

**ST. JOSEPH'S CARE GROUP
ADMINISTRATIVE BY-LAW**

Approved by the Board of Directors: May 13, 2020

Confirmed by the Members of the Corporation: June 29, 2020

May 27, 2020

INDEX

| | |
|--|----|
| ARTICLE 1 | |
| INTRODUCTION | 1 |
| 1.1 Background | 1 |
| 1.2 Definitions | 1 |
| 1.3 Interpretation | 5 |
| ARTICLE 2 | |
| MEMBERS AND CONDITIONS OF MEMBERSHIP | 5 |
| 2.1 Members of the Corporation | 5 |
| 2.2 Dues | 5 |
| 2.3 Termination of Membership | 6 |
| ARTICLE 3 | |
| RESPONSIBILITIES, RIGHTS, AND AUTHORITY OF THE MEMBERS OF THE CORPORATION | 6 |
| 3.1 Authority and Responsibility of the Board | 6 |
| 3.2 Reserved Powers of the Members | 6 |
| ARTICLE 4 | |
| ANNUAL MEETINGS | 7 |
| 4.1 Annual and Other Meetings of Members | 7 |
| 4.2 Reports, Statements and Business to be Received at Annual Meetings | 7 |
| ARTICLE 5 | |
| SPECIAL MEETINGS | 8 |
| ARTICLE 6 | |
| NOTICE OF MEETING AND WAIVER OF NOTICE | 8 |
| 6.1 Notice | 8 |
| 6.2 Meetings by Electronic Means | 8 |
| 6.3 Resolution in lieu of a Meeting | 8 |
| 6.7 Adjournments | 9 |
| 6.8 Majority Required | 9 |
| ARTICLE 7 | |
| PLACE OF MEETING | 9 |
| ARTICLE 8 | |
| CHAIR | 9 |
| ARTICLE 9 | |
| VOTING | 9 |
| 9.1 Voting of Members | 9 |
| 9.2 Show of Hands and Casting Vote | 9 |
| ARTICLE 10 | |
| QUORUM OF MEMBERS | 10 |
| ARTICLE 11 | |
| BOARD OF DIRECTORS OF THE CORPORATION (SJCG) | 10 |
| 11.1 Nominations | 10 |
| 11.2 Directors | 10 |
| 11.3 Honourary Directors | 13 |

| | |
|---|----|
| ARTICLE 12 | |
| CONFLICT OF INTEREST | 13 |
| 12.1 Conflict of Interest | 13 |
| ARTICLE 13 | |
| MEETINGS OF THE BOARD | 15 |
| 13.1 Regular Meetings | 15 |
| 13.2 Special Meetings | 16 |
| 13.3 Business to be Conducted at Meetings..... | 16 |
| 13.4 Procedures for Board Meetings..... | 17 |
| 13.5 Quorum..... | 17 |
| 13.6 Rules..... | 17 |
| 13.7 Electronic Participation | 18 |
| 13.8 Rules of Order | 18 |
| 13.9 Representation of CHCO at Board Meetings | 18 |
| ARTICLE 14 | |
| RESPONSIBILITIES OF DIRECTORS | 19 |
| ARTICLE 15 | |
| STANDARDS OF CARE..... | 22 |
| ARTICLE 16 | |
| CONFIDENTIALITY AND PUBLIC RELATIONS | 23 |
| ARTICLE 17 | |
| OFFICERS OF THE BOARD | 23 |
| ARTICLE 18 | |
| CHAIR | 23 |
| ARTICLE 19 | |
| VICE-CHAIR | 24 |
| ARTICLE 20 | |
| PAST CHAIR | 24 |
| ARTICLE 21 | |
| TREASURER | 24 |
| ARTICLE 22 | |
| SECRETARY OF THE BOARD | 25 |
| ARTICLE 23 | |
| COMMITTEES OF THE BOARD..... | 25 |
| 23.1 Board Committees..... | 25 |
| 23.2 Board Quality, Safety and Risk Committee | 26 |
| 23.3 Executive Committee | 27 |
| 23.4 Finance and Audit Committee..... | 28 |
| 23.5 Governance Committee..... | 30 |
| ARTICLE 24 | |
| ADMINISTRATION | 30 |
| 24.1 President and Chief Executive Officer | 30 |
| ARTICLE 25 | |
| BANKS AND SIGNING OFFICERS | 31 |

| | |
|---|----|
| 25.1 Signing Officers | 31 |
| 25.2 Banking and Borrowing | 32 |
| ARTICLE 26 | |
| REPRESENTATIVES | 33 |
| ARTICLE 27 | |
| GENERAL | 33 |
| 27.1 Head Office | 33 |
| 27.2 Corporate Seal | 33 |
| 27.3 Financial Year | 33 |
| 27.4 Auditor | 34 |
| 27.5 Contracts..... | 34 |
| 27.6 Bonding – Fidelity Insurance | 34 |
| 27.7 Investments..... | 35 |
| 27.8 Indemnification | 35 |
| 27.9 Advance of Costs | 35 |
| 27.10 Insurance | 35 |
| 27.11 Amendment of By-Law..... | 36 |
| 27.11 Effective Date..... | 36 |

**ST. JOSEPH'S CARE GROUP
ADMINISTRATIVE BY-LAW NO. 2011-1
PART A – ADMINISTRATIVE**

**ARTICLE 1
INTRODUCTION**

1.1 Background

St. Joseph's Care Group (SJCG) Corporation is a Catholic organization dedicated to the provision of compassionate and holistic programs and services in complex care, physical rehabilitation, long-term care and supportive housing and mental health and addictions to the people of Northwestern Ontario.

St. Joseph's Care Group is sponsored by the Catholic Health Corporation of Ontario. Sponsorship refers to the way in which the Catholic identity of health institutions is granted by the Catholic Church and how its operations conform to the founders' Mission and values.

1.2 Definitions

- (a) **“Administrator”** means the person who has for the time being the direct and actual superintendence and charge of a hospital, as defined in the *Public Hospitals Act*;
- (b) **“Associates”** means the parents, siblings, children, spouse or common law partner of a Director and any organization, agency, company, or individual (such as a business partner) with a formal relationship to a Director;
- (c) **“Board”** means the board of directors of the Corporation;
- (d) **“CHCO”** means the Catholic Health Corporation of Ontario, which also carries on business as Catholic Health Sponsors of Ontario;
- (e) **“CHCO Designate”** means the individual as designated by the Members;
- (f) **“Chair”** means the Chair of the SJCG Board;
- (g) **“Chief Nursing Executive”** as defined in Ontario Regulation 965 (Hospital Management Regulation) enacted pursuant to the *Public Hospitals Act*, as amended from time to time, means the senior nurse employed by the Hospital who reports directly to the Administrator and is responsible for nursing services provided in the Hospital;
- (h) **“Chief of Staff”** means the chief of the Professional Staff of the Corporation;
- (i) **“Client”** means patient per *Public Hospitals Act*, resident per *Long-Term Care Act*.

- (j) **“Client and Family Partner”** means a volunteer who has experience with St. Joseph’s Care Group as a client or family member.
- (k) **“Conflict of Interest”** includes without limitation, the following three (3) areas that may give rise to a Conflict of Interest for the Directors, namely:
 - (i) *pecuniary or financial interest* – a Director is said to have a pecuniary interest in a decision when the Director (or his Associates) stands to gain by that decision, either in the form of money, gifts, favours, gratuities, or other special considerations. In such cases, the declaration of any pecuniary interest held by a Director (or his Associates) is essential;
 - (ii) *undue influence* – a Director is said to have engaged in undue influence and to have violated his entrusted responsibility to the community at large when he participates or influences Board decisions that selectively and disproportionately benefit particular agencies, companies, organizations, professional groups, or clients from a particular demographic, geographic, political, socio-economic, or cultural group; and
 - (iii) *adverse interest* – a Director is said to have an adverse interest to the Corporation when he is in opposition to a claim, application or proceeding against the Corporation;
- (m) **“Congregation”** means the Leadership Team of The Sisters of St. Joseph of Sault Ste. Marie.
- (n) **"Corporation"** means the body corporate known as St. Joseph’s Care Group;
- (o) **“Corporations Act”** means the *Corporations Act*, R.S.O. 1990, c. C.38 as amended or replaced from time to time and, where the context requires, includes the regulations made under it;
- (p) **“Dental Staff”** as defined in Ontario Regulation 965 (Hospital Management Regulation) enacted pursuant to the *Public Hospitals Act*, means:
 - (i) the oral and maxillofacial surgeons to whom the Board has granted the privilege of diagnosing, prescribing for or treating clients in the Corporation, and
 - (ii) the dentists to whom the Board has granted the privilege of attending to clients in the hospital in co-operation with a member of the Medical Staff.
- (q) **“Designated Amount”** means the amount set from time to time by CHCO whereby the Corporation requires the approval of CHCO in respect to any purchase, sale, lease, encumbrance or disposition of any kind;
- (r) **“Director”** means a member of the Board;
- (s) **“Ex officio”** means membership by virtue of the office and includes all rights, responsibilities and power to vote unless otherwise specified;

- (t) “**Excellent Care for All Act**” means the *Excellent Care for All Act*, S.O. 2010 c.14, and where the context so requires, the regulations thereunder, as amended from time to time;
- (u) “**Excluded Person**” means:
 - (i) Any member of the Professional Staff other than those members appointed to the Board pursuant to the *Public Hospitals Act*;
 - (ii) Any employee other than the President and CEO or Chief Nursing Executive; and
 - (iii) Any spouse, dependent child, parent, brother or sister of an employee of the Corporation or member of the Professional Staff;
- (v) “**Extended Class Nursing Staff**” as defined in Ontario Regulation 965 (Hospital Management Regulation) enacted pursuant to the *Public Hospitals Act*, means those registered Nurses in the extended class to whom the Board has granted privileges to diagnose, prescribe for or treat out-patients in the Corporation;
- (w) “**Head Office**” means the Head Office of the Corporation and shall be at 35 N. Algoma Street, in the District of Thunder Bay, in the Province of Ontario, or at such place as the Board shall from time to time by resolution determine;
- (x) “**Health Ethics Guide**” means the Health Ethics Guide of the Catholic Health Association of Canada as approved from time to time by the Canadian Conference of Catholic Bishops;
- (y) “**Honourary Chair**” means in name only, the title granted to the Roman Catholic Bishop of the Diocese of Thunder Bay and does not carry any of the duties or responsibilities of the Chair.
- (z) “**Honourary Director**” means Directors who have served on the Board of Directors of St. Joseph’s Care Group and who are appointed Honourary in recognition of their significant contributions and service. The term of Honourary Director is for life (unless membership is terminated – refer to Article 2.3).
- (aa) “**In camera**” means a meeting that is held in private and is not open to the public with all discussions to be kept in strictest confidence.
- (bb) “**Long-Term Care Homes Act**” means the *Long-Term Care Homes Act*, R.S.O. 2007, c.8;
- (cc) “**MAC**” means the Medical Advisory Committee of the Corporation;
- (dd) “**Medical Staff**” as defined in Ontario Regulation 965 (Hospital Management Regulation) enacted pursuant to the *Public Hospitals Act*, means those physicians to whom the Board has granted privileges of diagnosing, prescribing for, or treating clients in the Corporation;
- (ee) “**Members**” means the persons identified in Article 2.1 hereof;

- (ff) “**Mental Health Act**” means the *Mental Health Act*, R.S.O. 1990, c. M.7 and the regulations thereunder, as amended from time to time;
- (gg) “**Nurse**” as defined in Ontario Regulation 965 (Hospital Management Regulation) enacted pursuant to the *Public Hospitals Act*, means a member of the College of Nurses of Ontario who is a registered nurse;
- (hh) “**ONCA**” means the *Ontario Not-For-Profit Corporations Act* S.O. 2010, c.15, as amended or replaced from time to time;
- (ii) “**Officer**” means an Officer of the Board listed in Article 17;
- (jj) “**Officer in Charge**” means the officer who is responsible for the administration and management of a psychiatric facility and related statutory obligations in accordance with the *Mental Health Act*;
- (kk) “**Ordinary Resolution**” means a resolution passed by a majority of the votes cast on that resolution;
- (ll) “**Patient**” as defined in the *Public Hospitals Act* means an in-patient or an out-patient of the Corporation;
- (mm) “**President and Chief Executive Officer (CEO)**” means, in addition to the Administrator as defined in the *Public Hospitals Act*, the person appointed pursuant to the By-Laws to be President and Chief Executive Officer of the Corporation and may include the Officer in Charge;
- (nn) “**Professional Staff**” means a member of the Medical Staff, Dental Staff, or Extended Class Nursing Staff;
- (oo) “**Professional Staff Rules**” means the rules respecting the Professional Staff as set out in Part B of the Corporation’s By-Law, once effective, in respect of Professional Staff;
- (pp) “**Public Accounting Act**” means the *Public Accounting Act*, S.O. 2004, c.8 and regulations thereunder, as amended from time to time;
- (qq) “**Public Hospitals Act**” means the *Public Hospitals Act*, R.S.O. 1990, c. P.40 and regulations thereunder, as amended from time to time;
- (rr) “**Special Resolution**” means a resolution passed by a majority of not less than two thirds of the votes cast on that resolution;
- (ss) “**SJCG**” means St. Joseph’s Care Group; and
- (tt) “**Trustee Act**” means the *Trustee Act*, R.S.O. 1990, c. T.23 and regulations thereunder, as amended from time to time.

1.3 Interpretation

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

- (a) all terms which are contained in this By-Law of the Corporation and which are defined in the *Corporations Act*, *Ontario Not-For-Profit Corporations Act*, *Public Hospitals Act*, the *Long-Term Care Homes Act*, the *Mental Health Act* or the *Excellent Care for All Act* shall have the meanings given to such terms in the *Corporations Act*, *Ontario Not-For-Profit Corporations Act*, *Public Hospitals Act*, the *Long-Term Care Homes Act*, the *Mental Health Act*, or the *Excellent Care for All Act*, except as provided otherwise;
- (b) the use of the singular number shall include the plural and vice versa, the use of any gender shall include the masculine or feminine. The headings used in the By-Law are inserted for reference purposes only and are not to be considered or taken into account in construing the terms or provisions thereof or to be deemed in any way to clarify, modify or explain the effect of any such terms or provisions;
- (c) any references herein to any law, by-law, rule, regulation, order or act of any government, governmental body or other regulatory body shall be construed as a reference thereto as amended or re-enacted from time to time or as a reference to any successor thereto.

ARTICLE 2 MEMBERS AND CONDITIONS OF MEMBERSHIP

2.1 Members of the Corporation

- a) The Members of the Corporation shall be those persons from time to time serving as Directors of CHCO. The Members shall be entitled to notice of all meetings of Members and to attend, speak and vote at such meetings.
- b) If a person ceases to be a Director of CHCO, his or her membership in the Corporation shall terminate. The Secretary of CHCO shall notify the Corporation's Secretary of any change in its Directors.

A Member shall not, as such, be held answerable or responsible for any act, default, obligation or liability of the Corporation or for any engagement, claim, payment, loss, injury, transaction, matter or thing relating to or connected with the Corporation.

Any Member may, by notice to the Board and the other Members, resign as a Member, such resignation to be effective on the date specified therein.

2.2 Dues

There shall be no dues or fees payable by Members.

2.3 Termination of Membership

A Membership is terminated immediately if:

- (a) the Member resigns by notice in writing to the Secretary of the Corporation, which resignation shall take effect on the date of receipt of such notice by the Secretary;
- (b) the Member dies;
- (c) the Member ceases to be a Director by resignation or otherwise in accordance with this By-law; or
- (d) the Member ceases to be a Director of CHCO.

ARTICLE 3 RESPONSIBILITIES, RIGHTS, AND AUTHORITY OF THE MEMBERS OF THE CORPORATION

3.1 Authority and Responsibility of the Board

The Members recognize that the Board has the authority and responsibility to govern and manage the operation of the Corporation in accordance with this By-Law and pursuant to the *Public Hospitals Act* and all other relevant legislation, save and except for the powers expressed and reserved in Article 3.2.

3.2 Reserved Powers of the Members

The following matters shall each require either the enactment of a by-law or the passage of a resolution of the Board of the Corporation which, to become effective, shall require the approval by Ordinary Resolution of the Members:

- (a) Establishing philosophy mission, vision and values of the Corporation or making any change in the philosophy, mission, vision or values or the nature or purpose of the Corporation;
- (b) Amending the Articles or by-laws of the Corporation;
- (c) Purchasing, leasing or otherwise acquiring, alienating, selling, exchanging or otherwise disposing of or encumbering real or personal property of the Corporation or any right or interest therein having a value in excess of the Designated Amount;
- (d) Entering into contracts, leases, borrowing agreements or other agreements in excess of the Designated Amount;
- (e) Electing, appointing, or terminating Directors;
- (f) Appointing an Auditor;

- (g) Electing, appointing or dismissing the President and CEO or interim President and CEO of the Corporation; electing or dismissing the Chair or Vice-Chair or interim Chair of the Corporation;
- (h) Establishing a subsidiary corporation or related organization.
- (i) Any proposed affiliation, integration, merger or joint venture agreement between the Corporation and any other entity within the health system; and
- (j) Committing to any construction project in excess of the Designated Amount;
- (k) Incurring on behalf of the Corporation any material debt or obligation, including a line of credit or issuing bonds or debentures with a face value greater than the Designated Amount. This requirement applies to: (i) any series of obligations that would, in the aggregate, exceed the Designated Amount; and (ii) any debt obligation that if incurred would cause the aggregate debt of the Corporation to exceed the Designated Amount (refer to Article 25.2 Banking and Borrowing).

ARTICLE 4 ANNUAL MEETINGS

4.1 Annual and Other Meetings of Members

- (a) The annual or any other general meeting of the Members may be called by the Chair of CHCO or by the Chair or President and CEO in consultation with the Chair of CHCO. Any such meeting shall be held at the registered office of the Corporation or such other place in Ontario and on such day as the Chair of CHCO shall specify, provided that the annual meeting must be held no later than six (6) months after the Corporation's preceding financial year end and between the 1st day of April and the 31st day of July in each year.
- (b) The annual meeting of Members shall be held on a date to be fixed by the Board between April 1st and July 31st in each year or as may otherwise be allowed by law.

4.2 Reports, Statements and Business to be Received at Annual Meetings

At every annual meeting of the Members, in addition to any other business that may be transacted, the following shall be presented to the Members:

- a) the reports of the Chair and the President and CEO of the Corporation;
- b) the financial statements of the Corporation; and
- c) the report of the Corporation's Auditor.

In addition, the following shall occur:

- i. the Directors shall be elected; and

- ii. the Corporation's Auditor shall be appointed.

ARTICLE 5 SPECIAL MEETINGS

Special meetings of the Members shall be called by the Secretary at any time at the request of the Chair, President and CEO of CHCO or by any three (3) Members.

The call or notice of a special meeting shall indicate the purpose thereof with enough information to allow the Members to make a reasoned decision. Any and all business of the Corporation may be transacted at a special meeting of the Members so called.

ARTICLE 6 NOTICE OF MEETING AND WAIVER OF NOTICE

6.1 Notice

- (a) Notice of all meetings of Members shall be given to each Member and to each Director and to the Corporation's Auditor. Any person entitled to such notice may waive such notice in writing either before, at or after the meeting to which the notice relates. Any person attending and participating in any meeting shall be deemed to have waived notice thereof if notice shall not have been provided to such person.
- (b) For the purpose of Section 6.1(a), notice shall be given by mail, courier, personal delivery, telephonic, electronic or other communication facility to each person entitled to notice, during a period of 10 to 50 days before the day on which the meeting is to be held.

6.2 Meetings by Electronic Means

The Members may, by Ordinary Resolution, determine that a meeting of the Members shall be held entirely by means of such telephone, electronic or other communication facilities that permits all participants to communicate adequately with each other during the meeting and a Member participating in such a meeting by such means is deemed to be present at the meeting.

6.3 Resolution in lieu of a Meeting

Subject to the provisions of relevant legislation, a resolution in writing signed by all the Members entitled to vote on that resolution at a meeting of Members is as valid as if it had been passed at a meeting of Members.

6.6 Error or Omission in Notice

No error or omission in giving notice of any annual or general meeting or any adjourned meeting, whether annual or general, of the Members shall invalidate such meeting or make void any proceedings taken thereat and any Member may at any time waive notice

of any such meeting and may ratify, approve and confirm any or all proceedings taken thereat.

6.7 Adjournments

Any meetings of the Members may be adjourned to any time and from time to time and such business may be transacted at such adjourned meeting as might have been transacted at the original meeting from which such adjournment took place. No notice shall be required of any such adjournment. Such adjournment may be made notwithstanding that no quorum is present.

6.8 Majority Required

Any question arising at any meeting of the Members, or any committee of the Members, shall, unless otherwise expressly required by this By-law or relevant legislation, be decided by an Ordinary Resolution.

ARTICLE 7 PLACE OF MEETING

The annual meeting of the Members and the special meetings of the Members shall be held at the Head Office of the Corporation, or such other place as the Members, shall by resolution, determine.

ARTICLE 8 CHAIR

The Chair of CHCO shall, if present, be Chair of all meetings of Members. In the absence of the Chair of CHCO, a member of the Board of Directors of CHCO elected by such Directors shall act as Chair.

ARTICLE 9 VOTING

9.1 Voting of Members

Each Member shall have one vote on each question arising at any special or general meeting of the Members.

9.2 Show of Hands and Casting Vote

At all meetings of Members every question shall be decided by Ordinary Resolution of the Members present unless otherwise required by law. Every question shall be decided in the first instance by a show of hands unless a poll be demanded by any Member. Upon a show of hands, every Member shall have one vote, and unless a poll be demanded, a declaration by the Chair of the meeting that a resolution has been carried or not carried and an entry to that effect in the minutes of the Corporation shall be admissible in evidence as *prima facie* proof of the fact without proof of the number or proportion of the votes accorded in favour of or against such resolution. The demand for a poll may be withdrawn, but if a poll be

demanded and not withdrawn the question shall be decided by a majority of votes given by the Members, and such poll shall be taken in such manner as the Chair of the meeting shall direct and the result of such poll shall be deemed the decision of the Members in general meeting upon the matter in question. In case of an equality of votes at any meeting of Members, whether upon a show of hands or at a poll, the Chair of the meeting shall be entitled to a second or casting vote.

ARTICLE 10 QUORUM OF MEMBERS

A quorum for the transaction of business at any meeting of Members shall consist of fifty percent (50%) plus 1 of the Members entitled to vote at the meeting.

ARTICLE 11 BOARD OF DIRECTORS OF THE CORPORATION (SJCG)

11.1 Nominations

Subject to this section and all other provisions of these by-laws, nominations for election as Director at the annual meeting of the Corporation may be made only in accordance with Board policy.

11.2 Directors

Until changed by Special Resolution of the Members, the number of Directors shall be not less than fifteen (15) but in any event, not more than twenty-one (21). The composition of the Board shall be comprised as follows:

- (a) Up to Five (5) Directors appointed as follows:
 - (i) a designate appointed by CHCO and elected by the Members;
 - (ii) The Roman Catholic Bishop of the Diocese of Thunder Bay, or his designate;
 - (iii) one designate of the Auxiliary to St. Joseph's Care Group;
 - (iv) one (1) or two (2) Sisters of St. Joseph of Sault Ste. Marie, or designate(s), to be appointed by the Congregation.
- (b) One (1) Voting ex officio Director as follows:
 - (i) The Vice Chair of St. Joseph's Foundation of Thunder Bay Board, and
- (c) Non-voting ex officio Directors as follows:
 - (i) The President and CEO;
 - (ii) The Chief of Staff;

- (iii) The President of the Professional Staff Association, or his/her designate as approved by the Board;
 - (iv) The Chief Nursing Executive; And
 - (v) Honourary Directors
- (d) Six (6) Directors to a maximum of ten (10) Directors elected by the Members as hereinafter set forth at the annual general meeting of the Corporation, each for a term of up to three years from the date of the election and who shall retire, in rotation, in such a manner that the terms of the office of one-third of the elected Directors, shall expire each year.
- (e) Except where otherwise provided in this By-law, no member of the Medical Staff, employee of St. Joseph's Care Group, nor any spouse of a member of the Medical Staff, nor any spouse of an employee shall be eligible for membership on the Board. Membership on the Board by a member of the Sisters of St. Joseph of Sault Ste. Marie shall not be prohibited by virtue of her being an employee of St. Joseph's Care Group.
- (f) Directors shall be elected on the basis of their skills, interest, personal integrity and their ability to identify with and formally commit themselves to respect the philosophy, mission and values of the Corporation. The Board should include Directors with legal, financial and capital redevelopment expertise. The Board should reflect the demographic, cultural, linguistic, geographic, ethnic, religious and social characteristics of the population generally served by the Corporation, and be reasonably gender balanced.
- (g) Directors shall be elected initially for up to a three (3) year term and eligible for re-appointment up to a maximum of 9 consecutive years of service. Directors completing nine years of service on the Board may have his or her service as a Director extended beyond the 9 years of service, so as to permit him or her to be re-appointed as Chair, and further to permit the immediate past Chair to serve up to two (2) years. Following a break in continuous service of at least one (1) year, an individual may be re-elected as a Director.
- (h) No Excluded Person save and except as provided for within this By-Law shall be eligible for election as a Director, unless approved by Special Resolution of the Members.
- (i) Non-Member Director – A Director is not required to be a Member.
- (j) Insufficient Director Nominees - In the event that insufficient nominees for the position of Director are acceptable to the Members, only the persons acceptable shall be elected or appointed and the Members may elect such other persons as Directors, as the case may be, in substitution for the persons found not to be acceptable as the Members in their discretion deem appropriate.
- (k) Removal - The Members may, by Ordinary Resolution at a general meeting of Members of which notice specifying the intention to pass such a resolution has

been given, remove any Director (except persons who are Directors by virtue of their office) before the expiration of such Director's term of office, and may, by majority of the votes cast at that meeting, elect any qualified person in the stead of such Director for the remainder of his or her term.

The Board may, by resolution passed by Ordinary Resolution, the votes cast at a meeting of the Board, recommend to the Members the removal of a Director from the Board for just cause. Just cause shall include, but not be limited to the following:

- (i) failure to attend annually at least 70% of the regularly scheduled meetings of the Board and Committees to which the Director is appointed, unless the absence is approved by the Board;
 - (ii) acting upon or voting on an item of business to which the Director should have declared a conflict of interest and knowingly chose not to do so;
 - (iii) being convicted of a criminal offence;
 - (iv) involvement in activities which can be interpreted as perverse or corrupt;
 - (v) conduct inconsistent with the philosophy of St. Joseph's Care Group;
 - (vi) failure to abide by the policies of the Board as set out from time to time.
- (l) Resignation - A member of the Board who wishes to resign from the Board prior to expiry of her or his term of office shall give written notice to the Chair of her or his intention to resign from the Board and such resignation shall be effective from the date specified therein, or if no such date is so specified, from the date of receipt of such resignation by the Chair.
- (m) Persons Disqualified from being Directors - The office of Director shall be automatically vacated:
- (i) Becomes disqualified from being a Director pursuant to relevant legislation, including without limitation because the Director has the status of a bankrupt; or
 - (ii) resigns office by notice in writing to the Chair of the Board; or
 - (iii) if a Director dies.
- (n) A Director's term of office shall end:
- (i) on the day of the annual meeting of the Board in the year in which his/her term expires, unless reappointed; or
 - (ii) when the appointment is revoked in the interim; or

The term of office for the Ex officio Directors shall end on the day he/she ceases to hold the office by virtue of which he/she became a Director.

- (o) Vacancy –Any vacancy amongst the Directors shall be filled only by a vote of the Members. A Director appointed shall hold office for the unexpired portion of the term so vacated.
- (p) Failure to Attend – Directors are expected to not miss three (3) consecutive meetings and attend at least 70% of board meetings in any one year. An annual attendance audit is conducted annually by the Board, and the Chair will follow up with any member(s) that have not met the minimum attendance requirements.
- (q) Confidentiality and Communication - Every Director, Officer and employee of the Corporation shall respect the confidentiality of matters brought before the Board, keeping in mind that unauthorized statements could adversely affect the interest of the Corporation. The Board shall give authority to one or more Directors, Officers or employees of the Corporation to make statements to the news media or public about matters brought before the Board.
- (r) Remuneration - The Directors shall receive no remuneration for acting as such.

11.3 Honourary Directors

Honourary Directors do not have the power to vote, and may be appointed from time to time by the Members of the Corporation on the recommendation of the Board of Directors in addition to the numbers specified in section 11.2.

The Roman Catholic Bishop of the Diocese of Thunder Bay shall be appointed Honourary Chair of the Board.

Appointments may be made in recognition of outstanding service for a specified time, at pleasure, or for the life of the individual. Honourary Directors shall be entitled to attend and speak at meetings of the Board.

ARTICLE 12 CONFLICT OF INTEREST

12.1 Conflict of Interest

- (a) **Disclosure.** Every Director who, either directly or through one of his or her Associates, has, or thinks he or she may potentially have, a conflict of interest shall disclose the nature and extent of the interest at a meeting of the Board.
- (b) **Proposed or Current.** A conflict of interest may occur with respect to a proposed or current contract, transaction, matter or decision of the Corporation, or any other matter that competes for the interest of the Director.
- (c) **Avoidance.** Directors must endeavour to avoid actual or potential conflicts of interest.
- (d) **Nature of Disclosure.** The disclosure contemplated by Article 12.1(a) shall be in writing or by requesting to have it entered in the minutes of meetings of Directors or of committees of Directors, the nature and extent of any interest that the

Director or officer has in a material contract or material transaction, whether made or proposed, with the Corporation, if the Director or officer

- (i) is a party to the contract or transaction;
 - (ii) is a Director or an officer, or an individual acting in a similar capacity, of a party to the contract or transaction; or
 - (iii) has a material interest in a party to the contract or transaction.
- (e) **Time of disclosure for Director.** The disclosure required by Article 12.1(a) shall be made, in the case of a Director,
- (i) at the meeting at which a proposed contract or transaction is first considered;
 - (ii) if the Director was not, at the time of the meeting referred to in part (a), interested in the proposed contract or transaction, at the first meeting after the Director becomes so interested;
 - (iii) if the Director becomes interested after a contract or transaction is made, at the first meeting after the Director becomes so interested; or
 - (iv) if an individual who is interested in a contract or transaction later becomes a Director, at the first meeting after the individual becomes a Director.
- (f) **Voting.** A Director required to make a disclosure under Section 12.1(a) shall not attend any part of a meeting of Directors during which the contract or transaction is discussed and shall not vote on any resolution to approve the contract or transaction.
- (g) **Continuing disclosure.** A general notice to the Directors by a Director or Officer disclosing that he or she is a Director or Officer of or has a material interest in a person, or that there has been a material change in the Director's or Officer's interest in the person, and is to be regarded as interested in any contract made or any transaction entered into with that person is sufficient disclosure of interest in relation to any such contract or transaction for the purposes of this section.
- (h) **Financial interest.** If a Director or any Associate of any Director has a financial interest in any proposed contract or transaction, such contract or transaction shall not be entered into unless a declaration of interest has been made by the Director and the Director has otherwise complied with this By-law and the consent from the Public Guardian and Trustee is secured. If the Director complies with the forgoing requirements, the Director is not accountable to the Corporation for any profit he or she may realize from the contract or transaction.
- (i) **Avoidance standards.** A contract or transaction for which disclosure is required under Article 12.1 is not void or voidable, and the Director or Officer is not accountable to the Corporation or its Members for any profit realized from the contract or transaction, because of the Director's or Officer's interest in the contract or transaction or because the Director was present or was counted to

determine whether a quorum existed at the meeting of Directors or of the committee of Directors that considered the contract or transaction, if:

- (i) disclosure of the interest was made in accordance with this section;
 - (ii) the Directors approved the contract or transaction;
 - (iii) the contract or transaction was reasonable and fair to the Corporation when it was approved; and
 - (iv) if applicable, the consent of the Public Guardian and Trustee was secured.
- (j) **Failure to disclose.** If the Director fails to make a declaration of his or her interest in a contract, transaction, matter or decision as required by this By-law, this shall be considered grounds for termination of his or her position as a Director.
- (k) **Concern re conflict.** If a Director believes that any Director is in a conflict of interest position with respect to any contract, transaction, matter or decision, the Director shall have the concern recorded in the minutes.
- (l) **Determination of conflict.** Thereafter, at the request of a Director, the Board shall, after the Director alleged to have a conflict has absented himself or herself from the room, vote on whether the Director alleged to have a conflict of interest is, in the opinion of the Board, in a conflict of interest. If the Board so finds the person in a conflict of interest, the Director shall absent himself or herself during any subsequent discussion or voting process relating to or pertaining to the conflict.
- (m) **Determination of conflict.** The question of whether or not a Director has a conflict of interest shall be determined by Ordinary Resolution of the Board, and such determination shall be final.
- (n) **If no conflict.** If the Board finds that the Director is not in conflict, the Board will then vote on the contract, transaction, matter or decision and the votes of each Director shall be recorded.

ARTICLE 13 MEETINGS OF THE BOARD

13.1 Regular Meetings

- (a) The Secretary of the Board shall give notice of the meeting to the Directors if the meeting is to be held at another time or day or at a place other than the Head Office.
- (b) The Board shall meet at least 8 (eight) times a year, at such times as may be determined by the Chair.

- (c) Notice of the meeting shall be given one week in advance of the date of such a meeting, however meeting notice may be shortened to seventy-two (72) hours, provided that for each such case each Director approve in advance of the meeting, by consultation by telephone or electronic mail or other means, of such minimum notice.

13.2 Special Meetings

- (a) The Chair or Vice-Chair of the Board may call special meetings of the Board.
- (b) The Secretary of the Board shall call a meeting of the Board if four (4) Directors so request in writing.
- (c) Notice of a special meeting of the Board shall specify the purpose of the meeting, may be given by telephone or electronically, and shall be given at least twenty-four (24) hours in advance of the meeting.

13.3 Business to be Conducted at Meetings

- (a) All meetings shall open with a call to order, recitation of an opening prayer/ reflection, approval of the agenda, and approval of the minutes of the previous meeting of the same type, except in the case of a special meeting.
- (b) Regular Meetings: Only such items as are listed in the agenda provided with the notice of meeting, or which are raised under other business, and which receive majority approval by those Directors present at the meeting, shall become part of the business conducted at the meeting.
- (c) Special Meetings: Only that item, or those items, specified in the reason(s) for calling a special meeting in 13.2 shall be considered at said meeting.
- (d) Annual Meetings: items on the agenda shall include at minimum:
 - (i) Approval of the minutes of the previous annual meeting;
 - (ii) Receipt of report from the Chair and President and CEO;
 - (iii) Receipt of report from the Chief of Staff;
 - (iv) Receipt of the annual financial statements;
 - (v) Acknowledgement of new and departing Directors;
 - (vi) Presentation of the Member approved and Board appointed Chair, Vice-Chair, Past-Chair, Treasurer, and Secretary; and
 - (vii) Recognition of the auditor appointed by the Members.

13.4 Procedures for Board Meetings

- (a) The declaration of the Secretary or Chair that notice has been given pursuant to the By-Law, shall be sufficient and conclusive evidence of the giving of such notice.
- (b) No error or omission in giving notice for a meeting of Directors shall invalidate such meeting or invalidate any proceedings at such meeting and any Director may at any time waive notice of any such meeting and may ratify and approve any or all proceedings.
- (c) Attendance at meetings of the Board by other than those individuals specified in this By-Law shall be subject to Board policies as enacted from time to time.
- (d) The Board shall have the discretion at any time to declare the meeting or any portion of any meeting to be in camera, in accordance with Board policy.
- (e) Minutes shall be kept for all meetings of the Board.
- (f) The Chair shall have a vote.
- (g) Business arising at any meeting of the Board shall be decided by a majority of Directors entitled to vote, provided that:
 - (i) except as provided by clause 13.4(g)(ii) below, votes shall be taken in the usual way by a show of hands.
 - (ii) votes shall be taken by written ballot if so demanded by any voting Director present.
 - (iii) if there is an equality of votes, the Chair shall rule that the motion has been defeated.
 - (iv) a declaration by the Chair that a resolution, vote or motion has been carried or defeated and an entry to that effect in the minutes shall be admissible in evidence as prima facie proof of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution, vote or motion.

13.5 Quorum

50% plus 1 of voting Directors shall constitute a quorum for the transaction of business.

13.6 Rules

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

13.7 Electronic Participation

Notwithstanding any other provision of this By-Law, any Director, Officer, Member, Professional Staff member or employee, who is permitted by the By-Laws or rules and policies of the Corporation to attend and/or participate in a meeting, may attend and/or participate in a meeting of the Members, the Board or of a committee of the Board, with the consent of all the Members or Directors, as the case may be, by means of telephone conference, electronic or other communication facilities so as to permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously. A person participating in such a meeting by such means is deemed, for the purposes of relevant legislation and said By-Law, to be present at the meeting. Such person may, if entitled to vote, indicate his vote by any means that reasonably conveys the person's intention to the other meeting participants.

13.8 Rules of Order

Any questions of procedure at or for any meetings of the Corporation, of the Board, of the Professional Staff, or of any committee, which have not been provided for in this By-Law or by the *Corporations Act* or by the *Public Hospitals Act*, or the Professional Staff Rules, shall be determined by the Chair in accordance with the rules of procedure adopted by resolution of the Board.

13.9 Representation of CHCO at Board Meetings

- (a) The President and CEO of CHCO, or at the option of the President and CEO of CHCO, a person selected by the board of CHCO shall be entitled to attend each meeting of the Board, including any In Camera sessions, and have all rights of a Director, with the exception of vote.
- (b) The President and CEO of CHCO, or at the option of the President and CEO ~~president~~ of CHCO, a person selected by the board of CHCO shall be entitled to attend each meeting of committees of the Board, including any In Camera sessions, and have all rights of a committee member, with the exception of vote.
- (c) Upon request, the President and CEO of CHCO shall be sent notice of each meeting of the Board and of the committees of the Board and all materials from time to time sent to the Directors at the same time as the same are sent to the Directors.

ARTICLE 14 RESPONSIBILITIES OF DIRECTORS

The Board is responsible to the Members of the Corporation for the management and operation of the Corporation.

The Members, save and except for the powers expressed and reserved in Article 3.2, recognize that the Board has the authority and responsibility to govern and manage the operation of the Corporation in accordance with this By-law and all other relevant legislation.

The Board may make or cause to be made for the Corporation, in its name, any kind of contract which the Corporation may lawfully enter into, subject to Article 3.2 thereof.

Without in any way derogating from the foregoing, the Board is expressly empowered, from time to time subject to Article 3.2 hereof, to purchase, lease or otherwise acquire, alienate, sell, exchange or otherwise dispose of real or personal property of the Corporation, or any right or interest therein, for such consideration and upon such terms and conditions as it may deem advisable.

The responsibilities of Directors shall be:

- (a) to carry out their responsibilities in accordance with the purposes, objectives, mission, values and philosophy statement of the Corporation, which form part of this By-Law;
- (b) to strive to ensure that quality care, which includes physical, emotional, social and spiritual care, is provided for clients and that such care is given with competence, and without discrimination of race, colour, creed or sex;
- (c) to establish procedures for monitoring compliance with the requirements of the *Public Hospitals Act*, the *Mental Health Act*, the *Long-Term Care Homes Act*, the *Excellent Care for All Act*, and other applicable legislation, and the By-Laws of the Corporation and take such measures as the Board considers necessary for compliance;
- (d) to establish specific policies which will provide the general framework within which the President and CEO, the Medical Advisory Committee, the Professional Staff, and the Corporation staff will establish procedures for the management of the day-to-day processes;
- (e) to ensure that the President and CEO, Professional Staff, Chief Nursing Executive, Staff Nurses and Nurses who are managers develop policies and plans to deal with:
 - (i) emergency situations that could place a greater than normal demand on the services provided by the Corporation or disrupt the normal routine;
 - (ii) the failure to provide services by persons who ordinarily provide services in the Corporation; and

- (iii) situations, circumstances, conduct and behaviours which is or has the potential of resulting in a risk to the safety and wellbeing of clients, staff and/or other health professionals.
- (f) to establish a selection process for the appointment of the President and CEO and to appoint the President and CEO in accordance with such process;
- (g) to examine annually the goals, policies and current programs of the Corporation and to develop a mechanism that provides a systematic review of the quantity and quality of services provided;
- (h) to establish a Fiscal Advisory Committee, the membership and purposes of which meet the requirements of the *Public Hospitals Act*;
- (i) to ensure that provision is made for (i) the participation of the Chief Nursing Executive and of Nurses who are managers and staff Nurses in a decision-making process related to administrative, financial, operational and planning matters in the Corporation; (ii) the participation at committee level of the Chief Nursing Executive and of staff Nurses and Nurses who are managers, including the election by staff Nurses of representatives to committees and the election or appointment to committees of Nurses who are managers; and (iii) the participation of all other staff;
- (j) to delegate responsibility and concomitant authority to the President and CEO for the operation of the Corporation with accountability to the Board;
- (k) to strive to ensure that the quality of care is regularly evaluated and that all services conform to generally accepted standards and require accountability on a regular basis;
- (l) to ensure the establishment and operation of an occupational health and safety program;
- (m) to ensure the establishment of a health surveillance program which shall include a communicable disease surveillance program in respect of all persons carrying on activities within the Corporation;
- (n) to establish procedures to encourage the donation of organs and tissues including, procedures to identify potential donors and procedures to make potential donors and their families aware of the options of organ and tissue donations and to ensure the implementation of such procedures;
- (o) to approve terms of reference for consultants retained by the Board and provide reports to the Members;
- (p) to represent the Corporation before government or other public boards;
- (q) to delegate responsibility and concomitant authority to the Chief of Staff for the operation of the general clinical organization and the supervision of Professional Staff activities with accountability to the Board;

- (r) to appoint and reappoint physicians and dentists and Registered Nurses in the Extended Class to the Professional Staff, and delineate the respective privileges after considering the recommendations of the Medical Advisory Committee, in accordance with legislative and By-Law requirements;
- (s) to assure, through the Medical Advisory Committee, that each member of the Professional Staff accepts responsibility to the patient and to the Corporation commensurate with the privileges and duties of the appointment and in accordance with the By-Laws of the Corporation;
- (t) to review and approve the annual capital and operating budgets and to monitor that the Corporation is operated within the approved budget;
- (u) to carry out long-range and strategic planning of the Corporation, and to require the professional administrative staff to make available on a periodic basis, a profile of the present and projected needs of the community served; to analyze and evaluate data which reflects the present and projected health needs of the community, and accordingly, to develop a written plan for the growth and development of the Corporation; to consider appropriate physical and financial resources and personnel required to meet the needs of the community and the clients;
- (v) to ensure that all fundraising activities using the name of the Corporation adhere to the mission, vision, and values of the Corporation;
- (w) to approve any significant shared services agreement or amendments thereto in accordance with Article 3.2(a), between an institution within the health system, any educational institution, or any person or corporation, provided that none of the foregoing arrangements conflict with the philosophy, mission and values of the Corporation, change a major service or role of the institution;
- (x) to recommend to the Members any acquisition or disposition of property;
- (y) to conduct an annual performance evaluation and compensation review of the President and CEO and an annual performance evaluation of the Chief of Staff;
- (z) to establish strong formal teaching and research links with an academic institution;
- (aa) to communicate with and be accountable to stakeholders in a manner that contributes to strong stakeholder relationships;
- (bb) to ensure that a system for the disclosure of every critical incident is established and that the President and CEO, the Chief of Staff and the Chief Nursing Executive will be responsible for the system;
- (cc) Establish a Quality Committee in compliance with the *Excellent Care for All Act*.

**ARTICLE 15
STANDARDS OF CARE**

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

- a) act honestly and in good faith, be loyal to the Corporation and act with a view to the best interests of the Corporation;
- b) exercise the degree of care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances;
- c) adhere to the Corporation's philosophy, mission, values and the Health Ethics Guide;
- d) respect and abide by decisions of the Board;
- e) keep informed about,
 - (i) matters relating to the Corporation,
 - (ii) the community served,
 - (iii) necessary information and background preparation so as to participate effectively in meetings of the Board and its committees and,
 - (iv) other healthcare services provided in the region and the Province;
- f) participate in the initial orientation as a new Director and in ongoing Board education;
- g) participate in the annual evaluation of overall Board effectiveness; and
- h) represent the Board, when requested.

Every Director shall comply with:

- (i) All relevant legislation; and
- (ii) The Articles and the by-laws of the Corporation

ARTICLE 16
CONFIDENTIALITY AND PUBLIC RELATIONS

Every Director and Officer shall respect the confidentiality of matters brought before the Board or before any committee or subcommittee of the Corporation. The Chair of the Board is responsible for Board communications and may delegate authority to one or more Directors, Officers or employees of the Corporation to make statements to the news media or public about matters that the Chair determines appropriate for disclosure to the media.

ARTICLE 17
OFFICERS OF THE BOARD

- (a) The Officers of the Board shall be comprised of:
 - (i) the Chair;
 - (ii) the Vice-Chair;
 - (iii) the Past Chair;
 - (iv) the Treasurer; and
 - (v) the Secretary.
- (b) The nominees for the Chair and Vice Chair shall be submitted to the Members for approval and shall be approved by the Members before their appointment as Officers.
- (c) The term of office of the Chair and Vice-Chair shall be for one (1) year. A person may be nominated and appointed for a maximum cumulative term of two (2) consecutive years in one office, except by Special Resolution of the Members. However, following a break in continuous service of at least one (1) year, the same person may be re-elected to that office.
- (d) The President and CEO shall be the Secretary of the Board.
- (e) An Officer may be required to resign by a vote of three-quarters (3/4) of Members at a special meeting called for that purpose.
- (f) The Directors shall receive no remuneration for acting as such.

ARTICLE 18
CHAIR

The Chair of the Board shall:

- (a) preside at all meetings of the Board;

- (b) report to each annual meeting of the Members concerning the operations of the Corporation and at such other times as deemed fit or as requested by the Members;
- (c) represent the Corporation at public or official functions;
- (d) sit as an Ex officio member of all committees; and
- (e) perform such other duties as may from time to time be determined by the Directors.

**ARTICLE 19
VICE-CHAIR**

The Vice-Chair of the Board shall discharge and perform all duties of the Chair in the absence or disability of the Chair, together with such other duties as may from time to time be assigned to the Vice-Chair of the Board.

**ARTICLE 20
PAST CHAIR**

The Past Chair shall have all the powers and perform all the duties of the Chair only in the absence or disability of both the Chair and Vice Chair, together with such duties, if any, as may be assigned by the Directors from time to time. In absence or disability of the Past Chair, Chair and Vice-Chair, the Board may delegate an acting Chair.

**ARTICLE 21
TREASURER**

The Treasurer of the Corporation shall:

- (a) chair the Finance and Audit Committee;
- (b) be the custodian of the books of account and accounting records of the Corporation required to be kept by the provisions of the *Corporations Act*;
- (c) submit a financial statement at each regular meeting of the Board indicating the financial position of the Corporation at the close of the preceding month;
- (d) have all the accounts audited; and
- (e) perform such other duties as may from time to time be determined by the Board.

ARTICLE 22
SECRETARY OF THE BOARD

The Secretary of the Corporation shall:

- (a) Sit as an Ex-Officio Member on all Committees;
- (b) keep proper minutes of all such meetings;
- (c) keep a record of the names and addresses of all Directors; and
- (d) perform such other duties as the Board may direct.

ARTICLE 23
COMMITTEES OF THE BOARD

23.1 Board Committees

- (a) The Board shall appoint the following committees following the annual meeting:
 - (i) Board Quality, Safety and Risk Committee;
 - (ii) Executive Committee;
 - (iii) Finance and Audit Committee;
 - (iv) Governance Committee; and
 - (v) Other committees, being those committees appointed for specific duties whose mandate shall expire with the completion of the tasks assigned.
- (b) Unless otherwise provided by By-Law, the functions, duties, responsibilities, and mandate of committees shall be provided in the resolution of the Board.
- (c) Unless otherwise provided by By-Law or by Board resolution, the Board shall appoint the members and Chair of each committee. Each chair of a committee shall be a voting Director. The Board may appoint committee members who are not Directors to all committees of the Board, except the Executive Committee, and those persons shall be entitled to vote unless the Board otherwise provides. No decision of a committee shall be binding until approved or ratified by the Board.
- (d) The Board shall ensure that the Corporation establishes such committees and undertakes such programs as are required pursuant to all relevant legislation.
- (e) The President and CEO or his/her delegate, except as herein stated, shall be an Ex officio member of all committees of the Board.

23.2 Board Quality, Safety and Risk Committee

The Board Quality, Safety and Risk Committee shall be comprised of:

- a) the Chair of the Board,
- b) the Vice Chair of the Board,
- c) the President and CEO,
- d) the Chief of Staff,
- e) the President of the Professional Staff,
- f) the Chief Nursing Executive,
- g) one person who works in the hospital and who is not a member of the College of Physicians and Surgeons of Ontario or the College of Nurses of Ontario,
- h) Such other persons as selected by the Board so that one third of the members of the Board Quality, Safety and Risk Committee shall be voting members of the Board, and
- i) Client and Family Partner.

As per the *Excellent Care for All Act*, the Chair of the Board Safety, Quality and Risk Committee must be a voting member of the Board.

The nature and scope of the Board Quality, Safety and Risk Committee is advisory, summarizing information for discussion at the Board as a whole and making recommendations to the Board when required. The Committee will meet up to eight (8) times annually, or at the request of the Chair.

The purpose of the Board Quality, Safety and Risk Committee is to support the Board in discharging its Quality responsibilities of monitoring the ongoing performance of the Care Group in accordance with Board policies. The functions of the Board Quality, Safety and Risk Committee are as follows:

- (i) to communicate with and be accountable to stakeholders in a manner that contributes to strong stakeholder relationships;
- (ii) to oversee that a system for the disclosure of every critical incident is established and that the President and CEO, the Chief of Staff and the Chief Nursing Executive will be responsible for the system;
- (iii) oversee the development of appropriate risk, quality and utilization management monitoring process and provide summary indicators to the Board on a quarterly basis;
- (iv) monitor the Corporation's compliance with pertinent legislation; and

- (v) all minutes of meetings of the Board Quality, Safety and Risk Committee will be distributed to members of the Board Quality, Safety and Risk Committee and the Board.

Quorum shall constitute 50% plus 1. Each member of the Board Quality, Safety and Risk Committee shall have a vote.

23.3 Executive Committee

The Executive Committee shall be comprised of:

- a) the Chair of the Board,
- b) the Chairpersons of each committee of the Board,
- c) the President and CEO,
- d) the Chief of Staff, two additional Directors, one of whom shall be a Sister of St. Joseph and one who is the CHCO Designate,

Quorum shall constitute 50% plus 1 of voting members. Each member of the Executive Committee shall have a vote.

Every effort will be made to convene the full Board for purposes of an administrative emergency; however, in the event this is not possible, the Executive Committee will exercise full power of the Board, reporting every action to the Board immediately.

The Executive Committee shall:

- (a) address duties as assigned by the full Board;
- (b) serve as a resource/advisor to the President and CEO;
- (c) oversee a process for strategic planning, including ongoing monitoring of the progress of the plan;
- (d) oversee the development of annual Board and corporate goals that reflect the direction of the strategic plan for approval by the Board as a whole;
- (e) advise the Board on delegation of responsibility and associated authority to the President and CEO and establish policies and procedures to provide the framework for the President and CEO to manage the operation of the Care Group;
- (f) oversee the development of appropriate communications and government relation strategies that further the plans of the Care Group in meeting the needs of the community;
- (g) oversee the development and implementation of an annual operating plan that reflects the strategic plan and corporate goals of the Corporation;
- (h) monitor the Corporation's compliance with pertinent legislation; and

- (i) meet up to eight (8) times annually or at the request of the Chair.

23.4 Finance and Audit Committee

The Finance and Audit Committee shall be comprised of:

- (i) the Treasurer, who will Chair the Finance and Audit Committee;
- (ii) the Vice Chair of the Board;
- (iii) the President and CEO;
- (iv) minimum of one other director; and
- (v) Client and Family Partner.

Quorum shall constitute 50% plus 1. Each member of the Finance and Audit Committee shall have a vote.

The Finance and Audit Committee shall:

- a) study and recommend to the Board for approval a detailed annual budget for capital and operating expenditures for the ensuing fiscal year;
- b) study the detailed financial statements for the month prior to the date of each regular monthly meeting of the Board and advise the Board accordingly;
- c) advise the Board with regard to investments;
- d) advise the Board of the type and amount of insurance to be carried by St. Joseph's Care Group and review these annually;
- e) guide Board activities related to the capital planning & development;
- f) inform and advise the Board on financial matters as requested;
- g) monitor the Corporation's financial performance, including both operating and capital position;
- (h) provide an audit function that includes:
 - (i) review the annual financial statements and Auditor's report prior to the Annual Meeting of the Board;
 - (ii) meet with the Auditor as necessary to consider any matters the Auditor believes should be brought to the attention of the Directors;
 - (iii) determine through discussion with the Auditor, and in the absence of any members of Senior Administration and Staff, that no

restrictions were placed by management on the scope of the examination or on its implementation;

- (iv) inquire into the effectiveness of the organization's management of financial and accounting functions including internal controls;
 - (v) consider the scope of the audit work performed or to be performed on an annual basis; review annual audit plan with auditors;
 - (vi) discuss audit fees with the Auditor; and
 - (vii) make recommendation to the Board with regard to the appointment of and/or tendering for the Auditor each fiscal year.
- (i) meet up to (8) times annually or at the request of the Chair.

23.5 Governance Committee

The Board shall establish a Governance Committee comprised of:

- a) the Chair of the Board of Directors,
- b) the Vice-Chair of the Board of Directors;
- c) the Past Chair of the Board of Directors;
- d) the CHCO Designate;
- e) the President and CEO;
- f) minimum of 2 other directors; and
- g) Client and Family Partner.

Quorum shall constitute 50% plus 1 of voting members. Each member of the Governance Committee shall have a vote.

The purpose of the Governance Committee is to support the Board in developing and maintaining its governance process and to oversee the broad range of planning functions of the Board. The functions of the Governance Committee are as follows:

- a) develop a governance process and appropriate structures to allow the Board to complete its work and evaluate its performance;
- b) organize and oversee a Board development process;
- c) develop and conduct an ongoing Board recruitment process;
- d) nominate persons for election as Directors to the Board to fill any vacancies on the Board; and nominate Directors for consideration by the Board for election or appointment as Officers of the Corporation; and
- e) ensure that a process exists to review the by-laws on a regular basis; and
- f) meet up to eight (8) times annually or at the request of the Chair.

ARTICLE 24 ADMINISTRATION

24.1 President and Chief Executive Officer

The President and CEO shall be appointed by the Board of the Corporation subject to the approval of the Members and shall be accountable to the Board of the Corporation.

The President and CEO shall be responsible for the due observance and enforcement of the *Excellent Care for All Act*, *Public Hospitals Act*, the *Mental Health Act*, the *Criminal Code*, the *Long-Term Care Homes Act* and all other relevant legislation, and the By-Laws of the Corporation and its policies.

The President and CEO shall:

- i. carry out his/her duties in accordance with the mission, vision and core values of the Corporation;
- ii. be responsible for the efficient operation of the Corporation in accordance with policies established pursuant to this By-Law and the Catholic Health Alliance Health Ethics Guide;
- iii. operate the Corporation in accordance with the approved annual budget;
- iv. attend all meetings of the Board and its committees;
- v. act as the Officer in Charge in accordance with the *Mental Health Act*;
- vi. act as Secretary of the Board of the Corporation;
- vii. employ, dismiss, control, direct and develop employees of the Corporation in accordance with this By-Law and the approved budget;
- viii. be a member of all standing committees of the Board of the Corporation;
- ix. be an Ex officio member of the Medical Advisory Committee and shall have the right to attend any meeting of any committee of the Professional Staff;
- x. report to the Chief of Staff, any improper medical practice in the Corporation and, if necessary, to the Board;
- xi. report to the Board matters about which they should have knowledge;
- xii. report to the Board on the establishment, composition and operation of those committees required pursuant to the *Public Hospitals Act*, the *Mental Health Act*, the *Long-Term Care Homes Act*, the *Excellent Care for All Act*, and other legislation and the Catholic Health Alliance Health Ethics Guide, together with such other committees as the Board may deem advisable; and
- xiii. ensure that all Board members receive an appropriate orientation.

ARTICLE 25 BANKS AND SIGNING OFFICERS

25.1 Signing Officers

Subject to Article 3.2, deeds, transfers, assignments, contracts, obligations, certificates and other instruments may be signed on behalf of the Corporation by any two (2) persons

holding the office of Chair or Vice-Chair, President and CEO and the Vice President and CEO, Finance and Corporate Services. The President and CEO may appoint additional signing Officers. 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 may or shall be signed. Any signing Officer may affix the corporate seal thereto.

25.2 Banking and Borrowing

The Board shall designate the bank or banks in which the monies of the Corporation shall be deposited, in which any stocks, bonds or other securities of the Corporation shall be placed for safekeeping.

The signing Officers of the Corporation as set out in Article 25.1 are hereby authorized without authorization of the Members, for and in the name of the Corporation, subject to Article 3.2:

- (a) Borrow money on the credit of the Corporation;
- (b) Issue, reissue, sell, pledge or hypothecate debt obligations of the Corporation; and
- (c) Give a guarantee on behalf of the Corporation to secure performance of an obligation of any person; and

mortgage, hypothecate, pledge or otherwise create a security interest in all or any property of the Corporation, owned or subsequently acquired, to secure any obligation of the Corporation.

1. In addition to and without limiting such other powers which the Corporation may by law possess, the directors of the Corporation may from time to time and upon approval of the Members:
 - a. borrow money on the credit of the Corporation;
 - b. issue, sell or pledge securities of the Corporation; and
 - 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, powers, franchises and undertakings, to secure any securities or any money borrowed, or other debt, or any other obligation or liability of the Corporation.
2. The word "securities" as used in this paragraph means, bonds, debentures, debenture stock or other like liabilities of the Corporation whether constituting a charge on the property of the Corporation or not. The expression "property of the Corporation" includes both present and future property of the Corporation.
3. The Board may from time to time and upon approval of the Members authorize any director or directors, officer or officers, employee or employees of the Corporation or other person or persons, whether connected with the Corporation or not, to make arrangements with reference to the moneys borrowed or to be borrowed as aforesaid

and as to the terms and conditions of the loan thereof and as to any securities to be given therefore, with power to vary or modify such arrangements, terms and conditions and to give such additional securities for any moneys borrowed or remaining due by the Corporation as the directors of the Corporation may authorize and generally to manage, transact and settle the borrowing of money by the Corporation.

4. The Board may from time to time authorize any director or directors, officer or officers, employee or employees of the Corporation or other person or persons, whether connected with the Corporation or not, to sign, execute and give on behalf of the Corporation all documents, agreements and promises necessary or desirable for the purposes aforesaid and to draw, make, accept, endorse, execute and issue cheques, promissory notes, bills of exchange, bills of lading and other negotiable or transferable instruments and the same and all renewals thereof or substitutions therefore so signed shall be binding upon the Corporation.
5. The powers hereby conferred shall be deemed to be in supplement of and not in substitution for any powers to borrow money for the purposes of the Corporation possessed by its Members, directors or officers independently of a borrowing bylaw.

ARTICLE 26 REPRESENTATIVES

The Members may, by resolution, appoint such representatives of the Corporation with such powers and to perform such acts or duties on behalf of the Members as it may see fit, so far as may be consistent with this By-Law, and to the extent authorized or permitted by law.

ARTICLE 27 GENERAL

27.1 Head Office

The Head Office of the Corporation shall be as determined from time to time by the Board of the Corporation subject to relevant legislation.

27.2 Corporate Seal

The seal, an impression whereof is stamped in the margin hereof, shall be the Corporate seal of the Corporation.

27.3 Financial Year

Unless otherwise ordered by the Members, the fiscal year shall be from April 1st to March 31st of the year following.

27.4 Auditor

- (a) At the annual meeting, the Members shall appoint an auditor, considering the recommendation of the Board of the Corporation. The auditor shall hold office until the next annual meeting of the Corporation, and shall audit the financial statements for report to the Members. The auditor shall not be a member of the Board, employee of the Corporation or a partner or employee of any such person, and shall be duly licensed under the *Public Accounting Act*.
- (b) The auditor shall from time to time report to the Board of Directors of the Corporation through the Executive Committee and shall make any recommendations as are appropriate.
- (c) The auditor shall prepare financial analyses and other reports as required by the Board or President and CEO of the Corporation, and/or CHCO.
- (d) The person or firm appointed as Auditor for the Corporation shall be “independent” of the Corporation, its affiliates and its Directors and Officers as is established by all relevant legislation for the Corporation but shall be a member in good standing of an institute or association of accountants incorporated by or under an Act of the legislature of a province of Canada, meet any qualifications under an enactment of a province for performing any duty that the person is required to perform under the relevant sections of the relevant legislation.
- (e) The Auditors shall have all the rights and privileges as set out in relevant legislation and shall perform the function as prescribed therein.

27.5 Contracts

The Board of the Corporation, subject to Article 3.2 of this By-Law, by resolution, may authorize the President and CEO or any other Officer to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation. Such authority may be general or confined to a specific instance. Unless so authorized by the Board, no Officer or employee shall have the power or authority to bind the Corporation by any contract or engagement, or to pledge its credit, or render it liable financially for any purpose or to any amount as specified in Article 3.2.

27.6 Bonding – Fidelity Insurance

- (d) 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 of the Corporation.
- (e) The requirements of Article 1.1(d) may be met by an alternative form of government fidelity insurance such as, but not limited to, a blanket position bond, a commercial blanket bond, or a comprehensive dishonesty, disappearance and destruction policy, at the discretion of the Board of the Corporation.

- (f) The Corporation shall pay the expenses of any fidelity bond or policy secure under Article 1.1(d) or 1.1(e).

27.7 Investments

The Board of the Corporation may invest only in securities authorized by the *Trustee Act* of the Province of Ontario:

- (g) all endowment monies bequeathed in trust to the Corporation for its use;
- (h) all the Corporation monies bequeathed in trust to the Corporation for use;
- (i) notwithstanding the provisions of Article 27.7, the Board of the Corporation may, at its discretion, retain investments not authorized by the *Trustee Act* which are given or bequeathed to the Corporation in specie (in-kind); and
- (j) all other funds.

27.8 Indemnification

Every Director, Officer and Member of the Corporation and his or her heirs, executors, administrators, or other legal personal representative and his or her estate and effects, respectively, shall from time to time and at all times, be indemnified and saved harmless by the Corporation from and against all costs, charges and expenses including an amount paid to settle an action or satisfy a judgment, reasonably incurred by the individual in respect of any civil, criminal, administrative, investigative or other proceeding in which the individual is involved because of that association with the Corporation or other entity provided the individual to be indemnified:

- (a) acted honestly and in good faith with a view to the best interests of the Corporation or, as the case may be, to the best interests of the other entity for which the individual acted as director or Officer or in a similar capacity at the Corporation's request; and
- (b) in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, had reasonable grounds for believing that their conduct was lawful.

27.9 Advance of Costs

The Corporation may advance money to a Director, Officer, Member or other individual for the costs, charges and expenses of a proceeding referred to in Article 28.8. The individual shall repay the money if the individual does not fulfil the conditions of Article 28.8.

27.10 Insurance

Subject to the requirements of the *Charities Accounting Act* the Corporation may purchase and maintain insurance for the benefit of an individual referred to in Article 28.8 against any liability incurred by the individual:

- (a) in the individual's capacity as a Director, Member or an Officer of the Corporation; or
- (b) in the individual's capacity as a Director or an Officer, or in a similar capacity, of another entity, if the individual acts or acted in that capacity at the Corporation's request.

27.11 Amendment of By-Law

Subject to relevant legislation, this By-law may be amended by the Board, but no portion of any such amendment shall be effective until confirmed by the Members at a meeting duly called for such purpose and, unless otherwise required by relevant legislation, an Ordinary Resolution shall be adequate to pass the proposed amendment.

- (a) Where it is intended to amend this By-law at a meeting of the Board, written notice of such intention shall be sent by the Secretary to each Director at his or her address as shown on the records of the Corporation by ordinary mail not less than ten (10) days before the meeting.
- (b) Where the notice of intention required is not provided, any proposed amendment to the By-law may nevertheless be moved at the meeting and discussion and voting thereon adjourned to the next meeting, for which no notice of intention need be given.

The Members may at the meeting held to confirm any proposed amendment contemplated confirm, reject or amend any by-law passed by the Board and submitted to the meeting for confirmation. If such by-law is rejected it shall not become effective and, if amended, it shall, take effect as amended.

27.11 Effective Date

This By-Law shall come into force after being passed by a two-thirds majority vote by the Board of Directors, and approved by the Members at a special meeting of the Members duly called for that purpose.

SIGNATURES

PASSED by the Board of Directors on this 13th day of May 2020.

A handwritten signature in black ink that reads "Fred Colli". The signature is written in a cursive style with a large initial "F" and "C".

Bishop Fred Colli

Chair

A handwritten signature in blue ink that is highly stylized and illegible. It appears to be a cursive signature.

Tracy Buckler

Secretary

CONFIRMED by the Members on this _____ day of _____ 20__.

Chair

Secretary