

AGENDA

Meeting:	Annual Meeting – Huron Health System, Corporations of SHH & AMGH		
Date:	June 27, 2024	Time:	7:00pm
Location:	White Squirrel, 72538 Bluewater Hwy #21, Zurich, ON N0M 2T0 MS Teams		
Chair:	Glen McNeil	Recorder:	Alana Ross
SHHA Members:	Allan Ball, Dr. Daters, Brian Heagle, Heather Hern, Lynn Higgs, Steve Ireland, Aileen Knip, Christie MacGregor, Glen McNeil, Dr. Natuik, Tara Oke, Pat O'Rourke, Dr. Patel, Susan Reis, Dr. Ryan, Jane Sager, Bruce Shaw, Laura Stire, Jimmy Trieu		
Guests:	Susan deRyk (OHW), Shane Dejong (Director, Finance), Sherry Marshall (AMGH Foundation), Karen Scott (AMGH Auxiliary), Paul Seebach, Rob Tait (SHH Foundation), Matt Trovato (VP, Corporate Services / COO)		
	Agenda Item	Presenter	Attachments
1	Call to Order / Welcome <ul style="list-style-type: none"> Notifications: <ul style="list-style-type: none"> Video/Audio recordings and transcriptions of the open session meeting are retained for the purpose of creating accurate minutes and will be expunged on final approval of the minutes by the Board 		
1.1	Welcome	McNeil	
1.2	Confirmation of Notice to Members & Quorum	Trieu	
1.3	Land Acknowledgement	McNeil	
1.4	Greetings from OHA	TBD	<ul style="list-style-type: none"> 2024-06-27-OHA Presentation- Leadership & Change in Ontario's Health Care System
1.5	Greetings from OHW	Susan deRyk	
2	Previous Annual Meeting Minutes		
2.1	Previous Minutes <ul style="list-style-type: none"> Approval of the AMGH Annual Meeting Minutes of June 29, 2023 Approval of the SHHA Annual Meeting Minutes of June 29, 2023 	McNeil	<ul style="list-style-type: none"> 2023-06-29-Members of the AMGH Corporation Annual Meeting Minutes 2023-06-29-Members of the SHHA Corporation Annual Meeting Minutes
	**DRAFT MOTION: To approve the AMGH & SHHA Annual Meeting Minutes of June 29, 2023, as circulated.		
2.2	Business from Previous Minutes	McNeil	
2.3	<u>Presentation of Amended and Restated By-Law #2024-1</u> <ul style="list-style-type: none"> The Amended and Revised By-Laws may be reviewed upon request at the Administrative offices or available on the SHH & AMGH web sites <u>AMGH & SHH Articles of Amendment</u> <ul style="list-style-type: none"> Fixing the minimum/maximum number of Common Board Directors 	McNeil	<ul style="list-style-type: none"> AMGH Members Special Resolutions AMGH Articles of Amendment AMGH By-Law 2024-1- Draft SHH Members Special Resolutions SHH Articles of Amendment SHH By-Law 2024-1- Draft SHH Professional 2024.1 By-Law - Draft
	**MOTION: BE IT RESOLVED THAT: THE MEMBERS OF THE ALEXANDRA MARINE AND GENERAL HOSPITAL CORPORATION APPROVE BY SPECIAL RESOLUTION THE ARTICLES OF AMENDMENT, BY-LAW 2024-1 AND FIX THE BOARD SIZE AT FIFTEEN (15) AS ATTACHED AND PRESENTED.		
	**MOTION: BE IT RESOLVED THAT: THE MEMBERS OF THE SOUTH HURON HOSPITAL CORPORATION APPROVE BY SPECIAL RESOLUTION THE ARTICLES OF AMENDMENT, CORPORATE BY-LAW 2024-1, PROFESSIONAL BY-LAW 2024-1 AND FIX THE BOARD SIZE AT FIFTEEN (15) AS ATTACHED AND PRESENTED.		

<p>The changes are technical in nature and summarized as follows:</p> <ol style="list-style-type: none"> 1. Corporation Name Change from South Huron Hospital Association (SHHA) to South Huron Hospital (SHH) 2. Naming of Governance Committees: <ol style="list-style-type: none"> a. Executive and Resources Committee changed to Resources Committee b. Audit and Finance Committee changed to Audit Committee 3. Minimum / Maximum Board of Directors Range implemented to enable the Board, by Special Resolution, to “fix” the number from time to time without having to amend the By-Laws. <ol style="list-style-type: none"> a. The range is: <ol style="list-style-type: none"> i. fifteen (15) to eighteen (18) Directors (total of ex-officio and elected Directors) ii. nine (9) to twelve (12) Elected Directors b. The range is “fixed” at fifteen (15) 4. Administrative changes to reduce duplication in the SHH Corporate By-Laws and SHH Professional By-Laws were made. 			
3 Reports			
3.1	Report of the Chair of the Board	McNeil	<ul style="list-style-type: none"> • HHS SHH & AMGH Annual Report
3.2	Report of President/CEO <ul style="list-style-type: none"> • Presentation of the Community Report • MOU AMGH, AMGHF & SHHF 	Trieu	
3.3	Report of SHH Chief of Staff	Ryan	
3.4	Report of AMGH Chief of Staff	Natuik	
3.5	Report of SHH President of Medical Staff	Patel	
3.6	Report of AMGH President of Medical Staff	Daters	
3.7	Report of CNE	Higgs	
3.8	Report of SHH Hospital Auxiliary	Stire	
3.9	Report of AMGH Hospital Auxiliary	Scott	
3.10	Report of SHH Hospital Foundation	Tait	
3.11	Report of AMGH Hospital Foundation	Marshall	
3.12	Acceptance of Reports	Shaw	
<p>**DRAFT MOTION: To accept the Reports to the Members of the SHH and AMGH Corporations Annual Meeting of June 27, 2024, as presented.</p>			
4 Auditor’s Financial Report			
4.1	Review and Acceptance of the Auditor’s Report-Seebach & Company	Seebach	<ul style="list-style-type: none"> • 2024-03-31-SHH Audited Financial Statements • 2024-Management Letter (SHH) • 2024-03-31-AMGH Audited Financial Statements • 2024-Management Letter (AMGH)
4.2	Report of the Board on Audited Financial Statements	Ireland	<p>**DRAFT MOTION: To accept the Auditor’s Report and Audited Financial Statements to March 31st, 2024 for SHH & AMGH, as recommended by the HHS Common Board on June 13, 2024, and to recommend signing of the final documents by two Board representatives.</p>
4.3	Appointment of Seebach & Company as Auditor for F2425	Ireland	

	**DRAFT MOTION: To approve the appointment of Seebach & Company as Auditor for SHH & AMGH for 2024/2025.		
5	New Business		
5.1	<u>Governance & Nominating Committee:</u> <ul style="list-style-type: none"> Nomination & Election of Directors 	McNeil	**declaration of conflict of interest required regarding election of director terms
a)	<u>Election / Re-Election of Directors:</u> <ul style="list-style-type: none"> Brian Heagle (2nd term) Heather Hern (2nd term) Steve Ireland (2nd term) Tara Oke (2nd term) 	McNeil	
	*Draft Motion: To elect Brian Heagle for his 2nd three-year Term on the HHS Common Board of Directors. *Draft Motion: To elect Heather Hern for her 2nd three-year Term on the HHS Common Board of Directors. *Draft Motion: To elect Steve Ireland for his 2nd three-year Term on the HHS Common Board of Directors. *Draft Motion: To elect Tara Oke for her 2nd three-year Term on the HHS Common Board of Directors.		
b)	<u>Recognition of Retiring Directors:</u> <ul style="list-style-type: none"> Allan Ball Aileen Knip Bruce Shaw Laura Stire 	McNeil / Trieu	
c)	<u>Recognition of AMGH & SHH Past Chairs:</u> <ul style="list-style-type: none"> Allan Ball Bruce Shaw Aileen Knip 	McNeil / Trieu	
d)	<u>Recognition of AMGH Auxiliary</u>	Trieu	
6	Adjournment		
6.1	<u>Motion to adjourn the meeting</u> <ul style="list-style-type: none"> The HHS Common Board of Directors will hold the first meeting of the year immediately following the Annual Meeting 	McNeil	
	**DRAFT MOTION: To adjourn the Annual Meeting of the Corporations of SHH & AMGH of June 27, 2024 at XX:XXpm.		

Leadership and Change in Ontario's Health Care System

Kirk LeMessurier
Sundeep Sodhi

June 27, 2024



Agenda

1. To understand the future, we need to understand the past.
2. Where are we now and what are we facing?
3. What can we do about it?



To understand the future,
we need to understand the past.

Post-pandemic reflections

- Thanks to Team Ontario, province did a better job than many jurisdictions.
- Health system received historic levels of investment and attention, and it was a powerful learning experience.
- But even after a crisis of more than two years, we are sinking back to the status quo.
- It begs the question, **why is Ontario's health care system so difficult to change?**



Some answers in changing political reality

- Canada's health care model was built using mid-20th century ideas.
 - Recovering from WWII, ambitious building stage, trust in politicians and public service was high.
- Alasdair Roberts argues that the survival of political systems hinges on **adaptability**.
- An adaptable country is forward thinking and good at inventing, legitimizing and executing strategies.

“While resilience is about preserving the essential functions of a system in periods of stress, adaptability involves restructuring the system so it can perform new functions.”

Professor Alasdair Roberts

Institute for Research on Public Policy

June 2023

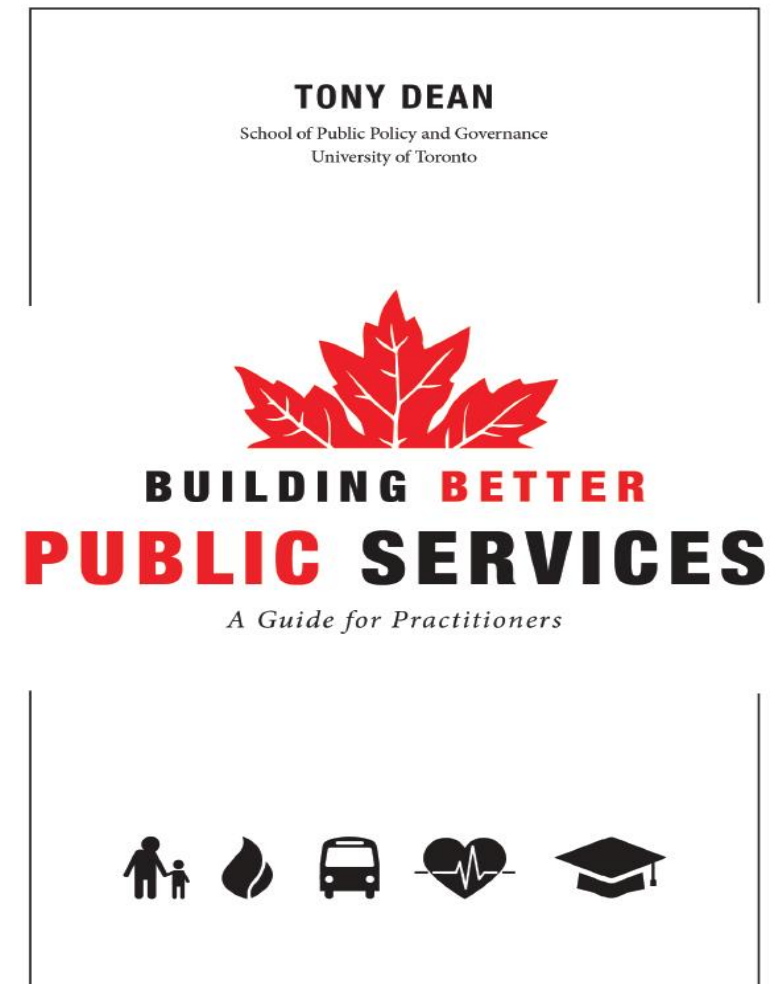
“Canada is falling short”

- Roberts identifies **threats to adaptability** within the Canadian system:
 - Overloaded politicians fixated on the next election
 - Governments no longer launch large-scale, forward-thinking projects
 - Regular discussion of national priorities by our leaders has deteriorated
 - Technological changes have undermined journalism and civil discussion of public affairs
 - Rise of the political service: public service is less agile after the decades-long build-up of controls and watchdogs



Lessons from the inside...

- In 2014, former Secretary of Cabinet Tony Dean spoke to OHA Board on **challenges and pressures facing the public sector**, including:
 - Siloed architecture and program layers
 - Budget deficits and economic uncertainty
 - The 24/7 news cycle
 - Political leaders want more results, faster
 - Choice between tax increases, big cuts, or transformation



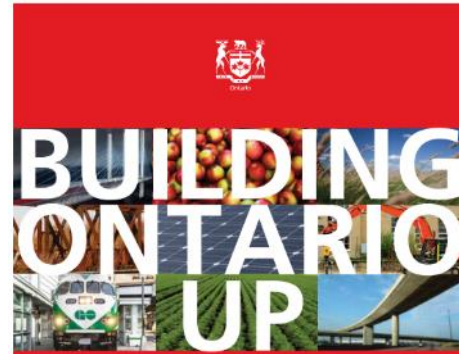
Statist model struggling to improve

- Hospital and physician services fully insured.
 - Services such as home care, long-term care treated as if they are universally insured when they are not.
- **Statist** approach has not integrated a mix of private and public services into a model of care that facilitates high performance.
 - Avoidance of long-term health services capacity building – bias toward hyper focus on **efficiency**.



Example: Ontario government declines to accept Ontario's Long-Term Care COVID-19 Commission recommendation that LTC homes be run on a not-for-profit basis, citing reticence to expropriate private capital.

Best of intentions...



Ontario's health care landscape is evolving. Changing population needs, health system funding reform, and technology are just some of the factors driving this change. To better align key initiatives, maximize investments and ensure that Ontarians have a health care system that is both high quality and sustainable, the government is moving forward to establish a comprehensive capacity planning framework. A sustainable health care system equipped to meet the needs of future generations requires long-term planning to provide appropriate services and establish a complementary infrastructure footprint that reflects the changes occurring across the province. As a way of supporting capacity planning across the health care system, the government is committed to supporting communities with the necessary resources to plan and design health infrastructure. This will be done in a way that reflects the needs of local communities, and will bolster the work of Local Health Integration Networks (LHINs) to plan and integrate programs and services, while also aligning with the government's Patients First: Action Plan for Health Care.

ONTARIO
BUDGET
2015



In full: Ontario Premier Doug Ford's 2018 mandate letters

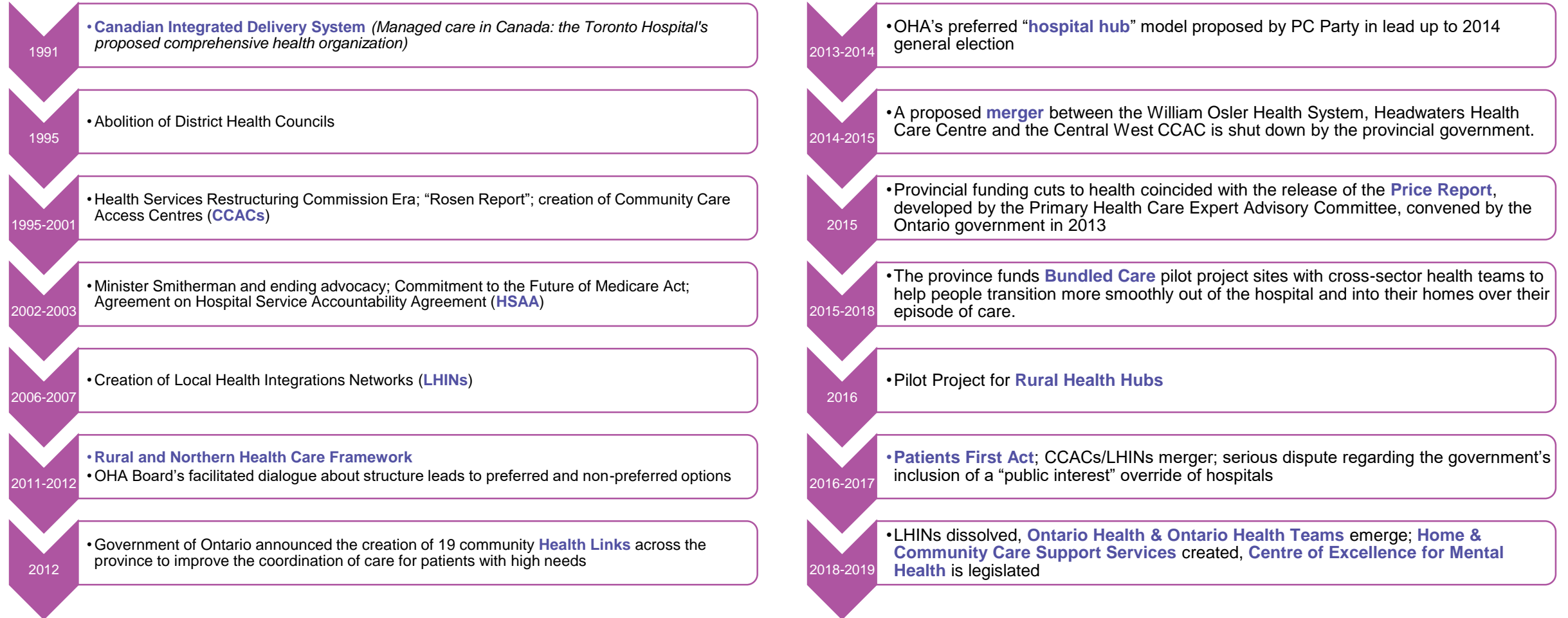
- Ensure continued investment and establish a system for proper long-term capacity planning in Ontario's health care system. Specifically, focus on dealing with capacity issues and end hallway medicine in our hospitals.

Centralization of health system governance

- Provinces created “public hospitals” mid-20th century.
- Canada Health Act enacted in 1984.
 - Standard of public administration requires that insurance plans be administered and operated on a non-profit basis by a **public authority**.
- Except Ontario, all provinces have dissolved independent hospital governance and centralized power in regional & provincial health authorities.
 - A dead end that has not improved health system performance
 - In some provinces (e.g., Alberta) this has created a deeply politicized culture of health system decision-making.



Health system governance models in Ontario



Where are we now and what are we facing?

Provincial Budget Allocation

Three streams of hospital funding work underway

- Bill 124 retroactive – reimbursing hospitals for payments made (prior to 2023/24).
- Bill 124 go forward – the labour costs to be rolled into base funding going forward (budgeted for separately from the 4% base funding increase).
- Base funding – 4 percent increase in for the hospital sector. hospitals will receive funding letters for individual allocations.

Additional work underway

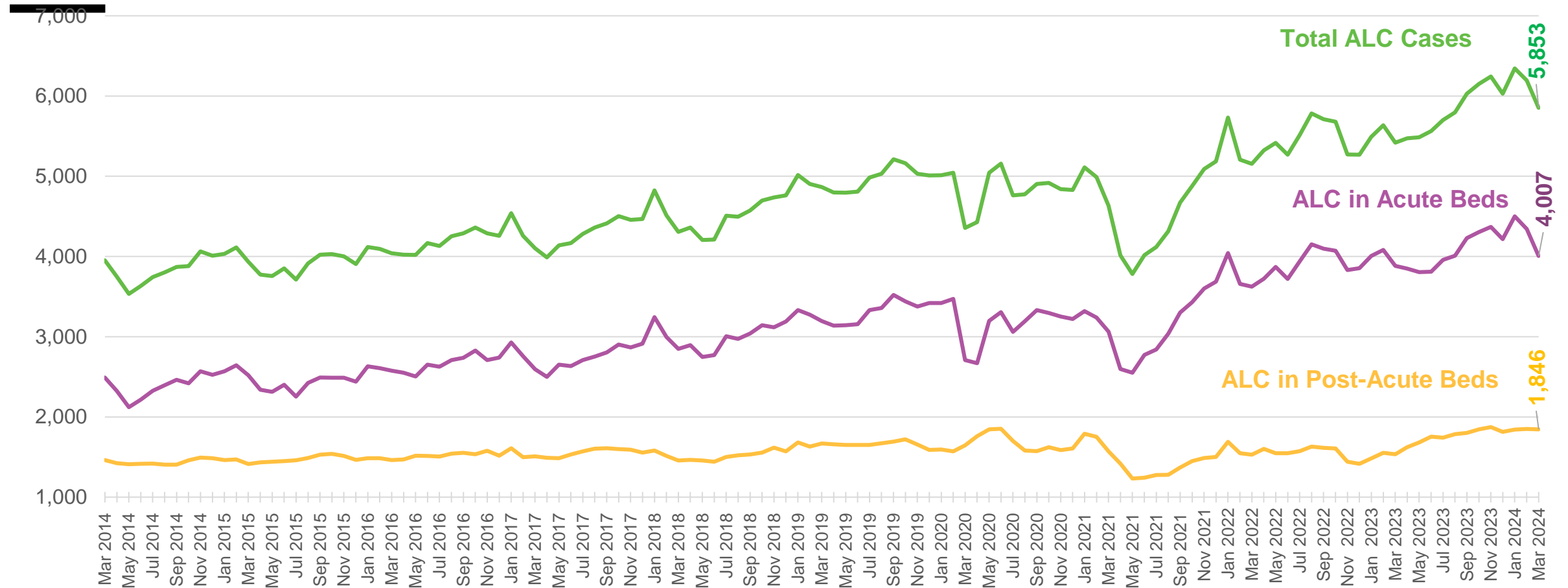
- The OHA has commissioned an Independent Working Capital Review by Deloitte beginning in the late spring to understand and assess the financial health of the hospital sector. The OHA will use these findings to inform how we develop proposed recommendations and solutions and how they are positioned to government.

What is the impact on HSAAs?

- HSAAs (Hospital Service Accountability Agreements) are typically signed off by March 31
 - Ontario Health has indicated that a further extension of current HSAAs will be granted until the end of 2024/2025 given uncertainty but
 - Expectation for Balanced Budget Waivers
- Continuing to seek clarity for how to approach 2024/2025, including expectations for PIPs (Performance Improvement Process/Plan)
- Enhanced government focus on accountability, efficiency and performance (both at the management and governance levels)



Ontario ALC Cases (Total, Acute and Post-Acute), March 2014-March 2024 (as of the last day of each month)



Note: Since 2020, additional beds in Alternate Health Facilities (AHFs) have been added to the system, allowing the ALC numbers to increase to higher levels. In March 2024 there were approximately 696 ALC patients in AHF beds. There were also almost 484 ALC patients in Reactivation Care Centre (RCC) beds. ALC patients in AHF and RCC beds are included in the figures shown in the chart. Source: Ontario Health

Comparative health system performance

Acute Hospital Beds per 1,000 Population, 2015, 2016, 2017, 2018
Ontario vs. Other Provinces and Other Countries (Quebec data not available)

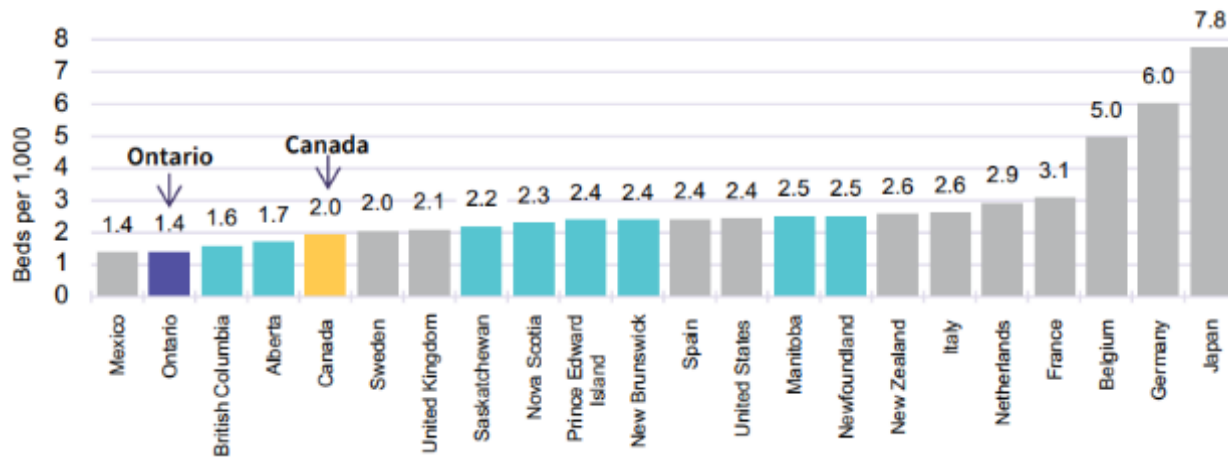


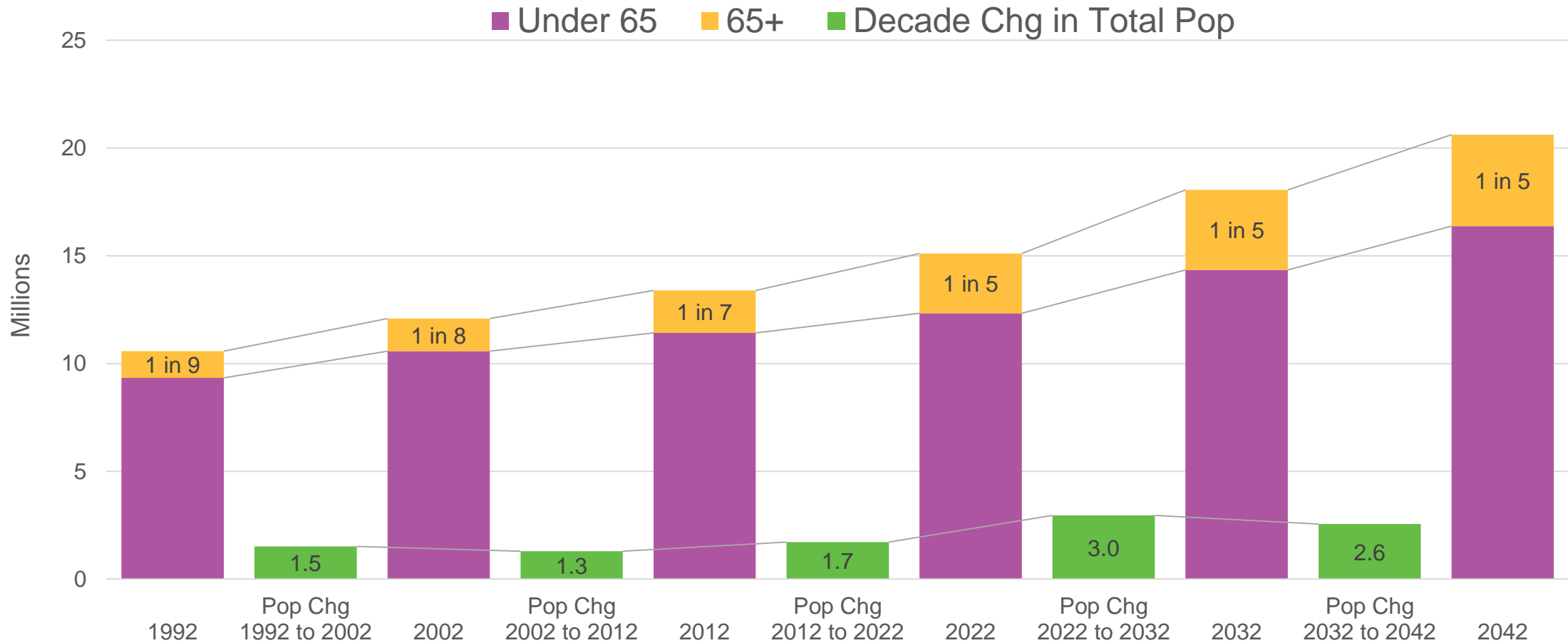
EXHIBIT 2
Comparative Health Care System Performance Scores



Sources: OHA Report: [Ontario Hospitals - Leaders in Efficiency](#), December 2019. Using OECD Health Statistics; CIHI Hospital Beds; Statistics Canada Population Data; Ontario Ministry of Health and Long-Term Care Daily Census Data.

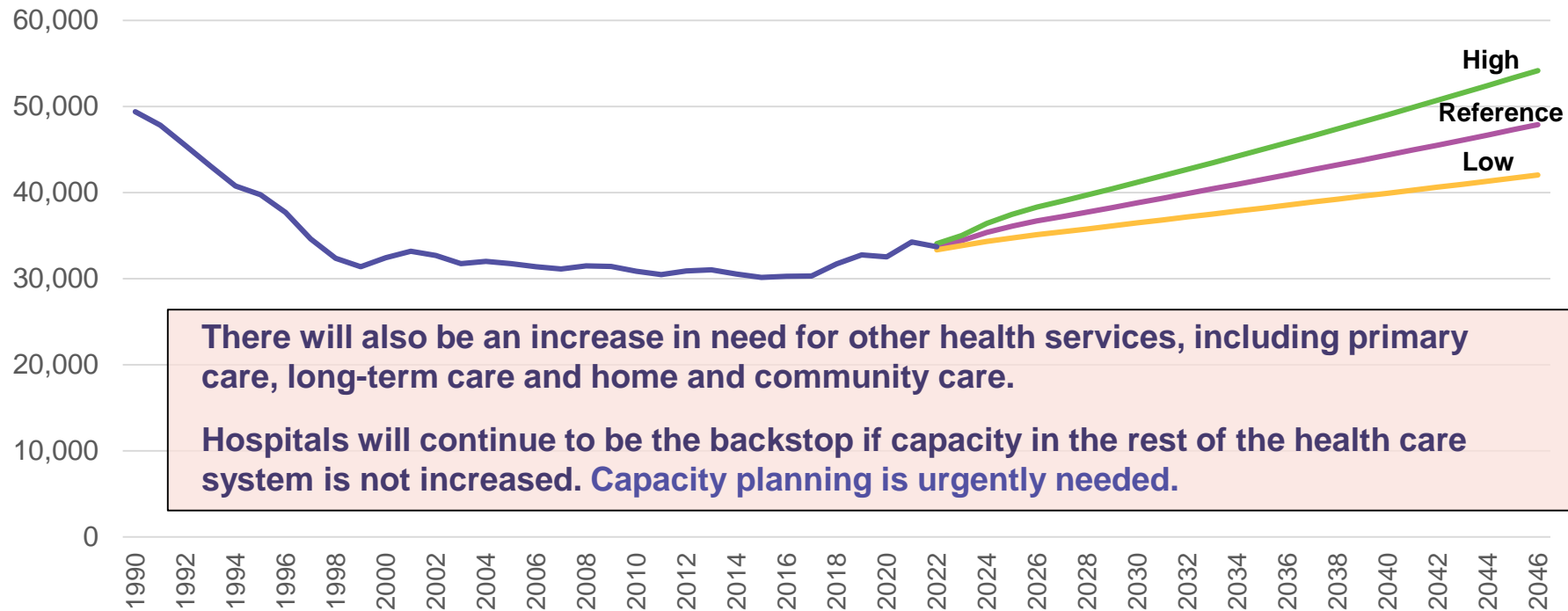
Schneider et al., Mirror, Mirror 2021 — Reflecting Poorly: Health Care in the U.S. Compared to Other High-Income Countries (Commonwealth Fund, Aug. 2021). <https://doi.org/10.26099/01DV-H208>

Demographic changes will test health systems like never before



Ratios are rounded. Statistics Canada population data for 1992 to 2022. Ministry of Finance data for projections for 2032 to 2042 using the Reference (medium) Growth Scenario. Population data released July each year. Chart updated 2024-01-29

Raw projected hospital beds per thousand population



There will also be an increase in need for other health services, including primary care, long-term care and home and community care.

Hospitals will continue to be the backstop if capacity in the rest of the health care system is not increased. Capacity planning is urgently needed.

On March 31 we had approx. 35,000 hospital beds in Ont. (2.2 per thousand population).

These three scenarios estimate the number of hospital beds under each population growth scenario if the current rate of 2.2 per thousand population is maintained. No adjustment has been made for age distribution or alternative service availability.

Population actuals from Statistics Canada. Population projections from Ontario Ministry of Finance using High, Low and Reference (medium) growth scenarios. **This is not an OHA estimate of future bed requirements.**

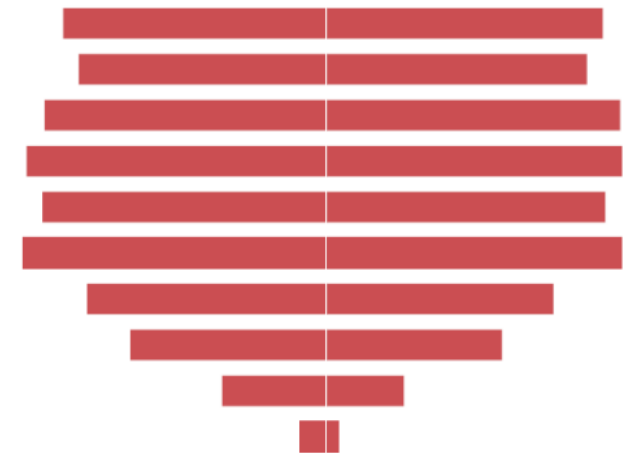
We can't hire our way out

- Ontario population: 15.8 million
- Working population: 8.5 million
- Percentage of workforce in health care: 10%
- Aging is the dominant factor currently putting downward pressure on the labour force participation rate. The last generation of baby boomers will reach the age of 65 in 2031.

REAL Centre

Health in 2040: projected patterns of illness in England

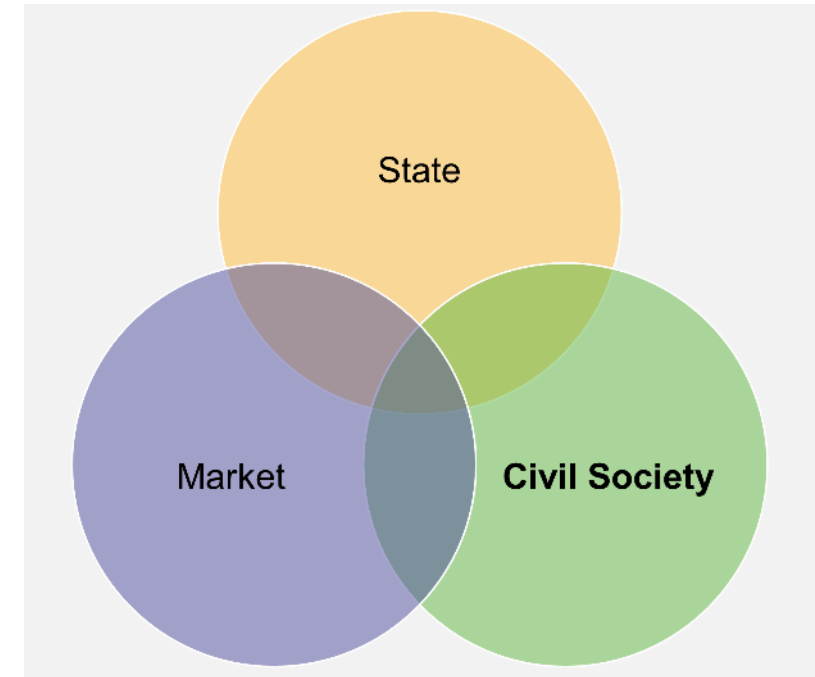
Insight report • July 2023
Toby Watt, Ann Raymond, Laurie Rachet-Jacquet,
Anna Head, Chris Kypridemos, Elaine Kelly,
Anita Charlesworth



What can we do about it?

Hospitals and the OHA as part of civil society

- Civil society is the “third sector” or social sphere separate from state and market.
- Typically focused on the “voluntary”, “nonprofit”, or “independent” sector.
- Examples: Voluntary sector organization, charities, NGOs, community groups, professional associations, trade unions, coalitions and advocacy groups.



Sources: Salamon, M. L. (1999). Global civil society.

World Health Organization. *Social Determinants of Health: Civil society*. (2021) https://www.who.int/social_determinants/themes/civilsociety/en/

21 de Gómez, W., & Bullock, R. (2012). Civil society in Canada: A case study of rural and urban planning contexts. *The Social Science Journal*, 49(2), 202-209.

OHA's Renewed Advocacy Approach

Start discussing health system capacity in the public domain

Continue to promote the ability and flexibility of regulated health care professionals to work effectively within their full scope of practice

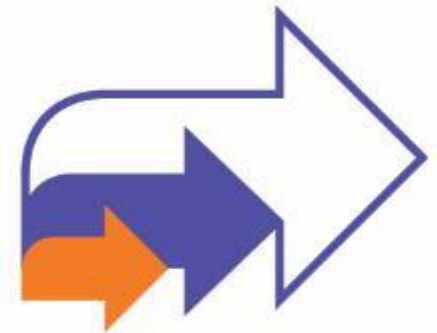
Start positioning hospitals as leaders in innovation and redesigning care

Start promoting scientific, technological, and clinical advancements to improve care (example: genomics, precision therapy, regenerative medicine)

Start encouraging hospitals to position themselves as anchor institutions and to identify and advance integration opportunities independent of government-sponsored initiatives, including a new rural and northern framework and health hub model

Start developing a new hospital funding methodology and identify potential changes to the *Public Hospitals Act* that would enhance local voluntary governance

Continue with ongoing in-year and pre-budget advocacy to ensure financial and operational stability for hospitals



Applications of AI at Different Levels of Scale

Individual

Clinician

- Clinical Decision Aids
- Early Diagnosis & Disease Prevention
- Precision & Personalized Medicine
- Remote Monitoring
- Consultations

Patient

- Medication Adherence
- Invisibles
- Virtual Health Assistants
- Mental Health Support (Chatbots)
- Accurate/Current Medical Information

Organization

Prediction

- Predictive Analytics
- Risk Stratification
- Patient Flow
- Resource Management
- Triaging

Administrative

- Scheduling
- OR Block Optimization
- Billing, Coding, Documentation
- Process Simplification

Data

- Real-time Insights
- Chatbots & Virtual Assistants

System / Sector

Regional

Provincial

National

- Ethics & Regulation Advocacy, Privacy, Legal
- Knowledge Sharing Amongst Hospitals
- Epidemic Monitoring
- Finance Prediction
- Capacity Planning, Resource Allocation
- Health Human Resources
- Enhanced Care Pathway Planning
- Facilitated Relay - Clinical Information
- Medical Image & Video Processing
- Health Risk Prediction
- Pathology Analysis
- IoT Data Collection
- Genomics
- Robotics Assistance, Remote Surgery
- Pharmaceutical
- Quantum Computing
- Clinical Trials, Systematic Reviews



- Solution built once for many
- Provincial mandate
- OHA seen as convenor
- Burning platform + Real impact

A new role for hospital boards

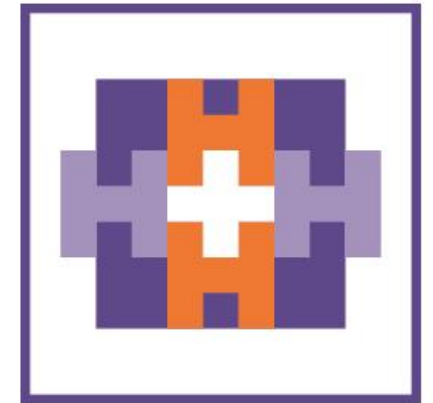
- Hospitals may need to take matters into their own hands and **find their own voices**.
- Hospital governors have an important role in their communities.
- Prepare to **innovate** and be **bold**, based on evidence and strong principles.
- Build on autonomy and trust gained during pandemic.
- Focus on long-term planning and building new business **relationships at the local level**.



Images from the OHA's *Here to Care* campaign.

Considerations for Hospital Boards

- How does looking at the organization through a system lens impact the key roles and functions of the board?
- How do the fiduciary duties of hospital governors to the hospital intersect with broader social responsibility to the system?
- How should hospital boards weigh opportunities to invest in the community/upstream initiatives against those directed at internally focused objectives?
- What specific expertise, experience, and attributes will be required of hospital governors now and into the future?
- How should the board's expectations of management evolve?



Leadership matters



Questions and Conversation

Thank you

MINUTES

Committee:	Annual Meeting - Members of AMGH Corporation		
Date:	June 29, 2023	Time:	7:00pm-7:44pm
Chair:	Glen McNeil, Board Chair	Recorder:	Alana Ross
Present:	Allan Ball, Dr. Daters, Brian Heagle, Heather Hern, Anthony Hodzman, Steve Ireland, Aileen Knip, Christie MacGregor, Glen McNeil, Dr. Natuik, Dr. Nelham, Susan Reis, Bob Robson, Jane Sager, Laura Stire, Jimmy Trieu, Michelle Wick		
Regrets:	Tara Oke, Pat O'Rourke, Bruce Shaw, Dr. Ryan, Sherry Marshall		
Guests:	Matt Trovato, Paul Seebach, Karen Scott (AMGH Auxiliary), Nancy Hughes, Barb & Graham McEwan, Bob Montgomery, Kimberley Payne, Eda Greydanus, Lynn Bearden, Jeanette Dawitscek, David Greer, Kathi Lomas-McGee, Liz Petrie		
1	Call to Order / Welcome		
1.1	<ul style="list-style-type: none"> Mr. McNeil welcomed everyone and called the meeting to order at 7:00pm <ul style="list-style-type: none"> Thank you to all the volunteers, staff and physicians attending and representing our catchment areas Thank you to all for your commitment to those who look to use for guidance and leadership in our respective communities 		
1.2	<p><u>Confirmation of Notice to Members and Quorum:</u></p> <ul style="list-style-type: none"> The AMGH Board consists of 20 individuals, including fourteen (14) elected members, one (1) representative each from the Auxiliary and the Foundation, and four (4) non-voting directors, including the Chief Executive Officer, Chief of Staff, President of Medical Staff, and the Chief Nursing Executive. <ul style="list-style-type: none"> Eleven (11) voting members were present Mr. Trieu confirmed that the Notice of the AM was delivered to all members via email as prescribed in the AMGH By-laws; and Mr. Trieu also confirmed quorum was met as per By-Laws (Quorum=10) <p><u>Declaration of Conflict of Interest:</u></p> <ul style="list-style-type: none"> Mr. McNeil asked if anyone had a conflict of interest to declare based on information contained in the package <ul style="list-style-type: none"> A Conflict of Interest was declared by Christie MacGregor, Glen McNeil, Susan Reis, and Laura Stire, in regards the elections and re-elections, and by Mr. Trieu in regards to the ex officio officers; regrets received from Bruce Shaw 		
1.3	<p><u>Land Acknowledgement:</u></p> <p>We will begin this meeting by acknowledging that the land we stand on today is the traditional territory of many First Nations including the Anishinabek, the Ojibway, and the Haudenosaunee peoples, and is now home to many diverse First Nations, Inuit and Metis people. We also acknowledge that Huron Perth and Area is covered by Treaty 29 and Treaty 45½. Huron Perth & Area is built on sacred land that is part of an agreement between Indigenous peoples and then extended to allied nations to care for it in a peaceful and respectful way. We make this land acknowledgement today as part of Truth and Reconciliation that honours the land and the Indigenous heritage. We commit to our ongoing learning in the journey towards reconciliation.</p> <p><u>Pronunciations:</u> Anishinaabeg: Awe – Nish – Nah – Beck / Haudenosaunee: Hoe – De – Nah – Show – Nee Ojibwa: Oh – Jib – Ba – Way / Wendat: When – Dat</p>		
2	Previous Annual Meeting Minutes		
2.1	<p><u>Presentation of Amended and Restated By-Law #2022-1</u></p> <ul style="list-style-type: none"> The Amended and Revised By-Law may be reviewed upon request at the Administrative offices or available on the AMGH web site along with a summary of the changes <p><u>MOVED AND DULY SECONDED</u> <u>MOTION: BE IT RESOLVED THAT:</u></p>		

	<ol style="list-style-type: none"> 1. <i>The By-Law, being a by-law relating generally to the conduct of the business and affairs of the Corporation, is hereby confirmed as a By-Law of the Corporation by the Members of the Corporation</i> 2. <i>By the confirmation of the By-Law, all prior By-Laws of the Corporation are hereby repealed, subject to any exceptions relative to the repeal of the By-Laws as are contained in the said By-Law</i> 3. <i>A copy of the By-Law shall be submitted to the Charities Directorate of the Canada Revenue Agency to update their files. CARRIED.</i> <p><u>MOVED AND DULY SECONDED</u></p> <p>9. BOARD OF DIRECTORS</p> <p style="padding-left: 20px;">(a) Board Composition</p> <p style="padding-left: 40px;"><i>The affairs of the Corporation shall be managed by a Board of fourteen (14) Directors:</i></p> <p style="padding-left: 40px;">ELECTED DIRECTORS</p> <p style="padding-left: 40px;">(i) Fourteen (14) Directors, who shall be elected by the Members;</p> <p style="padding-left: 40px;">(ii) Expired terms will be filled annually by elections for three (3) year terms, notwithstanding the foregoing, a Director may be elected for less than three years to fill the unexpired term of a Director who has retired; CARRIED.</p>
2.2	<p><u>Previous AM Minutes:</u></p> <ul style="list-style-type: none"> • Approval of the Minutes of June 27th, 2022, circulated <p><u>MOVED AND DULY SECONDED</u></p> <p><u>MOTION: To approve the Members of the AMGH Corporation Annual Meeting Minutes of June 27th, 2022, as circulated. CARRIED.</u></p>
2.3	<p><u>Business from Previous Minutes:</u></p> <ul style="list-style-type: none"> • No discussion
3	Reports
3.1	<p><u>Report from the Chair of the AMGH Board:</u></p> <ul style="list-style-type: none"> • We have realized through the corporation of AMGH & SHHA that we are stronger coming together than independently, which allows us to direct our future rather than have it directed for us <ul style="list-style-type: none"> ○ Appreciation extended to Allan Ball who started the collaboration process and to Bruce Shaw in continuing bringing the two Boards together to reach common ground with open and interested discussion ○ Thank you to the Senior Leadership team for achieving efficiencies in directing more dollars to bedside care ○ Thank you to the community for its involvement, allowing everyone to feel a part of their care
3.2	<p><u>Report from President/CEO:</u></p> <ul style="list-style-type: none"> • CEO presented the HHS AMGH & SHHA Annual Report (circulated) <ul style="list-style-type: none"> ○ Thank you to Board, Staff, Physicians and Volunteers for their collaboration over the past year as we faced extreme pressures and challenges throughout the pandemic; staff demonstrated exceptional courage, resilience, dedication and expertise ○ Over F2223, AMGH & SHHA embarked on a partnership to realize a Common Board, Leadership Team and By-Laws ○ Reviewed staff numbers and stats from the annual report
3.3	<p><u>Report from Chief of Staff:</u></p> <ul style="list-style-type: none"> • 2023-06-Annual Report to Board-Chief of Staff, circulated <ul style="list-style-type: none"> ○ Very proud of the Physician group for its accomplishments; highlighted surgical, OB and Allied Health programs ○ Expressed awareness of pressures and recognized the Board of Directors for their support of the physician team and coming up with solutions • Board Chair expressed appreciation to Dr. Natuik and colleagues
3.4	<p><u>Report from President of Medical Staff:</u></p> <ul style="list-style-type: none"> • Thank you to the team; continuing to work through multiple challenges faced with over the year
3.5	<p><u>Report from Chief Nursing Executive:</u></p> <ul style="list-style-type: none"> • 2023-06-Report to Annual Meeting-CNE, circulated <ul style="list-style-type: none"> ○ Review and appreciation of accomplishments over the past year ○ Recognized the high quality healthcare from all physicians and staff in both hospitals ○ Expressed appreciation to be part of the team and looking forward to the next few years

3.6	<p><u>Report from Auxiliary:</u></p> <ul style="list-style-type: none"> • Appreciation expressed to the AMGH Auxiliary members; difficult start to the year due to COVID-19 • Reviewed equipment purchased, i.e., press reduction air pump, portable vital signs monitor, centrifuge, and a ventilator <ul style="list-style-type: none"> ○ Fundraising <ul style="list-style-type: none"> ▪ Three successful raffles held, Mother's Day, Father's Day, and Christmas ▪ Hot Dogs days at Zehrs ▪ Holly arrangement sales (will be doing this again in Dec 2023) ▪ Gift Shop closed this year; held a clearance sale • Supported Nurse's Week celebrations with 40 Gift Certificates • Supported AMGH Foundation Smile Cookie Campaign • Celebrated 100th year of Auxiliary Services on Sep 14th • As of last week's meeting, the year-end earnings totaled \$21,118 • On behalf of the AMGH Auxiliary, Ms. Scott expressed pride in being part of the AMGH Hospital and thanked everyone for their support • Board Chair expressed appreciation to the AMGH Auxiliary for their fundraising initiatives
3.7	<p><u>Report from Foundation:</u></p> <ul style="list-style-type: none"> • AMGHF celebrates 30 years this year, planning a celebration • Appreciation extended to the Leadership Team of AMGH • Hero Hearts Campaign, 100+ hearts all over town and county; intention of the glowing hearts is to express thanks to our staff <ul style="list-style-type: none"> ○ Plans in development to have an 8' heart installed at AMGH • Long Table Dinner is scheduled to take place in Aug and there are less than 30 tickets left; please see Kimberley Payne if you are interested in attending • Smile Cookie Campaign successful • As part of the All-In Campaign, renovations to install the Emergency Secure room are underway • Board Chair extended appreciation for the efforts of the AMGHF
3.8	<p><u>Motion to Accept Report of June 29, 2023:</u> <u>MOVED AND DULY SECONDED</u> <u>MOTION: To accept the Reports to the Members of the AMGH Corporation Annual Meeting of June 29th, 2023, as presented. CARRIED.</u></p> <ul style="list-style-type: none"> • Board Chair expressed appreciation for the support received at both AMGH & SHHA by Minister Lisa Thompson and her understanding the pressures we are facing
4	Auditor's Financial Report
4.1	<p><u>Review of Auditor's Report:</u></p> <ul style="list-style-type: none"> • Mr. P. Seebach provided a short overview of the Auditor's Report and Management Letter, and the Audited Financial Statements (circulated) to March 31st, 2023 <ul style="list-style-type: none"> ○ Noted that the Ministry baseline funding increase is not enough to support ongoing pressures and expenses of running the hospital
4.2	<p><u>Report of the Board on Audited Financial Statements:</u></p> <ul style="list-style-type: none"> • Based on the recommendation of the Audit & Finance Committee held on June 29, 2023, a motion was made that the Board approve the Final Auditor's Report and Audited Financial Statements <p><u>MOVED AND DULY SECONDED</u> <u>MOTION: To accept the Auditor's Report and Audited Financial Statements to March 31st, 2023, as recommended by the Board on June 29th, 2023, and to recommend signing of the Final document by two Board representatives. CARRIED.</u></p>
4.3	<p><u>Motion to Approve Appointment of Seebach & Company as Auditor for 2023/2024:</u></p> <ul style="list-style-type: none"> • Approval <p><u>MOVED AND DULY SECONDED</u> <u>MOTION: To approve the appointment of Seebach & Company as Auditor for 2023 / 2024. CARRIED.</u></p>
5	New Business
5.1	<p><u>Governance & Nominating Committee:</u></p> <ul style="list-style-type: none"> • Nomination and Election of Directors; Mr. Robson made the following recommendations for approval

a)	<p><u>Election and Re-election of Directors:</u></p> <ul style="list-style-type: none"> • According to Section 13 a i D (Board Composition) Directors will be elected for a three-year term: <ul style="list-style-type: none"> ○ Resolutions passed by Governance & Nominating on May 26th, 2023 and affirmed by AMGH Board on June 8th, 2023, to elect: <ul style="list-style-type: none"> ▪ Ms. Christie MacGregor for her 2nd three-year term ▪ Mr. Glen McNeil for his 4th three-year term ▪ Ms. Susan Reis for her 2nd three-year term ▪ Mr. Bruce Shaw for his 3rd three-year term ▪ Ms. Laura Stire for her 2nd three-year term <p><u>MOVED AND DULY SECONDED</u> <u>MOTION: To elect Christie MacGregor for her 2nd three-year Term on the HHS Common Board of Directors. CARRIED.</u></p> <p><u>MOVED AND DULY SECONDED</u> <u>MOTION: To elect Glen McNeil for his 4th three-year Term on the HHS Common Board of Directors. CARRIED.</u></p> <p><u>MOVED AND DULY SECONDED</u> <u>MOTION: To elect Susan Reis for her 2nd three-year Term on the HHS Common Board of Directors. CARRIED.</u></p> <p><u>MOVED AND DULY SECONDED</u> <u>MOTION: To elect Bruce Shaw for one year of his 3rd three-year Term on the HHS Common Board of Directors. CARRIED.</u></p> <p><u>MOVED AND DULY SECONDED</u> <u>MOTION: To elect Laura Stire for her 2nd three-year Term on the HHS Common Board of Directors. CARRIED.</u></p> <ul style="list-style-type: none"> • Appreciation was extended to the directors for their continued commitment and dedication to AMGH
b)	<p><u>Recognition of Retiring Directors:</u></p> <ul style="list-style-type: none"> • Mr. Bob Robson was recognized for his contributions, dedication, capability and conscientiousness to the accomplishments of the AMGH and HHS Common Board of Directors; Mr. Robson was presented with a GC • Mr. Robson expressed his appreciation for being part of the Board of Directors <p style="text-align: center;"><i>Congratulations and thank you Mr. Robson</i></p>
c)	<p><u>Recognition AMGH & SHHA Chairs:</u></p> <ul style="list-style-type: none"> • Mr. Robson expressed thanks and appreciation to Mr. Bruce Shaw and Mr. Glen McNeil for their collaboration and dedication in making a successful partnership between AMGH & SHHA, and development of the Huron Health System <p style="text-align: center;"><i>Thank you Mr. Shaw and Mr. McNeil</i></p>
6	Adjournment
6.1	<p><u>Adjournment:</u></p> <p>Motion to adjourn the meeting:</p> <ul style="list-style-type: none"> • The HHS Common Board of Directors will hold the first meeting of the year immediately following the AMGH and SHHA Annual Meetings <p><u>MOVED AND DULY SECONDED</u> <u>MOTION: To adjourn the Annual Meeting of June 29th, 2023 at 7:44pm. CARRIED.</u></p>

MINUTES

Committee:	Annual Meeting - Members of SHHA Corporation		
Date:	June 29 th , 2023	Time:	7:51pm-8:18pm
Chair:	Glen McNeil, Acting Board Chair	Recorder:	Alana Ross
Present:	Allan Ball, Dr. Daters, Brian Heagle, Heather Hern, Anthony Hodzman, Steve Ireland, Aileen Knip, Christie MacGregor, Glen McNeil, Dr. Natuik, Dr. Nelham, Susan Reis, Jane Sager, Laura Stire, Jimmy Trieu, Michelle Wick		
Regrets:	Bruce Shaw, Tara Oke, Pat O'Rourke, Dr. Ryan		
Guests:	Matt Trovato, Paul Seebach, Rob Tait (SHH Foundation), David Greer, Nancy Hughes, Liz Petrie, Barb & Graham McEwan, Kimberley Payne, Krista McCann		
1	Call to Order / Welcome		
1.1	<ul style="list-style-type: none"> Mr. McNeil welcomed everyone and called the meeting to order at 7:51pm <ul style="list-style-type: none"> Thank you to all the volunteers, staff and physicians attending and representing our catchment areas Thank you to all for your commitment to those who look to use for guidance and leadership in our respective communities 		
1.2	<p><u>Confirmation of Notice to Members and Quorum:</u></p> <ul style="list-style-type: none"> The SHHA Board consists of 19 individuals, including thirteen (13) elected members, one (1) representative each from the Auxiliary and the Foundation, and four (4) non-voting directors, including the Chief Executive Officer, Chief of Staff, President of Medical Staff, and the Chief Nursing Executive. <ul style="list-style-type: none"> Ten (10) voting members were present Mr. Trieu confirmed that the Notice of the AM was delivered to all members via email as prescribed in the SHHA By-laws; and Mr. Trieu also confirmed quorum was met as per By-Laws (Quorum=10) <p><u>Declaration of Conflict of Interest:</u></p> <ul style="list-style-type: none"> Mr. McNeil asked if anyone had a conflict of interest to declare based on information contained in the package <ul style="list-style-type: none"> A Conflict of Interest was declared by Christie MacGregor, Glen McNeil, Susan Reis, and Laura Stire, in regards the elections and re-elections, and by Mr. Trieu in regards to the ex officio officers; regrets received from Bruce Shaw 		
1.3	<p><u>Land Acknowledgement:</u></p> <p>We will begin this meeting by acknowledging that the land we stand on today is the traditional territory of many First Nations including the Anishinabek, the Ojibway, and the Haudenosaunee peoples, and is now home to many diverse First Nations, Inuit and Metis people. We also acknowledge that Huron Perth and Area is covered by Treaty 29 and Treaty 45½. Huron Perth & Area is built on sacred land that is part of an agreement between Indigenous peoples and then extended to allied nations to care for it in a peaceful and respectful way. We make this land acknowledgement today as part of Truth and Reconciliation that honours the land and the Indigenous heritage. We commit to our ongoing learning in the journey towards reconciliation.</p> <p><u>Pronunciations:</u> Anishinaabeg: Awe – Nish – Nah – Beck / Haudenosaunee: Hoe – De – Nah – Show – Nee Ojibwa: Oh – Jib – Ba – Way / Wendat: When – Dat</p>		
2	Previous Annual Meeting Minutes		
2.1	<p><u>Presentation of Amended and Restated By-Law #2022-1</u></p> <ul style="list-style-type: none"> 2023-06-SHHA By-Law (draft corporate), circulated The Amended and Revised By-Law may be reviewed upon request at the Administrative offices or available on the SHHA web site along with a summary of the changes <p><u>MOVED AND DULY SECONDED</u> <u>MOTION: BE IT RESOLVED THAT:</u></p>		

	<ol style="list-style-type: none"> 1. <i>The By-Law, being a by-law relating generally to the conduct of the business and affairs of the Corporation, is hereby confirmed as a By-Law of the Corporation by the Members of the Corporation</i> 2. <i>By the confirmation of the By-Law, all prior By-Laws of the Corporation are hereby repealed, subject to any exceptions relative to the repeal of the By-Laws as are contained in the said By-Law</i> 3. <i>A copy of the By-Law shall be submitted to the Charities Directorate of the Canada Revenue Agency to update their files. CARRIED.</i> <p><u>MOVED AND DULY SECONDED</u> 9. BOARD OF DIRECTORS <i>(a) Board Composition</i> <i>The affairs of the Corporation shall be managed by a Board of fourteen (14) Directors:</i> ELECTED DIRECTORS <i>(i) Fourteen (14) Directors, who shall be elected by the Members;</i> <i>(ii) Expired terms will be filled annually by elections for three (3) year terms, notwithstanding the foregoing, a Director may be elected for less than three years to fill the unexpired term of a Director who has retired; CARRIED.</i></p>
2.2	<p><u>Presentation of the Amended and Restated SHHA Professional Staff By-Law:</u></p> <ul style="list-style-type: none"> • SHHA Professional Staff By-Laws Approved at 2023-04-MAC, circulated <p><u>MOVED AND DULY SECONDED</u> <u>MOTION: To accept SHHA Professional Staff By-Law as recommended to the Board by MAC on April 13th, 2023. CARRIED.</u></p>
2.3	<p><u>Previous AM Minutes:</u></p> <ul style="list-style-type: none"> • Approval of the Members of the SHHA Corporation Annual Meeting Minutes of June 16th, 2022, circulated <p><u>MOVED AND DULY SECONDED</u> <u>MOTION: To approve the Members of the SHHA Corporation Annual Meeting Minutes of June 16th, 2022, as circulated. CARRIED.</u></p>
2.4	<p><u>Business from Previous Minutes:</u></p> <ul style="list-style-type: none"> • No discussion
3	Reports
3.1	<p><u>Report from the Chair of the Board:</u></p> <ul style="list-style-type: none"> • We have realized through the corporation of SHHA & AMGH that we are stronger coming together than independently, which allows us to direct our future rather than have it directed for us <ul style="list-style-type: none"> ○ Appreciation extended to Allan Ball who started the collaboration process and to Bruce Shaw in continuing bringing the two Boards together to reach common ground with open and interested discussion ○ Thank you to the Senior Leadership team for achieving efficiencies in directing more dollars to bedside care ○ Thank you to the community for its involvement, allowing everyone to feel a part of their care
3.2	<p><u>Report from President/CEO:</u></p> <ul style="list-style-type: none"> • CEO presented the HHS SHHA & AMGH Annual Report (circulated) <ul style="list-style-type: none"> ○ Thank you to Board, Staff, Physicians and Volunteers for their collaboration over the past year as we faced extreme pressures and challenges throughout the pandemic; staff demonstrated exceptional courage, resilience, dedication and expertise ○ Over F2223, SHHA & AMGH embarked on a partnership to realize a Common Board, Leadership Team and By-Laws ○ Reviewed staff numbers and stats from the annual report
3.3	<p><u>Report from Chief of Staff:</u></p> <ul style="list-style-type: none"> • Primary concern is Health Human Resources (HHR) <ul style="list-style-type: none"> ○ Dr. Nelham recognized all staff and physicians at SHHA for keeping the hospital open despite ongoing challenges and hospital closures in the area • Board Chair thanked the physicians for their ongoing efforts in keeping the ED open
3.4	<p><u>Report from President of Medical Staff:</u></p>

	<ul style="list-style-type: none"> • On behalf of Dr. Ryan, Dr. Nelham noted the importance and prioritization of the South Huron Medical Clinic to accommodate physician recruiting to the area <ul style="list-style-type: none"> ○ An inter-professional application has been submitted to the Ministry for SHMC to become an FHT; anticipating a response in the Fall ○ Needs of the community are increasing
3.5	<p><u>Report from Chief Nursing Executive:</u></p> <ul style="list-style-type: none"> • 2023-06-Report to Annual Meeting-CNE, circulated <ul style="list-style-type: none"> ○ Review and appreciation of accomplishments over the past year ○ Recognized the high quality healthcare from all physicians and staff in both hospitals ○ Expressed appreciation to be part of the team and looking forward to the next few years
3.6	<p><u>Report from Auxiliary:</u></p> <ul style="list-style-type: none"> • Board Chair expressed appreciation for the ongoing dedication and efforts of the SHHA Auxiliary
3.7	<p><u>Report from Foundation:</u></p> <ul style="list-style-type: none"> • Mr. Tait expressed anticipation in working with SHHF, Ms. McCann, and HHS
3.8	<p><u>Motion to Accept Report of June 29, 2023:</u></p> <p><u>MOVED AND DULY SECONDED</u> <u>MOTION: To accept the Report to the Members of the SHHA Corporation Annual Meeting of June 29th, 2023, as presented. CARRIED.</u></p>
4	Auditor's Financial Report
4.1	<p><u>Review of Auditor's Report:</u></p> <ul style="list-style-type: none"> • Mr. P. Seebach provided a short overview of the Auditor's Report and Management Letter, and the Audited Financial Statements (circulated) to March 31st, 2023 <ul style="list-style-type: none"> ○ Noted that the Ministry baseline funding increase is not enough to support ongoing pressures and expenses of running the hospital ○ Impact of Bill 124 on deficit ○ Ministry capital funding received for rewiring and increase of Wi-Fi
4.2	<p><u>Report of the Board on Audited Financial Statements:</u></p> <ul style="list-style-type: none"> • Based on the recommendation of the Audit & Finance Committee held on June 29, 2023, a motion was made that the Board approve the Final Auditor's Report and Audited Financial Statements <p><u>MOVED AND DULY SECONDED</u> <u>MOTION: To accept the Auditor's Report and Audited Financial Statements to March 31st, 2023, as recommended by the Board on June 29th, 2023, and to recommend signing of the Final document by two Board representatives. CARRIED.</u></p>
4.3	<p><u>Motion to Approve Appointment of Seebach & Company as Auditor for 2023/2024:</u></p> <ul style="list-style-type: none"> • Approval <p><u>MOVED AND DULY SECONDED</u> <u>MOTION: To approve the appointment of Seebach & Company as Auditor for 2023 / 2024. CARRIED.</u></p>
5	New Business
5.1	<p><u>Governance & Nominating Committee:</u></p> <ul style="list-style-type: none"> • Nomination and Election of Directors; Mr. McNeil & Mr. Trieu made the following recommendations for approval (with appropriate declarations of conflict of interest made)
a)	<p><u>Election and Re-election of Directors:</u></p> <ul style="list-style-type: none"> • According to Section 13 a i D (Board Composition) Directors will be elected for a three-year term: <ul style="list-style-type: none"> ○ Resolutions passed by Governance & Nominating on May 26th, 2023 and affirmed by SHH Board on June 8th, 2023, to elect: <ul style="list-style-type: none"> ▪ Ms. Christie MacGregor for her 2nd three-year term ▪ Mr. Glen McNeil for his 4th three-year term ▪ Ms. Susan Reis for her 2nd three-year term ▪ Mr. Bruce Shaw for his 3rd three-year term ▪ Ms. Laura Stire for her 2nd three-year term <p><u>MOVED AND DULY SECONDED</u></p>

	<p><u>MOTION: To elect Christie MacGregor for her 2nd three-year Term on the HHS Common Board of Directors. CARRIED.</u></p> <p><u>MOVED AND DULY SECONDED</u></p> <p><u>MOTION: To elect Glen McNeil for his 4th three-year Term on the HHS Common Board of Directors. CARRIED.</u></p> <p><u>MOVED AND DULY SECONDED</u></p> <p><u>MOTION: To elect Susan Reis for her 2nd three-year Term on the HHS Common Board of Directors. CARRIED.</u></p> <p><u>MOVED AND DULY SECONDED</u></p> <p><u>MOTION: To elect Bruce Shaw for one year of his 3rd three-year Term on the HHS Common Board of Directors. CARRIED.</u></p> <p><u>MOVED AND DULY SECONDED</u></p> <p><u>MOTION: To elect Laura Stire for her 2nd three-year Term on the HHS Common Board of Directors. CARRIED.</u></p> <ul style="list-style-type: none"> • Appreciation was extended to the directors for their continued commitment and dedication to SHH
b)	<p><u>Recognition SHHA & AMGH Chairs:</u></p> <ul style="list-style-type: none"> • Mr. Trieu expressed thanks and appreciation to Mr. Bruce Shaw and Mr. Glen McNeil for their collaboration and dedication in making a successful partnership between SHHA & AMGH, and development of the Huron Health System; congratulations to both as Mr. Shaw moves out of the Chair position and Mr. McNeil moves into the Chair position of HHS <p style="text-align: center;"><i>Thank you Mr. Shaw and Mr. McNeil</i></p>
6	Adjournment
6.1	<p><u>Adjournment:</u></p> <p>Motion to adjourn the meeting:</p> <ul style="list-style-type: none"> • The Board of Directors will hold the first meeting of the year immediately following the Annual Meeting via MS Teams <p><u>MOVED AND DULY SECONDED</u></p> <p><u>MOTION: To adjourn the Annual Meeting of the SHHA Corporation of June 29th, 2023 at 8:18pm. CARRIED.</u></p>

**SPECIAL RESOLUTION FOR PASSAGE AT
A SPECIAL MEETING OF THE MEMBERS OF
ALEXANDRA MARINE AND GENERAL HOSPITAL
(the "Corporation")**

June 27, 2024

ARTICLES OF AMENDMENT

WHEREAS the Corporation desires to have a minimum and maximum number of directors on its Board;

AND WHEREAS under the Ontario *Not-for-Profit Corporations Act*, Articles of Amendment are required if the Corporation has a minimum and maximum number of directors on its Board and are to be approved by Special Resolution of the Members;

AND WHEREAS the Articles of Amendment were approved at a meeting of the Board of Directors of the Corporation on **June 25, 2024**;

AND WHEREAS approval for the Articles of Amendment, pursuant to the Ontario *Not-for-Profit Corporations Act* is by special resolution defined in the Ontario *Not-for-Profit Corporations Act* as a resolution that is submitted to a special meeting of the members of a corporation duly called for the purpose of considering the resolution and passed at the meeting, with or without amendment, by at least two-thirds of the votes cast, or consented to by each member of the corporation entitled to vote at a meeting of the members of the corporation or the member's attorney ("**Special Resolution**").

AND WHEREAS the Articles of Amendment have been presented to the Members and are attached.

On a motion duly made, seconded and carried, the following Special Resolution was passed:

RESOLVED AS A SPECIAL RESOLUTION THAT:

1. The Articles of Amendment, substantially in the form presented to the meeting and attached, is hereby approved.
2. The Articles of Amendment shall be submitted to the Ministry of Health for approval in accordance with the *Public Hospitals Act*.
3. Subject to approval of the Articles of Amendment by the Minister of Health in accordance with the *Public Hospitals Act*, the Chair and Vice Chair are authorized and directed to do, execute and perform all acts, documents and instruments necessary or desirable to give full force and effect to the foregoing, including, without limitation, the execution and delivery to the Ministry of Public and Business Service Delivery of the Articles of Amendment and all other required documents.
4. The Chair and Vice Chair are authorized and directed to make such technical changes as may be required by the Ministry of Health and/or the Ministry of Public and Business Service Delivery, with no further recourse to the Board of Directors or Members to approve or confirm such changes, and any such amendments made by such persons shall be

conclusive evidence of the need to make such amendments and are ratified, sanctioned and approved.

BY-LAW 2024-1

WHEREAS the Corporation desires to update the By-laws to have a minimum and maximum number of directors on its Board;

AND WHEREAS By-Law 2024-1 has been presented to the Members and is attached.

AND WHERE By-Law 2024-1 was passed by the Board of Directors at a meeting duly called and properly constituted on the June 25, 2024.

The Chair then called for a motion to pass a resolution to confirm By-Law 2024-1.

On motion duly made, seconded and duly carried, the following resolutions were passed:

RESOLVED THAT:

1. By-Law 2024-1, being a By-Law relating generally to the conduct of the business and affairs of the Corporation, is hereby confirmed as a By-Law of the Corporation by the Members of the Corporation.
2. By the confirmation of By-Law 2024-1, all prior By-Laws of the Corporation are hereby repealed, subject to any exceptions relative to the repeal of the By-Laws as are contained in the said By-Law.

FIXING BOARD SIZE

WHEREAS the Corporation's By-laws provide that the Board shall be comprised of a minimum of fifteen (15) and maximum of eighteen (18) Directors, which number shall be fixed from time to time by Special Resolution of the Members, or if a Special Resolution of the Members empowers the Directors to fix the number, by resolution of the Directors;

AND WHEREAS the Members desire to fix the number at fifteen (15);

AND WHEREAS the Members desire to empower the Board to fix the number of Directors from time to time;

The Chair then called for a motion to pass a resolution to fix the number of Directors on the Board at fifteen (15);

On a motion duly made, seconded and duly carried, the following resolutions were passed:

RESOLVED AS A SPECIAL RESOLUTION THAT:

1. The number of Directors on the Board shall be fixed at fifteen (15).
2. The Members empower the Directors to fix the number of Directors by resolution of the Directors from time to time.

For questions or more information to complete this form, please refer to the instruction page.

Fields marked with an asterisk (*) are mandatory.

1. Corporation Information

Corporation Name *

Ontario Corporation Number (OCN) * 5193	Company Key * 00000000
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Official Email Address *

2. Contact Information

Please provide the following information for the person we should contact regarding this filing. This person will receive official documents or notices and correspondence related to this filing. By proceeding with this filing, you are confirming that you have been duly authorized to do so.

First Name * Rosie	Middle Name	Last Name * Elia
-----------------------	-------------	---------------------

Telephone Country Code 1	Telephone Number * 416-595-2976	Extension
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Email Address *

3. Corporation Name

Complete this section only if you are changing the corporation name

The corporation will have:

- an English name (example: "Green Institute Inc.")
- a French name (example: "Institut Green Inc.")
- a combination of English and French name (example: "Institut Green Institute Inc.")
- an English and French name that are equivalent but used separately (example: "Green Institute Inc./Institut Green Inc.")

4. Number of Directors (if applicable)

Complete this section only if you are changing the number of directors

A minimum of three directors are required. Please specify the number of directors for your Corporation

Fixed Number Minimum/Maximum

Minimum Number of Directors * 15	Maximum Number of Directors * 18
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5. Purposes and Provisions (if applicable) (Maximum is 900,000 characters per text box. To activate the toolbar press "Ctrl + E")

Complete this section only if you are amending the Purposes and Provisions

Is the corporation a charity or does it intend to operate as a charity? i

Yes No

Does the corporation have consent from the Public Guardian and Trustee not to include an "After Acquired" clause?

Yes No

Description of Changes to Purposes

Please describe any amendments to the corporation's purposes in the area below (please be specific):

Enter the Text

Description of Changes to Special Provisions

Please describe any amendments to the corporation's special provisions in the area below (please be specific):

Enter the Text

The special provisions contained in section 5A and 5C of the Supplementary Letters Patent dated December 21, 2018, are deleted in their entirety and replaced with the following:

- a. Commercial purposes, if any, included in the articles are intended only to advance or support one or more of the non-profit purposes of the corporation. No part of a corporation's profits or of its property or accretions to the value of the property may be distributed, directly or indirectly, to a member, a director or an officer of the corporation except in furtherance of its activities.
- b. The corporation shall be subject to the *Charities Accounting Act*.
- c. No director shall receive remuneration for services provided in the capacity as a director, although they may be paid reasonable expenses incurred by them in the performance of their duties. 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*.
- d. To invest the funds of the corporation pursuant to the *Trustee Act*.
- e. Upon the dissolution of the corporation and after satisfying the interests of its creditors in all its debts, obligations and liabilities, its remaining property shall be distributed to a Canadian body corporate that is a registered charity under the *Income Tax Act* (Canada) with similar purposes to its own, the Crown in right of Ontario, the Crown in right of Canada, an agent of either of those Crowns or a municipality in Canada.
- f. All funds and other property held by the corporation immediately before the articles become effective or that are received subsequently by the corporation pursuant to any will, deed or other instrument made before the articles become effective, together with any income or other accretions to the funds or other property, will be applied only to the purposes of the corporation as they were immediately before the articles become effective.

6. Members Authorization and Effective Date

The resolution authorizing the amendment was approved by the members of the corporation on * i

Requested Date for Amendment * i

Authorization

* I, Rosie Elia

confirm that:

- This amendment has been duly authorized as required by section 103 of the *Not-For-Profit Corporations Act, 2010*.
- This form has been signed by all the required persons.

Caution:

The Act sets out penalties, including fines, for submitting false or misleading information.

Required Signatures

Name	Position	Signature
<input type="text"/>	Chair	<input type="text"/>
Name	Position	Signature
<input type="text"/>	Vice-Chair	<input type="text"/>

Save Form

Print Form

Clear Form

ALEXANDRA MARINE AND GENERAL HOSPITAL
BY-LAW NO. 2024-1

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TABLE OF CONTENTS

PART I – ADMINISTRATIVE BY-LAW	1
1. INTERPRETATION.....	1
2. DEFINITIONS	1
3. MEMBERS OF THE CORPORATION	4
4. ANNUAL MEETING OF THE MEMBERS	5
5. BUSINESS.....	6
6. SPECIAL MEETINGS OF THE MEMBERS	6
7. MEETINGS OF THE CORPORATION.....	6
8. FISCAL YEAR.....	8
9. BOARD OF DIRECTORS	8
10. BOARD MEETINGS.....	10
11. RESPONSIBILITIES OF THE BOARD.....	12
12. STANDARDS OF CARE	13
13. CONFLICT OF INTEREST.....	13
14. CONFIDENTIALITY	14
15. COMMUNICATION	14
16. INDEMNIFICATION	14
17. OFFICERS.....	16
18. OFFICER DUTIES	17
19. COMMITTEES OF THE BOARD.....	19
20. BOARD COMMITTEE MEETINGS	20
21. LIMITS ON AUTHORITY OF COMMITTEES	20
22. CHIEF EXECUTIVE OFFICER	21
23. DUTIES OF THE CHIEF EXECUTIVE OFFICER.....	21
24. RETENTION OF WRITTEN STATEMENTS	22
25. RULES OF ORDER	22
26. BONDING - FIDELITY INSURANCE.....	22
27. SIGNING OFFICERS.....	23
28. AUDITOR.....	23
PART II - PROFESSIONAL STAFF BY-LAWS.....	24
29. THE PROFESSIONAL STAFF BY-LAWS.....	24
30. PURPOSE OF THE PROFESSIONAL STAFF BY-LAWS.....	24
31. PURPOSE OF THE MEDICAL STAFF ORGANIZATION.....	24
32. RULES AND REGULATIONS	25

33. PROFESSIONAL STAFF RESOURCE PLAN.....	25
34. APPOINTMENT OF PROFESSIONAL STAFF.....	25
35. APPOINTMENT TO PROFESSIONAL STAFF.....	26
36. PROCESS FOR EVALUATING APPLICATIONS FOR PROFESSIONAL STAFF APPOINTMENTS.....	28
37. CRITERIA FOR APPOINTMENT TO THE PROFESSIONAL STAFF.....	29
38. TERM	30
39. REAPPOINTMENT	30
40. CHANGE OF PRIVILEGES.....	31
41. MID-TERM ACTION.....	32
42. CATEGORIES OF THE PROFESSIONAL STAFF	33
43. PROFESSIONAL STAFF DUTIES.....	39
44. CHIEF OF STAFF.....	40
45. PROFESSIONAL STAFF DEPARTMENTS	43
46. CHIEFS OF DEPARTMENT	44
47. MEETINGS OF THE MEDICAL STAFF	45
48. MEDICAL STAFF ELECTED OFFICERS.....	47
49. MEDICAL ADVISORY COMMITTEE	49
50. PROFESSIONAL STAFF COMMITTEES ESTABLISHED BY THE BOARD.....	51
51. AMENDING THE PROFESSIONAL STAFF BY-LAWS.....	51
52. BY-LAWS AND EFFECTIVE DATE	51
53. REPEAL OF PRIOR BY-LAWS.....	52

SCHEDULE A

PROCEDURE REGARDING REAPPOINTMENTS, REQUESTS FOR CHANGES IN
PRIVILEGES AND MID-TERM ACTION

SCHEDULE B RESPONSIBILITIES OF THE BOARD

ALEXANDRA MARINE AND GENERAL HOSPITAL

BY-LAW 2024-1

PART I – ADMINISTRATIVE BY-LAW

1. INTERPRETATION

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

- (a) all terms which are contained in this By-Law and which are defined in the Ontario *Not-for-Profit Corporations Act*, the *Public Hospitals Act (Ontario)*, the *Excellent Care for All Act* or the regulations made thereunder, shall have the meanings given to such terms in the Ontario *Not-for-Profit Corporations Act*, the *Public Hospitals Act*, the *Excellent Care for All Act* or the regulations made thereunder. If there is a conflict between the Act as defined below and any other legislation applicable to the Corporation, the provisions of such other legislation shall prevail;
- (b) the use of the singular number shall include the plural and vice versa, the use of gender shall include the masculine, feminine and neuter genders, and the word “person” shall include an individual, a trust, a partnership, a body corporate or public, an association or other incorporated or unincorporated entity;
- (c) the headings 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; and
- (d) any references herein to any law, by-law, rule, regulation, order or act of any 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.

2. DEFINITIONS

- (a) “**Act**” means the *Not-for-Profit Corporations Act, 2010*, S.O. 2010, c.15 and the regulations thereunder, as amended from time to time;
- (b) “**Admitting Privileges**” means the privileges, granted to members of the Professional Staff related to the admission of in-patients, registration of out-patients, and the diagnosis, assessment and treatment of in-patients and out-patients in the Hospital;
- (c) “**Annual Meeting**” means an Annual Meeting of Members as provided in section 4;
- (d) “**Associates**” includes the parents, siblings, spouse or common-law partner, grandchildren, grandparents and/or members of the household of a Director as well as any organization, agency, company, or individual (such as a business partner) with a formal relationship to a Director;
- (e) “**Board**” means the governing body of the Alexandra Marine and General Hospital;

- (f) **“By-Law” or “By-Laws”** means this by-law, and all other by-laws of the Corporation from time to time in force and effect;
- (g) **“Certification”** means the holding of a specialty certificate issued by a professional body recognized by the Board on the advice of the Medical Advisory Committee;
- (h) **“Chief of Department”** means the physician appointed by the Board to be in charge of a specialized services of the Professional Staff of Alexandra Marine and General Hospital;
- (i) **“Chief of Staff”** means the physician appointed by the Board to be the Chief of the Professional Staff;
- (j) **“Chair of the Medical Advisory Committee”** means the member of the Professional Staff appointed to serve as Chair of the Medical Advisory Committee;
- (k) **“Chief Executive Officer”** means in addition to ‘administrator’ as defined in the *Public Hospitals Act*, the Chief Executive Officer of the Corporation;
- (l) **“Chief Nursing Executive”** means the senior nurse employed by the Hospital who reports directly to the Chief Executive Officer and is responsible for nursing services provided in the Hospital;
- (m) **“Conflict of Interest”** includes without limitation, the following three (3) areas that may give rise to a Conflict of Interest for the Directors or Officers, namely:
 - (i) *pecuniary or financial interest* – a Director or Officer is said to have a pecuniary interest in a decision when the Director or Officer (or his Associates) stands to gain by that decision, either in the form of money, gifts, favours, gratuities, or other special considerations. In such cases, the declaration of any pecuniary interest held by a Director or Officer (or his Associates) is essential;
 - (ii) *undue influence* – a Director or Officer is said to have engaged in undue influence and to have violated his entrusted responsibility to the Corporation when he participates or influences Board decisions that selectively and disproportionately benefit particular agencies, companies, organizations, professional groups, or patients from a particular demographic, geographic, political, socio-economic, or cultural group; and
 - (iii) *adverse interest* – a Director or Officer is said to have an adverse interest to the Corporation when he is in opposition to a claim, application or proceeding against the Corporation;
- (n) **“Corporation” or “Hospital”** means the Alexandra Marine and General Hospital with the Head Office at 120 Napier Street, Goderich, Ontario;
- (o) **“Credentials Committee”** means the committee established by the Medical Advisory Committee to review applications for appointment and reappointment to the Professional Staff and to make recommendations to the Medical Advisory Committee. If no such committee is established it shall mean the Medical Advisory Committee;

- (p) **“Dental Staff”** means those Dentists appointed by the Board to attend or perform dental services for patients including oral and maxillofacial in the Hospital;
- (q) **“Dentist”** means a dental practitioner in good standing with the Royal College of Dental Surgeons of Ontario;
- (r) **“Department”** or **“department”** means an organizational unit of the Professional Staff to which members with a similar field of practice have been assigned;
- (s) **“Director”** means a member of the Board;
- (t) **“Ex officio”** means membership “by virtue of the office”;
- (u) **“Extended Class Nursing Staff”** means those Registered Nurses in the Extended Class who are nurses that are granted Privileges to diagnose, prescribe for or treat out patients in the Hospital;
- (v) **“Impact Analysis”** means a study to determine the impact upon the resources of the Corporation of the proposed appointment of an applicant for appointment to the Professional Staff or an application by a member of the Professional Staff for reappointment or for additional Privileges;
- (w) **“Ineligible Individual”** has the meaning in section 149.1 of the *Income Tax Act* (Canada), as amended from time to time;
- (x) **“in camera”** means a meeting that is restricted to Directors/voting members of such meeting and such invitees as determined by the chair of the meeting;
- (y) **“Locum Tenens”** means the legally qualified professional who provides coverage for a member of the Professional Staff during their absence;
- (z) **“Medical Staff”** means those Physicians who are appointed by the Board and who are granted Privileges to practice medicine in the Hospital;
- (aa) **“Member”** means an individual who is a Member as provided in section 3(a);
- (bb) **“Midwife”** means a midwife in good standing with the College of Midwifery of Ontario;
- (cc) **“Midwifery Staff”** means those Midwives who are appointed by the Board and granted Privileges to practice Midwifery in the Hospital;
- (dd) **“Nurse”** means a holder of a current certificate of competence issued in Ontario as a registered nurse;
- (ee) **“Patient”** includes an in-patient and out-patient except where the context otherwise requires;
- (ff) **“Physician”** means a medical practitioner in good standing with the College of Physicians and Surgeons of Ontario;
- (gg) **“Privileges”** or “privileges” means the right to admit in-patients, register out-patients and/or provide the clinical services which the Board has granted to a member of the Professional Staff;

- (hh) **“Professional Staff”** means the Medical Staff, Dental Staff, Midwifery Staff and members of Extended Class Nursing Staff who have been granted privileges;
- (ii) **“Professional Staff Human Resources Plan”** means the Hospital’s plan from time to time which provides information and future projections with respect to the management and appointment of the Professional Staff based on the mission and strategic plan of the Corporation;
- (jj) **“Professional Staff Officer”** means the President, Vice President or Secretary-Treasurer of the Professional Staff;
- (kk) **“Public Hospitals Act”** means R.S.O. 1990, c.P.40, and, where the context requires, includes the regulations made under it, all as may be amended from time to time;
- (ll) **“Resource Plan”** means the plan developed by the Professional Staff, based on the mission and strategic plan of the Hospital and on the regional needs of the community, which provides information and future projections of this information with respect to the management and appointment of physicians, dentists, midwives and Registered Nurse-Extended Class who are or may become members of the Professional Staff;
- (mm) **“Registered Nurse in the Extended Class”** 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*;
- (nn) **“Rules and Regulations”** means the rule and regulations governing the practice of the Professional Staff at the Hospital both generally and within a particular department, which have been established respectively by the staff in general and the staff of the department;
- (oo) **“SHH”** means the South Huron Hospital;
- (pp) **“Special Meeting”** means a meeting of the Members called pursuant to section 6; and
- (qq) **“Special Resolution”** means a resolution submitted to a Special Meeting duly called for the purpose of considering the resolution and passed at the meeting, with or without amendment, by at least two-thirds (2/3rds) of the votes cast, or consented to in writing by each Member of the Corporation entitled to vote at a meeting of the Members.

3. MEMBERS OF THE CORPORATION

(a) Membership

There shall be one (1) class of Members in the Corporation, consisting of:

- (i) those persons who are from time to time the Directors of the Corporation, each of whom shall automatically become a Member upon becoming a Director without further action or formality, and shall cease to be a Member immediately upon ceasing to be a Director, without further action or formality.

(b) Transfer of Membership

Membership in the Corporation is not transferable.

(c) Revocation of Membership

- (i) The Members may remove a Member by resolution passed by at least two-thirds (2/3rds) of the votes cast by the Members entitled to vote at a Special Meeting duly called for that purpose.
- (ii) Any disciplinary action or termination of Membership must be done in good faith and in a fair and reasonable manner.
- (iii) Any Member being considered for removal shall be given fifteen (15) days notice of a disciplinary action or termination with reasons and given an opportunity to be heard orally or in writing not less than five (5) days before the disciplinary action or termination of Membership becomes effective, by the person with authority to impose or revoke the disciplinary action or termination.

(d) Termination of Membership

Membership in the Corporation automatically terminates upon the happening of any of the following events:

- (i) if a Member, in writing, resigns as a Member of the Corporation;
- (ii) if the person ceases to be a Director of the Corporation;
- (iii) the death of a Member;
- (iv) the expulsion of a Member pursuant to section 3(c); or
- (v) the liquidation or dissolution of the Corporation.

4. ANNUAL MEETING OF THE MEMBERS

- (a) Notice of the Annual Meeting of the Members of the Corporation shall be given to each Member, each Director and the Auditor by prepaid mail, e-mail or other electronic means not less than ten (10) days and not more than fifty (50) days before the meeting by sending it to the last address as shown on the records of the Corporation.
- (b) No 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 any time waive notice of such meeting and may ratify, approve and confirm any or all resolutions passed or proceedings taken at the meeting.
- (c) The Annual Meeting will be held between April 1 and July 31 (on a day to be fixed by the Board) and not more than 15 months after the holding of the last preceding Annual Meeting.

5. BUSINESS

- (a) The business transacted at the Annual Meeting of the Corporation shall include:
 - (i) the presentation of:
 - (A) minutes of the previous meeting;
 - (B) report of the Board including the audited financial statements and committee reports;
 - (C) report of the unfinished business from any previous meeting of the Corporation;
 - (D) report of the Chief Executive Officer;
 - (E) report of the Auditor;
 - (F) report of the Chief of Staff;
 - (G) report of the Chair;
 - (ii) election of Directors; and
 - (iii) the appointment of an Auditor to hold office until the next Annual Meeting.

6. SPECIAL MEETINGS OF THE MEMBERS

- (a) The Board or Chair may call a Special Meeting of the Members of the Corporation.
- (b) Not less than ten (10) per cent of the Members of the Corporation entitled to vote at a meeting proposed to be held may, in writing, requisition the Directors to call a Special Meeting of the Members for any purpose connected with the affairs of the Corporation which are property within the purview of the Members' role in the Corporation authority and that is not inconsistent with the Act.
- (c) The requisition shall state the business to be transacted at the meeting and must be sent to each Director and be deposited at the registered office of the Corporation and may consist of several documents in like forms signed by one or more requisitioners.
- (d) Notice of a Special Meeting shall be given in the same manner as provided in section 4(a).
- (e) The notice of a Special Meeting shall specify the nature of the business to be transacted at the Special Meeting in sufficient detail to permit a Member to form a reasoned judgement on the business and state the text of any special resolution to be submitted to the meeting.

7. MEETINGS OF THE CORPORATION

(a) Chair

The meetings of the Corporation shall be chaired by:

- (i) the Chair;
- (ii) the 1st Vice-Chair if the Chair is absent or is unable to act;
- (iii) the 2nd Vice-Chair if the Chair and 1st Vice-Chair are absent or unable to act; or
- (iv) a Director of the Corporation elected by the Members present if the Chair and Vice-Chairs are either absent or unable to act.

(b) Quorum

A majority of Members shall constitute a quorum at any meeting of the Corporation.

(c) Voting

- (i) The Members, Directors and the Auditor of the Corporation are entitled to receive notice of and attend at a meeting of the Corporation.
- (ii) At all meetings of the Corporation, questions shall be determined by a majority of affirmative votes cast by Members present at the meeting, unless otherwise required by statute or this By-Law. In case of an equality of votes at any meeting of the Corporation, the motion is lost. The Chair shall not be entitled to a second or casting vote.
- (iii) At all meetings of the Corporation, every question shall be decided by a show of hands unless a ballot thereon is demanded by any Member either before or after any vote. Every Member present shall have one (1) vote. A declaration by the Chair that the vote upon the question has been carried or carried by a particular majority or not carried, and an entry to that effect in the minutes of the proceedings of the meeting shall be prima facie evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against any resolution or other proceeding in respect of the said question and the result of the vote so taken at the meeting shall be the decision of the Corporation upon the question.
- (iv) Voting at all meetings of the Members of the Corporation shall be in person and not by proxy.

(d) Electronic Meetings

If all the Members present at the meeting of the Corporation consent, a meeting of the Corporation may be held by conference telephone, electronic or other communication facilities as to permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously, and the Member participating in the meeting by those means is deemed to be present at the meeting.

(e) Adjourned Meeting

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

- (ii) At least three (3) days' notice of the re-scheduled meeting following an adjournment shall be given in such manner as the Board may determine.

8. FISCAL YEAR

The fiscal year of the Corporation shall end with the 31st day of March in each year.

9. BOARD OF DIRECTORS

(a) Board Composition

The Board shall consist of not less than fifteen (15) and not more than eighteen (18) Directors as set out below. The Members shall by Special Resolution fix the number of Directors of the Corporation from time to time, or by Special Resolution of the Members empower the Directors to fix the number, by resolution of the Directors.

ELECTED DIRECTORS

- (i) Not less than nine (9) and not more than twelve (12) elected Directors; and

NON-VOTING *EX OFFICIO* DIRECTORS

- (ii) The following non-voting *ex officio* directors:
 - (A) the Chief Executive Officer;
 - (B) the Chief Nursing Executive;
 - (C) the Chief of Staff of the Corporation;
 - (D) the Chief of Staff of SHH;
 - (E) the President of the Medical Staff of the Corporation; and
 - (F) the President of the Medical Staff of SHH.

(b) Qualifications

- (i) No member of the Professional Staff of the Hospital shall be eligible for election to the Board except as where otherwise provided in this By-Law.
- (ii) No employee of the Hospital shall be eligible for election to the Board except as where otherwise provided in this By-Law.
- (iii) No spouse, child, parent, brother or sister, grandchildren, grandparents and/or members of the household of any person included in (a) or (b) above, nor the spouse of any such child, parent, brother or sister, grandchildren, grandparents and/or members of the household shall be eligible for election to the Board.
- (iv) Each Director shall:

- (A) automatically become upon election, and thereafter remain through the term of office, a Member of the Corporation who is qualified by the terms of this section 9(b) to hold office;
- (B) be an individual who is at least eighteen (18) years of age;
- (C) not have the status of a bankrupt;
- (D) not be a person who has been found under the Substitute Decisions Act, 1992 or under the Mental Health Act to be incapable of managing property;
- (E) not be a person who has been declared incapable by any court in Canada or elsewhere; and
- (F) not be an Ineligible Individual who has made disclosure to the Board as required by section 9(b)iv(E)

Every Director or Officer who ceases to be qualified as provided in this section shall disclose such fact to the Board immediately upon learning that he or she has ceased to be qualified.

If a person ceases to be qualified as provided in this section 9(b), the person thereupon ceases to be a Director and the vacancy so created may be filled in the manner prescribed by section 9(f).

(c) Nominations for Election of Directors

Nominations for the position of Director of the Corporation for the purpose of electing those Directors described in Section 9(a)(ii) at the Annual Meeting of the Corporation shall be made by the Governance & Nominating Committee in accordance with a Nominating Policy established by the Board.

(d) Director 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 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.

(e) Term

- (i) The term of office of each Director elected pursuant to 9(a)(ii) shall be three (3) years, to expire at the third Annual Meeting following election.
- (ii) Other than an *ex officio* Director, each Director is eligible for election for three (3) consecutive full terms, and afterwards is not eligible for re-election until a period of eleven (11) months has elapsed from the date such person ceases to be a Director.
- (iii) A Director may serve one additional three (3) year term, subject to the unanimous approval of the Board.

- (iv) Where a person has been elected to fill a vacancy and serve for the unexpired term of the Director's predecessor, the vacancy term will not be counted toward the three consecutive term total.

(f) Vacancy

- (i) If a vacancy occurs for any reason among the elected Directors, such vacancy may be filled by an eligible person elected by the Board to serve for the unexpired term of the Director's predecessor.
- (ii) If there is not a quorum of Directors or if there has been a failure to elect the number of Directors provided for in the Articles, the Directors then in office shall without delay call a Special Meeting of the Members to fill the vacancy and, if they fail to call a meeting or if there are no Directors then in office, the meeting may be called by any Member.
- (iii) The office of a Director shall be vacated if:
 - (A) a Director ceases to meet the requirements of section 9(b);
 - (B) a Director is removed as a Director pursuant to section 9(g); or
 - (C) a Director dies.
- (iv) The office of a Director may be vacated if:
 - (A) 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; or
 - (B) a Director fails to comply with this By-Law, including without limitation, the confidentiality requirements and conflict of interest requirements set out in this By-Law or the Corporation's policies, as determined by the Board.

(g) Removal of Directors

The Members may, by resolution passed by majority of the votes cast at a Special Meeting of which notice specifying the intention has been given, remove an elected Director before the expiration of his or her term of office and may, by a majority of the votes cast at that meeting, elect a person in the place and stead of the person removed for the remainder of the term of the removed Director.

10. BOARD MEETINGS

(a) Regular Meetings of the Board and Notice

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

- (ii) If the meeting is to be held at another time or day or at a place other than the Registered Office, the Secretary shall give notice of the meeting to the Directors. If notice is to be given it shall be delivered, telephoned or emailed to each Director at least twenty-four (24) hours in advance of the meeting or shall be mailed to each Director at least five (5) days in advance of the meeting.
- (iii) There shall be at least nine (9) regular meetings of the Board per annum.
- (iv) A meeting of the Board may be held without notice, immediately following the Annual Meeting of the Corporation.

(b) Special Meetings of the Board and Notice

- (i) The Chair may call Special Meetings of the Board.
- (ii) The Secretary shall call a Special Meeting of the Board if three (3) Directors so request in writing.
- (iii) Notice of a Special Meeting of the Board shall specify the purpose of the meeting, and may be given by telephone or by email, and shall be given at least twenty-four (24) hours in advance of the meeting.

(c) Board Quorum

- (i) A quorum for any meeting of the Board shall be a majority of the Directors entitled to vote.
- (ii) If no quorum exists for the purpose of voting on a resolution to approve a contract or transaction only because a director is not permitted to be present at the meeting by reason of Conflict of Interest the remaining directors are deemed to constitute a quorum for the purposes of voting on the resolution.
- (iii) If all of the Directors are required to make disclosure of a Conflict of Interest, then except as otherwise provided in the Act, the contract or transaction may be approved only by the Members.

(d) Voting at Board Meetings

- (i) The method of voting at any meeting of the Board shall be determined by the chair of the meeting prior to any vote being taken. Unless this By-law states otherwise, each elected Director shall have one (1) vote on each question raised at any meeting of the Board, and all questions shall be determined by a majority of the votes cast. Votes shall be taken by written ballot if so demanded by any voting Director present. In the case of an equality of votes, the vote shall be deemed to have been lost.
- (ii) A written resolution, signed by all the Directors entitled to vote on that resolution at a meeting of Directors is as valid as if it had been passed at a meeting of Directors, constituted and held for that purpose.
- (iii) Unless a ballot is demanded, a declaration by the Chair 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 or against such resolution, vote or motion.

(e) Chair

Board meetings shall be chaired by:

- (i) the Chair,
- (ii) the 1st Vice-Chair if the Chair is absent or is unable to act,
- (iii) the 2nd Vice-Chair if the Chair and 1st Vice-Chair are absent or unable to act, or
- (iv) a Director elected by the Directors present if the Chair and Vice-Chairs are either absent or unable to act.

(f) Procedures for Board Meetings

- (i) The declaration of the Secretary or Chair that notice has been given pursuant to the By-Law, shall be sufficient and conclusive evidence of the giving of such notice.
- (ii) No error or omission in giving notice for a meeting of Directors shall invalidate such meeting or invalidate 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 or all proceedings taken or had thereat.
- (iii) Meetings of the Board shall be open to the public. The Chair shall, in accordance with the Corporation's policy on in-camera meetings, have the discretion at any time to declare the meeting or any portion of any meeting to be in camera.
- (iv) Minutes shall be kept for all meetings of the Board.

(g) Electronic Meetings

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

11. RESPONSIBILITIES OF THE BOARD

The Board shall govern and manage the affairs of the Corporation consistent with the *Public Hospitals Act*, the Hospital Management regulations thereunder and other applicable legislation and in so doing shall assume responsibility for the matters described in Schedule B.

12. STANDARDS OF CARE

- (a) Every Director and Officer of the Corporation in exercising his or her powers and discharging his/her duties shall:
 - (i) act honestly and in good faith, loyal to the Corporation and with a view to the best interests of the Corporation;
 - (ii) exercise the degree of care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances;
 - (iii) adhere to the Hospital's mission, vision and values;
 - (iv) respect and abide by decisions of the Board;
 - (v) keep informed about,
 - (A) matters relating to the Corporation,
 - (B) the community served,
 - (C) necessary information and background preparation so as to participate effectively in meetings of the Board and its committees, and
 - (D) other healthcare services provided in the region;
 - (vi) participate in the initial orientation as a new Director and in ongoing Board education;
 - (vii) participate in the annual evaluation of overall Board effectiveness; and
 - (viii) represent the Board, when requested.
- (b) A Director shall be knowledgeable of the stakeholders to whom the Corporation is accountable and shall appropriately take into account the interests of such stakeholders when making decisions as a Director but shall not prefer the interests of any one group if to do so would not be in the best interests of the Corporation.

13. CONFLICT OF INTEREST

- (a) Every Director or Officer who, either directly or through one of his or her Associates, has, or thinks he or she may potentially have, a Conflict of Interest shall disclose the nature and extent of the interest at a meeting of the Board in accordance with Board policy on Conflicts of Interest, as set from time to time.
- (b) The declaration of actual or potential Conflict of Interest shall be disclosed at the meeting of the Board at which the contract, transaction, matter or decision is first raised. The disclosure shall be in writing or be requested by the Director or Officer to be entered into the minutes.
- (c) If a Director or Officer believes that any other Director or Officer is in a Conflict of Interest position with respect to any contract, transaction, matter or decision, the Director or Officer shall have the concern recorded in the minutes in accordance

with Board policy on conflicts of interest, as set from time to time. Once a concern is raised, determination must be made as to whether there is a conflict and procedures for recusal shall be observed in accordance with the Board policy on Conflict of Interest.

- (d) Subject to the Act, a Director or Officer who has declared a Conflict of Interest or who has been determined by the Board to be in a Conflict of Interest, shall not attend any part of a meeting of the Directors or Officers during which the contract, transaction, matter or decision is discussed and shall not vote on any resolution in regard to the contract, transaction, matter or decision.
- (e) If a Director or Officer has made a declaration of Conflict of Interest in compliance with this By-Law the Director is not accountable to the Corporation for any profit he/she may realize from the contract, transaction, matter or decision.
- (f) If a Director or Officer fails to make a declaration of his/her interest in a contract, transaction, matter or decision as required by this By-Law, this shall be considered grounds for termination of his/her position as a Director or Officer of the Corporation.
- (g) The failure of any Director or Officer to comply with the Corporation's Conflict of Interest policy or the Conflict of Interest provisions in this By-Law does not, in or of itself, invalidate any contract, transaction, matter or decision undertaken by the Board of the Corporation.

14. CONFIDENTIALITY

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

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

15. COMMUNICATION

Responsibility for public communications shall rest with the Chair of the Board and the Chief Executive Officer and the Board may give authority to one or more Directors, Officers or employees of the Corporation to make statements to the news media or public about matters brought before the Board.

16. INDEMNIFICATION

- (a) Except as otherwise provided in any legislation or law, no Director or Officer for the time being of the Corporation shall be liable for the acts, receipts, neglects or defaults of any other Director or Officer or employee or for any loss, damage or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired by the Corporation or for or on behalf of the Corporation or for the insufficiency or deficiency of any security in or upon which

any of the monies of or belonging to the Corporation shall be placed out or invested or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person including any person with whom or which any monies, securities or effects shall be lodged or deposited or for any loss, conversion, misapplication or misappropriation of or any damage resulting from any dealings with monies, securities or other assets belonging to the Corporation or for any other loss, damage or misfortune whatever which may happen in the execution of the duties of the Director's or Officer's respective office or trust or in relation thereto unless the same shall happen by or through the Director's or Officer's own failure to act honestly and in good faith with a view to the best interests of the Corporation and if the matter is a criminal or administrative proceeding that is enforced by a monetary penalty, the individual did not have reasonable grounds for believing their conduct was lawful

- (b) Before giving approval to the indemnities provided in section 16(c), or purchasing insurance provided in section 16(d), the Board shall, in accordance with the *Charities Accounting Act*, consider:
- (i) the degree of risk to which the Director or Officer is or may be exposed;
 - (ii) whether, in practice, the risk cannot be eliminated or significantly reduced by means other than the indemnity or insurance;
 - (iii) whether the amount or cost of the insurance is reasonable in relation to the risk;
 - (iv) whether the cost of the insurance is reasonable in relation to the revenue available; and
 - (v) whether it advances the administration and management of the property to give the indemnity or purchase the insurance.
- (c) Upon approval by the Board from time to time, every Director and Officer of the Corporation and every member of a committee, or any other person who has undertaken, or is about to undertake, any liability on behalf of the Corporation or any corporation controlled by it, and the person's respective heirs, executors and administrators, and estate and effects, successors and assigns, shall from time to time and at all times, be indemnified and saved harmless out of the funds of the Corporation, from and against:
- (i) all costs, charges and expenses whatsoever which such Director, Officer, committee member or other person sustains or incurs in or in relation to any action, suit or proceeding which is brought, commenced or prosecuted against the Director, Officer, committee member or other person, for or in respect of any act, deed, matter or thing whatsoever, made, done or permitted by them, in or in relation to the execution of the duties of such office or in respect of any such liability; and
 - (ii) all other costs, charges and expenses which the Director, Officer, committee member or other person sustains or incurs in or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by their own failure to act honestly and in good faith in the performance of the duties of office, or by other wilful neglect or default.

- (iii) The indemnity provided for in the preceding paragraph:
 - (A) shall not apply to any liability which a Director, Officer, committee member or any other person who has undertaken, or is about to undertake, any liability on behalf of the Corporation may sustain or incur as the result of any act or omission as a member of the Professional Staff of the Corporation; and
 - (B) shall be applicable only if the Director, Officer, committee member or any other person who has undertaken, or is about to undertake, any liability on behalf of the Corporation acted honestly and in good faith with a view to the best interests of the Corporation and in the case of criminal or administrative action or proceeding that is enforceable by a monetary penalty, had reasonable grounds for believing that his or her conduct was lawful.

The Corporation shall also, upon approval by the Board from time to time, indemnify any such person in such other circumstances as any legislation or law permit or requires provided the individual acted honestly and in good faith with a view to the best interests of the Corporation and if the matter is a criminal or administrative proceeding that is enforced by a monetary penalty, the individual has reasonable grounds for believing their conduct was lawful. Nothing in this By-Law shall limit the right of any person entitled to indemnity to claim indemnity apart from the provisions of this By-Law to the extent permitted by any legislation or law.

- (d) Upon approval by the Board from time to time, the Corporation shall purchase and maintain insurance for the benefit of any Director, Officer or other person acting on behalf of the Corporation against any liability incurred in that person's capacity as a Director, Officer or other person acting on behalf of the Corporation, except where the liability relates to that person's failure to act honestly and in good faith with a view to the best interests of the Corporation and if the matter is a criminal or administrative proceeding that is enforced by a monetary penalty, the individual has reasonable grounds for believing their conduct was lawful.

17. OFFICERS

- (a) The following shall be Officers of the Corporation:
 - (i) the Chair;
 - (ii) the 1st Vice-Chair;
 - (iii) the 2nd Vice-Chair;
 - (iv) the Secretary, who shall be the Chief Executive Officer; and
 - (v) the Treasurer,

Provided that one person may hold the office of Secretary and Treasurer simultaneously.

- (b) The Directors shall elect a Chair from among themselves at the meeting immediately following each Annual Meeting of the Corporation who shall preside as the Chair of the Board.

- (c) The Board shall appoint a 1st Vice-Chair, 2nd Vice-Chair, Treasurer and Secretary at the meeting immediately following each Annual Meeting of the Corporation.
- (d) Unless by a resolution of the Board, no Director may serve as Chair or Vice-Chair for more than two (2) consecutive years in one office, provided however that following a break in the continuous service of at least one (1) year the same person may be re-elected.
- (e) *Ex officio* Directors are ineligible for election as Chair or Vice-Chair.
- (f) The Chief Executive Officer may be appointed Secretary or Secretary-Treasurer of the Board.
- (g) The Officers of the Corporation shall be responsible for the duties set forth in this By-Law and they are not necessarily required to perform such duties personally, but they may delegate to others the performance of any or all such duties provided that the delegating Officer remains responsible for ensuring that such duties are carried out.
- (h) Any Officer of the Corporation shall cease to hold office upon resolution of the Board.
- (i) The Board may, at any time or from time to time, appoint additional Officers of the Corporation with corresponding duties not otherwise provided for in this By-Law and also eliminate or replace such Officers so appointed.

18. OFFICER DUTIES

(a) Duties of the Chair

The Chair shall:

- (i) chair all meetings of the Board;
- (ii) be responsible for the naming of Directors to committees not otherwise provided for in this By-Law;
- (iii) report to each Annual Meeting of Members of the Corporation concerning the management and operations of the Hospital;
- (iv) be an ex officio member of Committees of the Board;
- (v) represent the Corporation at public or official functions; and
- (vi) perform such other duties as may from time to time be determined by the Board.

(b) Duties of the 1st Vice-Chair

The 1st Vice-Chair shall have all the powers and perform all the duties of the Chair in the absence or disability of the Chair and perform any other duties assigned by the Chair or the Board.

(c) Duties of the 2nd Vice-Chair

The 2nd Vice-Chair shall have all the powers and perform all the duties of the 1st Vice-Chair in the absence or disability of the 1st Vice-Chair and perform any other duties assigned by the Chair or the Board.

(d) Duties of the Treasurer

The Treasurer shall:

- (i) be the custodian of the books of account and accounting records of the Corporation required to be kept by the provisions of the Act or otherwise by law;
- (ii) submit a financial report at each regular meeting of the Board indicating the financial position of the Hospital on a timely basis;
- (iii) submit an annual audited financial report to the Board and the Corporation of the financial operations of the Hospital;
- (iv) submit quarterly certificates to the Board in respect of the previous quarter that all wages owing to employees and source deductions relating to the employees that the Corporation is required to deduct and remit to the proper authorities pursuant to all applicable legislation, including without limitation, the *Income Tax Act* (Canada), the Canada Pension Plan (Canada), the *Employment Insurance Act* (Canada), and *Employer Health Tax Act* (Ontario), have been made and remitted to the proper authorities, and that all taxes collected pursuant to the *Excise Tax Act* (Canada) and *Retail Sales Tax Act* (Ontario) have been collected and remitted to the proper authorities; and
- (v) perform such other duties as may from time to time be determined by the Board.

(e) Duties of the Secretary

The Secretary shall:

- (i) attend meetings of the Board and Board Committees as required;
- (ii) keep minutes of all Board and Board Committee meetings and circulate the minutes to all members of the Board or Committee;
- (iii) attend to correspondence of the Board;
- (iv) prepare all reports required under any Provincial Act or Regulation or Federal Act or Regulation;
- (v) be the custodian of all minute books, documents and registers of the Corporation required to be kept by the provisions of the Act and all minutes, documents and records of the Board;
- (vi) keep copies of all testamentary documents and trust instruments by which benefits are given to the use of the Hospital and provide the office of the Public Guardian and Trustee with attested or notarial copies of such

documents in accordance to the provisions of the *Charities Accounting Act* (Ontario);

- (vii) give such notice as required by this By-Law of all meetings of the Corporations, the Board and its Committees; and
- (viii) perform such other duties as may from time to time be determined by the Board.

19. COMMITTEES OF THE BOARD

(a) Standing Committees of the Board

- (i) There shall be the following Standing Committees:
 - (A) Resources Committee;
 - (B) Governance & Nominating Committee;
 - (C) Audit Committee; and
 - (D) Any other committee as set out in a Board policy.
- (ii) The duties and terms of reference for the Standing Committees shall be determined by the Board.
- (iii) Subject to the provisions of this By-Law, the Board shall appoint members of the committees of the Board, the chairs of the committees of the Board and if desirable, the vice-chair thereof.
- (iv) The Board may appoint additional members who are not Directors to any committee of the Board except the Resources Committee, and those persons shall be entitled to vote, but the number of non-Directors shall not exceed the number of Directors on a committee of the Board.
- (v) The members, the chair and vice chair of a committee will hold their office at the pleasure of the Board. Each chair of a Standing Committee shall be a member of the Board.
- (vi) Subject to applicable law, the Board may, by resolution, dissolve any committee at any time.
- (vii) Procedures for committee meetings shall be determined by the chair of each committee, unless established by the Board by resolution or by way of general committee regulations from time to time.
- (viii) The Board Chair and Chief Executive Officer shall be ex-officio members of all committees.

(b) Special Committees of the Board

- (i) The Board may appoint Special Committees being those committees appointed for specific duties whose mandate shall expire with the completion of the tasks assigned.

- (ii) The Board may at any meeting, appoint any Special Committee and name the chair of the Special Committee.
- (iii) The Board may appoint additional members who are not Directors to any special committee of the Board and those persons shall be entitled to vote, but the number of non-Directors shall not exceed the number of Directors on a special committee of the Board.
- (iv) The Board shall prescribe terms of reference for any Special Committee.
- (v) The Board may by resolution dissolve any Special Committee at any time.

20. BOARD COMMITTEE MEETINGS

(a) Procedures for Board Committee Meetings

- (i) Board Committee meetings shall be held at the call of the Chair of the Board, the chair of the Board Committee or at the request of any two members of the Board Committee.
- (ii) Minutes shall be kept for all Board Committee meetings.
- (iii) Guests may attend Board Committee meetings at the invitation of the chair.
- (iv) Business arising at any Board Committee meeting shall be decided by a majority of votes.
- (v) Any motion is lost if there is an equality of votes.

(b) Committee Quorum

A quorum for any Board Committee meeting shall be a majority of the members of the Board Committee entitled to vote.

21. LIMITS ON AUTHORITY OF COMMITTEES

No Committee has authority to:

- (a) submit to the Members any question or matter requiring approval of the Members;
- (b) fill a vacancy among the Directors or in the office of Auditor or of a person appointed to conduct a review engagement of the Corporation;
- (c) appoint additional Directors;
- (d) issue debt obligations except as authorized by the Board;
- (e) approve any financial statements;
- (f) adopt, amend or repeal any By-Law; or
- (g) establish contributions to be made, or dues to be paid, by Members.

22. CHIEF EXECUTIVE OFFICER

- (a) The Chief Executive Officer shall be appointed by the Board in accordance with its approved selection process.
- (b) The Board may at any time revoke or suspend the appointment of the Chief Executive Officer.

23. DUTIES OF THE CHIEF EXECUTIVE OFFICER

- (a) The Chief Executive Officer shall:
 - (i) be responsible to the Board for the organization and management of the Hospital in accordance with policies established by the Board and subject to direction of the Board;
 - (ii) ensure appropriate systems and structures are in place for the effective management and control of the Hospital and its resources including the employment, development, control, direction and discharge of all employees of the Hospital;
 - (iii) ensure structures and systems for the development, review and recommendation of new programs, program expansion or changes;
 - (iv) ensure effective manpower planning and identify resource implications;
 - (v) establish an organizational structure to ensure accountability of all departments and staff for fulfilling the mission, objectives and strategic plan of the Hospital;
 - (vi) provide leadership in support of the Board's responsibility to develop and periodically review the mission, objectives and strategic plan of the Hospital;
 - (vii) develop, recommend and foster the values, culture and philosophy of the Hospital;
 - (viii) communicate with related health care agencies to promote co-ordination and/or planning of local health care services;
 - (ix) represent the Hospital externally to the community, government, media and other organizations and agencies;
 - (x) be responsible for the payment by the Corporation of all salaries and amounts due from and owing by the Corporation which fall within the purview and scope of the approved annual budget or otherwise as may be established from time to time by resolution of the Board;
 - (xi) notify the Chief of Staff, the Chief of Department and the Board if necessary, of:
 - (A) any failure of any member of the medical or dental staff to act in accordance with statute law or regulations thereunder, or the Hospital By-Law and policies,

- (B) any belief that a member of the medical or dental staff is unable to perform the person's professional duties with respect to a patient in the Hospital,
 - (C) any patient who does not appear to be receiving the most appropriate treatment and care or who is not being visited frequently enough by the attending member of the medical or dental staff,
 - (D) any other matter about which they should have knowledge;
- (xii) be responsible to the Board for taking such action as considered necessary to ensure compliance with the *Public Hospitals Act*, the Regulations and the By-Laws of the Hospital and all other statutory and regulatory requirements;
 - (xiii) attend meetings of the Medical Advisory Committee without a vote;
 - (xiv) attend meetings of the Board without a vote and report to the Board on any matters about which it should have knowledge and subject to this By-Law, be an ex officio voting member of all Board Committees;
 - (xv) perform such other duties as directed from time to time by the Board; and
 - (xvi) where appointed by the Board, performing the duties of Secretary as set forth in the By-Laws of the Corporation.

24. RETENTION OF WRITTEN STATEMENTS

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

25. RULES OF ORDER

Any questions of procedure at or for any meetings of the Corporation, of the Board, of the Medical Staff, or any committee, which have not been provided for in this By-Law or by the Act or by the *Public Hospitals Act* or Regulations thereunder, or the Professional Staff Rules, shall be determined by the Chair in accordance with an acceptable best practice.

26. BONDING - FIDELITY INSURANCE

- (a) Directors, Officers and employees as the Board may designate shall secure from a guarantee company a bond of fidelity of an amount approved by the Board.
- (b) The requirements of section 26(a) may be met by an alternative form of employee fidelity insurance such as, but not limited to, a blanket position bond, a commercial blanket bond, or a comprehensive dishonesty, disappearance and destruction policy, at the discretion of the Board.
- (c) The Corporation shall pay the expenses of any fidelity bond or policy secured under this section.

27. SIGNING OFFICERS

Documents, contracts and instruments requiring execution by the Corporation shall be executed in accordance with a Signing Authority Policy approved by the Board.

28. AUDITOR

(a) Appointment of Auditor

- (i) Subject to the Act, the Members of the Corporation at each Annual Meeting shall appoint an Auditor of the Corporation, who shall hold office until the close of the next Annual Meeting. If an appointment is not made, then the incumbent Auditor continues in office until a successor is appointed.
- (ii) In addition to making the report at the Annual Meeting of the Corporation, the Auditor shall from time to time report through the Audit Committee to the Board on the audit work with any necessary recommendations.

(b) Remuneration of Auditor

The remuneration of an Auditor may be fixed by the Members by Ordinary Resolution, or if the Members do not do so, then it shall be fixed by the Board.

(c) Auditor Rights

The Auditor shall have the rights and privileges as set out in the Act and shall perform the audit function as prescribed therein.

(d) Removal of Auditor

- (i) The Members may, by Ordinary Resolution passed at a Special Meeting of the Members, remove any Auditor before the expiration of the term of office in accordance with the Act, and may elect a replacement to fill such vacancy. Where the Members do not fill the vacancy, the Directors may do so in accordance with section 28(d)(iii).
- (ii) The Corporation shall give the Auditor at least two (2) days to prepare a statement giving reasons opposing the Auditor's removal. The Auditor shall provide any such statement to the Board. Any such statement provided by the Auditor shall be included in the notice of the Special Meeting called to remove the Auditor.
- (iii) Subject to the Articles, the Board shall immediately fill any vacancy in the office of Auditor.

PART II - PROFESSIONAL STAFF BY-LAWS

29. THE PROFESSIONAL STAFF BY-LAWS

- (a) These By-laws shall:
 - (i) govern the appointment, organization, duties and responsibilities of the Professional Staff;
 - (ii) define the relationship and responsibilities of the Professional Staff to the Leadership Team and the Board; and
 - (iii) outline how the requirements of the *Public Hospitals Act* and its regulations are put into force.

30. PURPOSE OF THE PROFESSIONAL STAFF BY-LAWS

- (a) The purposes of the Professional Staff By-laws are:
 - (i) to outline clearly and succinctly the purposes and functions of the Professional Staff;
 - (ii) to identify specific departments, committees, etc. necessary to allocate the work of carrying out those functions;
 - (iii) to designate a process for the selection of officials of the Professional Staff, including the Chief of Staff, and Chief of Departments;
 - (iv) to assign responsibility, define authority, and describe the manner of accountability to the Board of all officials, organizational units and each member of the Professional Staff for patient care, and for professional and ethical conduct;
 - (v) to maintain and support the rights and privileges of the Professional Staff as provided herein; and
 - (vi) to identify a professional staff organization with responsibility, authority and accountability so as to ensure that each Professional Staff member conducts him/herself in a manner consistent with the requirements of the *Public Hospitals Act* and its regulations, these By-Laws and such rules and regulations, or any amendments thereto, which become effective when approved by the Board.

31. PURPOSE OF THE MEDICAL STAFF ORGANIZATION

- (a) The purposes of the Medical Staff Organization, in addition to fulfilling the responsibilities established by the Laws of the Province of Ontario and these By-Laws, are:
 - (i) to provide a structure whereby the members of the Medical Staff participate in the Hospital's planning, policy setting, and decision making;

- (ii) to serve as a quality assurance system for medical care rendered to patients by the Hospital's Medical Staff and to ensure the continuing improvement of the quality of professional care;
- (iii) to provide a structure and process to ensure that all patients have access to medical care; and
- (iv) to facilitate the best possible environment for learning.

32. RULES AND REGULATIONS

- (a) The Medical Advisory Committee shall make Rules and Regulations, as well as corresponding policies and procedures, as it deems necessary for patient care, and the conduct of members of the Professional Staff, consistent with the mission of the Hospital.
- (b) Such Rules and Regulations, or any amendments thereto, will become effective when recommended by the Medical Advisory Committee, and approved by the Board.

33. PROFESSIONAL STAFF RESOURCE PLAN

- (a) The Medical Advisory Committee with the advice of the Administration of the Hospital will recommend to the Board for approval, on an annual basis, a Professional Staff Resource Plan for each department of the Professional Staff.
- (b) This plan will be consistent with the strategic directions of the Hospital as established by the Board, and the *Public Hospitals Act*, Section 44(2) regarding cessation of services.
- (c) Each department's Clinical Services Resource Plan shall include:
 - (i) a recruitment plan, which shall include an impact analysis;
 - (ii) reasonable on-call requirements for members of the Professional Staff of the department; and
 - (iii) a process for equitably distributing resources to the members of the Professional Staff within the department.

34. APPOINTMENT OF PROFESSIONAL STAFF

- (a) The Board shall appoint annually a Professional Staff for the Hospital;
- (b) Subject to revocation by the Board, appointments to the Professional Staff shall be for a period of twelve (12) months or for such shorter period of time as the Board may determine and appointments shall continue where a member of the Professional Staff has reapplied for appointment during the then current appointment period, until the Board has made the appointments for the ensuing year;
- (c) The Board shall establish from time to time criteria for appointment to the Professional Staff after considering the advice of the Medical Advisory Committee;

- (d) Notwithstanding the other requirements of these By-laws, a person who is not a physician, dentist, midwife or nurse in the extended class may be honored by appointment to the Honorary Staff category;
- (e) Where the Board determines that the Hospital shall cease to provide a service or the Minister directs the Hospital to cease to provide a service, the Board may:
 - (i) refuse the application of a member for appointment or reappointment to the Professional Staff;
 - (ii) revoke the appointment of any member; and
 - (iii) cancel or substantially alter the privileges of any member as long as such determination relates to the termination of the service.

35. APPOINTMENT TO PROFESSIONAL STAFF

- (a) Application for Appointment to the Professional Staff
 - (i) An application for appointment to the Professional Staff will be processed in accordance with the provisions of the *Public Hospitals Act*, these By-laws and the Rules and Regulations of the Professional Staff.
 - (ii) On request, the Chief Executive Officer will supply a copy of an application, these By-laws, the Rules and Regulations of the Professional Staff, the *Public Hospitals Act* and the Regulations thereunder to each applicant who expresses in writing the intention to apply for appointment to the Professional Staff.
 - (iii) Each applicant for membership to the Professional Staff shall submit on the prescribed forms one original written application to the Chief Executive Officer, together with a consent for release of the required information.
 - (iv) Each application must contain:
 - (A) a statement by the applicant that they have read the *Public Hospitals Act* and the Hospital Management Regulations thereunder, these By-laws and the Rules and Regulations of the Professional Staff of the Hospital;
 - (B) an undertaking in writing that, if the applicant is appointed to the Professional Staff, he or she will provide the agreed upon services to the Hospital and will act in accordance with the *Public Hospitals Act* and its Regulations, the laws of the Province of Ontario relating to hospital practice, the requirements set out in the By-laws and the Rules and Regulations of the Professional Staff and policies of the Hospital, and will be guided by the ethical standards of the profession;
 - (C) a current, valid certificate of Registration and certificate of Professional Conduct from the College of Physicians and Surgeons of Ontario (physicians); certificate of Registration or Specialty Certificate of Registration from the Royal College of Dental Surgeons of Ontario (dentists); certificate of Registration from the

College of Midwives of Ontario (midwives); Annual Registration Payment Card as a Registered Nurse Extended Class from the College of Nurses of Ontario (nurse practitioners);

- (D) in addition to the above qualification, all Professional Staff members practicing in a specialty recognized by the Royal College of Physicians and Surgeons of Canada may be required to hold (must hold) a Royal College certificate by way of examination eligibility;
- (E) a signed consent authorizing any regulatory body or referee to provide a report on but not limited to:
 - (I) any action taken by its disciplinary or fitness to practice committee, and
 - (II) whether the applicant's privileges have been curtailed or cancelled by any regulatory body or by another hospital because of incompetence, negligence or any act of professional misconduct;
 - (1) a list of three (3) appropriate referees;
 - (2) reports to include reports on experience, competence and conduct from:
 - (III) the Chief of Staff or Chief of Department in the last hospital in which the applicant held an appointment;
 - (IV) the director or head of the program in which the applicant has completed training, if such training has been completed within the past five years;
 - (V) the chief executive officer of the last hospital where the applicant held privileges;
- (F) a list of procedural privileges which are requested;
- (G) an up-to-date curriculum vitae, including a record of the applicant's professional education, post-graduate training, history of academic and professional career, and continuing medical education;
- (H) evidence of appropriate current immunization status;
- (I) evidence of professional practice protection coverage satisfactory to the Board and appropriate to the scope and nature of the intended practice;
- (J) where there has been an adverse finding or the applicant did voluntarily or involuntarily resign or restrict their privileges, the applicant shall provide a recital and description of disciplinary actions, voluntary restriction of privileges, competency investigations, performance reviews and details with respect to prior privileges disputes with other hospitals regarding appointment,

re-appointment, change in privileges, or mid-term suspension or revocation of privileges;

- (K) information of any civil suit related to professional practice where there was a finding of negligence or battery, including any suit settled by a payment;
 - (L) information regarding any criminal proceedings or convictions involving the applicant which may impact the applicant's ability to practice;
 - (M) information regarding the applicant's health, including any impairments, medical conditions, diseases or illnesses that may impact on his or her ability to practice, along with a signed consent authorizing the treating health professional to release relevant information to the Hospital, such information as released by a treating health professional to not form part of the applicant's credentialing file;
 - (N) an undertaking, in writing, that if appointed, the applicant will abide the Hospital's policies as related to the privacy and confidentiality of patient information and Hospital matters. No member will make statements on behalf of the Hospital to the news media or public without the express authority of the Chief Executive Officer or delegate.
- (v) Each applicant may be required to visit the Hospital for an interview with appropriate members of the Professional Staff and the Administration.
 - (vi) The Chief Executive Officer shall retain a copy of the application and shall refer the original application immediately to the Chief of Staff and to the Chair of the Credentials Committee.

36. PROCESS FOR EVALUATING APPLICATIONS FOR PROFESSIONAL STAFF APPOINTMENTS

- (a) The Chief Executive Officer shall refer the original application immediately to the Chief of Staff who shall keep a record of each application received and then refer the original forthwith to the Chair of the Credentials Committee (MAC), and to the Program(s) and Medical Department(s) involved, if applicable.
- (b) Where appropriate, the Chief of Department, shall review and make recommendations concerning each application for reappointment within his or her respective Department to the Credentials Committee (MAC).
- (c) The Medical Advisory Committee, functioning in the capacity of a Credentials Committee, will investigate and establish the authenticity of the qualifications and experience of each applicant. The Medical Advisory Committee will give consideration to reports of interviews with the applicant, and to the recommendation of the Chief of the relevant department.

The Medical Advisory Committee will:

- (i) ensure the application is complete

- (ii) consider whether the criteria set out generally in section 37 of these By-laws has been met;
 - (iii) take into consideration available resources of the Hospital;
 - (iv) include an analysis of the impact on human and fiscal resources of the application;
 - (v) delineate the applicant's responsibilities of the appointment, including specific procedural privileges; and
 - (vi) include a recommendation of appointment, or not, of the applicant.
- (d) The Medical Advisory Committee will send its recommendation in writing to the Board within sixty (60) days of the date of receipt by the Chief Executive Officer or delegate of the completed application, as outlined in the *Public Hospitals Act*.
- (e) The Medical Advisory Committee, in accordance with the *Public Hospitals Act*, may make its recommendation to the Board later than sixty (60) days after the receipt of the 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.
- (f) Where the Medical Advisory Committee recommends to the Board that an application for appointment, reappointment or requested privileges not be granted, it will follow the procedure as outlined in Schedule A of these By-laws, the Medical Advisory Committee and Board Process for Applications, Re-applications, Changes in Privileges, and Mid-Term Action.
- (g) In addition to any other provisions of the By-laws, the Board may refuse to appoint any applicant to the Professional Staff on any of the following grounds:
- (i) the appointment is not consistent with the need for service, as determined by the Board from time to time;
 - (ii) the Resource Plan of the Hospital does not demonstrate sufficient resources to accommodate the applicant; and
 - (iii) the appointment is not consistent with the strategic plan of the Hospital.
- (h) Where the Medical Advisory Committee recommends to the Board that an application for appointment, re-appointment or requested privileges be denied, the Board shall not consider or make a decision on such recommendation of the Medical Advisory Committee until it is determined as to whether a hearing is required by the applicant.

37. CRITERIA FOR APPOINTMENT TO THE PROFESSIONAL STAFF

- (a) Each applicant for appointment to the Professional Staff must:
- (i) be a registrant in good standing of the relevant college; and
 - (ii) be in compliance with the requirements of section 35(a)(iv) of these By-laws.

- (b) The individual should meet the needs of the Hospital and community as described in the Professional Staff Resource Plan, and will be assessed on the basis of credentials and experience, impact analysis, and such other factors as the Board, may from time to time, consider relevant or as set out in the Rules and Regulations of the Professional Staff.
- (c) The applicant must demonstrate to the Medical Advisory Committee adequate control of any physical or behavioral impairment that affects skill, attitude or judgment.
- (d) The granting of privileges will be further based upon:
 - (i) a demonstrated ability to provide patient care at an appropriate level of quality and efficiency;
 - (ii) a demonstrated ability to communicate, work with and relate to all members of the Professional and Hospital Staff in a cooperative and professional manner;
 - (iii) a demonstrated ability to communicate and relate appropriately with patients and patient's relatives;
 - (iv) a willingness to participate in the discharge of staff, committee if applicable, teaching responsibilities and obligations appropriate to the respective membership group;
 - (v) adequate training and experience for the privileges requested;
 - (vi) agreement by the applicant to provide reasonable "on-call" coverage as required by relevant roster or schedule.

38. TERM

- (a) 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.

39. REAPPOINTMENT

- (a) Application for Re-Appointment and Performance Review
 - (i) Upon recommendation by the Medical Advisory Committee, the Board shall establish and approve a process for the annual performance review of each member of the Professional Staff.
 - (ii) Each year each member of the Professional Staff shall make a written application for re-appointment to a group of the Professional Staff of the Hospital in a prescribed form consistent with that of other hospitals in the area. The application will update information from the original application and subsequent applications.
 - (iii) Where a member of the Professional Staff has applied for re-appointment, the Chief of Staff or delegate shall conduct a review of the applicant's performance for the past year in accordance with the prescribed process as established in section 37 (Criteria for Appointment to the Professional

Staff) of this By-law, and shall make a report to the Medical Advisory Committee in respect of the applicant's performance for the past year.

(iv) If an applicant for re-appointment shall be seventy (70) years of age or older on the date that his or her existing appointment expires, the Chief of Staff or delegate shall, in addition to the requirements set out in section 39(c) (Refusal to Reappoint), conduct the following review with the applicant and make a report thereon to the Medical Advisory Committee:

(A) a review of the applicant's performance and health during the past year;

(B) a discussion of the applicant's plans for any changes in type or level of service provided and reasons therefore;

(C) a discussion of the applicant's retirement plans; and

(D) a discussion of any other matters listed in section 37 (Criteria for Appointment to the Professional Staff).

(v) The application for re-appointment to a group of the Professional Staff of the Hospital shall be processed in the same manner as set out in section 37 (Criteria for Appointment to the Professional Staff).

(b) Criteria for Re-Appointment to Professional Staff

(i) In order to be eligible for re-appointment, the applicant shall,

(A) continue to meet the criteria set out in section 37 (Criteria for Appointment to the Professional Staff); and

(B) have demonstrated an appropriate use of Hospital resources.

(c) Refusal to Re-Appoint

(i) Pursuant to the *Public Hospitals Act*, and in accordance with the Regulations thereunder, the Board may refuse to re-appoint a member of the Professional Staff as outlined in section 36 of these By-Laws.

(ii) Where a member has applied for re-appointment, his or her appointment shall be deemed to continue,

(A) until the re-appointment is granted; or

(B) where he or she is served with notice that the board refuses to grant the re-appointment, until the time for giving notice requiring a hearing by the Health Professions Appeal and Review Board has expired and, where a hearing is required, until the decision of the Health Professions Appeal and Review Board has become final.

40. CHANGE OF PRIVILEGES

(a) Application for Changes to Privileges

- (i) Where a member of the Professional Staff wishes to change his or her privileges, he or she shall make a written application, in the prescribed form, listing the change of privileges which is requested and shall submit evidence of appropriate training and competence in respect of the privileges being requested.
- (ii) An application for a change in privileges made by a member of the Professional Staff shall be processed in the same manner as set out in section 37.

41. MID-TERM ACTION

- (a) Mid-Term Action Regarding Revocation/Suspension/Restriction of Privileges
 - (i) Suspension/Revocation of Privileges - In circumstances where there are concerns about the conduct, performance or competence of a member of the Professional Staff, the Board may, at any time, in a manner consistent with the *Public Hospitals Act* and in accordance with the regulations thereunder, these By-Laws, the Rules and Regulations of the Professional Staff, and policies of the Hospital, revoke or suspend any appointment of a member of the Professional Staff or revoke, suspend or restrict or otherwise deal with the Privileges of the member.
 - (ii) Immediate Action In Emergency Situations - In circumstances where, in the opinion of the Chief of Staff or the Chief of the relevant clinical Department, the conduct, performance or competence of a member of the Professional Staff exposes or is reasonably likely to expose Patient(s) or Staff to harm or injury and immediate action must be taken to protect the Patient(s) or Staff, and no less restrictive measure can be taken, the Chief of the Department or Chief of Staff will take action. This may require immediate and temporary suspension of the Privileges of the member of the Professional Staff with immediate notice to the President & Chief Executive Officer and the President of the Professional Staff, pending the consideration of the suspension by the MAC and the Board in keeping with the procedures outlined in Schedule A of these By-Laws, respecting Mid-Term Action in an Emergency Situation.
 - (iii) Non-Immediate Mid-Term Action - In circumstances where, in the opinion of the Chief of the relevant clinical Department, the conduct, performance or competence of a member of the Professional Staff:
 - (A) fails to comply with the criteria for annual reappointment;
 - (B) exposes or is reasonably likely to expose Patient(s) of Staff to harm or injury; or
 - (C) is, or is reasonably likely to be, detrimental to Patient or Staff safety or to the delivery of quality Patient care within the Hospital;
 - (D) results in the imposition of sanctions by the professional college;
 - (E) constitutes abuse; or

(F) is, or is reasonably likely to be, detrimental to the operations of the Hospital,

and if immediate action is not required to be taken, action may be initiated in keeping with the procedures in Schedule A of these By-laws, respecting Non-Immediate Mid-Term Action.

42. CATEGORIES OF THE PROFESSIONAL STAFF

(a) (i) The responsibilities of the Hospital for patient care make it necessary and appropriate to divide the Professional Staff into several different categories and to determine certain limitations on eligibility for appointments and privileges.

The categories established are:

(A) Active;

(B) Associate;

(C) Courtesy;

(D) Locum tenens;

(E) Temporary;

(F) Term;

(G) Senior Staff Members;

(H) Honourary;

(I) and other such categories as may be determined by the Board from time to time having given consideration to the recommendation of the Medical Advisory Committee.

(ii) Appointments to these categories will be consistent with the established Resource Plan and will be subject to completion of an Impact Analysis when appropriate.

(b) Active Staff

(i) Members of the Active Staff shall:

(A) consist of physician applicants who have been appointed as active Professional Staff by the Board and who are responsible for ensuring that an acceptable standard of professional care is provided to patients under their care;

(B) have completed a prerequisite of at least one year on the Associate Staff unless, in respect of any particular member, a waiver of such requirement is consented to by the Board;

(C) not have an active medical staff appointment at another hospital, unless, in respect of any particular member, waiver of such

requirement is recommended by the Medical Advisory Committee and approved by the Board;

- (D) undertake such clinical, and administrative duties and responsibilities as outlined in these by-laws and as determined by the Chief of Staff or Chief of Department;
- (E) participate on such "on-call" schedules and provide coverage for patients of the hospital as reasonably required;
- (F) be granted admitting and specific procedural privileges as approved by the Board having given consideration to the recommendation of the Medical Advisory Committee;
- (G) be eligible for annual reappointment as provided in these By-laws;
- (H) attend and vote at meetings of the Professional Staff and be an officer of the Professional Staff;
- (I) be bound by the expectations for attendance, as established by the Medical Advisory Committee, at Professional Staff and department meetings, where eligible; and
- (J) perform such other duties as may be prescribed by the Medical Advisory Committee from time to time.

- (ii) A member of the Professional Staff shall be eligible to make application for appointment to the Active Staff up to and including the year in which they reach the age of sixty-five (65) and thereafter may apply to be a Senior Staff Member in accordance with the Medical Staff Retirement Policy of the Corporation, as may be amended from time to time.

(c) Associate Staff

- (i) Applicants, who are applying for appointment to the Active Staff, subject otherwise to the determination of the Board, will be assigned to the Associate Staff for a period of at least six (6) months which may be renewed for up to a further twelve (12) months.
- (ii) An Associate Staff member shall:
 - (A) be granted admitting and specific procedural privileges as approved by the Board having given consideration to the recommendation of the Medical Advisory Committee;
 - (B) undertake such clinical, and administrative duties and responsibilities as outlined in these by-laws and as determined by the Chief of Staff and Chief of Department;
 - (C) work with the counsel and under the supervision of the Chief of Staff or delegated staff member;
 - (D) be eligible and expected to attend meetings of the Medical Staff as established by the Medical Advisory Committee;

- (E) not vote at Medical Staff meetings nor be elected a Professional Staff Officer, but may be appointed to a committee of the Professional Staff;
 - (F) participate in a 6-month performance review by the Chief of Staff or Chief of Department (Supervisor) from the active Professional Staff; and
 - (G) perform such other duties as may be prescribed by the Medical Advisory Committee from time to time.
- (iii) In preparation for the renewal of appointment, the Chief of Staff or Chief of Department will make a written report to the Medical Advisory Committee, including comments on:
- (A) the nature and quality of the Professional Staff member's clinical performance;
 - (B) the use of Hospital resources; and
 - (C) the ability to function in conjunction with the other members of the Hospital's staff.
- (iv) After one year, the appointment of a physician to the Associate Staff will be reviewed by the Medical Advisory Committee. The Medical Advisory Committee will recommend to the Board either a change in category, continuation in the Associate Staff category for a further period of time not to exceed an additional 6 months of practice, or denial of reappointment.
- (d) Courtesy Professional Staff
- (i) The Board may grant a physician, dental surgeon, midwife or RN-EC an appointment to the Courtesy Professional Staff in one or more of the following circumstances:
 - (A) the applicant has an active professional staff commitment at another hospital;
 - (B) the applicant lives at such a remote distance from the Hospital that it limits full participation in active staff duties, but he or she wishes to maintain an affiliation with the Hospital;
 - (C) the applicant has a primary commitment to, or contractual relationship with, another community or organization;
 - (D) the applicant requests access to limited Hospital resources or out-patient programs or facilities,
 - (E) the applicant shall act as a regular replacement for medical staff providing a specified service, or
 - (F) where the Board deems it otherwise advisable.

- (ii) The Board may grant an applicant an appointment to the courtesy Professional Staff so as to provide patients and their families with information; to review and receive the patient record and progress notes as well as out-patient records of their patients; and may utilize Ambulatory and Diagnostic Services if available upon the recommendations from the Credentials Committee.
 - (iii) The circumstances leading to an appointment shall be specified by the applicant on each application for re-appointment.
 - (iv) Members of the courtesy staff may attend Professional staff and department meetings but, unless the Board requires, shall not be subject to the attendance requirements and penalties as provided by this By-law and the medical staff rules.
 - (v) Unless required to attend by the Chief of Staff or Chief of Department, members of the courtesy staff shall not have the right to vote at Professional staff and department meetings.
 - (vi) Members of the courtesy staff shall not hold office and shall not be eligible for appointment to a committee of the Professional Staff.
- (e) Locum Tenens
- (i) The Medical Advisory Committee upon request of a member of the Active Professional Staff may recommend the appointment of a Locum Tenens as a planned replacement for such member for a specified period of time, to be confirmed in a written agreement.
 - (ii) The credentials of each Locum Tenens shall be reviewed by the Medical Advisory Committee
 - (iii) A Locum Tenens, subject to Board approval, shall:
 - (A) have admitting privileges unless otherwise specified;
 - (B) work under the counsel and supervision of the member of the Active Staff who has been assigned this responsibility by the Chief of Staff or his or her delegate;
 - (C) attend patients assigned to his or her care by the active medical staff member by whom he or she is supervised, and shall treat such patients within the professional privileges granted by the Board on the recommendation of the Medical Advisory Committee; and
 - (D) undertake such duties in respect of those patients classed as emergency cases as may be specified by the Chief of Staff or by the medical supervisor to whom he or she has been assigned.
- (f) Temporary Professional Staff
- (i) The Board may make a temporary appointment to the Professional Staff only for one of the following reasons:

- (A) to meet a specific singular requirement by providing a consultation and/or operative procedure; or
 - (B) to meet an urgent unexpected need for a Professional service.
 - (ii) Notwithstanding any other provision in this By-law, the Chief Executive Officer, after consultation with the Chief of Staff or his or her delegate, may:
 - (A) grant temporary privileges to a Physician, Maxillofacial Surgeon, Dentist, Midwife or Extended Class Nurse who is not a member of the Professional Staff provided such privileges shall not extend beyond the date of the next meeting of the Medical Advisory Committee at which time the action taken shall be reported;
 - (B) continue the temporary privileges on the recommendation of the Medical Advisory Committee until the next meeting of the Board; and
 - (C) remove temporary privileges at any time prior to any action by the Board.
 - (iii) A temporary appointment may include the right to admit to the care of a physician with privileges.
- (g) Term Staff
 - (i) Term staff will consist of applicants who have been granted admitting and/or specific procedural privileges as approved by the Board having given consideration to the recommendation of the Medical Advisory Committee in order to meet a specific clinical need for a defined period of time.
 - (ii) The specific, clinical need(s) shall be identified by the Medical Advisory Committee and approved by the Chief Executive Officer of the Hospital.
 - (iii) Appointments shall be for a period not to exceed one (1) year and such appointment does not imply or provide for any continuing or renewed Professional Staff appointment.
 - (iv) Term staff:
 - (A) may be required to work under the supervision of an Active staff member;
 - (B) may be required to undergo a probationary period as appropriate;
 - (C) shall, if replacing another member of the Professional Staff, attend that Professional Staff member's patient;
 - (D) shall undertake such duties in respect of those patients classed as emergency cases and of out-patient clinics as may be specified;
 - (E) shall, unless otherwise specified in the grant of privileges by the Board, have admitting privileges.

- (v) Term staff, subject to determination by the Board in each individual case, shall not:
 - (A) be eligible for re-appointment;
 - (B) attend or vote at meetings of the Professional Staff or be an officer of the Professional Staff; and
 - (C) be bound by the expectations for attendance at Professional Staff and department meetings.

- (h) Senior Staff Members
 - (i) Eligibility and access to resources for Senior Staff Members will be as determined by the Medical Staff Retirement Policy of the Corporation as may be amended from time to time.
 - (ii) The Board's responsibility to ensure a succession plan for members of its Professional Staff may require that from time to time a Senior Staff Member's privileges be reduced, revoked or not renewed in favour of granting privileges to a new or existing Associate staff or Active staff member.
 - (iii) Senior Staff Members shall:
 - (A) consist of those members of the Professional Staff appointed in accordance with the Medical Staff Retirement Policy of the Corporation;
 - (B) be granted privileges as approved by the Board having given consideration to the recommendation of the Medical Advisory Committee; and
 - (C) be granted admitting privileges in accordance with the Medical Staff Retirement Policy of the Corporation.
 - (iv) Upon "making the decision to retire", a Senior Staff Member may apply for appointment to the Honourary Staff category.

- (i) Honourary Staff
 - (i) An individual may be honored by the Board by an appointment to the Honourary Staff because of:
 - (A) former membership on the Active, Courtesy, Term, or Senior Staff; or,
 - (B) identification by the Board as an individual determined to be qualified for such appointment.
 - (ii) An Honourary Staff member may:
 - (A) be eligible for annual reappointment as provided in these By-laws; and

- (B) be eligible to attend Professional Staff meetings.
- (iii) An Honorary Staff member shall not:
 - (A) be granted admitting or procedural privileges, or provide direct patient care;
 - (B) have regularly assigned clinical, and administrative duties and responsibilities;
 - (C) vote at meetings of the Professional Staff or be an officer of the Professional Staff; and
 - (D) be bound by the expectations for attendance at Professional Staff and department meetings.

43. PROFESSIONAL STAFF DUTIES

(a) General Duties

- (i) Each member of the Professional Staff is accountable to and shall recognize the authority of the Board through and with their Chief of Department, the Chief of Staff, and the Chief Executive Officer.
- (ii) Each member of the Professional Staff shall:
 - (A) attend and treat patients within the limits of the privileges granted by the Board, unless the privileges are otherwise restricted;
 - (B) notify the Chief Executive Officer or Chief of Staff of any change in his/her license to professional practice made by the member's relevant college or any limitation of the practice privileges imposed by the Board of another hospital;
 - (C) give such instruction as is required for the education of other members of the Professional and Hospital Staff;
 - (D) abide by the Rules and Policies of the Professional Staff, the Hospital By-laws, the *Public Hospitals Act* and the Regulations thereunder and all other legislative requirements;
 - (E) cooperate with patients and/or their families or other appropriate persons about their options with respect to tissue and organ transportation; and
 - (F) perform such other duties as may be prescribed from time to time by, or under the authority of the Board and the Medical Advisory Committee.
- (iii) Each member of the Active and Associate Staff, and the Courtesy Staff where required, shall attend sixty percent (60%) of the regular Professional Staff meetings.

(b) Individual and Collective Duties and Responsibilities

- (i) Individually and collectively members of the Professional Staff, practicing within the jurisdiction of the Hospital, have responsibility to the Board for:
 - (A) ensuring that a high professional standard of care, consistent with the resources available and obligation practices, is provided to patients under their care;
 - (B) practicing at the highest professional and ethical practice standards within the limits of the privileges provided;
 - (C) maintaining involvement, as a recipient or provider, in continuing medical and interdisciplinary professional education;
 - (D) providing, maintaining and participating in professional education, clinical health services and outcomes research;
 - (E) promoting evidence-based decision making;
 - (F) assisting to fulfill the mission of the Hospital through contributing to strategic planning;
 - (G) recognizing the authority of the Chief of Department/Department Chief, the Chief of Staff, the Medical Advisory Committee and the Board in all significant issues, clinical or otherwise, arising in the department to which he or she has been assigned;
 - (H) bringing significant issues within the department to the attention of the Chief of Department and or Chief of Staff within a reasonable timeframe;
 - (I) contributing to the development of and ensuring compliance with the By-laws and Rules and Regulations of the Professional Staff, and policies of the Hospital; and
 - (J) participating in quality and risk management programs.

44. CHIEF OF STAFF

(a) Appointment

- (i) The Board shall appoint a member of the active medical staff to be the Chief of Staff after giving consideration to the recommendations of the Medical Advisory Committee.

(b) Term of Office

- (i) Subject to annual confirmation by the Board, the Chief of Staff will be eligible to serve two consecutive two (2) year terms, but may remain as Chief of Staff at the discretion of the Board until a successor is appointed. The Board shall conduct an annual performance appraisal of the Chief of Staff and in reappointing the Chief of Staff will give consideration to the outcome of the annual performance appraisal.

- (ii) The Board may at any time revoke or suspend the appointment of the Chief of Staff.
- (c) Role of the Chief of Staff
 - (i) The Chief of Staff shall:
 - (A) provide leadership in the establishment of an interdisciplinary approach to patient and family centred service;
 - (B) collaborate with representatives of other disciplines to create an environment that promotes commitment to continuous improvement of patient care outcomes;
 - (C) enhance education and research throughout the organization; and,
 - (D) champion and participate in organization and development at a strategic and project level.
- (d) Duties of the Chief of Staff

The Chief of Staff shall have the following duties to the Board and Medical Advisory Committee as well as administrative duties:

- (i) Duties to the Board and MAC - The Chief of Staff shall be responsible to the Board through the Chair for the Professional Staff of the Hospital. The Chief of Staff shall:
 - (A) be responsible for establishing and monitoring the credentialing and disciplining processes for the Professional Staff;
 - (B) ensure that the process regarding credentialing of Professional Staff is fair and executed in a timely manner;
 - (C) be responsible for the disciplinary action or mediation of the Professional Staff in conjunction with the Department Chiefs;
 - (D) be responsible for ensuring compliance with the *Public Hospitals Act* (Ontario), regulations and By-Laws of the Hospital with respect to Professional Staff;
 - (E) be responsible to the Board for the supervision and quality of all the Professional Staff diagnosis, care and treatment given to patients and the general conduct of the Professional Staff within the Hospital according to the policies established by the Board so as to ensure a safe clinical and workplace environment;
 - (F) assist in ensuring appropriate cost-effective use of the Hospital's resources;
 - (G) through, and with the Department Chiefs, advise the MAC, the Board and the Chief Executive Officer with respect to the quality of medical diagnosis, care and treatment provided to the patients of the Hospital;

- (H) be the Chair of the Medical Advisory Committee, and in such capacity, ensure that the Medical Advisory Committee fulfills its responsibility as defined in the *Public Hospitals Act*, and these By-Laws;
 - (I) be ex officio a member of all committees that report to the Medical Advisory Committee;
 - (J) work with the Department Chiefs to ensure that the annual evaluation and appointment process of the Professional Staff is completed;
 - (K) work, as needed, with the Department Chiefs in any Professional Staff discipline problems;
 - (L) assign, or delegate the assignment of, a member of the Professional Staff to supervise the practice of medicine, dentistry, midwifery, extended class nursing or other professional activities of any other member of the Professional Staff for any period of time;
 - (M) supervise and evaluate Chiefs of Department with respect to expected role. Under extraordinary conditions, the Chief of Staff may suspend the Chief of Department from the role of Chief of Department and, pending review, appoint an acting Chief of Department; and
 - (N) investigate, report and disclose critical incidents pursuant to the Hospital Management Regulation under the *Public Hospitals Act*.
- (ii) Administrative Duties - When necessary, the Chief of Staff shall:
- (A) assume, or assign to any other member of the Professional Staff, responsibility for the direct care and treatment of any Patient in the Hospital under the authority of the *Public Hospitals Act* and notify the attending Professional Staff member, the Chief Executive Officer and the Patient, Patient's guardian or power of attorney;
 - (B) report to the Board, the Professional Staff, and Chief Executive Officer any matters of which they should have knowledge;
 - (C) recommend to the Chief Executive Officer on the appointment, by the Chief Executive Officer, of a member of the Professional Staff to act for him or her during his or her absence or inability to act;
 - (D) participate in strategic planning within the Hospital to ensure that the needs of the community are appropriately met;
 - (E) act as an advocate for patients and for patient care;
 - (F) promote the development of innovation, a commitment to evidence based practices and collaboration with other disciplines;
 - (G) promote accountability among Professional Staff members for their practice;

- (H) provide formal and informal education and research to the Professional Staff members within the Hospital;
- (I) maintain an active practice in his/her clinical field;
- (J) fulfill all obligations in a manner consistent with the *Public Hospitals Act*, the mission statement and values of the Hospital, and the By-laws of the Hospital;
- (K) as a member of the senior management team of the Corporation, where the Chief of Staff assumes managerial responsibilities, the Chief of Staff shall be accountable for the performance of those managerial responsibilities to the Chief Executive Officer; and
- (L) undertake any other responsibilities as determined by the Board and the Chief Executive Officer.

(e) Appointment of the Deputy Chief of Staff

The Board, in consultation with the Chief of Staff, may appoint a physician with Active Staff privileges to be the deputy chief of staff upon the recommendation of the Chief of Staff and after giving consideration to seek the advice of the Medical Advisory Committee.

45. PROFESSIONAL STAFF DEPARTMENTS

(a) Departments

- (i) When warranted by the professional resources of the medical staff, the Board, on the advice of the Medical Advisory Committee, may organize the Professional Staff into the following Departments:
 - (A) Inpatient Medical Care;
 - (B) Emergency Medicine;
 - (C) Obstetrics;
 - (D) Surgery;
 - (E) Anesthetics;
 - (F) Internal Medicine;
 - (G) Radiology;
 - (H) Laboratory Medicine; and
 - (I) Psychiatry.
- (ii) Each Professional Staff member will be appointed to a minimum of one of the Departments
- (iii) Any Professional Staff department shall function in accordance with the Professional Staff rules.

- (iv) Whenever a separate department is established, physicians and where appropriate, dentists, midwives and registered nurses in the extended class and patients related to a department shall come under the jurisdiction of that department.
- (v) The Board, having given consideration to the recommendation of the Chief of Staff and following consultation with the Medical Advisory Committee, may at anytime create, dissolve or reorganize departments as may be required.

46. CHIEFS OF DEPARTMENT

- (a) Appointment of Chief of Department
 - (i) The Board, having given consideration to the recommendation of the Chief of Staff and following consultation with the Medical Advisory Committee, will appoint a physician who is a member of the Active Staff as Chief of each Department, provided that on recommendation of the Medical Advisory Committee, the Board may appoint a physician other than a physician who is a member of the Active Staff as a Chief of Department.
 - (ii) The office of the Chief of Department may be revoked at any time by the Board.
 - (iii) Subject to annual confirmation of the Board, the appointment of a Chief of Department shall be for a term of three (3) years, but the Chief of Department shall hold office until a successor is appointed.
 - (iv) At the end of term or in the event of a vacancy of a Chief of Department, the Medical Advisory Committee will undertake a search for the express purpose of recommending a candidate for the position of Chief of Department of the Hospital.
- (b) Duties of Chief of Department
 - (i) The Chief of Department shall,
 - (A) through and with the Chief of Staff, be responsible to the Board for the quality of care provided to all patients by members of the Department;
 - (B) be a member of the Medical Advisory Committee, and as such, be responsible to ensure that the responsibilities and policies of the Hospital, the Professional Staff, the Medical Advisory Committee and the Department are carried out by all members of the Department;
 - (C) be responsible for forming, revising and interpreting Department policy to all members with a special emphasis on the need for orientation and policy interpretation to new members of the Department;

- (D) in addition to duties included elsewhere in these By-laws and with Department members' assistance, duties of the Chief of Department include:
 - (I) responsibility for the organization and implementation of clinical utilization management review within the Department;
 - (II) development, with the Chief of Staff and the advice of the Administration of the Hospital, of a recruitment plan, including appropriate Impact Analysis, in keeping with the approved Human Resource Plan of the Department;
 - (III) support of a process to both promote and document quality management improvements in the Department; and
 - (IV) support of a continuous learning process for other members of the health team;
- (E) establish the scope of services and schedule members of the Departments for each on-call roster relevant to the Department;
- (F) the duties of the Chief of Department may also include the responsibility for discipline of Department members in regard to matters of patient care, co-operation with Hospital employees, and documentation of care;
- (G) The Chief of Department from time to time shall undertake a performance review with respect to a Department member and in so doing has the authority to require any member of the Department to provide evidence of his or her competency with respect to a particular clinical act, procedure, treatment or operation being performed by the member of the Department in the Hospital;
- (H) Other duties assigned by the Board or Medical Advisory Committee from time to time.

(c) Performance Evaluation of Chiefs of Department

- (i) Chiefs of Department will be subject to annual reappointment by the Board on the advice of the Professional Staff. As part of the annual performance evaluation, the Chief of Staff will review the performance of the Chief of Department in relation to the expectations set out in this section.

47. MEETINGS OF THE MEDICAL STAFF

(a) Annual Meeting of the Medical Staff

- (i) An annual meeting will be held once in every calendar year, generally in December.
- (ii) Written notification and agenda of the annual meeting will be distributed at least five (5) days in advance of the date of the meeting.

- (iii) The order of business at the annual meeting of the Medical Staff will be:
 - (A) call to order;
 - (B) minutes of the previous meeting;
 - (C) business arising from the minutes;
 - (D) report of the Medical Advisory Committee and other Professional Staff committees as appropriate;
 - (E) reports of the elected officers of the Medical Staff as appropriate;
 - (F) election of officers for the following year;
 - (G) determination of a time and place for the next annual meeting, and the meetings of the Medical Staff before the next annual meeting; and
 - (H) adjournment.
- (b) Regular Meetings of the Medical Staff
 - (i) Four (4) meetings of the Medical Staff will be held per year, one of which will be the annual meeting.
 - (ii) A written notice and agenda package shall be posted and circulated by the Secretary of the Medical Staff at least five (5) days prior to each regular meeting as required by these By-laws.
- (c) Special Meetings of the Medical Staff
 - (i) In cases of emergency where determined by the Chief Executive Officer, the President of the Professional Staff may call a special meeting of the Medical Staff.
 - (ii) Special meetings will be called by the President of the Professional Staff on the written request of any four (4) members of the Active, Associate or Senior Staff.
 - (iii) Notice of any special meeting will be as required for a regular meeting, except in cases of emergency, and will state the nature of the business for which the special meeting is called.
 - (iv) The usual period of time required for giving notice of any special meeting will be waived in cases of emergency, subject to ratification of this action by the majority of those members present voting at the special meeting as the first item of business of the meeting.
- (d) Service Meetings
 - (i) The Chief of each Department at the Hospital shall hold such business meetings as may be necessary to facilitate the functioning of that Department.

- (ii) The Chief Executive Officer or delegate shall receive minutes of meetings for information, and recommendations from these meetings will be forwarded to the Medical Staff and the Medical Advisory Committee for consideration.
- (e) Quorum
 - (i) A majority of Medical members entitled to vote will constitute a quorum at any annual, regular or special meeting of the Medical Staff.
- (f) Attendance
 - (i) The Secretary-Treasurer of the Medical Staff shall be responsible for the making of a record of the attendance at each meeting of Annual, Regular and Special meetings of the Medical Staff and make such records available to the Medical Advisory Committee.
 - (ii) Each member of the Active and Associate Staff shall attend sixty percent (60%) of the regular Professional Staff meetings and seventy-five percent (75%) of the business meetings of the Department of which he or she is a member.
 - (iii) If any member of the Medical, without written reasons acceptable to the Medical Advisory Committee, does not attend the required number of meetings in the calendar year, the Committee shall recommend to the Board that the delinquent member may:
 - (A) be reprimanded; or
 - (B) be required to work within certain restrictions upon his or her hospital privileges for a specified time; or
 - (C) be suspended from the Professional Staff of the Hospital for a specified period of time; or
 - (D) be removed from the Professional Staff of the Hospital.
 - (iv) When the case of a patient who has been examined by, operated on by, or has received treatment from a member of the Professional Staff, is to be presented at a Department meeting or at a meeting of the Medical Advisory Committee, the Professional Staff member who examined, operated on or treated the patient shall be given at least forty-eight (48) hours' notice by a Professional Staff officer and shall attend such meeting prepared to present and discuss the case.
 - (v) Failure of a member to comply with subsection 47(f)(ii) may result in disciplinary action being taken against the member as provided in subsection 47(f)(iii).

48. MEDICAL STAFF ELECTED OFFICERS

- (a) Officers of the Medical Staff
 - (i) The officers of the Medical Staff will be:

- (A) the President; and
 - (B) the Secretary-Treasurer.
 - (ii) The officers of the Medical Staff may include a Vice-President.
 - (iii) These officers will take up their positions after the Annual General Meeting of the Medical Staff. The Secretary-Treasurer and President will be elected by a majority vote of the Active Staff eligible to vote at the Annual Meeting.
- (b) Eligibility for Office
- (i) Only members of the Active Staff who are physicians may be elected to any position or office of the Medical Staff as established by these By-laws.
 - (ii) Any officer of the Medical Staff who was elected to that office by the Medical Staff, shall cease to hold that position upon resolution by the Medical Staff.
- (c) Duties of the President of the Medical Staff
- (i) The President of the Medical Staff shall:
 - (A) be a member of the Medical Advisory Committee;
 - (B) preside at all meetings of the Medical Staff;
 - (C) call special meetings of the Medical Staff;
 - (D) be an ex officio member of Committees of the Board as designated by the By-laws of the Hospital, and all committees of the Medical Staff;
 - (E) act as a liaison between the Medical Staff, the Chief Executive Officer, and the Board with respect to all matters concerning the Professional Staff; and
 - (F) act in the place of the Chief of Staff in his or her absence as provided for by section 34 of the *Public Hospitals Act*.
- (d) Duties of the Vice-President of the Medical Staff
- (i) The Vice-President of the Medical Staff, if any, shall:
 - (A) be a member of the Medical Advisory Committee;
 - (B) act in the place of the President of the Medical Staff and perform the duties and possess the powers of the President, in the absence or disability of the President; and
 - (C) perform such duties as the President of the Medical Staff may delegate.
- (e) Duties of the Secretary-Treasurer of the Medical Staff
- (i) The Secretary-Treasurer of the Medical Staff shall:

- (A) be a member of the Medical Advisory Committee;
 - (B) attend to the correspondence of the Medical Staff;
 - (C) give notice of Medical Staff meetings by posting a written notice thereof and receive the record of attendance for each meeting of the Medical Staff;
 - (D) maintain the financial records of the Medical Staff and provide a financial report at the annual meeting of the Medical Staff;
 - (E) ensure that minutes are kept of Medical Staff meetings; and
 - (F) if there is a Vice-President in office, act in the absence of the Vice-President of the Medical Staff, performing the duties and possessing the powers of the Vice-President in the absence or disability of the Vice-President of the Medical Staff.
- (f) Vacancies
- (i) When vacancies occur during the term of office, they will be filled for the balance of the term through election at the next regular meeting of the Medical Staff by the vote of the majority of the Active staff members present.

49. MEDICAL ADVISORY COMMITTEE

- (a) Organization of the Medical Advisory Committee
 - (i) The voting members of the Medical Advisory Committee shall consist of:
 - (A) the Chief of Staff, who shall be Chair;
 - (B) all Chiefs of Department;
 - (C) the President, Vice-President (if any) and the Secretary-Treasurer of the Medical Staff;
 - (D) all other physicians appointed to the Active Professional Staff category;
 - (ii) The Chief Executive Officer, and other persons as agreed to by the Board of Trustees and the Chief of Staff may attend meetings of the Medical Advisory Committee as resource persons without the power to vote;
 - (iii) A quorum at any meeting of the Medical Advisory Committee shall be five (5) voting members of the Medical Advisory Committee;
 - (iv) The Medical Advisory Committee shall meet at the call of the Chair and have at least ten (10) meetings each year;
 - (v) A secretary to the Medical Advisory Committee shall be selected to record the minutes of the meetings; and

- (vi) In the proceedings of this Committee, the Chair has a regular vote. If there is an equality of votes including the vote of the Chair the motion is lost.
- (b) Duties of the Medical Advisory Committee
 - (i) The Medical Advisory Committee shall:
 - (A) report and make recommendations to the Board in writing on matters concerning the quality of professional care and the practice of Professional Staff or other professions licensed under the *Regulated Health Professions Act, 1991* (Ontario) in the Hospital, in relation to the professionally recognized standards of care, including quality assurance, peer review, resource utilization and unusual incidents;
 - (B) report and make recommendations to the Board concerning such matters as prescribed by the *Public Hospitals Act* and by the Hospital Management Regulations thereunder, including matters involving competence, conduct or physical or mental ability or capacity of a member of the Professional Staff;
 - (C) through the Chief of Department provide supervision over the practice of medicine, dentistry, midwifery, and extended class nursing in the Hospital;
 - (D) participate in the development of the Hospital's overall objectives and planning, and make recommendations considering allocation and utilization of the Hospital's resources;
 - (E) appoint such committees as are required for the supervision, review and analysis of all the clinical work in the Hospital;
 - (F) name the Chair of each of the Committees it appoints and ensure that each meets and functions as required, and is keeping Minutes of its meetings;
 - (G) receive, consider and act upon the Report from each of its appointed Committees;
 - (H) inform the Professional Staff at each regular meeting of the Professional Staff of any business transacted by the MAC and refer to the Professional Staff such items as, in the opinion of the MAC, require discussion and approval of the Professional Staff as a whole;
 - (I) advise and co-operate with the Board and the Chief Executive Officer in all matters relating to the professional, clinical and technical services;
 - (J) recommend to the Board clinical and general rules respecting the Professional Staff as may be necessary under the circumstances; and
 - (K) advise the Board on any matters referred to it by the Board.

50. PROFESSIONAL STAFF COMMITTEES ESTABLISHED BY THE BOARD

- (a) (i) The Board will put in place processes to assess and monitor credentials, health records, patient care, infection control, utilization of hospital facilities and all other aspects of medical care and treatment, pharmacy and therapeutics through a committee structure pursuant to the *Public Hospitals Act*.
- (ii) The duties of these committees are outlined in the *Professional Staff Rules and Regulations*.
- (b) Appointment to Professional Staff Committees
 - (i) Pursuant to the Hospital Management Regulation, the Medical Advisory Committee shall appoint the medical members of all Professional Staff Committees provided for in this By-law of the Hospital. Other members of Professional Staff Committees shall be appointed by the Board or in accordance with this By-law.
- (c) Committees Established by the Medical Advisory Committee
 - (i) The Medical Advisory Committee may establish other committees as required to fulfill its duties. The duties of these committees are outlined in the *Professional Staff Rules and Regulations*.

51. AMENDING THE PROFESSIONAL STAFF BY-LAWS

- (a) Prior to submitting the Professional Staff section of this By-Law to the approval process applicable to the Corporation's By-Law, the following procedures shall be followed:
 - (i) notice specifying the proposed Professional Staff part of the By-Law or amendment thereto shall be posted at least five (5) days prior to the medical staff meeting at which it will be considered;
 - (ii) prior to the Medical Advisory Committee making recommendations to the Board concerning any By-law amendments, the Professional Staff shall be afforded an opportunity at the Professional Staff meeting to comment on the proposed Professional Staff part of the Bylaw or amendment thereto; and;
 - (iii) the Medical Advisory Committee shall make recommendations to the Board concerning the proposed Professional Staff part of the Bylaw or amendment thereto.

52. BY-LAWS AND EFFECTIVE DATE

- (a) This By-Law shall come into force when enacted by the Members in accordance with the Act.
- (b) Subject to the Act and the Articles, as applicable, the Board may make, amend or repeal any By-Law that regulates the activities or affairs of the Corporation. Except where otherwise provided in the Act, any such By-Law, amendment or repeal shall be effective from the date of the resolution of Directors until the next meeting of

Members where it may be confirmed, rejected or amended by Resolution of the Members.

- (c) 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. The By-Law, amendment or repeal ceases to have effect if it is not submitted to the Members at the next meeting of Members or if it is rejected by the Members at the meeting.

53. REPEAL OF PRIOR BY-LAWS

- (a) Subject to the provisions of section 53(b) hereof, all prior By-Laws, resolutions and other enactments of the Corporation inconsistent in either form or content with the provisions of this By-Law are repealed.
- (b) The repeal of prior By-Laws, resolutions and other enactments shall not impair in any way the validity of any act or thing done pursuant to any such repealed By-Laws, resolution or other enactment.

APPROVED by the Directors as a By-Law of ***Alexandra Marine and General Hospital*** this 13th day of June, 2024.

Chair

Secretary

SCHEDULE A

PROCEDURE REGARDING REAPPOINTMENTS, REQUESTS FOR CHANGES IN PRIVILEGES AND MID-TERM ACTION

1. PREAMBLE

This schedule outlines the procedures to be followed in three different circumstances. Section 2 deals with Appointment, Reappointment and Requests for Changes in Privileges. Section 3 outlines the procedure when there is an immediate need to suspend privileges mid-term in an emergency situation. Section 4 is the procedure when mid-term action is required but not in an emergency situation.

It should be noted that a member's appointment and/or privileges shall continue throughout the review or investigation of circumstances relating to reappointment and until all appeals consistent with the *Public Hospitals Act* are completed.

The procedure for recommendations from the Medical Advisory Committee in respect of original Applications for Appointment shall be as set out in these By-Laws and undertaken pursuant to the *Public Hospitals Act*.

2. APPOINTMENT, REAPPOINTMENT AND REQUESTS FOR CHANGES IN PRIVILEGES

Recommendation for Appointment, Reappointment and Changes in Privileges

- (a) The Credentials Committee shall forward to the Medical Advisory Committee a report in respect of an appointment, a reappointment or request for change in privileges consistent with the Committee's terms of reference and such report shall be in writing and supported by references to the specific credentials, activities or conduct which may constitute the basis for the report.
- (b) The Medical Advisory Committee may; initiate further investigation, establish an ad hoc committee to conduct further investigation, refer the matter back to the Credentials Committee with direction or to an external consultant, or act upon the report and make recommendation to the Board.
- (c) Where the Medical Advisory Committee makes recommendation to the Board, it should provide notice to the member in accordance with the *Public Hospitals Act* and these By-Laws.
- (d) Upon completion of its own investigation or upon receipt of the report of the body or consultant that conducted the investigation as the case may be, the Medical Advisory Committee shall make a recommendation to the Board in respect of the reappointment or privileges requested and provide notice to the member as set out at subsection 2(c) above.
- (e) Service of a notice to the applicant or member may be made personally or by Registered Mail addressed to the person to be served at their last known address and, where notices 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 they did not, acting in good faith, through absence, accident, illness or other causes beyond their control, receive it until a later date.

- (f) If additional time is needed for review or the investigative process, the Medical Advisory Committee may defer its recommendation providing it indicates in writing to the Board and the applicant or member that the recommendation cannot yet be made and gives reasons therefore, further to Section 37(5) of the *Public Hospitals Act*.
- (g) The Medical Advisory Committee may, in its sole discretion, in the course of its review or investigation or in determining its recommendation, decide that there shall be a Special Meeting of the Medical Advisory Committee where the member shall be entitled to attend such Special Meeting.
- (h) Where the Medical Advisory Committee considers a matter at a Special Meeting, the procedures set out below at Section 5 for "Special Meetings of the Medical Advisory Committee" are to be followed.
- (i) The Medical Advisory Committee, when providing notice to the applicant or member as provided for in subsection 2(c) and subsection 2(d), shall advise the applicant or member that he/she is entitled to receive written reasons for the recommendation wherein a request therefore is received by the secretary of the Medical Advisory Committee within seven days from receipt by the applicant or member of the Medical Advisory Committee's recommendation and further that the applicant or member is entitled to a Hearing before the Hospital's Board if a written request is received by the Board and the Medical Advisory Committee within seven days from the receipt by the applicant or member of the Medical Advisory Committee's written reasons where requested.
- (j) Where the applicant or member does not request written reasons for the Medical Advisory Committee's recommendation or where the applicant or member does not require a Hearing by the Board, the Board may implement the recommendation of the Medical Advisory Committee.
- (k) Where the applicant or member requires a Hearing by the Board, the Board will appoint a time and place for the Hearing and the procedures set out below at Section 6 for "the Board Hearing" are to be followed.

3. IMMEDIATE MID-TERM ACTION IN AN EMERGENCY SITUATION

- (a) The definition of mid-term action in an emergency situation is outlined in Article 41(a)(ii) of this By-Law.
- (b) If at any time it becomes apparent that a member's conduct, performance or competence is such that it exposes, or is reasonably likely to expose patient(s), staff or others to harm or injury or is, or is reasonably likely to be detrimental to the safety of patient(s), staff or others or to the delivery of quality care, an immediate action must be taken to protect the patient(s), staff or others or to ensure the delivery of quality of care and the procedures set out herein relating to suspension/revocation of privileges shall be followed.
- (c) In addition to the steps outlined in Section 41(a), the Chief of Department or the Chief of Staff will immediately notify the member, the Medical Advisory Committee, the President and Chief Executive Officer, the President of the Professional Staff and the Board of their decision to suspend the member's privileges.

- (d) Arrangements will be made by the Chief of the Department or Chief of Staff for the assignment of a substitute to care for the patients of the suspended member.
- (e) Within 24 hours of suspension, the individual who suspended the member will provide the Medical Advisory Committee, the President and Chief Executive Officer and the President of the Professional Staff with written reasons for the suspension and copies of any relevant documents or records.
- (f) Upon receipt of the written reasons for suspension as described above, the Medical Advisory Committee will set a date for a Special Meeting of the Medical Advisory Committee to be held within five days from the date of suspension to review the suspension and to make recommendation to the Board.
- (g) The Special Meeting of the Medical Advisory Committee shall be conducted further to the procedures set out below at Section 5 for "the Special Meeting of the Medical Advisory Committee.
- (h) The member may request and the Medical Advisory Committee may grant the postponement of the Special Medical Advisory Committee to a fixed date.
- (i) The Medical Advisory Committee, when providing notice to the applicant or member as provided for in subsection 2(c) and subsection 2(d), shall advise the applicant or member that he/she is entitled to receive written reasons for the recommendation wherein a request therefore is received by the secretary of the Medical Advisory Committee within seven days from receipt by the applicant or member of the Medical Advisory Committee's recommendation and further that the applicant or member is entitled to a Hearing before the Hospital's Board if a written request is received by the Board and the Medical Advisory Committee within seven days from the receipt by the applicant or member of the Medical Advisory Committee's written reasons where requested.
- (j) Where the applicant or member does not request written reasons for the Medical Advisory Committee's recommendation or where the applicant or member does not require a Hearing by the Board, the Board may implement the recommendation of the Medical Advisory Committee.
- (k) Where the applicant or member requires a Hearing by the Board, the Board will appoint a time and place for the Hearing and the procedures set out below at Section 6 for "the Board Hearing" are to be followed.

4. NON-IMMEDIATE MID-TERM ACTION

The definition of a non-immediate mid-term action is outlined in Article 41(a)(iii) of this By-Law. Procedure for a non-immediate mid-term action shall include:

- (a) Information provided to the President and Chief Executive Officer or Chief of Staff by the Chief of Department which raises concerns about any of the matters in these By-Laws relating to non-immediate mid-term action, shall be in writing and will be directed to the President and Chief Executive Officer and/or Chief of Staff.
- (b) Where either of the President and Chief Executive Officer, Chief of Staff, or Chief of Department receives information about the conduct, performance or competence of a member, that person will provide a copy of the documentation to the other two.

- (c) Upon receipt of information above, an interview will be arranged by the Chief of Staff or Chief of Department with the member, at which time the member will be advised of the information about their conduct, performance or competence and will be given a reasonable opportunity to present relevant information on their behalf.
- (d) A written record will be maintained reflecting the substance of the aforementioned interview and copies will be sent to the member, the President and Chief Executive Officer and the Chief of Staff and Chief of Department.
- (e) Where the member fails or declines to participate in an interview as set out above, after being given a reasonable opportunity to so participate, appropriate action may be undertaken further to the procedure as outlined in this section.
- (f) Following an interview as set out above, or where the member fails or declines to participate in an interview, the Chief of Staff, Chief of Department or President and Chief Executive Officer will determine whether further investigation of the matter is necessary.
- (g) If further investigation is to be undertaken, the investigation may be assigned to an individual(s) within the Hospital, the Medical Advisory Committee, a body within the Hospital other than the Medical Advisory Committee or an external consultant.
- (h) Upon the completion of the investigation contemplated by subsection 4(g) above, the individual or body who conducted the investigation will forward a written report to the President and Chief Executive Officer, Chief of Staff and Chief of Department. The member will be provided with a copy of the written report.
- (i) The Chief of Staff, Chief of Department and President and Chief Executive Officer, upon further review of the matter and any report received, will determine whether further action may be required.
- (j) Where it is determined that further action in respect of the matter may be required, the matter shall be referred to the Medical Advisory Committee along with a proposed recommendation with respect to mid-term action in writing and supported by references to specific activities or conduct along with any reports which constitute grounds for the proposed recommendation.
- (k) The Medical Advisory Committee, in advance of considering the proposed recommendation, may initiate further investigation itself, in respect of such matters and in such a manner as it in its sole discretion deems appropriate.
- (l) Upon completion of its own investigation or upon receipt of the proposed recommendation as set out above, the Medical Advisory Committee may determine that no further action need be taken in respect of the matter for lack of merit or determine to have a Special Meeting of the Medical Advisory Committee where the member is entitled to attend such Special Meeting.
- (m) Where the Medical Advisory Committee considers the matter at a Special Meeting, then the procedures set out below at Section 5 for the Special Meeting of the Medical Advisory Committee are to be followed.
- (n) The Medical Advisory Committee, following a Special Meeting of the Medical Advisory Committee, will provide the member with written notice of the Medical

Advisory Committee's recommendation and the written reasons for the recommendation and the member's entitlement to a Hearing before the Hospital's Board where a written request is received by the Board and the Medical Advisory Committee from the member within seven days of the receipt by the member of the Medical Advisory Committee's recommendation and written reasons.

- (o) Service of the notice of recommendation and written reasons to the member may be made personally or by Registered Mail addressed to the member at their last known address and, where notice is served by Registered Mail, it will be deemed that the notice was served on the third day after the day of mailing unless the member to be served establishes that they did not, acting in good faith, through absence, accident, illness or other causes beyond their control, receive it until a later date.
- (p) Where the applicant or member does not require a Hearing by the Board, the Board may implement the recommendation of the Medical Advisory Committee.
- (q) Where the member requires a Hearing by the Board, the Board will appoint a time and place for the Hearing, such Board Hearing to be undertaken pursuant to the procedures set out below at Section 6 for "the Board Hearing".

5. SPECIAL MEETINGS OF THE MEDICAL ADVISORY COMMITTEE

In the event that a Special Meeting of the Medical Advisory Committee is required further to this schedule, such Special Meeting of the Medical Advisory Committee will be conducted pursuant to procedures as follows:

- (a) The Medical Advisory Committee will give the applicant or member written notice of the Special Meeting, such notice to include:
 - (i) the time and place of the meeting;
 - (ii) the purpose of the meeting;
 - (iii) a statement that the applicant or member will be provided with a statement of the matter to be considered by the Medical Advisory Committee together with all relevant documentation;
 - (iv) a statement that the applicant or member is entitled to attend the Medical Advisory Committee meeting and to participate fully in all matters under consideration by the Medical Advisory Committee;
 - (v) a statement that the parties are entitled to bring legal counsel to the meeting and consult with legal counsel but that legal counsel shall not be entitled to participate in the meeting save and except in respect of making representation on behalf of the party;
 - (vi) a statement that, in the absence of the applicant or member, the meeting may proceed.
- (b) The Medical Advisory Committee will provide the applicant or member with a statement of the particulars of the matter to be considered by the Medical Advisory Committee, including any proposed recommendation, together with all

documentation and records collected by the Medical Advisory Committee or Credentials Committee pursuant to the performance of their duties.

- (c) At the Special Meeting, a record of the proceedings will be kept in the Minutes of the Medical Advisory Committee.
- (d) The applicant or member involved will be given a full opportunity to answer each issue as well as to present documents and witnesses if so desired.
- (e) Before deliberating on the matter or the recommendation to be made to the Board, the Chief of Staff will require the member involved and any other members present who are not Medical Advisory Committee members to retire for the duration of the discussion. The Medical Advisory Committee will not consider any matter, fact or documentation to which it did not give the member an opportunity to respond.
- (f) No member of the Medical Advisory Committee will participate in a decision of the Medical Advisory Committee at a Special Meeting of the Medical Advisory Committee unless such member was present throughout the Special Meeting, except with the consent of the parties and no decision of the Medical Advisory Committee will be given unless all members so present participate in the decision. Where the Medical Advisory Committee determines that the matter is without merit and as such no decision of the Medical Advisory Committee is necessary, such determination will be noted in the Minutes of the Special Medical Advisory Committee meeting.

6. BOARD HEARINGS

In the event that a Board Hearing is required pursuant to this schedule, such Board Hearing will be conducted further to the following procedures.

- (a) The Board will name a place and time for the Hearing.
- (b) The Board Hearing will be held within thirty days of the Board receiving the written recommendation and reasons for such recommendation from the Medical Advisory Committee unless such other time for the Hearing is agreed to as by the parties.
- (c) The Board will give written notice of the Hearing to the applicant or member and to the Chief of Staff at least seven days before the Hearing date.
- (d) The notice of the Board Hearing will include:
 - (i) the place and time of the Hearing;
 - (ii) the purpose of the Hearing;
 - (iii) a statement that the applicant or member and Medical Advisory Committee will be afforded an opportunity to examine prior to the Hearing all written or other documentary evidence to be ruled upon at the Hearing and all reports which have been collected as part of the Credentials Committee and Medical Advisory Committee processes;
 - (iv) a statement that the applicant or member may be represented by counsel or agent, call witnesses, cross-examine witnesses and tender documents

- in evidence and present arguments and submissions in support of their case;
- (v) a statement that the time for the Hearing may be extended by the Board; and
 - (vi) a statement that if the applicant or member does not attend the Hearing, the Board may proceed in the absence of the applicant or member and the applicant or member will not be entitled to any further notice in respect of the Hearing.
- (e) The parties to the Board Hearing are the applicant or member, the Medical Advisory Committee and such other persons as the Board may specify.
 - (f) As soon as possible, and at least five business days prior to the Hearing, the parties will provide one another with copies of all written documentary material, along with the names, addresses and qualifications of all witnesses who will testify at the Hearing and a detailed summary of the evidence they will give, along with reports that have been collected by the Credentials Committee or Medical Advisory Committee as part of the investigation process whether or not these materials will be used in evidence. The intent is that there should be full disclosure as between the parties to the Board Hearing.
 - (g) The findings of fact of the Board pursuant to a Hearing will be based exclusively on evidence admissible or matters that may be noted under the *Statutory Powers Procedure Act*. A party at a Hearing may:
 - (i) be represented by counsel or agent;
 - (ii) call and examine witnesses and present arguments and submissions; and
 - (iii) conduct cross-examination of witnesses reasonably required for a full and fair disclosure of the facts in relation to which they have given evidence.
 - (h) The Board will consider the reasons for the Medical Advisory Committee that have been given to the applicant or member in support of its recommendations. Where through error or inadvertence, certain reasons have been omitted in the statement delivered to the applicant or member, the Board may consider those reasons only if those reasons are given by the Medical Advisory Committee in writing to both the applicant or member and the Board, and the applicant or member is given a reasonable time to review the reasons and to prepare a case to meet those additional reasons.
 - (i) No member of the Board will participate in a decision of the Board pursuant to a Hearing unless they are 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 will be given unless all members so present participate in the decision.
 - (j) The Board will make a decision to either follow or not follow the recommendation of the Medical Advisory Committee.
 - (k) A written copy of the decision of the Board and the written reasons for the decision will be provided to the applicant or member and to the Medical Advisory Committee within fifteen days of the conclusion of the Hearing.

- (l) Notice to an applicant or member as provided for in this Schedule shall be made personally or by courier.

SCHEDULE B RESPONSIBILITIES OF THE BOARD

The Board shall govern and supervise the management of the affairs of the Corporation and shall:

- (c) Develop and review on a regular basis the mission, objectives and strategic plan of the Corporation in relation to the provision, within available resources, of appropriate programs and services in order to meet the acute care needs of the community;
- (d) Work collaboratively with other community agencies and institutions in meeting the health care needs of the community;
- (e) Establish procedures for monitoring compliance with the requirements of the *Public Hospitals Act*, the Hospital Management Regulation thereunder, the By-Laws of the Hospital and other applicable legislation;
- (f) Establish policies and procedures to provide the general framework within which the President and Chief Executive Officer, the Medical Advisory Committee, the Professional Staff and the Corporation staff will establish procedures for the management of the day-to-day processes;
- (g) Ensure that the President and Chief Executive Officer, Chief of Staff, and Nurses who are managers develop policies and plans to deal with:
 - (i) emergency situations that could place a greater than normal demand on the services provided by the Corporation or disrupt the normal routine;
 - (ii) the failure to provide services by persons who ordinarily provide services in the Corporation; and
 - (iii) situations, circumstances, conduct and behaviours which are or have the potential of resulting in a risk to the safety and wellbeing of patients, staff and/or other health professionals.
- (h) Establish the selection process for the appointment of the President and Chief Executive Officer and the Chief of Staff and appoint the President and Chief Executive Officer and the Chief of Staff, in accordance with the process;
- (i) Annually conduct the President and Chief Executive Officer's formal performance evaluation and review and approve his or her compensation and set his or her goals and objectives for the coming year;
- (j) Delegate responsibility and concomitant authority to the President and Chief Executive Officer for the management, operation of programs, services and required accountability to the Board;
- (k) Appoint the Chief of Staff in accordance with the provisions of these By-Laws;
- (l) Delegate responsibility and concomitant authority to the Chief of Staff for the medical quality of care of the operation of the clinical programs and departments of the Corporation and the supervision of the Professional Staff activities in the Hospital and require accountability to the Board;

- (m) Appoint and re-appoint Physicians, Dentists, Midwives and Registered Nurses in the Extended Class to the Professional Staff of the Hospital and delineate the respective privileges after considering the recommendations of the Medical Advisory Committee, in accordance with legislative and By-Law requirements and subject to the approval of relevant programs;
- (n) Through the Medical Advisory Committee, assess and monitor the acceptance by each member of the Professional Staff of his or her responsibility to Patients and to the Corporation concomitant with the privileges and duties of the appointment and with the By-Laws of the Corporation;
- (o) Ensure that staff and facilities are appropriate and available, including an adequate supply of physicians and other professionals, for the services provided;
- (p) Ensure that quality assurance, risk management and utilization review methods are established for the regular evaluation of the quality of care, and that all Hospital services are regularly evaluated in relation to generally accepted standards and required accountability on a regular basis;
- (q) Review regularly the functioning of the Corporation and all programs and services in relation to the objects of the Corporation as stated in the articles and the By-Laws and demonstrate accountability for its responsibility to the Annual Meeting of the Corporation;
- (r) Adhere to the attendance policy as established by the Board;
- (s) Review on a regular basis the role and responsibility of the Corporation to its community in relation to the provision of services, within the means available, of appropriate types and amounts of services;
- (t) Approve the annual budget for the Hospital;
- (u) Establish an investment policy consistent with the provisions of these By-Laws;
- (v) Borrow money, from time to time, as may be authorized by resolution of the Board;
- (w) Evaluate its own performance in relation to its responsibilities and periodically review and revise governance policies, processes and structures as appropriate;
- (x) Ensure the establishment and provide for the operation of an Occupational Health and Safety program for the Corporation that shall include procedures with respect to:
 - (i) a safe and health work environment in the Corporation;
 - (ii) the safe use of substances, equipment and medical devices in the Corporation;
 - (iii) safe and healthy work practices in the Corporation;
 - (iv) the prevention of accidents to persons on the premises of the Corporation;
and

- (v) the elimination of undue risks and the minimizing of hazards inherent in the Corporation environment;
- (y) Ensure the establishment and provide for the operation of a health surveillance program including a communicable disease surveillance program in respect of all persons carrying on activities in the Corporation;
- (z) Establish a Fiscal Advisory Committee, the membership and purposes of which meet the requirements of the *Public Hospitals Act*;
- (aa) Establish a Quality Committee further to the *Excellent Care for All Act* to monitor and report on the overall quality of care and make recommendations to the Board regarding quality improvement initiatives and policies and to oversee the preparation of annual quality improvement plans, comprised of:
 - (i) the President and Chief Executive Officer;
 - (ii) one member of the Medical Advisory Committee;
 - (iii) the hospital's Chief Nursing Executive;
 - (iv) one person who works in the hospital and who is not a member of the College of Physicians and Surgeons of Ontario or the College of Nurses of Ontario; and
 - (v) such other persons as are selected by the Board so as a third of the members of the quality committee shall be members of the hospital's Board.
- (bb) Provide for:
 - (i) the participation of Nurses who are managers and staff Nurses in decision making related to administrative, financial, operational and planning matters in the Hospital; and
 - (ii) the participation at the committee level of staff Nurses who are managers, including the election of staff Nurses of representatives to committees and the election.
- (cc) Pursuant to the Hospital Management Regulations, provide for the establishment of procedures to encourage the donation of organs and tissues including:
 - (i) procedures to identify potential donors; and
 - (ii) procedures to make potential donors and their families aware of the options of organ and tissue donations,and ensure that such procedures are implemented in the Corporation; and
- (dd) Ensure that a system for the disclosure of every critical incident is established and that the President and Chief Executive Officer, the Chief of Staff and the Chief Nursing Executive will be responsible for the system.

**SPECIAL RESOLUTION FOR PASSAGE AT
A SPECIAL MEETING OF THE MEMBERS OF
SOUTH HURON HOSPITAL
(the "Corporation")**

June 27, 2024

ARTICLES OF AMENDMENT

WHEREAS the Corporation desires to have a minimum and maximum number of directors on its Board;

AND WHEREAS under the Ontario *Not-for-Profit Corporations Act*, Articles of Amendment are required if the Corporation has a minimum and maximum number of directors on its Board and are to be approved by Special Resolution of the Members;

AND WHEREAS the Articles of Amendment were approved at a meeting of the Board of Directors of the Corporation on June 25, 2024;

AND WHEREAS approval for the Articles of Amendment, pursuant to the Ontario *Not-for-Profit Corporations Act* is by special resolution defined in the Ontario *Not-for-Profit Corporations Act* as a resolution that is submitted to a special meeting of the members of a corporation duly called for the purpose of considering the resolution and passed at the meeting, with or without amendment, by at least two-thirds of the votes cast, or consented to by each member of the corporation entitled to vote at a meeting of the members of the corporation or the member's attorney ("**Special Resolution**").

AND WHEREAS the Articles of Amendment have been presented to the Members and are attached.

On a motion duly made, seconded and carried, the following Special Resolution was passed:

RESOLVED AS A SPECIAL RESOLUTION THAT:

1. The Articles of Amendment, substantially in the form presented to the meeting and attached, is hereby approved.
2. The Articles of Amendment shall be submitted to the Ministry of Health for approval in accordance with the *Public Hospitals Act*.
3. Subject to approval of the Articles of Amendment by the Minister of Health in accordance with the *Public Hospitals Act*, the Chair and Vice Chair are authorized and directed to do, execute and perform all acts, documents and instruments necessary or desirable to give full force and effect to the foregoing, including, without limitation, the execution and delivery to the Ministry of Public and Business Service Delivery of the Articles of Amendment and all other required documents.
4. The Chair and Vice Chair are authorized and directed to make such technical changes as may be required by the Ministry of Health and/or the Ministry of Public and Business Service Delivery, with no further recourse to the Board of Directors or Members to approve or confirm such changes, and any such amendments made by such persons shall be

conclusive evidence of the need to make such amendments and are ratified, sanctioned and approved.

CORPORATE BY-LAW 2024-1 AND PROFESSIONAL BY-LAW 2024-1

WHEREAS the Corporation desires to update the By-laws to have a minimum and maximum number of directors on its Board;

AND WHEREAS the Corporation desires to update the name of the Corporation and make other conforming changes to the By-laws;

AND WHEREAS Corporate By-Law 2024-1 and Professional Staff By-Law 2024-1 has been presented to the Members and is attached.

AND WHERE Corporate By-Law 2024-1 and Professional Staff By-Law 2024-1 was passed by the Board of Directors at a meeting duly called and properly constituted on the June 25, 2024

The Chair then called for a motion to pass a resolution to confirm Corporate By-Law 2024-1 and Professional Staff By-Law 2024-1.

On motion duly made, seconded and duly carried, the following resolutions were passed:

RESOLVED THAT:

1. Corporate By-Law 2024-1 and Professional Staff By-Law 2024-1, as presented, is hereby confirmed as a By-Law of the Corporation by the Members of the Corporation.
2. By the confirmation of Corporate By-Law 2024-1 and Professional Staff By-Law 2024-1, all prior By-Laws of the Corporation are hereby repealed, subject to any exceptions relative to the repeal of the By-Laws as are contained in the said By-Law.

FIXING BOARD SIZE

WHEREAS the Corporation's By-laws provide that the Board shall be comprised of a minimum of fifteen (15) and maximum of eighteen (18) Directors, which number shall be fixed from time to time by Special Resolution of the Members, or if a Special Resolution of the Members empowers the Directors to fix the number, by resolution of the Directors;

AND WHEREAS the Members desire to fix the number at fifteen (15);

AND WHEREAS the Members desire to empower the Board to fix the number of Directors from time to time;

The Chair then called for a motion to pass a resolution to fix the number of Directors on the Board at fifteen (15);

On a motion duly made, seconded and duly carried, the following resolutions were passed:

RESOLVED AS A SPECIAL RESOLUTION THAT:

1. The number of Directors on the Board shall be fixed at fifteen (15).

2. The Members empower the Directors to fix the number of Directors by resolution of the Directors from time to time.

For questions or more information to complete this form, please refer to the instruction page.

Fields marked with an asterisk (*) are mandatory.

1. Corporation Information

Corporation Name *

Ontario Corporation Number (OCN) *
62270

Company Key *
00000000

Official Email Address *

2. Contact Information

Please provide the following information for the person we should contact regarding this filing. This person will receive official documents or notices and correspondence related to this filing. By proceeding with this filing, you are confirming that you have been duly authorized to do so.

First Name *
Rosie

Middle Name

Last Name *
Elia

Telephone Country Code
1

Telephone Number *
416-595-2976

Extension

Email Address *

3. Corporation Name

Complete this section only if you are changing the corporation name

The corporation will have:

- an English name (example: "Green Institute Inc.")
- a French name (example: "Institut Green Inc.")
- a combination of English and French name (example: "Institut Green Institute Inc.")
- an English and French name that are equivalent but used separately (example: "Green Institute Inc./Institut Green Inc.")

4. Number of Directors (if applicable)

Complete this section only if you are changing the number of directors

A minimum of three directors are required. Please specify the number of directors for your Corporation

- Fixed Number
- Minimum/Maximum

Minimum Number of Directors *
15

Maximum Number of Directors *
18

5. Purposes and Provisions (if applicable) (Maximum is 900,000 characters per text box. To activate the toolbar press "Ctrl + E")

Complete this section only if you are amending the Purposes and Provisions

Is the corporation a charity or does it intend to operate as a charity? i

Yes No

Description of Changes to Purposes

Please describe any amendments to the corporation's purposes in the area below (please be specific):

Enter the Text

Description of Changes to Special Provisions

Please describe any amendments to the corporation's special provisions in the area below (please be specific):

Enter the Text

6. Members Authorization and Effective Date

The resolution authorizing the amendment was approved by the members of the corporation on * i

Requested Date for Amendment * i

Authorization

* I, Rosie Elia

confirm that:

- This amendment has been duly authorized as required by section 103 of the *Not-For-Profit Corporations Act, 2010*.
- This form has been signed by all the required persons.

Caution:

The Act sets out penalties, including fines, for submitting false or misleading information.

Required Signatures i

Name	Position	Signature
<div style="background-color: #e6f2ff; height: 40px;"></div>	Chair	<div style="background-color: #e6f2ff; height: 40px;"></div>
<div style="background-color: #e6f2ff; height: 40px;"></div>	Vice-Chair	<div style="background-color: #e6f2ff; height: 40px;"></div>

SOUTH HURON HOSPITAL
BY-LAW NO. 2024-1

Approved by the Board of Directors: June 25, 2024

Approved by the Members of the Corporation: June 27, 2024

TABLE OF CONTENTS

ADMINISTRATIVE BY-LAW	1
1. INTERPRETATION.....	1
2. DEFINITIONS	1
3. MEMBERS OF THE CORPORATION	3
4. ANNUAL MEETING OF THE MEMBERS	4
5. BUSINESS.....	4
6. SPECIAL MEETINGS OF THE MEMBERS	5
7. MEETINGS OF THE CORPORATION.....	5
8. FISCAL YEAR.....	6
9. BOARD OF DIRECTORS	6
10. BOARD MEETINGS.....	9
11. RESPONSIBILITIES OF THE BOARD.....	11
12. STANDARDS OF CARE	11
13. CONFLICT OF INTEREST.....	12
14. CONFIDENTIALITY	13
15. COMMUNICATION	13
16. INDEMNIFICATION	13
17. OFFICERS.....	15
18. OFFICER DUTIES	16
19. COMMITTEES OF THE BOARD.....	17
20. BOARD COMMITTEE MEETINGS	18
21. LIMITS ON AUTHORITY OF COMMITTEES	19
22. CHIEF EXECUTIVE OFFICER	19
23. DUTIES OF THE CHIEF EXECUTIVE OFFICER.....	19
24. RETENTION OF WRITTEN STATEMENTS	21
25. RULES OF ORDER	21
26. BONDING - FIDELITY INSURANCE.....	21
27. SIGNING OFFICERS.....	21
28. AUDITOR.....	21

SCHEDULE A RESPONSIBILITIES OF THE BOARD

SOUTH HURON HOSPITAL

BY-LAW 2024-1

ADMINISTRATIVE BY-LAW

1. INTERPRETATION

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

- (a) all terms which are contained in this By-Law and which are defined in the Ontario *Not-for-Profit Corporations Act*, the *Public Hospitals Act (Ontario)*, the *Excellent Care for All Act* or the regulations made thereunder, shall have the meanings given to such terms in the Ontario *Not-for-Profit Corporations Act*, the *Public Hospitals Act*, the *Excellent Care for All Act* or the regulations made thereunder. If there is a conflict between the Act as defined below and any other legislation applicable to the Corporation, the provisions of such other legislation shall prevail;
- (b) the use of the singular number shall include the plural and vice versa, the use of gender shall include the masculine, feminine and neuter genders, and the word “person” shall include an individual, a trust, a partnership, a body corporate or public, an association or other incorporated or unincorporated entity;
- (c) the headings 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; and
- (d) any references herein to any law, by-law, rule, regulation, order or act of any 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.

2. DEFINITIONS

- (a) “**Act**” means the *Not-for-Profit Corporations Act, 2010*, S.O. 2010, c.15 and the regulations thereunder, as amended from time to time;
- (b) “**Annual Meeting**” means an Annual Meeting of Members as provided in section 4;
- (c) “**AMGH**” means the Alexandra Marine and General Hospital;
- (d) “**Associates**” includes the parents, siblings, spouse or common-law partner, grandchildren, grandparents and/or members of the household of a Director as well as any organization, agency, company, or individual (such as a business partner) with a formal relationship to a Director;
- (e) “**Board**” means the governing body of the South Huron Hospital;
- (f) “**By-Law**” or “**By-Laws**” means this by-law, and all other by-laws of the Corporation from time to time in force and effect;

- (g) **“Chief of Department”** means the physician appointed by the Board to be in charge of a specialized services of the Professional Staff of South Huron Hospital;
- (h) **“Chief of Staff”** means the physician appointed by the Board to be the Chief of the Professional Staff;
- (i) **“Chief Executive Officer”** means in addition to ‘administrator’ as defined in the *Public Hospitals Act*, the Chief Executive Officer of the Corporation;
- (j) **“Chief Nursing Executive”** means the senior nurse employed by the Hospital who reports directly to the Chief Executive Officer and is responsible for nursing services provided in the Hospital;
- (k) **“Conflict of Interest”** includes without limitation, the following three (3) areas that may give rise to a Conflict of Interest for the Directors or Officers, namely:
 - (i) *pecuniary or financial interest* – a Director or Officer is said to have a pecuniary interest in a decision when the Director or Officer (or his Associates) stands to gain by that decision, either in the form of money, gifts, favours, gratuities, or other special considerations. In such cases, the declaration of any pecuniary interest held by a Director or Officer (or his Associates) is essential;
 - (ii) *undue influence* – a Director or Officer is said to have engaged in undue influence and to have violated his entrusted responsibility to the Corporation when he participates or influences Board decisions that selectively and disproportionately benefit particular agencies, companies, organizations, professional groups, or patients from a particular demographic, geographic, political, socio-economic, or cultural group; and
 - (iii) *adverse interest* – a Director or Officer is said to have an adverse interest to the Corporation when he is in opposition to a claim, application or proceeding against the Corporation;
- (l) **“Corporation”** or **“Hospital”** means the South Huron Hospital with the Head Office at 24 Huron St. W., Exeter, Ontario;
- (m) **“Dentist”** means a dental practitioner in good standing with the Royal College of Dental Surgeons of Ontario;
- (n) **“Department”** or **“department”** means an organizational unit of the Professional Staff to which members with a similar field of practice have been assigned;
- (o) **“Director”** means a member of the Board;
- (p) **“Ex officio”** means membership “by virtue of the office”;
- (q) **“Ineligible Individual”** has the meaning in section 149.1 of the *Income Tax Act* (Canada), as amended from time to time;
- (r) **“in camera”** means a meeting that is restricted to Directors/voting members of such meeting and such invitees as determined by the chair of the meeting;

- (s) “**Medical Staff**” means those Physicians who are appointed by the Board and who are granted Privileges to practice medicine in the Hospital;
- (t) “**Member**” means an individual who is a Member as provided in section 3(a);
- (u) “**Nurse**” means a holder of a current certificate of competence issued in Ontario as a registered nurse;
- (v) “**Physician**” means a medical practitioner in good standing with the College of Physicians and Surgeons of Ontario;
- (w) “**Privileges**” or “privileges” means the right to admit in-patients, register out-patients and/or provide the clinical services which the Board has granted to a member of the Professional Staff;
- (x) “**Professional Staff**” means the Board-appointed professional/credentialed staff of the Hospital;
- (y) “**Public Hospitals Act**” means R.S.O. 1990, c.P.40, and, where the context requires, includes the regulations made under it, all as may be amended from time to time;
- (z) “**Special Meeting**” means a meeting of the Members called pursuant to section 6; and
- (aa) “**Special Resolution**” means a resolution submitted to a Special Meeting duly called for the purpose of considering the resolution and passed at the meeting, with or without amendment, by at least two-thirds (2/3rds) of the votes cast, or consented to in writing by each Member of the Corporation entitled to vote at a meeting of the Members.

3. MEMBERS OF THE CORPORATION

(a) Membership

There shall be one (1) class of Members in the Corporation, consisting of:

- (i) those persons who are from time to time the Directors of the Corporation, each of whom shall automatically become a Member upon becoming a Director without further action or formality, and shall cease to be a Member immediately upon ceasing to be a Director, without further action or formality.

(b) Transfer of Membership

Membership in the Corporation is not transferable.

(c) Revocation of Membership

- (i) The Members may remove a Member by resolution passed by at least two-thirds (2/3rds) of the votes cast by the Members entitled to vote at a Special Meeting duly called for that purpose.

- (ii) Any disciplinary action or termination of Membership must be done in good faith and in a fair and reasonable manner.
- (iii) Any Member being considered for removal shall be given fifteen (15) days notice of a disciplinary action or termination with reasons and given an opportunity to be heard orally or in writing not less than five (5) days before the disciplinary action or termination of Membership becomes effective, by the person with authority to impose or revoke the disciplinary action or termination.

(d) Termination of Membership

Membership in the Corporation automatically terminates upon the happening of any of the following events:

- (i) if a Member, in writing, resigns as a Member of the Corporation;
- (ii) if the person ceases to be a Director of the Corporation;
- (iii) the death of a Member;
- (iv) the expulsion of a Member pursuant to section 3(c); or
- (v) the liquidation or dissolution of the Corporation.

4. ANNUAL MEETING OF THE MEMBERS

- (a) Notice of the Annual Meeting of the Members of the Corporation shall be given to each Member, each Director and the Auditor by prepaid mail, e-mail or other electronic means not less than ten (10) days and not more than fifty (50) days before the meeting by sending it to the last address as shown on the records of the Corporation.
- (b) No 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 any time waive notice of such meeting and may ratify, approve and confirm any or all resolutions passed or proceedings taken at the meeting.
- (c) The Annual Meeting will be held between April 1 and July 31 (on a day to be fixed by the Board) and not more than 15 months after the holding of the last preceding Annual Meeting.

5. BUSINESS

- (a) The business transacted at the Annual Meeting of the Corporation shall include:
 - (i) the presentation of:
 - (A) minutes of the previous meeting;
 - (B) report of the Board including the audited financial statements and committee reports;

- (C) report of the unfinished business from any previous meeting of the Corporation;
- (D) report of the Chief Executive Officer;
- (E) report of the Auditor;
- (F) report of the Chief of Staff;
- (G) report of the Chair;
- (ii) election of Directors; and
- (iii) the appointment of an Auditor to hold office until the next Annual Meeting.

6. SPECIAL MEETINGS OF THE MEMBERS

- (a) The Board or Chair may call a Special Meeting of the Members of the Corporation.
- (b) Not less than ten (10) per cent of the Members of the Corporation entitled to vote at a meeting proposed to be held may, in writing, requisition the Directors to call a Special Meeting of the Members for any purpose connected with the affairs of the Corporation which are property within the purview of the Members' role in the Corporation authority and that is not inconsistent with the Act.
- (c) The requisition shall state the business to be transacted at the meeting and must be sent to each Director and be deposited at the registered office of the Corporation and may consist of several documents in like forms signed by one or more requisitioners.
- (d) Notice of a Special Meeting shall be given in the same manner as provided in section 4(a).
- (e) The notice of a Special Meeting shall specify the nature of the business to be transacted at the Special Meeting in sufficient detail to permit a Member to form a reasoned judgement on the business and state the text of any Special Resolution to be submitted to the meeting.

7. MEETINGS OF THE CORPORATION

(a) Chair

The meetings of the Corporation shall be chaired by:

- (i) the Chair;
- (ii) the 1st Vice-Chair if the Chair is absent or is unable to act;
- (iii) the 2nd Vice-Chair if the Chair and 1st Vice-Chair are absent or unable to act; or
- (iv) a Director of the Corporation elected by the Members present if the Chair and Vice-Chairs are either absent or unable to act.

(b) Quorum

A majority of Members shall constitute a quorum at any meeting of the Corporation.

(c) Voting

- (i) The Members, Directors and the Auditor of the Corporation are entitled to receive notice of and attend at a meeting of the Corporation.
- (ii) At all meetings of the Corporation, questions shall be determined by a majority of affirmative votes cast by Members present at the meeting, unless otherwise required by statute or this By-Law. In case of an equality of votes at any meeting of the Corporation, the motion is lost. The Chair shall not be entitled to a second or casting vote.
- (iii) At all meetings of the Corporation, every question shall be decided by a show of hands unless a ballot thereon is demanded by any Member either before or after any vote. Every Member present shall have one (1) vote. A declaration by the Chair that the vote upon the question has been carried or carried by a particular majority or not carried, and an entry to that effect in the minutes of the proceedings of the meeting shall be prima facie evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against any resolution or other proceeding in respect of the said question and the result of the vote so taken at the meeting shall be the decision of the Corporation upon the question.
- (iv) Voting at all meetings of the Members of the Corporation shall be in person and not by proxy.

(d) Electronic Meetings

If all the Members present at the meeting of the Corporation consent, a meeting of the Corporation may be held by conference telephone, electronic or other communication facilities as to permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously, and the Member participating in the meeting by those means is deemed to be present at the meeting.

(e) Adjourned Meeting

- (i) If a quorum is not present within one-half (1/2) hour after the time appointed for a meeting of the Corporation, the meeting shall stand adjourned until a day within two (2) weeks to be determined by the Board.
- (ii) At least three (3) days' notice of the re-scheduled meeting following an adjournment shall be given in such manner as the Board may determine.

8. FISCAL YEAR

The fiscal year of the Corporation shall end with the 31st day of March in each year.

9. BOARD OF DIRECTORS

(a) Board Composition

The Board shall consist of not less than fifteen (15) and not more than eighteen (18) Directors as set out below. The Members shall by Special Resolution fix the number of Directors of the Corporation from time to time, or by Special Resolution of the Members empower the Directors to fix the number, by resolution of the Directors.

ELECTED DIRECTORS

- (i) Not less than nine (9) and not more than twelve (12) elected Directors; and

NON-VOTING *EX OFFICIO* DIRECTORS

- (ii) The following non-voting *ex officio* directors:
 - (A) the Chief Executive Officer;
 - (B) the Chief Nursing Executive;
 - (C) the Chief of Staff of the Corporation;
 - (D) the Chief of Staff of AMGH;
 - (E) the President of the Medical Staff of the Corporation; and
 - (F) the President of the Medical Staff of AMGH.

(b) Qualifications

- (i) No member of the Professional Staff of the Hospital shall be eligible for election to the Board except as where otherwise provided in this By-Law.
- (ii) No employee of the Hospital shall be eligible for election to the Board except as where otherwise provided in this By-Law.
- (iii) No spouse, child, parent, brother or sister, grandchildren, grandparents and/or members of the household of any person included in (a) or (b) above, nor the spouse of any such child, parent, brother or sister, grandchildren, grandparents and/or members of the household shall be eligible for election to the Board.
- (iv) Each Director shall:
 - (A) automatically become upon election, and thereafter remain through the term of office, a Member of the Corporation who is qualified by the terms of this section 9(b) to hold office;
 - (B) be an individual who is at least eighteen (18) years of age;
 - (C) not have the status of a bankrupt;
 - (D) not be a person who has been found under the Substitute Decisions Act, 1992 or under the Mental Health Act to be incapable of managing property;

- (E) not be a person who has been declared incapable by any court in Canada or elsewhere; and
- (F) not be an Ineligible Individual who has made disclosure to the Board as required by section 9(b)iv(E).

Every Director or Officer who ceases to be qualified as provided in this section shall disclose such fact to the Board immediately upon learning that he or she has ceased to be qualified.

If a person ceases to be qualified as provided in this section 9(b), the person thereupon ceases to be a Director and the vacancy so created may be filled in the manner prescribed by section 9(f).

(c) Nominations for Election of Directors

Nominations for the position of Director of the Corporation for the purpose of electing those Directors described in Section 9(a)(ii) at the Annual Meeting of the Corporation shall be made by the Governance & Nominating Committee in accordance with a Nominating Policy established by the Board.

(d) Director 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 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.

(e) Term

- (i) The term of office of each Director elected pursuant to **9Error! Reference source not found.** shall be three (3) years, to expire at the third Annual Meeting following election.
- (ii) Other than an *ex officio* Director, each Director is eligible for election for three (3) consecutive full terms, and afterwards is not eligible for re-election until a period of eleven (11) months has elapsed from the date such person ceases to be a Director.
- (iii) A Director may serve one additional three (3) year term, subject to the unanimous approval of the Board.
- (iv) Where a person has been elected to fill a vacancy and serve for the unexpired term of the Director's predecessor, the vacancy term will not be counted toward the three consecutive term total.

(f) Vacancy

- (i) If a vacancy occurs for any reason among the elected Directors, such vacancy may be filled by an eligible person elected by the Board to serve for the unexpired term of the Director's predecessor.

- (ii) If there is not a quorum of Directors or if there has been a failure to elect the number of Directors provided for in the Articles, the Directors then in office shall without delay call a Special Meeting of the Members to fill the vacancy and, if they fail to call a meeting or if there are no Directors then in office, the meeting may be called by any Member.
- (iii) The office of a Director shall be vacated if:
 - (A) a Director ceases to meet the requirements of section 9(b);
 - (B) a Director is removed as a Director pursuant to section 9(g); or
 - (C) a Director dies.
- (iv) The office of a Director may be vacated if:
 - (A) 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; or
 - (B) a Director fails to comply with this By-Law, including without limitation, the confidentiality requirements and conflict of interest requirements set out in this By-Law or the Corporation's policies, as determined by the Board.

(g) Removal of Directors

The Members may, by resolution passed by majority of the votes cast at a Special Meeting of which notice specifying the intention has been given, remove an elected Director before the expiration of his or her term of office and may, by a majority of the votes cast at that meeting, elect a person in the place and stead of the person removed for the remainder of the term of the removed Director.

10. BOARD MEETINGS

(a) Regular Meetings of the Board and Notice

- (i) The Board may appoint one or more days for regular Board meetings at a time and place named. A copy of any Board resolution fixing the time and place of regular Board meetings shall be given to each Director forthwith after being passed and, subject to these By-Laws, no other notice shall be required for any regular meeting.
- (ii) If the meeting is to be held at another time or day or at a place other than the Registered Office, the Secretary shall give notice of the meeting to the Directors. If notice is to be given it shall be delivered, telephoned or emailed to each Director at least twenty-four (24) hours in advance of the meeting or shall be mailed to each Director at least five (5) days in advance of the meeting.
- (iii) There shall be at least nine (9) regular meetings of the Board per annum.
- (iv) A meeting of the Board may be held without notice, immediately following the Annual Meeting of the Corporation.

(b) Special Meetings of the Board and Notice

- (i) The Chair may call Special Meetings of the Board.
- (ii) The Secretary shall call a Special Meeting of the Board if three (3) Directors so request in writing.
- (iii) Notice of a Special Meeting of the Board shall specify the purpose of the meeting, and may be given by telephone or by email, and shall be given at least twenty-four (24) hours in advance of the meeting.

(c) Board Quorum

- (i) A quorum for any meeting of the Board shall be a majority of the Directors entitled to vote.
- (ii) If no quorum exists for the purpose of voting on a resolution to approve a contract or transaction only because a director is not permitted to be present at the meeting by reason of Conflict of Interest the remaining directors are deemed to constitute a quorum for the purposes of voting on the resolution.
- (iii) If all of the Directors are required to make disclosure of a Conflict of Interest, then except as otherwise provided in the Act, the contract or transaction may be approved only by the Members.

(d) Voting at Board Meetings

- (i) The method of voting at any meeting of the Board shall be determined by the chair of the meeting prior to any vote being taken. Unless this By-law states otherwise, each elected Director shall have one (1) vote on each question raised at any meeting of the Board, and all questions shall be determined by a majority of the votes cast. Votes shall be taken by written ballot if so demanded by any voting Director present. In the case of an equality of votes, the vote shall be deemed to have been lost.
- (ii) A written resolution, signed by all the Directors entitled to vote on that resolution at a meeting of Directors is as valid as if it had been passed at a meeting of Directors, constituted and held for that purpose.
- (iii) Unless a ballot is demanded, a declaration by the Chair 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 or against such resolution, vote or motion.

(e) Chair

Board meetings shall be chaired by:

- (i) the Chair,
- (ii) the 1st Vice-Chair if the Chair is absent or is unable to act,

- (iii) the 2nd Vice-Chair if the Chair and 1st Vice-Chair are absent or unable to act, or
- (iv) a Director elected by the Directors present if the Chair and Vice-Chairs are either absent or unable to act.

(f) Procedures for Board Meetings

- (i) The declaration of the Secretary or Chair that notice has been given pursuant to the By-Law, shall be sufficient and conclusive evidence of the giving of such notice.
- (ii) No error or omission in giving notice for a meeting of Directors shall invalidate such meeting or invalidate 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 or all proceedings taken or had thereat.
- (iii) Meetings of the Board shall be open to the public. The Chair shall, in accordance with the Corporation's policy on in-camera meetings, have the discretion at any time to declare the meeting or any portion of any meeting to be in camera.
- (iv) Minutes shall be kept for all meetings of the Board.

(g) Electronic Meetings

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

11. RESPONSIBILITIES OF THE BOARD

The Board shall govern and manage the affairs of the Corporation consistent with the *Public Hospitals Act*, the Hospital Management regulations thereunder and other applicable legislation and in so doing shall assume responsibility for the matters described in Schedule A.

12. STANDARDS OF CARE

- (a) Every Director and Officer of the Corporation in exercising his or her powers and discharging his/her duties shall:
 - (i) act honestly and in good faith, loyal to the Corporation and with a view to the best interests of the Corporation;
 - (ii) exercise the degree of care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances;
 - (iii) adhere to the Hospital's mission, vision and values;

- (iv) respect and abide by decisions of the Board;
 - (v) keep informed about,
 - (A) matters relating to the Corporation,
 - (B) the community served,
 - (C) necessary information and background preparation so as to participate effectively in meetings of the Board and its committees, and
 - (D) other healthcare services provided in the region;
 - (vi) participate in the initial orientation as a new Director and in ongoing Board education;
 - (vii) participate in the annual evaluation of overall Board effectiveness; and
 - (viii) represent the Board, when requested.
- (b) A Director shall be knowledgeable of the stakeholders to whom the Corporation is accountable and shall appropriately take into account the interests of such stakeholders when making decisions as a Director but shall not prefer the interests of any one group if to do so would not be in the best interests of the Corporation.

13. CONFLICT OF INTEREST

- (a) Every Director or Officer who, either directly or through one of his or her Associates, has, or thinks he or she may potentially have, a Conflict of Interest shall disclose the nature and extent of the interest at a meeting of the Board in accordance with Board policy on Conflicts of Interest, as set from time to time.
- (b) The declaration of actual or potential Conflict of Interest shall be disclosed at the meeting of the Board at which the contract, transaction, matter or decision is first raised. The disclosure shall be in writing or be requested by the Director or Officer to be entered into the minutes.
- (c) If a Director or Officer believes that any other Director or Officer is in a Conflict of Interest position with respect to any contract, transaction, matter or decision, the Director or Officer shall have the concern recorded in the minutes in accordance with Board policy on conflicts of interest, as set from time to time. Once a concern is raised, determination must be made as to whether there is a conflict and procedures for recusal shall be observed in accordance with the Board policy on Conflict of Interest.
- (d) Subject to the Act, a Director or Officer who has declared a Conflict of Interest or who has been determined by the Board to be in a Conflict of Interest, shall not attend any part of a meeting of the Directors or Officers during which the contract, transaction, matter or decision is discussed and shall not vote on any resolution in regard to the contract, transaction, matter or decision.

- (e) If a Director or Officer has made a declaration of Conflict of Interest in compliance with this By-Law the Director is not accountable to the Corporation for any profit he/she may realize from the contract, transaction, matter or decision.
- (f) If a Director or Officer fails to make a declaration of his/her interest in a contract, transaction, matter or decision as required by this By-Law, this shall be considered grounds for termination of his/her position as a Director or Officer of the Corporation.
- (g) The failure of any Director or Officer to comply with the Corporation's Conflict of Interest policy or the Conflict of Interest provisions in this By-Law does not, in or of itself, invalidate any contract, transaction, matter or decision undertaken by the Board of the Corporation.

14. CONFIDENTIALITY

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

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

15. COMMUNICATION

Responsibility for public communications shall rest with the Chair of the Board and the Chief Executive Officer and the Board may give authority to one or more Directors, Officers or employees of the Corporation to make statements to the news media or public about matters brought before the Board.

16. INDEMNIFICATION

- (a) Except as otherwise provided in any legislation or law, no Director or Officer for the time being of the Corporation shall be liable for the acts, receipts, neglects or defaults of any other Director or Officer or employee or for any loss, damage or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired by the Corporation or for or on behalf of the Corporation or for the insufficiency or deficiency of any security in or upon which any of the monies of or belonging to the Corporation shall be placed out or invested or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person including any person with whom or which any monies, securities or effects shall be lodged or deposited or for any loss, conversion, misapplication or misappropriation of or any damage resulting from any dealings with monies, securities or other assets belonging to the Corporation or for any other loss, damage or misfortune whatever which may happen in the execution of the duties of the Director's or Officer's respective office or trust or in relation thereto unless the same shall happen by or through the Director's or Officer's own failure to act honestly and in good faith with a view to the best interests of the Corporation and if the matter is a criminal or administrative proceeding that is enforced by a

monetary penalty, the individual did not have reasonable grounds for believing their conduct was lawful

- (b) Before giving approval to the indemnities provided in section 16(c), or purchasing insurance provided in section 16(d), the Board shall, in accordance with the *Charities Accounting Act*, consider:
 - (i) the degree of risk to which the Director or Officer is or may be exposed;
 - (ii) whether, in practice, the risk cannot be eliminated or significantly reduced by means other than the indemnity or insurance;
 - (iii) whether the amount or cost of the insurance is reasonable in relation to the risk;
 - (iv) whether the cost of the insurance is reasonable in relation to the revenue available; and
 - (v) whether it advances the administration and management of the property to give the indemnity or purchase the insurance.

- (c) Upon approval by the Board from time to time, every Director and Officer of the Corporation and every member of a committee, or any other person who has undertaken, or is about to undertake, any liability on behalf of the Corporation or any corporation controlled by it, and the person's respective heirs, executors and administrators, and estate and effects, successors and assigns, shall from time to time and at all times, be indemnified and saved harmless out of the funds of the Corporation, from and against:
 - (i) all costs, charges and expenses whatsoever which such Director, Officer, committee member or other person sustains or incurs in or in relation to any action, suit or proceeding which is brought, commenced or prosecuted against the Director, Officer, committee member or other person, for or in respect of any act, deed, matter or thing whatsoever, made, done or permitted by them, in or in relation to the execution of the duties of such office or in respect of any such liability; and
 - (ii) all other costs, charges and expenses which the Director, Officer, committee member or other person sustains or incurs in or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by their own failure to act honestly and in good faith in the performance of the duties of office, or by other wilful neglect or default.
 - (iii) The indemnity provided for in the preceding paragraph:
 - (A) shall not apply to any liability which a Director, Officer, committee member or any other person who has undertaken, or is about to undertake, any liability on behalf of the Corporation may sustain or incur as the result of any act or omission as a member of the Professional Staff of the Corporation; and
 - (B) shall be applicable only if the Director, Officer, committee member or any other person who has undertaken, or is about to undertake, any liability on behalf of the Corporation acted honestly and in good

faith with a view to the best interests of the Corporation and in the case of criminal or administrative action or proceeding that is enforceable by a monetary penalty, had reasonable grounds for believing that his or her conduct was lawful.

The Corporation shall also, upon approval by the Board from time to time, indemnify any such person in such other circumstances as any legislation or law permit or requires provided the individual acted honestly and in good faith with a view to the best interests of the Corporation and if the matter is a criminal or administrative proceeding that is enforced by a monetary penalty, the individual has reasonable grounds for believing their conduct was lawful. Nothing in this By-Law shall limit the right of any person entitled to indemnity to claim indemnity apart from the provisions of this By-Law to the extent permitted by any legislation or law.

- (d) Upon approval by the Board from time to time, the Corporation shall purchase and maintain insurance for the benefit of any Director, Officer or other person acting on behalf of the Corporation against any liability incurred in that person's capacity as a Director, Officer or other person acting on behalf of the Corporation, except where the liability relates to that person's failure to act honestly and in good faith with a view to the best interests of the Corporation and if the matter is a criminal or administrative proceeding that is enforced by a monetary penalty, the individual has reasonable grounds for believing their conduct was lawful.

17. OFFICERS

- (a) The following shall be Officers of the Corporation:
 - (i) the Chair;
 - (ii) the 1st Vice-Chair;
 - (iii) the 2nd Vice-Chair;
 - (iv) the Secretary, who shall be the Chief Executive Officer; and
 - (v) the Treasurer,

Provided that one person may hold the office of Secretary and Treasurer simultaneously.

- (b) The Directors shall elect a Chair from among themselves at the meeting immediately following each Annual Meeting of the Corporation who shall preside as the Chair of the Board.
- (c) The Board shall appoint a 1st Vice-Chair, 2nd Vice-Chair, Treasurer and Secretary at the meeting immediately following each Annual Meeting of the Corporation.
- (d) Unless by a resolution of the Board, no Director may serve as Chair or Vice-Chair for more than two (2) consecutive years in one office, provided however that following a break in the continuous service of at least one (1) year the same person may be re-elected.
- (e) *Ex officio* Directors are ineligible for election as Chair or Vice-Chair.

- (f) The Chief Executive Officer may be appointed Secretary or Secretary-Treasurer of the Board.
- (g) The Officers of the Corporation shall be responsible for the duties set forth in this By-Law and they are not necessarily required to perform such duties personally, but they may delegate to others the performance of any or all such duties provided that the delegating Officer remains responsible for ensuring that such duties are carried out.
- (h) Any Officer of the Corporation shall cease to hold office upon resolution of the Board.

18. OFFICER DUTIES

(a) Duties of the Chair

The Chair shall:

- (i) chair all meetings of the Board;
- (ii) be responsible for the naming of Directors to committees not otherwise provided for in this By-Law;
- (iii) report to each Annual Meeting of Members of the Corporation concerning the management and operations of the Hospital;
- (iv) be an ex officio member of Committees of the Board;
- (v) represent the Corporation at public or official functions; and
- (vi) perform such other duties as may from time to time be determined by the Board.

(b) Duties of the 1st Vice-Chair

The 1st Vice-Chair shall have all the powers and perform all the duties of the Chair in the absence or disability of the Chair and perform any other duties assigned by the Chair or the Board.

(c) Duties of the 2nd Vice-Chair

The 2nd Vice-Chair shall have all the powers and perform all the duties of the 1st Vice-Chair in the absence or disability of the 1st Vice-Chair and perform any other duties assigned by the Chair or the Board.

(d) Duties of the Treasurer

The Treasurer shall:

- (i) be the custodian of the books of account and accounting records of the Corporation required to be kept by the provisions of the Act or otherwise by law;
- (ii) submit a financial report at each regular meeting of the Board indicating the financial position of the Hospital on a timely basis;

- (iii) submit an annual audited financial report to the Board and the Corporation of the financial operations of the Hospital;
- (iv) submit quarterly certificates to the Board in respect of the previous quarter that all wages owing to employees and source deductions relating to the employees that the Corporation is required to deduct and remit to the proper authorities pursuant to all applicable legislation, including without limitation, the *Income Tax Act* (Canada), the Canada Pension Plan (Canada), the *Employment Insurance Act* (Canada), and *Employer Health Tax Act* (Ontario), have been made and remitted to the proper authorities, and that all taxes collected pursuant to the *Excise Tax Act* (Canada) and *Retail Sales Tax Act* (Ontario) have been collected and remitted to the proper authorities; and
- (v) perform such other duties as may from time to time be determined by the Board.

(e) Duties of the Secretary

The Secretary shall:

- (i) attend meetings of the Board and Board Committees as required;
- (ii) keep minutes of all Board and Board Committee meetings and circulate the minutes to all members of the Board or Committee;
- (iii) attend to correspondence of the Board;
- (iv) prepare all reports required under any Provincial Act or Regulation or Federal Act or Regulation;
- (v) be the custodian of all minute books, documents and registers of the Corporation required to be kept by the provisions of the Act and all minutes, documents and records of the Board;
- (vi) keep copies of all testamentary documents and trust instruments by which benefits are given to the use of the Hospital and provide the office of the Public Guardian and Trustee with attested or notarial copies of such documents in accordance to the provisions of the *Charities Accounting Act* (Ontario);
- (vii) give such notice as required by this By-Law of all meetings of the Corporations, the Board and its Committees; and
- (viii) perform such other duties as may from time to time be determined by the Board.

19. COMMITTEES OF THE BOARD

(a) Standing Committees of the Board

- (i) There shall be the following Standing Committees:
 - (A) Resources Committee;

- (B) Governance & Nominating Committee;
 - (C) Audit Committee; and
 - (D) Any other committee as set out in a Board policy.
- (ii) The duties and terms of reference for the Standing Committees shall be determined by the Board.
 - (iii) Subject to the provisions of this By-Law, the Board shall appoint members of the committees of the Board, the chairs of the committees of the Board and if desirable, the vice-chair thereof.
 - (iv) The Board may appoint additional members who are not Directors to any committee of the Board except the Resources Committee, and those persons shall be entitled to vote, but the number of non-Directors shall not exceed the number of Directors on a committee of the Board.
 - (v) The members, the chair and vice chair of a committee will hold their office at the pleasure of the Board. Each chair of a Standing Committee shall be a member of the Board.
 - (vi) Subject to applicable law, the Board may, by resolution, dissolve any committee at any time.
 - (vii) Procedures for committee meetings shall be determined by the chair of each committee, unless established by the Board by resolution or by way of general committee regulations from time to time.
 - (viii) The Board Chair and Chief Executive Officer shall be ex-officio members of all committees.

(b) Special Committees of the Board

- (i) The Board may appoint Special Committees being those committees appointed for specific duties whose mandate shall expire with the completion of the tasks assigned.
- (ii) The Board may at any meeting, appoint any Special Committee and name the chair of the Special Committee.
- (iii) The Board may appoint additional members who are not Directors to any special committee of the Board and those persons shall be entitled to vote, but the number of non-Directors shall not exceed the number of Directors on a special committee of the Board.
- (iv) The Board shall prescribe terms of reference for any Special Committee.
- (v) The Board may by resolution dissolve any Special Committee at any time.

20. BOARD COMMITTEE MEETINGS

(a) Procedures for Board Committee Meetings

- (i) Board Committee meetings shall be held at the call of the Chair of the Board, the chair of the Board Committee or at the request of any two members of the Board Committee.
- (ii) Minutes shall be kept for all Board Committee meetings.
- (iii) Guests may attend Board Committee meetings at the invitation of the chair.
- (iv) Business arising at any Board Committee meeting shall be decided by a majority of votes.
- (v) Any motion is lost if there is an equality of votes.

(b) Committee Quorum

A quorum for any Board Committee meeting shall be a majority of the members of the Board Committee entitled to vote.

21. LIMITS ON AUTHORITY OF COMMITTEES

No Committee has authority to:

- (a) submit to the Members any question or matter requiring approval of the Members;
- (b) fill a vacancy among the Directors or in the office of Auditor or of a person appointed to conduct a review engagement of the Corporation;
- (c) appoint additional Directors;
- (d) issue debt obligations except as authorized by the Board;
- (e) approve any financial statements;
- (f) adopt, amend or repeal any By-Law; or
- (g) establish contributions to be made, or dues to be paid, by Members.

22. CHIEF EXECUTIVE OFFICER

- (a) The Chief Executive Officer shall be appointed by the Board in accordance with its approved selection process.
- (b) The Board may at any time revoke or suspend the appointment of the Chief Executive Officer.

23. DUTIES OF THE CHIEF EXECUTIVE OFFICER

- (a) The Chief Executive Officer shall:
 - (i) be responsible to the Board for the organization and management of the Hospital in accordance with policies established by the Board and subject to direction of the Board;
 - (ii) ensure appropriate systems and structures are in place for the effective management and control of the Hospital and its resources including the

- employment, development, control, direction and discharge of all employees of the Hospital;
- (iii) ensure structures and systems for the development, review and recommendation of new programs, program expansion or changes;
 - (iv) ensure effective manpower planning and identify resource implications;
 - (v) establish an organizational structure to ensure accountability of all departments and staff for fulfilling the mission, objectives and strategic plan of the Hospital;
 - (vi) provide leadership in support of the Board's responsibility to develop and periodically review the mission, objectives and strategic plan of the Hospital;
 - (vii) develop, recommend and foster the values, culture and philosophy of the Hospital;
 - (viii) communicate with related health care agencies to promote co-ordination and/or planning of local health care services;
 - (ix) represent the Hospital externally to the community, government, media and other organizations and agencies;
 - (x) be responsible for the payment by the Corporation of all salaries and amounts due from and owing by the Corporation which fall within the purview and scope of the approved annual budget or otherwise as may be established from time to time by resolution of the Board;
 - (xi) notify the Chief of Staff, the Chief of Department and the Board if necessary, of:
 - (A) any failure of any member of the medical or dental staff to act in accordance with statute law or regulations thereunder, or the Hospital By-Law and policies,
 - (B) any belief that a member of the medical or dental staff is unable to perform the person's professional duties with respect to a patient in the Hospital,
 - (C) any patient who does not appear to be receiving the most appropriate treatment and care or who is not being visited frequently enough by the attending member of the medical or dental staff,
 - (D) any other matter about which they should have knowledge;
 - (xii) be responsible to the Board for taking such action as considered necessary to ensure compliance with the *Public Hospitals Act*, the Regulations and the By-Laws of the Hospital and all other statutory and regulatory requirements;
 - (xiii) attend meetings of the Medical Advisory Committee without a vote;

- (xiv) attend meetings of the Board without a vote and report to the Board on any matters about which it should have knowledge and subject to this By-Law, be an ex officio voting member of all Board Committees;
- (xv) perform such other duties as directed from time to time by the Board; and
- (xvi) where appointed by the Board, performing the duties of Secretary as set forth in the By-Laws of the Corporation.

24. RETENTION OF WRITTEN STATEMENTS

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

25. RULES OF ORDER

Any questions of procedure at or for any meetings of the Corporation, of the Board, of the Medical Staff, or any committee, which have not been provided for in this By-Law or by the Act or by the *Public Hospitals Act* or Regulations thereunder, or the Professional Staff Rules, shall be determined by the Chair in accordance with an acceptable best practice.

26. BONDING - FIDELITY INSURANCE

- (a) Directors, Officers and employees as the Board may designate shall secure from a guarantee company a bond of fidelity of an amount approved by the Board.
- (b) The requirements of section 26(a) may be met by an alternative form of employee fidelity insurance such as, but not limited to, a blanket position bond, a commercial blanket bond, or a comprehensive dishonesty, disappearance and destruction policy, at the discretion of the Board.
- (c) The Corporation shall pay the expenses of any fidelity bond or policy secured under this section.

27. SIGNING OFFICERS

Documents, contracts and instruments requiring execution by the Corporation shall be executed in accordance with a Signing Authority Policy approved by the Board.

28. AUDITOR

(a) Appointment of Auditor

- (i) Subject to the Act, the Members of the Corporation at each Annual Meeting shall appoint an Auditor of the Corporation, who shall hold office until the close of the next Annual Meeting. If an appointment is not made, then the incumbent Auditor continues in office until a successor is appointed.
- (ii) In addition to making the report at the Annual Meeting of the Corporation, the Auditor shall from time to time report through the Audit Committee to the Board on the audit work with any necessary recommendations.

(b) Remuneration of Auditor

The remuneration of an Auditor may be fixed by the Members by Ordinary Resolution, or if the Members do not do so, then it shall be fixed by the Board.

(c) Auditor Rights

The Auditor shall have the rights and privileges as set out in the Act and shall perform the audit function as prescribed therein.

(d) Removal of Auditor

- (i) The Members may, by Ordinary Resolution passed at a Special Meeting of the Members, remove any Auditor before the expiration of the term of office in accordance with the Act, and may elect a replacement to fill such vacancy. Where the Members do not fill the vacancy, the Directors may do so in accordance with section 28(d)(iii).
- (ii) The Corporation shall give the Auditor at least two (2) days to prepare a statement giving reasons opposing the Auditor's removal. The Auditor shall provide any such statement to the Board. Any such statement provided by the Auditor shall be included in the notice of the Special Meeting called to remove the Auditor.
- (iii) Subject to the Articles, the Board shall immediately fill any vacancy in the office of Auditor.

APPROVED by the Directors as a By-Law of *South Huron Hospital* this 13th day of June, 2024

Chair

Secretary

SCHEDULE A RESPONSIBILITIES OF THE BOARD

The Board shall govern and supervise the management of the affairs of the Corporation and shall:

- (a) Develop and review on a regular basis the mission, objectives and strategic plan of the Corporation in relation to the provision, within available resources, of appropriate programs and services in order to meet the acute care needs of the community;
- (b) Work collaboratively with other community agencies and institutions in meeting the health care needs of the community;
- (c) Establish procedures for monitoring compliance with the requirements of the *Public Hospitals Act*, the Hospital Management Regulation thereunder, the By-Laws of the Hospital and other applicable legislation;
- (d) Establish policies and procedures to provide the general framework within which the President and Chief Executive Officer, the Medical Advisory Committee, the Professional Staff and the Corporation staff will establish procedures for the management of the day-to-day processes;
- (e) Ensure that the President and Chief Executive Officer, Chief of Staff, and Nurses who are managers develop policies and plans to deal with:
 - (i) emergency situations that could place a greater than normal demand on the services provided by the Corporation or disrupt the normal routine;
 - (ii) the failure to provide services by persons who ordinarily provide services in the Corporation; and
 - (iii) situations, circumstances, conduct and behaviours which are or have the potential of resulting in a risk to the safety and wellbeing of patients, staff and/or other health professionals.
- (f) Establish the selection process for the appointment of the President and Chief Executive Officer and the Chief of Staff and appoint the President and Chief Executive Officer and the Chief of Staff, in accordance with the process;
- (g) Annually conduct the President and Chief Executive Officer's formal performance evaluation and review and approve his or her compensation and set his or her goals and objectives for the coming year;
- (h) Delegate responsibility and concomitant authority to the President and Chief Executive Officer for the management, operation of programs, services and required accountability to the Board;
- (i) Appoint the Chief of Staff in accordance with the provisions of these By-Laws;
- (j) Delegate responsibility and concomitant authority to the Chief of Staff for the medical quality of care of the operation of the clinical programs and departments of the Corporation and the supervision of the Professional Staff activities in the Hospital and require accountability to the Board;

- (k) Appoint and re-appoint Physicians, Dentists, Midwives and Registered Nurses in the Extended Class to the Professional Staff of the Hospital and delineate the respective privileges after considering the recommendations of the Medical Advisory Committee, in accordance with legislative and By-Law requirements and subject to the approval of relevant programs;
- (l) Through the Medical Advisory Committee, assess and monitor the acceptance by each member of the Professional Staff of his or her responsibility to patients and to the Corporation concomitant with the privileges and duties of the appointment and with the By-Laws of the Corporation;
- (m) Ensure that staff and facilities are appropriate and available, including an adequate supply of physicians and other professionals, for the services provided;
- (n) Ensure that quality assurance, risk management and utilization review methods are established for the regular evaluation of the quality of care, and that all Hospital services are regularly evaluated in relation to generally accepted standards and required accountability on a regular basis;
- (o) Review regularly the functioning of the Corporation and all programs and services in relation to the objects of the Corporation as stated in the articles and the By-Laws and demonstrate accountability for its responsibility to the Annual Meeting of the Corporation;
- (p) Adhere to the attendance policy as established by the Board;
- (q) Review on a regular basis the role and responsibility of the Corporation to its community in relation to the provision of services, within the means available, of appropriate types and amounts of services;
- (r) Approve the annual budget for the Hospital;
- (s) Establish an investment policy consistent with the provisions of these By-Laws;
- (t) Borrow money, from time to time, as may be authorized by resolution of the Board;
- (u) Evaluate its own performance in relation to its responsibilities and periodically review and revise governance policies, processes and structures as appropriate;
- (v) Ensure the establishment and provide for the operation of an Occupational Health and Safety program for the Corporation that shall include procedures with respect to:
 - (i) a safe and health work environment in the Corporation;
 - (ii) the safe use of substances, equipment and medical devices in the Corporation;
 - (iii) safe and healthy work practices in the Corporation;
 - (iv) the prevention of accidents to persons on the premises of the Corporation;and

- (v) the elimination of undue risks and the minimizing of hazards inherent in the Corporation environment;
- (w) Ensure the establishment and provide for the operation of a health surveillance program including a communicable disease surveillance program in respect of all persons carrying on activities in the Corporation;
- (x) Establish a Fiscal Advisory Committee, the membership and purposes of which meet the requirements of the *Public Hospitals Act*;
- (y) Establish a Quality Committee further to the *Excellent Care for All Act* to monitor and report on the overall quality of care and make recommendations to the Board regarding quality improvement initiatives and policies and to oversee the preparation of annual quality improvement plans, comprised of:
 - (i) the President and Chief Executive Officer;
 - (ii) one member of the Medical Advisory Committee;
 - (iii) the hospital's Chief Nursing Executive;
 - (iv) one person who works in the hospital and who is not a member of the College of Physicians and Surgeons of Ontario or the College of Nurses of Ontario; and
 - (v) such other persons as are selected by the Board so as a third of the members of the quality committee shall be members of the hospital's Board.
- (z) Provide for:
 - (i) the participation of Nurses who are managers and staff Nurses in decision making related to administrative, financial, operational and planning matters in the Hospital; and
 - (ii) the participation at the committee level of staff Nurses who are managers, including the election of staff Nurses of representatives to committees and the election.
- (aa) Pursuant to the Hospital Management Regulations, provide for the establishment of procedures to encourage the donation of organs and tissues including:
 - (i) procedures to identify potential donors; and
 - (ii) procedures to make potential donors and their families aware of the options of organ and tissue donations,and ensure that such procedures are implemented in the Corporation; and
- (bb) Ensure that a system for the disclosure of every critical incident is established and that the President and Chief Executive Officer, the Chief of Staff and the Chief Nursing Executive will be responsible for the system.

**SOUTH HURON HOSPITAL
PROFESSIONAL STAFF BY-LAW NO. 2024-1**

Approved by the Board of Directors: June 25, 2024

Approved by the Members of the Corporation: June 27, 2024

TABLE OF CONTENTS

PROFESSIONAL STAFF BY-LAW	1
1. INTERPRETATION.....	1
2. DEFINITIONS	1
PROFESSIONAL STAFF BY-LAWS	4
3. THE PROFESSIONAL STAFF BY-LAWS	4
4. PURPOSE OF THE PROFESSIONAL STAFF BY-LAWS.....	4
5. PURPOSE OF THE MEDICAL STAFF ORGANIZATION.....	4
6. RULES AND REGULATIONS	5
7. PROFESSIONAL STAFF RESOURCE PLAN.....	5
8. APPOINTMENT OF PROFESSIONAL STAFF.....	5
9. APPOINTMENT TO PROFESSIONAL STAFF.....	6
10. PROCESS FOR EVALUATING APPLICATIONS FOR PROFESSIONAL STAFF APPOINTMENTS.....	8
11. CRITERIA FOR APPOINTMENT TO THE PROFESSIONAL STAFF.....	10
12. TERM	10
13. REAPPOINTMENT	10
14. CHANGE OF PRIVILEGES.....	12
15. MID-TERM ACTION.....	12
16. CATEGORIES OF THE PROFESSIONAL STAFF	13
17. PROFESSIONAL STAFF DUTIES	18
18. CHIEF OF STAFF	20
19. PROFESSIONAL STAFF DEPARTMENTS	23
20. CHIEFS OF DEPARTMENT	24
21. MEETINGS OF THE MEDICAL STAFF	25
22. MEDICAL STAFF ELECTED OFFICERS.....	27
23. MEDICAL ADVISORY COMMITTEE	29
24. PROFESSIONAL STAFF COMMITTEES ESTABLISHED BY THE BOARD	30
25. AMENDING THE PROFESSIONAL STAFF BY-LAWS.....	31

SCHEDULE A

PROCEDURE REGARDING REAPPOINTMENTS, REQUESTS FOR CHANGES IN PRIVILEGES AND MID-TERM ACTION

SOUTH HURON HOSPITAL
BY-LAW 2024-1
PROFESSIONAL STAFF BY-LAW

1. INTERPRETATION

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

- (a) all terms which are contained in this By-Law and which are defined in the Ontario *Not-for-Profit Corporations Act*, the *Public Hospitals Act* (Ontario), the *Excellent Care for All Act* or the regulations made thereunder, shall have the meanings given to such terms in the Ontario *Not-for-Profit Corporations Act*, the *Public Hospitals Act*, the *Excellent Care for All Act* or the regulations made thereunder. If there is a conflict between the Act as defined below and any other legislation applicable to the Corporation, the provisions of such other legislation shall prevail;
- (b) the use of the singular number shall include the plural and vice versa, the use of gender shall include the masculine, feminine and neuter genders, and the word "person" shall include an individual, a trust, a partnership, a body corporate or public, an association or other incorporated or unincorporated entity;
- (c) the headings 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; and
- (d) any references herein to any law, by-law, rule, regulation, order or act of any 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.

2. DEFINITIONS

- (a) "**Board**" means the governing body of the South Huron Hospital;
- (b) "**By-Law**" or "**By-Laws**" means this by-law, and all other by-laws of the Corporation from time to time in force and effect;
- (c) "**Certification**" means the holding of a specialty certificate issued by a professional body recognized by the Board on the advice of the Medical Advisory Committee;
- (d) "**Chief of Department**" means the physician appointed by the Board to be in charge of a specialized services of the Professional Staff of South Huron Hospital;
- (e) "**Chief of Staff**" means the physician appointed by the Board to be the Chief of the Professional Staff;

- (f) **“Chair of the Medical Advisory Committee”** means the member of the Professional Staff appointed to serve as Chair of the Medical Advisory Committee;
- (g) **“Chief Executive Officer”** means in addition to ‘administrator’ as defined in the *Public Hospitals Act*, the Chief Executive Officer of the Corporation;
- (h) **“Chief Nursing Executive”** means the senior nurse employed by the Hospital who reports directly to the Chief Executive Officer and is responsible for nursing services provided in the Hospital;
- (i) **“Corporation”** or **“Hospital”** means the South Huron Hospital with the Head Office at 24 Huron St. W., Exeter, Ontario;
- (j) **“Credentials Committee”** means the committee established by the Medical Advisory Committee to review applications for appointment and reappointment to the Professional Staff and to make recommendations to the Medical Advisory Committee. If no such committee is established it shall mean the Medical Advisory Committee;
- (k) **“Dental Staff”** means those Dentists appointed by the Board to attend or perform dental services for patients including oral and maxillofacial in the Hospital;
- (l) **“Dentist”** means a dental practitioner in good standing with the Royal College of Dental Surgeons of Ontario;
- (m) **“Department”** or **“department”** means an organizational unit of the Professional Staff to which members with a similar field of practice have been assigned;
- (n) **“Extended Class Nursing Staff”** means those Registered Nurses in the Extended Class who are nurses that are granted Privileges to diagnose, prescribe for or treat out patients in the Hospital;
- (o) **“Impact Analysis”** means a study to determine the impact upon the resources of the Corporation of the proposed appointment of an applicant for appointment to the Professional Staff or an application by a member of the Professional Staff for reappointment or for additional Privileges;
- (p) **“in camera”** means a meeting that is restricted to voting members of such meeting and such invitees as determined by the chair of the meeting;
- (q) **“Locum Tenens”** means the legally qualified professional who provides coverage for a member of the Professional Staff during their absence;
- (r) **“Medical Staff”** means those Physicians who are appointed by the Board and who are granted Privileges to practice medicine in the Hospital;

- (s) “**Midwife**” means a midwife in good standing with the College of Midwifery of Ontario;
- (t) “**Midwifery Staff**” means those Midwives who are appointed by the Board and granted Privileges to practice Midwifery in the Hospital;
- (u) “**Nurse**” means a holder of a current certificate of competence issued in Ontario as a registered nurse;
- (v) “**Patient**” includes an in-patient and out-patient except where the context otherwise requires;
- (w) “**Physician**” means a medical practitioner in good standing with the College of Physicians and Surgeons of Ontario;
- (x) “**Privileges**” or “privileges” means the right to admit in-patients, register out-patients and/or provide the clinical services which the Board has granted to a member of the Professional Staff;
- (y) “**Professional Staff**” means the Medical Staff, Dental Staff, Midwifery Staff and members of Extended Class Nursing Staff who have been granted privileges;
- (z) “**Professional Staff Human Resources Plan**” means the Hospital’s plan from time to time which provides information and future projections with respect to the management and appointment of the Professional Staff based on the mission and strategic plan of the Corporation;
- (aa) “**Professional Staff Officer**” means the President, Vice President or Secretary-Treasurer of the Professional Staff;
- (bb) “**Public Hospitals Act**” means R.S.O. 1990, c.P.40, and, where the context requires, includes the regulations made under it, all as may be amended from time to time;
- (cc) “**Resource Plan**” means the plan developed by the Professional Staff, based on the mission and strategic plan of the Hospital and on the regional needs of the community, which provides information and future projections of this information with respect to the management and appointment of physicians, dentists, midwives and Registered Nurse-Extended Class who are or may become members of the Professional Staff;
- (dd) “**Registered Nurse in the Extended Class**” 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*;
- (ee) “**Rules and Regulations**” means the rule and regulations governing the practice of the Professional Staff at the Hospital both generally and within a particular department, which have been established respectively by the staff in general and the staff of the department;

PROFESSIONAL STAFF BY-LAWS

3. THE PROFESSIONAL STAFF BY-LAWS

- (a) These By-laws shall:
 - (i) govern the appointment, organization, duties and responsibilities of the Professional Staff;
 - (ii) define the relationship and responsibilities of the Professional Staff to the Leadership Team and the Board; and
 - (iii) outline how the requirements of the *Public Hospitals Act* and its regulations are put into force.

4. PURPOSE OF THE PROFESSIONAL STAFF BY-LAWS

- (a) The purposes of the Professional Staff By-laws are:
 - (i) to outline clearly and succinctly the purposes and functions of the Professional Staff;
 - (ii) to identify specific departments, committees, etc. necessary to allocate the work of carrying out those functions;
 - (iii) to designate a process for the selection of officials of the Professional Staff, including the Chief of Staff, and Chief of Departments;
 - (iv) to assign responsibility, define authority, and describe the manner of accountability to the Board of all officials, organizational units and each member of the Professional Staff for patient care, and for professional and ethical conduct;
 - (v) to maintain and support the rights and privileges of the Professional Staff as provided herein; and
 - (vi) to identify a professional staff organization with responsibility, authority and accountability so as to ensure that each Professional Staff member conducts him/herself in a manner consistent with the requirements of the *Public Hospitals Act* and its regulations, these By-Laws and such rules and regulations, or any amendments thereto, which become effective when approved by the Board.

5. PURPOSE OF THE MEDICAL STAFF ORGANIZATION

- (a) The purposes of the Medical Staff Organization, in addition to fulfilling the responsibilities established by the Laws of the Province of Ontario and these By-Laws, are:
 - (i) to provide a structure whereby the members of the Medical Staff participate in the Hospital's planning, policy setting, and decision making;

- (ii) to serve as a quality assurance system for medical care rendered to patients by the Hospital's Medical Staff and to ensure the continuing improvement of the quality of professional care;
- (iii) to provide a structure and process to ensure that all patients have access to medical care; and
- (iv) to facilitate the best possible environment for learning.

6. RULES AND REGULATIONS

- (a) The Medical Advisory Committee shall make Rules and Regulations, as well as corresponding policies and procedures, as it deems necessary for patient care, and the conduct of members of the Professional Staff, consistent with the mission of the Hospital.
- (b) Such Rules and Regulations, or any amendments thereto, will become effective when recommended by the Medical Advisory Committee, and approved by the Board.

7. PROFESSIONAL STAFF RESOURCE PLAN

- (a) The Medical Advisory Committee with the advice of the Administration of the Hospital will recommend to the Board for approval, on an annual basis, a Professional Staff Resource Plan for each department of the Professional Staff.
- (b) This plan will be consistent with the strategic directions of the Hospital as established by the Board, and the *Public Hospitals Act*, Section 44(2) regarding cessation of services.
- (c) Each department's Clinical Services Resource Plan shall include:
 - (i) a recruitment plan, which shall include an impact analysis;
 - (ii) reasonable on-call requirements for members of the Professional Staff of the department; and
 - (iii) a process for equitably distributing resources to the members of the Professional Staff within the department.

8. APPOINTMENT OF PROFESSIONAL STAFF

- (a) The Board shall appoint annually a Professional Staff for the Hospital;
- (b) Subject to revocation by the Board, appointments to the Professional Staff shall be for a period of twelve (12) months or for such shorter period of time as the Board may determine and appointments shall continue where a member of the Professional Staff has reapplied for appointment during the then current appointment period, until the Board has made the appointments for the ensuing year;

- (c) The Board shall establish from time to time criteria for appointment to the Professional Staff after considering the advice of the Medical Advisory Committee;
- (d) Notwithstanding the other requirements of these By-laws, a person who is not a physician, dentist, midwife or nurse in the extended class may be honored by appointment to the Honorary Staff category;
- (e) Where the Board determines that the Hospital shall cease to provide a service or the Minister directs the Hospital to cease to provide a service, the Board may:
 - (i) refuse the application of a member for appointment or reappointment to the Professional Staff;
 - (ii) revoke the appointment of any member; and
 - (iii) cancel or substantially alter the privileges of any member as long as such determination relates to the termination of the service.

9. APPOINTMENT TO PROFESSIONAL STAFF

- (a) Application for Appointment to the Professional Staff
 - (i) An application for appointment to the Professional Staff will be processed in accordance with the provisions of the *Public Hospitals Act*, these By-laws and the Rules and Regulations of the Professional Staff.
 - (ii) On request, the Chief Executive Officer will supply a copy of an application, these By-laws, the Rules and Regulations of the Professional Staff, the *Public Hospitals Act* and the Regulations thereunder to each applicant who expresses in writing the intention to apply for appointment to the Professional Staff.
 - (iii) Each applicant for membership to the Professional Staff shall submit on the prescribed forms one original written application to the Chief Executive Officer, together with a consent for release of the required information.
 - (iv) Each application must contain:
 - (A) a statement by the applicant that they have read the *Public Hospitals Act* and the Hospital Management Regulations thereunder, these By-laws and the Rules and Regulations of the Professional Staff of the Hospital;
 - (B) an undertaking in writing that, if the applicant is appointed to the Professional Staff, he or she will provide the agreed upon services to the Hospital and will act in accordance with the *Public Hospitals Act* and its Regulations, the laws of the Province of Ontario relating to hospital practice, the requirements set out in the By-laws and the Rules and Regulations of the Professional Staff and policies of the Hospital, and will be guided by the ethical standards of the profession;

- (C) a current, valid certificate of Registration and certificate of Professional Conduct from the College of Physicians and Surgeons of Ontario (physicians); certificate of Registration or Specialty Certificate of Registration from the Royal College of Dental Surgeons of Ontario (dentists); certificate of Registration from the College of Midwives of Ontario (midwives); Annual Registration Payment Card as a Registered Nurse Extended Class from the College of Nurses of Ontario (nurse practitioners);
- (D) a signed consent authorizing any regulatory body or referee to provide a report on but not limited to:
 - (I) any action taken by its disciplinary or fitness to practice committee, and
 - (II) whether the applicant's privileges have been curtailed or cancelled by any regulatory body or by another hospital because of incompetence, negligence or any act of professional misconduct;
 - (1) a list of three (3) appropriate referees;
 - (2) reports to include reports on experience, competence and conduct from:
 - (III) the Chief of Staff or Chief of Department in the last hospital in which the applicant held an appointment;
 - (IV) the director or head of the program in which the applicant has completed training, if such training has been completed within the past five years;
 - (V) the chief executive officer of the last hospital where the applicant held privileges;
- (E) a list of procedural privileges which are requested;
- (F) an up-to-date curriculum vitae, including a record of the applicant's professional education, post-graduate training, history of academic and professional career, and continuing medical education;
- (G) evidence of appropriate current immunization status;
- (H) evidence of professional practice protection coverage satisfactory to the Board and appropriate to the scope and nature of the intended practice;
- (I) where there has been an adverse finding or the applicant did voluntarily or involuntarily resign or restrict their privileges, the applicant shall provide a recital and description of disciplinary actions, voluntary restriction of privileges, competency investigations, performance reviews and details with respect to prior privileges disputes with other hospitals regarding appointment,

re-appointment, change in privileges, or mid-term suspension or revocation of privileges;

- (J) information of any civil suit related to professional practice where there was a finding of negligence or battery, including any suit settled by a payment;
 - (K) information regarding any criminal proceedings or convictions involving the applicant which may impact the applicant's ability to practice;
 - (L) information regarding the applicant's health, including any impairments, medical conditions, diseases or illnesses that may impact on his or her ability to practice, along with a signed consent authorizing the treating health professional to release relevant information to the Hospital, such information as released by a treating health professional to not form part of the applicant's credentialing file;
 - (M) an undertaking, in writing, that if appointed, the applicant will abide the Hospital's policies as related to the privacy and confidentiality of patient information and Hospital matters. No member will make statements on behalf of the Hospital to the news media or public without the express authority of the Chief Executive Officer or delegate.
- (v) Each applicant may be required to visit the Hospital for an interview with appropriate members of the Professional Staff and the Administration.
 - (vi) The Chief Executive Officer shall retain a copy of the application and shall refer the original application immediately to the Chief of Staff and to the Chair of the Credentials Committee.

10. PROCESS FOR EVALUATING APPLICATIONS FOR PROFESSIONAL STAFF APPOINTMENTS

- (a) The Chief Executive Officer shall refer the original application immediately to the Chief of Staff who shall keep a record of each application received and then refer the original forthwith to the Chair of the Credentials Committee (MAC), and to the Program(s) and Medical Department(s) involved, if applicable.
- (b) Where appropriate, the Chief of Department, shall review and make recommendations concerning each application for reappointment within his or her respective Department to the Credentials Committee (MAC).
- (c) The Medical Advisory Committee, functioning in the capacity of a Credentials Committee, will investigate and establish the authenticity of the qualifications and experience of each applicant. The Medical Advisory Committee will give consideration to reports of interviews with the applicant, and to the recommendation of the Chief of the relevant department.

The Medical Advisory Committee will:

- (i) ensure the application is complete
 - (ii) consider whether the criteria set out generally in section 11 of these By-laws has been met;
 - (iii) take into consideration available resources of the Hospital;
 - (iv) include an analysis of the impact on human and fiscal resources of the application;
 - (v) delineate the applicant's responsibilities of the appointment, including specific procedural privileges; and
 - (vi) include a recommendation of appointment, or not, of the applicant.
- (d) The Medical Advisory Committee will send its recommendation in writing to the Board within sixty (60) days of the date of receipt by the Chief Executive Officer or delegate of the completed application, as outlined in the *Public Hospitals Act*.
 - (e) The Medical Advisory Committee, in accordance with the *Public Hospitals Act*, may make its recommendation to the Board later than sixty (60) days after the receipt of the 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.
 - (f) Where the Medical Advisory Committee recommends to the Board that an application for appointment, reappointment or requested privileges not be granted, it will follow the procedure as outlined in Schedule A of these By-laws, the Medical Advisory Committee and Board Process for Applications, Re-applications, Changes in Privileges, and Mid-Term Action.
 - (g) In addition to any other provisions of the By-laws, the Board may refuse to appoint any applicant to the Professional Staff on any of the following grounds:
 - (i) the appointment is not consistent with the need for service, as determined by the Board from time to time;
 - (ii) the Resource Plan of the Hospital does not demonstrate sufficient resources to accommodate the applicant; and
 - (iii) the appointment is not consistent with the strategic plan of the Hospital.
 - (h) Where the Medical Advisory Committee recommends to the Board that an application for appointment, re-appointment or requested privileges be denied, the Board shall not consider or make a decision on such recommendation of the Medical Advisory Committee until it is determined as to whether a hearing is required by the applicant.

11. CRITERIA FOR APPOINTMENT TO THE PROFESSIONAL STAFF

- (a) Each applicant for appointment to the Professional Staff must:
 - (i) be a registrant in good standing of the relevant college; and
 - (ii) be in compliance with the requirements of section 9(a)(iv) of these By-laws.
- (b) The individual should meet the needs of the Hospital and community as described in the Professional Staff Resource Plan, and will be assessed on the basis of credentials and experience, impact analysis, and such other factors as the Board, may from time to time, consider relevant or as set out in the Rules and Regulations of the Professional Staff.
- (c) The applicant must demonstrate to the Medical Advisory Committee adequate control of any physical or behavioral impairment that affects skill, attitude or judgment.
- (d) The granting of privileges will be further based upon:
 - (i) a demonstrated ability to provide patient care at an appropriate level of quality and efficiency;
 - (ii) a demonstrated ability to communicate, work with and relate to all members of the Professional and Hospital Staff in a cooperative and professional manner;
 - (iii) a demonstrated ability to communicate and relate appropriately with patients and patient's relatives;
 - (iv) a willingness to participate in the discharge of staff, committee if applicable, teaching responsibilities and obligations appropriate to the respective membership group;
 - (v) adequate training and experience for the privileges requested;
 - (vi) agreement by the applicant to provide reasonable "on-call" coverage as required by relevant roster or schedule.
 - (vii) a demonstrated ability to meet an appropriate standard of ethical conduct and behaviour

12. TERM

- (a) 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.

13. REAPPOINTMENT

- (a) Application for Re-Appointment and Performance Review

- (i) Upon recommendation by the Medical Advisory Committee, the Board shall establish and approve a process for the annual performance review of each member of the Professional Staff.
- (ii) Each year each member of the Professional Staff shall make a written application for re-appointment to a group of the Professional Staff of the Hospital in a prescribed form. The application will update information from the original application and subsequent applications.
- (iii) Where a member of the Professional Staff has applied for re-appointment, the Chief of Staff or delegate shall conduct a review of the applicant's performance for the past year in accordance with the criteria for appointment to Professional Staff as established in section 11 (Criteria for Appointment to the Professional Staff) of this By-law, and shall make a report to the Medical Advisory Committee in respect of the applicant's performance for the past year.
- (iv) If an applicant for re-appointment shall be seventy (70) years of age or older on the date that his or her existing appointment expires, the Chief of Staff or delegate shall, in addition to the requirements set out in section 13(c) (Refusal to Reappoint), conduct the following review with the applicant and make a report thereon to the Medical Advisory Committee:
 - (A) a review of the applicant's performance and health during the past year;
 - (B) a discussion of the applicant's plans for any changes in type or level of service provided and reasons therefore;
 - (C) a discussion of the applicant's retirement plans; and
 - (D) a discussion of any other matters listed in section 11 (Criteria for Appointment to the Professional Staff).
- (v) The application for re-appointment to a group of the Professional Staff of the Hospital shall be processed in the same manner as set out in section 10 (Process for Evaluating Applications for Professional Staff Appointments)
 - (b) Criteria for Re-Appointment to Professional Staff
 - (i) In order to be eligible for re-appointment, the applicant shall,
 - (A) continue to meet the criteria set out in section 11 (Criteria for Appointment to the Professional Staff); and
 - (B) have demonstrated an appropriate use of Hospital resources.
 - (C) have conducted themselves in accordance with this By-law and the Corporation's values, rules and policies.
 - (c) Refusal to Re-appoint

- (i) Pursuant to the *Public Hospitals Act*, and in accordance with the Regulations thereunder, the Board may refuse to re-appoint a member of the Professional Staff as outlined in section 13 of these By-Laws.
- (ii) Where a member has applied for re-appointment, his or her appointment shall be deemed to continue,
 - (A) until the re-appointment is granted; or
 - (B) where he or she is served with notice that the board refuses to grant the re-appointment, until the time for giving notice requiring a hearing by the Health Professions Appeal and Review Board has expired and, where a hearing is required, until the decision of the Health Professions Appeal and Review Board has become final.

14. CHANGE OF PRIVILEGES

- (a) Application for Changes to Privileges
 - (i) Where a member of the Professional Staff wishes to change his or her privileges, he or she shall make a written application, in the prescribed form, listing the change of privileges which is requested and shall submit evidence of appropriate training and competence in respect of the privileges being requested.
 - (ii) An application for a change in privileges made by a member of the Professional Staff shall be processed in the same manner as set out in section 10.

15. MID-TERM ACTION

- (a) Mid-Term Action Regarding Revocation/Suspension/Restriction of Privileges
 - (i) Suspension/Revocation of Privileges - In circumstances where there are concerns about the conduct, performance or competence of a member of the Professional Staff, the Board may, at any time, in a manner consistent with the *Public Hospitals Act* and in accordance with the regulations thereunder, these By-Laws, the Rules and Regulations of the Professional Staff, and policies of the Hospital, revoke or suspend any appointment of a member of the Professional Staff or revoke, suspend or restrict or otherwise deal with the Privileges of the member.
 - (ii) Immediate Action In Emergency Situations - In circumstances where, in the opinion of the Chief of Staff or the Chief of the relevant clinical Department, the conduct, performance or competence of a member of the Professional Staff exposes or is reasonably likely to expose Patient(s) or Staff to harm or injury and immediate action must be taken to protect the Patient(s) or Staff, and no less restrictive measure can be taken, the Chief of the Department or Chief of Staff will take action. This may require immediate and temporary suspension or restriction of the Privileges of the member of the Professional Staff with immediate notice to the President & Chief Executive Officer and the President of the Professional Staff, pending the consideration of the suspension or restriction by the MAC and the Board in

keeping with the procedures outlined in Schedule A of these By-Laws, respecting Mid-Term Action in an Emergency Situation.

- (iii) Non-Immediate Mid-Term Action - In circumstances where, in the opinion of the Chief of the relevant clinical Department, the conduct, performance or competence of a member of the Professional Staff:
- (A) fails to comply with the criteria for annual reappointment;
 - (B) exposes or is reasonably likely to expose Patient(s) of Staff to harm or injury;
 - (C) is, or is reasonably likely to be, detrimental to Patient or Staff safety or to the delivery of quality Patient care within the Hospital;
 - (D) results in the imposition of sanctions by the professional college;
 - (E) constitutes abuse; or
 - (F) is, or is reasonably likely to be, detrimental to the operations of the Hospital,

and if immediate action is not required to be taken, action may be initiated in keeping with the procedures in Schedule A of these By-laws, respecting Non-Immediate Mid-Term Action.

16. CATEGORIES OF THE PROFESSIONAL STAFF

- (a) (i) The responsibilities of the Hospital for patient care make it necessary and appropriate to divide the Professional Staff into several different categories and to determine certain limitations on eligibility for appointments and privileges.

The categories established are:

- (A) Active;
- (B) Associate;
- (C) Courtesy;
- (D) Locum tenens;
- (E) Temporary;
- (F) Term;
- (G) Honourary;
- (H) and other such categories as may be determined by the Board from time to time having given consideration to the recommendation of the Medical Advisory Committee.

- (ii) Appointments to these categories will be consistent with the established Resource Plan and will be subject to completion of an Impact Analysis when appropriate.
- (b) Active Staff
 - (i) Members of the Active Staff shall:
 - (A) consist of physician applicants who have been appointed as active Professional Staff by the Board and who are responsible for ensuring that an acceptable standard of professional care is provided to patients under their care;
 - (B) have completed a prerequisite of at least one year on the Associate Staff unless, in respect of any particular member, a waiver of such requirement is consented to by the Board;
 - (C) undertake such clinical, and administrative duties and responsibilities as outlined in these by-laws and as determined by the Chief of Staff or Chief of Department;
 - (D) participate on such "on-call" schedules and provide coverage for patients of the hospital as reasonably required;
 - (E) be granted admitting and specific procedural privileges as approved by the Board having given consideration to the recommendation of the Medical Advisory Committee;
 - (F) be eligible for annual reappointment as provided in these By-laws;
 - (G) attend and vote at meetings of the Professional Staff and be an officer of the Professional Staff;
 - (H) be bound by the expectations for attendance, as established by the Medical Advisory Committee, at Professional Staff and department meetings, where eligible; and
 - (I) perform such other duties as may be prescribed by the Medical Advisory Committee from time to time.
 - (c) Associate Staff
 - (i) Applicants, who are applying for appointment to the Active Staff, subject otherwise to the determination of the Board, will be assigned to the Associate Staff for a period of at least six (6) months which may be renewed for up to a further twelve (12) months.
 - (ii) An Associate Staff member shall:
 - (A) be granted admitting and specific procedural privileges as approved by the Board having given consideration to the recommendation of the Medical Advisory Committee;

- (B) undertake such clinical, and administrative duties and responsibilities as outlined in these by-laws and as determined by the Chief of Staff and Chief of Department;
 - (C) work with the counsel and under the supervision of the Chief of Staff or delegated staff member;
 - (D) be eligible and expected to attend meetings of the Medical Staff as established by the Medical Advisory Committee;
 - (E) not vote at Medical Staff meetings nor be elected a Professional Staff Officer, but may be appointed to a committee of the Professional Staff;
 - (F) participate in a 6-month performance review by the Chief of Staff or Chief of Department (Supervisor) from the active Professional Staff; and
 - (G) perform such other duties as may be prescribed by the Medical Advisory Committee from time to time.
- (iii) In preparation for the renewal of appointment, the Chief of Staff or Chief of Department will make a written report to the Medical Advisory Committee, including comments on:
- (A) the nature and quality of the Professional Staff member's clinical performance;
 - (B) the use of Hospital resources; and
 - (C) the ability to function in conjunction with the other members of the Hospital's staff.
- (iv) After one year, the appointment of a physician to the Associate Staff will be reviewed by the Medical Advisory Committee. The Medical Advisory Committee will recommend to the Board either a change in category, continuation in the Associate Staff category for a further period of time not to exceed an additional 6 months of practice, or denial of reappointment.
- (d) Courtesy Professional Staff
- (i) The Board may grant a physician, dental surgeon, midwife or RN-EC an appointment to the Courtesy Professional Staff in one or more of the following circumstances:
 - (A) the applicant has an active professional staff commitment at another hospital;
 - (B) the applicant lives at such a remote distance from the Hospital that it limits full participation in active staff duties, but he or she wishes to maintain an affiliation with the Hospital;
 - (C) the applicant has a primary commitment to, or contractual relationship with, another community or organization;

- (D) the applicant requests access to limited Hospital resources or out-patient programs or facilities,
 - (E) the applicant shall act as a regular replacement for medical staff providing a specified service, or
 - (F) where the Board deems it otherwise advisable.
- (ii) The Board may grant an applicant an appointment to the courtesy Professional Staff so as to provide patients and their families with information; to review and receive the patient record and progress notes as well as out-patient records of their patients; and may utilize Ambulatory and Diagnostic Services if available upon the recommendations from the Credentials Committee.
 - (iii) The circumstances leading to an appointment shall be specified by the applicant on each application for re-appointment.
 - (iv) Members of the courtesy staff may attend Professional staff and department meetings but, unless the Board requires, shall not be subject to the attendance requirements and penalties as provided by this By-law and the medical staff rules.
 - (v) Unless required to attend by the Chief of Staff or Chief of Department, members of the courtesy staff shall not have the right to vote at Professional staff and department meetings.
 - (vi) Members of the courtesy staff shall not hold office and shall not be eligible for appointment to a committee of the Professional Staff.
- (e) Locum Tenens
 - (i) The Medical Advisory Committee upon request of a member of the Active Professional Staff may recommend the appointment of a Locum Tenens as a planned replacement for such member for a specified period of time, to be confirmed in a written agreement.
 - (ii) The credentials of each Locum Tenens shall be reviewed by the Medical Advisory Committee
 - (iii) A Locum Tenens, subject to Board approval, shall:
 - (A) have admitting privileges unless otherwise specified;
 - (B) work under the counsel and supervision of the member of the Active Staff who has been assigned this responsibility by the Chief of Staff or his or her delegate;
 - (C) attend patients assigned to his or her care by the active medical staff member by whom he or she is supervised, and shall treat such patients within the professional privileges granted by the Board on the recommendation of the Medical Advisory Committee; and

- (D) undertake such duties in respect of those patients classed as emergency cases as may be specified by the Chief of Staff or by the medical supervisor to whom he or she has been assigned.
- (f) Temporary Professional Staff
 - (i) The Board may make a temporary appointment to the Professional Staff only for one of the following reasons:
 - (A) to meet a specific singular requirement by providing a consultation and/or operative procedure; or
 - (B) to meet an urgent unexpected need for a Professional service.
 - (ii) Notwithstanding any other provision in this By-law, the Chief Executive Officer, after consultation with the Chief of Staff or his or her delegate, may:
 - (A) grant temporary privileges to a Physician, Maxillofacial Surgeon, Dentist, Midwife or Extended Class Nurse who is not a member of the Professional Staff provided such privileges shall not extend beyond the date of the next meeting of the Medical Advisory Committee at which time the action taken shall be reported;
 - (B) continue the temporary privileges on the recommendation of the Medical Advisory Committee until the next meeting of the Board; and
 - (C) remove temporary privileges at any time prior to any action by the Board.
 - (iii) A temporary appointment may include the right to admit to the care of a physician with privileges.
- (g) Term Staff
 - (i) Term staff will consist of applicants who have been granted admitting and/or specific procedural privileges as approved by the Board having given consideration to the recommendation of the Medical Advisory Committee in order to meet a specific clinical need for a defined period of time.
 - (ii) The specific, clinical need(s) shall be identified by the Medical Advisory Committee and approved by the Chief Executive Officer of the Hospital.
 - (iii) Appointments shall be for a period not to exceed one (1) year and such appointment does not imply or provide for any continuing or renewed Professional Staff appointment.
 - (iv) Term staff:
 - (A) may be required to work under the supervision of an Active staff member;
 - (B) may be required to undergo a probationary period as appropriate;

- (C) shall, if replacing another member of the Professional Staff, attend that Professional Staff member's patient;
 - (D) shall undertake such duties in respect of those patients classed as emergency cases and of out-patient clinics as may be specified;
 - (E) shall, unless otherwise specified in the grant of privileges by the Board, have admitting privileges.
- (v) Term staff, subject to determination by the Board in each individual case, shall not:
- (A) be eligible for re-appointment;
 - (B) attend or vote at meetings of the Professional Staff or be an officer of the Professional Staff; and
 - (C) be bound by the expectations for attendance at Professional Staff and department meetings.
- (h) Honorary Staff
- (i) An individual may be honored by the Board by an appointment to the Honorary Staff because of:
- (A) former membership on the Active, Courtesy, Term, or Senior Staff; or,
 - (B) identification by the Board as an individual determined to be qualified for such appointment.
- (ii) An Honorary Staff member may:
- (A) be eligible for annual reappointment as provided in these By-laws; and
 - (B) be eligible to attend Professional Staff meetings.
- (iii) An Honorary Staff member shall not:
- (A) be granted admitting or procedural privileges, or provide direct patient care;
 - (B) have regularly assigned clinical, and administrative duties and responsibilities;
 - (C) vote at meetings of the Professional Staff or be an officer of the Professional Staff; and
 - (D) be bound by the expectations for attendance at Professional Staff and department meetings.

17. PROFESSIONAL STAFF DUTIES

- (a) General Duties

- (i) Each member of the Professional Staff is accountable to and shall recognize the authority of the Board through and with their Chief of Department, the Chief of Staff, and the Chief Executive Officer.
- (ii) Each member of the Professional Staff shall:
 - (A) attend and treat patients within the limits of the privileges granted by the Board, unless the privileges are otherwise restricted;
 - (B) notify the Chief Executive Officer or Chief of Staff of any change in his/her license to professional practice made by the member's relevant college or any limitation of the practice privileges imposed by the Board of another hospital;
 - (C) give such instruction as is required for the education of other members of the Professional and Hospital Staff;
 - (D) abide by the Hospital policies, Rules and Policies of the Professional Staff, the Hospital By-laws, the *Public Hospitals Act* and the Regulations thereunder and all other legislative requirements;
 - (E) cooperate with patients and/or their families or other appropriate persons about their options with respect to tissue and organ transportation; and
 - (F) perform such other duties as may be prescribed from time to time by, or under the authority of the Board and the Medical Advisory Committee.
 - (G) provide consultations on patients as are required
- (iii) Each member of the Active and Associate Staff, and the Courtesy Staff where required, shall participate in regular Professional Staff meetings.
 - (b) Individual and Collective Duties and Responsibilities
 - (i) Individually and collectively members of the Professional Staff, practicing within the jurisdiction of the Hospital, have responsibility to the Board for:
 - (A) ensuring that a high professional standard of care, consistent with the resources available and obligation practices, is provided to patients under their care;
 - (B) practicing at the highest professional and ethical practice standards within the limits of the privileges provided;
 - (C) maintaining involvement, as a recipient or provider, in continuing medical and interdisciplinary professional education;
 - (D) providing, maintaining and participating in professional education, clinical health services and outcomes research;
 - (E) promoting evidence-based decision making;

- (F) assisting to fulfill the mission of the Hospital through contributing to strategic planning;
 - (G) recognizing the authority of the Chief of Department/Department Chief, the Chief of Staff, the Medical Advisory Committee and the Board in all significant issues, clinical or otherwise, arising in the department to which he or she has been assigned;
 - (H) bringing significant issues within the department to the attention of the Chief of Department and or Chief of Staff within a reasonable timeframe;
 - (I) contributing to the development of and ensuring compliance with the By-laws and Rules and Regulations of the Professional Staff, and policies of the Hospital; and
 - (J) participating in quality and risk management programs.
- (c) Each member of the Professional staff shall notify the Board immediately in writing through the Chief of Department and Chief of Staff of any changes, during the credentialing year, to information provided in their application for appointment or reappointment to Professional Staff, including but not limited to:
- (i) Proceedings before the Discipline Committee or Fitness to Practice Committee including any resolutions short of a hearing;
 - (ii) Investigations by the Inquiries, Complaints and Reports Committee;
 - (iii) Dispositions of a complaint or report by the Inquiries, Complaints, and Reports Committee other than no further action or dismissal.; and
 - (iv) Any criminal charges or convictions.

18. CHIEF OF STAFF

- (a) Appointment
 - (i) The Board shall appoint a member of the active medical staff to be the Chief of Staff after giving consideration to the recommendations of the Medical Advisory Committee.
- (b) Term of Office
 - (i) Subject to annual confirmation by the Board, the Chief of Staff will be eligible to serve two consecutive three (3) year terms, but may remain as Chief of Staff at the discretion of the Board until a successor is appointed. The Board shall conduct an annual performance appraisal of the Chief of Staff and in reappointing the Chief of Staff will give consideration to the outcome of the annual performance appraisal.
 - (ii) The Board may at any time revoke or suspend the appointment of the Chief of Staff.

(c) Role of the Chief of Staff

(i) The Chief of Staff shall:

- (A) provide leadership in the establishment of an interdisciplinary approach to patient and family centred service;
- (B) collaborate with representatives of other disciplines to create an environment that promotes commitment to continuous improvement of patient care outcomes;
- (C) enhance education and research throughout the organization; and,
- (D) champion and participate in organization and development at a strategic and project level.

(d) Duties of the Chief of Staff

The Chief of Staff shall have the following duties to the Board and Medical Advisory Committee as well as administrative duties:

(i) Duties to the Board and MAC - The Chief of Staff shall be responsible to the Board through the Chair for the Professional Staff of the Hospital. The Chief of Staff shall:

- (A) be responsible for establishing and monitoring the credentialing and disciplining processes for the Professional Staff;
- (B) ensure that the process regarding credentialing of Professional Staff is fair and executed in a timely manner;
- (C) be responsible for the disciplinary action or mediation of the Professional Staff in conjunction with the Department Chiefs;
- (D) be responsible for ensuring compliance with the *Public Hospitals Act* (Ontario), regulations and By-Laws of the Hospital with respect to Professional Staff;
- (E) be responsible to the Board for the supervision and quality of all the Professional Staff diagnosis, care and treatment given to patients and the general conduct of the Professional Staff within the Hospital according to the policies established by the Board so as to ensure a safe clinical and workplace environment;
- (F) assist in ensuring appropriate cost-effective use of the Hospital's resources;
- (G) through, and with the Department Chiefs, advise the MAC, the Board and the Chief Executive Officer with respect to the quality of medical diagnosis, care and treatment provided to the patients of the Hospital;
- (H) be the Chair of the Medical Advisory Committee, and in such capacity, ensure that the Medical Advisory Committee fulfills its

responsibility as defined in the *Public Hospitals Act*, and these By-Laws;

- (I) be ex officio a member of all committees that report to the Medical Advisory Committee;
 - (J) work with the Department Chiefs to ensure that the annual evaluation and appointment process of the Professional Staff is completed;
 - (K) work, as needed, with the Department Chiefs in any Professional Staff discipline problems;
 - (L) assign, or delegate the assignment of, a member of the Professional Staff to supervise the practice of medicine, dentistry, midwifery, extended class nursing or other professional activities of any other member of the Professional Staff for any period of time;
 - (M) supervise and evaluate Chiefs of Department with respect to expected role. Under extraordinary conditions, the Chief of Staff may suspend the Chief of Department from the role of Chief of Department and, pending review, appoint an acting Chief of Department; and
 - (N) investigate, report and disclose critical incidents pursuant to the Hospital Management Regulation under the *Public Hospitals Act*.
- (ii) Administrative Duties - When necessary, the Chief of Staff shall:
- (A) assume, or assign to any other member of the Professional Staff, responsibility for the direct care and treatment of any Patient in the Hospital under the authority of the *Public Hospitals Act* and notify the attending Professional Staff member, the Chief Executive Officer and the Patient, Patient's guardian or power of attorney;
 - (B) report to the Board, the Professional Staff, and Chief Executive Officer any matters of which they should have knowledge;
 - (C) recommend to the Chief Executive Officer on the appointment, by the Chief Executive Officer, of a member of the Professional Staff to act for him or her during his or her absence or inability to act;
 - (D) participate in strategic planning within the Hospital to ensure that the needs of the community are appropriately met;
 - (E) act as an advocate for patients and for patient care;
 - (F) promote the development of innovation, a commitment to evidence based practices and collaboration with other disciplines;
 - (G) promote accountability among Professional Staff members for their practice;

- (H) provide formal and informal education and research to the Professional Staff members within the Hospital;
 - (I) maintain an active practice in his/her clinical field;
 - (J) fulfill all obligations in a manner consistent with the *Public Hospitals Act*, the mission statement and values of the Hospital, and the By-laws of the Hospital;
 - (K) as a member of the senior management team of the Corporation, where the Chief of Staff assumes managerial responsibilities, the Chief of Staff shall be accountable for the performance of those managerial responsibilities to the Chief Executive Officer; and
 - (L) undertake any other responsibilities as determined by the Board and the Chief Executive Officer.
- (e) Appointment of the Deputy Chief of Staff

The Board, in consultation with the Chief of Staff, may appoint a physician with Active Staff privileges to be the deputy chief of staff upon the recommendation of the Chief of Staff and after giving consideration to seek the advice of the Medical Advisory Committee.

19. PROFESSIONAL STAFF DEPARTMENTS

- (a) Departments
 - (i) When warranted by the professional resources of the medical staff, the Board, on the advice of the Medical Advisory Committee, may organize the Professional Staff into the following Departments:
 - (A) Inpatient Medical Care;
 - (B) Emergency Medicine;
 - (C) Obstetrics;
 - (D) Surgery;
 - (E) Anesthetics;
 - (F) Internal Medicine;
 - (G) Radiology;
 - (H) Laboratory Medicine; and
 - (I) Psychiatry.
 - (ii) Each Professional Staff member will be appointed to a minimum of one of the Departments
 - (iii) Any Professional Staff department shall function in accordance with the Professional Staff rules.

- (iv) Whenever a separate department is established, physicians and where appropriate, dentists, midwives and registered nurses in the extended class and patients related to a department shall come under the jurisdiction of that department.
- (v) The Board, having given consideration to the recommendation of the Chief of Staff and following consultation with the Medical Advisory Committee, may at anytime create, dissolve or reorganize departments as may be required.

20. CHIEFS OF DEPARTMENT

- (a) Appointment of Chief of Department
 - (i) The Board, having given consideration to the recommendation of the Chief of Staff and following consultation with the Medical Advisory Committee, will appoint a physician who is a member of the Active Staff as Chief of each Department, provided that on recommendation of the Medical Advisory Committee, the Board may appoint a physician other than a physician who is a member of the Active Staff as a Chief of Department.
 - (ii) The office of the Chief of Department may be revoked at any time by the Board.
 - (iii) Subject to annual confirmation of the Board, the appointment of a Chief of Department shall be for a term of three (3) years, but the Chief of Department shall hold office until a successor is appointed.
 - (iv) At the end of term or in the event of a vacancy of a Chief of Department, the Medical Advisory Committee will undertake a search for the express purpose of recommending a candidate for the position of Chief of Department of the Hospital.
- (b) Duties of Chief of Department
 - (i) The Chief of Department shall,
 - (A) through and with the Chief of Staff, be responsible to the Board for the quality of care provided to all patients by members of the Department;
 - (B) be a member of the Medical Advisory Committee, and as such, be responsible to ensure that the responsibilities and policies of the Hospital, the Professional Staff, the Medical Advisory Committee and the Department are carried out by all members of the Department;
 - (C) be responsible for forming, revising and interpreting Department policy to all members with a special emphasis on the need for orientation and policy interpretation to new members of the Department;

- (D) in addition to duties included elsewhere in these By-laws and with Department members' assistance, duties of the Chief of Department include:
 - (I) responsibility for the organization and implementation of clinical utilization management review within the Department;
 - (II) development, with the Chief of Staff and the advice of the Administration of the Hospital, of a recruitment plan, including appropriate Impact Analysis, in keeping with the approved Human Resource Plan of the Department;
 - (III) support of a process to both promote and document quality management improvements in the Department; and
 - (IV) support of a continuous learning process for other members of the health team;
- (E) establish the scope of services and schedule members of the Departments for each on-call roster relevant to the Department;
- (F) the duties of the Chief of Department may also include the responsibility for discipline of Department members in regard to matters of patient care, co-operation with Hospital employees, and documentation of care;
- (G) The Chief of Department from time to time shall undertake a performance review with respect to a Department member and in so doing has the authority to require any member of the Department to provide evidence of his or her competency with respect to a particular clinical act, procedure, treatment or operation being performed by the member of the Department in the Hospital;
- (H) Other duties assigned by the Board or Medical Advisory Committee from time to time.

(c) Performance Evaluation of Chiefs of Department

- (i) Chiefs of Department will be subject to annual reappointment by the Board on the advice of the Professional Staff. As part of the annual performance evaluation, the Chief of Staff will review the performance of the Chief of Department in relation to the expectations set out in this section.

21. MEETINGS OF THE MEDICAL STAFF

(a) Annual Meeting of the Medical Staff

- (i) An annual meeting will be held once in every calendar year, generally in December.
- (ii) Written notification and agenda of the annual meeting will be distributed at least five (5) days in advance of the date of the meeting.

- (iii) The order of business at the annual meeting of the Medical Staff will be:
 - (A) call to order;
 - (B) minutes of the previous meeting;
 - (C) business arising from the minutes;
 - (D) report of the Medical Advisory Committee and other Professional Staff committees as appropriate;
 - (E) reports of the elected officers of the Medical Staff as appropriate;
 - (F) election of officers for the following year;
 - (G) determination of a time and place for the next annual meeting, and the meetings of the Medical Staff before the next annual meeting; and
 - (H) adjournment.
- (b) Regular Meetings of the Medical Staff
 - (i) Four (4) meetings of the Medical Staff will be held per year, one of which will be the annual meeting.
 - (ii) A written notice and agenda package shall be posted and circulated by the Secretary of the Medical Staff at least five (5) days prior to each regular meeting as required by these By-laws.
- (c) Special Meetings of the Medical Staff
 - (i) In cases of emergency where determined by the Chief Executive Officer, the President of the Professional Staff may call a special meeting of the Medical Staff.
 - (ii) Special meetings will be called by the President of the Professional Staff on the written request of any four (4) members of the Active, Associate or Senior Staff.
 - (iii) Notice of any special meeting will be as required for a regular meeting, except in cases of emergency, and will state the nature of the business for which the special meeting is called.
 - (iv) The usual period of time required for giving notice of any special meeting will be waived in cases of emergency, subject to ratification of this action by the majority of those members present voting at the special meeting as the first item of business of the meeting.
- (d) Service Meetings
 - (i) The Chief of each Department at the Hospital shall hold such business meetings as may be necessary to facilitate the functioning of that Department.

- (ii) The Chief Executive Officer or delegate shall receive minutes of meetings for information, and recommendations from these meetings will be forwarded to the Medical Staff and the Medical Advisory Committee for consideration.
- (e) Quorum
 - (i) Five members of the Active Staff entitled to vote will constitute a quorum at any annual, regular or special meeting of the Medical Staff.
- (f) Attendance
 - (i) The Secretary-Treasurer of the Medical Staff shall be responsible for the making of a record of the attendance at each meeting of Annual, Regular and Special meetings of the Medical Staff and make such records available to the Medical Advisory Committee.
 - (ii) Each member of the Active and Associate Staff shall participate in Professional Staff meetings and business meetings of the Department of which he or she is a member.
 - (iii) When the case of a patient who has been examined by, operated on by, or has received treatment from a member of the Professional Staff, is to be presented at a Department meeting or at a meeting of the Medical Advisory Committee, the Professional Staff member who examined, operated on or treated the patient shall be given at least forty-eight (48) hours' notice by a Professional Staff officer and shall attend such meeting prepared to present and discuss the case.
 - (iv) Meetings of the Medical Staff may be held by telephonic or electronic means. Where a meeting is held by telephonic or electronic means, a vote may be taken by show of hands, voice vote, or other electronic means of voting.

22. MEDICAL STAFF ELECTED OFFICERS

- (a) Officers of the Medical Staff
 - (i) The officers of the Medical Staff will be:
 - (A) the President;
 - (B) the Vice-President; and
 - (C) the Secretary-Treasurer.
 - (ii) These officers will take up their positions after the Annual Meeting of the Medical Staff. The President, Vice-President and Secretary-Treasurer will be elected for a three year term by a majority vote of the Active Staff eligible to vote at the Annual Meeting.
- (b) Eligibility for Office

- (i) Only members of the Active Staff who are physicians may be elected to any position or office of the Medical Staff as established by these By-laws.
 - (ii) Any officer of the Medical Staff who was elected to that office by the Medical Staff, shall cease to hold that position upon resolution by the Medical Staff.
- (c) Duties of the President of the Medical Staff
- (i) The President of the Medical Staff shall:
 - (A) be a member of the Medical Advisory Committee;
 - (B) preside at all meetings of the Medical Staff;
 - (C) call special meetings of the Medical Staff;
 - (D) be an ex officio member of Committees of the Board as designated by the By-laws of the Hospital, and all committees of the Medical Staff;
 - (E) act as a liaison between the Medical Staff, the Chief Executive Officer, and the Board with respect to all matters concerning the Professional Staff; and
 - (F) act in the place of the Chief of Staff in his or her absence as provided for by section 34 of the *Public Hospitals Act*.
- (d) Duties of the Vice-President of the Medical Staff
- (i) The Vice-President of the Medical Staff shall:
 - (A) be a member of the Medical Advisory Committee;
 - (B) act in the place of the President of the Medical Staff and perform the duties and possess the powers of the President, in the absence or disability of the President; and
 - (C) perform such duties as the President of the Medical Staff may delegate.
- (e) Duties of the Secretary-Treasurer of the Medical Staff
- (i) The Secretary-Treasurer of the Medical Staff shall:
 - (A) be a member of the Medical Advisory Committee;
 - (B) attend to the correspondence of the Medical Staff;
 - (C) give notice of Medical Staff meetings by posting a written notice thereof and receive the record of attendance for each meeting of the Medical Staff;
 - (D) maintain the financial records of the Medical Staff and provide a financial report at the annual meeting of the Medical Staff;

- (E) ensure that minutes are kept of Medical Staff meetings; and
 - (F) if there is a Vice-President in office, act in the absence of the Vice-President of the Medical Staff, performing the duties and possessing the powers of the Vice-President in the absence or disability of the Vice-President of the Medical Staff.
- (f) Vacancies
- (i) When vacancies occur during the term of office, they will be filled for the balance of the term through election at the next regular meeting of the Medical Staff by the vote of the majority of the Active staff members present.

23. MEDICAL ADVISORY COMMITTEE

- (a) Organization of the Medical Advisory Committee
 - (i) The voting members of the Medical Advisory Committee shall consist of:
 - (A) the Chief of Staff, who shall be Chair;
 - (B) all Chiefs of Department;
 - (C) the President, Vice-President and the Secretary-Treasurer of the Medical Staff;
 - (D) all other physicians appointed to the Active Professional Staff category;
 - (ii) The Chief Executive Officer, and other persons as agreed to by the Board of Trustees and the Chief of Staff may attend meetings of the Medical Advisory Committee as resource persons without the power to vote;
 - (iii) A quorum at any meeting of the Medical Advisory Committee shall be four (4) voting members of the Medical Advisory Committee;
 - (iv) The Medical Advisory Committee shall meet at the call of the Chair and have at least ten (10) meetings each year;
 - (v) A secretary to the Medical Advisory Committee shall be selected to record the minutes of the meetings; and
 - (vi) In the proceedings of this Committee, the Chair has a regular vote. If there is an equality of votes including the vote of the Chair the motion is lost.
 - (vii) A Medical Advisory Committee meeting may be held by telephonic or electronic means. Where a meeting is held by telephonic or electronic means, a vote may be taken by show of hands, voice vote, or other electronic means of voting.
- (b) Duties of the Medical Advisory Committee
 - (i) The Medical Advisory Committee shall:

- (A) report and make recommendations to the Board in writing on matters concerning the quality of professional care and the practice of Professional Staff or other professions licensed under the *Regulated Health Professions Act, 1991* (Ontario) in the Hospital, in relation to the professionally recognized standards of care, including quality assurance, peer review, resource utilization and unusual incidents;
- (B) report and make recommendations to the Board concerning such matters as prescribed by the *Public Hospitals Act* and by the Hospital Management Regulations thereunder, including matters involving competence, conduct or physical or mental ability or capacity of a member of the Professional Staff;
- (C) through the Chief of Department provide supervision over the practice of medicine, dentistry, midwifery, and extended class nursing in the Hospital;
- (D) participate in the development of the Hospital's overall objectives and planning, and make recommendations considering allocation and utilization of the Hospital's resources;
- (E) appoint such committees as are required for the supervision, review and analysis of all the clinical work in the Hospital;
- (F) name the Chair of each of the Committees it appoints and ensure that each meets and functions as required, and is keeping Minutes of its meetings;
- (G) receive, consider and act upon the Report from each of its appointed Committees;
- (H) inform the Professional Staff at each regular meeting of the Professional Staff of any business transacted by the MAC and refer to the Professional Staff such items as, in the opinion of the MAC, require discussion and approval of the Professional Staff as a whole;
- (I) advise and co-operate with the Board and the Chief Executive Officer in all matters relating to the professional, clinical and technical services;
- (J) recommend to the Board clinical and general rules respecting the Professional Staff as may be necessary under the circumstances; and
- (K) advise the Board on any matters referred to it by the Board.

24. PROFESSIONAL STAFF COMMITTEES ESTABLISHED BY THE BOARD

- (a) (i) The Board will put in place processes to assess and monitor credentials, health records, patient care, infection control, utilization of hospital facilities and all other aspects of medical care and treatment,

pharmacy and therapeutics through a committee structure pursuant to the *Public Hospitals Act*.

- (ii) The duties of these committees are outlined in the *Professional Staff Rules and Regulations*.
- (b) Appointment to Professional Staff Committees
 - (i) Pursuant to the Hospital Management Regulation, the Medical Advisory Committee shall appoint the medical members of all Professional Staff Committees provided for in this By-law of the Hospital. Other members of Professional Staff Committees shall be appointed by the Board or in accordance with this By-law.
 - (c) Committees Established by the Medical Advisory Committee
 - (i) The Medical Advisory Committee may establish other committees as required to fulfill its duties. The duties of these committees are outlined in the *Professional Staff Rules and Regulations*.
 - (ii) A Medical Advisory Committee subcommittee meeting may be held by telephonic or electronic means. Where a meeting is held by telephonic or electronic means, a vote may be taken by show of hands, voice vote, or other electronic means of voting.

25. AMENDING THE PROFESSIONAL STAFF BY-LAWS

- (a) Prior to submitting the Professional Staff By-Law to the approval process applicable to the Corporation's By-Law, the following procedures shall be followed:
 - (i) notice specifying the proposed Professional Staff part of the By-Law or amendment thereto shall be posted at least five (5) days prior to the medical staff meeting at which it will be considered;
 - (ii) prior to the Medical Advisory Committee making recommendations to the Board concerning any By-law amendments, the Professional Staff shall be afforded an opportunity at the Professional Staff meeting to comment on the proposed Professional Staff part of the Bylaw or amendment thereto; and;
 - (iii) the Medical Advisory Committee shall make recommendations to the Board concerning the proposed Professional Staff part of the Bylaw or amendment thereto.

APPROVED by the Directors as a By-Law of ***South Huron Hospital*** this 13th day of June, 2024.

Chair

Secretary

SCHEDULE A

PROCEDURE REGARDING REAPPOINTMENTS, REQUESTS FOR CHANGES IN PRIVILEGES AND MID-TERM ACTION

1. PREAMBLE

This schedule outlines the procedures to be followed in three different circumstances. Section 2 deals with Appointment, Reappointment and Requests for Changes in Privileges. Section 3 outlines the procedure when there is an immediate need to suspend or restrict privileges mid-term in an emergency situation. Section 4 is the procedure when mid-term action is required but not in an emergency situation.

2. APPOINTMENT, REAPPOINTMENT AND REQUESTS FOR CHANGES IN PRIVILEGES

Recommendation for Appointment, Reappointment and Changes in Privileges

- (a) The Credentials Committee shall forward to the Medical Advisory Committee a report in respect of an appointment, a reappointment or request for change in privileges consistent with the Committee's terms of reference and such report shall be in writing and supported by references to the specific credentials, activities or conduct which may constitute the basis for the report.
- (b) The Medical Advisory Committee may; initiate further investigation, establish an ad hoc committee to conduct further investigation, refer the matter back to the Credentials Committee with direction or to an external consultant, or act upon the report and make recommendation to the Board.
- (c) Where the Medical Advisory Committee makes recommendation to the Board, it should provide notice to the member in accordance with the *Public Hospitals Act* and these By-Laws.
- (d) Upon completion of its own investigation or upon receipt of the report of the body or consultant that conducted the investigation as the case may be, the Medical Advisory Committee shall make a recommendation to the Board in respect of the reappointment or privileges requested and provide notice to the member as set out at subsection 2(c) above.
- (e) Service of a notice to the applicant or member may be made personally or by Registered Mail addressed to the person to be served at their last known address and, where notices 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 they did not, acting in good faith, through absence, accident, illness or other causes beyond their control, receive it until a later date.
- (f) If additional time is needed for review or the investigative process, the Medical Advisory Committee may defer its recommendation providing it indicates in writing to the Board and the applicant or member that the recommendation cannot yet be made and gives reasons therefore, further to Section 37(5) of the *Public Hospitals Act*.
- (g) The Medical Advisory Committee may, in its sole discretion, in the course of its review or investigation or in determining its recommendation, decide that there

shall be a Special Meeting of the Medical Advisory Committee where the member shall be entitled to attend such Special Meeting.

- (h) Where the Medical Advisory Committee considers a matter at a Special Meeting, the procedures set out below at Section 5 for “Special Meetings of the Medical Advisory Committee” are to be followed.
- (i) The Medical Advisory Committee, when providing notice to the applicant or member as provided for in subsection 2(c) and subsection 2(d), shall advise the applicant or member that he/she is entitled to receive written reasons for the recommendation wherein a request therefore is received by the secretary of the Medical Advisory Committee within seven days from receipt by the applicant or member of the Medical Advisory Committee’s recommendation and further that the applicant or member is entitled to a Hearing before the Hospital’s Board if a written request is received by the Board and the Medical Advisory Committee within seven days from the receipt by the applicant or member of the Medical Advisory Committee’s written reasons where requested.
- (j) Where the applicant or member does not request written reasons for the Medical Advisory Committee’s recommendation or where the applicant or member does not require a Hearing by the Board, the Board may implement the recommendation of the Medical Advisory Committee.
- (k) Where the applicant or member requires a Hearing by the Board, the Board will appoint a time and place for the Hearing and the procedures set out below at Section 6 for “the Board Hearing” are to be followed.

3. IMMEDIATE MID-TERM ACTION IN AN EMERGENCY SITUATION

- (a) The definition of mid-term action in an emergency situation is outlined in Article 15(a)(ii) of this By-Law.
- (b) If at any time it becomes apparent that a member’s conduct, performance or competence is such that it exposes, or is reasonably likely to expose patient(s), staff or others to harm or injury or is, or is reasonably likely to be detrimental to the safety of patient(s), staff or others or to the delivery of quality care, an immediate action must be taken to protect the patient(s), staff or others or to ensure the delivery of quality of care and the procedures set out herein relating to restriction/suspension/revocation of privileges shall be followed.
- (c) In addition to the steps outlined in Section 15(a), the Chief of Department or the Chief of Staff will immediately notify the member, the Medical Advisory Committee, the President and Chief Executive Officer, the President of the Professional Staff and the Board of their decision to suspend or restrict the member’s privileges.
- (d) Arrangements will be made by the Chief of the Department or Chief of Staff for the assignment of a substitute to care for the patients of the suspended or restricted member.
- (e) Within 24 hours of suspension or restriction, the individual who suspended or restricted the member will provide the Medical Advisory Committee, the President and Chief Executive Officer and the President of the Professional Staff with written

reasons for the suspension or restriction and copies of any relevant documents or records.

- (f) Upon receipt of the written reasons for suspension or restriction as described above, the Medical Advisory Committee will set a date for a Special Meeting of the Medical Advisory Committee to be held within five days from the date of suspension or restriction to review the suspension or restriction and to make recommendation to the Board.
- (g) The Special Meeting of the Medical Advisory Committee shall be conducted further to the procedures set out below at Section 5 for "the Special Meeting of the Medical Advisory Committee.
- (h) The member may request and the Medical Advisory Committee may grant the postponement of the Special Medical Advisory Committee to a fixed date.
- (i) The Medical Advisory Committee, when providing notice to the applicant or member as provided for in subsection 2(c) and subsection 2(d), shall advise the applicant or member that he/she is entitled to receive written reasons for the recommendation wherein a request therefore is received by the secretary of the Medical Advisory Committee within seven days from receipt by the applicant or member of the Medical Advisory Committee's recommendation and further that the applicant or member is entitled to a Hearing before the Hospital's Board if a written request is received by the Board and the Medical Advisory Committee within seven days from the receipt by the applicant or member of the Medical Advisory Committee's written reasons where requested.
- (j) Where the applicant or member does not request written reasons for the Medical Advisory Committee's recommendation or where the applicant or member does not require a Hearing by the Board, the Board may implement the recommendation of the Medical Advisory Committee.
- (k) Where the applicant or member requires a Hearing by the Board, the Board will appoint a time and place for the Hearing and the procedures set out below at Section 6 for "the Board Hearing" are to be followed.

4. NON-IMMEDIATE MID-TERM ACTION

The definition of a non-immediate mid-term action is outlined in Article 15(a)(iii) of this By-Law. Procedure for a non-immediate mid-term action shall include:

- (a) Information provided to the President and Chief Executive Officer or Chief of Staff by the Chief of Department which raises concerns about any of the matters in these By-Laws relating to non-immediate mid-term action, shall be in writing and will be directed to the President and Chief Executive Officer and/or Chief of Staff.
- (b) Where either of the President and Chief Executive Officer, Chief of Staff, or Chief of Department receives information about the conduct, performance or competence of a member, that person will provide a copy of the documentation to the other two.
- (c) Upon receipt of information above, an interview will be arranged by the Chief of Staff or Chief of Department with the member, at which time the member will be advised of the information about their conduct, performance or competence and

will be given a reasonable opportunity to present relevant information on their behalf.

- (d) A written record will be maintained reflecting the substance of the aforementioned interview and copies will be sent to the member, the President and Chief Executive Officer and the Chief of Staff and Chief of Department.
- (e) Where the member fails or declines to participate in an interview as set out above, after being given a reasonable opportunity to so participate, appropriate action may be undertaken further to the procedure as outlined in this section.
- (f) Following an interview as set out above, or where the member fails or declines to participate in an interview, the Chief of Staff, Chief of Department or President and Chief Executive Officer will determine whether further investigation of the matter is necessary.
- (g) If further investigation is to be undertaken, the investigation may be assigned to an individual(s) within the Hospital, the Medical Advisory Committee, a body within the Hospital other than the Medical Advisory Committee or an external consultant.
- (h) Upon the completion of the investigation contemplated by subsection 4(g) above, the individual or body who conducted the investigation will forward a written report to the President and Chief Executive Officer, Chief of Staff and Chief of Department. The member will be provided with a copy of the written report.
- (i) The Chief of Staff, Chief of Department and President and Chief Executive Officer, upon further review of the matter and any report received, will determine whether further action may be required.
- (j) Where it is determined that further action in respect of the matter may be required, the matter shall be referred to the Medical Advisory Committee along with a proposed recommendation with respect to mid-term action in writing and supported by references to specific activities or conduct along with any reports which constitute grounds for the proposed recommendation.
- (k) The Medical Advisory Committee, in advance of considering the proposed recommendation, may initiate further investigation itself, in respect of such matters and in such a manner as it in its sole discretion deems appropriate.
- (l) Upon completion of its own investigation or upon receipt of the proposed recommendation as set out above, the Medical Advisory Committee may determine that no further action need be taken in respect of the matter for lack of merit or determine to have a Special Meeting of the Medical Advisory Committee where the member is entitled to attend such Special Meeting.
- (m) Where the Medical Advisory Committee considers the matter at a Special Meeting, then the procedures set out below at Section 5 for the Special Meeting of the Medical Advisory Committee are to be followed.
- (n) The Medical Advisory Committee, following a Special Meeting of the Medical Advisory Committee, will provide the member with written notice of the Medical Advisory Committee's recommendation and the written reasons for the recommendation and the member's entitlement to a Hearing before the Hospital's Board where a written request is received by the Board and the Medical Advisory

Committee from the member within seven days of the receipt by the member of the Medical Advisory Committee's recommendation and written reasons.

- (o) Service of the notice of recommendation and written reasons to the member may be made personally or by Registered Mail addressed to the member at their last known address and, where notice is served by Registered Mail, it will be deemed that the notice was served on the third day after the day of mailing unless the member to be served establishes that they did not, acting in good faith, through absence, accident, illness or other causes beyond their control, receive it until a later date.
- (p) Where the applicant or member does not require a Hearing by the Board, the Board may implement the recommendation of the Medical Advisory Committee.
- (q) Where the member requires a Hearing by the Board, the Board will appoint a time and place for the Hearing, such Board Hearing to be undertaken pursuant to the procedures set out below at Section 6 for "the Board Hearing".

5. SPECIAL MEETINGS OF THE MEDICAL ADVISORY COMMITTEE

In the event that a Special Meeting of the Medical Advisory Committee is required further to this schedule, such Special Meeting of the Medical Advisory Committee will be conducted pursuant to procedures as follows:

- (a) The Medical Advisory Committee will give the applicant or member written notice of the Special Meeting, such notice to include:
 - (i) the time and place of the meeting;
 - (ii) the purpose of the meeting;
 - (iii) a statement that the applicant or member will be provided with a statement of the matter to be considered by the Medical Advisory Committee together with all relevant documentation;
 - (iv) a statement that the applicant or member is entitled to attend the Medical Advisory Committee meeting and to participate fully in all matters under consideration by the Medical Advisory Committee;
 - (v) a statement that the parties are entitled to bring legal counsel to the meeting and consult with legal counsel but that legal counsel shall not be entitled to participate in the meeting save and except in respect of making representation on behalf of the party;
 - (vi) a statement that, in the absence of the applicant or member, the meeting may proceed.
- (b) The Medical Advisory Committee will provide the applicant or member with a statement of the particulars of the matter to be considered by the Medical Advisory Committee, including any proposed recommendation, together with all documentation and records collected by the Medical Advisory Committee or Credentials Committee pursuant to the performance of their duties.
- (c) "The Medical Advisory Committee may:

- (i) (i) set aside the restriction or suspension of privileges, if any; and/or
 - (ii) (ii) recommend to the Board a revocation of the appointment, or a restriction or suspension of privileges, on such terms as it deems appropriate.
- (d) At the Special Meeting, a record of the proceedings will be kept in the Minutes of the Medical Advisory Committee.
 - (e) The applicant or member involved will be given a full opportunity to answer each issue as well as to present documents and witnesses if so desired.
 - (f) Before deliberating on the matter or the recommendation to be made to the Board, the Chief of Staff will require the member involved and any other members present who are not Medical Advisory Committee members to retire for the duration of the discussion, except for counsel for the MAC who is permitted to stay during deliberation. The Medical Advisory Committee will not consider any matter, fact or documentation to which it did not give the member an opportunity to respond.
 - (g) No member of the Medical Advisory Committee will participate in a decision of the Medical Advisory Committee at a Special Meeting of the Medical Advisory Committee unless such member was present throughout the Special Meeting. Where the Medical Advisory Committee determines that the matter is without merit and as such no decision of the Medical Advisory Committee is necessary, such determination will be noted in the Minutes of the Special Medical Advisory Committee meeting.

6. BOARD HEARINGS

In the event that a Board Hearing is required pursuant to this schedule, such Board Hearing will be conducted further to the following procedures.

- (a) The Board will name a place and time for the Hearing.
- (b) The Board Hearing will be held within thirty days of the Board receiving the written recommendation and reasons for such recommendation from the Medical Advisory Committee unless such other time for the Hearing is agreed to as by the parties.
- (c) The Board will give written notice of the Hearing to the applicant or member and to the Chief of Staff at least seven days before the Hearing date.
- (d) The notice of the Board Hearing will include:
 - (i) the place and time of the Hearing;
 - (ii) the purpose of the Hearing;
 - (iii) a statement that the applicant or member and Medical Advisory Committee will be afforded an opportunity to examine prior to the Hearing all written or other documentary evidence to be ruled upon at the Hearing and all reports which have been collected as part of the Credentials Committee and Medical Advisory Committee processes;

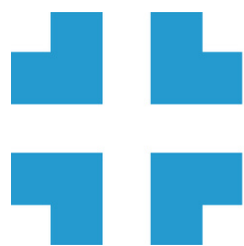
- (iv) a statement that the applicant or member may be represented by counsel or agent, call witnesses, cross-examine witnesses and tender documents in evidence and present arguments and submissions in support of their case;
 - (v) a statement that the time for the Hearing may be extended by the Board; and
 - (vi) a statement that if the applicant or member does not attend the Hearing, the Board may proceed in the absence of the applicant or member and the applicant or member will not be entitled to any further notice in respect of the Hearing.
- (e) The parties to the Board Hearing are the applicant or member, the Medical Advisory Committee and such other persons as the Board may specify.
 - (f) As soon as possible, and at least five business days prior to the Hearing, the parties will provide one another with copies of all written documentary material, along with the names, addresses and qualifications of all witnesses who will testify at the Hearing and a detailed summary of the evidence they will give, along with reports that have been collected by the Credentials Committee or Medical Advisory Committee as part of the investigation process whether or not these materials will be used in evidence. The intent is that there should be full disclosure as between the parties to the Board Hearing.
 - (g) The findings of fact of the Board pursuant to a Hearing will be based exclusively on evidence admissible or matters that may be noted under the *Statutory Powers Procedure Act*. A party at a Hearing may:
 - (i) be represented by counsel or agent;
 - (ii) call and examine witnesses and present arguments and submissions; and
 - (iii) conduct cross-examination of witnesses reasonably required for a full and fair disclosure of the facts in relation to which they have given evidence.
 - (h) The Board will consider the reasons for the Medical Advisory Committee that have been given to the applicant or member in support of its recommendations. Where through error or inadvertence, certain reasons have been omitted in the statement delivered to the applicant or member, the Board may consider those reasons only if those reasons are given by the Medical Advisory Committee in writing to both the applicant or member and the Board, and the applicant or member is given a reasonable time to review the reasons and to prepare a case to meet those additional reasons.
 - (i) No member of the Board will participate in a decision of the Board pursuant to a Hearing unless they are 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 will be given unless all members so present participate in the decision.
 - (j) The Board will make a decision to either follow or not follow the recommendation of the Medical Advisory Committee.

- (k) A written copy of the decision of the Board and the written reasons for the decision will be provided to the applicant or member and to the Medical Advisory Committee within fifteen days of the conclusion of the Hearing.
- (l) Notice to an applicant or member as provided for in this Schedule shall be made personally



2023/2024

ANNUAL REPORT



**Huron
Health**
SYSTEM

Alexandra Marine & General Hospital
120 Napier St, Goderich, ON

South Huron Hospital
24 Huron St W., Exeter, ON




A MESSAGE FROM OUR PRESIDENT & CEO AND BOARD CHAIR

As we close our fiscal year, March 31, 2024, we are filled with immense gratitude and pride for the incredible dedication and resilience demonstrated by everyone connected to our organization. Reflecting on our journey, it's evident that our achievements are the result of the unwavering commitment and collaborative spirit of our staff, physicians, and board members. Thank you for your tireless efforts and steadfast dedication to providing exceptional care to our community.

Our Foundations have played a pivotal role in supporting our mission, and their contributions have been nothing short of transformative. The great work they do ensures that we can continue to innovate and improve our services, touching countless lives. We are deeply grateful for their unwavering support and the positive impact they create.

Recovering from the COVID-19 pandemic has been a monumental challenge but has also been a testament to our collective strength and resilience. We have navigated unprecedented obstacles, adapted to rapidly changing circumstances, and emerged stronger. Our response to the pandemic highlighted the importance of teamwork, creativity, and compassion in healthcare delivery.

Looking ahead, we recognize that the healthcare landscape is continuously evolving, and we must remain agile to meet new challenges. One of the most pressing issues we face in the coming year is addressing staffing challenges. The recruitment and retention of skilled staff and physicians remain at the forefront of our priorities. We are committed to creating an environment that attracts and retains top talent, ensuring that our team is well-supported and empowered to deliver the highest standard of care.



A MESSAGE FROM OUR PRESIDENT & CEO AND BOARD CHAIR

We are proud that our hospitals have achieved Exemplary Standing from Accreditation Canada. This prestigious recognition is a testament to our unwavering commitment to excellence and continuous improvement. It reflects our entire team's hard work and dedication and underscores our commitment to providing the highest quality of care to our patients.

As we progress, we will continue to focus on strengthening our workforce, enhancing our services, and fostering a culture of excellence. Together, we will navigate the challenges ahead and continue to make a positive difference in the lives of those we serve.

One last note, the Alexandra Marine & General Hospital will celebrate a remarkable milestone as our hospital proudly commemorates its 100th anniversary! For a century, we have been dedicated to providing exceptional healthcare and serving our community with compassion and excellence. Our journey from a modest establishment to a leading medical institution is a testament to the unwavering commitment of our healthcare professionals, staff, and supporters. As we reflect on a century of healing and hope, we look forward to continuing our legacy of outstanding patient care. Thank you for being part of our story. Here's to the next 100 years of health and wellness!

Thank you for your dedication, support, and partnership. Here's to another year of growth, innovation, and exceptional care.

With thanks,

Glen McNeil | HHS Board Chair

Jimmy Trieu | President & CEO



A MESSAGE FROM OUR AMGH CHIEFS OF STAFF

As we approach what is sure to be another busy summer at both of our institutions, we look back at the last year with mixed emotions. Our medical staffs continue to persevere through the most challenging period of most of our careers, hoping we can keep our 24/7 operations running. We take great pride in having kept both of our Emergency Departments open despite many ongoing regional closures. There is also significant frustration in the lack of support and regional vision for local resource allocation, adding to the strain on human resources. However, at both of our hospitals, we continue to put patient care first and have accomplished several notable goals over the past year.

These include but are not limited to:

- New full-time family and emergency medicine physician Dr. Steven Joseph
- New part-time General Surgeon Dr. Jennifer Ford and soon to be joining the Psychiatry team is Dr. Peter Dixon
- Ongoing successful recruitment and retention of high quality nurses in all areas of care including ED/medical/surgical/obstetrical/ICU/Mental Health.
- Maintaining 24/7 emergency department coverage despite ongoing regional closures. Record number of ED visits for both AMGH and SHH.
- Submission of application for a CT scanner and resultant positive feedback from Ontario Health - SHH
- Formation of a steering committee to plan for and build a new primary care medical center in Exeter
- Completion of OHT-accreditation with Exemplary Standing
- New cardiac monitors in the emergency department and inpatient unit for SHH
- New OR equipment and lights, completion of “ ED Safe Room” as well as commencement of 3rd floor unit renovations at AMGH



A MESSAGE FROM OUR AMGH CHIEFS OF STAFF

Human Health Resources and system capacity issues will continue to be some of the biggest challenges our organizations will face in this new fiscal year, all while being within the constraints of an underfunded system. We look forward to seeing further growth and stabilization of our organizational healthcare workforce, which although improved from last year, continues to require bolstering and ongoing recruitment and retention. This will ultimately be needed to continue providing our growing populations with the exceptional hospital services that are laid out in our values and to which the communities deserve

Sincerely,

Dr. Shannon Natuik, MSc, MD, CCFP(EM) | AMGH Chief of Staff

Dr. Sean Ryan, MD, CCFP(EM) | SHH Chief of Staff



A MESSAGE FROM OUR CHIEF NURSING EXECUTIVE

Welcome, and thank you for joining us at our Annual General Meeting. I am Lynn Higgs, currently serving as the interim Chief Nursing Executive. I extend my heartfelt gratitude to all the dedicated staff and physicians of AMGH and South Huron Hospital. Your unwavering commitment has been instrumental in our achievements this year. I must also acknowledge the exceptional support provided by our Foundation, whose contributions have been vital in acquiring necessary equipment.

This year has seen remarkable accomplishments, notably our EXEMPLARY ACCREDITATION— (thank you to everyone and a special thank you to our admin staff)

Both our Emergency departments have remained operational, a testament to the dedication of our staff and physicians. However, this success brings challenges, as we continue to manage high patient volumes with limited admission capacity. We are actively collaborating with regional hospital and EMS partners to navigate these challenges together.

Recruiting physicians remains a challenge, yet we have been fortunate to welcome outstanding new staff. Our Human Resources department, staff, and Nurse Educator have organized numerous initiatives to attract nursing talent.

Ontario Health has specialized nursing education programs focused on emergency care, which have been invaluable for professional development.

Despite facing closures in some smaller Obstetrical departments due to low patient volumes, we are committed to maintaining competence among our staff.

Initiatives such as the Clinical Scholar program have been pivotal in mentoring and supporting new nurses entering the workforce as well as opportunities for nurses to upskill. The Enhanced extern program continues as well.

A MESSAGE FROM OUR CHIEF NURSING EXECUTIVE



In the realm of Mental Health, we are advancing into phase two of our Mental Health Renovation. We are implementing transformative models like Stepped Care Model 2.0. This approach emphasizes evidence-based mental health and addiction services, rooted in person-centered, strength-based, and recovery-oriented care principles.

Our ongoing projects include successful falls prevention audits, Delirium screening, and initiatives like the Youth Crisis Response Team and Antimicrobial Stewardship. We are also collaborating closely on the Huron County Community Safety and Well Being Plan, focusing on critical areas such as Mental Health and Addictions, Housing Stability, and Community Security. In terms of infrastructure, we have made significant strides with upgrades in wifi connectivity and the adoption of new technologies such as new WOW'S Workstations on Wheels and Philips Cardiac Monitors, enhancing our clinical capabilities. Ensuring system security remains a top priority, although challenges persist with non-integrated systems across our sites, necessitating alignment efforts between our organizations.

Throughout the year, we have celebrated numerous milestones and events to honor our healthcare professionals, including Doctors Day, Nurses Week, and Mental Health Week, underscoring our deep appreciation for the dedication of our staff.

Thank you once again for your commitment and support as we continue to advance healthcare excellence in our community.

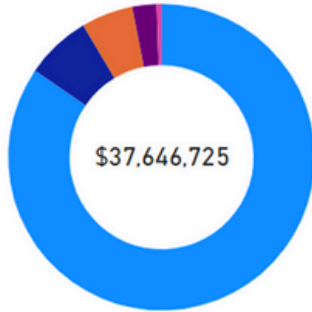
Best regards,

Lynn Higgs | Interim Chief Nursing Executive

OUR PERFORMANCE

AMGH Statement of Operations Audited Year Ended March 31, 2024

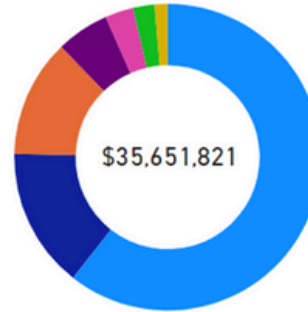
Revenue



- Ministry of Health
- Recoveries & Miscellaneous
- OHIP & Patient Revenue
- Amortization of Grants & Donatio...
- Differential & Co-Payment

Ministry of Health	\$31,832,188
Recoveries & Miscellaneous	\$2,603,209
OHIP & Patient Revenue	\$2,056,765
Amortization of Grants & Donations	\$959,335
Differential & Co-Payment	\$195,228

Expenses



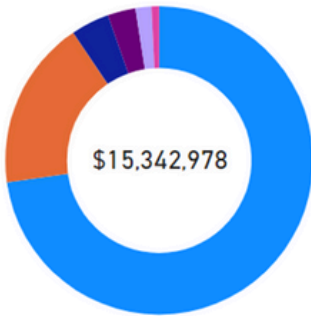
- Salaries & Benefits
- Medical Staff Remuneration
- Supplies and Other Expenses
- Other Votes
- Depreciation on Equipment
- Medical and Surgical Supplies
- Drugs and Medical Gases

Salaries & Benefits	\$21,596,793
Medical Staff Remuneration	\$5,271,709
Supplies and Other Expenses	\$4,434,479
Other Votes	\$1,989,140
Depreciation on Equipment	\$1,065,608
Medical and Surgical Supplies	\$806,106
Drugs and Medical Gases	\$487,986

OUR PERFORMANCE

SHH Statement of Operations Audited Year Ended March 31, 2024

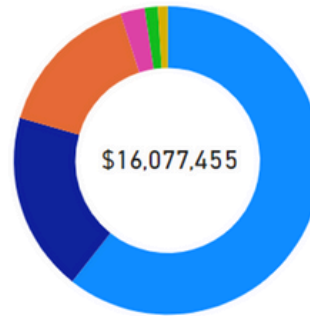
Revenue



- Ministry of Health
- OHIP & Patient Revenue
- Recoveries & Miscellaneous
- Amortization of Grants & Donatio...
- Investment Income
- Differential & Co-Payment

Ministry of Health	\$11,158,775
OHIP & Patient Revenue	\$2,737,452
Recoveries & Miscellaneous	\$617,041
Amortization of Grants & Donations	\$450,383
Investment Income	\$256,101
Differential & Co-Payment	\$123,226

Expenses



- Salaries & Benefits
- Medical Staff Remuneration
- Supplies and Other Expenses
- Depreciation on Equipment
- Medical and Surgical Supplies
- Drugs and Medical Gases

Salaries & Benefits	\$9,750,511
Medical Staff Remuneration	\$3,025,117
Supplies and Other Expenses	\$2,502,803
Depreciation on Equipment	\$412,662
Medical and Surgical Supplies	\$221,880
Drugs and Medical Gases	\$164,482

OUR LATEST NUMBERS

Staffing

Employees	418
Nurses	164
Physicians	51
Volunteers	207

OUR LATEST NUMBERS

AMGH Clinical Volumes

ED Visits	16,781	
Ambulatory Care Visits	9,141	
Admitted Patients	1,761	
Births	68	
Surgical Cases	1,508	
Lab Procedures	269,242	
Telestroke Assessments	143	
Diagnostic Imaging	CT Exams	10,161
	X-Rays	12,799
	Mammography	1,059
	Ultrasounds	8,380
	OBSP	2,353

OUR LATEST NUMBERS

SHH Clinical Volumes

ED Visits	12,235	
Ambulatory Care Visits	19,516	
Admitted Patients	639	
Lab Procedures	141,666	
Diagnostic Imaging	X-Rays	12,799
	Ultrasounds	3,277
	Bone Mineral Density	1,065

ACCOMPLISHMENTS



Alexandra Marine & General Hospital

- Completion of Secure Room in ED
- Controlled access completed to secure the OR and OB areas
- Renovations to create space for Foundation, admin offices, sleep space for physicians and family space on 1st floor
- Implemented 24/7 Security Guard
- Mental Health renovations
 - Phase 1:
 - Shower room
 - Upgraded observation room
 - Creation of store room
 - Phase 2:
 - Renovation of nursing station, medication room, patient dining and group room and creation of a second observation room.
 - Team is currently finalizing the design with consultants with expected tender award for early Fall and construction to start January 2025
- Ceiling lifts replaced in all patient care areas
- Renovations to X-Ray room completed to accommodate new X-Ray equipment
- Renovation to Lab to accommodate new equipment

South Huron Hospital

- Implementation of "staff assist" personal alarm system
- Parking lots repaved and upgraded
- Electrical upgrade commenced in May 2023, expected completion mid fall.
- Elevator replaced
- HVAC units replaced in inpatient unit
- Renovation upgrades to Lab to accommodate new equipment
- Implementation of new patient menu, and new food delivery system



A MESSAGE FROM SHH AUXILIARY

This is my last report as Co-President of the South Huron Hospital Auxiliary as my 4-year term concluded in May 2024.

The last 4 years have been a challenge for the Auxiliary as we had to find ways to maintain membership and continue to fundraise during a pandemic. That challenge was met and exceeded. We have 162 dedicated members who support our own fundraising activities and assist the Foundation with the Tim Horton's Smile Cookie week and set up for the Gala.

Due to Covid the Auxiliary had their last Rummage Sale in the fall of 2019. This event was always a huge success financially, provided a much-needed service to the community and we were doing our part for the environment – reduce, reuse, recycle.

I am pleased to say that after 4 years and exceptional commitment from our members we will once again be holding the Rummage Sale on June 11th and 12th, 2024

Our SHH Gift Shop, found inside the main doors at South Huron Hospital, has become quite the little business. Our Gift Shop convenor, Shelley Bourne, has mastered online advertising which has resulted in a steady increase in year over year sales.

Our main fundraiser during covid was the 12 Days of Christmas draw held each December. This draw nets the Auxiliary \$16,000.00 each year which we are able to donate to the Foundation. This year the funds went toward the Burlodge Food Cart and the in-room entertainment system.

It was extremely disappointing to hear that the AMGH Auxiliary was disbanding after 100 years of service. It's sad when such a noble and unselfish tradition, fully staffed by volunteers, cannot continue. It is the continued support of our South Huron community, foundation and hospital that make us successful.



A MESSAGE FROM SHH AUXILIARY

In the last 5 years the SHH Auxiliary has donated over \$150,000.00 for patient betterment. This year's fundraising activities has allowed us to donate \$36,500.00 to the SHH Foundation, provide \$500.00 to support Nurses Week and to commit \$10,000.00 to refurbish the palliative care room at SHH. The refurbish will include painting the walls a lighter brighter colour, new fridge, microwave and coffee maker, generously donated by McLean's Home Hardware, 2 new pull-out sleeper chairs, new artwork and the commitment to keep the room stocked with water, coffee, tea, hot chocolate and snacks.

In closing, I would like to thank all our members for their dedication, the SHH Foundation for treating us as a partner and the community for always supporting our fundraising efforts. I'm positive that the next 2 years will be just as successful under the guidance of Elaine Keller and Judy Grenier, our new Co-Presidents.

Laura Stire
Co-President
South Huron Hospital Auxiliary



Thank you for your generosity and continued support.



\$1.35 million raised
\$1.46 million allocated



\$1.24 million raised
\$906,651 allocated

We are deeply grateful to the 2700+ donors across our communities for their generous support.

**SOUTH HURON HOSPITAL ASSOCIATION
FINANCIAL STATEMENTS
MARCH 31, 2024**

SEEBACH & COMPANY
Chartered Professional Accountants



South Huron Hospital
24 Huron Street West
Exeter, ON N0M 1S2
T 519-235-2700 | F 519-235-3405

MANAGEMENT'S RESPONSIBILITY FOR THE FINANCIAL STATEMENTS

The accompanying financial statements of South Huron Hospital Association (the "Hospital") are the responsibility of the Hospital's management and have been prepared in accordance with Canadian public sector accounting standards, established by the Public Sector Accounting Board (PSAB) of the Chartered Professional Accountants of Canada, as described in Note 1 to the financial statements.

The preparation of financial statements necessarily involves the use of estimates based on management's judgment, particularly when transactions affecting the current accounting period cannot be finalized with certainty until future periods.

The Hospital's management maintains a system of internal controls designed to provide reasonable assurance that assets are safeguarded from loss, transactions are properly authorized and recorded, and reliable information is available on a timely basis for preparation of the financial statements. These statements are monitored and evaluated by the Hospital's management. The Board of Directors meets with management and the external auditor to review the financial statements and discuss and significant financial reporting or internal control matters prior to their approval.

The financial statements have been audited by Seebach & Company, independent external auditors appointed by the Hospital. The accompanying Independent Auditor's Report outlines their responsibilities, the scope of their examination and their opinion on the Hospital's financial statements.

SOUTH HURON HOSPITAL ASSOCIATION

A handwritten signature in black ink, appearing to read "Jimmy Trieu".

Jimmy Trieu
President & Chief Executive Officer

A handwritten signature in black ink, appearing to read "Shane Dejong".

Shane Dejong, CPA, CMA, MSc
Director, Finance

June 13, 2024

INDEPENDENT AUDITOR'S REPORT

To the Board of Governors and Members of the South Huron Hospital Association

Opinion

We have audited the accompanying financial statements of the South Huron Hospital Association ("the Hospital"), which are comprised of the balance sheet as at March 31, 2024 and the operating fund statement of revenue and expenses, statement of remeasurement gains and losses and cash flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies.

In our opinion, the accompanying financial statements present fairly, in all material respects, the financial position of the Hospital as at March 31, 2024, and its financial performance and its cash flows for the year then ended in accordance with Canadian public sector accounting standards (PSAB).

Basis for Opinion

We conducted our audit in accordance with Canadian generally accepted auditing standards. Our responsibilities under those standards are further described in the *Auditor's Responsibilities for the Audit of the Financial Statements* section of our report. We are independent of the Hospital in accordance with the ethical requirements that are relevant to our audit of the financial statements in Canada, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Responsibilities of Management and Those Charged with Governance for the Financial Statements

Management is responsible for the preparation and fair presentation of the financial statements in accordance with PSAB, and for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Hospital's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Hospital or to cease operations, or has no realistic alternative but to do so.

Those charged with governance are responsible for overseeing the Hospital's financial reporting process.

Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with Canadian generally accepted auditing standards will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

Seebach & Company
Chartered Professional Accountants

P.O. Box 758, 41 Ontario Street
CLINTON, ONTARIO N0M 1L0
Tel: (519) 482-7979
Fax: (519) 482-5761
www.seebachandcompany.ca
vbs@vbsca.ca

INDEPENDENT AUDITOR'S REPORT (continued)

As part of an audit in accordance with Canadian generally accepted auditing standards, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Hospital's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Hospital's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Hospital to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

Seebach & Company

Chartered Professional Accountants
Licensed Public Accountants

Clinton, Ontario
June 13, 2024

**SOUTH HURON HOSPITAL ASSOCIATION
BALANCE SHEET**

See Accompanying Notes to Financial Statements

As at March 31	2024	2023
ASSETS		
Current assets		
Cash	1,384,940	3,713,280
Short term investments (note 3)	22,263	14,470
Accounts receivable (note 2)	933,121	734,641
Inventories	131,756	100,071
Prepaid expenses	200,986	145,049
Due from South Huron Hospital Foundation (note 9)	42,485	31,241
	<u>2,715,551</u>	<u>4,738,752</u>
Long term investments (note 3)	<u>3,688,764</u>	<u>3,418,634</u>
Capital assets		
Capital assets, net book value (note 4)	8,660,886	6,316,265
	<u>\$ 15,065,201</u>	<u>\$ 14,473,651</u>
LIABILITIES AND NET ASSETS		
Current liabilities		
Accounts payable and accrued liabilities	3,191,668	1,687,570
Employee future benefits (note 7)	27,500	45,000
Deferred revenue (note 5)	974,383	890,057
	<u>4,193,551</u>	<u>2,622,627</u>
Long term liabilities		
Employee future benefits (note 7)	929,400	891,100
Deferred revenue (note 5)	7,551,408	7,944,766
Asset retirement obligation (note 8)	48,901	47,344
	<u>12,723,260</u>	<u>11,505,837</u>
Net assets		
Invested in capital assets	135,095	(2,518,558)
Unrestricted	2,337,682	5,794,248
	<u>2,472,777</u>	<u>3,275,690</u>
Accumulated remeasurement gains (losses)	(130,836)	(307,876)
	<u>2,341,941</u>	<u>2,967,814</u>
	<u>\$ 15,065,201</u>	<u>\$ 14,473,651</u>

On behalf of the board of governors:

Chair, Board of Directors

Chair, Audit Committee

SOUTH HURON HOSPITAL ASSOCIATION
OPERATING FUND STATEMENT OF REVENUE AND EXPENSES

See Accompanying Notes to Financial Statements

For the Year Ended March 31	2024	2023
Revenue		
Ministry of Health / Ontario Health		
- Base Funding	8,650,579	8,473,479
- One Time Funding	2,167,537	879,856
- HOCC Funding	112,734	113,839
- Paymaster Funding	224,625	231,678
- Other Votes	3,300	3,300
Recoveries and miscellaneous	617,041	440,480
Investment income	256,101	151,766
Amortization of deferred grants and donations - equipment	450,383	646,257
OHIP and patient revenue	2,737,452	2,704,985
Differential and copayment revenue	123,226	80,609
	<u>15,342,978</u>	<u>13,726,249</u>
Expenses		
Salaries, wages and purchased services	7,793,645	6,716,848
Medical staff services remuneration	3,025,117	2,794,228
Employee benefits	1,956,866	1,774,447
Supplies and other expenses	2,482,616	2,338,354
Medical and surgical supplies	221,880	251,104
Drugs and medical gases	164,482	242,784
Bad debts	16,887	19,472
Other votes - property taxes	3,300	3,300
Depreciation - equipment	412,662	475,297
	<u>16,077,455</u>	<u>14,615,834</u>
Excess (deficiency) of Revenue over Expenses from Hospital Operations	(\$ 734,477)	(\$ 889,585)
Amortization of deferred grants and donations - building	464,170	428,734
Depreciation - building and building service equipment	<u>(532,606)</u>	<u>(498,679)</u>
Excess (deficiency) of Revenue over Expenses for the year	<u>(\$ 802,913)</u>	<u>(\$ 959,530)</u>

SOUTH HURON HOSPITAL ASSOCIATION
STATEMENT OF REMEASUREMENT GAINS AND LOSSES

See Accompanying Notes to Financial Statements

For the Year Ended March 31	2024	2023
Accumulated remeasurement gains (losses), beginning of year	(307,876)	(87,081)
Unrealized holding gains (losses) attributable to investments	<u>177,040</u>	<u>(220,795)</u>
Accumulated remeasurement gains (losses), end of year	<u>(\$ 130,836)</u>	<u>(\$ 307,876)</u>

**SOUTH HURON HOSPITAL ASSOCIATION
OPERATING FUND STATEMENT OF CASH FLOWS**

See Accompanying Notes to Financial Statements

For the Year Ended March 31	2024	2023
Operating activities		
Excess (deficiency) of revenue over expenses for the year	(802,913)	(959,530)
Items not requiring (not providing) cash		
Depreciation expense	943,711	973,976
Amortization of deferred capital grants and donations	(914,553)	(1,074,991)
Accretion of asset retirement obligation	1,557	1,556
Working capital provided from operations	<u>(772,198)</u>	<u>(1,058,989)</u>
Cash provided from (used for) changes in operational balances		
Accounts receivable	(198,480)	193,049
Inventory	(31,685)	10,837
Prepaid expenses	(55,937)	14,253
Accounts payable and accrued liabilities	1,504,098	(639,888)
Employee future benefits	20,800	7,800
Deferred revenue	605,521	3,190,234
Due to/from South Huron Hospital Foundation	(11,244)	34,937
Cash provided from (used for) operating activities	<u>1,060,875</u>	<u>1,752,233</u>
Capital activities		
Net disposals (purchases) of capital assets	<u>(3,288,332)</u>	<u>(343,429)</u>
	<u>(3,288,332)</u>	<u>(343,429)</u>
Financing and investing activities		
Net investment sales (purchases)	<u>(93,090)</u>	<u>(110,599)</u>
	<u>(93,090)</u>	<u>(110,599)</u>
Increase (decrease) in cash	(2,320,547)	1,298,205
Cash and short term investments, beginning of year	<u>3,727,750</u>	<u>2,429,545</u>
Cash and short term investments, end of year	<u>\$ 1,407,203</u>	<u>\$ 3,727,750</u>

SOUTH HURON HOSPITAL ASSOCIATION
STATEMENT OF CHANGES IN NET ASSETS
See Accompanying Notes to Financial Statements

For the Year Ended March 31			2024	2023
	Invested in Capital Assets	Unrestricted	Total	Total
Balance, beginning of year	(2,518,558)	5,794,248	3,275,690	4,281,008
Excess (deficiency) of revenues over expenses	(29,158)	(773,755)	(802,913)	(959,530)
Restatement of asset retirement obligation (note 10)		-	-	(45,788)
Net change in investment in capital assets	2,682,811	(2,682,811)	-	-
Balance, end of year	<u>135,095</u>	<u>2,337,682</u>	<u>\$ 2,472,777</u>	<u>\$ 3,275,690</u>

SOUTH HURON HOSPITAL ASSOCIATION

NOTES TO FINANCIAL STATEMENTS

For the Year Ended March 31, 2024

1. Significant accounting policies

Nature of organization

The South Huron Hospital Association ("Hospital") is principally involved in providing health care services to the residents of the South Huron and surrounding municipalities. The Hospital is incorporated without share capital under the Corporations Act (Ontario) and is a charitable organization within the meaning of the Income Tax Act (Canada).

Basis of presentation

The financial statements of the Hospital have been prepared in accordance with Canadian public sector accounting standards for government not-for-profit organizations, including the 4200 series of standards, as issued by the Public Sector Accounting Board ("PSAB for Government NPOs").

Revenue recognition

The Hospital follows the deferral method of accounting for contributions which include donations and government grants.

Under the Health Insurance Act and Regulations thereto, the Hospital is funded primarily by the Province of Ontario in accordance with budget arrangements established by the Ministry of Health. Operating grants are recorded as revenue in the period to which they relate. Grants approved but not received at the end of an accounting period are accrued. Where a portion of a grant relates to a future period, it is deferred and recognized in that subsequent period.

Unrestricted contributions are recognized as revenue when received or receivable if the amount can be reasonably estimated and collection is reasonably assured.

Externally restricted contributions are recognized as revenue in the year in which the related expenses are recognized. Contributions restricted for the purchase of capital assets are deferred and amortized into revenue on a straight-line basis, at a rate corresponding with the amortization rate for the related capital assets.

Contributed services

The Hospital is dependent on the voluntary services of many individuals. Since these services are not normally purchased by the hospital and because of the difficulty in estimating their fair market value, these services are not recorded in these financial statements.

Inventories

Inventories are valued at the lower of cost and net realizable value.

Capital assets

Purchased capital assets are recorded at cost. Contributed capital assets are recorded at fair value at the date of contribution. Betterments which extend the estimated life of an asset are capitalized. When a capital asset no longer contributes to the hospital's ability to provide services, its carrying amount is written down to its residual value. Amortization is provided on assets placed into use on the straight-line basis over their estimated useful lives as follows:

Land improvements	10 - 20 years
Buildings	50 years
Building service equipment	20 - 25 years
Equipment	3 - 25 years

Vacation pay

Vacation pay is accrued for all employees as entitlements to these payments is earned.

Deferred building and equipment grants

Provincial and municipal building and equipment grants and donations received by the hospital are deferred and amortized on a straight-line basis at a rate corresponding with the depreciation rate for the related building or equipment.

Measurement uncertainty

The preparation of financial statements in accordance with Canadian public sector accounting standards requires management to make estimates and assumptions that affect the reported amount of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amount of revenues and expenses during the reported period. These estimates are reviewed periodically, and, as adjustments become necessary, they are reported in earnings in the period in which they become known.

SOUTH HURON HOSPITAL ASSOCIATION
NOTES TO FINANCIAL STATEMENTS (continued)

For the Year Ended March 31, 2024

1. Significant accounting policies (continued)

Investments

The Hospital has classified all stocks, bonds and other investment securities as available-for-sale which are carried at fair value. Bank guaranteed investment certificates are classified as held-to-maturity and are carried at cost. A write down of the carrying amount of held-to-maturity investments is charged against income when evidence indicates a permanent decline in the underlying value and earning power of an investment. Gains and losses on disposal of held-to-maturity investments are determined on a completed transaction basis.

2. Accounts receivable

	2024	2023
Ministry of Health / Ontario Health	497,654	578,635
Insurers and patients	34,039	29,852
Other	<u>401,428</u>	<u>126,154</u>
	<u>\$ 933,121</u>	<u>\$ 734,641</u>

3. Investments

The Hospital's investments are recorded at market value, as per the investment statements provided by the holding institution for the period March 31, 2024.

	2024	2023
Short-term		
Cash in investment account	22,263	14,470
Long-term		
Mutual funds	<u>3,688,764</u>	<u>3,418,634</u>
	<u>\$ 3,711,027</u>	<u>\$ 3,433,104</u>

The cost of the investments as of March 31, 2024 was \$3,841,863 (cost March 31, 2023: \$3,740,980).

4. Capital assets

	Cost	Accumulated Amortization	Net Book Value 2024	Net Book Value 2023
Land	249,131	-	249,131	249,131
Land improvements	364,415	247,291	117,124	37,040
Buildings	12,754,855	6,160,381	6,594,474	4,793,504
Major equipment	<u>6,524,509</u>	<u>4,824,352</u>	<u>1,700,157</u>	<u>1,236,590</u>
	<u>\$ 19,892,910</u>	<u>\$ 11,232,024</u>	<u>\$ 8,660,886</u>	<u>\$ 6,316,265</u>

5. Accounts payable and accrued liabilities

Accounts payable and accrued liabilities consist of:

	2024	2023
Trade payables	1,501,526	925,597
Salaries and deductions payable	179,669	411,807
Accrued vacation and statutory holiday payable	133,785	116,114
Other liabilities	<u>1,376,688</u>	<u>234,052</u>
	<u>\$ 3,191,668</u>	<u>\$ 1,687,570</u>

SOUTH HURON HOSPITAL ASSOCIATION
NOTES TO FINANCIAL STATEMENTS (continued)

For the Year Ended March 31, 2024

6. Deferred capital contributions related to capital assets

Deferred capital contributions related to capital assets represent the unamortized amount received for the purchase of capital assets and consists of the following:

	2024	2023
Balance, beginning of year	8,834,823	6,719,580
Additional contributions	605,521	3,197,202
Less: Amounts amortized to revenue	(914,553)	(1,074,991)
Less: Net value of disposals	-	(6,968)
Balance, end of year	<u>\$ 8,525,791</u>	<u>\$ 8,834,823</u>
Short-term	974,383	890,057
Long-term	<u>7,551,408</u>	<u>7,944,766</u>
	<u>\$ 8,525,791</u>	<u>\$ 8,834,823</u>

7. Employee future benefits

The South Huron Hospital Association provides extended health care, dental and semi-private benefits to eligible retired employees. An independent actuarial study of the post-retirement benefits has been undertaken. The most recent valuation of the employee future benefits was prepared as at March 31, 2024.

At March 31, 2024 the Hospital's accrued benefit obligation related to post-retirement benefit plans was \$956,900 (2023: \$936,100), as detailed in the table below.

	2024	2023
Balance, beginning of year	936,100	928,300
Benefit cost	65,800	61,000
Contributions by the Hospital	<u>(45,000)</u>	<u>(53,200)</u>
Balance, end of year	956,900	936,100
Less: current portion	<u>27,500</u>	<u>45,000</u>
Long-term accrued benefit liability	<u>\$ 929,400</u>	<u>\$ 891,900</u>

SOUTH HURON HOSPITAL ASSOCIATION
NOTES TO FINANCIAL STATEMENTS (continued)

For the Year Ended March 31, 2024

8. Invested in capital assets

a) Net assets invested in capital assets are calculated as follows:

	2024	2023
Capital assets, net book value	8,660,886	6,316,265
Amounts financed by:		
Deferred capital contributions	<u>(8,525,791)</u>	<u>(8,834,823)</u>
	<u>\$ 135,095</u>	<u>\$ (2,518,558)</u>

b) Change in net assets invested in capital assets is calculated as follows:

	2024	2023
Excess of expenses over revenues:		
Amortization of deferred capital contributions related to capital assets	914,553	1,074,991
Depreciation of capital assets	<u>(943,711)</u>	<u>(973,976)</u>
	<u>\$ (29,158)</u>	<u>\$ 101,015</u>
Net change in investments in capital assets:		
Purchase of capital assets	3,288,332	343,429
Capital assets funded by deferred capital contributions	<u>(605,521)</u>	<u>(3,190,234)</u>
	<u>\$ 2,682,811</u>	<u>\$ (2,846,805)</u>

9. Other notes

The South Huron Hospital Association operates programming which is funded separately from general hospital operations. Ontario Health funds the municipal tax program.

	2024	2023
Revenues		
Municipal taxes	<u>\$ 3,300</u>	<u>\$ 3,300</u>
Expenses		
Municipal taxes	<u>\$ 3,300</u>	<u>\$ 3,300</u>

SOUTH HURON HOSPITAL ASSOCIATION
NOTES TO FINANCIAL STATEMENTS (continued)

For the Year Ended March 31, 2024

10. Asset retirement obligation (ARO)

Effective April 1, 2022, South Huron Hospital Association adopted the new accounting standard PS 3280, Asset Retirement Obligations, issued by the Canadian Public Sector Accounting Board. This standard provides guidance over the reporting of legal obligations associated with the retirement of capital assets that are either currently in productive use or no longer in productive use and controlled by the entity, primarily certain assets containing asbestos and the corresponding abatement costs to retire the assets.

The Hospital has adopted the standard using the modified retroactive method, which uses assumptions and discount rates as of April 1, 2022. Using a costing model provided by the Ministry of Health, the hospital calculated the value of obligation at that date to be \$45,788. The opening balance of unrestricted net assets as at April 1, 2022 was reduced, and associated asset retirement obligation (ARO) liability recorded at the assessed value at that time. In subsequent periods, the liability will be adjusted for accretion expenses to reflect the anticipated future costs at retirement.

Legal liabilities exist for the removal and disposal of asbestos and other environmentally hazardous materials within some Hospital owned properties and buildings that will undergo major renovations, upgrades, or demolition in the future. The obligation has been measured at current cost as the timing of future cash flows cannot be reasonably determined.

	2024	2023
Asset retirement obligations, beginning of year	47,344	45,788
Accretion expense during the year	<u>1,557</u>	<u>1,556</u>
Asset retirement obligations, end of year	<u>\$ 48,901</u>	<u>\$ 47,344</u>

11. Pension plan

Full-time and part-time employees of the hospital may be eligible to be members of the Hospitals of Ontario Pension Plan which is a multi-employer final average pay contributory pension plan. Employer contributions made to the plan during the year by the hospital amounted to \$483,374 (2023: \$452,801). These amounts are included in expenses in the operating fund statement of revenue and expenses and fund balance.

12. Financial instruments

The Hospital's financial instruments consist of cash and short-term investments, accounts receivable and accounts payable. It is management's opinion that the Hospital is not exposed to significant interest and credit risks arising from these financial instruments. The fair value of the financial instruments approximates their carrying amount.

13. Disclosure of economic interest

The South Huron Hospital Foundation (the "Foundation") is incorporated without share capital under the laws of the Province of Ontario and is a registered foundation under the Income Tax Act (Canada). The Foundation was established to receive and maintain a fund or funds and to apply from time to time all or part thereof for charitable purposes carried on by, in connection with, in relation to, for the benefit of or to enhance or improve the health care services in the area serviced by the South Huron Hospital and to do all such things as are incidental or conducive to the attainment of these objectives. The Foundation is managed and controlled independent of the Hospital.

During the year ended March 31, 2024, the Foundation provided donations totalling \$906,651 (2023: \$566,490) to the Hospital.

SOUTH HURON HOSPITAL ASSOCIATION
NOTES TO FINANCIAL STATEMENTS (continued)

For the Year Ended March 31, 2024

14. Financial risks and concentration of credit risks

Credit risk

Credit risk refers to the risk that a counterpart may default on its contractual obligations resulting in a financial loss. The Hospital is exposed to credit risk with respect to the accounts receivable.

The Hospital assesses, on a continuous basis, accounts receivable and provides for any amounts that are not collectible in the allowance for doubtful accounts. The maximum exposure to credit risk of the Hospital at March 31, 2024 is the carrying value of these assets.

The carrying amount of accounts receivable is valued with consideration for an allowance for doubtful accounts. The amount of any related impairment loss is recognized in the operating fund statement of revenue and expenses. Subsequent recoveries of impairment losses related to accounts receivable are credited to the operating fund statement of revenue and expenses. The balance of the allowance for doubtful accounts at March 31, 2024 is \$3,933 (2023: \$7,335).

There have been no significant changes to the credit risk exposure from 2023.

Liquidity risk

Liquidity risk is the risk that the Hospital will be unable to fulfill its obligations on a timely basis or at a reasonable cost. The Hospital manages its liquidity risk by monitoring its operating requirements. The Hospital prepares budget and cash forecasts to ensure it has sufficient funds to fulfill its obligations.

There have been no significant changes to the liquidity risk exposure from 2023.

Market risk

Market risk is the risk that changes in market prices, such as foreign exchange rates or interest rates will affect the Hospital's income or the value of its holdings of financial instruments. The objective of market risk management is to control market risk exposures within acceptable parameters while optimizing return on investments.

Interest rate risk

Interest rate risk is the risk that the fair value of future cash flows or a financial instrument will fluctuate because of changes in the market interest rates.

There has been no change to the interest rate risk exposure from 2023.

May 21, 2024

Private and Confidential

Mr. Steve Ireland, Treasurer
Board of Directors
South Huron Hospital Association
24 Huron Street West
Exeter, ON N0M 1S2

Dear Mr. Ireland:

The objective of our audit was to express an opinion on the financial statements. Included in our audit was the consideration of internal control relevant to the preparation and fair presentation of the financial statements. This consideration of internal control was for the purpose of designing audit procedures that were appropriate in the circumstances. It was not for the purpose of expressing an opinion on the effectiveness of internal control or for identifying all significant control deficiencies that might exist.

During the course of our audit, we identified some deficiencies that met the definition of a significant deficiency. A significant deficiency in internal control is defined as a deficiency or combination of deficiencies in internal control that, in the auditor's professional judgment, is of sufficient importance to merit the attention of those charged with governance. Communicating significant deficiencies assists those charged with governance in fulfilling their oversight responsibilities.

The significant deficiencies identified are outlined below. Please note that this list includes the significant deficiencies we have identified including those previously reported to you that you have chosen not to remedy for cost or other considerations.

We have previously reported the following item:

Payroll

Managers and leaders review and initial the employee time sheets prior to the payroll being processed. This control ensures that the payroll is completed as submitted and no differences have occurred during the process. Some managers and leaders are not present in the Hospital to perform this control. Consequently, the review is conducted after the payroll has been processed. Any errors found are corrected in subsequent pay runs. Management is aware of this concern and are working on other methods of approving the payroll reports including electronic approvals or approval via email.

Accounts Receivable

We had noted in prior years that non-billable procedures are flagged for reversal by the accounts receivable clerk when subsequently identified as non-billable (after initially being recorded as billable). There is concern that staff could receive and keep a payment, and flag the charge for reversal. The Director of Finance now meets regularly with the accounts receivable clerk to review billing and write-offs to ensure billable transactions are charged and write-offs are appropriate.

We are pleased to report that the Hospital continues to review and evaluate the internal controls. Segregation of duties have been introduced where possible to most aspects of the accounting department.

Significant Difficulties Encountered

During our audit, there were no significant difficulties encountered that should be brought to the attention of the Board.

Significant Accounting Principles

Management is responsible for the appropriate selection and application of accounting policies. Our role is to review the appropriateness and application of the policies. The accounting policies used by the Hospital are described in Note 1 in the financial statements.

Significant Unusual Transactions

We are not aware of any significant unusual transactions entered into during the year that you should be informed about.

This communication is prepared solely for the use of those charged with governance and is not intended for any other purpose. We accept no responsibility to a third party who may use this communication.

We would like to thank management and staff for the assistance they provided to us during the audit.

We hope the information in this letter will be useful. We would be pleased to discuss any items with you and respond to any questions you may have.

Yours very truly,
Seebach & Company
per:

A handwritten signature in cursive script, appearing to read "Paul W. Seebach".

Paul W. Seebach, CPA, CA

ALEXANDRA MARINE AND GENERAL HOSPITAL
FINANCIAL STATEMENTS
MARCH 31, 2024

SEEBACH & COMPANY
Chartered Professional Accountants



Alexandra Marine and General Hospital
120 Napier Street
Goderich, ON N7A 1W5
T 519-524-8323 | F 519-524-8504

MANAGEMENT'S RESPONSIBILITY FOR THE FINANCIAL STATEMENTS

The accompanying financial statements of Alexandra Marine and General Hospital (the "Hospital") are the responsibility of the Hospital's management and have been prepared in accordance with Canadian public sector accounting standards, established by the Public Sector Accounting Board (PSAB) of the Chartered Professional Accountants of Canada, as described in Note 1 to the financial statements.

The preparation of financial statements necessarily involves the use of estimates based on management's judgment, particularly when transactions affecting the current accounting period cannot be finalized with certainty until future periods.

The Hospital's management maintains a system of internal controls designed to provide reasonable assurance that assets are safeguarded from loss, transactions are properly authorized and recorded, and reliable information is available on a timely basis for preparation of the financial statements. These statements are monitored and evaluated by the Hospital's management. The Board of Directors meets with management and the external auditor to review the financial statements and discuss and significant financial reporting or internal control matters prior to their approval.

The financial statements have been audited by Seebach & Company, independent external auditors appointed by the Hospital. The accompanying Independent Auditor's Report outlines their responsibilities, the scope of their examination and their opinion on the Hospital's financial statements.

ALEXANDRA MARINE AND GENERAL HOSPITAL

Jimmy Trieu
President & Chief Executive Officer

Shane Dejong, CPA, CMA, MSc
Director, Finance

June 13, 2024

INDEPENDENT AUDITOR'S REPORT

To the Board of Governors and Members of Alexandra Marine and General Hospital

Opinion

We have audited the accompanying financial statements of Alexandra Marine and General Hospital ("the Hospital"), which are comprised of the balance sheet as at March 31, 2024 and the operating fund statement of revenue and expenses and cash flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies.

In our opinion, the accompanying financial statements present fairly, in all material respects, the financial position of the Hospital as at March 31, 2024, and its financial performance and its cash flows for the year then ended in accordance with Canadian public sector accounting standards (PSAB).

Basis for Opinion

We conducted our audit in accordance with Canadian generally accepted auditing standards. Our responsibilities under those standards are further described in the *Auditor's Responsibilities for the Audit of the Financial Statements* section of our report. We are independent of the Hospital in accordance with the ethical requirements that are relevant to our audit of the financial statements in Canada, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Responsibilities of Management and Those Charged with Governance for the Financial Statements

Management is responsible for the preparation and fair presentation of the financial statements in accordance with PSAB, and for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Hospital's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Hospital or to cease operations, or has no realistic alternative but to do so.

Those charged with governance are responsible for overseeing the Hospital's financial reporting process.

Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with Canadian generally accepted auditing standards will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

Seebach & Company
Chartered Professional Accountants

P.O. Box 758, 41 Ontario Street
CLINTON, ONTARIO N0M 1L0
Tel: (519) 482-7979
Fax: (519) 482-5761
www.seebachandcompany.ca
vbs@vbsca.ca

INDEPENDENT AUDITOR'S REPORT (continued)

As part of an audit in accordance with Canadian generally accepted auditing standards, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Hospital's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Hospital's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Hospital to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

Seebach & Company

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Licensed Public Accountants

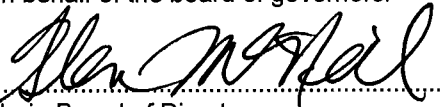
Clinton, Ontario
June 13, 2024

**ALEXANDRA MARINE AND GENERAL HOSPITAL
BALANCE SHEET**

See Accompanying Notes to Financial Statements

As at March 31	2024	2023
ASSETS		
Current assets		
Cash	5,026,566	5,430,053
Accounts receivable	3,930,240	1,396,433
Inventories	415,828	392,142
Prepaid expenses	226,806	198,057
	9,599,440	7,416,685
Capital assets, net book value (note 3)	15,220,071	14,397,449
	\$ 24,819,511	\$ 21,814,134
LIABILITIES AND NET ASSETS		
Current liabilities		
Accounts payable and accrued liabilities (note 4)	6,104,888	5,170,989
Employee future benefits (note 6)	200,900	115,800
Deferred revenue	4,363	4,000
	6,310,151	5,290,789
Long term liabilities		
Deferred capital contributions (note 5)	8,554,462	8,167,860
Employee future benefits (note 6)	1,508,100	1,517,900
Asset retirement obligation (note 9)	204,422	197,943
	16,577,135	15,174,492
Net assets		
Invested in capital assets	6,665,609	6,229,589
Unrestricted	1,576,767	410,053
	8,242,376	6,639,642
	\$ 24,819,511	\$ 21,814,134

On behalf of the board of governors:


.....
Chair, Board of Directors


.....
Chair, Audit Committee

ALEXANDRA MARINE AND GENERAL HOSPITAL
OPERATING FUND STATEMENT OF REVENUE AND EXPENSES

See Accompanying Notes to Financial Statements

For the Year Ended March 31	2024	2023
Revenue		
Ontario Health base funding	20,382,324	18,834,285
One time funding	5,851,181	3,460,013
Other MOHLTC funding	3,095,581	3,080,243
Paymaster funding	442,922	410,323
Other votes funding (note 8)	1,933,308	1,853,469
Cancer Care Ontario (Ontario Health)	126,872	81,106
Recoveries and miscellaneous	2,603,209	2,110,277
OHIP revenue	2,056,765	1,784,688
Differential and copayment	195,228	28,953
Amortization of deferred capital contributions - equipment	959,335	911,108
	37,646,725	32,554,465
Expenses		
Salaries and benefits	21,596,793	18,505,292
Medical staff remuneration	5,271,709	4,856,509
Supplies and other expenses	4,434,479	4,334,260
Medical and surgical supplies	806,106	777,621
Drugs and medical gases	487,986	574,520
Other votes expenses (note 8)	1,989,140	1,863,459
Depreciation - equipment	1,065,608	1,023,484
	35,651,821	31,935,145
Excess (deficiency) of revenue over expenses from Hospital operations	1,994,904	619,320
Other items affecting operations		
Amortization of deferred capital contributions - building and building service equipment	355,450	345,157
Depreciation - building and building service equipment	(747,620)	(728,894)
	(392,170)	(383,737)
Excess (deficiency) of revenue over expenses for the year	\$ 1,602,734	\$ 235,583

ALEXANDRA MARINE AND GENERAL HOSPITAL**STATEMENT OF CHANGES IN NET ASSETS**

See Accompanying Notes to Financial Statements

For the Year Ended March 31			2024	2023
	Invested in Capital Assets	Unrestricted	Total	Total
Balance, beginning of year	6,229,589	410,053	6,639,642	6,595,523
Excess (deficiency) of revenues over expenses	(492,134)	2,094,868	1,602,734	235,583
Restatement of asset retirement obligation (note 9)		-	-	(191,464)
Transfer between funds	928,154	(928,154)	-	-
Balance, end of year	<u>6,665,609</u>	<u>1,576,767</u>	<u>\$ 8,242,376</u>	<u>\$ 6,639,642</u>

ALEXANDRA MARINE AND GENERAL HOSPITAL
OPERATING FUND STATEMENT OF CASH FLOWS

See Accompanying Notes to Financial Statements

For the Year Ended March 31	2024	2023
Operating activities		
Excess of revenue over expenses for the year	1,602,734	235,583
Items not requiring (not providing) cash		
Depreciation expense	1,806,749	1,745,899
Amortization of deferred capital grants and donations	(1,314,785)	(1,256,265)
Accretion of asset retirement obligation	6,479	6,479
Loss (gain) on disposal of capital assets	170	-
Working capital provided from operations	<u>2,101,347</u>	<u>731,696</u>
Cash provided from (used for) changes in operational balances		
Accounts receivable	(2,533,807)	1,452,078
Inventory	(23,686)	15,755
Prepaid expenses	(28,749)	(27,550)
Accounts payable and accrued liabilities	933,899	(422,448)
Employee future benefits - current	85,100	(1,000)
Deferred revenue	363	(35,115)
Cash provided from (used for) operating activities	<u>534,467</u>	<u>1,713,416</u>
Investing activities		
Acquisition of capital assets	(2,633,716)	(1,917,758)
Proceeds from disposal of capital assets	1,528	-
	<u>(2,632,188)</u>	<u>(1,917,758)</u>
Financing activities		
Deferred building and equipment grants and donations	1,704,034	1,754,623
Employee future benefits - long-term	(9,800)	(26,700)
	<u>1,694,234</u>	<u>1,727,923</u>
Increase (decrease) in cash	(403,487)	1,523,581
Cash, beginning of year	<u>5,430,053</u>	<u>3,906,472</u>
Cash, end of year	<u>\$ 5,026,566</u>	<u>\$ 5,430,053</u>

ALEXANDRA MARINE AND GENERAL HOSPITAL

NOTES TO FINANCIAL STATEMENTS

For the Year Ended March 31, 2024

Alexandra Marine and General Hospital was incorporated by letters patent under the Ontario Business Corporations Act on June 3, 1901.

The Hospital is principally involved in providing health care services to the residents of the Town of Goderich and surrounding municipalities of Huron County. The Hospital is incorporated without share capital under the Corporations Act (Ontario) and is a charitable organization within the meaning of the Income Tax Act (Canada).

1. Significant accounting policies

The financial statements have been prepared in accordance with the Public Sector Accounting Handbook ("PS") which sets out Canadian generally accepted accounting principles ("GAAP") for government not-for-profit organizations ("GNPOs") in Canada. The Hospital has chosen to use the standards specified for GNPOs set out in PS 4200 to PS 4270. The significant accounting policies are summarized as follows:

a) Revenue recognition

The Hospital follows the deferral method of accounting for contributions that include donations and government grants.

The Hospital is primarily funded by the Province of Ontario in accordance with budget arrangements established by the Ministry of Health and Long-Term Care (MOHLTC) and Ontario Health ("OH").

Operating grants are recorded as revenue in the period to which they relate. Grants approved but not received at the end of the accounting period are accrued. Where a portion of a grant relates to a future period, it is deferred and recognized in that subsequent period. These financial statements reflect arrangements with the Ministry of Health and Long-Term Care with respect to the year ended March 31, 2024.

Unrestricted contributions are recognized as revenue when received or receivable if the amount to be received can be reasonably estimated and collection is reasonably assured.

Externally restricted contributions are recognized as revenue in the year in which the related expenses are recognized. Contributions restricted for the purchase of capital assets including restricted cash are deferred and amortized into revenue on a straight-line basis, at a rate corresponding with the amortization rate for the related capital assets.

Revenue from the insurance plans, preferred accommodations, and marketed services is recognized when the goods are sold or the service is provided, the amounts can be reasonably estimated and collection is reasonably assured.

b) Inventories

Inventories are recorded at the lower of average cost and net realizable value. Cost comprises all costs to purchase, convert and any other costs incurred in bringing the inventories to their present location and condition.

c) Capital assets

Capital assets are recorded at cost. Assets are depreciated over their estimated useful lives using the following rates on a straight-line basis:

Land improvements	10 - 20 years
Buildings	20 - 50 years
Building service equipment	10 - 25 years
Equipment	5 - 10 years
Information technology equipment	3 - 5 years

Construction in progress is not depreciated until construction is complete and the facilities are placed into use.

**ALEXANDRA MARINE AND GENERAL HOSPITAL
NOTES TO FINANCIAL STATEMENTS (continued)**

For the Year Ended March 31, 2024

1. Significant accounting policies (continued)

d) Contributed services

Volunteers contribute a significant amount of their time each year. Because of the difficulty of determining the fair value, contributed services are not recognized in the financial statements.

e) Employee future benefits

The benefit obligation is amortized over the average remaining service period of the active employees. The cost of retirement benefits earned by employees is actuarially determined using the projected unit method pro-rated on service and management's best estimate of retirement ages of employees and expected health and dental care costs.

f) Use of estimates

The preparation of the financial statements in conformity with Canadian Public Sector Accounting Standards requires management to make estimates and assumptions that affect the reporting amounts of assets and liabilities and disclosure of contingent assets and liabilities at the dates of the financial statements and the reported amounts of revenues and expenses during the reporting period. Significant items subject to such estimates and assumptions include the carrying amount of capital assets; valuation of receivables, inventories; and obligations related to employee future benefits and asset retirement obligations. Actual results could differ from those estimates. These estimates are reviewed periodically, and, as adjustments become necessary, they are reported in operations in the year in which they are known.

g) Financial instruments

The financial instruments are classified into one of five categories: held-for-trading, held-to-maturity, loans and receivables, available-for-sale financial assets or other financial liabilities. All financial instruments are measured in the balance sheet at fair value except for loans and receivables, held-to-maturity investments and other financial liabilities which are measured at amortized cost. Subsequent measurement and changes in fair value will depend on their initial classification, as follows: held-for-trading financial assets are measured at fair value and changes in fair value are recognized in net earnings; available-for-sale financial instruments are measured at fair value with unrealized changes in fair value recorded in the statement of changes in net assets until the investment is derecognized or impaired at which time the amounts would be recorded in the operating fund statement of revenue and expenses.

**ALEXANDRA MARINE AND GENERAL HOSPITAL
NOTES TO FINANCIAL STATEMENTS (continued)**

For the Year Ended March 31, 2024

1. Significant accounting policies (continued)

g) Financial instruments (continued)

In accordance with the Canadian Public Sector Accounting Standards the Hospital has undertaken the following:

- (i) Designated cash and short-term investments as held-for-trading, being measured at fair value.
- (ii) Accounts receivable are classified as loans and receivables, which are measured at amortized cost.
- (iii) Marketable securities are designated as available-for-sale, which are recorded at fair value.
- (iv) Accounts payable and accrued liabilities and long-term debt are classified as other financial liabilities, which are measured at amortized cost.

No financial statement recognition is given to embedded derivatives or non-financial contracts with derivative characteristics.

The Hospital also complies with PS 3450, "Financial Instruments", for the presentation and disclosure of financial instruments and non-financial derivatives.

The Hospital has elected to account for transactions as at the trade date.

h) Funding adjustments

The Hospital receives grants from the MOHLTC and Ontario Health (OH) for specific services. Pursuant to the related agreements, if the Hospital does not meet specified levels of activity, the MOHLTC or OH is entitled to seek refunds. Should any amounts become refundable, the refunds would be charged to operations in the period in which the refund is determined to be payable. Should programs and activities incur a deficit, the Hospital records any recoveries thereon in the period in which collection is received.

2. Restricted investments

Restricted investments reflect the investment of unused donations received from donors, restricted for future Hospital expenditures, and interest earned on those contributions.

The Hospital currently holds no investments.

3. Capital assets

	Cost	Accumulated Depreciation	Net Book Value 2024	Net Book Value 2023
Land	153,868	-	153,868	153,868
Land improvements	208,494	165,743	42,751	56,027
Buildings	17,895,885	9,295,724	8,600,161	8,321,567
Building service equipment	5,847,314	4,524,924	1,322,390	1,548,513
Equipment	12,956,172	8,536,613	4,419,559	3,589,860
Information technology hardware/software	<u>4,429,948</u>	<u>3,748,606</u>	<u>681,342</u>	<u>727,614</u>
	<u>\$ 41,491,681</u>	<u>\$ 26,271,610</u>	<u>\$ 15,220,071</u>	<u>\$ 14,397,449</u>

**ALEXANDRA MARINE AND GENERAL HOSPITAL
NOTES TO FINANCIAL STATEMENTS (continued)**

For the Year Ended March 31, 2024

4. Accounts payable and accrued liabilities

Accounts payable and accrued liabilities consist of:

	2024	2023
Trade payables	2,600,378	1,627,238
Salaries and deductions payable	1,372,910	1,556,809
Accrued vacation and statutory holiday payable	878,391	749,162
Other liabilities	<u>1,253,209</u>	<u>1,237,780</u>
	<u>\$ 6,104,888</u>	<u>\$ 5,170,989</u>

5. Deferred capital contributions related to capital assets

Deferred capital contributions related to capital assets represent the unamortized amount received for the purchase of capital assets and consists of the following:

	2024	2023
Balance, beginning of year	8,167,860	7,689,588
Additional contributions	1,704,034	1,754,623
Less: Amounts amortized to revenue	(1,314,785)	(1,256,265)
Less: Net value of disposals	<u>(2,647)</u>	<u>(20,086)</u>
Balance, end of year	<u>\$ 8,554,462</u>	<u>\$ 8,167,860</u>

6. Employee future benefits

The Alexandra Marine and General Hospital provides extended health care, dental and semi-private benefits to eligible retired employees. An independent actuarial study of the post-retirement benefits has been undertaken. The most recent valuation of the employee future benefits was prepared as at March 31, 2024.

At March 31, 2024 the Hospital's accrued benefit obligation related to post-retirement benefit plans was \$1,709,000 (2023: \$1,633,700), as detailed in the table below.

	2024	2023
Balance, beginning of year	1,517,900	1,661,400
Benefit cost	186,000	116,800
Contributions by the Hospital	<u>(110,700)</u>	<u>(144,500)</u>
Balance, end of year	1,709,000	1,633,700
Less: current portion	<u>200,900</u>	<u>115,800</u>
Long-term accrued benefit liability	<u>\$ 1,508,100</u>	<u>\$ 1,517,900</u>

The significant actuarial assumptions adopted in estimating the Hospital's accrued benefit obligations are as follows:

	2024	2023
Discount rate		
Beginning of year	4.04%	3.89%
End of year	3.95%	4.04%
General inflation	CPI rate is used	

**ALEXANDRA MARINE AND GENERAL HOSPITAL
NOTES TO FINANCIAL STATEMENTS (continued)**

For the Year Ended March 31, 2024

7. Invested in capital assets

a) Net assets invested in capital assets are calculated as follows:

	2024	2023
Capital assets, net book value	15,220,071	14,397,449
Amounts financed by:		
Deferred capital contributions	<u>(8,554,462)</u>	<u>(8,167,860)</u>
	<u>\$ 6,665,609</u>	<u>\$ 6,229,589</u>

b) Change in net assets invested in capital assets is calculated as follows:

	2024	2023
Excess of expenses over revenues:		
Gain on disposal of capital assets	(170)	-
Amortization of deferred capital contributions related to capital assets	1,314,785	1,256,265
Depreciation of capital assets	<u>(1,806,749)</u>	<u>(1,745,899)</u>
	<u>\$ (492,134)</u>	<u>\$ (489,634)</u>
Net change in investments in capital assets:		
Purchase of capital assets	2,633,716	1,917,758
Capital assets funded by deferred capital contributions	(1,704,034)	(1,754,623)
Proceeds on disposal of capital assets	<u>(1,528)</u>	<u>-</u>
	<u>\$ 928,154</u>	<u>\$ 163,135</u>

8. Other votes

The Alexandra Marine and General Hospital operates programming which is funded separately from general hospital operations. The OH funds the Community Mental Health Program (CMHP) and the Ministry of Children and Youth Services (MCYS) funds the Preschool Speech and Language Program (PSLP).

	2024	2023
Revenues		
Community Mental Health Program	1,725,604	1,655,112
Preschool Speech and Language Program	<u>207,704</u>	<u>198,357</u>
	<u>\$ 1,933,308</u>	<u>\$ 1,853,469</u>
Expenses		
Community Mental Health Program	1,759,327	1,655,112
Preschool Speech and Language Program	<u>229,813</u>	<u>208,347</u>
	<u>\$ 1,989,140</u>	<u>\$ 1,863,459</u>
Other Votes Net Surplus/(Deficit)	<u>\$ (55,832)</u>	<u>\$ (9,990)</u>

ALEXANDRA MARINE AND GENERAL HOSPITAL NOTES TO FINANCIAL STATEMENTS (continued)

For the Year Ended March 31, 2024

9. Asset retirement obligation (ARO)

Effective April 1, 2022, Alexandra Marine and General Hospital adopted the new accounting standard PS 3280, Asset Retirement Obligations, issued by the Canadian Public Sector Accounting Board. This standard provides guidance over the reporting of legal obligations associated with the retirement of capital assets that are either currently in productive use or no longer in productive use and controlled by the entity, primarily certain assets containing asbestos and the corresponding abatement costs to retire the assets.

The Hospital has adopted the standard using the modified retroactive method, which uses assumptions and discount rates as of April 1, 2022. Using a costing model provided by the Ministry of Health, the hospital calculated the value of obligation at that date to be \$191,464. The opening balance of unrestricted net assets as at April 1, 2022 was reduced, and associated ARO liability recorded at the assessed value at that time. In subsequent periods, the liability will be adjusted for accretion expenses to reflect the anticipated future costs at retirement.

Legal liabilities exist for the removal and disposal of asbestos and other environmentally hazardous materials within some Hospital owned properties and buildings that will undergo major renovations, upgrades, or demolition in the future. The obligation has been measured at current cost as the timing of future cash flows cannot be reasonably determined.

	2024	2023
Asset retirement obligations, beginning of year	197,943	191,464
Accretion expense during the year	<u>6,479</u>	<u>6,479</u>
Asset retirement obligations, end of year	<u>\$ 204,422</u>	<u>\$ 197,943</u>

10. Pension plan

Employees of the Hospital are eligible to be members of the Hospitals of Ontario Pension Plan (HOOPP) which is a multi-employer final average pay contributory pension plan. Contributions made to the Plan during the year by the Hospital amounted to \$1,536,869 (2023: \$1,221,815) and are included in the operating fund statement of revenue and expenses.

11. Economic interest

The Hospital has an economic interest in the Alexandra Marine and General Hospital Foundation. The Foundation was established to solicit funds on behalf of the Hospital. The Foundation has net assets totalling \$4,068,062 (2023: \$4,440,100) for the benefit of the Hospital.

12. Financial risks and concentration of credit risks

The Hospital is exposed to a range of financial risks including market risk, interest rate risk, credit risk and liquidity risk. The Hospital manages these risks in accordance with its internal policies.

Credit risk

Credit risk refers to the risk that a counterpart may default on its contractual obligations resulting in a financial loss. The Hospital is exposed to credit risk with respect to the accounts receivable.

The Hospital assesses, on a continuous basis, accounts receivable and provides for any amounts that are not collectible in the allowance for doubtful accounts. The maximum exposure to credit risk of the Hospital at March 31, 2024 is the carrying value of these assets.

The carrying amount of accounts receivable is valued with consideration for an allowance for doubtful accounts. The amount of any related impairment loss is recognized in the operating fund statement of revenue and expenses. Subsequent recoveries of impairment losses related to accounts receivable are credited to the operating fund statement of revenue and expenses. The balance of the allowance for doubtful accounts at March 31, 2024 is \$52,000 (2023: \$118,000).

**ALEXANDRA MARINE AND GENERAL HOSPITAL
NOTES TO FINANCIAL STATEMENTS (continued)**

For the Year Ended March 31, 2024

12. Financial risks and concentration of credit risks (continued)

Liquidity risk

Liquidity risk is the risk that the Hospital will be unable to fulfill its obligations on a timely basis or at a reasonable cost. The Hospital manages its liquidity risk by monitoring its operating requirements. The Hospital prepares budget and cash forecasts to ensure it has sufficient funds to fulfill its obligations.

There has been no significant changes to the liquidity rate risk exposure from 2023.

Market risk

Market risk is the risk that changes in market prices, such as foreign exchange rates or interest rates will affect the Hospital's income or the value of its holdings of financial instruments. The objective of market risk management is to control market risk exposures within acceptable parameters while optimizing return on investments.

The Hospital is not exposed to market risk.

Interest rate risk

Interest rate risk is the risk that the fair value of future cash flows or a financial instrument will fluctuate because of changes in the market interest rates.

At March 31, 2024, the Hospital has no long-term debt, with only the advances under the bank credit facility subject to fluctuations from market rates.

There has been no change to the interest rate risk exposure from 2023.

May 21, 2024

Private and Confidential

Mr. Steve Ireland, Treasurer
Board of Directors
Alexandra Marine and General Hospital
120 Napier Street
Goderich, ON N7A 1W5

Dear Mr. Ireland:

The objective of our audit was to express an opinion on the financial statements. Included in our audit was the consideration of internal control relevant to the preparation and fair presentation of the financial statements. This consideration of internal control was for the purpose of designing audit procedures that were appropriate in the circumstances. It was not for the purpose of expressing an opinion on the effectiveness of internal control or for identifying all significant control deficiencies that might exist.

Evaluation of Internal Controls

During the course of our audit, we did not identify any new deficiencies that met the definition of a significant deficiency. A significant deficiency in internal control is defined as a deficiency or combination of deficiencies in internal control that, in the auditor's professional judgment, is of sufficient importance to merit the attention of those charged with governance. Communicating significant deficiencies assists those charged with governance in fulfilling their oversight responsibilities.

We have previously reported the following items:

Preferred Accommodation Charges and Alternative Long-term Care (ALC) Charges

Information needed to identify and bill patients for preferred accommodation and ALC charges is not being collected and/or not being forwarded to the billing clerk. Covid restrictions that limit the staff who can access the patient are compounding the problem since billing staff cannot obtain paperwork directly.

Management Response

A solution to the ALC issue has been implemented at the start of Fiscal 2023-24 by having our HIS, Meditech, produce a report which identifies all ALC patients, the key dates of their ALC status, and patient (or next of kin) contact information for billing purposes. This automatically generated report eliminates the need for staff on the unit to document and collect this information for billing, which removes an administrative burden when bandwidth is already limited. In addition, the clinical lead for the inpatient units is visiting with the patient and/or family, to deliver the admission information package, and discuss the billing process. After a full fiscal year, the new process has proven to be working much better and collections have increased significantly from \$8,000 in 2022-23 to \$78,000 in 2023-24.

Over the past several years, the primary challenge with preferred accommodation co-payments being collected is the infection prevention and control standards requiring isolation rooms for patients who test positive for COVID-19, regardless of the reason they are admitted to hospital. This has put downward pressure on revenues. Over the course of fiscal 2023-24, preferred accommodation rooms were in higher supply due to a less frequent need for the isolation of patients. In addition, there is a new process where responsibility is put on registration clerks to collect as much complete billing and insurance information as possible from the patient upon registration. Through the course of the pandemic, this information gap existed due to the general lack of availability of preferred accommodation rooms, and so insurance information was not top of mind for our registration staff. With registration clerks now collecting this information regularly, it enables a more seamless billing and collections process with more complete information received by the billing department to process. We have seen positive change from both of these factors, and revenue collections for preferred accommodation increased, from \$21,000 to \$117,000. AMGH expects that these figures to remain consistent with, or grow from the 2023-24 amounts

Vacation Bank Accruals

A number of employees have excessive vacation time banked. The Vacation Entitlement Policy allows employees to have an amount equal to their annual vacation entitlement banked at any time. Anything over this requires a plan to resolve the over-accumulation. There does not appear to be plans in place with staff to lower these vacation banks and many continue to accumulate significant amounts.

Management Response

The current state of Health Human Resources remains challenging across not only the region AMGH services, but the Province of Ontario. These staffing shortages which became a significant challenge during the COVID-19 pandemic, continue to pose a risk to growing vacation balances as staffing levels required to maintain service levels can limit the ability to use vacation hours. At this time there is no immediate plan to force staff to take vacation, or implement a vacation payout, however we are encouraging all staff to take their vacation wherever possible.

Accounts Receivable

We had previously made mention of a weakness in internal controls over the accounts receivable procedures whereby billable charges could be fraudulently flagged for reversal. A report was created, which highlights changes made to billable services during the billing and accounts receivable process. However, these reports are not being reviewed and approved on a regular basis at this point.

Management Response

Reversed charges report is not being reviewed and approved monthly by the Director of Finance.

Significant Difficulties Encountered

During our audit, there were no significant difficulties encountered that should be brought to the attention of the Board.

Significant Accounting Principles

Management is responsible for the appropriate selection and application of accounting policies. Our role is to review the appropriateness and application of the policies. The accounting policies used by the Hospital are described in Note 1 in the financial statements.

Significant Unusual Transactions

We are not aware of any significant unusual transactions entered into during the year that you should be informed about.

This communication is prepared solely for the use of those charged with governance and is not intended for any other purpose. We accept no responsibility to a third party who may use this communication.

We would like to thank management and staff for the assistance they provided to us during the audit.

We hope the information in this letter will be useful. We would be pleased to discuss any items with you and respond to any questions you may have.

Yours very truly,
Seebach & Company
per:



Paul W. Seebach. CPA, CA