



# Nipigon District Memorial Hospital

## By-Law No. 2 2021/22

125 Hogan Road  
Nipigon, ON P0T 2J0  
[www.ndmh.ca](http://www.ndmh.ca)

June 23, 2008  
June 27, 2011  
June 24, 2013  
June 30, 2014  
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## BY-LAWS OF NIPIGON DISTRICT MEMORIAL HOSPITAL

A By-Law relating generally to the transaction of the affairs of the Corporation.

BE IT ENACTED as a By-Law of the Corporation as follows:

### ARTICLE 1 - INTERPRETATION

#### Section 1.1 - Definitions

In this By-Law and all other By-Laws of the Corporation, unless the context otherwise requires:

**“Act”** means the Corporations Act (Ontario) and, where the context requires, includes the regulations made under it and any statute that may be substituted therefore, as amended from time to time.

**“Administrator”** means the person appointed by the Board of the Hospital with direct and actual superintendence and charge of the Hospital, as contemplated in the Hospital Management Regulation and shall include the President and Chief Executive Officer, and Chief Nursing Executive or the Executive Director of the Nipigon District Family Health Team

**“Appeal Board”** means the Health Professions Appeal and Review Board established pursuant to the *Ministry of Health Appeal and Review Boards Act, 1998*

**“Applicant”** means the physician or other regulated health professional who is applying for appointment and privileges, for re-appointment or a change of privileges at a participating organization in accordance with the Northwest Regional Appointment and Credentialing Policy and Procedure

**“Board”** means the Board of Directors of the Corporation.

**“Chair”** means Chair of the Board.

**“Chief Executive Officer”** means, in addition to “Administrator” as defined in the *Public Hospitals Act*, the President and Chief Executive Officer of the Corporation.

**“Chief Nursing Executive”** means the senior nurse employed by the Hospital, who reports directly to the Chief Executive Officer and is responsible for nursing services provided in the Hospital.

**“Chief of Staff”** means a member of the medical staff of the Hospital, who is responsible for the professional standards of the Professional Staff, and the quality of professional care rendered at the Hospital.

**“College”** means a professional regulatory College under the *Regulated Health Professions Act*.

**“Corporation”** means Nipigon District Memorial Hospital.

**“Credentialed staff”** means the individual most responsible for supporting the credentialing process.

**“Critical incident”** means any unintended event that occurs when a patient receives treatment in the Hospital,  
(a) that results in death, or serious disability, injury or harm to the patient, and  
(b) does not result primarily from the patient’s underlying medical condition or from a known risk inherent in providing the treatment; (“incident critique”)

**“Director”** means a member of the Board.

**“Executive Director”** means the Executive Director of the Nipigon District Family Health Team.

**“Ex-officio”** means membership “by virtue of office” and includes all rights, responsibilities and power to vote unless otherwise specified.

**“Family Health Team”** means Nipigon District Family Health Team.

**“Hospital”** means Nipigon District Memorial Hospital.

**“Hospital Management Regulation”** means Regulation 965, Hospital Management passed pursuant to the *Public Hospitals Act*.

**“Impact analysis”** means a study conducted by the Chief Executive Officer or delegate, in consultation with the Chief of Staff and the Chief Nursing Executive to determine the impact upon the resources of the Hospital of the proposed or continued appointment of any applicant.

**“Letters Patent”** means the Letters Patent incorporating the Corporation and any supplementary Letters Patent.

**“Medical Advisory Committee”** means the Medical Advisory Committee of the Hospital.

**“Members”** means the members of the Corporation.

**“Northwest Regional E-Credentialing System (NRECS)”** means a software application used by the participating northwest organizations to support the North Western Ontario shared credentialing process.

**“Officers”** means the individuals who hold the offices enumerated.

**“Participating organization”** means each of the Hospitals whose Board has approved policy Northwest Regional Appointment and Credentialing Policy and Procedure and has provided the other Hospitals whose Board has approved this policy with a certificate signed by its Chief Executive Officer indicating such approval.

**“Professional staff”** means the medical staff, dental staff, midwifery staff, and extended class nursing staff of the Hospital.

**“Professional Staff Human Resources Plan”** means the plan developed by the Chief Executive Officer in consultation with the Chief of Staff and Chief Nursing Executive based on the mission and strategic plan of the Hospital and on the needs of the community, which provides information and future projections of this information with respect to management and appointment of physicians, dentists, midwives and RN(EC) who are or may become members of the professional staff.

**“Professional Staff Officer”** means the Chief of Staff and the President of the Medical Staff

**“Public Hospitals Act”** means the Public Hospitals Act (Ontario), and, where the context requires, includes the regulations made under it and any statute that may be substituted therefore, as from time to time amended.

**“University”** means an academic professional institution to which the professional staff applicant shall hold an affiliation

## Section 1.2 - Interpretation

In this By-Law and in all other By-Laws of the Corporation, unless the context otherwise requires, words importing the singular shall include the plural and vice versa; references to persons shall include individuals and entities; words importing one gender shall include all genders; and headings are used for convenience of reference and do not affect the interpretation of the By-Law.

## Section 1.3 - Repeal and Replacement of By-Laws

By-Law No. 1 of the Corporation is repealed and replaced with this By-Law.



## ARTICLE 2 - MEMBERSHIP OF THE CORPORATION

### Section 2.1 - Members

The members shall consist of the Directors from time to time of the Corporation, who shall be *ex-officio* members.

### Section 2.2 – Fees

No fee shall be payable by the members.

## ARTICLE 3 - MEMBERS' MEETINGS

### Section 3.1 - Members

Members' meeting shall be held at the head office of the Corporation or at any place in the Thunder Bay District as the Board may determine.

### Section 3.2 - Annual Meeting

In accordance with the *Public Hospitals Act*, the annual meeting of the members shall be held between the 1<sup>st</sup> day of April and the 30<sup>th</sup> day of September of each year.

### Section 3.3 - Calling Meetings

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

### Section 3.4 – Quorum

At least two fifths (2/5) of the members present shall constitute a quorum at any members' meeting.

### Section 3.5 - Notice

Notice of Members' Meetings shall be given by communicating with each member according to the most recent contact information as shown on the Corporation's records at least ten (10) day before the meeting.

Whenever under the provisions of this By-Law notice is required to be given, unless otherwise provided, the notice may be given in writing and delivered or sent by prepaid mail, by facsimile transmission, or by e-mail, addressed to the director, officer, board committee member, member or auditor at the postal address, facsimile number or e-mail address, as the case may be, as the same appears on the books of the Corporation.

If any notice is sent by prepaid mail, it shall, subject to the following paragraph, conclusively be deemed to have been received on the third business day following its mailing. If delivered, a notice shall conclusively be deemed to have been received at the time of delivery, or if sent by facsimile transmission or e-mail, it shall conclusively be deemed to be received on the next business day after transmission will cause the notice to be received reasonably expeditiously by the addressee.

### Section 3.6 – Votes

- (a) Each member shall the right to exercise one vote.
- (b) At all Members' Meetings, every question shall be determined by a majority of votes unless otherwise specifically provided by statute or by this By-Law.
- (c) Every question submitted to any Members' Meeting shall be decided in the first instance by a show of hands. If there is a tie vote, the Chair of the meeting shall have a second vote to break the tie.
- (d) At any Members' Meeting, unless a poll is demanded, a declaration by the Chair of the meeting that a resolution has been carried or carried unanimously or by a particular majority or lost or not carried by a particular majority shall be conclusive evidence of the fact.
- (e) A member may demand a poll either before or after any vote by show of hands. If a member demands a poll on the election of a Chair of the meeting or on the adjournment, the poll shall be taken immediately. If a member demands a poll on any other question, the vote shall be taken in the manner and at the time that the Chair of the meeting directs. The result of a poll shall be the resolution of the meeting. A member may withdraw a demand for a poll.

### Section 3.7 - Chair of the Meeting

The Chair of a members' meeting shall be –

- (a) the Chair
- (b) the Vice Chair, if the Chair is absent or is unable to act

- (c) a Chair elected by the members if the Chair and Vice Chair are absent or unable to act. The Secretary shall preside at the election of the Chair of the meeting but if the Secretary is not present, the members shall choose a member to preside at the election.

### Section 3.8 - Adjourned Meetings of Members

If within one half hour after the time appointed for a Members' Meeting, a quorum is not present, the meeting shall stand adjourned until a day to be determined by the Board.

### Section 3.9 - Notice of Adjourned Meetings

Not less than forty-eight (48) hours notice of a rescheduled meeting following an adjournment shall be given in the manner as the Board may determine, provided that in calculating the notice period Saturdays, Sundays, and statutory holidays shall be excluded.

## ARTICLE 4 – BOARD OF DIRECTORS

### Section 4.1 - Nominations to Board

Nominations made for the election of Directors at a Members' Meeting may be made only by the Board in accordance with the nominating and election procedure prescribed by the Board from time to time. For greater certainty, no nominations shall be accepted by members that are not submitted and approved by the Board thirty (30) days prior to the Members' Meeting. The decision of the Board as to whether or not a candidate is qualified to stand for election shall be final.

Members of the Corporation may recommend persons for election as a Director provided that -

- a) it is in writing and signed by at least two (2) members in good standing
- b) is accompanied by a written declaration signed by the nominee that they will serve as a Director in accordance with these By-Law if elected
- c) is submitted to and received by the Secretary at least thirty (30) days before the date of the Annual General Meeting

### Section 4.2 - Board Composition

The affairs of the corporation shall be governed by a Board consisting of -

(a) Elected Directors

The affairs of the Corporation shall be managed by a Board of seven (7) elected Directors, eligible to serve on the Board.

The terms of the elected Directors shall be staggered such that the term of at least one quarter (1/4) of the elected Directors shall expire each year at the time of the Annual General Meeting of the Corporation, or until their successors are elected or appointed. The expiring terms shall be filled annually, for three (3) year terms, by election by the Members of the Corporation at the Annual Meeting of the Corporation in accordance with the provisions of the By-Law of the Corporation.

(b) Ex Officio Directors (Non-Voting)

- Chief of Staff
- President and CEO
- Executive Director, Nipigon District Family Health Team
- Chief Nursing Executive
- Chief Financial Officer

### Section 4.3 - Qualifications of Directors

No individual shall be qualified to serve as a Director if -

- (a) the individual is less than 18 years of age
- (b) they are a current employee of the Hospital, the Nipigon District Family Health Team or a member of the Professional Staff, unless the Board otherwise determines
- (c) has been found under the Substitute Decision Act, 1992 or under the Mental Health Act to be incapable of managing property or has been found to be incapable by any court in Canada or elsewhere
- (d) has a status of bankrupt.

### Section 4.4 - Honorary Directors

The Board may from time to time appoint Honorary Directors in recognition of contributions of long or special services to the corporation considering worth of such appointment. Honorary Directors do not have the right to vote, nor do they have the rights and privileges of Directors.

## Section 4.5 - No Remuneration

Each Director shall serve as such without remuneration and no Director shall directly or indirectly receive any profit from his or her position as such, provided that a Director may be reimbursed reasonable expenses incurred by the Director in the performance of his or her duties.

## Section 4.6 - Term of Office Restrictions

- (a) No person may be elected or appointed a Director for more than ten (10) consecutive years of service, provided, however, that a Director completing ten (10) years of service on the Board, may have their service as a Director extended so as to permit them to complete their term as Chair or Vice Chair.
- (b) A former Director may be re-elected or reappointed a Director following a break in the continuous service of at least three (3) years.
- (c) A Director may serve as Chair, Vice Chair for a two (2) year term renewable for a maximum of four (4) consecutive years on one office, provided, however, that following a break in the continuous service of at least one (12) year, the same person may be re-elected or re-appointed to any office.

## Section 4.7 - Filling Vacancies

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

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

## Section 4.8 - Conflict of Interest

- (a) Every Director who, either directly or through one of their associates, has, or thinks they may have, a conflict of interest shall disclose the nature and extent of the interest at a meeting of the Board in accordance with Board policy on Conflict of Interest, as set from time to time.

- (b) If a Director believes that any other Director is in a conflict of interest position with respect to any contraction, transaction, matter or decision, the Director shall have the concern recorded in the minutes in accordance with Board policy on Conflicts of Interest, as set from time to time.
- (c) 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 profit they may realize from the contract, transaction, matter or decision
- (d) If a Director fails to make a declaration of their interest in a contract, transaction, matter or decision as required by this By-Law, this shall be considered grounds for termination of their position as a Director of the Corporation
- (e) The failure of any Director to comply with the conflict of interest By-Law of the Corporation does not, in or of itself, invalidate any contract, transaction, matter or decision undertaken by the Board of the Corporation.

#### Section 4.9 - Board Spokespersons

The Board Chair (or designate) has the authority to speak on matters related to governance responsibilities of the Corporation. The Chief Executive Officer has the authority to speak on matters relating to the administration of the Corporation.

#### Section 4.10 – Confidentiality

- (a) Every Director, Officer and employee of the Corporation shall respect the confidentiality of matters -

- brought before the Board and its Committees
- dealt with in the course of the employee's employment or agent's activities
- dealt with in the course of the Professional staff member's activities in connection with the Corporation

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

- (b) Unless the Board withholds such authority, the Chair, the Vice Chair, in the absence of the Chair, and the President and Chief Executive Officer have the authority to make statements to the news media, or public, on any matters concerning the corporation. No other persons shall have the authority to comment to the news media or public on any matter concerning the Hospital unless authorized by the Chair, the Vice Chair, in the absence of the Chair, or by the President and Chief Executive Officer.

## Section 4.11 - Responsibilities of the Board

- (a) Every Director and Officer understand their responsible for the overall governance of the affairs of the Corporation.
- (b) Directors and Officers shall govern and manage the affairs of the Corporation consistent with the Public Hospitals Act, the Hospital Management Regulations thereunder and other applicable legislation.
- (c) Directors and Officers are responsible to act honestly, in good faith and in the best interests of the Corporation and in doing so, supports the Corporation in fulfilling its mission and discharging its accountabilities.
- (d) Following disclosure of a critical incident, the Board is required to ensure that the Administrator establishes a system for analyzing the critical incident and developing a system-wide plan to avoid or reduce the risk of further similar incidents. The Administrator shall ensure that aggregated critical incident data is provided to the Quality Committee at least two (2) times per year.

## Section 4.12 - Standards of Care

Every Director and Officer of the Corporation in exercising their powers and discharging their duties shall -

- (a) act honestly and in good faith with a view to the best interest of the Corporation
- (b) exercise the care, diligence and skill that is a reasonably prudent person would exercise in comparable circumstances
- (c) respect and abide by decisions of the Board
- (d) keep informed about -
  - matters relating to the Corporation
  - the community served
  - necessary information and background preparation so as to participate effectively in meetings of the Board and its Quality Committee
  - other healthcare services provided in the region
- (e) participate in the initial orientation as a new Director and in ongoing Board education
- (f) participate in the annual evaluation of overall Board effectiveness, and
- (g) represent the Board, when requested

## ARTICLE 5 - OFFICERS

### Section 5.1 – Officers

The Officers shall include the Chair, Vice Chair and Secretary, and may include such other officers as the Board may determine. The Board shall appoint the officers at its first meeting following the Annual General Meeting of members at which the Directors are elected or at such other time when a vacancy shall occur. The Chief Executive Officer shall be the Secretary. A person may hold more than one office. The Chair and Vice Chair shall be appointed by the Board from among the elected Directors. The Chair shall, when present, preside at all meetings of the members and the Board.

### Section 5.2 - Terms of Office

Unless otherwise provided in this By-Law, the Officers shall hold office for two (2) year renewable term from the date of appointment until their successors are appointed in their stead. Officers shall be subject to removal by the Board at any time.

### Section 5.3 - Vacancy and Termination of Office

(a) The Office of a Director shall automatically be vacated -

- 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
- if the Director is found to be a mentally incompetent person or becomes of unsound mind
- 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 Board or at the time specified in the notice, whichever is later
- if at a meeting of the Directors of the Corporation, a special resolution is passed by the Directors, removing a Director before the expiration of the Director's term of office
- if the Director dies

(b) The office of a Director may be vacated by a simple majority resolution of the Board -

- if the director is absent seventy (70) percent of the meetings of the Board in any twelve (12) month period
- if a director fails to comply with the *Public Hospitals Act*, the Act, the Hospitals Letters Patent, By-Law, Rules, Regulations, policies and procedures, including without limitation, the confidentiality and conflict of interest requirements



- (c) If a vacancy occurs at any time among the Directors either by resignation, by death or removal of Directors in accordance with above, or by any other cause, such vacancy may be filled by a qualified person elected by the Board to serve until the next annual meeting
- (d) At the next Annual General Meeting in addition to the election of Directors to fill the vacancies caused by expiry of Directors' terms, the members shall also elect any additional Directors to fill the unexpired term created by any vacancy referred to above.

#### Section 5.4 - Duties of Officers

The Officers shall have the powers and duties described in their position descriptions as approved by the Board from time to time and such other duties as may be required by statute or as may be determined by the Board from time to time. An Officer may delegate the performance of any of their duties to another, unless the Board otherwise directs.

#### Section 5.5 - Director Liability

No Director or Officer shall be liable for any act, receipt, neglect or default of any other Director, Officer or employee or for any loss, damage or expense happening to the Corporation through any deficiency of title to any property acquired by the Corporation or for any deficiency of any security upon which any moneys of the Corporation shall be invested or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person, including any person with whom any monies, securities or effects shall be deposited, for any loss, conversion, misappropriation of, or any damage resulting from, any dealings with any moneys, securities or other assets belonging to the Corporation, or for any other loss, damage or misfortune which may happen in the execution of the duties of the Directors or Officers respective office, unless the occurrence is a result of the Director's or Officer's own willful neglect or default.

#### Section 5.6 - Indemnities to Directors and Others

Every Director or Officer and his or her heirs, executors, administrators and estates and effects, respectively, shall from time to time and at all times, be indemnified and saved harmless out of the funds of the Corporation from and against -

- (a) All costs, charges and expenses whatsoever which the Director or Officer sustains or incurs in or about any action, suit or proceeding, which is brought, commenced or prosecuted against them for or in respect of any act, deed, matter or things whatsoever, made, done or permitted by them, in or about the execution of the duties of their office; and
- (b) All other costs, charges and expenses, which they sustain or incurs in or about or in relations to the affairs of the Corporation, except the costs, charges or expenses as are occasioned by their own willful neglect or default.

The indemnity provided for in the preceding paragraph shall be applicable only if the Director or Officer acts honestly and in good faith with a view to the best interests of the Corporation and in the case of a criminal or administrative action or proceeding that is enforceable by a monetary penalty, has reasonable grounds for believing that their conduct was lawful.

## **ARTICLE 6 - REGULAR AND SPECIAL BOARD MEETINGS**

### **Section 6.1 - Virtual Meetings**

If all the Directors present or participating in the meeting consent, a Board meeting or a Board Committee meeting may be held virtually by telephone, secure electronic solution or other communication facilities that permit all members participating in the meeting to communicate with each other simultaneously and instantaneously, and a Director a Board Committee member participating in the meeting by those means is deemed to be present at the meeting.

### **Section 6.2 - Board Meetings**

The Board shall meet at such times and in such places as may be determined by the Board, the Chair or Vice Chair. Special Board meetings may be called by the Chair or Vice Chair, and shall be called by the Secretary upon receipt of the written request of three (3) directors.

### **Section 6.3 - Regular Meetings**

The Board may appoint one or more days for regular Board meetings at a place and time named. A copy of any Board resolution fixing the place and time of regular Board meetings shall be given to each Director forthwith after being passed and no other notice shall be required for any regular meeting.

### **Section 6.4 - Special Meetings**

The Chair or Vice Chair of the Board may call a special meeting of the Corporation. The Secretary of the Board shall call a meeting of the Board if four (4) Directors so request in writing and specify the purpose for which the meeting is being requested.

Notice of a special meeting of the Board shall specify the purpose of the meeting ensuring that contact is ensured through any media, and provided at least twenty four (24) hours in advance of the meeting.

## Section 6.5 – Notices

Notice of Board meetings, other than regular meetings, shall be given to all Directors by sending it to each Director by one of the methods set out herein, addressed to the Directors at their most recent addresses as shown on the Corporation's records at least forty eight (48) hours before the meeting. The Chair or Vice Chair may call a meeting on less notice, by such means as are deemed appropriate, provided that notice is given to all Directors and the majority of the Directors consent to the holding of the meeting. In calculating the forty eight (48) hour notice period, Saturdays, Sundays and statutory holidays shall be excluded.

## Section 6.6 – Quorum

At least two fifths (2/5) of the elected Directors shall constitute a quorum for a Board meeting.

## Section 6.7 - First Meeting of New Board

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

## Section 6.8 - Persons Entitled to be Present

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

## Section 6.9 – Votes

Each Director present at a Board meeting shall be entitled to one vote on each matter. A Director shall not be entitled to vote by proxy. Every question arising at a Board meeting or a Board Committee meeting, shall be decided by a majority of votes.

## Section 6.10 - Casting Vote

If there is a tie vote, the Chair shall not have a second vote to break the tie.

## Section 6.11 – Polls

A Director may demand a poll either before or after any vote by show of hands. If a Director demands a poll, the vote shall be taken by poll in the manner and at the time that the Chair of the meeting directs. The result of the poll shall be the resolution of the meeting. A Director may withdraw a demand for a poll.

## Section 6.12 - Medical Advisory Committee Consultation

To enable the Corporation's physicians to provide advice and make recommendations on decisions pertaining to patient/resident care, the Board shall seek and consider recommendations of the Medical Advisory Committee before passing any resolutions on matters that will or may affect patient/resident care.

Matters mandated by the Ministry of Health and Long Term Care are not subject to this Medical Advisory Committee review.

If the Medical Advisory Committee declines to review a matter the Board will proceed with its review and decision. If the Board disagrees with the recommendation of the Medical Advisory Committee, the Board shall establish a working group comprised of two physicians selected by the Medical Advisory Committee and two Directors selected by the Board. The Executive Director or the Chief Executive Officer, shall attend working group meetings as a resource in a non-voting capacity. The working group shall convene to discuss a resolution. To this end, the working group members shall act in good faith to reach a resolution satisfactory to both the Board and the Medical Advisory Committee. If the working group does not reach a resolution satisfactory to both the Board and the Medical Advisory Committee within a period of thirty (30) days after the working group is established, then the Board may proceed with its review and decision and in doing so, shall consider the outcome of the working group discussions.

## Section 6.13 - Rules of Order

Any questions of procedure at or for any meetings of members, of the Board of the Professional Staff or of any Board committee, which have not been provided for in this By-Law or by the Act, the *Public Hospitals Act*, the Rules or the Professional Staff Rules and Regulations, shall be determined by the Chair of the meeting in accordance with Robert's Rules of Orders.

## Section 6.14 – Rules

The Board, may from time to time, make such Rules as it may deem necessary or desirable in connection with the management of the affairs of the Board and the conduct of the Directors and Officers, provided, however, that any Rule shall be consistent with the provisions of this By-Law.

## Section 6.15 - Adjournment of the Meeting

If within one half (1/2) hour after the time appointed for a Board meeting a quorum is not present, the meeting shall stand adjourned until a day within two weeks to be determined by the Chair of the meeting.

## Section 6.16 - Notice of Adjourned Meeting

At least twenty four (24) hours notice of a rescheduled meeting following an adjournment by an appropriate means shall be given to each Director, provided that in calculating the twenty four (24) hour notice period Saturdays, Sundays and statutory holidays shall be excluded.

# ARTICLE 7 - COMMITTEES OF THE BOARD

## Section 7.1 - Committees of the Board

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

- (a) standing committees, being those committees whose duties are normally continuous or those required under the *Public Hospitals Act*
- (b) special committees, being those committees appointed for specific duties whose mandate shall expire with the completion of the tasks assigned.

## Section 7.2 - Function, Duties, Responsibilities and Powers of Board Committees

The functions, duties, responsibilities and powers of the Board committees shall be provided in the Board resolution by which a Board committee is established in Terms of Reference adopted by the Board.

## Section 7.3 - Board Committee Chair

Unless otherwise provided by By-Law or Board resolution, the Board shall appoint the Chair, the Vice Chair (if any) and the members of each Board committee. Each Chair and Vice Chair of a Board committee shall be a Director. The members and the Chair and Vice Chair of each Board committee shall hold their office at the will of the Board. The Board committees may include members who are not Directors (other than an Executive committee, if any).

## Section 7.4 - Procedures at Board Committee Meetings

Procedures at and quorum for Board committee meetings shall be determined by the Chair of each committee, unless established by Board resolution or by Board approved general committee regulations.

## ARTICLE 8 - FINANCIAL

### Section 8.1 – Seal

Until changed in accordance with the Act, the seal of the Corporation shall be in the form impressed on this By-Law.

### Section 8.2 - Execution of Documents

Deeds, transfers, assignments, contracts, mortgages, conveyances, obligations, certificates of any other instruments or documents requiring the signature of the Corporation shall be signed by any one Director, together with the Chief Executive Officer or other person designated by Board resolution, and all instruments or documents so signed shall be binding upon the corporation without any further authorization or formality.

In addition, the Board may from time to time direct the manner in which and the person or persons by whom any particular instrument or class of instruments or documents may or shall be signed. Any signed officer may affix the seal of the Corporation or any instrument or document and may certify a copy of any instrument, resolution, By-Law or other document of the Corporation to be a true copy.

### Section 8.3 - Bonding Fidelity Insurance (Employee Dishonesty Coverage)

- (a) Directors, Officers and employees, as the Board may designate, shall secure from a guarantee company a Bond of Fidelity of an amount approved by the Board.
- (b) The requirement above may be met by an alternative form of employee Fidelity Insurance such as, but not limited to, a blanked position bond, a commercial blanket bond, or a comprehensive dishonesty, disappearance and destruction policy, at the discretion of the Board.
- (c) The Corporation shall pay the expense of any fidelity bond or policy secured as above.

### Section 8.4 - Financial Year

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

### Section 8.5 - Banking Arrangements

The banking business of the Corporation or any part thereof shall be transacted with such banks, trust companies or other financial institutions as the Board may deem from time to time.

## Section 8.6 - Signing Officers

- (a) The Board Chair, Chief Executive Officer, Chief Nursing Executive and Chief Financial Officer 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) The Board may authorize signing officers on behalf of the Corporation, additional to or other than as provided and will institute and effect such internal audit procedures as it shall determine in consultation with the auditor of the Corporation.

## Section 8.7 - Borrowing Power

Without limiting the borrowing powers of the Corporation as set forth in the Act, the Board may, from time to time, on behalf of the Corporation, without authorization of the members –

- (a) borrow money on the credit of the Corporation
- (b) issue, sell or pledge securities (including bonds, debentures, notes or other similar obligations, secured or unsecured) of the Corporation; or
- (c) charge, mortgage, hypothecate or pledge all or any of the real or personal property of the Corporation, including book debts and unpaid calls, rights and powers, franchises and undertakings, to secure all securities or for any money borrowed, or other debt, or any other obligation or liability of the Corporation.

## Section 8.8 – Investments

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

## Section 8.9 - Endowment Benefits

- (a) No benefit given in trust to or to the use of the Corporation for endowment purposes shall be hypothecated, transferred or assigned to obtain credit or to receive funds except as allowed herein
- (b) The Secretary shall keep copies of all testamentary documents and trust instruments by which benefits are given, bequeathed or devised to, or to the use of the Corporation.
- (c) The Secretary shall by registered mail, give notice to the Public Guardian and Trustee, in accordance with the terms of the *Charities Accounting Act* (Ontario), of the benefits referred to above 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.

### Section 8.10 - Appointment of Auditor

The members shall, at each Annual General Meeting, appoint auditors to audit the accounts of the Corporation and to report to the members at the next annual meeting. The auditor shall hold office until the next annual meeting, provided that the Board may fill any casual vacancy in the office of auditor. The Board shall fix the remuneration of the auditor.

## ARTICLE 9 - CREDENTIALLED STAFF

### Section 9.1 - Northwest Regional E-Credentialing System Application

The processes as established by Northwest Regional E-Credentialing System (NRECS) for application, appointment, re-appointment, alteration of privileges, and mid-term action affecting privileges are reflective of the rights extended to physicians under the *Public Hospitals Act* and regulation to this respect.

Although the *Public Hospitals Act* does not require the appointment of dentists, midwives, and RN(EC)s, the Act provides that a Board may decide to provide for the appointment of such professionals within the By-Laws. For consistency, the processes set out will be applicable to all health professionals seeking appointment and privileges at NDMH.

### Section 9.2 - Appointment

The Board shall appoint an applicant to the Professional Staff for a period of up to one year. All appointments shall end no later than on December 31<sup>st</sup> of the then current year.

Provided that where, within the existing appointment year, a member of the Professional Staff, has applied for re-appointment as provided for in the NRECS policy, their appointment shall be deemed to continue, except where provided otherwise in these By-Laws -

- (a) until the re-appointment is granted



- (b) where they are served with notice that the Board refuses to grant the re-appointment, until the time for giving notice requiring a hearing by the Appeal Board has expired and, where a hearing is required, until the decision of the Appeal Board has become final.

### Section 9.3 - Refusal to Appoint

Pursuant to section 37 of the *Public Hospitals Act*, the Board may refuse to appoint a member to the Credentialed staff.

### Section 9.4 - Application for Re-appointment

The provisions set out represent terms generally accepted by NDMH and shall be in addition to the specific terms and conditions set out by each individual organization with respect to reappointment.

### Section 9.5 - Re-appointment

Each eligible application for reappointment will receive an e-mail inviting them to the NRECS system to complete their application for reappointment and confirming the applicant's NRECS user name.

All applicants have forty five (45) days to submit the application for reappointment. An application for re- appointment must be completed by December 31<sup>st</sup> of the current appointment year.

### Section 9.6 - Re-application

The content of each application provided to the applicant for reappointment to the Professional staff of the Hospital shall require from the applicant –

- (a) Confirmation of professional liability insurance coverage, membership in the Canadian Medical Protective Association or professional liability protection, satisfactory to the Board, including a record of the applicant's claims history over the past year.
- (b) An acknowledgement that the documentation and certification provided during the initial application process remain valid and current.
- (c) An update of information provided during the initial appointment or the applicant's most recent re-appointment, as applicable including information –
  - regarding disciplinary actions, college investigations, civil suits, criminal proceedings or convictions, and/or any other relevant legal problems
  - regarding the applicant's health, including any impairments, medical conditions, diseases or illnesses, and current treatments therefore, as well as the date of the

applicant's last examination, which may impact on the applicant's practice, was well as the name of the treating health professional and an authorization to the treating health professional to release relevant information to the Hospital

- regarding any changes to the application's affiliation with the Faculty of Medicine/Dentistry at the University; and
- pertaining to any appointments at other hospitals and potential effects on the duties/obligations of the applicant to the Hospital.

## Section - 9.7 Requests for Change of Status and/or Privileges following Initial Appointment / Reappointment

- (a) Where a physician, dentist, midwife or RN(EC) wishes to change their privileges or appointment category, a request shall be submitted to the Administrator or delegate identifying the changes requested, along with evidence of appropriate training, competence and professional liability protection and/or the reason(s) for the requested change in appointment category.
- (b) Upon receipt, the Administrator or delegate shall immediately refer the request to the Chief of Staff who shall refer the request forthwith to the Chair of the Credentials Committee (where exists) or MAC.
- (c) An application for change in privileges or appointment category shall be processed in accordance with the *Public Hospitals Act*, the By-Laws, the Rules and Regulations and the procedures for an initial application.
- (d) The MAC may request any additional information or evidence that it deems necessary for consideration of the application for alternation in privileges.

Where the Hospital has approved a change of a Professional Staff member's appointment status or privileges, the Hospital shall communicate such change to any other participating organization where the member has an appointment and/or privileges.

## ARTICLE 10 – CATEGORIES OF THE CREDENTIALLED STAFF

The credentialed staff consists of the following categories -

- (a) Active
- (b) Associate
- (d) Regional Ordering

- (e) Term
- (f) Locum Tenens
- (g) Temporary
- (h) Honorary

All new staff appointments relative to the Active category will be made to the Associate category, unless waived by the Board.

## Section 10.1 - Active

Members of the active staff shall -

- (a) Consist of those members who have been appointed to the Active staff by the Board, who are responsible for ensuring that a high standard of care is provided to patients/residents under their care
- (b) Be granted privileges as approved by the Board, having given consideration to the recommendations of the Medical Advisory Committee
- (c) Be granted admitting privileges as follows -
  - All Active staff who are physicians, midwives or shall have admitting privileges unless other wise specified in their appointment
  - A dentist in the Active staff category who is an oral and maxillofacial surgeon may be granted in-patient and/or out-patient admitting privileges, unless otherwise specified in their appointment
  - A dentist in the Active staff category may be granted in-patient and/or out-patient admitting privileges in association with a physician who is a member of the credentialed staff in the active staff privileges, unless otherwise specified in their appointment
  - A registered nurse in the extended class in the Active staff category may be granted in-patient and/or out-patient admitting privileges in association with a collaborating physician overseeing patient care at the same site that the nurse practitioner practices and holds active privileges at NDMH
- (d) Shall provide evidence of professional liability insurance coverage satisfactory to the Board
- (e) Have adequate training and experience for the privileges requested, including participation in continuing education to meet the certificate requirements of the relevant regulatory College

- (f) Shall demonstrate the ability to provide patient/resident care at an appropriate level of quality and efficiency
- (g) Shall demonstrate an ability to communicate, work with and relate to all members of the credentialed staff and hospital staff in a co-operative and professional manner.
- (h) A willingness to participate in the discharge of obligations appropriate to their credentialed staff membership category
- (i) The applicant must undertake to govern themselves in accordance with the requirements set out in this By-Law and the policies and procedures of NDMH
- (j) There is a demonstrated need for the applicant's services as determined by NDMH.
- (k) NDMH will have the resource to accommodate the privileges requested by the applicant as demonstrated by an Impact Analysis
- (l) Shall provide patients/residents and their families with information and act as a liaison between the most responsible physician and the patient/resident
- (m) May input information into the patient record and progress notes but shall not make or records any order
- (n) Only active physicians are eligible to vote at Medical Staff Association meetings and to sit on any Committee of the Medical Staff Association.
- (o) Be bound by the expectations for attendance, as established by the Medical Advisory Committee, at meetings of the Medical Staff Association
- (p) Provide on call coverage in accordance with the Hospital's Policy
- (q) Attend patients/residents and undertake treatment and operative procedures under supervision in accordance with the kind and degree of privileges granted by the Board on the recommendation of the Medical Advisory Committee.
- (r) Undertake such duties in respect of those patients classed as emergency cases, as may be specified by the Chief of Staff
- (s) Act as a supervisor of a member of the Credentialed staff as and when reasonably requested by the Chief of Staff
- (t) Perform such other duties as may be prescribed by the Medical Advisory Committee from time to time.

- (u) In the case of a midwife applicant, a midwife and/or physician who is active in obstetrics and has worked with the midwife applicant, and can provide a report on the experience, competence, and reputation of the applicant. This applicant shall also be evaluated by the lead midwife or delegate to ensure adherence to midwifery standards of practice.
- (v) Except where approved by the Board, no Credentialed staff member with an Active staff appointment at another hospital shall be appointed to the Active staff.

## Section 10.2 - Associate

The Associate staff category shall consist of members appointed to the Credentialed staff by the Board for a probationary period of one year to provide the Hospital an opportunity to conduct a more fulsome evaluation of the member's qualifications, skill, expertise and collegiality in order to determine whether the applicant should be reappointed as an Active staff member.

An Associate staff member shall work for a probationary period under the supervision of an Active staff member named by the Chief of Staff and/or by a designate, to which the Associate staff member has been assigned.

All Associate staff members shall have admitting privileges as follows -

- (a) All Associate staff who are physicians or midwives shall have admitting privileges unless otherwise specified in their appointment
- (b) A dentist in the Associate staff category who is an oral and maxillofacial surgeon may be granted in-patient and/or out-patient admitting privileges, unless otherwise specified in their appointment.
- (c) A dentist in the Associate staff category may be granted in-patient and/or out-patient admitting privileges in association with a physician who is a member of the Credentialed staff with admitting privileges.

An Associate staff member shall -

- (a) Attend patients/residents and undertake treatment and operative procedures under supervision in accordance with the kind and degree of privileges granted by the Board on the recommendation of the Medical Advisory Committee
- (b) Undertake such duties in respect of those patient classed as emergency cases as may be specified by the Chief of Staff
- (c) Shall provide on call coverage.

A supervisor shall carry out supervisor duties in accordance with the policies and rules of the credentialing staff.

The Chief of Staff, upon the request of an Associate staff member or a supervisor, may assign the Associate staff member to a different supervisor for the remainder of the probationary period.

At any time, an unfavorable report may cause the Medical Advisory Committee to consider making a recommendation to the Board that the appointment of the Associate staff member be terminated.

After six (6) months, the appointment of a member to the Associate staff will be reviewed by the Credentials Committee. The review will include assessment of the member's clinical performance and the applicable information and evidence set out in the comprehensive appointment and credentialing policy. The report developed for the review will be reviewed and discussed with the member.

- (a) Subject to below after one (1) year, the appointment of a member to the Active staff will be reviewed by the Credentials Committee, which will report to the Medical Advisory Committee. The review will include assessment of the member's clinical performance and the applicable information and evidence set out in the Comprehensive Appointment and Credentialing Policy. The Medical Advisory Committee, after considering the report of the Credentials Committee, will recommend to the Board for its consideration and determination either a change in category (to Active staff or Term staff), continuation in the Associate staff category for a further period of time not to exceed an additional six (6) months for an aggregate total of eighteen (18) months, or denial of reappointment.
- (b) In the event that the applicant's promotion from Associate staff is under review, the applicant's Associate staff period shall be extended until such time as a final determination is made.
- (c) For family physician obstetrical providers and midwives at the end of the one (1) year probationary period, the recommendation of appointment of said family physician obstetrical provider or midwife to Active staff shall be reviewed by the Medical Advisory Committee and the lead midwife provided that six (6) deliveries have occurred at NDMH by that provider or midwife. These deliveries will be supervised by a family physician obstetrical provider or midwife with Active staff privileges. If there have been less than six (6) deliveries at the end of one year, then the recommendation of appointment to Active staff will be reviewed again at the end of an additional six (6) month period, for an aggregate total of eighteen (18) months.

A member of the Associate staff shall have a vote at Medical Staff Association meetings, may be appointed to a committee of the Medical Staff Association but shall not be an elected Medical Staff Association officer.

### Section 10.3 - Regional

The Medical Advisory Committee may recommend an applicant to the Board for appointment to the Regional staff if the applicant meets the following requirements -

- (a) the applicant has privileges in good standing at another hospital and requires privileges at NDMH so as to fully participate in an approved Regional program

A member of the Regional staff category shall be permitted to order outpatient diagnostic procedures and receive reports with respect to such procedures. Furthermore, Regional staff may write orders for inpatients admitted to their facility but attending another regional facility for outpatient diagnostic tests and procedures.

Current Professional staff who are appointed at a participating organization may obtain a Regional staff appointment at another participating organization.

An applicant may apply for these privileges at the time with the privileges being contingent on the applicant obtaining/maintaining privileges at a primary organization.

Under this category, an applicant shall have the rights, obligations and responsibilities as established by the By-Laws of NDMH.

### Section 10.4 - Locum Tenens

The Medical Advisory Committee may upon application by a member of the Active staff, recommend the appointment of a Locum Tenens as a planned replacement for such member for a specified period of time, to be confirmed in a written agreement.

A Locum Tenens staff member, subject to Board approval, may –

- (a) have admitting privileges, unless otherwise specified
- (b) work under the counsel and supervision of the Chief of Staff or Credentialed staff member who has been assigned this responsibility by the Chief of Staff
- (c) undertake such duties in respect of those patients classed as emergency cases as may be specified by the Chief of Staff
- (d) undertake other duties as approved by the Board

### Section 10.5 - Temporary

A member may be appointed to the Temporary staff only for one of the following reasons -

- (a) to meet a specific singular requirement by providing a consultation and/or operative procedure
- (b) to meet an urgent unexpected need for a clinical service

The Chief Executive Officer, or delegate, after consultation with the President of Medical Staff or his or her delegate, on the recommendation of the Chief of Staff may -

- (a) grant temporary privileges to a Physician, Dentist, Midwife or Extended Class Nurse who is not a member of the Credentialed staff and subject to such privileges shall not extend beyond the date of the next meeting of the Medical Advisory Committee at which time the action taken shall be reported
- (b) on the recommendation of the Medical Advisory Committee at its next meeting, continue the temporary privileges until the next meeting of the Board
- (c) remove temporary privileges at any time prior to any action by the Board

#### Section 10.6 - Honorary

A member may be honored by the Board with a position on the Honorary staff of the Corporation because the member is a former member of the Credentialed staff who has an outstanding reputation or has made an extraordinary accomplishment, although not necessarily a resident in the community.

Each member of the Honorary staff shall be appointed by the Board on the recommendation of the Medical Advisory Committee.

Members of the Honorary staff shall not -

- (a) have regularly assigned duties or responsibilities
- (b) be eligible to vote at Credentialed staff Association meetings or to hold office
- (c) be bound by the attendance requirements for Credentialed staff Association meetings
- (d) admit, treat, perform diagnostic procedures, write orders or discharge patients



## ARTICLE 11 - REAPPOINTMENTS, REQUESTS FOR CHANGES IN PRIVILEGES AND MID-TERM ACTION

### Section 11.1 - Recommendation for Re-appointment and Changes in Privileges

- (a) The Credentials committee shall forward to the Medical Advisory Committee a recommendation in respect of a reappointment or request for change in privileges consistent with the Committee's Terms of Reference and such recommendation shall be in writing and supported by references to the specific activities or conduct which constitute the basis for the recommendation.
- (b) The Medical Advisory Committee may; initiate further investigation, establish an ad hoc committee to conduct further investigation, refer the matter back to the Credentials committee with direction or to an external consultant, or make recommendation to the Board.
- (c) Where the Medical Advisory Committee makes recommendation to the Board, it should provide notice to the member in accordance with the By-Laws.
- (d) Upon completion of its own investigation or upon receipt of the report of the body or consultant that conducted the investigation, the Medical Advisory Committee shall make a recommendation to the Board in respect of the reappointment or privileges requested and provide notice to the member as set out above.
- (e) Service of a notice to the applicant or member may be made personally or by registered mail addressed to the person to be served at his/her last known address and, where notices 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 they did not, acting in good faith, through absence, accident, illness or other causes beyond their control, receive it until a later date.
- (f) If additional time is needed for review or the investigative process, the Medical Advisory Committee may defer its recommendation providing it indicates in writing to the Board and the applicant or member that the recommendation cannot yet be made and gives reasons therefore, further to Section 37(5) of the *Public Hospitals Act*.
- (g) The Medical Advisory Committee may, in its sole discretion, in the course of its review or investigation or in determining its recommendation, decide that there shall be a Special meeting of the Medical Advisory Committee where the member shall be entitled to attend such Special Meeting
- (h) Where the Medical Advisory Committee considers a matter at a Special meeting, the procedures set out herein.

- (i) The Medical Advisory Committee, when providing notice to the applicant or member as provided for shall advise the applicant or member that he/she is entitled to receive written reasons for the recommendation wherein a request therefore is received by the secretary of the Medical Advisory Committee within seven days from receipt by the applicant or member of the Medical Advisory Committee's recommendation and further that the applicant or member is entitled to a Hearing before the Board if a written request is received by the Board and the Medical Advisory Committee within seven days from the receipt by the applicant or member of the Medical Advisory Committee's written reasons where requested.
- (j) Where the applicant or member does not request written reasons for the Medical Advisory Committee's recommendation or where the applicant or member does not require a Hearing by the Board, the Board may implement the recommendation of the Medical Advisory Committee
- (k) Where the applicant or member requires a Hearing by the Board, the Board will appoint a time and place for the Hearing and the procedures set out below.

## Section 11.2 - Immediate Mid-Term Action in an Emergency Situation

- (a) The definition of Mid-Term Action in an emergency situation is outlined herein.
- (b) The Chief of Staff or delegate of the Credentialed staff will immediately notify the member, the President of the Medical Association and CEO, the President of the Credentialed staff and the Board of their decision to suspend the member's privileges.
- (c) Arrangements will be made by the Chief of Staff in consultation with Credentialed staff for the assignment of a substitute to care for the patients of the suspended member.
- (d) Within twenty four (24) hours of suspension, the individual who suspended the member will provide the Medical Advisory Committee, and the CEO with written reasons for the suspension and copies of any relevant documents or records.
- (e) Upon receipt of the written reasons for suspension as described above, the Medical Advisory Committee will set a date for a Special meeting of the Medical Advisory Committee to be held within five (5) days from the date of suspension to review the suspension and to make recommendation to the Board.
- (f) The Special Meeting of the Medical Advisory Committee shall be conducted further to the procedures set out for "the Special Meeting of the Medical Advisory Committee"
- (g) The member may request and the Medical Advisory Committee may grant the postponement of the Special Medical Advisory Committee to a fixed date.

- (h) The Medical Advisory Committee, when providing notice to the applicant or member as provided for shall advise the applicant or member that he/she is entitled to receive written reasons for the recommendation wherein a request therefore is received by the secretary of the Medical Advisory Committee within seven (7) days from receipt by the applicant or member of the Medical Advisory Committee's recommendation and further that the applicant or member is entitled to a Hearing before NDMH's Board if a written request is received by the Board and the Medical Advisory Committee within seven (7) days from the receipt by the applicant or member of the Medical Advisory Committee's written reasons where requested.
- (i) Where the applicant or member does not request written reasons for the Medical Advisory Committee's recommendation or where the applicant or member does not require a Hearing by the Board, the Board may implement the recommendation of the Medical Advisory Committee.
- (j) Where the applicant or member requires a Hearing by the Board, the Board will appoint a time and place for the Hearing and the procedures set out for "the Board Hearings" are to be followed.

### Section 11.3 - Non-Immediate Mid-Term Action

- (a) The definition of a Non-Immediate Mid-Term Action is outlined herein.
- (b) Procedure for a Non-Immediate Mid-Term Action shall include –
  - Information provided to the Chief of Staff and CEO, delegate of the Credentialed staff by the Chief of Staff which raises concerns about any of the matters in these By-Laws relating to Non-Immediate Mid-Term Action, shall be in writing and will be directed to the COS and CEO or delegate of the Credentialed staff Credentialed staff.
  - Where the Chief of Staff and CEO, or a delegate of the Credentialed staff, the Chair of the Medical Advisory Committee receives information about the conduct, performance or competence of a member, that person will provide a copy of the documentation to the other three.
  - Upon receipt of information above, an interview will be arranged by the Chief of Staff or delegate of the Credentialed staff at which time the member will be advised of the information about their conduct, performance or competence and will be given a reasonable opportunity to present relevant information on their behalf.
  - A written record will be maintained reflecting the substance of the aforementioned interview and copies will be sent to the member, the Chief of Staff COS and CEO and/or delegate of the Credentialed Staff
  - Where the member fails or declines to participate in an interview as set out above, after being given a reasonable opportunity to so participate, appropriate action may be undertaken further to the procedure as outlined in this section

- Following an interview as set out above, or where the member fails or declines to participate in an interview, the Chief of Staff, delegate of the Credentialed staff, and CEO will determine whether further investigation of the matter is necessary
- If further investigation is to be undertaken, the investigation may be assigned to an individual(s) within NDMH, the Medical Advisory Committee, a body within NDMH other than the Medical Advisory Committee or an external consultant.
- Upon the completion of the investigation contemplated above, the individual or body who conducted the investigation will forward a written report to the Chief of Staff and CEO, and/or delegate of the Credentialed Staff. The member will be provided with a copy of the written report.
- The Chief of Staff or delegate of the Credentialed Staff and CEO, upon further review of the matter and any report received, will determine whether further action may be required
- Where it is determined that further action in respect of the matter may be required, the matter shall be referred to the Medical Advisory Committee along with a proposed recommendation with respect to Mid-Term Action in writing and supported by references to specific activities or conduct along with any reports which constitute grounds for the proposed recommendation.
- The Medical Advisory Committee, in advance of considering the proposed recommendation, may initiate further investigation itself in respect of such matters and in such a manner as, in its sole discretion, deems appropriate.
- Upon completion of its own investigation or upon receipt of the proposed recommendation as set out above, the Medical Advisory Committee may determine that no further action need be taken in respect of the matter for lack of merit or determine to have a Special meeting of the Medical Advisory Committee where the member is entitled to attend.
- Where the Medical Advisory Committee considers the matter at a Special meeting, then the procedures set out below for “the Special Meeting of the Medical Advisory Committee” are to be followed.
- The Medical Advisory Committee, following a Special Meeting of the Medical Advisory Committee, will provide the member with written notice of the Medical Advisory Committee’s recommendation and the reasons for the recommendation and the member’s entitlement to a Hearing before NDMH’s Board where a written request is received by the Board and the Medical Advisory Committee from the member within seven (7) days of the receipt by the member of the Medical Advisory Committee’s written recommendation and reasons.
- Service of the notice of written recommendation and reasons to the member may be made personally or by registered mail addressed to the member at his/her last known address and, where notice is served by registered mail, it will be deemed that the notice was served on the third day after the day of mailing unless the member to be served establishes that he/she did not, acting in good faith, through absence, accident, illness or other causes beyond his/her control, receive it until a later date.
- Where the member requires a Hearing by the Board, the Board will appoint a time and place for the Hearing, such Board Hearing to be undertaken pursuant to the procedures set out below for the “Board Hearings”.

## Section 11.4 - Special Meetings of the Medical Advisory Committee

In the event that a Special meeting of the Medical Advisory Committee is required further to this schedule, such Special meeting of the Medical Advisory Committee will be conducted pursuant to procedures as follows.

- (a) The Medical Advisory Committee will give the applicant or member written notice of the Special meeting, such notice to include -
  - the time and place of the meeting
  - the purpose of the meeting
  - a statement that the applicant or member will be provided with a statement of the matter to be considered by the Medical Advisory Committee together with all relevant documentation
  - a statement that the applicant or member is entitled to attend the Medical Advisory Committee meeting and to participate fully in all matters under consideration by the Medical Advisory Committee
  - a statement that the parties are entitled to bring legal counsel to the meeting and consult with legal counsel but that legal counsel shall not be entitled to participate in the meeting save and except in respect of making representation on behalf of the party
  - a statement that, in the absence of the applicant or member, the meeting may proceed
- (b) The Medical Advisory Committee will provide the applicant or member with a statement of the particulars of the matter to be considered by the Medical Advisory Committee, including any proposed recommendation, together with all documentation and records collected by the Medical Advisory Committee or Credentials committee pursuant to the performance of their duties
- (c) At the Special meeting, a record of the proceedings will be kept in the minutes of the Medical Advisory Committee
- (d) The applicant or member involved will be given a full opportunity to answer each issue as well as to present documents and witnesses if so desired
- (e) Before deliberating on the matter or the recommendation to be made to the Board, the Chair of the Medical Advisory Committee will require the member involved and any other members present who are not Medical Advisory Committee members to retire for the duration of the discussion. The Medical Advisory Committee will not consider any matter, fact or documentation to which it did not give the member an opportunity to respond

- (f) No member of the Medical Advisory Committee will participate in a decision of the Medical Advisory Committee at a Special meeting of the Medical Advisory Committee unless such member was present throughout the Special meeting, except with the consent of the parties and no decision of the Medical Advisory Committee will be given unless all members so present participate in the decision. Where the Medical Advisory Committee determines that the matter is without merit and as such no decision of the Medical Advisory Committee is necessary, such determination will be noted in the minutes of the Special Medical Advisory Committee meeting

## Section 11.5 - Board Hearings

In the event that a Board Hearing is required pursuant to this schedule, such Board Hearing will be conducted further to the following procedures.

- (a) The Board will name a place and time for the Hearing.
- (b) The Board Hearing will be held within thirty(30) days of the Board receiving the written recommendation and reasons for such recommendation from the Medical Advisory Committee unless such other time for the Hearing is agreed to as by the parties.
- (c) The Board will give written notice of the Hearing to the applicant or member and to the Chair of the Medical Advisory Committee at least seven days before the Hearing date.
- (d) The notice of the Board Hearing will include -
- the place and time of the Hearing
  - the purpose of the Hearing
  - a statement that the applicant or member and Medical Advisory Committee will be afforded an opportunity to examine prior to the Hearing all written or other documentary evidence to be ruled upon at the Hearing and all reports which have been collected as part of the Credentials committee and Medical Advisory Committee processes
  - a statement that the applicant or member may be represented by counsel or agent, call witnesses, cross-examine witnesses and tender documents in evidence and present arguments and submissions in support of the case
  - a statement that the time for the Hearing may be extended by the Board
  - a statement that if the applicant or member does not attend the Hearing, the Board may proceed in the absence of the applicant or member and the applicant or member will not be entitled to any further notice in respect of the Hearing.
- (e) The parties to the Board Hearing are the applicant or member, the Medical Advisory Committee and such other persons as the Board may specify.

- (f) As soon as possible, and at least five (5) business days prior to the Hearing, the parties will provide one another with copies of all written documentary material, along with the names, addresses and qualifications of all witnesses who will testify at the Hearing and a detailed summary of the evidence they will give, along with reports that have been collected by the Medical Advisory Committee as part of the investigation process whether or not these materials will be used in evidence. The intent is that there should be full disclosure as between the parties to the Board Hearing.
- (g) The findings of fact of the Board pursuant to a Hearing will be based exclusively on evidence admissible or matters that may be noted under the Statutory Powers Procedure Act R.S.O. 1990. A party at a Hearing may -
- be represented by counsel or agent
  - call and examine witnesses and present arguments and submissions
  - conduct cross-examination of witnesses reasonably required for a full and fair disclosure of the facts in relation to which they have given evidence
- (h) The Board will consider the reasons for the Medical Advisory Committee that has been given to the applicant or member in support of its recommendations. Where through error or inadvertence, certain reasons have been omitted in the statement delivered to the applicant or member, the Board may consider those reasons only if those reasons are given by the Medical Advisory Committee in writing to both the applicant or member and the Board, and the applicant or member is given a reasonable time to review the reasons and to prepare a case to meet those additional reasons
- (i) No member of the Board will participate in a decision of the Board pursuant to a Hearing unless he/she is 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 will be given unless all members so present participate in the decision.
- (j) The Board will make a decision to either follow or not follow the recommendation of the Medical Advisory Committee.
- (k) A written copy of the decision of the Board and the written reasons for the decision will be provided to the applicant or member and to the Medical Advisory Committee within fifteen days of the conclusion of the Hearing.
- (l) Service on the applicant or member will be as set out in the By-Laws.

## ARTICLE 12 - MATTERS REQUIRED BY THE PUBLIC HOSPITALS ACT

### Section 12.1 - Committees and Programs

The Board shall ensure that the Corporation establishes such committees and undertakes such programs as are required pursuant to the *Public Hospitals Act*, including a Medical Advisory Committee, a Fiscal Advisory Committee, and a Quality Committee.

### Section 12.2 - Fiscal Advisory Committee

The Board shall establish a Fiscal Advisory Committee comprised of –

- (a) the President and CEO
- (b) If there is a dental staff, only one person representing both the medical staff and the dental staff
- (c) If there is no dental staff, one person representing the medical staff
- (d) The Chief Nursing Executive or nurse manager
- (e) One person representing staff nurses, and
- (f) Such other persons as are elected or appointed in accordance with the By-Laws of the corporation.

The Fiscal Advisory Committee shall make recommendations to the Board with respect to the operations, use and staffing of the Hospital.

The Chair of the Fiscal Advisory Committee shall be the Chief Financial Officer or a person designated by the CFO.

### Section 12.3 - Chief Nursing Executive

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

### Section 12.4 - Nurses and other Staff and Professionals on Committees

The Chief Executive Officer shall from time to time approve a process for the participation of the Chief Nursing Executive, nurse manager and staff nurses, staff and other professionals of the Corporation in decision making related to administrative, financial, operational and



planning matters and for the election or appointment of the Chief Nursing Executive, staff nurses or nurse managers and other staff and professionals of the Corporation to those Administrative committees approved by the Chief Executive Officer to have an nurse, staff or professional representation.

### Section 12.5 - Retention of Written Statements

The Chief Executive Officer shall cause to be retained for twenty five) 25 years, all written statements made in respect of the destruction of medical records, notes, charts and other material related to patient/resident care and photographs thereof.

### Section 12.6 - Occupational Health and Safety Program

Pursuant to the regulations under the *Public Hospitals Act*, there shall be an Occupational Health and Safety Program for the Corporation, which shall include procedures with respect to -

- (a) A safe and healthy work environment
- (b) The safe use of substances, equipment and medical devices
- (c) Safe and health work practices
- (d) The prevention of accidents to persons on the premises
- (e) The elimination of undue risks and minimizing of hazards inherent in the Corporation environment

The person designated by the Chief Executive Officer to be in charge of Occupational Health and Safety in the Corporation shall be responsible to the Chief Executive Officer or their delegate for the implementation of the Occupational Health and Safety Program. The Chief Executive Officer shall report to the Board as necessary on matters in respect of the Occupational Health and Safety Program.

### Section 12.7 - Health Surveillance Program

Pursuant to the regulations under the *Public Hospitals Act*, there shall be a Health Surveillance Program for the Corporation which shall –

- (a) be in respect of all persons carrying on activities in the Corporation, and
- (b) include a communicable disease surveillance program

The person designated by the Chief Executive Officer to be in charge of Health Surveillance in the Corporation shall be responsible to the Chief Executive Officer or their delegate for the implementation of the Health Surveillance Program. The Chief Executive Officer shall report to the Board as necessary on matters in respect of the Health Surveillance Program.

### Section 12.8 - Organ Donation

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

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

### Section 12.9 - French Language Services

The elected membership shall make every effort to recruit French-speaking representation on its Board of Directors to ensure the needs and concerns of the Francophone population are integrated into the decision-making process. The Board shall strive for one French-speaking member.

## ARTICLE 13 - AMENDMENT TO BY-LAWS

### Section 13.1 - Amendment

- (a) Subject to applicable legislation the provisions of the By-Law of the Corporation may be repealed or amended by the By-Law enacted by a majority resolution of the Directors at a meeting of the Board and sanctioned by at least a majority of the members entitled to vote and voting at a meeting duly called for the purpose of the considering the said By-Law
- (b) Subject 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 was passed; or
  - (ii) from such future time as may be specified in the motion
- (c) A By-Law or an amendment to a By-Law passed by the Board shall be presented for confirmation at the next Annual General Meeting or to a Special meeting of the

members of the Corporation called for that purpose. The notice of such Annual General Meeting or Special meeting shall refer to the By-Law or amendment to be presented

- (d) The members at the Annual General Meeting or a Special 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) 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 approve.

### Section 13.2 - Effect of Amendment

Subject to the Act and to below, a By-Law or an amendment to a By-Law passed by the Board has full force and effect from the time the motion was passed or from such future time as may be specified in the motion.

### Section 13.3 - Member approval

A By-Law or an amendment of a By-Law passed by the Board shall be presented for confirmation at the next Annual General Meeting or to a General Members' Meeting called for that purpose. The notice of the Annual or General meeting shall refer to the By-Law or amendment to be presented. The members may confirm the By-Law as presented or rejected or amend it, and if rejected, it thereupon ceases to have effect and if amended, it takes effect as amended. 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 this section, no act done or right acquired under any By-Law is prejudicially affected by any rejection, amendment or refusal to approve.

### Section 13.4 - Amendments to Professional Staff By-Laws

Prior to submitting the Professional staff part of the By-Law to the process established in the Professional staff policies and procedures the following procedure shall be followed -

- (a) a notice shall be sent to all voting members of the Professional staff advising them of the proposed amendments to the professional staff part of the By-Law fourteen (14) days in advance of the matter being considered by the Board
- (b) a copy of the proposed Professional staff part of the By-Law or amendments thereto shall be posted in the Professional staff rooms and shall be made available on request fourteen (14) days in advance of the matter being considered by the Board

- (c) the Professional staff shall be afforded an opportunity to comment on the proposed professional staff part of the By-Law or amended hereto; and
- (d) the Medical Advisory Committee may make recommendations to the Board concerning the proposed Professional staff part of the By-Law or amended thereto.

FORM OF RESOLUTION OF THE MEMBERS OF NIPIGON DISTRICT MEMORIAL HOSPITAL

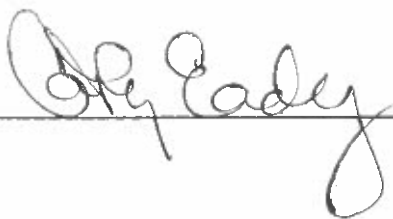
“the Corporation”

*RESOLVED THAT “By Law No. 2 of the Corporation, which has been approved by the Board of Directors of Nipigon District Memorial Hospital, is confirmed.*

Kal Pristanski,  
Board Chair

  
\_\_\_\_\_ June 28, 2021

Cathy Eady,  
Chief Executive Officer

  
\_\_\_\_\_ June 28, 2021