



BY-LAWS

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PREAMBLE

WHEREAS Sensenbrenner Hospital is a non-profit, bilingual institution with the purpose of meeting the linguistic needs of the population located in the vicinity of Highway #11, bounded by the Town of Fauquier in the East and Opasatika in the West, and

WHEREAS Sensenbrenner Hospital undertakes, whenever possible, to fulfil its established objectives:

- (1) To ensure within its means the provision of facilities, suitable equipment, and competent staff in order to administer a high standard of quality health care and treatment to fulfil the physical, spiritual and emotional needs of the sick.
- (2) To respect the privacy and dignity of patients in providing just and equitable treatment to such, their families, the staff and the public without regard to their race, colour, religion, sex or financial resources.
- (3) To make services available to patients in the official language in which they are most comfortable, recognizing the importance of being able to communicate in one's mother tongue as an integral part of patient care, and regarded as an asset in the employment of hospital personnel and new appointments to the Medical Staff. Sensenbrenner Hospital is responsible to provide services in both official languages to its patients in accordance with the provisions of the French Language Services Act (1986).
- (4) To maintain and upgrade the knowledge and skills of its professional and non-professional staff through continuous educational programs.
- (5) To work in co-operation with other hospitals, other health care facilities, statutory bodies and representative associations.
- (6) To preserve and improve the health status of the communities it serves.
- (7) To perform such lawful acts as are deemed necessary to promote the attainment of these objectives.

Now therefore be it enacted and it is hereby enacted that all By-Laws of the Hospital heretofore enacted be cancelled and revoked, and that the following By-Law be substituted in lieu thereof.

PART I

ADMINISTRATIVE

1. INTERPRETATION

- (1) "Admitting Privileges" means the privileges granted to members of the Medical Staff related to the admission of in-patients, registration of out-patients and the diagnosis, assessment and treatment of in-patients and out-patients in the Hospital.
- (2) "Admitting Privileges for the Dental Staff" means the privileges granted to members of the Dental Staff who hold a Specialty Certificate from the Royal College of Dental Surgeons of Ontario, authorizing practice in oral and maxillofacial surgery, related to the admission of in-patients, registration of out-patients, and the diagnosis, assessment and treatment of in-patients and out-patients in the Hospital.
- (3) "Admitting Privileges for the Medical Staff" means the privileges granted to members of the Medical Staff related to the admission of in-patients, registration of out-patients, and the diagnosis, assessment and treatment of in-patients and out-patients in the Hospital.
- (4) "Appeal Board" means the Health Professions Appeal and Review Board established pursuant to the *Ministry of Health Appeal and Review Boards Act*, 1998.
- (5) "Applicant" means the Physician or other Professional who is applying for privileges at the Hospital in accordance with the Standardized Credentialling Policy.
- (6) A "bilingual" institution means an institution wherein the English and French languages have equal status.
- (7) "Board" means the Board of Directors of the Sensenbrenner Hospital.
- (8) "By-Law" means this By-Law of the Corporation from time to time in effect.
- (9) "By-Laws" means any By-Law of the Corporation from time to time in effect.

- (10) "Certification" means the holding of a certificate in a medical or surgical specialty issued by any professional body recognized by the Board of Directors after consultation with the Medical Advisory Committee.
- (11) "Chief Executive Officer" means the Administrator of the Corporation.
- (12) "Chief Financial Officer" means the Chief Financial Officer of the Hospital and is responsible to the Chief Executive Officer for the treasury and controllership functions in the Hospital.
- (13) "Chief Nursing Officer" means the Chief Nursing Officer of the Hospital and is responsible to the Chief Executive Officer for the nursing functions in the Hospital.
- (14) "Chief of Staff" means the member of the Medical Staff appointed by the Board to be responsible for the professional standards of the Professional Staff and the quality of professional care rendered at the Hospital.
- (15) "College" means, as the case may be, the College of Physicians and Surgeons of Ontario, the Royal College of Dental Surgeons of Ontario and/or the College of Nurses of Ontario.
- (16) "Corporation" means the Sensenbrenner Hospital with head office at 101 Progress Crescent, Kapuskasing, Ontario.
- (17) "*Corporations Act*" means the Corporations Act (Ontario), and where the context requires, includes the Regulations made under it, all as amended from time to time.
- (18) "Dental Staff" means the collection of legally qualified Dentists appointed by the Board to attend or perform dental services for patients in the Hospital.
- (19) "Dentist" means a dental practitioner in good standing with the College of Dental Surgeons of Ontario.
- (20) "Director" means a member of the Board of Directors.
- (21) "Disability" means:
 - (a) any degree of physical disability, infirmity, malformation or disfigurement that is caused by bodily injury, birth defect or illness and, without limiting the foregoing, includes diabetes mellitus, epilepsy, a brain injury, any degree of paralysis, amputation, lack of physical coordination, blindness or visual impediment, deafness or

hearing impediment, muteness or speech impediment, or physical reliance on a guide dog or other animal or on a wheelchair or other remedial appliance or device,

- (b) a condition of mental impairment or a developmental disability,
 - (c) a learning disability, or a dysfunction in one or more of the processes involved in understanding or using symbols or spoken language,
 - (d) a mental disorder, or
 - (e) an injury of disability for which benefits were claimed or received under the insurance plan established under the *Workplace Safety and Insurance Act, 1997*.
- (22) "ex officio" means membership "by virtue of the office" and includes all rights, responsibilities and power to vote unless otherwise specified.
- (23) "Extended Class Nurse" means a member of the College of Nurses of Ontario who is a registered nurse and who holds an extended certificate of registration under the *Nursing Act, 1991 (Ontario)*.
- (24) "Extended Class Nursing Staff" means those Extended Class Nurses who are in good standing with the College of Nurses of Ontario, and who may:
- (a) be employed by the Hospital and authorized to diagnose, prescribe for or treat out-patients in the Hospital, or
 - (b) not be employed by the Hospital but be granted privileges by the Board to diagnose, prescribe for or treat out-patients in the Hospital.
- (25) "Hospital" means the Sensenbrenner Hospital.
- (26) "Hospital Management Regulation" means regulation 965 passed pursuant to the *Public Hospitals Act*.
- (27) "Legislation" means relevant statutes and regulations that govern the provision of health care to patients, residents and clients of the Corporation, including without limitation the *Dentistry Act (Ontario)*, the *Health Care Consent Act (Ontario)*, the *Health Insurance Act (Ontario)*, the *Long-Term Care Act (Ontario)*, the *Medicine Act (Ontario)*, the *Mental Health Act (Ontario)*, the *Midwifery Act (Ontario)*, the *Nursing Act (Ontario)*, the *Regulated Health Professions Act (Ontario)*, the *Substitute*

Decisions Act (Ontario), the Commitment to the Future of Medicare Act (Ontario), the Personal Health Information Protection Act (Ontario) and the Quality of Care Information Protection Act (Ontario).

- (28) "Medical Advisory Committee" means the Medical Advisory Committee of a Hospital.
- (29) "Medical Resource Plan" means the plan developed by the Chief Executive Officer in consultation with the Chief of Staff based on the mission and strategic plan of the Corporation and on the needs of the community, which provides information and future projections of this information with respect to the management and appointment of Physicians, Dentists, and Extended Class Nurses who are or may become members of the Professional Staff.
- (30) "Medical Staff" means the Physicians who have been appointed to the Medical Staff by the Board and who are granted Privileges to practice medicine in the Hospital.
- (31) "Member" means member of the Sensenbrenner Hospital Corporation.
- (32) "Nurse" means a holder of a current certificate of competence issued in Ontario as a Registered Nurse.
- (33) "patient" means, unless otherwise specified, any in-patient, out-patient or other patient of the Hospital.
- (34) "Physician" means a medical practitioner in good standing with the College of Physicians & Surgeons of Ontario.
- (35) "Policies" means the Board, administrative, medical and professional policies of the Corporation.
- (36) "Privileges" means those rights or entitlements conferred upon a Physician, Dentist, or Registered Nurse in the extended class at the time of appointment or re- appointment.
- (37) "Professional Staff" means those Physicians, Dentists, and Registered Nurses in the extended class who are appointed by the Board and who are granted specific privileges to practice medicine, dentistry, or nursing respectively at the Hospital.
- (38) "*Public Hospitals Act*" means the *Public Hospitals Act (Ontario)*, and, where the context requires, includes the Regulations made under it.

- (39) "Rules and Regulations" means the Rules and Regulations governing the practice of the Professional Staff in Hospital.
- (40) "Service" means an organizational unit within the Corporation which is based on a sub-speciality area of medical practice;
- (41) "Standardized Credentialling Policy" means the policy which governs appointment, re-appointment, alteration and mid-term revocation of Hospital staff privileges.
- (42) "Supervisor" means a Professional Staff Member who is assigned the responsibility to oversee the work of another Professional Staff Member.

2. MEMBERS OF THE CORPORATION

- (1) The following persons shall be Members:
 - (a) a person who has donated or who donates one hundred dollars (\$100) in any one year to the Corporation shall be a Life Member;
 - (b) the President or Chief Officer of an Association or Corporation which pays the Corporation one hundred dollars (\$100) in any fiscal year shall be ex officio a Member of the Corporation for that fiscal year; and
 - (c) a person, 18 years of age and over, who pays the annual membership fee to the Corporation in any one fiscal year shall be a member of the Corporation for that fiscal year; the amount of this fee shall be as established from time to time by resolution of the Board of Directors, provided that at the time of payment of the fee, the person:
 - (i) has been a resident of the area between Fauquier on the East and Opatatika on the West for a continuous period of at least three months immediately prior thereto; or
 - (ii) is employed or carries on business therein, but in the event that a member ceases to be a resident of, or ceases to be employed or to carry out business in the said municipality, county, region or township, such person's membership in the Corporation automatically is terminated.
- (2) Members who held membership in the immediate preceding fiscal year may renew their membership for the new fiscal year as late as the night of

the Annual Meeting. New memberships must be paid in full thirty (30) days prior to the Annual Meeting.

- (3) (a) For the duration of a person's membership in good standing in the Sensenbrenner Hospital Auxiliary, such person is a voting Member of the Corporation.
- (b) At any meeting of the Corporation, the right to vote of any person otherwise qualified by paragraph 3(a) is subject to the person being a Member in good standing for at least thirty (30) days prior to such meeting.

3. NOMINATIONS

Subject to section 4 and all other provisions of this By-Law, nominations for election as Director at the Annual Meeting of the Corporation may be made only by:

- (1) The Nominating Committee of the Board.
- (2) Members of the Corporation, provided that each nomination by Members:
 - (a) is in writing and signed by at least two Members in good standing;
 - (b) is accompanied by a written declaration signed by the nominee that he/she will serve as a Director in accordance with this By-Law, if elected; and
 - (c) is submitted to and received by the Secretary at least thirty (30) days before the date of the Annual Meeting.

4. BOARD OF DIRECTORS

The Board of Directors shall manage the affairs of the Corporation and shall consist of:

- (1) (a) six (6) elected Directors for a term not exceeding three (3) years;
- (b) the following persons shall be ex officio Members and Directors of the Corporation; namely,
 - (i) the representative of the Hospital Auxiliary;

- (ii) the Municipal representative selected by the Board from up to three nominees put forward annually by resolution of Council of the Town of Kapuskasing;
 - (iii) the Municipal representative selected by the Board from up to three nominees put forward annually by resolution of the Townships of Fauquier-Strickland and Moonbeam;
 - (iv) the Municipal representative selected by the Board from up to three nominees put forward annually by resolution of the Townships of Opatatika and Val Rita-Harty; and
 - (v) the Chief of Staff and the President of the Medical Staff; and
- (c) the Hospital will maintain a proportion of Francophone representation on the Board of Directors to reflect the percentage of the Francophone population within the communities it serves based on the most recent Statistics Canada data.
- (2) (a) No Member of the Medical Staff of the Hospital shall be eligible for election or appointment to the Board of Directors except as provided in clause 4(1)(b)(v).
- (b) No employee of the Hospital shall be eligible for election or appointment to the Board of Directors.
- (3) (a) No person shall be elected, appointed or nominated for election as a Director for more than would exceed nine (9) years of continuous service, provided that no service by a Director for a part of a term that was filled due to a vacancy occurring on the Board of Directors shall be included in the calculation of his/her continuous service, and provided further that following an absence from continuous service for at least one (1) year, an individual shall be deemed to have no continuous years of service for the purpose of this paragraph.
- (b) No Director may serve as Chair, Vice-Chair, Treasurer or Secretary of the Board, for more than three (3) consecutive annual terms in one office provided, however, that following a break in the continuous service of at least one annual term, the same person may be re-elected or re-appointed to any office.
- (4) All members of the Board of Directors must be members of the Corporation.

- (5) (a) The Board may from time to time appoint, to the Board, by special resolution, in recognition of contributions or of long or special services to the Hospital considered worthy of such appointment, Life Directors, Term Directors and Honorary Directors, subject to the provisions of the *Public Hospitals Act*.
- (b) Term Directors shall be appointed for a term of ten (10) years.
- (c) Honorary Directors may attend meetings of the Board and may act in an advisory capacity but shall not be eligible to vote.
- (d) Members or retired members of the medical, dental, nursing or administrative staff of the Hospital are among the persons eligible for appointment as Honorary Directors.

5. CONFLICT OF INTEREST

- (1) Members of the Board of Directors and their families shall not enter into any business arrangement with the Hospital in which they are interested directly or indirectly, except:
 - (a) on a written and competitive sealed quotation basis; and
 - (b) having declared any interest therein, and having refrained from voting and any discussion thereon.
- (2) The Chair of any meeting of the Board or any committee of the Board shall request any Member who has declared an interest in any business or other financial arrangement with the Hospital which is being discussed, to absent himself/herself during the discussion of and vote upon the matter, and the event shall be recorded in the minutes.

6. CONFIDENTIALITY

- (1) Every Director, Officer and employee of the Corporation shall respect the confidentiality of matters brought before the Board, keeping in mind that unauthorized statements could adversely affect the interests of the Corporation.
- (2) The Board shall give authority to one or more Directors, Officers or employees of the Corporation to make statements to the press or public about matters brought before the Board.

7. RESPONSIBILITIES OF THE BOARD

- (1) The Board of Directors shall manage the affairs of the Corporation (as required by the *Corporations Act*, section 313).
- (2) Establish procedures for monitoring compliance with the requirements of the *Public Hospital Act*, the Hospital Management Regulation thereunder, the by-laws of the Hospital (as required by Regulation 518, section 2, subsection 3(a) to (e) under the *Public Hospitals Act*), the *French Language Services Act* (Ontario), and other applicable legislation.
- (3) Establish specific policies which will provide the general framework within which the Chief Executive Officer, the Medical Advisory Committee, the Medical Staff, and the Hospital staff will establish procedures for the management of the day-to-day processes within the Hospital.
- (4) Delegate responsibility and concomitant authority to the Chief Executive Officer for the operation of the Hospital and require accountability to the Board.
- (5) Delegate responsibility and concomitant authority to the Chief of Staff 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.
- (6) Appoint and re-appoint Physicians to the Medical Staff of the Hospital, and delineate the respective privileges after considering the recommendations of the Medical Advisory Committee, in accordance with legislative and by-laws requirements.
- (7) Through the Medical Staff organization, assess and monitor the acceptance by each member of the Medical 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.
- (8) Review regularly the functioning of the Hospital in relation to the objects of the Corporation as stated in the letters patent, supplementary letters patent and the by-laws, and demonstrate accountability for its responsibility to the Annual Meeting of the Corporation.
- (9) Review on a regular basis the role and responsibility of the Hospital to its community in relation to the provision, within the means available, of appropriate types and amounts of services.

- (10) Ensure that the services which are provided have properly qualified staff and appropriate facilities.
- (11) 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.
- (12) Ensure that appropriate plans are developed by Administrative Staff, Medical Staff, Nurse Managers and Staff Nurses to deal with emergency situations and a failure to provide services.
- (13) Ensure that an Occupational Health and Safety program is established that includes procedures with respect to a safe and healthy work environment in the Hospital, and safe use of substances, equipment and medical devices; safe and healthy work practices; the prevention of accidents to persons on the premises; and elimination of undue risks and the minimizing of hazards inherent in the Hospital environment, and to require accountability on a regular basis.
- (14) Ensure that a Health Surveillance program, including a Communicable Disease Surveillance program is established and to require accountability on a regular basis.
- (15) Ensure the participation of nurses who are Managers and Staff Nurses in decision-making related to the administrative, financial, operational and planning matters in the Hospital.
- (16) Ensure the participation at the committee level of Staff Nurses and Nurse Managers, including the election by Staff Nurses of representatives to committees and the election or appointment of nurses who are Managers to committees.
- (17) As required by O.Reg. 83/89, an amendment to Hospital Management Regulation and as outlined in sections 14 and 15 above:
 - (a) the Board shall establish a Fiscal Advisory Committee comprised of:
 - (i) the Chief Executive Officer;
 - (ii) a member of the Medical Staff appointed by the Chief Executive Officer;

- (iii) one person who is appointed or elected, representing nurses who are Managers;
 - (iv) one person who is elected, representing Staff Nurses; and
 - (v) other persons who may be appointed by the Chief Executive Officer;
- (b) the Fiscal Advisory Committee shall make recommendations through the Chief Executive Officer to the Board with respect to the operation, use and staffing of the Hospital;
 - (c) the Chair of the Fiscal Advisory Committee shall be the Chief Executive Officer or a person designated by the Chief Executive Officer;
 - (d) the Fiscal Advisory Committee should meet at least four times a year and at the call of the Chair; and
 - (e) minutes should be kept of all meetings of the Fiscal Advisory Committee. The minutes should be provided to any appropriate committee and to the Board at their next meeting following the Fiscal Advisory Committee meeting.
- (18) As required by O.Reg. 34/90, an amendment to Hospital Management Regulation, 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 Hospital.
- (19) The Board of Directors and the Chief Executive Officer are accountable to ensure the provision of permanent and high quality French language services and are responsible for the implementation of the French Language Services policy.

8. INDEMNIFICATION

Every Director or Officer of the Hospital and every member of a committee and his/her heirs, executors and Administrators, and estate and effects respectively, shall from time to time and at all times be indemnified and saved harmless out of the fund of the Hospital from and against all costs, charges and expenses

whatsoever which such Director, Officer or committee member sustains or incurs in or about any action, suit or proceeding which is brought, commenced or prosecuted against him/her, for or in respect of any act, deed, matter of thing whatsoever, made, done or permitted by him/her, in or about the execution of the duties of his/her office; and all other costs, charges and expenses that he/she sustains or incurs in or about or in relation to the affairs thereof except such costs, charges or expenses as are occasioned by his/her own wilful neglect or default.

9. ANNUAL MEETING OF THE CORPORATION

- (1) Notice of the Annual Meeting of the Corporation shall be given to Members of the Corporation:
 - (a) by prepaid mail at least forty (40) days in advance of the meeting;
or
 - (b) once a week for two consecutive weeks next preceding the meeting in newspapers circulated in municipalities served by the Hospital, or
 - (c) where notice is given by newspaper publication, the first publication shall be made at least forty-five (45) days preceding the date of the Annual Meeting and thereafter once a week for two (2) consecutive weeks next preceding the Annual Meeting.
- (2) The financial year of the Corporation shall be as prescribed by the laws of the Province of Ontario.

10. SPECIAL MEETINGS OF THE CORPORATION

- (1) The Chair of the Board may call a special meeting of the Corporation.
- (2) If ten Members so request in writing, the Secretary of the Board shall call a special meeting of the Corporation.
- (3) Notice shall be given in accordance with subsection 9(1).
- (4) The notice of a special meeting shall state the purpose for which it is called.

11. QUORUM FOR MEETINGS OF THE CORPORATION

Ten voting members present at an Annual or special meeting of the Corporation shall constitute a quorum.

12. ADJOURNED MEETING

- (1) If, within one-half hour after the time appointed for a meeting of the Corporation, a quorum is not present, the meeting shall stand adjourned until a day within two weeks to be determined by the Board.
- (2) At least seven days' notice of the adjourned meeting shall be given by announcement on locally available radio stations and one week in newspapers circulated within the municipalities served by the Hospital.

13. CHAIR OF MEETINGS OF THE CORPORATION

The Chair of a meeting of the Corporation shall be:

- (1) the Chair of the Board;
- (2) the Vice-Chair of the Board if the Chair of the Board is absent, or refuses to act; or
- (3) a Chair elected by the members present if the Chair of the Board and the Vice-Chair of the Board are absent or refuse to act.

14. BUSINESS

The business transacted at the Annual Meeting of the Corporation shall include:

- (1) Reading the:
 - (a) minutes of the previous meeting;
 - (b) report of the Board;
 - (c) Treasurer's Report;
 - (d) Auditor's Report;
 - (e) Chief Executive Officer's Report;
 - (f) Medical Advisory Committee Report; and
 - (g) reports of auxiliary organizations and special committees.
- (2) Any unfinished business and new business.
- (3) Election of Directors.

- (4) The appointment of auditors to hold office until the next Annual Meeting.

15. MEETINGS OF THE BOARD

- (1) The Board shall meet on a day and at such time as may be determined by resolution to the Board.
- (2) The Secretary shall give notice of the meeting to each of the Directors not less than forty-eight (48) hours prior to the meeting.
- (3) There shall be at least nine (9) regular meetings per annum.
- (4) A meeting of the Board may be held without notice immediately following the Annual Meeting of the Corporation.
- (5) Hospital personnel may attend meetings of the Board only upon:
 - (a) the invitation by the Chair through the Chief Executive Officer; or
 - (b) invitation by the Chief Executive Officer with the approval of the Chair.

16. QUORUM FOR MEETINGS OF THE BOARD

A simple majority of directors shall constitute a quorum of the Board at any Board meeting.

17. CHAIR OF MEETINGS OF THE BOARD

The Chair of a meeting of the Board shall be:

- (1) the Chair of the Board; or
- (2) the Vice-Chair of the Board if the Chair of the Board is absent, or refuses, to act; or
- (3) a Chair elected by the Directors present if the Chair of the Board and Vice-Chair of the Board are absent, or refuse to act.

18. SPECIAL MEETINGS OF THE BOARD

- (1) The Chair of the Board may call special meetings of the Board.
- (2) If three Directors so request in writing, the Secretary of the Board shall call a meeting of the Board.

- (3) Notice of a special meeting of the Board shall be given by telephone at least twenty-four (24) hours in advance of the meeting and shall specify the purpose of the meeting.

19. VACANCY

- (1) When a vacancy occurs among the elected Directors, the vacancy shall be filled for the remainder of that term of office by the appointment of a qualified person by the Directors still in office.
- (2) If there is not a quorum of Directors in office, the Director or Directors then in office shall forthwith call a general meeting of the Members of the Corporation, in accordance with subsection 9(1), for the purpose of electing a new Board.
- (3) The members of the Corporation may, by a resolution passed by at least two-thirds of the votes cast at a general meeting of which notice specifying the intention to pass such resolution has been given, remove any Director before the expiration of his/her term of office and may, by a majority of the votes cast at that meeting, elect any person in his/her stead for the remainder of his/her term.

20. OFFICERS

- (1) The Board shall elect from among the Directors the following officers at the Board meeting next following the Annual Meeting:
 - (a) the Chair;
 - (b) the Vice-Chair;
 - (c) the Treasurer; and
 - (d) the Secretary.
- (2) 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.

21. COMMITTEES OF THE BOARD

- (1) The Board shall elect the following standing committees at the first meeting following the Annual Meeting, and name the Chair and Vice-Chair where necessary:

- (a) the Executive Committee;
 - (b) the Finance Committee;
 - (c) the Joint Conference Committee;
 - (d) the Strategic Planning Committee; and
 - (e) the Nominating Committee.
- (2) Except for the Executive Committee and the Joint Conference Committee, the Board may appoint additional members to the committees of the Board who are not Directors but are Members of the Corporation.
- (3) The Board may at any meeting appoint any special committee and name the Chair and Vice-Chair and shall prescribe the terms of reference.
- (4) Each committee of the Board shall report to and be responsible directly to the Board.
- (5) The Board may by resolution dissolve any special committee at any time.
- (6) The Chair of the Board shall by virtue of his/her office be entitled to attend and vote at meetings of all committees of the Board.
- (7) The composition of each of the above communities will be representative of the Francophone communities being served based on the most recent Statistics Canada data.

22. QUORUM FOR MEETINGS OF COMMITTEES OF THE BOARD

A simple majority of Directors shall constitute a quorum of the committee at any meeting of any committee of the Board.

23. EXECUTIVE COMMITTEE

- (1) The Executive Committee shall consist of:
- (a) the Chair of the Board (who shall be Chair);
 - (b) the Vice-Chair of the Board;
 - (c) the Chair of the Finance Committee;
 - (d) the Chief of Staff; and

- (e) at least one other Director.
- (2) The Executive Committee shall:
- (a) exercise full powers of the Board in all matters of administrative urgency, reporting every action at the next meeting of the Board;
 - (b) inform and advise the Board on all property and operational matters as directed by the Board;
 - (c) study and advise or make recommendations to the Board on any matter as directed by the Board; and
 - (d) make recommendations to the Board concerning the review, monitoring and amendment of the Hospital's By-Laws including those for the Medical Staff.

24. FINANCE COMMITTEE

- (1) The Finance Committee shall consist of:
- (a) the Chair of the Board;
 - (b) the Treasurer who shall be Chair;
 - (c) the President of the Medical Staff; and
 - (d) two or more other Directors.
- (2) The Finance Committee shall:
- (a) study and recommend to the Board for approval an annual budget for capital and operating revenues and expenditures for the ensuing fiscal year;
 - (b) study the detailed financial statement for the month previous to the date of each regular meeting of the Board and advise the Board accordingly;
 - (c) advise the Board with regard to donations, bequests, endowments, and investments;
 - (d) recommend to the Board the types and amounts of insurance to be carried by the Corporation, and review these annually;

- (e) review the annual financial statement and auditor's report prior to the Annual Meeting of the Corporation; and
 - (f) inform and advise the Board on financial matters as requested.
- (3) The Finance Committee shall receive at any one of its meetings any written report and recommendations of the auditor.
- (4) The Chief Executive Officer shall send a copy of the minutes of any such meeting of the Finance Committee to the auditor.

25. JOINT CONFERENCE COMMITTEE

- (1) The Joint Conference Committee shall consist of:
- (a) the Chair, Vice-Chair, Secretary and Treasurer of the Board of Directors, who will be voting members. All other members of the Executive Committee can attend;
 - (b) the President, Vice-President and Secretary-Treasurer of Medical Staff, and the Chief of Staff, who will be voting members. All other Physicians can attend;
 - (c) the Chief Executive Officer, with voting privileges in the event of a tie; and
 - (d) in the absence of a voting member, an alternate can be appointed.
- (2) The Joint Conference Committee shall:
- (a) discuss and promote understanding of points of mutual interest to the Board and the Medical Staff, and shall report back to the Board and to the Medical Advisory Committee. Points of mutual interest may include items such as hospital development, professional discipline, staffing, accreditation; and
 - (b) meet at least annually and at the request of any member of the committee.

26. STRATEGIC PLANNING COMMITTEE

- (1) The Strategic Planning Committee shall consist of:
- (a) the Vice-Chair of the Board;

- (b) the Chief of Staff or the President of Medical Staff; and
 - (c) two or more other Directors.
- (2) The Strategic Planning Committee shall:
- (a) study the continuing role of the Hospital in the community and area served;
 - (b) recommend long term plans for the development of hospital related health services and review short term plans at the request of the Board;
 - (c) maintain a continuing review of the Hospital's progress in carrying out its plans and programs, and make regular reports to the Board;
 - (d) study and advise on the priorities for long term capital expenditure, including existing and new programs, to ensure that the best use is made of the Hospital's capital funds;
 - (e) perform such other duties as may be assigned to the committee from time to time by the Board;
 - (f) make recommendations to the Board concerning:
 - (i) the establishment and monitoring of policies which will earn for the Hospital, public understanding, acceptance and financial support;
 - (ii) the public relations methods and techniques to be employed by the Hospital;
 - (iii) the establishment and operation of effective lines of communication between the Hospital and press, radio and television representatives in the area;
 - (iv) the establishment and monitoring of policies reflecting the Hospital's philosophy in matters of French language services as per the French Language Services Advisory Committee's mandate to develop and implement a plan for the provision of French language services in accordance to the French Language Services policy. Based on its French Language Services Plan, the annual report of the French Language Services Advisory Committee approved by the Board of

Directors, shall be presented at the Annual General Meeting;
and

- (v) the establishment and monitoring of an active membership program;
- (g) report at the regular meetings of the Board on such public relations and French language services matters of the Hospital as the Board may direct;
- (h) review and report to the Board at least annually on the complete public relations program and public attitudes in relation to the Hospital.

27. PROPERTY COMMITTEE

- (1) The Finance Committee will serve as the Property Committee and perform the functions prescribed below.
 - (a) assist the Chief Executive Officer in all matters of grounds and buildings maintenance;
 - (b) maintain a constant review of the current status of equipment in use in the grounds and buildings;
 - (c) recommend to Board the acquisition of equipment required for the maintenance of grounds and buildings;
 - (d) study and advise on the priorities for long term expenditures on capital equipment;
 - (e) inform the Board on all property matters which require the Board's knowledge; and
 - (f) perform such other duties as may be assigned to the committee from time to time by the Board.

28. NOMINATING COMMITTEE

- (1) The Nominating Committee shall consist of:
 - (a) two Directors,
 - (b) two members of the Corporation who are not Directors; and

- (c) the Chief Executive Officer without power to vote.
- (2) The Nominating Committee shall:
 - (a) nominate persons for election to the Board to fill any vacancies on the Board; and
 - (b) nominate Directors for consideration by the Board for election as officers of the Board as defined in this By-Law.
- (3) In selecting persons as nominees for election to the Board, the committee shall:
 - (a) endeavour to provide for broad community representation after considering the list of appointed and ex officio Directors;
 - (b) consider the names of all persons submitted in accordance with this By-Law;
 - (c) consider the potential contribution of any person nominated in relation to the function of hospitals generally in Ontario and the Corporation in particular in providing services to the community in accordance with the goals and the objectives of the Hospital; and
 - (d) consider the person's:
 - (i) standing and reputation in the community; and
 - (ii) record of public service.
- (4) In selecting Directors for nomination for election or appointment as officers of the Board, the committee shall review participation and attendance at previous Board and committee meetings.
- (5) The Nominating Committee shall perform such other duties as may be requested by the Board from time to time.

29. PROCEDURES

- (1) The statutory declaration of the Secretary or Chair that notice has been given pursuant to the By-Laws, shall be sufficient and conclusive evidence of the giving of such notice.
- (2) No error or omission in giving notice for a meeting of Directors shall invalidate such meetings or invalidate or make void any proceedings taken

or had at such meetings, provided that any Director not notified waives notice of any such meetings, ratifies and approves any or all proceedings taken or had thereat.

- (3) Any officer of the Board shall cease to hold office and any Member of any committee shall cease to be a Member of that committee upon resolution of the Board. If a Member is absent for three consecutive Board meetings without good and sufficient cause, the Board may, at its discretion, terminate the appointment of the Member.
- (4) Minutes shall be kept for all meetings of the Board and all meetings of all committees.
- (5) Questions arising at any meetings of the Board or any committee established by or by means of this By-Law shall be decided by a majority of votes, provided that:
 - (a) at Board and Corporation meetings, the Chair shall only vote to break a tie, and at committee meetings, he/she may vote to tie or to break a tie;
 - (b) any motion is lost if there is an equality of votes, including that of the committee Chair;
 - (c) all votes at any such meeting shall be taken by ballot if so demanded by any voting Member present;
 - (d) except as provided by paragraph 29(5)(c), votes shall be taken in the usual way by assent or dissent; and
 - (e) a declaration by the Chair that a resolution, vote or motion has been carried and an entry to that effect in the minutes shall be admissible in evidence as prima facie proof of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution, vote or motion.
- (6) Any questions of procedure at or for any meetings of the Corporation, of the Board, of the Medical Staff, or of any committee, which have not been provided for in this By-Law or by the *Corporations Act* shall be determined by the Chair in accordance with Bourinot's Rules of Order.

30. BONDING

- (1) 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.
- (2) At the discretion of the Board, the requirements of subsection 30(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.
- (3) The Corporation shall pay the expenses of any fidelity bond or policy secured under subsection 30(1) or 30(2).

DUTIES OF OFFICERS

31. CHAIR

The Chair of the Board shall:

- (1) preside at all meetings of the Board of Directors and of the Corporation;
- (2) be Chair of the Executive Committee and Joint Conference Committee;
- (3) report to each Annual Meeting of Members of the Corporation concerning the operations of the Hospital;
- (4) represent the Hospital at public or official functions;
- (5) perform such other duties as may from time to time be determined by the Board; and
- (6) be entitled to attend and vote at meetings of all committees of the Board.

32. VICE-CHAIR

The Vice-Chair shall:

- (1) 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 be from time to time assigned by the Board; and
- (2) be Chair of the Strategic Planning Committee.

33. TREASURER

The Treasurer of the Corporation shall:

- (1) be Chair of the Finance Committee, and a member of the Executive Committee;
- (2) be responsible for the custody of the books of account and accounting records of the Corporation required to be kept by the provisions of the *Corporations Act*;
- (3) submit a financial statement at each regular meeting of the Board, indicating the financial position of the Hospital at the close of the preceding month;
- (4) ensure that all accounts are audited; and
- (5) perform such other duties as may be established from time to time by resolution of the Board.

34. SECRETARY

The Secretary of the Corporation shall:

- (1) attend all meetings of the Board and of the Corporation;
- (2) cause to be kept a record of minutes of all meetings;
- (3) be responsible for all correspondence of the Corporation and the Board;
- (4) ensure the preparation of all reports required under any Act or Regulation of the Province of Ontario;
- (5) be responsible for the custody of all minute books, documents and registers of the Corporation required to be kept by the provisions of the *Corporation Act*;
- (6) be the custodian of the seal of the Corporation;
- (7) cause to be kept a roll of the names and addresses of the Members; and
- (8) perform such other duties as the Board may direct.

35. THE BANK

The Board shall, by resolution, designate the financial institutions in which the monies of the Corporation shall be deposited and in which any stocks, bonds or other securities of the Corporation shall be placed for safekeeping.

36. BANKING

- (1) Any two of the Chair; Vice-Chair; Treasurer; Chief Executive Officer; Chief Financial Officer; Chief Nursing Officer; or a Director designated by the Board are hereby jointly authorized for and in the name of the Corporation:
 - (a) to draw, accept, sign and make all or any bills of exchange, promissory notes, cheques and orders for payment of money;
 - (b) to receive all monies and to give acquittance for the same;
 - (c) subject to the approval of the Board, to assign and transfer to the designated financial institutions all or any stocks, bonds, and other securities;
 - (d) subject to the approval of the Board, from time to time to borrow money from a financial institution by incurring an overdraft or otherwise; and
 - (e) subject to the approval of the Board, for and in the name of and on behalf of the Corporation, to transact with the said financial institutions any other business.

- (2) Any officer of the Corporation or any official as may from time to time be designated by the Board is hereby authorized or may be authorized on behalf of the Corporation:
 - (a) to negotiate with, deposit with, endorse or transfer to a financial institution, but for the credit of the Corporation only, all or any bills of exchange, promissory notes, cheques, or orders for the payment of money and other negotiable paper;
 - (b) from time to time arrange, settle, balance and certify all books and accounts between the Corporation and the Corporation's financial institution;
 - (c) to receive all paid cheques and vouchers; or
 - (d) to sign the bank's form of settlement of balances and release.

37. SIGNING OFFICERS

- (1) The Chair or Vice-Chair or Treasurer, and Chief Executive Officer or Chief Financial Officer, shall sign on behalf of the Corporation and affix the Corporate Seal to all contracts, agreements, conveyances, mortgages, or other documents as may be required and as authorized by the Board.
- (2) The Seal of the Corporation shall be in the form impressed hereon.

38. INVESTMENTS

The Board may invest only in securities authorized by the *Trustee Act* (Ontario):

- (1) all monies bequeathed in trust to the Board for the use of the Corporation;
- (2) all Corporation monies not required for operating expenses; and
- (3) notwithstanding the provisions of subsection 38(1), the Board may, in its discretion, retain investments not authorized by the (Ontario) which are given or bequeathed to the Corporation in specie.

39. BEQUESTS

- (1) The Secretary shall ensure that certified copies of all testamentary documents and trust instruments by which benefits are given, bequeathed or devised to, or to the use of the Corporation, are kept and systematically recorded in a permanent file.
- (2) The certified copies referred to in subparagraph 39(1) shall be made available by the Secretary to any Director on the Board, to the Hospital auditor, and to any other individual approved by the Board.
- (3) Except as allowed by subsection 37(1), no benefit given, devised or bequeathed in trust to or to the use of the Corporation for endowment purposes shall be hypothecated, transferred or assigned to obtain credit or to receive funds.

40. AUDITOR

- (1) The Corporation shall at its Annual Meeting appoint an auditor who shall not be a member of the Board or an officer, or employee of the Corporation, or a partner or employee of any such persons, and who is duly licensed under the provisions of the *Public Accountancy Act* (Ontario), to hold office until the next Annual Meeting of the Corporation.

- (2) The auditor shall have all the rights and privileges as set out in the *Corporations Act* and shall perform the audit function as prescribed therein.
- (3) In addition to making a report at the Annual Meeting of the Corporation, the auditor may from time to time report to the Board, through the Finance Committee, making any recommendations he/she considers necessary.

41. CHIEF EXECUTIVE OFFICER

- (1) The Chief Executive Officer shall be appointed by the Board and may be Secretary, Treasurer, or Secretary-Treasurer of the Board of Directors.
- (2) The Chief Executive Officer shall:
 - (a) be responsible to the Board for general administration, organization and management of the Hospital in accordance with policies established by the Board;
 - (b) attend all meetings of the Board and of its committees, as directed by the Board, and all meetings of the Medical Advisory Committee;
 - (c) employ, control and direct all employees of the Corporation, including senior staff;
 - (d) notwithstanding the provisions of section 36, be responsible for the payment by cheque of all salaries and amounts due from and owing by the Corporation which fall within the purview and scope of the annual budget, or otherwise as may be established from time to time by resolution of the Board;
 - (e) report to the Board any matter about which it should have knowledge;
 - (f) report to the Physician charged with the responsibility of clinical supervision any oversight of medical practice in the Hospital, and to the Board if necessary:
 - (i) any failure of any Physician to act in accordance with statute law or regulations thereunder, or the Hospital's By-Laws and rules;
 - (ii) any patient who is not making reasonable progress towards recovery or who is not being visited frequently enough by the attending Physician or surgeon; and

- (iii) any other matter about which he/she should have knowledge;
- (g) cooperate with the Medical Advisory Committee in the provision of quality care; and
- (h) ensure that the Hospital complies with all statutory and regulatory requirements.

ANCILLARY ASSOCIATIONS

42. AUTHORIZATION

- (1) The Board may sponsor the formation of a Hospital Auxiliary, a Nurses' Alumnae Association or any other ancillary association as it deems advisable.
- (2) Such association shall be conducted with the advice of the Board for the general welfare and benefit of the Corporation and the patients treated in the Hospital.

43. CONTROL

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

44. REPRESENTATION

The representative of the Hospital Auxiliary or any other ancillary organization approved by the Board shall be ex officio a Member and a Director of the Corporation.

45. AUDITOR

- (1) Each unincorporated ancillary organization shall have its financial affairs reviewed by an auditor for purposes of assuring reasonable internal control.
- (2) The auditor for the Corporation shall be the auditor for the ancillary organization.

PART II
MEDICAL STAFF

PURPOSES OF MEDICAL STAFF/PROFESSIONAL BY-LAWS, STRUCTURE AND RULES AND REGULATIONS//

46. PURPOSES OF THE MEDICAL /PROFESSIONAL STAFF BY-LAWS

The purposes of the Medical/Professional Staff by-laws are to:

- (1) outline clearly and succinctly the purposes and functions of the Medical Staff and other Professional Staff; and
- (2) identify the process for the selection of the Chief of Staff and for the election of the Medical Staff Association officers.

47. RULES AND REGULATIONS

The Medical Advisory Committee may make Rules and Regulations, as well as corresponding policies and procedures, as they deem necessary for patient care, and the conduct of members of the Professional Staff that are consistent with the mission of the Hospital and its By-Laws. Such Rules and Regulations, or any amendments thereto, will become effective when approved by the Board.

APPOINTMENT AND RE-APPOINTMENT TO MEDICAL STAFF

48. APPOINTMENT TO THE MEDICAL STAFF

- (1) The Board will appoint annually a Medical Staff for the Corporation.
- (2) Notwithstanding the other requirements of this By-Law, a person who is not a Physician may be honoured by appointment to the Honorary or Special Professional Staff categories.
- (3) Appointments to the Medical Staff shall be made in accordance with the *Public Hospitals Act* and the Standardized Credentialing Policy.

49. APPLICATION FOR RE-APPOINTMENT

- (1) Each year each member of the Medical Staff shall make a written application for re-appointment to the Hospital in the prescribed form and shall submit the application to the Chief Executive Officer.

- (2) Applications for re-appointment shall be processed in accordance with the *Public Hospitals Act* and the Standardized Credentialling Policy.

50. REFUSAL OF RE-APPOINTMENT

- (1) Pursuant to the *Public Hospitals Act*, the Board may refuse to re-appoint a member of the Medical Staff. In the event that this occurs, the Medical Staff member shall be entitled to the process set out in the Standardized Credentialling Policy.
- (2) Where a member has submitted a completed application form for re-appointment within the prescribed time period, his/her appointment is deemed to continue:
 - (a) until the re-appointment is granted; or
 - (b) where he/she is served with a notice that the Board refuses to grant the re-appointment, until the time for giving notice requiring a hearing by the Health Professions Appeal and Review Board has expired and, where a hearing is required, until the decision of the Health Professions Appeal and Review Board has become final.

51. APPLICATION FOR CHANGE OF PRIVILEGES

Applications for a change of privileges shall be processed in accordance with the provisions of the *Public Hospitals Act* and the Standardized Credentialling Policy.

CATEGORIES OF THE MEDICAL STAFF

52. MEDICAL STAFF GROUPS

- (1) The Medical Staff shall consist of the following groups:
 - (a) Active;
 - (b) Associate;
 - (c) Courtesy;
 - (d) Locum Tenens;
 - (e) Temporary;
 - (f) Honorary;

- (g) Consulting; and
 - (h) Senior.
- (2) In the case of new applicants, in order to apply to the Active, Consulting and Courtesy categories, one must have first spent a minimum of one year on the Associate Staff, unless this requirement is waived by the Board.

53. TRANSITION FROM ACTIVE/ASSOCIATE/CONSULTING/COURTESY AND LOCUM TENENS STAFF

- (1) On the thirtieth (30th) day of June of the member's attainment of the age of sixty-five (65), a member in the Active, Associate, Courtesy or Locum Tenens may:
- (a) retire;
 - (b) apply for appointment to the Senior Staff; or
 - (c) apply for appointment to the Honorary Staff.
- (2) Beginning in March of the year in which an applicant turns sixty-three (63) and annually thereafter, that applicant must prepare a transition report outlining his/her proposed plan for retirement so as to provide the Hospital an opportunity to do succession planning, if he/she wishes to apply for Senior Staff privileges upon turning sixty-five (65). The retirement report must be submitted to the Chief of Staff. The report will be expected by the end of March in each applicable year, and a meeting shall be convened within two (2) months of its receipt to finalize the retirement plan. The retirement plan will be developed by the applicant in consultation with the Chief of Staff, and shall be submitted by them to the Medical Advisory Committee for consideration and approval. Medical Staff members will not be considered for appointment to the Senior Staff if they have not completed their retirement reports.

54. ACTIVE MEDICAL STAFF

- (1) The Active Medical Staff shall consist of those Physicians who have been appointed to the Active Staff by the Board, who are responsible for ensuring that an acceptable standard of medical care is provided to patients under their care.

- (2) All Active Medical Staff members are responsible for ensuring that medical care is provided to all patients in the Hospital.
- (3) All Active Medical Staff members shall have Admitting Privileges unless otherwise specified in their appointment to the Medical Staff.
- (4) Active Medical Staff members shall be eligible to vote at Medical Staff meetings, to hold office and to sit on any committee of the Medical Staff.
- (5) All members of the Active Medical Staff shall undertake to govern themselves in accordance with the *Public Hospitals Act*, this By-Law, the Rules and Regulations and Policies of the Hospital as established and amended from time to time.
- (6) Each member of the Active Medical Staff shall:
 - (a) undertake such duties in respect of those patients classed as emergency cases as may be specified by the Chief of Staff to which the Physician has been assigned;
 - (b) attend patients, and undertake treatment and procedures only in accordance with the kind and degree of privileges granted by the Board;
 - (c) act as a Supervisor of a member of the Professional Staff as and when requested by the Chief of Staff; and
 - (d) be expected to make themselves available for committee membership.
- (7) No Physician may be a member of the Active Staff beyond the thirtieth (30th) day of June following his/her attainment of the age of sixty-five (65).

55. ASSOCIATE MEDICAL STAFF

- (1)
 - (a) Subject to clause 55(1)(b) below, all applicants who are applying for initial appointment to the Medical Staff shall be assigned to the Associate Medical Staff for a period of at least one (1) year and which shall not exceed eighteen (18) months, unless the Board determines otherwise.
 - (b) In the event that the applicant's promotion from Active Medical Staff is under review, the applicant's Associate Medical Staff period shall be extended until such time as a final determination is made.

- (c) The Board may waive the requirement to appoint an applicant to the Associate Staff and appoint an applicant directly to the Active Staff.
- (2) Each Associate Medical Staff member shall have Admitting Privileges unless otherwise specified in the appointment.
- (3) An Associate Medical Staff member shall work for a probationary period under the supervision of an Active Staff member named by the Chief of Staff.
- (4) A Supervisor shall carry out Supervisor duties in accordance with the Policies, Rules and Regulations of the Hospital.
- (5) Upon the request of an Associate Medical Staff member or a Supervisor, the Chief of Staff may assign the Associate Medical Staff member to a different Supervisor.
- (6) At any time, an unfavourable report may cause the Medical Advisory Committee to consider making a recommendation to the Board that the appointment of the Associate Medical Staff member be terminated.
- (7) An Associate Medical Staff member shall:
 - (a) attend patients, and undertake treatment and procedures under supervision in accordance with the kind and degree of privileges granted by the Board on the recommendation of the Medical Advisory Committee; and
 - (b) undertake such duties in respect of those patients classed as emergency cases as may be specified by the Chief of Staff which the Physician has been assigned.
- (8) A member of the Associate Medical Staff shall not vote at Medical Staff meetings, nor be elected a Medical Staff officer, but may be appointed to a committee of the Medical Staff.
- (9) After six (6) months, the appointment of a Physician to the Associate Medical Staff will again be reviewed by the Credentials Committee. The review will include assessment of the Physician's clinical performance and the information and evidence set out in clause 2.01(a)(iv) of the Standardized Credentialling Policy. The report developed from the review will be reviewed and discussed with the Physician.

- (10) After one (1) year, the appointment of a Physician to the Associate Medical Staff will be reviewed by the Credentials Committee, which will report to the Medical Advisory Committee. The review will include assessment of the Physician's clinical performance and the information and evidence set out in clause 2.01(a)(iv) of the Standardized Credentialing Policy. The Medical Advisory Committee, after considering the report of the Credentials Committee, will recommend to the Board for its consideration and determination either a change in category, continuation in the Associate Staff category for a further period of time not to exceed an additional six (6) months for an aggregate total of eighteen (18) months, or denial of re-appointment.
- (11) No Physician may be a member of the Associate Staff beyond the thirtieth (30th) day of June following his/her attainment of the age of sixty-five (65).

56. SENIOR MEDICAL STAFF

- (1) The Senior Medical Staff category has been created by the Board to allow the Hospital to, where required by its Medical Resource Plan, approve privileges beyond the Active Medical Staff retirement age of sixty-five (65), provided that:
 - (a) the impact of the applicant's expertise on the Hospital's reputation is considered;
 - (b) the Hospital is unable to attract an applicant with like skills, training, and experiences and the retirement of the applicant would be prejudicial to the health and welfare of the members of the community; and
 - (c) a human resources requirement exists within the Hospital, and the applicant's training, experience and qualifications fulfils the manpower requirement.
- (2) The Board's responsibility for putting in place a succession plan for members of its Medical Staff may require that, on an annual basis, a Senior Medical Staff member's privileges may be reduced or not renewed in favour of granting privileges to new or existing Associate or Active Medical Staff members.
- (3) Senior Medical Staff:
 - (a) will consist of those members of the Medical Staff, as are appointed from time to time by the Board, who are over the age of sixty-five

(65) after the thirtieth (30th) day of June and who maintain clinical activities within the Corporation;

- (b) will be subject to an enhanced review system which shall be developed by the Chief of Staff and approved by the Medical Advisory Committee with the express objective of ensuring ongoing competency of the Senior Medical Staff members. The enhanced review system for Physicians over the age of seventy (70) shall be conducted by an external physician. The agreed upon system shall be set out in the Rules and Regulations;
- (c) will be granted Admitting Privileges as approved by the Board having given consideration to the recommendation of the Medical Advisory Committee;
- (d) will be entitled to apply for annual re-appointment;
- (e) will be eligible to attend and vote at Medical Staff meetings and to be an officer of the Medical Staff or a committee chair;
- (f) will be bound by the expectations for attendance at Medical Staff meetings; and
- (g) will at the time of appointment to the Senior Medical Staff be assessed by the Chief of Staff with respect to his/her expected contributions with respect to administrative and clinical responsibilities. In the event that a Physician on the Senior Medical Staff assumes less administrative and clinical responsibilities than a member of the Active Medical Staff than such diminished responsibilities shall result in a diminished access to Hospital resources.

57. COURTESY MEDICAL STAFF

- (1) The Board may grant a Physician an appointment to the Courtesy Medical Staff in one or more of the following circumstances:
 - (a) The applicant has an Active Medical Staff commitment at another hospital; or
 - (b) the applicant lives at such a remote distance from the Hospital that it limits full participation in Active Medical Staff duties, but he/she wishes to maintain an affiliation with the Hospital; or

- (c) the applicant has a primary commitment to, or contractual relationship with, another community or organization; or
 - (d) the applicant requests access to limited Hospital resources, or out-patient programs, or facilities; or
 - (e) where the Board deems it otherwise advisable.
- (2) (a) The Board may grant a Physician an appointment to the Courtesy Medical Staff, with such privileges as the Board deems advisable. Privileges to admit patients shall only be granted under specified circumstances.
- (b) The circumstances leading to an appointment under this section shall be specified by the Physician on each application for re-appointment.
- (c) No Physician may be a member of the Courtesy Staff beyond the thirtieth (30th) day of June following his/her attainment of the age of sixty-five (65).
- (3) Each member of the Courtesy Staff shall be subject to an initial probationary period of twelve (12) months during which time his/her professional activities shall be scrutinized by the Chief of Staff (or his/her appointee) and at the conclusion of the twelve (12) months' probationary period, his/her professional competence shall be assessed by the Medical Advisory Committee.

58. LOCUM TENENS

- (1) The Medical Advisory Committee, upon the request of a member of the Medical Staff, may recommend to the Board the appointment of a Locum Tenens as a planned replacement for that Physician for a specified period of time.
- (2) A Locum Tenens shall:
- (a) attend patients assigned to his/her care by the Active Staff member by whom he/she is supervised, and shall treat them with the professional privileges granted by the Board on the recommendation of the Medical Advisory Committee;

- (b) work under the counsel and supervision of a member of the Active Staff who has been assigned this responsibility by the Chief of Staff or his/her delegate; and
- (c) undertake such duties in respect of those patients classed as emergency cases and of out-patient department clinics as may be specified by the Chief of Staff.

59. TEMPORARY STAFF

- (1) A temporary appointment may be made only for one of the following reasons:
 - (a) to meet a specific singular requirement by providing a consultation and/or operative procedure;
 - (b) to meet an urgent unexpected need for a medical service; or
 - (c) to provide a series of consultations.
- (2) Notwithstanding any other provision in this By-Law, the Chief Executive Officer, after consultation with the Chief of Staff or his/her delegate, may:
 - (a) grant a temporary appointment to a physician who is not a member of the Medical Staff provided that such appointment shall not extend beyond the date of the next meeting of the Medical Advisory Committee at which time the action taken shall be reported; and
 - (b) continue the appointment on the recommendation of the Medical Advisory Committee until the next meeting of the Board.
- (3) A temporary appointment shall not have privileges to admit patients.

60. HONORARY MEDICAL STAFF

- (1) A Physician may be honoured by the Board with a position on the Honorary Medical Staff of the Hospital because he:
 - (a) is a former member of the Medical Staff who has retired from active practice; or
 - (b) has an outstanding reputation or made an extraordinary accomplishment, although not necessarily a resident in the community.

- (2) Each member of the Honorary Medical Staff shall be appointed by the Board on the recommendation of the Medical Advisory Committee.
- (3) Members of the Honorary Medical Staff shall not:
 - (a) have regularly assigned duties or responsibilities;
 - (b) be eligible to vote at Medical Staff meetings or to hold office;
 - (c) be bound by the attendance requirements for Medical Staff meetings; or
 - (d) admit, treat, perform diagnostic procedures or discharge patients.

61. CONSULTING MEDICAL STAFF

The category of Consulting Medical staff has been created to address situations where the Hospital is unable to attract a Physician with specific skills or the Hospital does not have the volume of practice to require the specialized services on a full-time basis, or access to the Physician's skills would contribute to the health and welfare of members of the community.

- (1) The Board of the Hospital may grant privileges to an applicant in accordance with Article 9 of the Standardized Credentialing Policy of the Hospital in the following circumstances:
 - (a) the Physician has an Active Medical Staff commitment at another hospital;
 - (b) the Physician will provide only occasional advice to the Professional Staff and patients; and
 - (c) it is highly unlikely or impractical to expect the Physician to formally apply for privileges at the Hospital.
- (2) Where a Physician is granted an appointment to the Consulting Medical Staff, the extent of his/her privileges will be determined on a case-by-case basis. Privileges to admit patients shall only be granted under specified circumstances.
- (3) Physicians awarded Consulting Medical Staff privileges shall not be subject to Medical Staff meeting attendance requirements. Furthermore, they will not have the right to vote or hold office.

MEDICAL STAFF DUTIES AND RESPONSIBILITIES

62. INDIVIDUAL DUTIES AND RESPONSIBILITIES

Each member of the Medical Staff has an individual responsibility to the Corporation and the Board to:

- (1) ensure a high professional standard of care is provided to patients under his/her care that is consistent with sound healthcare resource utilization practices;
- (2) practise at the highest professional and ethical standards within the limits of the privileges provided;
- (3) perform only those acts, procedures, treatments and operations for which the Medical Staff member is competent;
- (4) maintain involvement, as a recipient, in continuing medical and interdisciplinary professional education;
- (5) recognize the authority of the Chief of Staff, the Medical Advisory Committee and the Board;
- (6) comply with the *Public Hospitals Act*, the Legislation, and the Hospital's by-laws, Rules and Regulations, Policies and ethical guidelines;
- (7) participate in quality, complaint and error management initiatives, as appropriate;
- (8) prepare and complete patient records in accordance with the Hospital's Policies as may be established from time to time, the Legislation and accepted industry standards;
- (9) provide the Chief of Staff with three (3) months' notice of the members' intention to resign or restrict the member's privileges;
- (10) work and cooperate with others in a manner consistent with the Hospital's mission, vision and values;
- (11) notify the Board in writing through the Chief Executive Officer of any additional professional degrees or qualifications obtained by the member or of any change in the licence to practice medicine made by the College or change in professional liability insurance;
- (12) serve as required on various Hospital and Medical Staff committees;

- (13) provide timely communication with all patients' referring physicians;
- (14) obtain consultations on patients:
 - (a) on every patient who is recommended for an operation, but whose condition is such as to indicate that the patient may be a poor operative risk;
 - (b) on every patient where there is a failure to progress as expected under treatment;
 - (c) on every patient where a serious problem of diagnosis or management exists; and
 - (d) in all other cases where the rules of the Hospital require that a consultation be requested,
- (15) when requested by a fellow Medical Staff member, provide timely consultations;
- (16) endeavour to secure from the next of kin of a deceased patient, or from another appropriate authority, a written consent for the performance of a post-mortem examination on the body of a deceased patient;
- (17) complete, or cause to be completed, the "Recorded Consideration" section of the Notification of Death form indicating whether organs and/or tissues of the deceased patient were considered for transplantation; and
- (18) not undertake any conduct that would be prejudicial to the Hospital's reputation or standing in the community, including making prejudicial or adverse public statements with respect to the Hospital's operations which have not first been addressed through the proper communication channels identified above and such official channels have not satisfactorily resolved the Medical Staff member's concerns.

63. MONITORING ABERRANT PRACTICES

Where anyone believes that a member of the Medical Staff is attempting to exceed his/her privileges or is temporarily incapable of providing a service that he/she is about to undertake, the belief shall be communicated immediately to the Chief of Staff and to the Chief Executive Officer.

64. MONITORING PATIENT CARE

Any aspect of patient care performed in the Hospital may be viewed by the Chief of Staff or designate without the approval of, but where possible with the knowledge of, the Medical Staff member in question.

65. TRANSFER OF RESPONSIBILITY

- (1) Pursuant to the Hospital Management Regulation whenever the responsibility for the care of a patient of a member of the Medical Staff is transferred to another member of the Medical Staff, a written notation by the Medical Staff member who is transferring the care over to another shall be made and signed on the patient's medical record and the name of the Medical Staff member assuming the responsibility shall be noted in the patient's medical record and the Medical Staff member assuming the responsibility shall be notified immediately. The transfer of responsibility shall be deemed to have occurred when the Medical Staff member accepts the responsibility.
- (2) Pursuant to the *Public Hospitals Act*, where the Chief of Staff has cause to take over the care of a patient, the Chief Executive Officer, the attending Physician and the patient, shall be notified as soon as possible or when the patient is mentally incompetent, the patient's substitute decision maker, shall be notified as soon as possible.

MID-TERM ACTION

66. MID-TERM ACTION

Pursuant to the *Public Hospitals Act*, the Board at any time may revoke or suspend any appointment of a member of the Medical Staff or dismiss, suspend, restrict or otherwise deal with the privileges of the member. Mid-Term action shall be taken only in accordance with the Standardized Credentialing Policy.

CHIEF OF STAFF

67. APPOINTMENT OF CHIEF OF STAFF

- (1) The Board shall appoint a member of the Medical Staff to be the Chief of Staff for an agreed upon term after giving consideration to the recommendations of a selection committee.
- (2) The Board may, at any time, revoke or suspend the appointment of the Chief of Staff.

68. DUTIES OF CHIEF OF STAFF

- (1) The Chief of Staff is accountable to the Board for two (2) major responsibilities:
 - (a) the Chief of Staff is responsible for the quality of care by overseeing and facilitating the work of the Medical Advisory Committee in carrying out their collective and individual responsibilities for overseeing the quality of clinical care provided by the Professional Staff to the patients of the Hospital; and
 - (b) the Chief of Staff is responsible for chairing the Medical Advisory Committee. In chairing, it is also the responsibility of the Chief of Staff to report regularly to the Board on the work and recommendations of the Medical Advisory Committee and its component parts and subcommittees, and similarly to the Medical Advisory Committee, and its component parts and subcommittees, on the decisions and actions of the Board as appropriate.
- (2) In addition, the Chief of Staff shall:
 - (a) be a member of the Board and such committees of the Board as provided in the By-Laws, and such other committees as determined by the Board from time to time;
 - (b) be an ex officio member of all committees established by the Medical Advisory Committee and as such may attend at his/her discretion;
 - (c) organize the Professional Staff to ensure that the quality of the medical, dental, and extended class nursing care given to all patients of the Hospital is in accordance with Policies established by the Board;
 - (d) chair the Medical Advisory Committee and ensure accurate minutes are kept and appropriately circulated;
 - (e) advise the Medical Advisory Committee and the Board with respect to the quality of medical and dental diagnosis, care and treatment provided to the patients of the Hospital, and the quality of extended class nursing care provided to the patients of the Hospital;
 - (f) assign, or delegate the assignment of, a member of the Professional Staff to supervise the clinical practice of any other

member of the Professional Staff, as appropriate, for any period of time;

- (g) assign, or delegate the assignment of, a member of the Professional Staff, as appropriate, to discuss in detail with any other member of the Professional Staff, as appropriate, any matter which is of concern to the Chief of Staff;
- (h) in consultation with the Chair and the Chief Executive Officer, designate an alternate to act during an absence;
- (i) supervise the professional care provided by all members of the Professional Staff;
- (j) be responsible to the Board, through and with the Chief Executive Officer, for the appropriate utilization of resources by all Professional Staff;
- (k) report to the Medical Advisory Committee on activities of the Hospital, including the utilization of resources and quality assurance;
- (l) participate in the development of the Hospital's Mission, Objectives, and Strategic Plan;
- (m) investigate matters of patient care or conflicts with Hospital employees and Professional Staff members. Similarly, the duties include implementing procedures to monitor and ensure Professional Staff compliance with the *Public Hospitals Act*, the Legislation, the Hospital's by-laws, Rules and Regulations, Policies, ethical guidelines and practice of the staff;
- (n) participate in Hospital resource allocation decisions;
- (o) ensure there is a process for the participation by all Professional Staff members in continuing Professional Staff education;
- (p) conduct performance evaluations of all members of the Professional Staff. Ensure that the evaluations and recommendations are forwarded to the Medical Advisory Committee through the Credentials Committee. Notify the Credentials Committee of the completion of the evaluations and the completion of the recommendations;

- (q) advise the Professional Staff on current Hospital policies, objectives and Rules and Regulations; and
- (r) perform such additional duties as are set out in the Chief of Staff job description and in his/her employment agreement.

MEETINGS - MEDICAL STAFF

69. MEETINGS OF THE MEDICAL STAFF

The Medical Staff shall hold at least four (4) meetings in each fiscal year of the Hospital, one of which shall be the annual meeting. The meeting of the Medical Advisory Committee may be deemed to be a meeting of the Medical Staff by the President of the Medical Staff.

70. NOTICE OF ANNUAL MEETINGS

A written notice of each Annual Meeting shall be posted in the Physician's Lounge by the Secretary of the Medical Staff at least ten (10) days before the meeting.

71. NOTICE OF REGULAR MEETINGS

A written notice of each regular meeting shall be posted in the Physician's Lounge by the Secretary of the Medical Staff at least five (5) days before the meeting.

72. SPECIAL MEETINGS

- (1) In case of emergency, the President of the Medical Staff may call a Special Meeting.
- (2) Special Meetings shall be called by the President of the Medical Staff on the written request of any three (3) members of the Active Staff.
- (3) Notice of such Special Meetings shall be as required for a regular meeting, except in cases of emergency, and shall state the nature of the business for which the Special Meeting is called.
- (4) The usual period of time required for giving notice of any Special Meeting shall be waived in cases of emergency, subject to ratification of this action by the majority of those members present and voting at the Special Meeting, as the first item of business at the meeting.

73. QUORUM

- (1) A majority of the Medical Staff members entitled to vote shall constitute a quorum at any Annual, General or Special Meeting of the Medical Staff.
- (2) In any case where a quorum of the Medical Staff has not arrived at the place named for the meeting within thirty (30) minutes after the time named for the start of the meeting, those members of the Medical Staff who have presented themselves shall be given credit for their attendance at the meeting for the purpose of satisfying the attendance requirements of this By-Law.

74. ORDER OF BUSINESS

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

75. ATTENDANCE AT REGULAR STAFF MEETINGS

- (1) Each member of the Active and Associate Medical Staff shall attend at least fifty percent (50%) of the regular Medical Staff meetings.
- (2) If any member of the Medical Staff, without reasons acceptable to the Medical Advisory Committee, does not attend the required number of meetings in the calendar year, the committee shall recommend to the Board that the delinquent member:
 - (a) be removed from the Medical Staff of the Hospital; or
 - (b) be suspended from the Medical Staff of the Hospital for a specified period of time; or
 - (c) work with a certain restriction upon his/her hospital privileges for a specified period of time. Such a restriction may include the loss of the privilege to attend and treat patients in the Hospital; or
 - (d) be officially reprimanded.
- (3) When the case of a patient who has been examined by, operated on by, or has received treatment from a member of the Medical Staff is to be presented at a general staff meeting or at a meeting of the Medical Advisory Committee, the Physician who examined, operated on or treated the patient shall be given at least forty-eight (48) hours notice by a Medical Staff officer and shall attend such meetings prepared to present and discuss the case. Failure of a member of the Medical Staff to comply with

this may result in disciplinary action being taken against him/her as provided in subsection 75(2) in this By-Law.

MEDICAL STAFF ELECTED OFFICERS

76. ELIGIBILITY FOR OFFICE

Only members of the Active Medical Staff may be elected or appointed to any position or office.

77. ELECTION PROCEDURE

- (1) A Nominating Committee to elect the officers shall be appointed by the Medical Staff at each annual meeting and shall consist of three (3) members of the Medical Staff.
- (2) At least thirty (30) days before the annual meeting of the Medical Staff, its Nominating Committee shall post in the doctors' lounge a list of the names of those who are nominated for the offices of the Medical Staff which are to be filled by election in accordance with this By-Law and the regulations under the *Public Hospitals Act*.
- (3) Any further nominations shall be made in writing to the Secretary of the Medical Staff within fourteen (14) days after the posting of the names referred to in subsection 77(2) above.
- (4)
 - (a) further nominations referred to in subsection 77(3) above shall be signed by two members of the Medical Staff who are entitled to vote
 - (b) the nominee shall have signified in writing on the nomination acceptance of the nomination.
 - (c) nominations shall then be posted alongside the list referred to in subsection 77(2) above.

78. DUTIES OF THE PRESIDENT OF THE MEDICAL STAFF

The President of the Medical Staff shall:

- (1) be a member of the Board representing the interest of the Medical Staff but at the same time fulfilling his/her fiduciary duties to the Hospital by making decisions in the best interest of the Hospital;
- (2) be a member of the Medical Advisory Committee;

- (3) report to the Medical Advisory Committee and the Board on any issues raised by the Medical Staff;
- (4) be accountable to the Medical Staff and advocate fair process in the treatment of individual members of the Medical Staff;
- (5) preside at all meetings of the Medical Staff;
- (6) in all matters not assigned to the Medical Advisory Committee or to the Chief of Staff act as liaison between the Medical Staff and the Chief Executive Officer and the Board;
- (7) be a member of the Joint Conference Committee;
- (8) be a member of the Finance Committee;
- (9) call special meetings of the Medical Staff;
- (10) attend to the correspondence of the Medical Staff;
- (11) give notice of Medical Staff meeting by posting a written notice thereof;
- (12) ensure that minutes are kept of all Medical Staff meetings;
- (13) be an ex officio member of all committees which report to the Medical Staff; and
- (14) be a member of such other committees as may be deemed appropriate by the Board.

79. DUTIES OF VICE-PRESIDENT MEDICAL STAFF

The Vice-President of the Medical Staff shall:

- (1) act in the place of the President of the Medical Staff, perform his/her duties and possess his/her powers in his/her absence, inability or refusal to act;
- (2) perform such duties as the President of the Medical Staff may delegate to him/her;
- (3) be a member of the Medical Advisory Committee;
- (4) be a member of the Medical Records Committee; and

- (5) be a member of the Joint Conference Committee.

80. DUTIES OF SECRETARY/TREASURER

The Secretary/Treasurer of the Medical Staff shall:

- (1) perform the duties of the Medical Staff Secretary as set out in the Hospital Management Regulation;
- (2) perform duties as set out in this By-Law;
- (3) be a member of the Medical Advisory Committee and may act as Secretary of that committee;
- (4) attend to the correspondence of the Medical Staff;
- (5) give notice of Medical Staff meetings by circulating a written notice;
- (6) ensure that minutes are kept of Medical Staff meetings;
- (7) perform the duties of the Treasurer for the Medical Staff funds and be accountable therefore;
- (8) act in the place of the Vice-President of the Medical Staff performing his/her duties and possessing his/her powers in the absence or Disability of the Vice-President;
- (9) be a member of the Joint Conference Committee; and
- (10) ensure that Physicians are notified of their appointment or election to office or committees of the Medical Staff.

MEDICAL ADVISORY COMMITTEE

81. MEMBERSHIP OF THE MEDICAL ADVISORY COMMITTEE

- (1) The Medical Advisory Committee shall consist of:
 - (a) the Chief of Staff , who shall be chair;
 - (b) the President of the Medical Staff, who shall be Vice-Chair;
 - (c) the Vice-President of the Medical Staff;
 - (d) the Secretary/Treasurer of the Medical Staff who may act as Secretary/Treasurer of the Medical Advisory Committee; and

- (e) such other members of the Medical Staff as may be determined from time to time by the Medical Advisory Committee.
- (2) The Chair, or delegate, shall attend meetings of the Medical Advisory Committee as a non-voting ex officio member.
- (3) The Chief Executive Officer, or delegate, Chief Financial Officer and Chief Nursing Officer shall attend meetings of the Medical Advisory Committee as non-voting ex officio members.

82. ACCOUNTABILITY OF MEDICAL ADVISORY COMMITTEE

The Medical Advisory Committee is accountable to the Board, in accordance with the *Public Hospitals Act*.

83. MEDICAL ADVISORY COMMITTEE DUTIES AND RESPONSIBILITIES

The Medical Advisory Committee shall, in addition to those matters set out in subsections 34(7) and 35(2) and section 37 of the *Public Hospitals Act*.

- (1) make recommendations to the Board concerning the following Professional Staff matters:
 - (a) every application for appointment or reappointment to the Professional Staff;
 - (b) the privileges to be granted to each member of the Professional Staff;
 - (c) by-laws respecting any Professional Staff;
 - (d) the dismissal, suspension or restrictions of privileges of any member of the Professional Staff;
 - (e) the quality of care provided in the Hospital by the Professional Staff and employed Extended Class Nurses; and
 - (f) the clinical and general rules regarding the Professional Staff.
- (2) supervise the practice of the Professional Staff and employed Extended Class Nurses;
- (3) appoint the Professional Staff members to all committees of the Medical Advisory Committee;

- (4) receive reports of the committees of the Medical Advisory Committee;
- (5) advise the Board on any matters referred to the Medical Advisory Committee by the Board;
- (6) participate in the development of the Hospital's overall objectives and planning, and make recommendations concerning the allocation and utilization of hospital resources;
- (7)
 - (a) appoint such committees as are required for the supervision, review and analysis of all the clinical work in the Hospital;
 - (b) name the Chair of each of the committees it appoints and ensure that each meets and functions as required and keeps minutes of its meetings; and
 - (c) receive, consider and act upon the report from each of its appointed committees;
- (8) inform the Medical Staff at each regular meeting of the Medical Staff of any business transacted by the Medical Advisory Committee and refer to the Medical Staff such items, as, in the opinion of the Medical Advisory Committee, require discussion and comments of the Medical Staff as a whole;
- (9) develop, maintain and recommend to the Board a Medical Resource Plan that takes into account the services provided by all Medical Staff members;
- (10) facilitate the development and maintenance of Rules and Regulations, policies, ethical guidelines and procedures of the Medical Staff; and
- (11) hold meetings at least ten (10) times per year and keep minutes of such meetings.

MEDICAL STAFF COMMITTEES ESTABLISHED BY THE BOARD

84. ESTABLISHMENT

[Note to Draft: Consider terms of reference for paragraph (b) and (d).]

- (1) The Medical Advisory Committee may, at its discretion, appoint the following committees:
 - (a) Credentials Committee;

- (b) Infection Control Committee;
 - (c) Professional Care Committee;
 - (d) Pharmacy and Therapeutics Committee; and
 - (e) Utilization and Planning Committee;
 - (f) other committees as may be required.
- (2) Where the Medical Advisory Committee assumes direct responsibility for the terms of reference of a committee, the Secretary of the Medical Advisory Committee shall ensure that the decision is recorded in the minutes of the Medical Advisory Committee.
- (3) The Medical Advisory Committee may combine the terms of reference of any two or more committees of the Medical Advisory Committee.
- (4) For greater certainty, a committee can be comprised of one or more people.

85. APPOINTMENT TO MEDICAL STAFF COMMITTEES

Pursuant to the Hospital Management Regulation, the Medical Advisory Committee shall appoint the medical members of all Medical Staff Committees provided for in this By-Law. The Medical Advisory Committee will appoint one of the members to be the chair or liaison. Other members of Medical Staff Committees shall be appointed by the Chief Executive Officer and Chief of Staff.

86. MEDICAL STAFF COMMITTEES

In addition to the specific duties of each Medical Staff Committee as set out in the By-Laws, all Medical Staff Committees shall:

- (1) meet as directed by the Medical Advisory Committee;
- (2) present a written report, including any recommendation of each meeting, to the next meeting of the Medical Advisory Committee;
- (3) present a written report at each annual meeting of the Medical Staff; and
- (4) perform any other duties prescribed by the Medical Advisory Committee.

87. MEDICAL STAFF COMMITTEE CHAIRS

The Medical Advisory Committee shall appoint the Chair of each Medical Staff Committee.

88. DUTIES OF THE MEDICAL STAFF COMMITTEE CHAIRS

- (1) A Medical Staff Committee Chair:
 - (a) shall chair the Medical Staff Committee meetings;
 - (b) shall call meetings of the Medical Staff Committee;
 - (c) shall be the liaison between the committee and the Medical Advisory Committee; and
 - (d) may request meetings with the Medical Advisory Committee.
- (2) Where the Chair is not a Physician, the Physician on the committee shall report to the Medical Advisory Committee.

89. THE CREDENTIALS COMMITTEE MEMBERSHIP AND DUTIES

- (1) The Medical Advisory Committee may serve as the Credentials Committee and perform the functions prescribed below and appoint a member to maintain the continuous operation of the committee, and who may act as Chair of the Medical Advisory Committee while these functions are being performed and discussed.
- (2) The Credentials Committee shall:
 - (a) be chaired by a member of the Active Medical Staff;
 - (b) ensure that a record of the qualifications and professional career of every member of the Professional Staff is maintained;
 - (c) establish the authenticity of and investigate the qualifications of each applicant for appointment and re-appointment to the Professional Staff and each applicant for a change in privileges;
 - (d) ensure that:
 - (i) each applicant for appointment to the Professional Staff meets the requirements as set out in section 1.02 of the Standardized Credentialling Policy;

- (ii) each applicant for re-appointment to the Professional Staff meets the requirements as set out at section 2.01 of the Standardized Credentialling Policy;
 - (iii) each applicant for appointment and re-appointment to the Professional Staff meets the requirements as set out at section 4.01 of the Standardized Credentialling Policy; and
 - (iv) each applicant for a change in privileges continues to meet the requirements for re-appointment set out at section 4.01 of the Standardized Credentialling Policy;
- (e) review the Chief of Staff's report;
 - (f) consider reports of the interviews with the applicant;
 - (g) consult with the Chief of Staff;
 - (h) receive notification from the Chief of Staff when the performance evaluations and the recommendations for re-appointments have been completed; and
 - (i) submit a written report to the Medical Advisory Committee at or before its next regular meeting. The report shall include the kind and extent of privileges requested by the applicant and, if necessary, a request that the application be deferred for further investigation.

90. INFECTION CONTROL COMMITTEE

- (1) The Medical Advisory Committee may serve as the Infection Control Committee and perform the functions prescribed below and appoint a member to maintain the continuous operation of the committee, and who may act as Chair of the Medical Advisory Committee while these functions are being performed and discussed.
- (2) The Infection Control Committee shall:
 - (a) make recommendations to the Medical Advisory Committee on infection control matters related to:
 - (i) the occupational health and safety program;
 - (ii) immunization programs;

- (iii) visitor restrictions or instructions both in general terms and in special circumstances;
 - (iv) patient restrictions or instructions;
 - (v) educational programs for all persons carrying on activities in the Hospital;
 - (vi) isolation procedures;
 - (vii) aseptic and antiseptic techniques; and
 - (viii) environmental sanitation in the Hospital;
- (b) make recommendations to the Chief Executive Officer with respect to infection control matters related to the Occupational Health and Safety program;
 - (c) make recommendations to the Chief Executive Officer with respect to infection control matters related to the health surveillance program;
 - (d) follow-up and evaluate the results of each of its recommendations made under clauses 90(2)(a), (b) and (c) above;
 - (e) develop, monitor and evaluate an infection control system which includes a reporting system by which all infections, including post discharge infections will come to the Committee's attention;
 - (f) review reports from all departments in the Hospital;
 - (g) meet at least quarterly and at the call of the Committee Chair as required; and
 - (h) perform such other duties as may from time to time be requested by the Medical Advisory Committee.

91. PROFESSIONAL CARE COMMITTEE MEMBERSHIP

- (1) The Professional Care Committee shall consist of at least three (3) members of the Medical Staff which will be appointed by the Medical Advisory Committee. The Chief of Staff will remain as an ad hoc member of this committee.

- (2) The Professional Care Committee will also be comprised of representatives from the following areas:
 - (a) Pharmacy;
 - (b) Infection Control;
 - (c) Rehabilitation;
 - (d) Dietetics;
 - (e) Continuing Care; and
 - (f) Chair, Joint Advisory Committee.

92. PROFESSIONAL CARE COMMITTEE DUTIES

- (1) The Professional Care Committee shall:
 - (a) recommend to Medical Advisory Committee and Administration program priorities whose development would improve patient care within the Hospital;
 - (b) discuss questions and concerns of relevant departments and services relative to day-to-day functioning and ongoing development;
 - (c) undertake to review policy statements relevant to clinical areas and establish new policies and procedures which are associated with, and influence Medical Staff's functioning within the Hospital;
 - (d) ensure the comprehension of changes by medical personnel and staff, and the ongoing monitoring or the implementation of new policies and procedures;
 - (e) report to Medical Staff and Medical Advisory Committee relevant information;
 - (f) examine alternatives to present conditions which would enhance the many hospital departments' abilities to service our patients;
 - (g) review on an ongoing basis the appropriateness of the clinical/medical reporting format; and

- (h) review and assess the efficiency of the functioning committee and its relationship with Administration and Medical Advisory Committee.
- (2) Participants will either represent their areas individually or through a specific subcommittee structure. The subcommittees and the Chairs representing such areas have as mandate the ongoing review and development of their service.

93. PHARMACY AND THERAPEUTICS COMMITTEE

- (1) The Medical Advisory Committee may serve as the Pharmacy and Therapeutic Committee and perform the functions prescribed below and appoint a member to maintain the continuous operation of the committee, and who may act as Chair of the Medical Advisory Committee while these functions are being performed and discussed.
- (2) Serve in an advisory capacity to the Medical, Dental, and Extended Class Nursing Staff by assessing regularly the appropriateness and adequacy of medication related policies and make policy recommendations to the Medical Advisory Committee regarding drug utilization to ensure safe, effective, and economical use of drugs.
- (3) The Pharmacy and Therapeutics Committee shall:
 - (a) develop, review, and approve medication related policies;
 - (b) act in an advisory capacity to ensure a safe and effective drug distribution system;
 - (c) review and make recommendations concerning medication incidents;
 - (d) evaluate drugs for addition to the Hospital Formulary;
 - (e) review drugs for deletion from the Hospital Formulary;
 - (f) review use of non-formulary drugs and assess the effectiveness of the formulary;
 - (g) review preprinted orders and treatment protocols involving drugs;
 - (h) authorize, review, and make recommendations on drug use evaluation studies;

- (i) develop and implement target drug programs;
 - (j) develop and review drug cost containment programs;
 - (k) promote drug education to medical, nursing, and other health care workers; and
 - (l) review, select and evaluate the use of enteral feedings.
- (4) Periodically analyse a summary of medication errors and their causative factors and make appropriate recommendation regarding prevention to the Medical, Dental, Extended Class Nursing, and/or pharmacy Staffs.
 - (5) Develop an adverse drug reaction reporting program, review all these reports, and ensure that a summary is circulated to Medical, Dental, Extended Class Nursing, and nursing Staffs when the need arises.
 - (6) Identify and/or arrange appropriate education programs for the Medical, Dental, Extended Class Nursing, and Hospital Staff to enhance their knowledge of drug therapy and practices.

94. UTILIZATION AND PLANNING COMMITTEE MEMBERSHIP

- (1) The Utilization and Planning Committee shall consist of at least three (3) members of the Medical Staff which will be appointed by the Medical Advisory Committee. The Chief of Staff will remain as an ad hoc member of this committee.
- (2) The Utilization and Planning Committee will also be comprised of the following members:
 - (a) Health Records Manager;
 - (b) Nursing Representative, Admission & Discharge Planning Committee;
 - (c) Assistant Administrator, Nursing Services;
 - (d) Chair of Central Audit Committee plus one active member;
 - (e) Chair of Standardization Committee; and
 - (f) Chair of Library Committee.

95. UTILIZATION AND PLANNING COMMITTEE DUTIES

- (1) The Utilization and Planning Committee has four principal functions, those being:
 - (a) Utilization and Planning
 - (b) Health Records
 - (c) Medical Audit and Tissue, and
 - (d) Admission and Discharge.
- (2) Participants of the Utilization and Planning Committee will either represent their areas individually or through a specific subcommittee structure. The subcommittees and the Chairs representing such areas have as mandate the ongoing review and development of their service.
- (3) The Utilization and Planning function of the Utilization and Planning Committee shall:
 - (a) address the standardization of functions, elements and product utilization within the confines of the Hospital and respective areas in order to ensure maximum efficiency and consistency in all service centres;
 - (b) undertake an active and consistent role in regulating the audit process, its criteria, consistency, regularity and review;
 - (c) discuss questions and concerns of relevant departments and services relative to day-to-day functioning and ongoing development;
 - (d) integrate the educational component relative to medical and clinical areas within Sensenbrenner Hospital in order to facilitate access to research and inservice material as well as establishing continuing guidelines relative to the Library;
 - (e) ensure the comprehension of changes by medical personnel and staff, and the ongoing monitoring or the implementation of new policies and procedures;
 - (f) report to Medical Staff and Medical Advisory Committee relevant information;

- (g) examine alternatives to present conditions which would enhance the department's ability to service our patients;
 - (h) review on an ongoing basis the appropriateness of the clinical/medical reporting format; and
 - (i) review and assess the efficiency of the functioning committee and its relationship with Administration and Medical Advisory Committee.
- (4) The Health Records function of the Utilization and Planning Committee shall:
- (a) review medical records at least four times a year for completion and quality, and report in writing to the Medical Advisory Committee concerning suggestions for improvement;
 - (b) report to the Medical Advisory Committee, for purposes of discipline, any staff member who is delinquent in completing the medical record of any patient who is or has been under his/her care in the Hospital;
 - (c) prepare and submit an analysis of all deaths occurring in the Hospital since the previous general Medical Staff meeting to the Medical Advisory Committee for presentation at each general Medical Staff meeting, and analyze and report other medical statistics on a regular basis to the Medical Advisory Committee; and
 - (d) perform any other duty concerning the medical records of the Hospital as requested by the Medical Advisory Committee.
- (5) The Medical Audit and Tissue function of the Utilization and Planning Committee shall:
- (a) study, record, analyze and consider the agreement or disagreement between the pre-operative diagnosis shown of the Hospital records and the pathological reports, or post mortem reports, made on patients or on tissues removed from patients in the Hospital;
 - (b) study, record and analyze and delay in use of, over-use of, or under-use of x-ray or laboratory or other diagnostic or therapeutic services, including any delay in consultation or referral;

- (c) review or cause to be reviewed all hospital deaths;
 - (d) regularly review or cause to be reviewed emergency and out-patient medical records specifically selected or selected on a random basis to ensure adequate standards of care;
 - (e) perform such further duties as the Medical Advisory Committee may direct concerning the establishment and continuous operation of a perpetual inventory system of audit of the quality and quantity of professional work being performed in any department of the Medical Staff of the Hospital; and
 - (f) meet regularly to keep in continuous operation the system of audit of the professional work being performed in all departments of the Medical Staff, and shall report in writing at least quarterly its findings, analyses, and recommendations to the Medical Advisory Committee.
- (6) The Admission and Discharge function of the Utilization and Planning Committee shall:
- (a) keep the bed utilization of the Hospital under continuous surveillance;
 - (b) keep admissions, length of patient stay and discharges under review;
 - (c) make recommendations to the Medical Advisory Committee concerning methods for the improvement of bed utilization; and
 - (d) perform such further duties as the Medical Advisory Committee may direct.

DENTAL STAFF

96. BOARD APPOINTMENT

The Board, on the advice of the Medical Advisory Committee, may appoint, annually, one or more Dentists to the Dental Staff of the Hospital and shall delineate the privileges for each Dentist.

97. APPLICATION FOR APPOINTMENT TO THE DENTAL STAFF

An application for appointment to the Dental Staff shall be processed in accordance with the provisions of the *Public Hospitals Act* and in accordance with the Standardized Credentialling Policy.

98. APPLICATION FOR RE-APPOINTMENT

- (1) Each year each member of the Dental Staff shall make a written application for re-appointment to a group of the Dental Staff of the Hospital in the prescribed form and shall submit the application to the Chief Executive Officer.
- (2) Applications for re-appointment shall be processed in accordance with the *Public Hospitals Act* and the Standardized Credentialling Policy.

99. REFUSAL OF RE-APPOINTMENT

- (1) Pursuant to the *Public Hospitals Act*, the Board may refuse to re-appoint a member of the Dental Staff. In the event that this occurs, the Dental Staff member shall be entitled to the process set out in the Standardized Credentialling Policy.
- (2) Where a member has submitted a completed application form for re-appointment within the prescribed time period, his/her appointment is deemed to continue:
 - (a) until the re-appointment is granted; or
 - (b) where he/she is served with a notice that the Board refuses to grant the re-appointment, until the time for giving notice requiring a hearing by the Health Professions Appeal and Review Board has expired and, where a hearing is required, until the decision of the Health Professions Appeal and Review Board has become final.

100. APPLICATION FOR CHANGE OF PRIVILEGES

- (1) Where a Dentist wishes to change his/her privileges, an application shall be submitted listing the change of privileges which is requested and evidence of appropriate training and competence.
- (2) The application shall be processed in accordance with the *Public Hospitals Act* and in accordance with the Standardized Credentialling Policy.

101. DENTAL STAFF CATEGORIES

- (1) The Dental Staff shall be divided into the same staff categories as the Medical Staff, as set out in sections 52 to 61 of this By-Law subject to the following:
 - (a) a Dentist in the Active Staff category who is an oral and maxillofacial surgeon may be granted in-patient and/or out-patient Admitting Privileges, unless otherwise specified in his/her appointment to the Professional Staff; and
 - (b) a Dentist in the Active Staff category may be granted in-patient and/or out-patient Admitting Privileges in association with a Physician who is a member of the Professional Staff with Active Staff privileges, unless otherwise specified in his/her appointment to the Professional Staff.
- (2) Sections 52 to 61 of this By-Law applies to members of the Dental Staff with necessary changes to points of detail.

102. DENTAL STAFF DUTIES AND RESPONSIBILITIES

Section 62 (Medical Staff Duties and Responsibilities) of this By-Law applies to members of the Dental Staff with necessary changes to points of detail.

103. MID-TERM ACTION

In a manner consistent with the *Public Hospitals Act*, the Board at any time may revoke or suspend any appointment of a member of the Dental Staff, or dismiss, suspend, restrict or otherwise deal with the privileges of the member. Mid-term action shall be taken only in accordance with the Standardized Credentialing Policy.

104. CHIEF OF DENTAL SERVICE

- (1) Where the Board has appointed more than one Dentist to the staff of the Dental Service, one of the members of the Dental Staff shall, subject to annual confirmation by the Board, be appointed by the Board annually for a term of three (3) years to be the Chief of Dental Service upon the recommendation of the Chief of Staff.
- (2) The Board may at any time revoke or suspend the appointment of the Chief of Dental Service.

105. DUTIES OF THE CHIEF OF DENTAL SERVICE

The Chief of Dental Service shall supervise the professional care given by all members of the Dental Staff and shall be responsible to the Chief of Staff for the quality of care rendered to patients by members of the Dental Staff.

106. MEETINGS - DENTAL STAFF

A member of the Dental Staff may attend Medical Staff meetings but shall not be eligible to vote at a Medical Staff meeting.

107. DENTAL STAFF ELECTED OFFICERS

A member of the Dental Staff is not eligible to hold an office other than Chief of Dental Service.

EXTENDED CLASS NURSING STAFF

108. BOARD APPOINTMENT

The Board, on the advice of the Medical Advisory Committee, may appoint, annually, one or more Extended Class Nurses to the Extended Class Nursing Staff of the Hospital and shall delineate the privileges with respect to the ordering of diagnostic procedures for persons registered as out-patients of the Hospital.

109. APPLICATION FOR APPOINTMENT TO THE EXTENDED CLASS NURSING STAFF

An application for appointment to the Extended Class Nursing Staff shall be processed consistent with the *Public Hospitals Act* and in accordance with the Standardized Credentialling Policy.

110. APPLICATION FOR RE-APPOINTMENT

- (1) Each year each member of the Extended Class Nursing Staff shall make a written application for re-appointment to a group of the Extended Class Nursing Staff of the Hospital in the prescribed form and shall submit the application to the Chief Executive Officer.
- (2) Applications shall be processed in accordance with the *Public Hospitals Act* and the Standardized Credentialling Policy.

111. REFUSAL OF RE-APPOINTMENT

- (1) Pursuant to the *Public Hospitals Act*, the Board may refuse to re-appoint a member of the Extended Class Nursing Staff. In the event that this occurs, the Extended Class Nursing Staff member shall be entitled to the process set out in the Standardized Credentialing Policy.
- (2) Where a member has submitted a completed application form for re-appointment within the prescribed time period, his/her appointment is deemed to continue:
 - (a) until the re-appointment is granted; or
 - (b) where he/she is served with a notice that the Board refuses to grant the re-appointment, until the time for giving notice requiring a hearing by the Health Professions Appeal and Review Board has expired and, where a hearing is required, until the decision of the Health Professions Appeal and Review Board has become final.

112. APPLICATION FOR CHANGE OF PRIVILEGES

Applications for a change of privileges shall be processed in accordance with the process set out in the Standardized Credentialing Policy.

113. EXTENDED CLASS NURSING STAFF CATEGORIES

The Extended Class Nursing Staff be divided into the same categories as the Medical Staff, as set out in sections 52 to 61 of this By-Law, subject to the modifications set out in sections 114 to 117 below.

114. ACTIVE EXTENDED CLASS NURSING STAFF

- (1) The Board may grant a Extended Class Nurse an appointment to the Active Extended Class Nursing Staff and the Active Extended Class Nurse may be permitted to:
 - (a) register out-patients at the Hospital solely for the purposes of undergoing a diagnostic procedure;
 - (b) order diagnostic procedures on such out-patients; and
 - (c) access the Hospital's diagnostic services in respect of such out-patients.
- (2) unless his/her application or grant of privileges stipulates otherwise.

115. ASSOCIATE EXTENDED CLASS NURSING STAFF

- (1)
 - (a) Subject to clause 115(1)(b) below, all applicants who are applying for initial appointment to the Extended Class Nursing Staff shall be assigned to the Associate Extended Class Nursing Staff for a period of at least one (1) year and which shall not exceed eighteen (18) months, unless the Board determines otherwise.
 - (b) In the event that the applicant's promotion from Active Extended Class Nursing Staff is under review, the applicant's Active Extended Class Nursing Staff period shall be extended until such time as a final determination is made.
- (2) The Board may grant a Extended Class Nurse an appointment to the Associate Extended Class Nursing Staff and the Associate Extended Class Nurse may be permitted to:
 - (a) register out-patients at the Hospital solely for the purposes of undergoing a diagnostic procedure;
 - (b) order diagnostic procedures on such out-patients; and
 - (c) access the Hospital's diagnostic services in respect of such out-patients.
- (3) Unless his/her application or grant of privileges stipulates otherwise.

116. LOCUM TENENS EXTENDED CLASS NURSING STAFF

- (1) The Medical Advisory Committee upon the request of a member of the Extended Class Nursing Staff may recommend the appointment of a Locum Tenens as a planned replacement for that Extended Class Nurse for a specified period of time.
- (2) A Locum Tenens shall work under the counsel and supervision of a member of the Active Staff who has been assigned this responsibility by the Chief of Staff or his/her delegate.
- (3) The Extended Class Nurse may be permitted to:
 - (a) register out-patients at the Hospital solely for the purpose of undergoing a diagnostic procedure;
 - (b) order diagnostic procedures on such out-patients; and

- (c) have access to the Hospital's diagnostic services in respect of such out-patients.

117. SENIOR EXTENDED CLASS NURSING STAFF

Section 56 of this By-Law applies to members of the Senior Extended Class Nursing Staff with necessary changes to points of detail.

118. EXTENDED CLASS NURSING STAFF DUTIES

- (1) Each member of the Extended Class Nursing Staff is accountable to and shall recognize the authority of the Board through and with the Chief of Staff and the Chief Executive Officer.
- (2) Each member of the Extended Class Nursing Staff shall:
 - (a) register a person as an out-patient solely for the purpose of undergoing a diagnostic procedure;
 - (b) notify the Chief Executive Officer of any change in the class of registration on the Annual Registration Payment Card from the College;
 - (c) give such instruction as is required for the education of other members of the Professional Staff and Hospital Staff;
 - (d) abide by the Rules and Regulations, and policies of the Hospital, this By-Law, the *Public Hospitals Act* and the Regulations thereunder and all other legislative requirements; and
 - (e) perform such other duties as may be prescribed from time to time by, or under the authority of the Board, the Medical Advisory Committee or the Chief of Staff.
- (3) Every member of the Extended Class Nursing Staff shall cooperate with:
 - (a) the Chief of Staff and the Medical Advisory Committee;
 - (b) the Chief Executive Officer; and
 - (c) other members of the Professional Staff and Hospital Staff.

119. MONITORING ABERRANT PRACTICES

Where anyone believes that a member of the Extended Class Nursing Staff is attempting to exceed his/her privileges or is temporarily incapable of providing a service that he/she is about to undertake; the belief shall be communicated immediately to the Chief of Staff and to the Chief Executive Officer.

120. MONITORING PATIENT CARE

Any aspect of patient care performed in the Hospital may be viewed by the Chief of Staff or designate without the approval of, but where possible with the knowledge of, the Extended Class Nursing Staff in question.

121. TRANSFER OF RESPONSIBILITY

- (1) Pursuant to the Hospital Management Regulation whenever the responsibility for the care of a patient of a member of the Extended Class Nursing Staff is transferred to another member of the Extended Class Nursing Staff or the Medical Staff, a written notation by the Extended Class Nursing Staff member who is transferring the care over to another shall be made and signed on the patient's medical record and the name of the Extended Class Nursing Staff member or Medical Staff member assuming the responsibility shall be noted in the patient's medical record and the member of the Extended Class Nursing Staff or the Medical Staff member assuming the responsibility shall be notified immediately.
- (2) Where a Supervisor of a member of the Extended Class Nursing Staff, or the Chief of Staff becomes aware that, in his/her opinion a serious problem exists in the care or treatment of one or more out-patients of a member of the Extended Class Nursing Staff, the Supervisor, or Chief of Staff, as the case may be, shall forthwith discuss the condition, care and treatment of the out-patient with the attending member of the Extended Class Nursing Staff and if changes in the care or treatment satisfactory to the Supervisor, or Chief of Staff, as the case may be, are not made promptly, he/she shall notify the attending member of the Extended Class Nursing Staff, the Chief Executive Officer and, if possible, the out-patient, that the member of the Extended Class Nursing Staff who was in attendance will cease forthwith to have any Hospital Privileges as the attending member of the Extended Class Nursing Staff for the out-patient.
- (3) Where a Supervisor, or Chief of Staff, as the case may be, is responsible under subsection 121(2) above is unable to discuss the problem with the attending member of the Extended Class Nursing Staff as required by subsection 121(2) above, the Supervisor, or Chief of Staff, as the case

may be, shall proceed with his/her duties as prescribed in subsection 121(2) above as if he/she had had the discussion with the attending member of the Extended Class Nursing Staff.

- (4) Where a Supervisor, or the Chief of Staff, as the case may be, has cause to take over the care of an out-patient of a member of the Extended Class Nursing Staff, the Chief Executive Officer, the attending member of the Extended Class Nursing Staff and the patient, or when the patient is mentally incompetent, the patient's substitute decision maker shall be notified immediately.

122. MID-TERM ACTION

In a manner consistent with the *Public Hospitals Act* and in accordance with the Standardized Credentialing Policy, the Board at any time may revoke or suspend any appointment of a Extended Class Nurse or dismiss, suspend, restrict or otherwise deal with the privileges of the member.

123. ATTENDANCE BY EXTENDED CLASS NURSING STAFF AT MEDICAL STAFF MEETINGS

A member of the Extended Class Nursing Staff may attend Medical Staff meetings, but shall not be eligible to vote at a Medical Staff meeting.

124. ELIGIBILITY TO HOLD A MEDICAL STAFF OFFICE

A member of the Extended Class Nursing Staff is not eligible to hold an office of the Medical Staff.

PART III

AMENDMENT TO BY-LAWS

125. AMENDMENT TO BY-LAWS

- (1) Subject to section 126 below, the Board may pass or amend the By-Laws of the Corporation from time to time.
- (2)
 - (a) Where it is intended to pass or amend By-Laws at a meeting of the Board, written notice of such intention shall be sent to each member of the Board at his/her address on the records of the Corporation not less than three (3) days before the meeting; and
 - (b) Where the notice of intention required by clause 125(2)(a) above is not provided any proposed By-Laws or amendments to By-Laws

may nevertheless be moved at the meeting and discussion and voting therein adjourned to the next meeting, for which no notice of intention need be given.

- (3) A By-Law or amendment to a By-Law passed by the Board has full force and effect, subject to paragraphs 125(4)(a) and 125(4)(b) below:
 - (a) from the time the motion was passed; or
 - (b) from such future time as may be specified in the motion.
- (4)
 - (a) A By-Law or amendment to a By-Law passed by the Board shall be presented for confirmation at the next Annual Meeting or to a Special General Meeting of the Members of the Corporation called for that purpose. The notice of such Annual or Special General Meeting shall refer to the By-Law or amendment to be presented;
 - (b) the Members at the Annual or at a Special General Meeting may confirm the By-Law or amended By-Law as presented or reject or amend it, and if rejected it thereupon ceases to have effect and if amended it takes effect as amended; and
- (5) 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 such By-Law is prejudicially affected by any such rejection, amendment or refusal to approve.

126. AMENDMENT TO PROFESSIONAL STAFF BY-LAWS

Prior to submitting Professional Staff by-laws to the process established in section 125, the following procedures shall be followed:

- (1) notice specifying the proposed recommendation for amendments shall be posted in the Medical Staff room;
- (2) the Professional Staff shall be afforded an opportunity to comment on the proposed recommendation; and
- (3) the Medical Advisory Committee shall make recommendations in respect of the changes to the Board.