
CORPORATE BY-LAW

Ratified: March 28, 2024

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CORPORATE BY-LAW

A By-law relating generally to the conduct of the activities and affairs of the Corporation.

Be it enacted as a By-law of the Corporation as follows:

ARTICLE 1 DEFINITIONS AND INTERPRETATION

Section 1.1 Definitions

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

- (a) “**Act**” means the *Not-for-Profit Corporations Act*, 2010 (Ontario);
- (b) “**Articles**” means any instrument that incorporates the Corporation or modifies its incorporating instrument, including articles of incorporation, restated articles of incorporation, articles of amendment, articles of amalgamation, articles of arrangement, articles of continuance, articles of dissolution, articles of reorganization, articles of revival, letters patent, supplementary letters patent, or a special act;
- (c) “**Board**” means the board of directors of the Corporation;
- (d) “**Board Policy Manual**” means the written policies and procedures adopted by the Board concerning Board governance of the Corporation in accordance with Section 16.2, as amended from time to time;
- (e) “**By-law**” means this by-law of the Corporation;
- (f) “**Chair**” means the chair of the Board;
- (g) “**Chief Executive Officer**” means, in addition to ‘administrator’ as defined in the *Public Hospitals Act*, the president and chief executive officer of the Corporation;
- (h) “**Chief Nursing Executive**” means the senior nurse employed by the Corporation, who reports directly to the Chief Executive Officer and is responsible for nursing services provided in the Hospital;
- (i) “**Chief of Staff**” means the Medical Staff member appointed by the Board, in accordance with the Professional Staff By-law, to serve as Chief of Staff in accordance with the regulations under the *Public Hospitals Act*;
- (j) “**Corporation**” means Trillium Health Partners;
- (k) “**Dental Staff**” means those Dentists and Oral and Maxillofacial Surgeons appointed by the Board to attend or perform dental services or oral and maxillofacial surgery, as applicable, for patients in the Hospital;

- (l) “**Dentist**” means a dental practitioner in good standing with the Royal College of Dental Surgeons of Ontario;
- (m) “**Director**” means a member of the Board;
- (n) “**Elected Directors**” means the elected or appointed Directors of the Corporation who satisfy the criteria set out in Section 4.4 and who are elected by the Members in accordance with Section 4.8 and Section 4.9 or appointed in accordance with Section 4.11;
- (o) “*ex-officio*” means membership “by virtue of office”, and includes all rights, responsibilities, and power to vote unless otherwise specified;
- (p) “**Extended Class Nursing Staff**” means those Registered Nurses in the Extended Class who are:
 - (i) employed by the Corporation and who are authorized to diagnose, prescribe for or treat patients in the Hospital; and
 - (ii) not employed by the Corporation and to whom the Board has granted privileges to diagnose, prescribe for or treat patients in the Hospital;
- (q) “**Hospital**” means the public hospital or hospitals operated by the Corporation;
- (r) “**Medical Advisory Committee**” means the committee established by the Board pursuant to the Professional Staff By-law as required by the *Public Hospitals Act*;
- (s) “**Medical Staff**” means those Physicians who are appointed by the Board and who are granted privileges to practice medicine in the Hospital;
- (t) “**Members**” means members of the Corporation as described in Article 2;
- (u) “**Midwife**” means a midwife in good standing with the College of Midwives of Ontario;
- (v) “**Midwifery Staff**” means those Midwives who are appointed by the Board and granted privileges to practice midwifery in the Hospital;
- (w) “**Oral and Maxillofacial Surgeons**” means those dentists in good standing who hold a specialty certificate from the Royal College of Dental Surgeons of Ontario authorizing practice in oral and maxillofacial surgery;
- (x) “**Physician**” means a medical practitioner in good standing with the College of Physicians and Surgeons of Ontario;
- (y) “**Professional Staff**” means the Medical Staff, Dental Staff, Midwifery Staff and members of the Extended Class Nursing Staff who are not employees of the Corporation;

- (z) “**Professional Staff By-law**” means the by-law of the Corporation concerning the Professional Staff made in accordance with the *Public Hospitals Act*;
- (aa) “**Public Hospitals Act**” means the *Public Hospitals Act* (Ontario);
- (bb) “**Registered Nurse in the Extended Class**” means a member in good standing with the College of Nurses of Ontario who is a registered nurse and who holds an extended certificate of registration under the *Nursing Act, 1991*;
- (cc) “**Rules**” means the rules adopted by the Board in accordance with Section 16.2.
- (dd) “**Secretary**” means the secretary of the Board;
- (ee) “**Special Business**” means all business transacted at a special Members’ meeting and all business transacted at an annual Members’ meeting except for the following:
 - (i) consideration of the financial statements;
 - (ii) consideration of the audit report, if any;
 - (iii) election of directors; and
 - (iv) reappointment of the incumbent auditor;
- (ff) “**telephonic or electronic means**” means any means that uses the telephone or any other electronic or other technological means to transmit information or data, including telephone calls, voice mail, fax, e-mail, an automated touch-tone telephone system, computer, or computer networks;
- (gg) “**Trillium HealthWorks Committee**” means the special committee of the Board that is responsible for assisting the Board in overseeing the Trillium HealthWorks projects as more particularly described in the terms of reference applicable to such special committee; and
- (hh) “**Vice Chair**” means one or more vice chair(s) of the Board.

Section 1.2 Interpretation

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

ARTICLE 2
MEMBERSHIP IN THE CORPORATION

Section 2.1 Members

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

Section 2.2 Fees

No fees shall be payable by the Members.

Section 2.3 Transfer

Membership is not transferrable and terminates upon the Member ceasing to be a Director.

ARTICLE 3
MEMBERS' MEETINGS

Section 3.1 Location

Members' meetings shall be held at the registered office of the Corporation or at any place in Ontario as the Board may determine and on such day as the Board shall appoint subject to the requirements, if any, of the *Public Hospitals Act*.

Section 3.2 Annual Meetings

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

Section 3.3 Calling Meetings

- (a) The Board or the Chair shall have the power to call, at any time, a Members' meeting.
- (b) If the Board, or the Chair, or Members call a Members' meeting, the Board or Chair may determine that the meeting be held entirely by telephonic or electronic means or by any combination of in-person attendance and telephonic or electronic means that enables all persons entitled to attend the meeting to reasonably participate.

Section 3.4 Quorum

A majority of the Members shall constitute a quorum at any Members' meeting, provided that a majority of the Members present are Elected Directors. If a quorum is present at the opening of a Members' meeting, the Members present may proceed with the business of the meeting, even if a quorum is not present throughout the meeting.

Section 3.5 Notice

- (a) Notice of Members' meetings shall be given by one of the following methods:
 - (i) by sending it to each Member, Director, and to the auditor by one of the methods set out in Section 17.1 addressed to the person at their latest address as shown in the Corporation's records at least ten (10) days and not more than fifty (50) days before the meeting; or
 - (ii) in any other manner permitted by the *Public Hospitals Act*.
- (b) Not less than twenty-one (21) days, or a prescribed number of days, before each annual meeting or before the signing of a resolution in lieu of the annual meeting, the Corporation shall give a copy of the Board-approved financial statements, auditor's report, and any further information respecting the financial position of the Corporation and the results of its operations required by the Articles or this By-law to all Members who have informed the Corporation that they wish to receive a copy of those documents.
- (c) Notice of a Members' meeting at which Special Business is to be transacted must state the nature of that business in sufficient detail to permit a Member to form a reasoned judgment on the business and state the text of any resolution to be submitted to the meeting.

Section 3.6 Votes

- (a) Each voting Member in attendance at a meeting shall have the right to exercise one vote.
- (b) At all Members' meetings, every question shall be determined by a majority of votes cast, unless otherwise specifically provided by the Act or this By-law.
- (c) Votes at all Members' meetings shall be cast by those Members in attendance at the meeting and not by proxy.
- (d) Subject to the Articles, voting at a Members' meeting shall be by show of hands unless a Member demands a ballot. For clarity, in either case such vote may be conducted by telephonic or electronic means or by a combination of telephonic and electronic means and voting in person, if the Corporation makes these means available.
- (e) If there is a tie vote at a Members' meeting, the chair of the meeting shall not have a second vote to break the tie; instead, the motion shall be considered not to have passed.
- (f) A Member may demand a ballot either before or after any vote by show of hands. A Member may withdraw a demand for a ballot.

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

Section 3.7 Chair of the Meeting

The chair of a Members' meeting shall be:

- (a) the Chair; or
- (b) a Vice Chair, if the Chair is absent or is unable to act; or
- (c) a chair elected by the Members present if the Chair and Vice Chair(s) are absent or unable to act. The Secretary shall preside at the election of the chair of the meeting but if the Secretary is not present, the Directors, from those present, shall choose a Director to preside at the election.

Section 3.8 Adjourned Members' Meetings

- (a) If within one-half hour after the time appointed for a Members' meeting, the meeting has not commenced because a quorum is not present, the meeting shall stand adjourned until a day to be determined by the Board.
- (b) If a Members' meeting is adjourned by one or more adjournments for an aggregate of less than thirty (30) days, no notice of the meeting that continues the adjourned meeting is required if all of the following are announced at the time of the adjournment:
 - (i) the time of the continued meeting;
 - (ii) if applicable, the place of the continued meeting; and
 - (iii) if applicable, instructions for attending and participating in the continued meeting by the telephonic or electronic means that will be made available for the meeting, including, if applicable, instructions for voting by such means at the meeting.
- (c) If a Members' meeting is adjourned by one or more adjournments for an aggregate of more than thirty (30) days, notice of the meeting that continues the adjourned meeting shall be given in accordance with Section 3.5.

Section 3.9 Written Resolution in Lieu of Meeting

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

Section 3.10 Telephonic or Electronic Members' Meetings

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

ARTICLE 4 DIRECTORS

Section 4.1 Composition of Board

The Board shall consist of:

- (a) the following number of Elected Directors:
 - (i) fifteen (15) Elected Directors, from the 2023 annual Members' meeting until the 2024 annual Members' meeting;
 - (ii) fourteen (14) Elected Directors, from the 2024 annual Members' meeting, and while the Trillium HealthWorks Committee is active; and
 - (iii) twelve (12) Elected Directors from the annual Members' meeting following the date on which the Board confirms by resolution that all tasks of the Trillium HealthWorks Committee have been completed and that the Trillium HealthWorks Committee is dissolved.
- (b) the following five (5) ex-officio non-voting Directors:
 - (i) the Chief Executive Officer;
 - (ii) the Chief of Staff;
 - (iii) the president of the Professional Staff;
 - (iv) the vice president of the Professional Staff; and
 - (v) the Chief Nursing Executive.
- (c) the following two (2) *ex-officio* voting Directors:
 - (i) the chair of the board of directors of Trillium Health Partners Foundation or a designate; and
 - (ii) the Dean of Medicine of The Governing Council of the University of Toronto or a designate.

Section 4.2 Duties and Responsibilities

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

In doing so, the Board shall govern in accordance with the *Principles of Governance and Board Accountability* and shall assume responsibility for the matters described in the *Roles and Responsibilities of the Board of Directors* each as set out in the Board Policy Manual.

Section 4.3 Individual Director Duties and Responsibilities

As a fiduciary of the Corporation, every Director shall:

- (a) act ethically, honestly and in good faith and make decisions that are in the best interests of the Corporation, having regard to all relevant considerations;
- (b) assume responsibility for the matters described in the *Responsibilities as an Elected and Ex-officio Director* as set out in the Board Policy Manual; and
- (c) sign a *Director's Declaration*, as set out in the Board Policy Manual, confirming the Director's commitment to adhere to the roles, responsibilities and duties described in the Board Policy Manual.

Section 4.4 Qualifications of Directors

No individual shall be qualified for election or appointment as a Director if the individual:

- (a) is less than 18 years of age;
- (b) has been found under the *Substitute Decisions Act*, 1992 or under the *Mental Health Act* to be incapable of managing property;
- (c) has been found to be incapable by any court in Canada or elsewhere;
- (d) has the status of a bankrupt;
- (e) is an "ineligible individual" as defined in the *Income Tax Act* (Canada) or any regulations made under it;
- (f) is a current employee of the Corporation or Professional Staff member, except as otherwise provided under the *Public Hospitals Act* or this By-law, or except by resolution of the Board.

Section 4.5 Directors' Consent to Act

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

If an elected or appointed Director consents in writing after the 10-day period, the election or appointment is valid.

Section 4.6 Ceasing to Hold Office

- (a) A Director shall automatically cease to hold office if the Director:
 - (i) dies;
 - (ii) resigns office by delivering a written resignation to the Secretary, and the resignation shall be effective at the time it is received by the Secretary or at the time specified in the resignation, whichever is later; or
 - (iii) becomes disqualified by virtue of Section 4.4.
- (b) Where there is a vacancy in the Board, the remaining Directors may exercise all the powers of the Board so long as a quorum remains in office.

Section 4.7 Removal

In accordance with the Act and the *Resignation and/or Removal of a Director* policy as set out in the Board Policy Manual, the Members may remove any Elected Director before the expiry of the Director's term of office, and may elect any qualified individual as a Director to fill the vacancy for the remainder of the vacated term.

Section 4.8 Election and Term

Elected Directors shall be elected and shall retire in rotation as provided in this By-law. The Elected Directors shall be elected for a term of not more than three (3) years, provided that each such Director shall hold office until the earlier of the date on which their office is vacated pursuant to Section 4.6 or Section 4.7 or until the end of the meeting at which their successor is elected or appointed. Four Directors shall retire from office each year subject to re-election as permitted by Section 4.10. The Board, on the recommendation of the Governance and Human Resources Committee (as described in the Board Policy Manual), shall set the term of each elected Director in accordance with this By-law.

Section 4.9 Nomination Procedure for Election of Directors

Nominations made for the election of Directors at a Members' meeting may be made only by the Board in accordance with this By-law and the *Guidelines for the Selection of Directors and the Nomination Process for the Board of Directors* as set out in the Board Policy Manual. For greater certainty, no nominations shall be accepted by the Members that are not submitted and approved by the Board in accordance with the Board-approved process. The decision of the Board as to whether or not a candidate is qualified to stand for election shall be final.

Section 4.10 Maximum Terms

- (a) Each Elected Director shall be eligible for re-election, provided that such Director shall not be elected or appointed for a term that will result in the Director serving more than nine (9) consecutive years. In determining a Director's length of service as a Director, service prior to the coming into force of this By-law shall be included.
- (b) Despite the foregoing, a Director may, by Board resolution, have their maximum term as a Director extended for the sole purpose of that Director succeeding to the office of Chair or Vice Chair or serving as Chair or Vice Chair; and
- (c) Despite the foregoing, where a Director was appointed to fill an unexpired term of a Director, the partial term shall be excluded from the calculation of the maximum years of service.

Section 4.11 Filling Vacancies

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

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

Section 4.12 Directors' Remuneration

The Directors shall serve as such without remuneration for services provided in their capacity as a Director, although they may be paid reasonable expenses incurred by them in the performance of their duties in accordance with the *Reimbursement of Director Expenses* policy as set out in the Board Policy Manual. Unless otherwise prohibited by the Corporation, a Director may be compensated for services other than as a Director pursuant to the regulation made under the *Charities Accounting Act*, or with court approval or an order made under section 13 of the *Charities Accounting Act*. For greater certainty, individuals who are Directors by virtue of their position on the administrative or professional staff of the Corporation may be compensated for such duties.

ARTICLE 5 BOARD MEETINGS

Section 5.1 Board Meetings

- (a) Board meetings shall be conducted in accordance with the *Board Meetings* policy as set out in the Board Policy Manual. The Board shall meet at such times and in such places as may be determined by the Board, the Chair, a Vice-Chair or the Chief Executive Officer.

- (b) Special Board meetings may be called by the Chair, a Vice-Chair or by the Chief Executive Officer, and shall be called by the Secretary upon receipt of the written request of four (4) Directors and such meeting shall be held not later than seven (7) days after receiving the request.

Section 5.2 Regular Meetings

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

Section 5.3 Telephonic or Electronic Board and Board Committee Meetings

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

Section 5.4 Notices

- (a) Notice of a Board meeting need not specify the purpose of or the business to be transacted at the meeting, unless the meeting is intended to deal with any of the following matters, in which case the notice must specify that matter:
 - (i) to submit to the Members any question or matter requiring their approval;
 - (ii) to fill a vacancy among the Directors or in the position of auditor;
 - (iii) to appoint additional Directors;
 - (iv) to issue debt obligations, except as authorized by the Directors;
 - (v) to approve any annual financial statements; or
 - (vi) to adopt, amend, or repeal by-laws.
- (b) Notice of Board meetings shall be given to all Directors at least 48 hours' before the meeting. The Chair, a Vice-Chair or the Chief Executive Officer may call a meeting on less notice, by such means as are deemed appropriate, provided that notice is given to all Directors and the majority of the Directors consent to the holding of the meeting. In calculating the 48-hour notice period Saturdays, Sundays and statutory holidays shall be excluded.
- (c) Notice of an adjourned Board meeting is not required to be given if all of the following are announced at the time of an adjournment:

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

Section 5.5 Quorum

A majority of the Directors shall constitute a quorum, provided that a majority of the Directors present at the meeting are Elected Directors.

Section 5.6 First Board Meeting after Annual Meeting

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

Section 5.7 Persons Entitled to be Present

The *Board Meetings* policy, as set out in the Board Policy Manual, shall govern the attendance of the public at Board meetings.

Section 5.8 Voting

- (a) Each Elected Director and *ex-officio* voting Director at a Board meeting shall be entitled to one vote on each matter.
- (b) As required by the regulations under the *Public Hospitals Act*, the Directors referred to in Section 4.1(b) shall not be entitled to vote as Directors but shall otherwise be entitled to notice of, to attend, and to participate in, Board meetings and to receive the materials that are distributed to voting Directors.
- (c) A Director shall not be entitled to vote by proxy.
- (d) Every question arising at a Board meeting or Board committee meeting shall be determined by a majority of votes cast, unless otherwise specifically provided by statute or by this By-law.
- (e) If there is a tie vote at a Board meeting, the chair of the meeting shall not have a second vote to break the tie; instead, the motion shall be considered not to have passed.
- (f) The vote on any question shall be taken by secret ballot if so demanded by any Director in attendance and entitled to vote. The chair of the meeting shall count the ballots. Otherwise, a vote shall be by a show of hands. For clarity, in either case such vote may be conducted by telephonic or electronic means or by any

combination of voting in person and by telephonic or electronic means, if the Corporation makes these means available.

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

Section 5.9 Written Resolutions in Lieu of Meeting

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

Section 5.10 Consent and Dissent of Directors

- (a) A Director who is present at a Board or Board committee meeting is deemed to have consented to any resolution passed or action taken at the meeting, unless:
 - (i) the Director's dissent is entered in the meeting minutes;
 - (ii) the Director requests that their dissent be entered in the meeting minutes;
 - (iii) the Director gives their dissent to the secretary of the meeting before the meeting is terminated; or
 - (iv) the Director submits their written dissent to the Corporation immediately after the meeting is terminated.
- (b) A Director who votes for or consents to a resolution is not entitled to dissent under this section.
- (c) 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 (7) days after becoming aware of the resolution, the Director:
 - (i) causes their written dissent to be placed with the meeting minutes; or
 - (ii) submits their written dissent to the Corporation.

Section 5.11 Adjournment of the Meeting

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

ARTICLE 6
CONFLICT OF INTEREST DISCLOSURE

Section 6.1 Disclosure of Conflict

- (a) A Director or officer who:
- (i) is a party to a material contract or transaction or proposed material contract or transaction with the Corporation; or
 - (ii) is a director or officer of, or has a material interest in, any person who is a party to a material contract or transaction or proposed material contract or transaction with the Corporation

shall disclose to the Corporation or request to have entered in the minutes of Board meetings the nature and extent of their interest.

- (b) The disclosure required by Section 6.1(a) must be made, in the case of a Director:
- (i) at the meeting at which a proposed contract or transaction is first considered;
 - (ii) if the Director was not then interested in a proposed contract or transaction, at the first meeting after the Director becomes so interested;
 - (iii) if the Director becomes interested after a contract is made or transaction is entered into, at the first meeting after the Director becomes so interested; or
 - (iv) if an individual who is interested in a contract or transaction later becomes a Director, at the first meeting after the individual becomes a Director.
- (c) The disclosure required by Section 6.1(a) must be made, in the case of an officer who is not a Director:
- (i) forthwith after the officer becomes aware that the contract or transaction or proposed contract or transaction is to be considered or has been considered at a Board meeting;
 - (ii) if the officer becomes interested after a contract is made or transaction is entered into, forthwith after the officer becomes so interested; or
 - (iii) if an individual who is interested in a contract or transaction later becomes an officer, forthwith after the individual becomes an officer.
- (d) If the contract or transaction or proposed contract or transaction in respect of which a disclosure is required to be made for the purposes of Section 6.1(a) is one that, in the ordinary course of the Corporation's business, would not require approval of the Board or Members, then the Director or officer shall disclose to the Corporation,

or request to have entered in the minutes of Board meetings, the nature and extent of their interest forthwith after the Director or officer becomes aware of the contract or transaction or proposed contract or transaction.

- (e) Except as permitted by the Act, a Director referred to in Section 6.1(a) shall not attend any part of a Board meeting during which the contract or transaction is discussed, and shall not vote on any resolution to approve the contract or transaction.
- (f) If no quorum exists for the purposes of voting on a resolution to approve a contract or transaction only because one or more Director(s) are not permitted to be present at the meeting by virtue of section (e), the remaining Directors are deemed to constitute a quorum for the purpose of voting on the resolution.
- (g) For the purposes of Section 6.1, a general notice to the Board by a Director or officer disclosing that the individual is a director or officer of, or has a material interest in, a person, or that there has been a material change in the Director's or officer's interest in the person, and is to be regarded as interested in any contract or transaction entered into with that person, is sufficient disclosure of interest in relation to any such contract or transaction.
- (h) A contract or transaction for which disclosure is required under section 6.1(a) is not void or voidable, and the Director or officer is not accountable to the Corporation or the Members for any profit or gain realized from the contract or transaction, because of the Director's or officer's interest in the contract or transaction or because the Director was present or was counted to determine whether a quorum existed at the Board or Board committee meeting that considered the contract or transaction, if:
 - (i) disclosure of the interest was made in accordance with this section;
 - (ii) the Board approved the contract or transaction; and
 - (iii) the contract or transaction was reasonable and fair to the Corporation when it was approved.
- (i) The provisions of Article 6 are in addition to the *Conflict of Interest* policy as set out in the Board Policy Manual.

ARTICLE 7 PROTECTION AND INDEMNIFICATION OF DIRECTORS, OFFICERS, AND OTHERS

Section 7.1 Indemnities to Directors and Others

- (a) The Corporation shall indemnify a Director or officer of the Corporation, a former Director or officer 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 other entity.

- (b) The Corporation may advance money to an individual referred to in Section 7.1(a) for the costs, charges, and expenses of an action or proceeding referred to in that section, but the individual shall repay the money if the individual does not fulfil the conditions set out in Section 7.1(c).
- (c) The Corporation shall not indemnify an individual under Section 7.1(a) unless:
 - (i) the individual acted honestly and in good faith with a view to the best interests of the Corporation or other entity, as the case may be; and
 - (ii) if the matter is a criminal or administrative proceeding that is enforced by a monetary penalty, the individual had reasonable grounds for believing that their conduct was lawful.
- (d) The indemnity provided for in Section 7.1(a) shall not apply to any liability that a Director or officer, or former Director or officer, of the Corporation, or individual, may sustain or incur as the result of any act or omission as a Professional Staff member.

ARTICLE 8 COMMITTEES

Section 8.1 Committees

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

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

Subject to applicable law, the Board may dissolve any committee by resolution at any time.

Section 8.2 Functions, Duties, Responsibilities, and Powers of Board Committees

The functions, duties, responsibilities and powers of the Board committees shall be provided in the Board resolution by which a Board committee is established, or in the *Board Standing Committee Principles* as set out in the Board Policy Manual and, in the case of the Medical Advisory Committee, in the Professional Staff By-law or in the Rules made under the Professional Staff By-law.

Section 8.3 Board Committee Members, Chair

- (a) Upon the recommendation of the Governance and Human Resources Committee and in accordance with the *Board Standing Committee Principles*, the *Nominations Process for Board Officers*, the *Nominations Process for the Chair, Directors and Non-Director Members of Board Standing and Special Committees* and the *Position Description for a Board Committee Chair*, as set out in the Board Policy Manual, the Board shall appoint the chair, the vice-chair and the members of each Board committee.
- (b) Each chair and vice-chair of a Board committee shall be a Director. Subject to the will of the Board and subject to Section 8.2, the chair and vice-chair of each Board committee shall hold office for a one-year term and shall be eligible for re-appointment.
- (c) Other than the Priorities and Planning Committee and the Governance and Human Resources Committee (as described in this By-law or in the *Board Standing Committee Principles* set out in the Board Policy Manual), the Board committees may include members who are not Directors. The members shall hold their office at the will of the Board. Unless otherwise provided, the Chair and Chief Executive Officer shall be *ex-officio* members of all Board committees.
- (d) Notwithstanding the foregoing, the Chair, Vice-Chair, if any, and members of the Medical Advisory Committee shall be appointed in accordance with the Professional Staff By-law.

Section 8.4 Procedures at Committee Meetings

Subject to Section 8.6 and unless established by Board resolution from time to time, the procedures at and quorum for Board committee meetings shall be as set out in the *Board Standing Committee Principles* as set out in the Board Policy Manual.

Section 8.5 Standing Committee Meetings

Standing committee meetings shall be conducted in accordance with the *Board Standing Committee Principles* as set out in the Board Policy Manual. A special meeting of a standing committee may be called, at any time, by the Chair, a Vice-Chair, or by the Chief Executive Officer.

Section 8.6 Delegation to a Committee

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

- (a) to submit to the Members any question or matter requiring the Members' approval;
- (b) to fill a vacancy among the Directors or in the position of auditor;

- (c) to appoint additional Directors;
- (d) to issue debt obligations, except as authorized by the Board;
- (e) to approve any annual financial statements; or
- (f) to adopt, amend, or repeal by-laws.

ARTICLE 9 OFFICERS

Section 9.1 Officers

The officers of the Corporation shall include:

- (a) Chair;
- (b) one or more Vice-Chairs;
- (c) Treasurer; and
- (d) Secretary;

and may include such other officers as the Board may by resolution determine.

Section 9.2 Appointment

Upon the recommendation of the Governance and Human Resources Committee and in accordance with the *Nominations Process for Board Officers* and *Nominations Process for the Chair, Directors and Non-Director Members of Board Standing and Special Committees*, as set out in the Board Policy Manual, the Board shall appoint these officers from among the Directors at its first meeting following the annual Members' meeting at which the Directors are elected or at such other times when a vacancy shall occur. A person may hold more than one office. The *ex-officio* Directors are not eligible for appointment as Chair or a Vice-Chair.

Section 9.3 Terms of Office

Unless otherwise provided in this By-law, from the date of appointment or until their successors are appointed in their stead:

- (a) the Chair shall hold office for a two-year term that is renewable for one additional one-year term, subject to Board approval;
- (b) a Vice-Chair shall hold office for a one-year term that is renewable for two additional one-year terms, subject to Board approval;
- (c) the Treasurer shall hold office for a one-year term that is renewable for two additional one-year terms unless otherwise extended by the Board; and

- (d) the Chief Executive Officer shall hold office as Secretary and shall not be subject to a maximum term of office.

Officers shall be subject to removal by Board resolution at any time.

ARTICLE 10 DUTIES OF OFFICERS

Section 10.1 Duties of Officers

The officers shall have the powers and duties described in the *Position Description* for the officer as set out in the Board Policy Manual and such other duties as may be required by statute or as may from time to time be determined by the Board. An officer may delegate the performance of any of their duties to another, unless the Board otherwise directs. Any of the powers and duties of an officer to whom an assistant has been appointed may be exercised and performed by the assistant unless the Board otherwise directs.

ARTICLE 11 ORGANIZATION AND FINANCIAL

Section 11.1 Seal

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

Section 11.2 Execution of Documents

Deeds, transfers, assignments, contracts, agreements, mortgages, conveyances, obligations, certificates or any other instruments or documents requiring the signature of the Corporation, shall be signed in accordance with the *Delegation of Signing Authority* as set out in the Board Policy Manual, and all instruments or documents so signed shall be binding upon the Corporation without any further authorization or formality.

In addition, the Board may from time to time by resolution direct the manner in which and the person or persons by whom any particular instrument or class of instruments or document may or shall be signed. Any signing officer may affix the seal of the Corporation to any instrument or document and may certify a copy of any instrument, resolution, by-law or other document of the Corporation to be a true copy.

Section 11.3 Banking Arrangements

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

Section 11.4 Financial Year

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

Section 11.5 Appointment of Auditor

- (a) The Members shall, at each annual meeting, appoint an auditor to audit the accounts of the Corporation and to report to the Members at the next annual meeting.
- (b) The auditor shall be duly licensed under the *Public Accounting Act, 2004* (Ontario) and shall be independent of the Corporation and its Directors and officers.
- (c) The auditor shall hold office until the close of the next annual meeting, provided that the Board shall immediately fill any casual vacancy in the office of auditor for the unexpired term.
- (d) The Board shall fix the remuneration of the auditor.

Section 11.6 Borrowing Power

Subject to the Articles, and without limiting the borrowing powers of the Corporation as set forth in the Act, the Board may from time to time, on behalf of the Corporation, without authorization of the Members:

- (a) borrow money on the credit of the Corporation;
- (b) issue, reissue, sell, or pledge debt obligations of the Corporation;
- (c) give a guarantee on behalf of the Corporation to secure performance of an obligation of any person; and
- (d) mortgage, pledge, or otherwise create a security interest in all or any property of the Corporation, owned or subsequently acquired, to secure any obligation of the Corporation.

Section 11.7 Investments

Subject to the Corporation's Articles and any *Investment Policy* as set out in the Board Policy Manual, the Board is authorized to make or receive any investments that the Board in its discretion considers advisable.

**ARTICLE 12
BOOKS AND RECORDS**

Section 12.1 Books and Records

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

**ARTICLE 13
CONFIDENTIALITY**

Section 13.1 Confidentiality

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

- (a) brought before the Board;
- (b) brought before any committee;
- (c) dealt with in the course of the employee's employment or agent's activities; or
- (d) dealt with in the course of the Professional Staff member's activities in connection with the Corporation.

Section 13.2 Board Spokesperson

The Chair is responsible for Board communications and may delegate authority to one or more Directors, officers or employees of the Corporation to make statements to the news media or public about matters that the Chair determines appropriate for disclosure.

**ARTICLE 14
PROFESSIONAL STAFF**

Section 14.1 Professional Staff

There shall be a Professional Staff of the Hospital whose appointment and functions shall be as set out in the Corporation's Professional Staff By-law and Professional Staff Policy and Procedure.

**ARTICLE 15
MATTERS REQUIRED BY THE *PUBLIC HOSPITALS ACT* AND OTHER
APPLICABLE LEGISLATION**

Section 15.1 Committees and Programs Required by Legislation

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

Section 15.2 Fiscal Advisory Committee

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

Section 15.3 Chief Nursing Executive

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

Section 15.4 Nurses and other Staff and Professionals on Committees

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

Section 15.5 Retention of Written Statements

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

Section 15.6 Occupational Health and Safety Program

- (a) Pursuant to the regulations under the *Public Hospitals Act*, there shall be an occupational health and safety program for the Corporation, which shall include procedures for:
 - (i) a safe and healthy work environment;
 - (ii) the safe use of substances, equipment, and medical devices;
 - (iii) safe and healthy work practices;
 - (iv) the prevention of accidents to individuals on the premises; and
 - (v) the elimination of undue risks and the minimizing of hazards inherent in the Corporation environment.
- (b) The Chief Executive Officer shall designate an individual to be in charge of occupational health and safety in the Corporation. The designate shall be responsible to the Chief Executive Officer for the implementation of the occupational health and safety program.
- (c) The Chief Executive Officer shall report to the Board as necessary on matters in respect of the occupational health and safety program.

Section 15.7 Health Surveillance Program

- (a) Pursuant to the regulations under the *Public Hospitals Act*, there shall be a health surveillance program for the Corporation, which shall:
 - (i) be in respect of all individuals carrying on activities in the Corporation; and
 - (ii) include a communicable disease surveillance program.
- (b) The Chief Executive Officer shall designate an individual to be in charge of health surveillance in the Corporation. The designate shall be responsible to the Chief Executive Officer for the implementation of the health surveillance program.
- (c) The Chief Executive Officer shall report to the Board as necessary on matters in respect of the health surveillance program.

Section 15.8 Organ Donation

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

- (a) procedures to identify potential donors; and
- (b) procedures to make potential donors and their families aware of the options of organ and tissue donations.

The Board shall ensure that these procedures are implemented in the Corporation.

ARTICLE 16 RULES AND PROCEDURES

Section 16.1 Rules of Order

Any questions of procedure at or for any meetings of Members, of the Board or of any Board committee, which have not been provided for in this By-law, the Act or *Public Hospitals Act*, shall be determined in accordance with the rules of procedure described in the Board Meetings policy as set out in the Board Policy Manual.

Section 16.2 Rules and Policies

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

ARTICLE 17 NOTICES

Section 17.1 Notice

- (a) Whenever under the provisions of this By-law notice is required to be given, unless otherwise provided, the notice may be given in writing and delivered or sent by prepaid mail or personal delivery, or by electronic means, if there is a record that the notice has been sent, addressed to the Director, officer, Board committee member, Member, or auditor, at the address, as the case may be, as the same is shown in the records of the Corporation.
- (b) Notice of Board or Members' meetings need not specify a place of the meeting if the meeting is to be held entirely by one or more telephonic or electronic means. If a person may attend a Board or Members' meeting by telephonic or electronic means, the notice of the meeting must include instructions for attending and participating in the meeting by the telephonic or electronic means that will be made available for the meeting, including, if applicable, instructions for voting by such means at the meeting.
- (c) Any notice sent by the following means shall conclusively be deemed to be received as provided below:
 - (i) if by electronic means, on the next business day after transmission;
 - (ii) if delivered, at the time of delivery; and
 - (iii) if by prepaid mail, subject to Section 17.1, on the third business day following its mailing.
- (d) Notwithstanding the foregoing provisions with respect to mailing, if it may reasonably be anticipated that, due to any strike, lock out, or similar event involving an interruption in postal service, any notice will not be received by the addressee by no later than the third business day following its mailing, then the mailing of the notice shall not be an effective means of sending it but rather any notice must then be sent by an alternative method which it may reasonably be anticipated will cause the notice to be received reasonably expeditiously by the addressee.

Section 17.2 Computation of Time

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

Section 17.3 Omissions and Errors

The accidental omission to give any notice to any Member, Director, officer, Board committee member, or the auditor of the Corporation, or the non-receipt of any notice by any Member,

Director, officer, committee member or the auditor of the Corporation, or any error in any notice not affecting the substance of it, shall not invalidate any action taken at any meeting held pursuant to the notice or otherwise founded on it.

Section 17.4 Waiver of Notice

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

ARTICLE 18 BY-LAWS

Section 18.1 By-laws and Amendments

- (a) The Board may make, amend, or repeal any by-law that regulates the activities or affairs of the Corporation, except in respect of a by-law:
 - (i) to add, change, or remove a provision respecting the transfer of a membership;
 - (ii) to change the manner of giving notice to Members; or
 - (iii) to change the method of voting by Members not in attendance at a Members' meeting,which may only be amended with the consent of the Members.
- (b) The Board shall submit the by-law, amendment, or repeal to the Members at the next Members' meeting, and the Members may confirm, reject, or amend the by-law, amendment, or repeal by ordinary resolution.
- (c) Subject to Section 18.1(f), the by-law, amendment, or repeal is effective from the date of the Board resolution, or from such future time as may be specified in the resolution.
- (d) If the by-law, amendment, or repeal is confirmed or confirmed as amended by the Members, it remains effective in the form in which it was confirmed.
- (e) The by-law, amendment, or repeal ceases to have effect if the Board does not submit it to the Members as required under Section 18.1(b) or if the Members reject it.

- (f) If a by-law, amendment, or repeal ceases to have effect, a subsequent Board resolution that has substantially the same purpose or effect is not effective until it is confirmed or confirmed as amended by the Members.
- (g) In any case of rejection, amendment, or refusal to approve the by-law or part of the by-law in effect in accordance with this section, no act done or right acquired under any by-law is prejudicially affected by any rejection, amendment, or refusal to approve.

Section 18.2 Amendments to Professional Staff By-law

Before submitting all or any part of the Professional Staff By-law to the process established in Section 18.1, the procedures set out in the Professional Staff By-law shall be followed.

ARTICLE 19 Effective Date

Section 19.1 Effective Date

This By-law is effective upon the issuance of a Certificate of Amendment and Articles of Amendment of the Corporation by the Government of Ontario under the *Act*.

[certification page follows]

CERTIFIED to be the Corporate By-Law of the Corporation, as enacted by the Board and confirmed by the Members the 28th day of March, 2024.



Title: _____
President and Chief Executive
Officer



Title: _____
Chair