

The next pages reflect our current state, our roles, how we engage and how we will enhance day-to-day communication & engagement over the 2023-2027 period.

## SWOT

## Current State

### THREATS (CHALLENGES)

**Pandemic fatigue has led to moral distress, burnout amongst staff. Corporate messages are lower priority as high patient volumes and staff shortages persists**

- Retention and recruitment are CMH's biggest threat, affecting delivery of care and potentially program expansion
- Hospital funding can change
- Pandemic has emboldened some to target health care and public health directives, at times taking focus away from intended messaging
- Pandemic has put CMH and its communication supports in a reactive state attending to the immediate rather than long-term goals

### STRENGTHS

**CMH has a new, focused strategic plan with clear priorities**

- Strong voice in the community and region; an advocate for collaborative health care system
- Strong social media channels
- Engaged local media (press, TV, digital)
- Strong communicators – communication rated as very good/excellent in past work life pulse surveys
- Innovative- CMH provides multiple opportunities to share feedback; it continues to try new ways to reach its audiences

### OPPORTUNITIES

**CMH is rebuilding its digital assets, with a new CMHnet and Website**

- Heighten internal engagement, between staff and senior leaders, through CMHnet
- Increase senior leadership engagement on social media
- Support patient health care information needs through public website (cmh.org)
- Support retention and recruitment by celebrating CMH culture through social media; differentiate CMH from other employers
- Refresh the hospital brand; build stronger alignment with Volunteer Association and CMH Foundation

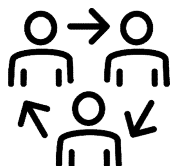
### WEAKNESSES

**CMH culture has difficulty sustaining change**

- Communication is uneven between departments; it is difficult to reach staff 24/7
- Departments are siloed
- Staff competency to engage with newer communication technologies varied; continued heavy reliance on email; access to computer terminal varied
- Limited professional communication support.
- Measurement of communication outcomes is uneven.

## COMMUNICATORS

## Everyone has role in communication



### Board of Directors

Represent the community within the hospital (inc. PFAC). Can represent hospital in the community. Assures accountability and quality are met.



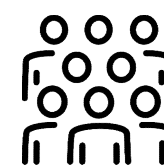
### Executive Leadership

Demonstrates corporate values and sets priorities. Primary CMH spokespersons. Sponsors and champions of CMH initiatives.



### Leadership

Reinforces corporate messages. Engages teams and ensures they are informed. Secondary spokespersons for CMH.



### Staff, Physicians, Midwives, Volunteers

The face of CMH, working at the bedside or in corporate services. Provide accurate information to patients and their families. May represent hospital in the community.

### Public Affairs & Communications



Communications planning and development, leadership communication support, social media, media relations, CMHnet, cmh.org, collaboration with Regional Partners & CMH Foundation. Event planning. A touchpoint for internal & community feedback. Protects hospital brand.



### Patient Experience Leads

Receive, evaluate and share patient and family feedback and issues in a timely, person-focused manner with clinical team and organization. This team has a role to protect the hospital brand.

## AUDIENCES

## We engage with:

**Patients & Families**

Messages focus on people centered care

- Information is accurate and delivered in a manner that reflects CMH values
- Consistent at all points of the patient journey (registration to discharge) including secondary hospital services (e.g., Health Records, Administration)

**Staff, Physicians, Midwives, Volunteers**

Messages focus on the individual, the team and hospital priorities

- Information shared here first before it is shared externally
- All messages have a feedback loop – feedback is made in a psychologically safe environment
- Repeated through many channels to reach audience and shared, when appropriate, externally

**Local and Regional Partners**

Messages reinforce a collaborative, systemic approach to health care

- Coordinated between organizations, like health system directives, donations, bed/supply shortages and system enhancements
- Co-branded whenever possible
- Expertise shared with less well-resourced partners

**Government**

Messages focus on advocacy for enhanced hospital, local and regional health care

- Consistent with OHA messaging
- Neutral - does not defer to a political party or ideology
- Equitable - available to all local representatives and community/media when requested

**Community & Media**

Messages educate and inform audiences, and celebrate CMH culture

- Knowledgeable and expert CMH opinion leveraged for stories and interviews
- Large and small successes celebrated
- Stories shared on multiple platforms
- Stories shared with organizations for use through their channels (e.g., Foundation, CND OHT)

## TACTICS

## How we engage:

**Patients & Families**

- The expertise of our staff, physicians, midwives and volunteers
- Patient Experience Leads
- Pamphlets, posters, website (cmh.org – AODA compliant)
- VOYCE – translations services
- Media & social media (e.g., Outbreaks, directives, etc.)
- Surveys

**Staff, Physicians, Midwives, Volunteers**

- Management, huddle boards, meetings, town halls, surveys
- CMHnet, Viva Engage (aka, Yammer)
- Email, PDF attachments, Meditech landing screen
- Video, graphics
- Print (email, PDF, posters)
- Social media, OHA newsletter

**Local and Regional Partners**

- Meetings
- Key messages and templates
- Joint presentations
- Shared or co-branded media releases, joint media pitches
- Joint, cobranded advertisements
- Re-shared or co-branded social media
- In collaboration with CMH Foundation & partners

**Government**

- Monthly meeting with local MPPs (suspended during COVID)
- Gov. announcements, on-site events
- Letters to MPP or gov. institutions (e.g., OHA-led)
- Requests for information, quotes from Government for media releases
- Election communique re: current state sent to all candidates, including invite to a CMH tour

**Community & Media**

- Board of Directors open session
- Senior management and assigned spokespersons
- Public Affairs and Communications: Media releases, advisories, website, social media channels:
  - Facebook; Instagram; Twitter; YouTube; LinkedIn
- Whistleblower on-line form (cmh.org) for both community and internal audicents

## IMPROVEMENTS

## How we will improve:

**Patients & Families**

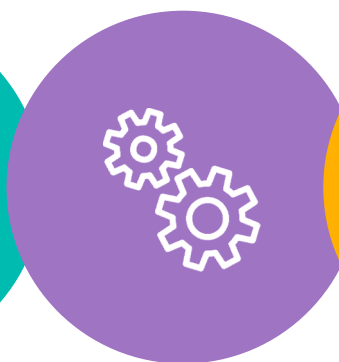
- Launch new website
- Examine registration and discharge processes for wider communications opportunities (e.g., policies, time dependent communications, etc)

**Staff, Physicians, Midwives, Volunteers**

- Increase 'senior leadership acting on staff feedback' work-life pulse metric:
  - Increase management presence on CMHnet and social media channels
  - Increase reporting of staff & team accomplishments
- Increase staff engagement:
  - Introduce Viva Engage (Yammer) communities
- Introduce measurements to existing tactics

**Local and Regional Partners**

- Broaden and deepen collaboration and integration amongst local, regional partners and CMH Foundation
- Seek extra-regional opportunities for collaboration (e.g., OH West)
- Freshen CMH brand and create stronger alignment with CMH Foundation and CMH Volunteer Association

**Government**

- Re-establish monthly meetings with MPPs

**Community & Media**

- Encourage media to open Board meetings with opportunity for Q&A
- Develop more education videos and materials on social channels and website to further cement CMH as local authority on health matters
- Grow social media channels, with emphasis on engagement (e.g., shares, liking, commenting, etc.)

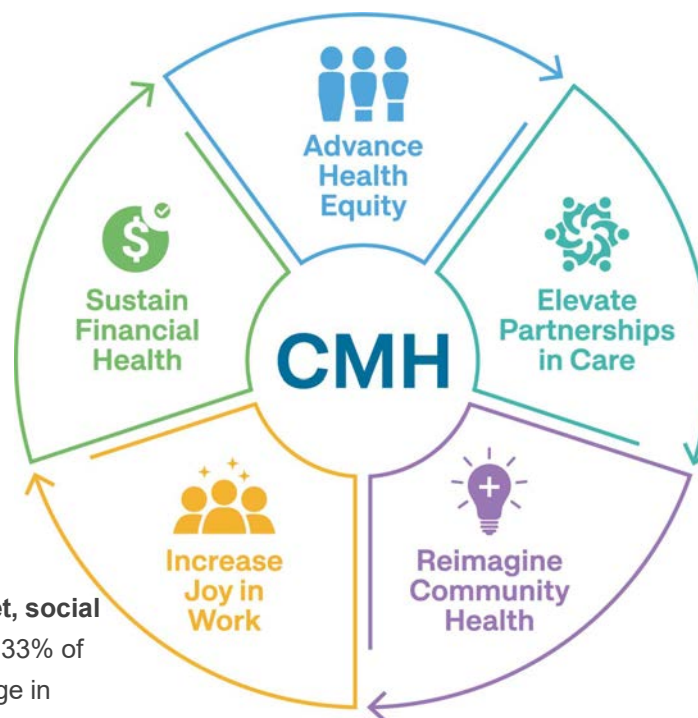
## TIMELINES &amp; ALIGNMENT TO STRAT PLAN

## INCREASE JOY IN WORK

- **Introduce measurements to existing tactics** – This goal is dependent on the results of a planned corporate-wide Staff Survey that may drop some tactics. Effectiveness of tactics will be measured no later than 2024-25
- **Increase reporting of staff & team accomplishments** – Develop baseline in 2023-24, with a goal of having +33% of CMH leadership publishing a story/post highlighting accomplishments on a monthly basis by 2024-25
- **Increase management presence on CMHnet, social media** – Develop baseline in 2023-24. Have +33% of CMH leadership, including 100% of SLT engage in CMHnet and/or CMH social media channels by 2024-25
- **Develop Viva Engage communities** – three independent departmental communities to be in place in 2025

## ADVANCE HEALTH EQUITY

- **Launch new website** - In progress. CMH.org to be refocused to patients, marketing and recruitment. New site to be launched by end of Summer, 2023.
- **Examine registration, discharge communication opportunities** – Develop a working plan to engage staff and others at predictable touchpoints by end of year 2023-24



## ELEVATE PARTNERSHIPS IN CARE

- **Refresh CMH brand** – In progress, with completion expected in 2023-24. Seek branding alignment with Foundation & Volunteer Association in 2024-25.
- **Seek extra-regional communication opportunities** – Baseline is 0. Identify opportunities through newly formed OH West communications groups and seek one collaborative partnership by 2026-27 or sooner.
- **Deepen collaboration amongst regional partners** – By 2024-25, expand shared social media posts to one/month from one per quarter; collaborate on two joint media projects in a year, up from one by end
- **Reestablish meetings with MPPs** – Baseline is 0. Establish quarterly meetings during 2024-25.
- **Invite media to Open Board meetings** – Baseline is 0. Invite media to the open board meetings starting January 2024

In support of the 2022-2027  
#reImagineCMH Strategic Plan,  
communication efforts will focus on  
the following over the same period.



## STRATEGIC GOALS

## SUSTAIN FINANCIAL HEALTH

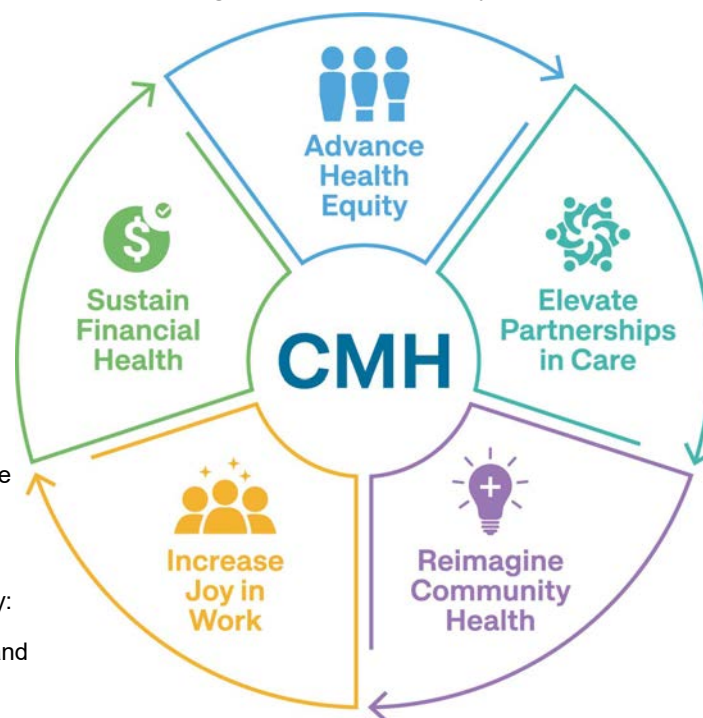
- **Expand financial literacy of staff** with targeted information and education
- **Celebrate the investments** made and milestones reached through the multi-year financial plan, and multi year capital plan

## INCREASE JOY IN WORK

- **Survey staff** to better learn how they consume corporate information
- **Encourage and promote ease of access to information** (i.e., reduce reliance on email) by:
  - Further implementing new MS Office 365 and SharePoint features
  - Encouraging the download Apps to personal devices to access CMHnet.
- **Support recruitment and retention efforts**

## ADVANCE HEALTH EQUITY

- **Access to communication** – remove barriers, such as lack of translation, inequitable access to technology, not addressing different abilities. Develop patient information in multiple languages and improve health literacy based on local demographics and research. \
- **Adapt language** – Reflect the multiple audiences that engages with CMH.
- **Inclusive Images** – Reflect the diversity of the people it employs and cares for, and the community in which it resides



## ELEVATE PARTNERSHIPS IN CARE

- **Support clinical services growth plan** – celebrate new services and service growth
- **Support Capital Redevelopment Plan** – promote milestones; link to service expansion and better patient experiences
- **Align communications with Patient Experience Plan** - Strengthen internal partnership and seek common objectives to enhance the patient experience.

## REIMAGINE COMMUNITY HEALTH

- **Brand the Health Information System (HIS)** to support system roll out, in partnership with the HIS change management team
- **Broaden CND-OHT collaborative communication** to support system transformation efforts in Cambridge and North Dumfries

TIMELINES

ADVANCE HEALTH EQUITY

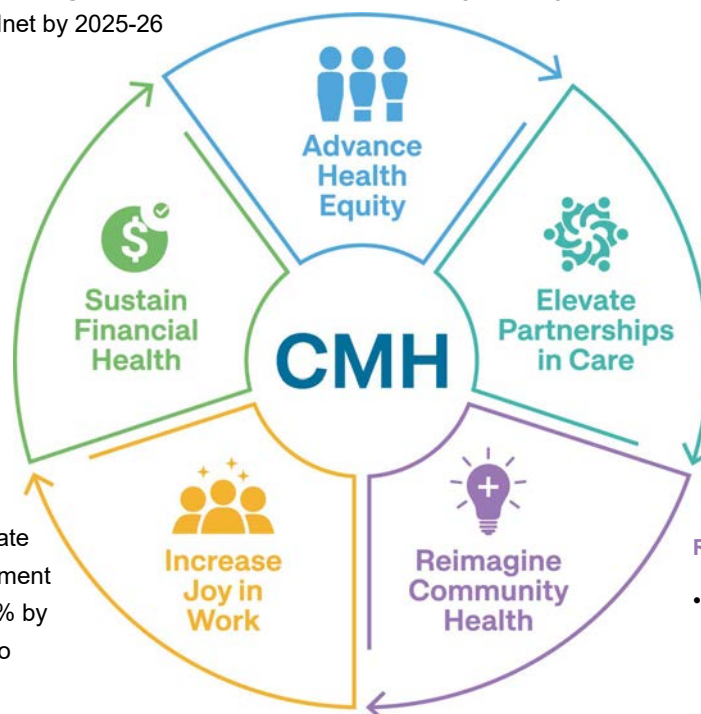
- **Access to communication** – New website to be published fully AODA compliant (2023); Develop plan and process for translating patient education in multiple languages by 2024-25. Promote Accessibility plan, baseline of one/year to quarterly in 2025-26. Develop patient information in multiple languages and improved health literacy based on local statistics – baseline 0, plan by 2026-27
- **Adapt language** –In partnership with DEI council, reflect the multiple audiences that engage with CMH. Baseline 0. Plan by 2025-26
- **Inclusive Images** – Review current portfolio of images and graphics and assess needs in 2023-24. Create inclusive image repository on CMHnet by 2025-26

SUSTAIN FINANCIAL HEALTH

- **Expand financial literacy of staff** - Baseline is 0. Move to monthly communication cadence by 2024-25.
- **Celebrate investments and milestones** Increase stories from one per quarter to every instance by 2026-27

INCREASE JOY IN WORK

- **Survey staff** – Issue communications usage survey in 2024-25; develop plan 2024-25
- **Encourage and promote ease of access to information** - Baseline is 0. Measure corporate emails and develop plan by April 2024. Implement with goal to reduce ALL STAFF emails by 20% by end of 2024-25, shifting information delivery to CMHnet.
- **Support recruitment and retention efforts** – Increase LinkedIn channel followers by 12% to 6000 by March 2024. Explore and trial other means to promote hospital culture and employment opportunities.



ELEVATE PARTNERSHIPS IN CARE

- **Support clinical services growth plan** – As needed when milestones are achieved
- **Support Capital Redevelopment Plan** – On-going. Communication plan is in place and fully supported until completion date in 2024.
- **Align communications with Patient Experience Plan** – Baseline is 0. Seek and collaborate on joint efforts; develop plan and implement in 2024-25.

REIMAGINE COMMUNITY HEALTH

- **Brand the Health Information System (HIS)** - Baseline is 0. HIS project is fully branded by October 2023 or by project kick-off.
- **Broaden CND-OHT collaborative communication** – Increase from one collaboration/yr. to three/yr. by 2024-25; include adding the CND-OHT affiliation to CMH Brand & communications (To be considered with brand refresh)



# BRIEFING NOTE

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**Date:** June 22, 2023  
**Issue:** By-Law & Policy Review Related to ONCA  
**Prepared for:** Board of Directors  
**Purpose:**  Approval  Discussion  Information  Seeking Direction  
**Prepared by:** Stephanie Fitzgerald, Executive Assistant  
**Approved by:** Patrick Gaskin, President & CEO

**Attachments/Related Documents:** Cambridge Memorial Hospital Corporate By-Law, Policies

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## Recommendation/Motion

**Resolved** that,

1. the corporate by-law of Cambridge Memorial Hospital (“**Corporation**”) relating generally to the conduct of the activities and affairs of the Corporation (“**By-law**”), in the form presented to the board of directors of the Corporation (“**Board**”), is approved and adopted as the by-law of the Corporation, and all previous corporate by-laws enacted by the Corporation are repealed and replaced by the By-law
2. the By-law be submitted to the members of the Corporation (“**Members**”) for confirmation; and
3. following confirmation by the Members, the Chair and the Secretary of the Corporation are authorized and directed to certify a copy of the By-law as confirmed by the Members and to place such certified copy in the minute book of the Corporation.

**Resolved** that, each of the following governance policies:

- 2-A-08 Board Charter
- 2-A-10 Audit Committee Charter
- 2-A-12 Executive Committee Charter
- 2-A-30 Responsibilities of Director
- 2-A-32 Responsibilities of Non-Director on Board Committee
- 2-A-36 Conflict of Interest Policy
- 2-D-22 Board of Directors and Non-Director Committee Member Declaration
- 2-D-20 Recruitment, Selection and Nomination of Directors and Non-Director Committee Members
- 2-D-45 Removal of a Director, Officer, or Committee Member
- 2-A-19 Medical Advisory Committee Terms of Reference
- 2-A-20 Role Description of the Chair of the Board
- 2-A-22 Role Description for Vice Chair
- 2-D-07 Quorum and Voting at Meetings
- 2-D-18 Board Succession Planning
- 2-D-24 Indemnity for Directors and D&O Insurance Coverage for Directors and Non-Director Committee Members

are revoked and replaced with the following governance policies, in the form presented to the directors

- 2-A-08 Board Terms of Reference
- 2-A-10 Audit Committee Terms of Reference
- 2-A-12 Executive Committee Terms of Reference
- 2-A-30 Responsibilities of Director
- 2-A-32 Responsibilities of Non-Director on Board Committee
- 2-A-36 Conflict of Interest Policy
- 2-D-22 Board of Directors and Non-Director Committee Member Declaration
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- 2-A-19 Medical Advisory Committee Terms of Reference
- 2-A-20 Role Description of the Chair of the Board
- 2-A-22 Role Description for Vice Chair
- 2-D-07 Quorum and Voting at Meetings
- 2-D-18 Board Succession Planning
- 2-D-24 Indemnity for Directors and D&O Insurance Coverage for Directors and Non-Director Committee Members

**Background**

The following policies have been identified by BLG that required updates to comply with ONCA requirements. These policies have been reviewed and approved through the ONCA task force and Governance Committee.

Policy No.	Policy Name
2-A-08	Board Terms of Reference
2-A-10	Audit Committee Terms of Reference
2-A-12	Executive Committee Terms of Reference
2-A-30	Responsibilities of a Director
2-A-32	Responsibilities of Non-Directors on Board Committees
2-A-36	Conflict of Interest Policy
2-D-20	Recruitment, Selection and Nomination of Directors and Non-Director Committee Members
2-D-22	Board of Directors and Non-Director Committee Member Declaration
2-D-45	Removal of a Director or Committee Member

The following policies have been previously (2021/22) reviewed by the Governance committee in preparation for the By-Law changes.

Policy No.	Policy Name
2-A-19	Medical Advisory Committee Charter
2-A-20	Role Description for the Chair of the Board
2-A-22	Role Description for Vice Chair
2-D-07	Quorum and Voting at Meetings
2-D-18	Board Succession Planning
2-D-24	Indemnity for Directors and D&O Insurance Coverage for Directors and Non-Director Committee Members

## BOARD MANUAL

<b>SUBJECT: Board Terms of Reference</b>		<b>NUMBER: 2-A-8</b>
<b>SECTION: Structure, Roles and Responsibilities</b>	<b>APPROVED BY: Board of Directors</b>	
<b>DATE: September 28, 2011</b>	<b>REVISED/REVIEWED: May 29, 2013, June 25, 2014, Sept, 30, 2014, January 28, 2015, May 30, 2018, May 26, 2021, TBD</b>	

### 1. **Application**

This terms of reference applies to the Board of Directors of Cambridge Memorial Hospital Corporation. All capitalized terms not defined herein shall have the meaning set out in the Corporation's Corporate By-Law.

### 2. **Composition**

The composition of the Board shall be set out in the Corporation's Corporate By-Law. Each Director shall possess the qualities set out in the board policy for the recruitment, selection and nomination of directors.

### 3. **Independent Functioning of Board and Committees**

- (a) The Board is responsible for establishing the appropriate policies and procedures to enable the Board, its committees and individual Directors to function independently of management to the extent considered necessary or as required by Directors. The Board and each committee, upon the approval of the Board, can retain and terminate independent legal counsel, consultants or other advisors with respect to fulfilling its responsibilities and each has the sole authority to approve all fees payable to an independent professional by the Hospital. Any Director can retain and terminate an independent professional with the prior approval of the Governance Committee.
- (b) Each committee can conduct all or part of any meeting in the absence of management, and it is each committee's policy to include such a session on the agenda of each regularly-scheduled meeting.

### 4. **Board Duties and Responsibilities**

The Board has the following specific duties and responsibilities, which except those powers as defined in Article 7.5 of the Corporation's Corporate By-law, may be

delegated to committees of the Board, in whole or in part, with ongoing reporting by the committees to the Board:

(a) Corporate Culture

The Board is responsible for:

- (i) setting the tone for a culture throughout the Corporation that is consistent with the mission, vision and values and supports the Corporation's strategy and, in that regard, expects the highest level of personal and professional integrity from the Chief Executive Officer, the Chief of Staff and leadership at all levels of the Corporation.
- (ii) overseeing the establishment and monitoring of such a culture through appropriate mechanisms, including assessing the Chief Executive Officer, and Chief of Staff of the Corporation against this expectation.
- (iii) overseeing policies in respect of the Corporation's code of conduct.

(b) Strategic Planning

The Board is responsible for:

- (i) ensuring that a strategic planning process is undertaken with Board, employees and Medical/Professional Staff involvement and approved by the Board from time to time.
- (ii) measuring and monitoring the implementation and achievement of the Corporation's strategic plans and performance targets.
- (iii) contributing to the development of and approving the mission, vision, values and strategic plan of the Corporation
- (iv) ensuring that key corporate priorities are formulated that help the Corporation accomplish its mission and actualize its vision in accordance with the strategic plan. The corporate priorities shall be reflective of the Board's primary accountability to the Ministry of Health ("MOH") and Ontario Health and any applicable accountability agreements with the MOH or Ontario Health.
- (v) approving operating and capital plans.

(c) Corporate Performance

The Board is responsible for ensuring that there are systems in place to:

- i. identify principal risks to the Corporation in line with the Board's Integrated Risk Management policy.
- ii. monitor, mitigate and respond to the principal risks.
- iii. oversee the implementation of internal control and management information systems which will allow the Board and management to oversee the Corporation's achievement of its performance targets.
- iv. contribute to the development and approval of the performance targets including the CEO and Chief of Staff.
- v. ensure processes are in place to monitor and continuously improve upon the performance targets.
- vi. regularly review the functioning of the Corporation in relation to the objects of the Corporation as stated in the Letters Patent, the By-Laws, legislation, and any applicable accountability agreements with the MOH or Ontario Health.
- vii. establish procedures for monitoring compliance with, and take such measures as the Board considers necessary, to ensure that the provisions of the *Public Hospitals Act*, the regulations made under the *Public Hospitals Act*, and the By-Laws of the Corporation and other applicable legislation, are complied with.
- viii. establish specific policies which shall provide the general framework within which the Chief of Staff, the Chief Executive Officer, the Medical Advisory Committee, the Medical/Professional Staff, and the Hospital staff shall establish procedures for the management of the day-to-day processes within the Hospital.
- ix. ensure that optimal utilization of resources is a key focus and that the organization operates within its resource envelope.

(d) Chief Executive Officer and Chief of Staff

The Board is responsible for providing excellent leadership and management through the Chief Executive Officer and Chief of Staff positions.

The Board shall:

- (i) select the Chief Executive Officer in accordance with the relevant Board policies.
- (ii) delegate responsibility for the management of the Corporation to the Chief Executive Officer and require accountability to the Board.



- (iii) establish a Board policy for the performance evaluation and compensation of the Chief Executive Officer. The policy shall ensure that:
  1. the Chief Executive Officer's performance evaluation and compensation are aligned with the Corporation's performance targets.
  2. all Board members are provided an opportunity to provide input into the process.
  3. the Board shall be required to approve any changes to the Chief Executive Officer's employment agreement or compensation.
- (iv) select the Chief of Staff in accordance with the relevant Board policies.
- (v) delegate responsibility and authority to the Chief of Staff and require accountability to the Board.
- (vi) establish a Board Policy for the performance evaluation and compensation of the Chief of Staff. The policy shall ensure that:
  1. the Chief of Staff's performance evaluation and compensation are aligned with the Corporation's performance targets.
  2. all Board members are provided an opportunity to provide input into the process.
  3. the Board shall be required to approve any changes to the Chief of Staff's employment agreement or compensation.
- (e) Succession Planning
 

The Board shall:

  - (i) provide for Chief Executive Officer succession plan and process.
  - (ii) provide for Chief of Staff succession plan and process.
  - (iii) ensure that the Chief Executive Officer and Chief of Staff establish an appropriate succession plan for both executive management and Medical/Professional Staff leadership.
- (f) Oversight of Medical/Professional Staff
 

The Board shall:

  - (i) credential Medical/Professional Staff:



1. make the final appointment, reappointment and privilege decisions.
  2. ensure the effectiveness and fairness of the credentialing process.
- (ii) ensure quality goals and performance indicators are developed for approval by the Board (using best practices and benchmarks) and monitor indicators of clinical outcomes, quality of service, patient safety and achievement of desired outcomes including without limitation the patient safety Indicators.
- (iii) provide oversight of the Medical/Professional Staff through and with the Medical Advisory Committee and Chief of Staff.

(g) Relationships

The Board shall build and maintain good relationships with the Corporation's key stakeholders including, without limitation, MOH, Ontario Health, Cambridge North Dumfries Ontario Health Team (CND OHT), community leaders, patients, employees, families, caregivers, other health service providers and other key stakeholders, donors, Cambridge Memorial Hospital Foundation ("CMH Foundation") and the Cambridge Memorial Hospital Volunteers Association.

(h) Financial Viability

The Board shall:

- (i) establish key financial objectives that support the Corporation's financial needs
- (ii) ensure that the organization undertakes the necessary financial planning activities so that resources are allocated effectively and within the parameters of the financial performance indicators.

(i) Board Effectiveness

The Board shall:

- (i) monitor Board members' adherence to corporate governance principles and guidelines;
- (ii) measure the Board's own effectiveness and efficiency, including monitoring the effectiveness of individual Directors and Board Officers and employing a process for Board renewal that embraces evaluation and continuous improvement;
- (iii) ensure ethical behaviour and compliance with laws and regulations, audit and accounting principles, accreditation requirements and the By-Laws; and

- (iv) periodically review and revise governance policies, processes and structures as appropriate.

(j) Effective Communication and Community Relationships

The Board shall:

- (i) establish processes for community engagement to receive public input on material issues.
- (ii) promote effective collaboration and engagement between the Corporation and its community, particularly as it relates to organizational planning, mission and vision.
- (iii) work collaboratively with other community agencies and institutions in meeting the healthcare needs of the community.

(k) Fundraising

The Board supports fundraising initiatives of the Foundation.

(l) Programs Required under the *Public Hospitals Act*:

The Board shall:

- (i) ensure that an occupational health and safety program and a health surveillance program are established and regularly reviewed.
- (ii) ensure that policies are in place to encourage and facilitate organ procurement and donation.
- (iii) ensure that the Chief Executive Officer, Chief of Staff, nursing management, Medical/Professional Staff, and employees of the Hospital develop plans to deal with emergency situations and the failure to provide services in the Hospital.

(m) Communications Policy

The Board shall establish a communications policy for the Corporation and oversee the maintenance of effective relations with stakeholders (e.g. MOH, Ontario Health, CND OHT, other health service providers, clients, patients, employees, volunteers, Medical/Professional Staff, CMH Foundation, CMH Volunteer Association, federal, provincial, regional and city politicians) through the Corporation's communications policy and programs.

(n) Director Recruitment, Orientation and Evaluation

The Board shall ensure there is an appropriate, objective and formal process for the recruitment of Directors, and the evaluation of the Board, the Board Chair, its committees, committee Chairs and individual Directors.

5. **Meetings**

The Board shall meet at least four (4) times per year as scheduled by the Chair of the Board in conjunction with the Secretary. For regularly scheduled meetings, a draft agenda for each Board meeting and other documents for consideration are provided to all Directors at least two business days in advance of each meeting. For special meetings of the Board, best efforts are made to distribute materials to the Directors as far in advance as practicable.

6. **General**

On behalf of the Board, the Governance Committee shall review and assess the adequacy of the Board terms of reference at least every 3 years and submit proposed changes to the Board for consideration.

## BOARD MANUAL

<b>SUBJECT: Audit Committee Terms of Reference</b>		<b>NUMBER: 2-A-10</b>
<b>SECTION: Structure, Roles and Responsibilities</b>	<b>APPROVED BY: Board of Directors</b>	
<b>DATE: June 12, 2010</b>	<b>REVISED/REVIEWED: November 2012, June 25, 2014, May 27, 2015, May 24, 2017, July 28, 2020, May 26, 2021, TBD</b>	

### 1. Application

This terms of reference shall apply to Audit Committee (the “**Committee**”) of the Cambridge Memorial Hospital (the “**Corporation**”). All capitalized terms not defined herein have the meaning set out in the Corporation’s Corporate By-Laws.

### 2. Composition and Independence. Financial Literacy and Authority

- (a) The Committee shall be composed of the following voting members:
- (i) up to two (2) elected Directors, one of whom shall sit as Chair of the Committee; and
  - (ii) up to five (5) members appointed by the Board upon the recommendation of the Governance Committee.
- (b) Non-voting resources to the Committee will include:
- (i) the Vice President Finance and Corporate Services/Chief Financial Officer;
  - (ii) the Director of Finance; and
  - (iii) the external auditor, who shall be invited to attend and be heard at all meetings of the committee
- (c) Every member of the Committee shall be independent of the Corporation within the meaning of all applicable laws, rules and regulations including those particularly applicable to the Committee members and any other relevant consideration as determined by the Board.

In addition to the qualities set out in the Board policies on Board succession planning and recruitment, all members of the Committee should be financially literate or be willing and able to acquire the necessary knowledge. Financially

literate means the ability to read and understand financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of the issues that can reasonably be expected to be raised by the Corporation's financial statements. The Chair shall have a background in accounting or related financial management experience which would include any experience or background which results in the individual's financial sophistication, including being or having been an auditor, a Chief Executive Officer or a Chief Financial Officer or other senior officer with financial oversight responsibilities.

Committee members will enhance their familiarity with financial, accounting and other areas relevant to their responsibilities by participating in educational sessions or other opportunities for development.

- (d) In fulfilling the responsibilities set out in this terms of reference, the Committee has the authority to conduct any investigation and access any officer, employee or agent of the Corporation appropriate to fulfilling its responsibilities, including the auditor. The Committee may obtain advice and assistance from outside legal, accounting or other advisors as the Committee deems necessary to carry out its duties and may retain and determine the compensation to be paid by the Corporation for such independent counsel or outside advisor in its sole discretion without seeking Board approval.

### 3. **Meetings**

The Committee shall:

- (a) meet at least two (2) times annually. The Committee can conduct all or part of any meeting in the absence of management, and it is the Committee's policy to include such a session on the agenda of each regularly- scheduled Committee meeting.
- (b) Meet at the call of the external auditor or at the request of any committee member.
- (c) meet with the Chief Financial Officer in the absence of the Chief Executive Officer.
- (d) invite to its meetings any Director, member of management or such other persons as it deems appropriate in order to carry out its duties and responsibilities.
- (e) exclude from its meetings any persons it deems appropriate in order to carry out its responsibilities.

### 4. **Specific Duties and Responsibilities**

- (a) Financial Reporting

The Committee shall be responsible for the oversight of reliable, accurate and clear financial reporting to members, including reviewing the Corporation's annual financial statements and management's discussion and analysis, prior to approval by the Board. Such review of the financial reports of the Corporation shall include, where appropriate but at least annually discussion with management and the auditor of significant issues regarding accounting principles, practices, and significant management estimates and judgments.

(b) The Committee's Role in the Financial Reporting Process

The Corporation's management is responsible for the preparation, presentation and integrity of the Corporation's financial statements and for maintaining appropriate accounting and financial reporting policies, internal controls and procedures designed to ensure compliance with accounting standards and applicable laws and regulations.

The Committee shall support the Board in its oversight of the financial reporting process of the Corporation including:

- (i) work with management and the auditor to review the integrity of the Corporation's financial reporting processes;
- (ii) consider the scope of the audit work performed or to be performed, on an annual basis, and discuss with the auditor any matters arising out of the annual financial statements;
- (iii) review the process relating to and the certifications of the Chief Executive Officer and the senior financial officer on the integrity of the Corporation's quarterly and annual consolidated financial statements, performance metrics, and other public disclosure documents as required;
- (iv) consider the key accounting policies of the Corporation and key estimates and judgments of management and discussing such matters with management and/or the auditor;
- (v) keep abreast of trends and best practices in financial reporting in the public sector including considering, as they arise, topical issues and their application to the Corporation;
- (vi) review with the auditor and management existing accounting policies and procedures and any significant audit adjustments made;
- (vii) consider and approve, if appropriate, major changes to the Corporation's accounting and financial reporting and policies as suggested by the auditor or management; and
- (viii) establish regular systems of reporting to the Committee by each of management and the auditor regarding any significant judgments made in management's preparation of the financial statements and any significant difficulties encountered during the course of the review or audit, including any restrictions on the scope of work or access to required information.

(c) Internal Financial Controls

The Committee shall be responsible for overseeing the establishment and maintenance of internal financial controls of the Corporation, including:

- (i) require management to implement and maintain appropriate systems of internal financial controls (including controls related to the prevention, identification and detection of fraud), and that also comply with applicable laws, regulations and guidance;
- (ii) meet with management and the auditor to assess the adequacy and effectiveness of the Corporation's internal financial controls, including controls related to the prevention, identification and detection of fraud; and
- (iii) as required, review reporting by the Corporation to its members regarding internal control over financial reporting.

(d) Oversight of Auditor

The Committee shall review and evaluate the performance, qualifications and independence of the auditor including the lead partners and annually make recommendations to the Board and members regarding the nomination of the auditor for appointment by the members. The Committee shall also make recommendations regarding remuneration and, if appropriate, termination of the auditor, and shall oversee the tendering and award of a multi-year contract for audit services, ensuring that the tendering process is in compliance with provincial public sector requirements. The auditor shall be accountable to the Committee and the Board, as representatives of the members, for its review of the financial statements and controls of the Corporation. In addition, the Committee shall:

- (i) review and approve the annual audit plans and engagement letters of the auditor;
- (ii) review the auditor's processes for assuring the quality of their audit services including any matters that may affect the audit firm's ability to serve as auditor;
- (iii) discuss those matters that are required to be communicated by the auditor to the Committee in accordance with the standards established by the Chartered Professional Accountants of Canada, as such matters are applicable to the Corporation from time to time;
- (iv) review with the auditor any issues that may be brought forward by it, including any audit problems or difficulties, such as restrictions on its audit activities or access to requested information, and management's responses;
- (v) meet with the auditor and Resources Committee to review the annual audited financial statements and auditor's report prior to the annual meeting;

- (vi) receive at any one of its meetings any written report and recommendation of the auditor;
  - (vii) review with the auditor concerns, if any, about the quality, not just acceptability, of the Corporation's accounting principles as applied in its financial reporting; and
  - (viii) provide a forum for management and/or the auditor to raise issues regarding their relationship and interaction. To the extent disagreements regarding financial reporting are not resolved, be responsible for the resolution of such disagreements between management and the auditor.
- (e) Independence of Auditor

The Committee shall monitor and assess the independence of the auditor through various mechanisms, including:

- (i) review and approve (or recommending to the Board for approval) the audit fees and other significant compensation to be paid to the auditor and reviewing, approving and monitoring the policy for the provision of non-audit services to be performed by the auditor, including the pre-approval of such non-audit services in accordance with the policy;
  - (ii) receive from the auditor, on an annual basis, a formal written statement delineating all relationships between the auditor and the Corporation consistent with the professional standards of the Chartered Professional Accountants of Canada or other regulatory bodies, as applicable;
  - (iii) review and discuss with the Board, annually and otherwise as necessary, and the auditor, any relationships or services between the auditor and the Corporation or any factors that may impact the objectivity and independence of the auditor;
  - (iv) review, approve and monitoring policies and procedures for the employment of past or present partners, or employees of the auditor as required by applicable laws; and
  - (v) review, approve and monitor other policies put in place to facilitate auditor independence, such as the rotation of members of the audit engagement team, as applicable.
- (f) Compliance

The Committee shall oversee the establishment and maintenance of processes that ensure the Corporation is in compliance with the laws and regulations that apply to it as well as its own policies. Unless otherwise indicated, legislative compliance is the responsibility of the Audit Committee and includes the following:

- (i) ensure compliance with the financial requirements stipulated by the Ministry of Health;



- (ii) review with management the Corporation's compliance with applicable financial, legal and regulatory requirements and the legislative compliance management processes;
  - (iii) review professional pronouncements and changes to key regulatory requirements relating to accounting rules to the extent it applies to the financial reporting process of the Corporation; and
  - (iv) review with the Corporation's general counsel any legal matter arising from litigation, asserted claims or regulatory non-compliance that could have a material impact on the Corporation's financial condition or reputation.
- (g) Oversight of Risk

The Committee has accountability, on behalf of the Board to oversee the CMH integrated risk management framework and ensure that management has processes and tools in place that effectively identify risks to the organization and mechanisms to monitor plans to prevent and manage such risk.

The Committee shall have the primary responsibility for reviewing risk policies related to the following risk management groups: financial and regulatory.

In addition, the Committee has the responsibility to:

- (i) review on an annual basis, the Integrated Risk Management Framework for any substantive changes;
- (ii) review at least annually reports from Board committees on the status of their assigned risk groups;
- (iii) discuss with management the Corporation's major risks and monitor the appropriate progress and completion of plans to mitigate risks identified through the Framework; and
- (iv) oversee the monitoring and implementation of actions to improve upon the related performance metrics.

## 5. **General**

The Committee shall have the following additional general duties and responsibilities:

- (a) report to the Board on material matters arising at the Committee meetings following each meeting of the Committee;
- (b) maintain minutes or other records of meetings and activities of the Committee;
- (c) conduct an annual evaluation of the Committee in which the Committee (and/or its individual members) reviews the Committee's performance for the preceding year for the purpose, among other things, of assessing whether the Committee fulfilled the purposes and responsibilities stated in the terms of reference;

- (d) review and assess the adequacy of the terms of reference at least every three years and submitting any proposed amendments to the terms of reference to the Governance Committee and the Board for approval;
- (e) provide an orientation for new Committee members; and
- (f) perform such other functions and tasks as may be assigned from time to time by the Board.

**BOARD MANUAL**

<b>SUBJECT: Executive Committee Terms of Reference</b>		<b>NUMBER: 2-A-12</b>
<b>SECTION: Structure, Roles and Responsibilities</b>	<b>APPROVED BY: Board of Directors</b>	
<b>DATE: June 12, 2010</b>	<b>REVISED/REVIEWED: May 29, 2013, March 26, 2014, June 25, 2014, May 27, 2015, May 30, 2018, May 26, 2021, TBD</b>	

**1. Application**

These terms of reference shall apply to the Executive Committee (the “**Committee**”) of the Cambridge Memorial Hospital (the “**Corporation**”). All capitalized terms not defined herein have the meaning set out in the Corporation’s Corporate By-Law.

**2. Composition**

(a) The Committee shall consist of the following voting members:

- (i) the Chair of the Board.
- (ii) the Vice-Chair of the Board.
- (iii) up to three (3) other Directors.

(b) Non-voting resources to the Committee will include:

- (i) the President and Chief Executive Officer.
- (ii) the Chief of Staff.

The Board appoints the Chair or the Vice as the Chair of the Executive Committee.

**3. Meetings**

The Committee shall meet at least two times annually, or more frequently as required. The Committee may conduct all or part of any meeting in the absence of management, and it is the Committee’s policy to include such a session on the agenda of each regularly-scheduled Committee meeting. The Committee may invite to its meetings any Director, member of management or such other persons as it deems appropriate in order to carry out its duties and responsibilities. The Committee may exclude from its meetings any persons it deems appropriate in order to carry out its responsibilities.

#### 4. **Specific Duties and Responsibilities**

The Committee shall have the following responsibilities:

##### **(a) Oversight of Executive Performance and Compensation**

###### **(i) General**

- (a) satisfy itself, on behalf of the Board, that the Corporation's executive compensation strategy, plans, policies and practices are consistent with the sustainable achievement of the Corporation's objects, mission, vision, values and strategic plan, the prudent management of its operations and the risks to which it is exposed, and its adherence to its processes, policies, procedures and controls; and monitors the Corporation's compensation strategy, plans, policies and practices against an appropriate peer group.
- (b) review and recommend to the Board executive compensation policies and practices and review the Corporation's overall compensation philosophy to satisfy itself that (i) it appropriately rewards senior executives for their contributions to the Corporation; and (ii) that the compensation plans<sup>1</sup> are aligned with the performance targets.

###### **(ii) Chief Executive Officer/Chief of Staff**

- (a) review and recommend to the Board, if applicable, amendments to the position description for the Chief Executive Officer, which shall include their authorities and accountabilities; to present to the Board the corporate goals and objectives for which the Chief Executive Officer shall be responsible (which shall include all performance targets relevant to the compensation of the Chief Executive Officer).
- (b) monitor the Chief Executive Officer's performance relative to their goals and objectives including the performance targets and to formally evaluate his or her performance at least annually on behalf of the Board, which evaluation process shall be led by the Chair of the Board; to report the results of such monitoring and evaluation to the Board and the Chief Executive Officer; and to recommend to the Board the total salary and incentive compensation of the Chief Executive Officer in light of such evaluation. The evaluation of the Chief Executive Officer shall include, to the extent feasible, an assessment on behalf of the Board of the integrity of the Chief Executive Officer and the culture of integrity established by the Chief Executive Officer and other

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<sup>1</sup> Such plans shall comply with the Excellent Care for All Act, 2010 (Ontario) and other applicable legislation

executive officers throughout the Corporation.

- (b) undertake succession planning for the position of Chief Executive Officer, and to provide information concerning such plans to the Board.
- (c) review and recommend to the Board all employment, severance and retirement agreements between the Corporation and the Chief Executive Officer.
- (d) review and recommend to the Board all material special benefits and perquisites for the Chief Executive Officer.
- (e) paragraphs (a) to (e) above apply to the Chief of Staff with necessary modifications.

(iii) Senior Executives<sup>2</sup> Reporting to the Chief Executive Officer

- (a) satisfy itself that the Chief Executive Officer has a process in place for the evaluation, including as to the conduct and ethics, of senior executives of the Corporation reporting to the Chief Executive Officer and any other executive officer whose compensation is disclosed pursuant to the Public Sector Salary Disclosure Act, 1996.
- (b) review in advance the general terms of any employment, severance and retirement agreements between the Corporation and any employee who reports directly to the Chief Executive Officer.
- (c) satisfy itself that succession planning is in place for each senior executive, and review the Chief Executive Officer's succession plans for such executives at least annually and report on such plans to the Board.
- (d) review plans for the development of senior executives of the Corporation.
- (e) review significant changes in the organization of the senior management positions of the Corporation.
- (f) review in advance all material special benefits and perquisites for senior executives reporting directly to the Chief Executive Officer.

**(b) Reporting, Regulatory Requirements, Review**

- i. monitor and review changes to major regulatory requirements relating to executive compensation and corporate governance (in the latter case, to the extent such requirements relate to executive compensation or any other

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<sup>2</sup> "Senior Executives" is defined as the Vice Presidents at the Hospital

matter relevant to the mandate and activities of the Committee).

- ii. report to the Board on material matters arising at Committee meetings following each meeting of the Committee.

**5. General**

The Committee shall have the following additional duties and responsibilities:

- (a) maintaining minutes or other records of meetings and activities of the Committee.
- (b) having the authority upon approval by the Board to engage independent legal counsel, consultants or other advisors with respect to fulfilling its responsibilities and the Hospital shall provide appropriate funding.
- (c) conducting an annual evaluation of the Committee in which the Committee (and/or its individual members) reviews the Committee's performance for the preceding year for the purpose, among other things, of assessing whether it fulfilled the purposes and responsibilities stated in the terms of reference.
- (d) reviewing and assessing the adequacy of the terms of reference at least every three (3) years and submitting any proposed amendments to the Governance Committee and the Board for approval.
- (e) performing such other functions and tasks as may be assigned from time to time by the Board.

## BOARD MANUAL

<b>SUBJECT: Responsibilities of a Director</b>		<b>NUMBER: 2-A-30</b>
<b>SECTION: Structure, Roles and Responsibilities</b>	<b>APPROVED BY: Board of Directors</b>	
<b>DATE: February 23, 2011</b>	<b>REVISED/REVIEWED: November 28, 2012, June 25, 2014, November 26, 2014, January 24, 2018, November 25, 2020, May 26, 2021, TBD</b>	

**Responsibilities**

As a member of the Board, and in contributing to the collective achievement of the role of the Board, each Director is responsible for the following:

**Fiduciary Duties**

As a fiduciary of the Corporation, a director acts honestly and in good faith with a view to the best interests of the Corporation, and exercises the care, diligence, and skill that a reasonably prudent person would exercise in comparable circumstances. In so doing, a director supports the Corporation in fulfilling its mission and discharging its responsibilities. All directors, including *ex-officio* directors, are held to the same duties and standard of care.

A director does not represent the specific interests of any constituency or group. A director acts and makes decisions that are in the best interests of the Corporation as a whole.

**General**

As a member of the Board, each Director will:

- understand the difference between oversight and management, respecting the responsibilities delegated by the Board to the CEO and the Chief of Staff
- each Director will comply with the organizations code of conduct
- comply with the Board of Directors conflict of interest policy and Article 5 of the Corporation By-law
- respect the confidentiality of matters brought before the Board and all committees
- support the Board's decisions and policies at all times even though the Director holds another view or voiced another view during a Board discussion or was absent from the Board meeting
- comply with the Board and Hospital policies that are applicable to the Board

### **Contribution to Governance**

Directors are expected to make a contribution to the governance role of the Board through:

- reading materials in advance of meetings and coming prepared to contribute to discussions
- offering constructive contributions to Board and committee discussions
- contributing special expertise, skills and attributes
- respecting the role and terms of references of the Board and Board committees
- participate in the Board evaluation processes

### **Attendance and Availability**

Each Director will:

- have the ability to commit the necessary time for Board meetings, committee meetings and Board education in accordance with the Board attendance policy
- serve as an active member of at least one committee and contribute to its purpose
- when absent, record their dissent to any action of the Board or its committees in accordance to the requirement in Article 4.9 of the Corporation's Corporate By-law

### **Communication and Interaction**

As a member of the Board, each Director will:

- work positively, cooperatively and respectfully with all members of the Board and the management team
- participate fully and frankly in the deliberations and discussions of the Board
- demonstrate an openness to other people's opinions and the willingness to listen
- have the confidence and will to make tough decisions, including the strength to challenge the majority view
- advise the Chair and the CEO in advance when introducing significant and/or previously unknown information or material at a Board meeting

### **Community Representation**

As a member of the Board, each Director will

- not speak on behalf of the Board and the Hospital in the community unless asked to do so by the Board Chair in keeping with the communications policy regarding Board spokesperson
- align their public views with the Hospital's position.

### **Knowledge**

Recognizing that decisions can only be made by well-informed Directors, each Director will participate in Board and committee orientation, Board education and other education sessions in accordance with Board policy and have an understanding of:

- the Corporation's strategic direction
- the current provincial, regional and local health care environment
- the role and responsibilities of the Board and a Director
- the key performance indicators for Board oversight of the Corporation

### **Appointment and Term**

A Director is elected for a three year term. An elected Director may not serve for more than nine consecutive or cumulative years.

### **Conclusion of Term**

Upon conclusion of service the Director will return all items and materials as requested by the



Corporation, delete all electronic materials as requested by the Corporation and confirm compliance with these activities as instructed by the CEO.

## BOARD MANUAL

<b>SUBJECT: Responsibilities of Non-Directors on Board Committees</b>		<b>NUMBER: 2-A-32</b>
<b>SECTION: Structure, Roles and Responsibilities</b>	<b>APPROVED BY: Board of Directors</b>	
<b>DATE: February 23, 2011</b>	<b>REVISED/REVIEWED: November 28, 2012 September 30, 2015, November 25, 2020, May 26, 2021, TBD</b>	

In accordance with the Corporation's Corporate By-Law, the Board may appoint additional persons to Board committees who are not directors but are entitled to vote on all matters brought before the committee.

### Role

A non-director may be appointed to a Board committee to contribute one or more of the following:

- special expertise, skills and attributes
- the perspective of a member of the community
- valuable experience as a former Director, and/or
- skills and knowledge for consideration as a potential future Director.

### Responsibilities

#### General

The non-director committee member will:

- attend, participate and vote at meetings of the Board committee to which the member is appointed;
- comply with the Board conflict of interest policy and Article 5 of the Corporation's Corporate By-Law.
- respect the confidentiality of matters brought before the Board committees;
- support the Board's decisions and policies at all times even though the committee member holds another view or voiced another view during a committee discussion or was absent from the committee meeting.
- comply with the applicable Board and Hospital policies.
- comply with the Code of Conduct

#### Contribution to Committee Business

A non-director committee member is expected to contribute to the work of the committee through:

- reading materials in advance of meetings and coming prepared to contribute to discussions
- offering constructive contributions to committee discussions
- contributing special expertise, skills and attributes
- respecting the role and charter of the Board committee, and
- participating in annual Board evaluation processes.

### **Attendance and Availability**

A non-director committee member will:

- have the ability to commit the time required to perform committee duties and attend relevant education sessions in accordance with the Board attendance policy, and
- participate in relevant orientation session(s).

A non-director committee member is invited to attend open Board meetings and receive minutes, without rights to participate in discussion or vote. Attendance at Board meetings provides context to the work conducted by Board committees.

### **Communication and Interaction**

As a member of the Board committee, each member will:

- work positively, cooperatively and respectfully with all members of the Board committee and the management team;
- participate fully and frankly in the deliberations and discussions; demonstrate an openness to others' opinions and the willingness to listen;
- have the confidence and will to make tough decisions, including the strength to challenge the majority view, and
- advise the chair in advance when introducing significant and/or previously unknown information or material at a committee meeting.

### **Community Representation**

As a member of the Board committee, each member will

- not speak on behalf of the Board and the Hospital in the community unless asked to do so by the Board Chair (see the communications policy regarding Board spokesperson).
- align their public views with the Hospital's position.

### **Appointment and Term**

The Board of Directors appoints non-director committee members for a one-year term. The non-director may be reappointed for successive one year terms.

### **Conclusion of Term**

Upon conclusion of service the committee member will return all items and materials as requested by the Corporation, delete all electronic materials as requested by the Corporation and confirm compliance with these activities as instructed by the CEO.

## BOARD MANUAL

<b>SUBJECT: Conflict of Interest Policy</b>		<b>NUMBER: 2-A-36</b>
<b>SECTION: Structure, Roles and Responsibilities</b>	<b>APPROVED BY: Board of Directors</b>	
<b>DATE: May 25, 2011</b>	<b>REVISED/REVIEWED: September 24, 2014, November 28, 2018, TBD</b>	

**Preamble**

This conflict of interest policy is intended to ensure the highest business and ethical standards and the protection of the integrity of the Board, its committees, employees, professional staff, volunteers, students and contractors of Cambridge Memorial Hospital (CMH).

All persons acting on behalf of the Hospital (defined below as Representatives) have a duty to avoid, mitigate or manage any circumstance that might reasonably be expected to give rise to conflict of interest. Every Representatives who, either on their own behalf or while acting for, by, with, or through another, has any material interest, direct or indirect, perceived or actual in any proposed material matter, contract or transaction with the Hospital shall declare their interest and the nature and extent of such interest.

This policy guides Representatives, with a real, potential or perceived conflict of interest, on how to declare their conflict and the process for dealing with conflict situations.

**Application**

All Board Directors, Board committee members, employees, appointed medical/professional staff, volunteers, students and contractors of CMH, referred to as "Representatives".

**Definition**

A **conflict of interest** is a situation in which someone in a position of trust and in the discharge of one's duties and responsibilities has competing business, financial or personal interests. Such competing interests can make it difficult for the individual to fulfill their duties impartially. Even if there is no evidence of improper actions, a conflict of interest can create an appearance of impropriety that can undermine confidence in the ability of that person to act properly or objectively in their position. A conflict of interest is not, in and of itself, evidence of wrongdoing.

For purposes of this policy, conflict of interest includes an actual or potential conflict of interest (real or perceived).

Directors and non-director committee members may have a conflict of “duty and duty”. For example: this might arise when (i) they serve as a board member or committee member of another corporation that is related to; has contractual relationship with; has the ability to influence CMH policy; or has any dealings whatsoever with CMH; or ii) they are also a director or committee member of another corporation, related or otherwise, and possesses confidential information received from one corporation that is of importance to a decision being made by the other corporation. The Director or committee member cannot discharge the duty to maintain such information in confidence as a director or committee member of one corporation while at the same time discharging the duty to make disclosure as a director or committee member of the other corporation.

**Conflict of Interest** includes, without limitation, the following four (4) areas that may give rise to a conflict of interest for the Directors of the Corporation, namely:

**“Pecuniary or financial interest”** – a Director is said to have a pecuniary or financial interest in a decision when the Director (or the Director’s Associates) stands to gain by that decision, either in the form of money, gifts, favours, gratuities or other special considerations;

**“Undue influence”** – participation or influence in Board decisions that selectively and disproportionately benefits particular agencies, companies, organizations, municipal or professional groups, or patients from a particular demographic, geographic, political, socio-economic or cultural group is a violation of the Director’s entrusted responsibility to the community at large;

**“Adverse Interest”** – a Director is said to have an adverse interest to the Corporation when the Director is a party to a claim, application or proceeding against the Corporation; or

**“Personal Relationship”** – a Director has or may be perceived to have personal interests that are inconsistent with those of the Corporation, creating conflicting loyalties.

The following examples do not exhaust the possibilities for conflict of interest but they identify obvious situations where the policy applies:

- **Special Treatment:** Representatives are not allowed to use their positions to give anyone special treatment that would advance their own interests or that of any member of their family, their friends or business associates.
- **External Activities:** Representatives may not engage in any outside work or business activities that:
  - Conflicts with or impedes with their duties to the Corporation
  - Uses their position or information that they gain through work at the Corporation, for private or personal gain
  - Adversely affects the reputation of the Corporation in any way

An external activity is defined as any outside work, employment, occupation or business activity that is not part of that person’s normal duties and does not involve them acting for or on behalf of the Corporation.

- **Using the Corporation Property:** Representatives may not use, or permit the use of items of the Corporation property, facilities, equipment, supplies or other resources

for activities not associated with their work.

- **Confidential Information:** Representatives may not disclose confidential or privileged information about the Corporation property, business or financial activities, or use confidential information to advance personal or others' interests. Representatives cannot divulge confidential or privileged information about the Corporation employees without those employees' written authorisation. Further information concerning confidentiality is found in the Board policy 2-A-34 (Confidentiality Policy)
- **Financial Interest:** Employees and Board Members who knowingly, or could be perceived to have, have financial interests in an Corporation contract, sale or other business transaction, or have family members, friends or business associates with such interests, must not represent or advise the organization in such transactions.

A **closely associated person** is person with whom a Hospital representative has a relationship which may affect your objectivity and includes persons related by blood, adoption, marriage or common law marriage to the person with whom the hospital representative has a personal or business relationship.

A **senior executive** includes persons with authority such as a director, vice-president, the chief of staff or the CEO.

## Policy

All Representatives will ensure that direct or indirect personal interests do not, whether potentially or actually, conflict with the Hospital's interests.

The existence of actual or perceived conflicts need not be a bar to participation in most aspects of the Representative's interaction with CMH; however, Representatives have a duty to disclose all personal, business or financial interests that could compete with, or be at variance with any of their official functions and duties.

Representatives shall not participate in an activity or decision that involves an actual or potential conflict of interest unless such activity or decision has been approved in advance by the Board, a Board Committee Chair or a senior executive and, if such approval has been given, any terms or conditions made by the Board, Board Committee Chair, or senior executive are fulfilled.

A Director may have material interests with stakeholders of the Hospital which may appear to be a Conflict of Interest. The Board recognizes that where the perceived conflicts related to non-profit stake-holders/partners that share common goals with the Hospital that the benefits of having such members on the Board outweigh the potential difficulties relating to the perceived or actual Conflict of Interest.

The benefits include:

- reflection of the operational reality of the inter- relationship that the Hospital has with key stakeholders/partners that is critical to the Hospital achieving its mission and vision; and

- increased capacity of the Board because it leads to fuller and more informed deliberation on issues that have cross-organizational implications.

Where a Director has an actual or perceived Conflict of Interest relating to a not-for-profit partner or stakeholder, the Director shall be entitled to be present at and take part in the deliberations with respect to the proposed matter, contract or transaction or matter but shall not be entitled to vote.

### **Employees, Professional Staff, Volunteers, Students and Contractors**

All employees, appointed professional staff, volunteers, students and contractors will disclose and manage conflict of interest according to the CMH Conflict of Interest Policy 9-40.

### **Directors and Non-Director Committee Members**

Directors and non-director committee members are expected to adhere to this policy and the provisions set forth in the CMH By-law.

### **By-law**

Article 5 of the Corporation's Corporate By-law contains provisions concerning conflict of interest that must be strictly adhered to in the matters described in the By-law. The process set out in the CMH By-law applies to direct and/or indirect interest in a contract or proposed contract. There are other conflict situations beyond those specifically covered in the By-laws and this policy also addresses those conflicts and sets out the process to be followed when a conflict or potential conflict arises.

### **Conflicts and Potential Conflicts outside the By-laws:**

- A) Self-Identified:** If the Director/committee member has a conflict of interest, he / she will disclose the conflict at the earliest opportunity and will describe its nature and extent. If a Director/committee member is uncertain whether a conflict exists, the Director/committee member will err on the side of disclosure. The Director/committee member and the Board will then follow the **Process for Declaration/Resolution** outlined below.
- B) Conflict Identified by Another Director:** If any Director/committee member believes that another Director/committee member has a conflict of interest then the Director/committee member will refer the other Director/committee member to the **Process for Declaration / Resolution**.

### **Process for Declaration/Resolution**

The actual, potential or perceived conflict will be dealt with in accordance with the following process:

1. The Representative must declare to the Board or committee the nature and extent of the interest as soon as possible and not later than the meeting at which the matter is to be

considered. If a declaration is made by a Director at a committee meeting, it must be repeated at the next Board meeting to assure disclosure to the full Board.

2. Once declared, the Representative will absent themselves from the Board or committee during the discussion of the matter.
3. The Representative shall not be present during discussion of the matter in which they have a conflict or a potential conflict of interest (real or perceived), shall not attempt in any way to influence the voting and shall not vote.
4. In the event that a Representative discloses a conflict of interest and refrains from and is not present during the vote, the meeting quorum shall not be affected.
5. Where the matter of the conflict is unclear, the Board or committee will vote to determine if the conflict exists. The Representative will absent himself or herself from the meeting for the discussion and the vote on the matter to determine if the conflict exist.
6. If a Director or committee member believes that any other Board or committee member is in a conflict of interest position, the individual shall have his or her concern recorded in the minutes and the member with the alleged conflict of interest shall have the right to address the Board or committee with respect to the allegation.
7. The member alleged to have the conflict of interest will absent himself or herself from the meeting. The Board or committee will vote on whether the member alleged to have a conflict of interest in the opinion of the Board or committee. If the Board or committee finds the person in a conflict of interest position, the member shall abstain himself or herself during any subsequent discussion or voting relating to the conflict of interest.

### **Dispute Resolution Mechanism**

If the matter cannot be resolved in accordance with the above process, the Board or committee shall appoint an acceptable non-director, appropriate to the circumstances or situation, to independently review (and call on such resources as necessary to review) the matter in question and make a recommendation to the Board or committee.

### **Minutes**

At the beginning of every Board and committee meeting, members will be reminded of the conflict of interest policy and requested to declare any conflicts of interest. The meeting minutes shall record every disclosure of a conflict of interest and its general nature. If there are no disclosures, the minutes will reflect this accordingly.

### **Quorum Provisions**

Where the number of Directors who, by reason of the provisions of this policy, are prohibited from participating in a meeting is such that at that meeting the remaining Directors are not of sufficient number to constitute a quorum, then, notwithstanding any other provision in the By-law, the remaining number of Directors shall be deemed to constitute a quorum, provided such number is not less than three (3).



Where in the circumstances above, the remaining Directors who are not prohibited from participating in the meeting number less than three (3), the Chief Executive Officer may apply to a judge on an ex parte basis for an order authorizing the Board to give consideration to, discuss and vote on the matter out of which the interest arises.

### **No Accountability for Profits**

If the conflict of interest has been disclosed in compliance with this policy, the person declaring the conflict is not accountable to CMH for any profits he/she may realize from the decision.

### **Failure to Disclose**

If a Director knowingly fails to disclose a conflict of interest, the Director may be asked to resign or may be subject to removal from office pursuant to the CMH By-law or Policy 2-D-45 (Removal of a Director, Officer or Committee Member) as applicable. If a non-director committee member knowingly fails to disclose a conflict of interest, he/she may be subject to removal as a committee member in accordance with Policy 2-D-45.

The failure to comply with this policy does not, in or of itself, invalidate any decision made by the Board or a committee. However, the Corporation may void any matter, contract or transaction where there was a failure to comply with this policy.

### **Public Disclosure**

The Corporation will make this policy, as amended from time to time by the Board, available to the general public.

### **Guideline**

#### **Measures to Avoid Conflict of Interest**

- a) No Representative shall accept any gift, including travel and accommodations, of more than token value from any person or organization as a consequence of their services, role or position with the Hospital.
- b) No person shall use their position with the Hospital to offer or to promote goods and services in which they or a closely associated person have a personal, financial or business interest.
- c) No Representative shall participate in a decision or influence the decision process that may affect their personal, business, or financial interests. No person shall act in self-interest or for a collateral purpose to detriment of CMH (e.g. when a Representative diverts to their own personal benefit an opportunity in which CMH has an interest).
- d) No Representative shall conduct a review, assessment or evaluation of a project or colleague, where the outcome may affect personal interests.
- e) No person who provides professional services operates or has a business or financial interest in a private facility or practice shall use their position within the Hospital to generate referrals to a service outside of the publicly funded health care system, unless

such a referral is made with the full disclosure of the business or financial interest to the patient.

- f) No person shall use their position within the Hospital to generate referrals to or promote the use of services or facilities outside of the publicly funded health care system in which a closely associated person holds a personal, business or financial interest, unless such a referral is made with the full disclosure of the financial interest to the patient.
- g) No Representative shall disclose or use any information that is not available to the general public (for example related to human resources, financial aspects of CMH, or related to patient care) for the purpose of furthering a personal, financial or business interest of the person or a closely associated person.
- h) No Representative may be involved in decisions where he/she or a closely associated person may disproportionately gain or be affected by the decision of the Board, in relation to the community as a whole. For example, a Representative or closely associated person will benefit directly from a specific health care service or program that the Corporation is considering
- i) No person shall be involved in outside employment or other activities that involve the use of CMH premises, equipment or supplies, unduly interferes with regular duties through telephone calls, internet use or otherwise with regular duties or is performed in such a way as to appear to be an official act or to represent the Hospital.
- j) No person shall use their position/relationships at CMH to secure access to health care services for any person outside of the normal procedures to the detriment of other patients (including increasing the waiting time for other patients in the system).

### Related Board Policies

Confidentiality Policy 2-A-34 <https://www.cmh.org/sites/default/files/page-assets/about/board-directors/board-policy-manual-part-2/2-34-47701.pdf>

Removal of a Director, Officer or Committee Member 2- D-45  
<https://www.cmh.org/sites/default/files/page-assets/about/board-directors/board-policy-manual-part-2/2-d-45-47580.pdf>

### References

Trillium Health Hospital Conflict of Interest Policy  
 Guelph General Hospital Conflict of Interest Policy  
 Chatham Kent Healthcare Alliance Conflict of Interest Policy

## BOARD MANUAL

<b>SUBJECT: Board of Directors and Non-Director Committee Member Declaration</b>		<b>NUMBER: 2-D-22</b>
<b>SECTION: Board Processes</b>	<b>APPROVED BY: Board of Directors</b>	
<b>DATE: March 30, 2011</b>	<b>REVISED/REVIEWED: May 25, 2016, October 17, 2018, TBD</b>	

**Policy**

All Directors and non-Director committee members will annually complete a declaration in the form attached as Appendix A.

The Governance Committee will review the completed declaration statements.

**APPENDIX A**  
**ANNUAL DECLARATION AND CONSENT**

To: Cambridge Memorial Hospital (“**Corporation**”)  
And To: The board of directors of the Corporation (“**Board**”)

**Introduction**

Annually we need to ensure that all new and returning Directors and non-Director committee members fulfill the requirements for the Board and/or Board Committees. If there are changes to any of your responses during the current Board year, please contact the Chair of the Governance Committee and the CEO. Thank you.

**Consent**

I am an individual elected or appointed to the Board and hereby acknowledge and declare that I:

- consent to act as a director of the Corporation;
- am at least 18 years of age;
- have not been found under the *Substitute Decisions Act, 1992* or under the *Mental Health Act* to be incapable of managing property;
- have not been found to be incapable by any court in Canada or elsewhere;
- do not have the status of an undischarged bankrupt;
- am not a current employee of the Corporation;<sup>1</sup> and
- am not a current Medical/Professional Staff member;<sup>2</sup>
- am not the spouse, common law partner, child, parent, brother, sister, in-law, grandparent, or grandchild of a current employee or current Medical/Professional Staff member of the Corporation;<sup>3</sup>
- do not live in the same household as a current employee or current Medical/Professional Staff member of the Corporation;<sup>4</sup>
- have not been convicted of a criminal offence and not received a pardon; and

<sup>1</sup> The Chief Executive Officer and Chief Nursing Executive are both exempted from this qualification.

<sup>2</sup> The Chief of Staff, President of the Medical/Professional Staff, and Vice-President of the Medical/Professional Staff are each exempted from this qualification.

<sup>3</sup> The Board may make an exception.

<sup>4</sup> The Board may make an exception.

- am not an “ineligible individual” as defined in the *Income Tax Act* (Canada) or any regulations made under it.

I am an individual appointed to a Board committee and consent to serve the Corporation as a non-director Board committee member.

### **Meeting Participation Consent**

I consent to the holding of Board and Board committee meetings by telephonic or electronic means that permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously during the meeting. I also consent to the participation by any director or Board committee member at a Board or Board committee meeting by such telephonic or electronic means.

### **Compliance with Policies**

I confirm that I have read and understand all of the policies and codes of conduct of the Corporation applicable to me as such policies are amended or supplemented from time to time (the “**Policies**”), including:

Code of Conduct

Confidentiality Policy

Conflict of Interest Policy

Responsibilities of Director/Responsibilities of Non-Director on Board Committee

I agree to comply with the *Not-for-Profit Corporations Act, 2010* (the “**Act**”) and the Corporation’s articles, Corporate By-law, and Policies (“**Governance Documents**”).

### **Conflicts**

In accordance with the Act and the Corporation’s Governance Documents, I make the following disclosure:

I have an interest, directly or indirectly, in the following entities, persons, or matters, which includes entities in which I am a director or officer:

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This disclosure is a general notice of interest pursuant to the Act and the Corporation’s Governance Documents, and accordingly, I should be regarded as interested in any of the above entities, persons, or matters.

I acknowledge that this disclosure is in addition to my obligations to comply with the Act and the Corporation’s Governance Documents in respect of any specific conflict that may arise.

I declare the above information to be true and accurate as of the date hereof.

**Notice**

Notice for Board and/or Board committee meetings may be sent to me at the address set out below:

**Address:**

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**Email:**

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**Telephone:**

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**Attention:**

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Dated this \_\_\_\_\_ day of \_\_\_\_\_, 20\_\_.

\_\_\_\_\_  
Name (Please print):



## BOARD MANUAL

<b>SUBJECT: Recruitment, Selection, and Nomination of Directors and Non-Director Committee Members</b>		<b>NUMBER: 2-D-20</b>
<b>SECTION: Board Processes</b>	<b>APPROVED BY: Board of Directors</b>	
<b>DATE: November 24, 2010</b>	<b>REVISED/REVIEWED: November 28, 2012 February 26, 2014, January 25, 2017, September 25, 2019, TBD</b>	

### Purpose

Effective governance depends upon the right mixture of skills, experience, personal qualities, and diversity among the members of the Cambridge Memorial Hospital (“**Corporation**”)board of directors (“**Board**”) and Board committees.

### Policy

The Governance Committee is charged with the process of recruiting and recommending to the Board the nomination of individuals for election or appointment to the Board of the Corporation.

The Board will be composed of competent Directors who work effectively both individually and collectively. They must possess the appropriate skills and experience to monitor performance and add value to the Corporation.

Through the nomination and election process, the Board will select Directors according to their skills, experience, and personal qualities.

The Board will seek a balance within the Board concerning the skills and experience of Directors, while considering any unique or special requirements of the Corporation at the current time.

The Board will ensure all Directors possess the personal qualities necessary to perform their role as Directors. The Board should reflect the diversity of the community served, including demographic, linguistic, cultural, economic, geographic, gender, ethnic, and social characteristics of the communities served by the Corporation.

The Governance Committee is also charged with recruiting and recommending to the Board the appointment of non-Director members to Board committees.

## Guidelines for the Nomination of Directors

The Governance Committee and Nominating Subcommittee shall consider the following factors while balancing the need of ensuring ongoing expertise on the Board and the need to plan for the succession of the Board officer positions.

### *Universal Competencies*

The Board requires that all Directors have the following skills and personal qualities:

- Commitment and Effective Communication
  - make an active contribution at meetings and on behalf of the Board where required; and demonstrate a willingness to devote the time necessary to Board work, including orientation and education.
- Integrity
  - personal integrity
  - objectivity
  - high ethical standards
  - respect for the views of others
- Analytical Decision-Making
  - a capacity for resolving difficult and complex issues
  - an awareness and understanding of identified issues and proposed recommendations and impacts
  - an ability to analyze situations and problems from a systems perspective
  - the capacity and ability to provide valued knowledge, experience, and counsel to the Board, the CEO, and the Chief of Staff
- Strategic Leadership
  - a commitment to the mission, vision, and values of the Corporation, the internal strategic plan of the Corporation and its responsibilities to the Ministry of Health
  - the capability to give leadership to the development of the Corporation
  - the capability of exercising leadership and consensus building
  - the demonstrated ability to work as a member of a team and the ability to express a dissenting opinion in a constructive manner
- Governance Acumen
  - understand the distinction between the strategic and policy role of the Board and the day-to-day operational responsibilities of management
  - understand the range of obligations and constraints imposed upon Directors of the Corporation

### *Collective Competencies*

The Nominating Subcommittee should strive to ensure that the following collective competencies are present in the Board.

- A high level of leadership and/or executive experience
- Strategic planning experience



- Knowledge of good governance practices; previous hospital board or committee experience
- Business acumen
- Finance
- Experience in the health field
- Health system integration
- Government relations
- Legal
- Risk management
- Quality and performance management
- Human resources management
- Information technology knowledge
- Ethics
- Public affairs, communications
- Patient and healthcare advocacy
- Community involvement
- Such other specific knowledge and/or experience that the Governance Committee may identify from time to time.

See Appendix A for a description of the knowledge, skills, and experience that are relevant when recruiting for the Hospital Board.

### ***Conflict of Interest***

The Nominating Subcommittee will ask each candidate proposed for election or appointment to disclose any material relationships that may potentially result in a conflict of interest or interfere with the exercise of the individual's independent judgment. The Nominating Subcommittee will consider potential conflicts within the context of the By law and the Conflict of Interest Policy (2-A-36) in assessing the suitability of the candidate for nomination.

### **Procedure**

#### **Recruitment of Candidates**

The Governance Committee will:

1. Annually, recommend to the Board the composition and members of a Nominating Subcommittee.
2. Conduct an annual survey of all current Board members to request a self-assessment of their skills. See *Skills Matrix Survey*, Board Manual 2-D-40, Appendix D.
3. In consultation with the Directors, identify a list of competencies or characteristics that would be an asset to the Board in the next year and future years, given the Board's strategic priorities and needs.
4. Review the Board's current composition (*Skills Matrix Survey* results), the list of competencies identified in step 3, anticipated vacancies, and identify competencies to look for in new Directors.

5. Begin the recruitment process, which will include:
  - Inviting non-Director members of committees to apply for vacant Director positions
  - Encouraging current and previous Directors to recommend candidates possessing the competencies for consideration by the Nominating Subcommittee, and
  - Advertising vacancies in appropriate media and on the Corporation's website.

## **Nominations for Election to the Board**

### **A) New Applicants**

The Nominating Subcommittee will:

1. Receive and retain from persons eligible to be elected as a Director their completed applications (the application form may be amended without Board approval by the Governance Committee from time to time, the most current version appears as Appendix B), indicating their interest in serving on the Board or Board committee and their qualifications.
2. Review prospective Board candidates against the Board skills profile (see Competency Definitions, Appendix A) and develop a short list of candidates for interview.
3. Interview short listed candidates to assess the prospect's interest and qualifications against the Board's needed competencies. Conduct reference checks.
4. Select candidates for nomination for election as Directors.
5. Provide the Board with information about the selected candidates and consider the Board's feedback. The decision of the Board as to whether or not a candidate is qualified to stand for election shall be final.
6. Instruct the Corporation's management to ask selected candidates to obtain police checks.
7. At the annual meeting, nominate the selected candidates for election as Directors by the Members of the Corporation.

Nominations made for the election of Directors at a Members' meeting may only be made in accordance with the Corporation's Corporate By-law.

### **B) Non-Director Committee Member Applicants**

The Nominating Subcommittee will:

1. Evaluate applications from current non-Director committee members by consideration of the following:
  - a. Applications
  - b. Ability to contribute to a competency required by the Corporation
  - c. Attendance at committee meetings
  - d. Feedback obtained from relevant committee chair(s) including contribution to the

committee and applicant's strengths and weaknesses

e. Interview

2. Select candidates for nomination for election as non-Director committee members.
3. Provide the Board with information about the candidates and consider the Board's feedback. The decision of the Board as to whether or not a candidate is qualified to serve on a committee shall be final.
4. Instruct the Corporation's management to ask selected candidates to obtain police checks.
5. At the Board meeting following the annual meeting, appoint non-Director committee members to committees, as appropriate.

### C) Re-Election of Existing Board Members

The Nominating Subcommittee will:

1. Evaluate Board members eligible for election to another term on their performance as a Director and committee member (see *Evaluation of Board, Committee and Individual Performance*, Board Manual 2-D-40) and their ability to contribute a competency that is still needed by the Corporation.
2. As appropriate, at the annual meeting nominate Directors for re-election as Directors by the Members of the Corporation. As per the Corporation's Corporate By-Law, the decision of the Board as to whether or not a candidate is qualified to stand for election shall be final.

### D) Filling Mid-Term Vacancies

The Governance Committee, will recommend nominees for vacancies that arise to fill an unexpired term. Appointments will be approved by the Board until an election is held at the next annual meeting.

#### Appointment of Non-Director Committee Members

Non-Director committee members are appointed for a 12-month period. The Governance Committee may, in its sole discretion, recommend to the Board that non-Director committee members be appointed for subsequent terms as non-Director committee members.

The Nominating Subcommittee will:

1. Evaluate existing non-Director committee members on their performance as committee members (see *Evaluation of Board, Committee and Individual Performance*, Board Manual 2-D-40) and their ability to contribute a competency that is still needed by the Corporation.
2. Assess the skills, qualifications, and interest of any new candidates interviewed.
3. Recommend to the Board the appointment of non-Director committee members.

## APPENDIX A

### Competency/Skills Definitions

#### Leadership and/or executive experience

- Experience in a professional leadership role and/or broad management experience

#### Strategic planning experience

- Involved in processes to define an organization's direction and make decisions on allocating its resources to pursue a strategy
- Able to look at issues in a wide context, consider a wide range of influences and situations, and see the implication of decisions
- Responsible for setting objectives for a greater than one-year time horizon

#### Board and Governance

- Understanding of the roles/responsibilities of senior executives and their accountability to the Board
- Experience with corporate governance structures and planning, including broad board experience
- Previous board or committee experience
- Certification or governance courses e.g., Ontario Hospital Association

#### Business Acumen

- Broad management experience involving human, financial, technological, and other resources
- Able to determine how a particular initiative or opportunity will support the implementation of the corporate strategy and deliver on key performance objectives

#### Resource and/or Audit

- Strong business acumen and financial literacy to monitor financial performance effectively-- and to recognize red flags
- Understanding of financial operational management and the proper application of internal controls for public sector, private sector, or not-for-profit boards
- Understanding of financial reporting, and knowledge of other considerations and issues associated with the auditing requirements for public sector, private sector, or not-for-profit boards
- Experience/understanding of not-for-profit accounting rules

#### Health Care/ Clinical Practice

- Understands the key indicators and drivers of clinical quality, including patient safety, and their impact on the Corporation
- Experience in health planning, quality improvement, etc.

#### Health System Integration

- Senior executive and/or board member in a health system, regional health model, or government health ministry
- Exposure to and/or experience with collaboration models and integration through a board role or employment within the health sector

#### Government Relations

- Understanding of the legislative and regulatory process as well as the roles and decision-making processes of key governmental and regulatory entities
- Experience in relationship building with elected government representatives

**Legal**

- Familiarity with governing legislation
- Corporate and business law
- Experience with regulated industries

**Risk Management**

- Knowledge and experience in integrated risk management
- Experience in the process of identifying principal corporate risks and to ensure that management has implemented the appropriate systems to manage risk

**Quality and Performance Management**

- Quality and safety expertise in business or industry
- Understanding of quality of care issues and performance measurement
- Benchmarking experience
- Experience in process improvement methodology

**Human Resources/ Labour Relations**

- Understanding of human resources issues for executive recruitment, compensation structures, and performance review among public sector, private sector, or not-for-profit boards
- Knowledgeable of evidence-based methods for successful workforce recruitment and retention, understands key drivers of employee satisfaction, and stays informed on general and industry trends associated with unionization activities

**Health Informatics**

- Skilled in seeking out information and applying new technology and practices to improve processes and generate unique solutions to emerging concerns
- Background in the application of population health and health planning statistics in a research, academic, or health administration environment
- Operations and strategic planning experience for information technology

**Ethics**

- Experience in working with an ethics review Board, ethics frameworks, health care ethics, setting up processes

**Public Affairs, Communications**

- Experience in engaging the public
- Experience in setting corporate communication policies
- Media experience

**Patient and Healthcare Advocacy**

- Experience with advocacy groups, committees, or boards of a social or healthcare-related background
- Experience as a healthcare professional

**Community Knowledge and Involvement**

- Knowledge of the community and stakeholders
- Service or volunteer work in the community
- Has networks and/or is able to find common ground with a widening range of stakeholders, including both the community and clients served by the Corporation. Uses contacts to build and strengthen

support bases

- Experience working with diverse stakeholder groups
- Has general knowledge about cultural beliefs, values, attitudes, and behaviors, including effective ways for building trust and relationships
- Understands key local and provincial issues, can communicate the impact the Corporation has on the community

## BOARD MANUAL

<b>SUBJECT: Removal of a Director or Committee Member</b>		<b>NUMBER: 2-D-45</b>
<b>SECTION: Board Processes</b>		<b>APPROVED BY: Board of Directors</b>
<b>DATE: November 19, 2012</b>	<b>REVISED/REVIEWED: November 28, 2012, February 26, 2014, May 24, 2017, July 28, 2020, TBD</b>	

### Policy

It may be necessary to remove a Director or non-director committee member.

Reasons for removing a Director or non-director committee member may relate to any of the following:

- Failure to abide by the policies and procedures of the Board, including but not limited to:
  - Breach of confidentiality;
  - Failure to act in the best interest of the organization;
  - Failure to meet obligatory procedures in the disclosure of conflict of interest;
  - Failure to fulfill the fiduciary duties of a Director for the Corporation;
  - Failure to fulfill the responsibilities of a Director outlined in 2-A-30 or of a non-director committee member outlined in 2-A-32;
  - Failure to comply with the Attendance policy (2-A-38) for meetings (Directors only); and
- Inappropriate conduct or inappropriate contribution to discussion and/or decision making at the Board or committee.

A situation involving the potential removal of a member will be referred to the Governance Committee. The Governance Committee is responsible for reviewing and when warranted, recommending to the Board the removal of a Director or non-director committee member. All members will be treated fairly and with respect.

The Attendance policy sets out the procedure for removal of a non-director committee member for failure to comply with the Attendance policy (2-A-38).

### Procedure

1. Any individual that is aware of a situation that may necessitate the removal of a Director or non-director committee member (referred hereafter as “person in question”) should advise the Board Chair, Chair of the Governance Committee or the President & CEO. The Board Chair shall be informed.
2. The Governance Committee will convene to consider the issues associated with the

Removal of a Director, Officer or Committee Member  
Board Manual 2-D-45  
Cambridge Memorial Hospital  
TBD

person in question. If the person in question is a member of the Governance Committee, the person in question will not participate in the process and will be excluded from the Governance Committee meeting when this matter is discussed.

3. The Governance Committee will review the situation in an appropriate, confidential and expeditious manner.
4. Based on the review conducted, the Governance Committee may recommend to the Board:
  - (a) The matter is dismissed and no action is needed.
  - (b) The matter appears to require the removal of the person in question
  - (c) The matter may be resolved through the implementation of a remediation plan.
5. If the matter appears to require the removal of the person in question, the following steps will be undertaken:
  - (a) A report and recommendation will be provided to the Board and to the person in question.
  - (b) The person in question will be invited to speak to the report and recommendation at a meeting of the Board and answer questions from the members.
  - (c) The person in question will be excused for the deliberations.
  - (d) The person in question will be informed of the Board's decision, in the case where the person in question is a non-director committee member or recommendation, in the case where the person in question is a Director.
  - (e) A special meeting of the members of the Corporation will be convened in accordance with the By-law and the Act to deliberate upon the recommendation of the Board when the person in question is a Director.
6. If the matter may be resolved through implementation of a remediation plan, the following steps are undertaken:
  - (a) The Governance Committee will develop, in consultation with the person in question, a remediation plan acceptable to both parties.
  - (b) The remediation plan will address the reasonable timetable and criteria for assessing whether the concerns have been addressed.
  - (c) The Governance Committee will monitor the progress of the remediation plan.
  - (d) If the remediation plan is addressed to the satisfaction of the Governance Committee, the matter will be considered closed and the Board will be informed.
  - (e) If the remediation plan is not addressed to the satisfaction of the Governance Committee, the steps outlined in #5 above will be followed.



## BOARD MANUAL

<b>SUBJECT: Medical Advisory Committee Terms of Reference</b>		<b>NUMBER: 2-A-19</b>
<b>SECTION: Structure, Roles and Responsibilities</b>	<b>APPROVED BY: Board of Directors</b>	
<b>DATE: August 16, 2018</b>	<b>REVISED/REVIEWED: October 17, 2018, TBD</b>	

### 1. Application

These terms of reference applies to the Medical Advisory Committee (the “**Committee**”) of the Board of the Cambridge Memorial Hospital (the “Corporation”). All capitalized terms not defined herein shall have the meaning set out in the Corporation’s Corporate and/or Medical/Professional Staff By-Laws.

### 2. Definitions

The Committee operates under the authority of the Board and the articles outlined in the Cambridge Memorial Hospital Medical/Professional Staff By-law.

### 3. Composition

- (a) The Medical Advisory Committee shall consist of:
- (i) the Chief of Staff, who shall be the Chair of the Medical Advisory Committee;
  - (ii) the Deputy Chief of Staff;
  - (iii) the President, Vice-President, Secretary and Treasurer (if any) of the Medical/Professional Staff Association;
  - (iv) Chiefs of Departments;
  - (v) Medical Director of ICU;
  - (vi) Medical Director of Laboratory; and
  - (vii) any non-voting member that the Medical Advisory Committee sees fit to invite on a temporary or an on-going basis.
- (b) The Chief Executive Officer and Chief Nursing Executive or respective delegates shall attend meetings of the Committee without the power to vote.

- (c) The Board from time to time may appoint an elected Director to attend the meeting of the Committee without the power to vote.

#### 4. **Meetings**

- (a) The Committee shall meet at the call of the Chair of the Medical Advisory Committee and shall have at least ten (10) meetings each year and keep minutes of these meetings.

#### 5. **Duties and Responsibilities**

The Committee shall:

- (a) report and make recommendations to the Board in writing on matters concerning:
  - (i) every application for appointment or reappointment to the Medical/Professional Staff and any request for a change in privileges;
  - (ii) the privileges to be granted to each member of the Medical/Professional Staff;
  - (iii) the By-laws and Rules and Regulations respecting the Medical Staff, Dental Staff, Midwifery Staff and Extended Class Nursing Staff;
  - (iv) the revocation, suspension or restriction of privileges of any member of the Medical/Professional Staff;
  - (v) the quality of care provided in the Hospital by the Medical Staff, Dental Staff, Midwifery Staff and Extended Class Nursing Staff, in relation to the professionally recognized standards of Hospital professional care, including quality assurance, peer review, resource utilization and Disruptive Behaviour;
- (b) consider, make recommendations and report to the Board concerning such matters as are prescribed by the *Public Hospitals Act*, by the Hospital Management Regulation, including matters involving competence, conduct or physical or mental ability or capacity of a member of the Medical/Professional Staff;
- (c) through the Chiefs of Department provide supervision over the practice of medicine, dentistry, midwifery, and extended class nursing in the Hospital;
- (d) participate in the development of the Hospital's overall objectives and planning, and make recommendations considering allocation and utilization of Hospital resources;
- (e)
  - (i) appoint such committees as are required for the supervision, review and analysis of all the clinical work in the Hospital;

- (ii) name the Chair of each of the committees it appoints and ensure that each meets and functions as required, and is keeping minutes of its meetings; and
- (iii) receive, consider and act upon the report from each of its appointed committees;
- (f) inform the Medical/Professional Staff at each regular meeting of the Medical/Professional Staff Association of any business transacted by the Committee and refer to the Medical/Professional Staff Association such items as, in the opinion of the Medical Advisory Committee, require discussion and approval of the Medical/Professional Staff Association as a whole;
- (g) advise and co-operate with the Board and the Chief Executive Officer in all matters relating to the professional, clinical and technical services;
- (h) recommend to the Board clinical and general rules respecting the Medical/Professional Staff as may be necessary under the circumstances; and
- (i) advise the Board on any matters referred to the Committee by the Board.

Where the Committee identifies systemic or recurring quality of care issues in making its recommendations to the Board under section 2(a)(v) of the Hospital Management Regulation, the Committee shall make recommendations about those issues to the Hospital's quality committee established under section 3(1) of the *Excellent Care for All Act*.

#### 6. **Establishment of Committees of the Medical Advisory Committee**

- (a) The Board may, on the recommendation of the Medical Advisory Committee, establish such standing and special subcommittees of the Medical Advisory Committee as may be necessary or advisable from time to time for the Medical Advisory Committee to perform its duties under the *Public Hospitals Act* or this By-law.
- (b) The terms of reference and composition for any standing or special subcommittees of the Medical Advisory Committee may be set out in the Rules and Regulations or in a Board resolution, on the recommendation of the Medical Advisory Committee. The Medical Staff members of any such subcommittee of the Medical Advisory Committee shall be appointed by the Medical Advisory Committee and other subcommittee members may be appointed by the Board.
- (c) All subcommittees appointed shall:
  - (i) meet as directed by the Medical Advisory Committee or as otherwise established in this By-law and the Rules; and
  - (ii) present a written report, including any recommendations of each

meeting, to the next meeting of the Medical Advisory Committee.

7. **Quorum and Procedures for Medical Advisory Committee Meeting and Subcommittee Meetings**

- (a) A quorum at any meeting shall be a majority of the voting members.
- (b) The procedures to be followed at all meetings of the Medical Advisory Committee and its subcommittees shall be the same as those that are provided for in the Corporation's Corporate By-law.
- (c) Notice of general meetings shall be given in writing by the Chief of Staff fourteen (14) days in advance of the meeting. Notice of the special meetings may be given by telephone or email by the Chief of Staff not less than forty-eight (48) hours in advance of the special meeting. The notice of the special meeting shall state the purpose for which the meeting is called, and at such meeting the giving of the notice shall be reported by the Secretary and the meeting, subject to the quorum requirement, shall be declared to be properly constituted.
- (d) Every member of the Medical Advisory Committee shall respect the confidentiality of matters brought before the Medical Advisory Committee or any subcommittees of Medical Advisory Committee, or of any matter dealt with in the course of the Medical/Professional Staff member's activities in the Hospital.

8. **General**

The Committee shall review and assess the adequacy of the terms of reference at least every 3 years and submit proposed amendments to the Governance Committee for review prior to consideration by the Board. Any proposed amendments must respect the provisions set out in the Medical/Professional Staff Bylaw.

## BOARD MANUAL

<b>SUBJECT: Role Description for Chair of the Board</b>		<b>NUMBER: 2-A-20</b>
<b>SECTION: Structure, Roles and Responsibilities</b>	<b>APPROVED BY: Board of Directors</b>	
<b>DATE: February 23, 2011</b>	<b>REVISED/REVIEWED: November 28, 2012, November 30, 2016, September 25, 2019, April 28, 2021</b>	

### Role of the Board Chair

The Board Chair is the leader of the Board. The Board Chair is responsible for:

- Ensuring the integrity and effectiveness of the Board's governance role and processes
- Presiding at meetings of the Board and Corporation
- Representing the Board within the Hospital and the Hospital in the community
- Maintaining effective collegial relationships with Board members, management and stakeholders

### Responsibilities

#### Board Governance

The Board Chair ensures the Board meets its obligations and fulfills its governance responsibilities. The Board Chair oversees the quality of the Board's governance processes including:

- Ensuring that the Board performs a governance role that respects and understands the role of management
- Ensuring that the Board adopts an annual work plan that is consistent with the Hospital's strategic directions, mission and vision
- Ensuring that the actions of the Board are in accordance with the Corporation's goals and priorities and the Board's own goals
- Ensuring that the work of the Board committees is aligned with the Board's role and annual work plan and that the Board respects and understands the role of Board committees and does not redo committee work at the Board level
- Reporting regularly and promptly to the Board, issues that are relevant to its governance responsibilities
- Leading the adoption of 'best practices' in corporate governance
- Meeting proactively with all Board members and seeking their feedback on management performance, Board and committee effectiveness and other matters
- Providing constructive feedback from the Board's evaluation processes to individual committee Chairs and Board members
- Intervening when necessary in instances involving breaches of the rules of conduct

- Ensuring that the Board removes Directors from the Board who are not discharging their responsibilities in an appropriate manner
- In conjunction with the Executive Committee and the full Board, leading a formal evaluation of the Chief Executive Officer's and Chief of Staff's performance at least annually
- Ensuring new committee Chairs receive orientation

### **Presiding Officer**

As the presiding officer at Board and Corporation meetings, the Chair is responsible for:

- In collaboration with the CEO and committee Chairs, setting a schedule and agendas for Board meetings that reflect the Board's role and annual work plan
- Ensuring that meetings are conducted according to applicable legislation, Hospital By-laws, and the Hospital's governance policies and procedural rules of order
- Facilitating and forwarding the business of the Board, ensuring that meetings are effective and efficient for the performance of governance work
- Encouraging input and ensuring that the Board hears all sides of a debate or discussion  
In conjunction with the CEO, ensuring relevant information is made available to the Board in a timely manner and that external advisors are available to assist the Board as required
- Conducting regular sessions of independent directors and reporting the results of such meetings to the CEO and COS as appropriate

### **Representation**

The Board Chair:

- Is the official spokesperson for the Board
- Represents the Corporation at public or official functions
- Represents the Board in dealings with government and regulatory authorities
- Reports at each annual meeting of the members
- Represents the Board within the Hospital, attending and participating in Hospital events as required

### **Relationships**

The Board Chair:

- Serves as the Board's central point of official communication with the CEO
- Maintains a collaborative working relationship with the CEO and Chief of Staff, providing advice and counsel as required
- In conjunction with the CEO, facilitates the effective and transparent interaction of Board members and management
- Provides assistance and advice to committee Chairs on governance and other matters
- Establishes a relationship with individual directors, meeting with each director at least once a year to ensure that each director contributes his/her special skill and expertise effectively

### **Freedom of Information and Protection of Privacy<sup>i</sup>**

The Board Chair:

- Is accountable for the Hospital's overall compliance with the Freedom of Information and Protection of Privacy Act (FIPPA)

- Ensures the Hospital responds to Freedom of Information (FOI) requests in compliance with FIPPA
- Ensures that personal information is collected, used, disclosed, retained, and disposed of in accordance with FIPPA
- Is authorized to delegate powers and duties conferred by FIPPA to one or more officials of the Hospital, recognizing that the Chair remains ultimately accountable

### **Other Duties**

The Board Chair:

- Ensures through the Board committees the appropriateness and quality of the Corporation's organizational performance reporting and benchmarking
- Ensures that the Board monitors agreed upon performance indicators at regularly scheduled Board meetings
- Serves as a member of the Executive Committee; is an ex officio member of all other committees of the Board
- Performs such other duties as the Board determines from time to time

### **Skills, Attributes and Experience**

The Board Chair will possess the following personal qualities, skills, and experience:

- All of the personal attributes required of a Board Director
- Leadership skills
- Facilitation skills
- Political acumen
- Ability to effectively build consensus within the Board
- Ability to communicate effectively with the Board, the management team, the Ministry of Health, other stakeholders and the community
- Must have the time and flexibility in schedule to meet the requirements of this leadership role

### **Appointment and Term**

The Board Chair is elected by the Board of Directors on the recommendation of the Governance Committee for a one-year term. In accordance with Corporation's Corporate By-law Article 8.2, no Director may serve as Chair for more than two consecutive years except as provided in Article 8.2 (c) (ii).

The Board Chair is an ex officio member of all Board committees and sub-committees, except the Medical Advisory Committee. When present at a committee or sub-committee meeting, the Chair may be counted toward quorum.

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<sup>i</sup> See FIPPA Delegation of Duties policy (Board Policy 2-D-12)

**BOARD MANUAL**

<b>SUBJECT: Role Description for the Vice-Chair of the Board</b>		<b>NUMBER: 2-A-22</b>
<b>SECTION: Structure, Roles and Responsibilities</b>	<b>APPROVED BY: Board of Directors</b>	
<b>DATE: February 23, 2011</b>	<b>REVISED/REVIEWED: November 28, 2012 September 30, 2015, January 30, 2019</b>	

**Role of the Vice-Chair**

The Vice-Chair works collaboratively with the Chair and supports the Board Chair in fulfilling their responsibilities.

**Responsibilities**

As requested by the Chair, the Vice-Chair assumes the duties of the Board Chair in their absence, including representing the Board and the organization at official functions and to the public at-large.

In the event that the Chair is unavailable to complete their term, the Vice-Chair will assume the duties of the Board Chair for the remainder of the Chair's term of office.

The Vice-Chair serves as a member of the Executive Committee.

The Vice-Chair performs such other duties as the Chair or Board requests from time to time.

**Skills, Attributes and Experience**

The Vice-Chair will possess the following skills, attributes and experience:

- All of the personal attributes required of a Board Director
- Leadership skills
- Strategic and facilitation skills
- Political acuity
- Ability to effectively influence and build consensus within the Board
- Ability to establish a trusted advisor relationship with CEO, Chief of Staff and other Board members
- Ability to communicate effectively with the Board, the management team, the Ministry of Health, Ontario Health and Cambridge and North Dumfries Ontario Health Team and the community
- Flexibility and time in their schedule to meet the requirements of this leadership role
- Ideally the Board Vice Chair would have a minimum of 3 years Board experience with a minimum of 1 year at CMH before assuming the Vice Chair role.

**Appointment and Term**



The Board Vice-Chair is elected by the Board of Directors on the recommendation of the Governance Committee for a one-year renewable term.

The Vice-Chair is an ex-officio member of all Board committees and sub-committees, except the Medical Advisory Committee. When attending a committee/sub-committee, the Vice-Chair counts towards quorum.

## BOARD MANUAL

<b>SUBJECT: Quorum and Voting at Meetings</b>		<b>NUMBER: 2-D-7</b>
<b>SECTION: Board Processes</b>	<b>APPROVED BY: Board of Directors</b>	
<b>DATE: June 22, 2011</b>	<b>REVISED/REVIEWED: May 30, 2012 September 30, 2015, October 17, 2018, TBD</b>	

### Policy

A quorum is the number or proportion of the members that must be present at a meeting in order to transact business. A majority of the Members in attendance at a meeting shall constitute a quorum at any Members' meeting (As described in Corporation's Corporate By-Law, Article 2.5)

### Computing Quorum

The Chair presiding over a meeting is counted in computing a quorum.

The Board Chair and Vice Chair count towards the quorum of the Board committees if present.

Committees have staff resources who do not vote and are not counted in determining quorum.

### Voting

Business arising at any meeting of the Corporation, the Board or any committee shall be decided by a majority of votes unless otherwise required by statute or by the rules of procedure selected by the Corporation for such meetings.

Board Committee terms of reference will specify which members have voting rights.

The Board Chair and Vice Chair have voting rights when present at Board committees.

## BOARD MANUAL

<b>SUBJECT: Board Succession Planning</b>		<b>NUMBER: 2-D-18</b>
<b>SECTION: Board Processes</b>	<b>APPROVED BY: Board of Directors</b>	
<b>DATE: May 25, 2011</b>	<b>REVISED/REVIEWED: November 26, 2014 September 27, 2017, November 27, 2019, TBD</b>	

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### Purpose

- To ensure that key qualifications and core competencies are represented on the Board as a whole
- To identify qualified potential new Board members to succeed the Board's departing members
- To match the organization's future needs with the best qualified Directors available
- To prepare current Board members for leadership positions on the Board
- To be prepared in the event that there is an unplanned vacancy on the Board

### Responsibility

The Governance Committee acts as or is responsible for, the Nominating Committee with responsibility for a rigorous, consistent and transparent process for the nomination of Directors.

The Governance Committee is responsible for the nomination of Directors for election or appointment as committee Chairs, committee members, Vice-Chair and Chair of the Board.

The Governance Committee is responsible to solicit current and future membership needs from the Board.

## Process

### 1. Recruitment and Selection of New Directors

#### Goals

- Assess the current skills mix of the Board and compare with future needs.
- Set out qualifications to be used in the identification of individual candidates.
- Select the best qualified candidates using a fair and impartial process.

#### Assumptions

- All new Directors are recruited based on explicit criteria and the needs at the time.
- The Board actively monitors its renewal cycle to ensure continuity.
- The composition of the Board is sufficiently varied and balanced, meets the stakeholders' expectations, and reflects the diversity of the community it serves.

Policy/Process	Responsibility	Board Manual
<ul style="list-style-type: none"> <li>• Recruitment, selection and nomination of Directors</li> <li>• Application for Membership</li> <li>• Board Skills Matrix Inventory Survey</li> </ul>	Nominating Committee	2-D-20
		2-D-40

### 2. Orientation of New Directors to the Board and to Committees

#### Goals

- Orient new Directors to their role on the Board and committees.

Policy/Process	Responsibility	Board Manual
Board orientation	Management, Directors	2-D-30
Committee orientation Board Manual available to all Directors and non-director committee members	Committee Chair Management	2-D-30
Committee specific materials and information		

### 3. Assessment of Current Directors

#### Goals

- Discuss the Board composition and skills the Board should be building for the future.
- Ensure clarity of role and responsibilities.
- Assess Director performance and provide constructive feedback for individual development at least annually.
- Review and when warranted recommend the removal of a Director.
- Encourage participation in educational opportunities and development.
- Identify and encourage Directors with leadership skills who may potentially be Officers and/or committee Chairs.

### Assumptions

- The Board regularly evaluates its own performance and the contribution of its members and how it functions as a team.

Policy/Process	Responsibility	Board Manual
Assessment of Directors is based on: <ul style="list-style-type: none"> <li>- Interest based (future intentions) survey</li> <li>- Self-assessment</li> <li>- Peer evaluation</li> <li>- Attendance</li> <li>- Feedback / discussion with Board Chair</li> </ul>	Governance Committee, all members	2-D-40
Removal of a Director of Committee Member	Governance Committee	2-D-45

## 4. Committee Assignments

### Goals

- Provide exposure to education to the core functions/services of the corporation.
- Encourage individual Director's experience on a variety of Board committees.
- Ensure continuous renewal of committee membership.
- Provide opportunity for Directors to demonstrate leadership skills and assess them for potential committee Chair positions.

### Assumptions

- It is beneficial to have specific competencies on committees for their effective functioning. See "Competencies for Board Committees" in Appendix A.

Policy/Process	Responsibility	Board Manual
Based on experience, skills & interest, each director is assigned to: <ul style="list-style-type: none"> <li>• At least one committee</li> </ul>	Governance Committee in consultation with committee Chairs	Committee Charters
In addition, it is desirable that each Director attend: <ul style="list-style-type: none"> <li>• One social/community event per year on behalf of the Board</li> <li>• Attend fundraising events</li> </ul>		2-A-30

## 5. Selection of Committee Chairs

### Goals

- Identify individuals who possess higher proficiency of the key competencies for leadership positions.
- Provide leadership development and assessment opportunities.

### Assumptions

- Each year self and peer assessments are performed of all Directors including committee Chairs, Vice-Chair and Board Chair.
- The current Chair of the Governance Committee is not eligible to become an elected officer during his/her term to maintain objectivity and distance during the nominations process.
- An ex-officio Director may not be a committee Chair.

Policy/Process	Responsibility	Board Manual
Committee Chair selection is based on: <ul style="list-style-type: none"> <li>- Future intentions survey</li> <li>- Self-assessment</li> <li>- Peer assessment</li> <li>- Feedback / discussion with Board Chair</li> </ul>	Governance Committee	2-D-40 2-D-40
Ideal Qualifications <ul style="list-style-type: none"> <li>- Completion of at least one (1) year as a Board Director.</li> <li>- Minimum of one (1) year served on the committee for which the candidate is being considered <u>or</u> a minimum of one (1) year as a committee Chair <u>or</u> experience and knowledge that supports a successful chairpersonship.</li> <li>- Subject matter confidence.</li> <li>- Skills and attributes outlined in 2-D-20</li> </ul>	Governance Committee	Role description 2-A-28

### Process

- a. The Governance Committee asks Board members about their interest regarding tenure, committees, and taking on a Board leadership role such as a committee Chair; and receives feedback from the outgoing committee Chair.
- b. As a part of the nominating process, the Governance Committee garners Board member perspectives on the leadership potential of each Board member.
- c. The Governance Committee advises candidate(s) that the Committee has identified them as a potential committee Chair since they meet the criteria and asks if they would be willing to take on Chair responsibilities.
- d. A recommendation is made to the Board by the Governance Committee regarding the appointment of the committee Chairs.
- e. All committee Chairs should plan for and prepare a committee member who is a Director to back-up the committee Chair in case of emergency.
- f. Reappointment is based on a successful annual review and nomination by the Governance Committee.

## 6. Selection of the Vice-Chair

### Goal

- Select the best candidate for Vice-Chair that meets the needs at the time.

### Assumptions

- The Vice-Chair is usually being prepared for the role of Chair. Dependent on the tenure, and the required 'fit for the times', this may not be automatic.
- The Vice-Chair position is open to elected Directors only.

Policy/Process	Responsibility	Board Manual
Vice-Chair selection is based on: <ul style="list-style-type: none"> <li>- Future intentions survey</li> <li>- Self-assessment</li> <li>- Peer assessment</li> <li>- Feedback/discussion with Board Chair</li> <li>- Requirements, fit, attributes, time &amp; interest</li> </ul>	Governance Committee	2-D-40
Ideal Qualifications: <ul style="list-style-type: none"> <li>- Completion of at least one year as a Board Director</li> <li>- Remaining tenure on the Board will permit at minimum, completion of one or two years as Vice-Chair and two years as Board Chair</li> <li>- Experience in having chaired a minimum of one committee of the Board</li> <li>- Potential for a constructive working relationship with the President/CEO</li> <li>- Ability to take on the responsibilities of the Chair at any given time during the term as Vice-Chair.</li> </ul>	Governance Committee	Role description 2-A-22

### Process

- a. The Governance Committee asks all elected Directors about their interest regarding tenure and their interest in taking on a Board leadership role such as Vice-Chair of the Board.
- b. The Governance Committee advises candidate(s) that the Committee has identified them as a potential Vice-Chair since they meet the criteria and asks if they would be willing to take on Vice-Chair responsibilities.
- c. The Governance Committee defines and executes a process to evaluate the suitability of the potential candidate(s).
- d. A recommendation is made to the Board by the Governance Committee regarding the election of the Vice-Chair based on interest, self and peer assessments, attendance, requirements, fit, attributes, time and interest. Nomination for re-election is based on a successful annual review and recommendation by the Governance Committee.

## 7. Selection of the Chair

### Goal

- Select the best candidate for Chair that meets the needs at the time.

### Assumptions

- The Vice-Chair is usually groomed for the role of Chair; however, appointment is not automatic.
- Chair of the Board tenure is normally two (2) years but may be less, dependent on the needs and requirements of the Board and the Hospital.
- The Chair position is open to elected Directors only.

Policy/Process	Responsibility	Board Manual
Ideal Qualifications: <ul style="list-style-type: none"> <li>- Minimum of three (3) years served on the Board</li> <li>- Served as Vice-Chair for one (1) year</li> <li>- Able to promote an active, involved &amp; informed Board</li> <li>- Be progressive and seek alignment between government priorities and stakeholder requirements</li> <li>- Demonstrates the desired competencies that 'fits the needs of the time'</li> <li>- Leadership qualities that set the <i>'tone at the top'</i></li> <li>- Convene public, in-camera and non-management meetings</li> </ul>	Governance Committee	Role description 2-A-20

### Process

- The Governance Committee asks all elected Directors about their interest regarding tenure and their interest in taking on a Board leadership role as Chair of the Board.
- The Governance Committee advises candidate(s) that the Committee has identified them as a potential Chair since they meet the criteria and asks if they would be willing to take on Chair responsibilities.
- The Governance Committee defines and executes a process to evaluate the suitability of the potential candidate(s).
- A recommendation is made to the Board by the Governance Committee regarding the election of the Chair based on interest, self and peer assessments, attendance, requirements, fit, attributes, time and interest.
- Nomination for re-election is based on a successful annual review and recommendation by the Governance Committee.



## Competencies for Board Committees

The Governance Committee will consider the following guidelines when recommending Director and non-director members for Board committees. In addition, see Table 1 for information about how the skills matrix survey results are considered when determining membership on committees.

### Audit Committee

All members of the committee must be financially literate. Financially literate means the ability to read and understand financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of the issues that can reasonably be expected to be raised by the CMH's financial statements.

The committee Chair shall have financial expertise with a background in accounting or related financial management experience which would include any experience or background which results in the individual's financial sophistication, including being or having been an auditor, a chief executive officer, chief financial officer or other senior officer with financial oversight responsibilities. Some members of the committee should possess risk management experience.

Members of the Audit Committee must be independent from the external auditors.

### Resource Committee

All members of the committee should be financially literate or be willing and able to acquire the necessary knowledge quickly. Financially literate means the ability to read and understand financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of the issues that can reasonably be expected to be raised by the CMH's financial statements.

The committee Chair shall have financial expertise with a background in accounting or related financial management experience which would include any experience or background which results in the individual's financial sophistication, including being or having been an auditor, a chief executive officer, chief financial officer or other senior officer with financial oversight responsibilities. Some members of the committee should possess risk management experience.

### Governance Committee

All members of the committee should have an understanding of issues related to corporate governance derived from membership on other Boards, relevant training or education, or be willing and able to acquire the necessary knowledge quickly.

### Executive Committee

Members of the committee should have an understanding of issues related to human resources, leadership, and compensation, or be willing and able to acquire the necessary knowledge quickly; such understanding may have been gained by having been a chief executive officer or other senior officer with oversight of human resources functions. At least one member should be experienced in executive compensation.

### Quality Committee

Members of the committee should have an understanding of quality of care issues and performance measurement or quality and safety expertise from other professions and industry, education or other healthcare organizations.

**Table 1 Key Competencies Required on Board Committees**

Competency*	Committee				
	Audit	Resource	Governance	Quality	Executive <sup>2</sup>
1. Leadership/ Executive Experience	X	X	X	X	X
2. Strategic Planning		X	X	X	
3. Board & Governance			X		
4. Business Acumen	X	X			X
5. Finance or Accounting	X	X			
6. Health Care or Clinical Practice				X	
7. Legal		X	X	X	
8. Risk Management	X	X	X	X	X
9. Quality & Performance Management		X	X	X	X
10. Human Resources Management		X		X	X
11. Health Informatics		X		X	
12. Ethics	X	X	X	X	X
13. Patient & Health Care Advocacy				X	
14. Public Affairs & Communications					X
15. Government Relations					X
16. Community Involvement					X
17. Health System Integration			X	X	

\*See definitions in Board Manual 2-D-20, *Recruitment, Selection and Nomination of Directors*, Appendix A.

<sup>2</sup> The Executive Committee is in relation to the two (2) Directors appointed by the Board.

**BOARD MANUAL**

<b>SUBJECT: Indemnity for Directors and D&amp;O Insurance Coverage for Directors and Non-Director Committee Members</b>		<b>NUMBER: 2-D-24</b>
<b>SECTION: Board Processes</b>	<b>APPROVED BY: Board of Directors</b>	
<b>DATE: September 11, 2014</b>	<b>REVISED/REVIEWED: September 24, 2014, January 24, 2018, November 25, 2020, TBD</b>	

**Policy**

It is the responsibility of the Cambridge Memorial Hospital (CMH) to maintain errors and omissions liability insurance coverage for Directors and non-Director committee members. CMH also provides an Indemnity Agreement to Directors. Protection of Officers and Directors is described in the Corporation’s Corporate By-law Article 6.

**Procedure**

**Indemnity Agreement for Director**

The Governance Committee shall review and update as necessary an Indemnity Agreement to be issued to Directors. The Indemnity Agreement shall be in the form attached as Appendix A. Any amendments to the Indemnity Agreement shall be approved by the Board prior to implementation.

At the time of appointment to the CMH Board, Directors are provided the Indemnity Agreement and are expected to review and sign two copies of the document within 2 weeks of appointment. One signed copy of the Indemnity Agreement shall be retained in the Director’s personnel file. One signed copy is retained by the Director.

**Errors and Omission Liability Insurance for Directors and non-Director Committee members**

CMH maintains errors and omissions liability insurance for Directors and non-Director committee members.

The Resources Committee reviews the coverage annually and recommends to the Board any changes to the insurance coverage. A copy of the current Certificate of Insurance is attached as Appendix B

**Reference Information from HIROC**

Reference information for HIROC is attached as Appendix C.



CAMBRIDGE MEMORIAL HOSPITAL  
CORPORATE BY-LAW

[Approved: ●, 2023]

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## Cambridge Memorial Hospital Corporation

### Corporate By-Law

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

**BE IT ENACTED** as a by-law of the Corporation as follows:

#### Article 1 Interpretation

##### 1.1 Definitions

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

- (a) “**Act**” means the *Not-for-profit Corporations Act* (Ontario);
- (b) “**Articles**” means any instrument that incorporates the Corporation or modifies its incorporating instrument;
- (c) “**Board**” means the board of directors of the Corporation;
- (d) “**Chair**” means the chair of the Board;
- (e) “**Chief Executive Officer**” means, in addition to “administrator” as defined in the *Public Hospitals Act*, the president and chief executive officer of the Corporation who, subject to the authority of the Board, is responsible for the administration, organization, and management of the affairs of the Corporation;
- (f) “**Chief Nursing Executive**” means the senior nurse employed by the Corporation, who reports directly to the Chief Executive Officer and is responsible for the nursing services provided in the Hospital;
- (g) “**Chief of Staff**” means the medical staff member appointed by the Board to serve as such in accordance with the *Public Hospitals Act* and the Professional Staff By-law;
- (h) “**Corporation**” means Cambridge Memorial Hospital Corporation;
- (i) “**day**”, unless otherwise specified as a business day, means a clear calendar day;
- (j) “**Director**” means an individual elected or appointed to the Board;
- (k) “**Elected Directors**” means the Directors referred to in section 3.1(a);
- (l) “*ex-officio*” means membership “by virtue of office” and includes all rights, responsibilities, and power to vote unless otherwise specified;



- (m) “**Hospital**” means the public hospital operated by the Corporation;
- (n) “**Medical/Professional Staff**” means the Board-appointed professional/credentialed staff of the Hospital;
- (o) “**Medical/Professional Staff By-law**” means the by-law of the Corporation concerning the Board-appointed professional/credentialed staff of the Hospital made in accordance with the *Public Hospitals Act*;
- (p) “**Medical/Professional Staff Rules**” means the rules made by the Board pursuant to the Medical/Professional Staff By-law;
- (q) “**Members**” means the members of the Corporation as described in Article 2;
- (r) “**Policies**” means the policies adopted by the Board in accordance with section 11.2;
- (s) “**Public Hospitals Act**” means the *Public Hospitals Act* (Ontario);
- (t) “**Secretary**” means the individual appointed under section 8.1;
- (u) “**Special Business**” means all business transacted at a special Members’ meeting and all business transacted at an annual Members’ meeting except for the following:
  - (i) consideration of the financial statements;
  - (ii) consideration of the audit report, if any;
  - (iii) election of directors; and
  - (iv) reappointment of the incumbent auditor;
- (v) “**special resolution**” means a resolution that: (a) is submitted to a special Members’ meeting duly called for the purpose of considering the resolution and passed at the meeting, with or without amendment, by at least two-thirds of the votes cast, or (b) consented to by each Member entitled to vote at a Members’ meeting;
- (w) “**telephonic or electronic means**” means any means that uses the telephone or any other electronic or other technological means to transmit information or data, including telephone calls, voice mail, fax, e-mail, automated touch-tone telephone system, computer, or computer networks; and
- (x) “**Vice Chair(s)**” means one or more vice chair(s) of the Board.

## 1.2 Interpretation

In this By-law and in all other by-laws of the Corporation, unless the context otherwise requires and other than as specifically defined in this by-law, all terms contained in this By-law that are defined in the Act shall have the meanings given to the terms in the Act; words importing the singular shall include the plural and *vice versa*; words importing one gender shall include all

genders; and headings are used for convenience of reference and do not affect the interpretation of the by-law. Any reference to a statute in this By-law includes, where the context requires, the regulations made under it, all as amended or replaced from time to time.

### **1.3 Repeal and Replacement of By-laws**

All previous corporate by-laws of the Corporation are revoked and replaced with this by-law.

## **Article 2 Members and Members' Meetings**

### **2.1 Members**

The Members shall consist of the Elected Directors from time to time, who shall be *ex-officio* Members for so long as they serve as Directors. Membership is not transferrable and ceases upon the Member ceasing to be an Elected Director. No fees shall be payable by the Members.

### **2.2 Location**

Members' in-person meetings shall be held at the registered office of the Corporation or at any place in Ontario as the Board may determine.

### **2.3 Annual Meetings**

The annual Members' meeting shall be held between the 1st day of April and the 31st day of July of each year, unless otherwise approved by the Board.

### **2.4 Calling Meetings**

- (a) The Board or Chair shall have the power to call, at any time, a Members' meeting.
- (b) If the Board, Chair, or Members call a Members' meeting, the Board or Chair may determine that the meeting be held entirely by telephonic or electronic means that permits all participants to communicate adequately with each other during the meeting.

### **2.5 Quorum**

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

### **2.6 Notice**

- (a) Notice of Members' meetings shall be given by one of the following methods:
  - (i) by sending it to each Member, Director, and to the auditor by one of the methods set out in section 12.1 addressed to the person at their latest address as shown in the Corporation's records not less than ten days and not more than 50 days before the meeting; or

- (ii) in any other manner permitted by the *Public Hospitals Act*.
- (b) Not less than five business days before each annual meeting or before the signing of a resolution in lieu of the annual meeting, the Corporation shall give a copy of the Board-approved financial statements, auditor's report, and any further information respecting the financial position of the Corporation and the results of its operations required by the Articles or this by-law to all Members who have informed the Corporation that they wish to receive a copy of those documents.
- (c) Notice of a Members' meeting at which Special Business is to be transacted must state the nature of that business in sufficient detail to permit a Member to form a reasoned judgment on the business and state the text of any resolution to be submitted to the meeting.

## **2.7 Vote**

- (a) Each Member in attendance at a Members' meeting shall be entitled to one vote on each matter.
- (b) At all Members' meetings, every question shall be determined by a majority of votes cast, unless otherwise specifically provided by this by-law.
- (c) If there is a tie vote at a Members' meeting, the chair of the meeting shall not have a second vote to break the tie.
- (d) Votes at all Members' meetings shall be cast by those Members in attendance at the meeting and not by proxy.
- (e) Subject to the Articles, voting at a Members' meeting shall be by show of hands unless a Member demands a ballot.
- (f) A Member may demand a ballot either before or after any vote. A Member may withdraw a demand for a ballot.
- (g) Unless a ballot is demanded, an entry in the minutes of a meeting to the effect that the chair of the meeting declared a resolution to be carried or defeated is, in the absence of evidence to the contrary, proof of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.

## **2.8 Chair of the Meeting**

The chair of a Members' meeting shall be:

- (a) the Chair; or
- (b) a Vice Chair, if the Chair is absent, unable, or unwilling to act; or
- (c) a chair elected by the Members present if the Chair and Vice Chair(s) are absent, unable, or unwilling to act. The Secretary shall preside at the election of the chair of the meeting

but if the Secretary is not present, the Members, from those present, shall choose a Member to preside at the election.

## **2.9 Adjourned Meetings**

- (a) If within one-half hour after the time appointed for a Members' meeting, the meeting has not commenced because a quorum is not present, the meeting shall stand adjourned until a day to be determined by the Board.
- (b) If a Members' meeting is adjourned for fewer than 30 days, no notice of the meeting that continues the adjourned meeting is required other than by announcement at the meeting that is adjourned.
- (c) If a Members' meeting is adjourned by one or more adjournments for an aggregate of 30 or more days, notice of the meeting that continues the adjourned meeting shall be given in accordance with section 12.1.

## **2.10 Written Resolution in Lieu of Meeting**

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

## **2.11 Telephonic or Electronic Members' Meetings**

Any person entitled to attend a Members' meeting may participate in the meeting by telephonic or electronic means that permits all participants to communicate adequately with each other during the meeting if the Corporation makes these means available. A person so participating in a meeting is deemed to be present at the meeting.

# **Article 3 Board**

## **3.1 Composition of Board**

The Board shall consist of:

- (a) 12 Directors, who satisfy the criteria set out in section 3.3 and who are elected by the Members in accordance with sections 3.7 and 3.8 or appointed in accordance with section 3.9; and
- (b) the following *ex-officio* non-voting Directors:
  - (i) Chief Executive Officer;
  - (ii) Chief of Staff;
  - (iii) President of the Medical/Professional Staff;
  - (iv) Vice-President of the Medical/Professional Staff; and

- (v) Chief Nursing Executive.

### **3.2 Duties and Responsibilities**

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

### **3.3 Qualifications of Directors**

- (a) No individual shall be qualified for election or appointment as a Director if the individual:
  - (i) is under 18 years old;
  - (ii) has been found under the *Substitute Decisions Act, 1992* or under the *Mental Health Act* to be incapable of managing property;
  - (iii) has been found to be incapable by any court in Canada or elsewhere;
  - (iv) has the status of a bankrupt;
  - (v) subject to section 3.1(b), is a current employee of the Corporation;
  - (vi) subject to section 3.1(b), is a current Medical/Professional Staff member;
  - (vii) is the spouse, common law partner, child, parent, brother, sister, in-law, grandparent, or grandchild of an individual referred to in section 3.3(a)(v) or 3.3(a)(vi), unless the Board otherwise determines;
  - (viii) lives in the same household as an individual referred to in section 3.3(a)(vii), unless the Board otherwise determines;
  - (ix) has been convicted of a criminal offence and not received a pardon; or
  - (x) is an “ineligible individual” as defined in the *Income Tax Act* (Canada) or any regulations made under it.
- (b) The Board’s decision as to whether or not a candidate is qualified to stand for election shall be final.

### **3.4 Director’s Consent to Act**

An individual who is elected or appointed to hold office as a Director shall consent to the election or appointment before or within 10 days after the election or appointment, unless the Director has been elected or appointed where there is no break in the Director's terms of office. If an elected or appointed Director consents in writing after the 10-day period, the election or appointment is valid.

### **3.5 Ceasing to Hold Office**

- (a) A Director shall automatically cease to hold office if the Director:
- (i) dies;
  - (ii) resigns office by delivering a written resignation to the Secretary, and the resignation shall be effective at the time it is received by the Secretary or at the time specified in the resignation, whichever is later, or
  - (iii) becomes disqualified by virtue of any of sections 3.3(a)(ii) through 3.3(a)(x).
- (b) Where there is a vacancy in the Board, the remaining Directors may exercise all the powers of the Board so long as a quorum remains in office.

### **3.6 Removal**

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

### **3.7 Election and Term**

The Directors referred to in section 3.1(a) shall be elected for a three-year term, provided that each such Director shall hold office until the earlier of the date on which their office is vacated pursuant to sections 3.5 or 3.6 or until the end of the meeting at which their successor is elected or appointed. Four Directors shall retire from office each year subject to re-election as permitted by section 3.9.

### **3.8 Nomination Procedure for Election of Directors**

Nominations made for the election of Directors at a Members' meeting may only be made:

- (a) by the Board in accordance with the nominating and election procedure prescribed by the Board from time to time; or
- (b) by not less than five per cent of the Members pursuant to a proposal submitted to the Corporation in accordance with the requirements of the Act and this By-law.

### **3.9 Maximum Terms**

Each Director referred to in section 3.1(a) shall be eligible for re-election; provided that the Director shall not be elected or appointed for a term that will result in the Director serving more than nine consecutive years. The Director may also be eligible for re-election for another term or terms (to a maximum of nine consecutive years) if at least one year has elapsed since the termination of their last term. In determining a Director's length of service as a Director, service before the effective date of this by-law shall be included. Despite the foregoing:

- (a) a Director may, by Board resolution, have their maximum term as a Director extended for the sole purpose of that Director succeeding to the office of Chair or serving as Chair; and

- (b) where a Director was appointed to fill an unexpired term of a Director, the partial term shall be excluded from the calculation of the maximum years of service.

### **3.10 Filling Vacancies**

So long as there is a quorum of Directors in office, any vacancy occurring in the Board may be filled by a qualified person appointed for the remainder of the term by the Directors then in office. If there is not a quorum of the Board, or if there has been a failure to elect the number or minimum number of Directors provided for in the Articles, the Directors then in office shall, without delay, call a special Members' meeting to fill the vacancy. A Director appointed or elected to fill a vacancy holds office for the unexpired term of the Director's predecessor term.

### **3.11 Directors Remuneration**

The Directors shall serve as such without remuneration and shall not, directly or indirectly, receive any profit from their position as such; provided that a Director may be reimbursed reasonable expenses incurred by the Director in the performance of their duties.

## **Article 4 Board Meetings**

### **4.1 Board Meetings**

- (a) The Board may appoint one or more days for regular Board meetings at a time and place named. A copy of any Board resolution fixing the time and place of regular Board meetings shall be given to each Director forthwith after being passed and, subject to the Act, no other notice shall be required for any regular meeting.
- (b) In addition to section 4.1(a):
  - (i) the Board, the Chair, a Vice Chair, or the Chief Executive Officer may call a Board meeting; and
  - (ii) the Secretary shall call a Board meeting upon receipt of the written request of three Directors;

and such meeting shall be held at the time and place determined in the notice of meeting.

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

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

#### **4.2 Telephone/Electronic Meetings**

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

#### **4.3 Notices**

Notice of Board meetings, other than regular meetings, shall be given to all Directors at least 48 hours before the meeting. The Chair, a Vice Chair, or the Chief Executive Officer may call a meeting on less notice, by means deemed appropriate; provided that notice is given to all Directors and the majority of the Directors consent to holding the meeting. Notice of a meeting that continues an adjourned Board meeting is not required to be given if the time and place of the continued meeting is announced at the meeting that is adjourned.

#### **4.4 Quorum**

A majority of the Elected Directors shall constitute a quorum.

#### **4.5 First Board Meeting after Annual Meeting**

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

#### **4.6 Persons Entitled to be Present**

Guests may attend Board meetings with the consent of the meeting on the invitation of the Chair or the Chief Executive Officer. The Board may adopt a policy from time to time on the attendance of the public at Board meetings.

#### **4.7 Voting**

- (a) Each voting Director in attendance at a Board meeting shall be entitled to one vote on each matter.
- (b) As required by the regulations under the *Public Hospitals Act*, the Directors referred to in section 3.13.1(b) shall not be entitled to vote as Directors but shall otherwise be entitled to notice of, to attend, and to participate in, Board meetings and to receive the materials that are distributed to voting Directors.
- (c) A Director shall not be entitled to vote by proxy.



- (d) Every question arising at a Board meeting shall be determined by a majority of votes cast, unless otherwise specifically provided by statute or by this By-law.
- (e) If there is a tie vote at a Board meeting, the chair of the meeting shall not have a second vote to break the tie.
- (f) The vote on any question shall be taken by secret ballot if so demanded by any Director in attendance and entitled to vote. The chair of the meeting shall count the ballots. Otherwise, a vote shall be by a show of hands.
- (g) Unless a ballot is demanded, an entry in the minutes of a meeting to the effect that the chair of the meeting declared a resolution to be carried or defeated is, in the absence of evidence to the contrary, proof of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.

#### **4.8 Written Resolutions in Lieu of Meeting**

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

#### **4.9 Consent and Dissent of Director**

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

#### **4.10 Adjournment of the Meeting**

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

### **Article 5 Conflict of Interest Disclosure**

#### **5.1 Disclosure of Conflict**

(a) A Director or officer who:

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

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

(b) The disclosure required by section 5.1(a) must be made, in the case of a Director:

- (i) at the meeting at which a proposed contract or transaction is first considered;
- (ii) if the Director was not then interested in a proposed contract or transaction, at the first meeting after the Director becomes so interested;
- (iii) if the Director becomes interested after a contract is made or transaction is entered into, at the first meeting after the Director becomes so interested; or
- (iv) if an individual who is interested in a contract or transaction later becomes a Director, at the first meeting after the individual becomes a Director.

(c) The disclosure required by section 5.1(a) must be made, in the case of an officer who is not a Director:

- (i) forthwith after the officer becomes aware that the contract or transaction or proposed contract or transaction is to be considered or has been considered at a Board meeting;
- (ii) if the officer becomes interested after a contract is made or transaction is entered into, forthwith after the officer becomes so interested; or
- (i) if an individual who is interested in a contract or transaction later becomes an officer, forthwith after the individual becomes an officer.

- (d) If the contract or transaction or proposed contract or transaction in respect of which a disclosure is required to be made for the purposes of section 5.1(a) is one that, in the ordinary course of the Corporation's business, would not require approval of the Board or Members, then the Director or officer shall disclose to the Corporation, or request to have entered in the minutes of Board meetings, the nature and extent of their interest forthwith after the Director or officer becomes aware of the contract or transaction or proposed contract or transaction.
- (e) Except as permitted by the Act, a Director referred to in section 5.1(a) shall not attend any part of a Board meeting during which the contract or transaction is discussed, and shall not vote on any resolution to approve the contract or transaction.
- (f) If no quorum exists for the purposes of voting on a resolution to approve a contract or transaction only because one or more Director(s) are not permitted to be present at the meeting by virtue of section 5.1(e), the remaining Directors are deemed to constitute a quorum for the purposes of voting on the resolution.
- (g) For the purposes of section 5.1, a general notice to the Board by a Director or officer disclosing that the individual is a director or officer of, or has a material interest in, a person, or that there has been a material change in the Director's or officer's interest in the person, and is to be regarded as interested in any contract or transaction entered into with that person, is sufficient disclosure of interest in relation to any such contract or transaction.
- (h) A contract or transaction for which disclosure is required under section 5.1(a) is not void or voidable, and the Director or officer is not accountable to the Corporation or the Members for any profit or gain realized from the contract or transaction, because of the Director's or officer's interest in the contract or transaction or because the Director was present or was counted to determine whether a quorum existed at the Board or Board committee meeting that considered the contract or transaction, if:
  - (i) disclosure of the interest was made in accordance with this section;
  - (ii) the Board approved the contract or transaction; and
  - (iii) the contract or transaction was reasonable and fair to the Corporation when it was approved.
- (i) The provisions of this Article are in addition to any Board-approved conflict of interest policy.

## **Article 6**

### **Protection of Officers and Directors**

#### **6.1 Directors' Liability**

No Director, officer, or Board committee member shall be liable for any act, receipt, neglect, or default of any other Director, officer, Board committee member, or employee, or for any loss, damage, or expense happening to the Corporation through any deficiency of title to any property

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

## **6.2 Indemnities to Directors and Others**

- (a) The Corporation shall indemnify a Director or officer of the Corporation, a former Director or officer of the Corporation, or an individual who acts or acted at the Corporation's request as a director or officer, or in a similar capacity, of another entity, against all costs, charges, and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by the individual in respect of any civil, criminal, administrative, investigative, or other action or proceeding in which the individual is involved because of that association with the Corporation or other entity.
- (b) The Corporation may advance money to an individual referred to in section 6.2(a) for the costs, charges, and expenses of an action or proceeding referred to in that section, but the individual shall repay the money if the individual does not fulfil the conditions set out in section 6.2 (c).
- (c) The Corporation shall not indemnify an individual under section 6.2(a) unless:
  - (i) the individual acted honestly and in good faith with a view to the best interests of the Corporation or other entity, as the case may be; and
  - (ii) if the matter is a criminal or administrative proceeding that is enforced by a monetary penalty, the individual had reasonable grounds for believing that their conduct was lawful.
- (d) The indemnity provided for in section 6.2(a) shall not apply to any liability that a Director or officer, or former Director or officer, of the Corporation, or individual, may sustain or incur as the result of any act or omission as a Medical/Professional Staff member.

## **Article 7 Board Committees**

### **7.1 Board Committees**

The Board may, from time to time, establish:

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

## 7.2 Functions, Duties, Responsibilities, and Powers of Board Committees

The Board shall provide for the functions, duties, responsibilities, and powers of the Board committees in the Board resolution by which a Board committee is established or in Board-approved terms of reference or general committee policy.

## 7.3 Board Committee Members, Chair

- (a) Unless otherwise provided by by-law or by Board resolution:
  - (i) the Board shall appoint the chair, vice chair (if any), and members of each Board committee;
  - (ii) each chair and vice chair of a Board committee shall be an Elected Director;
  - (iii) the Board committees may include members who are not Directors (other than a committee referred to in section 7.5, if any);and
  - (iv) the Chair and Vice Chair shall be an *ex-officio* member of all Board committees.
- (b) The chair, vice chair (if any) of a Board committee, and the Board committee members shall hold office at the will of the Board.

## 7.4 Procedures at Board Committee Meetings

Procedures at and quorum for Board committee meetings shall be determined by the chair of each Board committee, unless established by this by-law, Board resolution, or by Board-approved terms of reference or general committee policy.,

## 7.5 Delegation to a Committee

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

- (a) to submit to the Members any question or matter requiring the Members' approval;
- (b) to fill a vacancy among the Directors or in the position of auditor;
- (c) to appoint additional Directors;
- (d) to issue debt obligations, except as authorized by the Board;
- (e) to approve any annual financial statements; or
- (f) to adopt, amend, or repeal by-laws.

## **Article 8 Officers**

### **8.1 General**

- (a) Subject to the Act, the Articles, and this by-law, the Board may designate the offices of the Corporation, appoint officers, specify their duties, and delegate to them powers to manage the activities and affairs of the Corporation, except powers to do anything referred to in section 7.5.
- (b) The officers shall include the Chair and Secretary, and may include one or more Vice Chairs and other officers as the Board may determine.
- (c) The Board shall appoint the officers at its first meeting following the annual Members' meeting at which the Directors are elected or at other times when a vacancy occurs. A Director may be appointed to any office of the Corporation. The Chief Executive Officer shall be the Secretary. The same individual may hold more two or more offices (except one individual may not hold the offices of Chair and Vice Chair). The Board shall appoint the Chair and Vice Chair(s) from among the Elected Directors.

### **8.2 Terms of Office**

- (a) Unless otherwise provided in this by-law, the officers shall hold office for a one-year renewable term from the date of appointment or until their successors are appointed in their stead.
- (b) Officers shall be subject to removal by the Board at any time.
- (c) The Chair shall be appointed annually and shall be eligible for re-appointment; provided that:
  - (i) the Chair shall serve no longer than two consecutive years; and
  - (ii) where a Director has served as Chair for two consecutive years, the Board may, by resolution passed by at least two-thirds of the votes cast at a Board meeting, provide that such Director is eligible for re-appointment for up to two additional one-year terms as Chair; provided, however, that in no event shall such Director serve longer than four consecutive years as Chair.

### **8.3 Duties of Chair**

The Chair shall, when present, preside at all Board and Members' meetings and shall represent the Corporation and the Board as may be required or appropriate and shall have those other powers and duties as the Board may specify. Unless otherwise provided by by-law or by Board resolution, the Chair shall be an *ex-officio* member of all Board committees.

#### **8.4 Duties of Vice Chair(s)**

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

#### **8.5 Duties of Secretary**

The Secretary shall carry out the duties of the secretary of the Corporation generally and shall attend or cause a recording secretary to attend all meetings of the Members, the Board, and the Board committees to act as a clerk thereof and to record all votes and minutes of all proceedings in the records to be kept for that purpose. The Secretary shall give or cause to be given notice of all meetings of the Members, the Board, and the Board committees, and shall perform those other duties as may be prescribed by the by-laws or the Board.

#### **8.6 Other Officers**

The Board shall determine the powers and duties of all other officers from time to time. Any of the powers and duties of an officer to whom an assistant has been appointed may be exercised and performed by the assistant unless the Board otherwise directs.

### **Article 9 Organization and Financial**

#### **9.1 Seal**

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

#### **9.2 Execution of Documents**

- (a) Subject to section 9.2(b), any one of the Chair or a Vice Chair, together with any one of the Chief Executive Officer or a Director, shall sign deeds, transfers, assignments, contracts, agreements, mortgages, conveyances, obligations, certificates, or any other instruments or documents requiring the signature of the Corporation, and all instruments or documents so signed shall be binding upon the Corporation without any further authorization or formality.
- (b) In addition to the provisions of section 9.2(a), the Board may from time to time direct the manner in which and the individual or individuals by whom any particular instrument or document, or class of instruments or documents, may or shall be signed.
- (c) Any signing officer may affix the seal of the Corporation to any instrument or document and may certify a copy of any instrument, resolution, by-law, or other document of the Corporation to be a true copy.

- (d) The sale, mortgage, hypothecation, or other disposition of real property of the Corporation shall only be made as authorized by special resolution (as defined in the Act).

### **9.3 Banking Arrangements**

The Corporation shall transact the banking business of the Corporation or any part of it with those banks, trust companies, or other financial institutions as the Board may determine from time to time.,

### **9.4 Financial Year**

Unless otherwise determined by the Board, and subject to the *Public Hospitals Act*, the financial year end of the Corporation shall be March 31 in each year.

### **9.5 Appointment of Auditor**

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

### **9.6 Borrowing Power**

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

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

### **9.7 Investments**

The Corporation may invest its funds as the Board thinks fit, subject to the Articles or any limitations accompanying a gift.



## **9.8 Records**

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

## **Article 10 Confidentiality**

### **10.1 Confidentiality**

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

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

in connection with the Corporation, keeping in mind that unauthorized statements could adversely affect the interests of the Corporation.

### **10.2 Board Spokesperson**

The Board may give authority to one or more Directors, officers, or employees of the Corporation to make statements to the news media or public about matters brought before the Board.

## **Article 11 Rules of Order and Policies**

### **11.1 Rules of Order**

Any questions of procedure at or for any meetings of Members, the Board, the Medical/Professional Staff, or any Board committee, which have not been provided for in this by-law or by applicable legislation, the Policies, or the Medical/Professional Staff Rules, shall be determined by the chair of the meeting in accordance with the rules of order adopted by the Board, or failing such adoption, adopted by the chair of the meeting.

### **11.2 Policies**

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

## **Article 12**

### **Notices**

#### **12.1 Notice**

- (a) Whenever under the provisions of the by-laws of the Corporation notice is required to be given, unless otherwise provided, the notice may be given in writing and delivered or sent by prepaid mail or courier, or by telephonic or electronic means, if there is a record that the notice has been sent, addressed to the Director, officer, Board committee member, Member, or auditor, at the address or telephone number, as the case may be, as the same is shown in the records of the Corporation.
- (b) Any notice sent by the following means shall conclusively be deemed to be received as provided below:
  - (i) if by telephonic or electronic means, on the next business day after transmission;
  - (ii) if delivered, at the time of delivery; and
- (c) if by prepaid mail, subject to section 12.1(d), on the fifth business day following its mailing.
- (d) Notwithstanding the foregoing provisions with respect to mailing, if it may reasonably be anticipated that, due to any strike, lock out, or similar event involving an interruption in postal service, any notice will not be received by the addressee by no later than the fifth business day following its mailing, then the mailing of the notice shall not be an effective means of sending it but rather any notice must then be sent by an alternative method that may reasonably be anticipated will cause the notice to be received reasonably expeditiously by the addressee.
- (e) The Secretary may change or cause to be changed the recorded address of any Director, officer, Board committee member, Member, or auditor in accordance with any information believed by them to be reliable.

#### **12.2 Computation of Time**

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

#### **12.3 Omissions and Errors**

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

## **12.4 Waiver of Notice**

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

## **Article 13**

### **Matters Required by the *Public Hospitals Act* and Other Applicable Legislation**

#### **13.1 Medical/Professional Staff**

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

#### **13.2 Required Committees and Programs**

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

#### **13.3 Fiscal Advisory Committee**

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

#### **13.4 Chief Nursing Executive**

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

#### **13.5 Nurses and other Staff and Professionals on Committees**

The Chief Executive Officer shall, from time to time, approve a process for:

- (a) the participation of the Chief Nursing Executive, nurse managers, staff nurses, staff, and other professionals of the Corporation in decision making related to administrative, financial, operational, and planning matters; and
- (b) the election or appointment of the Chief Nursing Executive, nurse managers[leaders], staff nurses, and other staff and professionals of the Corporation to those administrative committees approved by the Chief Executive Officer to have a nurse or other staff or professional representation.

### **13.6 Retention of Written Statements**

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

### **13.7 Occupational Health and Safety Program**

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

### **13.8 Health Surveillance Program**

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

### **13.9 Organ Donation**

Pursuant to the regulations under the *Public Hospitals Act*, the Board shall approve procedures to encourage the donation of organs and tissues, including procedures to identify potential donors and to make potential donors and their families aware of the options of organ and tissue donations, and shall ensure that these procedures are implemented in the Corporation.

**Article 14**  
**Amendment of By-Laws**

**14.1 By-laws and Amendments**

- (a) The Board may make, amend, or repeal any by-law that regulates the activities or affairs of the Corporation, except in respect of a by-law:
  - (i) to add, change, or remove a provision respecting the transfer of a membership;
  - (ii) to change the manner of giving notice to Members; or
  - (iii) to change the method of voting by Members not in attendance at a Members' meeting.
- (b) The Board shall submit the by-law, amendment, or repeal to the Members at the next Members' meeting, and the Members may confirm, reject, or amend the by-law, amendment, or repeal by ordinary resolution.
- (c) Subject to section 14.1(f), the by-law, amendment, or repeal is effective from the date of the Board resolution.
- (d) If the by-law, amendment, or repeal is confirmed or confirmed as amended by the Members, it remains effective in the form in which it was confirmed.
- (e) The by-law, amendment, or repeal ceases to have effect if the Board does not submit it to the Members as required under section 14.1(b) or if the Members reject it.
- (f) If a by-law, amendment, or repeal ceases to have effect, a subsequent Board resolution that has substantially the same purpose or effect is not effective until it is confirmed or confirmed as amended by the Members.

In any case of rejection, amendment, or refusal to approve the by-law or part of the by-law in effect in accordance with this section, no act done or right acquired under any by-law is prejudicially affected by any rejection, amendment, or refusal to approve.