation by way of placing reasonable limits on documentation, submissions, questions, and deliberations.

13.04 Board Hearing

- (a) In this section, "Professional Staff member" may include an applicant for initial appointment to the Professional Staff, where the context allows.
- (b) Where the Professional Staff member requires a hearing by the Board, the Board shall appoint a date, time and place for the hearing.
- (c) The Board hearing shall be held within thirty (30) days of the Board receiving the notice from the Professional Staff member requesting a hearing or at a later date on consent of the member and the Medical Advisory Committee.
- (d) The Board shall give written notice of the hearing to the Professional Staff member and to the Alliance Chief of Staff at least seven (7) days before the hearing date.
- (e) The notice of the Board hearing shall include:
 - (i) the, date, time and place of the hearing;
 - (ii) the purpose of the hearing;
 - (iii) a statement that the Professional Staff member and Medical Advisory Committee shall be afforded an opportunity to examine, prior to the hearing, any written or documentary evidence that will be provided or any report, the contents of which will be given in evidence at the hearing;
 - (iv) a statement that the Professional Staff member may proceed in person or be represented by counsel, and that in his or her absence the Board may proceed with the hearing and that the Professional Staff member will not be entitled to any further notice of the proceeding;
 - (v) a statement that subject to paragraph 13.03(d), the Professional Staff member may call witnesses and tender documents in evidence in support of his or her case; and
 - (vi) a copy of the Board approved procedural rules that will govern the hearing; and
 - (vii) a statement that the time for the hearing may be extended by the Board.
- (f) The parties to the Board hearing are the Professional Staff member, the Medical Advisory Committee and such other persons as the Board may specify.

- (g) The Professional Staff member requiring a hearing before the Board shall be afforded an opportunity to examine, prior to the hearing, any written or documentary evidence that will be produced, or any report the contents of which will be given in evidence at the hearing.
- (h) At least five (5) days before the Board hearing, the Professional Staff member shall provide the Board and the Medical Advisory Committee with the following:
 - (i) a list of witnesses and
 - (ii) a copy of all documentation in the possession, power or control of the Professional Staff member that is relevant to the matter(s) under consideration.

at least five (5) business days before the meeting.

- (i) Subject to paragraph (j) below, Directors holding the hearing shall not have taken part in any investigation or consideration of the subject matter of the hearing before the hearing and shall not communicate directly or indirectly in relation to the subject matter of the hearing with any person or with any party or his or her representative, except upon notice to and an opportunity for all parties to participate. In the event that the Board By-Law quorum requirements cannot be met, the parties may (a) waive the requirement for a quorum; or (b) proceed directly to the Health Professions Appeal and Review Board for consideration of the Medical Advisory Committee's recommendation.
- (j) A panel comprised of a subset of the Board or the Board Chair shall have the authority to make determinations regarding pre-hearing matters at the Board's discretion.
- (k) The findings of fact of the Board pursuant to a hearing shall be based exclusively on evidence admissible or matters that may be noticed under sections 15 and 16 of the *Statutory Powers Procedure Act* (Ontario).
- (l) The Board shall consider only the reasons of the Medical Advisory Committee that have been given to the Professional Staff member in support of its recommendation. Where, through error or inadvertence, certain reasons have been omitted in the statement delivered to the Professional Staff member, the Board may consider those reasons only if those reasons are given by the Medical Advisory Committee in writing to both the Professional Staff member and the Board, and the Professional Staff member is given a reasonable time to review the reasons and to prepare a case to meet those additional reasons.
- (m) No Director shall participate in a decision of the Board pursuant to a hearing unless he or she was present throughout the hearing and heard the evidence and argument of the parties and, except with the consent of the

parties, no decision of the Board shall be given unless all Directors present participate in the decision.

- (n) The Board shall make a decision to follow, not follow, or modify the recommendation of the Medical Advisory Committee.
- (o) A written copy of the decision of the Board and the written reasons for the decision shall be provided to the Professional Staff member and to the Medical Advisory Committee.
- (p) Service of the notice of the decision and the written reasons to the Professional Staff member may be made personally or by registered mail addressed to the Professional Staff member at his or her last known address and, where the notice is served by registered mail, it shall be deemed that the notice was served on the third day after the day of mailing unless the person to be served establishes that he or she did not, acting in good faith, through absence, accident, illness or other cause beyond his or her control, receive it until a later date.

13.05 Addressing Issues of Competence during Mid-Term Action

At any time during mid-term action, if it becomes apparent that the Professional Staff member's conduct, performance or competence is such that it exposes, or is reasonably likely to expose, patient(s) to harm or injury and immediate action must be taken to protect the patients, then the Alliance Chief of Staff, the Site Chief, or the Medical Program Director may determine to invoke the procedures set out in Article 14.

13.06 Notification of College

Notice of any suspension, revocation or restriction of privileges shall be given by the President & Chief Executive Officer to the Registrar of the College within which the member is registered.

13.07 Ceasing to Provide a Service

For greater certainty, the process, obligations and rights contained in this Article 13 shall not apply to a decision of the Board under section 44(2) of the *Public Hospitals Act*.

ARTICLE 14. IMMEDIATE MID-TERM ACTION IN AN EMERGENCY SITUATION

14.01 Immediate Steps

- (a) Where the behaviour, performance or competence of a Professional Staff member:

- (i) exposes, or is reasonably likely to expose patient(s) or employees or other persons to harm or injury, and immediate action must be taken to protect the patients, staff or other persons; or
- (ii) has previously been sanctioned by the Medical Advisory Committee or the Board and, in the circumstances is deemed to be a continuation of such previously sanctioned behaviour, performance or competence;

the Alliance Chief of Staff, or Site Chief, or his or her designate, may immediately and temporarily suspend the Professional Staff member's privileges, with immediate notice to the President of the Professional Staff Association, President & Chief Executive Officer or his or her designate, and pending an Medical Advisory Committee meeting and a hearing by the Board.

- (b) The Alliance Chief of Staff, the Site Chief, or the Medical Program Director, as the case may be, shall immediately notify the others, together with the Professional Staff member, the President & Chief Executive Officer, the Medical Advisory Committee, and the Board of his or her decision to suspend the Professional Staff member's Privileges.
- (c) The President & Chief Executive Officer's College reporting requirements set out in section 13.06 shall be applicable to the Alliance Chief of Staff or Program Medical Director's respective decision to immediately suspend the Professional Staff member's privileges.
- (d) Arrangements, as necessary, shall be made by the Alliance Chief of Staff, or Program Medical Director, for the assignment of a substitute physician to care for the patients of the suspended Professional Staff member.
- (e) Within five (5) days of the suspension, the individual who suspended the Professional Staff member shall provide the Professional Staff member and the Medical Advisory Committee with written reasons for the suspension and copies of any relevant documents or records.
- (f) Participation of any member of the Medical Advisory Committee in the suspension of the Professional Staff member's privileges does not preclude such member from chairing, participating or voting at the Medical Advisory Committee meeting.

14.02 Medical Advisory Committee Meeting

- (a) The Medical Advisory Committee shall set a date for a meeting of the Medical Advisory Committee to be held within fourteen (14) days from the date of the suspension to review the suspension and to make recommendations to the Board.

- (b) As soon as possible, and in any event, at least forty-eight (48) hours prior to the Medical Advisory Committee meeting, the Medical Advisory Committee shall provide the Professional Staff member with a written notice of:
 - (i) the date, time and place of the meeting;
 - (ii) the purpose of the meeting;
 - (iii) a statement that the Professional Staff member will be provided with a statement of the matter to be considered by the Medical Advisory Committee together with any relevant documentation or list of witnesses that will be considered by the Medical Advisory Committee as may be determined by the Alliance Chief of Staff or designate;
 - (iv) a statement that the Professional Staff member is entitled to attend the Medical Advisory Committee meeting and to participate fully, to answer all matters considered by the Medical Advisory Committee, and to present documents and witnesses;
 - (v) a statement that the parties are entitled to bring legal counsel to the meeting and consult with legal counsel, but that the Professional Staff member's legal counsel will not be entitled to participate in the meeting; and
 - (vi) a statement that, in the absence of the Professional Staff member, the meeting may proceed.
- (c) The Professional Staff member may request and the Medical Advisory Committee may, after considering the reason cited and acting in its absolute discretion, grant a postponement of the Medical Advisory Committee meeting. The request for postponement of the meeting must be made in writing at least twenty-four (24) hours prior to the Medical Advisory Committee meeting and subject to Medical Advisory Committee scheduling and extraordinary circumstances may not be postponed by more than five (5) business days.
- (d) The Medical Advisory Committee shall keep minutes of the proceedings. The Medical Advisory Committee shall provide the member with a copy of the approved minutes. The approved minutes shall record the Medical Advisory Committee's reasons and recommendations.
- (e) The Professional Staff member shall be given full opportunity to answer each ground as well as to present documents and witnesses if so desired, provided that the Professional Staff member provides the Medical Advisory Committee with:
 - (i) a list of witnesses with a brief synopsis of the purpose for which they are being called; and

- (ii) a copy of all documentation in the possession, power or control of the Professional Staff member that is relevant to the matter(s) under consideration,

at least forty-eight (48) hours before the meeting.

- (f) Where the Medical Advisory Committee determines that the matter has merit, the Medical Advisory Committee shall make a recommendation to the Board. Before deliberating on the recommendation to be made to the Board, the chair of the Medical Advisory Committee shall require the Professional Staff member involved, and any other persons present, other than legal counsel, who are not Medical Advisory Committee members, to retire.
- (g) The Medical Advisory Committee shall provide to the Professional Staff member within fourteen (14) days of the Medical Advisory Committee meeting written notice of:
 - (i) the Medical Advisory Committee's recommendation and the written reasons for the recommendation; and
 - (ii) the Professional Staff member's entitlement to a hearing before the Board.
- (h) The Medical Advisory Committee shall provide to the Board within fourteen (14) days of the Medical Advisory Committee meeting written notice of the Medical Advisory Committee's recommendation and the written reasons for the recommendation.
- (i) The time period to provide the written notice required in paragraph 14.02(g) may be extended if the Medical Advisory Committee, prior to the expiry of the fourteen (14) days, gives written notice to the member that the final recommendation cannot yet be made and provides the member with written reasons.
- (j) The Medical Advisory Committee shall provide to the Board within fourteen (14) days from the date of the Medical Advisory Committee meeting, or such later date where the time period is extended pursuant to paragraph 14.02(i), written notice of:
 - (i) the Medical Advisory Committee's recommendation and the written reasons for the recommendation; and
 - (ii) where an extension was made pursuant to paragraph 14.02(i), the written reasons for the extension.
- (k) Service of a notice to the member may be made personally or by registered mail addressed to the person to be served at his or her last known address and, where the notice is served by registered mail, it shall be deemed that the notice was served on the third (3rd) day after the day of mailing unless

the person to be served establishes that he or she did not, acting in good faith, through absence, accident, illness or other cause beyond his or her control receive it until a later date. In the alternative, when the member is represented by legal counsel, the notice may be served on legal counsel.

- (l) Subject to the *Public Hospitals Act* and the By-Law, the Medical Advisory Committee has the power to determine its own procedures and practices and may for that purpose, designate the Alliance Chief of Staff or delegate to:
 - (i) make orders with respect to the procedures and practices that apply in any particular proceeding;
 - (ii) make such orders or give such directions in proceedings before the Medical Advisory Committee as he or she considers proper to prevent abuse of its processes; and
 - (iii) reasonably limit proceedings where her or she is satisfied the Medical Advisory Committee has received sufficient information to make a recommendation, including without limitation by way of placing reasonable limits on documentation, submissions, questions, and deliberations.

14.03 Board Hearing

- (a) Where the member requires a hearing by the Board, the Board shall appoint date, time and place for the hearing.
- (b) The Board hearing shall be held within fourteen (14) days of the Board receiving the notice from the member requesting a hearing or at a later date on consent of the member and the Medical Advisory Committee.
- (c) The Board shall provide written notice of the Board hearing to the Professional Staff member and to the Alliance Chief of at the earliest possible opportunity and in any event, at least seven (7) days prior to the date of the hearing.
- (d) The notice of the Board hearing shall include the following matters:
 - (i) the date, time and place of the hearing;
 - (ii) the purpose of the hearing;
 - (iii) a statement that the Professional Staff member and the Medical Advisory Committee shall be afforded an opportunity to examine, prior to the hearing, any written or documentary evidence that will be produced or any report, the contents of which will be given in evidence at the hearing;

- (iv) a statement that the Professional Staff member may proceed in person or be represented by counsel, and that in his or her absence the Board may proceed with the hearing and that the Professional Staff member will not be entitled to any further notice of the proceeding;
 - (v) a statement that the Professional Staff member, subject to paragraph 14.03(f) below, may call witnesses and tender documents in evidence in support of his or her case;
 - (vi) a copy of the Board approved procedural rules that will govern the hearing; and
- (e) the time for the hearing may be extended by the Board.
- (f) The procedure outlined in paragraphs 13.04(f) through to (p) relating to the Board hearing process shall be followed.

14.04 Notification of College

Section 13.06 with necessary changes to point of detail applies to this ARTICLE 14.

14.05 Ceasing to Provide a Service

For greater certainty, the process, obligations and rights contained in this ARTICLE 14 shall not apply to a decision of the Board under section 44(2) of the *Public Hospitals Act*.

ARTICLE 15. PROFESSIONAL STAFF DUTIES

15.01 Duties, General

- (a) Each member of the Professional Staff is accountable to the Board and shall recognize the authority of the Board through the Alliance Chief of Staff, the Site Chief and the Medical Program Director.
- (b) Every member of the Professional Staff shall cooperate with:
 - (i) the Board;
 - (ii) the Alliance Chief of Staff and the Medical Advisory Committee;
 - (iii) the Site Chief;
 - (iv) the Medical Program Director, if any, to which the Professional Staff member has been assigned;

- (v) the other members of the Professional Staff;
 - (vi) the President & Chief Executive Officer; and
 - (vii) the Alliance staff within the Program(s) to which the Professional Staff member has been assigned.
- (c) Each member of the Professional Staff shall:
- (i) attend and treat patients within the limits of the Privileges granted by the Board, unless the Privileges are otherwise restricted;
 - (ii) notify the President & Chief Executive Officer of any change in the Certificate of Registration with his or her College;
 - (iii) give such instruction as is required for the education of other members of the Professional Staff and Alliance staff;
 - (iv) abide by this By-Law, the Rules and Regulations, and the Legislation;
 - (v) maintain involvement in continuing medical and interdisciplinary professional education;
 - (vi) participate in quality, patient safety and workplace management initiatives;
 - (vii) prepare and complete records of personal health information in accordance with the Rules and Regulations, the *Public Hospitals Act*, and accepted industry standards;
 - (viii) use best efforts to provide his or her Medical Program Director or Site Chief, as the case may be, with three (3) months' notice of his or her intention to resign or restrict his or her Privileges. The member may be exempt from the notice requirements if the Program Medical Director and the Alliance Chief of Staff believe, after considering the clinical human resources plan, that the notice is not required or if the Program Medical Director and the Alliance Chief of Staff believe that there are reasonable or compassionate grounds to grant the exemption.
 - (ix) serve as required on Alliance, Hospital and/or Professional Staff committees;

- (x) (A) file a prescribed report with the appropriate College regulated under the *Regulated Health Professions Act* (Ontario), with a copy to provide the President & Chief Executive Officer, if:²⁷
 - (1) the Professional Staff member has reasonable grounds, obtained in the course of practicing, to believe that another member of the same or different College has sexually abused a patient; or
 - (2) the Professional Staff member has been found guilty of an offence or if there has been a finding of professional negligence or malpractice against the Professional Staff member; and
- (B) file a report with the President & Chief Executive Officer of the Corporation if the Professional Staff member has reasonable grounds to believe that another member of the same or different College is incompetent or incapacitated;²⁸
- (xi) use best efforts to notify patients and/or their families or other appropriate persons about their options with respect to tissue and organ transplantation, in accordance with the Alliance's policy on organ and tissue donation and transplantation; and
- (xii) provide timely communication with all patients' referring physicians;
- (xiii) obtain consultations on patients, where appropriate;
- (xiv) when requested by a fellow Professional Staff member, provide timely consultations;
- (xv) immediately provide a recital and description to the Alliance Chief of Staff and/or Program Medical Director of:
 - (A) any action taken by a Committee of the College; and/or
 - (B) if his or her privileges have been restricted or cancelled, voluntarily or involuntary, by another hospital or healthcare facility; or
 - (C) any other material change to the information the Professional Staff member is required to provide the Hospital as part of the yearly credentialing process;

²⁷²⁷ HPPC, s 85.2(1): A person who operates a facility where one or more members practise shall file a report in accordance with section 85.3 if the person has reasonable grounds to believe that a member who practises at the facility is incompetent, incapacitated, or has sexually abused a patient.

²⁸²⁸ The requirement to assist the employer in meeting its reporting obligations under s 85.2 of the HPPC.

- (D) any changes during the credentialing year to the information provided by the Professional Staff member to the Corporation in his or her most recent application for appointment or reappointment;
- (xvi) file a prescribed report with the appropriate College regulated under the *Regulated Health Professions Act (Ontario)* if:
 - (A) the Professional Staff member has reasonable grounds, obtained in the course of practicing, to believe that another member of the same or different College has sexually abused a patient; or
 - (B) the Professional Staff member has been found guilty of an offence or if there has been a finding of professional negligence or malpractice against the Professional Staff member; and
- (xvii) file a report with the President & Chief Executive Officer or his or her designate if the Professional Staff member has reasonable grounds to believe that another member of the same or different College is incompetent or incapacitated;
- (xviii) provide at any time, when requested by the Medical Program Director, Alliance Chief of Staff or his or her designate, a direction to the College to share the results of any ongoing investigation or peer assessment or concluded investigation, where there was an adverse finding, with the Credentials and Physician Resources Committee through the Program Medical Director;
- (xix) participate in a collegial and co-operative manner with the annual performance evaluation process;
- (xx) comply with any specific:
 - (A) conditions attached to the exercise of the member's privileges; and
 - (B) applicable attendance requirements for program or Medical Staff meetings;
- (xxi) conduct himself/herself in a manner that is sensitive to the Corporation's reputation or standing in the community, including refraining from making prejudicial or adverse public statements with respect to the Corporation or its operations which have not first been addressed through the proper communication channels identified above and such official channels have not satisfactorily resolved the Physician's concerns;

- (xxii) report any critical incidents with respect to a patient under their care in accordance with the regulations under the *Public Hospitals Act*,²⁹
- (xxiii) take appropriate action to protect themselves, staff and patients from known or suspected transmittable infections and conditions. Such action shall include compliance with basic infection control strategies, for every patient encounter. Additional precautions may be necessary for patients with pathogens transmitted by contact, droplet or airborne routes. As determined by an occupational health physician and/or a Medical Officer of Health, alteration and/or restriction of Professional Staff member duties or, when necessary, exclusion of the Professional Staff member from work may also be required as defined by the Professional Staff member's susceptibility to, and potential for transmission of, a communicable disease;
- (xxiv) providing "on call" services in accordance with duty rosters prepared by the Program Medical Director or delegate; and
- (xxv) perform such other duties as may be prescribed from time to time by, or under the authority of the Board, the Medical Advisory Committee, the Alliance Chief of Staff, the Site Chief, or the Medical Program Director.

15.02 Transfer of Responsibility

- (a) A Professional Staff member who has assumed responsibility for a patient's care shall remain responsible for that patient until the patient's discharge from the Hospital or until the care of the patient is transferred to another Professional Staff member.
- (b) Subject to paragraph 15.02(c), the transfer of care from one Professional Staff member to another must be done as an order and clearly indicated on the order sheet of the patient's chart. The Professional Staff member must confirm in the chart that:
 - (i) he has directly spoken to the Professional Staff member to whom he or she is transferring the patient care (the "Accepting Professional Staff Member");
 - (ii) the Accepting Professional Staff Member has directly confirmed to the Professional Staff member that the Accepting Professional Staff Member has accepted the transfer; and
 - (iii) he has communicated the patient's vital information to the Accepting Professional Staff Member.

²⁹ PHA, *Hospital Management*, RRO 1990, Reg 965, s 2(4) (Reg 965).

- (c) Where a Program adopts a policy of transferring responsibility for all in-patients of the Program to another member of the Program at regular intervals, such policy shall be in writing and any such transfers shall be communicated in writing to all appropriate staff. Under such circumstances, a transfer order on the patient's chart is not required.
- (d) Pursuant to the *Public Hospitals Act*, where the Alliance Chief of Staff, the Site Chief, or the Medical Program Director has cause to take over the care of a patient, the President & Chief Executive Officer, the attending Physician and the patient (or the patient's substitute decision-maker) shall be notified as soon as possible.

15.03 Monitoring Aberrant Practices

Where any member of the Professional Staff or Alliance staff believes that a member of the Professional Staff is attempting to exceed his or her Privileges or is temporarily incapable of providing a service that he or she is about to undertake, this belief shall be communicated immediately to one of the following: the Alliance Chief of Staff, the Site Chief, the Medical Program Director, or the President & Chief Executive Officer, and the individual so notified shall notify the other individuals listed in this section of the concern.

15.04 Viewing Operations or Procedures

The following individuals have the authority to view any operation or procedure without the permission of the Professional Staff member performing said operation or procedure:

- (a) the Alliance Chief of Staff;
- (b) the Site Chief; or
- (c) the Medical Program Director.

ARTICLE 16. PROFESSIONAL STAFF CATEGORIES

16.01 Professional Staff Categories

- (a) The Professional Staff shall be divided into the following categories:
 - (i) active;
 - (ii) associate;
 - (iii) consulting;
 - (iv) courtesy;

- (v) locum tenens; and
 - (vi) temporary.
- (b) Any Privileges granted to an applicant or Professional Staff member who is seventy (70) years or older shall be subject to an enhanced peer review supervised by the Medical Advisory Committee according to the applicable Program's rules and regulations as approved by the Medical Advisory Committee, with the expressed objective of ensuring ongoing competency of all members of the Professional Staff. The Medical Program Director or the Site Chief, as the case may be, shall also conduct a review with the applicant or Professional Staff member and make a report thereon to the Medical Advisory Committee, including the following matters:
- (i) a review of the applicant's performance and health during the past year;
 - (ii) a discussion of the applicant's plans for any changes in type or level of service provided and reasons therefor;
 - (iii) a discussion of the applicant's retirement plans; and
 - (iv) a discussion of any other matter listed in section 12.05.

16.02 Active Professional Staff

- (a) The active Professional Staff shall consist of those Physicians, Dentists, Midwives, and Extended Class Nurses who have been appointed to the active Professional Staff by the Board.
- (b) Every Physician, Dentist, Midwife and Extended Class Nurse applying for appointment to the active Professional Staff shall be assigned to the associate Professional Staff for a probationary period unless specifically exempted by the Board.
- (c) All Physicians with active Privileges are responsible for assuring that medical care is provided to their patients in the Alliance.
- (d) All Dentists, Midwives and Extended Class Nurses with active Privileges are responsible for assuring that the appropriate dental, midwifery, or extended class nursing care, as the case may be, is provided to their patients in the Alliance.
- (e) Admitting Privileges shall be granted to members of the active Professional Staff as follows:
 - (i) Each Physician and Midwife with active Privileges shall have admitting Privileges unless otherwise specified in his or her appointment to the Professional Staff.

- (ii) Each Dentist in the active Professional Staff category who is an oral and maxillofacial surgeon may be granted admitting Privileges, unless otherwise specified in his or her appointment to the Professional Staff, and a Dentist in the active Professional Staff category may be granted admitting Privileges in association with a Physician who is a member of the Professional Staff with active Medical Staff Privileges, unless otherwise specified in his or her appointment to the Professional Staff.
- (f) The Physicians on the active Professional Staff who have paid their Medical Staff Association annual dues for the then current year shall be eligible to vote at Medical Staff Association meetings, to hold office on the Medical Staff Association, and to sit on any subcommittee of the Medical Advisory Committee.
- (g) The Dentists on the active Professional Staff who have paid their Medical Staff Association annual dues for the then current year shall be eligible to vote at Medical Staff Association meetings (but not hold office) and to sit on any subcommittee of the Medical Advisory Committee, save and except for the Medical Advisory Committee itself.
- (h) Each member of the active Professional Staff shall:
 - (i) participate in on-call duty roster, unless otherwise exempted by the Medical Program Director, Site Chief or Alliance Chief of Staff, in accordance with the on-call policy developed by the Medical Program Director or Site Chief, as the case may be, in consultation with the physicians affected;
 - (ii) undertake such duties in respect of those patients classed as emergency cases as may be specified by the Alliance Chief of Staff, the Site Chief, or the Medical Program Director to which the Professional Staff member has been assigned;
 - (iii) attend patients and undertake treatment and procedures only in accordance with the kind and degree of Privileges granted by the Board;
 - (iv) act as a supervisor of a member of the Professional Staff or Alliance staff, when requested by the Alliance Chief of Staff, Site Chief or Medical Program Director;
 - (v) make himself available for committee membership as set out in the Rules and Regulations; and
 - (vi) if a Physician or a Dentist, make reasonable efforts to meet the attendance requirements for meetings of the Medical Staff Association set out in Article 20; and

- (i) make reasonable efforts to attend at least seventy percent (70%) of the meetings of the Program to which the Professional Staff member has been assigned.

16.03 Associate Professional Staff

- (a) The associate Professional Staff shall consist of Physicians, Dentists, Midwives and Extended Class Nurses appointed to the Professional Staff for a probationary period.
- (b) Admitting Privileges shall be granted to members of the associate Professional Staff as follows:
 - (i) Each Physician with associate Professional Staff Privileges shall have admitting Privileges unless otherwise specified in his or her appointment to the Professional Staff.
 - (ii) Each Dentist with associate Professional Staff Privileges who is an oral and maxillofacial surgeon shall have admitting Privileges, unless otherwise specified in his or her appointment to the Professional Staff. A Dentist with associate Professional Staff Privileges may be granted admitting Privileges in association with a Physician who is a member of the Professional Staff with active Professional Staff privileges, unless otherwise specified in his or her appointment to the Professional Staff.
 - (iii) Each Midwife with associate Professional Staff Privileges shall have admitting Privileges, unless otherwise specified in her appointment to the Professional Staff.
- (c) After six (6) months, the appointment of a Professional Staff member of the associate Professional Staff will be reviewed by the supervisor. The review will include assessment of the Professional Staff member's clinical performance. A report developed from the review will be provided to and reviewed with the Professional Staff member and will be copied to the Credentials and Physician Resources Committee.
- (d) After one (1) year, the appointment of a Professional Staff member to the associate Professional Staff shall be reviewed by the Credentials and Physician Resources Committee (having received a written report about the associate Professional Staff member from the supervisor, who shall have conducted a fulsome 360° review), which Committee shall report to the Medical Advisory Committee.
- (e) The Medical Advisory Committee may recommend that the Professional Staff member be appointed to the active Professional Staff or may require the Professional Staff member to be subject to a further probationary period not longer than six (6) months.

- (f) The Medical Program Director or Site Chief, as the case may be, upon the request of an associate Professional Staff member or a supervisor, may assign the associate Professional Staff member to a different supervisor for a further probationary period.
- (g) At any time, an unfavourable report may cause the Medical Advisory Committee to consider making a recommendation to the Board that the appointment of the associate Professional Staff member be terminated.
- (h) No member of the Professional Staff shall be appointed to the associate Professional Staff for more than eighteen (18) consecutive months unless specifically exempted by the Board.
- (i) A member of the associate Medical Staff and Dental Staff shall be entitled to vote at Medical Staff Association meetings, but other members of the associate Professional Staff may not. A member of the associate Professional Staff may be appointed to a subcommittee of the Medical Advisory Committee, but is not eligible to hold office on the Medical Staff Association.
- (j) An associate Professional Staff member shall:
 - (i) participate in on-call duty roster, unless otherwise exempted by the Medical Program Director, Site Chief or Alliance Chief of Staff, in accordance with the on-call policy developed by the Medical Program Director or Site Chief, as the case may be, in consultation with the physicians affected;
 - (ii) attend patients, and undertake treatment and procedures under supervision in accordance with the kind and degree of Privileges granted by the Board on the recommendation of the Medical Advisory Committee;
 - (iii) undertake such duties in respect of those patients classed as emergency cases as may be specified by the Alliance Chief of Staff or Site Chief, or Medical Program Director to which the Professional Staff member has been assigned; and
 - (iv) if a Physician or a Dentist, make reasonable efforts meet the attendance requirements for meetings of the Medical Staff Association set out in Article 20; and
 - (v) make reasonable efforts to attend at least seventy percent (70%) of the meetings of the Program to which the Professional Staff member has been assigned.
- (k) The associate Professional Staff appointment is a discrete appointment which does not create entitlements which carry forward in the subsequent annual applications for reappointment to the Professional Staff.

16.04 Consulting Professional Staff

- (a) In this section:
 - (i) "certification" means the holding of a certificate in a medical or surgical specialty issued by any professional body, including the College of Physicians and Surgeons of Ontario (the "CPSO"), recognized by the Board after consultation with the Medical Advisory Committee;
 - (ii) "fellowship" means a fellowship in a professional medical college recognized by the Board after consultation with the Medical Advisory Committee.
- (b) The consulting Professional Staff shall consist of:
 - (i) specialists with a fellowship in their specialty;
 - (ii) specialists with certification in their specialty; or
 - (iii) medical practitioners who have been appointed by the Board to the consulting Professional Staff because each one has:
 - (A) a reputation among the members of the Professional Staff of the Alliance for performing work of high quality, and
 - (B) been recommended by the Medical Advisory Committee for the appointment.
- (c) A member of the consulting Professional Staff may give service in any case in which a consultation is required by the rules of the Alliance.
- (d) Members of the consulting Professional Staff shall not vote at Medical Staff Association meetings, are not eligible to hold office on the Medical Staff Association, and may not be appointed to a subcommittee of the Medical Advisory Committee.
- (e) The consulting Professional Staff appointment is a discrete appointment which does not create entitlements which carry forward in the subsequent annual applications for reappointment to the Professional Staff.

16.05 Courtesy Professional Staff

- (a) Subject to paragraph (c) below, the Board may grant a Physician, Dentist, Midwife or Extended Class Nurse an appointment to the courtesy Professional Staff in one or more of the following circumstances:
 - (i) the applicant has an active professional staff commitment at another hospital (outside the Alliance);

- (ii) the applicant lives at such a remote distance from the Alliance that it limits full participation in active Professional Staff duties, but the applicant wishes to maintain an affiliation with the Alliance;
 - (iii) the applicant has a primary commitment to, or contractual relationship with, another community or organization;
 - (iv) the applicant requests access to limited Alliance resources or out-patient programs or facilities; or
 - (v) where the Board deems it otherwise advisable.
- (b) Subject to paragraph (c) below, the Board may grant a Physician, Dentist, Midwife or Extended Class Nurse an appointment to the courtesy Professional Staff with appropriate Privileges as the Board deems advisable. Privileges to admit patients shall only be granted under special circumstances.
- (c) The Board shall ensure that the appointment of members to the courtesy Professional Staff does not result in inequitable access to the Alliance's resources or prejudice the Alliance's ability to recruit active Professional Staff members.
- (d) The circumstances leading to an appointment to the courtesy Professional Staff shall be specified by the applicant on each application for reappointment.
- (e) Each member of the courtesy Professional Staff may attend (but not vote at) Medical Staff Association and Program meetings but, unless the Board so requires, shall not be subject to the attendance requirements and penalties as provided by this By-Law or the Rules and Regulations.
- (f) Members of the courtesy Professional Staff are not eligible to hold office on the Medical Staff Association and shall not be eligible for appointment to a subcommittee of the Medical Advisory Committee.
- (g) The courtesy Professional Staff appointment is a discrete appointment which does not create entitlements which carry forward in the subsequent annual applications for reappointment to the Professional Staff.

16.06 Locum Tenens Professional Staff

- (a) The Medical Advisory Committee upon the request of a member of the Professional Staff may recommend the appointment of a locum tenens as a planned replacement for that Professional Staff member for a specified period of time.
- (b) A locum tenens shall (once approved by the Board):

- (i) if a Physician, Dentist or Midwife, have admitting Privileges unless otherwise specified;
 - (ii) work under the counsel and supervision of a member of the active Professional Staff who has been assigned this responsibility by the Medical Program Director or the Site Chief, as the case may be;
 - (iii) attend patients assigned to his or her care by the active Professional Staff member by whom he or she is supervised, and shall treat them within the Privileges granted by the Board; and
 - (iv) undertake such duties in respect of those patients classed as emergency cases as may be specified by the Alliance Chief of Staff, Site Chief or Medical Program Director.
- (c) The locum tenens Professional Staff appointment is a discrete appointment which does not create entitlements which carry forward in the subsequent annual applications for reappointment to the Professional Staff.

16.07 Temporary Medical Staff

- (a) A temporary appointment of a Physician, Dentist, Midwife or Extended Class Nurse to the Professional Staff may be made only for one of the following reasons:
- (i) to meet a specific singular requirement by providing a consultation and/or operative procedure; or
 - (ii) to meet an urgent unexpected need for a professional service.
- (b) Notwithstanding any other provision in this By-Law, the President & Chief Executive Officer, after consultation with the Alliance Chief of Staff, may:
- (i) grant a temporary appointment to a Physician, Dentist, Midwife or Extended Class Nurse who is not a member of the Professional Staff, provided that:
 - (A) such appointment shall not extend beyond the date of the next meeting of the Medical Advisory Committee, at which time the action taken shall be reported; and
 - (B) as soon as is practical, evidence is obtained that the applicant is in good standing with the appropriate College and has appropriate professional liability coverage or membership in the Canadian Protective Medical Association; and
 - (C) if applicable, a letter of recommendation is obtained from the applicant's Site Chief; and

- (ii) continue the appointment on the recommendation of the Medical Advisory Committee until the next meeting of the Board.
- (c) A temporary Professional Staff member shall not have admitting Privileges unless granted by the President & Chief Executive Officer in consultation with the Alliance Chief of Staff.
- (d) The temporary Professional Staff appointment is a discrete appointment which does not create entitlements which carry forward in the subsequent annual applications for reappointment to the Professional Staff.

ARTICLE 17. PROFESSIONAL STAFF LEADERSHIP

17.01 Alliance Chief of Staff

- (a) The Board shall appoint a member of the active Medical Staff to be the Alliance Chief of Staff after giving consideration to the recommendations of a selection committee established by the Board.
- (b) The Board at any time may revoke or suspend the appointment of the Alliance Chief of Staff.
- (c) The membership of the selection committee shall include:
 - (i) a Director, who shall be chair;
 - (ii) two (2) members of the Medical Advisory Committee, one (1) of whom shall be an officer of the Medical Staff Association;
 - (iii) the President & Chief Executive Officer;
 - (iv) the Chief Nursing Executive; and
 - (v) such other members as the Board deems advisable.
- (d) The selection committee shall invite applications from qualified persons.
- (e) Subject to annual confirmation by the Board, the appointment of the Alliance Chief of Staff is for a term of three (3) years, which is renewable. In any event, the Alliance Chief of Staff shall hold office until a successor is appointed.
- (f) The Board shall establish a process for evaluating the performance of the Alliance Chief of Staff on an annual basis.
- (g) In the event the incumbent Alliance Chief of Staff's appointment is renewed, the Board shall not be required to undertake a formal selection process.

17.02 Duties of the Alliance Chief of Staff

The Alliance Chief of Staff shall:

- (a) be accountable to the Board;
- (b) The Alliance Chief of Staff will be an ex officio non-voting member of the Board.
- (c) organize the Professional Staff to ensure that the quality of care given to all patients of the Alliance is in accordance with policies established by the Board,
- (d) chair the Medical Advisory Committee;
- (e) advise the Medical Advisory Committee and the Board with respect to the quality of diagnosis, care and treatment provided to the patients of the Alliance by the Professional Staff;
- (f) report regularly to the Board and Medical Staff Association about the activities, recommendations and actions of the Medical Advisory Committee and any other matters about which they should have knowledge;
- (g) assign, or delegate the assignment of, a member of the Professional Staff, as appropriate:
 - (i) to supervise the practice of another member of the Professional Staff, for any period of time, and
 - (ii) to make a written report to the Medical Program Director or the Site Chief, as the case may be;
- (h) assign, or delegate the assignment of, a member of the Professional Staff to discuss in detail with any other member of the Professional Staff, as appropriate, any matter which is of concern to the Alliance Chief of Staff and report the discussion to the Medical Program Director or the Site Chief, as the case may be;
- (i) supervise the professional care provided by all members of the Professional Staff in the Alliance;
- (j) be responsible to the Board through and with the President & Chief Executive Officer or his or her delegate for the appropriate utilization of resources and behaviours of all Professional Staff members;
- (k) report to the Medical Advisory Committee on activities of the Alliance, including the utilization of resources, quality assurance and performance of the Professional Staff member;

- (l) will investigate and act, as appropriate, on matters of patient care, patient and workplace safety, or conflicts with the Corporation's employees and Professional Staff. This duty includes implementing procedures to monitor and ensure Professional Staff compliance with the By-Law, Rules and Regulations;
- (m) participate in the development of the Alliance's mission, objectives and strategic plan;
- (n) participate in Alliance resource allocation decisions;
- (o) ensure there is a process for participation in continuing education for the Professional Staff;
- (p) advise the Professional Staff on current Alliance policies, objectives and the Rules and Regulations;
- (q) ensure a process for the regular review of the performance of the Site Chiefs and Medical Program Directors;
- (r) receive and review recommendations from the Medical Program Directors regarding changes in Privileges and ensure that same are forwarded to the Credentials and Physician Resources Committee;
- (s) receive and review the performance evaluations and the recommendations from Medical Program Directors concerning reappointments and ensure that the evaluations and recommendations are forwarded to the Credentials and Physician Resources Committee;
- (t) delegate appropriate responsibility to the Site Chiefs and the Medical Program Directors; and
- (u) in consultation with the President & Chief Executive Officer, designate an alternate to act during an absence.

17.03 Site Chiefs

- (a) Each Hospital shall have a Site Chief, being a Physician with active Professional Staff Privileges who has primary accountability to the Alliance Chief of Staff for quality of care at that Hospital. On a day-to-day basis, the Site Chief has all the powers of the Alliance Chief of Staff at the Hospital for which he or she is accountable, subject to the direction of the Alliance Chief of Staff.
- (b) At Clinton, Seaforth and St. Marys, the President of the Medical Staff Association shall serve as the Site Chief for that Hospital, subject to confirmation by the Board.
- (c) At Stratford, the Vice President of the Medical Staff Association shall serve as the Site Chief for that Hospital, subject to confirmation by the Board.

- (d) On an annual basis, the Alliance Chief of Staff will conduct a performance review of the Site Chiefs, taking into account the views of the Medical Program Directors, the Chief Nursing Executive, and the President & Chief Executive Officer.

ARTICLE 18. PROGRAMS AND DEPARTMENTS

18.01 Programs

- (a) The Board, after considering the advice of the Medical Advisory Committee, may divide the Professional Staff into Programs and/or Departments or establish or disband Programs or Departments.
- (b) Any Program shall function in accordance with these By-Laws and the Rules and Regulations.
- (c) Where a separate Program or Department is established, the Professional Staff members, Alliance staff, and patients related to such a Program or Department shall come under the jurisdiction of that Program or Department.

18.02 Membership

- (a) Each member of the Professional Staff will have a primary affiliation with the Program in which he or she does the majority of his or her work.
- (b) Each member of the Professional Staff may have one or more secondary affiliation(s) with each of the Programs where he or she performs patient services, where appropriate.

18.03 Appointment of Medical Program Director

- (a) The Board shall appoint a Physician with active Medical Staff Privileges as Medical Program Director, after giving consideration to the recommendations of the selection committee.
- (b) The Board may at any time revoke or suspend the appointment of a Medical Program Director.
- (c) The selection committee composition shall be established by the Board and shall include members of the Board, members of the Medical Advisory Committee, the President & Chief Executive Officer and members of the management team.
- (d) Subject to annual confirmation by the Board, the appointment of a Medical Program Director shall be for a term of three (3) years, but the Medical Program Director shall hold office until a successor is appointed.

- (e) The Board shall establish a process for evaluating the performance of the Medical Program Director on an annual basis.

18.04 Duties of Medical Program Director

The Medical Program Director shall:

- (a) through and with the Alliance Chief of Staff and Site Chief, supervise the professional care and behaviour of the Professional Staff in the Program;
- (b) participate in the orientation of new members of the Professional Staff appointed to the Program;
- (c) be responsible for the organization and implementation of a quality assurance and workplace safety program in the Program;
- (d) advise the Medical Advisory Committee through and with the Alliance Chief of Staff and Site Chief, with respect to the quality of diagnosis, care and treatment provided to the patients of the Program by the Professional Staff;
- (e) advise the Alliance Chief of Staff, the Site Chief, and the President & Chief Executive Officer of any patient who is not receiving appropriate treatment and care in the Program;
- (f) be responsible to the Alliance Chief of Staff and Site Chief, through and with the President & Chief Executive Officer, for:
 - (i) the appropriate utilization of the resources allocated to the Program; and
 - (ii) monitor and ensuring that the Professional Staff member comply with Hospital policies, including without limitation, patient and workplace safety policy.
- (g) report to the Medical Advisory Committee and to the Program members on activities of the Program, including utilization of resources and quality assurance;
- (h) make recommendations to the Medical Advisory Committee regarding medical human resource needs of the Program in accordance with the Alliance's strategic plan following consultation with the Professional Staff of the Program, the Alliance Chief of Staff, the Site Chief, and, where appropriate, the Department Chiefs;
- (i) participate in the development of the Program's mission, objectives and strategic plan;
- (j) participate in Program resource allocation decisions;

- (k) with respect to those candidates or Professional Staff members who have a primary affiliation with the Program, review or cause to be reviewed the applications for Privileges from applicants for initial appointment, as well as applications from existing Professional Staff members of the Program for the purpose of making recommendations for appointment, reappointment, and changes in the kind and degree of such Privileges, and provide such recommendations to the Alliance Chief of Staff;
- (l) review and make written recommendations regarding the performance evaluations of Professional Staff members of the Program annually concerning reappointments, and these recommendations shall be forwarded to the Alliance Chief of Staff;
- (m) be a member of the Medical Advisory Committee;
- (n) establish a process for continuing education related to the Program;
- (o) advise the Professional Staff members of the Program regarding current Alliance and Program policies, objectives, and rules;
- (p) hold regular meetings with the Professional Staff of the Program and, where appropriate, with the Department Chiefs within the Program;
- (q) notify the Alliance Chief of Staff, the Site Chief and the President & Chief Executive Officer of his or her absence, and designate an alternate from within the Program; and
- (r) monitor and address Professional Staff concerns, complaints and criticisms;
- (s) participate in the recruitment and orientation of new members of the Professional Staff appointed to the Program, and coach and develop Professional Staff members in the Program;
- (t) participate in and facilitate interprofessional health care;
- (u) in conjunction with the appropriate Alliance staff and Professional Staff, develop the Program operating plan, monitor the cost-effectiveness of Program components, modify priorities as may be required, and formulate long and short term objectives for the Program;
- (v) be responsible for the cost/benefit analysis of any proposal for existing, new, and expanded service and equipment;
- (w) participate on committees as requested;
- (x) work closely with the Alliance's program director; and
- (y) designate an alternate from within the Program and notify the Alliance Chief of Staff, the Site Chief, the President & Chief Executive Officer and the Department Chiefs of the delegate and of his or her absences.

18.05 Departments Within a Program

When warranted by the professional resources of the Program, the Board, after considering the advice of the Medical Advisory Committee and the Medical Program Director, may divide the Programs into clinical Department.

18.06 Department Chiefs

- (a) When Departments are established under a Program, the Board, after considering the advice of the Medical Advisory Committee and the Medical Program Director, shall appoint a Department Chief for each Department, who shall be accountable to the Medical Program Director for the responsibilities of the Department.
- (b) The Board may at any time revoke or suspend the appointment of a Department Chief.
- (c) Subject to annual confirmation by the Board, the appointment of a Department Chief shall be for a term of three (3) years, but the Department Chief shall hold office until a successor is appointed.
- (d) The Board shall establish a process for evaluating the performance of a Department Chief on an annual basis.

ARTICLE 19. MEDICAL ADVISORY COMMITTEE

19.01 Membership of the Alliance Medical Advisory Committee

- (a) The Medical Advisory Committee for the Alliance shall consist of:
 - (i) the Alliance Chief of Staff, who shall be Chair of the Medical Advisory Committee;
 - (ii) the Site Chiefs from each Hospital;
 - (iii) the President of the Medical Staff Association at Stratford;
 - (iv) the Secretary of the Medical Staff Association at Stratford;
 - (v) The Medical Advisory Subcommittees:
 - (vi) the Medical Program Directors;
 - (vii) the Senior Midwife;
 - (viii) the Physician Department Chiefs; and,
 - (ix) such other members of the Professional Staff as recommended by the MAC and approved by the Board;

- (x) a Patient Partner recommended by the Patient Partnership Council and approved by the Chief of Staff;
- (b) The following individuals may attend meetings of the Medical Advisory Committee on a non-voting basis:
 - (i) the President & Chief Executive Officer;
 - (ii) the Chief Nursing Executive;
 - (iii) the Vice President, Clinical Programs;
 - (iv) the Head of the Dental Department, if any;
 - (v) the Senior Extended Class Nurse, if any.
- (c) For greater certainty, the Patient Partner shall not be able to attend meetings relating to recommendations regarding the dismissal, suspension or restriction of Privileges of any member of the Professional Staff in accordance with these By-Laws.

19.02 Duties of the Medical Advisory Committee

The Medical Advisory Committee shall:

- (a) report in writing and make recommendations to the Board concerning:
 - (i) every application for appointment or reappointment to the Professional Staff;
 - (ii) the Privileges to be granted to each member of the Professional Staff;
 - (iii) By-Laws respecting the Professional Staff;
 - (iv) the dismissal, suspension or restriction of Privileges of any member of the Professional Staff in accordance with these By-Laws;
 - (v) the quality of care provided in the Alliance and within each Hospital by the Professional Staff; and
 - (vi) the Rules and Regulations;
- (b) despite clauses 19.02(a)(i), 19.02(a)(ii) and 19.02(a)(iv), the duties of the Medical Advisory Committee that related to the Extended Class Nursing Staff shall only be performed with respect to those members of the Extended Class Nursing Staff who are not employees of the Alliance and to whom the Board has granted Privileges;

- (c) supervise the practice, behaviour and utilization practices of the Professional Staff across the Alliance;
- (d) through the Chair of the Medical Advisory Committee, report to the Board and advise the Board on:
 - (i) professional quality assurance;
 - (ii) education;
 - (iii) the clinical role of the Alliance and each Hospital within the Alliance;
 - (iv) the clinical human resources needs of the Alliance; and
 - (v) the Professional Staff members compliance with the Legislation, By-Law and Policies of the Corporation;
- (e) participate in the development of the Alliance's overall objectives and planning and make recommendations concerning allocation and utilization of Alliance resources and the development of the quality improvement plans;
- (f) appoint the Medical Staff members of all Medical Advisory Committee subcommittees;
- (g) name the chair of each Medical Advisory Committee subcommittee and ensure that each subcommittee meets and functions as required and keeps minutes of its meetings;
- (h) receive, consider and act upon the reports of each of its appointed subcommittees;
- (i) abide by the process for: revocation, suspension and restriction of Privileges set out in these By-Laws;
- (j) maintain a process for medical quality assurance and planning and evaluation of medical education programs;
- (k) report and make recommendations to the Board concerning such matters as are from time to time prescribed by the *Public Hospitals Act*;
- (l) provide advice to the President & Chief Executive Officer regarding the organization and structure of Programs responsible for the delivery of clinical care and treatment and the necessary resources which are allocated;
- (m) provide advice to the Alliance Chief of Staff to ensure that interdisciplinary teams are providing a high quality of treatment to all patients under the care of the Professional Staff;

- (n) ensure that there are close working relationships and a smooth interdisciplinary functioning between Professional Staff and other Alliance staff providing clinical care to patients;
- (o) work closely with Alliance management responsible for the delivery and evaluation of Programs;
- (p) develop, maintain and recommend to the Board a clinical human resources plan that takes into account the services provided by all Professional Staff members;
- (q) facilitate the development and maintenance of Policies, Clinical Policies, ethical guidelines and procedures of the Professional Staff;
- (r) where the Medical Advisory Committee identifies systemic or recurring quality of care issues in making its recommendations to the board under clause 19.02(d), the Medical Advisory Committee shall make recommendations about those issues to the Hospital's Quality Committee;³⁰ and
- (s) advise the Board on any matters referred to it by the Board.

19.03 Meetings of the Medical Advisory Committee

- (a) The rules applicable to all Committees, set out in the Alliance's Administrative By-Laws, shall apply to the Medical Advisory Committee and its subcommittees.
- (b) Notwithstanding paragraph (a) above, quorum for any meeting of the Medical Advisory Committee shall be nine members entitled to vote, present in person.

19.04 Medical Advisory Committee Subcommittees

- (a) The Medical Advisory Committee shall be authorized to establish standing and Special Committees as the MAC may determine appropriate from time to time.
- (b) The composition and terms of reference of the Medical Advisory Committee subcommittees shall be contained in the Rules and Regulations or a policy approved by the Board.
- (c) Pursuant to the *Public Hospitals Act*, the Medical Advisory Committee shall appoint the Medical Staff members of all Medical Advisory Committee subcommittees provided for in this By-Law. Other members of the Medical

³⁰³⁰ Reg 965, s 7(7): Where the medical advisory committee identifies systemic or recurring quality of care issues in making its recommendations to the board under subclause (2) (a) (v), the medical advisory committee shall make recommendations about those issues to the hospital's quality committee established under subsection 3 (1) of the *Excellent Care for All Act*, 2010.

Advisory Committee subcommittees shall be appointed by the Board or in accordance with this By-Law.

- (d) The Medical Advisory Committee shall appoint the chair of each subcommittee, using best efforts to have Medical Staff members based at each Hospital serving as chair of one subcommittee. A subcommittee chair:
 - (i) shall chair the subcommittee meetings;
 - (ii) shall call meetings of the subcommittee;
 - (iii) at the request of the Medical Advisory Committee, shall be present to discuss all or part of any report of the subcommittee;
 - (iv) may request a meeting with the Medical Advisory Committee to discuss a matter arising from the subcommittee; and
 - (v) shall carry out such further duties as may be prescribed by the Medical Advisory Committee from time to time.
- (e) In addition to the specific duties of each subcommittee of the Medical Advisory Committee as set out in this By-Law, each subcommittee shall:
 - (i) meet monthly or as otherwise directed by the Medical Advisory Committee; and
 - (ii) present a written report including any recommendations of each meeting to the next meeting of the Medical Advisory Committee.
- (f) A majority of subcommittee members entitled to vote and present in person shall constitute a quorum.
- (g) The composition and terms of reference of other Medical Advisory Committee subcommittees shall be contained in the Rules and Regulations.

ARTICLE 20. MEDICAL STAFF ASSOCIATION

20.01 Purpose of the Medical Staff Association

The Medical Staff Association fulfills the following purposes:

- (a) to serve as a liaison between the Medical Staff, the Medical Advisory Committee, the President & Chief Executive Officer and the Board with respect to all matters not assigned to the Medical Advisory Committee;
- (b) to provide an organization whereby the members of the Professional Staff participate in the Alliance's planning, policy setting, and decision-making through their elected officers;

- (c) to report on issues raised by the Medical Staff to the Medical Advisory Committee and, at the request of the Board or at the request of the Medical Staff Association, to the Board with respect to such issues; and
- (d) to be an advocate on behalf of the Medical Staff and advocate a fair process in the treatment of individual members of the Medical Staff.

20.02 Meetings of the Medical Staff Association

- (a) Each Hospital shall have its own Medical Staff Association.
- (b) Pursuant to the provisions of the *Public Hospitals Act*, the Medical Staff Association of each Hospital shall hold at least four (4) meetings in each fiscal year. One of the meetings shall be identified as the annual meeting of the Medical Staff Association.

20.03 Notice of Annual Meeting

A written notice of each annual meeting of the Medical Staff Association shall be posted in the medical staff lounge of the Hospital by the Secretary of the Medical Staff Association at least fifteen (15) days before the meeting.

20.04 Notice of Regular Meetings

A written notice of each regular meeting of the Medical Staff Association shall be posted in the medical staff lounge of the Hospital by the Secretary of the Medical Staff Association at least five (5) days before the meeting.

20.05 Special Meetings

- (a) In case of emergency, the President of the Medical Staff Association may call a special meeting.
- (b) Special meetings shall also be called by the President of the Medical Staff Association on the written request of any two (2) voting members of the active Medical Staff.
- (c) Notice of such special meetings shall be as required for a regular meeting, except in cases of emergency, and shall state the nature of the business for which the special meeting is called.
- (d) The usual period of time required for giving notice of any special meeting shall be waived in cases of emergency, subject to ratification of this action by the majority of those members present and voting at the special meeting, as the first item of business at the meeting.

20.06 Quorum

- (a) Ten (10) of the members of the Medical Staff Association entitled to vote shall constitute a quorum at any annual, regular or special meeting of the

Medical Staff Association, unless a Medical Staff Association wishes to require a higher quorum.

- (b) In any case where a quorum of the Medical Staff Association has not arrived at the place named for the meeting within thirty (30) minutes after the time named for the start of the meeting, those members of the Medical Staff Association who have presented themselves shall be given credit for their attendance at the meeting for the purpose of satisfying the attendance requirement of this By-Law or the Rules and Regulations.

20.07 Voting Members

Each member of the active and associate Medical Staff and the active and associate Dental Staff who has paid his or her Medical Staff Association annual dues for the then current year shall be entitled to vote at a meeting of the Medical Staff Association.

20.08 Attendance at Medical Staff Association Meetings

Each member of the active and associate Medical Staff and Dental Staff shall attend at least fifty percent (50%) of the regular Medical Staff Association meetings.

20.09 Order of Business

The order of business at any meeting of the Medical Staff Association shall be as set out in the Rules and Regulations.

ARTICLE 21. MEDICAL STAFF ASSOCIATION OFFICERS

21.01 Eligibility For Office

Only members of the active Medical Staff may be elected or appointed as an officer of the Medical Staff Association.

21.02 Election Procedure

- (a) A Nominating Committee shall be appointed by the Medical Staff Association and shall consist of three (3) voting members of the Medical Staff Association.
- (b) At least thirty (30) days before the annual meeting of the Medical Staff Association, the Nominating Committee shall post in the medical staff lounge a list of the names of those who are nominated for the offices of the Medical Staff Association that are to be filled by election in accordance with this By-Law and the regulations under the *Public Hospitals Act*.

- (c) Any further nominations shall be made in writing to the Secretary of the Medical Staff Association within fourteen (14) days after the posting of the names in section 21.02(b). Such further nominations must be signed by two (2) voting members of the Medical Staff Association, and the nominee shall have signified in writing on the nomination acceptance of the nomination. Such nominations shall then be posted alongside the list referred to in section 21.02(b).
- (d) The election of Medical Staff Association officers may be by a show of hands or by secret ballot, as determined by the vote of those members of the Medical Staff Association present at the annual meeting and entitled to vote.

21.03 Duties of the President of the Medical Staff Association

- (a) The President of the Medical Staff Association shall:
 - (i) ³¹be a non-voting member of the Board and as a Director, fulfill his or her fiduciary duties to the Alliance by acting in the best interest of the Alliance;
 - (ii) be a member of the Medical Advisory Committee;
 - (iii) report to the Medical Advisory Committee and the Board on any issues raised by the members of the Medical Staff Association;
 - (iv) be accountable to the members of the Medical Staff Association and advocate fair process in the treatment of individual members of the Medical Staff Association;
 - (v) preside at all meetings of the Medical Staff Association;
 - (vi) call special meetings of the Medical Staff Association; and
 - (vii) be a member of such Committees as may be deemed appropriate by the Board.

³¹³¹ Reg 965, s 2(1)(1.1): In addition to the members of the board appointed or elected in accordance with the authority whereby the hospital is established, the following persons shall be members of the board:

- (a) the administrator of the hospital;
- (b) the president of the hospital's medical staff;
- (c) the chief of staff of the hospital or, where there is no chief of staff, the chair of the hospital's medical advisory committee; and
- (d) the chief nursing executive of the hospital.

- (b) At Clinton, Seaforth and St. Marys, the President of the Medical Staff Association shall also serve as the Site Chief, subject to confirmation by the Board.

21.04 Duties of the Vice President of the Medical Staff Association

- (a) The Vice President of the Medical Staff Association shall:
 - (i) be a member of the Medical Advisory Committee;
 - (ii) act in the place of the President of the Medical Staff Association, perform his or her duties and possess his or her powers (subject to section 1.02(a)), in the absence or disability of the President of the Medical Staff Association; and
 - (iii) perform such duties as the President of the Medical Staff Association may delegate.
- (b) At Clinton, Seaforth and St. Marys, the Vice President of the Medical Staff Association shall also serve as the Secretary of the Medical Staff Association. In this capacity, the Vice President of the Medical Staff Association may delegate the performance of his or her duties as Secretary to any other members of the Medical Staff Association, but the Vice President of the Medical Staff Association shall retain responsibility for ensuring the proper performance of such duties.

21.05 Duties of the Secretary of the Medical Staff Association

The Secretary of the Medical Staff Association shall:

- (a) be a member of the Medical Advisory Committee;
- (b) attend to the correspondence of the Medical Staff Association;
- (c) give notice of Medical Staff Association meetings by posting a written notice thereof in the medical staff lounge in accordance with this By-Law;
- (d) ensure that minutes are kept of all Medical Staff Association meetings;
- (e) ensure that a record of the attendance at each meeting of the Medical Staff Association is made;
- (f) receive the record of attendance for each meeting of each Program;
- (g) make the attendance records available to the Medical Advisory Committee;
- (h) perform the duties of the Treasurer for Medical Staff Association funds and be accountable therefore, when a Treasurer of the Medical Staff Association has not been elected; and

- (i) act in the place of the Vice President of the Medical Staff Association, performing his or her duties and possessing his or her powers in the absence or disability of the Vice President of the Medical Staff Association.

21.06 Duties of the Treasurer of the Medical Staff Association

- (a) The Medical Staff Association may elect annually a Treasurer who shall keep the funds of the Medical Staff Association in a safe manner and be accountable therefor.
- (b) The Treasurer will ensure that all annual dues have been paid by the members of the Medical Staff Association.
- (c) The Treasurer shall disburse Medical Staff Association funds at the direction of the Medical Staff Association as determined by a majority vote of the Medical Staff Association members present and entitled to vote at a Medical Staff Association meeting.

ARTICLE 22. DENTAL STAFF

22.01 Appointment to the Dental Staff

The Board, on the advice of the Medical Advisory Committee, may appoint annually one or more Dentists to the Dental Staff of the Alliance and shall delineate the Privileges for each Dentist, all in accordance with the requirements and procedures set out in Article 12, with the necessary changes to points of detail.

22.02 Dental Staff: Function within Programs

- (a) Each member of the Dental Staff shall function within the Program to which he or she is appointed.
- (b) The Board may create a Dental Department within a Program and appoint a Head of the Dental Department in accordance with section 18.06.

ARTICLE 23. MIDWIFERY STAFF

23.01 Appointment to the Midwifery Staff

The Board, on the advice of the Medical Advisory Committee, may appoint annually one or more Midwives to the Midwifery Staff of the Alliance and shall delineate the Privileges for each Midwife, all in accordance with the requirements and procedures set out in Article 12, with the necessary changes to points of detail.

23.02 Midwifery Staff: Function within Programs

Each member of the Midwifery Staff shall function within the Program to which she is appointed.

23.03 Senior Midwife

- (a) Where the Board has appointed more than one (1) Midwife to the Midwifery Staff, one of the members of the Midwifery Staff shall, subject to annual confirmation by the Board, be appointed by the Board annually for a term of three (3) years to be the Senior Midwife upon the recommendation of the Alliance Chief of Staff.
- (b) The Board may, at any time, revoke or suspend the appointment of the Senior Midwife.
- (c) The Senior Midwife shall supervise the professional care given by all members of the Midwifery Staff and shall be responsible to the Alliance Chief of Staff and each Site Chief for the quality of care rendered to patients by members of the Midwifery Staff.

23.04 Attendance by Midwifery Staff at Medical Staff Association or Program Meetings

- (a) A member of the Midwifery Staff may attend Medical Staff Association and Program meetings but shall not be eligible to vote.
- (b) A member of the Midwifery Staff shall not be required to attend Medical Staff Association or Program meetings except as required by paragraph (c) below.
- (c) When the case of a patient who has been examined by or has received treatment from a member of the Midwifery Staff is to be presented at a Medical Staff Association meeting or a Program meeting, the Midwife who examined or treated the patient shall be given forty-eight (48) hours notice by a Medical Staff Association officer and shall attend such meeting prepared to present and discuss the midwifery aspects of the case.
- (d) Failure of a member of the Midwifery Staff to appear and present the midwifery aspect of a case, for which she received notice under paragraph (c) above, may result in disciplinary action being taken against her.

ARTICLE 24. EXTENDED CLASS NURSING STAFF

24.01 Appointment to the Extended Class Nursing Staff

The Board, on the advice of the Medical Advisory Committee, may appoint annually one or more Extended Class Nurses to the Extended Class Nursing Staff

of the Alliance and shall delineate the Privileges for each Extended Class Nurse, all in accordance with the requirements and procedures set out in Article 12, with the necessary changes to points of detail.

24.02 Extended Class Nursing Staff: Function within Programs

Each member of the Extended Class Nursing Staff shall function within the Program to which she is appointed.

24.03 Senior Extended Class Nurse

- (a) Where the Board has appointed more than one (1) Extended Class Nurse to the Extended Class Nursing Staff, one of the members of the Extended Class Nursing Staff shall, subject to annual confirmation by the Board, be appointed by the Board annually for a term of three (3) years to be the Senior Extended Class Nurse upon the recommendation of the Alliance Chief of Staff.
- (b) The Board may, at any time, revoke or suspend the appointment of the Senior Extended Class Nurse.
- (c) The Senior Extended Class Nurse shall supervise the professional care given by all members of the Extended Class Nursing Staff and shall be responsible to the Alliance Chief of Staff and each Site Chief for the quality of care rendered to patients by members of the Extended Class Nursing Staff.

24.04 Attendance by Extended Class Nursing Staff at Medical Staff Association or Program Meetings

- (a) A member of the Extended Class Nursing Staff may attend Medical Staff Association and Program meetings but shall not be eligible to vote.
- (b) A member of the Extended Class Nursing Staff shall not be required to attend Medical Staff Association or Program meetings except as required by paragraph (c) below.
- (c) When the case of a patient who has been examined by or has received treatment from a member of the Extended Class Nursing Staff is to be presented at a Medical Staff Association meeting or a Program meeting, the Extended Class Nurse who examined or treated the patient shall be given forty-eight (48) hours notice by a Medical Staff Association officer and shall attend such meeting prepared to present and discuss the extended class nursing aspects of the case.
- (d) Failure of a member of the Extended Class Nursing Staff to appear and present the extended class nursing aspect of a case, for which she received notice under paragraph (c) above, may result in disciplinary action being taken against her.

ARTICLE 25. RULES AND REGULATIONS

25.01 Board Requirement

The Board shall require that appropriate Rules and Regulations are formulated as well as corresponding policies and procedures, as it deems necessary to supervise the patient care provided by the Professional Staff.

25.02 Board Authority

The Board shall consider the recommendations of the Medical Advisory Committee when establishing, modifying or revoking one or more Rules and Regulations.

25.03 Medical Advisory Committee

The Medical Advisory Committee shall be provided with an opportunity to make recommendations to the Board on the establishment of one or more Rules and Regulations to be applicable to a group or category of Professional Staff members, to a Program, or to all members of the Professional Staff.

25.04 Professional Staff

The Medical Advisory Committee shall ensure that, prior to making any recommendation to the Board with respect to any Rules and Regulations, the members of the Professional Staff or the appropriate Program have an opportunity to comment on the proposed recommendation.

ARTICLE 26. AMENDMENTS TO PROFESSIONAL STAFF BY-LAWS

26.01 Amendments to Professional Staff By-Laws

Amendments to the Professional Staff By-Laws shall be made in accordance with the process established in Article 10 of the Administrative By-Laws of the Alliance. However, prior to submitting the Professional Staff By-Laws to such process, the following procedures shall be followed:

- (a) a notice shall be sent to all members of the Professional Staff advising them of the proposed amendment(s) to the Professional Staff By-Laws at least thirty (30) days in advance of the matter being considered by the Board;
- (b) a copy of the proposed Professional Staff By-Laws or amendment(s) thereto shall be posted in the Professional Staff rooms and shall be made available on request fourteen (14) days in advance of the matter being considered by the Board;
- (c) the Professional Staff shall be afforded an opportunity to comment on the proposed Professional Staff By-Laws or amendment(s) thereto; and
- (d) the Medical Advisory Committee, following consideration of the Professional Staff members' comments, shall make recommendations to

the Board, concerning the proposed Professional Staff part of the By-Law or amendments thereto.