



Administrative By-Law

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ADMINISTRATIVE BY-LAWS OF THE OTTAWA HOSPITAL / L' HÔPITAL D' OTTAWA
(hereinafter referred to as the "Corporation")

Preamble

WHEREAS the governing body of the Corporation deems it expedient that all By-Laws of the Corporation heretofore enacted be cancelled and revoked and that the following By-Law be adopted for regulating the affairs of the Corporation.

AND WHEREAS, in addition to its Vision, Mission and Values:

- a) Through its affiliation with the University of Ottawa, The Ottawa Hospital assumes its role as a university teaching hospital and academic health sciences centre;
- b) Through the Ottawa Hospital Research Institute, The Ottawa Hospital's research arm, the Corporation encourages, promotes and carries on medical and health care research;
- c) Through the University of Ottawa Heart Institute, The Ottawa Hospital's cardiac services delivery provider, The Hospital provides cardiac services to its patients; and
- d) Through The Ottawa Hospital Foundation, The Ottawa Hospital's fundraising arm, the Hospital raises funds to support improvements in patient care and equipment.

AND WHEREAS, in accordance with its Official Languages Policy and Program, the Hospital provides services in English and French, while striving to meet the needs of a culturally and linguistically diverse community.

NOW THEREFORE BE IT ENACTED and it is hereby enacted that all By-Laws of the Corporation heretofore be cancelled and revoked and that the following By-Laws be substituted in lieu thereof.

1.1 Definitions

Article 1 – Definitions and Interpretation

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

- (1) "Act" means the *Corporations Act* (Ontario), and where the context requires, includes the Regulations made under it and any statute that may be substituted therefor, as from time to time amended;
- (2) "Board" means the Board of Governors of the Corporation;
- (3) "By-law" means any By-law of the Corporation from time to time in effect including this Administrative Bylaw and the Medical, Dental Midwifery, and Nurses in the Extended Class Staff Bylaw (Medical By-law);
- (4) "Chair" means the Governor elected by the Board to serve as Chair of the Board;

- (5) “Chief Executive Officer” means, in addition to “administrator” as defined by the *Public Hospitals Act*, the President and Chief Executive Officer of the Corporation;
- (6) “Chief of the Medical Staff” means the person appointed by and responsible to the Board for the quality of medical care in the Hospital and the Chair of the Medical Advisory Committee;
- (7) “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;
- (8) “Corporation” means the Corporation amalgamated by Letters Patent under the *Corporations Act* (Ontario) and named The Ottawa Hospital / L’Hôpital d’Ottawa with a head office in the City of Ottawa, in the Province of Ontario and at such place therein as the Board may from time to time determine;
- (9) “*Excellent Care for All Act*” means the *Excellent Care for All Act, 2010* (Ontario), and, where the context requires, includes the regulations made under it and any statute that may be substituted therefor, as from time to time amended;
- (10) “*Ex-officio*” means membership “by virtue of the office” and includes all rights, responsibilities, and power to vote unless otherwise specified;
- (11) “Governor” means a member of the Board;
- (12) “Hospital” means the public hospital operated by the Corporation;
- (13) “Letters Patent” means the Letters Patent of Amalgamation of The Ottawa Hospital / L’Hôpital d’Ottawa dated April 1st 1998 respecting Ontario Corporation Number 1284725;
- (14) “Medical Advisory Committee” means the Medical Advisory Committee established by the Board as required by the *Public Hospitals Act*;
- (15) “Medical Staff” means Physicians who have been appointed to the Medical Staff by the Board;
- (16) “Member” means a member of the Corporation in accordance with Article 2;
- (17) “Patient” means, unless otherwise specified, any in-patient, out-patient of the Corporation;
- (18) “Person” means and includes any Individual, Corporation, Partnership, Firm, Joint-Venture, Syndicate, Association, Trust, Government, Government Agency, Board, Commission or Authority, or any other form of entity or organization;
- (19) “Physician” means a medical practitioner in good standing with the College of Physicians and Surgeons of Ontario;
- (20) “Professional Staff” means those Physicians, Dentists, Midwifery Staff and Extended Class Nursing Staff; who are appointed by the Board and who are granted specific Privileges to practise medicine, dentistry, midwifery or extended class nursing respectively in the Hospital;

- (21) “*Public Hospitals Act*,” means the *Public Hospitals Act* R.S.O., 1990, c. P40 and, where the context requires, includes the Regulations made under it and any statute that may be substituted therefor, as from time to time amended;
- (22) “Rules” means a rule adopted by the board in accordance with Article 13.2;
- (22) “Secretary” means the secretary of the Corporation appointed from time to time;
- (23) “Vice-Chair” means the Governor elected by the Board who serves as vice-chair of the Board;
- (24) “Volunteer Association” means any auxiliary, volunteer or friends organization recognized by the Board; and
- (25) “University” means the University of Ottawa / Université d’Ottawa.

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 number shall include the plural number and vice versa and references to persons shall include firms and corporations and words importing one gender shall include all genders.

Article 2 – Membership in the Corporation

2.1 Members

The Members of the Corporation shall be the Governors. The Governors shall remain ex officio Members of the Corporation so long as they serve as Governors.

2.2 Fees

No fees shall be payable by the Members.

2.3 Voting

Each Member shall be entitled to one vote.

ARTICLE 3 – MEETING OF MEMBERS

3.1 Location

Meetings of the Members shall be held at the head office of the Corporation or at any place in Ontario as the Board may determine.

3.2 Annual Meetings

In accordance with the *Public Hospitals Act*, the annual meeting of Members shall be held between the 1st day of April and the 31st day of July of each year.

3.3 Calling Meetings

The Board or Chair shall have power to call, at any time, an annual or general meeting of the Members of the Corporation. When calling an annual or general meeting of the Members, the Board or Chair may provide for attendance by Members by telephonic or electronic means (as may be defined in the *Corporations Act*), in addition to attendance by Members in person. A person participating in the meeting by these means is deemed to be present at the meeting.

3.4 Quorum

A majority of the Members entitled to vote present at a meeting will constitute a quorum at a meeting of Members.

3.5 Persons Entitled to be Present

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

3.6 Notice

Notice of the time and place of a meeting of Members may be given by sending it to each Member entitled to notice by one of the methods set out in section 14.1 addressed to the Members at their most recent addresses as shown on the Corporation's records at least ten (10) days prior to the meeting; or in any other manner permitted by the *Public Hospitals Act*.

3.7 Votes

- (a) Each Member entitled to vote and in attendance at a meeting shall have the right to exercise one vote.
- (b) At all meetings of Members of the Corporation every question shall be determined by a majority of votes cast unless otherwise specifically provided by statute or by this By-law.
- (c) Votes at all meetings of Members shall be cast in person and not by proxy.
- (d) Every question submitted to any meeting of Members shall be decided in the first instance by a show of hands and in the case of an equality of votes, whether on a show of hands or at a poll, the chair of the meeting shall have a second vote to break the tie. In no other circumstances shall the Chair vote at such meeting of Members.
- (e) At any meeting of Members, unless a poll is demanded, a declaration by the chair of the meeting that a resolution has been carried or carried unanimously or carried by a particular

majority or lost or not carried by a particular majority shall be conclusive evidence of the fact, provided that such declaration is recorded in the minutes of that meeting.

- (f) A poll may be demanded either before or after any vote by show of hands by any Member entitled to vote at the meeting. If a poll is demanded on the election of a chair or on the question of adjournment it shall be taken forthwith without adjournment. If a poll is demanded on any other question or as to the election of Governors, the vote shall be taken by ballot in such manner and either at once, later in the meeting or after adjournment as the chair of the meeting directs. The result of a poll shall be deemed to be the resolution of the meeting at which the poll was demanded. A demand for a poll may be withdrawn.

3.8 Chair of the Meeting

The chair of a meeting of the members 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 Governors, from those present, shall choose a Governor to preside at the election.

3.9 Adjourned Meeting

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

3.10 Notice of Adjourned Meetings

Not less than three (3) days' notice of an adjourned meeting of Members shall be given in such manner as the Board may determine.

ARTICLE 4 – BOARD OF GOVERNORS

4.1 Board Composition

The affairs of the Corporation shall be governed by a Board consisting of twenty-one (21) Governors, of whom fourteen (14) shall be elected Governors and seven (7) shall be *ex-officio* non-voting Governors.

4.2 Elected Governors

Elected Governors shall be elected at the Annual General Meeting pursuant to section 4.8 of these By-laws for three-year terms.

4.3 Ex-officio Governors

Each of the following shall be an *ex-officio* non-voting member and a Governor of the Corporation, but who shall not be Chair or Vice-Chair of the Board:

- (i) the Chief Executive Officer;
- (ii) the Chief of the Medical Staff;
- (iii) the President of the Medical Staff;
- (iv) the Chief Nursing Executive;
- (v) Vice-President of the Medical Staff; and
- (vi) Dean of the Faculty of Medicine, University of Ottawa
- (vii) One (1) individual who holds a senior title at the University of Ottawa, that title to be determined by the Board of Governors of the University of Ottawa

4.4 Duties and Responsibilities

The Board shall govern and oversee the management of the affairs of the Corporation and may exercise all such other powers and do all such other acts and things as the Corporation is, by its charter or otherwise, authorized to exercise and do.

4.5 Qualification of Governors

No person shall be qualified for election or appointment as a Governor referred to in section 4.2 if he or she:

- a) is less than eighteen (18) years of age;
- b) has the status of a bankrupt;
- c) does not have their principal residence or carry on business within the area served by the Corporation as established by the Board from time to time; or
- d) is a current or former employee or member of the Professional Staff, unless the Board otherwise determines.

4.6 Vacation of Office

The office of a Governor shall be automatically vacated:

- (a) if a Governor shall resign such office by delivering a written resignation to the Secretary of the Corporation;
- (b) if the Governor becomes disqualified under subsections 4.5(a) to (e); or

- (c) if, in the case of an elected Governor, he or she ceases to meet the requirements of subsection 4.05 (e) or becomes a person referred to in subsection 4.5(f) except by resolution of the Board.

A resignation of a Governor becomes effective at the time the resignation is received by the Corporation or at the time specified in the resignation, whichever is later.

Where there is a vacancy in the Board, the remaining Governors may exercise all the powers of the Board so long as a quorum remains in office.

4.7 Removal

The office of a Governor may be vacated by a simple majority resolution of the Board:

- (a) if a Governor, without being granted a leave of absence by the Board, is absent for three (3) consecutive meetings of the Board, or if a Governor is absent for one quarter ($\frac{1}{4}$) or more of the meetings of the Board in any twelve (12) month period; or
- (b) if a Governor fails to comply with the *Public Hospitals Act*, the Act, the Corporation's Letters Patent, By-laws, rules, policies and procedures adopted by the Board, including without limitation, confidentiality and conflict of interest requirements.

4.8 Election and Term

Governors shall be elected and shall retire in rotation as herein provided. The Governors referred to in subsection 4.1 shall be elected for a term of three (3) years provided that each such Governor shall hold office until the earlier of the date on which their office is vacated pursuant to sections 4.6 or 4.7 or until the end of the meeting at which his or her successor is elected or appointed. Four (4) Governors shall retire from office each year subject to re-election as permitted by section 4.10.

4.9 Nomination Procedure for Election of Governors

Nominations made for the election of Governors at a meeting of Members 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 the Members of the Corporation which are not submitted and approved by the Board in accordance with the Board approved process. The decision of the Board as to whether or not a candidate is qualified to stand for election shall be final.

4.10 Maximum Terms

Each Governor referred to in subsection 4.1 shall be eligible for re-election provided that such Governor shall not be elected or appointed for a term that will result in the Governor serving more than nine (9) consecutive years. Such Governor may also be eligible for re-election for another term or terms (to a maximum of nine (9) consecutive years) if one (1) or more years have elapsed since the termination of his or her last term. In determining a Governor's length of service as a Governor, service prior to the coming into force of this By-law shall be included. Despite the foregoing a Governor may, by resolution of the Board, have their maximum term as a Governor extended for the sole purpose of that Governor succeeding to the office of Chair or serving as Chair. Despite the foregoing, where a Governor was appointed to fill an unexpired term of a Governor such partial term shall be excluded from the calculation of the maximum years of service.

4.11 Filling Vacancies

So long as there is a quorum of Governors in office, any vacancy occurring in the Board of Governors may be filled by a qualified person appointed for the remainder of the term by the Governors 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 Governors required to be elected at any meeting of Members, the Governors then in office shall without delay call a meeting of Members to fill the vacancy. A Governor appointed or elected to fill a vacancy shall hold office for the unexpired portion of the term vacated.

4.12 Governors Remuneration

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

ARTICLE 5 – OFFICERS OF THE BOARD AND OF THE CORPORATION

5.1 Officers

The officers of the Corporation shall include:

- i. the Chair;
- ii. the Vice-Chair;
- iii. Chief Executive Officer; and
- iv. Secretary.

(b) A Secretary shall be appointed by resolution of the Board and who need not be a Governor.

(c) No Governor may serve as Chair or Vice-Chair of the Board for longer than three (3) consecutive years in any one office. For any one office, the Governor is eligible to serve in that office again, following a break in the continuous service of at least one (1) year.

5.2 Chair of the Board

The Chair shall be elected annually by the Board from among the elected Governors. The Chair shall, when present, preside at all meetings of the Members and the Board and shall represent the Corporation and the Board as may be required or appropriate and shall have such other powers and duties as the Board may specify. The Chair shall be an *ex-officio* member of all committees of the Board. The Chair shall be elected annually and shall be eligible for re-election provided that the Chair shall serve no longer than three (3) consecutive years. A Governor elected as Chair of the Board may have their term extended in exceptional circumstances. The determination of what constitutes exceptional circumstances and the appropriate term shall be made by the Governance Committee. Any such extension shall be approved by two-thirds (2/3) resolution of the Board.

5.3 Vice-Chair

The Vice-Chair of the Board shall be elected annually by the Board from among the elected Governors. The Vice-Chair shall:

- (a) have all the powers and perform all the duties of the Chair in the absence or disability of the Chair; and
- (b) perform such other duties as may be established by resolution of the Board.

5.4 Secretary

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

5.5 Chief Executive Officer

Appointment of CEO

- 1. The Chief Executive Officer who shall also be President of the Corporation shall be appointed by the Board in accordance with its selection process as defined in the CEO Succession Policy.
- 2. The Board may at any time revoke or suspend the appointment of the Chief Executive Officer.

Duties of CEO and COS

- 1. The duties of the Chief Executive Officer and the Chief of Staff shall include the exercise of the authority delegated to the Chief Executive Officer and the Chief of Staff by the Board through Board Policies for the organization and operation of the Hospital, and the Chief Executive Officer and Chief of Staff shall be accountable to the Board for the organization's implementation of applicable Board Policies and for the operation of the Hospital consistent with the reasonable interpretation of Board Policies.
- 2. The Chief Executive Officer and Chief of Staff shall perform such other duties as may be determined from time to time by the Board and, if applicable, in the employment agreement for the Chief Executive Officer and the Chief of Staff.
- 3. The Chief Executive Officer shall ensure there are appropriate procedures in place for the appointment of the Chief Nursing Executive.

ARTICLE 6 – MEETINGS OF THE BOARD

6.1 Meetings of Governors

The Board shall meet at such times and in such places as may be determined by the Board, the Chair, the Vice Chair or the Chief Executive Officer. Special meetings of the Board may be called by the Chair,

the Vice Chair or by the Chief Executive Officer and shall be called by the Secretary upon receipt of the written request of four (4) Governors.

6.2 Regular Meetings

The Board may appoint one (1) or more days for regular meetings of the Board at a place and time named. The Board shall hold a regular meeting of Governors at least six (6) times per year. A copy of any resolution of the Board fixing the place and time of regular meetings of the Board shall be given to each Governor forthwith after being passed and no other notice shall be required for any such regular meeting.

6.3 Telephone Meetings

If all the Governors present at or participating in the meeting have consented, a meeting of Governors or a meeting of a committee of the Board may be held by such telephone, electronic or other communication facilities that permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously, and the Governor or committee member participating in the meeting by those means is deemed to be present at the meeting.

6.4 Notices

Notice of meetings, other than regular meetings, shall be given to all Governors at least forty-eight (48) hours prior to the meeting. The Chair, the Vice Chair or the Chief Executive Officer may call a meeting on less notice, by such means as are deemed appropriate, provided that notice is given to all Governors and the majority of the Governors consent to the holding of such meeting. In calculating the said forty-eight (48) hour notice period Saturdays, Sundays and statutory holidays shall be excluded.

6.5 Quorum

A majority of the elected Governors shall constitute a quorum.

6.6 First Meeting of New Board

Provided a quorum of Governors is present, the Board may, without notice, holds its first meeting immediately following the Annual General Meeting of Members.

6.7 Persons Entitled to be Present

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

6.8 Voting

Each Governor present at a meeting of the Board, other than an ex-officio governor described in section 4.3, shall be entitled to one (1) vote on each matter. A Governor shall not be entitled to vote by proxy. Any question arising at any meeting of the Board or any committee of the Board, shall be decided by a majority of votes.

6.9 Casting Vote

In the case of an equality of votes, the chair of the meeting shall not have a second vote.

6.10 Polls

The vote on any question shall be taken by secret ballot if so demanded by any Governor present and entitled to vote. Such ballots shall be counted by the chair of the meeting. Otherwise a vote shall be taken by a show of hands. A declaration by the chair of the meeting that a resolution has been carried by a particular majority or not carried shall be conclusive.

6.11 Written Resolutions in lieu of Meeting

A resolution, signed by all of the Governors entitled to vote on that resolution at a meeting of Governors or a committee of Governors is as valid as if it had been passed at a meeting of Governors or of a committee of Governors.

6.12 Adjournment of the Meeting

If within one-half (½) hour after the time appointed for a meeting of the Board a quorum is not present, the meeting shall stand adjourned until a day within two (2) weeks to be determined by the chair of the meeting.

6.13 Notice of Adjourned Meeting

At least twenty-four (24) hours' notice of the adjourned meeting by an appropriate means shall be given to each Governor; provided that in calculating such twenty-four (24) hour notice period Saturday, Sundays and statutory holidays shall be excluded.

ARTICLE 7 – COMMITTEES OF THE BOARD

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

- i. Standing Committees, being those committees whose duties are normally continuous; and
- ii. Special Committees, being those committees appointed for specific duties whose mandates shall expire with the completion of the tasks assigned.

7.1 Functions, Duties, Responsibilities and Powers of Committees

The functions, duties, responsibilities and powers of committees shall be provided in the resolution of the Board by which such committee is established or in terms of reference adopted by the Board.

7.2 Committee Members, Chair

Unless otherwise provided by by-law or by Board resolution, the Board shall appoint the members of the committee, the chair of the committee and, if desirable, the vice chair thereof. The members of any committee (other than an Executive Committee, if any) need not be Governors of the Corporation. The

members and the chair and vice chair of a committee will hold their office at the will of the Board. Each chair of a Standing Committee shall be a member of the Board. Unless otherwise provided, the Chair and Chief Executive Officer shall be ex-officio members of all committees.

7.3 Procedures at Committee Meetings

Procedures at and quorum for committee meetings shall be determined by the chair of each committee, unless established by the Board by resolution or by way of general committee regulations from time to time.

7.4 Executive Committee

The Board may, but shall not be required to, elect an Executive Committee consisting of not fewer than three (3) elected Governors and may delegate to the Executive Committee any powers of the Board, subject to such restrictions, as may be imposed by the Board by resolution. The Executive Committee shall fix its quorum at not less than a majority of its members. Any Executive Committee member may be removed by a majority vote of the Board.

ARTICLE 8 – ORGANIZATION AND FINANCIAL

8.1 Seal

Until changed in accordance with the Act, the seal of the Corporation, if any, shall be in the form determined by the Board.

8.2 Execution of Documents

Subject to section 8.3, deeds, transfers, assignments, contracts, agreements, mortgages, conveyances, obligations, certificates or any other instruments or documents requiring the signature of the Corporation, shall be signed by any one of the Chair or the Vice Chair together with any one of the Chief Executive Officer or a Governor and all instruments or documents so signed shall be binding upon the Corporation without any further authorization or formality.

8.3 Other Signing Officers

In addition to the provisions of section 11.2, the Board may from time to time by resolution direct the manner in which and the person or persons by whom any particular instrument or class of instruments or document may or shall be signed. Any signing officer may affix the seal of the Corporation to any instrument or document and may certify a copy of any instrument, resolution, by-law or other document of the Corporation to be a true copy.

8.4 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, by resolution, from time to time determine.

8.5 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.

8.6 Appointment of Auditor

The Members entitled to vote shall, at each annual meeting, appoint an auditor to audit the accounts of the Corporation and to report to the Members at the next annual meeting. The auditor shall hold office until the next annual meeting, provided that the Governors may fill any casual vacancy in the office of auditor. The remuneration of the auditor shall be fixed by the Board of Governors.

8.7 Borrowing Power

Subject to the Letters Patent, 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 any securities or for any money borrowed, or other debt, or any other obligation or liability of the Corporation.

8.8 Investments

Subject to the Corporation's charter or any limitations accompanying a donation or gift, the Board is authorized to make or receive any investments which the Board in its discretion considers advisable.

ARTICLE 9 – VOLUNTEER ASSOCIATIONS

9.1 EXISTING ASSOCIATIONS

The Corporation maintain agreements with The Ottawa Hospital Auxiliary and The Ottawa Hospital Riverside Campus Auxiliary, that would govern the relations with existing Volunteer Associations at each campus. Such organizations shall continue to function according to the agreements in place on the date of the coming into effect of this By-law or as may be amended by the parties.

9.2 Additional Associations

- (a) The Board may recognize such additional association(s), as it deems advisable.
- (b) Such additional associations shall be conducted for the benefit of the patients of the Hospital.

- (c) Each such additional association shall elect its own officers and formulate its own By-law, but at all times, the By-laws, objects and activities of each such association shall be subject to review and agreement with the Corporation.
- (d) Each additional association may enter into contracts of or for services with individuals, provided such contracts clearly indicate that, notwithstanding that the association may be using the Corporation as paymaster, the individual is:
 - (i) not an employee of the Corporation;
 - (ii) not entitled to any of the benefits provided by the Corporation to its employees; and
 - (iii) that, if applicable, the association be responsible for any source deductions, including without limitation, provincial and federal income tax deductions, Canadian Pension Plan and employer health tax contributions.

9.3 Audit of Financials

All unincorporated volunteer association(s) shall have their financial affairs audited by the Auditor of the Corporation for the purposes of assuring reasonable internal control. The Auditor shall make a report to the volunteer association and to the Corporation.

ARTICLE 10 – MATTERS REQUIRED BY THE *PUBLIC HOSPITALS ACT* AND THE *EXCELLENT CARE FOR ALL ACT*

10.1 COMMITTEES AND PROGRAMS REQUIRED BY THE *PUBLIC HOSPITALS ACT* AND THE *EXCELLENT CARE FOR ALL ACT*

The Board shall ensure that the Corporation establishes such committees and undertakes such programs as are required by applicable legislation, including without limitation the *Public Hospitals Act* and the *Excellent Care for All Act*, including a Medical Advisory Committee, a Fiscal Advisory Committee and a Quality Committee.

10.2 Fiscal Advisory Committee

The Chief Executive Officer shall appoint the members of the Fiscal Advisory Committee required to be established pursuant to the regulations under the *Public Hospitals Act*.

10.3 Chief Nursing Executive

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

10.4 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 managers, 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 a nurse, staff or professional representation.

10.5 Retention of Written Statements

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

10.6 Occupational Health and Safety Program

- (a) Pursuant to the regulations under the *Public Hospitals Act*, there shall be an Occupational Health and Safety Program for the Corporation.
- (b) The program referred to in subsection 10.6(a) shall include procedures with respect to:
 - (i) a safe and healthy work environment in the Corporation;
 - (ii) the safe use of substances, equipment and medical devices in the Corporation;
 - (iii) safe and healthy work practices in the Corporation;
 - (iv) the prevention of accidents to persons on the premises of the Corporation; and
 - (v) the elimination of undue risks and the minimizing of hazards inherent in the Corporation environment.
- (c) 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 his or her delegate for the implementation of the Occupational Health and Safety Program.
- (d) The Chief Executive Officer shall report to the Board as necessary on matters in respect of the Occupational Health and Safety Program.

10.7 Health Surveillance Program

- (a) Pursuant to the regulations under the *Public Hospitals Act*, there shall be a Health Surveillance Program for the Corporation.
- (b) The program referred to in section 10.7(a) shall:
 - (i) be in respect of all persons carrying on activities in the Corporation, and

- (ii) include a communicable disease surveillance program.
- (c) 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 his or her delegate for the implementation of the Health Surveillance Program.
- (d) The Chief Executive Officer shall report to the Board as necessary on matters in respect of the Health Surveillance Program.

10.8 Organ Donation

Pursuant to the regulations under the *Public Hospitals Act*, the Board shall provide for the establishment of 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.

ARTICLE 11 – Protection of Officers and Governors

11.1 Governors Liability

Any Governor or officer or committee member of the Corporation shall not be liable for any act, receipt, neglect or default of any other Governor, officer, committee member or employee or for any loss, damage or expense happening to the Corporation through any insufficiency or deficiency of title to any property acquired by the Corporation or for any insufficiency or deficiency of any security upon which any moneys of the Corporation shall be invested or for any loss or damage arising from bankruptcy, insolvency or tortious act of any person including any person with whom any moneys, securities or effects shall be deposited or for any loss, conversion, or 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 such Governor's or officer's or committee member's respective office unless such occurrence is as a result of such Governor's or officer's own wilful neglect or default.

11.2 Indemnities to Governors and Others

Every Governor or officer of the Corporation 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 such Governor or officer sustains or incurs in or about any action, suit or proceedings which is brought, commenced or prosecuted against him or her, for or in respect of any act, deed, matter or thing whatsoever, made, done or permitted by him or her, in or about the execution of the duties of his or her office; and
- (b) all other costs, charges and expenses which he or she sustains or incurs in or about or in relation to the affairs of the Corporation, except such costs, charges or expenses as are occasioned by his or her own wilful neglect or default.

- (c) The indemnity provided for in the preceding paragraph:
- (i) shall not apply to any liability which a Governor or officer of the Corporation may sustain or incur as the result of any act or omission as a member of the Professional Staff of the Corporation; and
 - (ii) shall be applicable only if the Governor or officer of the Corporation acted honestly and in good faith with a view to the best interests of the Corporation and in the case of criminal or administrative action or proceeding that is enforceable by a monetary penalty, had reasonable grounds for believing that his or her conduct was lawful.

11.3 Insurance

The Corporation shall purchase and maintain insurance for the benefit of any Governor, Officer or other person acting on behalf of the Corporation against any liability incurred in that person's capacity as a Governor, 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 and subject to the terms and conditions contained in any such policy of insurance.

ARTICLE 12 – Books and Records

12.1 Books and Records

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

ARTICLE 13 – Rules and Procedures

13.1 Rules of Order

Any questions of procedure at or for any meetings of Members of the Corporation, or the Board, or the Professional Staff, or of any committee, which have not been provided for in this By-law or by the Act or by the *Public Hospitals Act* or regulations thereunder, or the Rules adopted from time to time by the Board or the Professional Staff Rules and Regulations, shall be determined by the chair of such meeting in accordance with the rules of procedure adopted by resolution of the Board, or failing such resolution, adopted by the chair of the meeting.

13.2 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 business and affairs of the Board and the conduct of the Governors and officers, provided however that any such Rule shall be consistent with the provision of this By-law.

ARTICLE 14 – Notices

14.1 Notice

Whenever under the provisions of the by-laws of the Corporation notice is required to be given, unless otherwise provided such notice may be given in writing and delivered or sent by prepaid mail, by

facsimile transmission or by electronic mail addressed to the Governor, officer, member of a committee, Member or auditor at the postal address, the facsimile number or electronic 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, be conclusively deemed to have been received on the third (3rd) business day following the mailing thereof. If delivered, a notice shall be conclusively deemed to have been received at the time of delivery, or if sent by facsimile transmission or electronic mail, it shall be conclusively deemed to be received on the next day after transmission.

Notwithstanding the foregoing provisions with respect to mailing, in the event that it may be reasonably anticipated that, due to any strike, lock out or similar event involving an interruption in postal service, any notice will not be received by the addressee by no later than the third (3rd) business day following the mailing thereof, then the mailing of any such notice as aforesaid shall not be an effective means of sending the same but rather any notice must then be sent by an alternative method which it may reasonably be anticipated will cause the notice to be received reasonably expeditiously by the addressee.

Any person entitled to receive any such notice may waive such notice either before or after the meeting to which such notice refers.

14.2 Computation of Time

In computing the date or time when notice must be given under any provision requiring a specified number of days' notice of any meeting or other event, the date of giving the notice shall be excluded and the date of the meeting or other event shall be included.

14.3 Omissions and Errors

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

14.4 Waiver of Notice

Any Member, Governor, officer, member of a committee or the auditor of the Corporation may waive any notice required to be given to him or her under any provision of the *Public Hospitals Act*, the Act or the Letters Patent or the by-laws of the Corporation, and such waiver, whether given before or after the meeting or other event of which notice is required to be given, shall cure any default in giving such notice. Attendance and participation at a meeting constitutes waiver of notice.

ARTICLE 15 – INTEREST OF GOVERNORS IN CONTRACTS

15.1 Declaration of Conflict

(a) Any Governor who is in any way, directly or indirectly, interested in a contract or proposed contract with the Corporation shall disclose in writing or have entered in the minutes, the nature and extent of such Governor's or officer's interest in such contract or proposed contract with the Corporation.

(b) The disclosure required by subsection 15.1(a), shall be made:

(i) at the meeting at which a proposed contract is first considered if the Governor is present, and otherwise, at the first meeting after the Governor or officer becomes aware of the contract or proposed contract;

(ii) if the Governor was not then interested in a proposed contract, at the first meeting after such Governor or officer becomes so interested; or

(iii) if the Governor becomes interested after a contract is made, at the first meeting held after the Governor or officer becomes so interested.

(c) A Governor referred to in subsection 15.1(a) is not liable to account for any profit made on the contract by the Governor or officer or by a corporate entity, business firm or organization in which the Governor or officer has a material interest, provided:

(i) the Governor disclosed his or her interest in accordance with subsection 15.1(b) or (e); and

(ii) the Governor has not voted on the contract.

(d) A Governor referred to in subsection 15.1(a) shall not vote on any resolution to approve the contract and shall not take part in the discussion or consideration of, or in any way attempt to influence the voting on any question with respect thereto and shall exit the meeting when the applicable issue is under consideration.

(e) For the purposes of this section 15.1, a general notice to the Governors by a Governor declaring that the person is a governor or officer of or has a material interest in a body corporate, business firm or organization and is to be regarded as interested in any contract made therewith, is a sufficient declaration of interest in relation to any contract so made.

(f) The provisions of this Article are in addition to any conflict of interest policy adopted by the Board from time to time.

ARTICLE 16 – CONFIDENTIALITY

16.1 Confidentiality

Every Governor, officer, member of the Professional Staff, member of a committee of the Board, employee and agent of the Corporation shall respect the confidentiality of matters:

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

16.2 Board Spokesperson

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

ARTICLE 17 – AMENDMENTS TO BY-LAW

17.1 Amendment

Subject to applicable legislation, the provisions of the by-laws of the Corporation may be repealed or amended by by-law enacted by a majority resolution of the Governors 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 considering the said by-law.

17.2 Effect of Amendment

Subject to the Act and to section 17.3 below, a by-law or an amendment to a by-law passed by the Board has full force and effect:

- (a) from the time the motion was passed, or
- (b) from such future time as may be specified in the motion.

17.3 Member Approval

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 at a general meeting of the Members of the Corporation called for that purpose. The notice of such annual meeting or general meeting shall refer to the by-law or amendment to be presented.

The Members entitled to vote at the annual meeting or at a special meeting may confirm the by-law as presented or reject or amend it, and if rejected, it thereupon ceases to have effect and if amended, it takes effect as amended.

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.

17.4 Amendments to The Ottawa Hospital Medical, Dental, Midwifery and Registered Nurses in the Extended Class By-law

Prior to submitting all or any part of The Ottawa Hospital Medical, Dental, Midwifery and Registered Nurses in the Extended Class By-law to the process established in sections 17.1 and 17.3, the procedures set out in The Ottawa Hospital Medical, Dental, Midwifery and Registered Nurses in the Extended Class By-law shall be followed.