PART I

ADMINISTRATIVE BY-LAWS

ST. MARY'S GENERAL HOSPITAL

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ST. MARY'S GENERAL HOSPITAL BY-LAW

PREAMBLE

WHEREAS St. Mary's General Hospital was established by the Sisters of St. Joseph of Hamilton in 1924 to serve the community of Kitchener-Waterloo and surrounding district;

AND WHEREAS St. Mary's General Hospital is owned by the St. Joseph's Health System;

AND WHEREAS St. Mary's General Hospital follows the Health Ethics Guide of the Catholic Health Association of Canada and the Mission and Values of St. Joseph's Health System;

AND WHEREAS the objects of The St. Mary's General Hospital are:

1. To establish and maintain permanent facilities to provide a continuum of health services in collaboration with other health care organizations, academic institutions and professionals in a manner that ensures high quality care. Such services include but are not limited to inpatient services and ambulatory, therapeutic and diagnostic care services;

2. To carry out research and educational activities related to rendering care to the sick and injured, or to the promotion of health, that in the opinion of the Board may be justified by the facilities, personnel, funds or other requirements that are or can be made available;

3. To participate as far as circumstances may warrant in any activity directed toward the promotion and maintenance of health and the prevention of illness consistent with its mission and values, and continually to seek innovative means to improve the delivery of health care; and

4. To establish and maintain means whereby all clinical care and all quality management programs in the institution are continually monitored for the purpose of ensuring that patient well-being takes precedence over all other concerns in a manner consistent with the Hospital's mission, vision, and values.;

AND WHEREAS the Board of Trustees of St. Mary's General Hospital deems it expedient that all By-Laws of the Hospital heretofore enacted be revoked and the following By-Laws adopted for regulating the affairs of the Hospital,

NOW, THEREFORE, THE FOLLOWING BE AND ARE HEREBY ENACTED as the By-Laws of the Hospital.

PART I – ADMINISTRATIVE BY-LAW

ARTICLE 1 - INTERPRETATION AND DEFINITIONS

1.1 Interpretation

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

(i) all terms which are contained in this By-Law and which are defined in the *Public Hospitals Act* (Ontario) (***"Public Hospitals Act"***), the *Excellent Care for All Act* and the *Charitable Institutions Act* or the Regulations made there under shall have the meanings given to such terms in the *Public Hospitals Act, the Excellent Care for All Act* and the *Charitable Institutions Act* or the Regulations made thereunder;

(ii) the use of the singular number shall include the plural and vice versa, the use of masculine gender shall include the masculine, feminine and neuter genders. Words importing persons shall be deemed to include bodies corporate, corporations, partnerships, trusts, and any number of aggregate of persons;

(iii) the headings used in this By-Law are inserted for reference purposes only and are not to be considered or taken into account in construing the terms or provisions hereof or to be deemed in any way to clarify, modify or explain the effect of any such terms or provisions; and

(iv) 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.

1.2 Definitions

(a) In this By-Law:

(i) **"Board of Trustees"** means the Board of Trustees of St. Mary's General Hospital;

(ii) **"CEO of St. Joseph's Health System"** means the President and Chief Executive Officer of the Corporation;

(iii) **"Chair of the Medical Advisory Committee"** means the member of the medical staff appointed by the Board of Trustees to chair the Medical Advisory Committee of the Hospital;

(iv) **"Chief Nursing Executive"** means the senior nurse employed by the Hospital and appointed by the President, who reports directly to the President, and is responsible for nursing services provided in the Hospital (as per definition in *Public Hospital Act* (Ontario);

(v) **"Corporation"** means St. Joseph's Health System;

(vi) **"Excellent Care for All Act" means the Excellent Care for All Act (Ontario) and where the context so requires, the regulations made thereunder;**

(vii) **"Ex-officio"** means membership "by virtue of the office" ;

(viii) "**Hospital**" means the St. Mary's General Hospital;

(ix) **"Members"** means those persons who shall from time to time be Directors of the Corporation;

(x) **"President"** means, in addition to 'administrator' as defined in Section 1 of the *Public Hospitals Act*, the employee who is appointed by the President and Chief Executive Officer of the Corporation through a Memorandum of Understanding;

(xi) **"Chair of St. Joseph's Health System"** means the Chair of the Board of Directors of the Corporation;

(xii) **"Professional Staff"** means a member of the Medical, Dental, and Extended Class Nursing Staff; and

(xiii) **"Trustee"** means a member of the Board of Trustees.

ARTICLE 2 - MEMBERSHIP

2.1 The Members of the Corporation shall include:

(a) Those persons who from time to time shall be the Directors of the Corporation.

ARTICLE 3 - NOMINATIONS AND BOARD OF TRUSTEE COMPOSITION

3.1 Nominations to the Board of Trustees

(a) Subject to this section and all other provisions of this By-Law, nominations for appointment as Trustee of the Board of Trustees of the Hospital may be made only by the Governance Committee of the Board of Trustees. For greater certainty, nominations shall be made for confirmation by the Board of Trustees and appointment by the Corporation further to the Hospital Board of Trustees Policy for nominations. For further certainty, nominations shall be made for election by the Members.

3.2 Board of Trustees Composition

(a) The Board of Trustees of the Hospital shall consist of nineteen (19) Trustees as follows:

(i) Twelve (12) Trustees shall be elected by the Members for a three-year term of office;

(ii) The President of the Medical Staff, the President, the Chief Nursing Executive and the Chair of the Medical Advisory Committee shall be non-voting ex-officio Trustees;

(iii) The President of the Volunteer Association shall be a Trustee by virtue of office;

(iv) One Trustee shall be nominated by the St. Mary's General Hospital Foundation Board;

(v) The Regional Municipality of Waterloo shall be invited to nominate one of their members to sit as a Trustee.

3.3 Term

(a) At the first election following the approval of the By-Law, nominations for election for a Trustee to be elected pursuant to Subsection 3.1 at the Annual Meeting of the Hospital may be made only by the Governance Committee of the Board of Trustees;

(b) Each Trustee elected at the Annual Meeting shall be for a term of three (3) years expiring on the date of the Annual Meeting at the end of one's designated term.

3.4 Term of Office Restrictions

(a) No member of the Professional Staff of the Hospital shall be eligible for appointment to the Board of Trustees except as where otherwise provided by this By-Law.

(b) No spouse, child, parent, brother or sister of any person included in subsection (a) above, nor the spouse of any such child, parent, brother or sister shall be eligible for appointment to the Board of Trustees.

(c) No person may be appointed a Trustee for more terms than will constitute (9) consecutive years of services, provided however that:

(i) following a break of continuous service of at least one (1) year, the same person may be appointed Trustee;

(ii) the Board may appoint a person for a term or part of a term where the person will have served for more than nine (9) consecutive years, where

such appointment is approved by a motion carried by a minimum of two thirds of the Trustees as described at article 3.2(a).

(d) Normally, no Trustee may serve as Chair, Vice-Chair, or Treasurer of the Board of Trustees for more than two consecutive annual terms in one office, provided however that following a break in continuous service of at least one year, the same person may be appointed to the same office.

(e) The immediate Past Chair of the Board of Trustees may serve up to two (2) additional years in the capacity of Past Chair.

3.5 No person may serve as a Trustee if that person, either at the time of an election or during the term of the appointment, is a Trustee or a Committee Member of another public hospital, save and expect where such person is a Trustee of another institution or organization of St. Joseph's Health System.

ARTICLE 4 - DUTIES AND RESPONSIBILITIES OF EVERY TRUSTEE

4.1 The Board of Trustees shall govern the affairs of the Hospital subject to the limitations hereinafter contained and in accordance with the missions of the Corporation and of the Hospital.

4.2 Every Trustee shall:

(a) be loyal to the Corporation and the Hospital;

(b) exercise the powers and discharge the duties of the office honestly, in good faith and in the best interest of the Corporation and the Hospital; and

(c) exercise the degree of care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

4.3 In contributing to the achievement of the responsibilities of the Board of Trustees as a whole, each Trustee shall:

(a) adhere to the Hospital's mission, vision and values of the Hospital and the Corporation;

(b) work positively, co-operatively and respectfully as a member of the team with other Trustees and with the Hospital's management and staff;

(c) respect and abide by Board of Trustees decisions;

(d) normally serve on at least one (1) standing committee of the Board of Trustees;

(e) complete the necessary background preparation in order to participate effectively in meetings of the Board of Trustees and its committees;

(f) keep informed about:

(i) matters relating to the Corporation and the Hospital,

(ii) the community served, and

(iii) other health care services provided in the Local Health Integration Network;

(g) participate in the initial orientation as a new Trustee and ongoing Board of Trustees education;

(h) participate in the annual evaluation of overall Board of Trustees effectiveness; and

(i) represent the Board of Trustees, when requested.

ARTICLE 5 - CONFLICT OF INTEREST

5.1 In this Section, and for the purposes of this By-Law:

(a) "Associates" includes the parents, siblings, spouse or common law partner of the Trustee as well as any organization, agency, company or individual (such as a business partner) with a formal relationship to a Trustee;

(b) "Conflict of Interest" means any situation in which another interest or relationship impairs the ability of a Trustee to carry out the duties and responsibilities of a Trustee in an actual, potential, or perceived manner. Conflict of Interest includes, without limitation, the following areas that may give rise to a Conflict of Interest for the Trustees of the Hospital; namely:

(i) *Pecuniary or financial interest*
A Trustee is said to have a pecuniary or financial interest in a decision when the Trustee (or an Associate) stands to gain by that decision, either in the form of money, gifts, favours, gratuities, or other special considerations;

(ii) *Undue influence*
Interests that impede a Trustee in his duty to promote the greater interest of the whole community served by the Hospital.

Participation or influence in Board of Trustees decisions that selectively and disproportionately benefit particular agencies, companies and organizations, professional groups, or clients from particular demographic, geographic, political, socio-economic, cultural, or other groups is a violation of the Trustee's entrusted responsibility to the community at large; or

(iii) *Adverse Interest*

A Trustee is said to have an adverse interest to the Hospital when that Trustee or Associate is a party to a claim, application or proceeding against the Hospital.

5.2

(a) Every Trustee who, either directly or through one of his Associates has, or thinks he may potentially have a Conflict of Interest shall disclose the nature and extent of the interest at a meeting of the Board of Trustees and may be asked to absent oneself during any subsequent discussion or voting process relating to or pertaining to the conflict.

(b) A conflict of interest may occur with respect to a proposed or current contract, transaction, matter or decision of the Hospital, or any other matter that competes for the interest of the Trustee.

(c) Trustees must avoid actual or potential conflict of interest, including but not limited to those identified in the definition of "Conflict of Interest" in this By-Law.

(d) The declaration of actual or potential conflict of interest shall be disclosed to the Board of Trustees and/or at a meeting of a Board committee, the earlier of which the contract, transaction, or matter was first raised or when the member first became aware of the conflict;

(e) If the Trustee (or his Associates) becomes interested in a contract, transaction, matter or decision after the Board of Trustees meeting at which it is first raised, the Trustee shall make a declaration at the next Board of Trustees meeting;

(f) In the case of an existing contract, transaction, matter or decision the declaration shall be made at the first meeting of the Board of Trustees after the member becomes a Trustee or the interest comes into being;

(g) If a Trustee has made a declaration of a conflict of interest in compliance with this By-Law, the Trustee is not accountable to the Hospital for any profit he or she may realize from the contract, transaction, matter or decision;

(h) If the Trustee fails to make a declaration of his interest in a contract, transaction, matter or decision as required by this By-Law, this shall be considered grounds for termination of his or her position as a Trustee ;

(i) The failure of any Trustee to comply with the Conflict of Interest By-Law of the Hospital does not, in or of itself, invalidate any contract, transaction, matter or decision undertaken by the Board of Trustees;

(j) If a Trustee believes that any other Trustee is in a Conflict of Interest position with respect to any contract, transaction, matter or decision, the Trustee shall have the concern recorded in the minutes. At the request of the Chair, the Board of Trustees shall receive and obtain such information necessary to make an informed decision in respect of the alleged conflict of interest. Thereafter, at the request of

the Trustee who recorded the initial concern, the Board of Trustees shall, after the Trustee alleged to have a conflict has absented himself or herself from the room, vote on whether the Trustee alleged to have a Conflict of Interest is, in the opinion of the Board of Trustees, in a Conflict of Interest. If the Board of Trustees so finds the person in a Conflict of Interest, the Board of Trustees member may be asked to absent himself/herself during any subsequent discussion or voting process relating to or pertaining to the conflict. The question of whether or not a Trustee has a Conflict of Interest shall be determined by a simple majority of the Board of Trustees and shall be final;

(k) If the Board of Trustees finds that the person is not in conflict, the Board of Trustees will then vote on the contract, transaction, matter or decision and the votes of each Trustee shall be recorded;

(l) The Board of Trustees thereof shall record every declaration of a Conflict of Interest and the general nature in the minutes.

ARTICLE 6 - CONFIDENTIALITY AND COMMUNICATIONS

6.1 Every Trustee, officer and employee of the Hospital shall respect the confidentiality of matters brought before the Board of Trustees, keeping in mind that unauthorized statements could adversely affect the interests of the Hospital.

6.2 The Board of Trustees shall give authority to the Chair and the President of the Hospital to make statements to the news media or public about matters brought before the Board of Trustees.

ARTICLE 7 - RESPONSIBILITIES OF THE BOARD OF TRUSTEES

7.1 The Board of Trustees shall govern and supervise the management of the affairs of the Hospital and shall enact such By-Laws, rules, and regulations and enter into such agreements as are necessary, to ensure:

(i) that they will be executed in accordance with the mission, vision and values of the Corporation;

(ii) that no change to the philosophy, purpose or nature of the Hospital shall be made without the approval of the Corporation;

(iii) that no amendments to the By-Laws, rules and regulations of the Hospital are to be effective without the approval of the Corporation;

(iv) that the appointment and/or ultimate dismissal of any member of the Board of Trustees of the Hospital shall be the responsibility of the Corporation;

(v) that the Board of Trustees shall not acquire or dispose of any real estate nor shall mortgage or pledge as security any of the assets;

(vi) that the Corporation may appoint an auditor to perform a special audit of the Hospital finances at any given time and/or appoint an auditor on an annual basis;

(vii) that the Board of Trustees shall not merge or dissolve any component of the Hospital without the approval of the Corporation;

(viii) that the Hospital shall provide reports to the Corporation on the status of key activities including mission effectiveness, financial status, risk management, auditor's report, and strategic planning;

(ix) that the Corporation shall be responsible for directing the ongoing development and implementation of the strategic plan of the Corporation;

(x) that in conjunction with the Corporation, the Hospital shall explore opportunities for collaboration with other institutions within St. Joseph's Health System and/or within the LHINs within which the Corporation's member institutions or organizations function;

7.2 Subject to the foregoing, the Board of Trustees shall be responsible for managing the affairs of the Hospital and in the following key responsibility areas shall:

(a) develop and review on a regular basis the mission, objectives and strategic plan of the Hospital in relation to the provision, within available resources, of appropriate programs and services in order to meet the needs of the community;

(b) establish procedures for monitoring compliance with the requirements of the *Public Hospitals Act*, the regulations made hereunder, the *Mental Health Act*, the By-Laws of the Hospital and other applicable legislation;

(c) be accountable to the Board of Directors of the Corporation in the performance of their duties through;

(i) developing a strategic plan for the Hospital and working with the Corporation in developing and implementing the strategic plan of the Corporation;

(ii) ensuring that the patients/residents/clients receive quality care consistent with accepted best practices and procedures and within the mission, vision and values as well as the available resources of the Hospital;

(iii) ensuring that the Hospital is efficiently and effectively managed;

(iv) ensuring that financial plans are in place for the long-range viability of the Hospital;

(v) recommending amendments to By-Laws and rules and regulations to the Corporation for its approval;

(vi) providing to the Corporation reports on the status of key activities of the Hospital, including mission effectiveness, financial status, risk management, quality of care, auditor's report and strategic planning; representing the Hospital in the community.

(d) establish specific policies that will provide the general framework within which the President, the Medical Advisory Committee, the Professional Staff, and the Staff of the Hospital will establish procedures for the management of the day-to-day processes within the Hospital;

(e) ensure that the President, 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 Hospital or disrupt the normal routine;

(ii) the failure to provide services by persons who ordinarily provide services in the Hospital: and

(iii) situations, circumstances, conduct and behaviours which is or has the potential of resulting in a risk to the safety and well being of patients, staff and/or other health professionals;

(f) delegate responsibility for the selection process for the appointment of the President to the President and Chief Executive Officer of the Corporation in consultation with the Board of Trustees;

(g) delegate responsibility and concomitant authority to the President for the operation of the Hospital and require accountability to the Board of Trustees;

(h) delegate responsibility and concomitant authority to the Chair of the Medical Advisory Committee for the operation of the general clinical organization of the Hospital and the supervision of the practice of medicine in the Hospital, and require accountability to the Board of Trustees;

(i) appoint and re-appoint individuals to the Professional Staff of the Hospital, and delineate their respective privileges after considering the recommendations of the Medical Advisory Committee, in accordance with legislative and By-Law requirements;

(j) through the Professional Staff organization, assess and monitor the acceptance by each member of the professional staff of responsibility to the patient and to the Hospital concomitant with the privileges and duties of the appointment and with the By-Laws of the Hospital;

(k) review regularly the functioning of the Hospital in relation to the By-Laws, and demonstrate accountability for its responsibility to the Annual Meeting of the Corporation;

(l) ensure that the services which are provided have properly qualified staff and appropriate facilities;

(m) ascertain that 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 require accountability on a regular basis;

(n) provide for the operation of an occupational health and safety program for the Hospital and the operation of a health surveillance program including a communicable disease surveillance program in respect of all persons carrying on activities in the Hospital;

(o) establish a Fiscal Advisory Committee to make recommendations to the Board of Trustees on the operation, use and staffing of the Hospital, comprised of:

(i) the President, or designate;

(ii) one person representing the professional staff;

(iii) the Chief Nursing Executive or another person representing nurses who are managers;

(iv) one person representing staff nurses; and such other persons as are appointed by the President;

(p) approve procedures to encourage the donation of organs and tissues including:

(i) procedures to identify potential donors;

(ii) procedures to make potential donors and their families aware of the options of organ and tissue donations, and

(iii) ensure through Professional Staff rules that such procedures are implemented in the Hospital.

(q) ensure and provide for the participation of staff nurses on the committees;

(r) ensure the establishment of a system for ensuring the disclosure of every critical incident as soon as practicable after the critical incident; and

(s) establish a quality committee further to the Excellent Care for All Act to monitor and report on the 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;

(ii) one member of the Medical Advisory Committee;

(iii) the Chief Nursing Executive;

(iv) one member who works at the Hospital and who is not a member of the College of Physicians and Surgeons of Ontario or the College of Nurses of Ontario;

(v) the Board of Trustees shall appoint a voting member of the Board to chair the quality committee; and

(vi) such other persons as are selected by the Board such that one third of the members of the quality committee shall be voting members of the Board.

ARTICLE 8 - INDEMNIFICATION

8.1 Protection of Trustees and Officers

Except as otherwise provided in any legislation or law, no Trustee or officer of the Hospital shall be liable for the acts, receipts, neglects or defaults of any other Trustee or officer or employee or for any loss, damage or expense happening to the Hospital through the insufficiency or deficiency of title to any property acquired by the Hospital or for or on behalf of the Hospital or for the insufficiency or deficiency of any security in or upon which any of the monies of or belonging to the Hospital 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 Hospital or for any other loss, damage or misfortune whatever which may happen in the execution of the duties of the Trustee's or officer's respective office or trust or in relation thereto unless the same shall happen by or through the Trustee's or officer's own failure to act honestly and in good faith and in the best interest of the Hospital in the performance of the duties of office, or other wilful neglect or default.

8.2 Indemnification of Officers and Trustees

Upon approval by the Board of Trustees from time to time, every Trustee and officer of the Hospital and every member of a committee, or any other person who has undertaken, or is about to undertake, any liability on behalf of the Hospital Ancillary Associations 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 Hospital, from and against:

(a) all costs, charges and expenses whatsoever which such Trustee, 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 Trustee, 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

(b) all other costs, charges and expenses which the Trustee, 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 and in the best interest of the Hospital in the performance of the duties of office, or by other wilful neglect or default.

The Hospital shall also, upon approval by the Board of Trustees from time to time, indemnify any such person in such other circumstances as any legislation or law permit or requires. 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.

8.3 Insurance

Upon approval by the Board of Trustees from time to time, the Hospital shall purchase and maintain insurance for the benefit of any Trustee, officer or other person acting on behalf of the Hospital against any liability incurred in that person's capacity as a Trustee, officer or other person acting on behalf of the Hospital, 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 Hospital.

ARTICLE 9 - REPORT TO CORPORATION ANNUAL MEETING

9.1 The Board of Trustees shall present to the Corporation annually a complete report on the operation of the Hospital. The Annual Meeting of the Hospital shall be deemed to take place at the annual meeting with the Corporation.

(a) The Corporation may call a special meeting of the Corporation with the Board of Trustees and the notice of the special meeting shall be circulated to the members of the Board of Trustees at least one week prior to the meeting.

(b) The notice of the special meeting shall state the purpose for which it is called.

ARTICLE 10 - CHAIR OF MEETINGS

The Chair of a meeting of the Board of Trustees shall be:

(a) the Chair of the Board of Trustees;

(b) the Vice-Chair of the Board of Trustees if the Chair of the Board of Trustees is absent; or

(c) a member of the Board of Trustees elected by the members present if the Chair and Vice-Chair of the Board of Trustees are absent.

ARTICLE 11 - QUORUM

11.1 A quorum for any meeting of the Board of Trustees shall be a simple majority of the Trustees of the Board of Trustees entitled to vote.

11.2 A quorum for any meeting of any committee of the Board of Trustees or any committee established by the Board of Trustees shall be a simple majority of the Committee members providing that in some instances the Terms of Reference of a Board committee may specify that the simple majority must include a plurality of Trustees of the Board.

ARTICLE 12 - VOTING

12.1 Business arising at any meeting of the Board of Trustees shall be decided by a simple majority of those Trustees entitled to vote while recognizing the obligations and requirements of Canon Law and civil law.

12.2 A vote shall be taken by a show of hands in which case,

(a) the Chair shall have a vote; and

(b) if there is an equality of votes, the Chair shall declare the motion lost; or

12.3 Despite Section 12.2, votes shall be taken by written ballot if so demanded by any voting Trustee present, in which case,

(a) the Chair shall have a vote; and

(b) if there is an equality of votes, the Chair shall declare the motion lost.

12.4 A declaration by the Chair that a resolution, vote or motion has been carried or lost and entered to that effect in the minutes shall be admissible as evidence as prima facie proof of fact without proof of the number or proportion of the votes required in favour of or against such resolution, vote or motion.

12.5 Notwithstanding any provision in this By-Law, a Trustee may request that one's vote on a motion or resolution be recorded in the minutes and, if such request is made, the Trustee's vote shall be recorded in the minutes.

ARTICLE 13 - REGULAR MEETINGS OF THE BOARD OF TRUSTEES

13.1 The Board of Trustees shall meet regularly at such time and place as the Board of Trustees may determine. The Secretary of the Board of Trustees shall give notice of the meeting to the Trustees.

13.2 There shall be at least eight regular meetings per annum.

ARTICLE 14 - SPECIAL MEETINGS OF THE BOARD OF TRUSTEES

14.1 The Chair of the Board of Trustees may call special meetings of the Board of Trustees.

14.2 If three (3) Trustees so request in writing, the Secretary of the Board of Trustees shall call a meeting of the Board of Trustees.

14.3 Notice of a special meeting of the Board of Trustees shall be given by the Secretary of the Board of Trustees at least twenty-four hours in advance of the special meeting; such

notice may be given by telephone, and/or email. The notice of the special meeting shall state the purpose for which it is called.

ARTICLE 15 - MEETINGS BY CONFERENCE TELEPHONE

In exceptional circumstances, if all persons who are members of the Board of Trustees or a Board Committee (as the case requires) consent thereto generally or in respect of a particular meeting and each has adequate access, such persons may participate in a meeting of the Board of Trustees or Committee by means of such conference telephone or other communications facilities as to permit all persons participating in the meeting to hear each other, and a person participating in such a meeting by such means is deemed to be present at the meeting.

At the outset of each such meeting, and whenever votes are required, the Chair of the meeting shall call roll to establish quorum, and shall, whenever not satisfied that the proceedings of the meeting may proceed with adequate security and confidentiality, unless a majority of the persons present at such meeting otherwise require, adjourn the meeting to a predetermined date, time and place.

ARTICLE 16 - REMOVAL OF TRUSTEES

The Trustees may, by resolution passed by at least two-thirds (2/3) of the votes cast at a special meeting of the Board of Trustees of which notice specifying the intention to pass the resolution has been given, recommend to the Corporation the removal of any trustee before the expiration of the term of office, and may fill the resulting vacancy in accordance with this By-Law.

ARTICLE 17 - VACANCY

When a vacancy occurs among the Trustees, the Board of Trustees, as long as there is a quorum of Trustees in attendance, may recommend to the Corporation the appointment of a Trustee to fill the vacancy for the un-expired portion of the term.

ARTICLE 18 - OFFICERS

18.1 At the Corporate Annual Meeting, the appointment of the following officers shall be confirmed:

(a) the Chair;

(b) the Vice-Chair;

(c) the Treasurer; and

(d) the Past Chair of the Board.

18.2 The President shall be Secretary of the Board of Trustees.

18.3 The Secretary and the Treasurer shall be responsible for the duties set forth in the By-Laws 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.

ARTICLE 19 - CHAIR

The Chair of the Board of Trustees shall:

(a) preside at all meetings of the Board of Trustees;

(b) except for the Medical Advisory Committee, be an ex-officio member of all standing and ad hoc Committees of the Board of Trustees;

(c) represent the Hospital at public or official functions; and

(d) perform such other duties as may from time to time be determined by the Board of Trustees.

ARTICLE 20 - VICE-CHAIR

The Vice-Chair shall have all the powers and perform all the duties of the Chair in the absence or disability of the Chair, together with such other duties, if any, as may from time to time be assigned by the Board of Trustees.

ARTICLE 21 - TREASURER

The Treasurer of the Hospital shall:

(a) be the custodian of the books of account and accounting records of the Hospital required to be kept by the provisions of the Corporations Act;

(b) submit a financial statement at each regular meeting of the Board of Trustees, indicating the financial position of the Hospital at the close of month two months prior to the Board of Trustees meeting;

(c) have all accounts audited by the Auditor appointed by the Corporation;

(d) perform such other duties as may be established from time to time by resolution of the Board of Trustees.

(e) Chair the Resource, Audit and Finance Committee.

ARTICLE 22 - SECRETARY

The Secretary shall:

(a) attend and/or designate shall attend all meetings of the Board of Trustees and the Standing Committees of the Board of Trustees;

(b) ensure a record of the minutes of all meetings is kept and when feasible send a copy to all Board of Trustees members prior to the next meeting of the Board of Trustees;

(c) attend to all Board correspondence;

(d) prepare all reports required under any act or regulation of the Province of Ontario;

(e) perform such other duties as the Board of Trustees may direct.

ARTICLE 23 - PAST CHAIR OF THE BOARD

The Past Chair of the Board shall:

(a) perform those duties as assigned by the Board.

ARTICLE 24 - PRESIDENT

24.1 The President of the Hospital shall be appointed by the President and Chief Executive Officer of the Corporation in consultation with the Board of Trustees.

24.2 The President shall be Secretary of the Board of Trustees.

24.3 The President shall:

(a) be responsible to the Board of Trustees for the general administration, organization and management of the Hospital in accordance with the *Public Hospitals Act*, *Mental Health Act*, the memorandum of understanding with the Corporation, and these By-Laws and policies established by the Board of Trustees;

(b) be expected to attend all meetings of the Board of Trustees and of its Standing Committees;

(c) in exceptional circumstances, the President may appoint a member of the senior management team to attend meetings of the Board and its Standing Committees in his stead;

(d) employ, control and direct all employees of the Hospital including senior staff. The President will normally discuss senior appointments with representatives of the Board of Trustees;

(e) be responsible for the payment by cheque of all salaries and amounts due from, and owed by the Hospital 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 of Trustees;

(f) report to the Board of Trustees any matter about which it should have knowledge;

(g) report to the physician charged with the responsibility of clinical supervision and oversight of professional practice in the Hospital and to the Board of Trustees if necessary:

(i) any failure of any physician to act in accordance with statute law or regulations hereunder, or Hospital By-Laws and rules;

(ii) 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 physician, surgeon, member of the professional staff, or midwife; and

(iii) any other matter about which they should have knowledge;

(h) attend without a vote, and co-operate with, the Medical Advisory Committee; and

(i) ensure that the Hospital complies with all statutory and regulatory requirements.

ARTICLE 25 - COMMITTEES

25.1 The Board of Trustees shall elect Trustees to serve on the following Standing Committees:

(a) Executive Committee;

(b) Mission and Governance Committee;

(c) Resource, Audit and Finance Committee; and

(d) Quality Committee.

The Board of Trustees may appoint additional members who are not Trustees to Board Committees. The number of non-Trustees shall not exceed the number of Trustees on a Committee of the Board.

25.2 The Board of Trustees may appoint Advisory Committees from time to time.

25.3 The Board of Trustees may at any meeting appoint any special committee and name the Chair and Vice-Chair of such committee.

25.4 The Board of Trustees shall prescribe terms of reference for any special committee appointed under Subsection 25.3.

25.5 The Board of Trustees may, by resolution, dissolve any ad hoc committee at any time.

ARTICLE 26 - TERMS OF REFERENCE

The Terms of Reference for the Committees of the Board of Trustees are contained in the Board of Trustees' Policies.

ARTICLE 27 - MEETING PROCEDURES

27.1 The statutory declaration of the Secretary or Chair that notice for a meeting of the Board of Trustees or Committee of the Board of Trustees has been given pursuant to this By-Law, shall be sufficient and conclusive evidence of the giving of such notice.

27.2 No error or omission in giving notice for a meeting of Trustees shall invalidate such meeting or invalidate or make void any proceedings taken at such meeting and any Trustee may at any time waive notice of any such meeting and may ratify and approve any or all proceedings taken or had thereat.

27.3 A member of any Committee shall cease to be a member of that Committee upon resolution of the Board of Trustees.

27.4 Minutes shall be kept for all meetings of the Board of Trustees and all meetings of all Committees.

27.5 Decisions related to questions arising at any meeting of the Board of Trustees or any Committee established by means of these By-Laws shall be decided by a majority of votes, provide that:

(a) All votes at any such meeting shall be taken by show of hands or by ballot if so demanded by any voting member present.

(b) Where a committee's Terms of Reference so stipulate, Board of Trustee members constitute a plurality of voting members in attendance at the time of the vote;

(c) Except as provided by clause b), a declaration by the Chair that a resolution, vote or motion has been carried or lost and an entry to that effect in the minutes shall be admissible in evidence as prima facie proof of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution, vote or motion.

27.6 Any questions of procedure at or for any meetings of the Board of Trustees, of the Professional Staff or of any committee, which have not been provided for in this By-Law or by the Act shall be determined by the Chair. At the discretion of the Chair, the Chair may refer to a bona fide procedural text in respect of any question of procedure.

ARTICLE 28 - BONDING - FIDELITY INSURANCE

28.1 Trustees, officers and employees as the Board of Trustees may designate shall secure from a guarantee company a bond of fidelity of an amount approved by the Board of Trustees.

28.2 The requirements of subsection 28.1. 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 of Trustees.

28.3 The Hospital shall pay the expenses of any fidelity bond or policy secured under Subsection 28.1 or 28.2.

ARTICLE 29 - BANKING AND BORROWING

29.1 The banking business of the Hospital shall be transacted with such Banks, Trust Companies or other Financial Institutions as may from time to time be designated by or under the authority of the Board, such Banking business or any part of it shall be transacted under such agreements, instructions and delegations of powers as the Board may from time to time, prescribe or authorize, provided that all banking arrangements and financial arrangements be subject to the approval of the Corporation. Provided that any borrowing by the Hospital pursuant to this Article 28 does not contravene any applicable legislation or any By-Laws or policies of the Corporation;

The Board may from time to time:

(a) borrow money upon the credit of the Hospital in such amounts and upon such terms as may be deemed necessary as determined by the Corporation;

(b) limit or increase the amount to be borrowed by the Hospital within the parameters established by the Corporation from time to time;

(c) within the parameters established by the Corporation from time to time, issue bonds, debentures or other securities of the Hospital whether constituting a charge on the property of the Hospital or not, for such amounts and upon such terms as may be deemed expedient, and pledge or sell the same for such sums and at such prices as the Board may determine;

(d) charge, mortgage hypothecate or pledge all or any part of the real or personal property of the Hospital, present or future, including but not limited to book debts, rights, powers, franchises and undertaking to secure any such bonds, debentures or other securities of the Hospital or any money borrowed or other debt or any other obligation or liability of the Hospital within parameters established by the Corporation from time to time;

(e) delegate to such one or more of the officers and Trustees of the Hospital as may be designated by the Trustees from time to time all or any of the powers conferred by the foregoing sub-clauses (a), (b), (c) and (d), to such extent and in such manner as the Board shall determine at the time of each delegation;

(f) within parameters established by the Corporation from time to time, authorize any Trustee, officer or employee of the Hospital to make arrangements with reference to the monies borrowed or to be borrowed as aforesaid and as to the terms and conditions of the loan thereof, and as to the securities to be given

therefore, with the power to vary or modify such arrangements, terms and conditions and to give such additional securities for any monies borrowed or remaining due by the Hospital as the Board may authorize, and generally to manage, transact and settle the borrowing of money by the Hospital;

(g) nothing herein limits or restricts the borrowing of money by the Hospital on bills of exchange or promissory notes made, drawn, accepted or endorsed by or on behalf of the Hospital.

ARTICLE 30 - SIGNING OFFICERS

Unless otherwise authorized by the Board of Trustees, there shall be two signatures, one of which shall be either of the Chair, Vice-Chair or Treasurer, and the second signature shall be one of the President or Chief Financial Officer who shall sign on behalf of the Hospital with respect to all major contracts, agreements, conveyances, mortgages, or other documents, as may be required by law or as authorized by the Board of Trustees.

ARTICLE 31 - INVESTMENTS

31.1 The Board of Trustees may invest only in securities authorized by the *Trustee Act* of the Province of Ontario:

(a) all endowment monies bequeathed in trust to the Board of Trustees for the use of the Hospital;

(b) monies not required for operating expenses; and

(c) notwithstanding the provisions of this section, the Board of Trustees may, in its discretion, retain investments not authorized by the Trustee Act which are given or bequeathed in specie.

(d) provided that sums of money as mentioned in paragraph (b) may be withdrawn by the Hospital.

31.2 The Secretary shall keep copies of all testamentary documents and trust instruments by which benefits are given, bequeathed or devised.

31.3 No benefit given, devised or bequeathed in trust for endowment purposes shall be hypothecated, transferred or assigned to obtain credit or to receive funds except as allowed by Section 31.1.

ARTICLE 32 - AUDITORS

32.1 The Corporation shall at its Annual Meeting appoint an Auditor who shall not be a member of the Board of Trustees or an Officer or employee of the Hospital or a partner or employer or employee of any such persons, and who is duly licensed under the provisions of the *Public Accountancy Act*, to hold office until the next Annual Meeting of the Corporation.

32.2 The Auditor shall have all the rights and privileges as set out in the Corporations' Act of

Ontario and shall perform the audit function as prescribed therein.

32.3 In addition to making his report at the Annual Meeting of the Hospital, the Auditor shall from time to time report through the Resource, Audit and Finance Committee to the Board of Trustees on the audit work with any necessary recommendations.

ARTICLE 33 - FINANCIAL YEAR

33.1 The financial year of the Hospital shall terminate on the 31st day of March in each year.

ARTICLE 34 - ANCILLARY ASSOCIATIONS

34.1 Authorization

The Board of Trustees may sponsor the formation of an ancillary association, as it deems advisable.

34.2 Purpose

Such associations shall be conducted with the advice of the Board of Trustees for the general welfare and benefit of the Corporation and the patients treated by the Hospital.

34.3 Control

Each such association shall elect its own officers and formulate its By-Laws, but at all times the objects and activities of each such association shall be subject to review and approval by the Members of the Corporation.

34.4 Representation

The Board of Trustees may, at its discretion, appoint a representative of an ancillary association to the Board of Trustees.

34.5 Auditor

Each unincorporated ancillary organization shall have its financial affairs reviewed annually by the Hospital's auditor for purposes of assuring reasonable internal control.

ARTICLE 35 - AMENDMENT TO BY-LAWS

35.1 The Board of Trustees may pass or amend the By-Laws of the Hospital from time to time subject to the approval of the Corporation, provided that:

35.2

(a) Where it is intended to pass or amend By-Laws at a meeting of the Board of Trustees, written notice of such intention shall be sent by the Secretary to each member of the Board of Trustees at the member's address on the records of the Hospital by ordinary mail not less than ten (10) days before the meeting.

(b) Where the notice of intention required by clause (a) is not provided, any proposed

By-Laws or amendments to 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.

35.3 A By-Law or amendment to a By-Law passed by the Board of Trustees has full force and effect until the next meeting of the Board of Directors of the Corporation.

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

ARTICLE 36 - REPEAL OF PRIOR BY-LAWS

36.1 Repeal

Subject to the provisions of Article 35 hereof, all prior By-Laws, resolutions and other enactments of the Hospital heretofore enacted or made are repealed.

36.2 Exception

The provisions of Article 35 shall not extend to any By-Law or resolution heretofore enacted for the purpose of providing to the Board of Trustees the power or authority to borrow.

36.3 Proviso

Provided however that 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-Law, resolution or other enactment.

ARTICLE 37 - CERTIFICATE OF ENACTMENT

THIS IS TO CERTIFY:

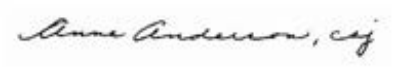
37.1 That the appended copy of the Administrative and Ancillary Association's By-Law of St. Mary's General Hospital, Kitchener, Ontario is a true and complete copy of the By-Law as passed by the Board of Trustees of St. Mary's General Hospital at a properly constituted meeting of the Board held on the 25th day of May, 2022.

37.2 That the Administrative By-Law and Ancillary Association's By-Law of St. Mary's General Hospital, Kitchener, Ontario were confirmed at a properly constituted meeting of the Corporation of St. Joseph's Health System duly called for that purpose held on the 16th day of June, 2022.

Dated at the City of Kitchener this 19th day of July 2022

ST. JOSEPHS HEALTH SYSTEM

By its authorized officer



Str. Anne Anderson
Chair