



BY-LAW

OF

Ontario Shores Centre for Mental Health Sciences

Approved: June 8, 2022

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ONTARIO SHORES CENTRE FOR MENTAL HEALTH SCIENCES

BY-LAW

PREAMBLE

WHEREAS the objects of the Corporation are:

- (a) To establish, equip, staff, maintain and operate on one or more sites a hospital or hospitals or related health facilities for the accommodation, care and treatment of any person or persons, conduct programs of treatment, education and research in connection with mental health and addictions, and create a provincial organization dedicated to excellence in specialized and/or longer term clinical care, education and research.
- (b) To provide such other mental healthcare services as are required by the communities served by its hospital and its environs in accordance with all applicable legislation as may be amended from time to time.

NOW THEREFORE be it enacted and it is hereby enacted that all by-law of the Corporation heretofore enacted be cancelled and revoked and that the following by-law be substituted in lieu thereof.

ARTICLE 1. DEFINITIONS AND INTERPRETATION

1.01 Definitions

In this By-Law, the following words and phrases shall have the following meanings, respectively:

- (a) “Accountability Indicators” means the accountability indicators set out in the HSAA;
- (b) “Act” means the *Not-for-Profit Corporations Act*, 2010 (Ontario), and where the context requires, includes the regulations made under it;
- (c) “Academic” means any educational, research, or creative professional activity that is acknowledged as such by the University of Toronto or the Corporation.
- (d) “Administrative Director” means the Hospital management employee appointed by the process established by the Hospital;

- (e) “Affiliation Agreement” refers to an agreement between the Corporation and the University of Toronto, setting out mutual expectations with regard to academic standards for medical staff and requirements to comply with the Rules and Policies and applicable University policies;
- (f) “Application” means the application for membership prescribed by the Board;
- (g) “Articles” means any document or instrument that incorporates a corporation or modifies its incorporating document or instrument, including articles of incorporation, restated articles of incorporation, articles of amendment, articles of amalgamation, articles of reorganization, articles of revival or letters patent;
- (h) “Associates” in relation to an individual means the individual’s parents, siblings, spouse or common law partner, and includes any organization, agency, company, or individual (such as a business partner) with a formal relationship to the individual;
- (i) “Balanced Scorecard Indicators” means the performance metrics approved by the Board to measure key operational activities in the Corporation to ensure that the Corporation’s performance is aligned with the Corporation’s desired financial, quality and safety objectives in respect of achieving the Corporation’s vision and strategic objectives;
- (j) “Board” means the board of directors of the Corporation;
- (k) “By-Law” means any by-law of the Corporation from time to time in effect;
- (l) “Primary Service Area” includes all or portions of: Durham Region; York Region; Scarborough; Toronto; Haliburton, Northumberland, Peterborough Counties and City of Kawartha Lakes;
- (m) “Certification” means holding a certificate in a medical, surgical or dental specialty issued by any professional body recognized by the Board after consultation with the Medical Advisory Committee;
- (n) “Chief Executive Officer” means, in addition to „administrator“ as defined in section 1 of the *Public Hospitals Act*, the Chief Executive Officer of the Corporation;
- (o) “Chief Nursing Executive” means the senior employee appointed by the process established by the Chief Executive Officer and responsible to the Chief Executive Officer for the nursing functions and practices in the Hospital;
- (p) “Clinical Human Resources Plan” means the consolidated Clinical Human Resources Plan developed by the Chief Executive Officer in consultation with the Physician-in-Chief, the Vice President Medical Affairs, Program Medical

Directors and Administrative Directors based upon the mission and strategic plan of the Corporation and on the needs of the community that the Corporation serves and which provides information and future projections of this information with respect to the management and appointment of Physicians, Dentists and Extended Class Nurses who are, or may become, members of the Medical Staff, Dental Staff or Extended Class Nursing Staff, as the case may be;

- (q) “Clinical Practice Policy” means the Clinical Practice Policy approved by the Board as may be amended from time to time which sets out a credentialing policy for the Healthcare Practitioners;
- (r) “College” means, as the case may be, the College of Physicians and Surgeons of Ontario, the Royal College of Dental Surgeons of Ontario and/or the College of Nurses of Ontario;
- (s) “Committee” means any committee established by the Board or pursuant to this By-Law;
- (t) “Conflict of Interest” includes, without limitation, the following four areas that may give rise to a conflict of interest for the Directors of the Corporation, namely:
 - (i) Pecuniary or financial interest – a Director is said to have a pecuniary or financial interest in a decision when the Director (or his/her Associates) stands to gain by that decision, either in the form of money, gifts, favours, gratuities or other special considerations;
 - (ii) 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;
 - (iii) Adverse interest – a Director is said to have an adverse interest to the Corporation when he/she is a party to a claim, application or proceeding against the Corporation; and
 - (iv) Personal Relationship – a Director has or may be perceived to have personal interests that are inconsistent with those of the Corporation, creating conflicting loyalties;
- (u) “Corporation” means the Ontario Shores Centre for Mental Health Sciences;
- (v) “Dental Staff” means those Dentists who are appointed by the Board and who are granted Privileges to practise dentistry at the Hospital;
- (w) “Dentist” means a dental practitioner in good standing with the College of Dental

Surgeons of Ontario;

- (x) “Director” means a member of the Board;
- (y) “Disruptive Behaviour” occurs when the use of inappropriate words, actions or inactions by a Professional Staff member interferes (or may be perceived to interfere) with; his/her ability to collaborate or function well with others; hospital operations; quality healthcare delivery; the safety of others; staff recruitment or retention; or the cost of providing healthcare to patients. Disruptive Behavior may be demonstrated through a single act, but more commonly through a pattern of events;
- (z) “Excluded Person” means:
 - (i) any member of the Medical, Dental or Extended Class Nursing Staff other than the members of the Medical Staff appointed to the Board pursuant to the *Public Hospitals Act*;
 - (ii) any employee other than the current Chief Executive Officer; and
 - (iii) any person who lives in the same household as a member of the Medical, Dental or Extended Class Nursing Staff or an employee of the Corporation;
- (aa) “ex-officio” means membership “by virtue of the office” and includes all rights, responsibilities and power to vote unless otherwise specified;
- (aa) “Extended Class Nurse” means a member of the College of Nurses of Ontario who is a registered nurse and who holds an extended certificate of registration under the *Nursing Act*, 1991;
- (bb) “Extended Class Nursing Staff” means those Extended Class Nurses in the Hospital, who are not employed by the Hospital and to whom the Board has granted Privileges to diagnose, prescribe for or treat patients;
- (cc) “Governance Steering Committee” means the committee established by the Ministry of Health and Long-Term Care to incorporate the Corporation and identify the first Directors;
- (dd) “Head Office” means 700 Gordon Street, Whitby, Ontario L1N 5S9;
- (ee) “Health and Safety Guidelines” means the Hospital’s Health and Safety Guidelines as defined in section 11.02(d)(vii);
- (ff) “Healthcare Practitioners” means those regulated professions recognized by the *Regulated Health Professions Act*, 1991 and those unregulated health care professions that may be designated by the Chief Executive Officer from time to time that are not included in the definition of Medical Staff. Without limiting the generality of the

foregoing, the regulated and unregulated health care professions may include, but are not limited to nursing (excluding the Extended Class Nurses), psychology (as legislatively recognized in psychological assessment and clinical interaction), pharmacy, occupational therapy, physiotherapy, audiology and speech- language, pathology, social work, stress management, addictions therapy, child and youth work, chaplaincy, recreation therapy, nutrition and laboratory and diagnostic services;

- (gg) “Hospital” means Ontario Shores Centre for Mental Health Sciences;
- (hh) “Hospital Management Regulation” means Regulation 965 “Hospital Management” passed pursuant to the *Public Hospitals Act*;
- (ii) “HSAA” means the Hospital Service Accountability Agreement entered into between the Corporation and Ontario Health;
- (jj) “Impact Analysis” means a study undertaken to determine the impact upon the resources of the Corporation of the proposed or continued appointment of any person to the Medical Staff;
- (kk) “Legislation” means relevant statutes and regulations that govern the provision of healthcare to patients of the Corporation, including without limitation the Broader Public Sector Accountability Act, 2010, Broader Public Sector Executive Compensation Act, 2014 (Ontario), the Child and Family Services Act (Ontario), the Commitment to the Future of Medicare Act, the Dentistry Act (Ontario), the Excellent Care for All Act (Ontario), the Freedom of Information and Protection of Privacy Act (Ontario), the Health Care Consent Act (Ontario), the Health Insurance Act (Ontario), the Local Health System Integration Act (Ontario), the Medicine Act (Ontario), the Mental Health Act (Ontario), the Midwifery Act (Ontario), the Not-for-Profit Corporations Act, 2010, the Nursing Act (Ontario), the Occupational Health and Safety Act (Ontario), The Peoples Health Care Act, 2019, the Personal Health Information Protection Act (Ontario), the Public Hospitals Act (Ontario), the Quality of Care Information Protection Act, 2016 (Ontario), the Regulated Health Professions Act (Ontario), the Statutory Powers Procedure Act (Ontario), the Substitute Decisions Act (Ontario), and the Workplace Safety and Insurance Act (Ontario);
- (ll) “LHIN” means Local Health Integration Network;
- (mm) "Medical Staff" means those Physicians who are appointed by the Board and who are granted specific Privileges to practise medicine at the Hospital;
- (nn) “Medical Staff Rules” means the rules approved by the Board concerning the practice and professional conduct of the members of the Medical Staff;
- (oo) “Medical Staff Officer(s)” means any or all of the President, Vice-President, Secretary and Treasurer of the Medical Staff Association;
- (pp) “Member” means a member of the Corporation;

(qq) “Officer” means the Chair, Vice-Chair, Treasurer or Secretary;

¹ Freedom of Information and Protection of Privacy Act (Ontario) shall apply to records in the control and custody of the Corporation as of January 1, 2012.

(rr) “Patient” means, unless otherwise specified, any in-patient, out-patient or other patient of the Hospital;

(ss) “Patient Safety Indicators” means the patient safety indicators that relate to any or all of the following: diagnosis of hospital acquired infections and activities undertaken to reduce hospital acquired infections or mortality, identified by the MOHLTC as part of their patient safety agenda that hospitals are required to disclose publicly through their public websites or such other means as the MOHLTC may direct;

(tt) “Performance Metrics” means the Board approved organization performance metrics that provide an overview of the organization performance in achieving financial, quality, safety, and human resource targets including without limitation, the Accountability Indicators, Balanced Scorecard Indicators, Patient Safety Indicators, wait times indicators and such other performance metrics that the Board may approve from time to time;

(uu) “Physician” means a medical practitioner in good standing with the College of Physicians and Surgeons of Ontario;

(vv) “Physician-in-Chief” means the active member of the Medical Staff who has been appointed by the Board to organize the psychiatric, medical, dental and extended class nursing staff to ensure that the quality of care given to all patients of the Hospital is in accordance with the *Public Hospitals Act* and Regulations thereunder, this By-Law and the policies of the Hospital and to oversee, in conjunction with the Vice President Medical Affairs, Program Medical Directors the clinical, diagnosis, care and treatment provided by all members of the Medical Staff and to ensure that the Academic activity of Medical Staff is consistent with the strategic direction of the Centre and the Affiliation Agreement.

(ww) “Policies” means the Board, administrative, medical and professional policies of the Hospital;

(xx) “Privileges” mean those rights or entitlements conferred upon a Physician, Dentist or Extended Class Nurse at the time of appointment or re-appointment;

(yy) “Programs” means the programs approved by the Board after considering the recommendations of the Medical Advisory Committee;

(zz) “Program Medical Director” means the member of the Medical Staff and who is appointed by the Board to be responsible for the professional standards and quality of clinical care rendered by the members of his/her Program at the Hospital

pursuant to section 15.03;

- (aaa) "Psychiatrist" means a physician who holds a specialist's certificate in psychiatry issued by The Royal College of Physicians and Surgeons of Canada or equivalent qualification acceptable to the Minister;
- (bbb) "*Public Hospitals Act*" means the *Public Hospitals Act* (Ontario), and, where the context requires, includes the regulations made under it;
- (ccc) "Resident and Fellows Credentialing Policy" means the policy approved by the Board that establishes the credentialing requirements applicable to residents or fellows from any medical school which has signed an affiliation agreement with the Corporation.
- (ddd) "University" means the University of Toronto; and
- (eee) "Vice President Medical Affairs" means the physician hired by the Chief Executive Officer and responsible to the Chief Executive Officer to, amongst other things, oversee in conjunction with the Medical Directors the day to day operational issues pertaining to all members of the Medical Staff, Dental Staff and Extended Class Nursing Staff.

1.02 Interpretation

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

- (a) Any Director, Officer, Medical Staff member, employee or member of the public, as the context requires and as is permitted by the By-Law or Policies and Rules of the Corporation, may participate in a meeting of the Board or of a Committee of the Board or a Committee of the Medical Staff Association or Medical Staff Association by means of telephone conference or electronic or other communication facilities as permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously, and a person participating in such a meeting by such means is deemed for the purposes of the *Act* and this By-Law to be present at the meeting.
- (b) Subject to paragraph 1.02(a) above, 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, provided that:
 - (i) except as provided in this By-Law, each Member, each Director and each Committee member shall be entitled to one (1) vote at any meeting of the Corporation, Board or Committee, respectively;
 - (ii) in accordance with the *Public Hospitals Act*, no Member shall be entitled to vote by proxy at a meeting of the Corporation; all Members must attend annual and/or special meetings of the Corporation in person in order to be eligible

to vote;

- (iii) votes shall be taken in the usual way, by show of hands, or verbal consent among all Members, Directors and Committee members present and, in the event of a tie, the motion is lost;
 - (iv) the Chair shall have an initial vote; however, in case of an equality of votes, either upon a show of hands or upon a poll, only the Chair of a meeting of the Corporation shall be entitled to an additional or casting vote;
 - (v) whenever a vote has been taken on a question, a declaration by the Chair of the meeting that a resolution, vote or motion has been carried and an entry to that effect in the minutes shall be admissible in evidence as prima facie proof of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution, vote or motion; and
 - (vi) Notwithstanding any other provisions of this By-Law, any member of the Board may at any time require that vote be recorded.
- (c) Any questions of procedure at or for any meetings of the Corporation, of the Board or of any Committee, which have not been provided for in this By-Law or by the *Act* or by the *Public Hospitals Act*, shall be determined by the Chair of the meeting in accordance with the rules of procedure adopted by resolution of the Board.
 - (d) Minutes shall be kept for all meetings of the Corporation, the Board or any Committee.
 - (e) Words importing the singular number include the plural and vice versa, and words importing the one gender shall include all genders.
 - (f) The headings used in this By-Law are inserted for reference purposes only and are not to be considered or taken into account in construing the terms or provisions thereof or to be deemed in any way to clarify, modify or explain the effect of any such terms or provisions.
 - (g) Any references herein to any law, By-Law, rule, regulation, order or act of any government, governmental body or other regulatory body shall be construed as a reference thereto as amended or re-enacted from time to time or as a reference to any successor thereto.

ARTICLE 2. MEMBERSHIP IN THE CORPORATION

2.01 Members

The Members of the Corporation shall be, ex-officio, the Directors of the Corporation.

2.02 Withdrawal

A Member may withdraw from the Corporation by delivering a written resignation to the Secretary.

2.03 Termination of Membership

The interest of a Member in the Corporation is not transferable and lapses and ceases to exist:

- (a) upon death, resignation or termination of the Member;
- (b) in the event that the Member ceases to meet the qualifications set out for membership in this By-Law, such determination to be made in the absolute sole discretion of the Board; or
- (c) when the person ceases to be a Director of the Hospital.

ARTICLE 3. ANNUAL AND SPECIAL MEETINGS OF THE MEMBERS OF THE CORPORATION

3.01 Annual Meeting of the Members of the Corporation

The annual meeting of Members shall be held at the Head Office of the Corporation or at any place in Ontario as the Board determines between April 1st and July 31st in each year on a date fixed by the Board.

3.02 Special Meetings of the Members of the Corporation

- (a) The Board or Chair may call a special meeting of the Corporation.
- (b) (i) Not less than two (2) of the Members of the Corporation entitled to vote at a meeting proposed to be held may, in writing, requisition the Directors to call a special meeting of the Members for any purpose connected with the affairs of the Corporation which are properly within the purview of the Members' role in the Corporation and which are not inconsistent with the *Act*.
- (ii) The requisition shall be deposited at or delivered to the Head Office of the Corporation and may consist of several documents in like forms signed by one or more requisitioners.

- (c) Notice of a special meeting shall be given in the same manner as provided in section 3.03. If the Directors, acting in their sole discretion, determine that the requisition meets the qualifications set out in paragraph 3.02(b), the Directors shall call and hold such meeting within twenty-one (21) days from the date of the deposit of the requisition.
- (d) The notice of a special meeting shall specify the purpose or purposes for which it has been called.

3.03 Notice

- (a) Thirty (30) days prior written notice of an annual meeting shall be given to each Member. Notice of any meeting where special business will be transacted shall contain sufficient information to permit the Member to form a reasoned judgement on the decision to be taken.
- (b) Notice of a meeting of the Members may be delivered, faxed, e-mailed or telephoned to each Member.

3.04 Omission of Notice

No unintentional or technical error or omission in giving notice of a meeting of Members of the Corporation may invalidate resolutions passed or proceedings taken at the meeting. Any Member may at any time waive notice of any such meeting and may ratify, approve and confirm any or all resolutions passed or proceedings taken at the meeting.

3.05 Quorum

A quorum for any meeting of the Members of the Corporation shall be a majority of its Members.

3.06 Chair of the Meeting

The chair of a meeting of the Corporation shall be:

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

3.07 Business at Annual Meetings

- (a) At each annual meeting, in addition to the other business transacted, the following reports and statements shall be presented:
 - (i) minutes of the previous annual meeting;
 - (ii) the report of the Chair of the Board;
 - (iii) report of the Auditor including a presentation of the audited financial statements;
 - (iv) the report of the Chief Executive Officer;
 - (v) the report of the Physician-in-Chief;
 - (vi) election of the Directors; and
 - (vii) appointment of the auditors.
- (b) No item of other business shall be considered at the annual meeting unless notice in writing of such item of other business has been included in the notice of annual meeting.

3.08 Adjourned Meeting

- (a) If, within one-half hour after the time appointed for a meeting of the Corporation, a quorum is not present, the meeting shall stand adjourned until a day within two (2) weeks to be determined by the Chair.
- (b) At least three (3) days notice of the adjourned meeting shall be given in accordance to the provisions of section 3.03 above.

3.09 Written Resolutions and By-Law

Any resolution or by-law passed at any time during the Corporation's existence may, in lieu of confirmation at a meeting, be confirmed in writing by all the Members entitled to vote at such meeting.

3.10 Financial Year End

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

ARTICLE 4. BOARD OF DIRECTORS

4.01 Nominations to Board

Nominations for election as Director at the annual general meeting of the Corporation may be made only in accordance with the process set out in the Board Policy.

4.02 Board Composition

- (a) **[OPTION 1 – Status Quo]** The affairs of the Corporation shall be managed by a Board consisting of seventeen (17) Directors, of whom thirteen (13) shall be elected by the Members and four (4) shall be ex-officio non-voting Directors.

[OPTION 2 – Flexible Board] The Board shall be governed by a minimum of thirteen (13) and a maximum of seventeen (17) Directors, which number of Directors may be determined from time to time by Special Resolution of the Board, provided that at all times the requirements of paragraphs (b) and (c) below are complied with.

[NTD: If you want to have flexible Board numbers of Directors, then we need to file an Article of Continuance]

(b) Elected Directors

- (i) a minimum of one (1) Director shall reside in the Durham Region;
- (ii) a minimum of one (1) Director shall reside in the Counties of Haliburton, Northumberland, Peterborough or the City of Kawartha Lakes ; and
- (iii) a minimum of one (1) Director shall reside in the Scarborough/Toronto Region;
- (iv) a minimum of one (1) Director shall reside in the York Region; and

(c) Ex-Officio Directors

- (i) The following individuals shall, in accordance with the requirements of the *Public Hospitals Act* (Ontario), be ex-officio non-voting Directors:
 - (1) Physician-in-Chief;
 - (2) President of the Medical Staff;
 - (3) Chief Executive Officer; and
 - (4) Chief Nursing Executive.

- (ii) The ex-officio Directors shall hold office until their successors are appointed in accordance with this By-Law.

4.03 Terms of Office

- (a) No person may serve as an elected Director for more terms than will constitute nine (9) consecutive or cumulative years of service (including the unexpired term if the Director was appointed to fill a mid-term vacancy); provided however, that following a break in the continuous service of at least three (3) years the same person may be eligible to serve as a Director.

4.04 Qualification of Directors

The following persons are disqualified from being a Director of the Corporation:

- (a) a person who is not an individual;
- (b) a person who is under 18 years old;
- (c) a person who has been found under the *Substitute Decisions act*, 1992 or under the *Mental Health Act* to be incapable of managing property;
- (d) a person who has been found to be incapable by any court in Canada or elsewhere;
- (e) a person who has the status of bankrupt; and
- (f) an Excluded Person, except those ex-officio Directors set out in section 4.02(c), who are required by the *Public Hospitals Act*.

4.05 Guidelines for the Selection of Directors

To ensure the membership of the Board reflects the breadth, depth and diversity of the Primary Service Area the principles, qualities and skills set out in Board Policy will guide the Governance Committee when considering candidates for Board membership.

4.06 Vacancy and Termination of Office

- (a) The office of an elected or ex-officio Director, shall automatically be vacated:
 - (i) if the Director at any time fails to meet the qualifications set out in section 4.04;
 - (ii) if the Director becomes bankrupt or suspends payment of debts generally or compounds with creditors or makes an assignment in bankruptcy or is declared insolvent;
 - (iii) if the Director is found to be a mentally incompetent person or becomes of unsound mind;
 - (iv) if the Director, by notice in writing to the Corporation, resigns office, which resignation shall be effective at the time it is received by the Secretary of the Corporation or at the time specified in the notice, whichever is later; or

- (v) if the Director dies.
- (b) The office of an elected Director may be vacated by a two thirds resolution of the Members of the Corporation:
 - (i) if the Director is absent for three (3) consecutive regular meetings of the Board, or if a Director is absent for four (4) or more of the regular meetings of the Board in any twelve (12) month period; or
 - (ii) if a Director knowingly fails to comply with the *Public Hospitals Act*, the *Act*, the Corporation's Articles, By-Law, rules, regulations, policies or procedures, including without limitation, the confidentiality, conflict of interest and standards of care requirements set out in this By-Law;
- (c) If a vacancy occurs at any time among the Directors either by a resignation, death or removal by the Members in accordance with paragraph 4.07(b) above, or by any other cause, such vacancy may be filled by a qualified person elected by the Members to serve until the next annual meeting or for the entire duration of the unexpired term, provided that the requirements of section 4.04 are complied with.
- (d) Subject to paragraph (c) above, at the next annual meeting in addition to the election of Directors to fill the vacancies caused by expiry of Directors' terms, the Members shall also elect an additional Director to fill the unexpired term created pursuant to the provisions of this section 4.07.

4.07 Conflict of Interest

- (a) Every Director who, either directly or through one of his or her Associates, has or thinks he or she may potentially have an actual or perceived Conflict of Interest with respect to a proposed or current material contract, transaction, matter or decision of the Corporation, has a responsibility to disclose the nature and extent of the Conflict of Interest at a meeting of the Board.
- (b) The declaration of interest shall be disclosed at the meeting of the Board at which the material contract, transaction, matter or decision is first raised.
- (c) If the Director, or his or her Associates, becomes interested in a material contract, transaction, matter or decision after the Board meeting at which it is first raised, the Director shall make a declaration at the next Board meeting following the Director's perception or apprehension of a conflict.
- (d) In the case of an existing material contract, transaction, matter or decision, the declaration shall be made at the first meeting of the Board after the individual becomes a Director or the interest comes into being.
- (e) All such declarations of interest (including the specific nature thereof) shall be

recorded in the minutes of the meeting and in the minutes of every meeting at which the matter that is the subject of the declaration is addressed (either discussed or voted on). The Secretary of the Corporation shall maintain a list of all ongoing matters that are the subject of a conflict of interest declaration, together with the identity of the conflicted Director(s). Such list shall be referred to by the Secretary (or designate) when preparing Board or Committee packages, and any materials relating to a matter that is the subject of a conflict of interest declaration shall be omitted from the Board or Committee package of any conflicted Director.

- (f) After making such a declaration, no interested Director shall vote or be present at the vote or during the discussions, or otherwise attempt to influence the voting, on a material contract, transaction, matter or decision, nor shall the Director be counted in any required quorum with respect to the vote. The abstention of the conflicted Director from discussion and voting shall also be recorded in the minutes of each relevant meeting. The conflicted Director is not restricted from answering questions about or explaining his or her involvement in the matter that is the subject of the declaration.
- (g) If a Director has made a declaration of Conflict of Interest in compliance with this By-law, the Director is not accountable to the Corporation for any profits he or she may realize from the material contract, transaction, matter or decision.
- (h) If the Director fails to make a Declaration of his or her interest in a material contract, transaction, matter or decision, as required by this By-law, this failure may be considered grounds for termination of his or her position as a Director, in addition to any other remedies available to the Corporation under statute, equity or common law. A Director's undeclared Conflict of Interest may, at the discretion of the Board, be brought before the members for approval and confirmation.
- (i) The failure of any Director to comply with the Conflict of Interest provisions of this By-law does not, in or of itself, invalidate any material contract, transaction, matter or decision undertaken by the Board, although the material contract, transaction, matter or decision may be voidable at the discretion of the Board.
- (j) If a Director believes that any other Director is in a Conflict of Interest position with respect to any material contract, transaction, matter or decision, the Director shall have his or her concern recorded in the minutes, and the Director with the alleged Conflict of Interest shall have the right to address the Board with respect to the allegation, and shall then absent himself or herself from the room. Thereafter, at the request of the Director who recorded the initial concern, the Board shall vote on whether the Director alleged to have a Conflict of Interest is, in the opinion of the Board, in a Conflict of Interest. If the Board finds the person in a Conflict of Interest, that interested Director shall absent himself or herself during any subsequent discussion or voting process relating to or pertaining to the conflict. The question of whether a Director has a Conflict of Interest shall be determined by a simple majority of the Board and shall be final.

- (k) If the Board finds that the person is not in conflict, the Board will then vote on the material contract, transaction, matter or decision and the votes of each Director shall be recorded.
- (l) Where the number of Directors who, by reason of the provisions of this section, 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 this By-law, the remaining number of Directors shall be deemed to constitute a quorum, provided such number is not less than three (3).
- (m) Where, in the circumstances mentioned in the preceding paragraph, the remaining number of Directors who are not prohibited from participating in the meeting is less than three (3), the Chair of the Board may apply to the Superior Court of Justice 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, or such other relief as the Court may consider appropriate.”

4.08 Confidentiality

- (a) Every Director, Officer and employee of the Corporation shall respect the confidentiality of matters brought before the Board, keeping in mind that unauthorized statements could adversely affect the interests of the Corporation.
- (b) The Chair of the Board is responsible for Board communication and may delegate authority to one or more Directors, Officers or employees of the Corporation to make statements to the news media on matters concerning the public brought before the Board.
- (c) Persons who do not comply with the confidentiality covenants may face appropriate disciplinary measures, including removal from the Board and/or the termination of a person’s privileges or employment.

4.09 Responsibilities of the Board

The Board shall be responsible for the governance of the Corporation and shall supervise the management of the Corporation.

4.10 Fiduciary Duty and Standard of Care of Directors and Officers

Every Director and Officer, in exercising his or her powers and discharging his/her duties to the Corporation shall:

- (a) act honestly and in good faith and make decisions that are in the best interests of the Corporation having regard to all relevant considerations, including but not confined to, considering the impact of the Board’s decisions on affected stakeholders including the patients and communities served, Ontario Health, the Government of Ontario and the University. In instances where the interests of the stakeholders conflict with each other or with the Corporation, the Directors must

act in the best interests of the Corporation commensurate with the Corporation's duties as a responsible, well-intentioned public hospital. The Legislation, the HSAA and the Corporation's objects, mission, vision, values and strategic plan shall be used to guide the Directors' decision as to whether a decision is in the best interests of the Corporation; and

- (b) exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

ARTICLE 5. OFFICERS OF THE BOARD AND OF THE CORPORATION

5.01 Officers

- (a) The Board shall elect the following Officers at the special meeting immediately following the annual meeting:
 - (i) the Chair (if the position is vacant);
 - (ii) the Vice-Chair;
- (b) The Chief Executive Officer shall be the Secretary of the Corporation and Secretary of the Board.
- (c) Ex-officio Directors are ineligible for election as Chair, Vice-Chair.
- (d) The Chief Financial Officer shall be assigned to fulfill the duties of Treasurer of the Corporation.

5.02 Duties of Chair

The duties of the Chair of the Board shall include, without limitation, the following:

- (a) chair all meetings of the Board at which the Chair is present;
- (b) set a high standard for Board and Board Committee conduct by modelling, articulating and upholding rules of conduct set out in the By-Law and policies;
- (c) intervene when necessary in instances involving Conflict of Interest, confidentiality and other Board policies; and
- (d) such other duties as may be prescribed from time to time by Board Policy or resolution.

5.03 Duties of Vice-Chair

The duties of the Vice-Chair of the Board shall include, without limitation, the following:

- (a) have all the powers and perform all the duties of the Chair in the absence or disability of the Chair;

- (b) organize the Board's annual Retreat;
- (c) chair the Audit & Compliance committee of the Board; and
- (d) such other duties as may be prescribed from time to time by Board Policy or resolution.

5.04 Duties of Treasurer

- (a) The Treasurer of the Corporation shall perform such duties as may be prescribed from time to time by Board Policy or resolution.
- (b) The Treasurer may delegate to employees of the Corporation those duties that he considers appropriate to delegate and that the Treasurer is allowed by law to delegate.

5.05 Duties of Chief Executive Officer

- (a) The Chief Executive Officer shall be Secretary of the Corporation and Secretary of the Board.
- (b) The Chief Executive Officer shall be an ex-officio non-voting member of the Board.
- (c) The duties of the Chief Executive Officer shall include the exercise of the authority delegated to the Chief Executive Officer by the Board through Board policies for the organization and operation of the Corporation, and the Chief Executive Officer shall be accountable to the Board for the Corporation's accomplishment of applicable Board policies and for the operation of the affairs of the Corporation consonant with the reasonable interpretation of Board policies.
- (d) The Chief Executive Officer shall perform such other duties as may be prescribed from time to time by Board Policy or resolution.

5.06 Duties of Secretary

- (a) The Secretary shall perform such duties as may be prescribed from time to time by Board Policy or resolution.
- (b) The Secretary may delegate to employees of the Corporation those duties that he/she considers appropriate to delegate and that the Secretary is allowed by law to delegate.

5.07 Indemnification and Insurance

- (a) The Corporation shall indemnify the Directors or Officers of the Corporation, the former Directors or Officers 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 shall not indemnify an individual under paragraph (a) above 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 his or her conduct was lawful.
- (c) The indemnity provided for in the preceding paragraph (a) above shall not apply to any liability which a Director or Officer of the Hospital may sustain or incur as the result of any act or omission as a member of the Professional Staff of the Hospital.
- (d) The Corporation shall purchase and maintain insurance for the benefit of an individual referred to in paragraph (a) above against any liability incurred by the individual,
 - (i) in the individual's capacity as a Director or Officer of the Corporation; or
 - (ii) in the individual's capacity as a Director or Officer, or a similar capacity, of another entity, if the individual acts or acted in that capacity at the Corporation's request.

5.08 Insurance

The Corporation shall purchase and maintain insurance for the benefit of any Director, Officer or other person acting on behalf of the Corporation against any liability incurred in that person's capacity as a Director, Officer or other person acting on behalf of the Corporation, except where the liability relates to that person's failure to act honestly and in good faith with a view to the best interests of the Corporation.

ARTICLE 6. REGULAR AND SPECIAL MEETINGS OF THE BOARD

6.01 Regular Meetings

- (a) The Board shall meet at such time, day and place as the Board may from time to time determine. The Secretary shall provide not less than seven (7) days written notice of a regularly scheduled Board meeting to each Director. The notice may be delivered, by mail or electronically.

- (b) There shall be at least nine (9) regular meetings per annum.

6.02 Special Meetings

- (a) The Chair or Vice-Chair of the Board may call special meetings of the Board.
- (b) The Secretary of the Board shall call a special meeting of the Board if four (4) Directors so request in writing.
- (c) Notice of a special meeting of the Board shall specify the purpose of the meeting, shall be delivered, faxed, e-mailed or telephoned to each Director at least forty-eight (48) hours in advance of the meeting or shall be mailed to each Director at least five (5) days in advance of the meeting.

6.03 Procedures for Board Meetings

- (a) The declaration of the Secretary or Chair that notice has been given pursuant to this By-Law shall be sufficient and conclusive evidence of the giving of such notice.
- (b) No error or omission in giving notice for a meeting of Directors shall invalidate such meeting or invalidate any proceedings at such meeting and any Director may at any time waive notice of any such meeting and may ratify and approve any or all proceedings.
- (c) Meetings of the Board shall be opened to the members of the public and employees of the Corporation by invitation only.
- (d) The Board shall ensure processes are in place for community and public communication and engagement.

6.04 Quorum

A quorum for any meeting of the Board shall be not less than fifty percent of the Directors. The Chair shall be included in the determination of a quorum.

6.05 Rules

The Board may, from time to time, make such rules as it may deem necessary or desirable for the better management, operation and maintenance of the Corporation; provided, however, that any such rule shall conform with the provisions of this By-Law.

ARTICLE 7. STANDING COMMITTEES OF THE BOARD

7.01 Establishment of Committees

- (a) At the first meeting of the Board following the annual meeting of the Corporation, the Board shall establish:

- (i) the following standing Committees:
 - (1) Audit Committee;
 - (2) Executive Committee;
 - (3) Governance Committee; and
 - (4) Finance and Quality Committee.
- (b) The Board shall approve the terms of reference of all standing Committees of the Board. The functions, duties, responsibilities, composition and mandate of the Committees set out in paragraph 7.01(a)(i) above that are not set out in this By-Law and of all other Committees shall be provided either in the Board Policy to be prepared and reviewed by the Board from time to time or in the resolution of the Board by which such Committee is established.
- (c) The Board may establish such other standing Committees, special Committees and advisory Committees as may be necessary to comply with the requirements of the Public Hospitals Act or as the Board may from time to time deem necessary for the operation of the Corporation.
- (d)
 - (i) The Board shall assign to the respective standing and special committees responsibility for the oversight and monitoring of specified Performance Metrics.
 - (ii) The Audit Committee's responsibility shall include reviewing and commenting on the appropriateness and quality of the Corporation's related quality and financial organization reporting and benchmarking including the methodology and data used for compilation of the data for the assigned Performance Metrics.

7.02 Advisory Committees to the Board

The Board shall establish the following advisory committees:

- (a) Fiscal Advisory Committee; and
- (b) Medical Advisory Committee whose terms of reference are set out in Article 17.

7.03 Audit Committee

- (a) The Audit Committee shall be appointed by the Chair of the Board each year following the annual meeting and shall be composed of not fewer than three (3) elected Directors to hold office until the next annual meeting.
- (b) The Chief Executive Officer and the Chief Financial Officer and will be available

as resources to the Committee as required.

- (c) The Chair of the Board and Chair of the Finance and Quality Committee will be non-voting members.
- (d) The Audit Committee will meet at least three (3) times yearly at the call of the Chair of the Audit Committee.
- (e) The role of the Audit Committee is to:
 - (i) review and recommend to the Board for approval the Corporation's annual financial statements;
 - (ii) recommend independent auditors for appointment by the Board;
 - (iii) recommend for approval by the Board the compensation to be paid to the independent auditors;
 - (iv) meet with the auditors "in-camera" on an annual basis;
 - (v) review the independent auditor's management letter and ensure appropriate follow up;
 - (vi) review and comment on the appropriateness and quality of the Hospital's quality and financial organizational performance reporting and benchmarking including the methodology and data used for the Performance Metrics;
 - (vii) monitor compliance with the financial performance indicators;
 - (viii) assume such other duties as may be prescribed from time to time by Board Policy or resolution.

7.04 Executive Committee

- (a) The Board shall elect from among themselves an Executive Committee consisting of not fewer than three (3) and not more than six (6) members.
- (b) The Executive Committee shall:
 - (i) in between meetings of the Board, exercise the full powers of the Board in all matters of administrative urgency, reporting every action at the next meeting of the Board;
 - (ii) study and advise or make recommendations to the Board on any matter as directed by the Board; and
 - (iii) perform such other duties as may be prescribed from time to time by Board

Policy or resolution.

ARTICLE 8. FINANCIAL

8.01 Financial Year End

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

8.02 Signing Officers

- (a) Subject to paragraph (b) below, either the Chair or Vice-Chair of the Board, together with either the Chief Executive Officer, the Vice-President of Corporate Services & CFO, the Treasurer or a senior Officer designated by the Board, shall sign on behalf of the Corporation and affix the corporate seal to all contracts, agreements, conveyances, mortgages and other documents, for which the Board approval is required.
- (b) Any of the two persons listed in paragraph (a) above shall be entitled to:
 - (i) sign contracts or agreements which can be terminated with less than thirty (30) days notice or create binding obligations on the Corporation in excess of an amount to be determined from time to time by resolution of the Board;
 - (ii) to draw, accept, sign and make all or any bills of exchange, promissory notes, cheques, and orders for payment of money; and
 - (iii) to receive and deposit all Corporation monies in the bank.

8.03 Banking and Borrowing

- (a) The Board shall by approval of policy, from time to time, designate the manner in which bonds or other securities of the Corporation shall be invested or held for safekeeping.
- (b) The Board may from time to time on behalf of the Corporation, without authorization of the Members:
 - (i) borrow money upon the credit of the Corporation by loans, advances, overdraft or otherwise;
 - (ii) issue, sell or pledge securities of the Corporation;
 - (iii) charge, mortgage, hypothecate or pledge all or any of the real or personal property of the Corporation, including book debts and rights, powers, franchises and undertakings, to secure any securities or any money borrowed, or other debt, or any other obligation or liability of the Corporation; and

- (iv) authorize any Director, officer or employee of the Corporation to make arrangement with reference to the monies borrowed or to be borrowed as aforesaid, and as to the terms and conditions of the loan thereof, and as to the securities to be given therefor, with power to vary or modify such arrangements, terms and conditions and to give such additional securities for any monies borrowed or remaining due by the Corporation as the Board may authorize, and generally to manage, transact and settle the borrowing of money by the Corporation.
- (c) The designated signing officers of the Corporation are hereby authorized:
 - (i) to transact with the said bank any business which it may think fit;
 - (ii) to negotiate with, deposit with, endorse or transfer to the bank, but for the credit of the Corporation only, all or any bills of exchange, promissory notes, cheques or orders for the payment of money and other negotiable paper; and
 - (iii) from time to time, to arrange, settle, balance and certify all books and accounts between the Corporation and the bank designated by the Board under paragraph 8.03(a) above.

8.04 Investments

The Board may invest in any investments which are authorized by the Corporation's investment policy.

8.05 Endowment Benefits

- (a) No benefit given in trust to, or for the use of, the Corporation for endowment purposes shall be hypothecated, transferred or assigned to obtain credit or to receive funds except as allowed by section 8.04.
- (b) The Secretary shall keep copies of all testamentary documents and trust instruments by which benefits are given, bequeathed or devised to, or for the use of, the Corporation.
- (c) The Secretary shall give notice to the Office of the Public Guardian and Trustee, in accordance with the terms of the *Charities Accounting Act* (Ontario), of the benefits referred to in paragraph 8.05(b) which come into the control or possession of the Corporation.
- (d) The Corporation shall apply any trust funds of the Corporation only to the designated purpose(s) for which such funds were intended. Under no circumstances shall the Corporation transfer any funds held in trust by the Corporation to any other individual or entity, unless such transfer complies with all applicable law, including without limitation, the *Charities Accounting Act* (Ontario) and the *Trustee Act*

(Ontario).

- (e) The Secretary shall at least semi-annually provide an accounting to the Board with respect to all funds held in trust by the Corporation.

8.06 Auditor

- (a) The Corporation shall at its annual meeting appoint an auditor who shall not be a member of the Board or an Officer or employee of the Corporation or a partner or employee of any such person, and who is duly licensed under the provisions of the *Public Accountancy Act* (Ontario), to hold office until the next annual meeting of the Corporation.
- (b) The auditor shall have all the rights and privileges as set out in the *Act* and shall perform the audit function as prescribed therein.
- (c) In addition to making the report at the annual meeting of the Corporation, the auditor shall from time to time report through the Audit Committee to the Board on the audit work with any necessary recommendations.

ARTICLE 9. VOLUNTARY ASSOCIATIONS

9.01 Authorization

The Board may sponsor the formation of voluntary association(s) as it deems advisable.

9.02 Purpose

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

9.03 Control

The association shall elect its own officers and formulate its own by-law, but at all times the by-law, objects and activities of the association shall be subject to review and approval by the Board of the Ontario Shores Centre for Mental Health Sciences.

9.04 Communication/Representation on Board

The Board shall establish a communication system with the Volunteer Association through the submission of:

- (a) Annual Reports: (statistics and yearly goals and objectives)
- (b) Quarterly reports: (progress reports including accomplishments, issues and recommendations).

9.05 Auditor

- (a) The unincorporated voluntary association shall have its financial affairs reviewed on an annual basis for the purposes of assuring reasonable internal control through present hospital systems.
- (b) The auditor for the Corporation shall be the auditor for the voluntary association(s) under this section.

ARTICLE 10. PURPOSE OF THE MEDICAL STAFF BY-LAW

10.01 Purpose of the Medical Staff By-Law

Pursuant to the Board's obligations under the *Public Hospitals Act* and the Hospital Management Regulation, the Board has set out in the Medical Staff By-Law the following:

- (a) provide a Medical Staff structure that defines responsibility, authority and accountability of every component and that is designed to ensure that each Medical Staff member exercises responsibility and authority commensurate with the Medical Staff member's contribution to patient care and to the Academic needs of the Hospital, and fulfills similar accountability obligations;
- (b) the duties and responsibilities of the members of the Medical Staff;
- (c) the procedures with respect to the election of the Medical Staff Officers;
- (d) a quality assurance system to monitor the clinical care rendered to Patients by the members of the Medical Staff; and
- (e) a system to ensure the continuing improvement of the quality of clinical care provided to the Patients by the Medical Staff.
- (f) provide a mechanism for accountability to the Board and as appropriate for patient and workplace safety, patient care and for professional and ethical behaviours of each individual holding membership in the Medical Staff; and
- (g) provide for the oversight of programs of medical education for students, residents and members of the Medical Staff.

10.02 Purposes of the Medical Staff Association

The purpose of the Medical Staff Association, in addition to fulfilling the responsibilities established by the laws of the Province of Ontario and this By-Law, is to provide an organization whereby the members of the Medical Staff participate in the Hospital's planning, policy setting, and decision-making through their elected officers.

10.03 Policies and Rules

The Board or the Medical Advisory Committee, and where appropriate, a Program with the approval of the Medical Advisory Committee, may make Policies and Rules as it deems necessary to supervise the patient care provided by the Medical Staff, to ensure patient and workplace safety and to ensure that the behaviour of the members of the Medical Staff is consistent with the mission, vision and values of the Hospital, the *Public Hospitals Act*, the By-Law and the Affiliation Agreement. Such Policies and Rules, or any amendments thereto, may, at the Board's discretion, be subject to Board approval.

ARTICLE 11. APPOINTMENT AND RE-APPOINTMENT TO MEDICAL STAFF

11.01 Appointment to the Medical Staff

- (a) Each applicant for membership to the Professional Staff shall submit on the prescribed forms an electronic application to the Chief Executive Officer or his/her designate together with such releases, consents, and undertakings that will enable the Corporation to fully investigate the qualifications and suitability of the Applicant.
- (b) All new appointments will be contingent upon an Impact Analysis demonstrating that the Hospital has the resources to accommodate the applicant and that the applicant meets the needs of the respective Program as described in the Clinical Human Resources Plan.
- (c) The Board will appoint annually a Medical Staff for the Corporation. Unless revoked by the Board, appointments to the Medical Staff shall be for the period from September 1st or any date thereafter, of any year until August 31st of the following year or for such shorter period of time as the Board may determine, and appointments shall continue until the Board has made the appointments for the ensuing year.

11.02 Application for Appointment to the Medical Staff

- (a)
 - (i) An application for appointment to the Medical Staff will be processed in accordance with the provisions of the *Public Hospitals Act*, this By-Law, and the Policies and Rules of the Corporation.
 - (ii) For greater certainty, applications for privileges relating to a service that the Hospital has ceased or ceases to provide pursuant to section 44 of the *Public Hospitals Act* shall not be considered and shall not be subject to the procedure for processing applications for Medical Staff appointments set out in section 11.04.
- (b) The Chief Executive Officer will supply a copy of, or information on how to access, the prescribed application, this By-Law, the Policies and Rules of the Corporation, the Legislation and the Affiliation Agreement to each applicant who expresses in writing an intention to apply for appointment to the Medical Staff².

- (c) Each applicant for membership to the Medical Staff will submit on the prescribed forms a written application to the Chief Executive Officer together with such releases, consents, and undertakings that will enable the Corporation to fully investigate the qualifications of the Applicant.
- (d) Each applicant must provide the following:
 - (i) (A) confirmation by the applicant that the applicant has read the *Public Hospitals Act*, the Hospital's By-Law, mission, vision, values,

² The Hospital's application may refer the applicant to the Hospital's web site for some or all of the above information.

Policies and Rules and the relevant provisions of the Affiliation Agreement that were included in the application; and

- (B) an undertaking to complete the application in a candid, honest, thorough and accurate manner;
- (ii) an undertaking that, if the applicant is appointed to the Medical Staff of the Hospital, the applicant will provide the agreed upon services to the Hospital and will act in accordance with the Legislation, the Hospital's By-Law, mission, vision, values, Policies and Rules and where applicable, the Affiliation Agreement, as established or revised by the Hospital from time to time and in accordance with ethical standards of the profession as established from time to time;
- (iii) evidence of professional liability insurance coverage or membership in the Canadian Medical Protective Association, or equivalent, satisfactory to the Board, including a record of the applicant's past medical/legal claims history, where there was a finding against them or a settlement on their behalf;
- (iv) evidence of Maintenance of Certification;
- (v) a copy of the applicant's current registration or licence to practice in Ontario;
- (vi) an up-to-date résumé, including a record of the applicant's professional education, post-graduate training, and continuing education acceptable to the Credentials Committee and a chronology of academic and clinical career, organizational positions and committee memberships;
- (vii) maintain and comply with up-to-date inoculations, screenings, tests and other health and safety measures, policies and practices required by the Hospital to protect Medical Staff, employees and patients from known or

suspected transmittable infections and conditions (“Health and Safety Guidelines”);

- (viii) a current, as may be applicable, Certificate of Professional Conduct (Physicians), Letter of Standing (Dentists and Midwives) or Certificate of Competence as a Registered Nurse in the Extended Class from the College and a signed consent authorizing the College to provide a detailed report on:
 - (1) any action taken by any committee of the College or the Registrar;
 - (2) any report received pursuant to section 33³ of the *Public Hospitals Act* or sections 85.2⁴ or 85.5⁵ of the *Health Professions Procedural Code*, Schedule 2 to the *Regulated Health Professions Act*; and
 - (3) any other reports received from any hospital, health care facility or other college;
- (ix) A recital and description of pending, ongoing or completed:
 - (1) College:
 - a) proceedings before the Discipline Committee or Fitness to Practice Committee including any resolutions short of a hearing;
 - b) dispositions of a complaint, investigation or report by the Inquiries, Complaints and Reports Committee other than no further action or dismissal; and
 - c) investigations or inquiries, including a review by the Quality Assurance Committee (“QAC”) other than random

³ s.33 PHA: Where,

(a) the application of a physician for appointment or reappointment to a medical staff of a hospital is rejected by reason of his or her incompetence, negligence or misconduct;

(b) the privileges of a member of a medical staff of a hospital are restricted or cancelled by reason of his or her incompetence, negligence or misconduct; or

(c) a physician voluntarily or involuntarily resigns from a medical staff of a hospital during the course of an investigation into his or her competence, negligence or conduct,

the administrator of such hospital shall prepare and forward a detailed report to The College of Physicians and Surgeons of Ontario. R.S.O. 1990, c. P.40, s. 33.

⁴ s.85.2(1) Health Professions Procedural Code: A person who operates a facility where one or more members practise shall file a report in accordance with section 85.3 if the person has reasonable grounds to believe that a member who practices at the facility is incompetent, incapacitated, or has sexually abused a patient. 1993, c. 37, s. 23; 2007, c. 10, Sched. M, s. 61.

⁵ 85.5(1) Health Professions Procedural Code: A person who terminates the employment or revokes, suspends or imposes restrictions on the privileges of a member or who dissolves a partnership, a health profession corporation or association with a member for reasons of professional misconduct, incompetence or incapacity shall file with the Registrar within thirty days after the termination, revocation, suspension, imposition or dissolution a written report setting out the reasons. 1993, c. 37, s. 23; 2000, c. 42, Sched., s. 36.

peer reviews or age-triggered reviews and the status or outcome of such investigations or inquiries;

- d) assessments by the QAC where the applicant's knowledge, skill and/or judgment have been found to be unsatisfactory and have resulted in action by the QAC and the status or outcome of such investigations or inquiries,

at or by the College or any other regulatory/governing body in any jurisdiction and its equivalent committees, including any matters that are being appealed; and

(2) Hospital/Facility:

- a) proceedings for professional misconduct, incompetence or incapacity;
- b) investigations and performance reviews;
- c) voluntary or involuntary restriction or resignation of privileges during the course of an investigation into competence, negligence or conduct; and
- d) privileges proceedings regarding appointment, reappointment, change of privileges, or mid-term suspension or revocation of privileges;

by or with another hospital or health care facility, including any matters that are being appealed;

- (x) information regarding the applicant's failure to obtain any professional license or Certification, or privileges at any other hospital or health care facility including any reduction in classification or voluntary or involuntary resignation of privileges at any other hospitals or health care facilities;
- (xi) the name of the Program to which the application is being made;
- (xii) a list of the privileges which are being requested;

- (xiii) information regarding the applicant's health, including any current impairments, medical conditions, diseases or illnesses that the applicant objectively believes may impact on the applicant's ability to practice, or could reasonably be considered a concern to the Hospital's patients, Medical Staff members or employees, and current treatments therefore, as well as the date of the applicant's last examination, the name of the treating health professional and an authorization to the treating health professional to release relevant information to the Hospital. Any information provided by the applicant's treating physician to the Physician-in-Chief or Vice-President Medical Affairs will not become part of the applicant's credentialing file and will not be provided to the Credentials Committee unless:
 - (1) the Physician-in-Chief and Vice-President Medical Affairs reasonably believe that the information provided by the applicant's treating physician discloses a condition or situation that adversely impacts the applicant's ability to practise; and
 - (2) the applicant agrees to the release of the information to the Credentials Committee. In the event that the applicant refuses to authorize the Physician-in-Chief and Vice-President Medical Affairs to release the information to the Credentials Committee, the applicant will be deemed to have withdrawn the application for appointment;
- (xiv) information regarding criminal investigations, charges or convictions of an offence and a copy of a Canadian Police Information Centre ("CPIC") criminal record check, including a vulnerable sector search, conducted within the last six (6) months;
- (xv) information of any civil suit where there was a finding of professional negligence or battery, including any such suit settled by a payment on behalf of the applicant;
- (xvi) consent and a release to the Chief Executive Officer, Physician-in-Chief and Vice-President Medical Affairs and/or authorizing one of them to contact any professional licensing authorities, or any previous hospitals or health facilities or educational institutions or insurer where the applicant has provided services or received training for the purposes of conducting a reference check, such consent and release to authorize any medical licensing authority and/or administrator and/or person in a position of authority at any hospital, health facility or educational institution to provide any information relating to any of the above matters including any of the matters identified in clause 11.02(d)(ix) above;
- (xvii) a signed authorization to any applicable hospital, health care facility or regulatory body to the release of information relating to any of the above; and

- (xviii) such additional information relating to the provision of medical services or professional conduct or Disruptive Behaviour as, from time to time, the Medical Advisory Committee may recommend and/or the Board approves; and
- (xix) an undertaking, in writing, that:
 - (1) if appointed, the applicant will serve as required on various Hospital and Medical Staff committees or subcommittees to which he/she is appointed by the Board or the Medical Advisory Committee. Any such appointments will be in accordance with clause 12.01(b)(xiv)(1) of this By-Law; and
 - (2) if appointed, save as required by law, the applicant will abide by the Corporation's Policies as related to confidentiality of patient information and Corporation matters. No Medical Staff member will make statements on behalf of the Corporation to the news media or public without the express authority of the Chief Executive Officer or designate.
- (e) In addition to any other provisions of the By-Law, the Board may refuse to appoint any applicant to the Medical Staff on any ground, and in accordance with the *Public Hospitals Act*, including but not limited to the following:
 - (i) the application was incomplete;
 - (ii) the applicant is unable to provide care at a level that is consistent with the standard of care expected of Physicians at the Hospital;
 - (iii) the appointment is not consistent with the need for service, as determined by the Board from time to time;
 - (iv) the Clinical Human Resources Plan of the Corporation and/or Program does not demonstrate sufficient resources to accommodate the applicant;
 - (v) the appointment is not consistent with the strategic plan of the Corporation or, if applicable, the Academic plan of the Program;
 - (vi) the applicant was not considered the best qualified applicant for the position available; and/or
 - (vii) the applicant has not demonstrated an ability to fulfill all of the criteria for appointment as set out in section 11.03 below.
- (f) Each applicant shall, where requested, visit the Hospital for an interview with the Physician-in-Chief, Vice President Medical Affairs, Program Medical Director and, where appropriate, other members of the Medical Staff and the Chief

Executive Officer or his/her delegate.

- (g) Each application by a Clinical Fellow and Resident Staff member shall be subject to the credentialing requirements of the Hospital's Resident and Fellow Credentialing Policy.

11.03 Criteria for Appointment to the Medical Staff

Each applicant for appointment to the Medical Staff will meet the following qualifications:

- (a) The applicant shall have:
 - (i) a certificate of professional conduct from the College;
 - (ii) evidence of membership in the Canadian Medical Protective Association or other professional liability insurance coverage satisfactory to the Board;
- (b) Medical Staff members practising in a specialty recognized by the Royal College of Physicians and Surgeons of Canada must:
 - (i) hold certification by the Royal College
 - (1) by way of examination; or
 - (2) academic equivalency; or
 - (3) having successfully completed a non-Canadian, Royal College approved residency program, specialty examination and specialty certification; or
 - (ii) upon the advice of the Medical Advisory Committee and the recommendation of the Credentials Committee, hold a restricted Certificate of Registration from the CPSO issued under the CPSO's restricted Certificates of Registration policy and at all times comply with any terms, condition or preconditions attached to that College Certificate of Registration.
- (c) An applicant who is expected to participate in patient care will have demonstrated the ability to provide patient care at an appropriate level of quality and efficiency expected at the Hospital.
- (d) An applicant will be judged by:
 - (i) his/her demonstrated ability to work and co-operate with and relate to others in a collegial and professional manner;
 - (ii) his/her demonstrated ability to communicate and relate appropriately with

- patients and patients' relatives;
- (iii) his/her willingness to participate in the discharge of staff, committee and, if applicable, Academic responsibilities and obligations appropriate to membership category;
 - (iv) if applicable, his/her interest and aptitude towards clinical or Academic activities;
 - (v) a report on, among other things, the experience, competence and reputation of the applicant from the chief of staff, Program Medical Director or program medical director in the last hospital or health care facility in which the applicant trained or held an appointment;
 - (vi) demonstrated results in meeting relevant performance indicators;
 - (vii) whether he/she received adequate training and experience for the privileges requested;
 - (viii) his/her ethical performance and/or behaviour; and
 - (ix) if applicable, whether the applicant satisfactorily meets the College's requirements for continuing medical education.
- (e) An applicant is expected to participate in continuing medical education so as to meet the Certification requirements of his/her College. In the event that an applicant does not meet the requirements, the applicant will have to enter into an agreement with the Program Medical Director, which will specify his/her continuing medical education program for the privileged year.
- (f) The applicant must agree in writing to accept the mission statement and values of the Hospital and to abide by the Legislation, the Hospital's By-Law, Policies and Rules and Affiliation Agreement.
- (g) The applicant must indicate to the Credentials Committee adequate control of any significant physical or behavioural impairment that affects skill, attitude or judgement and that, pursuant to clause 11.02(d)(xiii) was disclosed to the Credentials Committee by the Physician-in-Chief and/or Vice-President Medical Affairs.
- (h) All appointments will be consistent with community need defined by the strategic plan and mission of the Hospital.

11.04 Procedure for Processing Applications for Medical Staff Appointments

- (a) The Chief Executive Officer, on receipt of a completed application on the prescribed forms, will refer the application to the Physician-in-Chief, who shall in consultation with Vice President Medical Affairs and the relevant Program Medical

Director, make a written recommendation to the Credentials Committee.

- (b) Each application will be maintained and managed by the Vice-President Medical Affairs on behalf of the Physician-in-Chief and the contents of the application will be treated with strict confidentiality and used only for the purposes of processing applications for Medical Staff appointments in accordance with this By-Law, including ensuring that only those persons entitled under this By-Law have access to the completed application.
- (c) The Credentials Committee will investigate each application together with the qualifications and experience of the applicant. The Credentials Committee will make a written report to the Medical Advisory Committee, having given consideration to the recommendation of the Physician-in-Chief, Vice President Medical Affairs and relevant Program Medical Director. The Credentials Committee will:
 - (i) review the application to ensure that it contains all the information required under section 11.02 of this By-Law;
 - (ii) take into consideration whether the criteria set out in section 11.03 of this By-Law have been complied with;
 - (iii) include a recommendation to appoint, not appoint or appoint the applicant subject to specified conditions, the applicant;
 - (iv) include the recommended privileges being granted; and
 - (v) where applicable, include a list of the intended clinical or Academic responsibilities to be carried out by the applicant in exchange for the appointment and privileges being granted. These responsibilities may change from time to time subject to the approval of the relevant Program Medical Director and the consent of the Applicant.
- (d)
 - (i) Subject to clause (ii) below and paragraph 11.04(f), the Medical Advisory Committee will receive and consider the application and report of the Credentials Committee and send its recommendation in writing to the Board within sixty (60) days of the date of receipt by the Chief Executive Officer of the completed application, as outlined in the *Public Hospitals Act*. The Medical Advisory Committee may make its recommendation to the Board later than sixty (60) days after the receipt of the completed application if, prior to the expiry of the sixty (60) day period, it indicates in writing to the Board and the applicant that a final recommendation cannot yet be made and includes written reasons for the delay.
 - (ii) The applicant may, in the application, waive the sixty (60) day response time contained in clause (i) above.

- (e) The Medical Advisory Committee shall give written notice to the applicant and the Board of its recommendation. In the event that the Medical Advisory committee does not recommend appointment, the applicant will be given written notice that the applicant is entitled to:
 - (i) written reasons for the recommendation, provided the request for such reasons is made within seven (7) days of the receipt by the applicant of the notice of the recommendation; and
 - (ii) a hearing before the Board, provided the request for such a hearing is received by the Board and the Medical Advisory Committee within seven (7) days of the receipt by the applicant of the written reasons. The procedures to be followed at such a hearing are outlined in section 17.04 of this By-Law.
- (f) Where the Medical Advisory Committee has concerns or concerns are raised about whether to recommend an appointment, reappointment or requested privileges, the Medical Advisory Committee may provide the applicant with written notice that the applicant is entitled to attend a special meeting of the Medical Advisory Committee to make a presentation to the Medical Advisory Committee. The procedures to be followed at such a special meeting are outlined in section 17.03 of this By-Law.
- (g) Where the Medical Staff member does not require a hearing by the Board, the Board may implement the recommendation of the Medical Advisory Committee. However, where the Medical Advisory Committee makes a recommendation with respect to an appointment, reappointment or granting of requested privileges and:
 - (i) the applicant has not made any written or oral submissions to the Board, and concerns are raised that the Board believes the applicant should have an opportunity to address, the Board may give the Medical Staff member notice that he/she is entitled to a Board hearing and shall follow the process set out in section 17.04 of this By-Law with the necessary changes to points of detail; or
 - (ii) information that has not been considered by the Medical Advisory Committee has come to the attention of the Board that the Board believes should be considered by the Medical Advisory Committee prior to the Board acting on the Medical Advisory Committee's recommendation, the Board may refer the new information back to the Medical Advisory Committee for consideration, with the Medical Advisory Committee to provide a reconsidered recommendation to the Board with respect to appointment, reappointment or granting of requested privileges, as the case may be. The Medical Staff member shall be given notice of the reconsidered recommendation as outlined in this section and entitled to a hearing and the process set out in section 17.03 of this By-Law.

11.05 Re-appointment to the Medical Staff

- (a)
 - (i) Paragraphs 11.02(a) and 11.02(b) shall apply to applications for re-appointment with necessary changes to points of detail.
 - (ii) The Chief Executive Officer shall provide or make available to the applicant any updates or amendments to the documentation listed in paragraph 11.02(b) implemented since the date of the applicant's most recent application⁶.
 - (iii) The application for re-appointment must be received by the Chief Executive Officer on or before July 31st.
- (b) Each applicant for re-appointment to the Professional Staff shall provide the following:
 - (i) evidence of the items requested in clauses 11.02(d)(iii), (iv) and (vii);
 - (ii) a restatement, confirmation or declaration of the items requested in clauses 11.02(d)(i), (ii), (xi), (xii) and (xix);
 - (iii) either:
 - (1) a declaration that all information relating to clauses 12.02(d)(ix), (x), (xiii), (xiv), (xv) and (xvi) on file at the Hospital from the applicant's most recent application is up-to-date, accurate and unamended as of the date of the current application; or
 - (2) a description of all material changes to the information requested in clauses 11.05(b)(iii)(1) above;
 - (iv) a current, as the case may be, Certificate of Professional Conduct (Physicians), Letter of Standing of Registration (Dentists and Midwives) or Certificate of Competence as a Registered Nurse in the Extended Class from the College and a signed consent authorizing the College to provide:

⁶ The Hospital's application may refer the applicant to the Hospital's website for some or all of the above information.

- (1) any action taken by any committee of the College or the Registrar;
 - (2) any report received pursuant to section 33 of the *Public Hospitals Act* or sections 85.2 or 85.5 of the *Health Professions Procedural Code*, Schedule 2 to the *Regulated Health Professions Act*; and
 - (3) any other reports received from another hospital or health care facility;
- (v) a report from the Program Medical Director reviewing the applicant's performance for the past year, which report shall contain, if available and applicable, information and evidence relating to the applicant's:
- (1) satisfaction of the College's requirements for continuing medical education using guidelines issued by the College, or an educational program pre-approved by the Program Medical Director as being equivalent;
 - (2) ability to communicate with patients and staff, together with information regarding patient or staff complaints regarding the applicant, if any;
 - (3) the applicant's ability to work and co-operate with and relate to others in a collegial and professional manner and specifically, their demonstrated ability to conduct themselves in accordance with the Hospital's Code of Conduct and related policies;
 - (4) satisfactory discharge of "on-call" responsibilities, if any;
 - (5) discharge of clinical or Academic responsibilities;
 - (6) staff and committee responsibilities;
 - (7) standard of care;
 - (8) if applicable, Academic performance;
 - (9) ability to supervise staff;
 - (10) monitoring of patients, together with evidence of appropriate and completed records of personal health information;
 - (11) resource utilization that demonstrates appropriate use of Hospital's resources;

- (12) general compliance with the Legislation, the Hospital's By-Law, mission, vision, values, Policies and Rules and Affiliation Agreement; and
 - (13) such other information that the Medical Advisory Committee may require, from time to time.
 - (vi) The report for the Program Medical Directors will be completed by the Vice President Medical Affairs and the Physician-in-Chief.
 - (c) The Program Medical Director or delegate shall, at least every third year, conduct a comprehensive performance evaluation of the applicant that will include input from other members of the Corporation.
 - (d) Any application for re-appointment in which:
 - (i) the applicant requests a change to his/her Medical Staff category and/or privileges and/or responsibilities; and
 - (ii) the Program Medical Director believes that such a change is likely to:
 - (1) increase demand on Hospital resources from the previous year; or
 - (2) decrease the services that the Hospital is able to provide to its patients;
- shall be reviewed by the Credentials Committee, which shall make a recommendation to the Medical Advisory Committee, on the impact, if any, of the requested change.
- (e)
 - (i) The applicant shall forward to the Chief Executive Officer a copy of the application. The Chief Executive Officer shall refer the application to the Program Medical Director. Thereafter the procedure followed shall be the same procedure as set out in section 11.04 of this By-Law, with necessary changes to points of detail.
 - (ii) Where the applicant holds a University appointment, the Program Medical Director will review the clinical or Academic responsibilities and performance of the applicant, and the Program Medical Director, in consultation with the Applicant, will make a recommendation on the appropriate division of the applicant's clinical and Academic responsibilities to the Medical Advisory Committee, through the Credentials Committee.

- (f) If, in the view of the Program Medical Director, the applicant does not meet the previously agreed upon clinical or Academic responsibilities, the Program Medical Director may review the applicant's continuing Medical Staff Appointment, and at the Program Medical Director's discretion, may make an appropriate recommendation to the Credentials Committee and Medical Advisory Committee.
- (g) The Board may, in accordance with the *Public Hospitals Act* and the Hospital's By-Law, Policies and Rules,
 - (i) refuse to reappoint any applicant to the Medical Staff; or
 - (ii) reduce, change or alter the applicant's privileges; or
 - (iii) attach specific conditions to the Medical Staff members privileges;on any ground, and in accordance with the *Public Hospitals Act*, including, but not limited to, the following:
 - (1) the Corporation, based on its Clinical Human Resources Plan, Impact Analysis and strategic plan have decided that the Hospital does not have sufficient resources; or
 - (2) the Program, based on its Impact Analysis and strategic plan have decided to reallocate resources to optimize patient access and/or care; or
 - (3) the Program Medical Director's recommendation contained in his/her report, which reviews the applicant's performance for the previous year (clause 11.05(b)(v)) or
 - (4) where applicable, the Medical Staff member's academic status has been lost or reduced; or
 - (5) the Hospital ceases to provide a service pursuant to section 44 of the Act and the Board considers it necessary or advisable.
- (h) Each application for reappointment by a Clinical Fellow and Resident Staff member shall be subject to the credentialing requirements of the Hospital's Resident and Fellow Credentialing Policy.

ARTICLE 12. MEDICAL STAFF DUTIES AND RESPONSIBILITIES

12.01 Collective Duties and Responsibilities

- (a) Collectively, the Medical Staff practising within the Hospital have responsibility and accountability to the Board for:
 - (i) ensuring that care at the Hospital is appropriately directed to meeting

Patients' needs and is consistent with sound health care resource utilization practices;

- (ii) participating in quality, risk, complaint and error management, and patient and workplace safety initiatives by conducting all necessary and appropriate activities for assessing and improving the effectiveness and efficiency of care provided in the Hospital;
 - (iii) ensuring that ethical practice standards compatible with those of contemporary mental health centres are observed;
 - (iv) providing and maintaining the development of continuing medical education and continuing interdisciplinary health professional education;
 - (v) promoting evidence-based decision making;
 - (vi) assisting to fulfil the mission of the Corporation through contributing to the strategic planning, community needs assessment, resource utilization management and quality management activities; and,
 - (vii) contributing to the development and ensuring compliance with the By- Law, and Policies and Rules of the Corporation.
- (b) Each member of the Medical Staff has an individual responsibility to the Corporation and the Board to:
- (i) ensure a high professional standard of care is provided to patients under his/her care;
 - (ii) ensure that ethical practice standards compatible with those of contemporary mental health centres are observed;
 - (iii) practice medicine in a manner that is consistent with health resource utilization practices within the program;
 - (iv) practise medicine within the limits of the Privileges provided;
 - (v) maintain involvement, as a recipient, in continuing medical and interdisciplinary professional education;
 - (vi) be accountable to and recognize the authority of the Program Medical Directors, Vice President Medical Affairs, the Physician-in-Chief, the Medical Advisory Committee and the Board;
 - (vii) general compliance with the Legislation, the Hospital's By-Law, mission, vision, values, Policies and Rules and Affiliation Agreement;
 - (viii) participate in quality, risk, compliant and error management, and patient

and workplace safety initiatives, as appropriate;

- (ix) prepare and complete records of personal health information in accordance with the Hospital's policies as may be established from time to time, applicable legislation and accepted industry standards;
- (x) work and co-operate with others in a manner consistent with the Hospital's mission, vision and values;
- (xi) notify the Board in writing through the Chief Executive Officer of any additional professional degrees or qualifications obtained by the member or of any change in the licence to practice medicine made by the College or change in professional liability insurance;
- (xii) obtain consultations on patients, where appropriate;
- (xiii) when requested by a fellow Medical Staff member, provide consultations when appropriate;
- (xiv) subject to clause (1) below, serve as required on various Hospital and Medical Staff committees or subcommittees to which the Medical Staff member is appointed by the Board or the Medical Advisory Committee;
 - (1) it is understood that "required" with respect to appointments to Hospital and Medical Staff committees or subcommittees means that such appointments will be made on the basis of what is reasonable, appropriate and equitable, taking into account the Medical Staff member's current service on Hospital and Medical Staff committees or subcommittees and their interest and expertise while balancing these factors with the recognition that these committees and subcommittees are integral to the Hospital's functioning
- (xv) contribute to Academic activities within the parameters of a mutual agreement as determined within the Program in which the Medical Staff member is appointed;
- (xvi) as soon as possible provide a recital and description to the Credentials Committee of:
 - (1) any action in respect of his/her licence taken by a Committee of the College; and/or
 - (2) if his/her privileges have been restricted or cancelled, voluntarily or involuntary, by another hospital or health care facility; and/or
 - (3) any changes during the credentialing year to the information provided by the Medical Staff member to the Corporation in

his/her most recent application for appointment or reappointment including, without limitation, any changes to the information set out in paragraphs 11.02(d)(viii) and (xv).

- (xvii) (1) file a prescribed report with the appropriate College regulated under the *Regulated Health Professions Act* (Ontario) if :
 - (A) the Medical Staff member has reasonable grounds, obtained in the course of practicing, to believe that another member of the same or different College has sexually abused a patient;
 - (B) the Medical Staff member has been found guilty of an offence or if there has been a finding of professional negligence or malpractice against the Medical Staff member; or
- (2) file a report with the Chief Executive Officer of the Corporation if the Medical Staff member has reasonable grounds to believe that another member of the same or different College is incompetent or incapacitated;
- (xviii) comply with any specific conditions attached to the exercise of the member's privileges;
- (xix) provide at any time, when requested by the Physician-in-Chief, Vice-President Medical Affairs or Program Medical Director, Physician-in-Chief or designate, a direction to the College to share the results of any ongoing investigation or concluded investigation, where there was an adverse finding, with the Credentials Committee through the Program Medical Director;
- (xx) notify the Board, in writing through the Chief Executive Officer of any change in status with the University; and
- (xxi) in undertaking clinical research or clinical investigation, abide by the policies of the Research Ethics Committee.

12.02 Monitoring Aberrant Practices

Where any of the Medical Staff or Hospital staff believes that a member of the Medical Staff is attempting or has attempted to exceed his/her Privileges or is otherwise temporarily incapable of providing a service that (s)he is about to undertake, that belief shall be communicated immediately to the appropriate Program Medical Director, Vice President Medical Affairs and/or the Physician-in-Chief.

12.03 Viewing Operations or Procedures

The following individuals have the authority to view any operation or procedure, any patient file and attend any meeting with patients or staff, without the permission of the Medical Staff member performing said operation or procedure:

- (a) the Physician-in-Chief, or delegate; or
- (b) the Vice President Medical Affairs; or
- (c) the Program Medical Director, or delegate.

12.04 Transfer of Responsibility

- (a) A Medical Staff member who has assumed responsibility for a patient's care shall remain responsible for that patient until the patient's discharge from hospital or until the care of the patient is transferred to another Medical Staff member.
- (b) Subject to paragraph (c) below, the transfer of care from one Medical Staff member to another must be done as an order and clearly indicated on the order sheet of the patient's hospital chart. The Medical Staff member must confirm in the chart that:
 - (i) he has directly spoken to the Medical Staff member to whom he/she is transferring the patient care (the "Accepting Medical Staff Member");
 - (ii) the Accepting Medical Staff Member has directly confirmed to the Medical Staff member that the Accepting Medical Staff Member has accepted the transfer; and
 - (iii) the Medical Staff member has communicated the patient's vital information to the Accepting Medical Staff Member.
- (c) Where a Program adopts a policy of temporarily transferring responsibility for in-patients of the Program to another member of the Program at regular intervals, such policy shall be in writing and any such transfers shall be communicated in writing to all appropriate staff. Under such circumstances, a transfer order on the patient's chart is not required.
- (d) Where the Physician-in-Chief, Vice President Medical Affairs or the Program Medical Director has cause to take over the care of a patient, the Chief Executive Officer, the attending Physician, the Administrative Director and the patient, shall be notified as soon as possible or, in the case where the patient is mentally incompetent, the patient's substitute decision maker shall be notified as soon as possible.

12.05 Leave of Absence

- (a) Subject to paragraph (c) below, when a member of the Medical Staff temporarily

ceases to practice in the community for a period of six (6) months or less, application for a leave of absence may be made for medical or other reasons. Such application, stating the effective dates and reasons, shall be made to the Chief Executive Officer who in turn shall forward the application to the Medical Advisory Committee for consideration at its next regular meeting. The Medical Advisory Committee shall make its recommendation to the Board. The Board may grant or refuse the request for a leave of absence after considering the recommendations of the Medical Advisory Committee.

- (b) If such leave of absence is granted, the Medical Staff member may make application for reappointment upon his/her return in accordance with the By-Law and, in such event, the Board may waive the usual requirement that the applicant apply to the Associate Medical Staff, after considering the recommendations of the Medical Advisory Committee.
- (c) Notwithstanding other provisions contained in the By-Law, in the event:
 - (i) of maternal or paternal leave, the leave of absence may be for a period of up to twelve (12) months provided three (3) months written notice is given;
 - (ii) of a medical leave, the leave of absence may be for a period of up to twelve (12) months; or
 - (iii) that the temporary absence is for six (6) months or less and the Program Medical Director and Administrative Director confirm in writing to the Vice President Medical Affairs that the absence will not negatively impact the Program's ability to meet its on-call responsibilities, the Vice President Medical Affairs may grant the leave of absence.

ARTICLE 13. PHYSICIAN-IN-CHIEF

13.01 Physician-in-Chief

- (a) The Board shall appoint a member of the active Medical Staff, unless it determines otherwise, to be Physician-in-Chief after giving consideration to the recommendations of a selection committee appointed by the Board.
- (b) Subject to annual reappointment by the Board, the Physician-in-Chief will be eligible to serve one five (5) year term which may be renewed for a second term of five (5) years. In reappointing the Physician-in-Chief to a second five (5) year term, the Board shall give consideration to the performance evaluation of such person, including an external review.
- (c) The Board at any time may revoke or suspend the appointment of the Physician-in-Chief.
- (d) The membership of a selection committee shall include:

- (i) a Director, who shall be chair;
 - (ii) two (2) members of the Medical Advisory Committee, one (1) of whom shall be an officer of the Medical Staff Association;
 - (iii) the Chief Executive Officer or his/her delegate;
 - (iv) the Chief Nursing Executive; and
 - (v) such other members as the Board deems advisable, including without limitation, the chair of the department of psychiatry at the University of Toronto.
- (e) The selection committee shall invite applications from qualified persons.

13.02 Duties of the Physician-in-Chief

The Physician-in-Chief shall:

- (a) be accountable to the Board;
- (b) be an ex-officio non-voting Director of the Board;
- (c) chair the Medical Advisory Committee and perform the duties of the chair of the Medical Advisory Committee in accordance with the *Public Hospitals Act*;
- (d) be responsible for coordinating the oversight by the Medical Advisory Committee of the clinical care provided by the Professional Staff in the Hospital;
- (e) be responsible for concerns that arise about the quality of clinical diagnosis, care and treatment or behaviours or utilization practice of the Professional Staff members of the Hospital; and
- (f) perform such other duties as may be set out in the Board approved Position Profile, as may be amended from time to time, and as may be further agreed to in the chair of the Medical Advisory Committee's written services agreement.

ARTICLE 14. MEDICAL STAFF CATEGORIES

14.01 Categories

The Medical Staff shall consist of the following groups:

- (a) Active;
- (b) Associate;
- (c) Consulting;

- (d) Courtesy.
- (e) Honourary;
- (f) Physicians-in-Training; and
- (g) Temporary.

14.02 Active Medical Staff

- (a) The active Medical Staff shall consist of those Physicians, Dentists and Extended Class Nurses who have been appointed to the active Medical Staff by the Board.
- (b) Every Physician, Dentist and Extended Class Nurse applying for appointment to the active Medical Staff shall be assigned to the associate Medical Staff for a probationary period unless specifically exempted by the Board.
- (c)
 - (i) All Physicians with active Privileges are responsible for assuring that the appropriate medical diagnosis, care, and treatment is provided to their Patients in the Hospital.
 - (ii) All Dentists and Extended Class Nurses with active Privileges are responsible for assuring that the appropriate dental or extended class nursing care, as the case may be, is provided to their Patients in the Hospital.
- (d) Each Physician and Dentist with active Privileges shall have admitting Privileges unless otherwise specified in his/her appointment to the Medical Staff.
- (e) The Physicians on the active Medical Staff shall be eligible to vote at Medical Staff Association meetings, to hold office, and to sit on any committee of the Medical Staff Association.
- (f) The Dentists on the active Medical Staff shall be eligible to: vote at Medical Staff Association meetings and sit on any committee of the Medical Staff Association, save and except that a Dentist may not be a voting member of the Medical Advisory Committee; and is not eligible to hold an office on the Medical Staff Association.
- (g) Each member of the active Medical Staff:
 - (i) shall participate in on-call duty roster, unless otherwise exempted by the Program Medical Director and/or Vice President Medical Affairs in accordance with the on-call policy developed by the Program Medical Director which has been approved by the Vice President Medical Affairs and the Medical Advisory Committee;

- (ii) shall undertake such duties in respect of those Patients classed as emergency cases as may be specified by the Vice President Medical Affairs or delegate to which the Medical Staff member has been assigned;
- (iii) shall undertake such clinical, Academic, and administrative duties and responsibilities as agreed to in his/her application;
- (iv) shall attend Patients and undertake treatment and procedures only in accordance with the kind and degree of Privileges granted by the Board;
- (v) shall act as a supervisor of a member of the Medical Staff or Healthcare Practitioner, when requested by the Physician-in-Chief, Vice President Medical Affairs or Program Medical Director or delegate;
- (vi) shall make himself/herself available for committee membership as set out in the Policies and Rules;
- (vii) shall be a member in the Program most appropriate to his/her field of professional practice; and
- (viii) may apply and be granted membership in other Programs relevant to his/her professional practice.

14.03 Associate Medical Staff

- (a) The associate Medical Staff group shall consist of Physicians, Dentists and Extended Class Nurses appointed to the Medical Staff for a probationary period.
- (b) Each Physician and Dentist with associate Privileges shall have admitting Privileges unless otherwise specified in his/her appointment.
- (c) An associate Medical Staff member shall:
 - (i) attend Patients, and undertake treatment and procedures under supervision in accordance with the kind and degree of Privileges granted by the Board on the recommendation of the Medical Advisory Committee;
 - (ii) undertake such duties in respect of those Patients classed as emergency cases as may be specified by the Vice President Medical Affairs Program Medical Director or delegate to which the Medical Staff member has been assigned;
 - (iii) participate in on-call duty roster, unless otherwise exempted by the Program Medical Director and/or Vice President Medical Affairs in accordance with the on-call policy developed by the Program Medical Director which has been approved by the Vice President Medical Affairs and the Medical Advisory Committee; and

- (iv) undertake such clinical, Academic, and administrative duties and responsibilities as agreed to in his/her application.
- (d) An associate Medical Staff member shall be subject to a probationary period of one (1) year to provide the Hospital with an opportunity to conduct a more thorough evaluation of the member's qualifications, skill, expertise and collegiality in order to determine whether the applicant should be re-appointed as an Active Medical Staff member with an expectation, subject to the Legislation and the By-Law, of continued yearly appointments at the Hospital.
- (e) A supervisor shall carry out supervisory duties in accordance with the Policies and Rules of the Hospital.
- (f) After six (6) months, the appointment of a Physician to the Associate Medical Staff will be reviewed by the Credentials Committee. The review will include assessment of the Physician's clinical performance and the applicable information and evidence set out in clause 11.05(b)(v). The report developed from the review will be reviewed and discussed with the Physician.
- (g) Subject to paragraph (h) below, after one (1) year, the appointment of a Physician to the Active Medical Staff will be reviewed by the Credentials Committee, which will report to the Medical Advisory Committee. The review will include assessment of the Physician's clinical performance and the applicable information and evidence set out in paragraph 11.05(b). The Medical Advisory Committee, after considering the report of the Credentials Committee, will recommend to the Board for its consideration and determination either a change in category (to Active Medical Staff), continuation in the Associate Medical Staff category for a further period of time (not to exceed an additional six (6) months for an aggregate total of eighteen (18) months), or denial of re-appointment.
- (h) In the event that the applicant's promotion from Medical Staff is under review, the applicant's Associate Medical Staff period shall be extended not to exceed an additional six (6) months for an aggregate total of eighteen (18) months until such time as a final determination is made.
- (i) It would ordinarily be expected that the process of application for Active Medical Staff status would begin ninety (90) days prior to the conclusion of the first (1st) year as an Associate Medical Staff member. Failure to apply for and be recommended to the Active Medical Staff at the conclusion of one (1) year as an Associate Medical Staff member is grounds for termination of staff status.
- (j) The Medical Advisory Committee may recommend to the Board:
 - (i) that the Medical Staff member be appointed to the active Medical Staff;
 - (ii) that the person be subject to a further probationary period not longer than six (6) months; or

- (iii) at any time, upon receipt of a report containing unfavourable findings about the associate Medical Staff member, that the appointment of that associate Medical Staff member be revoked or terminated.
- (k) The Program Medical Director, upon the request of an associate Medical Staff member or a supervisor, may assign the associate Medical Staff member to a different supervisor for a further probationary period.
- (l) No member of the Medical Staff shall be appointed to the associate Medical Staff for more than eighteen (18) consecutive months unless specifically permitted to do so by the Board.
- (m) A member of the associate Medical Staff shall not vote at Medical Staff Association meetings, nor be elected a Medical Staff Officer, but may be appointed to a committee of the Medical Advisory Committee.

14.04 Consulting Medical Staff

- (a) Consulting Medical Staff may:
 - (i) perform consulting services at the request of a member of the active Medical Staff;
 - (ii) see Patients at the request of the attending Physician or Vice President Medical Affairs;
 - (iii) examine and recommend treatment and management in writing; and
 - (iv) provide ongoing clinical care at the request of the referring Physician or Vice President Medical Affairs.
- (b) Consulting Medical Staff shall:
 - (i) practice in accordance with the By-Law and Policies and Rules;
 - (ii) co-operate with and assist the active Staff and the associate Staff in the care and management of Patients;
 - (iii) adhere to the policies of the Hospital, from time to time in effect, in a manner that is satisfactory to the Medical Advisory Committee; and
 - (iv) not be required to attend Medical Staff Association meetings and will not have the right to vote, hold office or be appointed to a committee of the Medical Advisory Committee.

14.05 Courtesy Medical Staff

- (a) Subject to paragraph (c) below, the Board may grant a Physician, Dentist or

Extended Class Nurse an appointment to the courtesy Medical Staff in one or more of the following circumstances:

- (i) the applicant has an active Medical Staff commitment at another hospital;
 - (ii) the applicant lives at such a remote distance from the Hospital that it limits full participation in active Medical Staff duties, but (s)he wishes to maintain an affiliation with the Hospital;
 - (iii) the applicant wishes to participate in the night/weekend on-call duty roster;
 - (iv) the applicant has a primary commitment to, or contractual relationship with, another community or organization;
 - (v) the applicant requests access to limited Hospital resources or out-Patient Programs or facilities; or
 - (vi) where the Board deems it otherwise advisable.
- (b) Subject to paragraph (c) below, the Board may grant a Physician, Dentist or Extended Class Nurse an appointment to the courtesy Medical Staff with appropriate Privileges as the Board deems advisable.
- (c) The Board shall ensure that the appointment of members to the courtesy Medical Staff does not result in inequitable access to the Hospital's resources or prejudice the Hospital's ability to recruit active Medical Staff members.
- (d) The circumstances leading to an appointment under this section shall be specified by the applicant on each application for reappointment.
- (e) Each member on the courtesy Medical Staff may attend Program meetings but, unless the Board so requires, shall not be subject to the attendance requirements and penalties as provided by this By-Law and the Policies and Rules.
- (f) Members of the courtesy Medical Staff shall not have the right to vote at Medical Staff Association or Program meetings.
- (g) Members of the courtesy Medical Staff shall not hold office and shall not be eligible for appointment to a committee of the Medical Advisory Committee.

14.06 Honourary Medical Staff

- (a) A member of the Medical Staff may be honoured by the Board with a position on the honourary Medical Staff because (s)he:
- (i) is a former member of the Medical Staff who has retired from active practice; or

- (ii) has an outstanding reputation or made an extraordinary contribution, although not necessarily a resident in the community.
- (b) Each member of the honorary Medical Staff shall be appointed by the Board on the recommendation of the Medical Advisory Committee.
- (c) Members of the honorary Medical Staff shall not:
 - (i) have regularly assigned duties or responsibilities;
 - (ii) be eligible to vote at Medical Staff Association meetings, to hold office or to be appointed to a committee of the Medical Advisory Committee;
 - (iii) be bound by the attendance requirements for Medical Staff Association meetings; or
 - (iv) admit, treat, perform diagnostic procedures or discharge Patients.

14.07 Temporary Medical Staff

- (a) An appointment to the temporary staff may be made only for one of the following reasons:
 - (i) to meet a specific singular requirement, as defined by a Program Medical Director or chair of the Medical Advisory Committee, by providing a consultation and/or operative procedure;
 - (ii) to meet an urgent and/or unexpected need for a medical or dental Program; or
 - (iii) to provide a series of consultations.
- (b) Notwithstanding any other provision in this By-Law, the Physician-in-Chief, on the advice of the Program Medical Director or his/her delegate or the chair of the Medical Advisory Committee, may:
 - (i) grant an appointment to the temporary staff of a Physician or Dentist who is not a member of the Medical Staff, provided that such appointment shall not extend beyond the date of the next meeting of the Medical Advisory Committee, at which time the temporary appointment shall be reported; and
 - (ii) continue the appointment, on the recommendation of the Medical Advisory Committee, until the application of the person to the temporary staff has been processed in accordance with this By-Law.
- (c) A Physician or Dentist who is appointed to the temporary staff shall have privileges to admit patients, as may be granted by the Board, upon the recommendation of the Medical Advisory Committee.

14.08 Succession Planning

The Board shall establish a succession plan for members of its Medical Staff. In developing the succession plan, the Board shall take into consideration the Corporation's vision, mission and values.

ARTICLE 15. MEDICAL STAFF PROGRAMS

15.01 Programs

- (a) The Board, upon the recommendation of the Chief Executive Officer, may at any time, establish new Programs or disband existing Programs. The Chief Executive Officer shall consult with the Physician-in-Chief and Medical Advisory Committee before finalizing any recommendation to establish a new Program or disband an existing Program.
- (b) For the purposes of section 34 of the *Public Hospitals Act* and clauses 4(1)(b)(ii) of the Hospital Management Regulation, the Programs at the Hospital are deemed to be Departments.
- (c) Any Program shall function in accordance with this By-Law, the applicable Program policy, and the Policies and Rules.
- (d) Each Program shall develop medical directives where appropriate and develop a list of mandatory consultations.
- (e) The Medical Staff members, Healthcare Practitioners and Patients affiliated with a Program shall come under the jurisdiction of the Program.

15.02 Membership

- (a) Each member of the Medical Staff will have a primary affiliation with the Program in which the member does the majority of his/her work.
- (b) Each member of the Medical Staff will have a secondary affiliation with each of the Programs where they perform Patient services.
- (c) Regardless of primary and/or secondary affiliation, every member of the Medical Staff has a responsibility to ensure that appropriate care is provided to their Patients anywhere within the Hospital and will provide clinical service to any Program in the Hospital as part of the on-call system or upon direction of the Vice President Medical Affairs or Physician-in-Chief.

15.03 Appointment of Program Medical Directors

- (a) The Vice President Medical Affairs, in collaboration with the Physician-in-Chief,

shall appoint a Physician as Program Medical Director, after giving consideration to the recommendations of the selection committee, which shall seek the input of the appropriate Administrative Director.

- (b) The selection committee shall consist of:
 - (i) the Vice President Medical Affairs, who shall be chair;
 - (ii) the Physician-in-Chief;
 - (iii) the Chief Executive Officer or delegate;
 - (iv) a member of the Medical Advisory Committee
 - (v) a member of the Medical Staff in the Program; and
 - (vi) the Chief Nursing Executive.
- (c) The Selection Committee shall invite applications from qualified persons.
- (d) The appointment of a Program Medical Director shall be for a term of five (5) years, which may be renewed for subsequent terms of five (5) years, but the Program Medical Director shall hold office until a successor is appointed.
- (e) The Board and/or the Vice President Medical Affairs, in consultation with the Physician-in-Chief may at any time revoke or suspend the appointment of a Program Medical Director.
- (f) The appointment of a member of the active staff, as Program Medical Director, shall not be considered as part of that individual's annual appointment and granting of Privileges by the Board.

15.04 Duties of Program Medical Director

The Program Medical Director shall:

- (a) be a member of the Medical Advisory Committee and advise the Medical Advisory Committee with respect to the quality of medical diagnosis, care and treatment provided to Patients of the Program in accordance with the *Public Hospitals Act*;
- (b) advise the Chief Executive Officer, Medical Advisory Committee Chair, and Physician-in-Chief wherever a Medical Staff member is alleged to have engaged in, made or exhibited acts, statements, behaviours or professional conduct, either within or outside of the health care facilities, and the same:
 - (i) exposes, or is reasonably likely to expose patients, employees or other persons in the Corporation to harm or injury; or

- (ii) is, or is reasonably likely to be, detrimental to patient safety or to the delivery of quality patient care within the Corporation; or
- (iii) is, or is reasonably likely to constitute Disruptive Behaviour; or
- (iv) results in the imposition of sanctions by the College; or
- (v) is contrary to the By-Law, Policies and Rules, the *Public Hospitals Act*, or any other relevant law of Canada or Ontario;
- (c) be responsible for concerns that arise about the quality of clinical diagnosis, care and treatment or behaviours of the Medical Staff members in the Program;
- (d) at least annually review and make written recommendations regarding the performance evaluations of the Medical Staff members of the Program and concerning reappointments. These recommendations shall be forwarded to the Medical Advisory Committee. The performance evaluations shall be based on objective criteria and shall be set out in standardized forms which shall be jointly developed by the appropriate Program Medical Director and Vice President Medical Affairs and shall be approved by the Medical Advisory Committee; and
- (e) perform such other duties as may be set out in the Board approved Position Profile, as may be amended from time to time, and as may be further agreed to in the Medical Director's written services agreement.

ARTICLE 16. MEDICAL ADVISORY COMMITTEE AND SUBCOMMITTEE

16.01 Medical Advisory Committee

- (a) The Medical Advisory Committee shall consist of:
 - (i) the President of the Medical Staff Association;
 - (ii) the Vice-President of the Medical Staff Association;
 - (iii) the Secretary of the Medical Staff Association;
 - (iv) the Treasurer of the Medical Staff Association;
 - (v) the Physician-in-Chief;
 - (vi) the Vice President Medical Affairs;
 - (vii) the Program Medical Directors; and
 - (viii) any other Physician(s) as deemed necessary from time to time by the Board.

- (b) In addition, the Medical Advisory Committee shall consist of the following ex-officio members who shall be non-voting members:
 - (i) the Chief Executive Officer or his/her delegate;
 - (ii) the Chief Nursing Executive;
 - (iii) the chair of the Professional Practice Committee, unless the chair is also the Physician-in-Chief, in which case a member of the intra Professional Practice Committee shall be elected by the Professional Practice Committee to serve;
 - (iv) the Director of Risk Management;
 - (v) an Ethicist;
 - (vi) a member of the Dental Staff;
 - (vii) representative from Health Information Management; and
 - (viii) the Director of Medical Education and Research;
- (c) The chairs of all Medical Advisory Committee subcommittees shall be available to report to the Medical Advisory Committee if and when required by the Medical Advisory Committee.
- (d) The ex-officio non-voting members shall not be entitled to attend or participate in the portion of a meeting of the Medical Advisory Committee, where the portion of the meeting relates to the formulation of the recommendation(s) to the Medical Staff member and/or the Board relating to:
 - (i) the suspension or revocation of a Medical Staff member; or
 - (ii) the restriction of a Medical Staff member's privileges; or
 - (iii) the denial of privileges that have been requested by a Medical Staff member.
- (e) Where the Medical Advisory Committee is composed of an even number of members, in the case of a deadlock on any vote, the chair shall have a casting vote.
- (f) A quorum at any meeting of the Medical Advisory Committee shall be a majority of the voting members of the Medical Advisory Committee.
- (g) The Medical Advisory Committee shall:
 - (i) meet at the call of the chair at least nine times per year and keep minutes

of its meetings;

- (ii) report in writing and make recommendations to the Board concerning:
 - (1) every application for appointment or re-appointment to the Medical Staff;
 - (2) the Privileges to be granted to each member of the Medical Staff;
 - (3) By-Law respecting the Medical Staff;
 - (4) the dismissal, suspension or restriction of Privileges of any member of the Medical Staff in accordance with policy adopted by the Board that ensures that the principles of natural justice are followed;
 - (5) the quality of care provided in the Hospital by the Medical Staff;
 - (6) the clinical and general rules respecting the Medical Staff, as may be necessary in the circumstances;
- (iii) forward to the Board, through the Special Credentialing Disclosure Subcommittee of the Board, any applications for appointment or reappointment to the Medical Staff where one or more risk factors have been identified as outlined in the policy “Risk Factors for Consideration by Special Credentialing Disclosure Subcommittee of the Board”;
- (iv) despite clauses 16.01(g)(ii)(1), (2), (4) and (5), the duties of the Medical Advisory Committee described in those clauses that relate to the Extended Class Nursing Staff of the Hospital shall only be performed with respect to those members of the Extended Class Nursing Staff who are not employees of the Hospital and to whom the Board has granted privileges to diagnose, prescribe for or treat patients in the Hospital;
- (v) supervise the clinical practice, utilization and behaviours of the members of the Medical, Dentistry and Extended Class Nursing Staff referred to in clause (iv) above in the Hospital.
- (vi) report to the Medical Staff at each regularly scheduled meeting of the Medical Staff Association;
- (vii) through the Physician-in-Chief, report to the Board and advise the Board regarding:
 - (1) professional quality assurance;
 - (2) members’ compliance with the code of conduct and expectations in respect of utilization practices;

- (3) Academic activities;
 - (4) the clinical role of the Hospital; and
 - (5) the Clinical Human Resources Plan;
 - (viii) participate in the development of the Hospital's overall objectives and planning and make recommendations concerning allocation and utilization of Hospital resources;
 - (ix) ensure that each Medical Staff committee meets and functions as required and keeps minutes of its meetings;
 - (x) receive, consider and act upon the reports of each of its appointed committees;
 - (xi) maintain a process for:
 - (1) revocation, suspension and restriction of Privileges;
 - (2) medical quality assurance; and
 - (3) planning and evaluation of medical education programs;
 - (xii) report and make recommendations to the Board concerning such matters as are from time to time prescribed by the *Public Hospitals Act* and the regulations made thereunder;
 - (xiii) make recommendations to the Chief Executive Officer in respect of the Corporation's emergency preparedness plans; and
 - (xiv) where the Medical Advisory Committee identifies systemic or recurring quality of care issues in making its recommendations to the board under subclause 17.01(g)(ii)(5), the Medical Advisory Committee shall make recommendations about those issues to the Hospital's Quality Committee; and
 - (xv) advise the Board on any matters referred to it by the Board.
- (h) Despite subclauses 17.01(g)(ii)(1), (2), (4) and (5), the duties of the Medical Advisory Committee described in those subclauses that relate to the Extended Class Nursing Staff of the Hospital shall only be performed in respect of those members of the Extended Class Nursing Staff who are not employees of the Hospital and to whom the Board has granted privileges to diagnose, prescribe for or treat Hospital patients.

16.02 Committees

The following Medical Advisory Committee subcommittees are hereby established:

- (a) Credentials Committee;
- (b) Clinical Information Services Committee;
- (c) Pharmacy & Therapeutics Committee;
- (d) Medical Education and Research Committee;
- (e) Standards of Medical Care Committee;
- (f) Infection Prevention and Control Committee; and
- (g) Quality Committee and Utilization Management Committee.

16.03 Membership of Credentials Committee

- (a) The composition of the Credentials Committee shall include:
 - (i) the President of the Medical Staff Association;
 - (ii) the Physician-in-Chief;
 - (iii) the Vice President Medical Affairs;
 - (iv) at least one Program Medical Director; and
 - (v) any other member of the Medical Staff deemed appropriate by the Physician-in-Chief.
- (b) The Medical Advisory Committee shall appoint the chair of the Credentials Committee.

16.04 Duties of Credentials Committee

The Credentials Committee:

- (a) shall ensure that a record of the qualifications and clinical career of every member of the Medical Staff is maintained;
- (b) shall establish the policies and process for the determination of the authenticity of and the qualifications of each applicant for appointment and reappointment to the Medical Staff and of each applicant for a change in Privileges in accordance with the requirements and procedures set out in this By-Law;
- (c) shall ensure that each applicant for appointment or reappointment to the Medical Staff or for a change in Privileges meets the criteria as set out in this By-Law and in the Hospital's Clinical Human Resources Plan;

- (d) shall consult with the appropriate Program Medical Director, Vice President Medical Affairs and Physician-in-Chief;
- (e) shall consider the Program's utilization report;
- (f) shall ensure that an analysis of the appointment's impact on human and fiscal resources of the Hospital is undertaken and shall consider the result of such analysis;
- (g) may, if directed by the Medical Advisory Committee, investigate any alleged contravention of the By-Law, the Legislation, the Policies and Rules, Affiliation Agreement or Research Ethics Committee by any member of the Medical Staff and make a report thereon to the Medical Advisory Committee;
- (h) may interview applicants for initial appointment;
- (i) shall receive notification from the Physician-in-Chief when the performance evaluations and the recommendations for reappointments have been completed;
- (j) shall identify any Risk Factors for Consideration by the Special Credentialing Subcommittee of the Board, and inform the Medical Advisory Committee and Credentials Committee in writing of the specifics;
- (k) shall submit a written report to the Medical Advisory Committee at or before its next regular meeting on the kind and extent of Privileges requested by the applicant and, if necessary, a request that the application be deferred for further investigation; and
- (l) shall perform any other duties prescribed by the Medical Advisory Committee.

16.05 Membership of the Clinical Information Services Committee

The membership of the Clinical Information Services Committee shall be determined annually by the Medical Advisory Committee.

16.06 Duties of Clinical Information Services Committee

The Clinical Information Services Committee shall recommend procedures to the Medical Advisory Committee to ensure that the provisions of the *Public Hospitals Act*, the Hospital's By-Law, and the Policies and Rules are observed, including:

- (a) the development of rules to govern the completion of records of personal health information;
- (b) a review of records of personal health information for timeliness, completeness and quality of recording;

- (c) a report in writing to each regular meeting of the Medical Advisory Committee with respect to:
 - (i) the review of the records of personal health information and the results thereof; and
 - (ii) the names of delinquent members of the Medical Staff; and
- (d) a review and revision of forms and processes as they pertain to Medical Staff record keeping.

16.07 Membership of the Infection Prevention and Control Committee

The membership of the Infection Prevention and Control Committee shall be determined annually by the Medical Advisory Committee.

16.08 Duties of the Infection Prevention and Control Committee

The Infection Prevention and Control Committee shall:

- (a) make recommendations to the Medical Advisory Committee on infection control matters related to:
 - (i) the occupational health and safety program;
 - (ii) immunization programs;
 - (iii) visitor restrictions or instructions both in general terms and in special circumstances;
 - (iv) patient restrictions or instructions;
 - (v) educational programs for all persons carrying on activities in the Hospital;
 - (vi) isolation procedures;
 - (vii) aseptic and antiseptic techniques; and
 - (viii) environmental sanitation in the Hospital;
- (b) make recommendations to the Chief Executive Officer with respect to infection control matters related to the health surveillance program;
- (c) make recommendations to the Chief Executive Officer with respect to infection control matters related to the health surveillance program;
- (d) follow-up and evaluate the results of each of its recommendations made under paragraphs (a), (b) and (c) above;

- (e) develop, monitor and evaluate an infection control system which includes a reporting system by which all infections will come to the Infection Prevention and Control Committee's attention;
- (f) review reports from all Programs in the Hospital;
- (g) meet at least quarterly and at the call of the Committee Chair as required; and
- (h) perform such other duties as may from time to time be requested by the Medical Advisory Committee.

16.09 Membership of the Pharmacy and Therapeutics Committee

The membership of the Pharmacy and Therapeutics Committee shall be determined annually by the Medical Advisory Committee.

16.10 Duties of the Pharmacy and Therapeutics Committee

The Pharmacy and Therapeutics Committee shall:

- (a) assess regularly the appropriateness and adequacy of medication-related policies and make policy recommendations to the Medical Advisory Committee regarding drug utilization to ensure safe, effective and economical use of drugs;
- (b) evaluate drug utilization, new drugs and current therapeutics and recommend additions/deletions to a formulary that is suited to the Hospital's needs, and periodically assess the effectiveness of and adherence to the formulary;
- (c) develop a procedure for the use of non-formulary drugs and a mechanism for their evaluation;
- (d) periodically analyze a summary of medication errors and their causative factors and make appropriate recommendations regarding prevention to the Medical Staff and nursing and/or pharmacy staff;
- (e) develop an adverse drug reaction reporting program and review all these reports and ensure that a summary is circulated to Medical Staff and nursing staff when the need arises;
- (f) review all standing orders related to medications annually, or more often if deemed necessary;
- (g) develop protocols governing programs such as total parenteral nutrition, investigational drugs, self-medication or ensure that such protocols have been developed after appropriate Committee review;
- (h) identify and/or arrange appropriate educational programs for the Medical Staff and Hospital staff to enhance their knowledge of drug therapy and practices;

- (i) meet quarterly or more frequently at the call of the Committee Chair; and
- (j) perform such other duties as may from time to time be requested by the Medical Advisory Committee.

16.11 Membership of the Quality Committee and Utilization Management Committee

The membership of the Quality Committee and Utilization Management Committee shall be determined annually by the Medical Advisory Committee.

16.12 Duties of the Quality Committee and Utilization Management Committee

The Quality Committee and Utilization Management Committee shall:

- (a) develop a medical continuous quality improvement (CQI)/utilization/risk program which includes mechanisms to:
 - (i) regularly monitor trends in admission, length of stay and day volumes;
 - (ii) review hospitalized patients for medical necessity and level of care
 - (iii) monitor utilization patterns;
 - (iv) identify potential problem areas;
 - (v) provide appropriate information to Program Medical Director, Administrative Director, Vice President Medical Affairs and Physician-in-Chief;
 - (vi) focus review of cases, which may be chosen by a particular Program or on the basis of diagnosis or procedures;
 - (vii) produce special studies related to problem effecting accessibility and quality of patient care for the total patient population; and
 - (viii) develop action plans for improvement and provide follow-up;
- (b) ensure that all Medical Staff members are educated about CQI, utilization review and risk management issues and report regularly to the Medical Staff on CQI, utilization and risk trends;
- (c) report findings and make recommendations to the Medical Advisory Committee and to the Board;
- (d) review, evaluate and make recommendations on the following matters affecting the Medical Staff:
 - (i) appointments/reappointments, suspensions, Privileges and, if applicable,

restrictions to Privileges;

- (ii) clinical manpower planning, impact analysis;
 - (iii) Program and clinical service activities;
 - (iv) workplace and patient safety programs, initiatives, monitoring and outcomes;
 - (v) process for handling complaints; and
 - (vi) Hospital By-Law, and Policies and Rules;
- (e) recommend procedures to the Medical Advisory Committee to assure that an ongoing peer review process is established for assessment of the quality of patient care as follows:
- (i) review or cause to be reviewed records of personal health information on a regular basis;
 - (ii) report in writing to each regular meeting of the Medical Advisory Committee and to the appropriate Program Medical Director;
 - (iii) assure a review of all Hospital deaths to assess the quality of clinical diagnosis, care and treatment has been provided;
 - (iv) identify the continuing medical educational needs of the Medical Staff and ensure that actions are taken on the recommendations of the Program; and
 - (v) ensure that other Program medical audits are undertaken as necessary;
- (f) comment on the resource implications of proposed additions to the Medical Staff;
- (g) meet quarterly or more frequently at the call of the Committee Chair; and
- (h) perform such other duties as may from time to time be requested by the Medical Advisory Committee.

16.13 Composition and Terms of Reference of Other Medical Staff Committees

The composition and terms of reference of other Medical Advisory Committee subcommittees shall be contained in the Policies and Rules. The Physician-in-Chief in consultation with the Vice President Medical Affairs is responsible for the appointment of all Medical Staff committee members.

ARTICLE 17. SUSPENSION AND REVOCATION OF PRIVILEGES

17.01 Mid-Term Action Procedural Guidelines

- (a) Mid-term action may be initiated wherever a member of the Medical Staff is alleged to have engaged in, made or exhibited acts, statements, behaviour or professional conduct, either within or outside of the Hospital, and the same:
 - (i) fails to meet or comply with the criteria for annual reappointment;
 - (ii) exposes, or is reasonably likely to expose patients or employees or any other persons to harm or injury; or
 - (iii) is reasonably likely to be, detrimental to patient safety or to the delivery of quality patient care within the Hospital; or
 - (iv) is reasonably likely to constitute Disruptive Behaviour; or
 - (v) results in the imposition of sanctions by the professional College; or
 - (vi) is contrary to the By-Law, Policies and Rules, the Legislation, or any other relevant law or legislated requirement.
- (b) Where information is provided to the Chief Executive Officer, Physician-in-Chief Vice-President Medical Affairs, or Program Medical Director, which raises concerns about any of the matters in paragraph 17.01(a) above, the information shall be in writing, or recorded in writing, and shall be directed to the Chief Executive Officer, Physician-in-Chief, Vice-President Medical Affairs or Program Medical Director.
- (c) If either of the Chief Executive Officer, Physician-in-Chief, Vice-President Medical Affairs or Program Medical Director, receives information, which raises concerns about any of the matters in paragraph 17.01(a) above, he/she shall inform the other individuals. The Medical Staff member shall be advised of the investigation within five (5) days of the other individuals being informed.
- (d) An interview shall be arranged with the member.
- (e) The Medical Staff member shall be advised of the information about his/her conduct, performance or competence and shall be given a reasonable opportunity to present relevant information on his/her own behalf.
- (f) A written record shall be maintained reflecting the substance of the interview and copies shall be sent to the Medical Staff member, the Chief Executive Officer, Physician-in-Chief, Vice-President Medical Affairs and Program Medical Director.
- (g) If the Medical Staff member fails or declines to participate in the interview after being given a reasonable opportunity, the appropriate action may be initiated.
- (h) The Chief Executive Officer, Physician-in-Chief, Vice-President Medical Affairs, and/or Program Medical Director shall determine whether a further investigation is necessary.

- (i) The investigation may be assigned to an individual(s) within the Hospital, the Medical Advisory Committee, a body within the Hospital other than the Medical Advisory Committee or an external consultant.
- (j) Upon completion of the investigation, the individual or body who conducted the investigation shall forward a written report to the Chief Executive Officer, Physician-in-Chief, Vice-President Medical Affairs, and/or Program Medical Director. The Medical Staff member shall be provided with a copy of the written report.
- (k) The Chief Executive Officer, Physician-in-Chief, Vice-President Medical Affairs, and/or Program Medical Director shall review the report and determine whether any further action may be required.

17.02 Request to Medical Advisory Committee for Recommendation for Mid-Term Action

- (a) Where it is determined that further action may be required and the matter relates to the dismissal, suspension or restriction of a Medical Staff member's hospital privileges and/or the quality of medical diagnosis, care and treatment and/or patient or workplace safety in the Corporation in respect of the Medical Staff member, the matter shall be referred to the Medical Advisory Committee, which may dismiss the matter for lack of merit or initiate further investigation, or determine to have a meeting of the Medical Advisory Committee.
- (b)
 - (i) Where the Medical Advisory Committee initiates another investigation (through internal or external investigations), it shall ensure that the investigation is completed as soon as practical.
 - (ii) Upon completion of the investigation contemplated in this paragraph, the Medical Advisory Committee may either dismiss the matter for lack of merit or determine to have a special meeting of the Medical Advisory Committee.
- (c) All requests for a recommendation for mid-term action must be submitted to the Medical Advisory Committee in writing and supported by reference to the specific activities or conduct which constitute grounds for the request.
- (d) Where the matter is referred to the Medical Advisory Committee, a copy of any reports made by a body or consultant with respect to the matter shall be forwarded to the Medical Advisory Committee.
- (e) The Medical Advisory Committee may initiate further investigation itself, establish an Ad Hoc Committee to conduct the investigation, refer the matter to an external consultant, dismiss the matter for lack of merit or determine to have a section 17.03 meeting of the Medical Advisory Committee.

- (f) Where the Medical Advisory Committee establishes an Ad Hoc Committee to conduct the investigation or refers the matter to an external consultant, that individual or body shall forward a written report of the investigation to the Medical Advisory Committee as soon as practicable after the completion of the investigation.
- (g) Upon completion of its own investigation or upon receipt of the report by the body that conducted the investigation, as the case may be, the Medical Advisory Committee may either dismiss the matter for lack of merit or determine to have a section 17.03 meeting of the Medical Advisory Committee.
- (h) Within twenty-one (21) days after receipt by the Medical Advisory Committee of the request for a recommendation for mid-term action, unless deferred, the Medical Advisory Committee shall determine whether a section 17.03 meeting of the Medical Advisory Committee is required to be held.
- (i) If additional time is needed for the investigative process, the Medical Advisory Committee may defer action on the request. The Medical Advisory Committee must act within thirty (30) days of the deferral.
- (j) If the Medical Advisory Committee determines that there is merit to proceed to a section 17.03 meeting of the Medical Advisory Committee, then the Medical Staff member is entitled to attend the meeting.
- (k) Where the Medical Advisory Committee considers the matter at an Medical Advisory Committee meeting for the purposes of potentially making a recommendation to the Board, then the procedure set out herein at section 17.03 is to be followed.

17.03 Special Meeting of the Medical Advisory Committee

- (a) At least fourteen (14) days prior to the Medical Advisory Committee meeting the Medical Staff member and the Medical Advisory Committee shall be given written notice of the Medical Advisory Committee meeting. The notice shall include:
 - (i) the time and place of the meeting;
 - (ii) the purpose of the meeting;
 - (iii) a statement that the Medical Staff member will be provided with a statement of the matter to be considered by the Medical Advisory Committee together with any documentation or witnesses that will be considered by the Medical Advisory Committee as may be determined by the Physician-in-Chief or designate. For clarity, no other documentation will be produced by the Medical Advisory Committee.
 - (iv) a statement that the Medical Staff member is entitled to attend the Medical

Advisory Committee meeting and to participate fully, to answer all matters considered by the Medical Advisory Committee, and to present documents and witnesses;

- (v) a statement that the Medical Staff member's legal counsel may attend only to provide confidential legal advice to the Medical Staff member, but will not be entitled to make any submissions and/or participate directly in the meeting including examining any witnesses;
 - (vi) a statement that counsel to the Medical Advisory Committee may attend at Medical Advisory Committee meetings, including, without limitation, in camera deliberations, in order to provide advice to the members of the Medical Advisory Committee and to ensure compliance with applicable Legislation and due process requirements; and
 - (vii) a statement that, in the absence of the Medical Staff member, the meeting may proceed.
- (b) The Medical Staff member may request and the Medical Advisory Committee may, after considering the reason cited and acting in its absolute sole discretion, grant a postponement of the Medical Advisory Committee meeting. The request for postponement of the meeting must be made in writing at least five (5) days prior to the Medical Advisory Committee meeting and subject to Medical Advisory Committee scheduling and extraordinary circumstances may not be postponed by more than five (5) business days.
- (c) At least fourteen (14) business days prior to the Medical Advisory Committee meeting, the Medical Advisory Committee shall provide the Medical Staff member with a short but comprehensive statement of the matter to be considered by the Medical Advisory Committee, together with any relevant documentation, including any reports and other documentation which will be reviewed at the meeting and a list of witnesses with a brief synopsis of the purpose for which they are being called. For clarity no other documentation or witnesses will be produced by the Medical Advisory Committee, unless new information subsequently comes to the attention of the Physician-in-Chief or delegate after the issuance of the comprehensive statement.
- (d) The Medical Staff member involved shall be given full opportunity to answer each ground as well as to present documents and witnesses if so desired, provided that the Medical Staff member provides the Medical Advisory Committee with:
- (i) a list of witnesses with a brief synopsis of the purpose for which they are being called; and
 - (ii) a copy of all additional documentation in the possession, power or control of the Medical Staff member that has not been produced by the Medical Advisory Committee that the Medical Staff member will be relying on at

the special meeting,

at least seven (7) business days before the meeting, unless new information subsequently comes to the attention of the Medical Staff member after the issuance of the comprehensive statement.

- (e) The Medical Advisory Committee shall keep minutes of the proceedings and shall provide the Medical Staff member with a copy of the approved minutes. Only the open portion of the proceeding shall be detailed, the in camera portion of the minutes shall record the Medical Advisory Committee's reasons and recommendations.
- (f) Where the Medical Advisory Committee determines that the matter has no merit, this shall be noted in the minutes of the Medical Advisory Committee.
- (g) Before deliberating on the recommendation to be made to the Board, the Physician-in-Chief shall require the Medical Staff member involved and any other persons present who are not Medical Advisory Committee members, other than legal counsel, to retire.
- (h) The Medical Advisory Committee shall provide to the Medical Staff member within fourteen (14) days from the date of the Medical Advisory Committee meeting written notice of:
 - (i) the Medical Advisory Committee's recommendation and the written reasons for the recommendation; and
 - (ii) the Medical Staff member's entitlement to a hearing before the Board if a written request is received by the Board and the Medical Advisory Committee within seven (7) days of the receipt by the Medical Staff member of the Medical Advisory Committee's written reasons.
- (i) The time period to provide the written notice required in paragraph 17.03(h) above may be extended if the Medical Advisory Committee, prior to the expiry of the fourteen (14) days, gives written notice to the Medical Staff member that the final recommendation cannot yet be made and provides the Medical Staff member with written reasons.
- (j) The Medical Advisory Committee shall provide to the Board within fourteen (14) days from the date of the Medical Advisory Committee meeting, or such later date where the time period is extended pursuant to paragraph 17.03(i) above, written notice of:
 - (i) the Medical Advisory Committee's recommendation and the written reasons for the recommendation; and
 - (ii) where an extension was made pursuant to paragraph 17.03(i) above, the

written reasons for the extension.

- (k) Service of a notice to the Medical Staff member may be made personally or by registered mail addressed to the person to be served at his/her last known address and, where the notice is served by registered mail, it shall be deemed that the notice was served on the third day after the day of mailing unless the person to be served establishes that he/she did not, acting in good faith, through absence, accident, illness or other cause beyond his/her control receive it until a later date. In the alternative, when the Medical Staff member is represented by legal counsel, the notice may be served on legal counsel.
- (l) Where the Medical Staff member does not require a hearing by the Board, the Board may implement the recommendation of the Medical Advisory Committee. However, where the Medical Advisory Committee makes a recommendation with respect to the dismissal, suspension or restriction of a Medical Staff member's Hospital privileges and:
 - (i) the Medical Staff member has not made any written or oral submissions to the Board, and concerns are raised that the Board believes the Medical Staff member should have an opportunity to address, the Board may give the Medical Staff member notice that he/she is entitled to a Board hearing and shall follow the process set out in section 17.04 of this By-Law; or
 - (ii) information that has not been considered by the Medical Advisory Committee has come to the attention of the Board that the Board believes should be considered by the Medical Advisory Committee prior to the Board acting on the Medical Advisory Committee's recommendation, the Board may refer the new information back to the Medical Advisory Committee for consideration, with the Medical Advisory Committee to provide a reconsidered recommendation to the Board with respect to the dismissal, suspension or restriction of a Medical Staff member's Hospital privileges, as the case may be. The Medical Staff member shall be given notice of the reconsidered recommendation as outlined in this section and entitled to a meeting and the process set out in paragraphs 17.03(a) to (k) of this By-Law.
- (m) Participation of any member of the Medical Advisory Committee in an investigation regarding an applicant does not preclude such member from chairing, participating or voting at a special meeting of the Medical Advisory Committee.

17.04 Board Hearing

- (a) Where the Medical Staff member requires a hearing by the Board, the Board shall appoint date, time and place for the hearing.
- (b) The Board hearing shall be held within twenty-one (21) days of the Board receiving the notice from the Medical Staff member requesting a hearing or at a later date on

consent of the Medical Staff member and the Medical Advisory Committee.

- (c) The Board shall give written notice of the hearing to the Medical Staff member and to the Physician-in-Chief or delegate at the earliest possible opportunity and, in any event, at least fourteen (14) days before the hearing date. The notice of the Board hearing shall include:
 - (i) the date, place and time of the hearing;
 - (ii) the purpose of the hearing;
 - (iii) a statement that the Medical Staff member and the Medical Advisory Committee shall be afforded an opportunity at least seven (7) days before the hearing an opportunity to examine prior to the hearing a list of the witnesses the Medical Advisory Committee intends to call to provide evidence and any written or documentary evidence that will be provided or any report, the contents of which will be given in evidence at the hearing;
 - (iv) a statement that the Medical Staff member may proceed in person or be represented by counsel, and that in his/her absence the Board may proceed with the hearing and that the Medical Staff member will not be entitled to any further notice of the proceeding;
 - (v) a statement that subject to paragraph 17.04(d) the Medical Staff member may call witnesses and tender documents in evidence in support of his/her case;
 - (vi) a copy of the Board approved procedural rules that will govern the hearing; and
 - (vii) a statement that the time for the hearing may be extended by the Board.
- (d) The Medical Staff member involved shall be given full opportunity to answer each ground as well as to present documents and witnesses if so desired, provided that the Medical Staff member provides the Board and Medical Advisory Committee with:
 - (i) a list of witnesses with a brief synopsis of the purpose for which they are being called; and
 - (ii) a copy of all additional documentation in the possession, power or control of the Medical Staff member that has not been produced by the Medical Advisory Committee that the Medical Staff member will be relying on at the special meeting,

at least three (3) business days before the meeting, unless new information subsequently comes to the attention of the Medical Staff member after the issuance of the comprehensive statement.

- (e) The parties to the Board hearing are the Medical Staff member, the Medical Advisory Committee and such other persons as the Board may specify. The Physician-in-Chief, Vice-President Medical Affairs or their respective designates may attend at the hearing to instruct counsel for the Medical Advisory Committee.
- (f)
 - (i) Subject to paragraph 17.04(h) below, Directors holding the hearing shall not have taken part in any investigation or consideration of the subject matter of the hearing before the hearing and shall not communicate directly or indirectly in relation to the subject matter of the hearing with any person or with any party or his/her representative, except upon notice to and an opportunity for all parties to participate.
 - (ii) No member of the Board shall participate in a decision of the Board pursuant to a hearing unless he/she was present throughout the hearing and heard the evidence and argument of the parties and, except with the consent of the parties, no decision of the Board shall be given unless all members so present participate in the decision.
- (g) In the event that the quorum requirements cannot be met, the parties may (a) waive the requirement for a quorum; or (b) proceed directly to the Health Professions Appeal and Review Board for consideration of the Medical Advisory Committee's recommendation.
- (h) A panel comprised of a subset of the Board or the Board Chair shall have the authority to make determinations regarding pre-hearing matters at the Board's discretion.
- (i) The findings of fact of the Board pursuant to a hearing shall be based exclusively on evidence admissible or matters that may be noticed under sections 15 and 16 of the *Statutory Powers Procedure Act* (Ontario).
- (j) The Board shall consider only the reasons of the Medical Advisory Committee that have been given to the Medical Staff member in support of its recommendation. Where through error or inadvertence, certain reasons have been omitted in the statement delivered to the Medical Staff member, the Board may consider those reasons only if those reasons are given by the Medical Advisory Committee in writing to both the Medical Staff member and the Board and the Medical Staff member is given a reasonable time to review the reasons and to prepare a case to meet those additional reasons.
- (k) The Board shall make a decision to either follow, not follow, change or alter the recommendation of the Medical Advisory Committee.
- (l) A written copy of the decision of the Board and the written reasons for the decision shall be provided to the Medical Staff member and to the Medical Advisory

Committee.

- (m) Service of the notice of the decision and the written reasons to the Medical Staff member may be made personally or by registered mail addressed to the Medical Staff member at his/her last known address and, where the notice is served by registered mail, it shall be deemed that the notice was served on the third day after the day of mailing unless the person to be served establishes that he/she did not, acting in good faith, through absence, accident, illness or other cause beyond his/her control receive it until a later date. In the alternative, when the Medical Staff member is represented by legal counsel, the notice may be served on legal counsel.

17.05 Notification of College and Partners

Notice of any suspension, revocation or restriction of privileges shall be given by the Chief Executive Officer to the Registrar of the College within which the member is registered and shall be given to the Dean, or similarly named officer of any educational institution in which the member holds a cross appointment between that institution and the Corporation .

17.06 Addressing Issues of Competence during Mid-Term Action

At any time during mid-term action if it becomes apparent that the Medical Staff member's behaviour, performance or competence is such that it exposes, or is reasonably likely to expose patient(s) or employees or other persons in the Corporation to harm or injury and immediate action must be taken to protect other persons, then the Physician-in- Chief, Vice-President Medical Affairs or Program Medical Director, or his/her delegate may determine to invoke the procedures set out in Article 19.

17.07 Ceasing to Provide a Service

For greater certainty, the process, obligations and rights contained in this Article 18 shall not apply to a decision of the Board under section 44(2) of the *Public Hospitals Act*.

ARTICLE 18. IMMEDIATE MID-TERM ACTION IN AN EMERGENCY SITUATION

18.01 Initiation of Immediate Mid-Term Action

- (a) Where the behaviour, performance or competence of a Medical Staff member:
 - (i) exposes, or is reasonably likely to expose patient(s) or employees to harm or injury, either within or outside of the Hospital facilities, and immediate action must be taken to protect the patients, employees, staff members or visitors and no less restrictive measure can be taken; or (ii) has previously been sanctioned by the Medical Advisory Committee or the Board and, in the circumstances is deemed to be a continuation of such previously sanctioned behaviour, performance or competence.

- (b)
 - (i) The Physician-in-Chief, Vice-President Medical Affairs or Program Medical Director shall immediately notify the Medical Staff member, the Medical Advisory Committee, and the Board of his/her decision to suspend the Medical Staff member's privileges.
 - (ii) The College reporting requirements set out in section 18.04 shall be applicable to the Physician-in-Chief, Vice-President Medical Affairs or Program Medical Director's respective decision to immediately suspend the Medical Staff member's privileges.
- (c) Arrangements, as necessary, shall be made by the Physician-in-Chief, Vice-President Medical Affairs or Program Medical Director for the assignment of a substitute to care for the patients of the suspended Medical Staff member.
- (d) Participation of any member of the Medical Advisory Committee in the suspension of the Medical Staff member's privileges does not preclude such member from chairing, participating or voting at the Medical Advisory Committee meeting.

18.02 Special Meeting of the Medical Advisory Committee

- (a) The Medical Advisory Committee shall set a date for a meeting of the Medical Advisory Committee to be held within five (5) days from the date of the suspension to review the suspension and to make recommendations to the Board.
- (b) As soon as possible, and in any event, at least four (4) days prior to the Medical Advisory Committee meeting, the Medical Advisory Committee shall provide the Medical Staff member with a written notice of:
 - (i) the time and place of the meeting;
 - (ii) the purpose of the meeting;
 - (iii) a statement that the Medical Staff member will be provided with a statement of the matter to be considered by the Medical Advisory Committee together with any documentation or witnesses that will be considered by the Medical Advisory Committee as may be determined by the Physician-in-Chief or designate;
 - (iv) a statement that the Medical Staff member is entitled to attend the Medical Advisory Committee meeting and to participate fully, to answer all matters considered by the Medical Advisory Committee, and to present documents and witnesses;
 - (v) a statement that the Medical Staff member's legal counsel may attend only to provide confidential legal advice to the Medical Staff member, but will not be entitled to make any submissions and/or participate directly in the

meeting including examining any witnesses;

- (vi) a statement that counsel to the Medical Advisory Committee may attend at Medical Advisory Committee meetings, including, without limitation, in camera deliberations, in order to provide advice to the members of the Medical Advisory Committee and to ensure compliance with applicable Legislation and due process requirements; and
 - (vii) a statement that, in the absence of the Medical Staff member, the meeting may proceed.
- (c) The Medical Staff member may request and the Medical Advisory Committee may, after considering the reason cited and acting in its absolute discretion, grant a postponement of the Medical Advisory Committee meeting. The request for postponement of the meeting must be made in writing at least twenty-four (24) hours prior to the Medical Advisory Committee meeting and subject to Medical Advisory Committee scheduling and extraordinary circumstances may not be postponed by more than five (5) days.
- (d) The Medical Staff member involved shall be given full opportunity to answer each ground as well as to present documents and witnesses if so desired, provided that the Medical Staff member provides the Medical Advisory Committee with:
- (i) a list of witnesses with a brief synopsis of the purpose for which they are being called; and
 - (ii) a copy of all additional documentation in the possession, power or control of the Medical Staff member that has not been produced by the Medical Advisory Committee that the Medical Staff member will be relying on at the special meeting,
- at least forty-eight (48) hours before the meeting, unless new information subsequently comes to the attention of the Medical Staff member after the issuance of the comprehensive statement.
- (e) The Medical Advisory Committee shall keep minutes of the proceedings and shall provide the Medical Staff member with a copy of the approved minutes. Only the open portion of the proceeding shall be detailed, the in camera portion of the minutes shall record the Medical Advisory Committee's reasons and recommendations.
- (f) Where the Medical Advisory Committee determines that the matter has no merit, this shall be noted in the minutes of the Medical Advisory Committee.
- (g) Before deliberating on the recommendation to be made to the Board, the Physician-in-Chief shall require the Medical Staff member involved and any other persons present who are not Medical Advisory Committee members, other than legal

counsel, to retire.

- (h) The Medical Advisory Committee shall provide to the Medical Staff member within five (5) days from the date of the Medical Advisory Committee meeting written notice of:
 - (i) the Medical Advisory Committee's recommendation and the written reasons for the recommendation; and
 - (ii) the Medical Staff member's entitlement to a hearing before the Board, if a written request is received by the Board and the Medical Advisory Committee within two (2) days of the receipt by the Medical Staff member of the Medical Advisory Committee's written reasons.
- (i) The time period to provide the written notice required in paragraph 18.02(h) may be extended up to an additional five (5) days if the Medical Advisory Committee, prior to the expiry of the five (5) days, gives written notice to the Medical Staff member that the final recommendation cannot yet be made and provides the Medical Staff member with written reasons.
- (j) The Medical Advisory Committee shall provide to the Board within fourteen (14) days from the date of the Medical Advisory Committee meeting, or such later date where the time period is extended pursuant to paragraph 18.02(i), written notice of:
 - (i) the Medical Advisory Committee's recommendation and the written reasons for the recommendation; and
 - (ii) where an extension was made pursuant to paragraph 18.02(i), the written reasons for the extension.
- (k) Service of a notice to the Medical Staff member may be made personally or by registered mail addressed to the person to be served at his/her last known address and, where the notice is served by registered mail, it shall be deemed that the notice was served on the third day after the day of mailing unless the person to be served establishes that he/she did not, acting in good faith, through absence, accident, illness or other cause beyond his/her control receive it until a later date. In the alternative, when the Medical Staff member is represented by legal counsel, the notice may be served on legal counsel.

18.03 Board Hearing

- (a) Where the Medical Staff member requires a hearing by the Board, the Board shall appoint date, time and place for the hearing.
- (b) The Board hearing shall be held within seven (7) days of the date of receipt by the member of the Board receiving the notice from the Medical Staff member requesting a hearing or at a later date on consent of the Medical Staff member and

the Medical Advisory Committee.

- (c) The Board shall give written notice of the hearing to the Medical Staff member and to the Physician-in-Chief or delegate at the earliest possible opportunity and in any event, at least seventy-two (72) hours prior to the date of the hearing. The notice of the Board hearing shall include:
 - (i) the date, place and time of the hearing;
 - (ii) the purpose of the hearing;
 - (iii) a statement that the Medical Staff member and the Medical Advisory Committee shall be afforded an opportunity at least seventy-two (72) hours before the hearing to examine prior to the hearing a list of the witnesses the Medical Advisory Committee intends to call to provide evidence and any written or documentary evidence that will be provided or any report, the contents of which will be given in evidence at the hearing;
 - (iv) a statement that the Medical Staff member may proceed in person or be represented by counsel, and that in his/her absence the Board may proceed with the hearing and that the Medical Staff member will not be entitled to any further notice of the proceeding;
 - (v) a statement that subject to paragraph 18.03(d) below the Medical Staff member may call witnesses and tender documents in evidence in support of his/her case;
 - (vi) a copy of the Board approved procedural rules that will govern the hearing; and
 - (vii) a statement that the time for the hearing may be extended by the Board.
- (d) At least twenty-four (24) hours before the hearing, the Medical Staff member shall provide the Board and the Medical Advisory Committee with the following:
 - (i) a list of witnesses with a brief synopsis of the purpose for which they are being called; and
 - (ii) a copy of all additional documentation in the possession, power or control of the Medical Staff member that has not been produced by the Medical Advisory Committee that the Medical Staff member will be relying on at the special meeting, unless new information subsequently comes to the attention of the Medical Staff member after the issuance of the comprehensive statement.
- (e) The parties to the Board hearing are the Medical Staff member, the Medical Advisory Committee and such other persons as the Board may specify. The Physician-in-Chief, Vice-President Medical Affairs or their respective designate

may attend at the hearing to instruct counsel for the Medical Advisory Committee.

- (f) The procedure outlined in paragraphs 17.04(f) through to (m) relating to the Board hearing process shall be followed.

18.04 Notification of College and Partners

Section 17.05 with necessary changes to point of detail applies to this Article 19.

18.05 Ceasing to Provide a Service

For greater certainty, the process, obligations and rights contained in this Article 19 shall not apply to a decision of the Board under section 44(2) of the *Public Hospitals Act*.

ARTICLE 19. MEDICAL STAFF ASSOCIATION

19.01 Purposes of the Medical Staff Association

The purpose of the Medical Staff Association, in addition to fulfilling the responsibilities established by the laws of the Province of Ontario and this By-Law, is to provide an organization whereby the members of the Medical Staff participate in the Hospital's planning, policy setting, and decision making through their elected officers.

19.02 Role of the Medical Staff Association

- (a) The Medical Staff Association shall, through its officers:
 - (i) serve as a liaison between the Medical Staff, the Medical Advisory Committee, the Physician-in-Chief, Vice President Medical Affairs, the Chief Executive Officer and the Board with respect to all matters not assigned to the Medical Advisory Committee;
 - (ii) report on issues raised by the Medical Staff to the Medical Advisory Committee and, at the request of the Medical Staff Association, report to the Board with respect to such issues; and
 - (iii) be an advocate on behalf of the Medical Staff and advocate a fair process in the treatment of individual members of the Medical Staff.
- (b) The Medical Staff Association may hold meetings that are restricted to Medical Staff members.

ARTICLE 20. MEDICAL STAFF ASSOCIATION ELECTED OFFICERS

20.01 Officers of the Medical Staff Association

Members of the active Medical Staff shall hold elections on an annual basis to fill the following offices:

- (a) President;
- (b) Vice-President;
- (c) Secretary; and
- (d) Treasurer.

These officers shall be referred to collectively as the Medical Staff Association Officers.

20.02 Duties of the President of the Medical Staff Association

The President of the Medical Staff Association shall:

- (a) be an ex-officio member of the Board and as a Director, fulfil his/her fiduciary duties to the Corporation by making decisions in the best interests of the Corporation;
- (b) be a member of the Medical Advisory Committee;
- (c) report to the Medical Advisory Committee and the Board on any issues raised by the Medical Staff Association;
- (d) be accountable to the Medical Staff Association and advocate fair process in the treatment of individual members of the Medical Staff;
- (e) preside at all meetings of the Medical Staff Association;
- (f) call special meetings of the Medical Staff Association; and
- (g) be a member of such other committees as may be deemed appropriate by the Board.

20.03 Duties of the Vice-President of the Medical Staff Association

The Vice-President of the Medical Staff Association shall:

- (a) be a member of the Medical Advisory Committee;
- (b) other than the President of the Medical Staff's ex-officio Board duties, act in the place of the President of the Medical Staff, perform his/her duties, and possess his/her powers in the absence or disability of the president; and
- (c) perform such duties as the President of the Medical Staff Association may delegate.

20.04 Duties of the Treasurer of the Medical Staff Association

The Treasurer of the Medical Staff Association shall:

- (a) be a member of the Medical Advisory Committee;
- (b) keep the funds of the Medical Staff Association in a safe manner and be accountable therefor;
- (c) disburse Medical Staff Association funds as determined by a majority vote of the officers of the Medical Staff Association in accordance with the disbursement policies, if any, of the Medical Staff Association;
- (d) be present and entitled to vote at Medical Staff Association meetings; and
- (e) act in the place of the Vice-President of the Medical Staff Association, performing his/her duties and possessing his/her powers in the absence or disability of the Vice-President of the Medical Staff Association.

20.05 Duties of the Secretary of the Medical Staff Association

The Secretary of the Medical Staff Association shall:

- (a) be a member of the Medical Advisory Committee;
- (b) attend to the correspondence of the Medical Staff Association;
- (c) give notice of each Medical Staff Association meeting by posting a written notice thereof:
 - (i) in the case of a regular or special meeting of the Medical Staff Association at least five (5) days before the meeting; and
 - (ii) in the case of the annual meeting of the Medical Staff Association at least fifteen (15) days before the meeting;
- (d) ensure that minutes are kept of all Medical Staff Association meetings;
- (e) ensure that a record of the attendance at each meeting of the Medical Staff Association is made; and
- (f) act in place of the Treasurer of the Medical Staff Association, performing his/her duties and possessing his/her powers in the absence and disability of the Treasurer of the Medical Staff Association.

ARTICLE 21. ELECTION OF MEDICAL STAFF ASSOCIATION OFFICERS

21.01 Eligibility for Office

Only a member of the active Medical Staff may be elected or appointed to any office of the Medical Staff Association.

21.02 Election Procedure

- (a) A nominating committee shall be appointed by the Medical Staff Association at each annual meeting and shall consist of a minimum of two (2) Physician members of the Medical Staff.
- (b) At least thirty (30) days before the elections of the Medical Staff Association Officers, the nominating committee shall post in a prominent location at the Hospital, a list of the names of those who are nominated for the offices of the Medical Staff Association which are to be filled by election in accordance with this By-Law and the regulations made under the *Public Hospitals Act*.
- (c) Any further nominations shall be made in writing to the Secretary of the Medical Staff Association within fourteen (14) days after the posting of the names referred to in paragraph 21.02(b) above.
- (d) Further nominations referred to in paragraph 21.02(c) above shall be signed by two (2) members of the Medical Staff who are entitled to vote:
 - (i) the nominee shall have signified, in writing and on the nomination, acceptance of the nomination; and
 - (ii) nominations shall then be posted alongside the list referred to in paragraph 21.02(b) above.

ARTICLE 22. MEETINGS - MEDICAL STAFF ASSOCIATION

22.01 Meetings of the Medical Staff Association

Pursuant to the provisions of the *Public Hospitals Act*, the Medical Staff Association shall hold at least four (4) meetings in each fiscal year. One of the meetings shall be identified as the annual meeting of the Medical Staff Association to which all members of the Medical Staff shall be invited.

22.02 Notice of Annual Meetings

A written notice of each annual meeting shall be posted in the Hospital and circulated to the individual Medical Staff members by the Secretary of the Medical Staff Association at least fifteen (15) days before the meeting.

22.03 Notice of Regular Meetings

A written notice of each regular meeting of the Medical Staff Association shall be posted at the Hospital and circulated to the Medical Staff members of the Hospital by the Secretary of the Medical Staff Association at least five (5) days before the meeting.

22.04 Special Meetings

- (a) In case of emergency, any of the elected Medical Staff Association Officers of the Medical Staff Association may call a special meeting.
- (b) Special meetings shall be called by the Medical Staff Association Officers, or any one of them, on the written request of ten (10%) percent of the voting members of the active Medical Staff.
- (c) Notice of such special meetings shall be as required for a regular meeting, except in cases of emergency, and shall state the nature of the business for which the special meeting is called.
- (d) The usual period of time required for giving notice of any special meeting shall be waived in cases of emergency, subject to ratification of this action by the majority of those members present and voting at the special meeting, as the first item of business at the meeting.

22.05 Quorum

Forty percent (40%) of the members of the Medical Staff entitled to vote shall constitute a quorum at any annual, general or special meeting of the Medical Staff Association.

22.06 Voting Members

- (a) Each active Medical Staff member and each active Dental Staff member shall be entitled to vote at a meeting of the Medical Staff Association except that Dentists are not entitled to vote at the elections for Medical Staff Association Officers.
- (b) Members of the Extended Class Nursing Staff shall not be entitled to attend Medical Staff Association meetings.

ARTICLE 23. DENTAL STAFF

23.01 Purpose

The purpose of the dental services is to provide effective clinical and preventive programs to meet the needs of the Patients of the Hospital.

23.02 Qualifications

The dental services shall be provided by a Dental Staff headed by a qualified Dentist who is licensed to practice dentistry in the Province of Ontario.

23.03 Procedure for Patient Appointments

- (a) The attending Physician shall be responsible for providing an updated medical history and review of current medications before dental treatment is provided.
- (b) The dental Program will utilize the referral mechanism with various other dental

specialists in the community (e.g., oral surgeons, endodontists, periodontists, and oral pathologists) for the purpose of consultation and treatment as dictated by each particular case.

23.04 Appointment to the Dental Staff

The Board, on the advice of the Medical Advisory Committee, may appoint annually one or more Dentists to the Dental Staff of the Hospital and shall delineate the Privileges for each Dentist, all in accordance with the requirements and procedures set out in Article 11 of this By-Law with necessary changes to points of detail.

23.05 Senior Dentist

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

23.06 Duties of the Senior Dentist

The senior Dentist shall supervise the clinical care given by all members of the Dental Staff and shall be responsible to the Physician-in-Chief for the quality of care rendered to patients by members of the Dental Staff.

23.07 Attendance by Dental Staff at Staff Meetings

A member of the Dental Staff may attend Medical Staff Association meetings and is eligible to vote at a Medical Staff Association meetings and sit on any committee of the Medical Staff Association, save and except that a Dentist may not be a voting member of the Medical Advisory Committee.

23.08 Eligibility to Hold Office

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

ARTICLE 24. EXTENDED CLASS NURSING STAFF

24.01 Appointment to the Extended Class Nursing Staff

- (a) The Board, on the advice of the Medical Advisory Committee, may appoint annually one or more Extended Class Nurses to the Extended Class Nursing Staff of the Hospital and shall delineate the Privileges for each Extended Class Nurse, all in accordance with the requirements and procedures set out in Articles 11 of this By-Law with necessary points of detail.

- (b) For greater certainty, this By-Law does not apply to Extended Class Nurses who are in an employee or contract of service relationship. The rights and obligations of such Extended Class Nurses shall be governed by an employment or contract agreement.

24.02 Extended Class Nursing Staff: Function within Programs

Each Extended Class Nurse shall function within the Program(s) with which (s)he is associated and may participate in Program Committees.

24.03 Senior Extended Class Nurse

- (a) Where the Board has appointed more than one Extended Class Nurse to the Extended Class Nursing Staff, one of the members of the Extended Class Nursing Staff shall, subject to annual confirmation by the Board, be appointed by the Board annually for a term of three (3) years to be the senior Extended Class Nurse upon the recommendation of the Physician-in-Chief.
- (b) The Board may, at any time, revoke or suspend the appointment of the senior Extended Class Nurse.

24.04 Duties of the Senior Extended Class Nurse

The senior Extended Class Nurse shall supervise the clinical care given by all members of the Extended Class Nursing Staff and shall be responsible to the Physician-in-Chief for the quality of care rendered to patients by members of the Extended Class Nursing Staff.

24.05 Attendance by Extended Class Nursing Staff at Staff Meetings

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

24.06 Eligibility to Hold Office

A member of the Extended Class Nursing Staff is not eligible to hold an office other than senior Extended Class Nurse.

ARTICLE 25. MEDICAL STAFF POLICIES AND RULES

25.01 Board Requirement

The Board shall require that appropriate Policies and Rules are formulated.

25.02 Board Authority

The Board shall consider the recommendations of the Medical Advisory Committee when establishing, modifying or revoking one or more Policies and Rules.

25.03 Medical Advisory Committee

The Medical Advisory Committee shall be provided with an opportunity to make recommendations to the Board for the establishment of one or more Policies and Rules to be applicable to a group or category of Physicians, Dentists or Extended Class Nurses, or to a Program of the Medical Staff, or to all members of the Medical Staff.

25.04 Medical Staff

The Medical Advisory Committee shall ensure that, prior to making any recommendation to the Board with respect to a Medical Staff Rule or Regulation, the members of the active Medical Staff in the affected Program(s) have an opportunity to comment on the proposed recommendations.

25.05 President of the Medical Staff Association

The President of the Medical Staff Association shall ensure that the Board is informed when a majority vote of the Medical Staff entitled to vote at any properly constituted meeting of the Medical Staff Association is opposed to a provision contained in the

Policies and Rules or is opposed to a particular change to the Policies and Rules that is proposed by the Medical Advisory Committee.

ARTICLE 26. AMENDMENT OF BY-LAW

26.01 Amendments to By-Law

- (a) The Board may pass or amend the By-Law of the Corporation from time to time.
- (b)
 - (i) Where it is intended to pass or amend the By-Law at a meeting of the Board, written notice of such intention shall be sent by the Secretary to each Director at his/her address as shown on the records of the Corporation by ordinary mail not less than ten (10) days before the meeting.
 - (ii) Where the notice of intention required by clause (i) above is not provided, any proposed By-Law or amendments to the By-Law may nevertheless be moved at the meeting and discussion and voting thereon adjourned to the next meeting, for which no notice of intention need be given.
- (c) Subject to paragraphs 26.01(d) and 26.01(e) below, a By-Law or an amendment to a By-Law passed by the Board has full force and effect:
 - (i) from the time the motion is passed, or
 - (ii) from such future time as may be specified in the motion.
- (d)
 - (i) A By-Law or an amendment to a By-Law passed by the Board shall be presented

for confirmation at the next annual meeting or to a special general meeting of the Members called for that purpose. The notice of such annual meeting or special general meeting shall refer to the By-Law or amendment to be presented.

- (ii) The Members at the annual meeting or at a special general meeting may confirm the By-Law as presented or reject or amend them, and if rejected they thereupon cease to have effect and if amended, they take effect as amended.
- (e) Any amendment to the portion of the By-Law relating to the borrowing powers of the Corporation is not effective until it has been confirmed by at least two-thirds of the votes cast at a general meeting of Members duly called for considering it.
- (f) In any case of rejection, amendment, or refusal to approve the By-Law or part of the By-Law in force and effect in accordance with any part of this section, no act done or right acquired under any such By-Law is prejudicially affected by any such rejection, amendment or refusal to approval.


26.02 Amendments to Medical Staff By-Law

Amendments to the Medical Staff By-Law shall be made in accordance with the process established in section 26.01 of this By-Law. However, prior to submitting the Medical Staff By-Law to such process, the following procedures shall be followed:

- (a) a notice shall be sent to all members of the Medical Staff advising them of the proposed amendment(s) to the Medical Staff By-Law sixty (60) days in advance of the matter being considered by the Board;
- (b) a copy of the proposed Medical Staff By-Law or amendment(s) thereto shall be posted in the Hospital and shall be made available on request fourteen (14) days in advance of the matter being considered by the Board;
- (c) the Medical Staff shall be afforded an opportunity to comment on the proposed Medical Staff By-Law or amendment(s) thereto; and
- (d) the Medical Advisory Committee may make recommendations to the Board, concerning the proposed Medical Staff By-Law or amendment(s) thereto.

By-law amended and approved at the June 14, 2017 Annual General Meeting.

Signed: 
Ted Moroz, Chair

Signed: 
Andrew Arifuzzaman, Vice Chair