

**ST. JOSEPH'S CARE GROUP
ADMINISTRATIVE BYLAW**

Approved by the Board of Directors: May 29, 2024

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

**ARTICLE 1
INTRODUCTION**

1.1 Background

St. Joseph's Care Group (SJCG) Corporation is a mission-driven Catholic healthcare organization, sponsored by the Catholic Health Corporation of Ontario. Its roots reach back to 1881, when five Sisters of St. Joseph arrived at Prince Arthur's Landing to teach and provide spiritual support to the parish. Noting a growing need for healthcare, two convent rooms originally intended as classrooms became hospital rooms. Responding to an unmet need in the community and region, the cornerstone of St. Joseph's Hospital was laid on September 8, 1884.

St. Joseph's Heritage opened its doors on October 17, 1979. Coined as *A Place for All Seasons*, it created a campus that brought together supported living and long-term care joined by a space for recreation, dining and visiting within a park-like setting.

1990 to 2000 was a decade of significant change. It saw the merger of St. Joseph's Heritage and St. Joseph's Hospital; the formation of St. Joseph's Care Group; the change from acute to complex continuing and rehabilitative care at St. Joseph's Hospital; the integration of Hogarth Westmount Hospital; the transfer of the Lakehead Psychiatric Hospital as part of provincial divestment; and the addition of new buildings and programs.

Today, SJCG combines tradition with innovation, offering supportive housing, rehabilitative, mental health and addictions, and long-term care across eight sites in the City of Thunder Bay, with programs and services extending to the Region through strong partnerships and innovative technologies. St. Joseph's Care Group is currently the identified Northwestern Ontario regional lead for Rehabilitative Care, Behavioural Supports, Seniors' Care, Rapid Access to Addiction Medicine, and Palliative Care, with capacity and willingness to take the lead in new areas as the Region requires.

Wiidosem Dabasendizowin: Walking With Humility puts into print SJCG's commitment to developing relationships and practices together with Indigenous Peoples. Linked to SJCG's Strategic Plan, it focuses on ensuring clients receive safe and culturally sensitive care, and that all programs and services within the corporation promote a culture of diversity and inclusion, supporting staff, physicians, and volunteers to work in the spirit of reconciliation and uphold the rights of Indigenous Peoples.

1.2 Definitions

- a) **"Act"** means the *Not-for-Profit Corporations Act*, 2010, S.O. 2010, c. 15, and any statute or regulations that may be substituted, as amended from time to time.
- b) **"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*.
- c) **"Associate"** where used to indicate a relationship with any person means:
 - i) Any body corporate of which the person beneficially owns, directly or indirectly, voting securities carrying more than 10 per cent of the voting rights attached to all voting securities of the body corporate for the time being outstanding;
 - ii) any partner of that person;
 - iii) any trust or estate in which the person has a substantial beneficial interest or as to which the person serves as trustee or in a similar capacity;
 - iv) any relative of the person, including the person's spouse, where the relative has the same home as the person; or
 - v) any relative of the spouse of the person where the relative has the same home as the person.
- d) **"Board"** means the Board of Directors of the Corporation.
- e) **"CHCO"** means the Catholic Health Corporation of Ontario, which also carries on business as Catholic Health Sponsors of Ontario.
- f) **"CHCO Designate"** means the individual as designated by the Members.
- g) **"Chair"** means the Chair of the SJCG Board.
- h) **"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.
- i) **"Chief of Staff"** means a Medical Staff Member appointed by the Board to serve as Chief of Staff in accordance with the *Public Hospitals Act* and to be responsible for professional standards and quality of care rendered by the Professional Staff. The Chief of Staff shall also act as Chair of the Medical Advisory Committee (MAC).
- j) **"Client"** means patient per *Public Hospitals Act*, resident per *Fixing Long-Term Care Act*.
- k) **"Client and Family Partner"** means a volunteer who has experience with St. Joseph's Care Group as a client or family member.
- l) **"Corporation"** means the body corporate known as St. Joseph's Care Group.
- m) **"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.
- n) **"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.
- o) **"Director"** means a member of the Board.
- p) **"Ex-Officio"** means membership by virtue of the office and includes all rights, responsibilities and power to vote unless otherwise specified.
- q) **"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.
- r) **"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.
- s) **"Fixing Long-Term Care Act"** means the *Fixing Long-Term Care Act*, S.O. 2021.
- t) **"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.
- u) **"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.
- v) **"Hospital"** means St. Joseph's Care Group Hospital Site located as follows:
St. Joseph's Hospital
35 N. Algoma Street, Thunder Bay, Ontario, P7B 5G7
- w) **"Honorary 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 and is an Ex-Officio member of the Board.
- x) **"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.
- y) **"MAC"** means the Medical Advisory Committee of the Corporation.
- z) **"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.

- aa) **"Member(s)"** means the persons identified in Article 2.1 hereof.
- bb) **"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.
- cc) **"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.
- dd) **"ONCA"** means the *Ontario Not-For-Profit Corporations Act* S.O. 2010, c.15, as amended or replaced from time to time.
- ee) **"Officer"** means an Officer of the Board listed in Article 13.
- ff) **"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*.
- gg) **"Ordinary Resolution"** means a resolution submitted to a meeting of the Members and passed at the meeting, with or without amendment, by at least a majority of the votes cast, or consented to in writing by each Member entitled to vote at a meeting of Members or by the Member's attorney.
- hh) **"Patient"** as defined in the *Public Hospitals Act* means an in-patient or an out-patient of the Corporation.
- ii) **"President & Chief Executive Officer (CEO)"** means, in addition to the Administrator as defined in the *Public Hospitals Act and or the Mental Health Act*, the person appointed pursuant to this Bylaw to be President & Chief Executive Officer of the Corporation and may include the Officer in Charge.
- jj) **"Professional Staff"** means a member of the Medical Staff, Dental Staff, or Extended Class Nursing Staff.
- kk) **"Professional Staff Rules"** means the rules respecting the Professional Staff as set out in the Profession Staff Bylaw once effective, in respect of Professional Staff.
- ll) **"Public Accounting Act"** means the *Public Accounting Act*, S.O. 2004, c.8 and regulations thereunder, as amended from time to time.
- mm) **"Public Hospitals Act"** means the *Public Hospitals Act*, R.S.O. 1990, c. P.40 and regulations thereunder, as amended from time to time.
- nn) **"Special Resolution"** means a resolution submitted to a Special Meeting duly called for the purpose of considering the resolution and passed at the meeting, with or without amendment, by at least two-thirds (2/3rds) of the votes cast, or consented to in writing by each Member of the Corporation entitled to vote at a meeting of the Members or by the Member's attorney.

- oo) **"SJCG"** means St. Joseph's Care Group.
- pp) **"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 Bylaw shall be interpreted in accordance with the following unless the context otherwise specifies or requires otherwise:

- a) all terms which are contained in this Bylaw of the Corporation and which are defined in the *Ontario Not-For-Profit Corporations Act*, *Public Hospitals Act*, the *Fixing Long-Term Care Act*, the *Mental Health Act*, or the *Excellent Care for All Act* shall have the meaning given to such terms in the *Ontario Not-For-Profit Corporations Act*, *Public Hospitals Act*, the *Fixing Long-Term Care Act*, *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, and the use of any gender shall include the masculine or feminine;
- c) the headings used in the Bylaw are inserted for reference purposes only and are not to be considered 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;
- d) any references herein to any law, bylaw, 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; or,
- c) the Corporation is liquidated or dissolved under the *Not-for-Profit Corporations Act, 2010*.

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 Bylaw 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 the passage of a resolution of the Board of the Corporation which, to become effective, shall require the approval by Special Resolution of the Members:

- a) establishing the mission, vision and values of the Corporation or making any change in the mission, vision or values or the nature or purpose of the Corporation;
- b) amending the Letters Patent, or Articles of Incorporation,

The following matters shall each require either the enactment of a bylaw 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:

- c) amending the Bylaws of the Corporation;
- d) purchasing, leasing or otherwise acquiring, alienating, selling, exchanging or otherwise disposing of or encumbering or pledging as security real or personal property of the Corporation or any right or interest therein having a value in excess of the Designated Amount;

- e) entering into contracts, leases, borrowing agreements or other agreements, including lines of credit, in excess of the Designated Amount;
- f) 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;
- g) electing or appointing or terminating Directors;
- h) appointing an auditor;
- i) electing, appointing or dismissing the President & CEO, Chair or Vice-Chair of the Corporation, or Interim President, CEO or Chair;
- j) any proposed integration, merger or joint venture between the Corporation and any other entity;
- k) committing to any construction project in excess of the Designated Amount; and
- l) establishing a subsidiary corporation or related organization.

ARTICLE 4 MEETING OF THE MEMBERS

4.1 Annual and Special Meetings of Members

The Board shall call an annual meeting of the Members not later than 15 months after the last annual meeting. The Board may also call a Special Meeting of the Members at any time. The Members of the Corporation who hold at least 10% of votes that may be cast at a meeting may requisition the Directors to call a meeting for the purposes stated in the requisition. 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 notice of meeting specifies.

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 & 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 appointed; and
- ii) the Corporation's Auditor shall be appointed.

ARTICLE 5
NOTICE OF MEETING AND WAIVER OF NOTICE

5.1 Notice

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.

- a) For the purpose of Section 5.1(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.
- b) Notice of a Special Meeting shall state the nature of the business to be considered in sufficient detail to permit a Member to form a reasoned judgment on the business, and shall state the text of any Special Resolution to be submitted to the meeting.
- c) Notice of a meeting of the Members that a person may attend by telephonic or electronic means, shall include instructions for attending and participating in the meeting by the telephonic or electronic means that will be made available for the meeting, including, if applicable, instructions for voting by such means at the meeting.

5.2 Electronic Participation and Meetings by Electronic Means

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

5.3 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.

5.4 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.

5.5 Adjournments

The Chair of a member meeting may adjourn the same from time to time and no notice of such adjournment need be given to the Members, unless the meeting is adjourned by one or more

adjournments for an aggregate of 30 days or more. Any business may be brought before or dealt with at any adjourned meeting which might have been brought before or dealt with at the original meeting in accordance with the notice calling the same. Such adjournment may be made, notwithstanding that quorum was not achieved at said meeting.

5.6 Majority Required

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

5.7 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 appointed by such Directors shall act as Chair.

ARTICLE 6 VOTING

6.1 Voting of Members

Each Member shall have one vote on each question arising at any special or general meeting of the Members. Votes shall be cast by the Member and not by proxy.

6.2 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 stated in this Bylaw or otherwise required by law. Every question shall be decided in the first instance by a show of hands (or electronic means stated below) 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.

Any vote referred to above may be held, in accordance with the Act, partially or entirely by electronic means, telephone, email, or other communication facility, if the Corporation has made available such facility and any person participating in a meeting of the Members under Section and entitled to vote at that meeting, may vote in accordance with the Act, by electronic means, telephone, email, or other communication facility, that the Corporation has made available for such purpose.

**ARTICLE 7
QUORUM OF MEMBERS**

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

In the event a quorum is present at the opening of a meeting of the Members, the Members present may proceed with the business of the meeting, even if a quorum is not present throughout the meeting. In the event a meeting of the Members cannot proceed at the outset of the meeting because quorum was not obtained, the meeting shall be adjourned in accordance with section 5.5 of this Bylaw.

**ARTICLE 8
BOARD OF DIRECTORS OF THE CORPORATION (SJCG)**

8.1 Nominations

Subject to this Section and all other provisions of this Bylaw, nominations for appointment as Director at the annual meeting of the Corporation may be made only in accordance with Board policy.

8.2 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) one (1) designate appointed by CHCO and appointed by the Members;
- ii) The Roman Catholic Bishop of the Diocese of Thunder Bay, or his designate;
- iii) one (1) Sister of St. Joseph of Sault Ste. Marie, or designate;
- iv) one (1) Client and Family Partner, appointed by the Client and Family Advisory Council;
- v) one (1) individual appointed by Fort William First Nation, First Nation or Indigenous Organization.

Two (2) voting Ex-Officio Directors as follows:

- i) the Vice-Chair of St. Joseph's Foundation of Thunder Bay Board, or designate; and
- ii) the Honorary Chair.

Four (4) Non-voting Ex-Officio Directors as follows:

- i) the President & CEO;
- ii) the Chief of Staff;

- iii) the President of the Professional Staff Association, or designate, as approved by the Board;
- iv) the Chief Nursing Executive.

Six (6) Directors to a maximum of ten (10) Directors appointed by Ordinary Resolution of the Members.

Directors shall be appointed on the basis of their skills, interest, personal integrity and their ability to identify with and formally commit themselves to respect and further the mission, vision and values of the Corporation. The Board will maintain a skills matrix to guide recruitment of Directors.

8.3 Qualifications/Restrictions

No person shall be qualified for election or appointment as a Director if that person is less than eighteen (18) years of age, has the status of a bankrupt or does not have their principal residence in Canada. No person shall be qualified for election or appointment as a Director if that person has been found under the *Substitute Decisions Act, S.O. 1992, c.30* or under the *Mental Health Act* to be incapable of managing property, or if that person has been found to be incapable by any court in Canada or elsewhere.

Except as provided for within this Bylaw, no member of the Professional Staff, other than those members appointed pursuant to the *Public Hospitals Act*, shall be eligible for election as a Director. Except as provided for within this Bylaw, no member or spouse of a member of the Medical Staff or Dental Staff or Extended Class Nursing Staff or Midwifery Staff, and no employee or spouse of an employee of the Corporation shall be eligible for election or appointment to the Board.

Non-Member Director – A Director is not required to be a Member.

8.4 Term

For the Directors referred to in section 8.2 a), except for the CHCO designate, the terms of the appointed positions shall be for a one (1), three (3) year term with option for renewal by the appointing body for an additional three (3) year term, not to exceed nine (9) consecutive years of service.

Except for Ex-Officio Directors, Directors shall be appointed initially for up to a three (3) year term and eligible for re-appointment up to a maximum of nine (9) consecutive years of service. Directors shall retire, in rotation, in such a manner that the terms of office allow that four members shall expire from office each year subject to re-appointment as permitted above. The Board may request the Members to elect the immediately outgoing Chair to serve an additional one (1) year on the Board. Subject to the Act, the term of a Director may be extended in extraordinary circumstances, as defined by and approved by the Members on the advice of the Corporation's Board of Directors.

8.5 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 their term.

The Board may by Ordinary Resolution 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) entering into a consumer proposal;
- v) conduct inconsistent with the mission, vision and values of St. Joseph's Care Group;
- vi) failure to abide by the policies of the Board as set out from time to time.

8.6 Resignation

A member of the Board who wishes to resign from the Board prior to expiry of their term of office shall give written notice to the Chair of their 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.

8.7 Vacancies

a) The office of Director shall be automatically vacated:

- i) if the incumbent becomes disqualified from being a Director pursuant to this Bylaw, the Act, or any other relevant legislation, including without limitation because the Director has the status of a bankrupt or no longer has their principal residence in Canada; or
- ii) resigns office by notice in writing to the Chair of the Board; or
- iii) if a Director dies.

b) A Director's term of office shall end:

- i) on the day of the annual meeting of the Board in the year in which their term expires, unless reappointed; or
- ii) when the appointment is revoked in the interim; or
- iii) for Ex-Officio Directors on the day they cease to hold the office by virtue of which they became a Director.

c) Ex-Officio Vacancy – Any vacancy amongst the Ex-Officio Directors shall be filled only by a vote of the Directors. A Director appointed shall hold office for the unexpired portion of the term so vacated.

8.8 Remuneration

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

8.9 Procedures

Ex-Officio Directors - the Roman Catholic Bishop of the Diocese of Thunder Bay shall be appointed as an Ex-Officio Honorary Chair of the Board.

ARTICLE 9 CONFLICT OF INTEREST

9.1 Conflict of Interest

- a) **Disclosure.** Every Director who, either directly or through one of their Associates, has, or thinks they 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 whenever a Director has a material interest in a proposed or current contract, transaction, matter or decision of the Corporation, or where the Director is a director or officer of, or has a material interest in any corporation or business that is party to a proposed or current contract or transaction with the Corporation or Business.
- c) **Avoidance.** Directors must endeavour to avoid actual or potential conflicts of interest.
- d) **Time of disclosure for Director.** The disclosure required by Article 9.1(a) shall be made, in the case of a Director:
 - i) the declaration of an actual or potential conflict of interest shall be disclosed at a meeting of the Board at which the contract, transaction, matter or decision is first raised or immediately once the Director becomes aware of the conflict;
 - ii) if the Director (or any of their Associates) becomes interested in a contract, transaction, matter or decision after a meeting of the Board at which it is first raised, the Director shall make a declaration at the next meeting of the Board;
 - iii) in the case of an existing contract, transaction, matter or decision, the declaration shall be made by a Director at the first meeting of the Board, after the person becomes a Director or the interest comes into being.
- e) **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 Bylaw. 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.

- f) **Failure to disclose.** The failure of any Director to comply with the conflict of interest provisions of this Bylaw does not, in or of itself, invalidate any contract, transaction, matter or decision undertaken by the Board.
- g) **Concern re conflict of interest.** If a Director believes that any other 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.
- h) **Determination of conflict of interest.** Thereafter, at the request of a Director, the Board shall, after the Director alleged to have a conflict has absented them self 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 them self during any subsequent discussion or voting process relating to or pertaining to the conflict. **If no conflict of interest is determined.** The question of whether a Director has a conflict of interest shall be determined by Ordinary Resolution of the Board, and such determination shall be final.
- i) **If no conflict of interest is determined.** 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.
- j) **Recording of determination of conflict of interest.** Every declaration of a conflict of interest and the general nature thereof shall be recorded in the minutes of the Board.

ARTICLE 10 MEETINGS OF THE BOARD

10.1 Regular Meetings

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 President & CEO.

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.

The Board shall meet at least eight (8) times a year, at such times and locations as may be determined by the Chair.

Notice of the meeting shall be given one (1) 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. No notice is required for scheduled standing meetings.

10.2 Special Meetings

- a) The Chair or Vice-Chair of the Board may call Special Meetings of the Board which shall be scheduled as soon as reasonably possible, but no later than one (1) week.
- 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.

10.3 Business to be Conducted at Annual Meetings

Items on the Agenda shall include:

- i) approval of the minutes of the previous annual meeting;
- ii) receipt of report from the Chair and President & 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.

10.4 Procedures for Board Meetings

- a) The declaration of the Secretary or Chair that notice has been given pursuant to the Bylaw, 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 individuals other than those specified in this Bylaw 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) 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, unless such absence is approved by the Board. An annual attendance audit is conducted by the Board, and the Chair will follow up with any Director(s) that have not met the minimum attendance requirements.
- g) The Chair shall have a vote.

- h) Upon recommendation by Board Directors, the Board Chair has the right to invite individuals as needed to Board meetings they feel would offer historical insight and advice for a topic on the Agenda.
- i) Business arising at any meeting of the Board shall be decided by a majority of Directors entitled to vote, provided that:
 - i) Unless expressly stated otherwise in this Bylaw, all Directors shall be entitled to one (1) vote, at any meeting of the Board;
 - ii) except as provided by clause 10.7 below, votes shall be taken in the usual way by a show of hands;
 - iii) votes shall be taken by written ballot if so demanded by any voting Director present;
 - iv) if there is an equality of votes, the Chair shall rule that the motion has been defeated;
 - v) 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 that a resolution, vote or motion has been carried or defeated without proof of the proportion of the votes recorded in favour of or against such resolution, vote or motion.

10.5 Quorum

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

10.6 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 to the provisions of this Bylaw.

10.7 Electronic Participation

Notwithstanding any other provision of this Bylaw, any Director, Officer, Member, Professional Staff member or employee, who is permitted by this Bylaw or the 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 a Committee of the Board, 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 this Bylaw, to be present at the meeting. Such person may, if entitled to vote, indicate their vote by any means that reasonably conveys the person's intention to the other meeting participants.

10.8 Rules of Order

Any questions of procedure at or for any meetings of the Corporation, of the Board, of the Professional Staff, or any relevant legislation, or of any Committee, which have not been provided for in this Bylaw or the Professional Staff Rules, shall be determined by the Chair in accordance with the rules of procedure adopted by resolution of the Board.

10.9 Representation of CHCO at Board and Committee Meetings

- a) The President & CEO of CHCO, or at the option of the President & 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 the right to vote.
- b) The President & CEO of CHCO, or at the option of the President & CEO 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 the right to vote.
- c) Upon request, the President & 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 they are sent to Directors.

ARTICLE 11 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 Bylaw 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.

11.1 The responsibilities of Directors shall be

Subject to the reserved powers of the Members as set out in Article 3.2, 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 letters patent, articles of incorporation, or otherwise, authorized to exercise and do. In particular, the responsibilities

of a Director shall be:

- a) to carry out their responsibilities in accordance with the purposes, objectives, mission, vision and values of the Corporation;
- b) to establish a selection process for the appointment of the President & CEO and to appoint the President & CEO in accordance with such process;
- c) 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;
- d) to delegate responsibility and concomitant authority to the President & CEO for the operation of the Corporation with accountability to the Board;
- e) to approve terms of reference for consultants retained by the Board and provide reports to the Members;
- f) 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;
- g) 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 Bylaw requirements;
- h) to review and approve the annual capital and operating budgets and to monitor that the Corporation is operated within the approved budget;
- i) 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;
- j) 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 mission, vision and values of the Corporation, or change a major service or role of the institution;
- k) to recommend to the Members any acquisition or disposition of property;
- l) to conduct an annual performance evaluation and compensation review of the President & CEO and an annual performance evaluation of the Chief of Staff.

ARTICLE 12
CONFIDENTIALITY AND PUBLIC RELATIONS

Every Director, 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 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 13
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-appointed to that office.
- d) The President & 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 Officers shall receive no remuneration for acting as such.

ARTICLE 14
BOARD CHAIR

Refer to Schedule A attached hereto.

ARTICLE 15
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 16
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.

The Past Chair will act as Chair on the Governance Committee of the Board.

**ARTICLE 17
TREASURER**

Refer to Schedule B attached hereto.

**ARTICLE 18
SECRETARY OF THE BOARD**

Refer to Schedule C attached hereto.

**ARTICLE 19
PRESIDENT & CEO**

Refer to Schedule D attached hereto.

**ARTICLE 20
COMMITTEES OF THE BOARD**

20.1 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.

Unless otherwise provided by Bylaw, the functions, duties, responsibilities, and mandate of Committees shall be provided in the resolution of the Board.

Unless otherwise provided by Bylaw 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. All Directors have the right to attend Committee meetings of the Board and have the right to

vote if in attendance for the entire meeting. 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.

The Board shall ensure that the Corporation establishes such committees and undertakes such programs as are required pursuant to all relevant legislation.

The President & CEO or their delegate, except as herein stated, shall be an Ex-Officio member of all Committees of the Board.

At the commencement of each Committee meeting of the Board, the Chair of each Committee shall name all voting and non-voting Members present for the purpose of the minutes.

20.2 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) one (1) Client and Family Partner;
- d) a minimum of six (6) Board members;
- e) the President & CEO;
- f) the Chief of Staff;
- g) the President of the Professional Staff, or designate as approved by the Board;
- h) the Chief Nursing Executive; and
- i) one (1) 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;

All listed above shall be voting members of the Committee.

There shall be no more than six (6) non-voting members.

Quorum shall constitute 50% plus one (1) of voting members of the Board. As per the *Excellent Care for All Act*, the Chair of the Board Quality, Safety and Risk Committee must be a voting member of the Board.

The Quality, Safety and Risk Committee is responsible to the Board to oversee, advocate and ensure that effective processes and structures are in place to monitor, review, and continuously improve quality, safety, and risk management across all programs and services of St. Joseph's Care Group. The Committee regularly reviews reports and presentations to ensure safe, quality client care is being provided.

The Committee shall meet a minimum of four (4) times a year, up to a maximum of eight (8) times per year, or at the request of the Chair.

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) receive regular reports and monitor/communicate with the Quality Committees of Long-Term Care Homes in accordance to the *Fixing the Long-Term Care Act*;
- iii) to oversee that a system for the disclosure of every critical incident is established and that the President & CEO, the Chief of Staff and the Chief Nursing Executive will be responsible for the system;
- iv) oversee the development of appropriate risk, quality and utilization management monitoring processes and provide summary indicators to the Board on a quarterly basis;
- v) monitor the Corporation's compliance with pertinent legislation; and
- vi) 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.

20.3 Executive Committee

The Executive Committee shall be comprised of:

- a) the Chair of the Board, who will Chair the Executive Committee;
- b) the Vice-Chair of the Board;
- c) the Chairpersons of each Committee of the Board;
- d) the CHCO Designate;
- e) one (1) additional Board Member.

The President & CEO and the Chief of Staff are invited to meetings to act in an advisory capacity to the Committee.

Quorum shall constitute 50% plus one (1) of voting members of the Board.

The Executive Committee shall:

- i) address duties as assigned by the full Board;
- ii) serve as a resource/advisor to the President & CEO;
- iii) advise the Board on delegation of responsibility and associated authority to the President & CEO and establish policies and procedures to provide the framework for the President & CEO to manage the operation of the Corporation;
- iv) oversee the development of the Quality Improvement Plan (QIP), including monitoring the progress of the QIP;
- v) monitor the Corporation's compliance with pertinent legislation; and
- vi) meet up to three (3) times annually or at the request of the Chair.

20.4 Finance and Audit Committee

The Finance and Audit Committee shall be comprised of:

- a) the Treasurer, who will Chair the Finance and Audit Committee;
- b) the Vice-Chair of the Board;
- c) a minimum of two (2) other Directors, provided the Director is not concurrently serving as an Officer of the Corporation;
- d) one (1) Client and Family Partner; and
- e) the President & CEO.

Quorum shall constitute 50% plus one (1) of voting members of the Board.

The Finance and Audit Committee shall:

- i) study and recommend to the Board for approval a detailed annual budget for capital and operating expenditures for the ensuing fiscal year;
- ii) 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;
- iii) advise the Board with regard to investments;
- iv) advise the Board of the type and amount of insurance to be carried by the Corporation and review these annually;
- v) guide Board activities related to the capital planning & development;
- vi) inform and advise the Board on financial matters as requested;
- vii) monitor the Corporation's financial performance, including both operating and capital position;
- viii) provide an audit function that includes:
 - review the annual financial statements and Auditor's report prior to the Annual Meeting of the Board;
 - meet with the Auditor as necessary to consider any matters the Auditor believes should be brought to the attention of the Directors;
 - determine through discussion with the Auditor, and in the absence of any members of Leadership Team and Staff, that no restrictions were placed by management on the scope of the examination or on its implementation;
 - inquire into the effectiveness of the organization's management of financial and accounting functions including internal controls;
 - consider the scope of the audit work performed or to be performed on an annual basis;
 - review annual audit plan with auditors; and
 - make recommendation to the Board with regard to the appointment of and/or tendering for the Auditor each fiscal year.
- ix) The Committee shall meet a minimum of six (6) times per year, up to a maximum of eight (8) times per year, or at the request of the Chair.

20.5 Governance Committee

The Governance Committee shall be 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, who will Chair the Governance Committee;
- d) the CHCO Designate;
- e) a minimum of two (2) other Directors;
- f) one (1) Client and Family Partner; and
- g) the President & CEO;

Quorum shall constitute 50% plus one (1) of voting members of the Board.

The purpose of the Governance Committee is to advise and support the Board in developing and maintaining its governance processes and to oversee the broad range of planning functions

of the Board. The functions of the Governance Committee are as follows:

- i) develop a governance process and appropriate structures to allow the Board to complete its work and evaluate its performance;
- ii) organize and oversee a Board development process;
- iii) develop and conduct an ongoing Board recruitment process;
- iv) oversee a process for strategic planning, including ongoing monitoring of the progress of the plan;
- v) oversee the development of appropriate communications and government relation strategies that further the plans of the Corporation in meeting the needs of the community;
- vi) 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;
- vii) 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;
- viii) oversee the development and implementation of an annual Operating Plan that reflects the Strategic Plan and corporate goals of the Corporation;
- ix) monitor the Corporation's compliance with pertinent legislation;
- x) ensure that a process exists to review the Bylaws on a regular basis.
- xi) The Committee shall meet up to eight (8) times annually or at the request of the Chair.

ARTICLE 21 ADMINISTRATION

21.1 President & Chief Executive Officer

Refer to Schedule D attached hereto.

ARTICLE 22 BANKS AND SIGNING OFFICERS

22.1 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 & CEO, and the Vice President Infrastructure & Quality/Chief Financial Officer (CFO). The President & CEO may appoint additional signing Officers. In addition, the Board may from time to time direct the manner in which 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.

22.2 Banking and Borrowing

The Board shall designate the bank or banks in which the monies of the Corporation shall be deposited and 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 22.1 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
- d) 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.

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:

- (i) borrow money on the credit of the Corporation;
 - (ii) issue, sell or pledge securities of the Corporation; and
 - (iii) 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.
1. 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.
 2. 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.
 3. 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.
 4. 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 23
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 Bylaw, and to the extent authorized or permitted by law.

**ARTICLE 24
GENERAL**

24.1 Head Office

The Head Office of the Corporation shall be that of the Corporate Office located at 35 N. Algoma Street, Thunder Bay, Ontario, P7B 5G7, or as determined from time to time by the Board of the Corporation subject to relevant legislation.

24.2 Corporate Seal

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

24.3 Financial Year

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

24.4 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 Finance and Audit 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 & 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 the relevant legislation and shall perform the function as prescribed therein.

24.5 Contracts

The Board of the Corporation, subject to Article 3.2 of this Bylaw, by resolution, may authorize the President & 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. 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.

24.6 Bonding - Fidelity Insurance

- a) Directors, Officers and employees as the Board may designate, shall secure from a guarantee company, a bond of fidelity of an amount approved by the Board of the Corporation.
- b) The requirements of Article 24.6(a) 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.
- c) The Corporation shall pay the expenses of any fidelity bond or policy secure under Articles 24.6(a) & (b).

24.7 Investments

The Board of the Corporation may invest only in securities authorized by the *Trustee Act* of the Province of Ontario, including without limitation:

- a) all endowment monies bequeathed in trust to the Corporation for its use;
- b) all the Corporation monies bequeathed in trust to the Corporation for its use;
- c) notwithstanding the provisions of Articles 24.7 (a) and 24.7 (b), 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) pursuant to SJCG Investment policy AD-05-210; and,
- d) all other funds.

24.8 Indemnification

Every Director, Officer and Member of the Corporation, and their assigns heirs, executors, administrators, or other legal personal representatives and their 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.

24.9 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 24.8 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.

24.10 Amendment of Bylaw

Subject to relevant legislation, this Bylaw 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.

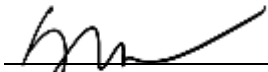
- a) Where it is intended to amend this Bylaw at a meeting of the Board, written notice of such intention shall be sent by the Secretary to each Director at his or her address as shown on the records of the Corporation by ordinary or electronic mail, not less than ten (10) days before the meeting.
- b) Where the notice of intention required is not provided, any proposed amendment to the Bylaw 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 bylaw passed by the Board and submitted to the meeting for confirmation. If such bylaw is rejected it shall not become effective and, if amended, it shall, take effect as amended.

24.11 Effective Date

This Bylaw 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 29th day of May 2024.



Chair




President & CEO/Secretary

CONFIRMED by the Members on this 19th day of June, 2024.



Brian Edmonds, Chair



Glen Wood, Secretary

SCHEDULE A

ROLES AND RESPONSIBILITIES OF BOARD CHAIR

Role Statement:

The Chair shall provide leadership to the Board and general supervision.

The Chair shall:

- a) preside at all meetings of the Board;
- b) provide general leadership to the Board, including the development of future leadership;
- c) report to each annual meeting of Members of the Corporation concerning the management and operations of the Corporation;
- d) represent the Corporation at public or official functions;
- e) liaise with the President & CEO;
- f) lead the Board in monitoring and evaluating the performance of the President & CEO and Chief of Staff;
- g) ensure that an annual Board work plan is developed and implemented that includes goals for the Board;
- h) communicate with the Board on issues relevant to its governance responsibilities;
- i) set a high standard for Board conduct and enforce policies and bylaws concerning Director's conduct;
- j) serve as mentor to other Directors;
- k) ensure that all Directors contribute fully and address issues associated with underperformance of individual Directors;
- l) oversee succession planning occurs for the Board, President & CEO and Chief of Staff;
- m) serve as member on all Board Committees; and
- n) perform such other duties as may from time to time be determined by the Board.

SCHEDULE B

ROLES AND RESPONSIBILITIES OF TREASURER

Role Statement:

The Treasurer works collaboratively with the Chair and Leadership Team to support the Board in achieving its fiduciary responsibilities.

The Treasurer of the Corporation shall:

- a) cause to be kept proper books of account and accounting records of the Corporation in compliance with the provisions of the *Act*;
- b) cause a financial statement to be prepared monthly and reported to the Board indicating the financial position of the Corporation at the close of the preceding period;
- c) cause the annual accounts to be audited and cause to be prepared financial statements and an auditor's report as prescribed by law;
- d) chair the Finance and Audit Committee of the Board;
- e) maintain a high standard for Board conduct and enforce policies and Bylaws regarding Directors' conduct, with particular emphasis on fiduciary responsibilities;
- f) serve as a mentor to other Directors; and
- g) perform such other duties as may be established from time to time by resolution of the Board.

SCHEDULE C

ROLES AND RESPONSIBILITIES OF SECRETARY

Role Statement:

The Secretary works collaboratively with the Chair to support the Board in fulfilling its fiduciary responsibilities.

The Secretary of the Board shall:

- a) support the Chair in maintaining a high standard for Board conduct and uphold policies and the Bylaws regarding Directors' conduct, with particular emphasis on fiduciary responsibilities;
- b) keep a roll of the names and addresses of the Directors;
- c) ensure the proper recording and maintenance of minutes of all meetings of the Corporation, the Board and Board Committees;
- d) attend to correspondence on behalf of the Board;
- e) ensure the safe custody of all minute books, documents, registers and the seal of the Corporation, and ensure that they are maintained as required by law;
- f) ensure that all reports are prepared and filed as required by law or requested by the Board;
- g) give such notice as required by the Bylaws of all meetings of the Corporation, the Board and Board Committees;
- h) attend all meetings of the Corporation, the Board and Board Committees; and
- i) perform such other duties as may be established from time to time by resolution of the Board.

SCHEDULE D

ROLES AND RESPONSIBILITIES OF THE PRESIDENT & CEO

Role Statement:

Appointed by the Members (Catholic Health Sponsors of Ontario), following the recommendation of the St. Joseph's Care Group (SJCG) Board of Directors, the President & CEO is the Chief Executive Officer of St. Joseph's Care Group and has the delegated authority to direct all operations of St. Joseph's Care Group to meet the changing health needs of the people of Thunder Bay and the North West region. The President & CEO represents SJCG with respect to all corporate matters; executes the Strategic Plan as developed by the Board; and, ensures the execution of all current relevant legislation while maintaining the mission, vision and values of St. Joseph's Care Group.

The President & CEO has the following accountabilities:

ORGANIZATIONAL ACCOUNTABILITIES

- a) is the executive officer of St. Joseph's Care Group;
- b) represents SJCG with respect to all corporate matters;
- c) is a non-voting member of the Board of Directors and an Ex-Officio member of all committees of the Board, unless otherwise stated;
- d) ensures the execution of all current relevant legislation while maintaining the mission, vision and values of St. Joseph's Care Group;
- e) directs the operations of St. Joseph's Care Group to meet the changing health needs of the people of Thunder Bay and the North West Region.

SPECIFIC ACCOUNTABILITIES

- f) coordinates the overall organization operations in keeping with the directives of the Board, requirements of Professional Staff, and the human, physical and financial resources available;
- g) provides a system of decision-making, communication, and planning to achieve agreed-upon directives at administrative and management levels;
- h) reports to the physician charged with the responsibility for clinical organization and supervision of professional practice in St. Joseph's Care Group, and to the Board, if necessary:
 - i) any failure of any member of the Professional Staff to act in accordance with statute law, or regulations thereunder, or the Professional Staff Bylaw and Rules of St. Joseph's Care Group;
 - ii) any client who, in the opinion of the senior nurse executive, is not making reasonable progress toward recovery or who is not being visited frequently enough by the attending physician or surgeon;
 - iii) any other matter about which he/she or they should have knowledge.
- i) is an Ex-Officio member of, and co-operates with the Medical Advisory Committee in the provision of care; and
- j) assures that provision is made for the employee health services required by the Regulations under relevant legislation;

- k) Prepares a monthly report for the Board of Directors, a copy of which is sent to the Members (CHSO).

Employee Health & Safety

The President & CEO is familiar with the applicable requirements of the *Occupational Health and Safety Act (OHSA)* and regulations and ensures compliance. Acts in accordance with the definition of ‘competent supervisor’ as defined by the OHSA including:

- a) ensures the working environment is maintained in a health and safety condition and takes every precaution reasonable to protect workers;
- b) ensures personal protective equipment is available and used by workers;
- c) investigates and determines the causes of all accidents and injuries and recommends and initiates corrective actions;
- d) ensures compliance to legislation and safe work procedures and uses disciplinary actions if required to enforce the importance of safety;
- e) evaluates the health and safety performance of employees;
- f) ensures employees receive proper training and instruction before beginning work;
- g) attends and ensures employees attend ongoing safety education;
- h) provides employees with written instruction on safe work procedures;
- i) ensures employees who drive for employment-related activities participate in the Drivers’ Safety program and have a valid driver’s license, appropriate insurance coverage and use of a reliable vehicle; and
- j) identifies and informs managers and appropriate others of occupational health and safety concerns.

Client Safety

The President & CEO fosters a culture of safety and promotes client safety through leadership and action that:

- a) promotes open interprofessional collaboration and communication in a supportive environment;
- b) encourages and supports reporting of client safety problems and concerns, including actual and potential adverse events and incidents;
- c) ensures that these concerns and events are communicated to the necessary and appropriate persons and that the appropriate follow-up and improvements/changes are implemented;
- d) assesses client safety issues and concerns and actively participates in improvement activities;
- e) ensures that employees are aware of their roles, responsibilities and accountabilities for client safety and regularly evaluates staff on these accountabilities;
- f) ensures that effective mechanisms are utilized for the transfer of information at interface points;
- g) ensures that verification processes and other checking systems for high risk care/service are utilized; and
- h) ensures that care/service providers have access to and receive ongoing, effective training on targeted client safety focus areas.

Organizational Relationships

- a) reports to the Board of Directors of SJCG and interacts daily with other members of the Leadership Team;
- b) provides overall leadership to the organization and to the Vice Presidents and any other Direct Reports; and
- c) maintains collaborative working relationships with all internal and external partners, ensuring behaviours are at all times congruent with SJCG Principles of Conduct.