

LONDON HEALTH SCIENCES CENTRE ADMINISTRATIVE BY-LAW

BY-LAW NO. 1

AMENDED AND APPROVED on April 26, 2023
Ratified by the Members of the Corporation: June 28, 2023

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PREAMBLE

WHEREAS the objects of the Corporation shall be to promote the health of the general public by:

1. Establishing, maintaining and operating, on multiple sites, a hospital or hospitals or health facilities, with programs and services that may include, without limitation, active treatment, complex continuing care, community health, emergency, out patient, rehabilitation and therapeutic care;
2. Operating and maintaining laboratories, diagnostic imaging services, research facilities, therapeutic and rehabilitation facilities, pharmacies or dispensaries;
3. Conducting and participating in education pertaining to health care, including the education of physicians, dentists, nurses, midwives and other health care personnel as may be required;
4. Conducting and participating in research activities pertaining to health care including clinical trials, health promotion and disease prevention research; and
5. Establishing, operating, or participating in other health care or health care related programs and services that may include, without limitation, long term care, end-of-life care, in home health care, public health, and mental health and addictions services.
6. To create an equitable, inclusive and safe environment for staff, patients, caregivers and our community;
7. To commit to truth and reconciliation and the co-creation of health solutions that include Indigenous ways of knowing and healing;

NOW THEREFORE be it enacted that the following By-Law No. 1 (2023) be substituted in lieu thereof as a Bylaw of the Corporation and shall read as follows:

Article 1 - Interpretation

1.1 Definitions

In this By-law and all other By-laws of the Corporation, unless the context otherwise requires shall carry in it the following definitions:

- (a) “**Act**” means the Not-for-Profit *Corporations Act* (Ontario) 2010 and where the context requires, includes the regulations made under it and any statute that may be substituted therefor, as from time to time amended;
- (b) “**Associates**” in relation to a person means the person’s parents, siblings, children, spouse, or common-law partner, who reside in the same household as the person, and include any organization, agency, company, or person (such as a business partner) with a formal relationship to the person;
- (c) “**Board**” means the Board of Directors of the Corporation;
- (d) “**Board Chair**” means the Chair of the Board;
- (e) “**Board Vice Chair**” means one or more Vice Chair(s) of the Board.
- (f) “**Chair of the Medical Advisory Committee**” means the member of the Medical Advisory Committee appointed by the Board as Chair of the Medical Advisory Committee;
- (g) “**Corporate Nursing Executive**” means the senior nurse employed by the Hospital who reports directly to the President and CEO President and CEO and is responsible for nursing services provided in the Hospital;
- (h) “**Director**” means a member of the Board;
- (i) “**Elected Director**” means a person who is Elected or Appointed as such in accordance with the provisions outlined in Article 4 of this By-law;
- (j) “**Excellent Care for All Act**” means the *Excellent Care for All Act*, 2010, SO 2010, c. 14 (Ontario), and, where the context requires, includes the regulations made under it and any statute that may be substituted therefor, as from time to time amended;
- (k) “**Excluded Person**” means:
 - i. any member of the Professional Staff other than the members of the Medical Staff appointed to the Board pursuant to the Public Hospitals Act;
 - ii. any employee of the Corporation other than the President and CEO President and CEO. Corporate Nursing Executive and Chair, Medical Advisory Committee;
 - iii. any Associate of a member of the Professional Staff or employee of the Corporation;

- iv. any person that has a status of a bankrupt;
- (l) “**Ex-officio**” means membership of the Board of Directors “by virtue of office” and includes all rights, responsibilities, and power to vote unless otherwise specified;
- (n) “**Extended Class Nursing Staff**” means those Registered Nurses in the Extended Class who are:
 - i. employed by the Hospital and are authorized to diagnose, prescribe for or treat patients in the Hospital; and
 - ii. not employed by the Hospital and to whom the Board has granted privileges to diagnose, prescribe for or treat patients in the Hospital;
- (o) “**Hospital**” means the public hospital operated by the Corporation;
- (p) “**Medical Advisory Committee**” means the Medical Advisory Committee established by the board as required by the *Public Hospitals Act*;
- (q) “**Medical Staff**” means the Physicians who have been appointed to the Medical Staff by the Board;
- (r) “**Members**” means members of the Corporation as described in Article 2;
- (s) “**Midwife**” means a midwife in good standing with the College of Midwives of Ontario;
- (t) “**Midwifery Staff**” means the Midwives who have been appointed to the Midwifery Staff by the Board;
- (u) “**Patient**” means, unless otherwise specified or the context otherwise requires, any in-patient or out-patient of the Corporation;
- (v) “**Person**” means and includes any individual, corporation, partnership, or any other form of entity or organization;
- (w) “**Physician**” means a medical practitioner in good standing with the College of Physicians and Surgeons of Ontario;
- (x) “**President and CEO**” means, in addition to “administrator” as defined in the *Public Hospitals Act*, the President and CEO of the Corporation
- (y) “**Policies**” means the Board, administrative, and clinical policies of the Corporation;
- (z) “**Professional Staff**” means the Medical Staff, Dental Staff, Midwifery Staff and Extended Class Nursing Staff;
- (aa) “**Public Hospitals Act**” means the *Public Hospitals Act*, RSO 1990, c. C.38 (Ontario), and, where the context requires, includes the regulations made under it and any statute that may be substituted therefor, as from time to time amended;

- (bb) “**Registered Nurse in the Extended Class**” means a member of the College of Nurses of Ontario who is a registered nurse and holds an extended certificate of registration under the *Nursing Act, 1991*;
- (cc) “**Research Institute**” means the London Health Sciences Centre Research Institute;
- (dd) “**Rules**” means a rule adopted by the Board in accordance with section 15.1; and
- (ee) “**Special Resolution**” means a resolution that (i) is submitted to a special meeting of the Members 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;
- (ff) “**Stakeholder Representative**” means a person entitled to receive notice of, attend and participate in discussions but not vote at, open meetings of the Board, who shall hold the position of one of the following:
- Chair, Board of Directors of the London Health Sciences Foundation; and
 - Chair, Children’s Hospital Foundation.

Whenever possible, Stakeholder Representatives shall attend in-person. On occasion and with notice to the Board, Stakeholder Representatives may appoint a senior member of their Board/Organization to attend on their behalf unless otherwise identified by formal agreement;

- (gg) “**University**” means The University of Western Ontario, London, Ontario, Canada;

1.2 Interpretation

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

- a) All terms which are contained in this By-Law and which are defined in the *Act* or the *Public Hospitals Act* shall have the meanings given to such terms in the *Act* or the *Public Hospitals Act*. In the case of a conflict between the provisions of the *Act* and the *Public Hospitals Act*, the *Public Hospitals Act* shall prevail.
- b) The use of the singular number shall include the plural and vice versa and the use of any gender shall include the masculine, feminine and neutral genders.
- c) Unless expressly indicated otherwise in this By-Law, the President and CEO may appoint a delegate to perform any of the President and CEO's duties under this By-Law except to vote at a meeting of the Corporation, but the President and CEO shall remain ultimately responsible for the performance of such duties.
- d) The headings used in the By-Law are inserted for reference purposes only and are not to be considered 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.
- e) Any references herein to any law, by-law, rule, regulation, order or act of any government, governmental body or other regulatory body shall be construed as a reference thereto as amended or re-enacted from time to time or as a reference to any successor thereto

Article 2 - Membership in the Corporation

2.1 Members

The Members of the Corporation shall consist of the Elected Directors of the Corporation.

2.2 Voting

Each Member shall be entitled to one vote and in accordance with the *Public Hospitals Act*, no Member shall be entitled to vote by proxy at a meeting of the Corporation;

Article 3 - Meetings of Members

3.1 Location

Meetings of the Members shall be held at the head office of the Corporation or at any place in Ontario as the Board may determine and reasonably communicated to the Members.

3.2 Annual Meetings

In accordance with the *Public Hospitals Act*, the annual meeting of Members shall be held between the first day of April and the thirty-first day of July of each year, unless the Minister of Health directs that the annual meeting be held at another time, and the Board shall comply with the direction of the Minister.

3.3 Calling Meetings

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

3.4 Meetings of Members Held Electronically

- a) Any person entitled to attend a meeting of Members may participate in the meeting by telephonic or electronic means that permits all participants to communicate adequately with each other during the meeting if the Corporation makes such means available, and a person participating in the meeting by those means is deemed to be present at the meeting
- b) If the Board, Board Chair, or Members call a meeting of Members, the Board or Board Chair may determine that the meeting be held entirely by telephonic or electronic means that permits all participants to communicate adequately with each other during the meeting.

3.5 Quorum

A majority of the Members entitled to vote in attendance at a meeting will constitute a quorum at a meeting of Members. If a quorum is present at the opening of a Members' meeting, the Members present may proceed with the business of the meeting, even if a quorum is not present throughout the meeting.

3.6 Notice

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

- a) by sending it to each Member entitled to notice by one of the methods set out in section 16.1 of this By-law, below, addressed to the Members at their most recent

addresses as shown on the Corporation's records at least ten (10) calendar days prior to the meeting with the date notice is given being excluded from the calculation and the date of the meeting being included in the calculation of the date; or

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

3.7 Votes

- a) Each Member entitled to vote and in attendance at a meeting shall have the right to exercise one vote.
- b) At all meetings of Members of the Corporation every question shall be determined by a majority of votes unless otherwise specifically provided by statute or by this By-law.
- c) Votes at all meetings of Members shall be cast by those Members in attendance at the meeting and not by proxy.
- d) In the case of an equality of votes, the chair of the meeting shall have a second vote to break the tie.
- e) At any meeting of Members, unless a poll is demanded, a declaration by the chair of the meeting that a resolution has been carried or carried unanimously or by a particular majority or lost or not carried by a particular majority shall be conclusive evidence of the fact.

3.8 Chair of the Meeting

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

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

3.9 Adjourned Meetings of Members and Notice Thereof

If within one-half (½) hour after the time appointed for a meeting of the Members of the Corporation, a quorum is not present, the meeting shall stand adjourned until a day to be determined by the Board. Any adjourned meeting shall be re-scheduled for a date a minimum of three (3) calendar days following the adjourned meeting, commencing on the day following the adjourned meeting.

Article 4 - Directors

4.1 Composition of Board

The Board shall consist of:

- a) fifteen (15) Elected Directors who satisfy the criteria set out in section 4.3 of these By-laws and who are elected by the Members entitled to vote in accordance with section 4.8 or appointed in accordance with section 4.10; and
- b) the following four (4) *ex-officio* non-voting Directors:
 - i. President and CEO
 - ii. Chair, Medical Advisory Committee;
 - iii. President of the Professional Staff Organization;
 - iv. Corporate Nursing Executive

4.2 Duties and Responsibilities

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

The Board shall establish specific documents and policies to address the following:

- a) roles and responsibilities of the Board
- b) a code of conduct policy;
- c) conflict of interest policy;
- d) confidentiality policy; and
- e) such other policies as are established by the Board from time to time;

4.3 Director's Consent to Act

A person 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.

4.4 Qualifications of Elected Directors

No person shall be qualified for election or appointment as a Director referred to in section 4.1(a) if the person:

- a) is less than eighteen (18) years of age;
- b) has been found under the Substitute Decision Act, 1992 or under the Mental Health Act to be incapable of managing property;
- c) has been found to be incapable by any court in Canada or elsewhere;
- d) has the status of a bankrupt;
- e) is an “ineligible individual” as defined in the Income Tax Act (Canada or any regulations made under it);
- f) does not have a principal residence or carry on business within the area served by the Corporation as established by the Board from time to time; and
- g) is defined as an Excluded Person under the definition as noted in section 1.1 of this By-law

4.5 Vacation of Office

The office of a Director shall be automatically vacated:

- a) if a Director shall resign such office by delivering a written resignation to the Secretary of the Corporation;
- b) if the Director becomes bankrupt; or
- c) if in the case of an Elected Director the Elected Director becomes disqualified by virtue of section 4.4(b) through 4.4 (g).

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

4.6 Removal

The office of an Elected Director may be vacated by ordinary resolution at a special meeting of the Members:

- a) if an Elected Director, without being granted a leave of absence by the Board, is absent for three (3) consecutive meetings of the Board, or if a Director is absent for one quarter ($\frac{1}{4}$) or more of the meetings of the Board in any twelve (12) month period; or

- b) if an Elected Director fails to comply with the *Public Hospitals Act*, the Act, the Corporation's Articles, By-laws, Rules, policies and procedures adopted by the Board, including without limitation, confidentiality and conflict of interest requirements.

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

4.7 Election and Term

Elected Directors shall be elected and shall retire in rotation as herein provided. The Elected Directors referred to in section 4.1(a) shall be elected up to a maximum term of three (3) years provided that each such Elected Director shall hold office until the earlier of the date on which the Elected Director's office is vacated pursuant to sections 4.5 or 4.6 or until the end of the meeting at which an Elected Director's successor is elected or appointed. A minimum of four (4) Elected Directors shall retire from office each year subject to re-election as permitted by section 4.9.

4.8 Nomination Procedure for Election of Directors

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

4.9 Maximum Terms

Each Elected Director referred to in section 4.1(a) shall be eligible for re-election provided that such Director shall not be elected or appointed for a term that will result in the Director serving more than nine (9) consecutive years.

Despite the foregoing:

- a) The maximum term of the Board Chair may, by resolution of the Board, be extended for a period up to three (3) additional years as is required by the Director to complete the term of office.
- b) Following a break of at least one (1) year in service, a person may be re-elected as Director for further terms in accordance with the above.

4.10 Filling Vacancies

So long as there is a quorum of Elected Directors in office, any vacancy occurring in the Board of Directors may be filled by a qualified person appointed for the remainder of the term by the Directors then in office

In the absence of a quorum of the Board, or if the vacancy has arisen from a failure of the Members to elect the number of Directors required to be elected at any meeting of Members, any Elected Director of the Board shall forthwith call a meeting of Members to fill the vacancy. A Director so appointed or elected shall hold office for the unexpired portion of the term vacated.

4.11 Directors Remuneration

The Directors shall serve as such without remuneration and no Director shall directly or indirectly receive any profit from the position held except where a Director may be reimbursed reasonable expenses incurred by the Director in the performance of their assigned duties. Notwithstanding the foregoing, Director who is a member of the Board *Ex-Officio* either because the *Public Hospitals Act* or its regulations requires that person to be a member of the Board, or because that person is the administrator of the hospital under the *Public Hospitals Act*, that Member may be paid remuneration and reimbursed for expenses incurred in connection with services provided by the Director to the Corporation in the Director's capacity other than as a Director, provided that the amount of any such remuneration or reimbursement is considered reasonable by the Board.

Article 5 - Meetings of Directors

5.1 Meetings of Directors

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

5.2 Regular Meetings

- a) The Board may appoint one (1) or more days for regular meetings of the Board at a place and time named by it. A copy of any resolution of the Board fixing the place and time of regular meetings of the Board shall be given to each Director forthwith

after being passed and subject to section 5.2(b) no other notice shall be required for any such regular meeting.

- b) Notice of a Board meeting need not specify the purpose of or the business to be transacted at the meeting, unless the meeting is intended to deal with any of the following matters, in which case the notice must specify that matter:
 - i. to submit to the Members any question or matter requiring their approval;
 - ii. to fill a vacancy among the Directors or in the position of auditor;
 - iii. to appoint additional Directors;
 - iv. to issue debt obligations, except as authorized by the Directors;
 - v. to approve any annual financial statements; or
 - vi. to adopt, amend, or repeal by-laws.

5.3 Closed Meetings

The Board Chair or a Board Vice Chair of the Board may call a meeting or declare any portion of a regular or special meeting of the Board to be a closed meeting. This will ensure that, where appropriate, sensitive or confidential matters may be properly discussed and/or acted upon in a forum which is not open to the public.

In addition to the above clause;

- a) All matters brought before a closed session remains confidential until they are moved by the Board to an open session. The Board shall pass a resolution with respect to those items that are to be moved to an open session.
- b) During a closed session, all persons who are not Board Directors shall be excluded from the meeting. However, hospital personnel and others may be permitted to attend all or a portion of the closed session upon the invitation of the Board Chair or at the invitation of the President and CEO with the approval of the Board Chair.

5.4 Meetings held Remotely

If all the Directors present at or participating in the meeting consent, a meeting of Directors or a meeting of a committee of the Board may be held by telephonic or electronic means that permits all persons participating in the meeting to communicate adequately with each other during the meeting. A Director or Board committee member so participating in a meeting is deemed for the purposes of the Act to be present at the meeting.

5.5 Notices

Notice of meetings, other than regular meetings, shall be given to all Directors at least two (2) calendar days prior to the meeting. The Board Chair, a Board Vice Chair of the Board or the President and CEO in consultation with the Board Chair may call a meeting on less notice, by such means as are deemed appropriate, provided that notice is given to all Directors and the majority of the Directors consent to the holding of such meeting. In calculating the said two (2) calendar day notice period Saturdays, Sundays and all statutory holidays in the Province of Ontario shall be excluded. The date notice is given shall be excluded from the calculation and the date of the meeting being included. Notice of a meeting that continues an adjourned Board meeting is not required to be given if the time and place of the continued meeting is announced at the meeting that is adjourned.

5.6 Quorum

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

5.7 First Meeting of New Board of Directors

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

5.8 Persons Entitled to be Present

Guests may attend open meetings of the Board. The Board shall adopt a policy with respect to the attendance of the public at meetings of the Board.

5.9 Voting

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

5.10 Casting Vote

In the case of an equality of votes cast by the members present the meeting, the Board Chair shall have a second vote.

5.11 Adjournment of the Meeting

If within one-half (½) hour after the time appointed for a meeting of the Board a quorum is not present, the meeting shall stand adjourned until a day within two (2) weeks to be determined by the chair of the meeting.

Article 6 - Conflict of Interest Disclosure

6.1 Disclosure of Conflict

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

their interest forthwith after the Director or officer becomes aware of the contract or transaction or proposed contract or transaction.

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

Article 7 - Protection of Officers and Directors

7.1 Directors Liability

Any Director or Officer of the Corporation shall not be liable for any act, receipt, neglect or default of any other Director, Officer or employee or for any loss, damage or expense

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happening to the Corporation through any deficiency of title to any property acquired by the Corporation or for any deficiency of any security upon which any moneys of the Corporation shall be invested or for any loss or damage arising from bankruptcy, insolvency or tortious act of any person including any person with whom any moneys, securities or effects shall be deposited or for any loss, conversion, or misappropriation of or any damage resulting from any dealings with any moneys, securities or other assets belonging to the Corporation or for any other loss, damage or misfortune which may happen in the execution of the duties of such Director's or Officer's respective office unless such occurrence is as a result of such Director's or Officer's own willful neglect or default.

7.2 Indemnities to Directors and Others

- a) The Corporation shall indemnify a Director or officer of the Corporation, a former Director or officer of the Corporation, or an individual who acts or acted at the Corporation's request as a director or officer, or in a similar capacity, of another entity, against all costs, charges, and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by the individual in respect of any civil, criminal, administrative, investigative, or other action or proceeding in which the individual is involved because of that association with the Corporation or other entity.
- b) The Corporation may advance money to an individual referred to in section 7.2(a) for the costs, charges, and expenses of an action or proceeding referred to in that section, but the individual shall repay the money if the individual does not fulfil the conditions set out in section 7.2(c).
- c) The Corporation shall not indemnify an individual under section 7.2 (a) unless:
 - i. the individual acted honestly and in good faith with a view to the best interests of the Corporation or other entity, as the case may be; and
 - ii. if the matter is a criminal or administrative proceeding that is enforced by a monetary penalty, the individual had reasonable grounds for believing that their conduct was lawful.
- d) The indemnity provided for in section 7.2(a) shall not apply to any liability that a Director or officer, or former Director or officer, of the Corporation, or individual, may sustain or incur as the result of any act or omission as a Professional Staff member.

Article 8 - Committees

8.1 Committees

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

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

8.2 Functions, Duties, Responsibilities and Powers of Standing Committees

The functions, duties, responsibilities and powers of committees shall be provided in the resolution of the Board by which such committee is established or in terms of reference adopted by the Board.

- a) Subject to paragraph 8.2 (c), no decision of a committee shall be binding on the Board unless approved by resolution of the Board or the Executive Committee where applicable.
- b) Subject to paragraph 8.2 (a), The Executive Committee shall:
 - i. act for the Board in emergency situations (as determined by the Board Chair) that require Board action where it is impractical to convene a quorum of the full Board, or when specifically authorized by the Board to act in its stead;
 - ii. study, advise and make recommendations to the Board on any matter as directed by the Board or requested by the Board Chair.
- c) Committees of the Board are established primarily to make recommendations to the Board and they may not commit the Board in any matter unless authority to do so has been specifically delegated by the Board and permitted by law. Unless otherwise authorized by the Board, committees of the Board shall report only to the Board. Notwithstanding the foregoing, the Board may delegate to any committee comprised entirely of Directors any of the Board's powers, other than the following powers:
 - i. to submit to the Members any question or matter requiring the Members' approval;
 - ii. to fill a vacancy among the Directors or in the position of auditor;
 - iii. to appoint additional Directors;
 - iv. to issue debt obligations, except as authorized by the Board;

- v. to approve any annual financial statements; or
- vi. to adopt, amend, or repeal by-laws.

8.3 Committee Members, Chair of Committee

Unless otherwise provided by by-law or by Board resolution, the Board shall appoint the members of the committee, the Chair of the Committee and, if desirable, the Vice Chair thereof. The members of any committee (other than an Executive Committee, if any) need not be Elected Directors of the Corporation. The members and the chair and vice chair of a committee will hold their offices at the will of the Board. Each chair of a Standing Committee shall be an Elected Director of the Board. Unless otherwise provided, the Board Chair and President and CEO shall be ex-officio members of all committees.

8.4 Community Engagement

- a) The Board shall ensure that the Corporation establishes one or more Advisory Council(s).
- b) Advisory Council(s) shall engage the community of diverse persons and entities in the areas where it provides health services when developing plans and setting priorities for the delivery of health services as cited by *Connecting Care Act, 2019* (s. 44(1))
- c) The functions, duties, responsibilities, composition and mandate of the council (s) shall be established by the Board and shall be set out in the terms of reference of each individual council.
- d) All council(s) shall be reviewed, evaluated and revised, as may be appropriate, on an annual basis by each council who shall submit a report to the Governance Committee.

Article 9 - Officers

9.1 Officers

The officers of the Corporation shall include:

- i. Chair of the Board;
- ii. Vice Chair (s) of the Board;
- iii. President and CEO and Secretary; and
- iv. Treasurer.

The officers shall be elected or appointed by resolution of the Board at the first meeting of the Board following the annual meeting of the Members at which the Directors are elected or at such other times when a vacancy shall occur. A person may hold more than one office.

9.2 Terms of Office

Unless otherwise provided in this By-law, the Officers of the Corporation shall hold office for two (2) years from the date of appointment or election or until their successors are elected or appointed in their stead and shall be eligible for reappointment. Officers shall be subject to removal by resolution of the Board at any time. A Director elected as a Board Chair, or a Board Vice Chair of the Board may have their term extended by one (1) further year in 'exceptional circumstances'. The determination of what constitutes 'exceptional circumstances' shall be recommended by the Governance Committee to the Board of Directors. Any such extension shall be approved by simple Board majority.

9.3 Filling Vacancies

If an office becomes vacant during the course of a term, whether by resignation, removal or otherwise, the Board shall have the authority to appoint an eligible person to fill the vacancy. A person elected or appointed to fill a vacancy shall be entitled to complete the uncompleted term of office of that person's predecessor, which period of time shall not be counted against that person's maximum number of years of service in that particular office.

Article 10 - Duties of Officers

10.1 Chair of the Board

The Chair shall be elected by the Board from among the Elected Directors. The Chair shall, when present, preside at all meetings of the Members, Board and Executive Committee and shall represent the Corporation and the Board as may be required or appropriate and shall have such other powers and duties as the Board may specify. The Chair shall be an *ex-officio* member of all committees of the Board. The Chair shall be elected for a term no longer than two (2) consecutive years.

10.2 Vice Chair (s) of the Board

A Vice Chair shall, in the absence, disability, or unwillingness of the Chair, perform the duties and exercise the powers of the Chair and shall perform those other duties as the Board may specify. Where two or more Vice Chairs are appointed they shall be designated First Vice Chair, Second Vice Chair, and so on. The Chair, or failing the Chair, the Board,

shall designate which of the Vice Chairs shall exercise the powers and perform the duties of the Chair as contemplated in this section.

10.3 Treasurer

The Treasurer shall be elected by the Board from among the Elected Directors. A Director elected to fill the Treasurer of the Board role, may serve in the Treasurer role for no longer than two (2) consecutive two-year terms. The Director is eligible to serve in that office again, following a break in the continuous service of at least one (1) year.

The Treasurer shall, when present, preside as chair of the Finance and Audit Committee. The Treasurer shall report regularly to the Board about the activities, concerns, recommendation and actions of the Audit Committee;

In addition, the Treasurer shall;

- a) ensure that the investment policy as established by the Board is in place, and monitor compliance with the policy;
- b) present to the Members of the Corporation at the annual general meeting of members, as part of the annual report, an audited financial statement of the financial position of the Hospital prepared by the auditors prior to the Meeting; and
- c) perform such other duties as determined by the Board.

10.4 President and CEO

a) Appointment of the President and CEO

- i. The President and CEO who shall also be President of the Corporation shall be appointed by the Board in accordance with its selection process as defined in the CEO Succession Policy.
- ii. The President and CEO shall be the Secretary of the Corporation and Secretary of the Board.
- iii. The Board may at any time revoke or suspend the appointment of the President and CEO.

b) Duties of President and CEO

- i. The duties of the President and CEO shall include the exercise of the authority delegated to the President and CEO by the Board through Board Policies for the organization and operation of the Hospital, and the President and CEO shall be accountable to the Board for the organization's implementation of applicable

Board Policies and for the operation of the Hospital consistent with the reasonable interpretation of Board Policies.

- ii. The President and CEO shall perform such other duties as may be determined from time to time by the Board and, if applicable, in the employment agreement for the President and CEO.
- iii. The President and CEO shall ensure there are appropriate procedures in place for the appointment of the Corporate Nursing Executive.

The President and CEO shall be the President of the Corporation and the administrator of the Hospital for the purposes of the *Public Hospitals Act*. Subject to the authority of the Board, the President and CEO shall be responsible for the administration, organization and management of the affairs of the Corporation.

10.5 Secretary

The Secretary shall carry out the duties of the secretary of the Corporation generally and shall attend or cause a recording secretary to attend all meetings of the Members, Board, Standing and Special Committees as required to act as a clerk thereof and to record all votes and minutes of all proceedings in the testamentary documentation to be kept for that purpose. The Secretary shall give or cause to be given notice of all meetings of the Members and of the Board of Directors and shall perform such other duties as may be prescribed by the By-laws or the Board. Notwithstanding, the Secretary may delegate any duties that are appropriate and lawfully delegable, but remains responsible for the fulfillment of such duties.

Article 11 - Organization and Financial

11.1 Seal

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

11.2 Bonding-Fidelity Insurance

- i. 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.
- ii. The requirements of paragraph 11.2(i), above, may be met by an alternative form of employee fidelity insurance such as, but not limited to, a blanket position bond, a commercial blanket bond, or a comprehensive dishonesty, disappearance and destruction policy, at the discretion of the Board.

- iii. The Corporation shall pay the expense of any fidelity bond or policy secured under paragraph 11.2(i) or 11.2(ii) above.

11.3 Banking and Borrowing

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

- a) transact the banking business of the Corporation or any part of it with those banks, trust companies, or other financial institutions as the Board may determine from time to time.
- b) borrow money on the credit of the Corporation
- c) issue, reissue, sell, or pledge debt obligations of the Corporation;
- d) give a guarantee on behalf of the Corporation to secure performance of an obligation of any person; and
- e) mortgage, pledge, or otherwise create a security interest in all or any property of the Corporation, owned or subsequently acquired, to secure any obligation of the Corporation.

11.4 Investments

- a) The Corporation may invest its funds as the Board thinks fit, subject to the Articles or any limitations accompanying a gift.
- b) The provisions of this Article are in addition to any Board-Approved Investment Policy.

11.5 Signing Officers and Execution of Documents

- a) Deeds, transfers, assignments, contracts, obligations, certificates and other instruments requiring the corporate seal shall be signed on behalf of the Corporation by two (2) persons, one (1) of whom holds the office of Board Chair or Board Vice Chair and the other one (1) of whom holds the office of Secretary, Treasurer or any other office created by By-Laws of the Board. The President and CEO may sign any instrument with any other Officer so named above.
- b) In addition, the Board may direct, by resolution, the manner in which, and the person or persons by whom, any particular instrument or class of instruments may or shall be signed. Any signing Officer may affix the corporate seal thereto.

11.6 Financial Year

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

11.7 Appointment of Auditor

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

Article 12 - Books and Records

12.1 Books and Records

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

12.2 Board Spokesperson

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.

Article 13 - Matters Required by the Public Hospitals Act and other Applicable Legislation

13.1 Professional Staff

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

13.2 Required Committees and Programs

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

13.3 Fiscal Advisory Committee

The President and CEO shall appoint the members of the fiscal advisory committee required to be established pursuant to the regulations under the *Public Hospitals Act*.

13.4 Corporate Nursing Executive

The President and CEO President and CEO shall ensure there are appropriate procedures in place for the appointment of the Corporate Nursing Executive.

13.5 Nurses and other Staff and Professionals on Committees

The President and CEO shall from time to time approve a process for:

- a) the participation of the Corporate Nursing Executive, nurse managers, and staff nurses, staff and other professionals of the Corporation in decision making related to administrative, financial, operational and planning matters; and
- b) for the appointment of the Corporate Nursing Executive, staff nurses or nurse managers and other staff and professionals of the Corporation to those administrative committees approved by the President and CEO to have a nurse, staff or professional representation.

13.6 Retention of Written Statements

The President and CEO 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.

13.7 Occupational Health and Safety Program

- a) Pursuant to the regulations under the *Public Hospitals Act*, there shall be an Occupational Health and Safety Program for the Corporation.
- b) The program referred to in section 13.7(a), above, shall include procedures with respect to:
 - i. a safe and healthy work environment in the Corporation;
 - ii. the safe use of substances, equipment and medical devices in the Corporation;
 - iii. safe and healthy work practices in the Corporation;

- iv. the prevention of accidents to persons on the premises of the Corporation; and
 - v. the elimination of undue risks and the minimizing of hazards inherent in the Corporation environment.
- c) The person designated by the President and CEO to be in charge of occupational health and safety in the Corporation shall be responsible to the President and CEO or their delegate for the implementation of the Occupational Health and Safety Program.
- d) The President and CEO shall report to the Board annually or as necessary on matters in respect of the Occupational Health and Safety Program and subsequent amendments to procedures and policies.

13.8 Health Surveillance Program

- a) Pursuant to the regulations under the *Public Hospitals Act*, there shall be a Health Surveillance Program for the Corporation, which shall be in respect of all individuals carrying on activities in the Corporation and include a communicable disease surveillance program.
- b) The Chief Executive Officer shall designate an individual to be in charge of health surveillance in the Corporation, who shall be responsible to the Chief Executive Officer or their delegate for the implementation of the health surveillance program.
- c) The President and CEO shall report to the Board annually or as necessary on matters in respect of the Health Surveillance Program and subsequent amendments to procedures and policies.

13.9 Organ Donation

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

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

Article 14 - Rules of Order and Policies

14.1 Rules of Order

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

14.2 Policies

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

Article 15 - Notices

15.1 Notice

- a) Whenever under the provisions of the by-laws of the Corporation notice is required to be given, unless otherwise provided such notice may be given in writing and hand delivered or sent by facsimile transmission or by electronic means, if there is a record that the notice has been sent addressed to the Director, Officer, Member of a committee, Member or auditor at the facsimile number or electronic means address, as the case may be, as the same appears on the books of the Corporation. Any notice sent by the following means shall conclusively be deemed to be received as follows: (a) if by electronic means, on the next business day after transmission; and (b) if delivered, at the time of delivery.
- b) Notwithstanding the foregoing provisions with respect to electronic means, in the event that delivery of correspondence by hand-delivery, or electronic means, including facsimile is delayed due to circumstances that could not reasonably have been foreseen, avoided, overcome or provided against (including strikes, [work stoppages and slowdowns], riots, insurrections, wars (whether declared or not), hostilities, invasions, acts of terrorism, acts of foreign enemies, military mobilization, military or national emergencies, acts of Governmental Authority whether lawful or unlawful, compliance with any law or governmental order, expropriation; natural

disasters, power outages and interruptions, brownouts, and fire), but does not include general economic or other conditions affecting financial markets generally, then the mailing of any such notice as aforesaid shall not be an effective means of sending the same but rather any notice must then be sent by an alternative method as the Board may reasonably determine, through which it may reasonably be anticipated that the Members will receive a and all notices.

15.2 Computation of Time

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

15.3 Omissions and Errors

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

15.4 Waiver of Notice

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

Article 16 - Amendment of By-laws

16.1 Amendment

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

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- i. to add, change, or remove a provision respecting the transfer of a membership;
 - ii. to change the manner of giving notice to Members; or
 - iii. to change the method of voting by Members not in attendance at a Members' meeting.
- b) The Board shall submit the by-law, amendment, or repeal to the Members at the next Members' meeting, and the Members may confirm, reject, or amend the by-law, amendment, or repeal by ordinary resolution.
 - c) Subject to section 16.1 (d), the by-law, amendment, or repeal is effective from the date of the Board resolution.
 - d) If the by-law, amendment, or repeal is confirmed or confirmed as amended by the Members, it remains effective in the form in which it was confirmed.
 - e) The by-law, amendment, or repeal ceases to have effect if the Board does not submit it to the Members as required under 16.1 (b) or if the Members reject it.
 - f) If a by-law, amendment, or repeal ceases to have effect, a subsequent Board resolution that has substantially the same purpose or effect is not effective until it is confirmed or confirmed as amended by the Members.
 - g) In any case of rejection, amendment, or refusal to approve the by-law or part of the by-law in effect in accordance with this section, no act done or right acquired under any by-law is prejudicially affected by any rejection, amendment, or refusal to approve.

16.2 Notice

Where it is intended to pass or amend the By-Laws at a meeting of the Board, written notice of such intention shall be sent by the Secretary to each Director by electronic means at the Director's electronic means address as shown on the records of the Corporation not less than ten (10) days before the meeting.

Where the notice of intention required by paragraph above is not provided, any proposed By-Laws or amendments to the By-Laws may nevertheless be moved at the meeting and discussion and voting thereon adjourned to the next meeting, for which no notice of intention need be given.

16.3 Amendments to Credentialed Professional Staff By-law

Prior to submitting all or any part of the Credentialed Professional Staff By-law to the process established in section 16, the procedures set out in the Credentialed Professional Staff By-law shall be followed.

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